



Metropolitan Transportation Authority

June 2014

MTA Board Action Items



**MTA Board Meeting
Wednesday, 6/25/2014
10:00 AM - 12:00 PM ET**

1. PUBLIC COMMENTS PERIOD Discussion

2. APPROVAL OF MINUTES

a. MTA Regular Board Minutes, May 21, 2014

MTAHQ Minutes, May 21, 2014 - Page 4

b. NYCT/MaBSTOA/SIR/Bus Company Regular Board Minutes, May 21, 2014

NYCTA Minutes, May 21, 2014 - Page 8

c. MTA Metro-North Railroad Regular Board Minutes, May 21, 2014

MNR Minutes, May 21, 2014 - Page 11

d. MTA Long Island Rail Road Regular Board Minutes, May 21, 2014

LIRR Minutes, May 21, 2014 - Page 16

e. Triborough Bridge & Tunnel Authority Regular Board Minutes, May 21, 2014

TBTA Minutes, May 21, 2014 - Page 22

f. MTA Capital Construction Regular Board Minutes, May 21, 2014

MTACC Minutes, May 21, 2014 - Page 31

3. COMMITTEE ON FINANCE

a. Action Item

i. 2014 State PWEF Assessment

PWEF Assessment - Page 35

b. Procurements

MTAHQ Procurement Staff Summary & Resolution - Page 36

i. Non-Competitive (no items)

ii. Competitive

MTAHQ Competitive - Page 38

iii. Ratifications (no items)

c. Real Estate Items

i. Real Estate Items

Real Estate Action Items - Page 45

4. COMMITTEE ON NYCT & BUS

a. Action Items

i. South Ferry Leak Mitigation

South Ferry Leak Mitigation - Page 73

ii. Installation of Help Points (HP) at 70 Additional Stations

Installation of Help Points (HP) at 70 Stations - Page 75

iii. M12 Service Change

M12 Service Change Staff Summary - Page 77

iv. X21 Service Change

b. Procurements

Procurement Staff Summary & Resolution - Page 91

i. Non-Competitive

Non-Competitive - Page 95

ii. Competitive

Competitive - Page 98

iii. Ratifications (no items)

5. COMMITTEE ON METRO NORTH RAILROAD

a. Procurements

Procurements - Page 101

i. Non-Competitive

Non-Competitive - Page 104

ii. Competitive

Competitive - Page 109

iii. Ratifications

Ratifications - Page 112

6. COMMITTEE ON LIRR

a. Procurements LIRR

LIRR Procurements - Page 113

i. Non-Competitive (no items)

ii. Competitive

LIRR Competitive Procurements - Page 117

iii. Ratification (no items)

b. Procurements MTACC

MTACC Procurements - Page 118

i. Non-Competitive (no items)

ii. Competitive

MTACC Competitive Procurements - Page 121

iii. Ratification (no items)

7. COMMITTEE ON MTA BRIDGES & TUNNELS OPERATIONS

a. Procurements

Procurements - Page 124

i. Non-Competitive (no items)

ii. Competitive

Competitive - Page 127

iii. Ratifications (no items)

8. FIRST MUTUAL TRANSPORTATION ASSURANCE CO (FMTAC) (no items)

9. EXECUTIVE SESSION

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

**Wednesday, May 21, 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. Susan Metzger
Hon. Charles G. Moerdler
Hon. John J. Molloy
Hon. Mark Page
Hon. Mitchell H. Pally
Hon. Andrew M. Saul
Hon. James L. Sedore, Jr.
Hon. Carl V. Wortendyke**

The following members were absent:

**Hon. Mark D. Lebow
Hon. David A. Paterson**

Catherine Rinaldi, Chief of Staff, Jerome F. Page, General Counsel, Stephen J. Morello, Counselor to the Chairman, Board Member James Blair, Board Member Ira R. Greenberg, Carmen Bianco, President, NYCTA, Patrick A. Nowakowski, President, Long Island Rail Road, Joseph J. Giuliatti, 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. Board member Jeffrey Kay was not present at the meeting during the board actions on matters listed under items #3, 4 and 5 of the agenda below.

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 three (3) public speakers. The following speakers addressed matters relating to MTA agenda items. 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 other speakers and the content of speakers' statements.

Eric Josephson, NYCTA retired Track Worker
Marty Goodman, NYCTA retired Station Agent

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

Chairman Prendergast welcomed the new President of LIRR, Patrick Nowakowski.

The Chairman announced that on Monday the Transport Workers Union ("TWU") ratified the new collective negotiations agreement reached last month between TWU and NYCTA. Chairman Prendergast stated that the Board will be asked to consider approval of the TWU contract in executive session later today. The Chairman, reiterating his earlier comments, said that the contract fits within the MTA's financial plan, is a fair product of labor negotiations, and eliminates the need to cut service or raise fares higher than the rate of inflation.

3. **MINUTES.** Upon motion duly made and seconded, the Board approved the minutes of the regular Board meeting held on April 30, 2014, as revised to include the names of the Board members who voted in favor and in opposition to the Emergency Bus Services item and the related motion to table the proposal.

4. **COMMITTEE ON FINANCE.**

A. **Action Item.** 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.

1. **Extension of Owner Controlled Insurance for East Side Access.** Approved the extension of the builders risk insurance coverage component of the MTA's Owner Controlled Insurance Program (OCIP) for the East Side Access Project.

Regular Board Meeting
May 21, 2014

B. Information Item.

1. 2013-2014 Station Maintenance Billing. The Board was advised of the submission of the station maintenance billings to New York City and the counties for the period of April 1, 2013 to March 31, 2014.

C. Procurement Items. Upon motion duly made and seconded, the Board approved the following procurement items. The specifics are set forth in the staff summaries and documentation filed with the meeting materials.

1. COTS Solutions and Bruker Detection – Upgrade to Chemical Detection Systems in Grand Central Terminal and Penn Station – Nos. 14185-0100 and 14185-0200. Approved the award of a Department of Homeland Security grant for the upgrade, including installation, maintenance and training of the chemical detection system in Grand Central Terminal and Penn Station to COTS Solutions and Bruker Detection.
2. Newmark & Company Real Estate, Inc. – Grand Central Terminal Leasing Services – No. 13112-0200. Approved the award of a competitively negotiated, personal services contract to Newmark & Company Real Estate Inc. to provide retail leasing and merchandising services for Grand Central Terminal for a five-year period from June 1, 2014 through May 31, 2014, with a three-year and two year option.
3. Jones Lang LaSalle Americas, Inc. – Grand Central Terminal Retail Manager – No. 13112-01000. Approved the award of a competitively negotiated, personal services contract to Jones Lang LaSalle Americas, Inc. to provide retail property management services for Grand Central Terminal for a five year period from June 1, 2014 through May 31, 2019, with a three-year and two-year option.
4. PRGX USA Inc. – Audit of All-Agency Vendor Records – No. 13157-0100. Approved the award of a competitively negotiated, personal services agreement to PRGX USA Inc. to review, correct and update the All-Agency PeopleSoft vendor database.

D. 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. Lease agreement with Arshia Hasan (or corporation to be formed) for the operation of a retail gift and souvenir shop (including flowers) at 42nd Street (Unit 02), Grand Central subway station shuttle passageway, mezzanine level, Manhattan, N.Y.

Metro-North Railroad

2. Modification of a lease with Kenneth Cole Consumer Direct, LLC d/b/a Kenneth Cole relating to retail spaces B-54, B-55 and storage spaces MCS-03, MCS-07, LCS4A and LCS4B at Grand Central Terminal, Manhattan, N.Y.
3. Consent to granting a permanent easement by Midtown Trackage Ventures LLC, as successor-in-interest to Penn Central Railroad, to the County of Westchester for the installation, operation and maintenance of a sewer force main located in Tarrytown Yard, south of Metro-North's Tarrytown Station, Tarrytown, N.Y.
4. Exercise of lease option for office space at 420 Lexington Avenue (the Graybar Building), New York, N.Y.

MTA Capital Construction

5. Lease modification and renewal with 469 Holdings LLC for office space at 469 Seventh Avenue, New York, N.Y.

5. OTHER MTA BUSINESS.

A. Action Item. Upon motion duly made and seconded, the Board approved the following action item, described in further detail in the staff summaries and documentation filed with the meeting materials.

1. Title VI Program. Approved MTA's Program under Title VI in satisfaction of the requirements of the FTA Title VI Circular.

- 6. 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. Upon motion duly made and seconded, the Board unanimously approved the Collective Bargaining Agreement between the MTA New York City Transit Authority, Manhattan and Bronx Surface Transit Operating Authority, and the Transport Workers Union, Local 100.

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

- 7. ADJOURNMENT.** Upon motion duly made and seconded, the Board voted to adjourn the meeting at 11:20 a.m.

Respectively submitted,

Victoria Clement
Assistant Secretary

**Regular Board Meeting
May 21, 2014**

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

**Wednesday, May 21, 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. Susan Metzger

Hon. Charles G. Moerdler

Hon. John J. Molloy

Hon. Mark Page

Hon. Mitchell H. Pally

Hon. Andrew M. Saul

Hon. James L. Sedore, Jr.

Hon. Carl V. Wortendyke

The following members were absent:

Hon. Mark D. Lebow

Hon. David A. Paterson

Catherine Rinaldi, Chief of Staff, Stephen J. Morello, Counselor to the Chairman, Board Member James Blair, Board Member Ira R. Greenberg, Carmen Bianco, President, NYCTA, Patrick A. Nowakowski, President, Long Island Rail Road, Joseph J. Giulietti, President, Metro-North Rail Road, James Ferrara, President, TBTA, Darryl Irick, President/SVP, MTA Bus Operations and Michael Horodniceanu, President, MTA Capital Construction, also attended the meeting. Board member Jeffrey Kay was not present at the meeting during the board actions taken on the matters listed under items #3, 4 and 5 of the agenda.

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

2. **PUBLIC COMMENT PERIOD**

Three public speakers addressed MTA NYC Transit/MTA Bus issues:

Angelica Wilson discussed issues with her impending retirement.

Eric Josephson, a retired MTA NYC Transit track worker, discussed his concerns for LIRR workers.

Marty Goodman opposed the proposed TWU contract.

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 April 30, 2014, as revised to include the names of the Board members who voted in favor and in opposition to the Emergency Bus Services item and the related motion to table the proposal.

5. **COMMITTEE ON FINANCE**

Real Estate Item:

MTA NYC Transit: Upon motion duly made and seconded, the Board approved a lease agreement with Arshia Hasan (or corporation to be formed) for the operation of a retail gift shop at 42nd Street – Grand Central Subway station, Shuttle passageway, Mezzanine Level, Manhattan.

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

Procurements:

Non-Competitive Procurements: Upon motion duly made and seconded, the Board approved the non-competitive procurements requiring a two-thirds vote (Schedule A in the Agenda) and a majority vote (Schedule I in the Agenda). Details of the above items are set forth in staff

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

Competitive Procurements: Upon motion duly made and seconded, the Board approved the competitive procurements requiring a majority vote (Schedules G and 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 MTA NYC Transit /SIR/MTA Bus Company.

Ratifications: Upon motion duly made and seconded, the Board approved the ratifications requiring a majority vote (Schedule K in the Agenda). Details of the above items are set forth in staff summaries, copies of which are on file with the records of the meeting of the Board of MTA NYC Transit /SIR/MTA Bus Company.

7. **OTHER MTA BUSINESS.**

Action Item: Upon motion duly made and seconded, the Board approved the MTA's Program under Title VI of the Civil Rights Act of 1964, 42 U.S.C. §2000d. *et seq.*, in satisfaction of the requirements of the FTA Title VI Circular. This action item is described in further detail in the staff summaries and documentation filed with the meeting materials.

8. **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. Upon motion duly made and seconded, the Board unanimously approved the Collective Bargaining Agreement between MTA NYC Transit, the Manhattan and Bronx Surface Transit Operating Authority and the Transport Workers Union, Local 100.

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

9. **ADJOURNMENT**

Upon motion duly made and seconded, the Board voted to adjourn the meeting at 11:20 a.m.

Respectfully submitted,


Mariel A. Thompson
Assistant Secretary

Minutes of the Regular Meeting
Metro-North Commuter Railroad Company
347 Madison Avenue
New York, NY 10017

Wednesday, May 21, 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. Susan Metzger
Hon. Charles G. Moerdler
Hon. John J. Molloy
Hon. Mark Page
Hon. Mitchell H. Pally
Hon. Andrew M. Saul
Hon. James L. Sedore, Jr.
Hon. Carl V. Wortendyke

The following members were absent:

Hon. Mark D. Lebow
Hon. David A. Paterson

Catherine Rinaldi, Chief of Staff, Stephen J. Morello, Counselor to the Chairman, Board Member James Blair, Board Member Ira R. Greenberg, Carmen Bianco, President, NYCTA, Patrick A. Nowakowski, President, Long Island Rail Road, Joseph J. Giulietti, 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. Board member Jeffrey Kay was not present at the meeting during the board actions on the matters listed below under agenda items numbered 3, 4 and 8.

Chairman Prendergast called the meeting to order.

1. Public Speakers:

There were three public speakers, none of whom spoke concerning Metro-North agenda items. The details of the speakers' comments are contained in the video recording of the meeting, produced by the Metropolitan Transportation Authority (MTA) and maintained in MTA records, and in the minutes of the other Agencies of this date.

2. Chairman's Opening Remarks:

The Chairman introduced the new Long Island Rail Road President, Patrick A. Nowakowski. He reported that the Transport Workers Union (TWU) ratified the collective bargaining agreement which will be considered by the Board in Executive Session. Chairman Prendergast stated that the agreement is fair to hardworking employees who will get raises; to customers whose fares will stay within the rate of inflation; and to taxpayers who help fund the MTA's financial plan. Chairman Prendergast stated that the TWU contract was the basis of the MTA's offer to the Presidential Emergency Board 245 to resolve the outstanding dispute with the eight LIRR unions. The Presidential Emergency Board 245 did not accept the MTA's proposal that was based on the TWU contract which was overwhelmingly ratified by the TWU. The MTA believes its proposal for raises over six years is a fair and reasonable offer that rewards employees for their hard work and dedication. The Chairman believes that that a fair, reasonable and affordable agreement can be reached at the bargaining table as it was with the TWU.

The details of the chairman's comments are contained in the video recording of the meeting, produced by the Metropolitan Transportation Authority (MTA) and maintained in MTA records, and in the minutes of the other Agencies of this date.

3. Approval of Minutes:

With respect to the MTA Board Minutes, the Chairman noted that, at the request of Board Member Pally, the April Board minutes were revised to indicate the Board members who voted in favor and in opposition to the Emergency Bus Services item and the related motion to table the proposal. Upon motion duly made and seconded, the minutes of the Regular Board Meeting of April 30, 2014 were approved as so revised.

4. Committee on Finance:

Information Item:

One informational item was reported to the Board:

- 2013-2014 Station Maintenance Billing.

A staff summary and report setting forth the details of the above item is filed with the minutes of the meeting of the MTA Board held this day.

Procurements:

The MTA Board voted on MTA Headquarters procurements.

The following competitive procurements that relate to Metro-North were approved:

- Award of a Department of Homeland Security (DHS) grant for the upgrade, including installation, maintenance and training, of the chemical detection system in Grand Central Terminal to the firms of COTS Solutions and Bruker Detection.

- A competitively negotiated, personal services contract to Newmark & Company Real Estate, Inc. to provide retail leasing and merchandising services for Grand Central Terminal for a five-year period with a three-year and two-year option, at MTA's sole discretion.
- A competitively negotiated, personal services contract to Jones Lang LaSalle Americas, Inc. to provide retail property management services for Grand Central Terminal for a five-year period with a three-year and two-year option, at MTA's sole discretion.
- A competitively negotiated, personal services agreement to PRGX, USA, Inc. to review, correct and update the All-Agency PeopleSoft vendor database.

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

Real Estate Items:

Upon motion duly made and seconded, the MTA Board approved the following real estate items recommended to it by the Committee on Finance that relate to Metro-North:

- Modification to lease with Kenneth Cole Consumer Direct, LLC d/b/a Kenneth Cole, relating to spaces B-54 and MCS-07 at Grand Central Terminal.
- Consent to granting a permanent easement by Midtown Trackage Ventures, LLC to the County of Westchester for the installation, operation and maintenance of a sewer force main in Tarrytown, New York.
- Lease with Gotham 42nd Street, LLC for space at 110 East 42nd Street, New York, New York to house Metro-North's Employee Assistance Program.

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

5. Committee on NYCT & Bus

The MTA Board voted on NYCT procurements.

The following competitive procurement that related to Metro-North was approved:

- A competitive, all-agency, miscellaneous service contract to E-Solutions, USA, LLC to provide for the removal and disposal and/or recycling of obsolete computer and other electronic equipment (w-waste) from various MTA facilities, including, Metro-North.

A report setting forth the details of the above item is filed with the minutes of the meeting of NYCT & Bus held this day.

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

Procurements:

Upon motion duly made and seconded, the Board approved the non-competitive procurements listed below which were recommended to it by the Committee on Metro-North Railroad Operations. Board member Moerdler voted in opposition to the third item below; Board member Ballan recused himself from the vote on the third item below.

- A non-competitive purchase contract for up to a two-year period (one year base and one year option) to Schunk Graphite Technology, the original equipment manufacturer (OEM) for various parts, components, assemblies and repairs for the power collection systems for Metro-North's M-8 railcars.
- A non-competitive, five-year miscellaneous service contract to Zetron, Inc. for maintenance and support of the Acom Communication System for the Operations Control Center (OCC) and the Emergency Control Center (EDD).
- A modification to a miscellaneous procurement contract with Bombardier Mass Transit Corp. (Bombardier) to provide for the system replacement and upgrades to specific operations and safety-critical components on the M-7 railcars operated by Metro-North and Long Island Rail Road. This is a Metro-North led procurement with the Long Island Rail Road.

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

- Approval to use the Request for Proposal (RFP) process to solicit and evaluate proposals from prospective vendors for the design, manufacture and delivery of an Autonomous Track Geometry Inspection System (ATGIS).
- A competitive, negotiated contract with Wesco Distribution, Inc. to provide for the overhaul of three traction power transformers located along Metro-North's Harlem Line.
- Two competitive, three-year miscellaneous service contracts with Transaxle, LLC and Dependable Repair, Inc. for the repair and return of hydraulic components.
- A 56-month miscellaneous service contract with Fallproof Systems, LLC for the installation and maintenance of permanent fall netting under the Harlem River Lift Bridge.
- A competitive, negotiated, five-year miscellaneous service contract with Chem-Aqua, Inc. for the provision of chemical water treatment services for the chilled water, cooling tower/condenser water and hot water heating systems in Grand Central Terminal.
- A competitive, nine-month miscellaneous service contract to provide safety boat services for Metro-North personnel performing ongoing bridge repairs on the Devon Bridge in Stratford, Connecticut.

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

- Ratification of an emergency consulting services contract for an independent review and analysis of the grade crossings on the Danbury Branch of the New Haven Line.

The details of the above items are contained in staff summaries and reports filed with the records of this meeting and in the video recording of the meeting produced by the MTA and

maintained in the MTA records, which recording includes discussions between Board Members and Metro-North staff relating to the above items.

7. Committee on Long Island Rail Road:

The Board voted on Long Island Rail Road procurements.

The following non-competitive procurements that relate to Metro-North were approved:

- Approval to award separate, sole source, estimated quantity contracts to Harsco Rail on behalf of LIRR, SIRTOA and Metro-North to provide replacement parts and technical assistance to support and maintain railroad-owned track construction and maintenance machines.

A staff summary and report setting forth the details of the above item is filed with the minutes of the Long Island Rail Road held this day.

8. Other Business:

Action Item:

Upon motion duly made and seconded, the Board approved the MTA's Program under Title VI of the Civil Rights Act of 1964, for MTA agencies, including Metro-North, in satisfaction of Federal Transit Administration's (FTA) requirements set forth in its Title VI Circular 4702.1B, prior to its submission to FTA by June 1, 2014.

A staff summary and resolution setting forth the details of the above item is filed with the minutes of the meeting of the MTA Board held this day.

9. Executive Session:

Upon motion duly made and seconded, the Board voted to convene in 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.

10. Adjournment:

Upon motion duly made and seconded, the members of the Board present voted to adjourn the meeting at 11:20 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, May 21, 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. Susan Metzger
Hon. Charles G. Moerdler
Hon. John J. Molloy
Hon. Mark Page
Hon. Mitchell H. Pally
Hon. Andrew M. Saul
Hon. James L. Sedore, Jr.
Hon. Carl V. Wortendyke

The following members were absent:

Hon. Mark D. Lebow
Hon. David A. Paterson

Catherine Rinaldi, Chief of Staff, Stephen J. Morello, Counselor to the Chairman, Board Member James Blair, Board Member Ira R. Greenberg, Carmen Bianco, President, NYCTA, Patrick A. Nowakowski, President, Long Island Rail Road, Joseph J. Giulietti, 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. Board member Jeffrey Kay was not present at the meeting during the board actions on matters listed under items #3, 4 and 8 of the agenda below.

Chairman Prendergast called the meeting to order.

1. Public Speakers:

There were three public speakers. Eric Josephson spoke in support of LIRR unions. The details 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:

The Chairman introduced the new LIRR President, Patrick A. Nowakowski, a career railroad professional, with the requisite skill, knowledge and experience to take on challenges. As President Nowakowski told the Long Island Rail Road Committee, he will be a fierce and strong advocate for the riders and constituents of Long Island.

Chairman Prendergast was pleased to report that the Transport Workers ratified the collective bargaining agreement reached within the last month, and that this agreement will be considered by the Board today in Executive Session. Chairman Prendergast stated that the high points of the agreement are that it is fair to hardworking employees who will get raises; fair to customers whose fares will stay within the rate of inflation; and fair to taxpayers who help fund the MTA's financial plan. The Chairman said it was important that we were able to reach this agreement at the bargaining table.

Chairman Prendergast stated that the TWU contract was the basis of the MTA's offer to the Presidential Emergency Board 245 to resolve the outstanding dispute with the eight LIRR unions. He noted that the Presidential Emergency Board did not accept the MTA's proposal for raises over six years, consistent with the agreement that was overwhelmingly ratified by the TWU. He reiterated that the MTA believes it is a fair and reasonable offer that rewards employees for their hard work and dedication. The Chairman stated that we still believe that a fair, reasonable and affordable agreement can be reached at the bargaining table as it was with the TWU, and that we will redouble our efforts in this regard.

3. Approval of Minutes:

With respect to the MTA Board Minutes, the Chairman noted that, at the request of Board Member Pally, the minutes were revised to indicate the Board members who voted in favor and in opposition to the Emergency Bus Services item and the related motion to table the proposal. Upon motion duly made and seconded, the minutes of the Regular Board Meeting of April 30, 2014 were approved.

4. **Committee on Finance:**

Action Item:

Upon motion duly made and seconded, the Board approved the extension of the builders risk insurance component of the MTA's Owner Controlled Insurance Program for the East Side Access Project.

Information Item:

A staff summary setting forth the 2013-2014 Station Maintenance Billing to counties and New York City was presented to the Board.

Procurements:

Among the Finance Committee procurements approved were Miscellaneous Procurement Contracts to Upgrade Chemical Protection Systems in Grand Central Terminal and Penn Station, in the aggregate amount of \$2,223,400, to COTS Solutions and Bruker Detection, and a competitively negotiated, personal services agreement to PRGX USA Inc. to review, correct and update the All-Agency PeopleSoft vendor database, in the not to exceed amount of \$500,000.

Real Estate Items:

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

- Lease Modification and Renewal, for MTA for MTA LIRR East Side Access, with 469 Holdings LLC, located at 469 Seventh Avenue, New York, NY, for a seven year period commencing January 1, 2015, with one 2-year extension at Tenant's option, for approximately 23,860 usable square feet.

A staff summary setting forth the details of the above item is filed with the minutes of the meeting of the Metropolitan Transportation Authority held this day.

5. **NYCT and Bus Committee:**

Among the procurements approved for NYCT was an all-agency Miscellaneous Service contract with E-Solutions USA, LLC in the estimated amount of \$249,505 for the removal and disposal and/or recycling of obsolete computer and other electronic equipment.

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

Among the Metro-North procurements approved was a modification to a Miscellaneous Procurement Contract with Bombardier Mass Transit Corp. in the not to exceed amount of \$43,889,631 for system replacement and upgrades to software and hardware components of the M-7 railcars, and approval to use the RFP process to solicit a contract to design, manufacture and

deliver an Autonomous Track Geometry Inspection System, including an option for LIRR. Board Member Moerdler voted in opposition to the Bombardier contract, and Board Member Ballan recused himself from consideration of this contract.

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

Procurements:

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

- On behalf of LIRR, SIRTOA and Metro-North, approval to award separate sole source estimated quantity contracts to Harsco Rail for a ten-year period in a total-not-to-exceed amount of \$4,500,000 (LIRR - \$850,000, SIRTOA - \$150,000, Metro-North - \$3,500,000) to provide replacement parts and technical assistance to support and maintain railroad-owned track construction and maintenance machines.
- Approval to award a three-year sole source Blanket Purchase Order to North American Signal System, LLC (“NAS”), in the amount of \$233,745 to furnish Universal Data Analyzers as part of LIRR’s program to upgrade and expand the existing Wayside Event Recorder Systems to a Centralized Event Monitoring System.
- Approval to award a sole source Public Works Contract to Schneider Electric USA, Inc. to provide scheduled and emergency on-call repairs and upgrade services to the Atlantic Terminal Ventilation Fan System, for a period of three-years, plus two one-year options, in a total not-to-exceed amount of \$88,170.
- Approval to award a sole source contract to Senova Industries Inc., in the total amount of \$187,370, to provide a new 25 Ton Sub-Assembly Press.
- Approval to use the Request For Proposal (“RFP”) process to award a contract to replace damaged and deteriorated half-ties in the Atlantic Branch Tunnel between Jamaica and East New York.
- Approval to ride a Metro-North competitively bid, Miscellaneous Services contract with Newmont Elevator Analysts, Inc., in the not-to-exceed amount of \$153,290, to provide third-party witnessing of safety inspections and tests to LIRR’s elevators and escalators.

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:

Action Item:

Upon motion duly made and seconded, the Board approved the following action item for MTACC:

The action is to amend the MTA Capital Construction Company portion of the 2010-2014 Capital Program in order to transfer \$78.1 million from the ESA Rolling Stock/Liability Reserve to the East Side Access Project in order to fully fund the GCT Concourse and Facilities Fit-Out contract (CM014B). MTACC will request in their proposed 2015-2019 Capital Program to restore the full allocation of the rolling stock reserve.

Procurements:

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

1. Modification to Contract No. CQ032 to add Stage 2 of the Re-Bracing for the Early Access Chamber in the amount of \$1,884,000.
2. Modification to Contract No. CH054A to account for compensable delays and associated costs as well as costs due for additional briefings and outage cancellations in the amount of \$8,800,000.
3. Modification to Contract No. CH053 to account for compensable delays and associated impact costs as well as costs due for additional briefings and outage cancellations in the amount of \$55,200,000.
4. Ratification of a modification to Contract No. CM005 to increase the allowance for the Support of Construction Facilities and Temporary Equipment Services in the amount of \$1,385,000.
5. Ratification of a modification to Contract No. 98-2240-01R for revisions the CM007 GCT Caverns package in the amount of \$1,877,165.

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. **Other MTA Business:**

Action Item:

Upon motion duly made and seconded, the Board approved the MTA's Program under Title VI of the Civil Rights Act of 1964, including for LIRR, in satisfaction of Federal Transit Administration's requirements set forth in Title VI Circular 4702.1B, prior to its submission to FTA by June 1, 2014.

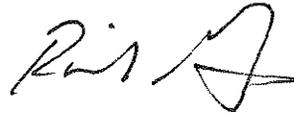
9. **Executive Session:**

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.

10. **Adjournment:**

Upon motion duly made and seconded, the Board voted to adjourn the meeting at 11:20 a.m.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Richard L. Gans". The signature is stylized and written in a cursive-like font.

Richard L. Gans
Secretary

TRIBOROUGH BRIDGE AND TUNNEL AUTHORITY

BOARD MINUTES

May 21, 2014

Minutes of the Regular Meeting
Triborough Bridge and Tunnel Authority
May 21, 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. Susan Metzger
Hon. Charles G. Moerdler
Hon. John J. Molloy
Hon. Mark Page
Hon. Mitchell H. Pally
Hon. Andrew M. Saul
Hon. James L. Sedore, Jr.
Hon. Carl V. Wortendyke

Not Present:

Hon. Mark D. LeBow
Hon. David A. Paterson

Catherine Rinaldi, Chief of Staff; Jerome F. Page, MTA General Counsel; Stephen J. Morello, Counselor to the Chairman; Board Member James Blair; Board Member Ira R. Greenberg; Carmen Bianco, President, New York City Transit; Patrick A. Nowakowski, President, Long Island Rail Road; Joseph J. Giulietti, 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. Board member Jeffrey Kay was not present at the meeting during the Board actions on matters listed under Items ##3, 4 and 5 below.

Chairman and Chief Executive Officer Prendergast called the meeting to order.

1. Public Speakers

There were three (3) public speakers. None of the speakers specifically commented 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 to the other agencies' minutes of this date, for the content of the speakers' statements.

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

Chairman and CEO Prendergast opened his remarks by announcing that Patrick A. Nowakowski was named as President of Long Island Rail Road and stated that he is a career railroad professional and has the skill, knowledge, experience and willingness to take on challenges and will be a strong advocate for the riders and constituents of Long Island.

With regard to developments in labor negotiations, Chairman Prendergast stated that the TWU ratified the contract, which is fair to hardworking employees who will get raises, fair to the customers whose fares will stay within the rate of inflation and fair to taxpayers who help fund the MTA's Financial Plan. He also noted that the contract was the basis for the MTA's offer to Presidential Emergency Board (PEB) 245 to resolve the outstanding dispute with eight Long Island Rail Road unions. The PEB did not accept MTA's proposal for raises over six years, which was consistent with the contract that was ratified by the TWU, but the MTA will continue its negotiations.

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 April 30, 2014

Chairman Prendergast stated that Commissioner Pally requested that the minutes be revised to include the identity of the Board members who voted in favor and in opposition to matters where a vote was not unanimous. Upon a motion duly made and seconded, the minutes of the Regular Board Meeting held on April 30, 2014 were approved. Chairman Prendergast stated that going forward the minutes will include the names of the Board members voting both in favor and in opposition to all items where a vote is not unanimous.

4. **Committee on Finance**

Commissioner Saul stated that the Finance Committee members who were present at the Committee meeting considered and voted in favor of the action item, procurements and real estate action items, although a Committee quorum was not present. Upon motions duly made and seconded, the Board approved the following recommended to it by the Committee on Finance:

(a) Action Items:

- Authorize the extension of the Owner Controlled Insurance for East Side Access.

(b) Procurements:

- 4 competitive procurement actions in the amount of \$14.9 million.

(c) Real Estate Items:

- 5 real estate action items.

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**

Action Items

Commissioner Cappelli stated that there are two (2) action items as follows:

- Approval of the environmental determination for toll collection at the Henry Hudson Bridge; and
- Authorization to change the method of toll collection at the Henry Hudson Bridge.

Procurements

Commissioner Cappelli stated that there are 11 procurements totaling \$80.5 million.

Non-Competitive Procurements

Commissioner Cappelli stated that there are two (2) non-competitive procurements totaling \$5.563 million.

Non-Competitive Procurements

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

City of New York	Contract No. MOU-08-33 Amendment to an Agreement with the City of New York to provide Traffic Enforcement Agents for traffic control for all Authority facilities on an as- needed basis.	\$2,500,000.00
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Modifications to Miscellaneous Procurement Contracts

Kronos, Inc.	Contract No. 06-TD-2768	\$3,000,000.00 NYCT
	Additional funding is required by the	\$ <u>63,000.00</u> MTA Bus
	MTA Information Technology	\$3,063,000.00
	Departments at NYCT and MTA Bus for	
	training, the purchase of additional	
	clocks, software licenses and upgrades to	
	Kronos' system.	

Competitive Procurements

Commissioner Cappelli stated that there are eight (8) competitive procurements totaling \$74.151 million.

Competitive Requests for Proposals

Racanelli Construction Co., Inc.	Contract No. RK-65R2	\$12,505,429.00
	Provide Design-Build Services for the	
	TBTA Training Facility on Ward's Island.	

Personal Service Contracts

HAKS Engineers, Architects and Land Surveyors, P.C.	Contract No. PSC-13-2939	\$20,975,369.00
	Provide Construction Administration and	
	Inspection Services for Project BB-28S,	
	Superstorm Sandy Restoration and	
	Mitigation and Projects BB-28, Phase	
	II/BB-54, Rehabilitation of the Tunnel and	
	Brooklyn Plaza at the Hugh L. Carey	
	Tunnel.	

Greenman Pedersen/M&J Engineering, P.C. Joint Venture	Contract No. PSC-13-2940	\$17,749,916.39
	Provide Construction Administration and	
	Inspection Services for Project QM-40S,	
	Superstorm Sandy Restoration and	
	Mitigation and Projects QM-40/QM-18,	
	Rehabilitation of the Tunnel and	
	Manhattan Exit at the Queens Midtown	
	Tunnel.	

Ammann & Whitney Consulting Engineers, P.C./The Louis Berger Group, Inc. (JV)	Contract No. PSC-13-2926	\$8,031,479.76
	Investigation and Study for Project CB-24,	
	Rockaway Crossings Master Plan and	
	Resiliency Needs.	

Transcore, LP	Contract No. PSC-13-2949	\$7,968,282.00
	All Electronic Open Road Tolling System	
	at the Henry Hudson Bridge.	

Shaw Environmental and
Infrastructure Engineering of New
York, P.C.

Contract No. PSC-13-2937
Construction Administration and
Inspection Services for Project RK-65R2,
Design and Construction of B&T Training
Facility on Ward's Island.

\$1,500,616.46

Miscellaneous Service Contracts

Richmond Elevator Co., Inc.
Slade Industries, Inc.

Contract No. 13-MNT-2913
In October 2013, B&T issued a joint
solicitation for a contractor to provide all
labor, materials and equipment for
maintaining and repairing passenger and
freight elevators and dumbwaiters located
at various B&T, NYCT-DOB/MTA Bus,
NYCT-DOS, MTAHQ and MTA Police
facilities. The service requirements were
publicly advertised. The solicitation notice
was sent to 52 firms and four firms
requested copies of the solicitation. On
November 15, 2013, the following bids
were submitted:

\$4,202,883.00

<u>Bidders</u>	<u>B&T</u>	<u>NYCT- DOB /MTA Bus</u>	<u>NYCT-DOS</u>	<u>MTAHQ</u>	<u>MTA Police</u>
Richmond Elevator Co., Inc.	\$1,212,557	\$920,402	\$1,194,152	\$951,990	\$125,502
Slade Industries Inc.	No Bid	No Bid	\$1,529,272	\$750,270	No Bid
Nouveau Elevator Industries, Inc.	\$3,275,633	\$1,874,088	\$2,009,996	\$1,152,862	\$244,450

The scope of services for the initial three
year period under the prospective contracts
has not changed compared with that under
the current contracts. The terms of the new
contracts have increased from three to five
years. Rates for the services are fixed for
the initial three year period and then are
subject to an increase which is fixed for
years four and five. A price analysis
comparing similar items indicates that
Richmond's rates under the three year
period when compared with the rates under
the current contracts reflect an overall
average decrease of 3.04%. Similarly
Slade's rates under the prospective

agreement are 33.8% lower than the current rates. In comparison with the agencies' estimates the bid amounts are: (i) 7.4% higher than the estimate of \$1,129,212 for B&T (this variance compares favorably with the 10.4% increase in the CPI over the past five year period); (ii) 10.1% lower than the estimate of \$1,023,825 for NYCT-DOB/MTA Bus; (iii) 6% lower than the estimate of \$1,270,960 for NYCT-DOS; (iv) 11.7% lower than the estimate of \$850,000 for MTAHQ; and (v) Richmond's bid of \$125,502 was substantially higher than MTA Police's estimate of \$58,000. In this case the estimate was not revised to reflect the overall service requirements. After evaluation of the bids, it was determined that Richmond and Slade are responsive, responsible bidders. Based on competition, the prices are 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.

Ultimate Power, Inc.
AWL Industries, Inc.

Contract No. 13-MNT-2909
In January 2014, B&T issued a solicitation for a contractor to provide maintenance and repair of the HVAC systems located at various B&T, NYCT-DOB and SIRTOA facilities. The services are required in order to maintain peak performance of the heating and air conditioning units that reside throughout these agencies. The service requirements were publicly advertised. The solicitation notice was sent to 256 firms and 15 firms requested copies of the solicitation. On March 4, five bids were submitted as follows:

\$1,217,055.00

<u>Bidders</u>	<u>NYCT- DOB</u>	<u>SIRTOA</u>
Ultimate Power, Inc.	\$1,204,432.00*	\$16,780.00
AWL Industries, Inc.	\$1,444,871.00	\$12,623.00*
Best Climate Control Corp.	\$1,249,981.38	\$14,767.28
George S. Hall	\$1,511,605.70	\$17,905.95
Guardian	\$2,038,319.21	\$19,000.76

*Apparent low bidder

Four bids were received in response to B&T's requirements. However, the apparent low bidder's submittal is undergoing further evaluation. It is anticipated that an award recommendation for B&T will be presented to the Board at a later date.

The scope of services for the first three years of the prospective contracts for NYCT-DOB and SIRTOA has not changed compared with that under their current contracts. The terms of these contracts have increased from three to five years. Rates for the services are fixed for the initial three year period and then are subject to an increase which is fixed for years four and five. The agencies' estimates are \$1,790,993 and \$12,000, respectively. The variance between Ultimate Power's bid and the estimate may primarily be attributed to over-projected labor rates. When compared with the rates under NYCT-DOB's current contract, Ultimate Power's rates represent an average overall decrease of 13.9%. AWL's rates in comparison with the rates under SIRTOA's current three year contract represent an average overall increase of 9%. Although AWL's bid is 5.2% higher than the estimate this variance compares favorably with the 5.8% increase in the CPI over the most recent three year period. After evaluation of the bids, it was determined that Ultimate Power, Inc. and AWL Industries, Inc. for NYCT-DOB and SIRTOA, respectively, are responsive, responsible bidders. Based on competition, the prices are 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.

Ratification

Commissioner Cappelli stated that there is one (1) ratification totaling \$772,000.

Ratification of Completed Procurement Actions

Jacobs Civil Consultants Inc. (JCCI)	Contract No. PSC-11-2896 Amendment for inspection and damage assessment reporting for the Cross Bay Veterans Memorial Bridge's Service Building (CBB); performing remediation and rehabilitation design and construction support services for the on-site trailers at the CBB; and designing a medium voltage (5kV) electrical substation as a result of Superstorm Sandy. JCCI was mobilized at the Marine Parkway – Gil Hodges Memorial Bridge under Project MP-21 and deemed the most qualified source to perform the work.	\$772,469.00
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Commissioner Cappelli stated that the Committee members who were present at the Committee meeting considered and voted in favor of the action items, procurements and ratification, although a Committee quorum was not present. Upon a motion duly made and seconded, the Board approved the action items, procurements and ratification recommended to it by the Committee for MTA Bridges and Tunnels Operations.

6. **Diversity Committee**

Commissioner Molloy stated that there is one (1) action item to approve the MTA's Title VI program. The Committee members who were present at the Committee meeting considered and voted in favor of the action item although a Committee quorum was not present. Upon a motion duly made and seconded, the Board approved the action item recommended to it by the Diversity Committee.

7. **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.

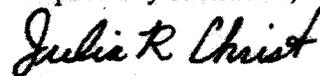
8. **Public Session**

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

9. **Adjournment**

Upon a motion duly made and seconded, the Board unanimously voted to adjourn the meeting at 11:20 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, May 21, 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. Susan Metzger
Hon. Charles G. Moerdler
Hon. John J. Molloy
Hon. Mark Page
Hon. Mitchell H. Pally
Hon. Andrew M. Saul
Hon. James L. Sedore, Jr.
Hon. Carl V. Wortendyke

The following members were absent:

Hon. Mark D. Lebow
Hon. David A. Paterson

Catherine Rinaldi, Chief of Staff, Stephen J. Morello, Counselor to the Chairman, Board Member James Blair, Board Member Ira R. Greenberg, Carmen Bianco, President, NYCTA, Patrick A. Nowakowski, President, Long Island Rail Road, Joseph J. Giulietti, 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 Honorable Jeffrey Kay was not present at the meeting during the Board actions listed under the Committee on Finance and the Committee on New York City Transit and Bus.

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 (“Chairman”) Prendergast called the meeting to order.

Public Comment Period

There were three public speakers none of whom spoke on matters regarding MTA Capital Construction. 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 May 21, 2014.

Chairman and Chief Executive Officer's Opening Remarks

The Chairman's full remarks are contained in the minutes of the meeting of the Board of the Metropolitan Transportation Authority held on May 21, 2014.

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 April 30, 2014.

Committee on Finance

Action Item

Upon motion duly made and seconded, the Board approved the extension of the builders risk insurance coverage component of the MTA's Owner Controlled Insurance Program (OCIP) for the East Side Access Project.

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 May 21, 2014.

Procurement

Upon motion duly made and seconded, the Board approved the award of a competitively negotiated, all-agency personal service agreement to review, correct and update the All-Agency PeopleSoft vendor database.

A copy of the Resolution, 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 May 21, 2014.

Real Estate

Upon motion duly made and seconded, the Board authorized MTA Real Estate to enter into a lease modification and lease renewal for office space located at 469 7th Avenue for the East Side Access Project.

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 May 21, 2014.

Committee on New York City Transit and Bus

Procurement

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

1. A modification to the Second Avenue Subway Project's 96th Street Station Civil, Structural and Utility Relocation contract to increase the allowance for the transportation and disposal of spoils generated from excavation activities.
2. A modification to the Second Avenue Subway Project's 86th Street Station Cavern Mining, and Heavy Civil Structural contract to address the acceleration of Entrance 2 excavation, decking and blasting activities to mitigate the schedule impact resulting from a nearby building's sidewalk shed.

3. A modification to the Fulton Street Transit Center Enclosure contract for the furnishing and installation of digital media display screens throughout the Fulton Center.

A copy of the Resolution, 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 May 21, 2014.

Committee on Long Island Rail Road

Action Item

Upon motion duly made and seconded, the Board approved an amendment to the MTA Capital Construction Company portion of the 2010 – 2014 Capital Program to transfer \$78.1M from the ESA Rolling Stock/Liability Reserve Project to the East Side Access Project.

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 May 21, 2014.

Procurement

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

1. A modification to the East Side Access Project's Plaza Substation and Queens Structures contract to revise Stage 2 of the Re-Bracing for the Early Access Chamber.
2. A modification to the East Side Access Project's Harold Structures Part IIA contract to account for compensable delays and associated impact costs as well as costs due for additional railroad safety briefings and outage cancellations.
3. A modification to the East Side Access Project's Harold Structures Part I contract to account for compensable delays and associated impact costs as well as costs due for additional railroad safety briefings and outage cancellations.

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

1. A modification to the East Side Access Project's Manhattan South Structures contract to increase the allowance for the support of construction facilities and temporary equipment systems.
2. A modification to the East Side Access Project's General Engineering Consultant contract to revise the CM007 GCT Station Caverns package.

A copy of the Resolution, 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 May 21, 2014.

Committee on Diversity

Action Item

Upon motion duly made and seconded, the Board approved the Metropolitan Transportation Authority's Program under Title VI of the Civil Rights Act of 1964, 42 U.S.C. §§2000d et seq. for MTA Headquarters, MTA New York City Transit, MTA Bus, MTA Long Island Rail Road, MTA Capital Construction and MTA Metro North Railroad.

A copy of the Resolution, 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 May 21, 2014.

Executive Session

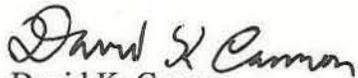
Upon motion duly made and seconded, the Board voted to convene into Executive Session pursuant to Section 105(1)(e) of the New York State Public Officers Law to discuss matters relating to collective bargaining negotiations.

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

Adjournment

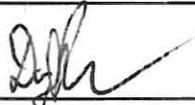
Upon motion duly made and seconded, the Board voted to adjourn the public meeting at 11:20 AM.

Respectfully submitted,



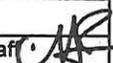
David K. Cannon
Assistant Secretary

Staff Summary

Subject 2014 State PWEF Assessment
Department Chief Financial Officer
Department Head Name Robert E. Foran
Department Head Signature 
Project Manager Name Douglas F. Johnson 

Date June 9, 2014
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Comm.	6/23	X		
2	Board	6/25	X		

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

Purpose: To authorize actions relating to the payment of the State assessment on the MTA and its constituent agencies for the Public Work Enforcement Fund for calendar 2014.

Discussion: Chapter 511 of the Laws of 1995, as amended, requires State agencies and authorities to pay to the State Comptroller an assessment based upon 1/10 of 1% of the value of public work (construction) contracts entered into (excluding rolling stock contracts). The assessments are deposited in the State Public Work Enforcement Fund to reimburse the State Department of Labor for its costs in enforcing the State's prevailing-wage law. The State and the MTA have entered into a simple annual estimate-and-settlement procedure agreement. Payments are made each year based upon the estimated amount of public works contracts, and are adjusted to reflect the actual experience from the prior year. The 2014 payment, therefore, is based upon a 2014 estimate and an adjustment for 2013.

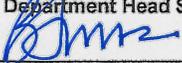
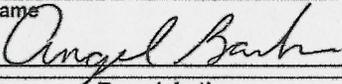
Based on the actual average spending rates, it is assumed that in calendar year 2014, MTA's constituent agencies are projected to let \$2,688,820,891 worth of construction contracts, which is a \$906,550 million increase, in contract values from the actual 2013 level. Both the 2013 actuals and 2014 projections now include Superstorm Sandy repair and resiliency work that were added to the Capital Plan in the July 2013 Board approved amendment.

In 2013, the estimated 2013 assessment of \$2,836,982 exceeded the actual assessment by \$1,054,711. This overpayment, when deducted from the estimated 2014 assessment of \$2,688,821 requires a total payment of \$1,634,110.

Financial Implications: The 2014 MTAHQ Budget contains sufficient funds for this payment.

Recommendation: The Board should authorize staff to remit the 2014 assessment, including the adjustment for the 2013 overpayment, to the State Department of Labor.

Staff Summary

Subject Request for Authorization to Award Various Procurements
Department Executive
Department Head Name Bob Foran
Department Head Signature 
Division Head Name Angel Barbosa 

Date June 9, 2014
Vendor Name Various
Contract Number Various
Contract Manager Name Various
Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance	6/23/2014			
2	Board	6/25/2014			

Internal Approvals					
Order	Approval	Order	Approval		
1	Procurement 	3	CFO 		
2	Legal 				

PURPOSE:

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

DISCUSSION:

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

	# of Actions	\$ Amount
None	None	None

MTAHQ proposes to award Competitive procurements in the following categories:

Schedules Requiring Majority Vote

Schedule E: Miscellaneous Procurement Contracts	1	\$ 1,317,728.27
Schedule H: Personal Services Contracts	2	\$23,338,570.00
Schedule J: Modification to Miscellaneous Procurement Contracts	1	\$ 518,918.00
SUBTOTAL	4	\$25,175,216.27

MTAHQ presents the following procurement actions for Ratification:

None	None
TOTAL	4 \$25,175,216.27

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, JUNE 2014
COMPETITIVE PROCUREMENTS

METROPOLITAN TRANSPORTATION AUTHORITY

Procurements Requiring Majority Vote:

E. Miscellaneous Procurement Contracts

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

1. **DiRad Technologies, Inc.** **\$1,317,728.27** Staff Summary Attached
Telephone Interactive Voice Response System (not-to-exceed)
Contract No. 13122-0100

Competitively negotiated – 6 proposals – 60 months

To recommend that the Board approve the award of a competitively negotiated, miscellaneous procurement contract to DiRad Technologies, Inc. (DiRad) to provide a Telephone Interactive Voice Response System (telephone system) including technical support and maintenance for MTAHQ's Business Services Center for a period of five years. DiRad will be responsible for providing a comprehensive telecommunication integration system including hardware, software, training and technical support. As a result of negotiations, DiRad's proposed total cost for the five year period of \$1,201,843.30 was negotiated down to \$1,117,728.27 a savings of \$84,115.03 or 6.9%. The other technically qualified firm's best and final price of \$1,370,300 is \$ 252,571.73 or 18.43% higher than the recommended firm. Based on the above negotiated savings, the total not-to-exceed cost of \$1,317,728.27 which includes a contingency of \$200,000 is deemed fair and reasonable

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

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

2. **TDX Construction Corporation** **\$23,018,570** Staff Summary Attached
Small Business Mentor Program Services (not-to-exceed)
Contract No. 10009-0100, S/A #4

Base plus previous change orders = \$16,572,799

To recommend that the Board: (i) approve an amendment to a previously Board-approved, competitively awarded, personal services contract with TDX Construction Corporation ("TDX") for additional funding in the amount of \$1,500,000 to continue to provide construction management (CM) services for the Small Business Development Program ("SBDP") and (ii) to request funding of \$21,518,570 for the remaining two option years of the Small Business Development Program for a combined not-to-exceed total of \$23,018,570. The goal of the SBMP is to address the major impediments small businesses face in competing for MTA capital construction projects, and to expand the pool of qualified and diverse contractors who compete for MTA's business. Due to the overwhelming success of the program and the need to meet the demand of larger and more complex SBMP projects than was originally anticipated and budgeted for, funding is required to ensure continuation of TDX's services through the end of Year 4 of the current contract. In order to continue the program under the two option years, an additional \$21,518,570 is required. CM services for the Small Business Mentoring Program – Tier 2 is being added to TDX's scope of services. TDX Construction has been providing CM services for the mentor program at the MTA and has performed satisfactorily in this role in its first four years.

METROPOLITAN TRANSPORTATION AUTHORITY
COMPETITIVE PROCUREMENTS

3. **Carver Federal Savings Bank, New York, NY** **\$320,000** Staff Summary Attached
MTA SBDP Loan Program (not-to-exceed)
Contract No. 10074-0100, S/A #1

Base plus previous change order = \$600,000

To recommend that the Board approve an amendment to a previously Board-approved, competitively negotiated, personal services contract to Carver Federal Savings Bank (“Carver”) to extend the Small Business Loan Contract for two years, from August 1, 2014 through July 30, 2016, and provide funding of a not-to-exceed amount of \$320,000 for such services. The extension will allow Carver to continue to provide banking loan services for contractors participating in the SBMP and the SBFP. The annual fee of \$150,000 is broken down as follows: \$75,000 base fee (including general program management); \$50,000 portfolio fee (including costs associated with underwriting, loan administration, portfolio management and the first 20 loans underwritten per year); \$1,000 per loan underwritten for each loan after the initial 20 per year (subject to an annual cap of \$25,000). There is an additional \$10,000 per year included as a contingency. The aggregate annual fee of \$150,000 is the same fee that was charged under the base four-year agreement, therefore, is deemed to be fair reasonable.

J. Modifications to Miscellaneous Procurement Contracts

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

4. **Oracle America Inc.** **\$518,918**
Maintenance, Consulting Services and (Total)
Social Relationship Management Software
for Oracle/RightNow
Contract No. 01221-0200, S/A #21

Base plus previous change orders = \$2,548,803.50

To obtain Board approval to: (i) extend the existing Board approved, competitively awarded Oracle/RightNow Customer Relationship Management (CRM) proprietary software license and maintenance contract, including professional technical services for the All-Agency Email Response Management System for a twenty-four (24) month period from 8/1/2014 to 7/31/2016 in the amount of \$381,638; and (ii) purchase Social Relationship Management Software (SRM) and additional messaging capabilities in the amount of \$137,280 for a total amount of \$518,918. The SRM will permit all-agencies to seamlessly incorporate social media contacts into the CRM, include dashboards and reports, display message content from MTA social media to seamlessly track messages in the CRM and reply to social media customer inquiries, etc. The integration of the CRM/SRM products under one cloud environment will simplify troubleshooting and on-going maintenance. As a result of negotiations, Oracle/RightNow’s proposed cost was reduced from \$523,295.60 to \$518,918 for a savings of \$4,377.60 or .83%. The annual maintenance increase of 3% and the hourly rate of \$180 for technical consulting are in accordance with the Base contract. Based on the above, the cost is deemed fair and reasonable.

Schedule E: Miscellaneous Procurement Contracts

Item Number:

Vendor Name (& Location): DiRad Technologies, Inc.	Contract Number: 13122-0100	Renewal? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Description: Telephone Interactive Voice Response System	Total Amount: \$1,317,728.27	
Contract Term (including Options, if any): July 1, 2014 to June 30, 2019	Funding Source: <input checked="" type="checkbox"/> Operating <input type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input type="checkbox"/> No	Requesting Dept/Div & Dept/Div Head Name: W. Hibri/E. Weprin	
Procurement Type: <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	Contract Manager: Michelle S. Davy-George	
Solicitation Type: <input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other:		

DISCUSSION:

To recommend that the Board approve the award of a competitively negotiated, miscellaneous procurement contract to DiRad Technologies, Inc. (DiRad) to provide a Telephone Interactive Voice Response System (telephone system) including technical support and maintenance for MTAHQ's Business Services Center ("BSC") for a period of five years from July 1, 2014 to June 30, 2019 in the not-to-exceed amount of \$1,317,728.27 which includes a contingency of \$200,000.

The BSC provides centralized Human Resources and Financial Services such as Payroll and Accounts Payable and a telephone system is critical to the day-to-day operations of the BSC centralized call center. The current telephone system utilized by the BSC, Contact Center Anywhere (CCA), which provides Interactive Voice Response (IVR) and Automatic Call Distribution (ACD), is obsolete, unreliable and will no longer be supported by the Original Equipment Manufacturer (OEM). The BSC receives and manages approximately 1,500 calls per day and requires an IVR system that will integrate with current and future software applications.

DiRad will be responsible for providing a comprehensive telecommunication integration system including hardware, software, training and technical support.

In order to replace the current telephone system, 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 forty-six (46) firms which included M/WBE firms. Six (6) proposals were received. A selection committee consisting of representatives from MTA BSC Governance & Administration, Customer Service Center and Information Technology evaluated the proposals and short-listed three (3) firms for oral presentations of which two (2) firms were deemed most technically qualified and invited to participate in negotiations.

As a result of negotiations, DiRad's proposed total cost for the five year period of \$1,201,843.30 was negotiated down to \$1,117,728.27 a savings of \$84,115.03 or 6.9%. The other technically qualified firm's best and final price of \$1,370,300 is \$ 252,571.73 or 18.43% higher than the recommended firm. Based on the above negotiated savings, the total not-to-exceed cost of \$1,317,728.27 which includes a contingency of \$200,000 is deemed fair and reasonable.

MTA has conducted a responsibility review and other due diligence on the proposed awardees and has deemed each to be responsible for the award. The MTA's Department of Diversity and Civil Rights established 10% MBE and 10% WBE goals for this contract.

Staff Summary

Schedule H: Modifications to Personal Service & Miscellaneous Service Contracts

Item Number:

Page 1 of 2

Vendor Name (& Location): TDX Construction Corporation	Contract Number: 10009-0100	AWO/Modification # 4
Description: Small Business Mentor Program Services	Original Amount:	\$ 12,416,447
Contract Term (including Options, if any): July 30, 2010 thru July 29, 2014 (base) with 2 One-Year Options	Prior Modifications:	\$ 4,156,352
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	Prior Budgetary Increases:	\$ 4,156,352
Procurement Type: <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	Current Amount:	\$16,572,799
Solicitation Type: <input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other:	This Request:	\$23,018,570
Funding Source: <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	% of This Request to Current Amount:	138.9%
Requesting Dept/Div & Dept/Div Head Name: M. Wetherell/OCO and C. Stewart/Capital Programs	% of Modifications (including This Request) to Original Amount:	218.9%

DISCUSSION:

To recommend that the Board: (i) approve an amendment to a previously Board-approved, competitively awarded, personal services contract with TDX Construction Corporation (“TDX”) for additional funding in the amount of \$1,500,000 to continue to provide construction management (CM) services for the Small Business Development Program (“SBDP”) and (ii) to request funding of \$21,518,570 for the remaining two option years of the Small Business Development Program for a combined not-to-exceed total of \$23,018,570.

In June 2010 the Board approved a contract with TDX Construction Corporation to provide mentoring and construction management services for the MTA small business mentoring program for a four-year period from June 24, 2010 through June 23, 2014, with options to renew for two additional one-year periods at MTA’s sole discretion. The goal of the SBMP is to address the major impediments small businesses face in competing for MTA capital construction projects, and to expand the pool of qualified and diverse contractors who compete for MTA’s business. The small businesses admitted into the program will receive training, technical assistance and mentoring assistance from TDX Construction Corporation, a professional construction management firm.

Due to the overwhelming success of the program and the need to meet the demand of larger and more complex SBMP projects than was originally anticipated and budgeted for, funding is required to ensure continuation of TDX’s services through the end of Year 4 of the current contract. The base contract estimated a total of 100 small businesses would be admitted into the SBMP and the total value of SBMP construction contracts awarded would be approximately 40 projects in the first year, with a total awarded value of \$10 million. Each year the program was anticipated to grow by 50% in awarded value of the first year making the cumulative 4 year value of awarded projects \$70 million. Over the last four years, 118 SBMP projects have been awarded with a total value of approximately \$73 million. An additional 21 projects with an anticipated value of \$14.2 million are scheduled to be awarded, thus, the total project awards is now estimated to be \$87 million.

In order to continue the program under the two option years, an additional \$21,518,570 is required, which will be funded through the 2010-2014 Capital Program. TDX Construction has been providing CM services for the mentor program at the MTA and has performed satisfactorily in this role in its first four years. CM services for the Small Business Mentoring Program – Tier 2 (SBMP-Tier 2) is being added to TDX's scope of services. The two-year total of project awards to mentor contractors in the SBMP-Tier 1, SBMP-Tier 2 and SBFP is now estimated to be \$196 million.

The MTA's Department of Diversity and Civil Rights established 10% MBE and 10% WBE goals for this contract which TDX has consistently met. These requirements will continue through the option years.

Staff Summary

Schedule H: Modifications to Personal Service & Miscellaneous Service Contracts

Item Number:

Page 1 of 1

Vendor Name (& Location): Carver Federal Savings Bank, New York, NY	Contract Number: 10074-0100	AWO/Modification # 2
Description: MTA SBDP Loan Program Two Year Contract Extension	Original Amount:	\$600,000
Contract Term (including Options, if any): August 1, 2014 to July 30, 2016	Prior Modifications:	\$0
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	Prior Budgetary Increases:	\$0
Procurement Type: <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	Current Amount:	\$600,000
Solicitation Type: <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Extension	This Request:	\$320,000
Funding Source: <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	% of This Request to Current Amount:	53%
Requesting Dept/Div & Dept/Div Head Name: Dept. of Diversity & Civil Rights - Michael J. Garner, Chief Diversity Officer	% of Modifications (including This Request) to Original Amount:	53%

DISCUSSION:

To recommend that the Board approve an amendment to a previously Board-approved, competitively negotiated, personal services contract to Carver Federal Savings Bank (“Carver”) to extend the Small Business Loan Contract for two years, from August 1, 2014 through July 30, 2016, and provide funding of a not-to-exceed amount of \$320,000 for such services.

In July 2010, the Board approved a contract with Carver to provide Small Business Loan Program services for a period of 48 months. Carver worked with TDX to provide access to capital so that projects within the Small Business Mentoring Program (“SBMP”) and Small Business Federal Program (“SBFP”) were completed safely, timely and within budget. During the four year contract, Carver approved a total of 36 small business loans, totaling \$3,790,000. The extension will allow Carver to continue to provide banking loan services for contractors participating in the SBMP and the SBFP. The extension is contemporaneous with the TDX Contract, which will end on July 31, 2016, and will allow Carver to continue to issue small business loans to program participants.

The annual fee of \$150,000 is broken down as follows: \$75,000 base fee (including general program management); \$50,000 portfolio fee (including costs associated with underwriting, loan administration, portfolio management and the first 20 loans underwritten per year); \$1,000 per loan underwritten for each loan after the initial 20 per year (subject to an annual cap of \$25,000). There is an additional \$10,000 per year included as a contingency.

The aggregate annual fee of \$150,000 is the same fee that was charged under the base four-year agreement, therefore, is deemed to be fair reasonable.

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JUNE 2014
MTA REAL ESTATE
LIST OF REAL ESTATE ACTION ITEMS FOR BOARD APPROVAL

ACTION ITEMS

MTA NEW YORK CITY TRANSIT

Lease between It's A Middle, LLC and New York City Transit for parking lot use

Modification to license agreement with Transit Wireless, LLC

MTA METRO-NORTH RAILROAD

Lease with American Great Dane NY LLC for a first class fine dining restaurant, café (including both on-premises and take-away service) and bakery/deli in Retail Spaces MC-16, MC-17, Vanderbilt Hall West and Space D at Grand Central Terminal

Agreement extension with the Village of Tuckahoe for commuter parking at Tuckahoe Station

MTA LONG ISLAND RAIL ROAD

Modification to agreements relating to Atlantic Yards Agreements overbuild

METROPOLITAN TRANSPORTATION AUTHORITY

Agreements relating to emergency parking

Staff Summary

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

Date JUNE 23, 2014
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref. #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	06/23/14	X		
2	Board	06/25/14	X		

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

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

LESSOR: IT'S A MIDDLE, LLC

LOCATION: Brooklyn, Block 7114, Lot 52 (West 13th Street, near former PS 248)

CURRENT USE: Parking spaces to support adjacent 24/7 training facility

ACTION REQUESTED: Approval of lease terms

TERM: 5/1/2014 – 4/30/2019

SPACE: Paved lot of approximately of 1,800 sq. ft. containing approximately 10 parking spaces

COMPENSATION: 5/1/14 – 4/30/15 \$6,783.84 per annum
 5/1/15 – 4/30/16 \$6,886.68 per annum
 5/1/16 – 4/30/17 \$6,990.00 per annum
 5/1/17 – 4/30/18 \$7,094.88 per annum
 5/1/18 – 4/30/19 \$7,201.32 per annum

REAL ESTATE TAXES: Will file with the City of New York for a tax exemption, because NYCT will occupy 100% of the premises. To date, as a month to month tenant, NYCT was not responsible for taxes.

REPAIRS AND MAINTENANCE: Tenant responsibility

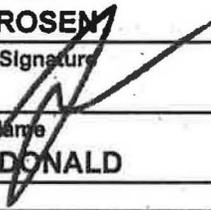
COMMENTS:

Due to limited parking in the surrounding area, NYCT has leased the parking lot, adjacent to NYCT's Subways Learning Center ("Learning Center"), for parking since 1994, currently via a month-to-month agreement. The new Lessor has requested that the month-to-month arrangement be replaced with a five-year term lease. MTA Real Estate's brokerage consultant has confirmed that the proposed rent is well within the market range for the property's size and use.

The Learning Center is open 24/7 with classes daily and nightly during the week, and classes on weekends. The Learning Center is utilized by NYCT's Infrastructure, Rapid Transit Operations, Stations, Car Equipment and Supply Logistics groups. Track safety and track flagging courses are the primary courses given at this school, but the facility is also utilized by the NYC Police Department's human resources testing section in relation to transit functions.

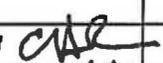
Based on the foregoing, MTA Real Estate requests authorization to enter into a lease on the above-described terms and conditions.

Staff Summary

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

Date JUNE 23, 2014
Vendor Name TRANSIT WIRELESS, LLC
Contract Number
Contract Manager Name
Table of Contents Ref. #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	6/23/14	X		
2	Board	6/25/14	X		

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

AGENCY: MTA New York City Transit ("NYCT")
 LICENSEE: Transit Wireless, LLC ("TW")
 LOCATION: 277 NYCT underground subway stations
 ACTIVITY: License modifications to grant NYCT the option to connect Help Points and the New Fare Payments System into TW's communications network and to allow TW to provide incidental Help Point installation support

ACTION REQUESTED: Approval of agreements and modifications of agreements between NYCT and TW

COMMENTS

PURPOSE: To request that the Board (1) approve agreements and other documents, including modifications and supplements, between NYCT and TW to create options exercisable by NYCT whereby (i) TW would perform a part of the Help Point installation work at the same time that TW is installing its own network; and (ii) NYCT would use the TW telecommunications network that is being installed in NYCT's 277 underground stations as a communications link for the New Fare Payments System ("NFPS"); and (2) authorize the Chairman and Chief Executive Officer of NYCT and his/her designees to execute and deliver agreements and other documents, including modifications and supplements, and to take other actions as he/she may deem necessary, desirable or appropriate to implement the proposed additional services related options described herein pursuant to the license agreement and other related agreements between NYCT and TW (collectively, the "TW Agreements").

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

TW has installed its network in 47 underground subway stations in Manhattan, including major station complexes such as Times Square and Grand Central, and is currently installing its network in 15 underground stations in Queens. The service meets NYCT's technical expectations, there has been no interference with NYCT communications and the public reaction has been favorable. Phase 3 work is scheduled to begin in July, 2014 and the full 277 stations are required to be in service by the end of 2017.

Staff Summary

FINANCE COMMITTEE MEETING

Transit Wireless, LLC ("TW") (Cont'd.)

At each underground station, TW installs equipment and antennas to provide cellular and WiFi coverage throughout the public areas. Such in-station equipment and antennas are linked by fiber optic cables to TW trunk fiber optic cables running through the streets connecting back to a base station hotel that houses the head-end equipment for TW, the carriers and providers and NYCT.

In September, 2011, the Board approved modifications to the TW Agreements that, among other things, granted NYCT an option to wirelessly connect to the TW network to support certain of NYCT's own operational networking needs, including Help Points and NFPS. In July, 2012, the Board approved further modifications to the TW Agreements, as well as a form of direct agreement between TW's lenders and NYCT, that facilitated TW's financing of its construction costs and refined the way in which the sublicensees of the TW network, primarily the cellular carriers and WiFi providers, pay the various costs associated with their use of the TW network and how such revenues are split between TW and NYCT. Copies of the staff summaries for those two Board actions are annexed hereto.

Additional Services for Help Points

In 2012, NYCT exercised an option for a wireless connection to the TW network to provide connectivity for the Help Points in 15 of the 30 Phase 1 Full Build stations. At NYCT's request, TW conducted a proof of concept trial that linked Help Points at two stations through the TW network to TW's base station hotel and to the Stations Operations Desk at the NYCT Rail Control Center. The connection met NYCT's service level and other technical requirements.

NYCT has determined that there are significant efficiencies, cost savings, and schedule accelerations that can be achieved if TW performs a part of the Help Point installation work at the same time that TW is installing its own network because TW can use the same contractors and take advantage of the same track outages and NYCT field support. Such additional work, which will more expeditiously enhance system safety, involves the installation of one aggregation switch and up to eight Help Point back boxes in each station with respect to which this option is exercised. TW will conduct field surveys, develop detailed construction drawings, and procure, furnish, install and test the aggregator and back boxes and the related conduit, electrical, and communications connections. TW will also support the integration of the wireless Help Points into NYCT's existing 4.9GHz network. The alternative would be for NYCT to separately procure such Help Point support services, which would result in a delay in the Help Point implementation schedule and, based on NYCT's estimates, would ultimately cost more because no other firms have the benefit of the efficiencies associated with installing their own network at the same time in the same place as they are installing the additional services for NYCT's use. Furthermore, it is a major benefit to NYCT to have one entity accountable for the performance of the network from the Help Point all the way to the NYCT Rail Control Center rather than having TW and a separately NYCT procured contractor disputing the cause of a malfunction.

Additional Services for New Fare Payments System

After determining that using the TW network to support a portion of the Help Point system was highly advantageous, NYCT reviewed whether there would be similar benefits to NYCT of using the TW network to support the New Fare Payments System. NYCT has determined that using the TW network for NFPS communications connectivity will result in significant schedule acceleration, cost savings, increased reliability and enhanced information security. Based on the foregoing, NYCT requested TW to submit a proposal to extend the scope of the additional services option in the TW Agreements to include a wired connection to transport NFPS data from each fare control area within the underground subway stations over the TW network to TW's base station hotels, where NYCT will co-locate its hub equipment to pick up such NFPS communications and connect them into the NYCT payments network.

NYCT is currently in discussions with TW regarding TW's NFPS proposal, including TW's proposed pricing for both the capital and operating elements of the project. NYCT estimates that the cost of using the TW network as the communications link for NFPS in the 277 underground stations will significantly reduce the capital costs that would have been incurred at this time to install the PS-LAN network or alternative hard wired solutions in all of those stations to support NFPS. In the future, NYCT may install additional fiber optic cable in these stations capable of supporting Help Points, NFPS and other digital applications, providing an increase in capacity and redundancy in communications for these important applications. TW has also provisioned redundancy through connections to NYCT communication rooms for the 4.9GHz network.

As described above, an important reason why TW's overall capital costs are relatively lower than the alternatives is that they can do most of this work at the same time that they are installing their own network thus giving them unique

Staff Summary

FINANCE COMMITTEE MEETING

Transit Wireless, LLC ("TW") (Cont'd.)

efficiencies. In addition, TW is already installing the fiber optic cable throughout the station and fare control areas to support their cellular/WiFi deployment and there is no additional capital cost to NYCT to use spare fibers in the TW cable. However, there is a timing issue because TW has commitments to both NYCT and its cellular carrier sublicensees to install TW's core cellular and WiFi network in accordance with an aggressive predetermined schedule. If NYCT and TW can't reach agreement on moving forward with the NFPS connection option in time for TW's design and construction of the core network in a station, a significant portion of the associated cost and schedule efficiency will be lost. For that reason, NYCT requests that the Board agree to delegate to the Chairman and Chief Executive Officer the authority to finalize the scope, price and schedule details with respect to the options that will be added to the TW Agreements giving the right for NYCT to use TW's network for support of NFPS as further described in the Resolution attached to this Staff Summary.

Expansion of Additional Services Options

When the original option allowing NYCT to use the TW network as a communications link for certain NYCT operational applications was added to the TW Agreements, NYCT agreed that when it exercised such option it would owe TW the associated incremental capital costs, together with a recurring monthly fee based on the bandwidth to be reserved for NYCT use (subject to a cap of \$600 per station escalated by CPI) and the proportional share of network operating costs associated with NYCT's use of the network.

NYCT requests Board approval to modify the TW Agreements to create options giving NYCT the right to direct TW to provide: (a) Help Point installation support in some or all of the underground stations; and (b) hard wired connections and use of TW's network to support NFPS in some or all of the underground stations.

As permitted by prior Board approval, NYCT has already exercised options for TW to install 4.9 GHz wireless capability in all 146 of the Phase 1, 2, 3 and 4 stations (this includes the 15 stations in which 4.9 GHz functionality has already been installed). In the future, after consideration of the performance of prior implementations and the alternatives available at the time, NYCT may exercise such option at additional underground subway stations.

If the Board approves the modifications to the TW Agreements requested herein to allow NYCT to exercise the option to direct TW to perform the Help Point installation support, such option will be immediately exercised for all Help Point equipped Phase 2-4 stations connecting to the TW network. In the future, after consideration of the performance of prior implementations and the alternatives available at the time, NYCT may exercise such option at additional underground subway stations.

If the Board approves the delegation to the Chairman and Chief Executive Officer described in the Resolution attached to this Staff Summary, and the Chairman and Chief Executive Officer subsequently determines that the scope, price and schedule details with respect to establishing an NYCT option for TW's provision of additional services for support of NFPS are acceptable, NYCT, after consideration of the performance of prior implementations and the alternatives available at the time, may exercise such option at some or all of the underground subway stations.

Price

NYCT and TW have agreed on pricing for the additional services as follows:

1. 4.9 GHz Network:

- a. For the incremental work required to install the 4.9 GHz network and any other additional service networks: The first \$6 million of such incremental capital costs is being financed by TW until they complete all seven phases of installation of their network, at which point those costs may be offset against NYCT's revenue share from TW to the extent available. If TW fails to complete all 7 phases, NYCT will not be required to pay back such incremental capital costs (this provision was an incentive for TW to complete the network in all of the underground subway stations). This pricing has already been approved by the Board (see attached Staff Summary dated September 26, 2011).
- b. A monthly fee of \$600 for each station equipped with 4.9 GHz service (escalated by CPI) (this pricing has already been approved by the Board – see attached Staff Summary dated September 26, 2011). If NYCT were to exercise options to install the 4.9 GHz network in all 277 underground stations, the aggregate monthly fee would be \$166,200. NYCT has the right to terminate use of 4.9 GHz service at any or all of the stations upon not less

Staff Summary

FINANCE COMMITTEE MEETING

Transit Wireless, LLC ("TW") (Cont'd.)

than 90 days' notice, subject to a minimum operating term of 2 years at each station, after which such monthly fees shall terminate commencing with the month following the month in which such notice is effective.

- c. For each station equipped with 4.9 GHz service, the proportional actual operating expenses for network operations at such station (this pricing has already been approved by the Board – see attached Staff Summary dated September 26, 2011). NYCT's obligation to pay such share of the operating expenses for a station will terminate upon NYCT's termination of its use of 4.9 GHz service at such station.
- d. For each of the following fiber optic connections, \$2500 per month:
 - Between NYCT's RCC and TW's Midtown Hub Space;
 - Between NYCT's RCC and TW's Queens Hub Space;
 - Between NYCT's RCC and TW's Uptown Hub Space;
 - Between TW's Queens Hub Space and Station 274;
 - Between TW's Midtown Hub Space and Station 321; and
 - Between TW's Uptown Hub Space and an additional Station to be identified by NYCT.

NYCT's obligation to pay such connection charges will terminate upon NYCT's termination of its use of such connections.

2. Help Point Installation Support:

- a. \$244,000 per station (total cost of approximately \$25 million for the anticipated 102 Help Point equipped Phase 2-4 stations connecting to the TW network; additional cost based on the number of Phase 5-7 stations with respect to which the option is exercised).

The \$244,000 price per station cost for Help Point stations is based on estimated average TW costs (plus overhead and profit) for the associated work. It was determined that establishing prices based on the specific design of the work at each station or by unit cost was not practical because the design of the network and installation work in many of the stations has not been finalized, the breadth and complexity of the work differs from station to station and it may be difficult to identify exactly what work was for TW's core network (TW's cost) and what work was incremental for the additional services (NYCT's cost). A fixed price was deemed preferable. Given the efficiencies associated with having TW do this work at the same time that they are doing the installation of their own network (and taking advantage of the same NYCT support), NYCT estimators have performed a detailed review and are confident that the aggregate price is reasonable and below the pricing that could be obtained through a competitive procurement for similar work. In addition, TW's installation schedule is at least one year faster than could be achieved through a competitive procurement and TW's pricing would need to be compared to pricing received from vendors a year from now. TW has also agreed that 95% of the cost of the work is due only upon substantial completion, which gives NYCT strong leverage to ensure that TW's work meets specifications.

3. NFPS Communications Support:

- a. The pricing for the TW communications support for NFPS is under negotiation and will consist of two elements: (a) a fixed price per fare control area for the incremental work required to install the hard-wired fiber optic link to the NFPS communications switch in each fare control area; and (b) a monthly fee for the utilization of the TW network capacity and TW's network operating expenses. TW's initial proposed pricing per fare control area was \$35,000 for the incremental non-recurring work required to connect the TW network to the NFPS system and \$600 per month in recurring costs for the use of the TW network (inclusive of network capacity charges and network operations, control, maintenance and repair). If NYCT were to exercise options for TW communications support for NFPS in all 277 underground stations, the aggregate non-recurring cost would be approximately \$23 million and the aggregate recurring monthly fee would be approximately \$400,000. NYCT's obligation to pay such monthly fee for a fare control area will terminate upon NYCT's termination of its use of the TW network for NFPS communications at such station.
- b. NYCT will ensure that the final negotiated price is below the estimated price that would be available pursuant to a competitive procurement of similar services. If the Board adopts the attached resolution delegating to the Chairman and Chief Executive Officer the authority to finalize the scope, price and schedule details with respect to TW's provision of additional services for support of NFPS as further described in the Resolution attached to this

Staff Summary

FINANCE COMMITTEE MEETING Transit Wireless, LLC ("TW") (Cont'd.)

Staff Summary, the Chairman and Chief Executive Officer or his designee will enter into agreements creating options that NYCT may exercise in the future.

Other Modifications

1. TW Debt Level: TW has requested that NYCT consent to an increase in the level of debt that TW can incur from \$75 million to \$150 million. The additional debt will be used primarily to finance capital construction costs and TW anticipates increasing its borrowings under the EB-5 immigration program to meet those needs. NYCT supports allowing such increase because NYCT shares in the benefits of low cost financing through the net revenue sharing arrangements. A modification to the TW Agreements is required to implement this change.
2. Steinway Tunnel Crossing: As part of the 4.9 Network, NYCT requires TW to provide a fiber optic connection between the Queens base station hotel and NYCT's Rail Control Center. As such TW has requested that it be permitted to install an 864 strand fiber optic cable in the Steinway Tunnel to provide this connection and to connect to Brooklyn/Queens fiber optic network and its Manhattan fiber optic network. TW would be responsible for all the material and installation costs.

MTA's standard monthly price for a license permitting an 864 strand cable connection through the tunnel is \$20,505. Only twenty of those strands are necessary to support the NYCT additional services. TW intends to use the remaining strands for supporting their cellular and WiFi network or other uses. NYCT has proposed that TW pay to NYCT a monthly license fee for use of the tunnel crossing equal to the number of fiber strands (other than fiber strands used for NYCT additional services subject to a cap of 20 strands) that are lit in any month divided by 864 and multiplied by \$20,505. This occupancy right will be coterminous with the TW license.

IMPACT ON FUNDING:

Funding for the first \$6 million in incremental capital costs for all additional services capital costs is being financed by TW until they complete all seven phases of their network, at which point those costs may be offset against NYCT's revenue share from TW to the extent available. If TW fails to complete all 7 phases, NYCT will not be required to pay back capital costs. Additional funding for the 4.9 GHz network incremental capital costs and funding for the Help Point and NFPS installation support will be made available from the NYCT Capital Program. Funding for monthly fees and operating expenses associated with NYCT use of the TW network will be made available from the NYCT operating budget or offset against future revenue share due from TW to NYCT.

D/M/WBE INFORMATION:

Although there are no subcontracting goals as TW is a licensee under a Real Estate Department license installing its own network that results in payment of a revenue share to NYCT, the overall Help Point initiative has had extensive involvement by D/M/WBE firms. The most recent acquisition of Help Points that will be installed by NYCT forces was for 1,000 units purchased from a Certified D/M/WBE supplier at a cost of \$10.6 Million. In addition, NYCT has awarded eight contracts through the Small Business Construction Mentoring Program to furnish and install Help Points at 16 stations at a cost of \$6.6 Million. It is also expected that the contracts for NFPS design, procurement, installation and operation will result in significant D/M/WBE participation.

ALTERNATIVES:

As described above, with respect to the use of the TW network as the communications link for Help Point and NFPS, NYCT has considered several alternatives including the installation of PS-LANs and connecting via cellular modems or WiFi. However, the current schedule for PS-LAN deployment will delay Help Point and NFPS implementation and NYCT will avoid significant capital costs that would otherwise be incurred.

For the Help Point installation support work, NYCT could separately procure that work. However, NYCT estimators have conducted a detailed review and are confident that TW's aggregate price for such work is below the pricing that could be achieved by going through a competitive procurement. The lower pricing makes sense because TW's costs are lower as a result of TW's embedded efficiencies described above. TW's installation schedule for Help Point in the subject stations will be at least one year faster than the schedule that could be achieved through a competitive procurement because TW does not have to wait until all of the station designs are complete before bidding out the work. It uses a design-build approach where final station design incorporating TW's core network, the incremental additional services network and the

Staff Summary

FINANCE COMMITTEE MEETING

Transit Wireless, LLC ("TW") (Cont'd.)

Help Point support work for each station is completed sequentially and the construction of all three elements is commenced shortly after design completion.

RECOMMENDED ACTIONS:

Because the timely and cost effective availability of a reliable communications network to support both Help Points and New Fare Payments System applications will enhance customer safety and convenience and facilitate the timely installation of a modern fare collection system, and because having TW provide Help Point installation support services while installing its own network is cost efficient and supports an accelerated Help Point installation schedule while being incidental to the overall character of the arrangement between NYCT and TW as a license for the provision of cellular and WiFi service to NYCT's customers, it is recommended that the Board adopt the attached Resolution, which authorizes the Chairman and Chief Executive Officer of NYCT and his/her designees to execute and deliver agreements and related documents, including modifications and supplements, and to take other actions as he/she may deem necessary, desirable or appropriate to implement the proposed additional services related options and the other modifications to the TW Agreements described herein.

Staff Summary

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

Date JULY 23, 2012
Vendor Name TRANSIT WIRELESS, LLC
Contract Number
Contract Manager Name
Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	7/23/12	x		
2	Board	7/25/12	x		

Internal Approval			
Order	Approval	Order	Approval
		1	MTA Legal <i>[Signature]</i>
3	Chief of Staff <i>[Signature]</i>	4	President NYCT <i>[Signature]</i>
2	Chief Financial Officer <i>[Signature]</i>		

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

LICENSEE: Transit Wireless, LLC ("TW")

LOCATION: 277 NYCT underground subway stations

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

ACTION REQUESTED: Approval of a modification to the license agreement between NYCT and TW

PURPOSE: To request that the Board (1) approve a modification to the license agreement between NYCT and TW to facilitate TW's entry into a loan agreement with a syndicate of lenders; and (2) authorize the Chairman and Chief Executive Officer of NYCT and his/her designees to execute and deliver contracts and other documents and take other actions to implement the license agreement, as modified.

This modification would, among other things,:

- add provisions to the license agreement that will enable TW to enter into a loan agreement with a syndicate of financial institutions for funding a portion of the cost of the construction of the TW network; and
- refine the provisions of the License Agreement relating to revenue sharing.

In addition, in connection with the modification, NYCT would enter into an agreement with TW's lenders providing the lenders with standard notice, cure, transfer, assignment and substitution rights typically found in project finance documentation.

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

FINANCE COMMITTEE MEETING

Modification of License Agreement (Cont'd)

BACKGROUND: (Cont'd)

The project is divided into two parts: an Initial Build ("Initial Build") of 6 stations and a full build ("Full Build") of the remaining 271 stations. The six Initial Build stations, all located in the Chelsea area of Manhattan, have been in commercial service since October, 2011 for AT&T and T-Mobile subscribers (TW is in negotiations with other carriers for their participation in the network). The service in the Initial Build stations has performed well, there has been no interference with NYCT communications and the public reaction has been favorable. TW is obligated to commence construction of Phase 1 of the Full Build (30 midtown stations) this summer.

In September, 2011, the Board approved modifications to the license agreement that, among other things:

- divided the Full Build into seven discrete phases;
- established a Full Build construction period of 6 years; and
- granted NYCT an option, which if exercised by NYCT would piggyback on the TW cell phone and WiFi network to provide NYCT with wireless communications access to support certain of its own operational networking needs. (In May, 2012, TW and NYCT agreed on the terms under which TW will construct and operate an Additional Services network in 15 of the 30 Phase 1 Full Build stations that will provide the connectivity for the Help Point implementation in those stations.)

A copy of the staff summary for the September, 2011 Board action is attached.

In 2007 it was anticipated that the carriers would finance all of the capital costs of the construction of the network and pay a fixed rent per station that would be shared between NYCT and TW. NYCT was entitled to the payment of a revenue share equal to the higher of the \$3 million minimum annual compensation (escalated by CPI) or 50% of net revenues. The 2011 license agreement modification increased the minimum annual compensation to \$3.3 million.

Since 2007, access to capital for projects such as this has been constrained and the capital budgets of the carriers have been reduced. To address those changes, TW has developed a new financing structure that includes a loan facility and requires TW to make a greater equity investment than it originally intended. Since the 2011 modification, TW has been working with a syndicate of lenders to finalize the terms of such loan facility. In order to make the project financeable, standard project finance provisions relating to notice, cure, transfer, assignment and substitution are being added to the license agreement. In addition, a direct agreement would be entered into between NYCT and TW's lenders. NYCT has been represented in these negotiations by the project finance group at Orrick, Herrington & Sutcliffe, a law firm that is internationally recognized in the project finance field. TW is obligated to reimburse NYCT for Orrick's costs.

Over this same period, TW's commercial arrangements with the carriers have become more complicated, with multiple payment streams that do not directly correlate to specific expense reimbursement or revenue categories. These changes, together with the restructuring of the capital funding, have necessitated refinements to the revenue sharing provisions to ensure that they work appropriately. In the original arrangements, the carriers were funding 100% of the capital costs during the construction period and the only revenues shared between NYCT and TW were the monthly rent payments made by the carriers for occupancy of the stations. The modified provisions address the fact that there are multiple revenue streams and expense deductions that must now be tracked to determine the net revenues that are subject to sharing. NYCT will continue to receive the higher of the \$3.3 million minimum annual compensation (escalated by CPI) or 50% of net revenues and the refinements are projected to result in higher overall net revenues paid to NYCT than were anticipated under the original revenue sharing provisions.

FINANCE COMMITTEE MEETING

Modification of License Agreement (Cont'd)

The principal changes relating to revenue sharing are:

- on the revenue side, all payments from the sublicensees (the carriers) will be treated as gross revenues, however characterized; and
- on the expense side, TW will be entitled to deduct from gross revenues (a) an amount equal to the debt service on its third-party loans at a fixed rate of 7% and (b) an amount equal to an notional return of 7% on the equity it invests in excess of \$25 million (such excess being the amount that would in the 2007 financing model have been funded with carrier debt and thus entitled to an above the line return similar to TW's actual debt). In addition, TW will be able to deduct most of its costs in designing, constructing and operating the network (90% during the construction phase and 80% during the operating phase).

The parties have also agreed that MTA is entitled to 10% of the gross revenues that arise from the use of the portion of the TW network that is outside of the NYCT system. This was not part of the 2007 revenue sharing arrangement and could, over the long-term, be a significant additional source of revenue to NYCT.

In addition, the concept of a licensor event of default has been added to the license agreement to address the lenders' concern that after providing financing, they would have limited recourse if NYCT took actions in violation of the terms of the license agreement that took away TW's ability to install and operate the TW network. In such unlikely event, the lenders would be entitled to repayment from NYCT of the outstanding principal amount of their loan, together with capped hedge breakage costs. A licensor event of default provision is standard in this type of project financing. However, the risk to NYCT is minimal because such a default would be triggered only if NYCT willfully ceased to perform substantially all of its obligations under the license agreement, and such cessation substantially frustrated or rendered it impossible for TW to build its network.

RECOMMENDED ACTIONS:

Because the provision of cellular/PCS and WiFi service in the underground subway stations will enhance customer convenience and will provide operational support and a revenue stream to NYCT, and because NYCT has exercised its option for piggybacking on the TW wireless network for operational purposes in 15 stations, it is recommended that the Board adopt the attached resolution, which authorizes the Chairman and Chief Executive Officer of NYCT and his/her designees to execute the license agreement modifications and related documents and to take other necessary or appropriate steps as he/she may deem necessary, desirable or appropriate to implement the proposed license modifications and to enter into the direct agreement with TW's lenders.

RESOLUTION

BOARD OF THE NEW YORK CITY TRANSIT AUTHORITY

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

WHEREAS, following Board approval in September, 2011, the License Agreement was modified to divide the construction of the remaining 271 stations (the "Full Build") into seven discrete phases, to establish a Full Build construction period of 6 years, and to grant NYCT an option which if exercised by NYCT would piggyback on the TW cell phone and WiFi network to provide NYCT with wireless communications access to support certain of its own operational networking needs;

WHEREAS, since the 2011 modification, TW has been working with a syndicate of lenders to finalize the terms of a loan facility that would provide debt financing for the Full Build;

WHEREAS, NYCT has completed negotiations with TW regarding modifications to the License Agreement and the terms of a direct agreement between NYCT and TW's lenders that will enable TW to enter into a loan agreement for such loan facility;

WHEREAS, NYCT and TW have also completed negotiation of modifications to the terms of the License Agreement to refine the revenue sharing arrangements between the parties to address changes to the project's financing structure and the way in which the sublicensees of the TW network, namely the cell phone carriers and WiFi providers, pay the various costs associated with their use of the network;

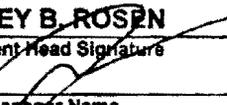
WHEREAS, the proposed modifications to the License Agreement and the proposed direct agreement between NYCT and TW will permit the Full Build to move forward on terms that continue to provide substantial benefits to NYCT; and

WHEREAS, the provision of cellular/PCS and WiFi service in the underground subway stations will enhance customer convenience and will provide operational support and a revenue stream to NYCT;

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

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

Staff Summary

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

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

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

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

Narrative

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

LICENSEE: Transit Wireless, LLC ("TW")

LOCATION: 277 NYCT underground subway stations

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

ACTION REQUESTED: Approval of modified terms

COMMENTS:

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

This modification would:

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

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

FINANCE COMMITTEE MEETING Modification of License Agreement (Cont'd)

BACKGROUND: (Cont'd)

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

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

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

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

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

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

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

FINANCE COMMITTEE MEETING

Modification of License Agreement (Cont'd)

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

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

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

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

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

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

RECOMMENDED ACTIONS:

Page 4 of 5

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

FOR REFERENCE PURPOSES ONLY

RESOLUTION

BOARD OF THE NEW YORK CITY TRANSIT AUTHORITY

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

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

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

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

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

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

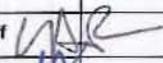
1. The Chairman and Chief Executive Officer and his/her respective designees are hereby authorized to execute and deliver any and all contracts and other necessary or appropriate agreements, documents, writings and other instruments and to take any other necessary or appropriate steps as he/she may deem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

Staff Summary

subject LEASE AGREEMENT
Department REAL ESTATE
Department Head Name JEFFREY B. ROSEN
Department Head Signature 
Project Manager Name NANCY MARSHALL

Date JUNE 23, 2014
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref. #

Board Action					
Order	To	Date	Approval	Info	Other
1	MNR Committee	6/23/14		X	
2	Finance Committee	6/23/14	X		
3	Board	6/25/14	X		

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

AGENCY: MTA Metro-North Railroad ("Metro-North")
 TENANT: American Great Dane NY LLC ("AGD") dba TBD
 LOCATION: Eight spaces at Grand Central Terminal:

1. Space A (MC-16, formerly occupied by Francesco's Hair Salon, and originally Grand Central's Men's Waiting Room; approx. 3,406 sq. ft.)
2. Space B (the west side of Vanderbilt Hall; approx. 5,568 sq. ft.)
3. Space C (MC-17, currently occupied by Hot & Crusty; approx. 982 sq. ft.)
4. Space D (currently licensed for storage to various GCT tenants; approx. 2,707 sq. ft.)
5. Space E (currently used partially as storage and partially as a common corridor; approx. 477 sq. ft.)
6. Space F (currently available; approx. 446 sq. ft.)
7. Space G (currently licensed for storage to Papyrus; approx. 100 sq. ft.)
8. Space CH (currently vacant; approx. 2,490 sq. ft.; located in the first level of the Carey's Hole area of Grand Central roughly below Space D).

Spaces A, B, C, D, E, F, G, & CH are shown on the floor plans included below. Spaces A-D will be leased. Spaces E-G and CH will be licensed, subject to termination by Landlord on 60 days' notice.

ACTIVITIES: A fine dining restaurant in Space A;
 A café, counter dining and take-out food service in Space B;
 A take-out bakery/café in Space C;
 Kitchen, storage and other back-of-house facilities in Space D;
 Refrigerated trash handling in Space E;
 Restrooms in Space F;
 Ancillary uses in Spaces G and CH

ACTION REQUESTED: Approval of terms
 TERM: Ten years plus one five-year renewal option

Staff Summary

FINANCE COMMITTEE MEETING American Great Dane NY LLC dba TBD (Cont'd.)

TOTAL FLOOR AREA: Approximately 16,175 sq. ft.

COMPENSATION: Base Rent:

Year	Spaces A & B		Space C		Spaces D, E, F, G, and CH		Total Amount
	Amount	Per Sq. Ft.	Amount	Per Sq. Ft.	Amount	Per Sq. Ft.	
1	\$ 1,354,042	\$ 150.88	\$ 172,678	\$ 175.84	\$ 248,760	\$ 40.00	\$ 1,775,480.0
2	1,598,770	178.16	206,002	209.78	256,223	41.20	2,060,994
3	1,646,733	183.50	212,182	216.07	263,909	42.44	2,122,824
4	1,696,135	189.01	218,548	222.55	271,827	43.71	2,186,509
5	1,747,019	194.68	225,104	229.23	279,982	45.02	2,252,104
6	1,963,448	218.79	254,473	259.14	288,381	46.37	2,506,302
7	2,022,352	225.36	262,107	266.91	297,032	47.76	2,581,491
8	2,083,022	232.12	269,971	274.92	305,943	49.19	2,658,936
9	2,145,513	239.08	278,070	283.17	315,122	50.67	2,738,704
10	2,209,878	246.25	286,412	291.66	324,575	52.19	2,820,865
11 (Renewal)	2,276,175	253.64	295,004	300.41	334,313	53.76	2,905,492
12 (Renewal)	2,344,460	261.25	303,854	309.42	344,342	55.37	2,992,657
13 (Renewal)	2,414,794	269.09	312,970	318.71	354,672	57.03	3,082,436
14 (Renewal)	2,487,238	277.16	322,359	328.27	365,312	58.74	3,174,909
15 (Renewal)	2,561,855	285.48	332,030	338.12	376,272	60.50	3,270,157

Percentage Rent:

Spaces A & B	Years 1 – 5	Tenant will pay annually (i) 11% of gross sales between \$23,320,365 and \$25,114,239, and (ii) 13% of the gross sales in excess of \$25,114,239.
	Years 6 – 15	Tenant will pay annually (i) 3.75% of gross sales between \$18,387,211 and \$23,320,365, (ii) 11% of gross sales between \$23,320,365 and \$25,114,239, and (iii) 13% of gross sales in excess of \$25,114,239.
Space C	Years 1 – 5	Tenant will pay annually (i) 11% of gross sales between \$2,679,635 and \$2,885,761, and (ii) 13% of gross sales in excess of \$2,885,761.
	Years 6 – 15	Tenant will pay annually (i) 3.75% of gross sales that are in excess of \$2,112,789 up to \$2,679,635, (ii) 11% of gross sales between \$2,679,635 and \$2,885,761, and (iii) 13% of gross sales in excess of \$2,885,761.

MARKETING: \$ 21,940 per year, increasing annually by 3%

TRASH: Approximately \$ 25,000 per year, increasing annually by 5%, if trash service is provided by Landlord.

SECURITY: Three months minimum rent plus a guaranty of payment and performance (limited to payment obligations accruing through six months following surrender and vacating of Premises following completion of construction and initial opening).

Staff Summary

FINANCE COMMITTEE MEETING American Great Dane NY LLC dba TBD (Cont'd.)

INSURANCE: Standard

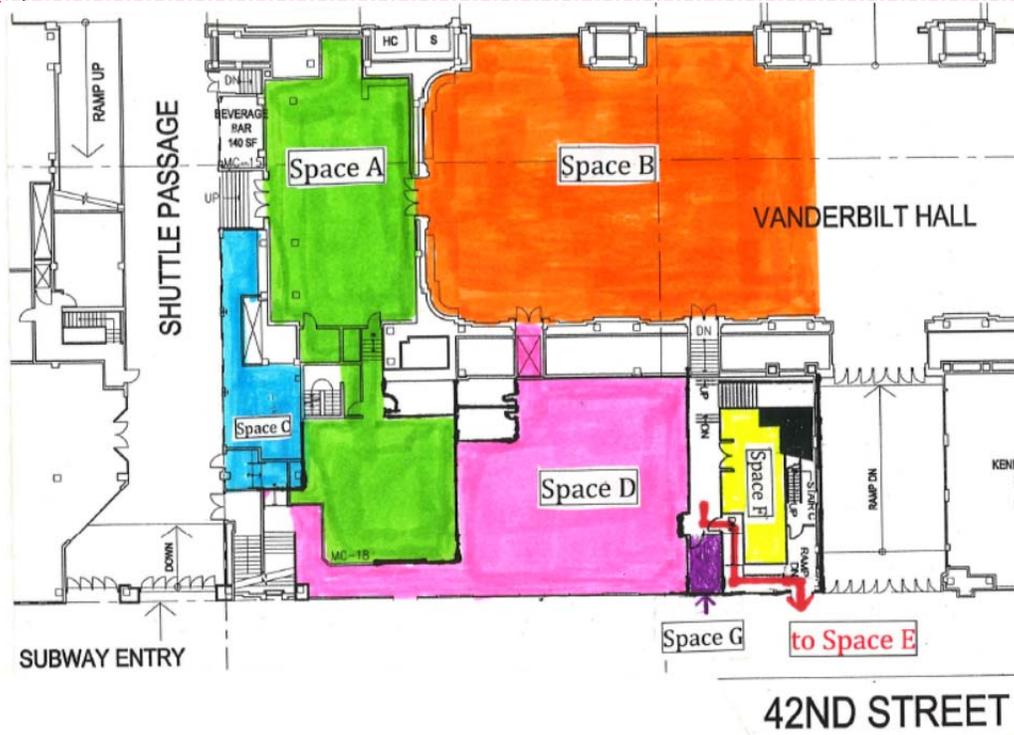
CONSTRUCTION: / 365 days for Spaces A- G and CH; 90 days for Space C

FREE RENT PERIODS:

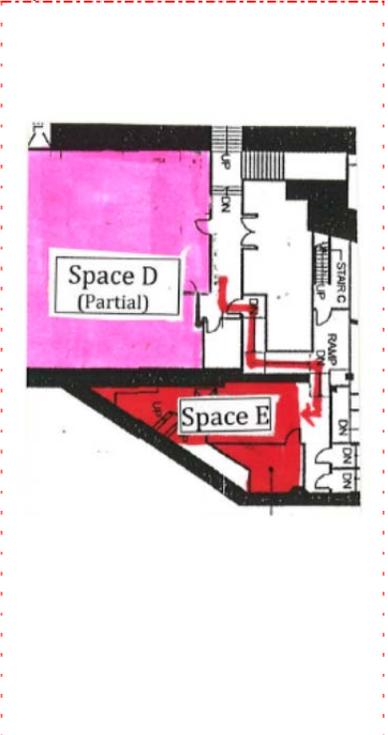
COMMENTS:

Since the Terminal was renovated in the 1990s, Vanderbilt Hall has been used exclusively for special, short-term events. Such events, including particularly the annual Holiday Fair, have been popular with the public and generated income for Metro-North. However, recognizing that it is an extraordinary space, Metro-North and MTA Real Estate have sought ways to provide a more continuous and engaging customer experience in Vanderbilt Hall. Accordingly, following up on suggestions made by NYC preservation, design and civic leaders during a charette occasioned by the Terminal's centennial, when Spaces A and C became available, MTA Real Estate in June 2012 issued a Request for Proposals ("RFP") for food and beverage services that would include a restaurant in Space A and a café in all or part of Space B and "grab and go" service in Space C.

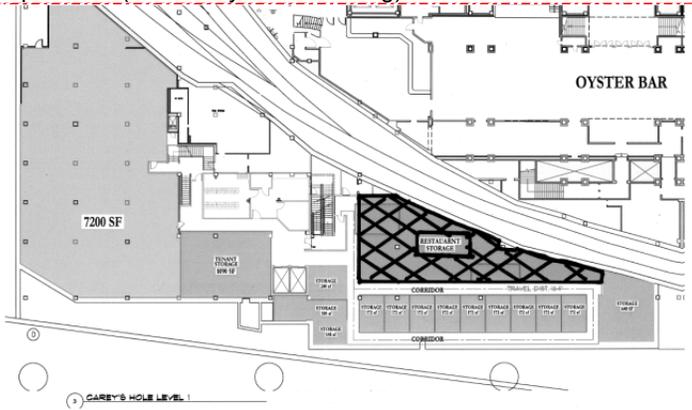
Spaces A, B, C, D, F, and G



Space E



Space CH (marked by crosshatching)



FINANCE COMMITTEE MEETING American Great Dane NY LLC dba TBD (Cont'd.)

The RFP indicated that the MTA would pursue the proposal or combination of proposals for Spaces A, B, and C that, in the MTA's judgment, singly or collectively, would maximize the long-term aggregate revenues that the MTA derives from the leasing of the commercial space at GCT, *taken as a whole*, while making available an appropriate mix of food and beverage selections and maintaining a level of quality commensurate with GCT's status as a National Historic Landmark and one of New York City's greatest public spaces.

The RFP specified that proposals could be made for *any or all* of five space configurations:

Alternative 1: Spaces A and B only

- 1a. with no café during the Holiday Fair
- 1b. with a small café during the Holiday Fair

Alternative 2: Spaces A, B, and Space C

- 2a. with no café during the Holiday Fair
- 2b. with a small café during the Holiday Fair

Alternative 3: Space C only

The RFP stated that proposals for just Spaces A and B (Alternative 1) or just Space C (Alternative 3) would be combined and then evaluated together in comparison to proposals for all three spaces (Alternative 2).

No proposal was received for Alternative 1a or for Alternative 2a, both of which would have required that the café in Vanderbilt Hall shut down for six weeks during the Holiday Fair.

Three proposals were received for Alternative 1b. They were submitted by Tracks at Penn, LLC, dba Tracks; Tour de France Group (Simon Oren) dba Cuvée Kitchen; and City Winery New York, LLC, dba City Winery Tasting Room.

Five proposals were received for Alternative 2b. They were submitted by American GreatDane NY LLC (AGD); Tracks at Penn, LLC, dba Tracks; LDV Hospitality, dba Lugo Caffé ; Tour de France Group (Simon Oren) dba Cuvée Kitchen; and New LLC, dba Sugar & Plum.

Seven proposals were received for Alternative 3. They were submitted by Wurstmeister Inc., dba Grillmeister; The Stearn Company, dba Presto Coffee Bar; LDV Hospitality, dba Corso Coffee; Sunflower Baking Corp., dba Hot & Crusty; Silk Hospitality, dba Chock Full O' Nuts; Bien Cuit; and Eli Zabar, dba Eli's Essentials.

Per the Guidelines for Selection of Tenants for Grand Central Terminal approved by the MTA Board in November 2009 (the Guidelines), the proposals first were independently evaluated by Williams Jackson Ewing and Jones Lang LaSalle, and then evaluated by the Director of GCT Development. These evaluations took into account two criteria. Selection Criterion A, which accounts for 70% of the Total Selection Criteria Score, measures a proposal's direct economic value to the MTA. Selection Criterion B, which accounts for the other 30% of the Total Selection Criteria Score, reflects the evaluator's assessment of a proposal's indirect economic benefit to the MTA. As provided for in the RFP, the proposals received for Alternative 1b (Spaces A and B) and Alternative 3 (Space C only) were combined and then evaluated in comparison to the proposals received for Alternative 2b, which included Spaces A, B, and C.

AGD's proposal was superior with respect to both Selection Criterion A and Selection Criterion B and AGD was therefore conditionally designated the successful proposer. AGD then undertook to refine its proposed design, which it needed to do before the MTA and Metro-North could accept its proposal, and to negotiate definitive lease terms. In the course of such process, AGD's rent offer was adjusted, but it remains substantially superior to all of the other offers the MTA received, and exceeds the fair market rental value as estimated by Williams Jackson Ewing in advance of the selection process. As illustrated in the attached Evaluation Sheets, AGD's Unadjusted Guaranteed Rent Amount (the proposed guaranteed minimum rent, on a present value basis) *and* its Total Selection Criteria Score are both higher than those for any other Alternative 2b proposal, and also higher than those for any combination of Alternative 1b and Alternative 3 proposals. Because AGD has offered the highest Unadjusted Guaranteed Rent Amount, the Guidelines do not require a selection committee.

In addition to Spaces A, B and C, AGD will require space for food preparation, storage and other back of house uses, as described above.

Spearheading AGD's GCT project will be Claus Meyer, the world-renowned chef, restaurateur, and cookbook author. Meyer co-founded the restaurant Noma in Copenhagen, which holds two Michelin stars, and has been recognized as the world's best restaurant for 2014 and three of the previous four years by *Restaurant* magazine. He has published 14 cookbooks in Denmark and hosted a series, "Meyer's Kitchen," on Danish television from 1991 to 1998. Among his other business ventures, Meyer owns several restaurants, bakeries and catering, fruit and chocolate supply companies, and runs a cooking school. He is also an affiliated professor in the Department of Food Science at the University of Copenhagen. Meyer is a prominent advocate of the farm-to-table movement, which seeks to foster local agriculture and encourage sustainable food production.

FINANCE COMMITTEE MEETING American Great Dane NY LLC dba TBD (Cont'd.)

AGD is owned by Claus Meyer LLC, (50%), by Sosatie LLP (39% – 100% of which is owned by Philip Kirsh, an experienced food service operator and restaurateur who owns Hot and Crusty, a current tenant of the MTA at both GCT and Penn Station), and 11% by Allan Karp, a principal of KarpReilly, a private investment firm that partners with premier growth companies. KarpReilly LLC currently manages funds and affiliates with capital commitments in excess of \$500 million. Over the past 15 years, the principals of KarpReilly LLC have invested in, sat on the boards of and nurtured over 25 growth companies, many of which are in the hospitality industry.

AGD has proposed a diverse and imaginative concept with a wide range of price points and customer experiences. The majority of the new complex will be composed of a market style collection of casual pavilions in the western half of Vanderbilt Hall. There would also be a a Nordic- style brasserie in the adjoining rear interior space that is presently closed to the public, and an interconnecting to-go counter in the Shuttle Passage, currently occupied by Hot & Crusty bakery.

The lease will require that all design elements in Vanderbilt Hall must be removable and (notwithstanding such removability) satisfactory in all respects to the State Historic Preservation Office. To accommodate the Holiday Fair and other special events, the tenant will operate the Vanderbilt Hall café in a reduced footprint for approximately seven weeks each year.

Because all of the leased premises except for Space C are to be repurposed, the tenant will be required to make substantial upfront capital expenditures to prepare the spaces. The work to be undertaken by the tenant will include the fabrication and installation of movable pavilions in Vanderbilt Hall, extensive demolition work in Spaces A, C, and D, the creation of a large new kitchen in Space D and the fitting out of Spaces A, C, E-G and CH. Completion of such work will be secured by a letter of credit equal to 125% of the estimated construction cost.

The retail tenant storage uses that are currently in Space D will be relocated to a new storage facility in Carey's Hole that will be newly accessible by virtue of elevators and stairs that Metro-North is installing using funds obtained from Apple, Inc. The relatively modest cost of fitting out such storage space -- which will also accommodate retail storage that is being displaced from other areas within Grand Central Terminal for other reasons -- has been included in Jones Lang LaSalle's retail revenue funded budget, and is expected to be recaptured quickly through the storage license fees it will generate.

Based on the foregoing, MTA Real Estate requests authorization to enter into a lease and license agreements with American Great Dane NY LLC on the above-described terms and conditions.

FINANCE COMMITTEE MEETING American Great Dane NY LLC dba TBD (Cont'd.)

Evaluation Sheets

Offers were received for

- Alternative 2b (Spaces A and B plus Space C with a small café during the Holiday Fair)
- Alternative 1b (Spaces A and B only with a small café during the Holiday Fair); and
- Alternative 3 (Space C only)

The highest ranking offer for Alternatives 1b and 3 were combined ("Best Alt 1b / Alt 3 Combination") and evaluated in comparison to the offers for Alternative 2b. Therefore there are Evaluation Sheets included below for Alternative 2b (including the Best Alt 1b / Alt 3 Combination), as well as for Alternatives 1b and 3.

Evaluation Sheet - Alternative 2b - Spaces A and B plus Space C only with a small café during the Holiday Fair											
Proposer	A	B	C	D	E	F	G	H	I	J	Total Selection Criteria Score (H+I)
	Unadjusted Guaranteed Rent Amount	Guaranteed Rent Adjustment Factor	Adjusted Guaranteed Rent Amount (A×B)	Unadjusted Percentage Rent Amount	Percentage Rent Adjustment Factor	Adjusted Percentage Rent Amount (D×E)	Adjusted Total Rent Amount (C+F)	Selection Criterion A Score (0-70)	Selection Criterion B Score (0-30)	Selection Criteria Score (H+I)	
	Guaranteed Rent Amount	Factor	Amount (A×B)	Percentage Rent Amount	Factor	Amount (D×E)	Adjusted Total Rent Amount (C+F)	Score (0-70)	Score (0-30)		
American Great Dane NY LLC	15,909,177	1.0	15,909,177	2,395,490	-	-	15,909,177	70.0	30	100.0	
Best Alt 1b / Alt 3 Combination	10,728,153	1.0	10,728,153	260,695	-	-	10,728,153	47.2	15	62.2	
Tracks at Penn LLC, dba Tracks	8,768,019	1.0	8,768,019	351,133	0.50	175,567	8,943,586	39.4	15	54.4	
LDV Hospitality dba Lugo Café	8,604,922	1.0	8,604,922	-	-	-	8,604,922	37.9	20	57.9	
Tour de France Group (Simon Oren) dba Cuvee Kitchen	5,830,555	1.0	5,830,555	41,421	-	-	5,830,555	25.7	25	50.7	
New LLC dba Sugar Plum	5,372,597	1.0	5,372,597	4,320,041	-	-	5,372,597	23.6	15	38.6	

* 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 the Guidelines.
 ** Percentage Rent Adjustment Factor: as high as 0.50 (no uncertainty about D.) to as low as 0.00 (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.)

Evaluation Sheet - Alternative 1b - Spaces A and B only with a small café during the Holiday Fair											
Proposer	A	B	C	D	E	F	G	H	I	J	Total Selection Criteria Score (H+I)
	Unadjusted Guaranteed Rent Amount	Guaranteed Rent Adjustment Factor	Adjusted Guaranteed Rent Amount (A×B)	Unadjusted Percentage Rent Amount	Percentage Rent Adjustment Factor	Adjusted Percentage Rent Amount (D×E)	Adjusted Total Rent Amount (C+F)	Selection Criterion A Score (0-70)	Selection Criterion B Score (0-30)	Selection Criteria Score (H+I)	
	Guaranteed Rent Amount	Factor	Amount (A×B)	Percentage Rent Amount	Factor	Amount (D×E)	Adjusted Total Rent Amount (C+F)	Score (0-70)	Score (0-30)		
Tracks at Penn LLC, dba Tracks	6,655,043	1.0	6,655,043	259,855	-	-	6,655,043	70.0	15	85.0	
Tour de France Group (Simon Oren) dba Cuvee Kitchen	3,417,912	1.0	3,417,912	386,782	0.20	75,428	3,493,339	36.7	25	61.7	
City Winery New York, LLC dba City Winery Tasting Room	2,303,159	1.0	2,303,159	808,065	0.50	404,033	2,707,192	28.5	20	48.5	

* 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 the Guidelines.
 ** Percentage Rent Adjustment Factor: as high as 0.50 (no uncertainty about D.) to as low as 0.00 (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.)

Evaluation Sheet - Alternative 3 - Space C Only (Currently Hot & Crusty)											
Proposer	A	B	C	D	E	F	G	H	I	J	Total Selection Criteria Score (H+I)
	Unadjusted Guaranteed Rent Amount	Guaranteed Rent Adjustment Factor	Adjusted Guaranteed Rent Amount (A×B)	Unadjusted Percentage Rent Amount	Percentage Rent Adjustment Factor	Adjusted Percentage Rent Amount (D×E)	Adjusted Total Rent Amount (C+F)	Selection Criterion A Score (0-70)	Selection Criterion B Score (0-30)	Selection Criteria Score (H+I)	
	Guaranteed Rent Amount	Factor	Amount (A×B)	Percentage Rent Amount	Factor	Amount (D×E)	Adjusted Total Rent Amount (C+F)	Score (0-70)	Score (0-30)		
Wurstmeister Inc. dba Grillmeister	4,073,110	1.0	4,073,110	840	0.50	420	4,073,530	70.0	15	85.0	
The Stearn Company dba Presto Coffee Bar	2,703,611	1.0	2,703,611	383,609	0.50	191,804	2,895,415	49.8	15	64.8	
LDV Hospitality dba Corso Coffee Bar	2,042,266	1.0	2,042,266	-	-	-	2,042,266	35.1	20	55.1	
Sunflower Baking dba Hot & Crusty	2,105,481	1.0	2,105,481	177,690	0.50	88,845	2,194,326	37.7	20	57.7	
Bien Cuit	1,955,477	1.0	1,955,477	359	0.50	180	1,955,656	33.6	25	58.6	
Silk Hospitality dba / Chock Full o' Nuts	2,026,826	1.0	2,026,826	1,346,579	0.02	30,086	2,056,912	35.3	15	50.3	
Eli Zabar dba Eli's Essentials	1,840,022	1.0	1,840,022	167,775	0.50	83,888	1,923,909	33.1	25	58.1	

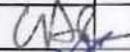
* Guaranteed Rent Adjustment Factor: from 1.00 (no uncertainty about A.) to as low as 0.50 (great uncertainty about A.); however, may be as low as 0.00 per the Guidelines.
 ** Percentage Rent Adjustment Factor: as high as 0.50 (no uncertainty about D.) to as low as 0.00 (great uncertainty about D.)
 *** 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

Subject AGREEMENT EXTENSION
Department REAL ESTATE
Department Head Name JEFFREY B. ROSEN
Department Head Signature 
Project Manager Name PAUL FITZPATRICK

Date JUNE 23, 2014
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref. #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	06/23/14	X		
2	Board	06/25/14	X		

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

AGENCY: MTA Metro-North Railroad ("Metro-North")
 LICENSOR: Village of Tuckahoe ("Village")
 LOCATION: Former Revlon Parking Lot, Section 33, Block 7, Lots 1 and 8, Section 32, Block 1, Lot 2, Village of Tuckahoe, New York (the "Lot")
 ACTIVITY: Agreement extension and amendment
 ACTION REQUESTED: Approval of terms
 TERM: June 23, 2014 – June 22, 2024
 SPACE: 139 parking spaces
 COMPENSATION: None

COMMENTS

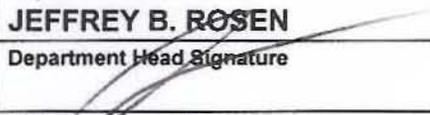
In 1994, Metro-North and the Village entered into a Board-approved twenty-year agreement (the "Agreement"), which provided that the Village would apportion 160 parking spaces for rail users at the subject Village-owned Lot in consideration of Metro-North funding certain improvements to the Lot that have since been made. Subsequently, in 2008, Metro-North permitted 21 of the spaces to be removed from the Agreement to support the disposition by Metro-North to Solar Electric of the obsolete and vacant former Metro-North substation adjoining the Lot.

Although the Agreement is now due to expire, the Village is willing to extend the Agreement for an additional ten years for the remaining 139 commuter spaces at no charge to Metro-North.

The Lot is a convenient source of parking for commuters and Metro-North desires to amend the Agreement to ensure that the 139 spaces continue to be available to commuters. Should the Agreement simply be allowed to terminate, any reservation of spaces in the Lot for commuters would be at the Village's discretion.

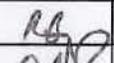
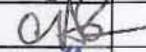
Based on the foregoing, MTA Real Estate requests authorization to enter into an amendment with the Village on the above-described terms and conditions.

Staff Summary

Subject ATLANTIC YARDS AMENDED AGREEMENTS
Department REAL ESTATE
Department Head Name JEFFREY B. ROSEN
Department Head Signature 
Project Manager Name ROBERTA BENDER

Date JUNE 23, 2014
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref. #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	6/23//14	X		
2	LIRR	6/23/14		x	
3	Board	6/25/14	x		

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

PURPOSE

To request authorization for the Chairman and/or his designee(s) to enter into amended project agreement(s) (1) permitting the developer of the Atlantic Yards overbuild project to commence early construction of overbuild platform foundations, simultaneously with its construction of the LIRR permanent yard facilities, and (2) in consideration of the expanded scope of work, and upon the posting of an additional guaranty, extending the completion deadline for the LIRR permanent yard from September 1, 2016 until December 1, 2017.

BACKGROUND

In June, 2009, the Board authorized the Chairman and/or Executive Director and their designees to enter into contracts with entities associated with the Forest City Ratner Companies ("FCR") which, among other things: (1) authorized the sale to FCR of a fee interest in property that did not have a continued transportation use, and a fee interest in the air space above a limiting plane over property that did have a continued transportation use; (2) required construction by FCR for LIRR of first a temporary rail yard (the "LIRR Temporary Yard") and then a permanent rail yard ("LIRR Permanent Yard"), to replace the then existing yard, which was to be displaced by an arena; (3) required payment by FCR of \$20 million in cash for the arena parcel; (4) required payment by FCR of \$80 million for the air rights parcel, with payments to be made in specified installments; (5) required construction by FCR of a new subway station entrance for NYCT; (6) required FCR to provide the MTA at contract signing with an \$86 million letter of credit to secure construction of the LIRR Permanent Yard (the "Letter of Credit"); and (7) required FCR to supplement such letter of credit when FCR commenced work on the LIRR Permanent Yard with a completion guaranty from FCR's parent company Forest City Enterprises (the "Parental Guaranty"). In December, 2006, the Board adopted a resolution adopting findings pursuant to the State Environmental Quality Review Act ("SEQRA"); Empire State Development Corp. ("ESD") was the lead agency with respect to SEQRA. Pursuant to the Board authorization, the execution and delivery of the relevant agreements occurred in March, 2010.

Pursuant to such agreements, FCR posted the Letter of Credit, has paid the MTA the \$20 million purchase price for the arena site, and has been making the required payments with respect to the air rights over LIRR Permanent Yard. It has also completed the LIRR Temporary Yard and the new NYCT subway station entrance, and is otherwise substantially in compliance with the requirements of the project agreements. FCR recently partnered with a Chinese investor, the Greenland Group.

Staff Summary

FINANCE COMMITTEE MEETING

Subject (Cont'd.)

Although (as previously reported to the Board) FCR has been permitted to defer posting the aforementioned parental guaranty until June 30, 2014, FCR has performed substantial excavation and other preparatory work in order to ensure that the LIRR Permanent Yard could be completed by June, 2016, as the agreements currently require. And, as required, FCR is prepared in all events to post such parental guaranty by such deadline. However, FCR is currently requesting an amendment to the relevant agreements, which would: (1) authorize it to commence early foundation work for the platform to be constructed over the LIRR Permanent Yard during the construction of the LIRR Permanent Yard; and (2) in recognition of such increased scope of work, extend the construction completion deadline for the LIRR Permanent Yard until December 1, 2017. Such amendment would be contingent upon the Parental Guaranty being modified to include completion of such foundations.

This proposed amendment is in the MTA's interest, as progressing the construction of foundation work for the overbuild platform for the air space development, at the same time as the LIRR Permanent Yard is constructed, would eliminate significant future disruption to operations in the LIRR Permanent Yard after its completion. The extension of the construction completion deadline will not have a detrimental effect on LIRR's operations, as completion of the LIRR Permanent Yard was initially scheduled to coincide with the completion of the East Side Access project, which has been delayed, and in the meanwhile the LIRR Temporary Yard that FCR has provided will continue to suffice for all of LIRR's purposes. Moreover, as part of its environmental review of the overall Atlantic Yards Project, lead agency ESD has completed a Technical Memorandum, which concludes that the extension of the LIRR Permanent Yard completion date will have no significant environmental impact not previously addressed; that memorandum has been provided to the Board under separate cover.

RECOMMENDATION

That the Board approve the attached resolution, authorizing the Chairman and/or his designees to take any and all actions on behalf of the MTA and LIRR, including entering into and executing any and all agreements, amendments, and other documents, and to perform such further acts as are necessary, desirable or convenient, in order to effectuate the above-described transactions.

RESOLUTION

BOARDS OF THE

METROPOLITAN TRANSPORTATION AUTHORITY

LONG ISLAND RAIL ROAD

WHEREAS, the Board approved a transaction in June 2009, whereby the Chairman and/or Executive Director and their designees were authorized to enter into agreements with entities associated with Forest City Ratner Companies ("FCR") which, among other things: (1) authorized the sale to FCR of a fee interest in property that did not have a continued transportation use, and a fee interest in the air space above a limiting plane over property that did have a continued transportation use; (2) required construction by FCR for LIRR of first a temporary rail yard (the "LIRR Temporary Yard") and then a permanent rail yard ("LIRR Permanent Yard"), to replace the then existing yard, which was to be displaced by an arena ; (3) required payment by FCR of \$20 million in cash for the arena parcel; (4) required payment by FCR of \$80 million for the air rights parcel, with payments to be made in specified installments; (5) required construction by FCR of a new subway station entrance for NYCT; (6) required FCR to provide the MTA at contract signing with an \$86 million letter of credit to secure construction of the LIRR Permanent Yard (the "Letter of Credit"); and (7) required FCR to supplement such letter of credit when FCR commenced work on the LIRR Permanent Yard with a completion guaranty from FCR's parent company Forest City Enterprises (the "Parental Guaranty"); and

WHEREAS, pursuant to such agreements, FCR posted the Letter of Credit, has paid the MTA the \$20 million purchase price for the arena site, and has been making the required payments with respect to the air rights over LIRR Permanent Yard. It has also completed the LIRR Temporary Yard and the new NYCT subway station entrance, and is otherwise substantially in compliance with the requirements of the project agreements; and

WHEREAS, FCR is currently requesting an amendment to the relevant agreements, which would: (1) authorize it to commence early foundation work for the platform to be constructed over the LIRR Permanent Yard during the construction of the LIRR Permanent Yard, and (2) in recognition of such increased scope of work, extend the construction completion deadline for the LIRR Permanent Yard until December 1, 2017. Such amendment would be contingent upon the Parental Guaranty being modified to include the completion of such foundations; and

WHEREAS, the proposed amendment is in the MTA's interest, as progressing the construction of foundation work for the overbuild platform for the air space development, at the same time as the LIRR Permanent Yard is constructed, would eliminate significant future disruption to operations in the LIRR Permanent Yard, and the extension of the construction completion deadline will not have a detrimental effect on LIRR's operations;

NOW, THEREFORE, upon the recommendation of the MTA Chairman, the Boards of the MTA and LIRR resolve as follows: The Chairman and/or his designees, acting singly, are authorized to negotiate, execute and deliver any and all agreements, amendments and other documents, and to perform such further acts as are necessary, desirable or convenient, in order to effectuate the above-described transactions.

Staff Summary

Subject EMERGENCY PARKING
Department REAL ESTATE
Department Head Name JEFFREY B. ROSEN
Department Head Signature 
Project Manager Name

Date JUNE 23, 2014
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref. #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	6/23/14	X		
2	Board	6/25/14	X		

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

Board approval is sought for MTA to enter into permits with the following entities to support emergency alternative transportation in the event of a LIRR strike:

- Queens Ballpark for use of selected parking areas near CitiField for emergency shuttle bus staging and park and ride using nearby #7 service
- The Port Authority of New York and New Jersey for use of selected parking areas near JFK Airport for emergency shuttle bus pick up and drop off and park and ride using nearby A subway service
- Nassau Community College for use of selected parking areas for emergency shuttle bus pick up and drop off
- The State University of New York for use of selected parking facilities for carpooling at Farmingdale State College; and
- The New York State Office of Parks Recreation and Historic Preservation for use of parking facilities for carpooling at six state parks.

The total daily cost for these parking locations will be approximately \$12,000.

The MTA and LIRR unions are continuing to negotiate a new labor agreement. Should the parties not reach an agreement, a strike is possible as early as July 20, 2014. This would have a significant impact on traffic and mobility in Nassau and Suffolk Counties and New York City. In the event of a strike, MTA will be promoting the use of carpooling and will also be providing a very limited emergency peak period bus shuttle service between selected locations on Long Island and Queens subway stations.



Staff Summary

Subject South Ferry Leak Mitigation
Department Capital Program Management
Department Head Name Frederick E. Smith
Department Head Signature 
Program Manager Name Alok Saha 

Date June 3, 2014
Vendor Name
Contract Number Various
Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	NYCT Committee				
2	Finance Committee				
3	MTA Board				

Internal Approvals			
Order	Approval	Order	Approval
1	SVP Subways 	5	Executive VP 
2	SVP Capital Program Mgmt 	6	President 
3	Director, OMB 		
4	VP Capital Planning & Budget 		

Purpose:

The purpose of this staff summary is to obtain MTA Board approval to add leak mitigation at South Ferry Terminal and in the tunnel north of the terminal to the 2010-2014 Capital Program. The project will be included as part of the contract for the Superstorm Sandy Recovery Project at South Ferry.

Discussion:

South Ferry Station is located in lower Manhattan near the Staten Island Ferry Terminal and Battery Park. It is the last station on the Broadway-7th Avenue (IRT) line and connects to Whitehall Street Station on the Broadway (BMT) line. South Ferry Station is next to the Hudson River in the Flood Zone "A" Evacuation Area, as demarcated by the NYC Office of Emergency Management. During Hurricane Sandy much of this station was completely submerged under water, extensively damaging the station and the equipment inside.

Prior to Sandy, the structural box that forms the terminal and a tunnel extending north to approximately station marker V4 209+21 began to suffer from water infiltration. These pre-storm conditions must be addressed as a part of the overall Sandy project for the station to protect against chronic water infiltration as well as future flood events. As the structural leaks were not caused by Sandy, repair of these conditions must be funded through the core program.

The following leak mitigation measures must be implemented:

- Grouting is to be performed over the entire length and height of both walls of the platform level of the station, at the interfaces of exterior walls and slabs, and over the entire length and height of exterior walls in mezzanine and concourse level rooms.
- Grouting also must be performed over the entire length and height of the identified tunnel section, along the joints of the tunnel walls and roof, and over the entire tunnel roof areas where other subway structures cross above.
- Power wash/scrape clean all cracks and construction joints to remove old grout and debris.
- Drill grout holes in accordance with mitigation plans. Use holes to inject cracks/construction joints and the interface between the exterior surface of the structure and adjacent soil and rock.
- After grouting, clean all waste material and remove all existing sediment and debris from trough in Tunnel Section invert and drains. Remove existing clogged weepholes and replace with new pressure/relief drainage system

Construction is expected to begin in September 2014.

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



Staff Summary

Alternatives:

An alternative to adding leak mitigation to this station in the current 2010-2014 program would be to include the work in a future capital program. To perform the grouting work at a later date, many of the finishes to be installed in the Sandy Repairs project would have to be removed and/or damaged. It also would leave the new equipment furnished during the Sandy Repairs at increased risk of water damage until the leak mitigation work was completed. The separate period of construction at the station would negatively impact cost, operations, and passenger service.

Impact on Funding:

The estimated cost of this work is \$20 million. Funding will be provided from program savings.

Recommendation:

It is recommended that the MTA Board approve the addition of this project, estimated at \$20 million, to the 2010-2014 program.

APPROVED FOR SUBMISSION TO THE BOARD

Carmen Bianco
President

6.11.14

Date



Staff Summary

Subject Installation of Help Points (HP) at 70 Additional Stations
Department Capital Program Management
Department Head Name Frederick E. Smith
Department Head Signature
Program Manager Name Mark Bienstock

Date June 3, 2014
Vendor Name
Contract Number Various
Table of Contents Ref #

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

Internal Approvals					
Order	Approval	Order	Approval		
1	SVP Subways	5	Executive VP		
2	SVP Capital Program Mgmt	6	President		
3	Director, OMB				
4	VP Capital Planning & Budget				

Purpose:

The purpose of this staff summary is to obtain MTA Board approval to advance additional Help Point locations in the 2010-2014 Capital Program. The project will be increased by 70 stations, from 152 to 222.

Discussion:

Help Points (HP) are highly visible intercom devices allowing customers to speak directly to NYCT employees for emergency assistance and travel information. HP is designed to replace the existing Customer Assistance Intercoms (CAI) that are currently deployed in stations systemwide. HP offers superior visibility, connection times, and audio quality, compared to the existing CAI devices. In particular, HP will greatly enhance customer safety and security, by enabling customers to inform the Rail Control Center (RCC) instantaneously if an incident arises. RCC officials can then take appropriate action such as shutting off third rail power and deploying emergency responders.

Because of these safety/security benefits, NYCT is seeking to install HP at all 468 subway stations on an expedited basis. To date, funding has been identified to install HP at 152 stations:

- 102 stations were approved via previous MTA Board action on September 27, 2012, including four stations completed via pilot projects, five stations to be completed by MTA Capital Construction as part of Fulton Center, and 93 stations that were added to NYCT's 2010-2014 Capital Program.
- 16 stations are being addressed via the Mentoring Program project, which was added to the 2010-2014 Capital Program as part of the July 2013 Capital Plan Amendment.
- 34 stations are being addressed as part of separately-funded projects, including Station Renewal, Electronic Security System, and Legislative Reserve projects.

These 152 stations are being awarded under multiple contractual packages, with a goal of having approximately 100 stations fully completed by the end of 2014. Some packages will be awarded by agreement with Transit Wireless.

NYCT expects to complete the systemwide rollout of HP in the 2015-2019 Capital Program. However, to ensure that the rollout of this high-priority initiative proceeds without interruption, NYCT is requesting to advance 70 additional stations into the 2010-2014 Capital Program. These additional stations will be awarded under multiple packages in late 2014 and early 2015. The remaining 246 stations to complete the systemwide rollout will be programmed in 2015-2019.

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



Staff Summary

Alternatives:

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

The alternative to advancing 70 additional stations into the 2010-2014 Capital Program is to include those stations in the 2015-2019 Capital Program. However, doing so would delay the rollout of HP, which is a high priority because of its safety and security benefits to customers.

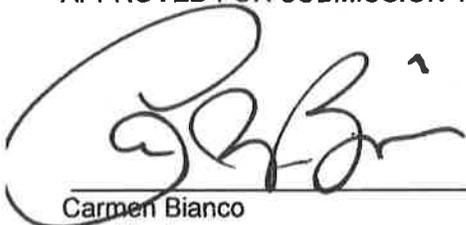
Impact on Funding:

The estimated cost of these additional 70 stations is approximately \$0.5M each, or \$35M in total. This is in addition to the \$30 million already approved for the Help Points: 93 Stations project. Funding will be identified from program savings.

Recommendation:

It is recommended that the MTA Board approve the addition of scope to the Help Points capital project, estimated at a total of \$35 million, to advance the installation of Help Points at 70 additional subway stations.

APPROVED FOR SUBMISSION TO THE BOARD



Carmen Bianco
President

6.11.14

Date

Report



New York City Transit

SERVICE CHANGES: IMPLEMENT M12

Service Issue

As part of the 2012 Service Investments, M12 local bus service will be implemented between the West Village and Columbus Circle in Manhattan on August 31, 2014. The M12 will introduce service to a part of Manhattan's west side that has been developing rapidly with new commercial and residential uses and currently lacks north-south bus service. The new service was the subject of a public hearing on May 14, 2014.

The implementation of the M12 responds to requests from the community and elected officials for more west side Manhattan bus service. The M12 will provide an important connector for continuing development on the west side and the planned opening of the 7 train extension to 34th Street and 11th Avenue.

Recommendation

Implement the M12 between the West Village and Columbus Circle.

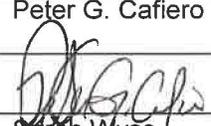
Budget Impact

The net operational cost associated with this service is \$1.6 million annually. Funding for the service was included in the 2012 Service Investments Package, approved by the MTA Board in July 2012.

Proposed Implementation Date

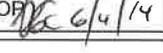
August 31, 2014.

Staff Summary

Subject	Implement M12
Department	Operations Planning
Department Head Name	Peter G. Cafiero
Department Head Signature	
Project Manager Name	Sarah Wyss

Date	June 4, 2014
Vendor Name	N/A
Contract Number	N/A
Contract Manager Name	N/A
Table of Contents Ref #	N/A

Board Action					
Order	To	Date	Approval	Info	Other
1	President		X		
2	Board		X		

Internal Approvals			
Order	Approval	Order	Approval
8	President 	X 4	VP General Counsel
7	Executive VP 	3	Director OMB 
X 6	SVP Buses 	2	VP GCR 
5	VP Corp. Comm. 	1	Chief OF 

Purpose

To obtain Presidential and MTA Board approval to implement the M12 between the West Village and Columbus Circle.

Discussion

As part of the 2012 Service Investments, M12 local bus service will be implemented between the West Village and Columbus Circle in Manhattan on August 31, 2014. The M12 will introduce service to a part of Manhattan's west side that has been developing rapidly with new commercial and residential uses and currently lacks north-south bus service.

The new service was the subject of a public hearing on May 14, 2014. There were a number of written and oral comments on the M12, primarily in support of the service. However, many comments expressed dissatisfaction with the span (7:00 a.m. to 10:00 p.m.) and frequency (every 30 minutes) of the route. Service span and frequency will be monitored and adjusted as necessary.

The implementation of the M12 responds to requests from the community and elected officials for more west side Manhattan bus service. The M12 will provide an important connector for continuing development on the west side and the planned opening of the 7 train extension to 34th Street and 11th Avenue. Currently, a walk of up to a half-mile is required to reach the nearest local bus route (the M11) from the western shore of Manhattan.

The M12 is proposed to have a southern terminal on 8th Avenue at Jane Street adjacent to Abingdon Square in the West Village. It would travel northbound via 8th Avenue, West 14th Street, 10th Avenue, West 15th Street, 11th Avenue, West 24th Street, 12th Avenue, West 57th Street, 8th Avenue, and West 58th Street, terminating on West 58th Street at 7th Avenue. Southbound, it would travel via West 58th Street, 7th Avenue, West 57th Street, 11th Avenue, West 18th Street, 9th Avenue, Hudson Street, and 8th Avenue, terminating on 8th Avenue at Jane Street.

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

These service changes are proposed to go into effect on August 31, 2014. The M12 is proposed to operate every 30 minutes between 7:00 a.m. and 10:00 p.m. seven days a week.

A service equity analysis, conducted in accordance with Title VI of the Civil Rights Act of 1964 and related Federal Transit Administration guidance materials, found that the M12 implementation would not result in a disproportionate impact on either minority or below-poverty populations.

Recommendation

Implement the M12 between the West Village and Columbus Circle.

Alternatives to the Proposed Service Change

1. *Do not implement the M12.* Does not address the requests of the community for more transit options on the rapidly growing west side of Manhattan.

Budget Impact

The net operational cost associated with this service is \$1.6 million annually. Funding for the service was included in the 2012 Service Investments Package, approved by the MTA Board in July 2012.

Proposed Implementation Date

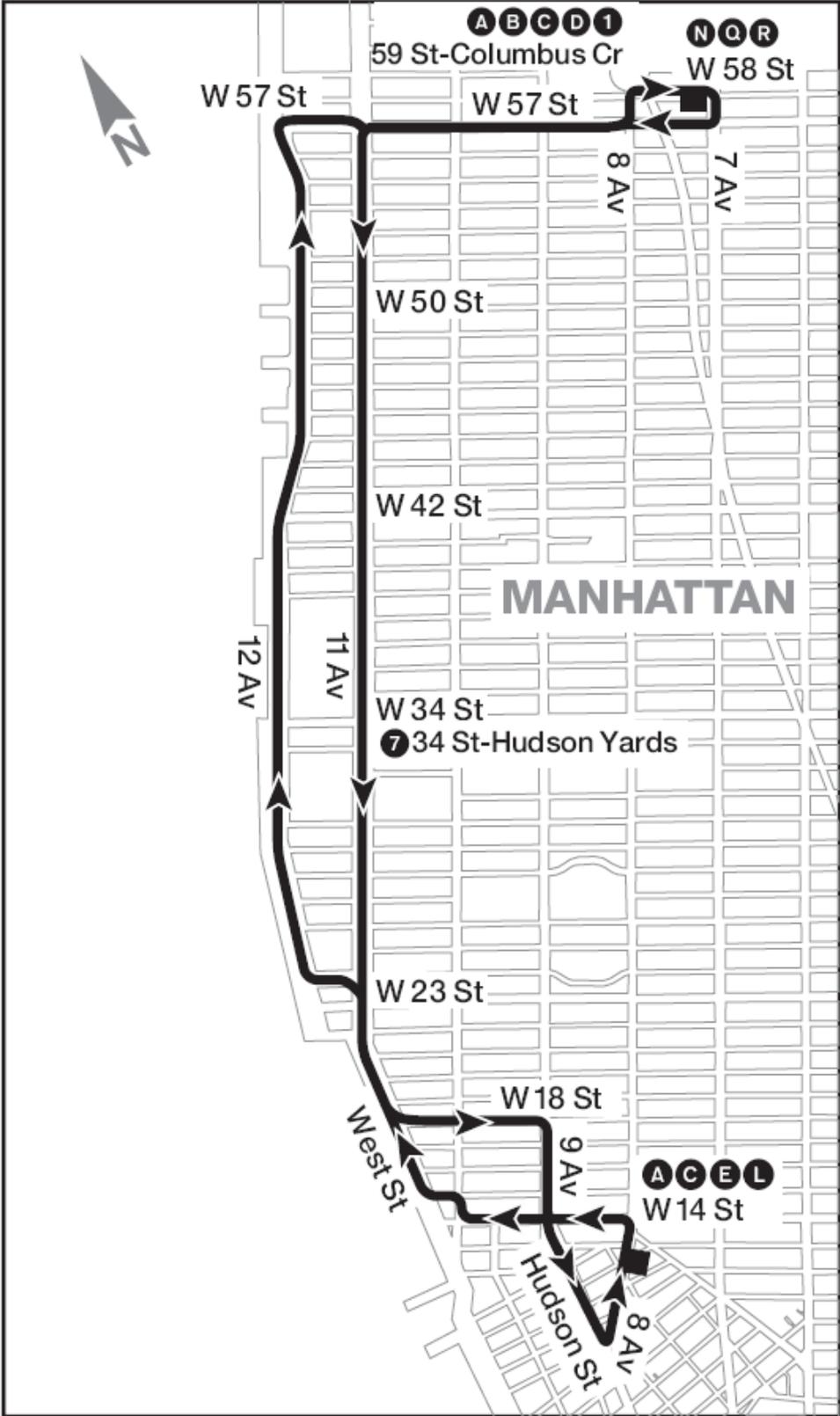
August 31, 2014.

Approved for submission to the Board:



Carmen Bianco
President

Figure 1 – M12 Bus Service



BOARD RESOLUTION

WHEREAS, in a Staff Summary dated June 4, 2014, the Chief of Operations Planning has recommended the following action as a part of the 2012 Service Investments:

- Implement the M12 between the West Village and Columbus Circle.

WHEREAS, a public hearing was held on the proposed change on May 14, 2014 and a summary of public comment and NYC Transit staff response accompanied the Staff Summary; and

WHEREAS, upon a review of the Staff Summary and the documents referenced in or attached to it, the Board has determined that the proposed changes are funded as part of the 2012 Service Investments;

WHEREAS, the Board has considered the analysis of this major service change prepared in accordance with Title VI requirements, and has considered the impacts of this proposed change upon riders of mass transportation services, including minority and low-income users of such services, and has approved the analysis of this proposed change;

NOW, THEREFORE IT IS RESOLVED that the Board approves the service changes described in said Staff Summary and attachments; and authorizes the President or his designee to implement such changes at such time as deemed practicable.

Public Comments on the M12 Service June 2, 2014

Summary of Public Comments and Staff Responses

As part of the 2012 Service Investments, M12 local bus service will be implemented between the West Village and Columbus Circle in Manhattan on August 31, 2014. The M12 will introduce service to a part of Manhattan's west side that has been developing rapidly with new commercial and residential uses and currently lacks north-south bus service.

The new service was the subject of a public hearing on May 14, 2014 at 347 Madison Avenue. Community members were invited to submit oral and written comments on the proposed plan.

This document summarizes oral comments received at the May 14, 2014 public hearing and written comments submitted to the MTA. For the purposes of the Staff Summary, the only comments listed below are those directly related to the M12 proposal. Comments are paraphrased for clarity. Following each comment is the New York City Transit staff response where necessary.

Comment: Numerous commenters expressed general support for the M12.

Comment: Instead of a new route which would require another bus and driver, the M10 or M31 could be extended.

Response: Extending either of these routes would still require additional buses and drivers unless the frequency on the rest of the route was reduced. Additionally, extending the routes would reduce reliability and on-time performance.

Comment: The M12 should operate later at night.

Response: The M12 will operate between 7:00 a.m. and 10:00 p.m., which corresponds to the activity hours of most of the ridership generators that the M12 will be serving. Service span and frequency will be monitored and adjusted as necessary.

Comment: The M12 should run more frequently than every half hour

Response: The operating frequency was determined based on expected demand and funding availability. Service span and frequency will be monitored and adjusted as necessary.

Comment: The M12 should use hybrid-electric or compressed natural gas buses, which have the added benefit of a lower floor to facilitate better access for seniors or those using push chairs or wheelchairs.

Response: Specific bus assignments are determined by availability, proximity, and time of day. The majority of local buses operating out of Manhattan depots are low floor buses.

Public Comments on the M12 Service

Page 2 of 2

June 2, 2014

Comment: The M12 duplicates part of the M11.

Response: The M12 and M11 only overlap at the northern and southern terminals. While there will be some overlap in service area between the two routes, the M12 will serve a new market that is in some areas a half-mile from the nearest M11 stop.

Comment: The M12 should go to lower Manhattan.

Response: Efforts to terminate the M12 in SoHo were met with extensive community opposition. Additionally, extending the M12 further to downtown Manhattan would duplicate existing bus routes. The primary purpose of the M12 was to fill a gap in coverage on the rapidly developing west side of Manhattan.

Report



New York City Transit

SERVICE CHANGES: IMPLEMENT X21

Service Issue

As part of the 2013 Service Investments, X21 Super Express bus service will be implemented between Eltingville in Staten Island and Midtown Manhattan on September 2, 2014. The X21 will operate during morning and evening peak hours, making a limited number of stops and offering a significant time savings for many commuters using existing Staten Island express buses. The new service was the subject of a public hearing on May 14, 2014.

The implementation of the X21 responds to requests from south shore residents of Staten Island and elected officials for a more direct express bus trip into Midtown Manhattan. In 2012 NYC Transit began operating the X22A Super Express, a peak hour variant of the X22 with fewer bus stops and a more direct route into Manhattan. The X22A has been very popular with customers and the X21 will bring the Super Express concept to Eltingville.

Recommendation

Implement the X21 Super Express between Eltingville and Midtown Manhattan.

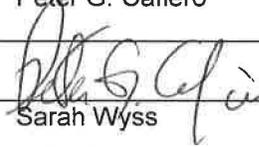
Budget Impact

The net operational cost associated with this service is \$800,000 annually. Funding for the service was included in the 2013 Service Investments Package, approved by the MTA Board in July 2013.

Proposed Implementation Date

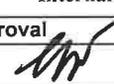
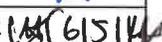
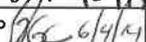
September 2, 2014.

Staff Summary

Subject	Implement X21
Department	Operations Planning
Department Head Name	Peter G. Cafiero
Department Head Signature	
Project Manager Name	Sarah Wyss

Date	June 4, 2014
Vendor Name	N/A
Contract Number	N/A
Contract Manager Name	N/A
Table of Contents Ref #	N/A

Board Action					
Order	To	Date	Approval	Info	Other
1	President		X		
2	Board		X		

Internal Approvals					
Order	Approval	Order	Approval		
8	President 	X 4	VP General Counsel		
7	Executive VP 	3	Director OMB 		
X 6	SVP Buses 	2	VP GCR 		
5	VP Corp. Comm 	1	Chief OP 		

Purpose

To obtain Presidential and MTA Board approval to implement the X21 Super Express between Eltingville in Staten Island and Midtown Manhattan.

Discussion

As part of the 2013 Service Investments, X21 Super Express bus service will be implemented between Eltingville in Staten Island and Midtown Manhattan on September 2, 2014. The X21 will operate during morning and evening peak hours, making a limited number of stops and offering a significant time savings for many commuters using existing Staten Island express buses.

The new service was the subject of a public hearing on May 14, 2014. There were a number of written and oral comments on the X21, including significant support for a faster trip between the South Shore of Staten Island and Manhattan. There were some concerns with the proposal, including the limited number of trips that will be offered. Given the funding levels for this project and bus availability, five trips each direction are currently planned for the X21. More trips could be added in the future if the route is successful and additional bus and funding capacity is available. Additionally, there was concern about the decision to terminate the route on 42nd Street rather than traveling further uptown as some express bus routes do. The X21 is designed to travel the length of 42nd Street in order to connect with all north-south subway and bus lines. Given the amount of traffic congestion in Manhattan, particularly during peak hours, a free transfer from the X21 to a subway line will nearly always be the fastest way to reach a Midtown Manhattan destination.

The implementation of the X21 responds to requests from south shore residents of Staten Island and elected officials for a more direct express bus trip into Midtown Manhattan. In 2012 NYC Transit began operating the X22A Super Express, a peak hour variant of the X22 with fewer bus stops and a more direct route into Manhattan. The X22A has been very popular with customers and the X21 will bring the Super Express concept to Eltingville.

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

The X21 is proposed to have a southern terminal in the bus loop on Hylan Boulevard at Richmond Avenue and travel northbound via Hylan Boulevard, Richmond Avenue, Eltingville Transit Center, Arthur Kill Road, the West Shore Expressway, and Goethals Bridge to the Lincoln Tunnel via the New Jersey Turnpike. In Manhattan, the X21 would exit the Lincoln Tunnel and travel via Dyer Avenue, 42nd Street, FDR Drive, and 41st Street, terminating on 41st Street at 1st Avenue. Traveling toward Staten Island it would use 41st Street, 1st Avenue, 42nd Street, 9th Avenue, and 41st Street to enter the Lincoln Tunnel and return to Staten Island through New Jersey. After crossing the Goethals Bridge into Staten Island, it would travel via the West Shore Expressway, Arthur Kill Road, Eltingville Transit Center, Richmond Avenue, and Hylan Boulevard to terminate in the bus loop on Hylan Boulevard at Richmond Avenue.

These service changes are proposed to go into effect on September 2, 2014. The X21 is proposed to operate every 30 minutes on weekdays between 5:30 a.m. and 7:30 a.m. (toward Manhattan) and 4:00 p.m. and 6:00 p.m. (toward Staten Island).

A service equity analysis, conducted in accordance with Title VI of the Civil Rights Act of 1964 and related Federal Transit Administration guidance materials, found that the X21 implementation would not result in a disproportionate impact on either minority or below-poverty populations.

Recommendation

Implement the X21 Super Express between Eltingville and Midtown Manhattan.

Alternatives to the Proposed Service Change

1. *Do not implement the X21.* Does not address the requests of the community for a faster alternative to existing South Shore express buses for commuting into Midtown Manhattan.

Budget Impact

The net operational cost associated with this service is \$800,000 annually. Funding for the service was included in the 2013 Service Investments Package, approved by the MTA Board in July 2013.

Proposed Implementation Date

September 2, 2014.

Approved for submission to the Board:



Carmen Bianco
President

Figure 1 – X21 Express Bus Service



BOARD RESOLUTION

WHEREAS, in a Staff Summary dated June 4, 2014, the Chief of Operations Planning has recommended the following action as a part of the 2013 Service Investments:

- Implement the X21 Super Express between Eltingville and Midtown Manhattan.

WHEREAS, a public hearing was held on the proposed change on May 14, 2014 and a summary of public comment and NYC Transit staff response accompanied the Staff Summary; and

WHEREAS, upon a review of the Staff Summary and the documents referenced in or attached to it, the Board has determined that the proposed changes are funded as part of the 2013 Service Investments;

WHEREAS, the Board has considered the analysis of this major service change prepared in accordance with Title VI requirements, and has considered the impacts of this proposed change upon riders of mass transportation services, including minority and low-income users of such services, and has approved the analysis of this proposed change;

NOW, THEREFORE IT IS RESOLVED that the Board approves the service changes described in said Staff Summary and attachments; and authorizes the President or his designee to implement such changes at such time as deemed practicable.

Public Comments on the X21 Service June 2, 2014

Summary of Public Comments and Staff Responses

As part of the 2013 Service Investments, X21 express bus service will be implemented between Eltingville in Staten Island and Midtown Manhattan on September 2, 2014. The X21 will operate during morning and evening peak hours, making a limited number of stops and offering a significant time savings for many commuters using existing Staten Island express buses.

The new service was the subject of a public hearing on May 14, 2014 at 347 Madison Avenue. Community members were invited to submit oral and written comments on the proposed plan.

This document summarizes oral comments received at the May 14, 2014 public hearing and written comments submitted to the MTA. For the purposes of the Staff Summary, the only comments listed below are those directly related to the X21 proposal. Comments are paraphrased for clarity. Following each comment is the New York City Transit staff response where necessary.

Comment: Multiple commenters expressed general support for a new Staten Island express bus option, noting that it should make their commute faster.

Comment: Five trips on the X21 is not enough.

Response: Given the funding levels for this project and bus availability, five trips each direction are currently planned for the X21. More trips could be added in the future if the route is successful and additional bus and funding capacity are available.

Comment: The South Shore should not be getting new express bus service when the North Shore needs it more.

Response: South Shore express bus customers currently have a significantly longer commute into Manhattan than North Shore express bus customers due to a greater distance from Manhattan and more indirect routes to access the Goethals Bridge or Verrazano-Narrows Bridge. The purpose of the X21 is to provide an alternative for South Shore commuters who are unsatisfied with the length of their trip.

Comment: The X21 will not carry enough customers.

Response: There has been a high amount of demand for this service. Additionally, a similar service, the X22A, has been very successful.

Public Comments on the X21 Service

Page 2 of 2

June 2, 2014

Comment: The X21 should not terminate at East 42nd Street and 1st Avenue because it will not have enough ridership. The ridership is north of East 42nd Street to East 57th Street where more people work. The X21 should be extended to terminate at East 59th Street and Madison Avenue in the morning rush and begin at East 59th Street and 5th Avenue in the evening rush.

Response: The X21 is designed to travel the length of 42nd Street in order to connect with all north-south subway and bus lines. Given the amount of traffic congestion in Manhattan, particularly during peak hours, a free transfer from the X21 to a subway line will nearly always be the fastest way to reach a Manhattan destination. Additionally, lengthening the bus route to 59th Street will increase the operating cost of the service beyond what has been budgeted.

Comment: Since the X21 is planned to begin at Richmond Avenue and Hylan Boulevard, would it be possible to use the bus turn around loop as the boarding area?

Response: The bus loop on Hylan Boulevard is a boarding area and is currently planned to be the first stop on the X21.

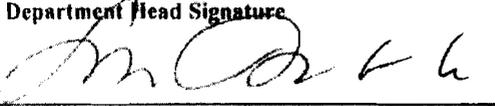
PROCUREMENTS

The Procurement Agenda this month includes 5 actions for a proposed expenditure of \$4.5M.

Subject Request for Authorization to Award Various Procurements

Department Matériel Division – NYCT

Department Head Name Stephen M. Plochochi

Department Head Signature


Project Manager Name Rose Davis

June 10, 2014

Department Law and Procurement – MTACC

Department Head Name

Department Head Signature

Board Action

Order	To	Date	Approval	Info	Other
1	Committee	6/23/14			
2	Board	6/25/14			

Internal Approvals

	Approval		Approval
	President NYCT		
	Executive VP		President MTA Bus
X	Capital Prog. Management	X	Subways
	Law	X	Diversity/Civil Rights

Internal Approvals (cont.)

Order	Approval	Order	Approval	Order	Approval	Order	Approval

PURPOSE:

To obtain approval of the Board to award various contracts and purchase orders, and to inform the NYC Transit Committee of these procurement actions.

DISCUSSION:

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

<u>Procurements Requiring Two Thirds Vote:</u>	<u># of Actions</u>	<u>\$ Amount</u>
Schedule A: Non-Competitive Purchases and Public Work Contracts	1	\$ 0.3 M
• Cummins-Allison Corp. \$ 0.3 M		
 <u>Schedules Requiring Majority Vote:</u>		
Schedule G: Miscellaneous Service Contracts	1	\$ 0.2 M
• Emerson Network Power, \$ 0.2 M		
Liebert Services		
SUBTOTAL	2	\$ 0.5 M

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

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

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

Schedules Requiring Majority Vote:

Schedule G: Miscellaneous Service Contracts

	3	\$	4.0 M
SUBTOTAL	3	\$	4.0 M
TOTAL	5	\$	4.5 M

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

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

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.

Schedule A: Non-Competitive Purchases and Public Work Contracts
Item Number: 1

Vendor Name (& Location) Cummins-Allison Corporation (Kew Gardens, NY)	Contract Number RFQ 75226	Renewal? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Description Purchase of 10 Jetsort Model 1601 Coin Sorters, spare parts, preventive and remedial maintenance, and onsite training	Total Amount: \$295,209 (Est.)	
Contract Term (including Options, if any) July 1, 2014 – June 30, 2019	Funding Source <input checked="" type="checkbox"/> Operating <input type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> n/a	Requesting Dept/Div & Dept/Div Head Name: Division of Revenue Control, Michael Ellinas (Acting)	
Procurement Type <input type="checkbox"/> Competitive <input checked="" type="checkbox"/> Non-competitive		
Solicitation Type <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Sole-Source Approval		

Discussion:

It is requested that the Board declare competitive bidding impractical or inappropriate pursuant to Public Authorities Law Section 1209, subsection 9(b) due to the existence of a single responsible source and approve the award of a contract for the purchase of spare parts with onsite training of NYC Transit staff; an additional 10 Jetsort Model 1601 Coin Sorters; and preventive and remedial maintenance for eight other complex paper currency sorting and counting machines, to Cummins-Allison Corporation (Cummins) for \$295,209.

NYC Transit's Division of Revenue Control uses an extensive fleet of Cummins coin and paper currency sorting and counting machines. In order to maintain this equipment with in-house staff, a contract is required for the purchase of whatever spare parts may be required and training of staff in order to perform these functions. In addition, NYC Transit will purchase 10 Jetsort Model 1601 Coin Sorter machines for \$25,598 (\$2,560 each) that will replace existing Cummins coin currency sorting and counting machines at the Consolidated Revenue Facility (CRF). The replaced machines will be relocated to the Maspeth Disaster Recovery site (DR) to provide that facility with full capability for revenue processing. The Jetsort Model 1601 Coin Sorter machines include one year of parts and labor warranty, and thereafter will be maintained by NYC Transit in-house personnel using the spare parts provision of this contract. The spare parts portion of the contract has a five-year budgeted estimate of \$140,000 and also covers other Cummins equipment at the CRF and DR, which includes not only the 10 new Jetsort Model 1601 Coin Sorter machines, but also 88 existing coin and paper currency sorting and counting machines purchased between 2003 and 2012. The parts portion of the contract will be utilized as required and there is no obligation to expend the entire budgeted value. The contract also provides for two five-day onsite maintenance training courses for Revenue Processing Coordinators and Revenue Equipment Maintainers. This contract will also provide for preventive and remedial maintenance of eight Cummins paper currency sorting and counting machines, which in-house staff does not maintain due to the highly specialized nature of these machines, as well as the complexity of their corresponding software.

Cummins is the sole distributor and manufacturer of these parts, coin and paper currency sorting and counting machines, their preventive and remedial maintenance, and training. The sole source purchase of Cummins spare parts and the additional coin sorter and counting machines is being requested in order to ensure consistency of operations by minimizing training of personnel in terms of machine usage and maintenance. Efficient operations can be maintained, as spare parts, including consumables which are kept on site, are only needed from a single manufacturer. Cummins' coin and paper currency sorting and counting machines have been used by Revenue for more than 15 years, have been reliable and are interfaced into the Cummins Cash Settlement System. This system provides automated critical data transmission to NYC Transit's Passenger Revenue Audit System which is utilized to reconcile Station Booth MetroCard sales.

Cummins' initial proposal was \$302,471. After negotiations, Cummins reduced their proposal to \$295,209, which Procurement deems fair and reasonable and reflects discounts of 7% below Cummins' Federal GSA Price List for the purchase of machines and 15% off Cummins' Price List for parts.

Schedule G: Miscellaneous Service Contracts
Item Number: 2

Vendor Name (& Location) Emerson Network Power, Leibert Services (Westerville, OH)
Description Maintenance and repair services to the Uninterruptible Power Supply System located at the Rail Control Center
Contract Term (including Options, if any) Three years
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> n/a
Procurement Type <input type="checkbox"/> Competitive <input checked="" type="checkbox"/> Non-competitive
Solicitation Type <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Sole-Source Approval

Contract Number RFQ 43424	Renewal? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Total Amount:	\$241,990 (Est.)
Funding Source <input checked="" type="checkbox"/> Operating <input type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	
Requesting Dept/Div & Dept/Div Head Name: Department of Subways, Joseph Leader	

Discussion:

This contract with Emerson Network Power, Leibert Services (Emerson) is for maintenance and repair services to the Uninterruptible Power Supply System at the Rail Control Center (RCC), consisting of two uninterruptible power supplies (UPS), one system control cabinet and six battery cabinets, for an estimated amount of \$241,990.

Under the contract, Emerson will provide scheduled preventive maintenance services, emergency repair services, and extraordinary repair services and parts for the aforementioned equipment. The contract also provides for the replacement of UPS batteries. This equipment was competitively procured as part of the design and construction of the RCC. The system protects the electrical panels of the Operating Theatre, Automatic Transfer Switch computer room, fiber optic room, security equipment room and non-Automatic Transfer Switch computer room by acting as the bridge between loss of utility power and the establishment of generator power during the brief period while the backup generators power up. These UPS systems are vital to providing continuous power to the Operating Theatre, making them a critical component of subway operation.

Emerson is the sole source provider of services to this system as the diagnostic software, which continuously monitors and reports on the functionality of the system, is proprietary to Emerson and Emerson does not authorize any other company to perform service on this equipment.

Although this work had previously been done as small, one-year contracts, negotiations for a longer term, three-year contract yielded lower pricing by revising the price schedule to better coincide with Emerson's standard service packages. Prices for comparable services will be reduced by approximately 31% and pricing for the battery replacement will be reduced by approximately 10%. Emerson's pricing has been deemed fair and reasonable.

JUNE 2014

LIST OF COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL

G. Miscellaneous Service Contracts cont'd

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

**5. The Olympic Glove & Safety Co., Inc. \$181,495 (Est.)
Two Bids/Low Bidder - Five-year contract
IFB# 60883**

This contract is for the maintenance and repair of GfG Instrumentation (GfG) carbon monoxide monitors for NYC Transit Department of Buses (DOB) and MTA Bus Company (MTABC) with The Olympic Glove & Safety Co., Inc. (Olympic), a NYS-certified WBE, in the estimated amount of \$181,495.

The work involves monthly inspection, calibration, and as-needed repairs to seventeen GfG carbon monoxide monitors affixed to paint booths at thirteen DOB and four MTABC locations. These carbon monoxide detectors continuously monitor the presence of carbon monoxide in the intake air for personnel utilizing the paint booths. An audible alarm and light are activated if carbon monoxide reaches an unsafe level.

Due to the safety-sensitive work involved, the contract specifies that the work must be completed by vendors that are authorized by the original equipment manufacturer, GfG. Procurement contacted GfG and obtained a list of its factory authorized service providers in the Northeast, of which there were three. Bids were received from Olympic and Fremont Industrial Corporation and the third vendor indicated it does not have the necessary resources to meet the contract requirements at this time.

Olympic's bid of \$181,495 was 57% lower than the second bid. Olympic's bid was competitively priced based on its strong interest in this contract as it currently performs similar work for Con Edison and National Grid in the same area as the work to be performed under this contract. A qualification hearing was held and Olympic was deemed technically qualified based on its experience in this field, its comprehensive understanding of the contract requirements, and the fact that it is a factory authorized service provider.

Based upon the presence of effective price competition, Olympic's pricing is deemed fair and reasonable.

Schedule G: Miscellaneous Service Contracts
Item Number: 3

Vendor Name (& Location) Kratos Public Safety & Security Solutions, Inc. (Fairlawn, NJ)
Description Preventive and remedial maintenance of NYC Transit's security systems at two revenue facility sites and a remote site
Contract Term (including Options, if any) Three years with 2 one-year options
Option(s) included in Total Amount? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> n/a
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive
Solicitation Type <input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other:

Contract Number RFQ 62382	Renewal? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Total Amount:	\$3,770,838 (Est.)
Funding Source <input checked="" type="checkbox"/> Operating <input type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	
Requesting Dept/Div & Dept/Div Head Name: Division of Revenue Control, Michael Ellinas (Acting)	

Discussion:

This contract is for preventive and remedial maintenance of the security systems at NYC Transit's Consolidated Revenue Facility (CRF) shared by NYC Transit and MTA Bridges and Tunnels (B&T), a monitoring and access control station at a B&T remote site, and NYC Transit's Disaster Recovery site for three years with Kratos Public Safety & Security Solutions (Kratos) in the estimated amount of \$2,325,978. The contract also includes two options, each to extend the contract for one year, in the estimated amount of \$1,444,860 for a combined total estimated amount of \$3,770,838; of which 14.4% represents B&T's share of the costs and any applicable proportional amount for upgrades to the security systems at the CRF. Award of the options will be subject to the approval of the Assistant Chief Procurement Officer.

This is an all-inclusive service contract for inspection, testing and preventive and remedial maintenance of the security systems at the CRF, B&T remote site and NYC Transit's Disaster Recovery site. The contractor is required to ensure that all electronic intrusion detection and access control systems, CCTV equipment, and cameras are in good working order, and that related software is supported and current. The contract also provides for the training of the CRF's armed security guards on the operations of the security systems, as well as a mechanism via task orders to implement changes and enhancements to the security systems.

To satisfy these performance requirements, the contractor will maintain an inventory of spare parts at the CRF and at its facilities; provide a certified or factory-trained Resident Service Technician (RST) full-time at the CRF to perform necessary inspection, testing, and on-the-spot preventive and remedial maintenance; provide 24/7 on-call staff to support the RST, and provide services as needed outside the RST's normal working hours.

A Request for Proposals (RFP) was advertised, resulting in the receipt of four proposals. Based on evaluation of these proposals, two firms were eliminated due to their lack of appropriate resources and relevant experience and two firms, Kratos and Johnson Controls, were selected to give oral presentations after a site tour of their facilities was conducted by the selection committee. Based on the site tours and oral presentations, the selection committee, in conformance with the evaluation criteria listed in the RFP, chose Kratos, the incumbent, for negotiations. Johnson Controls was eliminated from further consideration as it did not have sufficient experienced resources, especially as it relates to comparable security system maintenance. Kratos' initial proposal was \$3,850,238 and, as a result of price negotiations submitted a Best and Final Offer (BAFO) of \$3,770,838. Based on the receipt of competitive pricing, Kratos' BAFO was found to be fair and reasonable. Compared to the current contract, Kratos' rates reflect an annual increase of less than 3% and will continue to be consistent with that rate throughout the contract term. These increases are in line with Producer Price Index and Prevailing Wage Rate changes.

Background investigations and materials revealed "significant adverse information" within the meaning of the All-Agency Responsibility Guidelines for Kratos, but MTA Management approval was subsequently received. Accordingly, Kratos was found fully responsible for award.

Subject Request for Authorization to Award Various Procurements

Department Procurement and Material Management

Department Head Name
Anthony J. Bombace, Jr.

Department Head Signature
Anthony J. Bombace, Jr.

Project Manager Name

Board Action					
Order	To	Date	Approval	Info	Other
1	M-N Comm. Mtg.	6-23-14	x		
2	MTA Board Mtg.	6-25-14	x		

Date
June 3, 2014

Vendor Name
Various

Contract Number
Various

Contract Manager Name
Various

Table of Contents Ref #

Internal Approvals			
	Approval		Approval
X	President <i>[Signature]</i>		V.P. Planning
X	Sr. V.P. Operations <i>[Signature]</i>	X	Capital Programs <i>[Signature]</i>
X	V.P. Finance & IT <i>[Signature]</i>	X	V.P. General Counsel <i>[Signature]</i>
X	V.P. Engineering <i>[Signature]</i>	X	Chief of Staff <i>[Signature]</i>

Internal Approvals (cont.)							
Order	Approval	Order	Approval	Order	Approval	Order	Approval
			Safety				Other

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

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

	# of Actions	\$ Amount
<u>Schedules Requiring Two-Thirds Vote (or more, where noted)</u>	NONE	
<u>Schedules Requiring Majority Vote</u>		
Schedule E: Miscellaneous Procurement Contracts	1	\$1,450,000
• Railware, Inc.		\$1,450,000
Schedule G: Miscellaneous Service Contracts	1	\$65,369
• Kato Engineering Inc.		\$65,369
Schedule H: Modifications to Personal/Miscellaneous Service Contracts	1	\$1,359,000
• Transportation Technology Center, Inc. (TTCI)		\$1,359,000
SUB TOTAL:	3	\$2,874,369

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>			
Schedule B: Competitive Requests for Proposals (Solicitation of Purchase and Public Work Contracts)		1	TBD
• Request to use RFP Process	TBD		
<u>Schedules Requiring Majority Vote</u>			
Schedule G: Miscellaneous Service Contracts		1	\$110,950
• Progress Railway Services Corp.	\$110,950		
	SUB TOTAL:	2	\$110,950

MNR presents the following procurement actions for Ratification:

<u>Schedules Requiring Two-Thirds Vote (or more, where noted)</u>			
Schedule D: Ratification of Completed Procurement Actions		NONE	
<u>Schedules Requiring Majority Vote</u>			
Schedule K: Ratification of Completed Procurement Actions			
• Koppers, Inc.	\$125,740	1	\$125,740
	SUB TOTAL:	1	\$125,740
	TOTAL:	6	\$3,111,059

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.

JUNE 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. Railware, Inc. \$1,450,000 (not-to-exceed) Staff Summary Attached
Centralized Traffic Control Software Maintenance & Implementation Training Simulator Software

Approval is requested for a non-competitive, negotiated, five year, miscellaneous procurement contract with Railware, Inc. for maintenance and support of MNR's Centralized Traffic Control (CTC) System. In addition to the required software maintenance and support, Railware will be installing simulator software to aide in the training of Rail Traffic Controllers (RTC) and also Enhanced Employee Protection System upgrades. Railware, Inc. is the original software vendor who designed, developed, integrated and validated MNR's current CTC system and is the only source for modifications to be made to its proprietary CTC systems and applications which are unique to MNR.

The maintenance contract covers all Software Components and includes unlimited 24/7 phone support, 1-hr. technical response time, diagnosis of problems when requested by MNR, warranty to correct problems/bugs in the software components, and software engineering services for specified enhancements. Negotiations with Railware resulted in a total savings of \$68,000 over the five year term of the contract. The total cost for maintenance and support is \$900,000 for the five year term. MNR will retain an option to extend the agreement an additional three years. The cost of the software enhancements is not-to-exceed \$550,000 and they shall be completed in twelve months. Funding is to be provided by MNR's Operating Budget.

G. Miscellaneous Service Contracts

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

2. Kato Engineering Inc. \$65,369
Repairs to Locomotive Alternators for MNR's BL20 Fleet

Approval is requested for a non-competitive one-time miscellaneous service contract with Kato Engineering Inc., for the Repair and Return of a BL20 locomotive alternator. The repairs are necessary to return the locomotive back to a state of good repair. Kato Engineering is the OEM and the sole authorized maintainer of this alternator.

MNR has complied with the MTA All-Agency Procurement Guidelines and with PAL§1265-a (3) regarding the posting of advertisements in order to identify potential alternate suppliers. In addition to the advertisement, direct outreach by the MNR Procurement Department was performed and no alternate suppliers have been identified.

The total cost of this procurement is \$65,369 and its costs are deemed fair and reasonable for the level of services required. The procurement is to be funded by the MNR Operating Budget.

H. Modifications to Personal /Miscellaneous Service Contracts

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

**3. Transportation Technology Center, Inc. (TTCI) \$1,359,000 (not-to-exceed) *Staff Summary Attached*
Automated Track Inspection Surveys and Data Management Services**

Approval is requested for funding totaling \$1,359,000 to TTCI for additional technical and track testing assistance throughout MNR territory. TTCI services are needed in collecting and analyzing automated track inspection data to prioritize track repairs and cyclical track programs.

In 2013, the MTA Board ratified a miscellaneous service contract for TTCI to provide various engineering support services along with specific track testing. Under the original award, TTCI was to review established maintenance and inspection procedures, practices and programs, and include a review of training programs and a Best Practices of M of W methodology, reporting, analysis and quality. This review and assessment was to be concluded by the fourth quarter of 2013. Based on actual field conditions and observations reported by TTCI to MNR, MNR has requested that TTCI provide further analysis of MNR's track infrastructure with both a Track loading vehicle (TLV) to measure and compare the loaded and unloaded gage strength of the track structure and Ground Penetrating Radar (GPR) to map the condition of the track ballast and subgrade. Additionally, TTCI will conduct a GPR survey on certain areas of track that were not available during the initial investigation in 2013; will collect the data from the daily testing and train and assist MNR track engineers with data analysis interpretation and remedial action decision making; generate and maintain a live database to store all MNR automated track inspections data, analyze and compare information from each successive survey; identify and prioritize recurring substandard locations; assist in the determination of long versus short term maintenance needs and technical support in the development of an automated inspection vehicle specification; and supply two subject matter experts, on an as-needed basis, reporting directly to the Vice President, Chief Engineer – Maintenance of Way.

Based on TTCI's revised scope of work and Metro-North's continued need for TTCI's high level of industry expertise, the total additional funds required by MNR is not-to-exceed \$1,359,000. All contract terms, conditions and rates remain unchanged. The additional funding will be provided by the MNR Operating Budget.

Schedule E: Miscellaneous Procurement Contracts

Item Number: E

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

Contract Number 38068	AWO/Modification #
Renewal?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Total Amount: not-to-exceed	\$1,450,000
Funding Source <input checked="" type="checkbox"/> Operating <input type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	
Requesting Dept/Div & Dept/Div Head Name: Procurement & Material Management, Anthony J. Bombace, Jr.	

I. RECOMMENDATION:

It is recommended that the MTA Board approve the award of a non-competitive contract to Railware at a not-to-exceed amount of \$1,450,000 for a five year maintenance and support plus software enhancements contract as part of the Deep Dive Directive recommended by the FRA.

II. PURPOSE/RECOMMENDATION:

Non-competitive, negotiated, five year, miscellaneous procurement contract with Railware, Inc. for maintenance and support of MNR's Centralized Traffic Control (CTC) System. In addition to the required software maintenance and support, Railware will be installing simulator software to aide in the training of Rail Traffic Controllers (RTC) and also Enhanced Employee Protection System upgrades. Railware, Inc. is the original software vendor who designed, developed, integrated and validated MNR's current CTC system and is the only source for modifications to be made to its proprietary CTC systems and applications which are unique to MNR.

The implementation and use of the Railware software programs began in 2003 as part of the Grand Central Terminal (GCT) Operations Control (OCC) and Emergency Control Centers (ECC) expansions. MNR's CTC system is comprised of extremely complex software subsystems, which are critical for the safe and reliable control and monitoring of the signal system throughout all of the MNR territory. MNR's operation relies on the Railware CTC software and is the source for the public information offered by *Train Time*, the application that provides customers with instant information on MNR train service.

This negotiated master maintenance contract covers all software components and includes unlimited 24/7 phone support, 1-hr. technical response time, diagnosis of problems when requested by MNR, warranty to correct problems/bugs in the software components, and software engineering services for specified enhancements. Further, as part of the FRA Deep Dive directive specific to MNR, the following software implementations are requested from Railware:

1. Implementation of a software package that will provide a new training simulator to enable the RTC (Rail Traffic Controllers) crews' ability to familiarize themselves with operational changes on the CTC system in a controlled environment. The current training of the RTC crew members is done on the live CTC system which does not allow for reenacting scenarios and testing environments. This software will implement features for RTC crew member's certifications.
2. The Power Plate Order software implementation will integrate with MNR's current CTC software which is a further enhancement to the Enhanced Employee Protection System (EEPS). (The Power Plate Orders are currently applied manually.) This is a part of the FRA directive to improve safety.
3. A Web-based secure server portal of the CTC system grid with a dual security password protected access protocol is requested to replace the current Track Driver View (TDV) application.

Schedule E: Miscellaneous Procurement Contracts

Negotiations with Railware resulted in a total savings of \$68,000 over the five year term of the contract. The total cost for maintenance and support is \$900,000 for the five year term. The cost of the software enhancements is not-to-exceed \$550,000 and they shall be completed in twelve months. MNR will retain an option to extend the agreement an additional three years.

III. D/M/WBE INFORMATION:

The MTA Office of Civil Rights assigned 0% MBE/WBE Goals to this procurement.

IV. IMPACT ON FUNDING:

The agreement will be funded annually by the MNR Operating Budget.

V. ALTERNATIVES:

There are no available alternatives to Railware maintaining the proprietary CTC systems.

Schedule H: Modifications to Personal Service and Miscellaneous Service Contracts

Item Number: H

Vendor Name (& Location) Transportation Technology Center, Inc.
Description Automated Track Inspection Survey and Data Management
Contract Term (including Options, if any) One Year
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Procurement Type <input type="checkbox"/> Competitive <input checked="" type="checkbox"/> Non-competitive
Solicitation Type <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other:
Funding Source <input checked="" type="checkbox"/> Operating <input type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:
Requesting Dept/Div & Dept/Div Head Name: Procurement & Material Management, Anthony J. Bombace, Jr.

Contract Number 1000027923	AWO/Modification # N/A
Original Amount:	\$700,000
Prior Modifications:	\$706,400
Prior Budgetary Increases:	\$
Current Amount:	\$1,406,400
This Request:	\$1,359,000 (not-to-exceed)
% of This Request to Current Amount:	%99.1%
% of Modifications (including This Request) to Original Amount:	%295%

Discussion:

Approval is requested for funding totaling \$1,359,000 to TTCI for additional technical and track testing assistance throughout MNR territory. TTCI services are needed in collecting and analyzing automated track inspection data to prioritize track repairs and cyclical track programs.

In 2013, the MTA Board ratified a miscellaneous service contract for TTCI to provide various engineering support services along with specific track testing. Under the original award, TTCI was to review established maintenance and inspection procedures, practices and programs, and include a review of training programs and a Best Practices of M of W methodology, reporting, analysis and quality. This review and assessment was to be concluded by the fourth quarter of 2013. Based on actual field conditions and observations reported by TTCI to MNR, MNR has requested that TTCI provide further analysis of MNR's track infrastructure with both a Track loading vehicle (TLV) to measure and compare the loaded and unloaded gage strength of the track structure and Ground Penetrating Radar (GPR) to map the condition of the track ballast and subgrade. Additionally, TTCI will conduct a GPR survey on certain areas of track that were not available during the initial investigation in 2013; will collect the data from the daily testing and train and assist MNR track engineers with data analysis interpretation and remedial action decision making; generate and maintain a live database to store all MNR automated track inspections data, analyze and compare information from each successive survey; identify and prioritize recurring substandard locations; assist in the determination of long versus short term maintenance needs and technical support in the development of an automated inspection vehicle specification; and supply two subject matter experts, on an as-needed basis, reporting directly to the Vice President, Chief Engineer – Maintenance of Way.

Based on TTCI's revised scope of work and Metro-North's continued need for TTCI's high level of industry expertise, the total additional funds required by MNR is not-to-exceed \$1,359,000. All contract terms, conditions and rates remain unchanged. The additional funding will be provided by the MNR Operating Budget.

JUNE 2014

METRO-NORTH RAILROAD

LIST OF COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL

Schedules Requiring Two-Thirds Vote:

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

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

1. Request to use RFP Process **TBD** ***Staff Summary Attached***
Design-Build Infrastructure Restoration of the Power and Signal Infrastructure on the Hudson Line
CP-5 to CP-35

MTA Metro-North Railroad requests permission to use the Request for Proposal (RFP) solicitation process to select a team of Architects/Engineers/Contractors to design and construct the restoration of the Power and Signal Infrastructure on the Hudson Line, CP-5 to CP-35, damaged as a result of Super Storm Sandy.

In October 2012, the New York metropolitan region suffered the devastating effects of Super Storm Sandy. The flooding/storm surge and winds impacted rail infrastructure throughout the MNR rights-of-way, in particular the 3rd rail traction power in New York State as well as communications and signal components and systems.

The work to be addressed under this Design-Build project includes replacement of power and communication and signal power cable deteriorated by salt and brackish water, but also right-of-way improvements to raise the elevation of structural slabs where possible that support equipment, i.e. - 3rd Rail Sectionalizing Switches, Interlocking Snow Melter Systems, 3rd Rail Feeder and Continuity Jumper Replacements, 3rd Rail Component Replacements. The work will be performed in two phases due to the scope of the project and to minimize disruption to rail operations and customer service. Phase 1 will be CP 19-35 and Phase 2 will be CP 5-18.

In order to ensure the selection of the vendor with the necessary experience and expertise, it is in the public interest to use the RFP process to properly evaluate the technical and manufacturing capabilities of prospective proposers. The vendor will be selected based on evaluation criteria of technical capability, past performance, organizational resources, experience of personnel, and cost.

In an effort to assist the MTA with Super Storm Sandy reconstruction, federal funds are being made available that must be spent over the next four years. In order to meet this ambitious schedule, the design-build process is deemed the most appropriate and expedient delivery method. This procurement will be funded under the Emergency Relief Program administered by the FTA.

Schedules Requiring Majority Vote:

G. Miscellaneous Service Contracts

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

2. Progress Railway Services Corp. **\$110,950 (not-to-exceed)**

Pick-Up and Unit Exchange Services for Freight Car Wheel Sets

Approval is requested to award a competitively solicited (one bid received) two year miscellaneous service contract to Progress Railway Services Corp. to provide pick-up and unit exchange (UTEX) services for Freight Car Wheel Sets. As part of the maintenance requirements set by MNR's Maintenance of Equipment Department, the unit exchange of these wheel sets is planned to coincide with MNR's recommended maintenance requirements for its freight cars. These unit exchanges ensure the efficient, timely and safe operation of the freight car fleet. MNR does not have the equipment or capabilities to perform this work in house.

In accordance with MNR and MTA procurement guidelines, an advertisement for the UTEX services was placed in the New York State Contract Reporter, New York Post, the minority publications, El Diario and Daily Challenge and posted on Metro-North Railroad's website. Four vendors were sent the solicitation and one bid was received.

MNR is not obligated for any minimum expenditure in this contract as services are paid when the UTEX replacement is requested and received. The total cost of the two year contract is not-to-exceed \$110,950 and all unit prices are fixed for the two year term of the contract. This procurement is to be funded by the MNR Operating Budget.

Staff Summary

Item Number B					
Dept & Dept Head Name: Procurement & Material Management, Anthony J. Bombace, Jr.					
Division & Division Head Name: Executive – Joseph J. Giulietti - President					
Board Reviews					
Order	To	Date	Approval	Info	Other
1	M-N Comm. Mtg.	6-23-14	X		
2	MTA Board Mtg.	6-25-14	X		
Internal Approvals					
Order	Approval	Order	Approval		
X	President	X	Sr. V.P. Operations		
X	General Counsel		V.P. Planning		
X	V.P. Finance & IT				
X	Capital Programs				

SUMMARY INFORMATION	
Vendor Name TBD	Contract Number TBD
Description Request to use the RFP Process - Design/Build Restoration of the Power and Signal Infrastructure on the Hudson Line, CP-5 to CP-35	
Total Amount TBD	
Contract Term (including Options, if any) Four (4) Years	
Option(s) included in Total Amount? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
Renewal? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	
Solicitation Type <input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other:	
Funding Source <input type="checkbox"/> Operating <input type="checkbox"/> Capital <input checked="" type="checkbox"/> Federal <input type="checkbox"/> Other:	

I. PURPOSE: To obtain MTA Board approval to use the RFP process to solicit and evaluate proposals from prospective teams of Architects/Engineers/Contractors to design and construct the restoration of the MNR Power and Signal Infrastructure on the Hudson Line, CP-5 to CP-35.

II. BACKGROUND & DISCUSSION: In October 2012, the New York metropolitan region suffered the devastating effects of Super Storm Sandy. The flooding/storm surge and winds impacted rail infrastructure throughout the MNR rights-of-way, in particular the 3rd rail traction power in New York State as well as communications and signal components and systems.

The work to be addressed under this Design-Build project include replacement of power and communication and signal power cable deteriorated by salt and brackish water, but also right-of-way improvements to raise the elevation of structural slabs where possible that support equipment, i.e. - 3rd Rail Sectionalizing Switches, Interlocking Snow Melter Systems, 3rd Rail Feeder and Continuity Jumper Replacements, 3rd Rail Component Replacements. The work will be performed in two phases due to the scope of the project and to minimize disruption to rail operations and customer service. Phase 1 will be CP 19-35 and Phase 2 will be CP 5-18.

In order to ensure the selection of the vendor with the necessary experience and expertise, it is in the public interest to use the RFP process to properly evaluate the technical and manufacturing capabilities of prospective proposers. The vendor will be selected based on evaluation criteria of technical capability, past performance, organizational resources, experience of personnel, and cost.

III. IMPACT ON FUNDING:

This procurement will be funded under the Sandy Emergency Relief Program administered by the FTA.

IV. ALTERNATIVES:

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

V. RECOMMENDATION: MNR requests the Board to adopt a resolution declaring that it is in the public interest to use the RFP process for the Restoration of the Power and Signal Infrastructure on the Hudson Line, CP-5 to CP-35.

JUNE 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)

**1. Koppers, Inc. \$125,740 (not-to-exceed)
Emergency Material Purchase of Cross Ties for Track Repair at Bridgeport, CT**

Emergency purchase of 2,000 crossties for scheduled track work along MNR's New Haven Line at Bridgeport, CT.

In April 2014, a one year blanket contract was awarded for the supply of crossties for both MNR and LIRR. As a result of the supplier's inability to meet the required delivery schedule, MNR's scheduled track work in Bridgeport was at risk of being negatively impacted as delays in the shipment of the required crossties would hinder the timely completion of the necessary track work. Koppers, Inc., the second lowest bidder under the original competitive solicitation and known supplier of crossties to MNR, was contacted and confirmed that they had sufficient inventory in stock and also had the necessary heavy haul trucks available for transporting the ties to the work site. MNR shall recover the delta cost from the original tie supplier.

The cost to be paid for this emergency purchase is deemed to be fair and reasonable. The total not-to-exceed amount for the 2,000 crossties is \$125,740 and is to be funded by the MNR Operating Budget.

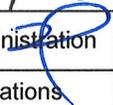
LONG ISLAND RAIL ROAD

PROCUREMENTS

FOR

BOARD ACTION

June 25, 2014

Subject Request for Authorization to Award Various Procurements						Date June 23, 2014			
Department Procurement & Logistics									
Department Head Name Dennis L. Mahon, Chief Procurement & Logistics Officer									
Department Head Signature 									
Board Action						Internal Approvals			
Order	To	Date	Approv	Info	Other	Order	Approval	Order	Approval
1	LI Committee	6.23.14	x			X	President 		VP & Chief Financial Officer
2	MTA Board	6.25.14	x			X	Sr. VP-Administration 		VP, General Counsel & Secy
							Sr. VP-Operations		
							Executive VP		

PURPOSE:
 To obtain approval of the Board to award various contracts and purchase orders, and to inform the Long Island Rail Road Committee of these procurement actions.

DISCUSSION:

	<u># of Actions</u>	<u># of Actions</u>
--	---------------------	---------------------

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

NONE	0	
SUBTOTAL:	0	

LIRR proposes to award Competitive Procurements in the following categories:

Schedules Requiring Majority Vote
 Schedule G: Miscellaneous Service Contracts

	1	
SUBTOTAL:	1	\$200,000

LIRR proposes to award Ratifications in the following categories:

NONE	0	
SUBTOTAL	0	
TOTAL:	1	\$200,000

BUDGET IMPACT:

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

RECOMMENDATION:

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

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.

Procurements Requiring Majority Vote

Schedule G: Miscellaneous Service Contracts.

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

United Cesspool Service

\$200,000 NTE

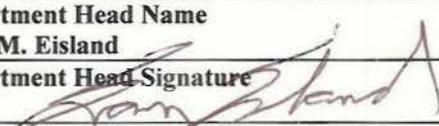
Two-Year Contract

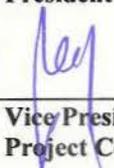
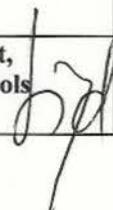
Contract No: 140701GS1-SA-N

LIRR requests MTA Board approval to award a competitively bid, Miscellaneous Service contract to United Cesspool Service, Inc. (“United Cesspool”) in the not-to-exceed amount of \$200,000 for the daily removal, transport, neutralization and lawful disposal of wastewater from the Railroad’s Ronkonkoma Train Wash Facility, to the Bergen Point Waste Facility. This renewal contract is for a two-year period, beginning July 1, 2014. The solicitation was advertised in the NYS Contract Reporter, the New York Post, and on the MTA website. A site tour was held April 14, 2014. The bid price schedule is based on a fixed rate per gallon, multiplied by an estimated number of gallons per year for a two year period. Seven bids were publicly opened on April 28, 2014, ranging from \$200,000 to \$6,250,000. United Cesspool’s Gross Sum Bid of \$200,000 represents a 3.6% unit price per gallon decrease from their current two-year contract, and is 1.5% less than the second lowest bidder. United Cesspool’s price is therefore considered to be fair & reasonable. LIRR’s Operating Budget will fund this contract.



LONG ISLAND COMMITTEE
BOARD PROCUREMENT PACKAGE
June 2014

Subject Request for Authorization to Award Various Procurements					
Department Law and Procurement					
Department Head Name Evan M. Eisland					
Department Head Signature 					
Project Manager Name Rudy Bautista					
Board Action					
Order	To	Date	Approval	Info	Other
1	Long Island Railroad Committee	6/23/14	X		
2	Board	6/25/14	X		

Date: June 4, 2014			
Vendor Name Various			
Contract Number Various			
Contract Manager Name Various			
Table of Contents Ref #			
Internal Approvals			
	Approval		Approval
4	President 	3	Interim Executive Vice President AD
2	Vice President, Project Controls 	1	Chief Procurement Officer Dre

PURPOSE

To obtain the approval of the Board award contract modifications and to inform the Long Island Committee of these procurement actions.

DISCUSSION

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

Schedules Requiring Majority Vote:

Schedule I Modifications to Purchase and Public Work Contracts

	<u># of Actions</u>	<u>\$ Amount</u>
	2	\$ 7,295,500
TOTAL	2	\$ 7,295,500

Budget Impact:

The approval of the ratification/modifications will obligate MTA Capital Construction capital funds in the respective amounts listed. Funds are available in the current capital budget for this purpose.

Recommendation:

That the modifications 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.

June 2014

LIST OF COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL

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)

- | | | |
|------------------------------------|---------------------|--------------------------------------|
| 1. Tutor Perini Corporation | \$ 2,200,000 | <u>Staff Summary Attached</u> |
| Contract No. CH054A | | |
| Modification No. 36 | | |

Pursuant with Article IX of the MTA All-Agency Procurement Guidelines, MTACC seeks Board approval of a modification for the trenchless excavation of a sewer pipe at the Queens Boulevard overpass.

- | | | |
|-------------------------------|---------------------|--------------------------------------|
| 2. Michels Corporation | \$ 5,095,500 | <u>Staff Summary Attached</u> |
| Contract No. CM005 | | |
| Modification No. 6 | | |

Pursuant with Article IX of the All-Agency Procurement Guidelines, MTACC is requesting Board approval of a modification for the installation of the final lining of Access Tunnels #1 & #2. This is a scope and budget transfer.

Schedule I: Modification to Purchase or Public Work Contracts



Item Number: 1

Vendor Name (& Location) Tutor Perini Corporation (New Rochelle, NY)	Contract Number CH054A	AWO/Modification 36
Description Harold Structures Part 2A	Original Amount: \$ 21,777,777	
Contract Term (including Options, if any) 28 Months	Prior Modifications: \$ 22,993,328	
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> N/A	Prior Budgetary Increases: \$ 0	
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	Current Amount: \$ 44,771,105	
Solicitation Type <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Modification	This Request \$ 2,200,000	
Funding Source <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input checked="" type="checkbox"/> Federal <input type="checkbox"/> Other:	% of This Request to Current Amount: 4.9%	
Requesting Dept/Div. & Dept/Div. Head Name: East Side Access, W. Goodrich, P.E.	% of Modifications (including This Request) to Original Amount: 115%	

Discussion:

The work under this Contract involves civil construction work consisting of demolition, clearing, grubbing and grading, construction of retaining walls, storm sewers and utility relocation in the Harold Interlocking area for the East Side Access Project. Pursuant to Article IX of the MTA All-Agency Procurement Guidelines, MTACC seeks Board approval of a modification for the trenchless excavation of a sewer pipe at the Queens Boulevard overpass.

The Contract called for excavating for the installation of seven hundred linear feet of storm sewer pipe utilizing an open-cut trench method and to be supported by steel sheeting, braced intermittently with steel walers. This is not feasible as the trench would conflict with six catenary poles installed by adjacent Contract CH053 (which is not reflected in the CH054A Contract drawings) and due to unforeseen surface and subsurface soil conditions. Therefore, a change in construction method is required.

The change consists of microtunneling the seven hundred linear foot section of the storm sewer instead of using the open-cut method. The Microtunnel section of the storm sewer will then be connected to previously completed sections. This Modification also includes the injection of grout to stabilize the soil at the south abutment of the Queens Boulevard overpass.

The Contractor submitted a cost proposal in the amount of \$3,984,111 and MTACC's estimate is \$2,196,208. Negotiations were held and the parties agreed to a cost of \$2,200,000 for the work which is considered fair and reasonable. There is no time impact associated with this modification.

To the extent that design errors or omissions are responsible for this change, they will be addressed as part of the currently pending errors and omissions dispute with the designer.

Schedule I: Modification to Purchase or Public Work Contracts



Item Number: 2

Vendor Name (& Location) Michels Corporation (Mount Vernon, NY)	Contract Number CM005	AWO/Modification 6
Description Manhattan South Structures	Original Amount:	\$ 200,602,743
Contract Term (including Options, if any) 880 Calendar Days	Prior Modifications:	\$ 1,548,534
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> N/A	Prior Budgetary Increases:	\$ 0
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	Current Amount:	\$ 202,151,277
Solicitation Type <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Modification	This Request	\$ 5,095,500
Funding Source <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input checked="" type="checkbox"/> Federal <input type="checkbox"/> Other:	% of This Request to Current Amount:	2.5%
Requesting Dept/Div. & Dept/Div. Head Name: East Side Access, W. Goodrich, P.E.	% of Modifications (including This Request) to Original Amount:	3.3%

Discussion:

This Contract is for the construction of the Manhattan South Structures in the lower level of Grand Central Station for the East Side Access (ESA) project. Pursuant with Article IX of the All-Agency Procurement Guidelines, MTACC is requesting Board approval of a modification for the installation of the final lining of Access Tunnels #1 & #2. This is a scope and budget transfer.

The installation of the final lining of Access Tunnels #1 & #2 was originally part of CM012R. The scope of this work includes installing a reinforced concrete lining, grouting system, waterproofing and embedded conduits. After the rejection of bids on CM012R, the work was planned for inclusion as part of the CM004 contract. However, MTACC was unable to reach agreement with the CM004 Contractor on the cost of the work. Accordingly, MTACC evaluated other contracts for inclusion of this work and determined that the CM005 Contractor, which is mobilized on-site and can perform the work concurrently with its contractual work, is in the best position to perform the work and minimize impacts to the overall project schedule and cost.

The Contractor submitted a cost proposal for the additional work in the amount of \$6,721,578 while MTACC's estimate is \$6,627,006. Negotiations were held and the parties agreed to a cost of \$5,095,500 which is considered to be fair and reasonable. There is no time impact associated with this modification. Funding for this modification will be transferred from CM012R.

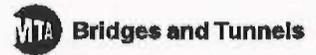


Bridges and Tunnels

Procurements June 2014



Staff Summary



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

Date	June 5, 2014
Vendor Name	
Contract Number	
Contract Manager Name	
Table of Contents Ref #	

Board Action					
Order	To	Date	Approval	Info	Other
1	President	6/5/14	<i>[Signature]</i>		
2	MTA B&T Committee	6/23/14	<i>[Signature]</i>		
3	MTA Board	6/25/14			

Internal Approvals			
Order	Approval	Order	Approval
<i>[Signature]</i>	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 <i>OS</i>		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:

<u>Schedules Requiring Majority Vote</u>		<u># of Actions</u>	<u>\$ Amount</u>
Schedule F	Personal Service Contracts	2	\$ 2.250M
Schedule G	Miscellaneous Service Contracts	1	\$ 0.157M
Schedule H	Modifications to Personal/Miscellaneous Service Contracts	3	\$ 7.745M
TOTAL		6	\$10.152M

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
JUNE 2014

MTA BRIDGES & TUNNELS

Procurements Requiring Majority Vote:

F: Personal Service Contracts

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

- | | | | |
|----|---|---|--------------------------------------|
| 1. | Parsons Brinckerhoff
Contract No. PSC-14-2953A
AECOM
Contract No. PSC-14-2953B | \$1,500,000.00
(Aggregate not to
exceed amount for
two contracts) | <u>Staff Summary Attached</u> |
|----|---|---|--------------------------------------|

5 yr. contract – Competitive RFP – 7 Proposals
Provide Professional Services as Needed for an Environmental Review of TBTA's Toll Related Actions.

- | | | |
|----|---|--|
| 2. | The Louis Berger Group
Contract No. PSC-12-2907C | \$750,000.00
(Aggregate not to
exceed amount for
four contracts) |
|----|---|--|

4 yr. contract – Competitive RFP - 11 Proposals
The Authority requires the services of several multi-disciplined environmental firms to provide design, supervision and air monitoring services for asbestos and incidental lead abatement projects on an as-needed basis. The required services will be assigned to the firms on a rotating basis by the issuance of work orders. Each work order will be negotiated separately utilizing the labor, overhead and profit rates in each contract. The total amount of all work orders issued under these contracts will not exceed \$750,000.

The service requirements were publicly advertised. Eleven (11) firms submitted proposals. The proposals were evaluated against established criteria set forth in the RFP, including cost, record of performance of the firm, qualifications of the firm/personnel, and depth of understanding of project scope. The committee had selected four firms: ATC Group Services Inc. d/b/a Cardno ATC (ATC); Environmental Planning and Management Inc. (EPM); Creative Environment Solutions Corp. (CES) and LBG based on their experience, their in-depth understanding of the Work in order to perform the services required under the prospective contracts as well as the qualifications of the personnel proposed. Previously, the Board approved the award of contracts to three of the firms (ATC, EPM and CES) in November 2013.

LBG's award was delayed due to responsibility issues. TBTA reviewed such information and after due consideration thereof, determined that LBG should be deemed a responsible bidder under the All-Agency Responsibility Guidelines, a

LIST OF COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL
JUNE 2014

recommendation with which the Chairman concurred. Each contract shall be awarded in an amount not-to-exceed \$750,000 and the aggregate amount of the expenditures shall not exceed \$750,000 for all four (4) contracts. The MTA DDCR has established a MBE goal of 10% and a WBE goal of 10% for the referenced contracts. This contract will not be awarded without approval of MTA DDCR.

G: Miscellaneous Service Contracts

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

3. **Corporate Courier New York, Inc. \$157,407.00**
Contract No. 13-OFS-2922

3 yr. contract – Competitive bid – 5 bids

In January 2014 B&T issued a joint solicitation for a contractor(s) to provide messenger and motor services for both on-call and scheduled pick-up and delivery of letters, packages and other related items, to and from the offices of various B&T and MTA locations. The services are required to enable the agencies to send and receive Board information, packages, paychecks, civil service and pension documents and other original documents throughout New York, New Jersey and Connecticut including express deliveries within two hours of the agency’s request. The service requirements were publicly advertised. The solicitation notice was sent to 54 firms and eight firms requested copies of the solicitation. On March 4 the following bids were submitted:

<u>Bidders</u>	<u>B&T</u>	<u>MTA</u>
Corporate Courier New York, Inc.	\$10,359.00	\$147,048.00
Deluxe Delivery Systems, Inc.	\$18,913.00	\$195,692.50
A-1 International Inc.	\$23,945.75	\$393,612.50
HealthEx Corp.	\$25,308.10	\$228,917.00
Avant Business Services Corp.	\$33,405.00	\$344,595.00

The scope of services under the prospective contract for B&T has not changed compared with that under its current contract. A price analysis comparing the prospective rates under B&T’s procurement when compared with the rates under its current contract reflects an overall average decrease of more than 50%. Given that the MTA’s scope of services has changed compared with its current contract, a meaningful comparison between the rates under the prospective contract versus the current contract cannot be made. In connection with the agencies’ estimates, the bid amounts are: (i) 46.7% lower than the estimate of \$19,427.80 for B&T and (ii) 29.5% lower than the estimate of \$208,662.50 for the MTA. After evaluation of the bids, it was determined that Corporate Courier New York, Inc. is a responsive, responsible bidder. Based on competition, the prices are considered fair and reasonable. The MTA Department of

LIST OF COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL
JUNE 2014

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. Funding for B&T is available in its Operating Budget under GL #714118. The MTA has funding available in its Operating Budget to support this contract.

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

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

- | | | | |
|----|--|-----------------------|--------------------------------------|
| 4. | Hatch Mott MacDonald, NY Inc.
Contract No. PSC-12-2913 | \$6,319,445.00 | <u>Staff Summary Attached</u> |
| | Perform ongoing design initiatives necessary for the successful completion of the construction documents and construction support services for Projects BB-28S; Super Storm Sandy Restoration and Mitigation and Projects BB-28, Phase II, Rehabilitation of the Tunnel at the Hugh L. Carey Tunnel. | | |
| 5. | AWL Industries, Inc.
Contract No. 10-MNT-2860 | \$1,097,167.22 | <u>Staff Summary Attached</u> |
| | Add funding for maintenance and repair of heating, ventilation and air conditioning systems located at various facilities and extend the contract through November 2014. | | |
| 6. | Dewberry Engineers Inc.
Contract No. PSC-11-2895 | \$328,609.22 | <u>Staff Summary Attached</u> |
| | Perform Task 7, Construction Support Services, in accordance with the terms of the contract. | | |

Staff Summary

Item Number 1 (Final)					
Dept & Dept Head Name: Office of the Chief Financial Officer, Don Spero <i>DS</i>					
Division & Division Head Name: Planning & Budget, Mildred Chua <i>MChua</i>					
Board Reviews					
Order	To	Date	Approval	Info	Other
1	President	6/5/14	<i>DS</i>		
2	MTA B&T Committee	6/23/14			
3	MTA Board	6/25/14			
Internal Approvals					
Order	Approval	Order	Approval		
1	Chief Financial Officer <i>DS</i>	4	Executive Vice President <i>MMT Jv JF</i>		
2	General Counsel <i>MMT</i>	5	President		
3	Chief Procurement Officer				

SUMMARY INFORMATION	
Vendor Name Parsons Brinckerhoff AECOM	Contract Number PSC-14-2953A PSC-14-2953B
Description Professional Services As Needed for an Environmental Review of TBTA's Toll Related Actions	
Total Amount \$1,500,000.00	
Contract Term (including Options, if any) Five (5) years	
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Renewal? <input 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 in accordance with the All-Agency Guidelines for Procurement of Services to award two (2) competitively solicited personal service contracts, Contracts PSC-14-2953A and PSC-14-2953B to Parsons Brinckerhoff and AECOM, respectively, for Professional Services As Needed for an Environmental Review of TBTA's Toll Related Actions in the aggregate amount of \$1,500,000 over a period of five (5) years.

II. DISCUSSION

B&T requires the services of experienced firms to provide a full range of professional services, on an as-needed basis, for environmental review of future possible changes in toll policy at B&T facilities during the five year term of this Contract. Each consultant will conduct and produce comprehensive, coordinated environmental analyses including environmental assessments and environmental impact statements in compliance with the New York State Environmental Quality Review Act (SEQRA) or the National Environmental Policy Act (NEPA) or both, as directed by the Project Manager. These environmental reviews will be used to support possible future changes in toll policy at B&T facilities, including but not limited to: changes of crossing charges, the introduction of gateless or all-electronic tolling at one or more B&T facilities, or the introduction of new toll discount/rebate plans, any of which could affect the general environment. The required services will be assigned on an as-needed basis through the issuance of work orders which will be negotiated separately using the labor, overhead and profit rates in each contract. The total amount of all work orders under the two contracts will not exceed \$1,500,000.

(rev. 3/22/07)

The service requirements were publicly advertised. Five hundred thirty seven (537) firms were sent a copy of the solicitation notice, fourteen (14) firms requested a copy of the Request for Proposal (RFP) and seven (7) proposals were submitted as follows: AECOM (AECOM), Jacobs Civil Consultants (Jacobs), Gannett Fleming (GF), The Louis Berger Group (LBG), Stantec, Inc. (Stantec), Infosys (Infosys) and Parsons Brinckerhoff (PB). The proposals were evaluated against established criteria set forth in the RFP including the qualifications of the firm's personnel, qualifications of the management team, understanding of the project and cost. The evaluation committee determined that of the seven firms, PB's and AECOM's proposals most closely met B&T's requirements and were determined to be in the competitive range. Each selected firm presented detailed, organized technical proposals. They demonstrated that they possess a significant level of experience and knowledge in the discipline of environmental studies. Jacobs', LBG's and Stantec's proposals met the requirements of the RFP, however, the committee indicated that their proposals were not as technically comprehensive as those submitted by the selected firms. GF's proposed team was considered to be less qualified compared with other firms' prospective teams. Infosys demonstrated a limited understanding of the scope of the project.

The committee elected to waive oral presentations and conducted a more in-depth review of each selected firm's cost proposal. Each consultant, in its base proposal, was requested to quote labor, overhead and profit rates against a sample scope of work using predetermined job titles and applicable hourly rates. Following the committee's evaluation of the information presented, the committee recommended that negotiations with each firm be conducted. In comparison with the rates for the same or similar job titles under prior B&T contracts the negotiated rates are considered fair and reasonable. PB and AECOM are deemed to be responsible consultants.

III. D/M/WBE INFORMATION

The MTA DDCR has established M/WBE goals of 10% and 10%, respectively, for each contract. These contracts will not be awarded without approval of MTA DDCR. Both PB and AECOM have achieved their M/WBE goals on previous MTA contracts.

IV. IMPACT ON FUNDING

Funding in the amount of \$1,500,000 is available in the Operating Budget under GL #712516.

V. ALTERNATIVES

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

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

Item Number: **4** (Final)

Vendor Name (& Location) Hatch Mott MacDonald, NY Inc. (New York, New York)	Contract Number PSC-12-2913	AWO/Modification #
Description Design and Construction Support Services for Project BB-28, Phase II Rehabilitation of the Tunnel Walls, Roadway, Drainage, Ceiling and Fireline at the Brooklyn Battery Tunnel	Original Amount:	\$2,702,411.00
Contract Term (including Options, if any) December 21, 2012 – December 31, 2014	Prior Modifications:	\$5,606,319.82
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	Prior Budgetary Increases:	N/A
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	Current Amount:	\$8,308,730.82
Solicitation Type <input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other:	This Request:	\$6,319,445.00
Funding Source <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input type="checkbox"/> Federal <input checked="" type="checkbox"/> Other: Sandy	% of This Request to Current Amount:	76.1%
Requesting Dept/Div & Dept/Div Head Name: Engineering & Construction/Joe Keane, P.E.	% of Modifications (including This Request) to Original Amount:	441.3%

Discussion:

B&T is seeking the Board's approval under the All-Agency Guidelines for Procurement of Services to amend this contract with Hatch Mott MacDonald, NY Inc. (HMM) to add funding for ongoing design initiatives necessary for the successful completion of the construction documents and construction support services (CSS) for Projects BB-28S, Super Storm Sandy Restoration and Mitigation and Projects BB-28, Phase II, Rehabilitation of the Tunnel at the Hugh L. Carey Tunnel (HCT). The negotiated increase is in the amount of \$6,319,445.00 and consistent with Procurement Guidelines, this amendment constitutes a substantial change.

Additional design services are required for both Projects BB-28S, Sandy Restoration and BB-28, Phase II and include: (i) prototype designs for Electrical Boxes, roadway ceiling finishes, porcelain tile and adhesives and roadway curbs; (ii) communication design revisions for alternative distribution switch and panel locations and alternative equipment locations to accommodate a backup control room in accordance with current code requirements; (iii) mechanical and pump design revisions for the Manhattan Blower Building (MBB) and Governors Island Ventilation Building (GIVB); (iv) lighting design for the underground Manhattan Cellular Structure (MCS); (v) design revisions for the replacement of damaged tunnel and egress doors at the ventilation buildings to accommodate a new egress scheme; (vi) environmental design services for the cleanup of the fresh and exhaust air ducts, MCS and ventilation flues; (vii) ongoing engineering support for Sandy assessment reporting and (viii) increased funding for Sandy pre-award requirements. HMM submitted a proposal in the amount of \$1,958,346.56. The Engineer's estimate is \$1,834,734.81, which excluded the costs (approximately \$79,000) for the additional pre-award requirements. Negotiations resulted in B&T agreeing to HMM's proposal totaling \$1,958,346.56, which is 6.7% above the estimate and is fair and reasonable.

The performance of CSS was included in the original scope of services. Funding was not included since the construction scopes were not determined for both Projects BB-28, Phase II and BB-28S (Sandy). The services required include reviews of shop drawings, requests for information, catalog cuts, calculations, meetings and unanticipated designs. HMM submitted a proposal totaling \$4,693,835. The Engineer's estimate is \$4,573,317. Negotiations resulted in B&T and HMM agreeing to the negotiated amount totaling \$4,361,098.44, which is 4.6% below the estimate and is fair and reasonable.

The original BB-28, Phase II scope included rehabilitation designs for the tunnel walls, roadway, drainage, ceiling and fireline for the HCT, as well as construction support services. Subsequently, in July 2013 B&T obtained Board approval to amend the Contract with HMM to perform Sandy tunnel restoration design services, post storm damage assessment and recovery reporting. The designs are approaching completion and funding for the additional design and construction support services are required at this time.

Funding for the design services is available in the 2010-2014 Capital Program under Project BB-28 in the amount of \$386,518.90 and the Sandy Restoration Program in the amount of \$1,571,827.66 (Projects ED010228, ED020228, ED040243 and ED050230). Funding for the CSS is available in the 2010-2014 Capital Program under Project BB-28 in the amount of \$755,778.36 and the Sandy Restoration Program in the amount of \$3,605,320.08 (Projects ED010228, ED020202, ED040243 and ED050202).

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

Item Number: **5** (Final)

Vendor Name (& Location) AWL Industries, Inc., Brooklyn, NY	Contract Number 10-MNT-2860	AWO/Modification #
Description Maintenance and Repair of Heating, Ventilation and Air Conditioning (HVAC) Systems	Original Amount:	\$ 6,451,308.48
Contract Term (including Options, if any) August 1, 2010 through June 30, 2014	Prior Modifications:	\$ 2,049,750.52
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	Prior Budgetary Increases:	\$ 0.00
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	Current Amount:	\$8,501,130.99
Solicitation Type <input type="checkbox"/> RFP <input checked="" type="checkbox"/> Bid <input type="checkbox"/> Other:	This Request:	\$1,097,167.22
Funding Source <input checked="" type="checkbox"/> Operating <input type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	% of This Request to Current Amount:	12.9%
Requesting Dept/Div & Dept/Div Head Name: Operations, Patrick Parisi	% of Modifications (including This Request) to Original Amount:	48.8%

Discussion:

B&T is seeking approval in accordance with the All-Agency Guidelines for Procurement of Services to modify a miscellaneous service contract with AWL Industries, Inc. (AWL) to perform maintenance and repair of heating, ventilation and air conditioning (HVAC) systems located at various facilities in the amount of \$1,097,167.22. The contract will be extended through November 2014 at no increase in the rates. Consistent with the Procurement Guidelines, this amendment constitutes a substantial change.

In March 2010 B&T issued a competitive joint solicitation (10-MNT-2860) for a Contractor to provide maintenance and repair of HVAC systems located at various B&T, New York City Transit Department of Buses (DOB) and SIRTOA facilities. In July 2010 AWL was awarded contracts in the amount of \$6,451,308.48 for B&T and \$7,244.80 for the Staten Island Rapid Transit Operating Authority (SIRTOA); Ultimate Power, Inc. was awarded a contract in the amount of \$789,105 for DOB. B&T had presented a recommendation to the Board in May 2014 for the award of new contracts for DOB and SIRTOA under a new solicitation (13-MNT-2909). In that Staff Summary the Board was advised that the apparent low bidder's submittal for B&T was subject to further evaluation; this process is still underway. Since Contract 10-MNT-2860 was due to expire on May 31 verbal authorization was given to AWL on May 20 to continue to perform using available contract funding through June 30, 2014 so that there would be no lapse in service. The Maintenance Division now requires additional funding in the amount of \$1,097,167.22. Such funding will enable AWL to provide services through November 2014 and it will be compensated based on the current rates of the contract. The value of this amendment is considered fair and reasonable. Funding is available in the Operating Budget under GL #711625.

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

Item Number : 6 (Final)

Vendor Name (& Location) Dewberry Engineers Inc.	Contract Number PSC-11-2895	AWO/Modification #
Description Design and Construction Support Services for Project BB-54, Rehabilitation of the Brooklyn Plaza at the BBT		
Contract Term (including Options, if any) May 1, 2012 – April 30, 2016	Original Amount:	\$1,371,811.81
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	Prior Modifications:	\$366,783.98
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	Prior Budgetary Increases:	N/A
Solicitation Type <input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other:	Current Amount:	\$1,738,595.79
Funding Source <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	This Request:	\$328,609.22
Requesting Dept/Div & Dept/Div Head Name: Engineering & Construction, Joe Keane, P.E.	% of This Request to Current Amount:	18.90%
	% of Modifications (including This Request) to Original Amount:	50.69%

Discussion:

B&T is seeking Board approval under the All-Agency Guidelines for Procurement of Services to amend this contract with Dewberry Engineers Inc. (DEI), to add funding to perform Task 7 - Construction Support Services (CSS) in accordance with the Contract. DEI's services shall include the review of contractor submissions, requests for information, shop drawing and catalog cut reviews to ensure conformance with the construction documents and additional design services during construction. Consistent with the Procurement Guidelines this proposed amendment constitutes a substantial change.

In April 2012, the Board approved the award of Contract PSC-11-2895 for DEI to provide design and construction support services for the rehabilitation of the Brooklyn Plaza at the Brooklyn Battery Tunnel. The design services required include the following: rehabilitation of the base structural slab, pavement, trench drains, expansion joints, gutter and sidewalks; investigations and design of drainage improvements; re-pointing of retaining walls; and phased construction support services. Funding for the CSS was not included in the original contract award.

Consultant submitted a proposal in the amount of \$328,609.22. The Engineer's estimate is \$322,719. Negotiations resulted in the Authority accepting DEI's proposal in the amount of \$328,609.22, which is 1.8% above the estimate and is fair and reasonable. Funding for this amendment is available in the 2010 – 2014 Capital Program under Project BB-54.