



Metropolitan Transportation Authority

June 2020

MTA Board Action Items



MTA Board Meeting
2 Broadway
20th Floor Conference Room
New York, N.Y. 10004
Wednesday, 6/24/2020
10:00 AM - 5:00 PM ET

1. PUBLIC COMMENT PERIOD

2. APPROVAL OF MINUTES

MTA and MTA Agencies Committee & Regular Meeting Joint Minutes - May 20, 2020

MTAHQ

NYCT/MaBSTOA/SIRTOA/MTA Bus Company

MTA Metro-North Railroad

MTA Long Island Rail Road

MTA B&T

MTA Construction & Development

MTA & MTA Agencies Committee & Regular Meeting Joint Minutes - May 20, 2020 - Page 4

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

MNR Procurements Report

MNR Procurements - Page 27

i. Non-competitive

MNR Non-Competitive - Page 31

ii. Competitive

MNR Competitive - Page 34

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

MTA C&D Procurements - Page 43

i. Non-Competitive (no items)

ii. Competitive (no items)

iii. Ratifications

C&D Ratifications - Page 47

4. COMMITTEE ON NYCT & BUS

NYCT & Bus Procurements Report

Procurement Cover, Staff Summary and Resolution - Page 53

i. Non-Competitive (no items)

ii. Competitive (no items)

iii. Ratification

Ratification - Page 57

MTA C&D Procurement

i. Non-Competitive (no items)

ii. Competitive

C&D Competitive - Page 60

iii. Ratifications (no items)

5. COMMITTEE ON MTA BRIDGES & TUNNELS OPERATIONS

B&T Procurement Report

B&T Procurements - Page 66

i. Non-Competitive (no items)

ii. Competitive

B&T Competitive - Page 69

iii. Ratifications (no items)

6. COMMITTEE ON FINANCE

MTAHQ Procurements Report

MTAHQ Procurement Report - Page 72

i. Non-Competitive (no items)

ii. Competitive

MTAHQ Competitive Procurements - Page 75

iii. Ratifications (no items)

Real Estate Action Items

i. Real Estate Agenda and Staff Summaries

Real Estate Agenda and Staff Summaries - Page 79

7. 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, May 20, 2020

10:00 a.m.

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

Hon. Patrick Foye, Chairman & CEO

Hon. Randolph Glucksman

Hon. Rhonda Herman

Hon. David Jones

Hon. Linda Lacewell

Hon. Kevin Law

Hon. Robert W. Linn

Hon. David Mack

Hon. Susan Metzger

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 staff members attended in person or by videoconference:

Mario Péloquin, Chief Operating Officer, Thomas J. Quigley, General Counsel, Robert Foran, MTA Chief Financial 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, Abbey Collins, Chief Communications Officer, Monica Murray, Chief Administrative Officer, NYCT President's Office, Anthony McCord, Chief Transformation Officer, 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, Kuvershen Ayer, Chief Procurement Officer, David Florio, Director, R.E. Operations, Leasing & Acquisitions, Phyllis

Rachmuth, Director, Risk & Insurance Management, Michele Woods, Acting Auditor General, Michael Garner, Chief Diversity Officer, and 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 thanked Board members, staff and the public for being part of the MTA's Board meeting by videoconference.

The Chairman announced that this 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, Capital Program Oversight Committee, Audit Committee, Diversity Committee, and First Mutual Transportation Assurance Company Committee.

Chairman Foye stated that the meeting is being conducted remotely via videoconference. The Chairman explained that Governor Cuomo's Executive Order 202.1 suspends the Open Meetings Law requirements and accordingly that 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 for the Chairman the presence of a quorum. Upon Chairman Foye's request, Mr. Quigley subsequently re-confirmed the attendance of Board Members Norman Brown, Randolph Glucksman, Kevin Law, John Samuelson, Lawrence Schwartz and Neal Zuckerman.

Chairman Foye stated that later in the meeting, Agency Presidents and staff will submit their agency reports, procurements and actions for a vote, and the Board members' participation in the meeting by 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 their vote and it will be recorded for the record.

Chairman Foye noted that speakers for the public comment period were able to register on Monday, May 18, 2020 and send in their video or voice comments.

MTA and Agencies' Joint Committee and Regular Board Meeting
May 20, 2020

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 reminded speakers of the two (2) minute speaking limit and that speakers will be alerted when thirty (30) seconds remain to conclude their remarks.

The following fifteen (15) 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.

Senator Brad Hoylman
Assemblymember Charles D. Fall
Omar Vera, private citizen
Jason Anthony, Passengers United
Matt Kamper, Passengers United
Dexter Watts, Watts International, Inc.
Mary Parisen Lavelle, CURES
John Lavelle, CURES
Murray Bodin, private citizen
William Dwight McCloud, Capstone Strategy Group
Andrew Pollack, Passengers United
Lisa Daglian, PCAC
Rachael Fauss, Reinvent Albany
Felicia Park Rogers, Tri-State Transportation Campaign
Penda Aiken, Penda Aiken Incorporated

3. CHAIRMAN FOYE’S REMARKS.

The Chairman stated that at last month’s meeting, he asked for a moment of silence to acknowledge members of the MTA family who passed away because of the pandemic. Chairman Foye stated that unfortunately the MTA family has since lost more colleagues, and grieves and mourns their loss. Today’s meeting will begin by recognizing and honoring those who were lost in the past month with a reading of their names.

Interim NYCT President Sarah Feinberg recognized the following 28 NYCT employees:

- Alfredo Vegas, Anthony Smith, Benjamin Schaefer, Budlino Ramirez, Clarence Roman, Clinton Hinds, Denise Colbert, Elecier Williams, Franchette Woodley, Franky Gonzalez, Gary Cherry, Girish Patel, Harrichand Persaud, Harvey Knight, Jean Levelt Modestile, Karn Suri, Miguel Rodriguez, Paul Hall, Philip Davis, Ricardo Hill, Robert Simon, Sabrina Eubanks, Stanley Fong, Tai-Drin Fang, Tamara Thomas, Thomas Chai, Venancio “Benny” Diaz

Craig Cipriano, Acting President, MTA Bus, recognized the 10 members of New York City Transit and MTA Bus who lost their life:

- Kevin Rossiter, Mitchell Rosenwasser, Phillip Williams, Kiyoto Williams, Hubert Belgrave, Michael Borland, Ronnie Jimeno, Walter Watson, Christopher Howard, Martin Bond.

Metro-North Railroad President Catherine Rinaldi recognized the following Metro-North Railroad employee:

- Catheia Thornton-Pope

Long Island Rail Road President Phillip Eng recognized the following LIRR employee:

- James Houlihan

Following the reading of the employees' names, Chairman Foye asked everyone to join him in a moment of silence to honor these employees and their service and sacrifice. The Chairman stated that the MTA will never forget the dedication, service and sacrifice of these brave men and women.

Chairman Foye stated that much has changed since the last Board meeting. Two weeks ago, the MTA made the historic decision to close the subways overnight to more aggressively clean stations and the full fleet of train cars and buses, in addition to cleaning occupational facilities and workspaces around the clock. The Chairman stated that Governor Cuomo has rightly called the MTA's effort herculean. The MTA's heroic workforce has stepped up in a major way, executing this massive operation on an unbelievable timeline, night after night. Chairman Foye stated that each of our workers are the backbone of the MTA, and he thanked every worker for their hard work and dedication to public service.

Chairman Foye provided an update on the overnight subway closure, stating that the entire New York City Transit workforce has risen to the occasion brought by the overnight closure, which he stated is going well and delivering results for New Yorkers. He stated that Sarah Feinberg and her teams at NYCT Subways and Buses have risen to the occasion and have done extraordinary work for late night first responders and essential worker customers. Chairman Foye stated that Ms. Feinberg and her team continue to iron out the wrinkles in the plan on a real-time basis, adjusting deployments where necessary.

Chairman Foye stated that most subway lines now have terminal car cleaning at both ends of the line 24 hours a day. All cars are being cleaned at least once a day, some even more. Since most trains make multiple trips daily, it has been reported that some trains are being cleaned and disinfected up to seven times in one day.

The Chairman stated that, as part of the overnight closures, MTA has partnered with the New York Police Department ("NYPD"), and the New York City Department of Homeless Services has been reaching out to people experiencing homelessness to provide them access to shelter and services. For progress to continue, Chairman Foye stated that the MTA will continue to need a sustained commitment in this area from the City. Chairman Foye stated that he has often been asked how long the overnight closures will last. As the Governor

stated, his reply has been that this process will need to continue as long as we are faced with this unprecedented public health crisis.

Chairman Foye stated that MTA employees have been hit hard by this virus, but he is pleased to say that it appears we are turning a corner. More than 8,700 employees who had been infected or quarantined have since returned to work – a significantly higher number than seen during the height of the pandemic. The Chairman stated that, at one point, staffing shortages forced the agency to cancel more than 30 percent of trips under its Essential Service Plan. The Chairman stated that he is glad to report that cancellations are now down to less than half a percent of trips.

Looking to the future, Chairman Foye stated that while parts of upstate have begun to slowly reopen from the Governor's New York State on PAUSE executive order, the New York Metro region has not yet turned that corner, although substantial progress has been made downstate. The Chairman stated that the MTA is doing everything it can to prepare for the reopening. In doing so, the MTA is not just looking at how to restore full service but also how it can lay the groundwork for the future of the transit system, reinventing and reimagining the way we do business.

Chairman Foye stated that there is no question that transportation as we knew it is going to change and the MTA is looking at many solutions to help the agency adjust to the new normal. He stated that the MTA is consulting medical and health experts about the best ways to socially distance on crowded platforms and rail cars, and doubling down on finding innovative new ways to clean and disinfect the system. Chairman Foye stated that, as announced yesterday, the MTA is piloting the use of UVC technology across subways, buses and occupational facilities. This is a first-of-its-kind program with demonstrated efficiency and effectiveness in killing the virus that causes COVID-19. Ultraviolet light is a proven and established technology with virus eradication properties that has long been used in hospital and operating room environments.

Chairman Foye stated that the MTA worked with Dr. David Brenner, who served as MTA's technical adviser on the UVC technology pilot. Dr. Brenner, Director of the Center for Radiological Research at Columbia University's Irving Medical Center, has shown that ultraviolet light can effectively eradicate the COVID-19 virus. The MTA has purchased 150 lamps to help explore the feasibility and effectiveness of scaling this technology across the system. The first phase begins next week, and will last for several weeks. Chairman Foye thanked and acknowledged the work of Chief Innovation Officer Mark Dowd for his leadership on this exciting new program and other initiatives.

The Chairman stated that the MTA is also working with behavioral psychologists and crowd experts to learn how to best help our riders as we begin to increase service. We have placed markers on platforms in a pilot at the 51st and 59th Street Stations on the Lexington Avenue line to evaluate their effectiveness. Chairman Foye stated that other cities around the globe have used advanced reservation systems, an idea we are looking at but that may be difficult to implement in the subway system given the number of stations we have.

Chairman Foye stated that to help us evaluate strategies being used by transit agencies around the world, the MTA has partnered with WSP, an international consulting and advisory firm, to create a Global Practices Report that will identify new developments in protecting public health, which will be discussed in greater detail later on today.

Chairman Foye stated that the MTA is already exploring the idea of providing hand sanitizer at stations and deploying traffic controllers to monitor platforms. As always, the agency is committed to providing all employees with the protective equipment needed to perform their jobs safely.

Chairman Foye stated additionally, that plexiglass barriers have been installed at employee facilities and that the MTA has mandated social distancing, including in crew rooms. The agency has created social distance from operators on buses with plastic sheeting and is exploring more permanent solutions. The Chairman stated that the agency expects to continue expanding its “temperature brigade,” which has been taking temperatures since it was created in March.

Chairman Foye stated that at every step of this process, the MTA is coordinating closely with health experts, the City and State, business leaders and its labor partners. The MTA is advocating for businesses to allow employees to continue working from home, stagger shifts or encourage flexible shift times or alternate days for employees to report to work to help alleviate density on mass transit. The MTA is leading on this effort with a recently announced return to work plan for employees. The Chairman stated that the MTA plans to stagger employees’ schedules, with a significant percentage still working from home. All employees in the office will be temperature-screened upon arrival daily. Chairman Foye thanked Mario Pélouin for coordinating the agency’s approach.

The Chairman stated that the MTA will leave no stone unturned to restore public trust and confidence in the system. The MTA’s number one priority is to ensure the safety of all those who travel on the system and the safety of MTA workers.

Chairman Foye stated that the efforts to make sure the system recovers and moves forward come at a high price. The MTA has spent hundreds of millions of dollars above the 2020 budget- more than it has ever spent on cleaning and disinfecting. The Chairman stated that these expenses are not likely to go down any time soon, and as ridership across the system has declined precipitously, so has the MTA’s revenue from fares, tolls, and various state, local and regional taxes and subsidies.

Chairman Foye stated that the MTA urgently needs significant federal funding to survive this pandemic. The MTA is standing together with other transportation agencies nationwide to call on Congress to act again and protect the transportation industry.

Chairman Foye expressed his gratitude to the leaders in Congress – particularly Speaker Nancy Pelosi, Senator Chuck Schumer, Chair Nita Lowey, Representatives Hakeem Jeffries and Adriano Espaillat and the New York delegation – for the nearly \$4 billion allocated to the MTA in the CARES Act. The Chairman thanked President Trump for signing the CARES Act into law and expediting the payments – the first one of which was received last

MTA and Agencies’ Joint Committee and Regular Board Meeting

May 20, 2020

week. Chairman Foye stated that these funds are critical in allowing MTA to continue service. He stated that the reality, however, is that the figure was a conservative estimate of the MTA's needs. Chairman Foye stated that now that the agency has a fuller picture of the crisis, MTA is calling on the federal government to provide another \$3.9 billion to the MTA to cover the COVID-19-related operating deficit for the remainder of 2020.

Chairman Foye thanked the House for working to ensure the MTA has the necessary funds through the end of the year by including needed transit funding in the HEROES Act, which passed the House last week. He stated that the MTA hopes that the Senate will follow suit. The Chairman acknowledged the work of Janno Lieber, MTA Chief Development Officer, Naomi Renek, Deputy Chief of Staff, NYCT Office of Capital Construction Administration and Kylah Hynes, Director of Federal Affairs, Office of Federal Affairs, here at the MTA for their tireless efforts to advocate for the agency and New Yorkers. The Chairman also thanked the New York business community and the MTA's labor partners for their support.

Chairman Foye stated that this pandemic is a national issue that needs a national solution, and that the New York City metropolitan region area accounts for approximately 10% of the nation's GDP. The Chairman stated that New York and the country as a whole cannot recover without a robust mass transit system, and that the State and City are in the same dire financial straits as the MTA, and are not in a position right now to find the funding the MTA needs.

Chairman Foye stated that the MTA will need a total of approximately \$10.4 billion to cover projected deficits in both 2020 and 2021, and the Chief Financial Officer Robert Foran will further expand on the finances later today. Chairman Foye stated that the main takeaway is that there is no time to waste, and he expressed his appreciation for the support that the MTA has received so far. The Chairman stated that transportation is not a red or blue issue, but a matter of national interest, and he commended Robert Foran and his team for doing extraordinary work with refinancing in such a challenging market.

Chairman Foye stated that MTA employees are the heroes moving the other heroes of this crisis, ensuring that the other essential workers, such as the doctors, nurses, pharmacists, police officers, firefighters, grocers and food delivery workers, can do their jobs and save lives. More than 100 MTA heroes have died in service in this effort, and Chairman Foye stated that the agency grieves with the families of those employees. The Chairman stated that nothing can ever make up for the lives lost. However, the MTA can honor the sacrifices and legacy of these employees by investing in the system that they dedicated their lives to serve.

Chairman Foye stated that Federal funding would serve as a bridge until the MTA can start to help itself again. The cost of borrowing for agencies such as the MTA is significantly higher than it was a few months ago, making it more difficult and more expensive for the MTA to borrow money to survive this crisis; the MTA will still need to refinance existing debt in the meantime. The Chairman stated that Federal resources will support the MTA in maintaining its transit networks and keeping projects moving. Chairman Foye stated that the MTA refuses to turn back the clock and lose out on the tremendous progress it had seen before this crisis. Protecting the agency's historic \$51.5 billion Capital Plan will ensure the continued

strength of the sizable public transportation-dependent workforce both during and after this national public health emergency.

Chairman Foye stated that based on the MTA's experience with the L Train Project, the agency knows that it can continue to do hard things during this pandemic, like enacting temporary weekend and overnight closures to deliver more capital construction on time and in innovative, more efficient ways. Chairman Foye stated that the MTA cannot and will not let these efforts fall behind.

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 the MTA's response to 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. GLOBAL PRACTICES REVIEW.

Chairman Foye, commenting on the COVID-19 Global Practices Review, stated that since the pandemic landed in the United States in late February and March with confirmed cases in other parts of the country, the MTA has been studying what transit agencies around the country and the world have done or are considering doing to address the unique challenges posed by COVID-19. The Chairman stated that in addition to working closely with public health officials at the State and City levels and reviewing transit responses to COVID-19, the MTA began reviewing responses to the pandemic in Asia, Europe and elsewhere in North America. The next step in the process is formalizing the practices and emerging innovations which the MTA has observed domestically and internationally. Chairman Foye stated that Mario Péloquin, MTA Chief Operating Officer, has been actively monitoring and working with the American Public Transportation Association (APTA) and UITP, the national and international transportation trade associations, on this work and has kept the Agency Presidents informed of what is happening throughout the world on these issues.

Chairman Foye stated that, to support the MTA in its next steps, it has partnered with WSP USA, who will address the Board today, to develop global practices; report summarizing actions undertaken by transportation agencies and transit-adjacent industries to manage COVID-19 operations and recovery. WSP previously partnered with APTA, and the Johns Hopkins Bloomberg School of Public Health to develop a helpful transit industry guidebook titled "The COVID-19 Pandemic - Public Transportation Responds: Safeguarding Riders and Employees. The global practices report that WSP is preparing for the MTA will identify new practices for protecting the health and safety of employees and customers since the APTA Guidebook was released last month.

Chairman Foye introduced the WSP project leaders who joined the meeting by videoconference. Mike Marino, WSP's Managing Director of Transit and Rail Engineering, is an expert on transit and rail and whose extensive railroad experience includes assignments for Amtrak, Long Island Rail Road, New Jersey Transit, SEPTA, Metro-North Railroad and NYCT – with deep knowledge of rail operations in the region. He concluded his career as the person running PATH for Port Authority of New York and New Jersey. John Gasparine, WSP's Mid-Atlantic Transit and Rail Services Leader, whose background includes a comprehensive understanding of transit operations and public health. Mr. Gasparine has coordinated projects for many agencies, including the FTA, FHWA and the FRA, serving as the lead on the APTA Report. Chairman Foye also introduced Dr. Aisha Rivera, an independent advisor to WSP, who is board certified in Occupational and General Preventative Medicine and Public Health. Dr. Rivera did not join the meeting.

Mr. Gasparine and Mr. Marino provided the Board with a summary of their background and experience, provided a summary of Dr. Rivera's credentials and a brief description of her role as advisor to the team, and summarized the scope of work.

Chairman Foye stated that WSP's report will be distributed to the Board and made public when it is completed.

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

6. CHIEF FINANCIAL OFFICER'S PRESENTATION.

Robert Foran, MTA Chief Financial Officer, provided an update on the MTA's financial status and highlighted key points of the Budget Watch report.

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

7. CHIEF DEVELOPMENT OFFICER'S PRESENTATION.

A. MTA Construction and Development Report and CPOC

MTA Chief Development Officer ("CDO") and MTA Construction and Development ("C&D") President Janno Lieber gave a presentation to update the Board on the progress of C&D.

Mr. Lieber stated that this month's CPOC book includes updates on signals and train controls and that Metro-North Railroad and Long Island Rail Road Presidents Catherine Rinaldi and Phil Eng will be providing an update on Positive Train Control ("PTC") in the Joint Railroad Committee portion of today's Board meeting.

Mr. Lieber stated that C&D is in the middle of consolidating capital functions from the operating agencies to C&D. While the Subway signals projects technically still fall under the New York City Transit umbrella, during the COVID-19 period, C&D has been managing all construction projects (with the exception of PTC) in a single coordinated,

centralized way to ensure consistency in the sharing of information among the projects, the aggressive enforcement of safety rules and the guidance provided to the agencies. Mr. Lieber stated that with Chairman Foye's support, the agency has renewed discussions to complete the consolidation of the capital construction functions of the MTA operating agencies to C&D over the next couple of months, in keeping with the July Financial Plan.

Mr. Lieber reported that C&D has made some significant progress on the signal projects. He noted that Mitsubishi is now qualified as a supplier to the MTA for Communications-Based Train Control ("CBTC") equipment, which provides the agency with increased competition by increasing the number of vendors for this type of equipment to three. He also noted that C&D used an innovative A+B bidding structure when awarding the Eighth Avenue CBTC contract back in January. Under this A+B structure, both price and schedule are considered.

Mr. Lieber stated that C&D is making progress with respect to the installation of CBTC on the Queens Boulevard Line, one of the busiest lines in the system. He reported that when the project is completed, the MTA will be able to run several more trains during peak hours. He noted that this is the first CBTC project where the MTA awarded multiple contracts to different companies – Thales and Siemens. Mr. Lieber stated that having two different systems working together on the project is more complicated than the way C&D has handled projects in the past, but that this interoperability is essential for more flexibility with train operation on different lines. Mr. Lieber noted that this has been one of the things that the MTA has been pushing for quite some time, and that it will provide an opportunity for more competitive bidding for future CBTC contracts.

Mr. Lieber also reported that he has concerns about Bus Radio project for NYCT, which has been on-going for some years now. He explained that this project is for replacement of the old analog radio communications systems used for buses with a more reliable digital system. Mr. Lieber explained that the result will be an improvement in bus service, as well as emergency response. The project involves building new radio towers at three locations and 19 new antenna towers on MTA property throughout the City. Mr. Lieber noted that the substantial completion date for this contract has slipped 6 to 9 months due to several factors, including project management issues with the contractor, real estate issues and some COVID-19 related delays. He stated that the agency is mitigating these delays by aggressively interacting with the contractor, Parsons Transportation Group, addressing internal issues relating to coordination between operating facilities and the capital group that is responsible for this project and using creative real estate solutions like finding privately owned locations where the MTA can install antennas. Mr. Lieber advised the Board that he will keep them updated on this important project.

Mr. Lieber reported that C&D is back on track with its construction work with almost 6,000 workers working on site. The agency has only six projects out of 500 that are on hold due to COVID-19 and that the construction work force is currently larger now than it was before COVID-19. He also noted that everyone is working safely on sites and monitoring compliance with work safety restrictions and commended the industry for its enforcement and compliance efforts in keeping everyone safe.

Mr. Lieber noted that C&D has been hitting some major milestones. He reported that C&D is far along in installing the escalators for the new 33rd St. Entrance at Penn Station, part of

MTA and Agencies' Joint Committee and Regular Board Meeting

May 20, 2020

the East End Gateway Project. He also reported that C&D hit a milestone on the L Train project and that the Time Square Shuttle has been closed to take advantage of the COVID-19 pause period to advance work more aggressively. Mr. Lieber also noted that the Live Media installations have been completed at 240 stations for a total of 5,000 screens and that the MTA now has the ability to tailor messaging to individual stations and individual lines, providing yet another tool to communicate with MTA customers.

Regarding the Third Track Project, where the MTA closed the School Street crossing this week, Mr. Lieber noted that this project is proceeding at an on-time and on-budget pace, and that President Eng will talk during his report about the opening of ADA-accessible elevators at the Long Island Rail Road's Murray Hill Station. Mr. Lieber also mentioned the milestone at Metro North Railroad's Port Jervis Station, the terminus of the west of Hudson Port Jervis Line, where the agency is aggressively moving forward to construct a high-level platform.

Mr. Lieber noted that there will be slippage on project schedules across the system. He noted that with New York on pause due to COVID-19, the MTA is holding its own, but new commitments that are on hold for all of the reasons Chief Financial Officer Foran reported on earlier are getting pushed. The MTA is still moving forward on design and engineering, but the \$13.5 billion goal for new awards the agency set this year after the Legislature and the Governor approved the 2020-2024 Capital Program is not going to be met.

Mr. Lieber noted that the agency is currently focusing on the delays due to COVID-19 to ensure the impacts don't become a "get out of jail free card." He explained that the agency is managing the delays due to COVID-19 and that the delays should be mitigated by contractors under their contracts. He reiterated that the industry is working well, but the MTA wants to make sure schedules are going in the right direction.

Mr. Lieber stated that it is possible to reset the Capital Program's schedule once the federal aid issue that Chairman Foye spoke about earlier in this meeting is resolved.

He reported on the agency's effort to accelerate some projects during this COVID-19 period including the Rutgers Tube Project. The Rutgers Tube Project is funded by the federal government through a Sandy Recovery Grant and therefore does not have the same impact on the MTA cash flow as other projects do. Mr. Lieber stated that the MTA is going to move this project forward aggressively and make use of some of the lessons learned on the L Train Project so that the MTA can have use of the Rutgers Tunnel during outages required for the 8th Avenue Line CBTC Project.

Mr. Lieber complimented the C&D team and all of the agency's partners for having executed so effectively and not missing a beat to keep the projects going during this time. He noted that it is really a tremendous testament to the professionalism of the whole organization.

Refer to the video recording of the meeting, produced by the MTA and maintained in MTA records, for further details of Mr. Lieber's report

A copy of the Presentation is filed with the records of the Regular Board Meeting of the MTA of this date.

8. 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 April 22, 2020.

Board Member Robert Mujica was not present for the votes on the following MTA and MTA Agencies' items.

9. OTHER MTA BUSINESS.

A. Action Items. Upon motion duly made and seconded, the Board approved the following action items. Board Member Linda Lacewell recused herself from the vote on item #1 below.

1) MTA Pension Plan Amendment. Chairman Foye presented a summary of the MTA Pension Plan item. The Board approved amendments in accordance with the resolutions as follows:

(a) Amendment to the MTA Defined Benefit Pension Plan, including Article 21, the LIRR Pension Plan, to provide for a temporary one-day retirement application filing period; and

(b) An amendment to the Long Island Rail Road Company Plan for Additional Pensions, to provide for a temporary one-day retirement application filing period.

2) Debarment Regulations. General Counsel Thomas Quigley presented a summary of the Debarment Regulations item. The Board authorized staff to proceed with publication in the *New York State Register* of permanent regulations setting forth a procedure for the All-Agency debarment of contractors, as required by Public Authorities Law §1279-h.

Refer to the video recording of the meeting, produced by the MTA and maintained in MTA records, and to the staff summaries for details relating to these action items, copies of which are on file with the records of the Board meeting minutes for the MTA.

10. LIRR PRESIDENT PHILLIP ENG'S PRESENTATION.

A. LIRR President's Report

President Eng stated that the heroic efforts by LIRR employees have helped the region pass the apex of the curve. Because of their efforts, health care workers, first responders, food service workers, utility workers, MTA employees and others have been able to safely use the LIRR in the battle to save lives. President Eng reported that currently:

- 80 of our employees are in quarantine, significantly lower than our single day high of 440 on April 5; we have had 1,174 employees return to work.
- 268 of 291 employees who contracted the virus have recovered and returned to work.
- Of the 23 employees currently testing positive, one employee is in the hospital and recovering.

President Eng emphasized that the dedication of our workforce, both managers and represented, along with the support of our labor leaders here at LIRR, has enabled us to execute the Essential Service Plan with an On-Time Performance (“OTP”) of 98.3%.

President Eng stated that as talk of restarting Long Island and NYC continues, we have not stopped preparing for that day to put LIRR in position to support the restart and contribute to a reimagined New York. We know that a reliable commute remains paramount as we continue to look at ways to restore public confidence in riding the rails. Every day, the LIRR workforce continues to serve with pride, doing what they do best, which was vital before COVID-19 and is now even more critical to the entire region.

President Eng observed that LIRR Forward was built on the foundation of planning strategically and executing with urgency, so we can better serve both in the short-term and in the future – and we have applied that philosophy to accelerating integral maintenance and infrastructure work.

President Eng then reported on the following projects:

- On April 30th, we opened two new elevators at Murray Hill Station in Queens, making the station completely ADA accessible.
- On May 2nd, our Engineering team oversaw the installation of the 400,000th concrete tie on our system, continuing to make our railroad more resilient and reliable. One-third of our entire system now has concrete ties.
- On May 9th, we completed the cutover from the old Nassau Tower, as part of our efforts to improve operations and modernize our system.
- With our robust Sperry Track Testing program in full swing, we’ve identified several track locations that required attention. With the Essential Service plan in place, we addressed this by accelerating 4 miles of rail replacement and concurrently installed new concrete ties.
- Piggybacking on this work, we accelerated the installation of 2 crossovers as part of the new Beaver Interlocking, just east of Jamaica as we continually look to improve operations.
- We also accelerated track work on the Port Washington Branch averting a major outage during the summer. Using a longer-term outage, and extending the limits, we are making LIRR safer.

Providing an update on Positive Train Control (“PTC”), President Eng stated that he is proud to say that both our System Integrator and LIRR staff have found ways to deliver on this vital project; we continue to adjust during the pandemic and remain on schedule. President Eng reported that:

- With 223 route miles, equivalent to 73.2% of our system, in full PTC functionality, we're continuing field installations and testing on the remaining segments for PTC functionality.
- By the end of this May, we expect to have all our rolling stock updated with the latest OBC software necessary to support Extended Revenue Service Demonstration.
- Amtrak approved our request to operate our electric fleet on their wayside in PTC into Penn Station and continues to work with their integrator on developing the necessary software to achieve interoperability with us through Harold Interlocking. They remain on pace for an alternate solution in the interim, meeting the Federal Railroad Administration ("FRA") deadline.

President Eng referred everyone to the Committee Book for more information and reports. He reiterated how proud he is of the LIRR workforce and how they have risen to these new challenges and continue to make the system better and more reliable. The projects and initiatives we are undertaking are not only building for today but for our future generations.

President Eng then stated he was giving a shout out to 6th grader McKenna Beach, our annual Safety Slogan Contest winner. President Eng observed that her slogan "Alert Today, Alive Tomorrow" rings true for all of us working at LIRR and across the MTA. This slogan is on a banner proudly hanging at Sayville Station in Suffolk County, where McKenna attends Mrs. Chamberlain's 6th grade class at Sayville Middle School.

President Eng assured McKenna, and all of today's youth, that the LIRR workforce is committed to doing our share to keep Long Island and New York the vibrant place we all love. We will be stronger and the future will be bright when we get to the other side of this tunnel.

In closing, President Eng thanked the public for following the State's directions, allowing us to safely provide service to essential workers. He also thanked the Board and our labor partners for their support. Addressing our frontline LIRR and MTA employees and those behind the scenes supporting our operations, President Eng recognized them as heroes moving heroes.

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

B. Joint Information Item:

- Long Island Rail Road/Metro-North PTC Status Report

C. LIRR Information Items:

- Final Review of 2019 Operating Budget Results

- Summer Trackwork Programs
- Diversity & EEO Report – 1st Quarter 2020

D. LIRR Procurement:

President Eng reported that this month, LIRR requests MTA Board Approval to award a Public Works contract to Hitachi Rail STS, USA Inc. (formerly Ansaldo STS USA, Inc.) in the amount of \$27,120,264 (\$26,319,065 (Base) plus \$801,199 (5 optional 1-Year Hardware Warranties)) to design, furnish and deliver an upgraded signal system for LIRR’s Babylon to Patchogue segment of the LIRR’s Montauk Branch.

President Eng stated that this work will improve operations and reliability along approximately 14 miles of double track and 3 miles of single track, all within non-electrified territory which currently operated under automatic block and manual block signal rules.

President Eng further stated that as part of the LIRR’s commitment to the FRA in our PTC Implementation Plan, work under this contract includes upgrading the existing 1940’s-installed outmoded signal system from an Automatic Block system to new pre-wired signal enclosures for required for an Automatic Speed Control system, which will increase safety and train movement efficiency.

Upon motion duly made and seconded, the Board approved the foregoing procurement. The details of the procurement are contained in documentation filed with the records of this meeting.

Refer to the staff summary for details relating to the procurement, copies of which are on file with the records of the Board meeting minutes for the MTA and LIRR.

E. Other LIRR Committee Items:

- Minutes of the Joint Metro-North and Long Island Rail Road Committee of April 22, 2020
- LIRR 2020 Work Plan
- LIRR Safety Report
- MTA Police Report
- LIRR Operations, Performance Metrics, Ridership, and Capital Program Reports

11. METRO-NORTH PRESIDENT CATHERINE RINALDI’S PRESENTATION.

A. Metro-North President’s Report:

President Rinaldi began her report by acknowledging the tragic loss of another Metro-North employee as the result of COVID-19, Catheia Thornton-Pope. Ms. Thornton-Pope

was a car cleaner in North White Plains with 28 years of service. She died on April 30, 2020. Ms. Thornton-Pope bravely fought COVID-19 for several weeks. President Rinaldi stated that her death is a terrible blow to her many colleagues and friends in the Mechanical Department and expressed condolences for her three children and grandchild.

President Rinaldi reported that, as of today, there are three Metro-North employees – two Mechanical Department employees and one Maintenance of Way employee – who are hospitalized because of COVID-19. She asked all staff and Board Members to keep these employees and their families in their thoughts and prayers.

President Rinaldi also reported that Metro-North continues to respond to the COVID-19 pandemic and transport front-line and essential workers who play a critical role during this unprecedented emergency. Although Metro-North has begun to see a slight increase in ridership, approximately 95% of Metro-North ridership was lost in April compared to April of 2019, which yielded approximately 9,700 rides on an average weekday in April. Since mid-April, Metro-North has been operating all-day hourly service and will continue to do so while monitoring conditions to make sure that customers are still able to maintain social distancing.

Overall service delivery remained strong during April as Metro-North operated above goal at 98.6%, and all service periods performed above goal. Year-to-date through the end of April 2020, Metro-North operated 2.7% better than in 2019. For West of Hudson service, the Port Jervis and Pascack Valley Lines performed above goal at 95.4% overall.

Metro-North's top priority remains keeping its customers and employees safe, and Metro-North is taking all measures possible to prevent the spread of COVID-19. President Rinaldi reported that Metro-North continues to disinfect stations two times a day, and employees are working around-the-clock to clean and sanitize trains daily. Metro-North is also continuing to clean employee facilities aggressively, and this aggressive cleaning and disinfection will continue as Metro-North remains focused on making working conditions as safe as possible. Masks and gloves have also been distributed at all employee locations and the masks are made available to all employees for social distancing purposes.

President Rinaldi reported that as the region has passed the peak of the pandemic, it is a positive sign that more and more Metro-North employees are coming back to work, either from quarantine, or after having recovered from COVID-19. As of today, the total number of Metro-North employees that have tested positive for COVID-19 has held steady at 174 since the weekend. There are 64 out of work, either because they are on quarantine or because they have tested positive for COVID-19, and 1,085 people have returned to work. As Governor Cuomo has announced a very gradual plan to re-open the State, Metro-North is beginning to plan for when customers and employees start to return, and Metro-North has begun collaborating with other agencies in anticipation of reopening the region.

President Rinaldi also reported that important infrastructure work continues despite the pandemic. This past weekend, Metro-North completed the replacement of two railroad bridges in Patterson that carry Harlem Line trains, and Metro-North is making steady

MTA and Agencies' Joint Committee and Regular Board Meeting

May 20, 2020

progress on station improvements at both the Port Jervis and White Plains Stations. New steel girders were recently installed at the 6th Avenue bridge in Mount Vernon as Metro-North looks to reopen that bridge later this year and Metro-North has begun the demolition of the 3rd Avenue bridge, which is over the New Haven Line in Mount Vernon.

In Connecticut, where Metro-North is providing bus service to replace rail service on the Waterbury Branch, Metro-North is advancing the installation of a new cab signal system, which will ultimately allow Positive Train Control (“PTC”) to be installed as an overlay. This past Saturday, Metro-North began substitute bus service on the Danbury Branch while track work and other infrastructure improvements are performed. President Rinaldi reported that Metro-North will continue to look for other opportunities to advance critical infrastructure work while still operating a reduced schedule, since the service impacts are not as significant.

Regarding PTC, despite supply chain and other impacts from the pandemic, President Rinaldi reported that Metro-North remains on schedule to have full PTC functionality across the railroad by the end of this year. Metro-North has 202, or 82%, of its route miles now operating in full PTC. Field work and testing continues, with the focus now on the remaining section between Stamford and New Haven. President Rinaldi also congratulated and thanked Anthony Forcina, the Executive Director of PTC, on his retirement. President Rinaldi expressed her gratitude for all of Mr. Forcina’s hard work on PTC.

In closing, President Rinaldi thanked everyone at Metro-North and recognized them for all their efforts during this very challenging time. Metro-North employees continue to show true dedication and determination in providing service for essential workers. Public transportation is the lifeblood of the region in good times and is indispensable in times like these. President Rinaldi stated that she was very proud to lead Metro-North and was proud of all her colleagues.

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

B. Joint Information Item:

Long Island Rail Road/Metro-North PTC Status Report

C. Metro-North Information Items:

- Final Review of 2019 Operating Budget Results
- Track Program Quarterly Update
- Diversity & EEO Report - 1st Quarter 2020

D. Other Metro-North Committee Items:

- Minutes Joint Metro-North & Long Island Rail Road Committee, April 22, 2020
- Metro-North 2020 Work Plan
- Metro-North Safety Report
- MTA Police Report
- Metro-North Operations, Performance Metrics, Ridership, and Capital Program Reports

E. PTC PRESENTATION.

The following representatives from Siemens and Bombardier gave a presentation about the status of PTC:

- Lee Sander, President of Bombardier North America; and
- Marc Buncher, President of Siemens Mobility Division North America

The representatives reported that the consortium expects to achieve the 2020 PTC deadline, is working collaboratively and closely with Metro-North and Long Island Rail Road, brought 80% of the Metro-North territory and 73% of the Long Island Rail Road territory into Extended Revenue Service, and is working diligently to bring the remaining segments into Extended Revenue Service. PTC software releases have been well managed and further releases are planned to support operational improvements. The representatives also addressed on-going risks related to COVID-19 and interoperability. The consortium is working to ensure employee safety during the COVID-19 pandemic and will continue to monitor the evolving situation. Issues surrounding interoperability are discussed continually in working groups and the consortium, and the railroads are working diligently to establish recovery plans and work-around solutions. Additionally, revised PTC Safety Plans addressing the Federal Railroad Administration's ("FRA") comments will be sent back to the FRA this month and the consortium looks forward to supporting the MTA's capital and operational investments.

Board Member Albert asked for additional information about the problems with Amtrak interoperability. The representatives indicated that the back-to-back interlockings require system adjustments, that a work-around solution is already in place to meet the federal 2020 deadline, and that a follow-up solution will be provided at a later date. Long Island Rail Road Executive Director-PTC Deborah Chin provided additional information about the Amtrak interoperability challenges. Board Member Metzger asked if the work-around solution would require any operational changes. President Eng responded that the ongoing work with Amtrak is going to ensure that Long Island Rail Road operations are protected and maintained.

The video recording of the meeting produced by the MTA and maintained in the MTA records contains a complete record of the presentation and Board Members questions.

MTA and Agencies' Joint Committee and Regular Board Meeting
May 20, 2020

F. C&D PROCUREMENT ITEMS.

Janno Lieber presented two C&D procurement items totaling \$11.7M for consideration. Both items were ratifications.

The first item requested ratification of a modification to the East Side Access Project's Traction Power Systems contract to install and test cables, conduit and ancillary equipment for the PTC system through the ESA tunnels for the amount of \$10.6M. C&D was able to obtain significant cost efficiencies for this work, as the contractor will be performing it concurrently with the installation of cellular Wi-Fi cable throughout the tunnels work that it was awarded under a separate MTA HQ contract.

The second item requested ratification of a modification to the East Side Access Project's Systems Facilities contract to paint exposed steel items installed at the Queens Plaza facility and to fireproof the steel on the Amtrak Bridge for the amount of \$1.104M. This is a scope transfer from a previous contract. The item is marked as a potential design error or omission and is being pursued against the designer of record who specified a different and lower caliber of paint that proved insufficient for its purpose.

Upon a motion duly made and seconded, the Board ratified both C&D procurement items.

A copy of the Resolution and the Staff Summaries for the above items are filed with the records of the Regular Board Meeting of the MTA of this date.

12. NYCT INTERIM PRESIDENT SARAH FEINBERG'S PRESENTATION.

A. NYCT's President's Report:

Interim President Sarah Feinberg began by stating that she would try not to repeat Chairman Foye's remarks about the critical work being performed by the agency in response to the COVID-19 pandemic. She highlighted the tremendous amount of work it took to execute the overnight shutdowns and to keep the system clean. She noted the thousands of people who worked over the course of just a few days to execute on the overnight shutdowns and car cleanings. She remarked that in her personal experience, the cars and stations are incredibly clean, and she indicated that riders have commented and tweeted that they have noticed the same. Interim President Feinberg stated how grateful she is to everyone involved including NYCT partners MTA Police and NYPD for working so closely with NYCT throughout the beginning of the shutdown process in addition to the last two weeks. She also thanked the City of New York and all of the outreach workers and noted how hands on and helpful they have been.

Interim President Feinberg also took a moment to acknowledge what this workforce has gone through and continues to go through. She stated that the NYCT workforce has very much been on the frontline of this crisis. She noted that while we have all talked about it and praised the workforce many times it merits continued mention. Interim President Feinberg gave a special shout out to the service delivery teams at Subways, highlighting that their work has been particularly hard over recent months and that these employees are on the front lines more than anyone. She stated that they have been operating the system with significant crew shortages as a result of quarantines and illnesses, and that they have had to be particularly flexible during this time in terms of where they are reporting and

their working conditions. She expressed how especially grateful she is for their service. Interim President Feinberg also gave a shout out to the Buses teams, who stepped up in incredible ways. She commended Buses for the way that it ramped up bus service when subway service was lacking due to crew shortages and as a result of the overnight shutdowns, including adding express and enhanced service overnight.

Interim President Feinberg then discussed a few other items on ridership, including noting the clear uptick of bus ridership to a high of around 700,000 from the low of 400,000. She stated that subway ridership is not ticking up quite as fast but is still significant, hovering around 600,000 per day on a weekday after a low of about 400,000.

Interim President Feinberg discussed several points on re-opening —noting the system has never closed — and said that a lot has been done to continue the re-opening strategy for how to react as ridership grows. She stated that such re-opening plans revolve around the various phases Governor Cuomo has laid out and what he has laid out for each region. She stated that the focus is on many fronts: making sure that we are providing appropriate levels of service; making sure we are able to provide workforce with appropriate PPE to remain safe and healthy; ensuring that the system itself remains as clean and safe as possible for riders; providing guidance to riders about how to best protect themselves including, as the Chairman mentioned, station communication and guidance for ridership; working with business communities and employers on issues like staggering work days and hours for their employees; finding tech solutions for riders, and providing more tools for effective travel planning.

Interim President Feinberg discussed one final piece – performance metrics – advising that all information has been provided in the Board book. She noted that she would take questions as needed and highlighted that most importantly and probably least surprising of the performance metrics, buses are flying faster than ever, since fewer cars mean more buses can move quickly. She reiterated that bus service has been excellent.

B. Procurements

Competitive Procurements: Upon motion duly made and seconded, the Board approved competitive procurements requiring a two-thirds vote (Schedule C in the Agenda) and a majority vote (Schedule I in the Agenda). Details of the above items are set forth in staff summaries, copies of which are on file with the records of this meeting. The details of any discussion and Board Members' comments with respect to these items are contained in the video recording of the meeting produced by the MTA and maintained in the MTA records.

Please refer to the video recording of the meeting, produced by the MTA and maintained in MTA records, for details of Interim President Feinberg's presentation.

13. TBTA ACTING PRESIDENT DANIEL DeCRESCENZO'S REPORT.

Mr. DeCrescenzo stated that he is proud of TBTA employees and thanked them for all their efforts throughout this COVID-19 crisis. TBTA has done everything it can to reduce potential

COVID-19 exposure so that its employees can continue to serve customers and care for their families. Safety will remain a top priority because it is essential to maintaining our progress. He stated that hurricane season is less than two weeks away and thus storm preparedness is also a priority. TBTA tested its flood mitigation measures earlier this month at the Queens Midtown and Hugh L. Carey Tunnels. These tests featured the closing of massive flood gates installed at each tunnel portal after Hurricane Sandy. As the 2020 hurricane season approaches, TBTA employees stand ready to seal the tunnels as necessary to prevent flood damage, helping to keep TBTA's infrastructure safe and the region's traffic moving.

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

Refer to the video recording of the meeting, produced by the MTA and maintained in MTA records, for details of Acting President DeCrescenzo's report.

14. MTA COMMITTEE ON FINANCE.

A. Action Items. David Keller, Senior Deputy Budget Director, presented a summary of the action items for Board approval.

Upon motion duly made and seconded the Board approved the following action items listed below. The specifics are set forth in the staff summary and documentation filed with the meeting materials. Board Member Lacewell recused herself from the vote on the action items.

1. Authorization to Amend the RAN Resolution. Approval to conform the existing criteria for financial institutions eligible to provide short-term liquidity under the Series 2013 Transportation Revenue Anticipation Note Resolution (Working Capital Revolving Credit Facility), adopted July 24, 2013, to a 2016 Board-approved criteria to provide new lines of credit for working capital and liquidity and credit facilities.
2. MTA Annual Investment Report. Approved the MTA 2019 Annual Investment Report, pursuant to the requirements of the Public Authorities Law Section 2925, and the MTA All Agency Investment Guidelines.

Refer to the video recording of the meeting, produced by the MTA and maintained in MTA records, for details of Mr. Keller's summary of the action items.

B. Information Item.

1. 2019-2020 Station Maintenance Billing. The Board was advised of the submission of the station maintenance billings to New York City and the counties for the period of April 1, 2019 to March 31, 2020.

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

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

1. Metropolitan Life Insurance Company (“MetLife”) and Cigna Life Insurance Company (“Cigna”) - Life, Long-Term, and short-Term Disability Benefits Insurance – No. 13245, Modification No. 1. Approved the extension of previously Board-approved, competitively negotiated, all-agency personal services contracts with MetLife and Cigna that provides life, accidental death and dismemberment, long-term, and short-term disability benefits for non-represented employees and certain represented and retired employees.

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.

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

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

New York City Transit Authority

1. Lease agreement with Tulip Management, LLC for swing room for bus operators and dispatchers located at 2105 Flatbush Avenue, Brooklyn, 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 item.

15. **FIRST MUTUAL TRANSPORTATION ASSURANCE COMPANY (FMTAC).** This meeting served as FMTAC’s annual Board meeting. Phyllis Rachmuth, Director, Risk & Insurance Management, advised the Board that the Finance Committee book contained information concerning FMTAC’s 2019 activities and operations.

16. **AUDIT COMMITTEE.** Michele Woods, Acting Auditor General, presented the Audit Report and a summary of the Audit action item.

Refer to the Audit Committee’s minutes of this date, for the details of the reports and the items approved by the Board, and to the video recording of the meeting, produced by the MTA and maintained in MTA records, for the further details.

17. **DIVERSITY COMMITTEE.** Michael Garner, Chief Diversity Officer, presented the Diversity Reports and a summary of the action item.

A. Action Item. 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.

1. Title VI Policy Statement and Title VI Policy Directive. Approved the Title VI and Related Nondiscrimination Laws Policy Statement and the associated Title VI and Related Nondiscrimination Laws Complaint Management policy directive.

Refer to the video recording of the meeting, produced by the MTA and maintained in MTA records, for further details of Mr. Garner’s presentation and to the staff summary, a copy of which is on file with the records of the meeting of the MTA Board.

18. ADJOURNMENT.

Upon motion duly made and seconded, the Board voted to adjourn the meeting at 12:29 p.m.

Chairman Foye announced that the next Board meeting will be held on June 24, 2020.

Respectfully submitted,

Richard Gans
Vice President,
General Counsel and Secretary
Metro-North Railroad

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

Mariel A. Thompson
Assistant Secretary
NYCTA

David K. Cannon
Assistant Secretary
MTA C&D

Adana Savery
Assistant Secretary
TBTA

Victoria Clement
Assistant Secretary
MTAHQ



Metro-North Railroad

Procurements

Subject Request for Authorization to Award Various Procurements

Department Procurement and Material Management

Department Head Name
Anthony Gardner, Sr. Director

Department Head Signature

Project Manager Name

Date
June 8, 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.	N/A			
2	MTA Board Mtg.	6-24-20			

Internal Approvals			
	Approval		Approval
X	President	X	Executive Director Management & Budget
X	Executive Vice President	X	V.P. Capital Programs
X	Sr. V.P. Operations		
X	V.P. & General Counsel		

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:

Schedules Requiring Two-Thirds Vote (or more, where noted)	# of Actions	\$ Amount
Schedule A: Non-Competitive Purchases and Public Work Contracts	1	\$6,500,000
• Albatros North America, Inc. (d/b/a SepsaMedha North America)		\$6,500,000
<u>Schedules Requiring Majority Vote</u>	NONE	
SUB TOTAL:	1	\$6,500,000

METROPOLITAN TRANSPORTATION AUTHORITY

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

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

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

NOW, the Board resolves as follows:

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

2. As to each request for proposals (for purchase and public work contracts) set forth in Schedule B for which it is deemed in the public interest to obtain authorization to solicit competitive proposals through a publicly advertised RFP for the reasons specified therein the Board declares it to be impractical or inappropriate to utilize a procurement process inviting sealed bids with award to the lowest responsive/responsible bidder.

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

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

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

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

JUNE 2020

METRO-NORTH RAILROAD

LIST OF NON-COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL

Schedules Requiring Two-Thirds Vote:

A. Non-Competitive Purchases and Public Work Contracts

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

1. **Albatros North America, Inc. \$6,500,000 (not-to-exceed) Staff Summary Attached**
(d/b/a SepsaMedha North America)

Metro-North Railroad, on behalf of itself and Long Island Rail Road ("the Railroads"), requests Board approval to award a four-year contract (two-year base with two-year option) to the firm Albatros North America, Inc. (d/b/a SepsaMedha North America) ("SEPSA") in the not-to-exceed amount of \$6,500,000 (MNR \$3,500,000 / LIRR \$3,000,000) for the purchase of auxiliary power system parts, on-board cameras, components, assemblies and repairable items which reside on Metro-North's M-3, M-7 and M-8 electric railcars and coach railcars and LIRR's M-7 electric railcars.

SEPSA is the Original Equipment Manufacturer (OEM) and sole material supplier for the systems, parts and components for its proprietary railcar auxiliary power systems that will be provided under this purchase agreement. No other vendors have access to SEPSA's proprietary designs, specifications, and drawings for these systems or material. SEPSA will supply, on an as-needed basis, complete systems, parts, other equipment, technical support and repair services as required. Based on a comparative price analysis to the previous prices paid, Metro-North was able to negotiate fixed pricing for the base two-year period with an allowance for an economic price adjustment if the additional two-year option is elected. This was to accommodate the nominal increasing cost of predominate material.

Utilizing a joint procurement approach for this contract combines the buying power of the two railroads to achieve most favorable uniform pricing and better supply chain management. This contract assures the Railroads that the OEMs will continue to maintain their tooling and manufacturing capabilities necessary to produce the parts, which are not available from any other sources.

This procurement is to be funded by each Railroad's Operating Budget.

Schedule A: Non-Competitive Purchases and Public Work Contracts

Item Number: A

Vendor Name (& Location) Albatros North America Inc. (d/b/a SepsaMedha North America) Ballston SPA, NY 12020
Description OEM Purchase Agreement of Auxiliary Power Parts, Components, and Assemblies
Contract Term (including Options, if any) Four Years
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Procurement Type <input type="checkbox"/> Competitive <input checked="" type="checkbox"/> Non-competitive
Solicitation Type <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: OEM Sole Source

Contract Number 280483	Renewal? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Total Amount:	\$6,500,000 (not-to-exceed)
Funding Source <input checked="" type="checkbox"/> Operating <input type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	
Requesting Dept./Div. & Dept./Div. Head Name: Procurement & Material Management, Anthony Gardner <i>AG</i>	
Contract Manager: Marisa Barone	

Discussion:

Metro-North Railroad, on behalf of itself and Long Island Rail Road ("the Railroads"), requests Board approval to award a four-year contract (two-year base with two-year option) to the firm Albatros North America, Inc. (d/b/a SepsaMedha North America) ("SEPSA") in the not-to-exceed amount of \$6,500,000 (MNR \$3,500,000 / LIRR \$3,000,000) for the purchase of auxiliary power system parts, on-board cameras, components, assemblies and repairable items which reside on Metro-North's M-3, M-7 and M-8 electric railcars and coach railcars and LIRR's M-7 electric railcars.

Under this purchase agreement, both Metro-North and Long Island Rail Road will continue to support their Life Cycle Maintenance (LCM) and Reliability Centered Maintenance (RCM) programs, which maintain high car reliability, improve customer service through on-time performance, and ensure parts replacement at prescribed intervals. This contract will provide the Railroads the support they require through ongoing maintenance, repair and upgrades on each fleet's auxiliary power systems as well as allow for the alternative material in the event that material becomes obsolete.

SEPSA is the Original Equipment Manufacturer (OEM) and sole material supplier for the systems, parts and components for its proprietary railcar auxiliary power systems that will be provided under this purchase agreement. No other vendors have access to SEPSA's proprietary designs, specifications, and drawings for these systems or material. SEPSA will supply, on an as-needed basis, complete systems, parts, other equipment, technical support and repair services as required. Based on a comparative price analysis to the previous prices paid, Metro-North was able to negotiate fixed pricing for the base two-year period with an allowance for an economic price adjustment if the additional two-year option is elected. This was to accommodate the nominal increasing cost of predominate material.

Utilizing a joint procurement approach for this contract combines the buying power of the two railroads to achieve most favorable uniform pricing and better supply chain management. This contract assures the Railroads that the OEMs will continue to maintain their tooling and manufacturing capabilities necessary to produce the parts, which are not available from any other sources.

In requesting Board authorization, Metro-North has complied with the public advertisement requirements of PAL § 1265-a (3) and PAL § 1265- a (4) (b) and with the MTA All-General Contract Procurement Guidelines for the procurement of sole source items. An advertisement notice was placed in the New York State Contract Reporter, the New York Post, Daily Challenge and El Diario and posted on the Metro-North website, which did not yield interest from other sources.

Metro-North completed a responsibility review of Albatros North America Inc. (d/b/a SepsaMedha North America)

as defined in the All Agency Responsibility Guidelines in connection with this award recommendation, which yielded no significant adverse information (SAI).

This procurement is to be funded by each Railroad's Operating Budget.

JUNE 2020

METRO-NORTH RAILROAD

LIST OF COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL

Schedules Requiring Majority Vote:

I. Modifications to Purchase and Public Work Contracts

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

1. WDF, Inc. \$2,740,000 (not-to-exceed) Staff Summary Attached
Construction of Grand Central Terminal B-Hall 7B Training Facility

Approval is requested for a contract modification, in the negotiated not-to-exceed amount of \$2,740,000, under the current competitively solicited contract awarded in January 2018, to the firm WDF, Inc. (WDF) for the installation of Heating Ventilation Air Conditioning (HVAC) equipment for cooling spaces critical to Metro-North's operations within Grand Central Terminal (GCT). This contract modification is of high importance and will ensure provision of necessary cooling and air conditioning for spaces and heat-sensitive equipment critical to the operation of the Railroad.

The work includes installation of two Air Handling Units, and six Glycol Cooling Units at the roof level of GCT, as well as the replacement of two nonfunctioning Multi-stack Chiller Units on the 5th floor with related infrastructure repairs and material. These new units will replace the existing equipment, which operated well beyond its life.

WDF specializes in mechanical and HVAC work and has demonstrated competency in the work it has performed thus far. Based on the design and detailed engineer's cost estimate, Metro-North negotiated a fair and reasonable cost with WDF for this contract modification, which will proceed and conclude with the completion of the 7B Training Facility. It is in the public's best interest in terms of efficiency, cost savings, and impact to schedule to approve a contract modification for the fair and reasonable negotiated not-to-exceed amount of \$2,740,000.

This contract modification, in the amount of \$2,740,000, is to be funded by the Metro-North Operating Budget.

Schedule I: Modifications to Purchase and Public Works Contracts

<table border="1"> <tr> <td>Item 1</td> </tr> <tr> <td>Vendor Name (& Location) WDF, Inc. Yonkers, NY</td> </tr> <tr> <td>Description Construction of Grand Central Terminal B-Hall 7B Training Facility</td> </tr> <tr> <td>Contract Term (including Options, if any) 24 Months</td> </tr> <tr> <td>Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</td> </tr> <tr> <td>Procurement <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive</td> </tr> <tr> <td>Solicitation Type <input type="checkbox"/> RFP <input checked="" type="checkbox"/> Bid <input type="checkbox"/> Other:</td> </tr> <tr> <td>Funding Source <input checked="" type="checkbox"/> Operating <input type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:</td> </tr> <tr> <td>Requesting Dept./Div. & Dept./Div. Head Name: Procurement & Material Management, Anthony Gardner, Sr. Director <i>AM</i></td> </tr> </table>	Item 1	Vendor Name (& Location) WDF, Inc. Yonkers, NY	Description Construction of Grand Central Terminal B-Hall 7B Training Facility	Contract Term (including Options, if any) 24 Months	Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	Procurement <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	Solicitation Type <input type="checkbox"/> RFP <input checked="" type="checkbox"/> Bid <input type="checkbox"/> Other:	Funding Source <input checked="" type="checkbox"/> Operating <input type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	Requesting Dept./Div. & Dept./Div. Head Name: Procurement & Material Management, Anthony Gardner, Sr. Director <i>AM</i>	<table border="1"> <tr> <td>Contract Number</td> <td>AWO/Modification #</td> </tr> <tr> <td>1000078750</td> <td>80</td> </tr> <tr> <td>Original Amount:</td> <td>\$13,111,000</td> </tr> <tr> <td>Prior Modifications:</td> <td>\$ 5,409,914</td> </tr> <tr> <td>Prior Budgetary Increases:</td> <td>\$</td> </tr> <tr> <td>Current Amount:</td> <td>\$18,520,914</td> </tr> <tr> <td>This Request:</td> <td>\$2,740,000 (not-to-exceed)</td> </tr> <tr> <td>% of This Request to Current Amount:</td> <td>15%</td> </tr> <tr> <td>% of Modifications (including This Request) to Original Amount:</td> <td>62%</td> </tr> </table>	Contract Number	AWO/Modification #	1000078750	80	Original Amount:	\$13,111,000	Prior Modifications:	\$ 5,409,914	Prior Budgetary Increases:	\$	Current Amount:	\$18,520,914	This Request:	\$2,740,000 (not-to-exceed)	% of This Request to Current Amount:	15%	% of Modifications (including This Request) to Original Amount:	62%
Item 1																												
Vendor Name (& Location) WDF, Inc. Yonkers, NY																												
Description Construction of Grand Central Terminal B-Hall 7B Training Facility																												
Contract Term (including Options, if any) 24 Months																												
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No																												
Procurement <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive																												
Solicitation Type <input type="checkbox"/> RFP <input checked="" type="checkbox"/> Bid <input type="checkbox"/> Other:																												
Funding Source <input checked="" type="checkbox"/> Operating <input type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:																												
Requesting Dept./Div. & Dept./Div. Head Name: Procurement & Material Management, Anthony Gardner, Sr. Director <i>AM</i>																												
Contract Number	AWO/Modification #																											
1000078750	80																											
Original Amount:	\$13,111,000																											
Prior Modifications:	\$ 5,409,914																											
Prior Budgetary Increases:	\$																											
Current Amount:	\$18,520,914																											
This Request:	\$2,740,000 (not-to-exceed)																											
% of This Request to Current Amount:	15%																											
% of Modifications (including This Request) to Original Amount:	62%																											

Discussion:

Approval is requested for a contract modification, in the negotiated not-to-exceed amount of \$2,740,000, under the current competitively solicited contract awarded in January 2018, to the firm WDF, Inc. (WDF) for the installation of Heating Ventilation Air Conditioning (HVAC) equipment for cooling spaces critical to Metro-North's operations within Grand Central Terminal (GCT). This contract modification is of high importance and will ensure provision of necessary cooling and air conditioning for spaces and heat-sensitive equipment critical to the operation of the Railroad.

The work includes installation of two Air Handling Units, and six Glycol Cooling Units at the roof level of GCT, as well as the replacement of two nonfunctioning Multi-stack Chiller Units on the 5th floor with related infrastructure repairs and material. These new units will replace the existing equipment, which operated well beyond its life.

Prior contract modifications were due to required work to address GCT fire/life safety code-compliance and state-of-good repair deficiencies discovered after the completion of the initial demolition work and field conditions encountered during construction. This included the removal of an existing 40-foot tall terracotta mechanical shaft above the celestial ceiling, determined to be in an unsafe condition, and rerouting of grease ducts that serve revenue-generating restaurants in the dining concourse. Further, the Metro-North Fire Brigade determined that additional work be performed to enable easier access to the existing grease ducts for proper cleaning and maintenance.

WDF specializes in mechanical and HVAC work and has demonstrated competency in the work it has performed thus far. Based on the design and detailed engineer's cost estimate, Metro-North negotiated a fair and reasonable cost with WDF for this contract modification, which will proceed and conclude with the completion of the 7B Training Facility. It is in the public's best interest in terms of efficiency, cost savings, and impact to schedule to approve a contract modification for the fair and reasonable negotiated not-to-exceed amount of \$2,740,000.

Metro-North completed a responsibility review of WDF, Inc. as defined in the All Agency Responsibility Guidelines in connection with this award recommendation, which yielded no significant adverse information (SAI).

This contract modification, in the amount of \$2,740,000, is to be funded by the Metro-North Operating Budget.

LONG ISLAND RAIL ROAD

PROCUREMENTS


FOR

BOARD ACTION

June 24, 2020



Staff Summary

Subject: Request for Authorization to Award Various Procurements						Date June 24, 2020			
Department Procurement and Logistics									
Department Head Name Richard A. Mack, Acting Chief Procurement and Logistics Officer									
Department Head Signature									
Board Action						Internal Approvals			
Order	To	Date	Approva	Info	Other	Order	Approval	Order	Approval
1	MTA Joint Committee and Board	June 24, 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>
<u>Schedules Requiring Two-Thirds Vote</u>	None	

LIRR proposes to award Competitive Procurements in the following categories:

	<u># of Actions</u>	<u>\$ Amount</u>
<u>Schedules Requiring Two-Thirds Vote</u>		
Schedule C: Competitive Requests for Proposals	1	\$7,659,654.00
SUBTOTAL:	1	\$7,659,654.00

LIRR proposes to award Ratifications in the following categories:

	<u># of Actions</u>	<u>\$ Amount</u>
	None	
TOTAL:	1	\$7,659,654.00

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.

JUNE 2020

MTA LONG ISLAND RAIL ROAD

LIST OF COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL

Procurements Requiring Two-Thirds Vote

Schedule C: Competitive Requests for Proposals (Award of Purchase and Public Work Contracts) (Staff Summaries required for items estimated to be greater than \$1,000,000.)

1. **Myers Controlled Power, LLC** **\$7,659,654.00** *Staff Summary Attached*
Competitive RFP **(\$5,430,168.00 Base Work;**
Contract No. 170452R **\$959,195.00 Option #1 Work;**
 and \$1,270,291.00 Option #2 Work)

LIRR requests MTA Board approval to award a contract to Myers Controlled Power, LLC in the amount of \$7,659,654.00 (\$5,430,168.00 Base Work, \$959,195.00 Option #1 Work and \$1,270,291.00 Option #2 Work) for the construction, testing and delivery of a mobile substation. The Mobile Substation shall consist of three separate trailers designed to interconnect to provide 34.5KV AC power to feed 750VDC traction power system. Each section shall be pre-configured as "plug and play" where the furnished cables interface with each section by modular plug connections to operate as a fully mobile substation on trailers.

The base work includes the construction, testing and delivery of an AC Switchgear trailer, Rectifier Transformer trailer and a Rectifier and DC Switchgear trailer. The option work includes an additional Rectifier Transformer trailer and an additional AC switchgear trailer.

On Monday October 29, 2012, The New York region suffered the devastating effects of Superstorm Sandy. While the most severe damage and impacts to MTA LIRR resulted from flooding of the East River Tunnels, West Side Storage Yard, Long Island City Yard, and the Long Beach Branch, portions of the Far Rockaway Branch and Shea Yard sustained damage from localized flooding, and a number of other LIRR facilities sustained damage from high winds and impacts from wind-borne debris.

The primary objective of this project is to purchase Emergency Management Equipment to improve LIRR preparedness and post-event recovery from future extreme weather events. This will allow LIRR to be better prepared for emergency situations and will help to minimize service disruptions due to power and communication failures along the right of way. This equipment will be utilized system wide, but especially in areas which are prone to flooding as well as at major yards and towers, which play a vital role in train operations.

Staff Summary



Item Number: 1					
Dept & Dept Head Name: Procurement & Logistics, Richard Mack Department Head Signature & Date					
Division & Division Head Name: Department of Program Management, Paul Dietlin Division Head Signature & Date					
Board Reviews					
Order	To	Date	Approval	Info	Other
1	MTA Joint Committee and Board	June 24, 2020			
Internal Approvals					
Order	Approval	Order	Approval		
4	President <i>PD</i>	1	Acting Sr. VP/Operations		
3	VP, General Counsel & Sec'y				
2	VP & CFO				

SUMMARY INFORMATION	
Vendor Name Myers Controlled Power, LLC	Contract Number 170452R
Description Construction, Testing and Delivery of a Mobile Substation	
Total Amount \$7,659,654.00 (\$5,430,168.00 Base Work, \$959,195.00 Option #1 Work and \$1,270,291.00 Option #2 Work)	
Contract Term (including Options, if any) 635 Days	
Options(s) included in Total Amount: <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
Renewal? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-Competitive	
Solicitation Type <input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other:	
Funding Source <input type="checkbox"/> Operating <input type="checkbox"/> Capital <input checked="" type="checkbox"/> Federal <input type="checkbox"/> Other:	

I. PURPOSE/RECOMMENDATION:

LIRR requests MTA Board approval to award a contract to Myers Controlled Power, LLC in the amount of \$7,659,654.00 (\$5,430,168.00 Base Work, \$959,195.00 Option #1 Work and \$1,270,291.00 Option #2 Work) for the construction, testing and delivery of a mobile substation. The Mobile Substation shall consist of three separate trailers designed to interconnect to provide 34.5KV AC power to feed 750VDC traction power system. Each section shall be pre-configured as "plug and play" where the furnished cables interface with each section by modular plug connections to operate as a fully mobile substation on trailers.

The base work includes the construction, testing and delivery of an AC Switchgear trailer, Rectifier Transformer trailer and a Rectifier and DC Switchgear trailer. The option work includes an additional Rectifier Transformer trailer and an additional AC switchgear trailer.

II. DISCUSSION:

On Monday October 29, 2012, The New York region suffered the devastating effects of Superstorm Sandy. While the most severe damage and impacts to MTA LIRR resulted from flooding of the East River Tunnels, West Side Storage Yard, Long Island City Yard, and the Long Beach Branch, portions of the Far Rockaway Branch and Shea Yard sustained damage from localized flooding, and a number of other LIRR facilities sustained damage from high winds and impacts from wind-borne debris.

The primary objective of this project is to purchase Emergency Management Equipment to improve LIRR preparedness and post-event recovery from future extreme weather events. This will allow LIRR to be better prepared for emergency situations and will help to minimize service disruptions due to power and communication failures along the right of way. This equipment will be utilized system wide, but especially in areas which are prone to flooding as well as at major yards and towers, which play a vital role in train operations.

Staff Summary



The November 2013 Board authorized LIRR to use the competitive Request for Proposal (RFP) process without obtaining pre-approval to use the RFP process, when utilizing Federal Superstorm Sandy relief funds. In December 2019, the RFP was advertised in the New York State Contract Reporter, New York Post and on MTA's website. In addition, the RFP package was sent directly to sixteen firms known to have experience with the type of work required for this project.

On February 21, 2020, LIRR received three proposals in response to the RFP from the following firms: Myers Controlled Power LLC (Myers), Power Resources International Inc. and Siemens Corporation. A Technical Evaluation Committee (TEC) assessed each firm's technical proposal against the technical evaluation criteria set forth in the RFP, which consisted of technical approach; demonstrated ability to meet schedule; and project team including key personnel. Evaluations were performed based on the TEC's final technical scoring, cost and diversity scores. Based upon these evaluations, Myers was identified as the top ranked proposer as its technical proposal met, and in a number of cases exceeded the RFP requirements. In addition, Myers' price was significantly less than the prices identified by the other two proposers in their cost proposals. Myers was invited to submit a Best And Final Offer (BAFO), which was received on May 4, 2020. LIRR Estimating reviewed the cost proposal and BAFO submitted by Myers and concluded that their price is fair and reasonable.

LIRR also conducted a responsibility review of Myers in April 2020 and no adverse information was found. Accordingly, Myers is considered a responsive and responsible vendor for the proposed contract.

III. D/M/WBE INFORMATION:

The MTA Department of Diversity and Civil Rights (DDCR) has established 4% DBE goals for this project. The contract will not be awarded until Myers' DBE plan has been approved by DDCR.

IV. IMPACT ON FUNDING:

This Contract will be funded with monies from Federal Superstorm Sandy relief funds, which includes certain funding from the Federal Transit Administration (FTA).

V. ALTERNATIVES:

None recommended. A new solicitation is unlikely to result in better pricing and will prolong LIRR's ability to purchase this mobile substation.

VI. RECOMMENDATION:

It is recommended that the MTA Board approve the award of Contract No. 170452R to Myers Controlled Power, LLC. in the amount of \$7,659,654.00 for the construction, testing and delivery of a mobile substation.

**PROCUREMENT PACKAGE
June 2020**



The picture above depicts the layout and installation of tunnel lights in one of the approach structures in Queens. The work is being performed under the CS179 contract.

PROCUREMENT

The Procurement Agenda this month includes five procurement actions for a proposed expenditure of \$20.92M.

Staff Summary

Subject		Request for Authorization to Award Procurements			
Department		Contracts			
Department Head Name David K. Cannon					
Department Head Signature <i>David K. Cannon</i>					
Board Action					
Order	To	Date	Approval	Info	Other
1	LIRR MNR Joint Committee	6/24/2020	X		
2	Board	6/24/2020	X		

Date: June 22, 2020			
Internal Approvals			
	Approval		Approval
X	Executive Vice President & General Counsel	X	President
X	Deputy Chief Development Officer, Development		

PURPOSE:

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

DISCUSSION:

The MTA Construction and Development Company proposes to award ratifications in the following category:

	<u># of Actions</u>	<u>\$ Amount</u>
<u>Schedules Requiring Majority Vote</u>		
Schedule K - Ratification of Completed Procurement Actions	5	\$20,919,655
TOTAL	5	\$20,919,655

Budget Impact:

The approval of the ratifications will obligate MTA Construction and Development Company capital funds in the amounts listed. Funds are available in the capital budget for this purpose.

Recommendation:

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

MTA Construction And Development Company

BOARD RESOLUTION

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

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

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

NOW, the Board resolves as follows:

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

JUNE 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)

1 – 4.	Tutor Perini Corporation	<i><u>Staff Summary Attached</u></i>
	Contract No. CS179	
	Modification No. 334	↓
	Modification No. 353	↓
	Modification No. 340	↓
	Modification No. 269	↓
	\$6,671,000	
	\$5,018,255	
	\$4,557,900	
	\$1,572,500	

In accordance with Article VIII of the All-Agency General Contract Procurement Guidelines, MTA Construction and Development requests that the Board ratify four contract modifications that arise from the decision, made after this Contract was awarded, to consolidate the Information Technology functions of the various MTA agencies into a single MTA Corporate IT entity.

5.	E-J Electric Installation Co.	\$ 3,100,000	<i><u>Staff Summary Attached</u></i>
	Contract No. CS084		
	Modification No. 32		

In accordance with Article VIII of the All-Agency General Contract Procurement Guidelines, MTA Construction and Development requests that the Board ratify a contract modification to accelerate the equipment installation and local testing of the traction power substations and adjust the Contract Milestones.

Schedule K: Ratification of Completed Procurement

Actions Item Numbers 1 - 4

Vendor Name (& Location) Tutor Perini Corporation (Peekskill, New York)	
Description Systems Facilities Package No. 1	
Contract Term (including Options, if any) 75 Months	
Option(s) included in Total Amount? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> N/A	
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	
Solicitation Type <input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Modification	
Funding Source <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input checked="" type="checkbox"/> Federal <input type="checkbox"/> Other:	
Requesting Dept/Div & Dept/Div Head Name: East Side Access, R. Troup.	

Contract Number	AWO/Modification #s
CS179	269, 334, 340 & 353
Original Amount:	\$ 333,588,000
Prior Modifications:	\$ 140,252,899
Exercised Options:	\$ 216,800,001
Current Amount:	\$ 690,640,900
This Request	\$ 17,819,655
% of This Request to Current Amount:	3%
% of Modifications (including This Request) to Original Amount:	47%

Discussion:

Contract CS179 provides the systems for the East Side Access (“ESA”) project, including the fire detection, tunnel ventilation, facility power, signal power, tunnel lighting and SCADA systems. In accordance with Article VIII of the All-Agency General Contract Procurement Guidelines, MTA Construction & Development (“C&D”) requests that the Board ratify the following contract modifications.

Each of these modifications arise from the decision, made after this Contract was awarded, to consolidate the Information Technology (“IT”) functions of the various MTA agencies into a single MTA Corporate IT (“MTA IT”). As a result, many of the IT functions originally designed to be carried out by Long Island Railroad (“LIRR”) IT, and the interfaces designed to coordinate between ESA IT functions and LIRR IT, must be reconfigured and reprogrammed to add functions to the ESA IT system that were to be provided by LIRR IT and to interface and coordinate with the new MTA IT. In addition, as discussed below, various upgrades and security issues that have arisen since this Contract was designed and awarded are addressed by these Modifications as well.

Funding for these modifications will initially be drawn from ESA’s Contract contingency. However, because these types of Corporate IT and LIRR specific changes were not intended to be paid for from the ESA budget, the expectation is that the ESA contingency will be replenished from other sources within MTA’s Capital Program.

In connection with previous contracts awarded, the Tutor Perini Corporation was found to be responsible, notwithstanding significant adverse information (“SAI”) pursuant to the All-Agency Responsibility Guidelines, and such responsibility findings were approved by the MTA Chairman/CEO in consultation with the MTA General Counsel in February 2017. No new significant adverse information has been found relating to Tutor Perini Corporation. Therefore, Tutor Perini Corporation has been determined to be responsible.

Modification No. 334 - \$6,671,000

This is a unilateral contract modification to change the programming and design of the centralized traffic control system (“CTC”) and public address and variable message sign system (“PAVMS”).

The LIRR Train Information Monitoring and Control System (“TIMACS”) functionality was originally intended to be the responsibility of LIRR IT. This function now must be transferred to the MTA IT Network, requiring a change in the interface

between the CTC, PAVMS and TIMACS systems from a direct serial interface to a secure intermediary broker arrangement, which involves significant additional programming effort. In addition, the CS179 Contract Documents specified use of TIMACS II programming. The TIMACS system was subsequently upgraded to TIMACS III, requiring a redesign and upgrade of the interface between CTC and TIMACS. Further, MTA IT has implemented a system wide Corporate IT network upgrade and migration to a virtual cloud-based architecture, requiring further changes to the Contractor's work. To avoid potential delay to the Contract Schedule, the C&D President approved retroactive memos directing the Contractor to proceed with this work up to the not to exceed amount of \$4.5 Million

The Contractor's proposal for this work was in the amount of \$6,770,527 and the parties agreed to \$6,671,700 for the direct cost of all work under this Modification, which is deemed to be fair and reasonable.

The Contractor also has asked for Excusable Delay to Substantial Completion, which C&D believes is not warranted. As the Contractor has not adequately substantiated its claim of impact to the contract schedule, C&D seeks approval to issue a unilateral modification at the value of the negotiated direct costs for the Contractor to complete all work required to implement this change and without any recognition of Excusable Delay or reservation for Contractor's time claim.

Modification No. 353 - \$5,018,255.

This is a unilateral modification to implement significant changes to the Project's networking infrastructure and revised ESA network security architecture to conform with LIRR Office of Security ("OoS") standards.

As with the communication functions discussed above, the consolidation of IT functions into MTA IT necessitates significant changes to the security system infrastructure and programming to transfer security functions that originally resided on the ESA Security network to the MTA IT network. The LIRR has also requested a number of revisions to the security network design that were not part of the original security design approved by LIRR.

Under the design originally approved by LIRR, workstations in Grand Central Terminal ("GCT") utilized by the MTA Police, LIRR facility operations and LIRR transportation, among other departments, are provided direct access to the LIRR security network, which allowed both viewing images from closed circuit television ("CCTV") cameras and control over their operation. Although viewing images from the CCTV cameras is critical to the work of LIRR train dispatchers, the OoS believes that giving all personnel the capability to control the operation of the cameras compromises the integrity and security of the LIRR security network. LIRR requested that the security network architecture be changed to allow view-only access to cameras.

Additionally, the current design provides for workstations in GCT with the capability to control and manage Access Control devices, such as card readers and door locks, and a badging station in the Terminal Management Center for issuing access cards and ID badges. LIRR requested that these functions be removed from the GCT workstations and Terminal Management Center so that Access Control devices and issuance of ID Badges is controlled exclusively at the LIRR's security control node at the Jamaica Control Center.

Finally, as discussed below, Modification No. 340 will implement changes to facilitate data exchange between ESA's Backbone Communication System and the newly developed MTA IT network. As a result, a number of functions that previously resided on the LIRR security network, such as the Access and Control system, will now reside on the MTA IT network. To allow the LIRR security network to access these functions, as part of this Modification to the Security Network, the Contractor must implement network architecture changes and provide network firewalls, to preserve the security of each network.

To avoid delay to the Contract Schedule, the President authorized retroactive memos directing the Contractor to proceed with the full scope of work up to a Not-To-Exceed value of \$4,000,000.

The Contractor's proposal for this work was in the amount of \$6,708,567 and the parties agreed to \$5,018,255 for the direct cost of all work under this Modification, which is deemed to be fair and reasonable.

The Contractor also has asked for Excusable Delay to Substantial Completion, which C&D believes is not warranted. As the Contractor has not adequately substantiated its claim of impact to the contract schedule, C&D seeks approval to issue a unilateral modification at the value of the negotiated direct costs for the Contractor to complete all work required to implement this change and without any recognition of Excusable Delay or reservation for Contractor's time claim.

Modification No. 340 - \$4,557,900

This is a unilateral modification to provide the networking infrastructure, programming, and testing that are necessary for communications and data exchange between the Project's Backbone Communication System and the MTA IT network.

As a result of the MTA IT consolidation, several core enterprise-wide applications used by LIRR, such as administrative and revenue applications, will now reside on the MTA IT network. Under this modification, the Contractor will install additional equipment, perform additional programming, and provide detailed design document updates, system configuration, and testing to establish a new connection between the ESA Project and the MTA IT network. This will allow integration of the following systems and facilities with LIRR operations:

- Ticket Selling System
- LIRR Passenger Information Displays (LIRR Message board, Solari, signs and LIRR Marketing)
- Third Party interfaces
- Kronos Clocks
- Non-Control Room PC's & Printers/Copiers (Email, print/file share, network resources, applications, systems, etc.)
- Telephones for all the user departments at ESA
- Corporate Wi-Fi
- PCI Compliance for the Ticket Selling System
- Access Control
- Internet access
- TIMACS
- Video Conferencing

To avoid delay to the Contract Schedule, the President authorized retroactive memos directing the Contractor to proceed with the work up to a Not-To-Exceed value of \$2,000,000.

The Contractor's proposal was in the amount of \$5,505,531 and the parties agreed to \$4,557,900 for the direct cost of all work under this Modification, which is deemed to be fair and reasonable.

The Contractor also has asked for Excusable Delay to Substantial Completion, which the C&D believes is not warranted. As the Contractor has not adequately substantiated its claim of impact to the contract schedule, C&D seeks approval to issue a unilateral modification at the value of the negotiated direct costs for the Contractor to complete all work required to implement this change and without any recognition of Excusable Delay or reservation for Contractor's time claim.

Modification No. 269 - \$1,572,500

This bilateral contract modification is to add new Main Display Panels ("MDPs") and MTA IT workstations in the Terminal Operations Center ("TOC"), Terminal Management Center ("TMC") and Incident Control Center ("ICC"), make associated changes to the software of the existing network management systems, and revise the room layouts of these centers.

As originally designed, personnel in the TOC, TMC and ICC with access to CCTV displays would also have access the security network, even if they did not have appropriate security clearance. The LIRR Office of Security requested a change to allow CCTV to be provided over the MTA IT network to non-security authorized personnel and to remove their access to the security network. As a result of this requested change, a new display panel is required in each of the TOC, TMC, and ICC.

To facilitate the integration of the MTA IT network with LIRR operations, under this Modification, the Contractor will also revise room layouts and furnish and install new workstations, including additional computers and monitors and upgrades to existing computers, perform additional programming testing and revise existing documentation and design drawings.

This Modification also provides for the relocation of workstations in the ICC at the 50th Street Facility. This issue has been marked as a potential design error or omission and is being pursued with the designer of record.

To avoid delay to the Contract Schedule, the President approved a retroactive memo directing the Contractor to proceed with the full scope of work up to a Not-To-Exceed value of \$400,000.

The Contractor's proposal was in the amount of \$1,947,551 and the parties agreed to \$1,572,500 for the costs of all work under this Modification, which is deemed to be fair and reasonable.

Schedule K: Ratification of Completed Procurement Actions

Item No. 5

Vendor Name (& Location) E-J Electric Installation Co. (Long Island City, NY)	Contract Number CS084	AWO/Modification # 32
Description Traction Power Systems Package No. 4	Original Amount: \$ 71,248,884	
Contract Term (including Options, if any) 52 Months	Prior Modifications: \$ 13,540,814	
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> N/A	Exercised Options: \$ -0-	
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	Current Amount: \$ 84,789,698	
Solicitation Type <input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Modification	This Request \$ 3,100,000	
Funding Source <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input checked="" type="checkbox"/> Federal <input type="checkbox"/> Other:	% of This Request to Current Amount: 4%	
Requesting Dept/Div & Dept/Div Head Name: East Side Access, R. Troup.	% of Modifications (including This Request) to Original Amount: 4%	

Discussion:

Contract CS084 provides the Traction Power System for the East Side Access Project. In accordance with Article VIII of the All-Agency General Contract Procurement Guidelines, MTA Construction and Development (“C&D”) requests that the Board ratify a contract modification to accelerate the equipment installation and local testing of the traction power substations and adjust the Contract Milestones.

In order to overcome delays in completing the rooms that will house the traction power substations, this Modification will accelerate equipment installation and local testing of the substations and align the completion of that work with the current CM007 Construction Phasing Plan for completion of the track work and the December 30, 2020 commencement date for Integrated Systems Testing (“IST”) by the CS179 Contractor. This Modification will also extend the Substantial Completion date of the Contract from December 2, 2019 to May 4, 2021, recognizing an Excusable Delay of 519 calendar days associated with the late turnover of the rooms to the CS084 Contractor. A determination regarding the Contractor’s entitlement to Compensable Delay is pending review by C&D and will, if necessary, be addressed in a subsequent Modification.

The delayed turnover of rooms to the CS084 Contractor was principally the result of water infiltration issues arising under the CS179 Contract. MTA is pursuing this issue with the CS179 Contractor.

The Contractor’s proposal for the full scope of the acceleration effort was in the amount of \$4,799,006 and the parties agreed to \$3,100,000 for the costs of all work under this Modification, which is deemed to be fair and reasonable.

To avoid delay to the Contract Schedule, the President authorized a retroactive modification, and on June 4, 2020 the Contractor was directed to proceed with the work up to a Not-To-Exceed value of \$500,000.

In connection with previous contracts awarded, E-J Electric Installation Company (“E-J”) was found to be responsible, notwithstanding significant adverse information (“SAI”) pursuant to the All-Agency Responsibility Guidelines, and such responsibility findings were approved by the MTA Managing Director in consultation with the MTA General Counsel in August 2018. No new significant adverse information has been found relating to E-J. Therefore, E-J has been determined to be responsible.

PROCUREMENTS

The Procurement Agenda this month includes 1 action for a proposed expenditure of \$11.9M.

Subject	Request for Authorization to Award Various Procurements				
Department	Procurement & Supply Chain – NYCT				
Department Head Name	Louis A. Montanti				
Department Head Signature	<i>Louis A. Montanti</i>				
Project Manager Name	Rose Davis				
Board Action					
Order	To	Date	Approval	Info	Other
1	Committee	6/24/20			
2	Board	6/24/20			

June 15, 2020			
Department			
Department Head Name			
Department Head Signature			
Internal Approvals			
	Approval		Approval
	President NYCT	<i>[Signature]</i>	Pres. MTA Bus/SVP DOB
<i>[Signature]</i>	SVP Operations Support	X	Subways
X	Capital Prog. Management		Diversity/Civil Rights
X	Law		

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

PURPOSE

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

DISCUSSION

NYC Transit proposes to award Noncompetitive procurements in the following categories: NONE

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

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

NYC Transit proposes to award Competitive procurements in the following categories: NONE

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

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

NYC Transit proposes to award Ratifications in the following categories:

Schedules Requiring Majority Vote:

Schedule K: Ratification of Completed Procurement Actions	1	\$	11.9 M
	SUBTOTAL	1	\$ 11.9 M
	TOTAL	1	\$ 11.9 M

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

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

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

BOARD RESOLUTION

WHEREAS, in accordance with Sections 1265-a and 1209 of the Public Authorities Law and the All-Agency General Contract Procurement Guidelines, the Board authorizes the award of certain noncompetitive purchase and public work contracts, and the solicitation and award of requests for proposals in regard to purchase and public work contracts; and

WHEREAS, in accordance with the All-Agency Service Contract Procurement Guidelines and General Contract Procurement Guidelines the Board authorizes the award of certain noncompetitive miscellaneous service and miscellaneous procurement contracts, certain change orders to purchase, public work, and miscellaneous service and miscellaneous procurement contracts, and

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

NOW, the Board resolves as follows:

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

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

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

4. As to each action set forth in Schedule D, the Board declares competitive bidding impractical or inappropriate for the reasons specified therein, and ratifies each action for which ratification is requested.

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

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

JUNE 2020

LIST OF RATIFICATIONS FOR BOARD APPROVAL

Procurements Requiring Majority Vote:

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

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

- | | | |
|---|---------------------|--------------------------------------|
| 1. Siemens Industry
Contract# S-48004-1.20 | \$11,900,000 | <u>Staff Summary Attached</u> |
|---|---------------------|--------------------------------------|
- Modification to the contract for equipping 305 R-160 units with Communication-Based Train Control (CBTC) equipment for service on the Queens Boulevard line; in order to purchase additional carborne CBTC equipment units to complete the installation on the entire R-160 fleet, and to design and install a remote download system to allow future upgrades of the onboard CBTC software to be downloaded remotely.

Item Number: 1

Vendor Name (Location) Siemens Industry (New York, New York)
Description CBTC for Queens Boulevard Line West Phase 1
Contract Term (including Options, if any) August 24, 2015–March 24, 2021
Option(s) included in Total Amt? <input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> n/a
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Noncompetitive
Solicitation Type <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Modification
Funding Source <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:
Requesting Dept./Div., Dept./Div. Head Name: Capital Program Management, Alok Saha

Contract Number S-48004-1	AWO/Mod. #s 20
Original Amount:	\$ 156,172,932
Prior Modifications:	\$ 14,063,345
Prior Budgetary Increases:	\$ 0
Current Amount:	\$ 170,236,277
This Request:	\$ 11,900,000
% of This Request to Current Amt.:	7.0%
% of Modifications (including This Request) to Original Amount:	16.6%

Discussion:

This retroactive modification is to purchase 30 additional carborne Communication-Based Train Control (“CBTC”) equipment units to complete the carborne installation on the entire R160 fleet. Additionally, the contractor will design and install a remote download system to allow future upgrades of the onboard CBTC software to be downloaded to the units while in service instead of sending personnel to perform manual updates when the trains are out of service.

This (Siemens) contract is one of three interrelated contracts that together will provide a CBTC/Automatic Train Supervision system for the Queens Boulevard line (“QBL”) portion of Subways’ B division. Contract S-48005 was awarded to L.K. Comstock & Co. Inc. for the wayside installation of the CBTC system. To demonstrate interoperability and integration between the two previously approved CBTC systems on a revenue line, supplier contracts were awarded to both Siemens (S-48004-1) and Thales Transport and Security, Inc. (S-48004-2) to provide carborne and wayside equipment. NYC Transit in-house labor installs the carborne equipment on the R160 subway cars.

The base contract calls for the furnishing of 305 CBTC carborne equipment units (four additional units are provided under the Thales contract) to provide service on the Queens Boulevard line, and of these, 16 units to add service on the Canarsie line. (A subway train of eight or 10 cars is comprised of two units.) This left 13 subway trains (26 units), that were previously expected to be assigned to other subway lines, unequipped for CBTC. NYC Transit determined that it would be more efficient to equip the entire R160 fleet under this contract to standardize the fleet with one supplier’s equipment, providing full flexibility for deployment of R160 cars and uniformity to the maintenance of the car fleet and stock of spare parts. This modification will equip the balance of the R160 fleet: 26 units with an additional four sets of equipment for spares. Installation will be performed by NYC Transit forces under the direction of Siemens personnel, the same as the base contract installations.

Currently, all software upgrades require personnel to have physical access to the train cabs to install software updates using laptop computers connected to each unit’s onboard computer system. This work can only take place when the train is not in service. With over 300 units (and more in the future), upgrading the entire fleet is a time-consuming process. Considering the time for each software upgrade and total number of units, it would be significantly more efficient if updates could be downloaded to the units remotely while trains were in service. This modification calls for the development of software and hardware (to be installed by NYC Transit personnel) to enable remote software downloads when a unit is in proximity of an update base station (at a key point on the line to maximize the number of units that pass). The system will be capable of downloading upgrades in parts so that the train will not have to wait for the download to finish. This capability will be installed on future CBTC car upgrades including the R179 and R211.

Cont'd

In addition to future savings associated with software upgrades, the remote download capability also results in cost savings associated with the contractor installing updates during the life of the contract. Accordingly, this modification also includes a credit for this cost savings.

The SVP Capital Program Management (“CPM”) approved retroactive waivers for the procurement of long-lead items associated with the additional carborne equipment to ensure timely completion of the additional work by October 31, 2021.

The contractor submitted its proposal in the amount of \$12,715,839. The final in-house estimate is in the amount of \$10,883,693. Negotiations resulted in an agreed-upon lump-sum price of \$11,900,000. Savings of \$815,839 were achieved. CPM and Procurement found this price to be fair and reasonable.

In connection with a previous contract awarded to Siemens, Siemens was found to be responsible notwithstanding significant adverse information (“SAI”) pursuant to the All-Agency Responsibility Guidelines and such responsibility finding was approved by the MTA Chairman and Chief Executive Office in consultation with the MTA General Counsel in August 2016. No new SAI has been found relating to Siemens and Siemens has been found to be responsible. A Contractor Compliance Program was put in place for Siemens in April 2018.

Contracts

Stephen Plochochi, Senior Vice President, Contracts

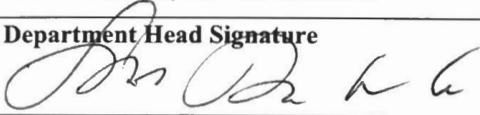


This picture depicts the branding of MTA Construction and Development on the 8th Floor of 2 Broadway.

PROCUREMENTS

The Procurement Agenda this month includes one action for a proposed expenditure of \$2.3M

Staff Summary

Subject Request for Authorization to Award a Procurement					
Department Contracts					
Department Head Name & Title Steve Plochochi, Sr. Vice President					
Department Head Signature 					
Board Action					
Order	To	Date	Approval	Info	Other
1	NYCT & Bus Committee	6/24/2020	X		
2	Board	6/24/2020	X		

Date: June 12, 2020			
Internal Approvals			
	Approval		Approval
X	Executive Vice President & General Counsel	X	President
X	Deputy Chief Development Officer, Development		

PURPOSE

To obtain the approval of the Board to award one contract modification and, to inform the New York Transit and Bus Committee of this procurement action.

DISCUSSION

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

<u>Schedules Requiring Majority Vote</u>	<u># of Actions</u>	<u>\$ Amount</u>
I. Modifications to Purchase and Public Work Contracts	1	\$2,300,000
	TOTAL	1
		\$2,300,000

Budget Impact:

The approval of the modification will obligate MTA Construction & Development Company capital funds in the amount listed. Funds are available in the capital budget for this purpose.

Recommendation:

The modification be approved as proposed. (The item is included in the resolution of approval at the beginning of the Procurement Section.)

MTA Construction And Development Company

BOARD RESOLUTION

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

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

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

NOW, the Board resolves as follows:

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

JUNE 2020

LIST OF COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL

Procurements Requiring Majority Vote:

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

- | | | |
|---|--------------------|--------------------------------------|
| 1. CRC Associates Inc.
Contract# E-32627/7 | \$2,300,000 | <u>Staff Summary Attached</u> |
|---|--------------------|--------------------------------------|

Modification to the contract for the replacement of Supervisory Control Systems including Programmable Logic Controllers (PLC) at two additional fan plants (#7203 and #7204) in the Steinway Tube.

Schedule I: Modifications to Purchase and Public Work Contracts

Item Number: 1

Vendor Name (Location) CRC Associates Inc. (South Plainfield, New Jersey)
Description Fan Control System Replacement at 11 Fan Plant Locations and PLC Replacement at South Channel Bridge
Contract Term (including Options, if any) November 20, 2018 – May 19, 2022 (42 months)
Option(s) included in Total Amt? <input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> n/a
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Noncompetitive
Solicitation Type <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Modification
Funding Source <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:
Requesting Dept./Div., Dept./Div. Head Name: Delivery/M. Roche

Contract Number E-32627	AWO/Mod. #s 7
Original Amount:	\$ 10,311,000
Prior Modifications:	\$ 178,500
Prior Budgetary Increases:	\$ 0
Current Amount:	\$ 10,489,500
This Request:	\$ 2,300,000
% of This Request to Current Amt.:	22%
% of Modifications (including This Request) to Original Amount:	24%

Discussion:

This modification to CRC Associates, Inc. (a certified MBE) is for the replacement of Supervisory Control Systems including Programmable Logic Controllers (PLC) at two additional fan plants (#7203 and #7204) in the Steinway Tube.

The base contract requires the replacement of obsolete Supervisory Control Systems and their associated components including PLCs at 11 fan plant locations in Manhattan and Brooklyn. The contract also provides for upgrading the PLC at the South Channel Swing Bridge, located in Queens.

The Supervisory Control Systems provide high-speed network interfaces to support and transport multiple applications including the PLC, diagnostics, intrusion detection, monitoring, and control traffic through redundant fiber network connections to the Rail Control Center, 2 Broadway, and Sands Street. The PLC is a micro-processor based device that is used for controlling the tunnel’s emergency fan plant locally and remotely in case of a smoke condition in the tunnel. Due to the age of the existing equipment, certain components of the Supervisory Control Systems have reached the end of their useful life and are difficult to replace. This modification work will positively impact operations and reduce maintenance requirements.

Fan plant #7203, is located near the UN Building in Manhattan, and fan plant #7204 is located in Long Island City near the Vernon Blvd/Jackson Ave. Station in Queens and serve the Flushing Line, Steinway Tube (Tube). The fan plants supply fresh air and remove smoke exhaust and fumes from the Tube as needed.

Replacing the Supervisory Control Systems at FP #7203 and FP #7204 was planned to be bundled with work to be awarded during the 2nd quarter of 2021. However, during the design phase, several General Orders for work to be performed in the Steinway Tube during nights and weekends became available. These GOs presented piggybacking opportunities that would allow for supervisory ventilation control work to be performed at both fan plants under existing contract E-32627.

Allowing this work to be performed as a modification under contract E-32627 is cost effective and will allow for work to immediately begin during a period of low ridership, thereby mitigating the inconvenience to passengers while leveraging existing GOs. The work covered by this modification is identical to the work currently being performed by CRC Associates Inc. under contract E-32627. Further, CRC has satisfactorily completed similar work at 22 other locations under a separate contract (E-31114).

The Contractor submitted its cost proposal in the amount of \$2,902,035. Negotiations resulted in an agreed-upon lump-sum price of \$2,300,000, which is fair and reasonable. Savings of \$602,035 were achieved.



Bridges and Tunnels

Procurements June 2020



Staff Summary



Subject: Request for Authorization to Award Various Procurements
Department: Procurement
Department Head Name: Julia Christ
Department Head Signature: <i>Julia R. Christ</i>
Project Manager Name: Various

Date: 6/2/2020
Vendor Name:
Contract Number:
Contract Manager Name:
Table of Contents Ref #:

Board Action					
Order	To	Date	Approval	Info	Other
1	President	6/2/2020			
2	MTA B&T Committee	6/24/2020			
3	MTA Board	6/24/2020			

Internal Approvals			
Order	Approval	Order	Approval
	President <i>Del. G. DeLuca</i>		VP & Chief Financial Officer <i>Smg for DA</i>
	SVP & General Counsel <i>JRC</i>		VP Operations
	VP & Chief of Staff		VP & Chief Engineer
			VP & Chief Procurement Officer <i>BB</i>

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

PURPOSE:

To obtain approval of the Board to award various contracts and purchase orders, and to inform the MTA B&T Committee of these procurement actions.

DISCUSSION:

MTA B&T proposes to award Non-Competitive procurements in the following categories: None

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

<u>Schedule Requiring Majority Vote:</u>	<u># of Actions</u>	<u>\$ Amount</u>
Schedule H: Modifications to Personal Service Contracts and Miscellaneous Service Contracts	1	\$94.2M
SUBTOTAL	1	\$94.2M

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

TOTAL	1	\$94.2M
--------------	----------	----------------

BUDGET IMPACT:

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

RECOMMENDATION:

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

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

MTA BRIDGES & TUNNELS
TRIBOROUGH BRIDGE AND TUNNEL AUTHORITY

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

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

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

NOW, the Board resolves as follows:

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

LIST OF COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL
JUNE 2020

MTA BRIDGES & TUNNELS

Procurements Requiring Majority Vote:

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

(Staff Summaries requiring Board approval)

- | | | |
|--|------------------------|--------------------------------------|
| 1. Conduent State and Local Solutions, Inc. | \$94,193,824.00 | <u>Staff Summary Attached</u> |
| Contract No. PSC-05-2741 | | |

13 years – Competitive RFP

B&T is seeking Board approval under the All-Agency Service Contract Procurement Guidelines to amend this personal service contract with Conduent State and Local Solutions, Inc. to: (i) operate the E-ZPass program for 24 months; (ii) support the Tolls by Mail program for 24 months and (iii) for the equipment and installation of Vehicle Occupant Detection System on the eastbound Verrazzano-Narrows Bridge (VNB) as part of the implementation of split tolling on the VNB.

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

Vendor Name (& Location) Conduent State & Local Solutions		Contract Number PSC-05-2741	AWO/Modification
Description E-ZPass New York Customer Service Center Services		Original Amount:	\$184,000,000
Contract Term (including Options, if any) October 5, 2007– October 4, 2020		Prior Modifications:	\$325,575,167
Option(s) included in Total Amount? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		Prior Budgetary Increases:	\$0.00
Procurement Type	<input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	Current Amount:	\$509,575,167
Solicitation Type	<input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other:	This Request:	\$94,193,824
Funding Source		% of This Request to Current Amount:	18.5%
<input checked="" type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:		% of Modifications (including This Request) to Original Amount:	228.1%
Requesting Dept/Div & Dept/Div Head Name: Allison L. C. de Cerreño, Sr. Vice President			

DISCUSSION

B&T is seeking Board approval under the All Agency Service Contract Procurement Guidelines to amend this personal service contract, Contract PSC-05-2741, E-ZPass New York Customer Service Center (NYCSC) Services with Conduent State & Local Solutions (Conduent) to increase funding in the amount of \$94,193,824 and extend the duration an additional two (2) years.

In October 2007 pursuant to Board approval the Contract was awarded to Conduent in the negotiated amount of \$184,000,000 for a duration of ten (10) years, with one three (3) year renewal option. Subsequently, in May 2016 the Board approved the three (3) year option to extend the Contract through October 2020.

This competitively solicited joint procurement included B&T, the New York State Thruway Authority and the Port Authority of New York and New Jersey (NYCSC Agencies). The NYCSC agencies individually executed contracts with Conduent to operate a single E-ZPass New York Customer Service Center (NYCSC) that would provide E-ZPass customer services for all NYCSC Agencies. Currently, the NYCSC manages: over 6.7 million active E-ZPass accounts with over 12 million active tags; processing in excess of 1.0 billion toll transactions; collecting over 60 million payments; handling approximately 15 million telephone inquiries; and processing over 1.0 million pieces of correspondence annually for the NYCSC Agencies. B&T accounts for approximately 60% of the volume of these categories. To date, 11 amendments have been issued, which include modifications for Open Road Cashless Tolling and services to support the implementation of the Central Business District Tolling Program (CBDTP).

This amendment is to extend the duration of the Contract for an additional two (2) years and provide required funding for ongoing NYCSC services until new procurements can be awarded and are implemented. In addition, this amendment will also provide required funding for the equipment and installation of the Vehicle Occupant Detection System (VODS) on the eastbound Verrazzano-Narrows Bridge (VNB) as part of the federally mandated implementation of split tolling on the VNB. The VODS system enables B&T to identify vehicles eligible for the Staten Island Resident carpool plan toll rate.

In anticipation of the expiration of the Contract in October of 2020, the NYCSC Agencies issued two (2) joint Requests for Proposals (RFPs) in June and September of 2017 for new regional customer service center contracts to replace the current contract. The solicitation was structured into two (2) separate RFPs: (i) the Systems RFP was intended to select a contractor to design, develop, implement and maintain the System for NYCSC operations and (ii) the Operations RFP was to select a contractor to provide customer service operations that would utilize the selected Systems. Due to limited competition (only two proposals for the System's RFP were received) and the need to make material changes to the Scope of Work (added services to support the CBDTP), the NYCSC Agencies determined that it was in their best interests to reject all proposals under the RFPs, revise the contracting approach and re-solicit the services.

The re-solicitation is once again structured into two (2) separate RFPs, with two (2) sub-categories for selected services that can be separately proposed and awarded. The NYCSC agencies have received proposals for the Systems RFP and are in the evaluation process to select the contractor(s). The Operations RFP was issued in March 2020. It is anticipated that the new contracts will be awarded by the fourth quarter of this year and that it will take approximately two (2) years to transition to the new contract(s). The NYCSC Agencies' current contract expires in October of 2020, so B&T is

requesting to extend the current contract for an additional two (2) years in order to preserve the continuity of this program, which is essential to the collection of all B&T toll and future CBDTP revenue.

The NYCSC Agencies initiated negotiations with Conduent for the required two (2) year extension. As consideration for extending the Contract, Conduent agreed to reduce its overall pricing structure by 6%. These price reductions will save B&T approximately \$7.0 million over the next two (2) years. Accordingly, B&T agreed to the cost for the two (2) year extension at \$94,193,824. Additionally, Conduent has agreed to: (i) add new Service Level Agreements (SLA) to improve technical and operational services; (ii) add dedicated programming resources for operations and quality management programs; and (iii) modernize the telecom and Interactive Voice Response (IVR) systems by using cloud-based software to scale the IVR operations and integrate new capabilities.

Prices have been determined to be fair and reasonable. The total amount of this amendment shall not exceed \$94,193,824, which includes \$65,082,768 to operate the E-ZPass program for 24 months; \$27,301,078 to support the Tolls by Mail program for 24 months; and \$1,809,978 for the equipment and installation of VODS on the eastbound VNB. The total amount of this change order is \$94,193,824. Funding is available in the Operating and Capital Budgets.

PROCUREMENTS

The Procurement Agenda this month includes 2 actions for a proposed expenditure of \$ 21M.

Staff Summary

Subject Request for Authorization to Award Various Procurements
Department MTA Procurement
Department Head Name Kuvershen Ayer
Department Head Signature
Division Head Name

Date June 12, 2020
Vendor Name Various
Contract Number Various
Contract Manager Name Various
Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance	06/24/20	X		
2	Board	06/24/20	X		

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

PURPOSE:

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

DISCUSSION:

MTAHQ proposes to award Competitive procurements in the following categories:

Schedules Requiring Majority Vote:

Schedule F: Personal Service Contracts

Schedule H: Modifications to Personal Service & Miscellaneous Service Contracts

	<u># of</u>	<u>\$ Amount</u>
	<u>Actions</u>	
Schedule F: Personal Service Contracts	1	\$ 14,049,000
Schedule H: Modifications to Personal Service & Miscellaneous Service Contracts	1	\$ 6,915,964
SUBTOTAL	2	\$ 20,964,964
TOTAL	2	\$ 20,964,964

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

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

BOARD RESOLUTION

METROPOLITAN TRANSPORTATION AUTHORITY

WHEREAS, in accordance with Section 1265-a and Section 120 of the Public Authorities Law and the All Agency Procurement Guidelines, the Board authorizes the award of certain non-competitive purchase and public work contracts, and the solicitation and award of request for proposals in regard to purchase and public work contracts; and

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

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

NOW, the Board resolves as follows:

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

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

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

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

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

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

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

MAY 2020

LIST OF COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL

Procurements Requiring Majority Vote:

F. Personal Service Contracts

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

- 1. Cigna Health & Life Insurance Company \$14,049,000 Staff Summary Attached
New York City Transit Authority's Dental (not-to-exceed)
Benefits Plan
Contract No. 15430
Competitively negotiated – 7 proposals – 12 months plus 2 one-year options**

Board approval is sought to award a competitively-negotiated personal services contract to Cigna Health and Life Insurance Company (Cigna) to provide dental benefits services to the Metropolitan Transportation Authority (MTA) on behalf of the New York City Transit Authority (NYCT) and the Manhattan and Bronx Surface Transit Operating Authority (MaBSTOA) for represented active employees, retirees and their dependents from various unions including SSSA and TSO Local 106.

H. Modifications to Personal Service and Miscellaneous Service Contracts

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

- 2. Cubic Transportation Systems, Inc. \$6,915,964 Staff Summary Attached
Bus CIS Hardware In-Depot Warranty (not-to-exceed)
And Maintenance Services
Contract No. 11043-0200, Modification No. 3
Base Amount = \$29,930,747
Current Contract Value = \$42,274,446
Proposed New Contract Value = \$49,190,410**

Board approval is sought to extend a services agreement with Cubic Transportation Systems, Inc. for an additional 24 months to provide in depot warranty services for the BusCIS Hardware Subsystem (BHS) and to purchase spare hardware for maintenance for a total amount not-to-exceed \$6,915,964.

Staff Summary

Schedule F: Personal Service Contracts

Item Number: 1					
Dept & Dept Head Name: NYC Transit, Human Resources, Patricia Lodge					
Division & Division Head Name: NYC Transit, HR - Employee Benefits, Patricia Lodge					
Board Reviews					
Order	To	Date	Approval	Info	Other
1	Finance	06/24/20	X		
2	Board	06/24/20	X		
Internal Approvals					
Order	Approval	Order	Approval		
1	Procurement	4	CFO		
2	Legal	5			
3	DDCR	6			

SUMMARY INFORMATION	
Vendor Name: Cigna Health and Life Insurance Company	Contract Number: 15430
Description: NYCTA Dental Benefits Plan	
Total Amount: \$14,049,000	
Contract Term (including Options, if any): Thirty-Six (36) months	
Option(s) included in Total Amount? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
Renewal? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Procurement Type: <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	
Solicitation Type: <input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other:	
Funding Source: <input checked="" type="checkbox"/> Operating <input type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	

Narrative

I. PURPOSE/RECOMMENDATION

Board approval is sought to award a competitively-negotiated personal services contract to Cigna Health and Life Insurance Company (Cigna) to provide dental benefits services to the Metropolitan Transportation Authority (MTA) on behalf of the New York City Transit Authority (NYCT) and the Manhattan and Bronx Surface Transit Operating Authority (MaBSTOA) for represented active employees, retirees and their dependents from various unions including SSSA and TSO Local 106. The period of performance is 36 months from October 1, 2020 through September 30, 2023, which includes two one-year options to renew at the MTA's sole discretion for a total not-to-exceed amount of \$14,049,000 including options based on the projected enrollment.

II. DISCUSSION

NYCT and MaBSTOA currently offer six (6) different plan design options across multiple carriers for a population of approximately 10,000 active and retired employees. MTA issued the Request For Proposal (RFP) with the goal to consolidate and reduce the number of plan options to two plans, a Preferred Provider Organization (PPO) and a Dental HMO (DHMO) with a best in class dental benefit service provider that would deliver optimal member experience, empower members to make optimal dental choices, and improve the overall health of the covered population of the MTA. The MTA subsidizes the full cost of the dental plans for the employees, retirees, and their eligible dependents. Participants are responsible only for the payment of applicable deductibles, co-payments, non-participating provider charges and the like, and for any services that are not covered by the insurance program.

A two-step RFP procurement process was utilized. The first step was the prequalification step to identify firms that met the MTA's minimum requirements for a contract award of Dental Benefits in both or either fully insured and/or self-insured plans (Step 1). The prequalified firms then received the detailed RFP package (Step 2).

The Step 1 prequalification requirements for the plan providers included: a) certifications and licenses required to underwrite or administer the dental plans, b) currently offering dental PPO and/or DHMO plans similar to the plans sought in this RFP, i.e., with a minimum of three employer groups, each with 20,000 or more eligible employees and retirees, and overall current plan membership of over one million participants, and c) maintaining a network of providers meeting the minimum access standards in the Tri-state Area (NY, NJ & CT), Pennsylvania, Florida, and North and South Carolina. Ten firms submitted responses, of which eight firms met the prequalification requirements of Step 1: Cigna, Delta Dental, Emblem Health, Empire BlueCross BlueShield, HealthPlex, Solstice Health Insurance Company, Metropolitan Life Insurance Company (MetLife), and United HealthCare (UHC). These eight firms were then asked to submit proposals for Step 2 of the RFP. MTA received seven proposals as a response to Step 2 of the RFP; UHC did not submit a proposal in Step 2. The RFP allowed proposals for both fully insured and self-insured plan options. Empire proposed only a self-insured option, the other six proposers submitted proposals for both options. In addition, all firms were asked to provide proposals based on both national networks and narrower networks that met the MTA's required geographic coverage needs.

Staff Summary

MTA engaged Mercer Health & Benefits LLC (Mercer), a benefits consulting firm, to assist with the RFP process. Mercer assisted with the preparation of solicitation documents, and provided financial modeling and pricing analysis, as well as other support services.

The evaluation criteria were the following: i) cost to the MTA based on proposer's submission and discount analysis; ii) proposer's ability to replicate the requested plan designs; iii) network access and provider disruption minimization; iv) proposer's available resources to administer the contract including portal capabilities, account team, call center and relevant experience; and v) responsiveness to the RFP and the Proposer's demonstration of a clear understanding of the objectives and constraints of the undertaking as described by the RFP documents; and vi) proposer's diversity practices.

The Selection Committee consisted of representatives from Human Resources Administration, Collective Bargaining-Labor Relations, Finance, and the presidents of Transit Supervisors Organization of TWU Local 106 (TSO) and Subway Surface Supervisors Association (SSSA).

MTA chose to proceed with the fully insured option during the first year of the agreement as MTA may experience significant increase in utilization of these services during the first year of the contract because of members deferring care due to COVID-19 and/or as a result of the new benefit designs negotiated by collective bargaining. After the Selection Committee's initial evaluation of proposals, all firms that provided fully insured proposals gave oral presentations and submitted their best and final offers. Cigna's proposal with narrower network was the highest ranked proposal for both PPO and DHMO plans based on all evaluation criteria considered. The proposal met geographic coverage and matched plan designs as required by MTA.

Cigna's original proposal for narrower network of \$5,779,000 annually for insured PPO and DHMO plans was negotiated to a Best and Final Offer (BAFO) of \$4,597,000 annually. The total contract cost is \$14,049,000 (PPO \$7,055,000/DHMO \$7,044,000 net of a one-time credit of \$50,000), and about \$3.6M less than originally quoted. Cigna's narrower network PPO proposal is \$702,000 (11%) higher than the lowest PPO proposal received and Cigna's DHMO narrower network proposal is the lowest priced proposal that matches the required plans coverages and designs. Although Cigna was not the lowest cost proposer, the Selection Committee determined that it provided the best value to the MTA and rated Cigna's proposal the highest overall. The Selection Committee selected Cigna's narrower network proposals, based on having offered the lowest price from among those with the ability to match the required plan designs with better access and less disruption. Based on the foregoing, Cigna's BAFO pricing is found to be fair and reasonable.

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

III. D/M/WBE INFORMATION

The MTA Department of Diversity and Civil Rights (DDCR) has established 0% MWBE/SDVOB goals on this contract because the participant data and benefit contract provisions are considered highly sensitive and confidential in nature. Subcontracting to third parties would increase the risk and exposure of confidential information. Cigna has not completed any MTA contracts with MWDBE goals; therefore, no assessment of the firm's MWDBE performance can be determined at this time.

IV. IMPACT ON FUNDING

The contract is funded by NYCTA's operating budget.

V. ALTERNATIVES

Do not approve award of the contract. This alternative is not recommended because these are benefits that NYCT must provide its employees.

Staff Summary

Schedule H: Modifications to Personal Service & Miscellaneous Service Contracts

Item Number: **2**

Page 1 of 1

Vendor Name (& Location): Cubic Transportation Systems, Inc.	Contract Number: 11043-0200	AWO/Modification # 3
Description: BusCIS Hardware In-Depot Warranty & Maintenance Services	Original Amount:	\$29,930,747.00
Contract Term (including Options, if any): February 19, 2013 through July 31, 2020	Prior Modifications:	\$12,343,699
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	Prior Budgetary Increases:	\$ 0
Procurement Type: <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	Current Amount:	\$42,274,446
Solicitation Type: <input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other:	This Request:	\$6,915,964
Funding Source: <input checked="" type="checkbox"/> Operating <input type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	% of This Request to Current Amount:	16%
Requesting Dept/Div & Dept/Div Head Name: Donald Spero, Deputy Chief Financial Officer	% of Modifications (including This Request) to Original Amount:	64%

DISCUSSION:

Approval is sought to extend a services agreement with Cubic Transportation Systems, Inc., for an additional 24 months to provide in depot warranty services for the BusCIS Hardware Subsystem (BHS) and to purchase spare hardware for maintenance for a total amount not-to-exceed \$6,915,964.

The BHS is the hardware portion of the MTA's Bus Automatic Vehicle Location (Bus AVL) system that is located onboard the buses. AVL provides real time bus locations critical to several systems, including MTA Bus Time, Bus Trek, Fleetview, Transit Signal Priority, Digital Signs, and Automatic Passenger Counting. It also provides the data for *post hoc* performance analysis by Operations Planning. Thus, the MTA must maintain high BHS availability to support the many systems that rely on it.

In July 2011, the MTA Board approved a competitively negotiated contract for system integration services to deploy the on-board BHS throughout the five boroughs. Two vendors, VeriFone and Cubic, were selected to provide this service and each designed, furnished and installed distinct BHS units for about 1/3rd and 2/3rd of the fleet, respectively. The combined total for all boroughs were approved as not-to exceed amount of \$55 million. Each vendor then subsequently provided in-depot warranty service for their own hardware. In January 2019, the MTA decided not to renew its agreement with VeriFone, but instead extended its contract with Cubic through July 31, 2020. The extension was identical to the original agreement, except that Cubic started maintaining all BHS units, including VeriFone's. Cubic also upgraded the VeriFone units' modem component, which only supported the soon-to-be depreciated 3G wireless protocol, to support 4G.

With a growing portfolio of technologies that began to come off warranty in 2019, and a desire for greater control over its maintenance, NYCT is evaluating alternate approaches to manage its fleet technology and systems, including possibly using in-house forces. This extension will afford NYCT and the MTA the time necessary to structure these efforts.

Cubic has agreed to a net 1.5% reduction to the rates negotiated in the original agreement (comprised of a 2% escalation followed by a 3.5% reduction on all costs). Since BHS units are equipped on both NYCT and MTABC fleets, the cost for this modification will be proportionally allocated to each agency.

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

JUNE 2020
MTA REAL ESTATE
LIST OF REAL ESTATE ACTION ITEMS FOR BOARD APPROVAL

METROPOLITAN TRANSPORTATION AUTHORITY

License agreement(s) with Compass Group USA, Inc. to install vending machines throughout the MTA system

Policy governing MTA Real Estate's leasing and licensing of employee swing room and rest facilities for NYCT employees

MTA NEW YORK CITY TRANSIT

Lease with K & K Newsstands, Inc. for retail units at the Delancey/Essex St. Station Complex

MTA LONG ISLAND RAIL ROAD

Disposition of real property in Richmond Hill, Queens to Alphapointe, Inc.

Staff Summary

Subject LICENSE AGREEMENT(S) WITH COMPASS GROUP USA, INC. TO INSTALL VENDING MACHINES THROUGHOUT MTA SYSTEM
Department REAL ESTATE
Department Head Name JOHN N. LIEBER
Department Head Signature
Project Manager Name ARTURO ESPINOZA

Date JUNE 24, 2020
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref. #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	6/24/20	X		
2	Board	6/24/20	X		

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

AGENCIES: Metropolitan Transportation Authority (“MTA”) and its subsidiary and affiliate agencies including MTA New York City Transit (“NYCT”), MTA Bus Company (“MTA Bus”), MTA Metro-North Railroad (“Metro-North”), MTA Long Island Rail Road (“LIRR”), and MTA Staten Island Railway (“SIR”).

LICENSEE: Compass Group USA, Inc. (“Compass”)

LOCATIONS: 141 locations (65 public, 74 employee, 2 part-public/part-employee) throughout the MTA system.

ACTIVITY: Installation, operation, repair, replacement and maintenance of vending machines/micro-market concepts.

ACTION REQUESTED: Authorization to enter into one or more related license agreement(s), for each group of Locations by Agency

TERM: Ten (10) years, with one (1) five (5) year option term

TERMINATION: Terminable at will by Licensor upon sixty (60) days’ prior written notice, at no cost

COMPENSATION: (i) The greater of Minimum Annual Guaranteed Rent (“MAG”) set forth in the Canteen (a subsidiary of Compass) table below and 25% of Gross Sales, plus (ii) a percentage of revenue from exclusive branding rights, if any

COMMENTS:

A Request for Proposals (“RFP”) was publicly offered in November, 2019, seeking a single operator to provide vending machine services at 141 MTA and MTA agency locations, consisting of approximately 533 vending machines.

The RFP required vendors to propose on all locations with each agency bundle containing its own suggested compensation in MAG rent plus a percentage of gross sales and a share of revenue from any negotiated exclusive branding agreements. Two responses were received: one from CC Vending, Inc. and another from Compass Group USA, Inc. The chart set forth below summarizes their proposals:

Staff Summary

FINANCE COMMITTEE MEETING LICENSE AGREEMENT(S) WITH COMPASS GROUP USA, INC. TO INSTALL VENDING MACHINES THROUGHOUT MTA SYSTEM (Cont'd.)

Canteen

Escalation	% Gross Sales
1%	25%

Year	NYCT	MTA Bus	MNR	MTA HQ & BSC	LIRR	SIRTOA	MAG Total	MAG Total w/ 25K EB
1	\$265,000.00	\$35,000.00	\$216,000.00	\$44,000.00	\$16,520.00	\$1,400.00	\$577,920.00	\$602,920.00
2	\$267,650.00	\$35,350.00	\$218,160.00	\$44,440.00	\$16,685.20	\$1,414.00	\$583,699.20	\$608,699.20
3	\$270,326.50	\$35,703.50	\$220,341.60	\$44,884.40	\$16,852.05	\$1,428.14	\$589,536.19	\$614,536.19
4	\$273,029.77	\$36,060.54	\$222,545.02	\$45,333.24	\$17,020.57	\$1,442.42	\$595,431.55	\$620,431.55
5	\$275,760.06	\$36,421.14	\$224,770.47	\$45,786.58	\$17,190.78	\$1,456.85	\$601,385.87	\$626,385.87
6	\$278,517.66	\$36,785.35	\$227,018.17	\$46,244.44	\$17,362.69	\$1,471.41	\$607,399.73	\$632,399.73
7	\$281,302.84	\$37,153.21	\$229,288.35	\$46,706.89	\$17,536.31	\$1,486.13	\$613,473.73	\$638,473.73
8	\$284,115.87	\$37,524.74	\$231,581.24	\$47,173.96	\$17,711.68	\$1,500.99	\$619,608.46	\$644,608.46
9	\$286,957.03	\$37,899.98	\$233,897.05	\$47,645.70	\$17,888.79	\$1,516.00	\$625,804.55	\$650,804.55
10	\$289,826.60	\$38,278.98	\$236,236.02	\$48,122.15	\$18,067.68	\$1,531.16	\$632,062.59	\$657,062.59
							TOTAL	\$6,296,321.87

CC Vending

Escalation	% Gross Sales
3%	25%

Year	NYCT	MTA Bus	MNR	MTA HQ & BSC	LIRR	SIRTOA	MAG Total
1	\$90,000.00	\$26,000.00	\$100,000.00	\$15,000.00	\$2,000.00	\$500.00	\$233,500.00
2	\$92,700.00	\$26,780.00	\$103,000.00	\$15,450.00	\$2,060.00	\$515.00	\$240,505.00
3	\$95,481.00	\$27,583.40	\$106,090.00	\$15,913.50	\$2,121.80	\$530.45	\$247,720.15
4	\$98,345.43	\$28,410.90	\$109,272.70	\$16,390.91	\$2,185.45	\$546.36	\$255,151.75
5	\$101,295.79	\$29,263.23	\$112,550.88	\$16,882.63	\$2,251.02	\$562.75	\$262,806.31
6	\$104,334.67	\$30,141.13	\$115,927.41	\$17,389.11	\$2,318.55	\$579.64	\$270,690.50
7	\$107,464.71	\$31,045.36	\$119,405.23	\$17,910.78	\$2,388.10	\$597.03	\$278,811.21
8	\$110,688.65	\$31,976.72	\$122,987.39	\$18,448.11	\$2,459.75	\$614.94	\$287,175.55
9	\$114,009.31	\$32,936.02	\$126,677.01	\$19,001.55	\$2,533.54	\$633.39	\$295,790.81
10	\$117,429.59	\$33,924.10	\$130,477.32	\$19,571.60	\$2,609.55	\$652.39	\$304,664.54
						TOTAL	\$2,676,815.82

Compass's financial offer is the highest overall. Over the initial ten (10) year term, Compass's offer in MAG (plus exclusive branding payments) exceeds CC Vending's offer by \$3,619,506.05. Compass's offer is an approximate 15-20% increase in MAG realized by the MTA over revenue it received during 2018 and 2019 and is in line with the suggested compensation set forth in the RFP pursuant to a broker's opinion of value. For certain Metro-North and LIRR locations, a rent credit may be given to defray the cost of electrical installations/connections. If separate license agreements for each MTA agency are prepared, each license agreement will include cross-default provisions. In addition to a standard security deposit, a corporate guarantee will be obtained.

Compass Group USA Inc. is a wholly owned subsidiary of Compass Group PLC (formed in 1987), a publicly traded company headquartered in Chertsey, UK comprising the largest food and support services company in the world with annual revenues of over \$31 billion worldwide and \$20.1 billion (2019) in the U.S. Compass made its entrance to the U.S. market through its acquisition of Canteen, the largest on-demand retail company with the highest concentration of vending machines in the country with over 50,000 accounts spanning across portfolios such as 16 colleges in the CUNY school system, Stony Brook University, St. John's University, NYC Department of Corrections and NYCT and Metro-North.

Compass disclosed in its proposal certain outstanding judgments and pending legal actions and further advised that Canteen is a party to these types of actions in the ordinary course of business. Canteen advised that such actions were neither material nor would preclude Canteen from performing its obligations under a contract with the MTA and its agencies. A due diligence investigation was completed by MTA Real Estate and determined that these outstanding judgments and pending legal actions will have no effect on Compass's ability to perform its obligations under a contract with the MTA and its agencies. In light of the COVID-19 pandemic and the drastic drop in ridership and in-person workforces at many MTA agency locations, we are exploring with Canteen the possibility of temporarily postponing the payment of the MAG rent until full service has resumed and ridership has returned to more normal levels.

Based on the foregoing, MTA Real Estate seeks authorization for MTA, MTA Bus, NYCT, Metro-North, LIRR and SIR to enter into one or more license agreement(s) with Compass Group USA, Inc., on the above-described terms and conditions.

Staff Summary

Subject POLICY GOVERNING LICENSING AND LEASING OF EMPLOYEE SWING ROOM AND RESTROOM FACILITIES FOR NYCT EMPLOYEES
Department REAL ESTATE
Department Head Name JOHN N. LIEBER
Department Head Signature
Project Manager Name MICHAEL DANIELS

Date JUNE 24, 2020
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref. #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	6/24/20	X		
2	Board	6/24/20	X		

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

AGENCIES: MTA New York City Transit (“NYCT”), MTA Bus Company (“MTA Bus”) and Manhattan and Bronx Surface Transit Operating Authority (“MaBSTOA”)

LESSORS: Various

LOCATIONS: Throughout the service areas of NYCT bus and subway operations and MTA Bus and MaBSTOA bus operations

ACTIVITY: Amending the policy governing the licensing of space for bus crew restroom facilities to, among other things, include leases and license agreements for swing rooms for bus and subway operators

ACTION REQUESTED: Authorization to amend Board Policy #24 to increase the maximum Compensation, as set forth below, without the need to get further board approval

TERM: Restroom agreements: One year, subject to automatic one year extensions
Swing room agreements: Not to exceed 10 years

SPACES: Licensed or leased restrooms and swing rooms, not to exceed 1,500 sq. ft.

COMPENSATION: Restroom agreements: Not to exceed \$500.00 per month/\$6,000.00 per annum
Swing room agreements: First year not to exceed \$7,500.00 per month/\$90,000.00 per annum

ANNUAL RENT ESCALATION: Annual fees/rents escalation not to exceed 5%, starting in the second year

REAL ESTATE TAXES: Proportionate share based on square footage, if applicable

UTILITIES: NYCT, MTA BUS or MaBSTOA responsible for monthly use charges only with no responsibility for installation costs

Staff Summary

**FINANCE COMMITTEE MEETING
POLICY GOVERNING LEASING AND LICENSING OF EMPLOYEE SWING ROOM AND REST FACILITIES
FOR NYCT EMPLOYEES (Cont'd.)**

COMMENTS:

Swing rooms and restrooms are required, pursuant to collective bargaining agreements (CBA), for use by NYCT, MTA Bus and MaBSTOA bus and subway employees to serve as comfort/relief spaces. These spaces are utilized 7-days a week 365-days per year. This policy will authorize MTA Real Estate to enter into license and lease agreements with private businesses for the use of shared restrooms and swing rooms (retail stores and offices) by NYCT, MTA Bus and MaBSTOA bus and subway employees during work shifts throughout the five boroughs and, due to the increases in market rents since the last amendment to this policy in 2002, this amendment will authorize increases to the Compensation as set forth above.

MTA Real Estate, for the benefit of NYCT, MTA Bus and MaBSTOA bus and subway employees, enters into license or lease agreements with private businesses for the use of restrooms and swing rooms throughout the five boroughs. This policy will authorize MTA Real Estate to enter into these agreements under the terms noted above without the need for Committee or Board approval.

This policy also requires MTA Real Estate to notify the Board of the terms subsequent to the execution of the agreement.

Based on the foregoing, MTA Real Estate requests authorization for NYCT, MTA Bus and MaBSTOA to enter into various agreements with third parties on the above-described terms and conditions.

Staff Summary

Subject LEASE WITH K & K NEWSSTAND INC FOR RETAIL UNITS AT THE DELANCEY/ESSEX ST. STATION COMPLEX
Department REAL ESTATE
Department Head Name JOHN N. LIEBER
Department Head Signature
Project Manager Name RAYMOND SMYTH

Date JUNE 24, 2020
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref. #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	6/24/20	X		
2	Board	6/24/20	X		

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

AGENCY: MTA New York City Transit (“NYCT”)
 LESSEE: K & K Newsstand, Inc.
 LOCATION: Delancey/Essex Street Station, New York, New York
 ACTIVITY: Operation of three travel/convenience retail units
 ACTION REQUESTED: Authorization to enter into three (3) related lease agreements, one for each Space within the Location
 TERM: Ten years
 SPACES: Three (3) separate units: (1) downtown platform, Sixth Avenue Line: 120 SF; (2) uptown platform, Sixth Avenue Line, 190 SF; and (3) downtown platform, Nassau Loop, 93 SF
 COMPENSATION: \$66,000 in the aggregate for the first lease year allocated as follows: (1) \$26,400 (40% of the aggregate) for the downtown Sixth Avenue platform; (2) \$26,400 (40% of the aggregate) for the uptown Sixth Avenue platform; and (3) \$13,200 (20% of the aggregate) for the downtown Nassau loop platform, with annual escalations as described below

COMMENTS:

The Location was publicly offered pursuant to a Request for Proposals (“RFP”) in October 2019, seeking an operator for a 10 year lease term. The RFP called for demolition and renovation of the space. Two proposals were received which are summarized below:

Proposer Name	Present Value at 7%
K & K Newsstand, Inc	\$571,306
Sudhir Patel	\$251,713

K & K is the current operator of all three units. At a 7% discount, the net present value of the compensation proposed by them is \$571,306. In addition, K & K proposes to make at least \$200,000 of capital improvements to all Locations. A one-time rent credit will be given to defray the cost of demolition of each Space allocated as follows: (1) \$3,500 for the downtown Sixth Avenue platform; (2) \$3,500 for the uptown Sixth Avenue platform; and (3) \$3,000 for the downtown Nassau Loop platform. In addition, a one-time rent credit will be given toward the Lessee’s cost of construction in an amount equal to the lesser of the actual documented amount of construction costs for all Spaces, or \$189,000 (based on

Staff Summary

FINANCE COMMITTEE MEETING LEASE WITH K & K NEWSSTAND, INC. FOR RETAIL UNITS AT DELANCEY/ESSEX ST. STATION COMPLEX (Cont'd.)

a per square foot allowance). K&K's compensation offer is within the range of the independent valuation received by MTA Real Estate.

The compensation schedule is summarized in the table below:

Lease Year	Annual Compensation	PSF	(1) Downtown Sixth Av Platform	(2) Uptown Sixth Av Platform	(3) Downtown Nassau Loop Platform
1	\$66,000.00	\$162.16	\$26,400.00	\$26,400.00	\$13,200.00
2	\$70,620.00	\$173.51	\$28,248.00	\$28,248.00	\$14,124.00
3	\$75,563.00	\$185.66	\$30,225.20	\$30,225.20	\$15,112.60
4	\$80,853.00	\$198.66	\$32,341.20	\$32,341.20	\$16,170.60
5	\$83,278.00	\$204.61	\$33,311.20	\$33,311.20	\$16,655.60
6	\$85,777.00	\$210.75	\$34,310.80	\$34,310.80	\$17,155.40
7	\$88,350.00	\$217.08	\$35,340.00	\$35,340.00	\$17,670.00
8	\$91,001.00	\$223.59	\$36,400.40	\$36,400.40	\$18,200.20
9	\$93,731.00	\$230.30	\$37,492.40	\$37,492.40	\$18,746.20
10	\$96,543.00	\$237.21	\$38,617.20	\$38,617.20	\$19,308.60

Background and credit investigations were performed on K & K's principals who are equal partners. Both individuals have good credit and sufficient financial resources to pay the construction and compensation offered.

Separate lease agreements will be prepared for each of the three Spaces. Each lease will include cross-default provisions and each will be prepared in a form approved by MTA Legal. In addition to the standard security deposit, both principals, Messrs. Khan and Huda will provide personal guarantees, with joint and several liability of K & K's obligations under the lease agreements, prepared in a form approved by MTA Legal.

Based on the foregoing, MTA Real Estate requests authorization for NYCT to enter into a lease agreement, prepared in a form approved by MTA Legal, on the above-described terms and conditions.

Staff Summary

Subject DISPOSITION OF REAL PROPERTY AND BUILDING IN RICHMOND HILL, QUEENS TO ALPHAPOINTE, INC.
Department REAL ESTATE
Department Head Name JOHN N. LIEBER
Department Head Signature
Project Manager Name ANTHONY CAMPBELL

Date JUNE 24, 2020
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref. #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	6/24/20	X		
2	Board	6/24/20	X		

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

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

GRANTEE: Alphapointe, Inc ("Grantee")

LOCATION: Segment of LIRR property along the main line in Queens, New York: Block 9331 Lot 50 (the "Property")

ACTIVITY: Disposition of real property and a masonry building (the "Building")

ACTION REQUESTED: Authorization to dispose of real property and the Building thereon

SIZE: ±500 square feet of land including a masonry brick building

COMPENSATION: \$20,000.00

COMMENTS:

The proposed Grantee currently leases the Property (Parcel 1) together with a nearby non-adjacent unimproved parcel (Parcel 2) from LIRR. The proposed Grantee also owns property located adjacent to the Property ("Grantee's Adjacent Owned Property"). The lease was entered on November 2, 1967 and has been on an annual renewal basis, (the "Existing Lease"). The Building on the Property is an extension of, and is physically attached to, the Grantee's main building on Grantee's Adjacent Owned Property ("Grantee's Adjacent Owned Building") and was built by the predecessor-in-interest of Grantee; MTA Real Estate received a request from the Grantee to purchase the Property. Grantee is a 501(c)(3) non-profit organization that serves blind and visually impaired individuals and is the third largest employer of the visually impaired in the United States. MTA Legal has reviewed Grantee's corporate status and has determined that it is a public entity for purposes of dispositions under the PAL given that (i) Grantee conducts business with the City and State of New York under the New York State Preferred Source Program and (ii) under Sections 396-F and 396-G of the New York General Business law, the protection of blind persons and organizations established to aid blind persons are declared to be a matter of state concern.

Pursuant to MTA Real Estate Policies and Procedures, an appraisal was completed by an independent appraiser and the valuation of the Property was determined to be \$38,000. After further negotiations, the MTA and Grantee agreed to the above Compensation and to the conveyance itself under the following conditions:

- Transaction will be an "as-is" purchase;

Staff Summary

FINANCE COMMITTEE MEETING

DISPOSITION OF REAL PROPERTY IN RICHMOND HILL, QUEENS TO ALPHAPOINTE, INC.

(Cont'd.)

Page 2 of 2

- Grantee to complete all due diligence (title search, environmental due diligence) at its cost and assume any required environmental cleanup costs at the Property and will indemnify LIRR and its affiliates for same;
- Grantee will be responsible for repairing all building structural deficiencies subsequent to the sale;
- Grantee shall be responsible for any necessary force account costs associated with due diligence work and building repair;
- Grantee must assume the existing scaffolding contract or obtain its own scaffolding upon closing to continue the protection of the adjacent right of way; and
- Ownership of the Property must remain with Grantee (or any public entity successor-in-interest or affiliate that continues to be part of the above reference Preferred Source Program) or the Property will revert back to the LIRR.

The terms are fair and reasonable and will relieve the LIRR from spending funds to repair the building to prevent any damage to the main line tracks. In addition, due to the small size, the unique location of the Property and the physical attachment of the Building to Grantee's Adjacent Owned Building, the Property has very little value to any entity other than to the proposed Grantee or the LIRR.

Pursuant to PAL section 2897, an explanatory statement is required and will be prepared and filed at least 90 days prior to the disposition. This action is in compliance with SEQRA upon execution of the Environmental Assessment Form by MTA Real Estate.

Based on the foregoing, MTA Real Estate requests (i) that the Board make a determination that there is no reasonable alternative to the proposed below market transfer and (ii) authorization for the LIRR to dispose of the Property and Building pursuant to the terms and conditions above.