



Metropolitan Transportation Authority

January 2016

MTA Board Action Items



MTA Board Meeting
2 Broadway, 20th Floor Board Room
Wednesday, 1/27/2016
10:00 AM - 12:00 PM ET

1. PUBLIC COMMENT PERIOD

2. APPROVAL OF MINUTES

MTA Regular Board Minutes - December 16, 2015

MTAHQ Minutes - December 16, 2015 - Page 5

NYCT/MaBSTOA/SIR/Bus Company Regular Board Minutes - December 16, 2015

NYCTA Minutes - December 16, 2015 - Page 11

MTA Metro-North Railroad Regular Board Minutes - December 16, 2015

Metro-North Minutes - December 16, 2015 - Page 16

MTA Long Island Rail Road Regular Board Minutes - December 16, 2015

LIRR Minutes - December 16, 2015 - Page 21

Triborough Bridge & Tunnel Authority Regular Board Minutes - December 16, 2015

TBTA Minutes - December 16, 2015 - Page 26

MTA Capital Construction Regular Board Minutes - December 16, 2015

MTACC Minutes - December 16, 2015 - Page 33

3. COMMITTEE ON FINANCE

Action Items

i. Approval of Remarketing Agents

Approval of Remarketing Agents - Page 36

ii. Commercial Bank Authorization Update

Commercial Bank Authorization Update - Page 38

HQ Procurements Report

MTAHQ Procurement Report - Page 41

i. Non-Competitive (no items)

ii. Competitive

MTAHQ Competitive Procurements - Page 43

iii. Ratifications

MTAHQ Ratification - Page 48

Real Estate Items

i. Real Estate Agenda and Staff Summaries

Real Estate Agenda and Staff Summaries - Page 50

4. COMMITTEE ON NYCT & BUS

Action Item

i. NYCT Station Access Changes at 7th Avenue and Borough Hall Stations in Brooklyn

NYCT Procurements

January Procurement Staff Summary and Resolution - Page 71

i. Non-Competitive

NYCT Non-Competitive Actions - Page 75

ii. Competitive

NYCT Competitive Actions - Page 77

iii. Ratifications

MTACC Ratifications - Page 80

5. COMMITTEE ON METRO-NORTH RAILROAD

Metro-North Procurements

Procurement - Page 82

i. Non-Competitive (no items)

ii. Competitive

Competitive - Page 86

iii. Ratifications (no items)

6. COMMITTEE ON LONG ISLAND RAIL ROAD

LIRR Procurements

LIRR Procurements - Page 89

i. Non-Competitive (no items)

ii. Competitive

LIRR Competitive Procurements - Page 93

iii. Ratifications (no items)

LIRR MTACC Procurements

MTA CC Procurements - Page 97

i. Non-Competitive (no items)

ii. Competitive

MTA CC Competitive Procurements - Page 100

iii. Ratifications

MTA CC Ratifications - Page 106

7. COMMITTEE ON MTA BRIDGES & TUNNELS OPERATIONS

BT Procurements

BT Procurements - January 2016 - Page 111

i. Non-Competitive

BT Non-Competitive - Page 114

ii. Competitive

BT Competitive - Page 117

iii. Ratifications (no items)

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

Date of next MTA Board meeting: Wednesday, February 24, 2016.

**Metropolitan Transportation Authority
Minutes of
Regular Board Meeting
2 Broadway
New York, NY 10004
Wednesday, December 16, 2015
10:00 a.m.**

The following members were present:

**Hon. Thomas F. Prendergast, Chairman & CEO
Hon. Fernando Ferrer, Vice Chairman
Hon. Jonathan A. Ballan
Hon. Robert C. Bickford
Hon. Allen P. Cappelli
Hon. Jeffrey A. Kay
Hon. Susan Metzger
Hon. John J. Molloy
Hon. Mitchell H. Pally
Hon. Polly Trottenberg
Hon. Carl V. Wortendyke
Hon. Neal Zuckerman**

The following members were absent:

**Hon. John H. Banks, III
Hon. Charles G. Moerdler
Hon. Lawrence Schwartz
Hon. James L. Sedore, Jr.
Hon. Vincent Tessitore**

Donna Evans, Chief of Staff, Jerome F. Page, General Counsel, Robert Foran, Chief Financial Officer, Board Member Andrew Albert, Board Member Norman Brown, Board Member Ira Greenberg, James Ferrara, Interim President, NYCTA, Patrick Nowakowski, President, Long Island Rail Road, Joseph Giulietti, President, Metro-North Railroad, Donald Spero, Acting President, TBTA, Darryl Irick, SVP, NYCT DoB/President, MTA Bus Company, Michael Horodniceanu, President, MTA Capital Construction, and Stephen Morello, Counselor to the Chairman, NYCT, also attended the meeting.

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

Unless otherwise indicated, these minutes reflect items on the agenda of the Board of the Metropolitan Transportation Authority, the Metropolitan Suburban Bus Authority, and the First

Mutual Transportation Assurance Company. Refer to the other agencies' minutes of this date for items on the agendas of the Boards of the other agencies.

1. **PUBLIC SPEAKERS.** There were seven (7) public speakers. The following speaker spoke on an item specific to the MTA agenda. 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 names of other speakers and for the content of speakers' statements.

Jamison Dague, Citizens Budget Committee

2. **CHAIRMAN'S REMARKS.**

Chairman Prendergast commented on an MTA press release announcing that on October 29th, MTA set a new modern record when more than 6.2 million customers entered the MTA subway system. The Chairman said that the system now carries more than six million daily customers on a regular basis, and between 2010 and 2014 the subway system added more than 440,000 daily customers.

Chairman Prendergast stated that the growth in ridership reveals fundamental truths about New York and the MTA. The first truth is that the MTA subway system is the circulatory system of New York's economy and is critical to New York's future. Second, in the 30-plus years since its inception, the MTA's Capital Program has transformed the subway system from a symbol of urban decay to today's modern, safe and vital economic engine; and third, the ridership surge is and will continue to be a huge challenge for MTA in the years to come. The Chairman said that the challenge is to continue to maintain and improve the system and to proactively respond to the ridership surge and the huge capital needs.

Chairman Prendergast announced that later in the meeting, the Board will be asked to consider for approval the final 2016 Budget and four-year Financial Plan. The Plan shows that by the end of the year the agency will have reduced its annual operating expenses by \$1.3 billion, and by 2019 the annual savings are expected to exceed \$1.8 billion. Chairman Prendergast said that the savings have improved the operations in three critically important ways. First, without the savings, MTA could not have reduced the projected fare and toll increases from about 7.5% every other year to roughly 4% every other year, or 2% annually. Second, the Chairman said that the savings have helped MTA put a total of \$415 million a year into a "pay-go" account that could generate more than \$8 billion for projects in the 2015 to 2019 Capital Program. Lastly, since 2012, Chairman Prendergast said that the savings have allowed the agency to add \$125 million a year back into service, service quality and support. Chairman Prendergast noted that the proposed Plan captures additional service-related investments that will grow to \$75 million a years.

3. **MINUTES.** Upon motion duly made and seconded, the Board approved the minutes of the regular Board meeting held on November 18, 2015.

4. **COMMITTEE ON FINANCE.**

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

1. MTA and TBTA Reimbursement for Federal Tax Purposes. Approved reimbursement resolutions on behalf of MTA and TBTA required by Federal tax law to preserve the ability to finance certain capital projects on a tax-exempt basis.
2. Authorization to Issue Bonds. Approved resolutions and documentation in connection with the issuance of new money bond anticipation notes (BANs) and bonds necessary to finance capital projects of the transit and commuter systems and MTA B&T, as set forth in the approved capital programs.
3. Supplemental Resolutions Authorizing Refunding Bonds. Approved resolutions and documentation necessary to issue refunding bonds.

B. 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. Various Contractors – All-Agency Technical Temporary IT Services – No. 15168-0100 thru 2500. Approved the award of twenty-five (25) competitively negotiated, all-agency, personal services contracts to provide All-Agency Technical Temporary Information Technology Services on an as-needed basis for a period of five (5) years from January 1, 2016 through December 31, 2020.
2. First Environment, Inc. – Greenhouse Gas Audit Services – No. 15068-0100. Approved a competitively negotiated contract with First Environment, Inc. to provide third party verification of MTA's Greenhouse Gas inventory for 2014 through 2018 reporting years.
3. Day Engineering, P.C. – Multi-Agency Environmental Consulting Services – No. 13307-0100, S/A #1. Approved an amendment extending the previously Board-approved competitively negotiated, personal services contract which expires December 31, 2017 for an additional amount of \$525,000.
4. Various Contractors – Medical Health Benefits – No. 10E0280, S/A #3 (NYCT). Approved an amendment to a previously Board-approved, competitively negotiated, miscellaneous services contract with Empire Health Choice Assurance, Inc. (Empire), United Healthcare Insurance of New York (UHC), and Aetna Health Inc. (Aetna) to provide medical health benefits for certain NYC Transit and MTA Bus Company employees and retirees.
5. JPMorgan Chase, N.A. – Cash Management and Deposit Services – No. 07H9748A.2 (NYCT). Approved modifications to the all-agency contract for

cash management and deposit services, in order to exercise the option to extend the contract by three years.

- C. **Real Estate Items.** The Board approved the following real estate items. The specifics are set forth in the staff summaries and documentation filed with the meeting materials. The Real Estate Item for the approval of the License Agreement with New York SMSA (“Verizon Wireless”) was withdrawn from this month’s Agenda.

Metro-North Railroad

1. Lease agreement with Shoe Service Plus, Inc., d/b/a Leather Spa, for the operation of a shoe shine service, including (in no more than 10% of the square footage of the premises) the incidental sale of shoe care items and umbrellas, and a drop off/pick up service for the repair of shoes and other leather goods located at Retail Space K-07 and Storage Space LCS-16 at Grand Central Terminal.
2. Long-term lease agreement with Target Corporation for property located on Metro-North’s Hudson Line, 40 West 225th Street, across from Major Deegan Expressway, Bronx, N.Y.
3. Lease agreement with wichcraft grand central terminal llc, d/b/a wichcraft, for full-service restaurant with seating and takeout in Retail Space LC-17, Grand Central Terminal.

New York City Transit Authority

4. Release of 65 Commercial Street (Block 2472, Lot 425) in Brooklyn, N.Y. from Master Lease between MTA NYCT and the City of New York, in exchange for 2401 Watson Avenue a/k/a 1120 Commerce Avenue (Block 3838, Lot 60), Bronx, N.Y.

5. CORPORATE GOVERNANCE.

- A. **Action Items.** Upon motion duly made and seconded, the Board approved the following action items. The specifics are set forth in the staff summaries and documentation filed with the meeting materials.
1. **Revisions to the MTA All Agency Code of Ethics.** Approved amendments to the existing MTA All Agency Code of Ethics.
 2. **Public Authorities Law Required Policies.** Approved revisions to certain existing policies of the MTA and its Agencies, in order to comply with Public Authorities Law Section 2824 (PAL 2824”).
 3. **Board Working Group Resolution.** Approved a resolution establishing a working group consisting of Board Members who will work with staff on matters relating to the revised 2015-2019 Capital Plan and report periodically to the Committee on

Regular Board Meeting
December 16, 2015

Capital Program Oversight and other committees of the Board that may be concerned with procurements to which the working group has devoted attention.

6. MTA 2016 FINAL BUDGET AND MTA 2016 -2019 FINANCIAL PLAN.

Chairman Prendergast introduced MTA Chief Financial Officer Robert Foran, who presented the action items for the MTA 2016 Proposed Final Budget and the Proposed MTA Final 2016-2019 Financial Plan for Board consideration and approval. Copies of the proposed Budget and Plan, together with the accompanying staff summary, were distributed to Board Members and are maintained in MTA records.

The Chairman proposed a motion to adopt the Proposed MTA 2016 Final Budget and the Proposed Final Financial Plan for 2016-2019 and opened the floor for discussion.

Details of the Board Members' discussion relating to the MTA 2016 Budget and Financial Plan 2016-2019 are included in the video recording of the meeting produced by the MTA and maintained in the MTA records.

Upon motion duly made and seconded, the Board approved the Adoption of the MTA Consolidated 2016 Budget and 2016-2019 Financial Plan. The specifics are set forth in the staff summaries and documentation filed with the meeting materials.

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

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

- (i) new collective bargaining agreement between the MTA Bus Company and the TWU, Local 100;
- (ii) new collective bargaining agreement between MTA Headquarters and the Transportation Communications Union/International Association of Machinists and Aerospace Workers, Local 643;
- (iii) new collective bargaining agreement between SIRTOA/NYCT and Sheet Metal, Air, Rail and Transportation, Local 1440 (SMART);
- (iv) new collective bargaining agreement between SIRTOA/NYCT and American Train Dispatchers Association (ATDA); and
- (v) resolutions relating to MTA Pension Plan Amendments.

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

8. **ADJOURNMENT.** Upon motion duly made and seconded, the Board voted to adjourn the meeting at 11:00 a.m.

Respectively submitted,

Victoria Clement
Assistant Secretary

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

**2 Broadway
New York, NY 10004**

**Wednesday, December 16, 2015
10:00 a.m.**

The following members were present:

**Hon. Thomas F. Prendergast, Chairman & CEO
Hon. Fernando Ferrer, Vice Chairman
Hon. Jonathan A. Ballan
Hon. Robert C. Bickford
Hon. Allen P. Cappelli
Hon. Jeffrey A. Kay
Hon. Susan Metzger
Hon. John J. Molloy
Hon. Mitchell H. Pally
Hon. Polly Trottenberg
Hon. Carl V. Wortendyke
Hon. Neal Zuckerman**

The following members were absent:

**Hon. John H. Banks, III
Hon. Charles G. Moerdler
Hon. Lawrence Schwartz
Hon. James L. Sedore, Jr.
Hon. Vincent Tessitore**

Donna Evans, Chief of Staff, Jerome F. Page, General Counsel, Robert Foran, Chief Financial Officer, Board Member Andrew Albert, Board Member Norman Brown, Board Member Ira Greenberg, James Ferrara, Interim President, NYCTA, Patrick Nowakowski, President, Long Island Rail Road, Joseph Giuliatti, President, Metro-North Railroad, Donald Spero, Acting President, TBTA, Darryl Irick, SVP, NYCT DoB/President, MTA Bus Company, Michael Horodniceanu, President, MTA Capital Construction, and Stephen Morello, Counselor to the Chairman, NYCT, also attended the meeting.

1. CHAIRMAN PRENDERGAST CALLED THE MEETING TO ORDER

2. PUBLIC COMMENT PERIOD

9 public speakers addressed MTA NYC Transit/MTA Bus issues.

The 3 speakers listed below spoke about the proposed budget and the 10 year anniversary of the 2005 transit strike:

Marty Goodman, TWU Local 100

John Mooney, TWU Local 100

John Dennie, citizen

Jamison Dague, Citizens Budget Committee, discussed issues relating to the proposed budget.

Christol Thomas, Collegiate Congress, requested a 50% discount on the 30 day unlimited MetroCard for New York City students.

Elizabeth Wilson, TWU Local 100, spoke about issues relating to contract negotiations with Global Contract Services, LLC, a vendor under contract with MTA NYC Transit to provide certain Access-A-Ride services.

John Raskin, Riders Alliance, discussed issues with the Q70 bus, which provides shuttle service to Lagoon Airport.

Please refer to the video recording of the meeting produced by the MTA and maintained in MTA records for details of the speakers' statements.

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/Staten Island Rapid Transit Operating Authority/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 Rapid Transit Operating Authority, and MTA Bus Company held on November 18, 2015.

5. COMMITTEE ON FINANCE

Real Estate Items:

MTA NYC Transit: Upon motion duly made and seconded, the Board authorized entry into an agreement addressing terms for the release of 65 Commercial Street in Brooklyn, N.Y. from a Master Lease between MTA NYCT and the City of New York, in exchange for 2401 Watson Avenue (1120 Commerce Avenue) in Bronx, N.Y.

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

Action Items:

TAB Senior Hearing Officers: Upon motion duly made and seconded, the Board approved the renewal of retainer agreements with the Transit Adjudication Bureau's current panel of two Senior Hearing Officers for the period of January 1, 2016 – December 31, 2016.

Procurements:

Non-Competitive Procurements: Upon motion duly made and seconded, the Board approved the competitive procurements requiring a two-thirds vote (Schedule A in the Agenda) and 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 /Staten Island Rapid Transit Operating Authority /MTA Bus Company.

Competitive Procurements: Upon motion duly made and seconded, the Board approved the competitive procurements requiring a two-thirds vote (Schedule C 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 /Staten Island Rapid Transit Operating Authority /MTA Bus Company.

Board Member Polly Trottenberg voted in opposition to the proposed procurement relating to the purchase and delivery of 138 Compressed Natural Gas Buses and related items (listed on pages 194-196 of the Board book).

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 /Staten Island Rapid Transit Operating Authority/MTA Bus Company.

7. CORPORATE GOVERNANCE.

Action Items:

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

Revisions to the MTA All Agency Code of Ethics. Approved amendments to the existing MTA All Agency Code of Ethics.

Public Authorities Law Required Policies. Approved revisions to certain existing policies of the MTA and its Agencies, in order to comply with Public Authorities Law Section 2824 (PAL 2824”).

Board Working Group Resolution. Approved a resolution establishing a working group consisting of Board Members who will work with staff on matters relating to the revised 2015-2019 Capital Plan and report periodically to the Committee on Capital Program Oversight and other committees of the Board that may be concerned with procurements to which the working group has devoted attention.

8. 2016 FINAL BUDGET AND 2016 -2019 FINANCIAL PLAN.

Chairman Prendergast introduced MTA Chief Financial Officer Robert Foran, who presented the action items for the MTA 2016 Proposed Final Budget and the Proposed MTA Final 2016-2019 Financial Plan, and the individual MTA-affiliated and subsidiary agency’s proposed final budgets and financial plans, for Board consideration and approval. Copies of the proposed Budget and Plan for the agencies, together with the accompanying staff summaries, were distributed to Board Members and are maintained in MTA records.

The Chairman proposed a motion to adopt the Proposed 2016 Final Budget and the Proposed Final Financial Plan for 2016-2019 and opened the floor for discussion.

Details of the MTA Board Members’ discussion relating to the 2016 Budget and Financial Plan 2016-2019 are included in the video recording of the meeting produced by the MTA and maintained in the MTA records.

Upon motion duly made and seconded, the Board approved the action items set forth in the staff summary, including the adoption of the MTA Consolidated 2016 Budget and 2016-2019 Financial Plan and of the agency final budgets and plans for New York City Transit Authority, Manhattan and Bronx Surface Transit Operating Authority, Staten Island Rapid Transit Operating Authority and MTA Bus Company. The specifics are set forth in the staff summaries and documentation filed with the meeting materials.

9. 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.

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

10. ADJOURNMENT

Upon motion duly made and seconded, the Board voted to adjourn the meeting at 11:00 a.m.

Respectfully submitted,



Mariel A. Thompson
Assistant Secretary

Minutes of the Regular Meeting
Metro-North Commuter Railroad Company
2 Broadway – 20th Floor
New York, NY 10004

Wednesday, December 16, 2015
10:00 a.m.

The following members were present:

Hon. Thomas F. Prendergast, Chairman & CEO
Hon. Fernando Ferrer, Vice Chairman
Hon. Jonathan A. Ballan
Hon. Robert C. Bickford
Hon. Allen P. Cappelli
Hon. Jeffrey A. Kay
Hon. Susan Metzger
Hon. John J. Molloy
Hon. Mitchell H. Pally
Hon. Polly Trottenberg
Hon. Carl V. Wortendyke
Hon. Neal Zuckerman

The following members were absent:

Hon. John H. Banks, III
Hon. Charles G. Moerdler
Hon. Lawrence Schwartz
Hon. James L. Sedore, Jr.
Hon. Vincent Tessitore

Board Member Andrew Albert, Board Member Norman Brown, Board Member Ira Greenberg and Joseph J. Giulietti, President, Metro-North Railroad also attended the meeting as did various other agency presidents and staff, including, James Ferrara, Interim President, NYCTA, Patrick Nowakowski, President, Long Island Rail Road, Donald Spero, Acting President, TBTA, Darryl Irick, SVP, NYCT DoB/President, MTA Bus Company, Michael Horodniceanu, President, MTA Capital Construction, Catherine Rinaldi, Metro-North Executive Vice President, Susan Sarch, Metro-North Acting General Counsel, Donna Evans, MTA Chief of Staff, Jerome F. Page, MTA General Counsel, Robert Foran, MTA Chief Financial Officer and Stephen Morello, Counselor to the Chairman.

Chairman Prendergast called the meeting to order.

1. Public Speakers:

There were seven (7) public speakers. The following speaker spoke on an item specific to the agenda. 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 names of other speakers and for the content of speakers' statements.

Jamison Dague, Citizens Budget Committee

2. Chairman's Opening Remarks:

Chairman Prendergast announced that later in the meeting, the Board will be asked to consider for approval the final 2016 Budget and four-year Financial Plan. The Plan shows that by the end of the year the agency will have reduced its annual operating expenses by \$1.3 billion, and by 2019 the annual savings are expected to exceed \$1.8 billion. Chairman Prendergast said that the savings have improved the operations in three critically important ways. First, without the savings, MTA could not have reduced the projected fare and toll increases from about 7.5% every other year to roughly 4% every other year, or 2% annually. Second, the Chairman said that the savings have helped MTA put a total of \$415 million a year into a "pay-go" account that could generate more than \$8 billion for projects in the 2015 to 2019 Capital Program. Lastly, since 2012, Chairman Prendergast said that the savings have allowed the agency to add \$125 million a year back into service, service quality and support. Chairman Prendergast noted that the proposed Plan captures additional service-related investments that will grow to \$75 million a year.

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

3. Approval of Minutes:

Upon motion duly made and seconded, the minutes of the Regular Board Meeting of November 18, 2015 were approved.

4. Committee on Finance:

Action Items:

The Board was presented with the following action items recommended to it by the Committee on Finance that relate to Metro-North:

- MTA and TBTA Reimbursement Resolutions for Federal Tax Purposes.
- Authorization to Issue Bonds.
- Approval of Supplemental Resolutions Authorizing Refunding Bonds.

Upon motion duly made and seconded, the Board approved the foregoing action items, the details of which are contained in the minutes of the MTA Board meeting held this day, staff summaries and reports filed with those minutes and in the video recording of the meeting, produced by the MTA and maintained in MTA records.

Procurements:

The Board was presented with the following competitive procurements recommended to it by the Committee on Finance that relate to Metro-North:

- Approval of 25 competitively negotiated, all-agency, personal service contracts to provide all-agency technical temporary information technology services on an as-needed basis for a period of five years from January 1, 2016 through December 31, 2020.
- Amendment to a previously Board-approved, competitively negotiated, multi-agency, personal services contract with Day Engineering, Inc., which expires on December 31, 2017, for an additional amount of \$525,000 to implement the new EPA and NYS Departmental of Environmental Conservation regulations expanding petroleum and chemical underground storage tank system testing requirements.

The Board was presented with the following ratification recommended to it by the Committee on Finance that relates to Metro-North:

- Modification to the all-agency contract with JPMorgan Chase, N.A. for cash management and deposit services to exercise the option to extend the contract by three years.

Upon motion duly made and seconded, the Board approved the foregoing procurement items, the details of which are contained in the minutes of the MTA Board meeting held this day, staff summaries and reports filed with those minutes and in the video recording of the meeting, produced by the MTA and maintained in MTA records.

Real Estate Items:

The Board was presented with the following real estate items recommended to it by the Committee on Finance that relate to Metro-North:

- Lease with Shoe Service Plus, Inc. dba Leather Spa for Retail Space K-07 at Grand Central Terminal.
- Long term sublease with Target Corporation for property located on Metro-North's Hudson Line, Bronx, New York.
- Lease with 'wichcraft grand central terminal llc dba 'wichcraft for a full-service restaurant with seating and takeout in Retail Space LC-17 at Grand Central Terminal.

Upon motion duly made and seconded, the Board approved the foregoing real estate items. The details of the above items are contained in the minutes of the MTA Board meeting held this day, staff summaries filed with those minutes and in the video recording of the meeting, produced by the MTA and maintained in MTA records.

5. Committee on Metro-North Railroad:

Procurements:

The Board was presented with the following non-competitive procurement recommended to it by the Committee on Metro-North Railroad Operations:

- Approval of a six-month time extension with additional funding totaling an estimated \$2,972,000 to an in-place, negotiated and Board approved all-Agency agreement with New York State Industries for the Disabled (NYSID) for as-needed temporary personnel services.

The Board was presented with the following ratification recommended to it by the Committee on Metro-North Railroad Operations:

- Approval for a non-competitive procurement with Wesco Distribution, Inc. to overhaul one power traction transformer that is used on Metro-North's Harlem Line.

Upon motion duly made and seconded, the Board approved the foregoing procurement items. 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.

6. Committee on Governance:

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

- Approval of revisions to the MTA All-Agency Code of Ethics.
- Approval of revisions to certain existing policies of the MTA and its agencies pursuant to Public Authorities Law §2824.
- Approval of Board Working Group Resolution.

The details of the above items are contained in the minutes of the MTA Board meeting held this day, staff summaries and reports filed with those minutes and in the video recording of the meeting, produced by the MTA and maintained in MTA records.

7. MTA 2016 Final Budget and MTA 2016-2019 Financial Plan

Chairman Prendergast introduced MTA Chief Financial Officer Robert Foran, who presented the action items for the MTA 2016 Proposed Final Budget and the Proposed MTA Final 2016-2019 Financial Plan for Board consideration and approval. Copies of the proposed Budget and Plan, together with the accompanying staff summary, were distributed to Board Members and are maintained in MTA records.

The Chairman proposed a motion to adopt the Proposed MTA 2016 Final Budget and the Proposed Final Financial Plan for 2016-2019 and opened the floor for discussion.

Details of the Board Members' discussion relating to the MTA 2016 Budget and Financial Plan 2016-2019 are included in the video recording of the meeting produced by the MTA and maintained in the MTA records.

Upon motion duly made and seconded, the Board approved the adoption of the MTA Consolidated 2016 Budget and 2016-2019 Financial Plan. The specifics are set forth in the staff summaries and documentation filed with the meeting materials.

7. Executive Session:

The Board, upon motion duly made and seconded, 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. No Metro-North matters were discussed. Upon motion duly made and seconded, the Board voted to reconvene in public session.

8. Adjournment:

Upon motion duly made and seconded, the Board voted to adjourn the meeting at 11:00 a.m.

Respectfully submitted,



Linda Montanino
Assistant Secretary

**Minutes of the Regular Board Meeting
Long Island Rail Road Company
2 Broadway
New York, NY 10004
Wednesday, December 16, 2015
10:00 a.m.**

The following members were present:

Hon. Thomas F. Prendergast, Chairman & CEO
Hon. Fernando Ferrer, Vice Chairman
Hon. Jonathan A. Ballan
Hon. Robert C. Bickford
Hon. Allen P. Cappelli
Hon. Jeffrey A. Kay
Hon. Susan Metzger
Hon. John J. Molloy
Hon. Mitchell H. Pally
Hon. Polly Trottenberg
Hon. Carl V. Wortendyke
Hon. Neal Zuckerman

The following members were absent:

Hon. John H. Banks, III
Hon. Charles G. Moerdler
Hon. Lawrence Schwartz
Hon. James L. Sedore, Jr.
Hon. Vincent Tessitore

Donna Evans, Chief of Staff, Jerome F. Page, General Counsel, Robert Foran, Chief Financial Officer, Board Member Andrew Albert, Board Member Norman Brown, Board Member Ira Greenberg, James Ferrara, Interim President, NYCTA, Patrick Nowakowski, President, Long Island Rail Road, Joseph Giuliatti, President, Metro-North Railroad, Donald Spero, Acting President, TBTA, Darryl Irick, SVP, NYCT DoB/President, MTA Bus Company, Michael Horodniceanu, President, MTA Capital Construction, and Stephen Morello, Counselor to the Chairman, also attended the meeting.

Chairman Prendergast called the meeting to order.

1. Public Speakers:

There were 7 public speakers. The following speaker spoke on an item specific to the agenda. 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 names of other speakers and for the content of speakers' statements.

Jamison Dague, Citizens Budget Committee

2. Chairman's Remarks:

Chairman Prendergast commented on an MTA press release announcing that on October 29th, MTA set a new modern record when more than 6.2 million customers entered the MTA subway system. The Chairman said that the system now carries more than six million daily customers on a regular basis, and between 2010 and 2014 the subway system added more than 440,000 daily customers.

Chairman Prendergast stated that the growth in ridership reveals fundamental truths about New York and the MTA. The first truth is that the MTA subway system is the circulatory system of New York's economy and is critical to New York's future. Second, in the 30-plus years since its inception, the MTA's Capital Program has transformed the subway system from a symbol of urban decay to today's modern, safe and vital economic engine; and third, the ridership surge is and will continue to be a huge challenge for MTA in the years to come. The Chairman said that the challenge is to continue to maintain and improve the system and to proactively respond to the ridership surge and the huge capital needs.

Chairman Prendergast announced that later in the meeting, the Board will be asked to consider for approval the final 2016 Budget and four-year Financial Plan. The Plan shows that by the end of the year the agency will have reduced its annual operating expenses by \$1.3 billion, and by 2019 the annual savings are expect to exceed \$1.8 billion. Chairman Prendergast said that the savings have improved the operations in three critically important ways. First, without the savings, MTA could not have reduced the projected fare and toll increases from about 7.5% every other year to roughly 4% every other year, or 2% annually. Second, the Chairman said that the savings have helped MTA put a total of \$415 million a year into a "pay-go" account that could generate more than \$8 billion for projects in the 2015 to 2019 Capital Program. Lastly, since 2012, Chairman Prendergast said that the savings have allowed the agency to add \$125 million a year back into service, service quality and support. Chairman Prendergast noted that the proposed Plan captures additional service-related investments that will grow to \$75 million a years.

3. Approval of Minutes:

Upon motion duly made and seconded, the minutes of the Regular Board Meeting of November 18, 2015 were approved.

4. Committee on Finance:

Action Items:

The Board was presented with the following action items recommended to it by the Committee on Finance that relate to Long Island Rail Road:

- MTA and TBTA Reimbursement Resolutions for Federal Tax Purposes.
- Authorization to Issue Bonds.
- Approval of Supplemental Resolutions Authorizing Refunding Bonds.

Upon motion duly made and seconded, the Board approved the foregoing action items, the details of which are contained in the minutes of the MTA Board meeting held this day, staff summaries and reports filed with those minutes and in the video recording of the meeting, produced by the MTA and maintained in MTA records.

Procurements:

The Board was presented with the following competitive procurements recommended to it by the Committee on Finance that relate to Long Island Rail Road:

- Approval of 25 competitively negotiated, all-agency, personal service contracts to provide all-agency technical temporary information technology services on an as-needed basis for a period of five years from January 1, 2016 through December 31, 2020.
- Amendment to a previously Board-approved, competitively negotiated, multi-agency, personal services contract with Day Engineering, Inc., which expires on December 31, 2017, for an additional amount of \$525,000 to implement the new EPA and NYS Departmental of Environmental Conservation regulations expanding petroleum and chemical underground storage tank system testing requirements.

The Board was presented with the following ratification recommended to it by the Committee on Finance that relates to Long Island Rail Road:

- Modification to the all-agency contract with JPMorgan Chase, N.A. for cash management and deposit services to exercise the option to extend the contract by three years.

Upon motion duly made and seconded, the Board approved the foregoing procurement item, the details of which are contained in the minutes of the MTA Board meeting held this day, staff summaries and reports filed with those minutes and in the video recording of the meeting, produced by the MTA and maintained in MTA records.

5. Committee on Long Island Rail Road:

Procurements:

Non-Competitive:

- Cory's Thunder – Approval to award a sole source, miscellaneous service contract to Cory's Thunder for a five-year period in the not-to-exceed amount of \$339,000 to provide software and hardware maintenance services and system upgrades to maintain the current E15 Diesel Work Train Simulator System.

Competitive:

- Hinck-Posillico Joint Venture – Approval to award a design/build contract to Hinck-Posillico Joint Ventures for the lump sum price of \$9,871,000 for the base work restoration of cables at the Wreck Lead Bridge.
- J. Martin Associates, Inc. – Approval, on behalf of LIRR and MTA Headquarters, to award a three-year personal services contract with two one-year renewal options to J. Martin Associates, Inc. for elevator and escalator inspections. Funding for these contracts (LIRR \$351,250, MTAHQ \$24,450) is included in each agency's Operating Budget.
- Russell Reid Waste Hauling & Disposal Service Co. Inc. – Approval to award a competitively bid, five-year miscellaneous service contract to provide railroad car toilet servicing and toilet vehicle maintenance and repair in the not-to-exceed amount of \$10,737,880.

Upon motion duly made and seconded, the Board approved the foregoing procurement items, the details of which are contained in the minutes of the MTA Board meeting held this day, staff summaries and reports filed with those minutes and in the video recording of the meeting, produced by the MTA and maintained in MTA records.

MTA Capital Construction Procurements:

- Ratification to a modification to Contract No. CS086 to furnish and install power distribution equipment, concrete pads, and a property line manhole to receive a single Con Edison service to feed the CO8 substation, the Yard Lead Tunnel's portal booster fans, and a nearby LIRR signal Central Instrument Location in the amount of \$1,280,000.

Upon motion duly made and seconded, the Board approved the foregoing procurement item, the details of which are contained in the minutes of the MTA Board meeting held this day, staff summaries and reports filed with those minutes and in the video recording of the meeting, produced by the MTA and maintained in MTA records.

6. Committee on Governance:

Upon motion duly made and seconded, the MTA Board approved the following action items recommended to it by the Governance Committee that relate to Long Island Rail Road:

- Approval of revisions to the MTA All-Agency Code of Ethics.
- Approval of revisions to certain existing policies of the MTA and its agencies pursuant to Public Authorities Law §2824.
- Approval of Board Working Group Resolution.

The details of the above items are contained in the minutes of the MTA Board meeting held this day, staff summaries and reports filed with those minutes and in the video recording of the meeting, produced by the MTA and maintained in MTA records.

7. MTA 2016 Final Budget and MTA 2016-2019 Financial Plan

Chairman Prendergast introduced MTA Chief Financial Officer Robert Foran, who presented the action items for the MTA 2016 Proposed Final Budget and the Proposed MTA Final 2016-2019 Financial Plan for Board consideration and approval. Copies of the proposed Budget and Plan, together with the accompanying staff summary, were distributed to Board Members and are maintained in MTA records.

The Chairman proposed a motion to adopt the Proposed MTA 2016 Final Budget and the Proposed Final Financial Plan for 2016-2019 and opened the floor for discussion.

Details of the Board Members' discussion relating to the MTA 2016 Budget and Financial Plan 2016-2019 are included in the video recording of the meeting produced by the MTA and maintained in the MTA records.

Upon motion duly made and seconded, the Board approved the Adoption of the MTA Consolidated 2016 Budget and 2016-2019 Financial Plan. The specifics are set forth in the staff summaries and documentation filed with the meeting materials.

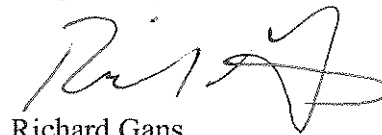
8. Executive Session:

The Board, upon motion duly made and seconded, 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 negotiations. No Long Island Rail Road matters were discussed. Upon motion duly made and seconded, the Board voted to reconvene in public session.

9. Adjournment:

Upon motion duly made and seconded, the Board voted to adjourn the meeting at 11:00 a.m.

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'Richard Gans', written over a horizontal line.

Richard Gans
Secretary

TRIBOROUGH BRIDGE AND TUNNEL AUTHORITY

BOARD MINUTES

December 16, 2015

Minutes of the Regular Meeting
Triborough Bridge and Tunnel Authority
December 16, 2015

Meeting Held at
2 Broadway, 20th Floor
New York, New York 10004

10:00 a.m.

The following members were present:

The following members were present:

Hon. Thomas F. Prendergast, Chairman & CEO
Hon. Fernando Ferrer, Vice Chairman
Hon. Jonathan A. Ballan
Hon. Robert C. Bickford
Hon. Allen P. Cappelli
Hon. Jeffrey A. Kay
Hon. Susan Metzger
Hon. John J. Molloy
Hon. Mitchell H. Pally
Hon. Polly Trottenberg
Hon. Carl V. Wortendyke
Hon. Neal Zuckerman

The following members were absent:

Hon. John H. Banks, III
Hon. Charles G. Moerdler
Hon. Lawrence Schwartz
Hon. James L. Sedore, Jr.
Hon. Vincent Tessitore

Donna Evans, Chief of Staff, Jerome F. Page, General Counsel, Robert Foran, Chief Financial Officer, Board Member Andrew Albert, Board Member Norman Brown, Board Member Ira Greenberg, James Ferrara, Interim President, New York City Transit, Patrick Nowakowski, President, Long Island Rail Road, Joseph Giuliatti, President, Metro-North Railroad, Donald Spero, Acting President, Triborough Bridge and Tunnel Authority, Darryl Irick, Senior Vice President, New York City Transit Department of Buses/President, MTA Bus Company, Michael Horodniceanu, President, MTA Capital Construction, and Stephen Morello, Counselor to the Chairman, 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 Company, the Metro-North Commuter Railroad Company, the MTA Capital Construction Company, the MTA Bus Company, and the First Mutual Transportation Assurance Company.

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

1. Public Speakers

There were seven (7) 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 Metropolitan Transportation Authority 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 stating that on October 29, 2015 a new modern record was set when more than 6.2 million customers entered the subway system, which is now carrying more than six million daily customers on a regular basis. In 1994, when Chairman & CEO Prendergast was Senior Vice President of Subways, the subway system carried approximately 3.5 million customers a day. Between 2010 and 2014, it added more than 440,000 daily customers – roughly the population of cities like Miami, Florida or Raleigh, North Carolina. The MTA's Capital Program has transformed the subway system from a symbol of urban decay to today's modern, safe and vital economic engine but the challenge will be to continue maintaining and improving the 112-year old system.

Chairman and CEO Prendergast also stated that the Board will be asked to approve the Final 2016 Budget and 2016-2019 Financial Plan, which shows that by year-end, annual operating expenses will be reduced by \$1.3 billion and by 2019, annual savings are expected to reach \$1.8 billion. The savings have improved operations in the following, critically important, ways:

- Without the savings, projected fare and toll increases could not have been reduced from 7.5 percent every other year to about 4 percent every other year, or roughly two percent a year;
- Savings have helped to put a total of \$415 million a year into a "pay-go" account that could generate more than \$8 billion for projects in the 2015 to 2019 Capital Program; and
- Since 2012, the savings have enabled the MTA to add \$125 million dollars a year back into service.

Additional service-related investments are expected to grow to \$75 million a year.

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 November 18, 2015

Upon a motion duly made and seconded, the minutes of the Regular Board Meeting held on November 18, 2015 were approved.

4. Committee on Finance

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

(a) Action Items:

- Approve MTA and TBTA adoption of reimbursement resolutions to finance certain capital projects on a tax-exempt basis where other sources of funds were initially used for the expenditure;
- Approve the necessary documentation to issue new money bond anticipation notes and bonds to finance up to \$2,500 million of capital projects set forth in approved transit and commuter capital programs, \$200 million for the proposed 2015-2019 transit and commuter capital

program and to issue up to \$300 million of new money bonds to finance capital projects set forth in approved bridges and tunnels capital programs.

- Approve the necessary documentation to issue refunding bonds in accordance with the refunding policy adopted by the Board in May, 2010 and to allow for a portion of the Transportation Revenue Refunding Bonds and Dedicated Tax Fund Refunding Revenue Bonds to be issued as variable rate securities to refund bonds.

The Finance Committee also considered and voted to recommend the adoption of the MTA 2016 Final Budget and Financial Plan 2016-2019.

Copies of the staff summaries, resolutions and documents setting forth the details of the above items and the other items discussed 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 Item

Commissioner Cappelli stated that there is one (1) action item seeking Board approval of a resolution authorizing the Acting TBTA President or his designee to take all preliminary steps to revise the TBTA's toll violation enforcement regulations. 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 for this vote.

Upon a motion duly made and seconded, the Board approved the action item recommended to it by the Committee on MTA Bridges and Tunnels Operations.

Procurements

Commissioner Cappelli stated that there are three (3) procurements totaling \$3.03 million.

Non-Competitive Procurements

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

Competitive Procurements

Commissioner Cappelli stated that there are three (3) competitive procurements totaling \$3.03 million.

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

Personal Service Contracts

WSP USA Corp.	Contract No. PSC-15-2969 Provide Design and Construction Support Services for Project Nos. VN-10 and VN-89, Rehabilitation of the Anchorages and Tower Pedestals at the Verrazano-Narrows Bridge.	\$2,849,183.29
Omega Laboratories, Inc.	Contract No. PSC-15-2968X B&T is seeking a consultant to provide B&T's Right-to-Know training program, which pertains to the legal rights of its employees concerning possible exposure to	\$141,425.00

hazardous substances and workplace safety, as required by New York State Labor Law and the Federal Hazard Communication Standard.

This is a discretionary procurement. The service requirements were publicly advertised and invitation letters were sent to minority, women and small business enterprises. Three firms submitted proposals: Omega Laboratories, Inc. (Omega); Executive Safety & Health Consultants, Inc. (ESHC) and Watson & Associates, LLC (Watson). The proposals were evaluated against established criteria set forth in the RFP, including the proposer's understanding of the required training program, the firm's record of performance, qualifications of the firm, proposed personnel and cost. Accordingly, the selection committee recommended that negotiations be conducted with Omega. The recommendation was based on Omega's qualifications for the specific type of services required and its thorough understanding of the training program. Omega presented a strong track record of performance as well as qualified personnel to perform the services.

Omega submitted the most competitive cost proposal in the amount totaling \$141,475, which is 40.8% lower than the user's total estimate of \$199,175. Negotiations resulted in B&T and Omega agreeing to the negotiated amount totaling \$141,425, which is fair and reasonable.

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

Commercial Driver Training, Inc.	Contract No. PO3000001939 Provide commercial driver training courses to prepare B&T employees for the New York State, New Jersey, Connecticut and Pennsylvania State Department of Motor Vehicles (DMV) Class "A" and Class "B" Commercial Driver's License (CDL) written and road tests.	\$40,162.50
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Ratifications

Commissioner Cappelli stated that there were no ratifications.

Commissioner Albert asked when the new toll violation enforcement regulation would be implemented at All Electronic Toll locations and Mr. Spero responded in April or May, 2016.

Finally, Commissioner Cappelli stated that the Bridges and Tunnels Committee considered and voted to recommend the adoption of TBTA's 2016 Final Budget and Financial Plan 2016-2019, which will be presented to the Board with the adoption of the MTA 2016 Final Budget and Financial Plan for 2016-2019.

Commissioner Albert then asked if there would be an instruction period with variable message signs to alert motorists. Mr. Spero responded yes.

6. Governance Committee

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

- Approval for the proposed amendments to the existing MTA All Agency Code of Ethics;
- Approval for the revisions to certain existing policies of the MTA and its Agencies to comply with Public Authorities Law §2824; and
- Approval for the resolution establishing the working group for Capital Plan projects and special complex initiatives.

7. MTA 2016 Budget and Financial Plan 2016-2019

MTA Chief Financial Officer Robert Foran distributed action item materials and discussed the MTA's 2016 Budget and Financial Plan 2016-2019 ("Budget and Plan"). A motion was made to adopt the Budget and Plan. Commissioner Cappelli stated that while he supports the budget, he is concerned about the State's delay in acting on the Capital Budget as it could jeopardize operations of the MTA and its Agencies. He also stated that while the budget anticipates percentage increases to meet the cost of living, he does not personally support the rise in tolls being proportionate to the rise in fares and that there needs to be consideration of a person's ability to pay. Upon a motion duly made and seconded, the Board voted to adopt the Budget and Plan.

A copy of the staff summary setting forth the details of the above item and the MTA 2016 Budget and Financial Plan 2016-2019 adoption materials are filed with the minutes of the meeting of the Board of the Metropolitan Transportation Authority.

8. 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 collective negotiations.

9. Public Session

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

10. Adjournment

Upon a motion duly made and seconded, the Board unanimously voted to adjourn the meeting at 11:00 a.m.

Respectfully submitted,



Julia R. Christ
Acting Assistant Secretary

**Regular Board Meeting
MTA Capital Construction Company
2 Broadway
New York, NY 10004
Wednesday, December 16, 2015
10:00 AM**

The following members were present:

Hon. Thomas F. Prendergast, Chairman & CEO
Hon. Fernando Ferrer, Vice Chairman
Hon. Jonathan A. Ballan
Hon. Robert C. Bickford
Hon. Allen P. Cappelli
Hon. Jeffrey A. Kay
Hon. Susan Metzger
Hon. John J. Molloy
Hon. Mitchell H. Pally
Hon. Polly Trottenberg
Hon. Carl V. Wortendyke
Hon. Neal Zuckerman

The following members were absent:

Hon. John H. Banks, III
Hon. Charles G. Moerdler
Hon. Lawrence Schwartz
Hon. James L. Sedore, Jr.
Hon. Vincent Tessitore

Board Member Andrew Albert, Board Member Norman Brown, Board Member Ira Greenberg and Michael Horodniceanu, President, MTA Capital Construction Company also attended the meeting as did various other agency presidents and staff including: Donna Evans, Chief of Staff, MTA, Jerome F. Page, General Counsel, MTA, Robert Foran, Chief Financial Officer, MTA, James Ferrara, Interim President, NYCTA, Patrick Nowakowski, President, Long Island Rail Road, Joseph Giulietti, President, Metro-North Railroad, Donald Spero, Acting President, TBTA, Darryl Irick, SVP, NYCT DoB/President, MTA Bus Company, Stephen Morello, Counselor to the Chairman, MTA, Evan M. Eisland, Sr. Vice President, General Counsel and Secretary, MTA Capital Construction Company and David K. Cannon, Sr. Director, Chief Procurement Officer and Assistant Secretary also attended the meeting.

The Board of the Metropolitan Transportation Authority 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 Prendergast called the meeting to order.

Public Comment Period

There were seven public speakers none of whom spoke on matters concerning the MTA Capital Construction Company. The names and remarks of the speakers are noted and filed with the minutes of the Regular Meeting of the Board of the Metropolitan Transportation Authority held on December 16, 2015.

Chairman's Remarks

The Chairman's remarks are fully noted in the minutes of the Regular Meeting of the Board of the Metropolitan Transportation Authority held on December 16, 2015.

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 and the MTA Capital Construction Company held on November 18, 2015.

Committee on Finance

Procurement

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

The award of twenty-five competitively negotiated, all-agency personal services contract to provide All-Agency Technical Temporary Information Technology Services on an as-needed basis for a five year period (January 1, 2016 – December 31, 2020). Each Contract will be awarded on a zero-dollar basis and individual work assignments will be awarded through a mini-RFP competitive process among some or all firms.

A copy of the Resolution, Staff Summary and details of the above items are filed with the records of the Regular Meeting of the Board of the Metropolitan Transportation Authority held on December 16, 2015.

Committee on New York City Transit and Bus

Procurement

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

A modification to the Fulton Center Project's Enclosure contract (A-36125) in the amount of \$990,000 to provide finishes in the second floor retail lobby area and staircase in the Fulton Center.

A copy of the Resolution, Staff Summary and details of the above item is filed with the records of the Regular Meeting of the Board of the Metropolitan Transportation Authority held on December 16, 2015.

Committee on Long Island Rail Road

Procurement

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

A modification to the East Side Access Project's Traction Power Systems Package No. 4 contract (CS084) in the amount of \$1,280,000 to furnish and install power distribution equipment to receive a single Cond Edison service to feed a substation, the Yard Lead Tunnel's portal booster fans and a Central Instrument Location.

A copy of the Resolution, Staff Summary and details of the above item is filed with the records of the Regular Meeting of the Board of the Metropolitan Transportation Authority held on November 18, 2015.

Governance Committee

Action Items

Upon motion duly made and seconded, the Board:

1. Adopted the revised MTA All-Agency Code of Ethics.
2. Adopted a resolution that establishes a working group consisting of Board Members Ferrer, Metzger, Pally, Schwartz and Trottenberg to work with MTA and Agency Staff on 2015 – 2019 Capital Program Plan related projects, supporting initiatives and associated procurements.

A copy of the Staff Summary, resolution and details of the above items are filed with the records of the Regular Meeting of the Board of the Metropolitan Transportation Authority held on December 16, 2015.

MTA 2015 Budget and 2016 through 2019 Financial Plan

Robert Foran, MTA's Chief Financial Officer presented the MTA's 2016 Budget and, the 2016 through 2019 Financial Plan. A discussion among Board members followed.

Mr. Foran's and the Board member's remarks are more fully noted in the minutes of the Regular Meeting of the Board of the Metropolitan Transportation Authority held on December 16, 2015.

Upon motion duly made and seconded, the Board the approved the following Action item:

The adoption of the MTA's (inclusive of each individual MTA Agencies and the Office of the Inspector General) 2016 Budget and 2016 -2019 Financial Plan.

A copy of the Staff Summary and details of the above items are filed with the records of the Regular Meeting of the Board of the Metropolitan Transportation Authority held on December 16, 2015.

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 11:00 a.m.

Respectfully submitted,





David K. Cannon
Assistant Secretary

Staff Summary

Subject Approval of Remarketing Agents
Department Finance
Department Head Name Robert E. Foran, Chief Financial Officer
Department Head Signature 
Project Manager Name Patrick J. McCoy, Director of Finance 

Date January 27, 2016
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Comm.	1/25/16			
2	Board	1/27/16			

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

PURPOSE:

To obtain MTA and MTA Bridges and Tunnels ("TBTA") Board approval to add Mitsubishi UFJ Securities ("MUS") and Arbor Research & Trading, LLC ("Arbor") and its related alternative trading system, Clarity BidRate Alternative Trading System ("Clarity"), to the existing approved pool of variable rate remarketing agents and dealers.

BACKGROUND:

MUS is a broker/dealer affiliate of The Bank of Tokyo-Mitsubishi UFJ, Ltd. and MUFG Union Bank N.A., that is registered with the Securities and Exchange Commission (the "SEC") and subject to the rules and regulations of the Municipal Securities Rulemaking Board ("MSRB"). The Bank of Tokyo-Mitsubishi UFJ, Ltd. is the top letter of credit provider for the MTA's variable rate demand bond portfolio, providing letter of credit for \$566 million of MTA and TBTA bonds.

MUS provides fixed income and equity broker-dealer services relating to various capital markets products and services. Specifically, MUS provides municipal remarketing agent and commercial paper services.

Arbor is a broker/dealer that is registered with the SEC and subject to the rules and regulations of MSRB that is affiliated with Clarity, an electronic alternative trading system that is also registered with the SEC.

Clarity provides an electronic platform that allows registered users (generally, institutional purchasers) to submit competitive bids for variable rate securities, with allocations determined solely by the bid level. All investors receive the lowest rate at which the cumulative total of securities demanded (buyers) is equal to the total amount of securities available (sellers). Arbor administers the day-to-day operations of Clarity and performs administrative functions necessary to manage Clarity.



Staff Summary

In connection with the remarketing of variable rate securities, Arbor, Clarity and MUS are generally governed by the same rules and regulations of the SEC and the MSRB as the existing pool of remarketing agents and dealers, including the applicability of rules and regulations governing the antifraud and antimanipulation provisions of the federal securities laws and the public availability of pricing information.

RECOMMENDATION:



It is recommended that the Board approve the appointment of Arbor (Clarity), and MUS as eligible remarketing agents.

Staff Summary

Subject Qualification and Selection of Banks to Provide New Working Capital Lines of Credit, Letters of Credit, Credit Facilities and Liquidity Facilities
Department Finance
Department Head Name Robert E. Foran, Chief Financial Officer
Department Head Signature 
Project Manager Name Patrick J. McCoy, Director of Finance 

Date January 27, 2016
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Comm.	1/25	X		
2	Board	1/27	X		

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

SUMMARY:

The MTA Finance Department is seeking MTA Board and TBTA Board approval to expand its existing authorization to maintain a current list of qualified commercial banks and financial institutions maintained by MTA Finance who are willing to provide replacement credit and liquidity facilities to include the use of such list and selection process to obtain (i) new lines of credit for working capital, and (ii) new letters of credit, credit facilities or liquidity facilities for variable interest rate Bonds issued pursuant to MTA's and TBTA's bond resolution, including MTA's Transportation Revenue Bond Resolution, Dedicated Tax Fund Bond Resolution, TBTA General Revenue Bond Resolution and TBTA Subordinate Revenue Bond Resolution.

BACKGROUND:

The MTA Finance Department issued a Request for Qualifications ("RFQ") in July 2010 to assemble a qualified pool of commercial banks that in their individual capacity would be willing to provide pricing and subsequently enter into negotiations with MTA or TBTA for the replacement of previously issued credit facilities or standby bond purchase agreements for variable interest rate bonds issued by MTA and TBTA. Nine commercial banks responded to such RFQ. The MTA in September 2010 received authorization for staff to add to such qualified pool additional commercial banks and financial institutions from time to time provided that such institutions (i) have minimum long-term ratings of "A2", "A" and "A" from Moody's, Standard & Poor's and Fitch, respectively, (ii) in the case of letters of credit, credit facilities or liquidity facilities for variable interest rate Bonds, carry the highest short-term ratings of "MIG 1" from Moody's, "SP1+" or "SP1" from Standard & Poor's and "F1+" or "F1" from Fitch, respectively, and (iii) would be willing in their individual capacity to provide pricing and subsequently enter into negotiations of the necessary documents with MTA or TBTA, including reimbursement agreements, standby bond purchase agreements and revolving credit agreements, and complete any required procurement forms. Such list is periodically reviewed by the staff, and those commercial banks and financial institutions that do not meet the above criteria will be removed. The MTA Finance Department also received authorization to solicit price proposals and terms and conditions from at least three banks in the qualified pool when needed in order to select a provider using a competitive process in order to achieve the most cost effective replacement credit or liquidity facility pricing or most favorable terms and conditions.

The following is a current list of the qualified commercial banks:

Staff Summary

Bank of America	Bank of the West
Barclays	Bank of Tokyo
Bank of Montreal	Citi
Helaba Bank	JP Morgan Chase Bank
Mizuho	Morgan Stanley
PNC Bank	State Street
US Bank	Bank of New York Mellon
Royal Bank of Canada (RBC)	Sumitomo
TD Bank	Wells Fargo
Bank of China	

PURPOSE:

As part of MTA's overall preparedness and efficiency efforts and in order to provide financing flexibility, the MTA Finance Department identified a need to have an approved list of qualified commercial banks and financial institutions that would be willing to provide credit to the MTA to ensure there is sufficient on-going operating liquidity to address unanticipated or crisis events that could impact day to day operations. MTA Finance also believes it is in the best interests of the organization to have a pool of commercial banks and financial institutions ready to provide such resources to help ensure the timely procurement of new credit and/or liquidity facilities in addition to replacement facilities and to put procedures in place to solicit proposals from such pool as needed.

In the interest of achieving the most cost effective or favorable terms for each new line of credit, letter of credit, credit facility or liquidity facility, price proposals and terms and conditions will be solicited from at least three banks on the then current approved list. Such procedure will ensure a competitive process and best result for MTA or TBTA. Approval is granted to solicit pricing from at least three of the firms on the then current list of qualified commercial banks. The below procedures shall apply:

- (i) The Chief Financial Officer, or his designee, shall approve selection of at least three firms. Such determination shall take into account existing portfolio exposure to banks on the list with the goal of maintaining diversified exposure to commercial banks.
- (ii) The Chief Financial Officer, or his designee, shall select the winning facility provider. Authority is delegated to select other than the lowest cost bid for such credit or liquidity facility if such bid contains substantially better terms and conditions.

Pursuant to approved MTA and TBTA supplemental bond resolutions for new money and refunding bonds and revenue anticipation notes, MTA Authorized Officers have been authorized to execute and deliver, amend, replace or terminate any and all documents and instruments and to do and cause to be done any and all acts necessary or proper for carrying out the terms of any credit or liquidity facility or other such agreement or arrangement.

ALTERNATIVES:

Requests for Qualifications could be issued for individual transactions and providers selected from time to time as needed, however, this is an impractical process as it is more time consuming and costly than the previously described competitive selection of credit or liquidity providers from a list of qualified commercial banks and financial institutions. Alternatively, fixed rate bonds could be issued and such alternative may be exercised depending on market conditions. Finally, variable interest rate bonds could be issued with variable rate bond structures that do not require liquidity support, such as SIFMA or LIBOR index notes.

RECOMMENDATION:

Staff Summary

The MTA Board approves the form of reimbursement agreement, revolving credit agreement and standby bond purchase agreement annexed hereto and all other actions described above, including the execution and delivery of such other documents, and the taking of all other actions, from time to time deemed necessary or desirable by such MTA Authorized Officers in connection therewith.

As described above, it is recommended that authority be granted to MTA Authorized Officers to continue to compile a list of eligible banks and financial institutions from time to time in order to qualify banks who have expressed an interest in providing operating liquidity through revolving credit agreements or other loan arrangements and new credit and/or liquidity facilities if the rating and other requirements are met. It is further recommended that the Board approve the above-described procedures for selecting commercial banks and financial institutions from such list for bidding and subsequent negotiation of documents.

Staff Summary

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

Date
January 15, 2016
Vendor Name
Various
Contract Number
Various
Contract Manager Name
Various
Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance	1/25/2016	X		
2	Board	1/27/2016	X		

Internal Approvals			
Order	Approval	Order	Approval
1	Procurement <i>[Signature]</i>	3	CFO <i>[Signature]</i>
2	Legal <i>[Signature]</i>		

PURPOSE:

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

DISCUSSION:

of Actions **\$ Amount**

MTAHQ proposes to award Non-competitive procurements in the following categories: None None

MTAHQ proposes to award Competitive procurements in the following categories:

Schedules Requiring Majority Vote

Schedule G: Miscellaneous Service Contracts	1	\$ 80,365.00
Schedule H: Modification to Personal Services/Miscellaneous Service Contracts	3	\$12,801,213.00
SUBTOTAL	4	\$12,881,578.00

MTAHQ presents the following procurement actions for Ratification:

Schedule D: Ratifications (Involving Schedule A-C)	1	\$ 888,635.00
TOTAL	5	\$13,770,213.00

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

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

BOARD RESOLUTION

METROPOLITAN TRANSPORTATION AUTHORITY

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

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

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

NOW, the Board resolves as follows:

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

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

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

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

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

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

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

LIST OF PROCUREMENTS FOR BOARD APPROVAL, JANUARY 2016
COMPETITIVE PROCUREMENTS

METROPOLITAN TRANSPORTATION AUTHORITY

Procurements Requiring Majority Vote:

G. Miscellaneous Service Contracts

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

- 1. Jay Deitz & Associates, Ltd** **\$80,365.00**
As-Needed Multi-Agency Stenographic Services
Contract No. 16008-0100

Ride NYCT Contract No. 7752

MTAHQ seeks to ride NYCT's previously Board-approved, competitively negotiated miscellaneous service contract with Jay Deitz & Associates, Ltd (Deitz) for Legal Stenographic Services. MTAHQ's Department of Diversity and Civil Rights (DDCR) will utilize Deitz for a period of three (3) years from February 1, 2016 through March 12, 2019 to transcribe eligibility review meetings for firms seeking Disadvantaged Business Enterprise (DBE) certification with the MTA. The rates for these services range from a low of \$26.50 to a high of \$28.00 for appearance fees and the per page fee range from \$3.65 to \$3.80. These rates are the same rates negotiated by NYCT and are considered 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. Willdan Homeland Solutions, Inc.** **\$1,235,000** **Staff Summary Attached**
All-Agency Security and Emergency **(not-to-exceed)**
Response Training Services
Contract No. 13306-0100

Base Amount = \$1,235,000

To recommend that the Board approve an amendment to a previously Board-approved, all-agency, competitively negotiated personal services contract with Willdan, Inc. to continue delivery of Security Awareness training for NYCT Bus and MTA Bus (funded by Department of Homeland Security) and NYCT Subways, MNR, LIRR and SIRT (funded by the MTA Office of Security). This amendment includes a twenty-four month time extension from May 1, 2016 to April 30, 2018 and an additional \$1,235,000. This amendment will continue this critical training without interruption, serving as a refresher for previously trained employees, introducing new material to them, and providing training for new employees. Our personnel are the "first first responders" at any incident, on the scene as the incident is occurring, long before any Police or Fire Department responders arrive. Training them in prevention and response actions is significantly the most effective use of this type of funding. The negotiated rates established under the base agreement will remain the same and are the same rates offered to State agencies and the Federal government. Therefore, these rates are considered fair and reasonable.

METROPOLITAN TRANSPORTATION AUTHORITY
COMPETITIVE PROCUREMENTS

3. **Medgate, Inc.** **\$1,600,000** **Staff Summary Attached**
Upgrade of MTA's Occupation Health Mgmt. System **(not-to-exceed)**
Contract No. 15440-0100

Base Amount = \$404,297

To recommend that the Board approve an amendment to NYCT's previously Board-approved, competitively negotiated, miscellaneous services contract with Medgate, Inc. to provide a system upgrade to its proprietary occupational health management system (OHS) including five years maintenance & support services from February 1, 2016 through January 31, 2021 at a not-to-exceed amount of \$1,600,000 which includes a contingency of \$51,670 to cover additional work for future system interfaces that may be required over the five year period. This OHS system has been in use for nine (9) years to record medical records for Subway and Bus employees, and applicants for safety-sensitive positions. This contract will now be administered by MTABSC as part of the all agency procurement consolidation. The BSC anticipates expanding the use of this system to all the agencies. After negotiations MTA received a 60% reduction from Medgate's standard commercial price for all hardware, software and professional services from \$3,870,825 to \$1,548,330. The total five year cost shall not exceed \$1.6M and is deemed fair and reasonable.

4. **AlliedBarton Security Services, LLC** **\$9,966,213** **Staff Summary Attached**
Armed & Unarmed Guard Services **(not-to-exceed)**
Contract No. A2314/06H9503 (NYCT)

Base plus previous change orders = \$60,004,703

To recommend that the Board: (i) approve an amendment to a previously Board-approved, competitively awarded, miscellaneous service contract with AlliedBarton Security Services, LLC (Allied) to add additional funding in the amount of \$9,966,213 and extend the contract period of performance for not-to-exceed twelve months from March 1, 2016 to February 28, 2017 to continue to provide armed security guard services for NYC Transit's Division of Revenue Control at the Consolidated Revenue Facility and other locations throughout NYC, including armed security guard services for the Department of Security at designated NYC Transit locations. This amendment is required to allow sufficient time to complete a competitive RFP and allow a transition period to a new supplier(s), if required. The estimated expenditure for this extension is based on New York City (NYC) prevailing wages and is determined to be fair and reasonable.

Staff Summary

Schedule H: Modifications to Personal Service & Miscellaneous Service Contracts



Item Number:

Page 1 of 1

Vendor Name (& Location): Willdan Homeland Solutions	
Description: All-Agency Security and Emergency Response Training Services	
Contract Term (including Options, if any): May 1, 2016 to April 30, 2018	
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Procurement Type: <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	
Solicitation Type: <input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other:	
Funding Source: <input type="checkbox"/> Operating <input type="checkbox"/> Capital <input checked="" type="checkbox"/> Federal <input type="checkbox"/> Other:	
Requesting Dept/Div & Dept/Div Head Name: Security/Office of Security & R. Diaz/A. Mercogliano	

Contract Number: 13306-0100	AWO/Modification # 1
Original Amount: \$1,235,000	
Prior Modifications: \$ -	
Prior Budgetary Increases: \$ -	
Current Amount: \$1,235,000	
This Request: \$1,235,000	
% of This Request to Current Amount: 100 %	
% of Modifications (including This Request) to Original Amount: 100%	

DISCUSSION:

To recommend that the Board approve an amendment to a previously Board-approved, all-agency, competitively negotiated personal services contract with Willdan, Inc. to continue delivery of Security Awareness training for NYCT Bus and MTA Bus (funded by Department of Homeland Security) and NYCT Subways, MNR, LIRR and SIRT (funded by the MTA Office of Security).

This amendment includes a twenty-four month time extension from May 1, 2016 to April 30, 2018 and an additional \$1,235,000.

In April 2014, after the MTA issued a RFP, the Board approved a contract with Willdan for instruction of Security and Emergency Response training for MTA employees, funded by the Department of Homeland Security. The target training population is operating personnel from all agencies who could prevent an incident from occurring in the first place by learning how to identify a plot, and who would be the personnel on the scene when an incident occurs. The training is based on the "National Planning Scenarios" that are the basis of the federal training and exercise regimen. Modules have included Terrorist Tactics, Suspicious Activity Reporting, Crisis Communication, Customer Management, Improvised Explosive Devices, and Active Shooter.

All Willdan's instructors are retired NYPD (15 instructors) or FDNY (3). Besides being experienced New York City responders, all have additional expertise in terrorism. This includes counterterrorism, bomb squad, CBERN (chemical, biological, explosive, radiological, nuclear), ICS (Incident Command System), NYPD Transit Bureau, and academics (several are college instructors). Their experience and teaching ability are recognized by the MTA employees who receive the training. Many have commented on how the MTA must take the terrorism threat seriously to utilize such experienced and qualified instructors.

Because of the unique experience and skill level of the instructor cadre assembled by Willdan, the MTA wishes to extend the current competitively bid contract.

This amendment will continue this critical training without interruption, serving as a refresher for previously trained employees, introducing new material to them, and providing training for new employees. Our personnel are the "first first responders" at any incident, on the scene as the incident is occurring, long before any Police or Fire Department responders arrive. Training them in prevention and response actions is significantly the most effective use of this type of funding.

The negotiated rates established under the base agreement will remain the same and are the same rates offered to State agencies and the Federal government. Therefore, these rates are considered fair and reasonable.

Staff Summary

Schedule H: Modifications to Personal Service & Miscellaneous Service Contracts

Item Number:

Page 1 of 1

Vendor Name (& Location): Medgate, Inc.	Contract Number: 15440-0100	AWO/Modification # 1
Description: Upgrade of MTA's Occupational Health Records System (OHS)		
Contract Term (including Options, if any): January 1, 2016 to December 31, 2021	Original Amount:	\$404,297
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	Prior Modifications:	\$ -
Procurement Type: <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	Prior Budgetary Increases:	\$ -
Solicitation Type: <input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other:	Current Amount:	\$404,297
Funding Source: <input checked="" type="checkbox"/> Operating <input type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	This Request:	\$1,600,000
Requesting Dept/Div & Dept/Div Head Name: MTA IT/Sidney Gellineau/Wael Hibri	% of This Request to Current Amount:	395%
	% of Modifications (including This Request) to Original Amount:	395%

DISCUSSION:

To recommend that the Board approve an amendment to NYCT's previously Board-approved, competitively negotiated, miscellaneous services contract with Medgate, Inc. to provide a system upgrade to its proprietary occupational health management system (OHS) including five years maintenance & support services from February 1, 2016 through January 31, 2021 for a not-to-exceed amount of \$1,600,000 which includes a contingency of \$51,670 to cover additional work for future system interfaces that may be required over the five year period.

In February 2005, New York City Transit (NYCT) received Board approval for a five-year (base three years plus two one-year options) competitively negotiated miscellaneous service contracts with Medgate in the combined amount of \$404,297. This OHS system has been in use for nine (9) years to record medical records for Subway and Bus employees, and applicants for safety-sensitive positions. This contract will now be administered by MTABSC as part of the all agency procurement consolidation. The BSC anticipates expanding the use of this system to all the agencies.

Medgate interfaces with PeopleSoft in support of employment and recruitment processes and the medical assessment and drug testing programs. This information is critical to the safe operation of the agencies (NYCT, MaBSTOA, SIRTOA and MTA Bus) and welfare of our employees. This upgrade to a cloud-based Software-as-a-Service solution includes a Disaster Recovery/Continuity of Business plan and provides details on how the system integrates with existing MTA systems. After negotiations MTA received a 60% reduction from Medgate's standard commercial price for all hardware, software and professional services from \$3,870,825 to \$1,548,330. The total five year cost shall not exceed \$1.6M which includes a contingency of \$51,670 to cover additional work for future system interfaces that may be required over the five year period. Based on the above, the cost is deemed fair and reasonable

MTA Department of Diversity and Civil Rights assigned a zero goal to this contract. There are no certified MWBE firms available to perform the specialized work required for this contract. Medgate has not completed any MTA contracts; therefore, no assessment of the firm's MWDBE performance can be determined at this time.

Staff Summary

Schedule H: Modifications to Personal Service & Miscellaneous Service Contracts

Item Number:

Page 1 of 1

Vendor Name (& Location): AlliedBarton Security Services, LLC	Contract Number: A2314/06H9503 (NYCT)	AWO/Modification # 11
Description: Armed & Un-Armed Guard Services		
Contract Term (including Options, if any): April 1, 2008 to February 29, 2016	Original Amount:	\$21,885,332
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	Prior Modifications:	\$38,119,371
Procurement Type: <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	Prior Budgetary Increases:	\$38,119,371
Solicitation Type: <input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other:	Current Amount:	\$60,004,703
Funding Source: <input checked="" type="checkbox"/> Operating <input type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	This Request:	\$9,966,213
Requesting Dept/Div & Dept/Div Head Name: EVP/Div. of Revenue Control (A. Putre) & Dept. of Security (O. Monaghan)	% of This Request to Current Amount:	16.6%
	% of Modifications (including This Request) to Original Amount:	219.7%

DISCUSSION:

To recommend that the Board: (i) approve an amendment to a previously Board-approved, competitively awarded, miscellaneous service contract with AlliedBarton Security Services, LLC (Allied) to add additional funding in the amount of \$9,966,213 and extend the contract period of performance for not-to-exceed twelve months from March 1, 2016 to February 28, 2017.

In December 2007, New York City Transit (NYCT) received Board approval for the award of a three-year competitively negotiated miscellaneous contract (base three years plus two one-year options) with AlliedBarton to provide armed security guard services for NYC Transit's Division of Revenue Control at the Consolidated Revenue Facility and other locations throughout NYC, including armed security guard services for the Department of Security at designated NYC Transit locations.

This amendment is required to allow sufficient time to complete a competitive RFP and allow a transition period to a new supplier(s), if required. As part of the all-agency procurement consolidation effort, the MTA Business Service Center (BSC) will be the lead agency to competitively solicit Armed & Un-Armed Guard Services for all MTA Agencies. It is projected that the new RFP for these services will be available in 1st quarter of 2016.

The expenditure for this twelve-month extension is based on New York City (NYC) prevailing wages and is determined to be fair and reasonable.

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

LIST OF PROCUREMENTS FOR BOARD APPROVAL, JANUARY 2016
PROCUREMENTS FOR RATIFICATION

METROPOLITAN TRANSPORTATION AUTHORITY

Procurements Requiring Two-Thirds Vote:

D. Ratifications (Involving Schedules A-C)

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

- | | | |
|--|------------------|--------------------------------------|
| 1. Intergraph Corporation | \$888,635 | <u>Staff Summary Attached</u> |
| Software Maintenance for AAESP Software | (total) | |
| Contract No. 10185-0100 | | |

Base plus previous change orders = \$4,231,584

To recommend that the Board approve a multi-agency, non-competitively negotiated, miscellaneous procurement contract to Intergraph Corporation to provide proprietary software maintenance services for a period of twelve (12) months from October 1, 2015 thru September 30, 2016 at a total cost of \$888,635. The Intergraph software systems are currently installed and operational at the MTAPD Central Security Command Center, LIRR, NYCT and MNR Regional Security Command Centers. The Intergraph software is the core system that provides video surveillance, alarm monitoring and situational awareness for the MTA. This software was developed by Intergraph and they are the only company who can provide software maintenance support for their product. It is critical to have this maintenance contract in place for the agencies to continue to operate the Intergraph software. The annual cost as negotiated under the base agreement will remain the same, therefore this cost is considered fair and reasonable.

Staff Summary

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

Page 1 of 1

Item Number:

Vendor Name (& Location): Intergraph Corporation	Contract Number: 10185-0100	Renewal? Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>
Description: Software Maintenance for the Intergraph AAESP Software	Total Amount: \$888,635	
Contract Term (including Options, if any): October 1, 2015 thru September 30, 2016	Funding Source: <input checked="" type="checkbox"/> Operating <input type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	Requesting Dept/Div & Dept/Div Head Name: MTA IT Security, Tariq Habib	
Procurement Type: <input type="checkbox"/> Competitive <input checked="" type="checkbox"/> Non-competitive	Contract Manager: Elissa Stewart	
Solicitation Type: <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Modification		

DISCUSSION:

To recommend that the Board approve a multi-agency, non-competitively negotiated, miscellaneous procurement contract to Intergraph Corporation to provide proprietary software maintenance services for a period of twelve (12) months from October 1, 2015 thru September 30, 2016 at a total cost of \$888,635.

The Intergraph software systems are currently installed and operational at the MTAPD Central Security Command Center, LIRR, NYCT and MNR Regional Security Command Centers. The Intergraph software is the core system that provides video surveillance, alarm monitoring and situational awareness for the MTA. The Intergraph software can display LIRR, MNR, NYCT and MTAPD cameras and alarms across the agencies for one common operational picture which allows security staff to assess security incidents. This software was developed by Intergraph and they are the only company who can provide software maintenance support for their product. It is critical to have this maintenance contract in place for the agencies to continue to operate the Intergraph software.

As background, it should be noted that in 2012, the MTAPD received Board approval for renewal of a software maintenance contract with Tiburon. The staff summary included a statement that it was MTAPD's intention to migrate from Tiburon to Intergraph's software Public Safety Software. The Intergraph Public Safety software is included as part of this software maintenance contract.

The migration project from Tiburon to Intergraph was delayed primarily due to the urgency and impact of the MTAHQ Madison Avenue move projects. The Madison Avenue move required three major projects for MTAPD which included moving the 345 Madison 10th Floor MTAPD Data center to the Long Island City EOC, building a Backup Data Center at a new site and moving approximately 80 employees to the new site. After many negotiations, the new site was selected to be 420 Lexington Avenue. The MTAPD move projects have been completed and MTA IT in coordination with MTAPD, have begun to revisit the Tiburon to Intergraph migration project.

The annual cost as negotiated under the base agreement will remain the same, therefore this cost is considered fair and reasonable.

JANUARY 2016
MTA REAL ESTATE
LIST OF REAL ESTATE ACTION ITEMS FOR BOARD APPROVAL

MTA METRO-NORTH RAILROAD

Acquisition of Property from Sleepy Hollow Local Development Corporation on the Hudson Line in Sleepy Hollow, NY

Long term sublease with Hudson Valley Writers' Center, Inc. for the Philipse Manor Station Building in Sleepy Hollow, NY

Lease with LB GCT, LLC dba The Little Beet for a takeout food operation in Retail Space LC-07 at Grand Central Terminal


MTA BRIDGES & TUNNELS

License Agreement with New York SMSA ("Verizon") for wireless telecommunications facilities in B&T's Queens Midtown Tunnel and Hugh L. Carey Tunnel

MTA NEW YORK CITY TRANSIT


Acquisition of property from Hyatt Equities, LLC, to enable expansion of mezzanine at NYCT's Grand Central Station

Staff Summary

Subject PROPERTY ACQUISITION
Department REAL ESTATE
Department Head Name JEFFREY B. ROSEN
Department Head Signature 
Project Manager Name CAROLE BRYDEN AUGRIS

Date JANUARY 25, 2016
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref. #

Board Action					
Order	To	Date	Approval	Info	Other
1	MNR Committee	1/25/16		x	
2	Finance Committee	1/25/16	X		
3	Board	1/27/16	x		

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

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

SELLER/GRANTOR: Sleepy Hollow Local Development Corporation ("SHLDC")

LOCATION: Village of Sleepy Hollow, Westchester County, Hudson Line

ACTIVITY: Acquisition of land, permanent access easement and interim license

ACTION REQUESTED: Approval of terms

PROPERTY: (1) Track Area – 61,000± sq. ft. (2 full sidetracks, 1 partial 3rd sidetrack, 3 turnouts, a retaining wall and a galvanized metal walkway)
(2) Easement Area – 10,950± sq. ft. (ingress/egress for Track Area)
(3) Car Loading Area – 49,650± sq. ft. (6 sidetracks)

PURCHASE PRICE: \$1,573,155

INTERIM COMPENSATION: \$157,316.00 per annum for combined Track and Easement Areas, continuing month-to-month from December 22, 2014 until closing, to be credited against such Purchase Price
\$109,744.00 one-time payment, for use of Car Loading Area from December 22, 2014 to November 17, 2015

COMMENTS:

For many years, General Motors ("GM") operated a car manufacturing facility at the subject location, north of the Tappan Zee Bridge. After GM closed its facility in 1996, the riverfront portion of its property, abutting the west side of Metro-North's Hudson Line, was sold and a mixed-use residential/commercial development was built there. The subject Property adjoins the east side of the Hudson Line right-of-way, across from such riverfront site, and is part of a larger, 29± acre site that was conveyed to SHLDC in December 2014.

GM had tacitly allowed Metro-North to continue to use the Property after GM ceased operations in 1996. However, after it acquired title to the Property in December 2014, SHLDC demanded that Metro-North enter into an agreement to pay for its past and future use of the Property.

MNR's use of the Car Loading Area ended as of November 17, 2015. However, Metro-North needs the Track Area and the associated Easement Area to park equipment (clear of its Hudson Line tracks) for the staging of construction and

Staff Summary

FINANCE COMMITTEE MEETING

Subject (Cont'd.)

maintenance work in the mid-Hudson area. Ongoing use of the Property will be particularly critical to the Sandy Remediation Project over the next few years.

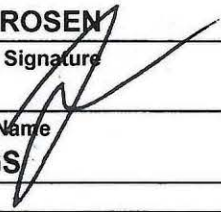
SHLDC has agreed to convey its fee interest in the Track Area to Metro-North, along with a permanent ingress/egress easement across the Easement Area. To facilitate Metro-North's ongoing use of the Property, the parties have agreed to enter into an interim license agreement providing for interim payments at the above-stated rate to be applied toward the Purchase Price at closing. The above-stated one-time fee has been negotiated to compensate SHLDC for past use of the Car Loading Area back to the date SHDLC acquired the fee interest in that parcel, which will be excluded from the license and purchase. The Purchase Price and such interim compensation are consistent with an independent appraisal that has been obtained by MTA Real Estate.

The purchase will be subject to satisfactory completion of additional due diligence by Metro-North with respect to sub-surface conditions. The purchase of this Property is exempt from SEQRA under section 1266(11) of the Public Authorities Law, as it involves an expansion of an existing transportation use on a contiguous property of less than 10 acres.

Based on the foregoing, MTA Real Estate requests authorization to acquire the Track Area and above-described easement and to enter into the above-described license agreement on the terms and conditions described above.


Staff Summary



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

Date JANUARY 25, 2016
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref. #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	1/25/16	X		
2	Board	1/27/16	X		

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

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

SUB-LESSEE: The Hudson Valley Writers' Center, Inc. ("HVWC")

LOCATION: Philipse Manor Station on Metro-North's Hudson Line

ACTIVITY: Long-term triple net sublease with contingent purchase option

ACTION REQUESTED: Approval of terms

TERM: 258 years, to expire February 27, 2274, unless purchase option is exercised sooner

PREMISES: Entire building containing approximately 1,150± sq. ft. (the "Building"), and underlying land comprising approximately 6,395± sq. ft. (the "Land")

PRE-PAID RENT: \$100,000, payable in 20 equal quarterly installments

COMMENTS:

HVWC currently occupies the Land and Building (collectively, the "Property") as MTA's tenant under a net sublease dated December 1, 1993 (the "HVWC Sublease"). The HVWC Sublease is subject to the terms of the MTA's lease with Midtown Trackage Ventures LLC, successor-in-interest to American Premier Underwriters, Inc. and Owasco River Railway, which was amended and restated as of April 8, 1994 (the "Harlem Hudson Lease").

The HVWC Sublease required HVWC to undertake restoration of the Building, including certain base building work as well as tenant fit-out, in consideration of which HVWC received a full rent abatement through August, 2014. Commencing on September 1, 2014, HVAC was required to begin to pay annual rent to MTA of \$18,546, with 3% escalations each year through the remaining term of the HVWC Lease, which is scheduled to expire at the end of 2020.

HVWC has already expended approximately \$800,000 in restoring and maintaining the Building, but has learned that there is a current need to expend an additional \$130,000 to make structural repairs that were not contemplated when the HVWC Lease was entered into and which HVWC is not in a position to undertake and pay for without additional rent relief and/or an extension of the term of the HVWC Sublease.

Since the HVWC Lease was entered into, Metro-North has relocated the pedestrian overpass at Philipse Manor and removed infrastructure from the Building, so that Metro-North now no longer requires the use of any part of the inside of the Building and requires only the right to maintain lights affixed to the Building's façade and public access over the Land to the outbound platform.

Staff Summary

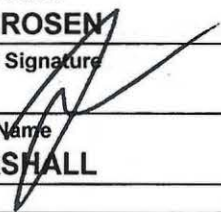
FINANCE COMMITTEE MEETING Philipse Manor Station (Cont'd.)

Accordingly, in furtherance of the net-leasing program that MTA Real Estate and Metro-North have developed for station buildings along the Harlem and Hudson lines that are no longer required by Metro-North for railroad purposes, MTA issued a request for proposals ("RFP") seeking proposals for the long-term triple-net subletting of the Philipse Manor Station Building subject to the HVWC Sublease. The RFP contemplated that the sublessee would have the option to convert its subleasehold interest to fee ownership when and if MTA exercises its purchase option under the Harlem Hudson Lease.

HVWC was the only respondent to the RFP. Their proposed compensation is consistent with the fair market value of the Property as determined by MTA Real Estate's independent appraiser, taking into account the aforementioned need for structural repairs, the Building's status as an historic property subject to regulation by the State Historic Preservation Officer and the Property's limited commercial value due to, among other reasons, its isolation and lack of space for parking.



Based on the foregoing, MTA Real Estate requests authorization to enter into a new sublease with HVWC on the terms described above that will terminate and replace the existing HVWC Sublease.

Staff Summary

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

Date JANUARY 25, 2016
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref. #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	1/25/16	X		
2	Board	1/27/16	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: LB GCT, LLC dba The Little Beet, a subsidiary of Aurify Brands, LLC ("Aurify")

LOCATION: Retail Space LC-07 plus Storage Space LCS-1A/1B

ACTIVITY: A fast casual food operation selling tenant prepared menu items featuring seasonal vegetables, cold pressed juices, grain bowls and salads for breakfast, lunch and dinner

ACTION REQUESTED: Approval of terms

TERM: 10 years

SPACE: Approximately 680 square feet plus approximately 320 square feet for storage

COMPENSATION: Annual Base Rent plus 10% of gross sales over Breakpoint, as follows:

Year	Annual Base Rent	PSF	Breakpoint
1	\$350,000.00	\$ 514.70	\$3,500,000.00
2	\$360,500.00	\$ 530.14	\$3,605,000.00
3	\$371,315.00	\$ 546.05	\$3,713,150.00
4	\$382,454.00	\$ 562.43	\$3,824,540.00
5	\$393,928.00	\$ 579.30	\$3,939,280.00
6	\$405,746.00	\$596.68	\$4,057,460.00
7	\$417,918.00	\$614.58	\$4,179,180.00
8	\$430,456.00	\$633.02	\$4,304,560.00
9	\$443,370.00	\$652.01	\$4,433,700.00
10	\$456,671.00	\$671.57	\$4,566,710.00

STORAGE RENT: \$87.00 per sq. ft. per year increasing annually by 3%

MARKETING: \$11.00 per sq. ft. per year, increasing annually by 3%

TRASH: \$19.54 per sq. ft. per year, increasing annually by 3%

COMMON AREA MAINTENANCE: Estimated at \$110.58 per square foot, increasing annually by 3%

Staff Summary

FINANCE COMMITTEE MEETING LB GCT, LLC dba The Little Beet (Cont'd)

Page 2 of 3

SECURITY:	3 months minimum rent plus a guaranty from Aurify Brands, LLC (limited to 6 months' rent after vacating of premises)
INSURANCE:	Standard
CONSTRUCTION PERIOD:	90 days

COMMENTS:

In response to a recent MTA Request for Proposals ("RFP") for Retail Space LC-07, Grand Central Terminal, eight proposals were received. The proposals were received from The Little Beet, Wok Chi, Thai Toon Fusion, Root & Bone, Ellary's Greens, Just Salad, Feng Shui, and HIG/Yong Kang Street.

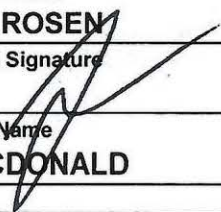
Per the Guidelines for Selection of Tenants for Grand Central Terminal approved by the MTA Board in November 2009, and amended in March 2014, such proposals were independently evaluated by Newmark Grubb Knight Frank and Jones Lang LaSalle, and subsequently evaluated by the Director of GCT Development. When evaluating the proposals, two evaluation criteria were taken into account. Selection Criterion A, which accounts for 70% of the score, is designed to reflect the direct economic value of a proposal. Selection Criterion B, which accounts for 30% of the score, is the evaluator's determination of a proposal's indirect economic benefit to the MTA. The Director of GCT Development's evaluation assigned The Little Beet the highest Total Selection Criteria Score, but, because Wok Chi offered a higher guaranteed minimum rent a selection committee was convened.

The three-person selection committee reviewed and scored the eight proposals, and unanimously assigned The Little Beet both the highest Selection Criterion B Score and the highest Total Selection Criteria Score. Their averaged scoring is reflected in the annexed chart. The rent to be paid by The Little Beet is higher than the estimated fair market rental value of the subject space as determined by Newmark Grubb Knight Frank.

The Little Beet seeks to raise the bar in the fast casual food industry. Its menu items are made from ingredients that are gluten, antibiotic and hormone free, locally sourced, seasonal and, as often as possible, unprocessed. Unlike Wok Chi, which only operates a single US location in Florida, the co-CEOs of Aurify, John Rigos and Andy Stern, are highly experienced operators in the restaurant/hospitality industry. Between them they have owned, developed and operated 48 different stores across six brands, and Aurify currently operates more than twenty restaurants in NYC, including three highly successful Little Beets.



Based on the foregoing, MTA Real Estate requests authorization to enter into a lease agreement with LB GCT, LLC dba The Little Beet on the above-described terms and conditions.

Staff Summary

Subject LICENSE AGREEMENTS FOR WIRELESS
Department REAL ESTATE
Department Head Name JEFFREY B. ROSEN
Department Head Signature 
Project Manager Name GEORGE MCDONALD

Date JANUARY 25, 2016
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref. #

Board Action					
Order	To	Date	Approval	Info	Other
1	P/RE Committee	01/25/16	X		
2	Board	01/27/16	X		

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

AGENCY: MTA Bridges and Tunnels ("B&T")

LICENSOR: New York SMSA Limited Partnership d/b/a Verizon Wireless ("Verizon")

LOCATION: Queens Midtown Tunnel ("QMT") and Hugh L. Carey Tunnel ("HLCT")

ACTIVITY: Exclusive licenses to install, operate and maintain new wireless telecommunications facilities, with the right to sublicense use of such facilities to wireless carriers, along with the procurement, installation and maintenance of new radio systems to be used exclusively by B&T.

ACTION REQUESTED: Approval of terms

TERM: 20 years, commencing February 1, 2016

COMPENSATION: **One-time initial payment:**
 QMT: \$562,000.00
 HLCT: \$187,500.00
Licensee's annual license fees:
 QMT: \$138,000.00 for the first License Year (with annual increases greater of CPI or 3%)
 HLCT: \$46,000.00 for the first License Year (with annual increases greater of CPI or 3%)
Annual fees for each major wireless carrier sublicensee:
 QMT: The greater of \$178,000.00 (with 3% annual increases) for each sublicensed wireless carrier for the first license year, or 50% share of licensee's revenue to Verizon.
 HLCT: The greater of \$118,000.00 (with 3% annual increases) for each sublicensed wireless carrier for the first license year, or 50% share of licensee's revenue to Verizon.
Annual fees for non-major wireless carrier licensees:
 50% of licensee's revenue
MTA B&T Radio System
 Licensee is to procure, install and maintain a new radio system for the exclusive use of B&T at no cost to B&T.

Staff Summary



Metropolitan Transportation Authority

FINANCE COMMITTEE MEETING LB GCT, LLC dba The Little Beet (Cont'd.)

Page 3 of 3

Grand Central Terminal Retail Leasing Evaluation Sheet Evaluator: SELECTION COMMITTEE

Space: LC-07 (currently Feng Shui)
Date: December 15, 2015

	A	B	C	D	E	F	G	H	I	J
PROPOSER	<u>Unadjusted Guaranteed Rent Amount</u>	<u>Guaranteed Rent Adjustment Factor^a</u>	<u>Adjusted Guaranteed Rent Amount (A x B)</u>	<u>Unadjusted Percentage Rent Amount</u>	<u>Percentage Rent Adjustment Factor^{**}</u>	<u>Adjusted Percentage Rent Amount (D x E)</u>	<u>Adjusted Total Rent Amount (C + F)</u>	<u>Selection Criterion A Score *** (0-70)</u>	<u>Selection Criterion B Score (0-30)</u>	<u>Total Selection Criterion Score (H + I)</u>
Wok Chi	\$3,252,652	1.0	\$3,252,652	\$91,368	-		\$3,252,652	70	16.6	86.6
The Little Beet	\$2,911,581	1.0	\$2,911,581	\$415,940	-		\$2,911,581	62.7	26.6	89.3
Thai Toon Fusion	\$2,827,167	1.0	\$2,827,167	-	-		\$2,827,167	60.8	10.6	71.4
Root & Bone	\$2,752,136	1.0	\$2,752,136	\$364,707	-		\$2,752,136	59.2	22.0	81.2
Ellary's Greens	\$2,341,236	1.0	\$2,341,236	-	-		\$2,341,236	50.4	20	70.4
Just Salad	\$2,274,028	1.0	\$2,274,028	\$632,387	.50	\$316,193	\$2,590,221	55.7	18.3	74.0
Feng Shui	\$2,203,389	1.0	\$2,203,389	-	-		\$2,203,389	47.4	10.6	58.0
HIG/ Yong Kang Street	\$2,182,621	1.0	\$2,182,621	\$184,976	-		\$2,182,621	47.0	13.3	60.3

Staff Summary

FINANCE COMMITTEE MEETING

New York SMSA Limited Partnership d/b/a Verizon Wireless ("Verizon") (Cont'd.)



Metropolitan Transportation Authority

Page 2 of 2

COMMENTS:

Under an existing agreement with B&T, Verizon currently owns, operates and maintains the wireless systems in the QMT and HLCT. The systems currently support Verizon's operations, and also those of AT&T, Sprint and T-Mobile as sublicensees. The system further supports B&T's radio system, as well as NYPD, FDNY and EMS communication systems.

On behalf of B&T, in 2014 Real Estate issued a Request for Proposals ("RFP") for a new 20-year license to provide the wireless services systems in the QMT and HLCT, to provide a new and upgraded B&T radio system in the tunnels, and to provide for the maintenance of such systems throughout the term. In response to the RFP, Real Estate received proposals from Verizon, New Cingular Wireless PCS, LLC ("AT&T") and Transit Wireless. Meetings between B&T and the proposers were held to discuss the proposals and to further clarify B&T's requirements. Subsequent requests for best and final offers ("BAFOs") were then solicited and received from the proposers.

A summary of the final financial proposals is shown below:

	<u>Verizon</u>	<u>AT&T</u>	<u>Transit Wireless*</u>
One-Time up-front payment:	\$.75M	N/A	N/A
Guaranteed license fees from Licensee PV @ 5%	\$2.94M	\$4.57M	N/A
Minimum fees from Sublicenses PV @ 5%	\$14.18M	\$13.71M	\$2.13M
Rev Share from Sublicenses PV @ 9%	\$1.66M	N/A	\$10.39M
B&T Radio System Avoided Maintenance PV @ 5%	\$.8M	N/A	N/A
Totals:	\$20.33M	\$18.28M	\$12.52M

*Represents higher of Transit Wireless's 2 alternative offers.

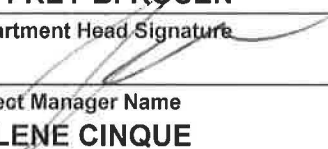
B&T's estimated cost for the selected proposer to furnish and install the required B&T radio system is \$7.2M. B&T's estimated annual cost to maintain the system starts at \$42,000 in Year 1, increasing by 5% per annum.

Verizon and AT&T each agreed to comply with B&T's technical specifications and operational requirements, and to purchase and install B&T's new radio system. However, while Verizon agreed to maintain the system throughout the term, AT&T and Transit Wireless did not. Transit Wireless also agreed to purchase and install the new radio system, but declined to meet certain mandatory B&T technical and operational requirements.

Verizon is the incumbent licensee for provision of wireless services in the tunnels (with existing sublicensees with the other major carriers), so the transition to a new agreement and upgrade of the systems should be relatively smooth.

Based on the foregoing, MTA Real Estate requests authorization to enter into separate license agreements with Verizon for the QMT and HLCT tunnels on the above-described terms and conditions.

Staff Summary

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

Date JANUARY 25, 2016
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref. #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	1/25/16	X		
2	Board	1/27/16	X		

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

AGENCY: New York City Transit ("NYCT")

PROPERTY: Basement and street-level areas of the Grand Hyatt Hotel, located at 109 E. 42nd Street, New York, New York, a/k/a Manhattan Block 1280, Lot 30 (the "Property"), adjacent to NYCT's Lexington Ave. Line / Grand Central-42nd Street station.

OWNER: New York State Empire State Development Corporation ("ESD")

LESSEE: Hyatt Equities, L.L.C. ("Hyatt")

ACTION REQUESTED: Authorization to (1) enter into an agreement with Hyatt to provide for reimbursement by NYCT of Hyatt's reasonable expenses relating to NYCT's proposed acquisition of interests in the Property and (2) commence preliminary steps to acquire such interests, in accordance with the attached Board resolution.

COMMENTS:

In order to improve passenger circulation on, to and from the mezzanine level of the Grand Central subway station, NYCT has designed a series of projects that would open additional space on the mezzanine, add stairs from such mezzanine to each Lexington Avenue Line platform and widen one of the station's stairways, which exits onto Lexington Avenue near 42nd Street by incorporating space that currently comprises part of the basement of the Grand Hyatt Hotel (the "Projects"). The areas to be affected by the Projects are delineated on the attached station map.

To carry out the Projects, permanent and temporary interests in portions of the Grand Hyatt basement and certain ground floor retail space will need to be acquired from Hyatt, which operates the hotel under a long-term lease from ESD, as well as from ESD, as fee owner, and from the City of New York (the "City"), to which ESD's fee title will revert upon the expiration of such lease in 2077. Funds for such acquisitions have been provided for in the MTA's 2015-2019 Capital Program, while it has now been determined that the improvements themselves will be funded (and in large part performed) by SL Green Realty Corporation ("SLG"), in consideration of the special permit SLG has received from the City in connection with SLG's 1 Vanderbilt development project.

Staff Summary

FINANCE COMMITTEE MEETING Hyatt Equities, L.L.C. (Cont'd.)

Hyatt Reimbursement Agreement

In order to facilitate planning for the Projects and secure the close coordination with Hyatt that will be needed to implement the Projects and mitigate impacts to the hotel and to subway station operations that could occur in the absence of a cooperative arrangement, the parties propose to enter into an agreement whereby Hyatt will be reimbursed for its reasonable and necessary expenses in retaining (a) architects, engineers and other professionals to review, comment on and otherwise help develop plans for the Projects and (b) legal professionals to negotiate and assist in drafting implementing agreements. SLG will be responsible for reimbursing Hyatt for such expenses insofar as they relate to utility relocations and certain structural work, while NYCT will be responsible for reimbursing Hyatt for such expenses insofar as they relate to property acquisitions.

Property Acquisitions

When the property acquisition requirements for the Projects have been ascertained with sufficient certainty, MTA Real Estate will endeavor to acquire the required interests through negotiated agreements. However, if agreement cannot be reached with Hyatt, MTA may be compelled to acquire some or all of such interests from Hyatt through eminent domain. Consequently, MTA Real Estate hereby requests authorization to begin taking preliminary steps, including holding a public hearing under the Eminent Domain Procedure Law, in order to lessen the potential for future delays to the Projects. If a negotiated agreement for Hyatt's property interests is reached prior to the filing of condemnation papers with the court, the terms of such agreement will be presented to the Finance Committee and Board for approval.

BOARD RESOLUTION

WHEREAS, pedestrian circulation improvements in the Lexington Avenue Subway Line's Grand Central – 42nd Street Station are needed (the "Project");

WHEREAS, the Project will require permanent and temporary acquisitions of basement and street-level areas of the Grand Hyatt Hotel, located at 109 E. 42nd Street, New York, New York (a/k/a Manhattan Block 1280, Lot 30) (the "Property");

WHEREAS, MTA Real Estate will seek to reach agreement to acquire the required property interests from the Property's long-term tenant, Hyatt Equities, L.L.C. ("Hyatt"), and the Property's owners, the New York State Empire State Development Corporation ("ESD") and the City of New York ("City") through negotiated agreements;

WHEREAS, if such a negotiated agreement cannot be concluded in a timely manner and at a reasonable price with Hyatt, acquisition of Hyatt's interests in the portions of the Property needed for the Project by means of eminent domain may be required.

NOW, THEREFORE BE IT

RESOLVED, that in accordance with the Eminent Domain Procedure Law and Section 1267 of the Public Authorities Law, the Chairman or designated staff member is authorized to proceed with the acquisition by negotiated agreement (subject to further approval by the Finance Committee and Board of MTA of the material economic terms of such agreement) or eminent domain of permanent and temporary interests in the portions of the Property that are needed for the Project and to schedule and undertake such preliminary steps, including holding a public hearing, as may be required under the Eminent Domain Procedure Law in connection with such acquisitions.

This Resolution shall take effect immediately upon its adoption.

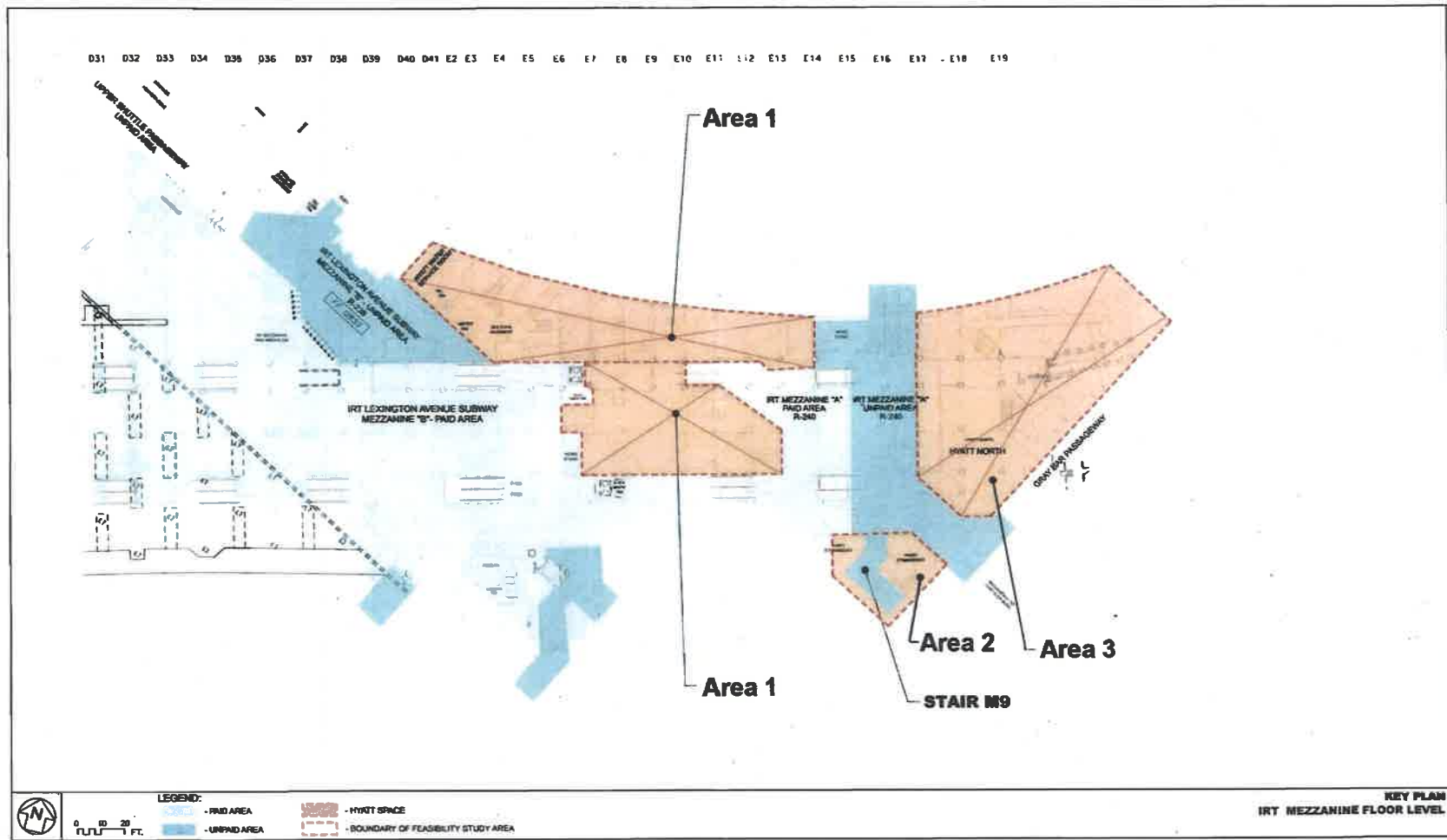


Figure No. 2

MAY 22, 2013

STATION ACCESS CHANGES

Station Access Changes at 7th Avenue
F G and Borough Hall **4 5** Stations in Brooklyn

Service Issue

To improve customer service at the 7th Avenue **F G** and the Borough Hall **4 5** stations in Brooklyn, it is recommended to reconfigure mezzanine layouts and fare control lines. The reconfigurations would feature more turnstiles at key locations which would eliminate congestion and improve customer flow and convenience. While the reconfigurations would improve fare control capacity at both ends of the mezzanines, it would eliminate free-zone access across the mezzanines, thereby restricting customer access to a staffed station agent booth to only one side of the station mezzanine. At the 7th Avenue station, it is proposed to shift the token booth from the center of a long mezzanine (where it serves virtually no customers) to the 7th Avenue end of the station, where it would directly serve 65% of the station's passengers).

A formal public hearing was held on November 12th, 2015. A total of 22 comments were received at the hearing or via mail and e-mail. Between the two stations, nine of those comments supported the changes, six comments opposed the access changes and seven comments addressed other issues - mainly the need for ADA accessibility.

Recommendation

The MTA Board should approve the proposed access changes as described herein.

Budget Impact

At the 7th Avenue station, implementation of the reconfiguration will cost approximately \$400,000. This includes shifting and expanding the turnstile arrays, relocation of the station agent booth and modification of CCTV cameras. There would be a small decrease in annual operating costs since 18,000 square feet of mezzanine area, currently open for passenger circulation, would be closed off from passenger use.

At the Borough Hall station, implementation of the access change would be part of an overall station renewal capital project. There would be no impact on annual operating cost.

Proposed Implementation Date

The improvements at the 7th Avenue **F G** station would be implemented in 2016. The capital project at the Borough Hall **4 5** station is scheduled to start construction in late 2016.

Staff Summary



Subject	Station Access Changes at Two Stations in Brooklyn
Department	Operations Planning
Department Head Name	Peter G. Cafiero
Department Head Signature	
Project Manager Name	David Haase

Date	January 4, 2016
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	Chairman		X		
3	Board		X		

Internal Approvals			
Order	Approval	Order	Approval
8	President	4	VP General Counsel 1-8-16
7	Executive VP 1/12/16	3	Director OMB
6	SVP Subways	2	VP GCR 1/13/16
5	VP Corp. Comm. 1-11-16	1	Chief OP 1/14/16

Purpose

To obtain MTA Board approval of station access changes at the 7th Avenue **F** **G** station and the Borough Hall **4** **5** station, both in Brooklyn.

Discussion

Station access changes are proposed at the 7th Avenue **F** **G** station in Park Slope, Brooklyn and at the Borough Hall **4** **5** station in downtown Brooklyn. These changes would reconfigure mezzanine layouts and expand and re-position turnstile arrays to improve customer flow and convenience. While the reconfigurations would eliminate turnstile congestion at both ends of the mezzanines, it would eliminate free-zone access across the mezzanines and restrict customer access to the staffed station agent booth at only one side of the station mezzanine. Passengers entering at the unstaffed end would still be able to fully access all platforms, purchase or refill MetroCards at fare vending machines and speak to the station agent via a help point intercom. However, these passengers would have to walk at street level to the other side of the station if they need to access the station agent.

7th Avenue **F **G** Station**

Attachment I indicates both the existing and proposed station layouts. Currently passengers entering the station mezzanine at either the 7th Avenue or 8th Avenue ends of the station can walk almost 400 feet to access the station agent booth in the middle of the mezzanine. The agent at this location has extremely limited sightlines and serves a small portion of passengers because the agent is so remote from paths of direct station access. Virtually all passengers use high entry exit turnstiles at the 7th or 8th Avenue ends of the station and go directly down to the platforms.

It is proposed to relocate the station agent booth to the 7th Avenue end of the station, which is used by 65% of the station's ridership. The free-zone passageways, which are about 550 feet end-to-end, would be closed. Free-zone area would be limited to only the ends of the mezzanine at 7th and 8th Avenues. With the center of mezzanine closed to passengers, the existing center platform stairs would be converted to emergency-exit only.

Passengers entering the station at 8th Avenue would no longer have free-zone access at mezzanine level to reach the station agent; they would have to walk a total of 870 feet at street level to enter the station at 7th Avenue. This would be 510 feet longer than the current access to the booth in the center of the mezzanine. However, 8th Avenue passengers would have improved access to platforms because of more turnstiles located in more convenient locations. There would also be MetroCard vending machines, a help point intercom (to speak with the station agent) and CCTV cameras.

At the 7th Avenue end of the mezzanine, turnstile capacity would be greatly increased, including installation of low turnstiles. The station agent booth would be shifted to this end of the mezzanine, eliminating a walk of 420 feet to the center of the mezzanine for any 7th Avenue customer needing booth services. As noted earlier, 65% of the station's ridership enters or exits to 7th Avenue.

Based on spot checks during morning peak and evening peak periods, as well as mid-day, passenger use of the center mezzanine area proposed to be closed off was 3% of total passenger moves, which are concentrated at the ends of the mezzanine where the street stairs are. Furthermore, the vast majority of these center mezzanine moves were simply exit moves using the center platform stairs. During the three hours of spot observation, there were a total of seven passengers who entered at 8th Avenue and walked to the station agent booth; during the same three hours there were approximately 7,700 passenger moves throughout the entire station.

A total of 10 comments were received from the public focusing specifically on the proposed 7th Avenue station access changes. Five of the comments supported the reconfiguration. Five were opposed, however some of those opposed were mainly focused on getting NYCT to make the 7th Avenue station ADA accessible.

Borough Hall 4 5 Station

The center mezzanine over the Lexington line 4 5 platforms at Borough Hall station in downtown Brooklyn has street stairs on both the north and south sides of Joralemon Street. There are three overpasses connecting the north and south sides of the mezzanine, with the center overpass currently free-zone. This free-zone overpass allows customers who have entered on the northside of Joralemon Street to access the station agent in the booth on the southside of the mezzanine. It is proposed to convert the free-zone overpass to paid-zone to allow for expanded fare control lines on both the north and south sides of Joralemon St. Passengers on the northside of Joralemon Street who need to access the station agent would have to cross Joralemon Street at street-level and enter the station on the southside. See attachment 2.

It is proposed to convert the center free-zone overpass to paid-zone so there will be sufficient space to install more turnstiles to serve the southside mezzanine. Currently there is room for only two low turnstiles at one platform stair and three turnstiles at the other stair. This is insufficient capacity and there is frequently congestion. Converting the center overpass to a paid-zone will create enough space to relocate turnstiles and add more of them. This reconfiguration will also allow for more turnstiles to serve the northside mezzanine.

Ridership is split almost equally between the north and southsides of the mezzanine - 52% of the center mezzanine's ridership uses the northside and 48% uses the southside. Passengers on the northside of Joralemon Street would have to walk about 80 feet across Joralemon to enter the station on the south-side to access the station agent. However, passengers on the northside will have improved access to all platforms because the northside control lines will also be improved - high wheel turnstiles will be replaced by low turnstiles, greatly expanding fare control capacity and eliminating existing congestion. There will continue to be Metrocard vending machines on the northside, as well as a help point intercom and CCTV coverage.

A total of five comments were received from the public focusing on the proposed access changes at Borough Hall station. Four of the comments supported the changes and one comment was in opposition.

Recommendation

The MTA Board approve the proposed station access changes at the 7th Avenue **F** **G** and Borough Hall **4** **5** stations in Brooklyn.

Alternative to the Proposed Service Change

7th Avenue Station

Add additional turnstiles but leave the station agent booth in the center of the mezzanine.

While the booth would be accessible at mezzanine level to both ends of the station, it would remain isolated from virtually all customers.

Add additional turnstiles and shift the booth to 7th Avenue, but leave open the mezzanine between 8th and 7th Avenues.

This would create a free-zone passageway that would be 620 feet long and would have minimal use.

Staff Summary

Borough Hall Station

Maintain the center overpass as a free-zone passageway.

The fare control lines of the northside of the mezzanine could be improved somewhat. However, on the southside of the mezzanine, there would be insufficient space to cleanly add turnstiles and fare control would remain inadequate and congested.

Budget Impact

At the 7th Avenue station, implementation of the reconfiguration will cost approximately \$400,000. This includes shifting and expanding the turnstile arrays, relocation of the station agent booth and modification of CCTV cameras. There would be a small decrease in annual operating costs since 18,000 square feet of mezzanine area, currently open for passenger circulation, would be closed off from passenger use.

At the Borough Hall station, implementation of the access change would be part of an overall station renewal capital project. There would be no impact on annual operating cost.

Proposed Implementation Date

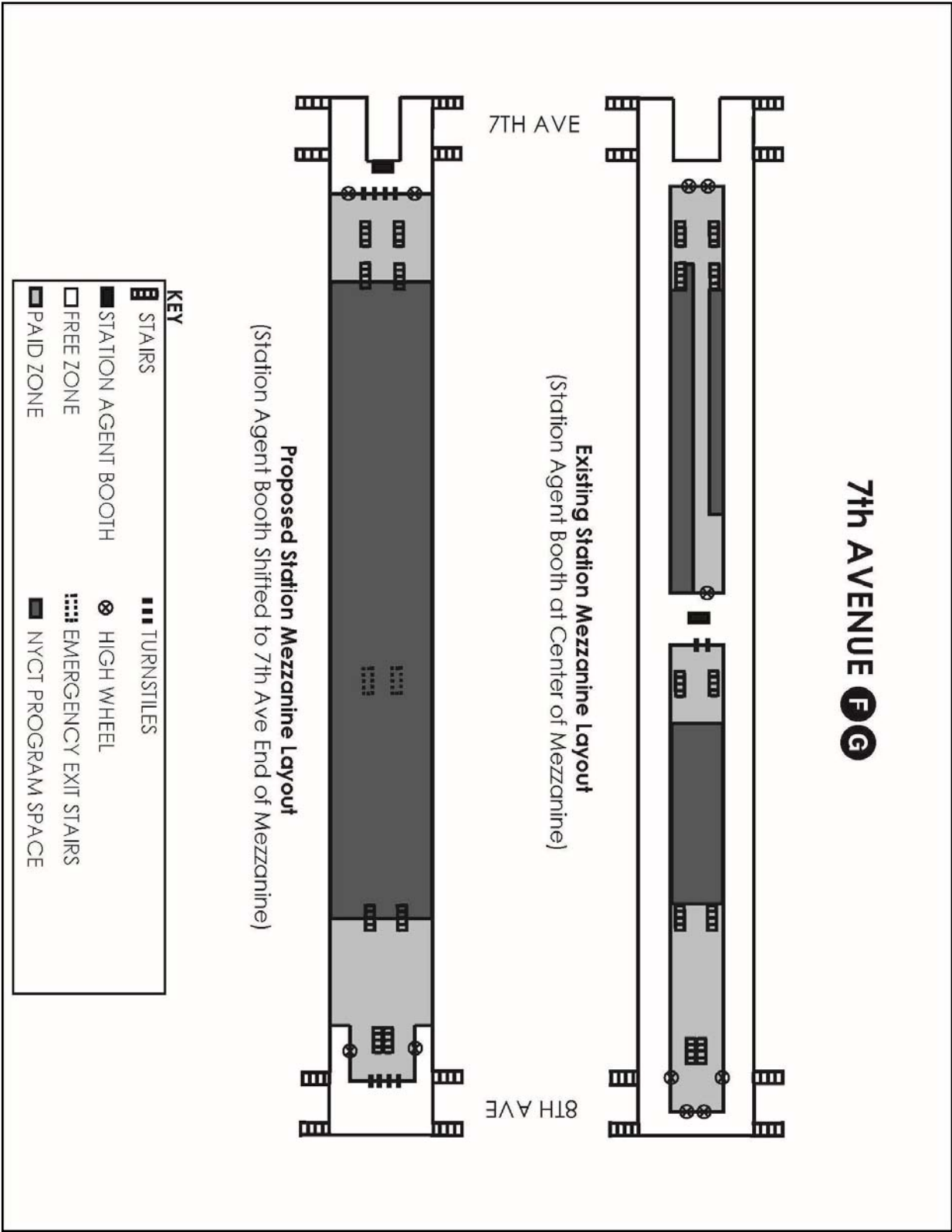
The reconfiguration of the 7th Avenue station mezzanine would be implemented in 2016. The capital project at Borough Hall station is scheduled to start construction in late 2016.

Approved:



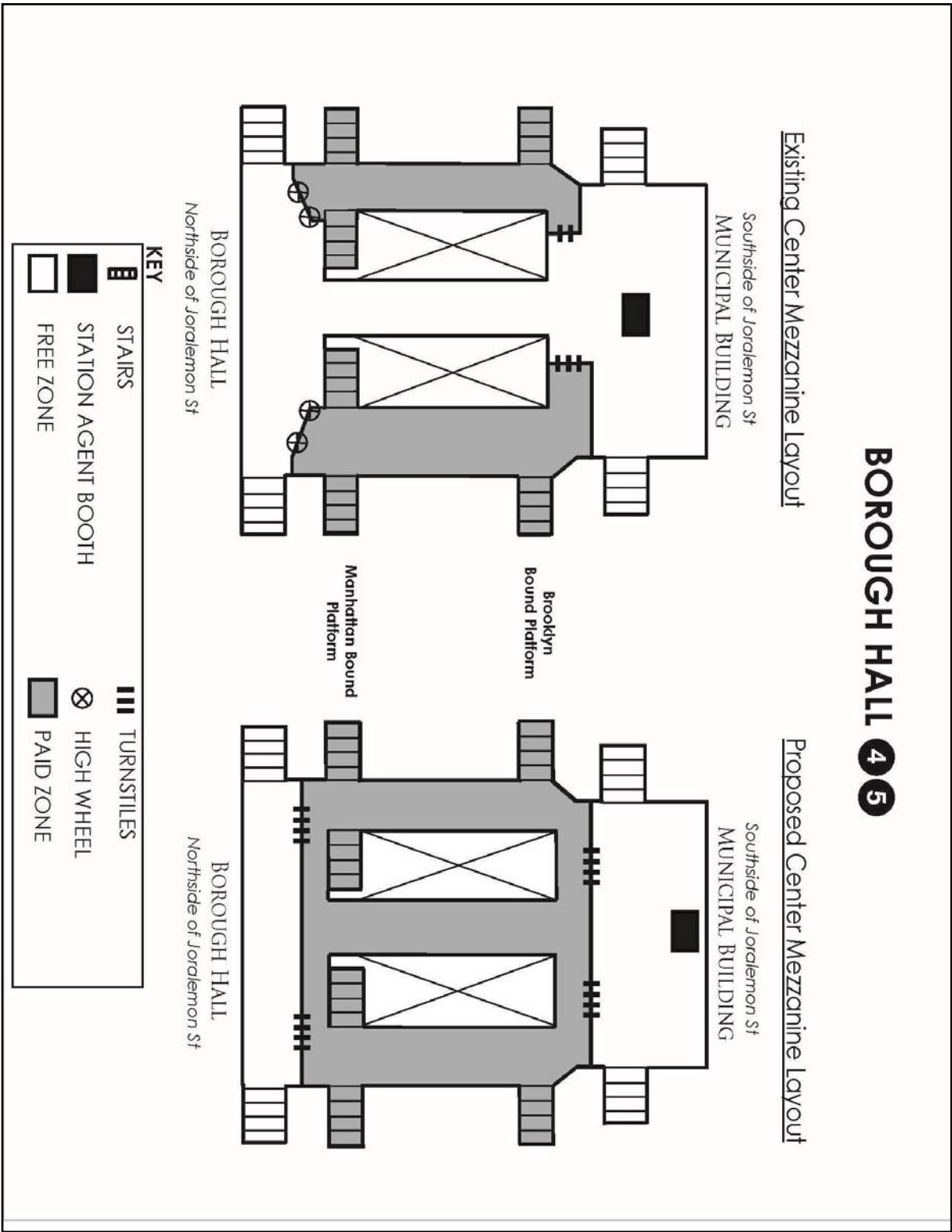
Veronique Hakim
President

Attachment 1



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

Attachment 2





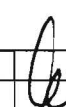

The legal name of MTA New York City Transit is New York City Transit Authority.

Report

PROCUREMENTS

The Procurement Agenda this month includes 4 actions for a proposed expenditure of \$7.9M.

Subject Request for Authorization to Award Various Procurements					
Department Materiel Division – NYCT					
Department Head Name Stephen M. Plochochi					
Department Head Signature 					
Project Manager Name Rose Davis					
Board Action					
Order	To	Date	Approval	Info	Other
1	Committee	1/25/16			
2	Board	1/27/16			

January 15, 2016			
Department Law and Procurement – MTACC			
Department Head Name Evan Eisland			
Department Head Signature 			
Internal Approvals			
	Approval		Approval
	President NYCT 		President MTACC
	Executive VR ^{active}  MPC 1/15/16	X	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:

Procurements Requiring Two Thirds Vote:		# of Actions	\$ Amount
Schedule A: Non-Competitive Purchases and Public Work Contracts		1	\$ 5.3 M
• Alstom Signaling, Inc.	\$ 5.3 M		
SUBTOTAL		1	\$ 5.3 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	1	\$	1.0 M
Schedule L: Budget Adjustments to Estimated Quantity Contracts	1	\$	0.6 M
	SUBTOTAL		2 \$ 1.6 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

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

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

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

Schedules Requiring Majority Vote:

Schedule K: Ratification of Completed Procurement Actions	1	\$	1.0 M
	SUBTOTAL		1 \$ 1.0 M
	TOTAL		4 \$ 7.9 M

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 Sections 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.

JANUARY 2016

LIST OF NON-COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL

Procurements Requiring Two-Thirds Vote:

A. Non-Competitive Purchases and Public Work Contracts

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

- | | | |
|--|---------------------------|--------------------------------------|
| 1. Alstom Signaling, Inc. | \$5,275,000 (Est.) | <u>Staff Summary Attached</u> |
| Sole Source - Three-year omnibus | | |
| Multi-agency purchase of inventory and non-inventory replacement signal and switch system parts. | | |

Schedule A: Non-Competitive Purchases and Public Work Contracts

Item Number: 1

Vendor Name (& Location) Alstom Signaling, Inc. (West Henrietta, NY)
Description Purchase of inventory and non-inventory replacement signal and switch system parts
Contract Term (including Options, if any) March 1, 2016 – February 28, 2019
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> n/a
Procurement Type <input type="checkbox"/> Competitive <input checked="" type="checkbox"/> Non-competitive
Solicitation Type <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Omnibus Sole Source Approval

Contract Number NONE	Renewal? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Total Amount: NYC Transit: \$3,850,000 MNR: \$775,000 LIRR: \$500,000 SIRTOA: \$150,000	
\$5,275,000 (Est.)	
Funding Source <input checked="" type="checkbox"/> Operating <input type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	
Requesting Dept/Div & Dept/Div Head Name: Division of Materiel, Stephen M. Plochochi	

Discussion:

This is an omnibus approval request for items identified as obtainable only from Alstom Signaling, Inc. (Alstom), and will eliminate the need to advertise and prepare individual procurement staff summaries for Board approval for each procurement over the \$15,000 small purchase threshold. NYC Transit, Metro-North Railroad (MNR), Long Island Rail Road (LIRR) and Staten Island Rapid Transit Operating Authority (SIRTOA) are not obligated to generate any purchase orders pursuant to an omnibus approval. Any purchases made under this approval will be made pursuant to paragraph 9(b) of Public Authorities Law §1209 for NYC Transit and paragraph 4(b) of Public Authorities Law §1265-a for SIRTOA, MNR and LIRR, which allow for purchases of items that are available from only a single responsible source to be conducted without competitive bidding.

There are approximately 919 items (790 items for NYC Transit, 67 items for LIRR, 50 items for MNR, and 12 items for SIRTOA) covered by this approval for the purchase of components, subcomponents and various equipment for the signal and switch systems for NYC Transit's subway system and the MNR, LIRR and SIRTOA railroad systems. These items are identified as obtainable only from Alstom for the following reasons: sole pre-qualified item on the Qualified Products List and not available from any distributor or other source; publicly advertised within a twelve month period without an acceptable alternate supplier; or proprietary to Alstom. These items are advertised a minimum of once every twelve months to seek competition. A list of Alstom's sole source items, as well as the intention of NYC Transit to buy items on the list without competitive bidding, is available for download from the NYC Transit website at any time by any prospective vendor. These sole source parts will be used by NYC Transit's Division of Switch and Signals (Signals), MNR, LIRR and SIRTOA for normal maintenance and replenishment of inventory and non-inventory subway and railroad parts manufactured by Alstom.

The existing Alstom Omnibus Approval for \$4,875,000 (\$3,600,000 for NYC Transit, \$775,000 for MNR and \$500,000 for LIRR) was approved by the Board in April 2013 and will expire in April 2016. To date, NYC Transit, MNR and LIRR have expended \$3,178,931, \$737,397 and \$348,192, respectively, against the existing Omnibus. This new Omnibus Approval is now requested because NYC Transit's remaining balance of \$421,069 will be insufficient to support maintenance requirements through April 2016, due to NYC Transit Signal replacement programs that were not originally taken into account until after the existing Omnibus was approved. Signals estimates expenditures for sole source materials during this new Omnibus Approval to be \$3,850,000, an increase of 6.9% from the existing Omnibus Approval. MNR and LIRR estimate that expenditures for this new Omnibus Approval will remain the same based on past usage and forecasted maintenance requirements.

Procurement performed an analysis on 32 NYC Transit contracts issued during the term of the existing Omnibus Approval that exceeded the \$15,000 threshold. Of the 32 contracts, the subset of items with a comparative history represents approximately 42%, or \$1,346,954.11, of the total expenditures made pursuant to the existing Omnibus. A price analysis of these contracts revealed an annual weighted average price increase of 1.9% that compares favorably to the PPI average annual increase of 1.6%.

It is anticipated that NYC Transit, MNR, LIRR and SIRTOA will require an approximate total of \$5,275,000 for sole source items from Alstom during the term of this new Omnibus Approval request. Procurement believes that the amount requested will be sufficient to procure all sole source materials from Alstom for the next three-year period. Procurement will continue to research alternate sources of supply wherever possible. Under this new Omnibus Approval, pricing for any procurement is established by requesting a quotation for each item from Alstom on an as-required basis. Each item to be purchased under this new approval will be subject to a price analysis and determination that the price is fair and reasonable.

JANUARY 2016

LIST OF COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL

Procurements Requiring Majority Vote:

G. Miscellaneous Service Contracts

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

- | | | |
|--|-------------------------|--------------------------------------|
| 1. Automotive Rentals, Inc.
RFQ. # 109349 | \$958,650 (Est.) | <u>Staff Summary Attached</u> |
|--|-------------------------|--------------------------------------|

Fleet maintenance and management services.

L. Budget Adjustments to Estimated Quantity Contracts

(Expenditures which are anticipated to exceed the lesser of \$250,000 or \$50,000 in the event such expenditures exceed 15% of the adjusted contract budget, including any contract modifications.)

- | | | |
|---|------------------|--------------------------------------|
| 2. Exova, Inc.
Contract # 3229 | \$600,000 | <u>Staff Summary Attached</u> |
|---|------------------|--------------------------------------|

Provide additional funding for the continued performance of destructive metals testing and failure analysis.

Item Number: 1

Vendor Name (& Location) Automotive Rentals, Inc. (Mt. Laurel, NJ)
Description Fleet maintenance and management services
Contract Term (including Options, if any) February 1, 2016 - February 4, 2018
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> n/a
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive
Solicitation Type <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Piggyback of an OGS Contract

Contract Number RFQ 109349	Renewal? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Total Amount: \$958,650 (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 Buses, Darryl C. Irick	

Discussion:

This contract will be utilized as a pilot program to provide NYC Transit's Department of Buses, Support Fleet Services (Support Fleet) with Fleet Maintenance and Management Services that includes the administration and systemized tracking of light, medium and heavy duty vehicle maintenance, repairs, roadside assistance, and towing. The contract also includes the purchase and installation of GPS systems as well as the associated communication services. The estimated total contract amount is \$958,650. The contract will be awarded pursuant to the All-Agency Guidelines for the Procurement of Services, Article XIV, Paragraph D, which states that an Authority may contract for a service available through an existing contract between a contractor and the State of New York or the City of New York or another Authority. This contract will utilize existing New York State Office of General Services (OGS) Contract PS66689 that was competitively solicited through a Request for Proposals process and whose commercial terms and pricing have been deemed satisfactory.

OGS competitively solicited and awarded a contract for fleet maintenance and management services to Automotive Rentals, Inc. (ARI) for three years through February 4, 2018. The contract also includes an option to extend for two additional one year periods. The contract provides for a network of several thousand third-party automotive and truck repair companies in the metropolitan area that can be utilized for various maintenance and repair work. ARI will bill for the actual cost of repairs performed by the company, plus a per-occurrence fixed fee of \$18 for a light duty vehicle and \$25 for medium and heavy duty vehicles. The contract also includes a fleet management database that records all maintenance information, whether performed through this contract or by in-house forces, for an unlimited number of vehicles for a monthly fee of \$400, as well as GPS hardware and tracking system for a one-time per vehicle fee of \$90 (which includes the hardware and its installation), plus a \$25 per month, per vehicle service fee which allows NYC Transit to monitor its vehicles.

NYC Transit currently operates approximately 1,500 non-revenue, on-road vehicles ranging from sedans to specialized heavy duty service vehicles to support NYC Transit's operations. Certain maintenance activities are performed on these vehicles such as inspections, emissions testing and general maintenance activities as prescribed by the manufacturers' maintenance schedules utilizing in house forces, however the majority of non-warranty related repairs are presently done by multi-year automotive and truck repair contracts for specific types of repairs that are awarded through competitive solicitations. The use of this contract will be administered as a pilot program, allowing a full comparison between current maintenance protocols versus fleet maintenance through this contract. Utilizing this contract will minimize the time vehicles are out-of-service by taking advantage of the numerous companies available within the ARI network. This pilot will also allow for a pricing analysis between work performed under the ARI contract using a pre-established cost control policy versus work performed through customary contractual procedures.

Support Fleet will select companies to perform specific work based upon a pre-established cost control policy whereby labor rates, standard repair times and material costs, coupled with contractor capacity are evaluated. It is estimated that 400 repair occurrences will take place over the term of the contract representing approximately \$800,000 in actual repairs, \$9,300 in fees to ARI, \$9,600 for the fleet management database, \$138,000 for GPS installation on 200 vehicles including 24 months of monitoring, and \$1,750 for roadside assistance and towing.

The pricing offered by ARI regarding the fee structure and the GPS installation and monitoring portions of this contract has been found fair and reasonable. The pricing data obtained through the ARI network for actual maintenance and repairs will be utilized to perform a historical price analysis to determine if the contract should continue to be utilized at the conclusion of this pilot program.

L. Budget Adjustments to Estimated Quantity Contracts

(Expenditures which are anticipated to exceed the lesser of \$250,000 or \$50,000 in the event such expenditures exceed 15% of the adjusted contract budget, including any contract modifications.)

2. Exova, Inc.	Original Amount:	\$ 849,515
Contract# 3229	Prior Modifications:	\$ 0
August 20, 2012 – August 19, 2017	Prior Budgetary Increases:	\$ 0
	Current Amount:	\$ 849,515
	This Request:	\$ 600,000
	% of This Request to Current Amount:	70.6%
	% of Mods/Budget Adjustments (including This Request) to Original Amount:	70.6%

Discussion:

This Budget Adjustment will provide additional funding for the continued performance of destructive metal testing and failure analysis. This contract is for laboratory testing of samples from metal products such as subway car wheels, rail and other track materials which are purchased by NYC Transit for inventory or which will be installed by contractors under capital construction contracts. This testing is necessary to ensure that these safety sensitive products conform to NYC Transit's rigorous specifications. Samples are taken in the manufacturers' facilities and testing is performed before the metal products are shipped; any cases where material does not conform to NYC Transit's specifications must be resolved before material is shipped to NYC Transit.

Usage of this contract increased after contract award. Several factors contributed to the unanticipated increase in usage. The first factor behind the increase in usage is that a more robust sampling plan has been implemented in order to ensure the quality of rail products. Second, a manufacturer of subway car wheels has made investments to upgrade a production facility located in the United States and the sampling percentage for subway car wheels will be increased in order to qualify the upgraded facility. Third, the testing program for screw spikes has been expanded in order to ensure that the products meet NYC Transit's quality specifications. Finally, the increase in construction projects due to NYC Transit's response to Superstorm Sandy has increased the amount of track materials and other steel construction materials being used and has thus increased the amount of testing.

JANUARY 2016

LIST OF RATIFICATIONS FOR BOARD APPROVAL

Procurements Requiring Majority Vote:

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

(Staff Summaries required for items requiring Board approval.)

- | | | |
|---|--------------------|--------------------------------------|
| 1. Skanska/Railworks JV | \$1,050,000 | <u>Staff Summary Attached</u> |
| Contract# C-26505.34 | | |
| Modification to the contract for the furnishing and installation of finishes and systems, No. 7
Flushing Line Extension, in order to address changes to the Intrusion Access Control System. | | |

Item Number: 1

Vendor Name (& Location) Skanska/Railworks JV (New York, NY)
Description Furnishing and Installation of Finishes and Systems – No.7 Line Extension
Contract Term (including Options, if any) August 10, 2011 – February 24, 2015
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> n/a
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive
Solicitation Type <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Modification
Funding Source <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input type="checkbox"/> Federal <input checked="" type="checkbox"/> Other: HYDC
Requesting Dept/Div & Dept/Div Head Name: MTA Capital Construction, Dr. Michael Horodniceanu

Contract Number C-26505	AWO/Mod. # 34
Original Amount:	\$ 513,700,497
Prior Modifications:	\$ 40,921,784
Prior Budgetary Increases:	\$ 0
Current Amount:	\$ 554,622,281
This Request:	\$ 1,050,000
% of This Request to Current Amount:	0.2%
% of Modifications (including This Request) to Original Amount:	8.2%

Discussion:

This retroactive modification addresses changes to the Intrusion Access Control System (IAC) related to the security of the facilities constructed as part of the No. 7 Line Extension. Funding for this modification will be provided by Hudson Yards Development Corporation (HYDC).

This contract covers the entire No. 7 Line Extension which runs from Times Square to Site A at 26th Street and 11th Avenue. It includes the furnishing and installation of finishes and systems including elevators and escalators; HVAC, tunnel ventilation and fire protection; plumbing, electrical power and lighting; signal, communications and traction power systems; and track work. The work also includes construction of the ventilation building at Site A.

The contract includes the installation of an Intrusion/Access Control (IAC) System for the 34th Street Station; Sites A, J, K and L; the 8th Avenue Subway retrofit; and the running tunnels of the No. 7 Extension. In an effort to preserve this contract's award schedule, and ultimately the overall schedule for the No.7 project, the final design review period and solicitation were accelerated. As a result, discrepancies in the contract documents between the door specifications and the IAC design were not detected until after contract award. These discrepancies included the functions of various doors per the IAC System contract drawings not aligning with the door functions and hardware sets specified for the doors. This led to the need for modifications, some of which may be the result of a design error/omission. This modification also incorporates updates to NYC Transit's IAC standards which were developed after the Contract award.

This modification addresses changes to the IAC system associated with the electronic control of sliding doors with Magnetic Locks, pushbutton "Request to Exit" functionality, horn/strobes and development of wall-mounted Field Enclosure Panels to house additional control equipment in communication rooms with limited space. This modification also addresses changes at various entry points including revised door hardware units and installation of additional horn/strobes. Work includes the furnishing and installation of door brackets, magnetic locks, associated hardware; revised conduit, cable and wire; and additional engineering, programming, integration and testing for all of the doors. These IAC system changes affected 371 doors.






In order to mitigate potential delays, it was necessary to proceed with the work immediately. The contractor was directed to proceed in June 2013 with approval subsequently obtained from the MTACC President.

The contractor's proposal was \$2,000,198. MTACC's revised estimate was \$1,030,523. Negotiations resulted in a net lump sum price of \$1,050,000, which was found to be fair and reasonable. Savings of \$950,198 were achieved.



Metro-North Railroad

Procurements

Subject Request for Authorization to Award Various Procurements Department Procurement and Material Management Department Head Name Alfred Muir, Sr. Director Department Head Signature  Project Manager Name						Date January 11, 2016 Vendor Name Various Contract Number Various Contract Manager Name Various Table of Contents Ref #			
Board Action						Internal Approvals			
Order	To	Date	Approval	Info	Other	Approval	Approval		
1	MNR Comm. Mtg.	1-25-16	X			X	President		V.P. Planning
2	MTA Board Mtg.	1-27-16	X			X	Executive V.P.		X V.P. Capital Programs
						X	Sr. V.P. Operations		X Acting V.P. & General Counsel
						X	VP Finance & IT		
Internal Approvals (cont.)									
Order	Approval	Order	Approval	Order	Approval	Order	Approval		
—	—	—	—	—	—	—	—		

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

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

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

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>		<u>NONE</u>	
<u>Schedules Requiring Majority Vote</u>			
Schedule G:	Miscellaneous Service Contracts	2	\$104,500
	• Fred A. Cook, Jr Inc. \$65,000		
	• The Metro-Group, Inc. \$39,500		
Schedule H:	Modifications to Personal/Miscellaneous Service Contracts	1	\$1,203,741
	• Gannett Fleming/Clifton Weiss Associates \$1,203,741		
SUB TOTAL:		3	\$1,308,241

MNR presents the following procurement actions for Ratification:

<u>Requiring Two-Thirds Vote (or more, where noted)</u>		<u>NONE</u>	
<u>Schedules Requiring Majority Vote</u>		<u>NONE</u>	
SUB TOTAL:			
TOTAL:		3	\$1,308,241

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.

JANUARY 2016

METRO-NORTH RAILROAD

LIST OF COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL

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.)

**1. Fred A. Cook, Jr Inc. \$65,000 (not-to-exceed)
Septic Holding Tank Waste Water Pumping Services at MNR's Harmon Campus**

Approval is requested to award a discretionary, competitively bid, miscellaneous service three year contract (one base year and (2) one year renewal options) to the firm Fred A. Cook, Jr Inc. ("FACI") for providing waste water pumping services for three holding tanks at the Croton-Harmon Yard. This service is required to maintain the trailer offices and the C&S facility in sanitary condition and to ensure a clean environment that will provide safe and healthy working locations for MNR personnel and its vendors.

In accordance with the MTA All-Agency Discretionary Procurement Procedure, an advertisement for the required services was posted on the MNR website under Discretionary Procurements and solicitation packages were forwarded directly to nine known NYS MWBEs and small businesses. A single bid was received from FACI in the amount of \$65,000. FACI's proposed base year rate is \$205 for three tanks at two pumping's per week and \$210 for the optional years. The rate for optional years showed a 2.4% escalation. The existing contract rate is at \$120 for two tanks at one pumping per week. The new base year rate reflects a reduction of approximately 14.6% per pumping, or a \$9,880 saving over a three year period. MNR determined FACI's proposed costs are fair and reasonable and acceptable for the level of efforts required to perform this service. The total three year cost is not to exceed \$65,000. This procurement is to be funded by the MNR Operating Budget.

**2. The Metro-Group, Inc. \$39,500
Grand Central Terminal (GCT) Water Tank Cleaning**

Approval is requested to award a five year, competitively solicited (one bid received), miscellaneous service contract to The Metro-Group, Inc. This service is for the internal cleaning of four domestic water tanks located in Grand Central Terminal (GCT).

The Department of Health and Mental Hygiene provides guidelines for the manner and timeframe that building owners report the results of their annual inspections of drinking water tanks. The Operations Department requires the services of a vendor to provide annual cleaning and disinfection of the interior surfaces for the four domestic water tanks within GCT.

The Metro-Group was the sole responsive and responsible bidder. A comparison of prices paid from the previous one year agreement (2014) with the new five year agreement reflects a decrease of 55% for the

13.8 thousand gallon tank, a decrease of 42% for the 20 thousand gallon tank, and a decrease of 76% for the two 10 thousand gallon tanks. The significant reduction in overall cost is directly attributable to the longer duration of this agreement. The pricing shall escalate at a rate of 3% for each year beginning in 2017 and is deemed to be fair and reasonable. This 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 monetary or durational threshold required for Board approval)

3. Gannett Fleming/Clifton Weiss Associates \$1,203,741

Staff Summary Attached

New Haven Line Signal System Design

Approval is requested for additional funding in the amount of \$1,203,741 for a contract modification to an existing, competitively solicited personal service contract with Gannett Fleming/Clifton Weiss Associates ("GF/CWA"). This contract, which was competitively solicited and awarded in September 2013, is for engineering and design services required for the replacement of the communications & signal systems for wayside signal enclosures (CP-229 to CP-274) on MNR's New Haven Line.

The Connecticut Department of Transportation ("ConnDOT") has recently accelerated the project to replace the Walk Bridge located in Norwalk, Connecticut. Due to the configuration of the new bridge, a new interlocking is now required within the limits of the existing signal design project. Because the GF/CWA's signal design is complete significant changes are now required. This additional work includes designing a new interlocking at milepost 43, modifying the completed design of CP-241 and modifications to the Signal Design Speed ("SDS"). This change is a result of recommendation from a study conducted by ConnDOT and Amtrak which concluded that to reduce train running times through interlockings, modifications are necessary to the signal system as currently designed. These modifications will increase operational speeds and reduce trip times, providing an enhanced level of service for our passengers. This work is essential for completing the signal system design in accordance with operational requirements.

All rates and payment terms remain unchanged. The total cost of this agreement is not to exceed amount of \$1,203,741 is to be funded by ConnDOT.

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

Item Number: H

Vendor Name (& Location) Gannett Fleming/Clifton Weiss Associates ("GF/CWA")
Description New Haven Line Signal System Design
Contract Term (including Options, if any) 112 months
Option(s) included in Total <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Procurement <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive
Solicitation Type <input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other:
Funding Source <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input type="checkbox"/> Federal <input checked="" type="checkbox"/> Other: ConnDOT
Requesting Dept./Div. & Dept./Div. Head Name: Procurement & Material Management, Al Muir, Sr. Director

Contract Number 46057	AWO/Modification # 03
Original Amount:	\$3,309,366
Prior Modifications:	\$ 935,691
Prior Budgetary Increases:	\$ 0
Current Amount:	\$4,245,057
This Request:	\$1,203,741
% of This Request to Current	28.3 %
% of Modifications (including This Request) to Original Amount:	64.6%

Discussion:

Approval is requested for additional funding in the amount of \$1,203,741 for a contract modification to an existing, competitively solicited personal service contract with Gannett Fleming/Clifton Weiss Associates ("GF/CWA"). This contract, which was competitively solicited and awarded in September 2013, is for engineering and design services required for the replacement of the communications & signal systems for wayside signal enclosures (CP-229 to CP-274) on MNR's New Haven Line.

The Connecticut Department of Transportation ("ConnDOT") has recently accelerated the project to replace the Walk Bridge located in Norwalk, Connecticut. Due to the configuration of the new bridge, a new interlocking is now required within the limits of the existing signal design project. Because the GF/CWA's signal design is complete significant changes are now required. This additional work includes designing a new interlocking at milepost 43, modifying the completed design of CP-241 and modifications to the Signal Design Speed ("SDS"). This change is a result of recommendation from a study conducted by ConnDOT and Amtrak which concluded that to reduce train running times through interlockings, modifications are necessary to the signal system as currently designed. These modifications will increase operational speeds and reduce trip times, providing an enhanced level of service for our passengers. This work is essential for completing the signal system design in accordance with operational requirements.

All rates and payment terms remain unchanged. The total cost of this agreement in the not to exceed amount of \$1,203,741 is to be funded by ConnDOT.

LONG ISLAND RAIL ROAD

PROCUREMENTS




FOR

BOARD ACTION

January 27, 2016

Staff Summary



Subject : Request for Authorization to Award Various Procurements						Date January 27, 2016			
Department Procurement & Logistics									
Department Head Name Dennis L. Mahon, Chief Procurement & Logistics Officer									
Department Head Signature 									
Board Action						Internal Approvals			
Order	To	Date	Approval	Info	Other	Order	Approval	Order	Approval
1	LI Committee	01.25.16	X			X	President 		VP & CFO
2	MTA Board	01.27.16	X			X	Executive VP 		VP, Gen. Counsel & Secy
							Sr. VP-Administration		
							Sr. VP-Operations		

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:

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

<u># of Actions</u>	<u>\$ Amount</u>
None	

LIRR proposes to award Competitive Procurements in the following categories:

Schedules Requiring Two-Thirds Vote

Schedule B: Competitive Requests for Proposals

<u># of Actions</u>	<u>\$ Amount</u>
1	\$TBD
SUBTOTAL	1

Schedules Requiring Majority Vote:

Schedule I: Modifications to Purchase Contracts and Public Works Contracts

<u># of Actions</u>	<u>\$ Amount</u>
1	\$3,775,000
SUBTOTAL	1

LIRR proposes to award Ratifications in the following categories:

<u># of Actions</u>	<u>\$ Amount</u>
None	

<u>TOTAL:</u>	<u>2</u>	<u>\$3,775,000</u>
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BUDGET IMPACT:

The purchases/contracts will result in obligating LIRR operating and capital funds in the amounts listed. Funds are available in the current operating budget 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.

JANUARY 2016

MTA LONG ISLAND RAIL ROAD

LIST OF COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL

Procurements Requiring Two-Thirds Vote

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

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

- | | | | |
|-----------|---|--------------|--------------------------------------|
| 1. | TBD
Competitive RFP
Contract No. TBD | \$TBD | <i><u>Staff Summary Attached</u></i> |
|-----------|---|--------------|--------------------------------------|

LIRR requests MTA Board approval to adopt a resolution declaring that competitive bidding is impractical or inappropriate and that it is in the public's best interest to use the Request for Proposal (RFP) procurement method pursuant to Section 1265-a of the Public Authorities Law to award a civil works/site preparation Design/Build construction contract for the remaining Central Islip to Farmingdale segment of the new second track on the Main Line Ronkonkoma Branch.

Procurements Requiring Majority Vote

Schedule I: Modifications to Purchase Contracts and Public Work Contracts

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

- | | | | |
|-----------|---|--------------------|--------------------------------------|
| 2. | Railworks Transit, Inc.
Change Order
Contract No. 6158 | \$3,775,000 | <i><u>Staff Summary Attached</u></i> |
|-----------|---|--------------------|--------------------------------------|

LIRR requests MTA Board approval to issue a contract modification to Railworks Transit, Inc. in the negotiated amount of \$3,775,000 to replace and install an additional 5,838 half-ties within the confines of the Atlantic Branch Tunnel.

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

Staff Summary



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

SUMMARY INFORMATION	
Vendor Name	Contract Number
TBD	TBD
Description	
New Second Track on the Main Line Ronkonkoma Branch	
Total Amount	
\$TBD	
Contract Term (including Options, if any)	
August 30, 2016 – September 30, 2018	
Options(s) included in Total Amount:	
<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Renewal?	
<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Procurement Type	
<input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-Competitive	
Solicitation Type	
<input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other:	
Funding Source	
<input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	

Narrative:

I. PURPOSE/RECOMMENDATION

LIRR requests MTA Board approval to adopt a resolution declaring that competitive bidding is impractical or inappropriate and that it is in the public's best interest to use the Request for Proposal (RFP) procurement method pursuant to Section 1265-a of the Public Authorities Law to award a Civil works / Site preparation Design/Build construction contract for the remaining Central Islip to Farmingdale segment of the New Second Track on the Main Line Ronkonkoma Branch. A 30% preliminary design is being completed by the LIRR's Design Consultant.

The purpose of the entire Project is to construct a full Second Track within the existing LIRR right-of-way in two (2) phases: Phase One, currently in progress, began at the eastern end of the project area, just west of Ronkonkoma to just west of Central Islip. Phase Two will complete the project running from just west of Central Islip to Farmingdale and will include all remaining track and station work. This project will increase service reliability and on-time performance along the Main Line; allow for faster recovery time following service disruptions; and when combined with other infrastructure improvements, will provide more off-peak, and mid-day service capacity to meet existing and future service and ridership demands. It also will spur economic activity, create hundreds of construction jobs and improve service to MacArthur Airport.

II. DISCUSSION

Today, LIRR's Main Line track between Farmingdale and Ronkonkoma consists of a single electrified at-grade track, with limited passing sidings. The total length of the corridor is 17.9 miles, with single track segments totaling 12.6 miles.

Operation of a full Double Track will allow for more reliable LIRR Main Line service and faster recovery time following service disruptions. This investment will also allow for more frequent, half-hourly, mid-day service along

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

Staff Summary



this corridor. For the Farmingdale to Ronkonkoma segment of the LIRR, the construction of the Double Track is the key to improving service reliability and on-time performance and increasing service during off-peak and weekend periods.

Utilizing a Design/Build methodology for the initial site work for Phase II of the Project will allow critical elements of the current 30% Preliminary Design to be advanced into construction. Similar to Phase I, the early elements of construction will include extensive site preparation, grading and construction of retaining walls in preparation for track installation. The use of Design/Build RFP method of procurement will also provide the ability to expedite delivery of materials, support staged construction, and promotes construction innovation that may reduce cost or project risks. A Design/Build contract will also ensure that the design is consistent with the necessary construction means and methods through close coordination between the designer and contractor, and will encourage the selected proposer to identify construction methods that will shorten the project schedule and minimize impact to LIRR's customer operations and services. Furthermore, the competitive RFP procurement method allows the LIRR to select a Contractor based upon considerations of technical capability, experience, and completion schedule and affords LIRR the ability to evaluate, refine and negotiate cost. As with Phase I of this project, LIRR will seek to negotiate a Project Labor Agreement (PLA) for Phase II.

Use of the RFP procurement method will also permit an earlier commencement and completion of the project resulting in a time savings benefit by allowing construction work to start prior to completion of final design. The use of incentives will also be used to accelerate contract completion.

III. D/M/WBE INFORMATION

Goals for this Contract are to be determined by the MTA Department of Diversity and Civil Rights.

IV. IMPACT ON FUNDING

Phase II Funding for the third party Design/Build construction of the New Second Track on the Main Line Ronkonkoma Branch is included in LIRR's proposed 2015 – 2019 Capital Plan. However, no award will be made until the Capital Program is approved.

V. ALTERNATIVES

The alternative is to use the Invitation for Bid (IFB) procurement method. The IFB procurement method does not allow the LIRR to negotiate costs or select a Contractor based upon best experience, technical capability and/or proposed work completion schedule. In addition, an IFB would (i) require drawings to be at the 100% level, thus potentially delaying the start of construction, and (ii) negate a meaningful dialogue with the Contractor in terms of construction innovation, improvements to the schedule and investigating more efficient means and methods for construction.

Staff Summary

Item Number: 2

Vendor Name (& Location) Railworks Transit Inc. (New York, NY)
Description Atlantic Branch Half-Tie Replacement - CR#3 Furnish/Install Additional Half-Ties
Contract Term (including Options, if any) December 30, 2014 – September 10, 2016
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-Competitive
Solicitation Type <input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other:
Funding Source <input type="checkbox"/> Operating <input type="checkbox"/> Capital <input checked="" type="checkbox"/> Federal <input type="checkbox"/> Other:
Requesting Dept/Div & Dept/Div Head Name: Procurement & Logistics, Dennis Mahon / Program Management, Richard Oakley

Contract Number	AWO/Modification #
6158	1
Original Amount:	\$15,782,000
Prior Modifications:	\$0
Prior Budgetary Increases:	\$0
Current Amount:	\$15,782,000
This Request:	\$3,775,000
% of This Request to Current Amount:	24%
% of Modifications (including This Request) to Original Amount:	24%

Discussion:

LIRR requests MTA Board approval to issue a contract modification to Railworks Transit, Inc. in the negotiated amount of \$3,775,000 to replace and install an additional 5,838 half-ties within the confines of the Atlantic Branch Tunnel.

In December 2014, LIRR issued a contract, to Railworks Transit Inc. (“Railworks”) in the amount of \$15,782,000 to furnish and replace 21,500 half ties on tracks 1 and 2 in the Atlantic Branch Tunnel between East New York Station and Dunton Interlocking. During the course of construction it was discovered that more half-ties are in need of replacement than the current contract quantity. The increased quantities were identified after construction started. Many half-ties previously not marked for replacement were found to be in poor condition after neighboring ties and rail were lifted during tie replacement. Some half-ties that visually appeared to be in good condition were found to have underlying deterioration upon further inspection and needed to be replaced to provide effective anchoring for the rail fastening system.

Negotiation Process:

Railworks presented a proposal for said work in the amount of \$4,001,610. The contract included provisions for replacement of additional half-ties to support unforeseen site conditions during the renewal process. Up to 15% of the 21,500 original contract amount (3,225) could be awarded as a change order at the unit prices established in the contract. Additional half-ties exceeding 15% (2,613) were to be negotiated. Negotiations were held on December 29, 2015, and focused on the material and installation cost of the 2,613 half-ties. As a result, Railworks reduced their proposal by \$226,610 from \$4,001,610 to \$3,775,000 which was below LIRR’s estimate. Funding for this work is included in LIRR’s 2010-2014 Capital Program budget.

Recommendation:

Based upon the above, it is the recommendation of LIRR that Railworks Transit, Inc. be awarded this Modification for the total price of \$3,775,000.

LONG ISLAND RAILROAD COMMITTEE

MTA BOARD

PROCUREMENT PACKAGE

JANUARY 2016

Staff Summary



Subject Request for Authorization to Award Various Procurements					
Department Law and Procurement					
Department Head Name Evan M. Eisland					
Department Head Signature					
Board Action					
Order	To	Date	Approval	Info	Other
1	Long Island Rail Road Committee	1/25/16	X		
2	Board	1/27/16	X		

Date: January 15, 2016			
Vendor Name Various			
Contract Number Various			
Contract Manager Name Various			
Internal Approvals			
	Approval		Approval
4	President	3	Executive Vice President & Chief Financial Officer
2	Vice President, Program Controls	1	Chief Procurement Officer

PURPOSE

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

DISCUSSION

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

	<u># of Actions</u>	<u>\$ Amount</u>
<u>Schedules Requiring Majority Vote:</u>		
Schedule H Modifications to Personal/Miscellaneous Service Contracts	2	\$193,558,406
Schedule I Modifications to Purchase and Public Work Contracts	2	\$ 2,804,990
SUBTOTAL	4	\$196,363,396

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

	<u># of Actions</u>	<u>\$ Amount</u>
<u>Schedules Requiring Majority Vote:</u>		
Schedule K Ratification of Completed Procurement Actions	3	\$ 79,600,183
SUBTOTAL	3	\$ 79,600,183
TOTAL	7	\$275,963,579

Budget Impact:

The approval of the contract and modification 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 contract and modification be approved as proposed. (The item is 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.

JANUARY 2016

LIST OF COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL

Procurements Requiring Majority Vote:

Schedule H. Modifications To Purchase and Public Work Contracts

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

- | | | | |
|----|--|----------------------|--------------------------------------|
| 1. | URS Corporation- New York
Transportation Group, JV
Contract No. 98-0040-01R
Modification No. 36 | \$172,418,406 | <u>Staff Summary Attached</u> |
|----|--|----------------------|--------------------------------------|

In accordance with Article XIII of the MTA All-Agency Guidelines for the Procurement of Services, MTACC requests that the Board approve a contract modification to increase the approved amount by \$172,418,406 and to extend the contract through December 31, 2017 with an option to extend the contract for an additional year to December 31, 2018.

- | | | | |
|----|--|----------------------|--------------------------------------|
| 2. | Parsons Brinckerhoff/STV/Parsons
Transportation Group, JV
Contract No. 98-0040-01R
Modification No. 107 | \$ 21,140,000 | <u>Staff Summary Attached</u> |
|----|--|----------------------|--------------------------------------|

In accordance with Article XIII of the MTA All-Agency Guidelines for the Procurement of Services, MTACC requests that the Board approve a contract modification to the Contract to increase the amount allocated to Construction Phase Services (CPS) by \$21,140,000 for CPS through December 2016.

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)

- | | | | |
|----|---|---------------------|--------------------------------------|
| 3. | Tutor Perini Corporation
Contract No. CS179
Modification No. 9 | \$ 2,000,000 | <u>Staff Summary Attached</u> |
|----|---|---------------------|--------------------------------------|

In accordance with Article IX of the All-Agency Procurement Guidelines, MTACC requests that the Board approve a modification to the Contract to increase the allowance for Temporary Power and Light for contractors working in the ESA tunnels (Bid Item 14).

- | | | | |
|----|--|-------------------|--------------------------------------|
| 4. | Tutor Perini Corporation
Contract No. CQ032
Modification No. 72 | \$ 804,990 | <u>Staff Summary Attached</u> |
|----|--|-------------------|--------------------------------------|

In accordance with Article IX of the All-Agency Procurement Guidelines, MTACC requests that the Board approve a modification to the Contract for the removal of the BMT Northern Boulevard Temporary Underpinning System. This is a scope and budget transfer.

Item Number: 1

Page | 1 of 2

Vendor Name (& Location) URS Corporation – New York (New York, NY)	Contract Number 98-0001-01	AWO/Modification # 36
Description Program Management Consultant Services	Original Contract Award Amount: \$ 28,556,770 Original Board Approved Option Amount: \$ 135,535,230 Original Board Approved Contract \$ 164,092,000	
Contract Term (including Options, if any) October 5, 1998 – December 31, 2015	Prior Modifications: \$ 448,250,601	
Option(s) included in Total Amount? <input checked="" type="checkbox"/> Yes <input 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: \$ 612,342,601	
Solicitation Type <input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Modification	This Request \$ 172,418,406	
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: 28%	
Requesting Dept/Div & Dept/Div Head Name: East Side Access, W. Goodrich	% of Modifications (including This Request) to Original Board Approved Amount: 378%	

Discussion:

The contract scope of work includes program and construction management services and general conditions work for the East Side Access (“ESA”) Project and other MTACC projects. In accordance with Article XIII of the MTA All-Agency Guidelines for the Procurement of Services, MTACC requests that the Board approve a contract modification to increase the approved amount by \$172,418,406 and to extend the contract through December 31, 2017 with an option to extend the contract for an additional year to December 31, 2018.

On July 29, 1998, the MTA Board approved a personal services contract with Bechtel/URS Joint Venture (the contract has since been assigned solely to URS) to provide program management services for the East Side Access Project (“ESA”) in the amount of \$164,092,000. Phase I of the contract was awarded at a cost not-to-exceed \$28,556,770 for preliminary engineering. MTA-CC negotiated several options to be exercised upon the approval of the Environmental Impact Statement and an executed Full Funding Grant Agreement between the MTA and the FTA. The options provided for program management services for Phase II: Detailed Design; Phase III: Construction; and Phase IV: Start-up, Testing & Closeout along with Construction Management services and general conditions work.

In October 2000, the MTA Board approved a modification (an increase of which extended the preliminary engineering phase, exercised the options for program management services for Phase II – IV and extended the overall term under this contract to December 31, 2011) and increased the Board approved amount from \$164,092,000 to a cost not-to-exceed \$207,074,000.

In February 2002, the Board approved the exercise of the remaining options for construction management services (\$120,693,000) and general conditions work (\$50,100,000) along with establishing a 15% contingency in the amount of \$18,104,000 leading to a total Board approved amount not-to-exceed \$395,971,000. The prior allocations were approved via contract modification in one or two year increments. MTACC requested and received Board approval for these modifications.

Since 2008, several changes to the ESA project have impacted the contract scope, value and duration. The project's construction sequencing was revised and the construction end date extended. MTACC added additional construction contracts as a result of the construction re-sequencing. MTACC expanded the URS scope to include some of these additional construction contracts and other specialized task order work. In addition, the extended duration of the project added labor, overhead and associated escalation costs.

The URS contract provides essential services for the ESA Project and MTACC's other projects. ESA has active construction contracts valued over \$3.0B. Over the next year MTACC plans to award an additional \$1B of construction contracts.

Work is performed on these contracts in multiple shifts, and in some cases, six days per week. For the ESA project, URS provides key personnel to supplement the 23 MTACC employees dedicated full time to the project. URS provides program management services which include design management, procurement and contract administration, project controls including cost and schedule control, operational readiness and office administration. URS provides the Construction Management staff that serve as the Authorized Representative for designated third party contracts and management of force account planning and coordination. URS also provides project-wide services in support of safety, quality, code compliance, environmental testing and third party coordination. Finally, URS provides General Conditions services which include construction support typically provided by contractors, such as site access control and security, provision of work trains to support contractor needs, geotechnical instrumentation, and survey work. These services were combined under this contract for better control and efficiency reasons given the number of contractors occupying the same or adjoining work sites simultaneously and sequentially. URS also maintains key contracts which include rental of a warehouse and contracts to maintain the information network (switches, servers, etc.) from the central office to each site, copiers, software licenses, etc.

URS also provides program and construction management services for MTACC HQ and other MTACC projects under this Contract. These services include the provision of key personnel to supplement MTACC staff in the areas of project cost estimating, scheduling, risk, quality, safety, community relations, contract compliance, and claims analysis. Funding for non-ESA work comes from MTACC's administrative budget or from the MTACC project receiving the service.

MTACC evaluated the benefits and impacts of re-soliciting this Contract in 2014 and reported to the Finance Committee in March 2014 that re-soliciting this contract would be too disruptive to the continuity of the project. Although MTACC continues to evaluate the option of re-solicitation, its conclusion remains the same. The re-solicitation of this contract would result in the loss of key seasoned team members and key contracts and require an extensive transition period that would be costly. In June 2015, the MTA Board approved a modification extending the overall term under this Contract to December 31, 2015 and increased the Board approved amount from \$448,342,601 to a cost not-to-exceed \$612,342,601. The Contract was further extended until January 31, 2016 at no additional costs. Currently, MTACC is requesting Board approval to extend the contract through December 31, 2017 with an option to extend the contract for a further year, until December 31, 2018. MTACC will re-evaluate the benefits and impacts to the program of resoliciting the Contract at the end of 2017 and will make a determination whether or not to exercise the option based on that evaluation.

The Consultant proposed \$120,452,629 for the extension through December 31, 2017 and \$52,073,775 for the third year option. MTACC's estimate was \$114,668,400 for the extension through December 31, 2017 and \$45,854,605 for the third year option. Negotiations were held and the parties agreed to a not-to-exceed cost of \$120,377,358 for the two year extension and \$52,041,048 for the third year option leading to a total not-to-exceed amount of \$172,418,406 which is considered to be fair and reasonable. The delta of \$11,895,401 between MTACC's estimate and the negotiated price is due to additional costs related to a larger need for staffing resources and an extended schedule for work in Harold Interlocking.

Please note that upon Board approval of this request, \$26,750,000 will be allocated to fund the Contract through June 30, 2016. The remaining \$93,627,358 which will fund the Contract through December 31, 2017, will be allocated by MTACC's Chief Procurement Officer upon the approval and release of funding under the 2015-2019 Capital Program.

Item Number: 2

Vendor Name (& Location) Parsons Brinckerhoff/STV/Parsons Transportation Group, JV (NY)	
Description East Side Access General Engineering Consultant Services	
Contract Term (including Options, if any) March 2016	
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> N/A	
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	
Solicitation Type <input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Modification	
Funding Source <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input checked="" type="checkbox"/> Federal <input type="checkbox"/> Other:	
Requesting Dept/Div & Dept/Div Head Name: East Side Access, W. Goodrich, P.E.	

Contract Number	AWO/Modification #
98-0040-01R	107
Original Amount:	
\$ 140,000,000	
Prior Modifications:	
\$ 279,587,280	
Prior Budgetary Increases:	
\$ -0-	
Current Amount:	
\$ 419,587,280	
This Request	
\$ 21,140,000	
% of This Request to Current Amount:	
5 %	
% of Modifications (including This Request) to Original Amount:	
215%	

Discussion:

This contract scope of work is for engineering, design and construction phase services for the LIRR East Side Access (ESA) project. In accordance with Article XIII of the MTA All-Agency Guidelines for the Procurement of Services, MTACC requests that the Board approve a contract modification to increase the amount allocated to Construction Phase Services (CPS) by \$21,140,000 for CPS through December 2016.

By way of background, CPS is provided on a cost-plus-fixed-fee, level-of-effort, not-to-exceed basis. CPS is provided in support of third party or force account construction contracts/packages during construction and may include review of contractor's submittals, shop drawings and requests for information; site inspections; resolution of technical issues; preparation of supplementary drawings; and preparation of record drawings for force account packages.

At Contract inception in August 2004, the contract budget for CPS was \$20,000,000. As the construction program progressed, the amount allocated to CPS was reviewed, new estimates were prepared, and the contract budget for CPS was increased accordingly. Based on the most recent Integrated Project Schedule, the current CPS estimate through program completion in 2020 is \$167,344,102. By this modification, MTACC is requesting an increase to the contract amount allocated to CPS in the amount of \$21,140,000, from \$122,110,634 to \$143,250,634 to fund CPS through the end of 2016. These funds will be allocated on an as-needed basis. MTACC expects that annual CPS costs will decrease in 2017 and beyond as we move toward conclusion of the Project and active construction work decreases. MTACC will return to the Board at the end of 2016 to request funding for CPS for 2017 and beyond based on the value of the construction work remaining at that time.

Please note upon Board approval of this request, \$11,100,000 will be allocated to fund the Contract through June 30, 2016. The remaining \$10,040,000 which will fund the Contract through December 31, 2016, will be allocated by MTACC's Chief Procurement Officer upon the approval and release of funding under the 2015-2019 Capital Program.

Item Number 3

Vendor Name (& Location) Tutor Perini Corporation (Peekskill, New York)	
Description Systems Facilities Package No. 1	
Contract Term (including Options, if any) Temporary	
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 checked="" type="checkbox"/> Other: Modification
Funding Source <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input checked="" type="checkbox"/> Federal <input type="checkbox"/> Other:	
Requesting Dept/Div & Dept/Div Head Name: East Side Access, W. Goodrich, P.E.	

Contract Number	AWO/Modification
CS179	9
Original Amount:	\$ 333,588,000
Prior Modifications:	\$ 1,715,020
Exercised Options:	\$ 13,021,505
Current Amount:	\$ 348,366,525
This Request	\$ 2,000,000
% of This Request to Current Amount:	% .57%
% of Modifications (including This Request) to Original Amount:	% 1.1%

Discussion:

The scope of work under this Contract consists of, but is not limited to, the design, procurement and installation of fire detection, tunnel ventilation, facility power, signal power, tunnel lighting and SCADA systems for the East Side Access (ESA) project. In accordance with Article IX of the All-Agency Procurement Guidelines, MTACC requests that the Board approve a modification to the Contract to increase the allowance for Temporary Power and Light for contractors working in the ESA tunnels (Bid Item 14).

The Contract contains an Allowance Item (Bid Item No. 14) in the amount of \$500,000 for the operation, service, and maintenance for temporary power and lighting in the tunnels. This amount has proven to be insufficient and needs to be increased. The current requirements for temporary power and lighting maintenance in the tunnels are higher than were anticipated based on previous experience under earlier contracts. The increased demand is mainly due to contractor work schedules that have required 24 hour per day maintenance staffing. Previous contractor schedules did not require 24 hours per day maintenance staffing.

MTACC uses a single contractor to maintain power and lighting for the other contractors working within the Manhattan tunnels (such as CM005 and CM006) with payment through a bid allowance. This method was selected because it was difficult to ascertain the power requirements before the contracts were awarded and because it maintains a single party responsible for the maintenance work. The plan is to shift the work of providing the temporary power and light in the tunnels to Contract CM007 in May of 2016.

The current allowance has been depleted as of August 22, 2015 and needs to be replenished so that temporary power and light in the tunnels is maintained until May 2016. MTACC Program Controls along with East Side Access Construction Management performed an analysis and determined that an additional \$2,000,000 is required for these services retroactively from August 2015 through May 2016.

Item Number: 4

Vendor Name (& Location) Tutor Perini Corporation (Peekskill, NY)	
Description Plaza Substation and Queens Structures for the ESA Project	
Contract Term (including Options, if any) February 3, 2010 – May 11, 2016 (2,289 days)	
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> N/A	
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	
Solicitation Type <input type="checkbox"/> RFP <input checked="" type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Modification	
Funding Source <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input checked="" type="checkbox"/> Federal <input type="checkbox"/> Other:	
Requesting Dept/Div & Dept/Div Head Name: East Side Access/W. Goodrich, P.E.	

Contract Number	AWO/Modification #
CQ032	72
Original Amount:	
	\$ 147,377,000
Prior Modifications:	
	\$ 88,034,900
Prior Budgetary Increases:	
	\$ 0
Current Amount:	
	\$ 235,411,900
This Request	
	\$ 804,990
% of This Request to Current Amount:	
	0.34%
% of Modifications (including This Request) to Original Amount:	
	60.28%

Discussion:

The scope of work under this Contract is for the structural and architectural rehabilitation of existing facilities within the 63rd Street Tunnel as well as the construction of the Plaza Interlocking and Facility Power Substation B10 for the East Side Access (ESA) Project. In accordance with Article IX of the All-Agency Procurement Guidelines, MTACC requests that the Board approve a modification to the Contract for the removal of the BMT Northern Boulevard Temporary Underpinning System. This is a scope and budget transfer.

In connection with the tunneling operation for the Northern Boulevard Crossing performed by the CQ039 Contractor, temporary structural steel piles and beams were installed to support the excavation and the BMT elevated train tracks above Northern Boulevard. Originally these structural support elements were to be removed by the CQ039 Contractor after the completion of their work. However due to concerns about the potential settlement of the existing BMT structure located above Northern Boulevard following the tunneling operation, the temporary support of the BMT structure was left in place to provide access to the foundations of the BMT structure should remedial action be required due to settlement. In order not to delay the CQ039 Contractor from demobilizing from the site and the Contract close-out process to continue, the removal of the BMT temporary supports and all its associated site-work was removed from the CQ039 contract. MTACC received a credit for this work from the CQ039 Contract. The removal work was then planned to be performed under another contract.

MTACC and its General Engineering Consultant have determined that retaining the BMT temporary supports and maintaining access to the BMT foundations is no longer necessary as there has been no settlement of the BMT structure. As the CQ032 Contractor is already mobilized on-site, has the technical capabilities to perform the work and will perform excavation in this area under its Contract, MTACC has determined that it should perform removal of the structural elements and associated work.

The Contractor submitted a cost proposal in the amount of \$1,014,757 while MTACC's estimate was \$731,807. Negotiations were held and both parties agreed to a cost for the Work in the amount of \$804,990. The negotiated cost is considered to be fair and reasonable. Funding for this Modification will be transferred out of the CQ039 Contract contingency.

The Contractor also submitted a claim for one hundred forty four (144) days of Compensable Delay associated with this and other contract modifications that caused delay to substantial completion. The other modifications include necessary changes to mechanical, electrical, plumbing and utilities work within the Yard Services Building. MTACC's Time Impact Analysis was for one hundred twenty eight (128) days of Compensable Delays. Negotiations were held which resulted in a negotiated amount of one hundred twenty seven (127) calendar days of Compensable Delay, which is deemed to be fair and reasonable. The Impact Costs for the 127 days of Compensable Delay will be addressed under a separate Contract Modification.

JANUARY 2016

LIST OF RATIFICATIONS FOR BOARD APPROVAL

Procurements Requiring Majority Vote:

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

- | | | | |
|----|---|----------------------|--------------------------------------|
| 5. | Jacobs/LiRo Joint Venture
Contract No. PS819
Modification No. 14 | \$ 77,011,769 | <u>Staff Summary Attached</u> |
|----|---|----------------------|--------------------------------------|

In accordance with Article XIII of the All-Agency Procurement Guidelines for Services, MTACC requests that the Board ratify a contract modification to increase the approved amount by \$77,011,769 and to extend the contract through December 31, 2017 with an option to extend the contract for an additional year to December 31, 2018.

- | | | | |
|----|--|---------------------|--------------------------------------|
| 6. | Harold Structures Joint Venture
Contract No. CH057A
Modification No. 13 | \$ 1,370,000 | <u>Staff Summary Attached</u> |
|----|--|---------------------|--------------------------------------|

In accordance with Article IX of the All-Agency Procurement Guidelines, MTACC requests that the Board ratify a contract modification to compensate the contractor for special equipment and revised construction methods required as a result of differing site conditions.

- | | | | |
|----|--|---------------------|--------------------------------------|
| 7. | Parsons Brinckerhoff/STV
Transportation Group, JV
Contract No. 98-0040-01R
Modification No. 116 | \$ 1,218,414 | <u>Staff Summary Attached</u> |
|----|--|---------------------|--------------------------------------|

In accordance with Article XIII of the MTA All-Agency Guidelines for the Procurement of Services, MTACC requests that the Board ratify a contract modification to increase the guaranteed maximum cost by \$1,218,414 to revise the design for the 48th Street Entrance.

Item Number: 5

Vendor Name (& Location) Jacobs/LiRo Joint Venture (New York, NY)	
Description Consultant Construction Management Services for the East Side Access Project	
Contract Term (including Options, if any) 89 Months	
Option(s) included in Total Amount?	<input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> N/A
Procurement Type	<input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive
Solicitation Type	<input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Modification
Funding Source <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input checked="" type="checkbox"/> Federal <input type="checkbox"/> Other:	
Requesting Dept/Div & Dept/Div Head Name: East Side Access, W. Goodrich P.E.	

Contract Number	AWO/Modification #
PS819	14
Original Contract Amount:	
	\$ 74,550,734
Prior Modifications:	
	\$ 33,467,836
Prior Budgetary Increases:	
	\$ -0-
Current Amount:	
	\$ 108,018,570
This Request	
	\$ 77,011,769
% of This Request to Current Amount:	
	72%
% of Modifications (including This Request) to Original Amount:	
	148%

Discussion:

This Contract is for consultant construction management services for the East Side Access Project. In accordance with Article XIII of the All-Agency Procurement Guidelines for Services, MTACC requests that the Board ratify a contract modification to increase the approved amount by \$77,011,769 and to extend the contract through December 31, 2017 with an option to extend the contract for an additional year to December 31, 2018.

This competitively negotiated and Board approved Contract was awarded to the Jacobs/E&K/LiRo Joint Venture (now known as Jacobs/LiRo Joint Venture) on January 24, 2008 for \$75M and an 84-month duration. The scope of work includes construction management services for third party and systems integration. The services include, among other things, acting as the MTA's Authorized Representative on a discrete number of third party contracts; overseeing and inspecting construction work; inspecting worksites for safety and quality requirements; managing the contract schedule and budget; monitoring and coordinating shop drawings and requests for information; conducting progress meetings; reviewing and processing change orders; processing payments; reviewing claims; assisting in securing necessary permits; and overseeing systems installation and testing.

Since 2008, there have been several changes to the ESA project that have and will impact the contract scope, value and duration. The Project's construction sequencing has been revised and the construction end date has been extended. Additional construction contracts have been added as a result of the re-sequencing of construction work. The scope and duration of this Contract has been expanded to include some of these additional construction contracts and other specialized task order work.

In June 2015, the MTA Board approved a modification extending the overall term under this Contract to December 31, 2015 and increased the Board approved amount from \$98,958,653 to a cost not-to-exceed \$108,017,970. In December 2015 the President of MTACC issued a Retroactive Modification to extend the contract one month to January 2016 at a value of \$1.55 million so in order that negotiations could be completed. Currently, MTACC is requesting the Board approval to extend the contract through December 31, 2017 with an option to extend the contract for a further year, until December 31, 2018. MTACC will re-evaluate the benefit and impacts to the program of resoliciting the Contract at the end of 2017 and will make a determination whether or not to exercise the option based on that decision.

The Consultant proposed \$58,844,890 to continue these services through December 31, 2017 and \$29,065,980 for the third year option. MTACC's in-house estimate was \$43,193,905 through December 31, 2017 and \$19,717,145 for the third year option. Negotiations were held and the parties agreed to a not-to-exceed amount of \$51,308,725 through December 31, 2017 and \$25,703,044 for the third year option for a total not-to-exceed amount of \$77,011,769. The difference between the negotiated price and MTACC's estimate is primarily due to additional staffing not included in the estimate required for certain Systems and Harold Interlocking contracts. The negotiated cost is deemed to be fair and reasonable.

Item No. 5

Page | 2 of 2

Please note upon Board approval of this request, \$11,000,000 will be allocated to fund the Contract through June 30, 2016. The remaining \$40,308,725 which will fund the Contract through December 31, 2017, will be allocated by MTACC's Chief Procurement Officer upon the approval and release of funding under the 2015-2019 Capital Program.

Schedule K: Ratifications of Completed Procurement Actions
Item Number 6

Vendor Name (& Location) Harold Structures Joint Venture (Secaucus, NJ)	Contract Number CH057A	AWO/Modification # 13
Description Harold Structures Part 3A for the East Side Access Project		
Contract Term (including Options, if any) 26 Months	Original Amount:	\$ 104,300,000
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> N/A	Prior Modifications:	\$ 5,091,092
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	Prior Budgetary Increases:	\$ 0
Solicitation Type <input type="checkbox"/> RFP <input checked="" type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Modification	Current Amount:	\$ 109,391,092
Funding Source <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input checked="" type="checkbox"/> Federal <input type="checkbox"/> Other:	This Request	\$ 1,370,000
Requesting Dept/Div&Dept/Div Head Name: East Side Access W. Goodrich, P.E.	% of This Request to Current Amount:	1.25%
	% of Modifications (including This Request) to Original Amount:	6.2%

Discussion:

This scope of work for this Contract is the construction of a jacked shield tunnel, approach structures, direct fixation track and electrical systems for the Westbound Bypass Structure to be located along the mainline tracks at F Interlocking and Harold Interlocking and for the installation of catenary and signal bridges along the Westbound Bypass alignment. In accordance with Article IX of the All-Agency Procurement Guidelines, MTACC requests that the Board ratify a contract modification to compensate the contractor for special equipment and revised construction methods required as a result of differing site conditions.

The CH057A contract documents indicate there are no obstructions present where the Contractor is required to install seven secant piles at the Westbound Bypass East Approach. However, the seven secant piles are obstructed by catenary poles, overhead wires and a manhole. In order to have sufficient clearance from the overhead wires, the Contractor needs to use a low headroom drill rig instead of a regular height drill rig, excavate and build earth staging platforms for the rig, use spliced core beams for the secant piles and build the upper portion of the secant wall with cast-in-place concrete. In addition, the Contractor will have to modify guide walls for the secant piles, demolish an existing catenary pole foundation and remove cables from the manhole. To the extent that the above modification is the result of errors and omissions in design, MTACC intends to seek compensation for any resulting damages from the designer.

The Contractor submitted a cost proposal of \$1,836,336 while the MTACC project estimate was \$1,188,178. Negotiations were held, and both parties agreed to \$1,370,000 which is considered fair and reasonable. There is no time impact associated with this Modification.

In order to not further delay the setup of the Westbound Bypass jacked shield tunnel operation, the President approved a limited Retroactive Memorandum on December 30, 2015 and the Contractor was directed to proceed with the Work up to the not-to-exceed amount of \$750,000. Authorization to proceed with the remainder of the Work under this Modification will be given upon Board ratification of this Modification.

Item Number 7

Vendor Name (& Location) PB/STV/Parsons Transportation Group (NY, NY)	Contract Number 98-0040-01R	AWO/Modification # 116
Description General Engineering Consultant Services for the East Side Access Project		
Contract Term (including Options, if any) March 2016	Original Amount:	\$ 140,000,000
Option(s) included in Total <input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> N/A	Prior Modifications:	\$ 279,587,280
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	Prior Budgetary Increases:	\$ 0
Solicitation Type <input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Modification	Current Amount:	\$ 419,587,280
Funding Source <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input checked="" type="checkbox"/> Federal <input type="checkbox"/> Other:	This Request	\$ 1,218,414
Requesting Dept/Div&Dept/Div Head Name: East Side Access W. Goodrich, P.E.	% of This Request to Current Amount:	0.29%
	% of Modifications (including This Request) to Original Amount:	201%

Discussion:

This Contract is for engineering, design and construction phase services for the LIRR East Side Access (ESA) project. In accordance with Article XIII of the MTA All-Agency Guidelines for the Procurement of Services, MTACC requests that the Board ratify a contract modification to increase the guaranteed maximum cost by \$1,218,414 to revise the design for the 48th Street Entrance.

As part of the ESA Project, a new entrance to the LIRR Concourse will be constructed at 48th Street within the existing building at 415 Madison Avenue owned by the Rudin Management Company (RMC). During negotiations for the required easements for the new entrance MTA and RMC identified required changes to the design packages for the construction of the entrance.

RMC will perform work under Contract Package CM015A. RMC requested that MTA revise the CM015A package to limit the scope of work to utility relocation and demolition. This change requires MTACC to transfer some of the scope of work from CM015A to CM015 which is work to be performed by a MTACC third party contractor.

In addition, RMC now intends to demolish and reconstruct a significant portion of its existing building. The new building will have a greater structural load which requires strengthening of the building's columns and footings that will remain within the ESA entrance, and, reinforcement of the slabs directly above the new entrance. These structural enhancements facilitated negotiations with RMC to obtain the easement. Even if negotiations are not concluded and MTA obtains the building space through condemnation, MTA would perform the additional structural reinforcement work to mitigate consequential damages that would result if the entrance construction prevented RMC from reinforcing its structure and proceeding with its planned building reconstruction. Therefore the revised design will address the increased structural loads

Furthermore, through this modification the Consultant will refine the entrance design to utilize some additional space in the entrance foyer, add a street-side exterior canopy (which will afford rain/snow cover for LIRR passengers), and add MTA identity signage, creating a stronger overall MTA presence at the entrance. The interior space will allow for the deployment of larger digital advertising placements, (screens to be funded by third parties), as part of the concourse-wide advertising program. This advertising revenue is intended to help offset incremental capital costs associated with this work effort and enhance long term ESA revenue streams to MTA.

The Consultant submitted a cost proposal of \$1,384,563 for this modification while the MTACC estimate was \$1,111,282. Negotiations were held and the parties agreed to a cost of \$1,218,414, which is considered fair and reasonable as it is within an acceptable parameter of the estimate. In order to maintain the current solicitation schedule, the President approved a retroactive memorandum and on November 24, 2015 and the Consultant was directed to proceed with the work up to a not-to-exceed amount of \$250,000. Authorization to proceed with the remainder of the work under this modification will be given upon Board ratification of this modification.



Bridges and Tunnels

Procurements January 2016



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	January 6, 2016
Vendor Name	
Contract Number	
Contract Manager Name	
Table of Contents Ref #	

Board Action					
Order	To	Date	Approval	Info	Other
1	President	1/6/16			
2	MTA B&T Committee	1/25/16			
3	MTA Board	1/27/16			

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

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

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:

<u>Schedules Requiring Majority Vote</u>		<u># of Actions</u>	<u>\$ Amount</u>
Schedule F	Personal Service Contracts	1	\$ 3.359M
SUBTOTAL		1	\$ 3.359M

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

<u>Schedules Requiring Two-Thirds Vote</u>		<u># of Actions</u>	<u>\$ Amount</u>
Schedule G	Miscellaneous Service Contracts	1	\$ 0.141M
SUBTOTAL		1	\$ 0.141M

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

TOTAL	2	\$ 3.500M
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BUDGET IMPACT:

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

RECOMMENDATION:

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

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

MTA BRIDGES & TUNNELS
TRIBOROUGH BRIDGE AND TUNNEL AUTHORITY

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

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

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

NOW, the Board resolves as follows:

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

LIST OF NON-COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL
JANUARY 2016

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. | Lehigh University, ATLSS
Engineering Research Center
Contract Nos. PSC-15-2974 | \$3,358,517.06 | <u>Staff Summary Attached</u> |
|----|---|-----------------------|--------------------------------------|

3 yr. 7 month Contract – Non-Competitive
Prototype Orthotropic Deck Panel Laboratory Testing for Project TN-49A at the Throgs Neck Bridge (TNB).

Staff Summary

Page 1 of 2

Item Number 1 (Final)					
Dept & Dept Head Name: Joe Keane, VP and Chief Engineer <i>Joe Keane</i>					
Division & Division Head Name: Aris Stathopoulos, DCE Project Mgt. <i>Edmund (Elm) Stathopoulos & AS</i>					
Board Reviews					
Order	To	Date	Approv	Info	Other
1	President	1/06/16			
2	MTA B&T Committee	1/25/16			
3	MTA Board	1/27/16			
Internal Approvals					
Order	Approval	Order	Approval		
1	Chief Financial Officer <i>AP</i>	4	Executive Vice President <i>IS</i>		
2	General Counsel <i>mmt</i>	5	President <i>OS</i>		
3	Chief Procurement Officer <i>OM</i>				

SUMMARY INFORMATION	
Vendor Name Lehigh University, ATLSS Engineering Research Center	Contract Number PSC-15-2974
Description Prototype Orthotropic Deck Panel Lab Testing for Project TN-49A	
Total Amount \$3,358,517.06	
Contract Term (including Options, if any) Three (3) Years, Seven (7) Months	
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Renewal? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Procurement Type <input type="checkbox"/> Competitive <input checked="" type="checkbox"/> Non-competitive	
Solicitation Type <input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other:	
Funding Source <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	

Narrative

I. PURPOSE/RECOMMENDATION

To obtain approval in accordance with the All-Agency Guidelines for Procurement of Services to award a non-competitive personal service contract, Contract PSC-15-2974 for Prototype Orthotropic Deck Panel Laboratory Testing for Project TN-49A at the Throgs Neck Bridge (TNB) to Lehigh University, ATLSS Engineering Research Center (ATLSS) located at 117 ATLSS Drive, Bethlehem, PA in an amount of \$3,358,517.06, for a period of three (3) years, seven (7) months.

II. DISCUSSION

As part of the 2015 – 2019 Capital Program, B&T intends to replace the roadway deck on the suspended spans of the TNB. A recommended design alternative is to fabricate and install a steel orthotropic deck to replace the existing concrete filled grid deck. The benefits of this alternative are: an extended service life; reduced loading on the main cables; improved aerodynamic stability and reduced maintenance. In order to validate and refine the design concept and computer modeling that has taken place it is deemed prudent for B&T to undertake a laboratory testing program of a full

(rev. 1/22/14)

Staff Summary

scale prototype orthotropic deck section. The services required are as follows: provide sufficient laboratory space and fixtures required for the installation of the prototype deck; furnishing and installing the instrumentation and data acquisition systems; performance of fatigue resistance testing and monitoring and analyses and reporting of the test data. The testing program will help to refine deck fabrication procedures, evaluate anticipated long term deck performance requirements and welding or other specialized procedures. A complex laboratory testing program of this magnitude requires capacity, facilities and services that can only be provided by an academic institution with specialized large scale structural research capabilities, along with experienced high level technical and theoretical expertise. Lehigh University's Center of Advanced Technology for Large Scale Systems (ATLSS) is the only known facility that can meet the requirements for B&T's testing program. ATLSS is an internationally recognized leader in the testing and evaluation of bridge structures. The American Association of State Highway and Traffic Officials (AASHTO), American Welding Society (AWS) and American Railway Engineering and Maintenance Association (AREMA) base their fatigue design criteria on studies and research conducted at ATLSS. In conducting outreach it was determined that other research facilities are limited to performing testing of deck components only, not a full scale prototype and furthermore do not have the capacity required for B&T's prototype orthotropic deck panel as designed. The other facilities cannot replicate ATLSS's ability to simulate actual bridge structures and conditions. ATLSS has successfully performed similar orthotropic deck prototype testing and analysis programs for B&T's Bronx-Whitestone and Verrazano Narrows Bridges, as well as the Williamsburg Bridge for NYCDOT.

ATLSS was issued the Request for Proposal and submitted a cost proposal in an amount totaling \$3,372,954. The Engineer's revised estimate is \$2,949,337. A negotiated amount of \$3,358,517.06 was agreed upon, which is 13.9% above the estimate and is considered fair and reasonable. The complex fatigue load testing protocol has been modified requiring additional laboratory time, materials and labor hours, which were not considered in the estimate. Lehigh University is considered a responsible consultant.

III. D/M/WBE INFORMATION

Based on the MTA's Department of Diversity and Civil Rights review, zero goals were assigned to this contract. There are no certified MWBE firms available to perform the specialized work required for this contract. Lehigh University, ATLSS Engineering Research Center has not completed any MTA contracts; therefore, no assessment of the firm's MWDBE performance can be determined at this time.

IV. IMPACT ON FUNDING

Funding is available in the 2010 – 2014 Capital Budget under Project TN-49A.

V. ALTERNATIVES

None are recommended. B&T does not have the resources to perform this work with in-house forces. ATLSS is considered the only domestic facility capable of successfully performing the required prototype orthotropic deck testing and analysis program.

LIST OF COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL
JANUARY 2016

MTA BRIDGES & TUNNELS

Procurements Requiring Two-Thirds Vote:

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)

1. **AARCO Environmental Services Corp. \$140,622.00**
Contract No. 15-MNT-2942

5 yr. contract - Competitive Bid – 2 Bids

MTA Bridges and Tunnels (B&T) is seeking Board approval under the All-Agency Guidelines for Procurement of Services for the award of a competitively bid miscellaneous service contract, a Discretionary Procurement, to AARCO Environmental Services Corp., to provide maintenance and repair services of oil and water separators located at various Bridges and Tunnels locations. The total amount of this procurement is \$140,622 for a period of five years.

On September 23, 2015, B&T issued a solicitation for a Contractor to provide all labor, materials and equipment for maintaining the Oil and Water Separators. The service requirements were publicly advertised and the solicitation notice was sent to 23 firms and 7 firms requested copies of the solicitation. On November 12, 2015 two bids were submitted and are ranked as follows:

<u>Bidders</u>	<u>Bid Amount</u>
AARCO Environmental Services Corp.	\$140,622.00
AB Oil Services, Ltd.	\$239,170.00

The scope of services under the prospective contract has not significantly changed compared with the prior contract.

The rates for this contract are based on a sliding scale rate for years 1-3 and years 4-5 over a five year term. The overall bid amount is 11% lower than the user's estimate of \$158,955. The unit pricing submitted reflects an overall decrease for the line items when compared to the pricing of the current contract. After evaluation of the bids, it was determined that AARCO Environmental Services Corp. is the lowest responsive, responsible bidder. Based on competition, the price is considered fair and reasonable. The MTA Department of Diversity and Civil Rights has established goals of 0% MBE and 0% WBE for this contract. Funding is available in the Operating Budget chargeable to General Ledger #711642.