



Metropolitan Transportation Authority

# December 2020

**MTA Board Action Items**



# MTA Board Meeting

2 Broadway  
20th Floor Board Room  
New York, N.Y. 10004  
Wednesday, 12/16/2020  
10:00 AM - 12:00 PM ET

## 1. PUBLIC COMMENT PERIOD

## 2. APPROVAL OF MINUTES

### **MTA and MTA Agencies Committee & Regular Meeting Joint Minutes - November 18, 2020**

MTAHQ

NYCT/MaBSTOA/SIRTOA/MTA Bus Company

MTA Metro-North Railroad

MTA Long Island Rail Road

MTA B&T

MTA Construction & Development

*MTA and MTA Agency Joint Committee and Regular Minutes - November 18, 2020 - Page 5*

## 3. MTA 2021 BUDGET ADOPTION MATERIALS (Action Items)(Budget Materials distributed separately and available in the Exhibit Book and MTA.Info)

## 4. COMMITTEE ON METRO-NORTH RAILROAD & LONG ISLAND RAIL ROAD

### **MNR Procurements Report**

*MNR Procurements - Page 28*

#### **i. Non-Competitive (no items)**

#### **ii. Competitive**

*MNR Competitive - Page 32*

#### **iii. Ratifications (no items)**

### **LIRR Procurements Report**

*LIRR Procurements - Page 36*

#### **i. Non-Competitive (no items)**

#### **ii. Competitive**

*LIRR Competitive - Page 40*

#### **iii. Ratifications (no items)**

### **MTA C&D Procurements Report (no items)**

## 5. COMMITTEE ON NYCT & BUS

### **NYCT & Bus Procurements Report**

#### **i. Non-Competitive (no items)**

- ii. **Competitive (no items)**
- iii. **Ratifications (no items)**
- iv. **C&D Procurements**  
*C&D Procurements - Page 45*

## **6. COMMITTEE ON MTA BRIDGES & TUNNELS OPERATIONS**

### **B&T Procurements**

*MTA C&D Procurements - Page 55*

- i. **Non-Competitive (no items)**
- ii. **Competitive**
- iii. **Ratifications (no items)**

### **MTA C&D Procurements**

*MTA C&D Procurements - Page 59*

- i. **Non-Competitive (no items)**
- ii. **Competitive**  
*MTA C&D Competitive - Page 63*
- iii. **Ratifications (no items)**

## **7. COMMITTEE ON FINANCE**

### **Action Item**

- i. **Authorization to Issue New Money Bonds (Resolution available in the Exhibit book)**  
*Authorization to Issue New Money Bonds for Planned Active Credit for Capital Program Cashflow Needs in 2021 - Page 66*
- ii. **Approval of Supplemental Resolutions Authorizing Refunding Bonds (Resolution available in the Exhibit book)**  
*Approval of Supplemental Resolutions Authorizing Refunding Bonds - Page 69*
- iii. **MTA and TBTA Reimbursement Resolutions for Federal Tax Purposes (Resolution available in the Exhibit book)**  
*MTA and TBTA Reimbursement Resolutions for Federal Tax Purposes - Page 74*
- iv. **Selection of Bond Underwriters**  
*Selection of Bond Underwriters - Page 76*

### **MTAHQ Procurements Report (no items)**

### **Real Estate Items**

- i. **Real Estate Agenda and Staff Summaries**  
*Real Estate Agenda and Staff Summaries - Page 81*

## **8. COMMITTEE ON CORPORATE GOVERNANCE**

**Action Item**

**i. Approval of MTA Policies in Connection with Provisions of the Public Authorities Law**

*Staff Summary Public Authorities Law Required Policies December 2020 - Page 94*

**9. FIRST MUTUAL TRANSPORTATION ASSURANCE CO (FMTAC) (no items)**

**Joint Committee and Board Meeting of the Metropolitan Transportation Authority,  
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,  
MTA Construction & Development, the MTA Bus Company and  
the First Mutual Transportation Assurance Company**

**Minutes**

**2 Broadway**

**New York, NY 10004**

**Wednesday, November 18, 2020**

**10:00 a.m.**

**The following Board Members were present in person or by videoconference:**

**Hon. Patrick Foye, Chairman & CEO**

**Hon. Jamey Barbas**

**Hon. Frank Borelli**

**Hon. Victor Calise**

**Hon. Michael Fleischer**

**Hon. Randolph Glucksman**

**Hon. Rhonda Herman**

**Hon. David Jones**

**Hon. Linda Lacewell**

**Hon. Kevin Law**

**Hon. Robert W. Linn**

**Hon. David Mack**

**Hon. Haeda B. Mihaltses**

**Hon. Robert F. Mujica**

**Hon. Lawrence Schwartz**

**Hon. Vincent Tessitore, Jr.**

**Hon. Neal Zuckerman**

**The following alternate non-voting members were present by videoconference:**

**Hon. Andrew Albert**

**Hon. Norman Brown**

**Hon. John Samuelsen**

**The following Board member was absent:**

**Hon. Lorraine Cortés-Vázquez**

The following staff members attended in person or by videoconference:

Mario Péloquin, Chief Operating Officer, Thomas J. Quigley, General Counsel, Robert Foran, MTA Chief Financial Officer, Paul Fama, MTA Chief People Officer, Anthony McCord, MTA Chief Transformation Officer, Patrick Warren, MTA Chief Safety Officer, Sarah E. Feinberg, Interim President, NYCT, Craig Cipriano, Acting President, MTA Bus/Senior Vice President, NYCT Department of Buses, Janno Lieber, MTA Chief Development Officer, MTA Construction & Development, Phillip Eng, President, Long Island Rail Road, Catherine Rinaldi, President, Metro-North Railroad, Daniel DeCrescenzo, Acting President, TBTA, Mark Young, V.P. Management and Finance and Chief Financial Officer, MTA Long Island Rail Road, Kuvershen Ayer, Chief Procurement Officer, David Florio, Director, R.E. Operations, Leasing & Acquisitions, Patrick McCoy, Director of Finance, Abbey Collins, Chief Communications Officer, Monica Murray, Chief Administrative Officer, NYCT President's Office, Subash Iyer, Special Counsel for Ethics, Risk and Compliance.

The Board of the Metropolitan Transportation Authority also met as the Boards 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, MTA Construction & Development, the MTA Bus Company, and the First Mutual Transportation Assurance Company.

Unless noted otherwise, votes reflected in these minutes are those of each Committee and that of the MTA Board.

## **1. CHAIRMAN FOYE'S OPENING REMARKS.**

Chairman Foye called the meeting to order, and he announced that the MTA regular Board meeting is being held jointly with the Joint Metro-North Railroad and Long Island Rail Road Committee, New York City Transit Committee, Bridges and Tunnels Committee, Finance Committee, and the Capital Program Oversight Committee.

Chairman Foye stated that the meeting is being conducted remotely via videoconference. The Chairman explained that Governor Cuomo's Executive Order 202.1, which has subsequently been extended, suspends the Open Meetings Law requirements and accordingly any requirements in the MTA By-Laws that meetings are open to in-person attendance by the public and that Board members may participate only in person are also suspended.

Thomas Quigley, MTA General Counsel, conducted the roll-call and confirmed the presence of a quorum.

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Chairman Foye stated that later in the meeting, Agency Presidents and staff will submit their agency's report, procurements and actions for a vote, and the Board members' participation in the meeting but silence at the time of a vote will be considered an affirmative vote for the record. The Chairman advised Board members that if any member would like to vote in opposition or abstain from any action, that Board member should state their name and indicate that.

Chairman Foye noted that speakers for the public comment period were able to register on Monday, November 16, 2020 and send in their video or voice comments. The Chairman noted that the first thirty minutes of speakers' comments will be delivered at today's meeting and comments made by other speakers will be published to the MTA website.

Refer to the video recording of the meeting, produced by the MTA and maintained in MTA records, for the details of Chairman Foye's opening remarks.

## **2. PUBLIC SPEAKERS SESSION.**

The MTA Moderator announced that the first thirty minutes of speakers' comments will be delivered at today's meeting and comments made by other speakers will be published to the MTA website. The MTA Moderator reminded speakers of the two (2) minute speaking limit and that speakers will be alerted when thirty (30) seconds remain to conclude their remarks.

There were seventeen (17) registered public speakers, the following thirteen (13) speakers commented by videoconference during the public speakers' session. Refer to the video recording of the meeting produced by the MTA and maintained in MTA records for the content of speakers' statements, and to MTA.info for comments made by other public speakers.

Councilmember Ydanis Rodriguez, NYC Council  
Lisa Daglian, Executive Director, PCAC  
Andy Quito, Passengers United  
Jason Anthony, Passengers United  
Rachel Fauss, Reinvent Albany  
Nick Sifuentes, Tri-State Transportation Campaign  
Brian Fritsch, Regional Plan Association  
Norbert Giesse, CURES  
Andy Pollack, Passengers United  
Aleta Dupree, private citizen  
Yuki Endo, private citizen  
Gian Carlo Pedulla, NYCDOE  
Christopher D. Grief, private citizen

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### **3. CHAIRMAN FOYE'S REMARKS.**

Chairman Foye thanked everyone for joining this month's virtual meeting of the MTA Board.

The Chairman noted that at several meetings this year, the staff have observed a moment of silence to acknowledge and remember members of the MTA family who have passed away from COVID-19, and he stated that we will continue that observance today to honor two members of the New York City Transit family who have passed in the last month.

Interim NYCT President Sarah Feinberg read the names of the NYCT employees who passed in the last month:

- Ghayasuddin Patel, Station Agent
- Dexter Burton, Third Rail Maintainer

Following the reading of the names, Chairman Foye asked everyone to join him in a moment of silence in honor of the employees.

Chairman Foye stated that the MTA continues to remember and mourn colleagues lost this year to the Coronavirus and will continue to honor their dedication and service during this unprecedented public health crisis.

Chairman Foye stated that COVID-19 continues to be a regional and national crisis. Since March, the MTA has been fighting a once-in-a-hundred-years pandemic, which has not only devastated the health and well-being of communities across the nation and indeed across the world, but wreaked havoc on the economy – including creating a financial crisis at the MTA beyond anything the agency and its predecessors have ever experienced. Chairman Foye stated that even though the nation is in the ninth month of the pandemic, here in New York COVID-19 continues to spread, and positive cases continue to climb to new national highs each day. Chairman Foye stated that it is critical to recognize that we, as a nation, are still in the midst of a very real, ongoing crisis, and that we are still navigating through uncharted times.

Chairman Foye stated that the number of cases in the region is increasing, following the trend of the increases seen across the country and in New York. The Chairman stated that thanks to Governor Cuomo's continued leadership on this public health crisis New York is keeping key metrics at rates that remain among the lowest in the nation. The MTA remains on high alert and will continue to do everything it can to minimize public health risks to its customers and employees. The Chairman stated that, at the same time, the MTA has never been more prepared in its ongoing fight against COVID-19, and the MTA's aggressive cleaning and disinfecting efforts persist as it continues embracing innovative practices to improve the safety and health of its customers and workforce.

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Chairman Foye stated that yesterday he joined colleagues from the MTA's sister transit agencies, including Rick Cotton, Executive Director of the Port Authority and Clarelle DeGraffe, Director and General Manager of PATH; Kevin Corbett, President and CEO of NJ Transit; Steve Predmore, Chief Safety Officer at Amtrak; and Leslie Richards, General Manager of SEPTA, to announce the launch of a regional mask force – building on the great success of the MTA's volunteer Mask Force, where MTA has distributed millions of masks to customers and employees. The Chairman thanked Sarah Meyer, New York City Transit Chief Customer Officer, who initiated the MTA Mask Force.

Chairman Foye stated that the timing of this effort could not be more important and all of the regional transit agencies joining together underscores the importance of the message that wearing a mask continues to be the single most effective tool in stopping the spread of the virus. Chairman Foye stated that the MTA will continue to give out free masks to customers who need it, and he stated that he is proud of the agency's efforts, so far providing nearly 17 million masks to customers and employees.

The Chairman stated that the MTA is laser focused on employee safety, and last month the MTA introduced a new voluntary COVID-19 screening program to further protect the workforce. The Chairman credited Chief Safety Officer Patrick Warren and Occupational Health Officer Dr. Daria Luisi for initiating this critical resource for employees, and helping the MTA continue to lead the nation in its COVID-19 response efforts.

Chairman Foye reminded everyone to continue to be safe while celebrating during the holiday season and to observe all the rules and recommended State and local protocols. The Chairman also encouraged everyone to become familiar with the policies in place, get tested, stay socially distant, wash hands and, most importantly, wear a mask. In addition, Chairman Foye encouraged all employees to participate in the agency's COVID-19 screening program, which provides a free diagnostic COVID-19 test and, because it is also flu season, the Chairman suggested that everyone consider getting free flu shots through the agency's collaboration with Walgreens.

Chairman Foye stated that beginning this summer, he and Chief Financial Officer Robert Foran began sounding the alarm about the pandemic's destruction of the MTA's revenues. The pandemic continues to take its toll on the MTA's fiscal health, and the MTA continues to grapple with unprecedented deficits. While ridership and revenues have started to rebound, Chairman Foye stated that they have not recovered enough to meaningfully improve the MTA's financial position, as will be discussed further by CFO Robert Foran during his presentation of the November Financial Plan.

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Chairman Foye stated that in addition to the November Financial Plan, which is an update on the MTA's financial condition and on which no motion or vote will be required of the Board today, the agency will also start the standard process for its biennial review of fare and toll policy this month. The Chairman stated that no decisions will be made today on fares and tolls, but the Board will be presented with all the options for consideration, which will continue to be reviewed and deliberated over the coming months.

Chairman Foye stated that this year's budget was undoubtedly one of the most difficult budgets the MTA has ever had to develop, in one of the most unusual and uncertain times. The Chairman stated that because there is so much uncertainty everywhere, the agency is taking the approach of planning for the worst and leaving room to adjust for the best. Chairman Foye reiterated that without \$12 billion in emergency federal aid the MTA would be forced to take draconian actions – including the potential for massive service cuts of up to 40% on the subways and buses and 50% on the commuter railroads, thousands of workforce layoffs, a continued freeze on the Capital Plan, and other actions the agency desperately wants to avoid.

Chairman Foye stated that any cuts to service or jobs will hit hard the people who rely on the system most, hurt our heroic employees and further depress the economy and slow the recovery of the region, and indeed the nation. The Chairman stated that this pandemic has proved what we have known all along – that transit is a critical lifeline for all New Yorkers. The Chairman stated that in the past few months, in particular, the MTA has carried the people who need the system the most right now, and who are also the same people the region needs the most to get us through the crisis and beyond it– doctors, nurses, police officers, firefighters, first responders, our own transit workers, those preparing meals in hospitals and working on stocking shelves at pharmacies and grocery stores, utility workers and many more.

Chairman Foye stated that the MTA is aware that this is an issue of equity. Many of the essential workers and first responders in New York and across the nation are people of color, and this crisis has revealed that our society does not always adequately compensate these most critical roles. The Chairman stated that the agency is aware that any reductions in service will hurt the city and the region, including customers who need it most. However, Chairman Foye stated that without the certainty of substantial federal dollars, there is no recourse, and the agency must plan for the worst while hoping for the best in the wake of a crisis that has done more damage to the MTA's finances than even the Great Depression in the 1930s. Chairman Foye stated that the MTA is required to deliver a balanced budget every year, and we have a fiduciary duty to continue to do so this year, even with the unprecedented public health emergency.

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Chairman Foye stated that unfortunately, to date, the MTA’s sustained and focused efforts to secure at least \$12 billion in additional emergency federal aid have not yet yielded results. However, the Chairman stated that the election of President-elect Joseph Biden has offered the MTA a measured degree of hope, as it looks to the new year and the upcoming inauguration. Chairman Foye stated that the President-Elect, as every school child in America knows, is a longtime champion of public transportation and has made sustainable infrastructure and clean energy pillars of his “Build Back Better” transition platform. Chairman Foye added that a commitment to protecting and sustaining mass transit not only advances these goals in the Administration but also advances the President-Elect’s pledge to address racial equity as well.

Chairman Foye stated that the MTA is still cleareyed about the obstacles to additional funding that remain in Washington, even under a Biden Administration. Chairman Foye stated that the nation faces the prospect of divided government, and if Senate Republicans maintain their majority and their position that the MTA and mass transit not be funded, things may not change much at all. The Senate Republicans’ indifference to the future of mass transit in this country has been an infuriating roadblock, and the Chairman stated that the agency is cautiously hopeful that “Amtrak Joe” might help clear it so that the MTA can continue its core business of moving New York.

Chairman Foye thanked the Board and staff, and he introduced Patrick Warren, Chief Safety Officer, to provide an update on the agency’s COVID-19 efforts.

Refer to the video recording of the meeting, produced by the MTA and maintained in MTA records, for the details of Chairman Foye’s remarks.

#### **4. CHIEF SAFETY OFFICER’ S PRESENTATION.**

Patrick Warren, MTA Chief Safety Officer, provided an update on COVID-19.

Refer to the video recording of the meeting, produced by the MTA and maintained in MTA records, for the details of Mr. Warren’s presentation.

#### **5. INTRODUCTION OF NEW TRANSIT BUREAU CHIEF OF POLICE.**

Chairman Foye introduced Chief Katherine O’Reilly as the newly appointed NYPD Chief of Transit. Chairman Foye stated that Chief O’Reilly most recently served as Borough Commander of Manhattan North, and is a graduate of John Jay College, Harvard and Columbia University Police Management Institute.

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Chairman Foye stated that everyone recognizes the importance of providing a transit system that feels safe for customers and employees, and that he invited Chief O'Reilly to say a few words.

Chief O'Reilly thanked the Chairman and stated that she is delighted to take over the transit bureau, and she looks forward to working with the talented team who will assist with accomplishing the goal of reducing crime and making sure that the ridership feels safe in the system. Chief O'Reilly stated that this goal will be achieved by increasing the uniform presence in the subway stations, on the trains and on the platforms, and she stated that she is looking forward to working in close partnership with the Board and the MTA staff in this endeavor.

Chairman Foye, on behalf of the Board and the MTA leadership and customers, stated that he is looking forward to working closely with Chief O'Reilly and her team in the coming months on the shared goal of ensuring the safety and security of the work force and the millions of passengers who use the system every day.

Chairman Foye acknowledged Chief Delatorre who served as the prior Chief of Transit at NYPD, a post he held since January 2018. Chairman Foye stated that Chief Delatorre was a great partner on many important initiatives and congratulated the Chief on his new role as Chief of Labor Relations. The Chairman, on behalf of the Board and staff, thanked Chief Delatorre for his service.

Refer to the video recording of the meeting, produced by the MTA and maintained in MTA records, for the details of Chairman Foye's remarks and Board members' comments.

**6. CHIEF FINANCIAL OFFICER PRESENTATION ON MTA 2021 FINAL PROPOSED BUDGET AND NOVEMBER FINANCIAL PLAN 2021-2024.**

Chairman Foye introduced MTA Chief Financial Officer Robert Foran who presented the MTA 2021 Final Proposed Budget and November Financial Plan for 2021-2024.

Chairman Foye noted that the November budget presentation was for informational purposes only and that the Board would vote on the budget materials at the December 16, 2020 Board meeting.

Copies of the proposed budget and plan were distributed to Board members.

Following the presentation, the Chairman thanked Mr. Foran and invited Board discussion concerning the proposed budget and the financial plan.

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The details of the presentation on the proposed budget and financial plan, and Board members' comments and questions with respect thereto, are included in the video recording of the meeting produced by the MTA and maintained in MTA records.

**7. OTHER MTA BUSINESS.**

A. Authorization to Commence Fare and Toll Hearings.

Mark Young, V.P. Management and Finance and Chief Financial Officer, MTA Long Island Rail Road, provided a presentation outlining a summary of the fare and toll review process action for Board approval.

Upon motion duly made and seconded the Board authorized the Chairman and his designees to take the necessary steps, including publishing any required notices and conducting any required public hearings, in order to complete the administrative process necessary in advance of the Board's consideration of the fare and toll pricing changes. The specifics are set forth in the staff summary and documentation filed with the meeting materials.

Refer to the video recording of the meeting, produced by the MTA and maintained in MTA records, for the details of Mr. Young's presentation and Board members' comments and discussion.

**8. CHIEF DEVELOPMENT OFFICER'S PRESENTATION.**

A. MTA Construction & Development Operations and CPOC Committee Report.

MTA Chief Development Officer ("CDO") and MTA Construction and Development Company ("C&D") President Janno Lieber provided an update on the status of the Capital Program.

CDO Lieber reported that most of the Capital Program remains on hold due to the MTA's financial crisis. He noted that, at year's end, C&D will have committed less than 40% of the capital work that was planned for 2020. CDO Lieber attributed this number to the financial crisis that developed as a result of the COVID-19 pandemic.

CDO Lieber stated that the materials contained in this month's CPOC Book contain updates on several key projects from prior Capital Programs, including major re-signaling projects. He made clear that he and the MTA's Independent Engineering Consultant are available to answer any questions.

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CDO Lieber also noted that he and the C&D Team, who were prepared to enact the larger Capital Program, remain hopeful that there will be timely action in Washington D.C. that will allow C&D to quickly resume the aggressive Capital Program that was set in motion by Governor Cuomo and the New York State Legislature at the outset of this year.

**B. Procurement Items.**

CDO Lieber presented C&D's procurement packages for the Joint Railroad and the New York City Transit and Bus Committees.

Joint Metro-North Railroad and Long Island Rail Road Committee:

Upon a motion duly made and seconded, the Board:

Approved the award of a competitively solicited contract (6354) for the mechanical rehabilitation of the Wreck Lead Bridge on the Long Island Rail Road's Long Beach Branch to Kiewit Infrastructure Co. in the amount of \$2,949,000 and a duration of 275 days.

A copy of the Resolution and the Staff Summary for the above item is filed with the records of the Regular Board Meeting of the MTA of this date.

New York City Transit and Bus Committee:

Upon a motion duly made and seconded, the Board:

Ratified the award of a retroactive modification (No. 16) to Contract T-80280 for the replacement of an additional 7,187 linear feet of mainline track on the Staten Island Railway in the amount of \$11,750,000.

A copy of the Resolution and the Staff Summary for the above item is filed with the records of the Regular Board Meeting of the MTA of this date.

**9. APPROVAL OF MINUTES.**

Upon motion duly made and seconded, the Board approved the Minutes of the Joint Committee and Board meeting of the MTA and MTA Agencies held on October 28, 2020, amended to include corrections noted by Board member Andrew Albert.

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## **10. METRO-NORTH RAILROAD AND LIRR JOINT COMMITTEE.**

### **A. Metro-North President Catherine Rinaldi's Report.**

President Rinaldi highlighted the accomplishments achieved during the second year of Metro-North's Way Ahead strategic plan, which continues around the railroad despite the pandemic. President Rinaldi reported that Metro-North launched Way Ahead in October 2018 as a roadmap for the railroad's future that details initiatives designed to set the standards for safety, reliability, innovation, and the delivery of excellent customer service.

Way Ahead was launched before COVID-19 dramatically changed ridership patterns. Even before the pandemic, customers' expectations were evolving, and now, as they continue to return to the system, customers expect more. Way Ahead provides the basis for welcoming customers back to a system that is safe and secure. Guided by past experiences, President Rinaldi remarked that she looks forward to developing an even stronger Metro-North for the future and reported on the following ongoing safety initiatives:

- Metro-North is on schedule to have full PTC functionality across the railroad by the end of this year. Since mid-August, Metro-North has had PTC operability on 100% of the tracks east of the Hudson River. All Hudson Line and Harlem Line trains and Danbury Branch trains are operating in full PTC. Metro-North also has completed testing the PTC software on the New Haven Line's M8 cars and is in the process of obtaining the safety certification which will allow New Haven Line electric trains to enter PTC operations at the end of November. Amtrak trains are also interoperable on the Hudson and New Haven Lines. President Rinaldi thanked the Metro-North team for keeping the momentum going through the end of 2020, when all trains will be operating with full PTC.
- The TrainTime application can now help customers see real-time crowding and capacity tracking before they get on a train. This is especially important during the COVID-19 pandemic when riders want to practice safe behaviors such as social distancing. This functionality is now available for the M-7 train cars, and Metro-North will bring this same functionality to the M-8 fleet later this year, followed by the coach fleet. President Rinaldi thanked the Metro-North and MTA team for implementing this major enhancement.
- Metro-North is testing a new revolutionary air purification system that can kill COVID-19 and virtually all other viruses. This program is first-of-its-kind and brings Metro-North's existing filtration systems to a new enhanced level.

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President Rinaldi reported that Metro-North also remains focused on improving customers' day-to-day experience while continuing to provide a reduced schedule. October's service reliability operated above goal at 98.3% and stands at 97.9% year-to-date, which is 3.6% better than in 2019. West of Hudson service also remains high at 96.7% and stands at 95.1% year-to-date, which is a 5.3% improvement over last year.

This month, Metro-North launched a new Accessibility Task Force that will provide a forum for the exchange of information about Metro-North services and facility accessibility as they relate to persons with disabilities and their transportation needs. The Task Force is comprised of representatives from the New York City Mayor's Office, the counties in Metro-North's operating area, New Jersey Transit, Connecticut Department of Transportation, the Permanent Citizens Advisory Committee, the Metro-North Commuter Council, and Metro-North leadership. President Rinaldi thanked Board Members Herman, Glucksman and Calise for joining the kickoff meeting.

To further enhance the customer experience, Metro-North recently installed "Help Points" equipped with security cameras at 14 stations that connect customers directly to MTA Police in emergency situations. The installation of these cameras and Help Point devices offers additional tools to keep everyone safe, while also giving customers peace of mind as they continue to return to the system.

President Rinaldi explained that Metro-North also remains focused on maintaining and improving its infrastructure and provided the following updates:

- While operating a reduced schedule, Metro-North has expanded its SMARTRACK Program which allows crews to undertake critical infrastructure work by strategically shutting down continuous segments of track. This gives multiple work groups extended and uninterrupted access to maintain and improve the system.
- Metro-North forces expedited the replacement of four track switches at a critical interlocking directly south of the Scarsdale Station in less time than originally planned, resulting in less impact on train service and improved reliability of Harlem Line train service.
- Metro-North crews completed track rehabilitation work in Grand Central Terminal and the exceptional efforts led to a considerable reduction in FRA track maintenance exceptions.
- Metro-North installed 27 miles of communication and signal cables for the Waterbury Cab Signal project, which is a precursor to bringing PTC to the Waterbury Branch.

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- Metro-North upgraded six grade crossing track pads and installed tubular delineators to improve vehicular safety at 37 grade crossings, with the remaining crossings to be completed by the middle of next year.
- To mitigate against extreme weather events, such as Tropical Storm Isaias in August—which blew over 300 trees across the tracks and catenary systems—Metro-North accelerated its tree trimming program to cut back or remove trees in danger of falling on tracks and wires.

In closing, President Rinaldi recognized and thanked the Metro-North employees at all levels for dealing with the pandemic’s challenges both at work and home and remaining focused and committed to progressing the many initiatives outlined in Metro-North’s second annual Way Ahead report.

The video recording of the meeting produced by the MTA and maintained in MTA records contains a complete record of President Rinaldi’s report. Additionally, the details of the following Metro-North Committee items are contained in reports filed with the records of this meeting:

B. Joint Information Items:

- PTC Project Update

C. Metro-North Information Items:

- Progress on Way Ahead Strategic Plan

D. Other Metro-North Committee Items:

- Minutes of the Joint Metro-North and Long Island Rail Road Committee Meeting held October 28, 2020
- Metro-North 2020 Work Plan
- Metro-North Safety Report
- MTA Police Report – Metro-North
- Metro-North Operations, Performance Metrics, Finance, Ridership, and Capital Program Reports

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**A. LIRR President Phillip Eng's Report.**

President Eng stated that as we face rising COVID-19 numbers across the country and around the world, the LIRR wants our customers to know that we continue to do all we can to keep each other safe. It is well known that wearing masks is one of the best methods of protection in all situations, and it cannot be stressed enough to our workforce and our customers the importance of wearing masks. LIRR customer mask distribution and messaging and PPE distribution to employees remains in high gear. Eight months after the start of the COVID-19 pandemic, our teams are still going strong with enhanced cleaning and disinfecting efforts across the system, at stations, on trains, and in employee facilities.

President Eng stated that during the month of October, ridership was steady at 28% of pre-pandemic weekday levels, which exceeded projected ridership levels. Discretionary and weekend ridership remained stronger than weekday ridership.

President Eng stated that for customers who are taking LIRR trains, we are getting them to where they need to go on time and safely. In October, LIRR on-time performance (“OTP”) hit 97.2%, which is a record for that month.

President Eng thanked our managers and our dedicated workforce for continuing to deliver necessary infrastructure improvements, which provided us the opportunity to achieve record high OTP figures. President Eng cited one example which was truly indicative of these efforts: track circuits. President Eng explained that the LIRR has over 3000 track circuits, which are a vital part of our signal system. When a track circuit fails, signals, switches and most importantly train movement is adversely impacted. Track circuits rely on many components of the track and power system, including rail, joints, switches, motor power, transformers, relays, track wire, circuit protection, and other associated items. Even debris can affect track circuits. Simply put, everything including the kitchen sink can impact track circuits.

President Eng further stated that as part of the LIRR Forward initiative, we made track circuit reliability a priority. In 2018, we had 86 track circuit failures that led to delays. In 2019, we beat our goal and reduced failures by 44%, lowering the number to 48 track circuit failures. We doubled down and recommitted to further improving in 2020 and to date, we have experienced only 17 track circuit failures. This represents, for the same period, January through October, a more than 60% reduction from last year and a 77% reduction from 2018.

President Eng stated that October is when we start to see the effects of the fall season and associated low adhesion. As promised, every year we are getting better at tackling this issue proactively. To date, with increased speeds of our laser trains and with two laser

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trains in operation, we have already cleaned 2051 miles of track to date, compared to 160 miles for the same period in 2019. Total track miles cleaned has increased by 1,182%. President Eng stated that so far this season, we are continuing to see promising results and that he looks forward to reporting more details next month. This is a worldwide industry problem, and we know that we are never going to completely eliminate slip-slide conditions, but we are doing everything we can to proactively mitigate Mother Nature's effects on our system.

President Eng also stated that our Engineering team has been hard at work fortifying our infrastructure across our system. Track crews have installed over 10,000 concrete ties, over 20,000 linear feet of continuous welded rail, and 4 turnouts. Signal crews have replaced 6 crossing gate mechanisms, 1 switch machine and 1 signal location. Power crews have installed over 5,000 linear feet of aluminum third rail on the Main Line. Communications personnel completed the Brook Tower move and cutover to Atlantic, and Divide Tower move and cutover to Jamaica Central Control, which improved our operational responses. Our Structures team completed the overhaul of three Car Maintenance platforms to support our cleaning and disinfecting program, along with several other projects that strengthened or renewed various structures across the system. While customers may never visually see the physical work to fully appreciate it, they will see and reap the benefits of it every day through improved OTP and a more comfortable and reliable ride.

President Eng indicated that for Positive Train Control ("PTC"), the finish line is in sight. At the end of October, we activated extended revenue service demonstration ("ERSD") on the territory through Jamaica, bringing us to 98% of the 305 route miles on our system currently running in PTC. For the remaining section through Harold Interlocking, we have completed all the testing necessary and are ready to implement ERSD. To ensure that there are no service impacts, we will implement ERSD once Amtrak finalizes PTC in their territory adjacent to Harold. The work at Harold with Amtrak is progressing and nearing final stages. Amtrak executives and their project team have assured us that this is their highest priority, and we continue to support their efforts. President Eng stated that our freight operator New York and Atlantic Railway, after successful testing, received approval from the Federal Railroad Administration ("FRA") to operate in PTC. On November 16, 2020, the FRA accepted our safety plan. President Eng thanked the dedicated team led by Debbie Chin and their ability to work through COVID-19 and indicated that he is confident that the LIRR will meet the FRA PTC deadline.

In closing, President Eng stated that while we work hard each and every day to combat the pandemic, our vigilance must continue at work and at home. He emphasized that everyone should practice good hygiene, including washing hands, using hand sanitizer, and wearing

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face coverings, and if someone is not feeling well, they should stay home. Moreover, these habits, which are now part of our daily routines, do save lives, and you never know whose life you will save. Furthermore, President Eng emphasized that vigilance is especially important as the holiday season approaches and implored people to heed the recommendations from our health professionals and the State. President Eng stated that at a time when gatherings are typically commonplace, it is even more important that we support one another as the pandemic is still very much upon us. He wished for all to find a safe way to connect with family and friends during the holidays.

The video recording of the meeting produced by the MTA and maintained in MTA records contains a complete record of President Eng's report. Additionally, the details of the following LIRR Committee items are contained in reports filed with the records of this meeting.

B. Joint Information Item.

- LIRR/MNR PTC Status Report

C. LIRR Information Items.

- Year-End Trackwork Programs
- East Side Access Support Projects update

D. Other LIRR Committee Items.

- Minutes of the Joint Metro-North and Long Island Rail Road Committee Meeting held October 28, 2020
- LIRR 2020 Work Plan
- LIRR Safety Report
- MTA Police Report – LIRR
- LIRR Operations, Performance Metrics, Finance, Ridership, and Capital Program Reports

**11. NYCT INTERIM PRESIDENT SARAH FEINBERG'S PRESENTATION.**

A. NYCT President's Report.

Interim President Feinberg sadly acknowledged the passing of two transit colleagues due to COVID-19, which she noted was reminiscent of the first wave of COVID-19 earlier this year. She then spoke about the family liaison group, which was formed last spring to ensure that every single family who lost someone to COVID-19 had a senior contact at NYCT in constant touch with them. Interim President Feinberg said that these contacts speak with

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the families weekly, daily and often more than once a day. She explained that the liaisons escort families through the paperwork process, pension process and family benefits process, and that the liaisons' job is to attempt to be everything they can be to these families. Interim President Feinberg also said that the liaisons routinely work to ensure families have all the paperwork they need, are signing appropriate documents, and are provided assistance with notaries and original documents. She stated that the liaisons are there generally to help families through the grief stricken process of trying to recover after the death of a loved one, and in many cases, have quite literally grieved with the families, crying along with them while helping through the process of making necessary arrangements.

Interim President Feinberg reported that NYCT has now processed about 112 family claims and is working with the families on the remaining claims. She commented that while she is not an expert at running these programs, she imagines this program has been one of the most efficient and effective of its kind that has ever been executed, particularly given how many of the families continue to wait for other big entities to work on their behalf. Interim President Feinberg commended Monica Murray, NYCT's Chief Administrative Officer, for leading this liaison effort and managing this program from the beginning, noting that Ms. Murray is personally in touch with many of the families herself. She stated that NYCT could not have launched and managed this successful program without Ms. Murray, and also thanked the larger team of liaisons who have taken on this effort in addition to their other work responsibilities. She commended them for their truly admirable work.

Interim President Feinberg highlighted NYCT's hero of the week program, where she explained that each week on Friday morning NYCT acknowledges one or more of our transit heroes. She emphasized that these are the men and women at NYCT who are the true heroes, sometimes because they have saved a life or changed a life, or acted bravely in a moment of crisis or just came together as a team to respond to an emergency. This program seeks to remind our workforce, our leadership and the public, that there are everyday heroes among us – men and women who show up day in and day out to do their jobs and have made this City a much safer and better place to travel in the past months.

Interim President Feinberg also thanked the heroes who responded to the minor derailment that occurred outside of the Atlantic Avenue-Barclays Center station several days ago. She noted that when a derailment occurs, it is not minor considering the damage done to the rolling stock and the track along with the resulting delays. Feinberg thanked the team at NYCT for responding to the incident, for successfully navigating around the incident for the morning rush, and for re-railing the derailed train and removing and repairing the third rail in time for the afternoon rush. She stated that as always it is truly an honor to work with these teams.

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Interim President Feinberg then discussed the significant ongoing effort to improve NYCT's transparency for the public and employees. She noted that last month NYCT started posting weekly updates on the number and type of incidents happening each day in the system. NYCT started by posting the number of worker assaults and harassment and incidents of vandalism that occur in the system and said that this information can continue to be found at the MTA's Safety and Security page. She announced that NYCT is now going to be posting mass compliance data in the same location (the MTA Safety and Security page), which will consist of the latest data and observations of number of passengers wearing masks and wearing them properly on buses and on the subway system. Interim President Feinberg stated that NYCT has been releasing this information previously and that the data has consistently shown compliance rates in the mid to high 90<sup>th</sup> percentiles. She noted that sharing this information may continue to help us reach even higher numbers in an effort to keep our customers and employees as safe as possible.

Lastly, Interim President Feinberg spoke about the devastating service cuts being contemplated by the MTA. She said that as she often reminds people, if you come to work at NYCT and devote your career to transit here or anywhere else, it is never because you want to cut service in any way; rather, one devotes their career and lives with the goal of expanding and providing more service to people in a safe and efficient way. Contemplating such cuts is devastating for the workforce, for those who operate trains, clean the stations or train cars, and operate buses. Interim President Feinberg emphasized that it is incumbent upon us to do more and stated that she will do everything she can to communicate to Washington along with MTA leadership that the MTA needs emergency assistance immediately. She said she started off this week doing a town hall with our Operations Planning team and acknowledged that their day-to-day work right now is brutal. She explained that every day they are doing the hard work to figure out how to, if forced, use a scalpel to reduce service and save dollars while continuing to provide as much service as possible. She commented that at some point that would just not be possible. Interim President Feinberg continued that with potential service cuts of this size because of the absence of help from Washington, there is no scalpel sharp enough to help protect our customers who need and depend upon us the most. She expressed that she believes these proposed service cuts will get attention from Washington and may move the needle for those contemplating relief packages. She also noted that NYCT is not the only city and system suffering; there are cities and transportation agencies suffering all around the country that have to be made known to the United States Senate, from blue states to red states, who all have transportation systems at home as well. Ms. Feinberg mentioned that the incoming Biden Administration absolutely understands our position, and she looks forward to working with the Board to ensure we get the funds we need.

Further details of this presentation and subsequent comments by the Board are included in the video recordings produced and maintained by the MTA.

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Following Ms. Feinberg’s presentation, Craig Cipriano, President, MTA Bus Company and Senior Vice President, NYCT Buses, spoke to honor two key members of his leadership team who will be retiring at the end of the month, and he wished them the very best in the next phase of life. He honored Mike Ribosh, Vice President of Transportation, who will be leaving after 37 years of service and Mike Cosgrove, Vice President of Paratransit, who will be leaving NYCT after 34 years of service. He said that Mike Ribosh began his career as a bus operator and rose through the ranks, eventually providing oversight for several key transformation issues impacting Depot operations and Service Delivery. Mr. Cipriano discussed how Mike Cosgrove began his career in Subways as an engineer and transitioned to Paratransit in 1996 as a contract manager where he quickly rose through the ranks. Mr. Cipriano said that Mike has seen Paratransit through a period of extraordinary transformation that was never more evident than this year, as he proactively implemented multiple initiatives to improve and ensure the safety of Paratransit customers. Mr. Cipriano thanked both employees on behalf of the Buses and Paratransit family for their combined 70 plus years of service at the MTA NYCT.

B. Procurement Report

Non-Competitive: Upon motion duly made and seconded, the Board approved non-competitive procurements requiring a two-thirds vote (Schedule A in the Agenda) and a majority vote (Schedule G in the Agenda). Board Member Kevin Law abstained from the vote on the Clever Devices, LTD Procurement. 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.

**12. TBTA ACTING PRESIDENT DANIEL DeCRESCENZO’S REPORT.**

A. B&T’s President’s Report.

Mr. DeCrescenzo recognized the heroic, lifesaving actions of Bridge and Tunnel Sergeants John Trabulsy and Anthony Volpe, and Bridge and Tunnel Lieutenants Thomas Shaw and Dennis Palazzola. On November 10, 2020, after a TBTA Maintenance employee contacted Throgs Neck Bridge Sergeant Trabulsy about the Maintenance employee’s teenage son’s intentions to jump from the Robert F. Kennedy Bridge (“RFK Bridge”), Sergeant Trabulsy reported the matter. Responding officers at the RFK Bridge and TBTA’s Special Operations Division immediately mobilized a search. Lieutenant Shaw spotted a person on the Queens span pedestrian walkway who met the young man’s description. When the young man attempted to flee, he was detained by Lieutenants Shaw and Palazzola and Sergeant Volpe with the assistance of the NYPD Emergency Service Unit. Father and son

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were reunited at the scene, and the son is getting the care he needs. Mr. DeCrescenzo stated that while the officers involved prevented a tragedy within the TBTA family, it's the type of heroic action we have come to expect from TBTA employees regardless of who is in distress. He stated that the employees will be recognized with formal commendations.

Mr. DeCrescenzo announced the introduction of the Tolls NY smartphone app, which is a new mobile app initiated by TBTA and developed in coordination with the Port Authority of New York and New Jersey and the New York State Thruway Authority to help customers manage payment of their tolls. The app offers a one-stop toll shop for all New York region motorists allowing customers to manage their E-ZPass accounts, pay their toll bills, view toll and payment history, and more. The app was launched in June and has had more than 260,000 installations since then, generating a customer rating of 4.8 out of 5 stars with more than 7,500 reviews on the App Store. It is free and available for download through Google Play and the App Store.

Mr. DeCrescenzo stated that on December 1, 2020 TBTA will begin split tolling at the Verrazzano-Narrows Bridge in accordance with federal law. The current one-way Staten Island-bound toll collection will be split in half for collection in both the Staten Island-bound and Brooklyn-bound directions.

Mr. DeCrescenzo stated that while TBTA traffic levels are still below pre-COVID-19 levels, preliminary traffic figures for October indicate that traffic is at approximately 87% when compared to its levels for the same period last year.

Finally, Mr. DeCrescenzo thanked TBTA employees for continuing to keep themselves and TBTA customers as safe as possible, and wished everyone a safe and Happy Thanksgiving.

B. Procurements.

Mr. DeCrescenzo stated that there are no procurements or action items.

**13. MTA COMMITTEE ON FINANCE.**

- A. Action Item. Patrick McCoy, Director of Finance presented a summary of the following action item for Board approval.

Upon motion duly made and seconded the Board approved the action item listed below. The specifics are set forth in the staff summary and documentation filed with the meeting materials.

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1. Approval of MTA Bond Resolution Authorizing Financings of COVID-19 Lost Revenues and Increases Costs. Approved (1) MTA Mobility Tax Obligation Resolution and Annexes (collectively, the “MTA PMT Resolution”), (2) MTA PMT Supplemental Resolutions (the “MTA PMT New Money Supplemental Resolution”) that provides for the issuance of \$2,907,280,000 of senior lien or second lien obligations to finance the COVID-19 Lost Revenues and Increased Costs as authorized by the MTA Act, (3) MTA PMT Bond notes (“MTA PMT BANs”) that can be sold in anticipation of the issuance of MTA PMT Bonds and MTA PMT Refunding Obligations, including the sale of such MTA PMT BANs to the Municipal Liquidity Facility LLC (“MLR”) and similar federal and State programs, and (4) MTA PMT Refunding Obligation Supplemental Resolution that provides for the issuance of any time of refunding obligations to refund, refinance or restructure outstanding MTA PMT BANs and MTA PMT Bonds.

Refer to the video recording of the meeting, produced by the MTA and maintained in MTA records, for details of Mr. McCoy’s summary of the action item.

B. Information Item. 2019-2020 Station Maintenance Receivable.

The Board was informed of the station maintenance billings and collections as of September 30, 2020.

C. Procurement Items. MTA Chief Procurement Officer Kuvesh Ayer presented a summary of the following procurement item for Board approval.

Upon motion duly made and seconded the Board approved the procurement item listed below. The specifics are set forth in the staff summary and documentation filed with the meeting materials. Board Members Victor Calise and Linda Lacewell recused themselves from the vote on the procurement item.

1. Aetna Life Insurance Company – Medical Health Benefits Program – No. 15118-0100, Modification No. 2. Approved the modification of a previously Board-approved, competitively negotiated personal service contract with Aetna Life Insurance Company to continue to provide medical health benefits for certain NYC Transit (NYCT), MTA Bus Company (MTABC) AND Staten Island Railway (SIRTOA) employees, retirees and their dependents.

Refer to the video recording of the meeting, produced by the MTA and maintained in MTA records, for details of Mr. Ayer’s summary of the procurement item.

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- D. Real Estate Items. David Florio, Director, R.E. Operations, Leasing & Acquisitions, presented a summary of the real estate items for Board approval.

Upon motion duly made and seconded the Board approved the real estate items listed below. The specifics are set forth in the staff summaries and documentation filed with the meeting materials

**Long Island Rail Road / MTA Construction & Development**

1. License agreement with Creative Art Space for Kids, d/b/a CASK, for retail space located in Lynbrook, N.Y.
2. Exchange of property interest between a subdivision of LIRR property located at 161 Second Street, Mineola, N.Y., for a subdivided portion of property owned by Lalezarian Properties LLC, or a wholly-owned subsidiary thereof, located at 85 Willis Avenue, Mineola, N.Y.
3. Amendment of the Master Lease and related agreements with One Penn Plaza, LLC (“Vornado”) to facilitate improvements to the Level A Concourse at Penn Station, N.Y.

**New York City Transit Authority**

4. License agreement with Ruchita Patel for a retail convenience store in the Steinway Street Station, Queens Boulevard Line, Queen, N.Y.

**Metropolitan Transportation Authority**

5. Amendment of a lease with Rosen’s Café, LLC for a café located in 2 Broadway, New York, N.Y.
6. Amendment of a license agreement with Kamlesh, Inc. for a retain concession in the lobby of 2 Broadway, New York, N.Y.

**Metro-North Railroad**

7. Amendment of a lease with Stazione PKSL, LLC for the Peekskill Station building at 300 Railroad Avenue, Peekskill, N.Y.

Refer to the video recording of the meeting, produced by the MTA and maintained in MTA records, for details of Mr. Florio’s summary of the real estate items.

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**14. ADJOURNMENT.**

Upon motion duly made and seconded, the Board voted to adjourn the meeting at 1:33 p.m.

Respectfully submitted,

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Susan Sarch  
Vice President,  
General Counsel and Secretary  
Metro-North Railroad

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Paige Graves  
Vice President,  
General Counsel and Secretary  
Long Island Rail Road Company

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Mariel A. Thompson  
Assistant Secretary  
NYCTA

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David K. Cannon  
Assistant Secretary  
MTA C&D

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Julia Christ  
Senior Vice President  
General Counsel and Secretary  
TBTA

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Victoria Clement  
Assistant Secretary  
MTAHQ

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**Metro-North Railroad**

# **Procurements**

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

**Department** Procurement and Material Management

**Department Head Name**  
Anthony Gardner, Senior Director *AG*

**Department Head Signature**

**Project Manager Name**

**Date**  
December 3, 2020

**Vendor Name**  
Various

**Contract Number**  
Various

**Contract Manager Name**  
Various

**Table of Contents Ref #**

Board Action					
Order	To	Date	Approval	Info	Other
1	MNR Comm. Mtg.				
2	MTA Board Mtg.	12-16-20	x		

Internal Approvals			
	Approval		Approval
X	President <i>AG</i>		

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	
<b>SUB TOTAL:</b>		

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

<u>Schedules Requiring Two-Thirds Vote (or more, where noted)</u>		<u># of Actions</u>	<u>\$ Amount</u>
Schedule C:	Competitive Requests for Proposals (Award of Purchase and Public Work Contracts)	1	\$334,873,148
	<ul style="list-style-type: none"> <li>Siemens Mobility, Inc. \$334,873,148</li> </ul>		
<u>Schedules Requiring Majority Vote</u>		<u>NONE</u>	
SUB TOTAL:		1	\$334,873,148

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

<u>Schedules Requiring Two-Thirds Vote (or more, where noted)</u>		NONE	
<u>Schedules Requiring Majority Vote</u>		NONE	
SUB TOTAL:			
TOTAL:		1	\$334,873,148

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.

DECEMBER 2020

METRO-NORTH RAILROAD

LIST OF COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL

Schedules Requiring Two-Thirds Vote:

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

**1. Siemens Mobility, Inc.      \$334,873,148      Staff Summary Attached**  
**Design, Manufacture, Test and Delivery of New Dual-Mode Locomotives**

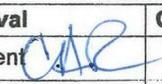
Metro-North Railroad on behalf of itself, Long Island Rail Road (LIRR), Connecticut Department of Transportation (CDOT) and New York State Department of Transportation (NYSDOT) requests Board approval to award a competitively-solicited contract to Siemens Mobility Inc. (SMO) in the total amount of \$334,873,148 for the design, manufacture, testing, and delivery of 19 dual-mode locomotives and related locomotive equipment and for the exercise of an initial option for 8 additional locomotives. The contract is funded by a Federal Transit Administration (FTA) grant. Accordingly, FTA regulations, requirements, terms and conditions (collectively, Federal requirements) are applicable. In July 2018, the MTA Board approved the use of the competitive Request for Proposal (RFP) process for this procurement.

Under the contract, the above-listed agencies may elect to exercise the following option orders for an additional amount set forth in the SMO's price proposal: up to 32 additional locomotives for Metro-North, up to 66 locomotives in an alternate configuration for LIRR, up to 20 locomotives in an alternate configuration for CDOT, and up to 26 locomotives in an alternate configuration for NYSDOT. Exercise of LIRR's option is subject to MTA Board approval.

In connection with a previous contract awarded to an affiliate of SMO, SMO and its affiliated entities were found to be responsible notwithstanding significant adverse information pursuant to the MTA All-Agency Responsibility Guidelines and on September 20, 2016 such responsibility finding was approved by the MTA Chairman/CEO in consultation with the MTA General Counsel. No new SAI has been found related to SMO and SMO has been found to be responsible.

It is recommended that the MTA Board approve the award of the contract to Siemens Mobility Inc. in the total amount of \$334,873,148. This includes the purchase of 19 new dual-mode locomotives and related equipment in the amount of \$231,614,132 for Metro-North, and the initial Metro-North option for 8 additional locomotives in the amount of \$82,104,384. In addition, the total amount includes capital spare parts in the amount of \$12,924,968, training simulator in the amount of \$1,560,353, bench test equipment in the amount of \$3,016,211 and extended locomotive warranty in the amount of \$3,653,100.

# Staff Summary

<b>Item Number</b> C					
<b>Dept &amp; Dept Head Name:</b> Procurement & Material Management, Anthony Gardner, Senior Director					
<b>Division &amp; Division Head Name:</b> Executive Vice President, Susan Doering					
<b>Board Reviews</b>					
Order	To	Date	Approval	Info	Other
1	M-N Comm. Mtg.	N/A			
2	MTA Board Mtg.	12-16-20	X		
<b>Internal Approvals</b>					
Order	Approval	Order	Approval		
x	President 				

<b>SUMMARY INFORMATION</b>	
<b>Vendor Name</b> Siemens Mobility, Inc.	<b>Contract Number</b> 244941
<b>Description</b> Design, Manufacture, Test and Deliver New Dual Mode Locomotives	
<b>Total Amount</b> \$334,873,148	
<b>Contract Term (including Options, if any)</b> Seven years	
<b>Option(s) included in Total Amount?</b> <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
<b>Renewal?</b> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
<b>Procurement Type</b> <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	
<b>Solicitation Type</b> <input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other:	
<b>Funding Source</b> <input type="checkbox"/> Operating <input type="checkbox"/> Capital <input checked="" type="checkbox"/> Federal <input type="checkbox"/> Other:	

## Narrative

### I. PURPOSE/RECOMMENDATION:

Metro-North Railroad on behalf of itself, Long Island Rail Road (LIRR), Connecticut Department of Transportation (CDOT) and New York State Department of Transportation (NYSDOT) requests Board approval to award a competitively-solicited contract to Siemens Mobility Inc. (SMO) in the total amount of \$334,873,148 for the design, manufacture, testing, and delivery of 19 dual-mode locomotives and related locomotive equipment and for the exercise of an initial option for 8 additional locomotives. The contract is funded by a Federal Transit Administration (FTA) grant. Accordingly, FTA regulations, requirements, terms and conditions (collectively, Federal requirements) are applicable. In July 2018, the MTA Board approved the use of the competitive Request for Proposal (RFP) process for this procurement.

Under the contract, the above-listed agencies may elect to exercise the following option orders for an additional amount set forth in SMO's price proposal: up to 32 additional locomotives for Metro-North, up to 66 locomotives in an alternate configuration for LIRR, up to 20 locomotives in an alternate configuration for CDOT, and up to 26 locomotives in an alternate configuration for NYSDOT. Exercise of LIRR's option is subject to MTA Board approval.

### II. DISCUSSION:

Metro-North purchased 31 Genesis locomotives (which included 4 for CDOT) from General Electric to provide both electric and diesel service between Grand Central Terminal and Poughkeepsie on the Hudson Line, and between Southeast and Wassaic on the Harlem Line, and between Grand Central Terminal and Danbury, CT on its New Haven Line branch. The projected service life of 25 years is near realization. The electronic components for these locomotives are becoming obsolete and require increasing levels of reverse engineering. Consequently, the availability of this fleet has deteriorated. Over the years, Metro-North has maintained the Genesis fleet to sustain its availability for regular service, but continued operation has become increasingly difficult and has

## Staff Summary

resulted in an increase of unscheduled maintenance and out-of-service time. It is necessary to purchase new dual-mode locomotives to allow Metro-North to provide reliable service on all Metro-North Lines. The specification for the new dual-mode locomotive was developed based on the FRA's Passenger Rail Investment and Improvement Act (PRIIA) standard.

The July 2018 MTA Board authorized the use of the RFP process for this procurement. Metro-North conducted extensive outreach to the rolling stock industry and 36 firms attended a forum held on March 28, 2018 at MTA Headquarters. Notice of the procurement was published in the New York State Contract Reporter, the New York Post, Daily Challenge and El Diario, and in three leading industry periodicals (Railway Age, Progressive Railroading, and Railroad Gazette), and was posted on the Metro-North website. In November 2018, the initial RFP was retracted and canceled due to a change from using state operating funding to using FTA funding. On December 20, 2018, in compliance with Public Authorities Law section 1209, a new RFP was generated and re-advertised in compliance with all Federal requirements.

The RFP process included two phases:

Phase 1, the qualification stage, involved seeking initial proposals from firms to design, manufacture, test and deliver new dual-mode locomotives and related locomotive equipment (e.g., spare parts, special tools, bench test equipment, etc.) as well as training. In Phase 1, all interested proposers were to demonstrate their integrity, skill, experience and facilities, as well as their technical and financial qualifications to perform the work in a satisfactory manner and within the time required by the contract. Proposers who, in the sole discretion of Metro-North, satisfied the Phase 1 requirements would be eligible to participate in Phase 2 of the procurement, where Metro-North would solicit detailed technical and cost proposals.

In January 2019, Metro-North received Phase 1 proposals from Bombardier Transit Corporation (Bombardier), MotivePower, Inc. (MPI), and Siemens Mobility Inc. (SMO). In February 2019, the Phase 1 proposals were evaluated by the Selection Committee (SC) in accordance with the RFP evaluation criteria, which included responsibility, financial capacity, technical capabilities, and experience. After a thorough evaluation and discussion of each proposal, the SC unanimously determined that Bombardier, MPI, and SMO were technically qualified to perform the work and made the recommendation to advance the firms to Phase 2 of the procurement process, where they would submit detailed technical and price proposals.

In May 2019, one proposal was received for Phase 2 from SMO for the base contract which included 19 locomotives (1 pilot and 18 production locomotives). SMO's proposal also included costs for option locomotives for Metro-North, LIRR, CDOT and NYSDOT. SMO was the only firm to submit a Phase 2 proposal. Bombardier and MPI both submitted "No Proposal Response Forms" indicating a lack of interest in the procurement due to the small base quantity of dual-mode/third rail locomotives requested, the inability to provide a competitive price, and the inability to comply with Federal requirements (e.g., Buy America).

The SC met to evaluate SMO's Phase 2 proposal which was determined to be an alternate proposal based on SMO's standard Charger locomotive platform already in operation and customized to meet what SMO believed to be Metro-North's crucial technical requirements.

Extensive technical and commercial discussions and negotiations were conducted with SMO from May 2019 through November 2020 to arrive at a conformed set of technical specifications, terms and conditions, and to obtain the most cost competitive and technically acceptable proposal from SMO. Metro-North requested a Best and Final Offer from SMO, which was received on November 2, 2020. After additional limited negotiations to achieve further price reductions, SMO submitted a final price proposal on December 1, 2020.

The proposed delivery schedule from SMO for the 19 base locomotives is expected to be completed within 67 months from Notice of Award (NOA), with the pilot locomotive being delivered within 50 months from NOA.

SMO is a global transportation leader in the manufacture of rolling stock with more than 3,500 employees across more than 30 locations in the United States, including eight manufacturing facilities. SMO's Buy America compliant rolling stock fleets provide for both inter-and intra-city travel for passengers. The locomotives under this contract will be manufactured in Sacramento, California, SMO's U.S. based manufacturing facility and will comply with all Federal requirements, including Buy America.

In connection with a previous contract awarded to an affiliate of SMO, SMO and its affiliated entities were found to be responsible notwithstanding significant adverse information pursuant to the MTA All-Agency Responsibility Guidelines and on September 20, 2016 such responsibility finding was approved by the MTA Chairman/CEO in consultation with the MTA General Counsel. No new SAI has been found related to SMO and SMO has been found to be responsible.

Based on the foregoing, and an analysis of SMO's pricing based on the engineer's independent estimate, SMO's pricing has been found to be fair and reasonable. Option pricing is subject to a price adjustment based on price indices noted in the contract.

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

SMO is an eligible Transit Vehicle Manufacturer (TVM) and only eligible TVMs may bid on FTA-assisted transit vehicle procurements. To remain eligible, TVMs must submit DBE goal methodology to the FTA annually. The FTA TVM program applies, and SMO complies with this FTA program.

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

This project is included in the approved 2015-2019 and 2020-2024 Capital Programs and funded via an approved FTA grant.

### **V. ALTERNATIVES:**

None recommended. A new solicitation is unlikely to result in better pricing and will delay Metro-North's ability to replace the existing Genesis fleet of locomotives which are approaching or exceeding the end of their projected useful life of 25 years. If this project is not developed and procured in the timeframe shown, Metro-North will face unacceptable declines in locomotive availability which will impact service reliability and service frequency.

### **VI. RECOMMENDATION:**

It is recommended that the MTA Board approve the award of the contract to Siemens Mobility Inc. in the total amount of \$334,873,148. This includes the purchase of 19 new dual-mode locomotives and related equipment in the amount of \$231,614,132 for Metro-North, and the initial Metro-North option for 8 additional locomotives in the amount of \$82,104,384. In addition, the total amount includes capital spare parts in the amount of \$12,924,968, training simulator in the amount of \$1,560,353, bench test equipment in the amount of \$3,016,211 and extended locomotive warranty in the amount of \$3,653,100.

**LONG ISLAND RAIL ROAD**

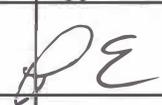
**PROCUREMENTS**

**FOR**

**BOARD ACTION**

**December 16, 2020**

# Staff Summary

<b>Subject: Request for Authorization to Award Various Procurements</b>						<b>Date</b> December 16, 2020			
<b>Department</b> Procurement and Logistics									
<b>Department Head Name</b> Richard A. Mack, Acting Chief Procurement and Logistics Officer									
<b>Department Head Signature</b>									
<b>Board Action</b>						<b>Internal Approvals</b>			
<b>Order</b>	<b>To</b>	<b>Date</b>	<b>Appr</b>	<b>Info</b>	<b>Other</b>	<b>Order</b>	<b>Approval</b>	<b>Order</b>	<b>Approval</b>
1	MTA Joint Committee and Board	Dec. 16, 2020				X	President		

**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:**

	<u># of Actions</u>	<u>\$ Amount</u>
<u>Schedules Requiring Majority Vote</u>		
Schedule H: Mods. to Personal Service Contracts & Misc. Service Contracts	2	\$12,202,000
<b>SUBTOTAL:</b>	2	\$12,202,000

**LIRR proposes to award Ratifications in the following categories:**

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

<b>TOTAL:</b>	2	\$12,202,000
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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.

**DECEMBER 2020**

**MTA LONG ISLAND RAIL ROAD**

**LIST OF COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL**

*Procurements Requiring Majority Vote*

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

(Staff Summaries required for items estimated to be greater than \$1,000,000)

- |   |                                      |                                      |
|---|--------------------------------------|--------------------------------------|
| <b>1. Frontier Industrial Corp.<br/>Ride of Competitive RFP<br/>Contract# 400000000001460</b> | <b>\$7,202,000<br/>Not-to-Exceed</b> | <i><u>Staff Summary Attached</u></i> |
|---|--------------------------------------|--------------------------------------|

MTA on behalf of Long Island Rail Road (“LIRR”) requests MTA Board approval of a contract modification in the amount of \$4,412,000 for the LIRR, and \$2,790,000 for NYCT’s requirements, to Frontier Industrial Corp. (“Frontier”) for one year extension, with a LIRR option for a second year, to continue to provide for the removal and disposal of (i) obsolete electric propelled LIRR passenger coaches and (ii) additional LIRR miscellaneous equipment and rolling stock at various yard locations throughout the system.

In February 2017, LIRR awarded a miscellaneous service contract to Frontier, as a ride to Metro-North Railroad’s competitively solicited contract #2010-001-C, to provide for the removal and lawful disposal of obsolete decommissioned railcar and rolling stock equipment at various locations. This contract was previously modified to extend the term by twelve months, with \$435,000 in increased funding, in anticipation of the M-9A procurement being awarded, where the M-9A contract would provide the one-for-one removal of obsolete railcars as new M-9A railcars were delivered. This procurement has been delayed, necessitating the need for continuation of a standalone decommissioning contract.

Even though the M-9A contract has been delayed and there is a possibility that it now may not be awarded, the need to remove the M-3s to free up space for the M-9 railcars still exists. As a result, the LIRR is seeking to extend this contract for one year, from January 1, 2021 through December 31, 2021, with the LIRR option of an additional year, from January 1, 2022 through December 31, 2022. Under this modification, LIRR requests funding of \$1,932,000 to fund the removal of up to sixty railcars for year one, and \$2,480,000 for the removal of up to eighty railcars for option year two. This modification would also incorporate the NYCT’s railcar removal and disposal needs. NYCT requests funding of \$2,790,000 to cover approximately eight-four revenue train cars, along with five Flat Cars, two Vacuum Trains and eighteen continuous welded rail cars in 2021.



Staff Summary



Item Number: 1

<b>Vendor Name (&amp; Location)</b> Frontier Industrial Corp., Buffalo, NY
<b>Description</b> Removal & Disposal Obsolete Railcars & Miscellaneous Scrap
<b>Contract Term (including Options, if any)</b> March 1, 2017 – December 31, 2020
<b>Option(s) included in Total Amount?</b> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
<b>Procurement Type</b> <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-Competitive
<b>Solicitation Type</b> <input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other:
<b>Funding Source</b> <input checked="" type="checkbox"/> Operating <input type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other
<b>Requesting Dept/Div &amp; Dept/Div Head Name:</b> James Allen – Director, Rolling Stock Programs

<b>Contact Number</b> 400000000001460	<b>Modification #</b> 4
<b>Original amount: \$1,750,000 NTE</b> <b>Prior Modifications: \$435,000</b> <b>Current Amount: \$2,160,000</b> <b>This Request:</b> <b>LIRR – Year One: \$1,932,000</b> <b>Option Year: \$2,480,000</b> <b>LIRR Total: \$4,412,000</b>  <b>NYCT- Year One: \$2,790,000</b> <b>NYCT Total: \$2,790,000</b>  <b>(LIRR) % of This Request to Current Amt: 204.50%</b> <b>(LIRR) % of all Mod. (including this request) to Total Amt: 73.80%</b> <b>NYCT % of This Request to Current Amt: N/A</b>	

**Discussion:**

In accordance with Article VIII of the All-Agency General Contract Procurement Guidelines, MTA, on behalf of Long Island Rail Road (“LIRR”) and New York City Transit (“NYCT”), requests MTA Board to approve an amendment to a February 2017 Board-approved, miscellaneous service contract 400000000001460, to extend the current term by one-year, with an option for a second year, and add funding in the amount of \$4,412,000 for Frontier Industrial Corp. (“Frontier”) for the removal and disposal of (i) obsolete electric propelled LIRR passenger coaches and (ii) additional miscellaneous LIRR equipment and rolling stock, and \$2,790,000 for the removal of NYCT rolling stock. This contract was originally awarded as a Ride of competitively negotiated MTA Metro-North Railroad (“MNR”) Contract # 2010-001-C.

LIRR has electric propelled passenger coaches designated M-3 and M-1 railcars that are obsolete or long term out of service (LTOS) and need removal and disposal. These railcars contain hazardous materials and require handling in a manner approved by LIRR’s Safety Department and in accordance with all applicable federal, state and local rules and regulations. Frontier, as a full service, nationwide company specializing in removal/salvage operations, is adequately qualified to provide these services, and has responsibly disposed of LIRR’s obsolete M-1 and M-3 cars, gondolas and rolling stock previously. This contract was previously modified to extend the term by twelve months, with \$435,000 in increased funding, in anticipation of the M-9A procurement being awarded, where the M-9A contract would provide the one-for-one removal of obsolete railcars as new M-9A railcars were delivered. The M-9A procurement has been delayed, necessitating the need for continuation of a standalone decommissioning contract.

Even though the M-9A contract has been delayed and there is a possibility that it now may not be awarded, the need to remove the M-3s to free up space for the M-9 railcars still exists. The Maintenance of Equipment Dept. has expressed the need to move a minimum of sixty M-3 railcars in 2021 and eighty M-3 railcars in 2022 due to lack of room on the property. As a result, the LIRR is seeking to extend this contract for one year, from January 1, 2021 through December 31, 2021, with the option of an additional year, at LIRR’s discretion, from January 1, 2022 through December 31, 2022. This extension will provide reliable, safe and uninterrupted service and allow sufficient time for the solicitation and award of a new contract led by NYCT.

## Staff Summary



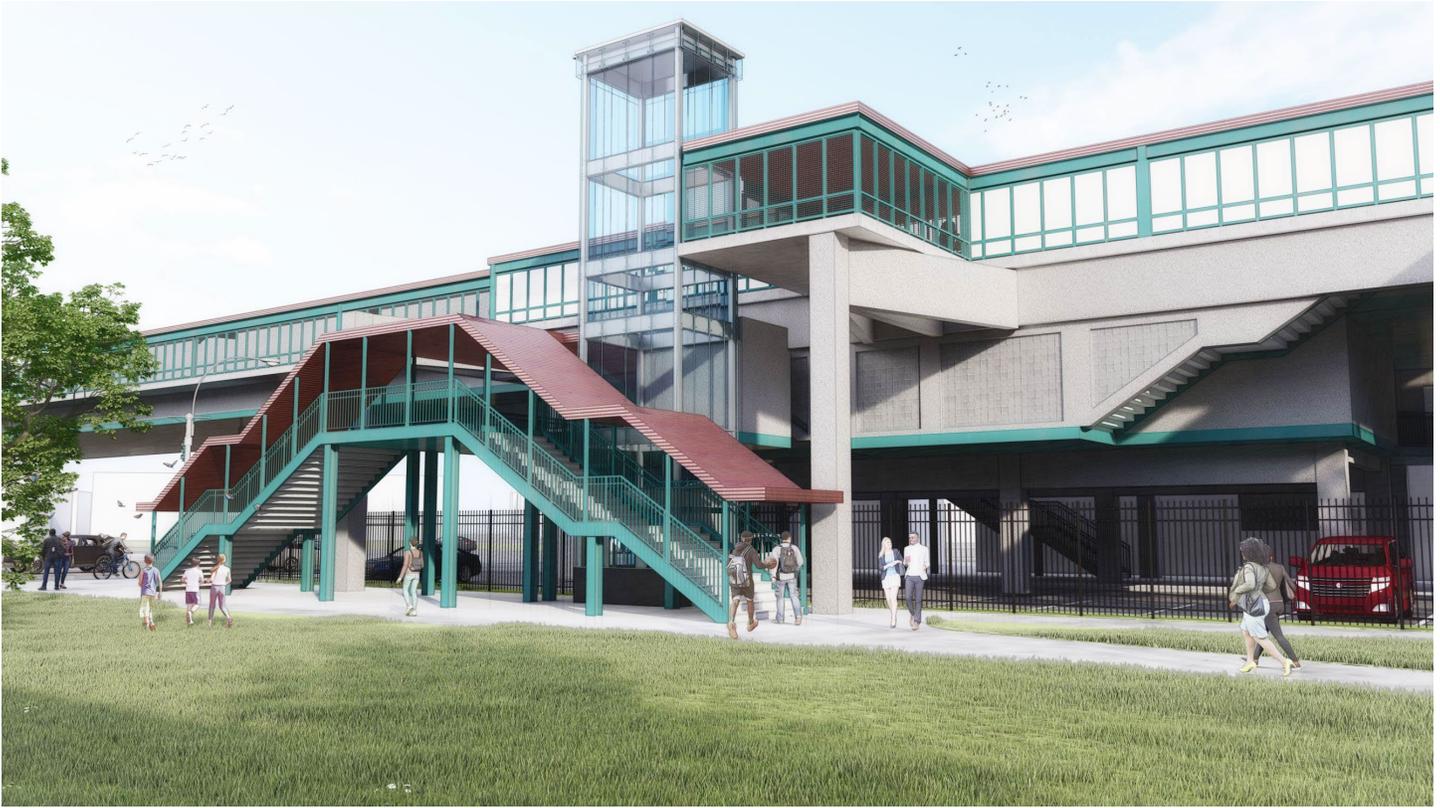
Under this modification, LIRR requests funding of \$1,932,000 to cover up to sixty railcars for year one, and \$2,480,000 to cover up to eighty railcars for option year two. The increased value of the one-year extension and one-year option is due to the acceleration of the removal of M-3s due to delivery of M-9s. Through negotiation, LIRR was able to reduce the original contracted cost of \$33,500 per LIRR railcar to \$32,200 per railcar in 2021, and \$31,000 per railcar in 2022. Furthermore, because the M-9A solicitation has provisions for removing M-3s at a higher cost of \$45,000 per LIRR railcar, extending the contract with Frontier will result in a cost savings of \$1,888,000 for the 140 railcars in 2021 and 2022. This modification would also incorporate the NYCT's railcar removal and disposal needs. NYCT requests funding of \$2,790,000 to cover approximately 84 revenue train cars at a cost of \$28,000 per revenue car, along with five Flat Cars, two Vacuum Trains and eighteen continuous welded rail cars in 2021. Funding is included through LIRR's Operating Budget, and NYCT's Operating Budget.

A responsibility review of Frontier conducted pursuant to the All-Agency Responsibility Guidelines revealed no derogatory information or significant adverse information and Frontier has been found to be responsible.



## Contracts

Stephen Plochochi, Senior Vice President, Contracts

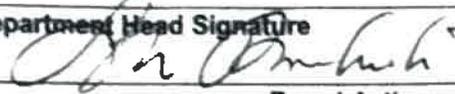


The above rendering depicts a street level view of the Beach 67<sup>th</sup> Street Station on the A Line after work there under Contract A37151 is completed. Contract A37151 is one of a series of Americans with Disabilities Act (“ADA”) projects in support of the MTA’s commitment to make stations accessible and includes the installation of 17 new elevators that will provide full accessibility at eight stations within the five Boroughs of New York City. The proposed award of this Contract is on this month’s agenda.

## PROCUREMENTS

The Procurement Agenda this month includes three procurement actions for a proposed expenditure of \$163.6M

Staff Summary

<b>Subject</b> Request for Authorization to Award Various Procurement Actions					
<b>Department</b> Contracts					
<b>Department Head Name &amp; Title</b> Steve Plochocki, Sr. Vice President					
<b>Department Head Signature</b> 					
<b>Board Action</b>					
<b>Order</b>	<b>To</b>	<b>Date</b>	<b>Approval</b>	<b>Info</b>	<b>Other</b>
1	NYCT & Bus Committee	12/16/2020	X		
2	Board	12/16/2020	X		

<b>Date:</b> December 7, 2020			
<b>Internal Approvals</b>			
	<b>Approval</b>		<b>Approval</b>
	Executive Vice President & General Counsel		President
	Deputy Chief Development Officer, Development		

**PURPOSE**

To obtain the approval of the Board to award various procurement actions and, to inform the New York City Transit Committee of these procurement actions.

**DISCUSSION**

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

	<u># of Actions</u>	<u>\$ Amount</u>
<u>Schedules Requiring Two-Thirds Vote</u>		
C. Competitive Requests for Proposals (Award of Purchase/Public Work Contacts)	<u>2</u>	<u>\$161,370,431</u>
SUBTOTAL	2	\$161,370,431

MTA Construction & Development proposes to award a Ratification in the following category:

	<u># of Actions</u>	<u>\$ Amount</u>
<u>Schedules Requiring Majority Vote</u>		
K. Ratification of Completed Procurement Actions	<u>1</u>	<u>\$ 2,200,000</u>
SUBTOTAL	1	\$ 2,200,000
TOTAL	3	\$163,570,431

**Budget Impact:**

The approval of these procurement actions will obligate the capital and operating funds in the amounts listed. Funds are available in the capital and operating budgets for these purposes.

**Recommendation:**

The procurement actions be approved as proposed. (The items are included in the resolution of approval at the beginning of the Procurement Section.)

**MTA Construction & Development**

**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 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.

**DECEMBER 2020**  
**LIST OF COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL**

**Procurements Requiring Majority Vote:**

**Schedule C. Competitive request for Proposal (Award of Procurement/Public Works Contract)**

1-2	<b>Judlau Contracting, Inc</b> <b>Contract No. A37151</b> <b>Thirty-One Months</b>	<b>\$153,225,838</b>	<b><u>Staff Summary Attached</u></b>  ↓
	<b>Modern Elevator Installations, Inc.</b> <b>Contract No. To Be Determined</b> <b>Fifteen Years</b>	<b>\$ 8,144,593</b>	↓

MTA Construction and Development seeks Board approval for the award of a contract for the Design and Construction of Accessibility Upgrades at Eight Stations in the Five Boroughs of NYC and the award of a long-term elevator maintenance contract.

<b>Item Numbers</b>		1 & 2			
<b>Dept &amp; Dept Head Name:</b>					
Delivery/ Mark Roche					
<b>Department Head Signature</b>					
					
<b>Board Reviews</b>					
Order	To	Date	Approval	Info	Other
1	NYCT & Bus Committee	12/16/2020	X		
2	Board	12/16/2020	X		
<b>Internal Approvals</b>					
Order	Approval	Order	Approval		
	Deputy Chief Development Officer, Development		President		
	Senior Vice President, Contracts		Executive Vice President & General Counsel		

<b>SUMMARY INFORMATION</b>	
<b>Vendor Name</b>	<b>Contract Number</b>
1. Judlau Contracting, Inc.	A37151 (D/B)
2. Modern Elevator Installations, Inc.	TBD (Maint.)
<b>Description</b>	
1. Design Build Services for Accessibility Upgrades at Eight Stations in the Five Boroughs of NYC	
2. Long Term Elevator Maintenance Contract.	
<b>Total Amounts</b>	
<b>1. A37151</b>	<b>2. Maintenance Contract</b>
Base \$149,312,790	\$8,144,593
Option 1 \$ 1,131,698	
Option 2 \$ 2,781,350	
Total \$153,225,838	
<b>Contract Terms</b>	
1. A37151: 31 Months	
2. Maintenance Contract: 15 Years	
<b>Option(s) included in Total Amount?</b>	<input checked="" type="checkbox"/> Yes* <input checked="" type="checkbox"/> No** <input type="checkbox"/> N/A
<b>Renewal?</b>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
<b>Procurement Type</b>	
<input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	
<b>Solicitation Type</b>	
<input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other.	
<b>Funding Source</b>	
<input checked="" type="checkbox"/> Operating** <input checked="" type="checkbox"/> Capital* <input checked="" type="checkbox"/> Federal* <input checked="" type="checkbox"/> MTA*	

\*Design/Build Contract      \*\*Maintenance Contract

**Purpose**

To obtain approval of the Board to award a contract for the Design and Construction of Accessibility Upgrades at Eight Stations in the Five Boroughs of NYC to Judlau Contracting, Inc. ("Judlau") in the amount of \$149,312,790 and a duration of 31 months as well as authorize the future exercise of two locally-funded Options for State of Good Repair work totaling \$3,913,048. Board approval is also requested to award a long-term elevator maintenance contract to Modern Elevator Installations, Inc. ("Modern") in the amount of \$8,144,593 and duration of 15 years. In accordance with MTA policy regarding the use of design-build, and to enhance competition and defray proposal costs, this solicitation includes a stipend of \$300,000 to be paid to each of the three unsuccessful proposers for a total amount of \$900,000.

**Discussion**

Contract A37151 is one of a series of Americans with Disabilities Act ("ADA") projects in support of the MTA's commitment to make stations accessible. The contract includes the installation of 17 new elevators that will provide full accessibility at the following elevated and below ground stations: in Brooklyn - 7<sup>th</sup> Avenue, Lorimer Street, Metropolitan Avenue, and Grand Street; in Queens - Beach 67<sup>th</sup> Street; in Manhattan - Dyckman Street; in the Bronx - East 149<sup>th</sup>; and in Staten Island - New Dorp.

Work at each station generally includes the design and construction of 2 to 3 new elevators per station; structural and excavation work to accommodate new elevator installations; electrical power upgrades (where necessary); station communications systems upgrades (where necessary); relocation of existing public and transit utilities; replacement, relocation and/or addition of staircases from street to mezzanines and mezzanines to platforms; and reconstruction of platform edges and/or reconstruction of ADA boarding areas.

In addition, MTA Construction and Development (“C&D”) will enter into a separate long-term Elevator Maintenance Contract for all maintenance, repairs, tests and inspections, callbacks and emergency services required to ensure optimum performance and longevity of the elevators and ancillary equipment. In order to ensure long-term optimum performance of the elevators, the procurement was structured to require continuity between the design and installation of the elevator equipment, and the subsequent maintenance thereof. Only the elevator manufacturer or installer is eligible for an award of the Maintenance Contract. The goal is to ensure that the design-builder works in concert with its elevator subcontractor to choose sufficiently robust equipment that would not only withstand the rigors of the NYC Transit system, but that would also take into consideration the elevator subcontractor’s ultimate responsibility for a performance-based long-term maintenance contract. The term of the Maintenance Contract includes a “ramp-up” period during which elevators placed in service prior to Substantial Completion of the Design/Build Contract will be maintained; a fifteen-year maintenance period, commencing with Substantial Completion of the Design/Build Contract; and finally two 5-year option periods, exercisable at MTA’s discretion.

A 2-Step procurement process was conducted for these contracts. In Step 1, a Request for Qualifications (RFQ) was advertised resulting in the submission of five Statements of Qualification (SOQ) which were evaluated against preestablished selection criteria addressing relevant experience, past performance, general responsibility, financial resources, and safety record. The following four firms were selected to receive the Request for Proposal (RFP) in Step 2: Halmar International LLC (“Halmar”), Judlau, MLJ-TC, JV (“MLJTC”), and Scalandre-Gramercy, JV (“SGJV”).

In response to the RFP, four proposals were received: Halmar – \$226,803,455 (Maintenance: \$12,643,785); Judlau – \$149,312,790 (Maintenance: \$8,144,593); MLJTC – \$239,153,925 (Maintenance: \$12,173,420); and SGJV - \$243,322,782 (Maintenance: \$12,308,420).

Proposals were evaluated by a Selection Committee (“SC”) utilizing preestablished selection criteria addressing the proposers’ design and construction approach, overall project schedule, management plan, maintenance approach, experience, record of performance, safety and quality control/quality assurance plans, quality and thoroughness of proposal and oral presentation and other relevant matters. Supporting the SC evaluation was a subcommittee comprised of members of NYCT’s Elevator and Escalator Division.

For the installation and the long-term maintenance of the elevators, Judlau proposed Modern. Each of the other three teams proposed MAE – TEI JOINT VENTURE, LLC, a limited liability company, wholly owned by Mid-American Elevator Company, Inc. and TEI Group, Inc.

The SC reviewed the technical proposals, observed the oral presentations, and subsequently reviewed the price proposals submitted by each proposer. All four technical proposals were deemed to include qualified design and construction teams, and each included pre-approved Alternate Technical Concepts (“ATC”) providing equal or better solutions to the technical requirements of the Contract designed to expedite the work and provide cost savings while still achieving project requirements. Each proposer offered schedule reductions to the overall project duration and the duration for completion of each station. Although all four teams submitted comprehensive technical proposals with various strengths, Judlau’s proposal presented the ideal combination of technical approach, cost, schedule, and long-term elevator maintenance. In addition, Judlau was the only proposer that provided a fully responsive elevator approach, providing a single entity. Modern will supply the equipment, perform the installation and provide the long-term maintenance. After review and consideration of all proposals, the SC unanimously recommended that Judlau be invited for negotiations.

A negotiation meeting was conducted with Judlau and included detailed discussions of the proposed design and construction approach, project schedule, overall cost and maintenance requirements. Both Judlau and Modern provided assurances that their proposals were fully compliant with contract requirements and considered all associated costs. As a result of the negotiation, Judlau agreed to provide further schedule reductions resulting in an overall reduction of 150 days, or 14% to Substantial Completion and cumulative station milestone reductions of 1,050 days, or 17.5%. The agreement includes incentives for the early completion of work as well as liquidated damages for contractor delays for each station milestone and Substantial Completion. C&D and Judlau agreed on a lump sum price of \$149,312,790 for the Design-Build Contract and \$8,144,593 with Modern for the long-term Maintenance Contract. The agreed upon price for the Design-Build Contract takes into consideration reduced overhead costs associated with schedule reductions, an alternate approach (through ATC) of providing full accessibility at the Beach 67<sup>th</sup> Street station utilizing only two elevators, and Modern’s use of machine room-less elevators, which will reduce the amount of excavation and risks associated with underground utility relocations.

The Selection Committee unanimously recommended Judlau for award of the Design/Build Contract and Modern for the award of the long-term maintenance contract. The SC determined that Judlau’s proposal offered the best overall value considering the strength of their technical proposal, their lowest proposed cost and reductions to schedule, which will minimize the impact of the work on MTA’s customers. Judlau’s and Modern’s prices are both below the internal estimate and are considered fair and reasonable. Bonds, financial, and insurance approvals are pending. No award will be made until all such approvals are received.

In connection with previous contracts awarded to Judlau, Judlau was found to be responsible notwithstanding Significant Adverse Information (“SAI”) pursuant to all All-Agency Responsibility Guidelines, and such responsibility findings were approved by the MTA Interim Executive Director in consultation with the MTA General Counsel in March 2017. No new SAI has been found relating to Judlau, and Judlau has been found to be responsible.

**DBE/MBE/WBE/SDVOB Information**

The MTA Department of Diversity and Civil Rights (“DDCR”) has established a 20% DBE goal for the Design/Build Contract. Although this is a design/build contract with some undefined scope of work, Judlau is projecting to meet the required 20% DBE goal. Judlau has achieved the assigned D/M/WBE goals on previous completed MTA contracts.

DDCR has established a 0% MBE/WBE/SDVOB goal for the Maintenance Contract due to the lack of MWBE/SDVOB firms in the marketplace. Meetings are being coordinated with the MWBE/SDVOB community to establish certified firms in the area of elevator and escalator maintenance. Modern has not completed any MTA contract with D/M/WBE/SDVOB goals; therefore, no assessment of its performance can be determined at this time.

**Impact on Funding**

Funding for the design and construction of accessibility upgrades at eight stations, design for component repair at stations, and stipend for the three unsuccessful proposers are included in the NYCT portion of the MTA’s 2020-2024 Capital Program. This Contract will be funded with Federal and MTA Local funds. The contract will not be awarded until WAR certificates are issued. Funding for the maintenance contract is included in the NYCT operating budget.

**Alternatives**

None recommended. Currently, MTA lacks available in-house technical personnel to perform the scope of work associated with the Design/Build Contract.

**Recommendation**

1. That the Board approve the award of a contract for the Design and Construction of Accessibility Upgrades at Eight Stations in the Five Boroughs of NYC to Judlau Contracting, Inc. in the amount of \$149,312,790 and a duration of 31 months as well as authorize the future exercise of two locally-funded Options for State of Good Repair work totaling \$3,913,048. The Board is also requested to approve the payment of stipends in the amount of \$300,000 to each of Halmar, MLJTC, and SGJV for a total amount of \$900,000.
2. That the Board approve the award of a long-term elevator maintenance contract to Modern Elevator Installations, Inc. in the amount of \$8,144,593 and duration of 15 years.

DECEMBER 2020

**LIST OF RATIFICATIONS FOR BOARD APPROVAL**

**Procurements Requiring Majority Vote:**

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

3. Sovereign-Hydroseal LP FKA Sovereign-Thyssen LP     \$ 2,200,000  
Contract No. A-37658.3

***Staff Summary Attached***

MTA Construction and Development requests the Board ratify a retroactive modification for a nine-month extension to the contract for Water Remediation at Various Locations in the New York City Transit System.

## Item Number: 3

<b>Vendor Name (Location)</b> Sovereign-Hydroseal LP FKA Sovereign-Thyssen LP
<b>Description</b> Water Remediation at Various Locations in the New York City Transit System
<b>Contract Term (including Options, if any)</b> December 31, 2018–September 30, 2020
<b>Option(s) included in Total Amt?</b> <input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> N/A
<b>Procurement Type</b> <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Noncompetitive
<b>Solicitation Type</b> <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Modification
<b>Funding Source</b> <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:
<b>Requesting Dept./Div., Dept./Div. Head Name:</b> Delivery/Mark Roche

Contract Number	AWO/Mod. #s
A-37658	3
<b>Original Amount:</b>	\$ 7,330,211.50
<b>Prior Modifications:</b>	\$ 0
<b>Prior Budgetary Increases:</b>	\$ 0
<b>Current Amount:</b>	\$ 7,330,211.50
<b>This Request:</b>	\$ 2,200,000.00
<b>% of This Request to Current Amt.:</b>	30%
<b>% of Modifications (including This Request) to Original Amount:</b>	30%

**Discussion:**

This retroactive modification is for a nine-month extension to the contract for Water Remediation at Various Locations in the New York City Transit System.

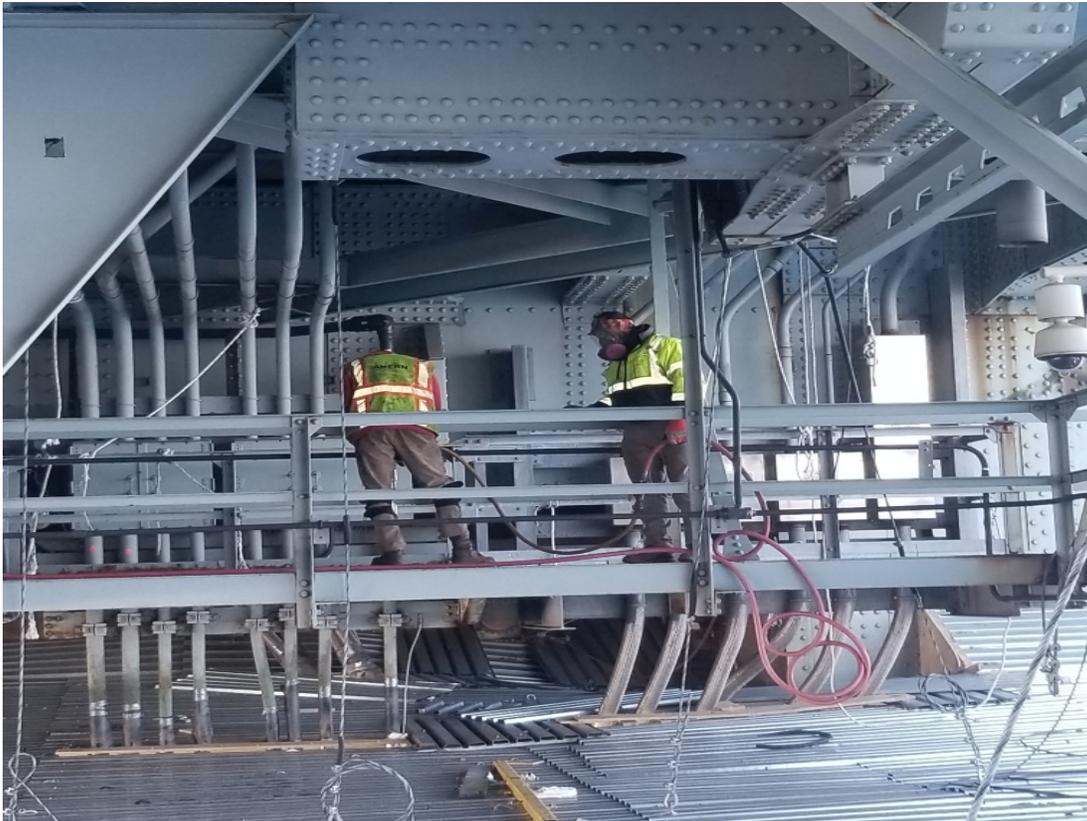
The base contract is for water remediation on an as-needed basis at fixed unit prices to address water infiltration in subway stations and on selected segments of subway tunnel sidewalls and ceilings. The work consists of injecting liquid grout to stop active leaks.

A replacement water remedy contract is currently anticipated for award in the second quarter of 2021. This extension and additional funding will enable water remediation work to continue under the current contract on an as-needed basis until the replacement contract is in place.

The President of C&D approved a retroactive waiver for a not-to-exceed amount of \$400,000 and the contractor was issued a Directive to Proceed on November 13, 2020 which enabled the work to continue until such time that this modification is approved.

The requested amount of \$2,200,000 is based on estimated additional quantities anticipated to be used during the extension period at the contract unit prices. Accordingly, this amount has been determined to be fair and reasonable. In addition, this modification will extend the contract expiration date from September 30, 2020 to June 30, 2021.

**PROCUREMENT PACKAGE**  
**December 2020**



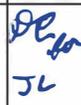
The above depicts work being performed on the Verrazzano-Narrows Bridge under Contract VN-32/VN-49X. This month's agenda includes a procurement action for additional work under this Contract.

PROCUREMENT

The Procurement Agenda this month includes two procurement actions for a proposed expenditure of \$9.8M.

**Staff Summary**

<b>Subject</b>		Request for Authorization to Award a Procurement Action			
<b>Department</b>		Contracts			
<b>Department Head Name</b> Brian Bajor					
<b>Department Head Signature</b> <i>Brian Bajor</i>					
<b>Board Action</b>					
<b>Order</b>	<b>To</b>	<b>Date</b>	<b>Approval</b>	<b>Info</b>	<b>Other</b>
1	B&T Committee	12/16/2020	X		
2	Board	12/16/2020	X		

<b>Date:</b> December 9, 2020			
<b>Internal Approvals</b>			
	<b>Approval</b>		<b>Approval</b>
	Executive Vice President & General Counsel		President
	Deputy Chief Development Officer, Development		

**PURPOSE:**

To obtain the approval of the Board to award a procurement action and, to inform the Bridges and Tunnels Committee of these procurement actions.

**DISCUSSION:**

MTA Construction & Development proposes to award a Competitive Procurement in the following category:

<u>Schedules Requiring Majority Vote</u>	<u># of Actions</u>	<u>\$ Amount</u>
Schedule H Modifications to Personal Service and Miscellaneous Service Contracts	1	\$ 2,832,066
Schedule I Modifications to Purchase and Public Work Contracts	<u>1</u>	<u>\$ 6,982,852</u>
<b>TOTAL</b>	<b>2</b>	<b>\$ 9,814,918</b>

**Budget Impact:**

The approval of the procurement action will obligate capital funds in the amount listed. Funds are available in the capital budget for this purpose.

**Recommendation:**

The procurement actions be approved as proposed. (The items are included in the resolution of approval at the beginning of the Procurement Section.)

## **MTA Construction & Development**

### **BOARD RESOLUTION**

**WHEREAS**, in accordance with Sections 559, 2879 and 1265-a 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.

**PROCUREMENT PACKAGE**  
**December 2020**



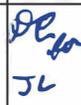
The above depicts work being performed on the Verrazzano-Narrows Bridge under Contract VN-32/VN-49X. This month's agenda includes a procurement action for additional work under this Contract.

PROCUREMENT

The Procurement Agenda this month includes two procurement actions for a proposed expenditure of \$9.8M.

**Staff Summary**

<b>Subject</b>		Request for Authorization to Award a Procurement Action			
<b>Department</b>		Contracts			
<b>Department Head Name</b> Brian Bajor					
<b>Department Head Signature</b> <i>Brian Bajor</i>					
<b>Board Action</b>					
<b>Order</b>	<b>To</b>	<b>Date</b>	<b>Approval</b>	<b>Info</b>	<b>Other</b>
1	B&T Committee	12/16/2020	X		
2	Board	12/16/2020	X		

<b>Date:</b> December 9, 2020			
<b>Internal Approvals</b>			
	<b>Approval</b>		<b>Approval</b>
	Executive Vice President & General Counsel		President
	Deputy Chief Development Officer, Development		

**PURPOSE:**

To obtain the approval of the Board to award a procurement action and, to inform the Bridges and Tunnels Committee of these procurement actions.

**DISCUSSION:**

MTA Construction & Development proposes to award a Competitive Procurement in the following category:

	<u># of Actions</u>	<u>\$ Amount</u>
<u>Schedules Requiring Majority Vote</u>		
Schedule H Modifications to Personal Service and Miscellaneous Service Contracts	1	\$ 2,832,066
Schedule I Modifications to Purchase and Public Work Contracts	<u>1</u>	<u>\$ 6,982,852</u>
<b>TOTAL</b>	<b>2</b>	<b>\$ 9,814,918</b>

**Budget Impact:**

The approval of the procurement action will obligate capital funds in the amount listed. Funds are available in the capital budget for this purpose.

**Recommendation:**

The procurement actions be approved as proposed. (The items are included in the resolution of approval at the beginning of the Procurement Section.)

## **MTA Construction & Development**

### **BOARD RESOLUTION**

**WHEREAS**, in accordance with Sections 559, 2879 and 1265-a 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.

**DECEMBER 2020**

**LIST OF COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL**

**Procurements Requiring Majority Vote:**

**Schedule H. Modification To Personal Services and Miscellaneous Service Contracts Awarded as Contracts for Services  
(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. **Ammann & Whitney and WSP a JV**                      **\$2,832,066**                      **Staff Summary Attached**  
**Contract No. PSC-16-2996.8**

MTA Construction and Development seeks Board approval to award a contract modification for additional services and funding.

**Schedule I. Modification To Purchase and Public Work Contracts  
(Staff Summaries required for all items greater than \$1M)**

2. **Ahern Painting Contractors, Inc.**                      **\$6,982,852**                      **Staff Summary Attached**  
**Contract No. VN-32/VN-49X.3**

MTA Construction and Development seeks Board approval to award a contract modification for additional abrasive cleaning and painting of the main span of the Verrazzano-Narrows Bridge .

Schedule H: Modifications to Personal and Miscellaneous Service Contracts

Item Number 1

<b>Vendor Name (Location)</b> Ammann & Whitney and WSP, a JV (A&W/WSP), New York, NY
<b>Description</b> Design and Construction Support Services for Project RK-19/RK-70 Wind Retrofits and Miscellaneous Structural Repairs at the Robert F. Kennedy Bridge (RFK)
<b>Contract Term (including Options, if any)</b> July 20, 2017 – October 19, 2022
<b>Option(s) included in Total Amt?</b> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> N/A
<b>Procurement Type</b> <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Noncompetitive
<b>Solicitation Type</b> <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Modification
<b>Funding Source</b> <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:
<b>Requesting Dept./Div., Dept./Div. Head Name:</b> Delivery/Mark Roche

<b>Contract Number</b> PSC-16-2996	<b>AWO/Mod. #s</b> 8
<b>Original Amount:</b>	\$ 3,427,162.00
<b>Prior Modifications:</b>	\$ 7,735,571.69
<b>Prior Budgetary Increases:</b>	\$ 0.00
<b>Current Amount:</b>	\$ 11,162,733.69
<b>This Request:</b>	\$ 2,832,066.00
<b>% of This Request to Current Amt.:</b>	25.4%
<b>% of Modifications (including This Request) to Original Amount:</b>	308.3%

**Discussion:**

This modification is for additional services and funding in the amount of \$2,832,066.

On July 20, 2017, pursuant to Board approval, the Contract was awarded to A&W/WSP in the agreed amount of \$3,427,162.00 for a duration of two (2) years, three (3) months to provide professional engineering services and expertise to assist B&T in the development of a comprehensive program of structural repairs and upgrades for all spans at the RFK Bridge. The scope of services included the identification of the most cost effective and feasible sequencing of work. Subsequently, in May 2018 and June 2019 respectively, the Board approved amendments for design and construction support services during construction for Phase 1A, which includes repairs and upgrades at all the bridge spans except the suspended spans. It was noted that design and construction support services would be progressed using a phased approach based upon the repair program developed.

Under this proposed amendment A&W/WSP shall provide engineering services for repairs and upgrades to the RFK Bridge suspended spans (Phase 1B) including: prototype barrier fabrication, crash and wind tunnel testing; prototype stringer design, monitoring and construction support services; and test data compilation and analyses. Leveraging the previous engineering services, designs and expertise provided by A&W/WSP is the quickest and most cost-effective approach to continuing the structural rehabilitations, upgrading the live load capacity and improving the seismic and aerodynamic performance at the RFK Bridge.

A&W/WSP submitted a proposal in the amount of \$2,832,066, which is deemed fair and reasonable for these programmatic development services as most of the proposed costs are for reimbursement of specialty subconsultants and research testing facilities.

Previously, Ammann & Whitney notified the Authority that it was acquired by Louis Berger U.S., a member of the Louis Berger Group (LBG). Previously, LBG has been deemed responsible notwithstanding the existence of Significant Adverse Information (SAI). The SAI now extends to A&W by virtue of its acquisition by LBG. On July 18, 2017 Ammann & Whitney (AW) was found responsible notwithstanding the existence of SAI as defined in the MTA All-Agency Responsibility Guidelines as a result of being acquired by Louis Berger U.S. On December 18, 2018, WSP acquired LBG. As a result of this acquisition, the SAI relating to LBG also applies to WSP. These responsibility findings were approved by the MTA Managing Director in consultation with the MTA General Counsel. The Authority conducted responsibility reviews for WSP USA Corp., and there was no new SAI found. Ammann & Whitney and WSP are considered responsible consultants.

Funding is available in the 2020-2024 Capital Program under Project RK-19 (Task D04505, \$2,832,066).

Item Number 2

<b>Vendor Name (Location)</b> Ahern Painting Contractors, Inc. (69-24 49th Avenue, Woodside, N.Y. 11377)
<b>Description</b> Structural Steel Repairs and Painting at the Verrazzano-Narrows Bridge.
<b>Contract Term (including Options, if any)</b> July 17, 2019 – April 30, 2022 (2 years, 9 ½ months)
<b>Option(s) included in Total Amt</b> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> N/A
<b>Procurement Type</b> <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Noncompetitive
<b>Solicitation Type</b> <input type="checkbox"/> RFP <input checked="" type="checkbox"/> Bid <input type="checkbox"/> Other
<b>Funding Source</b> <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:
<b>Requesting Dept./Div., Dept./Div. Head Name:</b> Delivery, Mark Roche

<b>Contract Number</b> VN-32/VN-49X	<b>AWO/Mod. #s</b> 3
<b>Original Amount:</b>	\$ 73,267,248
<b>Prior Modifications:</b>	\$ 13,470,662
<b>Prior Budgetary Increases:</b>	\$ N/A
<b>Current Amount:</b>	\$ 86,737,910
<b>This Request:</b>	\$ 6,982,852
<b>% of This Request to Current Amt.:</b>	8.1%
<b>% of Modifications (including This Request) to Original Amount:</b>	27.9%

**Discussion:**

This modification is for additional abrasive cleaning and painting of the main span of the Verrazzano-Narrows Bridge (VNB) in the negotiated amount of \$6,982,852.

The Contract was solicited by the competitive A + B bid (cost + time) method and awarded to Ahern Painting Contractors, Inc (Ahern) in July 2019 in the amount of \$73,267,248 with a duration of 2 years, 4 months to substantial completion. The Scope of Work requires Ahern to perform structural steel repairs and painting at the VNB. The bids received on a prior solicitation for this Project exceeded the budget and the Authority deemed it in its best interest to reject all bids. The Project’s structural steel repair and painting scopes were revised, and quantities reduced, and the Project was rebid as Contract VN-32/VN-49X. Significant bid savings were realized due to the rebidding of the Project (approximately \$15.3M compared to the estimate and \$23.3M lower than the second bidder). The Contractor’s installation of a full access under roadway work platform has allowed the Authority to cost effectively restore previously deleted structural steel repair quantities and painting of 26 of 80 panel point locations. Two (2) amendments have been issued in an amount totaling \$13,470,662, along with an excusable substantial completion extension through April 30, 2022 (5 ½ months).

The scope of this proposed amendment is to restore the remaining deleted cleaning and painting areas, consisting of 54 panel points on the VNB main span. The Work consists of abrasive blasting to SSPC-SP7/10 and application of a three-coat paint system. Deferring the balance of the main span painting work to the future would result in significantly higher pricing due to the additional cost of installing another access work platform. Moreover, taking advantage of Contractor’s existing work platform is now the most cost-effective approach to cleaning and painting the remaining panel points on the main span and the fastest way to address areas of steel corrosion and deterioration and ensuring that the VNB remains in a state of good repair. In addition, by performing this work now, the entire main span of the VNB will be on a uniform coating maintenance cycle, thereby minimizing the need for localized steel repair and painting activities, which will result in reduced lane closures and thus reduced impacts to the traveling public.

Ahern submitted a proposal in the amount of \$6,680,209.86 for the work. Negotiations were held and the parties agreed to a cost of \$5,682,852 which is considered to be fair and reasonable. Additionally, it is deemed prudent to provide an allowance in the amount of \$1,300,000 to address any unforeseen conditions or additional structural steel repairs that may arise during the additional cleaning and painting activities. Funding for this amendment is available in the 2015-2019 Capital Program under Project: D707VN49/D04884.

In accordance with the All-Agency Responsibility Guidelines, Ahern was deemed a responsible contractor notwithstanding the existence of Significant Adverse Information (SAI) by the MTA Managing Director in consultation with the MTA General Counsel on April 18, 2018. There is no new SAI that has been found relating to the Contractor.

# Staff Summary



<b>Subject</b>
Authorization to Issue New Money Transportation Revenue Bonds and Bond Anticipation Notes, Dedicated Tax Fund Bonds and Bond Anticipation Notes, and Triborough Bridge and Tunnel Authority General Revenue and Subordinate Revenue Bonds and Bond Anticipation Notes
<b>Department</b>
Finance
<b>Department Head Name</b>
Robert E. Foran, Chief Financial Officer
<b>Department Head Signature</b>
<b>Project Manager Name</b>
Patrick J. McCoy, Director, Finance

<b>Date</b>
December 16, 2020
<b>Vendor Name</b>
<b>Contract Number</b>
<b>Contract Manager Name</b>
<b>Table of Contents Ref #</b>

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Comm.	12/16/20			
2	Board	12/16/20			

Internal Approvals			
Order	Approval	Order	Approval
1	Legal		Chief of Staff

**PURPOSE:**

The MTA Finance Department is seeking MTA and TBTA Board authorization and approval of the necessary documentation to issue new money bond anticipation notes (BANs) and bonds to finance up to \$2.0 billion of capital projects set forth in approved transit and commuter capital programs, and to issue up to \$500 million of new money bonds and BANs to finance capital projects set forth in approved MTA Bridges & Tunnels capital programs. The MTA Finance Department will report to the Board on the status of the proposed debt issuance schedule, the results of each note and bond issue and planned note and bond issues.

**DISCUSSION:**

MTA and TBTA Board approval is sought for the following resolutions, documents and activities in connection with the issuance of bonds and/or bond anticipation notes in an aggregate principal amount necessary to finance up to \$2.5 billion of capital projects of the transit and commuter systems and MTA Bridges & Tunnels set forth in approved capital programs:

- Separate Supplemental Resolutions authorizing Transportation Revenue Bonds (TRB Bonds) and Transportation Revenue BANs (TRB BANs), including providing for the following:
  - o Issuance of TRB BANs and TRB Bonds under the General Resolution Authorizing Transportation Revenue Obligations (the TRB Resolution), in one or more series from time to time, in an amount sufficient to produce net proceeds of up to \$2.0 billion (reduced by Dedicated Tax Fund (DTF) Bonds or DTF BANs) necessary to finance transit or commuter capital programs, or to retire TRB BANs or DTF BANs when due, plus accrued interest, applicable issuance costs and any original issue discount,
  - o Issuance of such TRB BANs or TRB Bonds in competitive or negotiated public sales, by direct placement or in connection with a revolving credit or other loan agreement, and
  - o Parity Reimbursement Obligations and other Parity Debt in an amount sufficient to secure any Credit Facilities entered into in connection with the issuance of the TRB Bonds.

- Separate Supplemental Resolutions authorizing DTF Bonds and DTF BANs, including providing for the following:
  - Issuance of DTF Bonds and DTF BANs under the Dedicated Tax Fund Obligation Resolution (the DTF Resolution), in one or more series from time to time, in an amount sufficient to produce net proceeds of up to \$2.0 billion (reduced by TRB Bonds or TRB BANs) necessary to finance transit or commuter capital programs, or to retire DTF BANs or TRB BANs when due, plus accrued interest, applicable issuance costs and any original issue discount,
  - Issuance of such DTF BANs or DTF Bonds in competitive or negotiated public sales, by direct placement or in connection with a revolving credit or other loan agreement, and
  - Parity Reimbursement Obligations and other Parity Debt in an amount sufficient to secure any Credit Facilities entered into in connection with the issuance of the DTF Bonds.
- Multiple Series 2021 General Revenue Bond Supplemental Resolution authorizing TBTA General Revenue Obligations (General Revenue Obligations), including providing for the issuance of the following:
  - An aggregate principal amount of up to \$500 million of General Revenue Obligations under the Triborough Bridge and Tunnel Authority General Revenue Bond Resolution (the TBTA General Resolution) (reduced by any bonds issued under the Triborough Bridge and Tunnel Authority Subordinate Resolution (the TBTA Subordinate Resolution)), in one or more series from time to time necessary to finance capital projects of TBTA as set forth in existing MTA Bridges & Tunnels capital programs, or to retire TBTA BANs when due, plus accrued interest, applicable issuance costs and any original issue discount,
  - Issuance of such General Revenue Obligations in competitive or negotiated public sales, or by direct placement, and
  - Parity Reimbursement Obligations and other Parity Debt in an amount sufficient to secure any Credit Facilities entered into in connection with the issuance of the General Revenue Obligations.
- Multiple Series 2021 Subordinate Revenue Bond Supplemental Resolution authorizing TBTA Subordinate Revenue Obligations (Subordinate Revenue Obligations), including providing for the issuance of the following:
  - An aggregate principal amount of up to \$500 million of Subordinate Revenue Obligations under the TBTA Subordinate Resolution (reduced by any bonds issued under the TBTA General Resolution), in one or more series from time to time necessary to finance capital projects of TBTA, as set forth in existing MTA Bridges & Tunnels capital programs, or to retire TBTA BANs when due, plus accrued interest, applicable issuance costs and any original issue discount,
  - Issuance of such Subordinate Revenue Obligations in competitive or negotiated public sales, or by direct placement, and
  - Parity Reimbursement Obligations and other Parity Debt in an amount sufficient to secure any Credit Facilities entered into in connection with the issuance of the Subordinate Revenue Obligations.
- A Supplemental Resolution authorizing Triborough Bridge and Tunnel Authority General Revenue BANs (TBTA BANs), including providing for the following:
  - Issuance of TBTA BANs under the General Resolution, in one or more series from time to time, in an amount sufficient to produce net proceeds of up to \$500 million necessary to finance capital projects of TBTA, as set forth in existing MTA Bridges & Tunnels capital programs, plus accrued interest, applicable issuance costs and any original issue discount, and
  - Issuance of such TBTA BANs in competitive or negotiated public sales, by direct placement or in connection with a revolving credit or other loan agreement.

With respect to the above-referenced financial transactions, MTA and TBTA Board approval, as applicable, is sought:

(a) delegating authority to the Chairman, the Chair of the Finance Committee, the Chief Financial Officer or the Director, Finance of MTA to award the obligations either pursuant to competitive bid or to members (or entities

related to such firms) of the Board-approved MTA underwriting syndicate or authorized purchasers under a federal or State of New York program and to execute and/or deliver in each case, where appropriate:

- o Notices of Sale and bid forms,
- o Purchase Agreements with underwriters and other authorized purchasers,
- o Direct Purchase Agreements,
- o Revolving Credit Agreements or other Loan Agreements,
- o Official Statements and other disclosure documents,
- o Continuing Disclosure Agreements and related filings,
- o Remarketing Agreements and Firm Remarketing Agreements,
- o Dealer and Broker/Dealer Agreements,
- o Issuing and Paying Agent and Tender Agent Agreements,
- o Credit Facilities and related Parity Reimbursement Obligations and Parity Debt,
- o Related Subordinated Contract Obligations, and
- o Investment Agreements.

Any such documents will be in substantially the form of any document previously entered into by MTA or TBTA for previous issues, with such changes as approved by any one or more of the foregoing officers.

(b) authorizing such officers to terminate, amend, supplement, replace or extend any such documents, including Credit Facilities (and related Parity Reimbursement Obligations and Parity Debt), as they shall deem advisable, and to take such other actions as may be necessary or desirable to effectuate the issuance of the new money bonds and BANs and other financial transactions set forth above, on behalf of MTA, TBTA or other MTA subsidiaries and affiliates.

**ALTERNATIVES:**

There are no viable funding alternatives to the bond funded portion of existing approved capital programs.

**RECOMMENDATION:**

The MTA and TBTA Boards approve the above-referenced resolutions and documents and all other actions described above, including the execution and delivery of such other documents, and the taking of all other actions, from time to time deemed necessary or desirable by such officers in connection therewith. The authorization to issue the bonds and bond anticipation notes and take other related actions hereunder shall continue in effect without any further action by the MTA and TBTA Boards until the adoption by the MTA and TBTA Boards of subsequent bond supplemental resolutions relating to 2022 note and bond issues (except that rollover 2021 BANs and bonds may still be issued to refinance 2021 BANs outstanding at any time) unless (a) the MTA and TBTA Boards shall have confirmed the effectiveness of this authorization for an additional period, or (b) the MTA and TBTA Boards shall have modified or repealed this authorization.

# Staff Summary

<b>Subject</b> Authorization to Issue Transportation Revenue Refunding Bonds, Dedicated Tax Fund Refunding Bonds, Triborough Bridge and Tunnel Authority General Revenue Refunding Bonds and Subordinate Revenue Refunding Bonds	<b>Date</b> December 16, 2020
<b>Department</b> Finance	<b>Vendor Name</b> N/A
<b>Department Head Name</b> Robert E. Foran, Chief Financial Officer	<b>Contract Number</b>
<b>Department Head Signature</b>	<b>Contract Manager Name</b>
<b>Project Manager Name</b> Patrick McCoy, Director of Finance	<b>Table of Contents Ref #</b>

Board Action						Internal Approvals			
Order	To	Date	Approval	Info	Other	Order	Approval	Order	Approval
1	Finance Comm.	12/16	X			1	Legal	2	Chief of Staff
2	Board	12/16	X						

**PURPOSE:**

The MTA Finance Department is seeking MTA and TBTA Board authorization and approval of the necessary documentation to issue refunding bonds, from time to time, subject, if applicable, to the Refunding Policy adopted by the Board in December 2018 (attached to this staff summary for reference), as amended from time to time, and provided that the MTA Chief Financial Officer or the MTA Director, Finance makes a determination that the refunding of certain bonds or other obligations prior to maturity will be beneficial to the obligors thereof and/or their affiliates and subsidiaries.

**DISCUSSION:**

MTA and TBTA Board approval is sought for the following resolutions, documents and activities in connection with the issuance of refunding bonds:

- MTA Multiple Series Transportation Revenue Refunding Bond Supplemental Resolution (2021) authorizing Metropolitan Transportation Authority Transportation Revenue Refunding Obligations, including providing for the following:
  - Issuance of TRB Bonds under the General Resolution Authorizing Transportation Revenue Obligations in one or more series from time to time,
  - Issuance of such TRB Bonds in competitive or negotiated public sales, or by direct placement, and
  - Parity Reimbursement Obligations and other Parity Debt in an amount sufficient to secure any Credit Facilities entered into in connection with the issuance of the Transportation Revenue Refunding Obligations.
- MTA Multiple Series Dedicated Tax Fund Refunding Bond Supplemental Resolution (2021) authorizing Metropolitan Transportation Authority Dedicated Tax Fund Refunding Obligations, including providing for the following:

- Issuance of DTF Bonds under the Dedicated Tax Fund Obligation Resolution, in one or more series from time to time,
- Issuance of such DTF Bonds in competitive or negotiated public sales or by direct placement, and
- Parity Reimbursement Obligations and other Parity Debt in an amount sufficient to secure any Credit Facilities entered into in connection with the issuance of the Dedicated Tax Fund Revenue Refunding Obligations.
- TBTA Multiple Series General Revenue Refunding Bond Supplemental Resolution (2021) authorizing Triborough Bridge and Tunnel Authority General Revenue Refunding Obligations, including providing for the following:
  - Issuance of General Revenue Obligations under the Triborough Bridge and Tunnel Authority General Revenue Bond Resolution, in one or more series from time to time,
  - Issuance of such General Revenue Obligations in competitive or negotiated public sales or by direct placement, and
  - Parity Reimbursement Obligations and other Parity Debt in an amount sufficient to secure any Credit Facilities entered into in connection with the issuance of the General Revenue Refunding Obligations.
- TBTA Multiple Series Subordinate Revenue Refunding Bond Supplemental Resolution (2021) authorizing Triborough Bridge and Tunnel Authority Subordinate Revenue Refunding Obligations, including providing for the following:
  - Issuance of Subordinate Revenue Obligations under the TBTA Subordinate Resolution, in one or more series from time to time,
  - Issuance of such Subordinate Revenue Obligations in competitive or negotiated public sales or by direct placement, and
  - Parity Reimbursement Obligations and other Parity Debt in an amount sufficient to secure any Credit Facilities entered into in connection with the issuance of the Subordinate Revenue Refunding Obligations.

With respect to the above-referenced financial transactions, MTA and TBTA Board approval, as applicable, is sought:

(a) delegating authority to the Chairman, the Chair of the Finance Committee, the Chief Financial Officer or the Director, Finance to refund and/or restructure outstanding bonds, notes and other obligations within the maturity limits permitted by law and to award the obligations either pursuant to competitive bid or to members (or entities related to such firms) of the Board-approved MTA underwriting syndicate or authorized purchasers under a federal or State program and to execute and/or deliver in each case, where appropriate:

- Notices of Sale and bid forms,
- Purchase Agreements with underwriters and other authorized purchasers,
- Direct Purchase Agreements,
- Official Statements and other disclosure documents,
- Continuing Disclosure Agreements and related filings,
- Remarketing Agreements and Firm Remarketing Agreements,
- Dealer and Broker/Dealer Agreements,
- Issuing and Paying Agent and Tender Agent Agreements,
- Credit Facilities and related Parity Reimbursement Obligations and Parity Debt,
- Related Subordinated Contract Obligations,
- Verification Reports,
- Escrow Agreements, and
- Investment Agreements.

Any such documents will be in substantially the form of any document previously entered into by MTA or TBTA for previous issues, with such changes as approved by any one or more of the foregoing officers.

(b) authorizing such officers to terminate, amend, supplement, replace or extend any such documents, including existing Credit Facilities (and related Parity Reimbursement Obligations and Parity Debt), as they shall deem advisable, and to take such other actions as may be necessary or desirable to effectuate the issuance of the refunding bonds, restructurings and other financial transactions set forth above, on behalf of MTA, TBTA or other MTA subsidiaries and affiliates.

## **ALTERNATIVES:**

The Board could determine that staff seek specific approval for each refunding or restructuring contemplated in advance of undertaking such refunding or restructuring. This alternative is not advised as the timing of the Board cycle could result in missed market opportunities.

## **RECOMMENDATION:**

The MTA and TBTA Boards approve the above-referenced resolutions and documents and all other actions described above, including the execution and delivery of such other documents, and the taking of all other actions, from time to time deemed necessary or desirable by such officers in connection therewith. The authorization to issue the refunding bonds, restructure outstanding bonds and take other related actions hereunder shall continue in effect without any further action by the MTA or TBTA Boards, until the adoption by the MTA and TBTA Boards of subsequent refunding bond supplemental resolutions relating to 2022 refundings unless (a) the MTA and TBTA Boards shall have confirmed the effectiveness of this authorization for an additional period, or (b) the MTA and TBTA Boards shall have modified or repealed this authorization.

## **BOND AND OTHER DEBT OBLIGATIONS REFUNDING POLICY**

WHEREAS, The Metropolitan Transportation Authority has a large portfolio of outstanding bonds and other debt obligations; and

WHEREAS, The Metropolitan Transportation Authority desires to achieve the lowest possible interest cost for such bonds; and

WHEREAS, The Metropolitan Transportation Authority desires, from time to time, to benefit from favorable capital market conditions to undertake refundings of the outstanding bonds and other obligations; and

WHEREAS, The Metropolitan Transportation Authority has determined that in order to provide guidance in the issuance of refunding bonds, a refunding policy ("Refunding Policy") is desirable; and

WHEREAS, such refunding bonds must be authorized by the Board in accordance with a supplemental resolution for each of the MTA and TBTA credits; therefore

BE IT RESOLVED by the Metropolitan Transportation Authority that, except as otherwise provided by separate action of the Authority relating to a particular refunding, the Refunding Policy as set forth below shall be adopted and shall apply to all refundings of bonds or other debt obligations described therein hereafter.

**Metropolitan Transportation Authority  
and Triborough Bridge and Tunnel Authority  
Bond and Other Debt Obligations Refunding Policy**

This bond and other debt obligations refunding policy establishes conditions precedent to any issuance of fixed rate bonds for the purposes of refunding fixed rate bonds previously issued by the MTA or any of the Related Entities.

1. A current refunding is permitted if, at the time of final pricing, the refunding of each bond to be called prior to its scheduled maturity achieves positive net present value (NPV) savings.
2. An advance refunding that complies with applicable law is permitted if, at the time of final pricing, (a) the aggregate NPV savings is at least 3.0% of the par amount of the refunded bonds, and (b) the refunding of each bond to be called prior to its scheduled maturity achieves NPV savings (expressed as a percentage of the par amount of such refunded bond) of at least the following amount:

		Years to Call		
		0 to 2	3 to 7	8 plus
Years From Call to Maturity	0 to 5	0.5%	1.0%	2.0%
	6 to 10	1.0%	2.5%	4.0%
	11 to 15	3.0%	4.0%	5.0%
	16 plus	4.0%	5.0%	5.5%

3. The arbitrage yield of the refunding issue must be utilized in calculating NPV savings.
4. Actual escrow investments must be used in calculation of refunding savings at the time of pricing.

**Additional Criteria and Instructions**

1. In the evaluation of refunding opportunities, the State Bond Issuance Charge (BIC), unless expressly waived, shall be included as a cost of issuance in calculating NPV savings, both in the aggregate and for individual bonds.
2. If it is possible to meet the arbitrage yield in a refunding escrow with SLGS, they should be used. In the event SLGS could provide a yield higher than the arbitrage yield, as many rolling 0 percent SLGS as possible should be used to blend down the arbitrage yield. If the arbitrage yield cannot be met with SLGS or the SLGS window is not open, Treasury securities and other open market securities can be considered, consistent with the investment restrictions in the applicable bond resolution.
3. This policy does not restrict (a) the refunding of either fixed or variable rate debt with new variable rate debt, (b) the refunding of variable rate debt with new fixed rate debt, including the refunding of debt in a short-term fixed rate mode with long-term fixed rate debt, or (c) changes in interest rate modes in variable rate debt. Any such refundings may be undertaken if the Chief Financial Officer (CFO) or the Director of Finance, as the designee of the CFO, determines that it is in the best interest of the MTA to do so.
4. This policy does not restrict the CFO or the Director of Finance in structuring the savings pattern of any refunding, provided the above requirements are met.

# Staff Summary



<b>Subject</b> MTA and TBTA Reimbursement Resolutions for Federal Tax purposes	<b>Date</b> December 16, 2020
<b>Department</b> Chief Financial Officer	<b>Vendor Name</b>
<b>Department Head Name</b> Robert E. Foran, Chief Financial Officer	<b>Contract Number</b>
<b>Department Head Signature</b>	<b>Contract Manager Name</b>
<b>Project Manager Name</b> Josiane Codio, Director of Treasury	<b>Table of Contents Ref #</b>

Board Action						Internal Approvals			
Order	To	Date	Approval	Info	Other	Order	Approval	Order	Approval
	Finance Comm.	12/16	X			1	Legal		
	Board	12/16	X						

To obtain MTA and TBTA adoption of the annexed reimbursement resolutions, which are required by Federal tax law to preserve the ability to finance certain capital projects on a tax-exempt basis.

**PURPOSE:**

As it has in the past, the Metropolitan Transportation Authority (the “MTA”) intends to finance the MTA’s transit and commuter capital improvement program, including MTA Bus Company and Staten Island Rapid Transit Operating Authority with MTA debt obligations. Triborough Bridge and Tunnel Authority (“TBTA” or “MTA Bridges and Tunnels”) intends to finance the MTA Bridges and Tunnels’ bridge and tunnel capital improvement program and may finance portions of the transit and commuter capital improvement program with TBTA debt obligations. In addition, MTA and MTA Bridges and Tunnels intends to finance capital costs relating to capital projects necessary to implement tolling in the Central Business District Tolling Program, as described in Article 44-C of the Vehicle and Traffic Law, including as described in Section 553-j of the Public Authorities Law (the “Central Business District Project”).

It is important that MTA and MTA Bridges and Tunnels preserve the ability to finance capital projects in these capital improvement programs and for the Central Business District Project on a tax-exempt or tax-advantaged basis. To maintain the ability of MTA and MTA Bridges and Tunnels to finance capital projects in the capital improvement programs and for the Central Business District Project on such tax-exempt or tax-advantaged basis, consistent with Federal tax law, the MTA and TBTA Boards periodically adopt reimbursement resolutions. Federal tax law requires that official action that sets forth the issuer’s intent to spend tax-exempt bond proceeds on a project must be taken by an issuer that wants to reimburse itself from tax-exempt bond proceeds for capital project costs that were funded from another source of revenue. Copies of each of the 2020 reimbursement resolutions submitted for Board adoption are attached hereto.

For purposes of the attached reimbursement resolutions, (i) in the case of MTA and TBTA, the Project refers to the capital programs approved by the Metropolitan Transportation Authority Capital Program Review Board (CPRB), including, particularly, the 2000-2004 Transit and Commuter Capital Program, the 2005-2009 Transit and Commuter Capital Program, the 2010-2014 Transit and Commuter Capital Program, the 2015-2019 Transit and Commuter Capital Program and the 2020-2024 Transit and Commuter Capital Program, (ii) in the case of TBTA, the Project further refers to the capital programs approved by the TBTA Board, including, particularly, the 2000-2004 TBTA Capital Program, the 2005-2009 TBTA Capital Program, the 2010-2014 TBTA Capital Program, the 2015-2019 TBTA Capital Program, the 2020-2024 TBTA Capital Program and the security projects authorized to be constructed and/or installed at the TBTA bridges and tunnels, and (iii) in the case of the Central Business District Project, the infrastructure and toll collection system as described in Article 44-C of the Vehicle and Traffic Law.

**ALTERNATIVES:**

# Staff Summary

There is no alternative to preserve the ability to finance certain capital projects on a tax-exempt or tax-advantaged basis under Federal tax law.

**RECOMMENDATION:**

The MTA and TBTA Boards approve the above-referenced resolutions. This authorization shall continue in effect until the adoption by the MTA and TBTA Boards of subsequent reimbursement resolutions for calendar year 2022

<b>Subject</b>						<b>Date</b>			
Selection of Bond Underwriters						December 16, 2020			
<b>Department</b>						<b>Vendor Name</b>			
Finance Department									
<b>Department Head Name</b>						<b>Contract Number</b>			
Patrick J. McCoy									
<b>Department Head Signature</b>						<b>Contract Manager Name</b>			
<b>Division Head Name</b>						<b>Table of Contents Ref #</b>			
Robert E. Foran									
<b>Board Action</b>						<b>Internal Approvals</b>			
<b>Order</b>	<b>To</b>	<b>Date</b>	<b>Approval</b>	<b>Info</b>	<b>Other</b>	<b>Order</b>	<b>Approval</b>	<b>Order</b>	<b>Approval</b>
1	Finance	12/16	X			2	Chief of Staff	1	Legal
2	Board	12/16	X						

**Purpose:**

To obtain Board approval to qualify firms for underwriting and investment banking assignments on MTA (including affiliates and subsidiaries) bond and note issues in connection with the MTA financed portion of approved capital programs, as well as special projects outside of approved capital programs, as set forth below, including: (1) a pool of six underwriters to serve as senior managers, (2) a pool of fifteen underwriters to serve as co-managers, and (3) a pool of twenty-one underwriters to serve as selling group members.

**Background:**

The MTA’s Request for Proposals (“RFP”) for Underwriters (RFP#15557), which solicited firms to serve as members of the MTA underwriting teams on negotiated financings, was released on March 5, 2020. The RFP was advertised in the *Bond Buyer*, *New York Post*, *El Diario* and *Minority Weekly*.

The MTA continues to focus on lowering barriers of entry and creating opportunities for (a) qualified New York State certified Minority and Women-Owned Business Enterprises (“M/WBEs”) to ensure that MTA meets the 2010 New York State Business Diversification Act requirements for participation by M/WBE firms and (b) qualified Service-Disabled Veteran Owned Businesses (“SDVOBs”) to participate in MTA financings in connection with the New York Service-Disabled Veteran Owned Business Act of 2014.

The selection committee of five members was comprised of representatives of MTA Finance, Treasury, Budget, and Diversity and Civil Rights. The Authority’s Financial Advisor (PRAG) and staff from MTA Procurement, Legal, and Finance served in a non-voting technical advisory capacity to the committee.

The committee reviewed the responses with the following selection criteria as guidelines for evaluation and scoring:

<p>Senior Managers:</p>	<ol style="list-style-type: none"> <li>(1) Commitment to diversity.</li> <li>(2) Capital position.</li> <li>(3) Syndicate performance since the last RFP (2016) including retail orders allotments and designations, distribution capabilities, remarketing of variable rate debt, and the proposers’ specialty or niche market position.</li> <li>(4) Participation in MTA competitive transactions since 2016.</li> <li>(5) Introduction of new investors in MTA securities.</li> <li>(6) On-going service and commitment to the MTA.</li> <li>(7) Proposals for MTA to most efficiently utilize the CBDT revenues to support the 2020-2024 Capital Program including rating agency strategies for a new credit.</li> <li>(8) Proposal for MTA to meet the 2020-2024 \$9.8 billion funding commitment.</li> <li>(9) Products or structuring ideas to generate savings; and</li> <li>(10) Refunding analyses.</li> </ol>
<p>Co-Managers:</p>	<ol style="list-style-type: none"> <li>(1) Commitment to diversity.</li> <li>(2) Capital position.</li> <li>(3) Syndicate performance since the last RFP (2016) including retail orders allotments and designations, and distribution capabilities.</li> <li>(4) Participation in MTA competitive transactions since 2016.</li> <li>(5) Distribution capabilities.</li> <li>(6) Variable rate remarketing capabilities.</li> <li>(7) Introduction of new investors in MTA securities.</li> <li>(8) On-going service and commitment to the MTA; and</li> <li>(9) Proposers’ specialty or niche market position.</li> </ol>

**Selection Process:**

A total of 42 qualifying proposals were received by the stated RFP deadline of August 28, 2020; 20 seeking to be qualified as senior manager; 21 seeking to be qualified as co-manager; and one seeking to be qualified as selling group member. All of the written proposals were reviewed and scored by the five selection committee members. Senior manager proposers that were not recommended as senior managers were rated with other co-manager proposers. Firms not selected for either Senior Manager or Co-Manager roles will be included as Selling Group members. The conclusions and recommendations of the selection committee are set forth below.

**Results of the RFP:**

As a frequent issuer of debt for MTA Capital Programs and other capital markets activities, it is important for the MTA to select a group of highly capable underwriting firms that will consistently provide money-saving ideas and assist MTA in the effective placement of both fixed-rate and variable-rate indebtedness and the on-going management of its capital structure. In furtherance of these objectives, it is requested that the Board qualify pools of firms to serve as senior managers, co-managers and selling group members.

The firms selected as “senior managers” will rotate in the role of book-running senior manager on negotiated fixed-rate financings, and remarketing agent for variable-rate transactions.

The senior manager is required to actively participate in a leadership role on all aspects of the transaction, including but not limited to structuring the financing, participating in investor and rating agency discussions, managing syndicate communication, marketing and pricing the bonds, closing, and monitoring post issuance trading activity.

To assist in the placement of fixed-rate bonds, a pool of “co-managers” is recommended for negotiated fixed-rate financings. Moreover, any firm that has an affiliate that is providing a Letter of Credit or Standby Purchase Agreement for a variable-rate transaction is also eligible to serve as a remarketing agent on such a transaction upon the recommendation of such assignment by the Director of Finance and approval of the Chief Financial Officer. Such recommendation is to be based on an evaluation of the firms’ variable rate pricing and marketing capabilities.

Appointments of senior managers generally will be based on a rotation and will be assigned prior to the announcement of each negotiated transaction. However, upon the recommendation of the Director of Finance, the Chief Financial Officer may award merit-based assignments to *any* firm from the underwriting pools regardless of bracket including senior, co-manager, or selling group member. Such awards may be based upon timely cost saving ideas or to those firms providing significant service to the MTA.

It is recommended that MTA continue the practice of rotating M/WBE and SDVOB co-manager firms to the role of special co-senior manager on fixed-rate transactions to ensure that MTA meets the 2010 New York State Business Diversification Act requirements for participation by M/WBE firms, and to ensure that it creates opportunities for SDVOB firms consistent with the Service-Disabled Veteran-Owned Business Act.

Adoption of the underwriting recommendations will support and continue MTA’s successful utilization of M/WBE and SDVOB underwriting firms. The pool of six senior underwriting positions recommended includes both a MBE and a WBE firm, achieving a 33% participation rate. The co-manager pool of fifteen firms includes one WBE firm, three MBE firms and three SDVOB firms, for a 46% participation rate. The combined senior manager and co-manager groups recommended herein include 43% MWBE or SDVOB certified firms.

All of the firms recommended for the roles described below have been reviewed for significant adverse impact (SAI) in connection with their submission of MTA’s Financial Institution and Energy Supplier Responsibility Forms as part of the RFP requirements. There are no outstanding SAI issues with any of the firms recommended.

**1. Senior Managers:** The selection committee unanimously voted to recommend the six firms listed below (alphabetically) for senior manager roles based upon their written proposals.

1. BofA Securities
2. Goldman, Sachs & Co.
3. J.P. Morgan Securities LLC
4. Jefferies LLC
5. Ramirez & Co., Inc. \*
6. Siebert Cisneros Shank & Co., LLC \*

\* M/WBE

**2. Co-Managers:** The selection committee unanimously voted to recommend the 15 firms listed below (alphabetically) for co-manager roles:

1. Academy Securities, Inc. \*\*
2. Barclays Capital Inc.
3. Blaylock Van LLC \*
4. Citigroup Global Markets
5. Drexel Hamilton LLC\*\*
6. Loop Capital Markets LLC \*
7. Mischler Financial Markets \*\*
8. Morgan Stanley & Co. LLC
9. PNC Capital Markets
10. Oppenheimer & Co. Inc.
11. RBC Capital Markets
12. Raymond James & Associates, Inc.
13. Rice Financial Products Company \*
14. Stern Brothers & Co. \*
15. UBS Financial Services, Inc.

\* M/WBE

\*\* SDVOB

**3. Selling Group:** The selection committee unanimously voted to recommend the 21 firms listed below (alphabetically) for selling group roles:

1. 280 Securities LLC
2. American Veterans Group\*\*
3. AmeriVet Securities, Inc.\*\*
4. Bancroft Capital, LLC\*\*
5. BNY Mellon Capital Markets LLC
6. Cabrera Capital Markets LLC\*
7. Estrada Hinojosa & Company, Inc.
8. FHN Financial Capital Markets
9. Great Pacific Securities\*
10. Huntington Securities Inc.
11. Janney Montgomery Scott LLC
12. KeyBanc Capital Markets Inc.
13. Mesirow Financial, Inc.
14. Multi-Bank Securities, Inc.\*\*
15. NW Capital Markets
16. Roberts & Ryan Investments Inc.\*\*
17. Robert W. Baird & Co., Inc.
18. Roosevelt & Cross Incorporated
19. Stifel, Nicolaus & Company, Inc.
20. TD Securities
21. Wells Fargo Securities

\* M/WBE

\*\* SDVOB

In the event that any of the foregoing firms is acquired or merges with another firm, the successor firm may serve in the place of the chosen firm at the discretion of the Chief Financial Officer upon the recommendation of the Director of Finance. Firms requesting entrance to the selling group may be added at the discretion of the Chief Financial Officer upon the recommendation of the Director of Finance.

The MTA Finance Department conducts periodic reviews of all firms engaged in the sale and distribution of its bonds. Upon the recommendation of the Director of Finance, the Chief Financial Officer is further authorized to remove any firm that is not providing a level of service that is satisfactory to the MTA.

Upon the recommendation of the Director of Finance, the Chief Financial Officer may also authorize issuance of bonds or notes competitively from time to time.

### **Recommendation:**

The MTA Board is requested to approve the selection of the above-referenced firms, to approve the establishment of the above referenced pools of senior managers and, co-managers and selling group members, and to approve the utilization of the firms and pools in accordance with the above-stated procedures, for underwriting and remarketing assignments on MTA (including affiliates and subsidiaries) negotiated bond and note issues in connection with the bond financed portion of approved capital programs as well as for financing of special projects outside of approved capital programs. The recommendation will allow the MTA to implement its financing program as efficiently and effectively as possible and will also continue to include M/WBE and SDVOB participation in its bond issuances. It is recommended that these pools of firms remain in place for three years or until such time that a new RFP is concluded.

**DECEMBER 2020**  
**MTA REAL ESTATE**  
**LIST OF ACTION ITEMS FOR BOARD APPROVAL**

**ACTION ITEMS**

**MTA LONG ISLAND RAIL ROAD**

- a. Authorization to enter into an agreement with Amtrak to facilitate construction of a railroad tunnel under the West Side Storage Yard, New York, New York
- b. Permit agreement with The Celebrations Association of Forest Hill Gardens for a seasonal display at LIRR Forest Hills Station, Forest Hills, New York

**MTA NEW YORK CITY TRANSIT**

- c. License agreement with New Jersey Transit for antennae and support facilities in Kearny, New Jersey

# **MTA LONG ISLAND RAIL ROAD**

# Staff Summary

<b>Subject</b> <b>CONSTRUCTION LICENSE AGREEMENT WITH AMTRAK - WESTERN RAIL YARD, WEST SIDE STORAGE YARD</b>
<b>Department</b> <b>REAL ESTATE</b>
<b>Department Head Name</b> <b>JOHN N. LIEBER</b>
<b>Department Head Signature</b>
<b>Project Manager Name</b> <b>ROBERT PALEY</b>

<b>Date</b> <b>DECEMBER 16, 2020</b>
<b>Vendor Name</b>
<b>Contract Number</b>
<b>Contract Manager Name</b>
<b>Table of Contents Ref. #</b>

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	12/16/20	X		
2	Board	12/16/20	X		

Internal Approvals			
Order	Approval	Order	Approval
1	Legal		
2	Chief Development Officer		
3	Chief Financial Officer		

AGENCIES: Metropolitan Transportation Authority ("MTA")  
 MTA Long Island Rail Road ("LIRR")

LICENSEE: AMTRAK

ACTIVITY: Grant of construction license to relocate certain facilities within the Western Rail Yard ("WRY") portion of the John D. Caemmerer West Side Storage Yard

ACTION REQUESTED: Approval of Terms

**COMMENTS:**

In April 2013, the Board authorized the MTA and LIRR to enter into certain agreements with the National Railroad Passenger Corporation ("Amtrak") to permit Amtrak to construct a segment ("Segment 1") of an underground concrete casing underneath the Eastern Rail Yard ("ERY") section of the John D. Caemmerer West Side Storage Yard ("West Side Yard") so that Amtrak preserves a future subsurface Right of Way ("ROW Preservation") for the proposed Gateway Tunnel (a/k/a the "Hudson Tunnel Project"), which will allow Amtrak to ultimately connect a new rail tunnel under the Hudson River to Penn Station, New York. Amtrak has completed "Segment 1" of the concrete casing under the ERY, as well as "Segment 2", which passes underneath the bed of the 11<sup>th</sup> Avenue Road Bridge.

Although Amtrak is not at this time seeking approval from the MTA to permit construction of an additional segment ("Segment 3") of concrete casing under the WRY, Amtrak has instead proposed to perform certain early work involving the relocation of existing facilities out of the way of what would be the path for the "Segment 3" concrete casing ("Early Work"). Since the West Side Yard is the site of an overbuild development project (the "Overbuild Project") by the Related Companies ("Related") and provided that Related permits Amtrak to conduct such Early Work now so as to avoid any potential undue delay of its Overbuild Project, the MTA and LIRR are also willing to allow Amtrak to conduct such Early Work. Amtrak's Early Work will be coordinated with Related's Overbuild Project pursuant to a separate agreement between Amtrak and Related.

As such, MTA and LIRR will permit Amtrak to perform the Early Work, at its sole cost and expense, including to relocate certain of LIRR's existing utilities and infrastructure currently housed within LIRR's Emergency Services Building ("ESB") and within the WRY out of the way of the path of planned alignment for the concrete casing segment in the WRY, a portion of which facilities will be relocated to a new "Interim ESB". No concrete casing work will be permitted under the Early Work Construction License Agreement. Any future approval of the concrete casing work will require authorization by this Board.

## FINANCE COMMITTEE MEETING

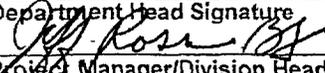
### Construction License Agreement with Amtrak for the WRY, West Side Yard (Cont'd.) Page 2 of 2

Amtrak has bid out this work and has contracted with Skanska to perform the work. The types and limits of insurances required to be maintained for the work on MTA property will be reviewed and approved by MTA Risk Management. In order to avoid any disruptions to LIRR operations, the current ESB will not be decommissioned until the Interim ESB is finally constructed and approval is obtained from LIRR to transfer the utilities. The current ESB will be replaced with the Interim ESB because it is contemplated that Related, at its cost and expense, will later move the Interim ESB to a final, permanent location in order to make way for the overbuild development. If, however, within five (5) years after completion of the Interim ESB, Related has not yet permanently relocated the Interim ESB, Amtrak will undertake, at its sole cost and expense, certain further infrastructure enhancements to the Interim ESB, as directed by LIRR, in order to ensure long-term use and sustainability of the facilities. LIRR will have the right to review and approve all Amtrak work and any changes proposed to such designs and work plans by Amtrak (the initial design for the relocation has already been reviewed and approved by LIRR). Furthermore, Amtrak will pay or reimburse the MTA and LIRR for any costs and expenses incurred in relation to Amtrak's work.

#### RECOMMENDATION:

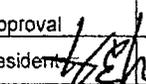
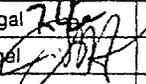
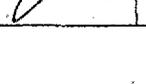
Based on the foregoing, the Real Estate Department requests authorization to enter into a Construction License Agreement with Amtrak to perform the Early Work pursuant to the outlined terms and conditions.

# Staff Summary

Subject Gateway Project
Department Real Estate
Department Head Name Jeffrey Rosen
Department Head Signature 
Project Manager/Division Head Jeffrey Rosen

Date April 19, 2013
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	LI Committee	4.22	x		
2	Finance	4/22	x		
3	MTA Board	4/24	x		

Internal Approvals			
Order	Approval	Order	Approval
1	LIRR President 	4	MTA Chief Financial Officer 
2	LIRR Legal 		
3	MTA Legal 		

## Purpose:

To obtain Board approval of the annexed resolution, authorizing negotiation and execution of agreements by MTA and LIRR to facilitate the construction of a concrete casing to preserve the future subsurface Right of Way ("ROW") for Amtrak's proposed Gateway Tunnel, underneath the LIRR's Eastern Rail Yard (the "Tunnel Casing Project"), including the granting of permanent easements with respect to such Project and the preserved ROW, consistent with the parameters as provided in this Staff Summary and the resolution.

## Discussion:

Numerous planning studies indicate that the existing two 100-year-old, single-track tunnels under the Hudson River, connecting New Jersey and New York City, currently operate at maximum capacity and are insufficient to meet the projected increase in demand. As a key part of its planning for future service to and from New York City, Amtrak has developed a conceptual program, known as the "Gateway Program," to build a new tunnel under the Hudson River from New Jersey through the west side of Manhattan to connect with Penn Station. The Gateway Program would support expanded rail services to meet future demand as well as improve intercity and commuter rail system safety and reliability. In addition, the Gateway Program would be expected to further create resiliency in the passenger rail system in response to disasters, and particularly flooding, as new construction could be designed to withstand flood levels at new standards, using criteria that would have prevented the flooding caused by Superstorm Sandy.

Amtrak has evaluated potential options for locating the new tunnel between the Hudson River and Penn Station and determined that only a single underground alignment under the LIRR Hudson Yards facility between 10th and 11th Avenues in Manhattan can achieve a direct connection to the majority of Penn Station's existing tracks. Hudson Yards is also the location of the mixed-use commercial overbuild project that a joint venture between affiliates of The Related Companies and Oxford Properties ("Developer") is progressing pursuant to existing agreements with MTA/LIRR (the "Overbuild Project"). Amtrak is proposing to undertake the design and construction of an underground rectangular structure 800 feet long, 50 feet wide, and approximately 35 feet tall (the "Concrete Casing"), to be constructed within the ROW to allow for the potential future development of the Gateway Tunnel. The construction of the Concrete Casing, in advance of the completion of the Overbuild Project, will prevent the permanent loss of this ROW.

The Concrete Casing is the subject of an Environmental Assessment being undertaken by the FRA and Amtrak under NEPA. At the same time, Amtrak is in negotiations with Developer concerning agreements that will allow the construction of the Concrete Casing by a design/builder so as to ensure coordination of the construction of the Concrete Casing and the Overbuild Project, without unduly delaying or burdening the Overbuild Project. Amtrak, in cooperation with Developer, has requested that MTA and LIRR facilitate the Tunnel Casing Project, by agreeing, among other things, to (a) temporarily relocate certain LIRR Maintenance of Equipment ("MoE") functions; (b) permit the demolition and subsequent rebuilding of the MoE facility at the Eastern Rail Yard; and (c) grant a temporary construction license in the Yards Parcel portion of the Eastern Rail Yard for construction of the Concrete Casing and subsequently, a permanent easement for the location of the Concrete Casing in the ROW.

Given the regional importance of the Gateway Program, its inclusion in Governor Cuomo's 2100 Commission Report following Superstorm Sandy, and the need to preserve the ROW so as not to have the Overbuild Project preclude the Gateway Program from going forward, MTA and LIRR have been cooperating with this effort, with the understanding that, as fundamental principles of MTA/LIRR's participation, (1) MTA/LIRR will not incur any financial obligations or liabilities as a result of the Tunnel Casing Project, and (2) the Tunnel Casing Project will not adversely affect MTA/LIRR's rights under its existing agreements with Developer in any material respect.

In furtherance of the Tunnel Casing Project, and preservation of the ROW, MTA and LIRR accordingly request Board approval of the accompanying resolution, authorizing the entry into such agreements as are necessary and desirable to effectuate the Tunnel Casing Project (including a temporary construction license for the construction of the Concrete Casing Work and permanent easement(s) and/or covenants in favor of Amtrak and/or Related, as their interests may lie), in accordance with the fundamental principles as stated above and consistent with the following terms:

- (1) LIRR will arrange for the expedited vacating of the MoE facility, and subsequently allow the demolition of that facility and certain tracks therefor, provided that Amtrak agrees to pay directly, or as necessary to reimburse LIRR for, LIRR's incremental increased operational expense of performing MoE operations at an alternate location, and all costs and expenses associated with (1) LIRR's relocation out of the MoE, (2) the rebuilding of the MoE, (3) LIRR's relocation back into the MoE once such rebuilding is completed, (4) LIRR's review and approval of plans and specifications for the demolition of the MoE, the construction of the Concrete Casing and the rebuilding of the MoE, and (5) LIRR force account and field personnel required by LIRR in connection with the demolition of the MoE, the construction of the Concrete Casing and the rebuilding of the MoE.
- (2) Amtrak or Developer agrees to complete the reconstruction of the MoE facility, to the same specifications as the existing MoE facility, as will be approved by LIRR, entirely at Amtrak's or Developer's own cost, to be completed within 26 months of the demolition of such facility, together with any upgrades to facilities as may be necessary in order to comply with current building codes.
- (3) Amtrak will reimburse all other costs incurred by MTA/LIRR in connection with the Tunnel Casing Project, including but not limited to legal fees incurred in the drafting and negotiating of all agreements.
- (4) Amtrak and Developer will waive any and all claims they might otherwise have against MTA/LIRR based upon its cooperation with or participation in the Tunnel Casing Project, such that MTA/LIRR will have no liability to Amtrak or Developer and neither Amtrak nor Developer will be excused from any monetary obligation to MTA/LIRR (under the agreements relating to the Tunnel Casing Project and/or

the Overbuild Project or otherwise) by reason of any act or omission other than willful misconduct of MTA/LIRR relating to the Tunnel Casing Project, or by reason of any act or omission whatsoever of Amtrak or any other Tunnel Casing Project participant apart from MTA/LIRR.

- (5) In addition, such agreements will provide MTA/LIRR with rights to approve and inspect elements of the work affecting LIRR operations, and such other rights and protections as are deemed prudent. In order to facilitate the timely completion of the Tunnel Casing Project, MTA/LIRR agree to provide specification, design review or other approvals in accordance with a schedule agreed to by the parties, and at an agreed point in the development of plans and specifications for both the MoE replacement facility and the Concrete Casing, LIRR will agree to limit any further design comments, and/or requirements for any stoppages of work, to instances where public safety, service reliability or legal compliance are implicated.

### **Recommendation:**

It is recommended that the Board authorize the annexed resolution, authorizing entry into agreements necessary to effectuate the Tunnel Casing Project in conformity with the terms as set forth in this Staff Summary.

RESOLUTION

BOARDS OF THE

METROPOLITAN TRANSPORTATION AUTHORITY

LONG ISLAND RAIL ROAD COMPANY

WHEREAS, Amtrak has developed a conceptual program, known as the "Gateway Program", to build a new tunnel under the Hudson River from New Jersey through the west side of Manhattan to connect with Penn Station; and

WHEREAS, Amtrak has evaluated potential options for locating the new tunnel between the Hudson River and Penn Station and determined that only a single underground alignment under the LIRR Hudson Yards facility between 10<sup>th</sup> and 11<sup>th</sup> Avenues in Manhattan (the East Rail Yard) can achieve this direct connection; and

WHEREAS, the Hudson Yards is also the location for the mixed-use commercial overbuild project that a joint venture between affiliates of The Related Companies and Oxford Properties is progressing pursuant to existing agreements with MTA/LIRR ("the Overbuild Project"); and

WHEREAS, subject to the ongoing environmental review being progressed by Amtrak and the Federal Railroad Administration pursuant to NEPA, Amtrak is proposing to undertake the design and construction of an underground rectangular structure under the East Rail Yard, to be constructed within the future subsurface Right of Way ("ROW") (the "Tunnel Casing Project"), to allow for the potential future development of the Gateway Tunnel; and

WHEREAS, given the regional importance of the proposed Gateway Program to commuter transportation, and the need to preserve the ROW, so as not to have the Overbuild Project preclude the Gateway Program from going forward, MTA and LIRR have been cooperating with this effort; and

WHEREAS, Amtrak's plans for the Tunnel Casing Project would require the LIRR to vacate the Maintenance of Equipment facility in an expedited manner to allow for the demolition of that facility and certain tracks therefor, and that MTA and LIRR further facilitate the Tunnel Casing Project, by agreeing, among other things, to grant a temporary construction license and subsequently, a permanent easement to accommodate the placement of a concrete casing in the Eastern Rail Yard; and

WHEREAS, as fundamental principles of MTA/LIRR's participation, MTA/LIRR will require Amtrak and/or the Developer to incur (or reimburse MTA/LIRR for) any financial obligations that result from the Tunnel Casing Project, and that the existing Overbuild Project agreements between MTA/LIRR and Related not be adversely affected by participation in the Tunnel Casing Project; and

WHEREAS, in furtherance of the Tunnel Casing Project and in compliance with the Public Authorities Law, an appraisal of the value of any permanent easement rights required by the Tunnel Casing Project will be undertaken, and MTA will require that Amtrak provide consideration not less than the fair market value of such easement rights, prior to granting permanent easement rights in connection with the Tunnel Casing Project; and,

WHEREAS, any transaction with Amtrak to effectuate the Tunnel Casing Project shall be consistent with the terms and conditions set forth in this resolution and the accompanying staff summary; and-

WHEREAS, the Boards of the MTA and LIRR find the terms and conditions set forth herein and in the attached Staff Summary to be advantageous to the MTA and LIRR, and that the actions proposed are necessary to preserve the potential effectuation of the Gateway Program, a program of regional importance and significance to the development and improvement of commuter transportation;

NOW, THEREFORE, the Boards of the MTA and LIRR resolve as follows:

1. The Chairman, Vice Chairman and/or Interim Executive Director, and their designees, acting singly, are hereby authorized to negotiate, execute and deliver contracts and any other necessary or appropriate agreements or instruments as are necessary and desirable to effectuate the Tunnel Casing Project, in conformity with the terms and conditions set forth in this resolution and the attached Staff Summary, including but not limited to a temporary construction license for the construction of the Concrete Casing Work and permanent easement(s) and/or covenants in favor of Amtrak and/or Related, as their interests may lie, in accordance with the terms set forth in this resolution and attached Staff Summary.
2. The Chairman, Vice Chairman and/or Interim Executive Director, and their designees, acting singly, are hereby authorized to take any and all actions as may be necessary, desirable or convenient to satisfy all applicable legal or regulatory requirements in connection with the foregoing actions.

Dated: April 24, 2013

# Staff Summary

<b>Subject</b> <b>PERMIT AGREEMENT FOR SEASONAL DISPLAY AT LIRR FOREST HILLS STATION, FOREST HILLS, NEW YORK</b>
<b>Department</b> <b>REAL ESTATE</b>
<b>Department Head Name</b> <b>JOHN N. LIEBER</b>
<b>Department Head Signature</b>
<b>Project Manager Name</b> <b>ANDREA TEDESCHE-GOMEZ</b>

<b>Date</b> <b>DECEMBER 16, 2020</b>
<b>Vendor Name</b>
<b>Contract Number</b>
<b>Contract Manager Name</b>
<b>Table of Contents Ref. #</b>

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	12/16/20	X		
2	Board	12/16/20	X		

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

**AGENCY:** MTA Long Island Rail Road ("LIRR")  
**LICENSEE:** The Celebrations Association of Forest Hills Gardens ("CAFH")  
**LOCATION:** Forest Hills Station, Forest Hills, New York  
**ACTIVITY:** Permit for use of property for seasonal display  
**ACTION REQUESTED:** Authorization to enter into Permit Agreement  
**TERM:** 15 Days, Commencing December 21<sup>st</sup> and expiring January 5, 2021  
**COMPENSATION:** \$1, payment waived

**COMMENTS:**

Keeping with a century old tradition, CAFH is requesting to install a seasonal, holiday display in the alcove near the LIRR Forest Hills station entrance. CAFH is a not for profit entity founded in 1914. The display will remain at the station for 15 days. CAFH will comply with all laws including any COVID-19 restrictions.

CAFH will procure insurance as required by LIRR and the form of permit will be prepared by MTA Legal.

Based on the foregoing, MTA Real Estate requests authorization for the LIRR to enter into a permit agreement with CAFH on the above-described terms and conditions.

# **MTA NEW YORK CITY TRANSIT**

# Staff Summary

<b>Subject</b> <b>ANTENNA LICENCE AGREEMENT BETWEEN NEW JERSEY TRANSIT AND NYCT AND MTA BUS</b>
<b>Department</b> <b>REAL ESTATE</b>
<b>Department Head Name</b> <b>JOHN N. LIEBER</b>
<b>Department Head Signature</b>
<b>Project Manager Name</b> <b>MICHAEL DANIELS</b>

<b>Date</b> <b>DECEMBER 16, 2020</b>
<b>Vendor Name</b>
<b>Contract Number</b>
<b>Contract Manager Name</b>
<b>Table of Contents Ref. #</b>

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	.12/16/20	X		
2	Board	.12/16/20	X		

Internal Approvals			
Order	Approval	Order	Approval
1	Legal		
2	Chief Development Officer		
3	Chief Financial Officer		

**LICENSEES:** MTA New York City Transit (NYCT) and MTA Bus (MTA Bus)

**LICENSOR:** New Jersey Transit (NJT)

**LOCATION:** NJT Rail Operations Center, 1148 Newark Turnpike, Kearny, NJ

**SPACE:** To be determined

**ACTIVITY:** License agreement to install and maintain BRS communication infrastructure

**ACTION REQUESTED:** Approval of the License

**TERM:** Five years

**RENEWAL OPTIONS:** Three consecutive five-year terms

**SITE SELECTION FEE:** One-time amount \$6,000 to identify and select site location

**SPACE:** To be determined

**RENT:** First year rent will be in the range of \$22,440-\$30,000 subject to amount of space needed in the final equipment installation

**RENT ESCALATION:** The fee for each renewal term shall be increased by 2.5%.

**ADMINISTRATION FEES:** Subject to negotiations, not to exceed 10% of the annual rent

**UTILITIES:** Licensees responsibility for usage costs by direct meter or sub-meter.

**COMMENTS:**

This site is one of 36 sites that are part of new Digital Bus Radio System which will replace the current MTA Bus and NYCT trunked, analog radio/dispatch system. This Location is essential to support the Bus Radio System (BRS). A base station and pole-mounted antennas installed at the NJT Location will provide coverage to NYCT and MTA Bus routes in parts of New Jersey that are not covered by any other site.

# Staff Summary

## FINANCE COMMITTEE MEETING

(Cont'd.) ANTENNA LICENCE AGREEMENT BETWEEN NEW JERSEY TRANSIT AND NYCT  
AND MTA BUS

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

# Staff Summary

Subject <b>Public Authorities Law Required Policies</b>
Department <b>Corporate Compliance</b>
Department Head Name <b>Lamond W. Kears</b>
Department Head Signature
Project Manager Name <b>Lamond Kears</b>

Date <b>December 16, 2020</b>
Vendor Name <b>N/A</b>
Contract Number <b>N/A</b>
Contract Manager Name <b>N/A</b>
Table of Contents Ref # <b>N/A</b>

Board Action					
Order	To	Date	Approval	Info	Other
1	Governance	12/16/20	X		
2	Board	12/16/20	X		

Internal Approvals			
Order	Approval	Order	Approval
1	Corporate Compliance		
2	Legal		

**Purpose:**

To obtain Board approval for revisions to certain existing policies of the MTA and its Agencies, in order to comply with Public Authorities Law Section 2824 (“PAL 2824”).

**Discussion:**

PAL 2824 requires formal Board adoption of certain policies. Corporate Compliance has provided an exhibit book that includes the relevant policies for your review. The policies in the exhibit book are new or revisions to existing policies which have been approved by their respective Agencies.

**Recommendation:**

It is recommended that the Board approve the policies contained in the exhibit book.