



Metropolitan Transportation Authority

May 2021

MTA Board Action Items



MTA Board Meeting
2 Broadway, 20th Floor Board Room
New York, NY 10004
Wednesday, 5/26/2021
10:00 AM - 5:00 PM ET

1. PUBLIC COMMENT PERIOD

2. APPROVAL OF MINUTES

MTA and MTA Agencies Committee & Regular Meeting Joint Minutes - April 21, 2021

MTAHQ

NYCT/MaBSTOA/SIRTOA/MTA Bus Company

MTA Metro-North Railroad

MTA Long Island Rail Road

MTA B&T

MTA Construction & Development

MTA and MTA Agencies Committee & Regular Meeting Joint Minutes - April 21, 2021 - Page 4

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

LIRR Procurements Report (no items)

MNR Procurements Report (no items)

MTA C&D Procurements Report (no items)

4. COMMITTEE ON NYCT & BUS

NYCT Procurements Report

Procurement Cover, Staff Summary and Resolution - Page 31

i. Non-Competitive (no items)

ii. Competitive

Competitive - Page 36

iii. Ratifications (no items)

C&D Procurements

C&D Procurement Package - Page 39

5. COMMITTEE ON MTA BRIDGES & TUNNELS OPERATIONS

B&T Procurements Report

B&T Procurements - Page 46

i. Non-Competitive (no items)

ii. Competitive

B&T Competitive - Page 49

Ratifications (no items)

6. COMMITTEE ON FINANCE

Action Item

i. 2020 Annual Investment Report Staff Summary (Report available in Exhibit book and MTA.info)

2020 Annual Investment Report Staff Summary (Report available in the Exhibit Book and MTA.Info) - Page 56

MTAHQ Procurements Report (no items)

Information Items

i. Station Maintenance Billing

Station Maintenance Billing - Page 58

ii. Annual Pension Report (Report available in Exhibit book and MTA.info)

Annual Pension Report (Available in the Exhibit Book and MTA.Info) - Page 63

Real Estate Items

i. Real Estate Agenda and Staff Summaries

Real Estate Agenda and Staff Summaries - Page 64

7. FIRST MUTUAL TRANSPORTATION ASSURANCE CO (FMTAC)

FMTAC Annual Meeting and Investment Performance Report (Report available in the Exhibit Book and MTA.Info)

FMTAC Annual Meeting - Page 72

**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, April 21, 2021

10:00 a.m.

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

Hon. Patrick Foye, Chairman & CEO

Hon. Jamey Barbas

Hon. Frank Borelli

Hon. Victor Calise

Hon. Lorraine Cortés-Vázquez

Hon. Michael Fleischer

Hon. Randolph Glucksman

Hon. Rhonda Herman

Hon. David Jones

Hon. Linda Lacewell

Hon. Kevin Law

Hon. Robert W. Linn

Hon. David Mack

Hon. Haeda B. Mihaltses

Hon. Robert F. Mujica

Hon. Lawrence Schwartz

Hon. Vincent Tessitore, Jr.

Hon. Neal Zuckerman

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

Hon. Andrew Albert

Hon. Norman Brown

Hon. John Samuelson

The following staff members attended in person or by videoconference:

Thomas J. Quigley, General Counsel, Robert Foran, MTA Chief Financial Officer, Paul Fama, MTA Chief People Officer, Anthony McCord, MTA Chief Transformation Officer, Patrick Warren, Chief Safety Officer, Sarah E. Feinberg, Interim President, NYCT, Craig Cipriano, Acting President, MTA Bus/Senior Vice President, NYCT Department of Buses, Janno Lieber, MTA Chief Development Officer, MTA Construction & Development, Phillip Eng, President, Long Island Rail Road, Catherine Rinaldi, President, Metro-North Railroad, Daniel DeCrescenzo, Acting President, TBTA, Chief Joseph McGrann, Chief of Operations, MTAPD, Chief Kathleen O'Reilly, NYPD Chief of Transit, Mark Young, Vice President, Management and Finance and Chief Financial Officer, LIRR, Patrick McCoy, Director of Finance, David Keller, Senior Deputy Director, Financial Management and Budget, Kuvershen Ayer, Chief Procurement Officer, David Florio, Director, R.E. Operations, Leasing & Acquisitions, Allison C. de Cerreño, Ph.D., MTA Deputy Chief Operating Officer, Abbey Collins, Chief Communications Officer, Monica Murray, Chief Administrative Officer, NYCT President's Office, and Quemuel Arroyo, MTA Chief Accessibility Officer.

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, stating that the MTA regular Board meeting is being held jointly with the Joint Metro-North Railroad and Long Island Rail Road Committee, the New York City Transit Committee, the Bridges and Tunnels Committee, Finance Committee, Safety Committee, and the Capital Program Oversight Committee.

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

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

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

Chairman Foye stated that speakers for the public comment period were able to register on Monday, April 19, 2021 and send in their video or voice comments. The Chairman noted that the first 30 minutes of speakers' comments will be delivered at today's meeting and comments made by other speakers will be published on the MTA website.

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

2. PUBLIC SPEAKERS SESSION.

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

There were 19 registered public speakers, the following 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 the public speakers' statements, and to MTA.info for comments made by other public speakers.

Rachael Fauss, Reinvent Albany
Felicia Park-Rogers, Tri-State Transportation Campaign
Jason Anthony, The Congress of Essential Workers
Lisa Daglian, Executive Director, PCAC
Matt Kamper, Passengers United
John C. Michno, Passengers United
Vittorio Bugatti, Express Bus Advocacy Group
Councilmember Ydanis Rodriguez, NYC Council, District 10
CN, private citizen
Miriam Fisher, private citizen
Aleta Dupree, private citizen
Andy Pollack, Passengers United
Stewart Mader, private citizen
H.P. Schroer, UMEWE
Ilan Berman, private citizen

CHAIRMAN FOYE'S REMARKS.

Chairman Foye began the meeting by acknowledging the importance of yesterday's events in Minnesota, as the jury charged with deliberating the case in the murder of George Floyd delivered some measure of accountability. Chairman Foye noted that the verdict is not the full measure of justice Mr. Floyd's family deserved, but it is an important step forward.

Chairman Foye stated that the murder of Mr. Floyd last year was a watershed moment for the country, as it surfaced and laid bare dynamics that have existed, unacknowledged, for far too long - the racism and inequity that still exists in America and the tremendous consequences that can mean for its citizens. As Dr. King said, the arc of the moral universe is long, but it bends toward justice. Chairman Foye stated that, we as a nation, as a society, still have far to go, but the events of yesterday have helped us move one step closer. The Chairman stated that, as we move forward, MTA recognizes and embraces the value and importance of diversity and will continue to drive towards effective change on these issues.

Chairman Foye called for a moment of reflection to acknowledge and honor the service and memory of those in the MTA family who have passed since the last meeting.

Craig Cipriano, Acting President, MTA Bus/Senior Vice President, NYCT Department of Buses, read the names of the following NYCT Buses / MTA Bus employees:

- Dennis Robinson
- Michael Chambers
- Marie Wallace

Catherine Rinaldi, President, Metro-North Railroad read the name of the following Metro-North employee:

- Brendan Quinn

Janno Lieber, Chief Development Officer, read the name of the following C&D employee:

- Younan Demian

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

Chairman Foye thanked the heroic employees for their continued dedication, stating that it is only because of their hard work the MTA has been able to pull the region through this unprecedented crisis, and he stated that the MTA family is here for their employees and loved ones.

Chairman Foye announced that the MTA is extending its first-in-the-nation Family Benefits Agreement for the families of fallen colleagues. The Chairman stated that it is imperative that

the MTA continue to take care of the families who have suffered tremendous losses due to the pandemic because the sacrifice of their loved ones deserves to be recognized.

The Family Benefits include \$500,000 from the MTA to the surviving family of any employee who succumbed to COVID-19. The agreement also provides health insurance to the worker's spouse and dependents to the age of 26 for three years. The Chairman stated that, importantly, the final state budget this year also included a provision to make the \$500,000 benefit exempt from state taxes. Chairman Foye thanked the Governor for ensuring this exemption was included in the enacted state budget and the Legislature for approving it. The Chairman stated that it is the MTA's hope that the federal government will soon follow suit.

Chairman Foye stated that in honor of Earth Day tomorrow, and as the country emerges from the COVID crisis, MTA must return its focus on the literal existential crisis of its time—the ongoing climate crisis. The Chairman stated that it is critical that we emerge from this moment a greener and more sustainable New York. Earth Day serves as an important reminder of the powerful role the MTA plays in making New York a more livable place for all New Yorkers.

Chairman Foye noted the following points on the issue of climate:

First, the transportation sector around the nation is a significant contributor to greenhouse gases, which the Chairman stated is not the case with respect to the MTA's transit system. In 2019, the MTA effectively prevented the release of approximately 17 million tons of greenhouse gases—three times the entire annual greenhouse gas emissions in the city of San Francisco. An average MTA trip saves over 10 pounds of greenhouse gas emissions. Chairman Foye stated that MTA is committed to doing more in the years ahead by transitioning away from diesel fuel on buses and trains.

Second, the MTA is continuing to drive towards creativity and innovation in technology to achieve these goals. Earlier this week, President Eng announced that the LIRR is now testing battery-powered cars on the Oyster Bay branch—the first test of this technology in North America. If this test with Alstom proceeds successfully, air quality on Long Island would improve, commutes would be shorter and more reliable, and literally billions of dollars of required capital investment in electric infrastructure would be available to reinvest in other priority projects. In addition, Chairman Foye stated that if the pilot proves successful, the LIRR could eventually retire its noisy diesel trains completely. President Eng has been sharing this great news about this pilot over the past few days and will speak about it later in this meeting. The Chairman stated that if the pilot is successful this technology could benefit LIRR and Metro-North customers, and other commuter rails around the nation.

Third, Innovation in Policy, one of the most important ways the MTA will help improve the environment of this region is through its first-in-the-nation Central Business District Tolling Program ("CBDT"). The CBDT Program, once implemented, will fund mass transit—30% of the capital plan is dependent on CBDT—and reduce congestion in New York City and beyond. Additionally, the program will help to reduce greenhouse gas emissions and improve air quality. Chairman Foye noted that Dr. Allison C. de Cerreño, MTA Deputy Chief Operating Officer, and the agency's lead on this project, will provide an update later in the meeting.

Chairman Foye thanked Transportation Secretary Buttigieg for the quick action on this matter, giving MTA direction on the environmental approach, and recognizing the importance of this project just two months into the administration.

Fourth, the 2020-2024 Capital Plan invests in environmentally friendly projects across the board, including the largest electric bus order in the history of the United States, a major step toward an all-electric bus fleet in the future; more efficient rolling stock; ADA accessibility; additional bus lanes, which increase bus speeds and reduce idling and many more.

The Chairman noted that the MTA has received the Governor's Award for Outstanding Commitment to Energy Efficiency from NYPA for leadership in advancing clean energy projects.

Finally, Innovation in Finance, Chairman Foye stated that the MTA was the first, and is by far the largest, municipal issuer of green bonds in the United States. At the Governor's suggestion in 2015 MTA began to explore the green debt market—selecting the non-profit Climate Bonds Initiative (“CBI”) for its global focus on climate issues. In just 4 years the MTA has issued all of the bonds eligible under the CBI verification, and according to an independent analysis of the 2010-2014 Capital Program by the firm Sustainalytics, \$11.4 billion of that program fully met CBI's low carbon transport criteria.

The MTA is in the middle of procuring a new verification of the 2015-2019 Capital Program—this is done when a Capital Program is completed, to continue these efforts. This commitment to green bonds is not new for the MTA but is one that the financial markets are increasingly realizing its importance. Chairman Foye stated that yesterday the muni debt markets rejected a proposed deal in another part of the nation for a private prison complex for not meeting Environmental, Social and Corporate Governance (“ESG”) goals. Increasingly, investors in all markets will be looking at the social value of municipal debt, and the importance of ESG goals. The Chairman stated that the MTA municipal debt satisfies that need, and he commended Chief Financial Officer Robert Foran, Patrick McCoy, Director of Finance, and their colleagues for advancing this initiative.

Chairman Foye, commenting on the region's reopening, stated that the MTA's heroic employees continue to demonstrate day after day what it means to be an essential worker. Their critical work is vitally important as the City and region begin to reopen. The Chairman stated that it feels like real progress and hope is finally on the horizon—vaccines are now available to all adults nationwide thanks to President Biden, employers are starting to have their workers return to the office, restaurants and bars are staying open later, museums and cultural centers are once again welcoming patrons, and fans are back in the stands at Citi Field and Yankee Stadium, and other arenas enjoying live sports.

Chairman Foye stated that reliable and efficient public transportation will play a key role in the comeback. New Yorkers know that mass transit is still the quickest and safest way to get around town, and many are now coming back to the system for the first time. The Chairman noted that on April 8th, the subways surpassed 2 million daily customers for the first time since the inception of the pandemic; buses have regularly carried more than 1 million customers since last year; and LIRR and Metro-North have also shown modest increases. The MTA will continue to monitor service levels and adjust as necessary to accommodate returning riders. Chairman Foye stated that he strongly believes it is a matter of when, not if, more New Yorkers will follow suit. To help spur the return this Spring, the MTA is launching an exciting new “Take the Train” campaign. Opening day at Citi Field was the official campaign kickoff and the MTA held the first-ever live news conference on two moving trains. Chairman Foye stated that he raced Phil Eng to CitiField to see whether the subway or LIRR was quicker; and that it has been reported that he lost, but the Mets won. The Chairman stated that it was still a great experience, especially as a longtime Mets fan—the experience really heightened the optimism so many are feeling about the summer ahead.

Chairman Foye stated that the MTA is grateful for the support it received from all of New York’s hometown sports teams recently, as fans have returned to arenas—the Mets, the Yankees, the New York Knicks and the Brooklyn Nets. The Chairman noted that Nets star Joe Harris recorded a special message for the MTA employees. The video recording was played for staff.

Chairman Foye thanked Joe Harris for taking the time to give a shoutout to the incredible men and women of the MTA.

Chairman Foye stated that at this critical moment continuing to ensure a safe and secure environment systemwide remains the MTA’s top priority. Last week the MTA released its latest Transit customer survey, which found that three quarters of respondents listed safety from crime and harassment in stations and on trains as their number one concern when considering a return to transit.

More than three quarters of riders also said they feel safer in the presence of uniformed police officers. Chairman Foye stated that the MTA has heard them loud and clear, which is why he and Interim President Sarah Feinberg have continually called on the City to allocate additional NYPD officers to the Transit system, along with additional resources to support people experiencing mental health crises, who have nowhere to turn for shelter. The Chairman stated that too often we encounter people who need help that transit workers simply cannot and should not provide, which is why the MTA needs the City resources to protect the most vulnerable citizens.

Chairman Foyes stated that the MTA plans to stay the course when it comes to executing its unprecedented disinfecting regime and promoting the systemwide mask mandate. The latest numbers show mask usage continuing to hover around 98-99%. The Chairman thanked the MTA customers for doing their part to stop the spread of COVID-19. Masks are available for free at all the MTA stations, and the Chairman stated that a number of staff members, including him, will be handing out masks personally tomorrow with the Mask Force in his old

neighborhood of Jackson Heights—the 74th St-Roosevelt Station—and at Grand Central with President Catherine Rinaldi and Metro Man.

Chairman Foye stated that efforts to vaccinate the MTA workforce are also progressing. Forty percent of employees, to date, have received at least their first shot, and the Chairman stated that the MTA is working hard to drive that number even higher. Chairman Foye acknowledged the opening of the MTA-only vaccination sites at Livingston Street in Brooklyn, Grand Central Terminal and in Jamaica. Slots have also been set aside for MTA workers at the state-run Jacob Javits Center.

Chairman Foye stated that he would like to recognize and congratulate two former colleagues:

First, congratulations to newly confirmed Deputy Transportation Secretary Polly Trottenberg. The Chairman stated that throughout Ms. Trottenberg’s years of service in City government, as an MTA Board member and serving two U.S. Senators, Ms. Trottenberg proved herself to be a talented and skilled advocate for New Yorkers time and time again. Chairman Foye stated that he is confident Ms. Trottenberg will bring the same brilliant insights, work ethic and clear-eyed focus to USDOT when crafting national transit policy advancing the interests of the nation and New York.

Congratulations also to former MTA Chief Operating Officer Nuria Fernandez, who was nominated this month by the President to serve as Administrator of the Federal Transit Administration. Ms. Fernandez is uniquely qualified for this important role as she serves as the FTA’s current Deputy Administrator. Ms. Fernandez also led the agency in an acting capacity under former President Bill Clinton. Chairman Foye stated that it is clear the FTA will be in good hands with Ms. Fernandez at the helm.

Finally, Chairman Foye recognized the upcoming retirement of Al Putre, Executive Director of the OMNY Program and Chief Revenue Officer at NYCT. The Chairman stated that throughout Mr. Putre’s tenure at the MTA, he has consistently provided leadership, vision and excellence in operations. His energy and focus helped the MTA solve problems creatively and with classic Al Putre panache. Chairman Foye congratulated Mr. Putre and wished him well.

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.

3. CHIEF SAFETY OFFICER’S PRESENTATION.

- A. Safety and Security Report. Patrick Warren, MTA Chief Safety Officer, provided an update on COVID-19.
- B. MTAPD Crime Report. Chief Joseph McGrann, MTAPD, presented the crime report.
- C. NYPD Transit Bureau Report. Chief Kathleen O’Reilly presented the NYPD Transit crime report.

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, Chief McGrann’s and Chief O’Reilly’s crime reports, and Board members’ comments and discussion.

4. CHIEF FINANCIAL OFFICER’S PRESENTATION.

Chief Financial Officer Robert Foran provided an update on MTA’s finances.

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.

5. CHIEF DEVELOPMENT OFFICER’S PRESENTATION.

A. Report on MTA C&D Operations and Capital Program Oversight Committee (“CPOC”):

CDO Lieber stated that he and the MTA’s Independent Consultant Engineer were on hand to respond to any questions Board members have on the material contained in the CPOC Book or on the Capital Program.

B. Presentation on the Status of the Penn Station Master Plan

CDO Lieber gave a presentation on the current status of the Penn Station Master Plan effort that C&D has been engaged in with its partners, Amtrak and New Jersey Transit (“NJT”). CDO Lieber also noted that giving this presentation now is timely as the Biden Administration’s American Jobs plan and infrastructure initiative is making its way through Congress.

CDO Lieber made reference to the Empire Station Complex, a term that is used because Penn Station is emerging as a three-part complex. He mentioned that there is historic Penn Station between 7th and 8th Avenues sharing that block with Madison Square Garden (“MSG”) and also Moynihan Train Hall (“Moynihan”), which underground uses the same platforms and tracks as the existing Penn Station; but there also is the need to expand Penn Station, and options for that expansion is still being explored.

CDO Lieber stated that Governor Cuomo has spoken about Block 780, which is the block south of the existing Penn Station between 30th and 31st Street, as the most likely location for expansion of Penn Station for tracks and platforms to receive trains from the new Gateway Tunnel. The Gateway Tunnel Project has been described by many people in Washington as literally the number one infrastructure project in the nation. He went on to note that as momentum on this project gains, the MTA needs to make sure that we on the New York side of the Project, are able to receive that additional capacity.

The CDO further stated that Moynihan Train Hall, which opened at the end of last year, was a watershed moment in the history as it reminds us of what a great transportation facility can and should be as a light filled public space but also because of its practical benefits. It is easily navigable with the way its escalators and stairs are situated so passengers can move on and off of the platforms quickly. He noted that the other practical reality is with East Side Access coming online next year, having the Moynihan, which also serves the Long Island Rail Road (“LIRR”) as well as Amtrak, the MTA has the opportunity to do additional major construction within Penn Station to modernize that very antiquated facility. CDO Lieber noted that in addition to the \$800M of New York State money used to fund the construction of Moynihan, the MTA put its credit behind a \$550M loan that was essential to the completion of Moynihan.

CDO Lieber reported that C&D and the LIRR, working collaboratively with Amtrak and a great team of consultants, are looking at the present situation with Penn Station. He noted that the problems with Penn Station start with the street level with the entrances that are unbranded and do not stand out. He noted the example that you can stand on 7th Avenue and 33rd Street and someone will come up to you and ask if you know where Penn Station is. One of the busiest transportation systems is hidden from the public at street level. C&D began to attack this with a project referred to as the East End Gateway Project which opened at the same time as Moynihan at the end of last year, which is a brand new architecturally significant visible entrance at 33rd Street and 7th Avenue which restores the presence of Penn Station (“Penn”) on to 7th Avenue. This entrance is really transformational in terms of visibility and provides more egress out of the incredibly crowded LIRR Concourse with the additional escalators and stairs that encompass the entrance which is a huge safety benefit from an emergency standpoint.

In further discussion of the East End Gateway Project, the CDO reported that C&D has started to expand the east-west corridor of the LIRR Concourse Level Penn that runs from the 7th Avenue Subway all the way to the 8th Avenue subway and underneath Moynihan Station. He noted that C&D is widening the width of this corridor and raising the ceiling significantly, redoing the retail spaces and dramatically upgrading the busiest area of Penn. CDO Lieber further stated between the 7th and 8th Avenue subways, the two stations at 34th St. represents the second busiest ridership level of any station complex in our system after Times Square, so this is not just a commuter station, this is a subway center to the max.

CDO Lieber reported that the current contract is addressing problems we can address at this point in time because this portion of the LIRR Concourse is under street level. In other portions, there is another level (the so-called B or Amtrak level) above it before you get to the street level. The north-south corridors, which are beneath the Amtrak level and where most of the passengers go to get on and off of the platforms at track level via stairs and escalators are extremely cramped and have low ceilings. He noted that the crowding situation in these areas will only get worse when the expansion is built unless we do something about them as those north-south corridors will have to provide access to the expansion area as we will have NJT and Amtrak customers expecting to be able to move through the north-south corridors as well as the LIRR and Metro-North Railroad (“MNR”) customers.

CDO Lieber stated that Penn was built as an Inter-City Rail Facility by the Pennsylvania Railroad and is now owned by Amtrak, another Inter-City operator. He noted that, in reality, Penn has overwhelmingly become a commuter station and that NJT ridership is expected to double with the construction of the new Station. CDO Lieber further stated that the MTA plans for the future and in using a 2038 projection model, that model shows that the MTA, between the LIRR and MNR customers (when the MNR Penn Station Access Project is completed which will also provide people in the Bronx living in transit deserts access to mass transit) coming into Manhattan will remain the largest overall user.

Although it is not yet in a Capital Program, the CDO stated that he insisted that the planning include MNR service through the Empire Tunnel, which currently brings some Amtrak service through the Westside of Manhattan into Penn and would allow for future MNR Hudson Line service to access it. We are also planning for West of the Hudson MNR service that is operated by NJT to be able to access Penn directly in the future when the “Secaucus Loop” is built.

CDO Lieber reported that customers utilizing Penn are disproportionately coming from the 7th Avenue end of Manhattan rather than the 8th Avenue end and therefore predominately using the 7th Avenue end to arrive and board trains. This is one of the reasons that the upper level of Penn is less useful from a transportation standpoint as all of its vertical circulation elements (stairs, escalators and elevators) to and from the platforms are located towards the 8th Avenue end.

The CDO stated that there are four steps that need to be done in order to “fix” Penn. The first step is to increase rail capacity by adding tracks and platform, which he noted is what the Penn Expansion and the Gateway Program are about, and that C&D refers to that expansion as Empire South, part of the Empire Station Complex.

Step two is to add more staircases, escalators and elevators to the platforms to address crowding by spreading out riders so they can egress on and off of trains safely and quickly. And the final two steps have to deal with increasing passenger circulation. The CDO stated that anybody who uses Penn knows that it is a passenger circulation nightmare, so the MTA has to make it easier to navigate. The CDO reminded people that when you enter Penn now it feels like a box, you are immediately disoriented, there's no light, there's no intuitive navigation, you are following signs and you don't know where you are going. From an emergency standpoint, passengers do not have clear sight lines to and from exits. Penn also has to regain the street presence and to reintroduce some daylight, which was lost with the destruction of the original Penn Station which took place in the early 1960s. These things are not just luxuries, but are now fundamental, as we see now from Moynihan, to a high-functioning transportation facility.

CDO Lieber stated that while there will be more discussion and that the MTA will have to go through the public process prior to finalizing a preference, he presented two basic alternative plans that the C&D has developed with Amtrak and NJT. The CDO noted that despite which version is ultimately selected, the number of vertical circulation elements to the Platform level would need to be increased for all of the reasons he outlined earlier.

CDO Lieber reported that in the two-level alternative you preserve the upper Amtrak level. The first step is to provide additional vertical circulation by taking the center area of the Amtrak level, which is now occupied exclusively by the rotunda and the waiting area and turning it into a natural pedestrian east-west spine to provide for easier circulation. Under this alternative, construction would knockout some limited areas of the upper level to create some visual connection between the upper and lower levels. This might give you a two-story atrium down the center of the station so it would provide more visual connectivity, more orientation and easier movement.

On the lower level under both alternative plans, the north-south concourses, the “fingers” that come off the big LIRR Concourse, would be dramatically expanded providing more room for passengers to move much more quickly to the vertical circulation elements to get to the platform level and a very different circulation experience while also connecting to the new expansion to the South. On the single level alternative, those connections would be expanded even more. The core idea that we are working with is the lower level is where passengers get on and off most of the trains. It's where most of the access to the tracks and platforms is made and we have to make it really useful and comfortable for everybody. The CDO noted that the key here is not only making it wider, we also have to raise the ceilings, which is only possible in single level alternative. The CDO noted that it's not truly a single level because you are only taking out 40% of the upper Amtrak level, but it's a much more wide-open space providing the opportunity to have that feeling of a modern train station like Moynihan.

The CDO noted that the other thing that could be done that couldn't be done in the two-level alternative is to completely blow out the existing Taxi Way, which hasn't been used since September 11, 2001 for security reasons. Blowing it out allows you to have major new entrances in the mid-block between 7th and 8th Avenues. Inside you would get a glass-filled, amazing sky-lit space that would be really what we call the train hall. The result of this is the whole east-west spine of this area, the center of the station, which is now blocked off by back of house space, mechanical rooms and the residual structure from the original old Penn, would be pushed out to the upper level where we can consolidate it out of the passengers' way and open it all up for passenger circulation. He noted that that's a bigger atrium space even than what can be achieved in the double alternative. CDO Lieber stated that obviously there are different impacts in terms of the east-west concourses between single and double level alternatives, but we are working these through with our partners in the two other railroads.

The CDO noted that another issue that C&D was asked to look is the idea of taking over the Hulu Theater, which is a 5,000 square theater within MSG, separate from the main arena. He noted that this would allow for a real entrance instead of a “blank wall” on 8th Avenue, and it would also provide the opportunity to have a train hall of similar grandeur and passenger amenity and also, most importantly, intuitive navigation as you walk in from 8th Avenue. He noted that the downside of this plan is it may be disproportionately expensive -- the cost of what it would take to acquire the space from MSG is one thing, but

the real part is disentangling all the mechanical and electrical systems from the Hulu Theatre and MSG, which is a billion dollar-plus cost alone. He noted that as Moynihan already provides an incredible level of amenity for the 8th Avenue passenger, C&D de-emphasized this at least in the MTA's view as a priority. The 7th Avenue side is where the people are and where we need to prioritize.

CDO Lieber also noted that the big trucks that are used to deliver sets and stages for MSG events don't fit in the loading dock, resulting in loading and unloading being done literally on 33rd Street, which is a huge impact to the community and to the streetscape and to what this neighborhood feels like. He stated that in addition to taking over the Taxi Way and creating that great sky-lit train hall that he mentioned and showed in a rendering of earlier, C&D could also readjust the level of the MSG loading dock by taking out the Taxi Way in a way that would allow the big trucks to enter go straight to the loading dock so they wouldn't have to double handle off of the street and allow them to exit smoothly on to 31st Street instead of having to perform reverse k-turn movements and exit on 33rd Street. There's a major advantage in terms of the street-scape impact of MSG with this approach. He noted that you could have a street only for pedestrians other than for trucks heading to the MSG Loading Dock and create a much more pedestrian friendly streetscape.

CDO Lieber apologized for taking a little bit more of the Board's time than usually this month and noted that this is the MTA's chance. He stated that the reason that C&D is pushing forward with this is the Gateway Tunnel project is obviously getting a lot of great attention as the Biden infrastructure plan unfolds, and the agency knows that it needs to have a Penn Station that's ready to receive that additional capacity when the tunnels are completed. It's not that far away, and the MTA needs the existing Penn to be fully renovated because that's where the New Yorkers are going to be. The East River tunnels that take you to the platforms underneath the existing Penn aren't moving. New Yorkers are still going to be there and it's the New Yorkers who ride the LIRR, it's the New Yorkers who use MNR and hopefully in the future the West of Hudson passengers on MNR service (operated by NJT) as well as the new MNR Penn Access passengers and it's the subway, that incredible concentration of subway passengers who use Penn. CDO Lieber stated that the MTA needs to plan to include full reconstruction of existing Penn in some of the ways that he has described.

Chairman Foye thanked CDO Lieber for a compelling presentation.

Board Member Zuckerman stated that at the time he was also handling another chore but he had both a universal and a parochial comment. The universal comment was that the presentation was an amazingly bold vision and that CDO Lieber had done big things before and would do so again. He further stated that he appreciated Governor Cuomo's foresight. Board member Zuckerman continued that when he went down to Moynihan when it was an empty shell and the Governor talked about what Senator Daniel Moynihan had said to him, to "go get good things done" and so you are doing good things and he loved the boldness and the vision. The parochial one was something he stated he had raised before

and we have discussed, the study in the current capital plan to allow MNR Hudson Line Service into Penn Station which could benefit lots of our customers. Board member Zuckerman further stated that he would like the MTA to make sure it is considering how the MTA could benefit those of us on the MNR Hudson Line Hudson line of Metro-North getting access to Penn. He stated that as someone who works in the Hudson Yards Complex and hopes to return to work there soon, he knows that's a meaningful audience that the MTA can serve, and it would be an incredibly thoughtful way of expanding the value of Penn. It would make MNR that much more attractive to those who live on the Hudson River side of Westchester, Putnam and Dutchess Counties and he hopes we have a way to include that access in our planning.

CDO Lieber responded that he respectfully thinks Board Member Zuckerman was momentarily distracted by his other responsibility as he did mention in the presentation that as part of the sizing of the capacity expansion and working with Amtrak and NJT, that we are making sure that the future connection of the Hudson Line through the Empire Tunnel, down the West Side, is part of the planning model. He noted that planning also includes for West of Hudson service via the Secaucus Loop.

Board Member Zuckerman responded that he heard the West of Hudson but didn't hear the Hudson Line, and thanked the CDO.

Board Member Jones stated he thought this was one of the best presentations he had heard but it raises the question and issue that Board Member Linn has raised, namely that the Board is being flooded with information with no advance documentation and no serious committee response. He further stated that he thought what CDO Lieber presented was extraordinary, but he hasn't had a chance to analyze it in anyway and it may be beyond his pay grade. He also noted that the fact this kind of presentation is compressed into this incredibly tight series of meetings or one meeting is just not allowing Board Members as fiduciaries to even participate actively and not having the full committee meetings, not having public exposure of these issues, is just not appropriate for us as fiduciaries. Board member Jones stated that's less a question for CDO Lieber, but more for Chairman Foye on how we are going to deal with this going forward.

Chairman Foye responded that CDO Lieber's presentation was an informational briefing. The Board would not be acting on this at today's meeting. He further responded that given the attention that the Penn Station area has received, we thought it was appropriate that CDO Lieber present this presentation. The Chairman stated that the comments Board Member Jones and Board Member Zuckerman made that this is a bold, compelling vision is exactly right and he thought many people share that. The Chairman noted there will be lots of discussion and review in the future, and the MTA is not asking the Board to take any action this month or next month.

Board Member Jones commented that he understood but that the Board can't comment effectively in this kind of constrained series of meetings. Board Member Jones further commented that the Board has to be getting back to some more open meetings and committee meetings again.

Chairman Foye stated that he agrees.

Board Member Calise commented that he would like to see open meetings, as well. He also thanked CDO Lieber for the presentation and commented he liked the way he is bringing a bold vision, and everything that comes in with this new vision certainly is accessible under the ADA law, so that's a game changer. The Board Member encouraged the use of the Accessibility Lab in Brooklyn in the planning of the space, along with using some of the way-finding tactics because it would be helpful at Moynihan as well.

Board Member Calise commented on the MTA's old transit system and how the MTA has to make it accessible. He also mentioned that a measure was introduced to include elevators in transit zoning for accessibility last month and that CDO Lieber was there for the announcement. He noted that it certainly is a game changer that will enable the MTA to go beyond the existing accessibility commitments in the 2020 - 2024 Capital Program and add elevators and saving money and, to reallocate funding to other accessibility needs. He stated that elevators are for everyone and inclusive design is building for an accessible future which is good for the public. He further noted that this is a unique partnership between the state, the city and the advocacy community.

Board Member Calise commented that he had been thinking about this for some time when he worked with the New York City ("NYC") Parks Department in seeing how they added this to the High Line, and as both an MTA Board Member and Commissioner of the NYC Mayor's Office for People with Disabilities, he is excited to see it move forward. He continued that he looks forward to accessibility for everyone, and transit accessibility is a big win for the disability community. He noted that the MTA needs the support of this measure and needs people to go to their Community Boards, the City Council, and residents, to get this measure approved.

CDO Lieber stated that in case he wasn't clear, everything that he was talking about at Penn obviously will be fully ADA compliant. He thanked Board Member Calise for the plug for zoning for accessibility and stated that C&D staff was working on with NYC's Planning Department and the advocacy community for some years on this. He noted that it is a very exciting milestone that the MTA was able to roll it out, and that he hopes that the NYC Council will move forward with it.

Board Member Albert thanked CDO Lieber for the presentation and stated that as everybody else stated, it's a really bold vision for what has become a very pedestrian station, the new Moynihan Train Hall and the new entrance to 7th Avenue and 33rd Street being the exceptions. Board Member Albert continued that he had a lot of questions, but as it was late he would just narrow it down to one question – namely, when you enter now from the 7th Avenue side of the station and you walk along a concourse, prior to arriving at the Amtrak waiting room, there's a whole NJT section on two levels. What happens to that part of the station under your plan?

CDO Lieber responded the idea is to create a much more integrated station than we have now, You will have NJT passengers who come in to the Penn South Expansion area to a new Track 1 and will be coming up through the existing Penn Station, so you are going to have to have a much more fully integrated and operational station. Amtrak passengers are going to be in Moynihan but also in Penn South. The vision is to have a single integrated collaborative open station without these separated areas a little like you see in Moynihan where the signage, for example, has been unified and standardized.

Board Member Albert commented that he thinks it's going to be very important that a LIRR, NJT or an Amtrak passenger not actually look at one common board for their departures and hopes there will be separate boards so that folks can find their train and their track easily.

CDO Lieber responded that is definitely achievable within the context of a truly integrated station.

Board Member Barbas reiterated what others have said and gave kudos to CDO Lieber and his team. Board Member Barbas commented that these are incredible complex engineering and architectural proposals, and that while the renderings in the presentation made it look easy and beautiful, there's a lot of hard work behind that. The Board Member added how well thought out the alternatives are and the coordination with the Gateway Project. Board Member Barbas expressed excitement to see more of it and paid compliments to the work already done.

Board Member Glucksman expressed excitement about the presentation and noted that the inclusion all the options and future for the West Hudson passengers is a real plus and thanked CDO Lieber for the presentation.

A copy of CDO Lieber's presentation is filed with the records of the Regular Board meeting of the MTA of this date.

6. CENTRAL BUSINESS DISTRICT TOLLING ("CBDT") UPDATE

Allison C. de Cerreño, Ph.D., MTA Deputy Chief Operating Officer, provided an update and presentation with regard to the Central Business District Tolling Program (CBDTP), a TBTA project. She discussed certain statutory provisions and key features of the MTA Reform and Traffic Mobility Act, which is aimed at reducing congestion and enhancing mobility in the Central Business District and raising sufficient revenue to support the MTA Capital Plan. She also stated that on March 30, 2021, the Federal Highway Administration provided guidance that CBDTP can proceed with an Environmental Assessment (EA) that includes robust outreach. As part of the EA, environmental justice issues will be addressed. At the conclusion of the presentation, Commissioner Calise stated that he was pleased that the environmental review process is moving forward but wanted to ensure and clarify that the disability exemption will be met because people with disabilities will need the exemption and that there are discussions underway to clarify disability among MTA, TBTA and the City of New York.

The details of Dr. C. de Cerreño's presentation and the discussions with regard to CBDTP are contained in the video recording of this meeting, produced by the MTA and maintained in MTA records.

7. 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 March 17, 2021.

Refer to the video recording of the meeting, produced by the MTA and maintained in MTA records for the details.

8. MTA OTHER BUSINESS.

- A. Family Benefits Extension Agreement Relating to COVID-19. Paul Fama, Chief People Officer, provided a summary of the item for Board approval.

Upon motion duly made and seconded the Board approved the agreements reached through collective bargaining with various MTA unions and further authorize the Chairman or his designee to execute future agreements without further approval on the same terms with any certified representatives of MTA employees which have not yet executed such agreements. Further, the Chairman would be authorized to extend the supplemental benefits to the non-represented workforce under the same terms.

Refer to the video recording of the meeting, produced by the MTA and maintained in MTA records for the details of Mr. Fama's summary of this item.

- B. Mail & Ride Program. Mark Young, Vice President, Management and Finance and Chief Financial Officer, LIRR, provided a summary of the item for Board approval.

Upon motion duly made and seconded the Board approved the resolution authorizing the migration of existing MTA Long Island Rail Road and Metro-North Railroad Mail & Ride Program customers to the commuter railroads' mobile ticketing delivery applications.

Refer to the video recording of the meeting, produced by the MTA and maintained in MTA records for the details of Mr. Young's summary of this item.

9. LIRR AND METRO-NORTH RAILROAD JOINT COMMITTEE.

- A. Metro-North President Catherine Rinaldi's Report:

President Rinaldi reported that service delivery during March continued to perform well with trains operating above goal at 98.6% and year-to-date on-time performance standing at 98.3%. The Hudson Line performed at 99.1%, the Harlem Line performed at 99.3%,

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and the New Haven Line performed at 97.8%. West of Hudson service also operated above goal for the month of March at 94.1% with year-to-date on-time performance at 92.9%. Pascack Valley trains performed at 93.6% and Port Jervis trains performed at 94.8%.

President Rinaldi reported that Metro-North continues to see slow but steady increases in ridership, especially on weekends. Last week's weekday ridership was up 18.1% from the same week a month ago in March. Metro-North is at 23.7% of pre-COVID ridership levels, the highest since the pandemic began 13 months ago. Additionally, this past weekend's ridership was up 30.6% from the same weekend a month ago in March. Metro-North is at 47.9% of pre-COVID April weekend ridership, the second highest weekend ridership since the pandemic started (and only 1.8% lower than the highest weekend in mid-October at the height of the fall leaf season). Ridership by line last week was as follows:

- The Hudson Line was up to 25.1% of pre-COVID ridership (down 74.9% from pre-COVID), and this past weekend carried 55.3% of pre-COVID weekend ridership.
- The Harlem Line was up to 24.4% of pre-COVID ridership (down 75.6% from pre-COVID), and this past weekend carried 48.0% of pre-COVID weekend ridership.
- The New Haven Line was up to 22.5% of pre-COVID ridership (down 77.5% from pre-COVID), and this past weekend carried 44.3% of pre-COVID weekend ridership.

Metro-North is operating 63% of regular pre-COVID train service, which meets the current ridership demands. We continue to monitor ridership daily and continue to adjust service as necessary to respond to increased demand. Looking at West of Hudson ridership, Pascack Valley ridership has climbed to about 23% of pre-COVID levels while Port Jervis ridership has climbed to about 21% of pre-COVID levels. President Rinaldi stated that she is eager to welcome more customers back to the system.

Since the pandemic arrived last year, Metro-North's focus had been on moving essential workers. Now, with more riders returning to the system, Metro-North recently adjusted service levels, while still disinfecting at unprecedented levels and maintaining mask compliance. This past weekend, Metro-North restored weekend service on the Wassaic Branch between Southeast and Wassaic Stations with nine trains in each direction. Customers can change trains at Southeast for express trains to and from Grand Central Terminal. The restoration of weekend service also signals the reopening of the Appalachian Trail Station, with two morning northbound trains and three afternoon southbound trains providing more access to customers seeking outdoor activities in Dutchess County. On the Hudson Line, Metro-North restored weekend service to Manitou Station, located near Bear Mountain Bridge and State Park, and Anthony's Nose Trailhead, both popular Hudson Valley destinations.

With Metro-North's "Train to the Game" service back in play, President Rinaldi remarked that she was at Yankees-East 153rd Street Station to greet Yankee fans on a cold, rainy day for the home opener. Metro-North welcomed back nearly 400 baseball fans with trains that are cleaner than ever, providing a safe and convenient ride to the stadium. This past

weekend, Metro-North transported approximately 600 customers for each game of the three-day homestand. For New York Yankee fans, Metro-North is providing gameday service for home games by operating shuttle trains to and from Yankee Stadium between Grand Central Terminal, Harlem-125th Street, and Yankees-East 153rd Street Stations, as well as adding the Yankee Station stops to all Poughkeepsie express trains. Harlem and New Haven Line customers can make connections to these trains at Harlem-125th Street Station. Metro-North is also adding shuttles and extra stops for opening day of the New York Football Club for Saturday, April 24th to welcome soccer fans back to Yankee Stadium.

President Rinaldi reported that throughout the pandemic, Metro-North crews have advanced critical infrastructure work, while operating a reduced schedule, since the impacts on train service are not as significant. As construction season kicks into high gear, Metro-North crews began work on the Harlem Line to replace track switches north of Hartsdale Station. These track switches allow trains to be switched between the two tracks on the line. The switches are near the end of their expected service life and need replacement. Once completed, the project will increase train service reliability. This work requires trains to single-track between Scarsdale and North White Plains Station. Metro-North accomplished similar trackwork last year near the Scarsdale Station while ridership was low due to the COVID-19 pandemic. By advancing this project now, train service between Scarsdale and North White Plains will be reduced to one track in both directions for the duration of the project, as opposed to weekends only. As a result, more work can be done on weekdays, which will decrease overall nighttime work as well as the duration of the project from approximately 20 weeks to 12 weeks.

Tomorrow, April 22, 2021, is Earth Day. President Rinaldi stated that she will be at Southeast Station as part of the MTA's 10th mask force event and will be joined by Board Member Zuckerman, State Senator Pete Harckham, and Town Supervisor Tony Hay to distribute free reusable masks to customers. Meanwhile, Metro-North's own safety superhero, Metro-Man, will be at Grand Central Terminal with Chairman Foye. Other staff and volunteers will be distributing masks at Beacon, White Plains, and Fordham Stations. Speaking of Metro-Man, Metro-North recently received a grant from the Federal Railroad Administration for \$75,000 to fund an expansion of Metro-North's safety education and community outreach program, called TRACKS, through three existing initiatives related to trespassing and suicide prevention.

President Rinaldi also reported that Clyde Armstrong was recently promoted to the position of Vice President, System Safety. Clyde brings 30 years of passenger and freight railroad experience to this important agency position. For the past nine years, Clyde has served as Metro-North's Director of Regulatory Oversight and has represented the railroad in legislative, regulatory and rail industry forums. He has provided guidance on the interpretation and application of federal and state regulations and requirements.

In closing, President Rinaldi reported that Final Review of Metro-North's 2020 Operating Budget Results and Annual Ridership Report are in the agenda materials and Metro-North has no procurements or other action items this month. The video recording of the meeting produced by the MTA and maintained in MTA records contains a complete record of

President Rinaldi's report. Additionally, the details of the following Metro-North Committee items are contained in reports filed with the records of this meeting:

B. Metro-North Information Items:

- Final Review of 2020 Operating Budget Results
- 2020 Annual Ridership Report

C. Other Metro-North Committee Items:

- Minutes of the Joint Metro-North and Long Island Rail Road Committee Meeting held March 17, 2021
- Metro-North 2021 Work Plan
- Metro-North Safety Report
- MTA Police Report – Metro-North
- Metro-North Operations, Performance Metrics, Finance, Ridership, and Capital Program Reports

A. LIRR President Phillip Eng's Report:

President Eng reported that on Monday, we gathered in beautiful Oyster Bay, and announced a product test agreement with Alstom to perform simulations of our operation to validate that battery electric multiple units ("BEMU") can be used safely. This analysis includes operating on both the Oyster Bay and Port Jefferson Branches. Over the next eight months, we will analyze the feasibility to retrofit our M7 electric cars, adding battery power that would allow it to run in our non-electric territories and seamlessly switch to third-rail power in other territories. This initiative goes hand-in-hand with the State's environmental mandates and the MTA's commitment to help achieve these goals for the Long Island Rail Road. It is our commitment to leave no stone unturned electrify branches and improve service. Understanding that the dollars needed to electrify would span across multiple Capital Programs, we wanted to challenge ourselves and industry to find a better way.

President Eng stated that battery technology has been used in Europe and Asia and has advanced significantly. We believe now is the time is to make it work for Long Island. The potential for this greener, cleaner, quieter and more cost- effective solution exciting and transformational. Upon successful completion of this first phase, we would provide to Alstom one married pair of M7 cars to build out a prototype test train to run on the Oyster Bay track, with the ultimate goal of running train service direct to our western terminals, including the future Grand Central Terminal.

President Eng stated that he wants the Board to know that we are working hard to find solutions that will help our customers across our entire system, including those on Oyster Bay and other branches. This battery train is another example of our approach to tackle long-standing issue: continually pushing the envelope; working with industry to overcome challenges; and embracing technology and innovation to move LIRR Forward. President Eng stated that he is optimistic that the Alstom team, in partnership with LIRR, can

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overcome any obstacles and find solutions to make it work, for us and the public that we serve.

President Eng stated that as we look toward the future, we have not lost sight of our ongoing battle against COVID. Keeping our customers and employees safe will always be our top priority. President Eng stated that he is pleased to congratulate the team that got our employee vaccination site up and running at our Jamaica Central Control building. Thank you to that team and all the staff from Corporate Safety, Government Affairs, Operations, Facilities, Security, I.T., Human Resources and LIRR Department Heads, working non-stop to ensure that all the logistics and scheduling were coordinated with our operational needs. Last and not least, thank you to our partners in Labor for their support as we share a common goal. President Eng stated that he cannot thank everyone enough for the life-saving all-hands-on-deck effort. To date, as a result, nearly—44 % of our employees have gotten at least one shot and that is vital to our incredible employees doing important work throughout this pandemic, delivering essential service to those who rely on us. Having this vaccination hub in Jamaica brings us one step closer to helping Long Island and New York beat this pandemic. It's literally one big shot in the arm.

President Eng stated that in the Committee Book is the year-end finance report and the annual ridership report. He reported that after providing a record 91.1 million rides in 2019, in 2020 due to the pandemic, overall ridership was 33% of pre-pandemic trips; non-commutation fared better than commutation rides. On a more positive note, over the last few weeks we have seen an increase in returning riders. Now at 28% of our pre-pandemic weekday trips, the highest since the beginning of the pandemic. Weekends remain stronger, fluctuating between 40 to 50% of ridership.

President Eng stated that as we look forward to warmer weather, more people vaccinated, businesses reopening and capacity expanding, we want everyone to know that the railroad is the safest, best way to get around. If you're going to the East End for beach time, visiting wineries and local downtowns, rooting for the home team in person or heading into the City to enjoy museums and restaurants and all the culture that it holds, we're here for you. We're looking forward to welcoming more and more riders and family and friends back to the rails. There is light at the end of this tunnel.

President Eng stated that as he encourages riders to return, we have not lost sight of the importance of protecting our infrastructure to better ensure a safe and reliable ride. We have a busy spring season ahead of us as we support ongoing Capital Projects and perform vital State of Good Repair work. Over the next two weekends, we will be installing switches at Queens Interlocking. The switches will enhance our service today and support us when the Main Line Third Track Project and Elmont Station work are complete. On two weekends in May, we will be installing another vital switch, improving service at Valley Interlocking in Valley Stream. President Eng stated that all of this State of Good Repair work is improving our operational flexibility and reliability and driving On-Time Performance ("OTP") up as our customers expect and as we deserve.

President Eng stated that our Operations and Transportation staff will attest to the value of this work as our operating performance continues on a positive trend. In March, LIRR trains operated On-Time at 95.1%, exceeding our goal of 94%. So far this year, we are performing better than we did last year. The On-Time metrics so far for 2021 are at just above 96%, an increase of 1.6 percentage points over the same period last year, which was our highest recorded performance in modern-day history.

President Eng stated that the railroad has never been safer, cleaner or more reliable than it is today. Our commitment to the public, and my commitment to the workforce, is we will continue to focus on what gives us the best chance to succeed and serve the public. We will continue to strive to be the world-class rail service that Long Island deserves, from the New Moynihan Train Hall, including the non-powered territory, to the Oyster Bay and Port Jefferson branches.

Concluding his report, President Eng thanked everyone and stated that we're getting more hopeful every day as the vaccine continues. Let's all stick to caring for one another, practicing safety, wearing masks and getting the vaccine when you are able to do so.

B. LIRR Information Items:

- Final Review of 2020 Operating Budget Results
- 2020 Annual Ridership Report
- Spring Trackwork Programs

C. Other LIRR Committee Items:

- Minutes of the Joint Metro-North and Long Island Rail Road Committee Meeting held March 17, 2021
- LIRR 2021 Work Plan
- LIRR Safety Report
- MTA Police Report – LIRR
- LIRR Operations, Performance Metrics, Finance, Ridership, and Capital Program Reports

10. NEW YORK CITY TRANSIT AUTHORITY (“NYCTA”) COMMITTEE

A. NYCTA Interim President Sarah Feinberg’s Report:

Interim President Feinberg stated that NYCT has seen ridership come back, noting that NYCT reached a major recent high on the subway system with 2,079,449 riders. She thanked the NYCT workforce for helping to make that happen.

Interim President Feinberg reported that there continues to be good numbers with respect to mask usage, namely, a 97-98% rate of compliance. She remarked that not everyone is wearing the masks properly and people need to try to do so. Feinberg announced that the mask force would be out on Thursday for anyone on the Board who was interested and said she would be grateful to have them there.

Interim President Feinberg thanked Sarah Meyer, James Rubin and their teams for their great work on the customer surveys that the Board had been briefed on. Feinberg referred to Chairman Foye's announcement that Al Putre, Vice President and Chief Revenue Officer and Executive Director, OMNY Fare Payment Program was retiring and thanked him for his great service over many years. Feinberg also acknowledged that Kenneth Mooney, Chief Engineering Officer of NYCT's Division of Maintenance of Way, will be retiring after 36 years of service and said that he has been a wonderful colleague who will be greatly missed.

Interim President Feinberg discussed issues relating to overtime. She stated that NYCT has been working on decreasing and becoming less dependent on overtime. Feinberg explained that one problematic aspect of overtime is that it happens on paper, which makes it hard to track in real time. She reported that NYCT has therefore built an online approval form that has been rolling out for NYCT, which is getting good pick up in the Maintenance of Way and Stations Divisions and continues to roll out more widely. Feinberg said that many departments are using it but not enough people yet, and that NYCT will be compelling usage by May 1st which should help bring others in and give NYCT the ability to track overtime usage in real time. Feinberg further noted that a lot of managers in departments are using the overtime dashboard which has been pushed out across the agency as an important tool that assists in tracking how each department is doing. Feinberg said she is grateful to the employees at NYCT for continuing to move this project.

Interim President Feinberg thanked the workforce again for their great work over the last months helping NYCT achieve a new recent ridership high and continued on-time performance.

Refer to the video recording of the meeting, produced by the MTA and maintained in MTA records, for details of any discussion surrounding this presentation.

11. MTA C & D OPERATIONS PROCUREMENT ITEMS.

CDO Lieber presented C&D's procurement packages for the MNR and LIRR Joint Committee and the NYCT Committee.

A. MNR and LIRR Joint Committee:

CDO Lieber reported that C&D has one procurement action totaling \$7.6M being brought through the MNR and LIRR Joint Committee this month.

The item requests Board ratification of a modification to the East Side Access Systems contract with Tutor Perini Corporation for the redesign and relocation of equipment and devices for five systems, a four-month extension to the Substantial Completion date and payment for impact costs related to the time extension.

This modification supports the redevelopment of the building at 270 Park Avenue by JP Morgan Chase and is required as a result of the developer's construction of larger shear walls to support its new building that will pass through the Grand Central Terminal Concourse that MTA is constructing as part of the East Side Access Project. This modification totals approximately \$7.6M and includes an acceleration incentive payment of \$955K which the contractor can earn by meeting the new substantial completion date.

Pursuant to its Cost Reimbursement Agreement with MTA, JP Morgan Chase is responsible and will reimburse the MTA for all the direct costs of this Modification and for the impact costs and the acceleration incentive for the delays solely attributable to JPMC.

Upon a motion duly made and seconded, the Board:

Ratified a retroactive modification (No. 415) to the East Side Access Project's Systems Facilities Package No. 1 contract (CS179) to (i) revise and resubmit detailed design drawings and test procedures for five systems in the Grand Central Terminal Concourse – Fire Alarm, Telephone, Public Address/Variable Messaging Signs, Security (CCTV, card readers, door hardware) and Radio; (ii) relocate fire alarm, telephone, security, radio, and public address system devices; and (iii) modify Access Restraints in Zone 4 of the GCT Concourse. The modification will also revise and add contract milestones and extend the Substantial Completion Date by four months.

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

B. New York City Transit and Bus Committee

CDO Lieber reported that C&D has one procurement action being brought through the New York City Transit and Bus Committee for approval this month.

The item requests Board approval to award a publicly advertised and competitively solicited personal service contract for project and construction management services to Naik Consulting Group, PC, for the not-to-exceed price of \$26,665,060.

Under this Contract, Naik will coordinate, manage, and oversee the various MTA agency and developer projects that affect MTA facilities that are within the 42nd Street Corridor in order to reduce project cost and schedule, reduce inconvenience to MTA customers during construction and coordinate customer communications. This includes all the developer work that goes on, in and around Grand Central, as well as the 6th Avenue Bryant Park and the Times Square Shuttle Projects, all of which are grouped together and referred to as the 42nd Street Corridor Projects.

Upon a motion duly made and seconded, the Board:

Approved the award of a publicly advertised and competitively solicited personal service contract (PS886) to provide project and construction management services for the Midtown 42nd Street Corridor Projects to Naik Consulting Group, PC in the not-to-exceed amount of \$26,426,103 and a duration of thirty-six months.

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

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

12. MTA BRIDGES AND TUNNELS ("MTA B&T") OPERATIONS COMMITTEE

A. MTA B&T President Daniel DeCrescenzo's Report:

Mr. DeCrescenzo opened his remarks by expressing his gratitude to the TBTA's Operations and Maintenance workforce for their performance during the past winter in handling the snowstorms and other inclement weather events to keep TBTA facilities safe.

As traffic continues to recover from the impacts of the COVID-19 pandemic, Mr. DeCrescenzo stated that traffic was 29 percent higher in March 2021 as compared to March 2020, and it was 11 percent lower as compared to March 2019.

With regard to TBTA's 2020 Year-End Report, Mr. DeCrescenzo stated that total support to mass transit was \$830 million, which was \$281 million above final estimates and due to higher traffic volumes than had been forecasted. TBTA also effectively controlled its costs in 2020, with overtime below both budget and forecast levels because of scheduling and management efficiencies.

Mr. DeCrescenzo further stated that TBTA is committed to continuing to keep its employees as safe as possible and has continued its COVID-19 mitigation measures by reducing density, wearing masks, and screening. Approximately 50% of TBTA employees have been vaccinated. TBTA continues to provide the latest information to employees on the virus and TBTA's vaccination efforts.

Finally, Mr. DeCrescenzo stated that a toll increase was implemented on April 11, 2021 at TBTA crossings. To help customers pay the lowest toll rates, TBTA created a video with the MTA digital team showing how customers can use the Tolls NY smartphone app to easily manage their accounts, request E-ZPass tags and see how to properly mount tags on windshields, which also helps TBTA to reduce processing costs. The video was then presented to the Board.

The details of Mr. DeCrescenzo's presentation are contained in the video recording of this meeting, produced by the MTA and maintained in MTA records.

Procurements

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

13. MTA COMMITTEE ON FINANCE.

A. Budget Watch.

David Keller, MTA Senior Deputy Budget Director, presented the Budget Watch report.

The details of Mr. Keller's presentation are contained in the video recording of this meeting, produced by the MTA and maintained in the MTA records.

B. Information Item.

Patrick McCoy, Director of Finance, reported on the MTA Variable Rate Debt.

The details of Mr. McCoy's report are contained in the video recording of this meeting, produced by the MTA and maintained in the MTA records.

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

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

New York City Transit

1. Lease agreement with Breezy Point 11224 LLC for the operation of a retail unit as an apparel/gift shop located at Stillwell Avenue Terminal Complex, Unit 21, Brooklyn, N.Y.
2. Lease agreement with Breezy Point 11224 LLC for the operation of a retail unit as an apparel/gift shop located at Stillwell Avenue Terminal Complex, Unit 24, Brooklyn, N.Y.
3. Lease agreement with Brooklyn Fleece Inc. for the operation of a retail unit as an apparel/gift/electronic accessories store located at Stillwell Avenue Terminal Complex, Unit 25B, Brooklyn, N.Y.

Metro-North Railroad

4. Easement agreement with the City of Beacon for a new sewer pump station located at 2 West Main Street, an unimproved portion of the Beacon Station Parking Facility Dutchess County (Tax Map Section 5954, Block 25 p/o Lot 549980), Beacon, N.Y.
5. Acquisition of permanent easements from Lot 175 Property LLC and 980 East 149 Property LLC, collectively represented by Turnbridge Equities, LLC, in support of
MTA and Agencies' Joint Committee and Regular Board Meeting
April 21, 2021

Penn Station Access improvements located at 980 East 149th Street (Block 2599, Lot 87) and 950 East 141st Street (Block 2599, Lot 175), Bronx, N.Y.

6. Grant from The Kathleen Cullen Trust of an easement for ingress, egress, utilities and parking to an adjacent property owner located along Metro-North's Hudson Line at Milepost 64.95 (Section 6058, Block 2, Lot 620730), New Hamburg, Poughkeepsie, N.Y.

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

14. ADJOURNMENT.

Upon motion duly made and seconded, the Board voted to adjourn the meeting at 12:56 p.m.

Respectfully submitted,

Susan Sarch
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

Julia R. Christ
General Counsel and
Corporate Secretary
TBTA

Victoria Clement
Assistant Secretary
MTAHQ



Procurement & Supply Chain

Louis Montanti, MTA Deputy Chief Procurement - Operations

PROCUREMENTS

The Procurement Agenda this month includes 1 action for a proposed expenditure amount of TBD.

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

May 18, 2021
Department
Department Head Name
Department Head Signature

Board Action					
Order	To	Date	Approval	Info	Other
1	Committee	5/26/21			
2	Board	5/26/21			

Internal Approvals			
	Approval		Approval
<i>DDA</i>	President NYCT	X	Pres. MTA Bus/SVP DOB
	COO NYCT	X	Subways
	Capital Prog. Management	X	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 Bus Company proposes to award Noncompetitive procurements in the following categories: NONE

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

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

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

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

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

TOTAL 1 TBD 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.

MAY 2021

LIST OF COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL

Procurements Requiring Two-Thirds Vote:

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

1. **RFP Authorizing Resolution** **\$TBD** *Staff Summary Attached*
Contract# TBD
Procurement of a continuous welded rail infeed deck at NYC Transit's Linden Yard Welding Plant.

Staff Summary

Item Number: 1				SUMMARY INFORMATION	
Department, Department Head Name MTA Headquarters Procurement, Kuvershen Ayer				Vendor Name RFP Authorizing Resolution	Contract No. TBD
Internal Approvals				Description Design and Install a Continuous Welded Rail Infeed Deck for Department of Subways Division of Track	
Order	Approval	Order	Approval	Total Amount TBD	
1 X	Materiel	6	President, NYCT	Contract Term (including Options, if any) TBD	
2 X	Law, NYCT			Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
3 X	CFO			Renewal? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
4 X	Subways			Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Noncompetitive	
5	Acting COO, NYCT			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:	

Purpose

To request that the Board declare competitive bidding impractical and inappropriate for the procurement of a continuous welded rail (“CWR”) infeed deck at NYC Transit’s Linden Yard Welding Plant and that it is in the public interest to issue a competitive Request for Proposal (“RFP”) pursuant to New York State Public Authorities Law, Section 1209, subdivision 9(g).

Discussion

The Public Authorities Law, Section 1209, Subdivision 9(g) permits NYC Transit to use the competitive RFP process in lieu of competitive bidding to award contracts based on a formal evaluation of characteristics such as design approach, build quality, and cost against stated selection criteria. NYC Transit is desirous of utilizing such a procedure with respect to the procurement of a CWR infeed deck.

NYC Transit’s Department of Subways, Division of Track performs in-house CWR fabrication at a welding plant in its Linden Yard facility. The infeed deck is specialized material-handling equipment within the plant that feeds rail strings into a welding head as they undergo the welding process of CWR fabrication. The infeed deck currently in place at Linden Yard is over 30 years old and has reached the end of its useful life. It was designed to carry loads and stage welds for 39-foot rails, but NYC Transit now uses 78-foot rails to fabricate CWR. It requires considerable maintenance and frequent repairs to operate. Prior initiatives to increase the rate of CWR fabrication exacerbated wear on the equipment, further necessitating its replacement.

CWR eliminates the need for mechanically jointed rail, thereby reducing track defects and improving subway service reliability. System wide CWR installation remains a priority among NYC Transit’s service delivery objectives, with an additional 20 miles of mechanically jointed rail scheduled for replacement with CWR under the 2020–2024 Capital Plan. The infeed deck is an essential element for NYC Transit’s welding operations, ensuring that the agency can safely and adequately meet current and future CWR production targets in the most efficient and expeditious manner possible. Under this RFP, NYC Transit will request proposals to design and construct an infeed table designed to carry loads and stage welds for 78-foot rails.

Utilizing the RFP process will allow NYC Transit to select the proposal that offers the best overall value through negotiations and evaluation based on criteria that reflect the critical needs of the Authority. By utilizing the RFP process, NYC Transit will be able to (1) weigh factors such as overall quality of design and product of the proposer, including fabrication and installation, past performance on similar projects, and overall project price; (2) negotiate specific contract terms such as warranty and payment; (3) negotiate technical matters as deemed appropriate; and (4) include any other factors that NYC Transit deems relevant to its operation in such a manner as deemed to be in the public interest provided that the terms and conditions offered by the proposers are commercially reasonable, and the proposers' Best and Final Offers ("BAFOs") are deemed to be within a reasonable competitive range.

Alternative

Issue a competitive Invitation for Bid. Not recommended given the complexity of this requirement and the advantages offered by the RFP process.

Impact on Funding

Funding has been identified and approved under the Department of Subways Operating Budget within the Division of Track.

Recommendation

That the Board declare competitive bidding impractical and inappropriate for the procurement of a CWR infeed deck for use at NYC Transit's Linden Yard Welding Plant, and that it is in the public interest to issue a competitive RFP pursuant to New York State Public Authorities Law, Section 1209, subdivision 9(g) for NYC Transit.

Contracts Department

Stephen Plochochi, Senior Vice President

PROCUREMENTS

The Procurement Agenda this month includes eight procurement actions for a proposed expenditure of \$40M.

Staff Summary

Subject Request for Authorization to Award Procurement Actions					
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	5/26/21	X		
2	Board	5/26/21	X		

Date: May 17, 2021			
Internal Approvals			
	Approval		Approval
	Deputy Chief Development Officer, Delivery		President
	Deputy Chief Development Officer, Development		Executive Vice President & General Counsel

PURPOSE

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

DISCUSSION

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

Schedules Requiring Majority Vote

H. Modifications to Personal and Miscellaneous Service Contracts	8	\$40,000,000
TOTAL	8	\$40,000,000

Budget Impact:

The approval of these procurement actions will not obligate the capital funds listed at this time as a WAR certificate will be issued for each task order prior to award.

Recommendation:

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

MTA Construction & Development

BOARD RESOLUTION

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

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

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

NOW, the Board resolves as follows:

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

May 2021

LIST OF COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL

Procurements Requiring Majority Vote:

**Schedule H. Modifications to Personal and Miscellaneous Service Contracts
(Staff Summaries required for all items greater than \$1M)**

1.	AECOM USA, Inc. Contract No. CM – 1544.7	\$40,000,000 Aggregate	<u>Staff Summary Attached</u>
2.	Stantec Consulting Services, Inc. Contract No. CM – 1545.6	↓	↓
3.	Henningson, Durham & Richardson Architecture and Engineering, P.C. Contract No. CM – 1546.8	↓	↓
4.	HNTB New York Engineering and Architecture, P.C. Contract No. CM – 1547.7	↓	↓
5.	Jacobs Civil Consultants, Inc. Contract No. CM – 1548.6	↓	↓
6.	Parsons Transportation Group of New York, Inc. Contract No. CM – 1549.7	↓	↓
7.	WSP USA, Inc Contract No. CM – 1550.6	↓	↓
8.	Urbahn Architects, PLLC Contract No. CM – 1551.10	↓	↓

MTA Construction and Development requests Board approval to modify eight state-funded Indefinite Quantity consultant contracts for Architectural/Engineering Design Services on miscellaneous MTA-funded projects to increase the total estimated aggregate value and to extend each contract by seven months.

Schedule H: Modifications to Personal and Miscellaneous Service Contracts

Item Nos. 1 - 8

Vendor Name (& Location) AECOM USA, Inc. (New York, NY) Stantec Consulting Services, Inc. (New York, NY) Henningson, Durham & Richardson Architecture and Engineering, P.C. (New York, NY) HNTB New York Engineering and Architecture, P.C. (New York, NY) Jacobs Civil Consultants, Inc. (New York, NY) WSP USA, Inc. (New York, NY) Parsons Transportation Group of New York, Inc. (New York, NY) Urbahn Architects, PLLC (New York, NY)	Contract Number CM-1544 CM-1545 CM-1546 CM-1547 CM-1548 CM-1549 CM-1550 CM-1551	AWO/Modification # Mod #7 Mod #6 Mod #8 Mod #7 Mod #6 Mod #7 Mod #6 Mod #10
Description IQ Architectural/Engineering Design for Miscellaneous Construction Projects	Original Amount: \$ 100,000,000	
Contract Term (including Options, if any) October 9, 2015 – June 2, 2021	Prior Modifications: \$ 0	
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> N/A	Prior Budgetary Increases: \$ 100,000,000	
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	Current Amount: \$ 200,000,000	
Solicitation Type <input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Modification	This Request \$ 40,000,000	
Funding Source <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	% of This Request to Current Amount: 20%	
Requesting Dept/Div & Dept/Div Head Name: Delivery, Mark Roche, Deputy Chief Development Officer	% of Modifications (including This Request) to Original Amount: 140%	

Discussion:

This modification to eight state-funded Indefinite Quantity (IQ) consultant contracts for Architectural/Engineering (A/E) Design Services on miscellaneous MTA-funded projects is to increase the total estimated aggregate value by \$40 million, creating a new total estimated aggregate value of \$240 million. The contract term for all eight state-funded IQ consultant contracts is also being extended by an additional seven (7) months to January 2, 2022.

On September 24, 2015, the Board approved the award of eight competitively negotiated IQ contracts to provide A/E design services for miscellaneous MTA-funded construction projects on an as-needed basis for a period of 60 months with a total estimated aggregate cost of \$100 million. In June 2019, the Board approved Budget Adjustment No. 1 for the total aggregate amount of \$100 million.

These contracts form a pool of eight pre-qualified design teams through which task orders are competed to provide required architectural and engineering services. Such services include, among other things, design, engineering, specification and contract development, cost estimating, scheduling and support during construction and closeout services. To date, 161 task orders have been issued with a total expenditure in excess of \$169 million. This pool concept allows for competitive awards to be made on an expedited basis. Funding authorization will be issued prior to the award for each task order.

This budget adjustment will cover the additional capacity needed to address the significant demands for design services to support the MTA's capital program. All work issued over the extension period shall be performed under the current competitively negotiated contract rates. The additional \$40 million across the eight contracts and extension of time by an additional seven (7) months will provide the capacity necessary to permit the continued use of these contracts until the award of replacement contracts. The All-Agency solicitation for replacement contracts is currently underway and awards are anticipated to be in place in the fourth quarter 2021.

In connection with previous contracts awarded to AECOM, AECOM 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 Managing Director in consultation with the MTA General Counsel in November 2017 and additional findings were approved by the MTA

Schedule H: Modifications to Personal and Miscellaneous Service Contracts

Item Nos. 1 - 8

Chairman/CEO in consultation with the MTA General Counsel in February 2021. No new SAI has been found relating to AECOM and AECOM has been found to be responsible. A Contractor Compliance Program was put in place for AECOM in September 2018.

In connection with a previous contract awarded to Jacobs, Jacobs was found to be responsible notwithstanding SAI pursuant to the All-Agency Responsibility Guidelines and such responsibility finding was approved by the MTA Managing Director in consultation with the MTA General Counsel in October 2018. No new SAI has been found relating to Jacobs and Jacobs has been found to be responsible¹.

In connection with a previous contract awarded to The Louis Berger Group, Inc. (“LBG”), LBG was found to be responsible notwithstanding SAI pursuant to the All-Agency Responsibility Guidelines and such responsibility finding was approved by the MTA Chairman and Chief Executive Officer in consultation with the MTA General Counsel in November 2015. No new SAI has been found relating to LBG or WSP USA, Inc. (“WSP”). WSP has no SAI except that stemming from its acquisition of LBG. WSP has been found to be responsible².

¹ While Jacobs has no direct SAI, its acquisition of CH2M Hill Companies Ltd. (“CH2M”) in December 2017 mandates reporting of CH2M’s SAI. CH2M, notwithstanding its SAI, was found responsible by the MTA Chairman in December 2013; this approval may be relied upon by Jacobs.

² LBG was acquired by WSP in December 2018 and that acquisition carries with it LBG’s SAI.



Bridges and Tunnels

Procurements May 2021



Staff Summary



Subject: Request for Authorization to Award Procurements
Department: Procurement
Department Head Name Brian Bajor
Department Head Signature <i>Brian Bajor</i>
Project Manager Name Various

Date 5/10//2021
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	President	5/14/2021			
2	MTA B&T Committee	5/26/2021			
3	MTA Board	5/26/2021			

Internal Approvals			
Order	Approval	Order	Approval
	President <i>Del Z. DeGisi</i>		
	General Counsel & Corporate Secretary		
	VP & Chief Procurement Officer		

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 procurement actions and to inform the Bridges and Tunnels Committee of the procurement actions.

DISCUSSION:

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

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

<u>Schedules Requiring Majority Vote:</u>	<u># of Actions</u>	<u>\$ Amount</u>
Schedule E: Miscellaneous Procurement Contracts	1 (A&B)	\$246.08M
Schedule F: Personal Service Contracts	2 (A&B)	\$147.72M
SUBTOTAL	3	\$393.80M

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

TOTAL	3	\$393.80M
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BUDGET IMPACT:

The purchases/contracts will result in obligating operating funds in the amount listed. Funds are available in the current MTA B&T 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.)

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 change 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 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 requests for proposal 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 contracts, the Board authorizes the execution of said contracts.
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.

MAY 2021

LIST OF COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL

MTA BRIDGES & TUNNELS

Procurements Requiring Majority Vote:

**Schedule E: Miscellaneous Procurement Contracts
(Staff Summaries requiring Board approval)**

- | | | | |
|-----------|--|----------------------|--|
| 1. | Conduent State and Local Solutions, Inc.
Contract No. 15-RM-2949X (Category A and B)
Eight years with two, 2-year options | \$246,086,235 | <i><u>Staff Summary Attached</u></i>
1 |
|-----------|--|----------------------|--|

B&T is seeking Board approval to award one competitively solicited miscellaneous procurement contract to Conduent State and Local Solutions, Inc. for the New York Tolling Authorities Customer Service Center System and License Plate and Owner Identification Services.

**Schedule F: Personal Service Contracts
(Staff Summaries requiring Board approval)**

- | | | | |
|-------------|---|----------------------|--|
| 2-3. | Faneuil, Inc.
Contract No. PSC-15-2982X (Category A)
Five years with two, 2-year options | \$121,890,384 | <i><u>Staff Summary Attached</u></i>
1 |
| | TransCore, LP
Contract No. PSC-15-2982X (Category B)
Five years with two, 2-year options | \$25,828,079 | 1 |

B&T is seeking Board approval to award two competitively solicited personal service contracts one to Faneuil, Inc. for NY Tolling Authorities Customer Contact Center Services and the other to TransCore, LP for Transponder Distribution Services.

Schedule E: Miscellaneous Procurement Contracts

Item Number:

Vendor Name (& Location) Conduent State & Local Solutions, Inc., Germantown, MD	Contract Number 15-RM-2949X Category A and B	Renewal? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Description New York Tolling Authorities Customer Service Center System and License Plate and Owner Identification Services	Total Amount: \$246,086,235	
Contract Term (including Options, if any) Design and Implementation: Twenty-four (24) months Operations and Maintenance: Six (6) years with two, 2- year options Total: Eight (8) years with two, 2-year options	Funding Source <input checked="" type="checkbox"/> Operating <input type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	Requesting Dept/Div & Dept/Div Head Name: Acting Vice President, ITS & Toll Operations Anne Marie Bressler	
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	Contract Manager: Zulema B. Robinson	
Solicitation Type <input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other:		

Narrative

I. PURPOSE/RECOMMENDATION

B&T is seeking Board approval under the All Agency General Contract Procurement Guidelines to award the New York Tolling Authorities Customer Service Center System and License Plate and Owner Identification Services Contract (15-RM-2949X) to Conduent State & Local Solutions, Inc. (Conduent) for eight years with two, 2-year options in the negotiated contract amount of \$246,086,235, including up to \$605,055 in incentive payments. Please note that funding for the option period is not included in the requested contract amount.

II DISCUSSION

The New York State Thruway Authority (NYSTA), The Port Authority of New York and New Jersey (PANYNJ), the Triborough Bridge and Tunnel Authority (TBTA), the New York State Bridge Authority (NYSBA), the Buffalo Fort Erie Public Bridge Authority (operator of the Peace Bridge), and Thousand Island Bridge Authority (TIBA) are public authorities that collect tolls from customers at their facilities using a number of different methods, including a transponder based electronic toll collection (ETC) system known as E-ZPass and cashless, image based license plate tolling known as Tolls by Mail. The resulting toll transactions are transmitted to and processed for payment by the New York Customer Service Center (NYCSC) system. The NYCSC currently provides services including account management, payment processing, customer contact, violation processing, transponder distribution, and invoicing for Tolls by Mail bills associated with Cashless Tolling. NYSTA, PANYNJ, and TBTA each currently contract with a jointly selected single vendor to perform all NYCSC systems and operations work, including customer contact.

The Authorities wanted to leverage changes and opportunities in the financial transaction processing and customer contact industries to take advantage of best-in-class services and specialization that were available and to expand competition from qualified providers. As a result, the work previously covered under the single NYCSC contract was split among up to four

Schedule E: Miscellaneous Procurement Contracts

contracts. This procurement has two parts: Category A for provision of the overall NYCSC System transaction processing and core functionality and Category B for provision of NYCSC License Plate and Owner Identification Services (LPOIS). Proposers were allowed to propose on either Category A or Category B, or submit separate proposals for both categories.

Scope of Services

Category A

Design, develop, implement, and maintain a technological system to support New York Customer Service Center operations for the Authorities. The toll system and customer service functionality includes: account management; transaction and initial image processing; customer notifications; payment processing; case management; quality control and quality assurance; transponder inventory system; provision of system interfaces; reconciliation; settlement and reporting; primary and disaster recovery NYCSC System Sites, and operations and maintenance services.

Category B

License Plate and Owner Identification Services to support New York Customer Service Center operations. The Contractor will provide full services for the accurate identification of license plate numbers from transaction images transmitted by the Authorities' host computers to the NYCSC System, and name and address acquisition for registered vehicle owners from various state Departments of Motor Vehicles and third party providers. The Contractor will provide a combination of technology and manual review that it determines will meet the performance and accuracy requirements of the contract.

Requirements for these services were publicly advertised. Four (4) firms submitted proposals for Category A: 1) Conduent 2) Cubic Transportation Systems Inc. (Cubic); 3) International Business Machines Corporation (IBM); and 4) TransCore, LP. Six (6) firms submitted proposals for Category B: 1) Conduent; 2) Cubic; 3) Emovis; 4) Electronic Transaction Consultants Corporation (ETC); 5) Law Enforcement Systems (LES); and 6) TransCore, LP. The evaluation committee included subject matter experts from tolling and information technology. The proposals were evaluated against established criteria set forth in the RFP, including: 1) Company History 2) Demonstrated Project Experience and Qualifications; 3) Demonstrated Current and Past Project Performance; 4) Key Project Team Experience; 5) Approach to Project Plan and Implementation; 6) Approach to Requirements; 7) Approach to Operations and Maintenance; 8) Approach to Performance Requirements; and 9) Price. Oral presentations were conducted with three of the four firms for Category A (Conduent, Cubic, and TransCore), and all six firms for Category B. Following the oral presentations and reference checks, the proposals were re-scored and the Evaluation Committee recommended, and the Selection Committee approved, that the Authorities negotiate and request Best and Final Offers (BAFOs) from the two highest rated proposals for Category A: Conduent and TransCore; and the three (3) highest rated proposals for Category B: Conduent; Emovis, and ETC. After receipt of BAFOs, the Evaluation Committee unanimously recommended Conduent as the highest rated proposer for both categories and the Selection Committee selected Conduent for award based on several factors:

Category A:

- Cloud-based system allows high availability and redundancy (can fail over to multiple locations), cost-effectiveness (pay for process time, not specific hardware)
- Use of Microsoft solutions for all key system aspects (reporting, analytics, dashboards), which allows streamlined integration of system and reporting
- Lockbox for customer payments is provided by direct subsidiary so changes can be made quickly
- Familiarity with multi-agency business rules and separate agency accounts
- Batch tag assignment capability saves time and improves customer service by automating assignment of tags to customer accounts

While TransCore provided a responsive proposal, which was viewed as technically acceptable, there were concerns that some aspects of the system were not automated or developed.

Schedule E: Miscellaneous Procurement Contracts

Category B:

- Superior solution using nationally proven, highly accurate Q-Free image processing system
- Proposed rates for successful DMV information look-ups higher than other vendors
- Extensive proven experience with name/address look-up services
- Microsoft Azure Cloud-based system which allows for high availability and redundancy

Both Emovis and ETC provided responsive proposals that were viewed as technically acceptable. However, there were concerns regarding Emovis' data center solution and the lack of a fully redundant disaster recovery site. For ETC, there were concerns with the pricing, as well as with the DMV acquisition provider.

The negotiated price is a reduction of \$18,847,219, or 10.6%, from Conduent's original proposal. B&T's contract price of \$246,086,235 includes \$16,779,109 for the design and implementation phase of 24 months and \$229,307,126, spread across six years of operations and maintenance. This contract price also includes allowances, incentives, and pass-through costs such as postage, as well as services to support the Central Business District Tolling Program. The contract price is deemed the best value and is considered fair and reasonable. Conduent is a responsible Contractor.

III. DBE/MBE/WBE/SDVOB INFORMATION

The MTA Department of Diversity and Civil Rights has established goals of 10% MBE, 10% WBE and 0% SDVOB for this contract due to the specialized, automated, comprehensive, and proprietary system requirements which limits the MWBE/SDVOB opportunities on this contract. Conduent's projected MWBE utilization plan meets the overall MWBE goal requirements. Conduent has not completed any contracts with MWDBE/SDVOB goals; therefore, no assessment of the firm's MWDBE/SDVOB performance is available at this time.

IV. IMPACT ON FUNDING

Funding is available in the Operating Budget.

V. ALTERNATIVES

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

Staff Summary

Item Number					
Dept & Dept Head Name: Acting VP, ITS & Toll Operations, Anne Marie Bressler					
Division & Division Head Name: Director, Video Tolling CSC Contract, Jacqueline Bertone					
Board Reviews					
Order	To	Date	Approval	Info	Other
1	President	5/10/21			
2	MTA B&T Committee	5/26/21			
3	MTA Board	5/26/21			
Internal Approvals					
Order	Approval	Order	Approval		
1	Chief Financial Officer	4	Executive Vice President		
2	General Counsel	5	President		
3	VP & Chief Procurement Officer				

SUMMARY INFORMATION	
Vendor Name 1) Faneuil, Inc. (Category A) 2) TransCore, LP (Category B)	Contract Number PSC-15-2982XA PSC-15-2982XB
Description NY Tolling Authorities Customer Service Center – Customer Contact Center and Transponder Distribution	
Total Amount Category A: \$121,890,384; Category B: \$25,828,079 Stipend - \$250,000	
Contract Term (including Options, if any) Implementation: Two Years; Operations & Maintenance: Three Years with two, 2-year options Total: Five (5) years with two, 2-year options	
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Renewal? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	
Solicitation Type <input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other:	
Funding Source <input checked="" type="checkbox"/> Operating <input type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	

Narrative

I. PURPOSE/RECOMMENDATION

B&T is seeking Board approval in accordance with the All Agency Service Contract Procurement Guidelines to award two personal service contracts, PSC-15-2982XA and PSC-15-2982XB solicited on a competitive basis to (A) Faneuil, Inc. (Faneuil) for Customer Contact Center Services (CCC) in the negotiated amount of \$121,890,384; and to (B) TransCore, LP (TransCore) to provide Transponder Distribution Services in the negotiated amount of \$25,828,079. Both contracts will be awarded for five-year terms with two, 2-year options. Please note that funding for the option period is not included in the requested contract amount. In order to enhance competition, this solicitation included a stipend in the amount of \$250,000 to be paid to each unsuccessful proposer who was invited for an Oral Presentation. Accordingly, approval is requested to pay a stipend totaling \$250,000 to the unsuccessful proposer who signed the stipend agreement.

Staff Summary

II. DISCUSSION

The New York State Thruway Authority (NYSTA), The Port Authority of New York and New Jersey (PANYNJ), the Triborough Bridge and Tunnel Authority (TBTA), the New York State Bridge Authority (NYSBA), the Buffalo Fort Erie Public Bridge Authority (operator of the Peace Bridge), and Thousand Island Bridge Authority (TIBA) are public authorities that collect tolls from customers at their facilities using a number of different methods, including a transponder based electronic toll collection (ETC) system known as E-ZPass and cashless, image based license plate tolling known as Tolls by Mail. The resulting toll transactions are transmitted to and processed for payment by the New York Customer Service Center (NYCSC). The NYCSC currently provides services including account management, payment processing, customer contact, violation processing, transponder distribution, and invoicing for Tolls by Mail bills associated with Cashless Tolling. NYSTA, PANYNJ, and TBTA each currently contract with a jointly selected single vendor to perform all NYCSC systems and operations work, including customer contact.

The Authorities wanted to leverage changes and opportunities in the financial transaction processing and customer contact industries to take advantage of best-in-class services and specialization that were available and to expand competition from qualified providers. As a result, the work previously covered under the single NYCSC contract was split among up to four contracts. This procurement has two parts: Category A for provision the Customer Contact Center and Category B for provision of Transponder Distribution Services (Transponder Distribution). Proposers were allowed to propose on either Category A or Category B, or submit separate proposals for both categories.

Scope of Services

Category A - CCC

Provision of customer contact center primary and business continuity facilities, which house CCC staff, desktop equipment, furniture, and fixtures; customer contact systems, including telephony and Interactive Voice Response, and portions of other customer channels in coordination with the NYCSC System Contractor; account management, customer contact, customer notifications, and case management services; financial management, reporting, and reconciliation services; support of discount plans and programs.

Category B – Transponder Distribution

The Transponder Distribution Contractor will be responsible for all aspects of transponder inventory, management, fulfillment and distribution. The Transponder Distribution Contractor will use the System provided by the NYCSC System Contractor to manage, monitor, control, and report on transponder distribution activities.

Requirements for these services were publicly advertised. Nine (9) firms submitted proposals for Category A: 1) Conduent State & Local Solutions, Inc. (Conduent); 2) Cubic Transportation Systems Inc. (Cubic); 3) Egis Projects, Inc. (Egis) ; 4) Faneuil; 5) Global Contact Services, LLC; 6) Professional Account Management, LLC; 7) TransCore; 8) Transworld Systems Inc.; and 9) WSP USA Services Inc. Four (4) firms submitted proposals for Category B: 1) AT&T Corp.; 2) Conduent; 3) Cubic; and 4) TransCore. The evaluation committee included subject matter experts from tolling operations.

The proposals were evaluated against established criteria set forth in the RFP, including: 1) Business; 2) Experience and Qualifications; 3) Technical Approach; and 4) Price. Oral presentations were conducted with two firms for Category A: Egis and Faneuil, and three of the firms for Category B: Conduent, Cubic, and TransCore. Following the oral presentations and reference checks, the proposals were re-scored by the Evaluation Committee. After meeting the Authorities decided to negotiate and request Best and Final Offers (BAFOs) from the highest rated proposal for Category A: Faneuil; and the two (2) highest rated proposals for Category B: Conduent and TransCore. After receipt of BAFOs, the Authorities unanimously recommended to award to Faneuil for Category A and TransCore for Category B based on several factors:

Staff Summary

Category A - Faneuil:

- Extensive tolling experience with large, multi-agency call centers
- Strong key team members, comprehensive staffing plan, highly competitive wage, robust training plan, demonstrated low employee turnover, proposed work from home will be 60% of staff
- Cloud-based telephony solution
- Enhanced IVR, chat capability, Vistio software (call handling tool), and good dashboard reporting
- Proponisi surveys; independent contractor hired to administer and evaluate customer satisfaction

Category B - TransCore:

- Demonstrated the proposed integrated inventory reporting and performance monitoring tool
- Proposed experienced subcontractor, PRWT, is the current NYCSC subcontractor
- Highlighted experience managing and packaging 6C hard case and sticker transponders
- Lower cost

Faneuil's proposed contract in the amount of \$121,890,384 includes a 2% reduction in price and 20% increase in staffing from their original proposal. TransCore's BAFO price of \$25,828,079 is 2% lower than their revised proposal. The combined costs of both Category A and Category B represents a \$7,717,551, or 9% annual reduction from the current contract's comparable costs. Both contract prices include allowances and incentives, as well as services to support the Central Business District Tolling Program. Category B also includes \$16.7 million in pass-through costs for postage. Both contract prices are deemed the best value and considered fair and reasonable. Faneuil and TransCore are both responsible Contractors.

III. D/M/WBE INFORMATION

The MTA Department of Diversity and Civil Rights has established goals of 15% MBE, 15% WBE and 6% SDVOB for this contract. Both Faneuil and TransCore have submitted an MWBE/SDVOB utilization plan that meets the overall MWBE/SDVOB goal requirements. Neither company have completed any contracts with MWDBE/SDVOB goals; therefore, no assessment of the firms' MWDBE/SDVOB performance is available at this time.

IV. IMPACT ON FUNDING

Funding is available in the Operating Budget.

V. ALTERNATIVES

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

Staff Summary

Subject 2020 Annual Investment Report and MTA All Agency Investment Guidelines	Date May 11, 2021
Department CFO/Treasury	Vendor Name
Department Head Name Robert E. Foran	Contract Number
Department Head Signature	Contract Manager Name
Project Manager/Division Head Josiane P Codio	Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Comm.	5/26			
2	Board	5/26			

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

Purpose:

Pursuant to the requirements of Public Authorities Law Section 2925, provide the MTA Board information on the MTA portfolio investment performance for the period 01/01/2020 to 12/31/2020, obtain Board approval of the MTA 2020 Annual Investment Report and obtain Board approval of the MTA All Agency Investment Guidelines (“Investment Guidelines or Guidelines”).

Discussion:

Investment Performance Information

Investment Performance information is presented on the next page by types of funds and by bond resolution. Performance is based on book value.

MTA Annual Investment Report

The separate 2020 MTA Annual Investment Report contains the following additional information:

- The investment income record
- Commissions or other charges paid to each investment banker, broker, agent, dealer and advisor
- Investment Inventory
- Detail Transaction Report
- MTA All Agency Investment Guidelines

Recommendation(s):

It is recommended that the MTA Board re-approve the Board adopted Investment Guidelines and approve the MTA’s submission of the 2020 Annual Investment Report.

**Metropolitan Transportation Authority
Investment Performance by Type of Fund
For the Period Jan. 1, 2020 to Dec. 31, 2020**

<u>Type of Fund</u>	<u>Net Earnings this Period</u>	<u>Average Daily Portfolio Balance</u>	<u>Net Portfolio Yield, 365-day Basis</u>
All Agency Investments	\$7,953,270	\$1,850,982,165	0.429%
MTA Special Assistance Fund	388,285	163,505,229	0.535%
TBTA Investments	938,456	154,166,484	0.844%
MTA Finance Fund	2,520,799	867,103,586	0.290%
MTA Transportation Resolution Funds	20,344,996	3,659,323,179	0.554%
MTA Hudson Rail Yards Funds	6,480,561	172,228,048	3.752%
State Service Contract Debt Service Fund	254	40,854	0.620%
MTA Dedicated Tax Fund Resolution Funds	1,385,690	245,597,783	0.563%
MTA PMT TE Working Capital	90,262	2,904,371,779	0.003%
TBTA General Purpose Resolution Funds	1,624,644	507,718,875	0.205%
TBTA Subordinate Resolution Funds	165,079	52,317,119	0.315%
Other Restricted Funds	3,429,979	546,283,330	0.626%
Total	\$45,322,275	\$11,123,638,431	0.409%

Average Yield on 1-month Generic Treasury Bill
(1/1/20 – 12/31/20) 0.424%

Average Yield on 3-month Generic Treasury Bill
(1/1/20– 12/31/20) 0.444%

Average Yield on 6-month Generic Treasury Bill
(1/1/20– 12/31/20) 0.460%

Average Yield on 12-month Generic Treasury Bill
(1/1/20 – 12/31/20) 0.458%

Note 1: Table above only includes information on funds actively managed by MTA Treasury in accordance with the Board approved Investment Guidelines. It does not include defeasance investments for tax benefit, lease transactions or insurance set asides, 270 Park Avenue Fund, NYS MOU Fund.

Note 2: MTA Transportation Resolution Funds include TRB Capitalized Interest, MTA TRB BAN (Tax-exempt), and RRIF Loan and RAN LOC

Note 3: Other Restricted Funds include:

MTA Moynihan Train Hall Stab		
Fulton Street Maintenance	Hudson Yard ERY/WRY - From Related	Hudson Yard Infra Corp.
MTA Real Estate and Advertising Revenue	Relocation from Madison Ave.	SIRTOA - Capital

Note 4: MTA PMT TE Working Capital includes BAN Proceeds and COI.

Note 5: Hudson Yards 2020A bonds were bought back at par value on 3/27/2020. As of year-end, MTA is the bondholder of the Hudson Yards 2020A bonds.

Staff Summary

Subject	2020 – 2021 Station Maintenance Billing	Date	May 3, 2021
Department	Chief Financial Officer	Vendor Name	
Department Head Name	Robert E. Foran	Contract Number	
Department Head Signature		Contract Manager Name	
Project Manager Name	Noemi Lopez	Table of Contents Ref #	

Board Action						Internal Approvals			
Order	To	Date	Approval	Info	Other	Order	Approval	Order	Approval
1	Finance	5/26		x		1	Legal	2	CFO
2	Board	5/26		x					

Narrative

Purpose:
 To advise the Board of submission of the station maintenance billings to New York City and the counties for the period April 1, 2020 to March 31, 2021.

Discussion:
 The attached schedule provides the summary of the station maintenance use and operations billing to the counties and New York City for the period April 1, 2020 through March 31, 2021.

Current legislation provides that on or before June first of each year the MTA shall determine and certify to New York City and the counties the cost for station maintenance use and operations for the twelve month period ending the preceding March thirty-first for the stations within the municipality. The MTA bills New York City and the counties each fiscal year based on a statutorily established formula adjusted annually by the CPI-W for the New York, Northwestern New Jersey and Long Island Region. The net increase in the CPI factor for the twelve month period ending March 31, 2021 was 2.120% which results in a \$3,705,829 increase over the prior year's billed amount.

Metropolitan Transportation Authority Station Maintenance, Use and Operations March 31, 2021
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COUNTY BILLED	AMOUNT BILLED 2019 - 2020	% CHANGE IN CPI	\$ INCREASE	AMOUNT BILLED 2020 - 2021
DUTCHESS	\$ 2,553,820	2.120%	\$ 54,128	\$ 2,607,948
NASSAU	30,996,874	2.120%	656,981	31,653,855
NEW YORK CITY	99,182,453	2.120%	2,102,181	101,284,634
ORANGE	528,314	2.120%	11,198	539,511
PUTNAM	998,710	2.120%	21,168	1,019,878
ROCKLAND	56,169	2.120%	1,191	57,360
SUFFOLK	19,105,198	2.120%	404,936	19,510,134
WESTCHESTER	21,422,246	2.120%	454,046	21,876,292
	<u>\$ 174,843,783</u>		<u>\$ 3,705,829</u>	<u>\$ 178,549,612</u>

**CPI for Urban Wage Earners and Clerical Workers (CPI-W)
Original Data Value**

Series Id: CWURS12ASAA0,CWUSS12ASAA0

Not Seasonally Adjusted

Series Title: All items in New York-Newark-Jersey City, NY-NJ-PA,

Area: New York-Newark-Jersey City, NY-NJ-PA

Item: All items

Base Period: 1982-84=100

Years: 2011 to 2021

Year	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec	Annual
2011	238.396	239.750	241.667	242.697	244.316	244.601	245.265	246.025	246.877	246.297	245.546	244.586	243.835
2012	245.541	246.539	248.152	248.706	248.955	248.488	248.162	249.734	250.980	250.539	250.586	249.535	248.826
2013	250.849	252.317	252.739	252.024	252.259	252.862	253.277	253.633	254.434	252.917	253.013	253.088	252.784
2014	255.477	254.782	255.933	255.937	257.145	257.147	257.309	256.691	256.945	256.022	254.638	253.224	255.938
2015	253.159	254.044	254.358	254.699	255.946	256.383	256.054	256.038	256.386	255.932	255.385	254.441	255.235
2016	254.968	255.246	256.012	257.289	257.721	258.269	258.065	258.374	259.059	258.995	259.348	259.789	257.761
2017	261.409	262.086	262.165	262.486	262.825	263.205	262.577	263.489	265.291	264.578	264.185	264.436	263.228
2018	265.660	267.153	267.077	267.945	268.986	269.348	269.123	269.304	270.298	269.879	269.154	268.369	268.525
2019	269.659	270.250	271.123	271.992	272.726	273.360	273.287	273.903	273.722	273.474	273.627	274.027	272.596
2020	276.077	276.412	275.913	274.876	276.413	276.529	277.944	277.920	278.916	278.297	277.747	278.844	277.157
2021	279.909	280.994	281.761										

**STATION MAINTENANCE
FOR THE YEAR 04/01/2020 - 03/31/2021**

	BILLED AMOUNT 2019-2020	CHANGE IN CPI	INCREASED AMOUNT	BILL AMOUNT 2020-2021
DUTCHESS	2,553,820	0.02120	54,128	2,607,948
NASSAU	30,996,874	0.02120	656,981	31,653,855
NEW YORK CITY	99,182,453	0.02120	2,102,181	101,284,634
ORANGE	528,314	0.02120	11,198	539,511
PUTNAM	998,710	0.02120	21,168	1,019,878
ROCKLAND	56,169	0.02120	1,191	57,360
SUFFOLK	19,105,198	0.02120	404,936	19,510,134
WESTCHESTER	21,422,246	0.02120	454,046	21,876,292
GRAND TOTAL	\$ 174,843,783		3,705,829	\$ 178,549,612

MARCH 2020 CPI	275.913
MARCH 2021 CPI	281.761
CHANGE	5.848
	5.848/275.913
% INCREASE	0.0211950869

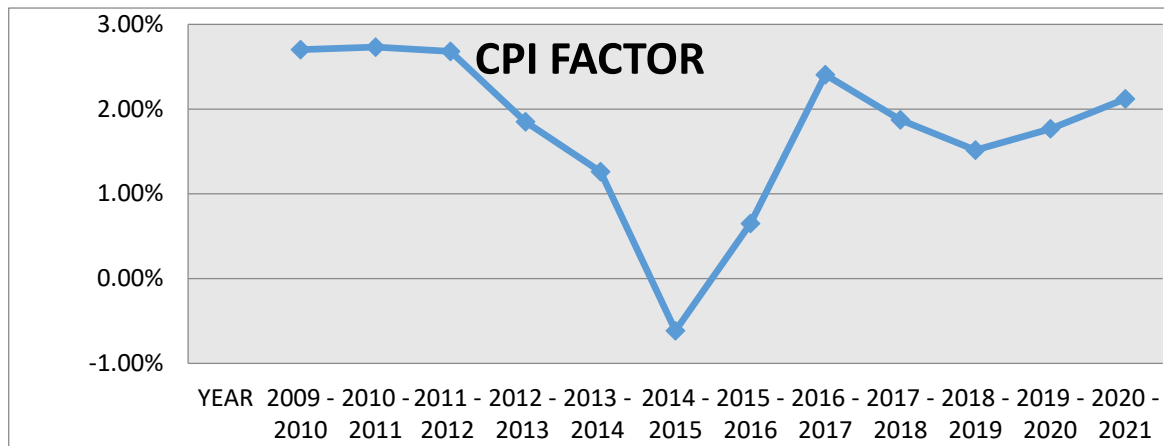
2020 – 2021 STATION MAINTENANCE

- CPI factor used is the Consumer Price Index for Wage Earners and Clerical Workers for the New York, Northeastern New Jersey for twelve month period
All monies due the MTA for 2019-2020 was received

- **CPI FACTOR**

YEAR	CPI FACTOR		YEAR	CPI FACTOR		YEAR	CPI FACTOR
2020 - 2021	2.12%	*	2016 - 2017	2.40%		2012 - 2013	1.85%
2019 - 2020	1.77%		2015 - 2016	0.65%		2011 - 2012	2.68%
2018 - 2019	1.51%		2014 - 2015	-0.62%		2010 - 2011	2.73%
2017 - 2018	1.87%		2013 - 2014	1.26%		2009 - 2010	2.70%

* Current Year



- **BILLING**

YEAR	TOTAL AMOUNT	ANNUAL INCREASE (DECREASE)		YEAR	TOTAL AMOUNT	ANNUAL INCREASE (DECREASE)
2020 - 2021	178,549,612	3,705,829	*	2014 - 2015	161,185,200	-998,076
2019 - 2020	174,843,783	3,035,383		2013 - 2014	162,183,274	2,081,081
2018 - 2019	171,808,400	2,563,917		2012 - 2013	160,165,193	2,909,352
2017 - 2018	169,244,483	3,112,694		2011 - 2012	157,255,958	4,104,460
2016 - 2017	166,131,790	3,898,467		2010 - 2011	153,151,498	4,069,927
2015 - 2016	162,233,323	1,048,123		2009 - 2010	149,081,571	3,919,379

* Current Year

- 1998 was the last year New York City was billed on actual cost for both the LIRR and Metro North
- Legislation was enacted in 1995, and renewed in 1999 and 2004, for station maintenance billing using the CPI factor and bringing NYC onboard with this method for the second time
- Station Maintenance is billed in June and payment is due by September 1st.

Annual Pension Presentation

(Available in the Exhibit Book and MTA.Info)

MAY 2021
MTA REAL ESTATE
LIST OF REAL ESTATE ACTION ITEMS FOR BOARD APPROVAL

1. ACTION ITEMS

MTA METRO-NORTH RAILROAD

License Agreement with Oliver Engineering P.C. for retail space at 188 North Main Street in Port Chester, New York

METROPOLITAN TRANSPORTATION AUTHORITY

Amendment of the License with Outfront Media for advertising throughout the MTA system

MTA METRO NORTH RAILROAD

Staff Summary

Subject LICENSE AGREEMENT WITH OLIVER ENGINEERING, P.C. FOR RETAIL STOREFRONT UNIT/OFFICE SPACE AT 188 N. MAIN STREET, PORT CHESTER, NY
Department REAL ESTATE
Department Head Name JOHN N. LIEBER
Department Head Signature
Project Manager Name NEIL MASTROPIETRO

Date May 26, 2021
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref. #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	5/26/21	X		
2	Board	5/26/21	X		

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

AGENCY: MTA Metro-North Railroad (“Metro-North”)
LICENSEE: Oliver Engineering, P.C. (“Oliver Engineering”)
LOCATION: Retail / office space located at 188 N. Main Street in Port Chester, NY
ACTIVITY: Use as an office
ACTION REQUESTED: Authorization to enter into a license agreement
TERM: 5 years, with two four (4) year extension options
SPACE SIZE: 240 S.F.
COMPENSATION: \$6,600.00 for the first license year, with 3% annual increases

COMMENTS:

In response to a Request for Proposals (“RFP”) issued in December 2020, one proposal was received from Oliver Engineering, P.C. (“Oliver Engineering”) for use as an office for its engineering business. At a 7% discount, the Net Present Value (“NPV”) for the proposed initial term is \$28,619.85. Over the entire proposed term (with extension options), the NPV is \$64,450.77. In addition, Licensee proposes to make approximately \$18,000 of capital improvements to the location. The Licensee’s proposed compensation exceeds the independent broker’s opinion of value by approximately 53%.

A credit and background investigation was performed by Kentech Consulting Inc. on the Licensee and its principal, Vincent Coakley. Mr. Coakley has sufficient financial resources to pay the proposed compensation and perform the capital improvements at the location, and will provide a security deposit in the amount of \$3,714.18, which is equivalent to six (6) months of the fifth (5th) year’s monthly compensation.

Based on the foregoing, MTA Real Estate requests authorization for Metro-North to enter into a license agreement with Oliver Engineering, P.C. on the above-described terms and conditions.

METROPOLITAN TRANSPORTATION AUTHORITY

Staff Summary

Subject ADVERTISING CONCESSION
Department C&D Planning
Department Head Name JOHN N. LIEBER
Department Head Signature
Project Manager Name FREDERICKA CUENCA

Date MAY 26, 2021
Vendor Name OUTFRONT MEDIA GROUP LLC
Contract Number N/A
Contract Manager Name N/A
Table of Contents Ref. #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	5/26/21	X		
2	Board	5/26/21	X		

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

AGENCY: NYCT, MABSTOA, MTA Bus, SIRTOA, LIRR and Metro-North (collectively, the “MTA”)

LICENSEE: Outfront Media Group LLC (“Outfront”)

ACTIVITY: Amendment of an award to Outfront of the Concession (as described below)

ACTION REQUESTED: Board approval of such amendment to extend term and modify required capital investments

TERM: Increase of initial 10-year term to a 13-year initial term, subject to extension for an additional 5 years at Outfront’s option in the absence of any uncured event of default and upon meeting a performance metric (as described below), for a possible total term of 18 years.

Purpose/Recommendation

MTA C&D Planning requests authorization to enter into an amendment to the License Agreement with Outfront on the terms and conditions discussed below.

Background

In September 2017, Outfront was awarded an exclusive license to place and sell digital and non-digital advertising in and on MTA subway stations and cars, commuter railroad stations and cars and buses (the “MTA System”).

This award followed an intensive request for proposal (“RFP”) process which occurred during an increase in digital advertising and the creation of digital networks. A digital advertising and communications network offered opportunities for dynamic messaging targeted to specific audiences, which the MTA was interested in taking advantage of, both from revenue-generating and customer communications perspectives.

The License Agreement was originally for an initial term of ten (10) years, with an additional five (5) years at Outfront’s option in the absence of any uncured event of default. Pursuant to the license agreement entered into between the MTA and Outfront relating to the Concession (the “License Agreement”), Outfront is responsible for installing, operating, maintaining and replacing advertising and dedicated customer communications screens and all associated infrastructure in addition to selling the advertising to generate revenue. Specifically, key provisions of the License Agreement included:

Staff Summary

FINANCE COMMITTEE MEETING Advertising Concession (Cont'd.)

- Build and finance the MTA's advertising and customer communication network, with the cost of this network recouped as described below. The network was to consist of:
 - Dedicated Customer Information Centers (screens) in NYCT subway stations, as well as advertising screens.
 - Full coverage of customer communication screens at commuter railroad stations, incorporated into the railroads' own projects or installed during the advertising build-out.
 - Retrofit a large portion of subway and commuter rail cars with advertising screens.
- Reserve up to 20% of the time and/or space on Outfront's digital advertising screens for MTA customer messaging. For emergency messages, the MTA has the right to immediately takeover messaging on all the screens in the MTA System.
- Pay a minimum annual guarantee ("MAG") to the MTA, established at 55% of a Baseline Revenue. MAG increases by CPI and was \$116,939,059 in 2019.
- Use gross revenues in excess of Baseline Revenue, deemed Incremental Revenue, to pay back the capital expenditures associated with the build-out of the digital infrastructure. 10% of this Incremental Revenue is used to compensate Outfront for operating expenses associated with sales.
- Increase the MTA's share of Baseline Revenue to 60% and the MTA's share of Incremental Revenue to 70% following recoupment of the initial capital investment.
- Refresh screens when they reach the end of their useful life which is anticipated to be approximately seven years.

Proposed Revisions

Prior to 2020, the License Agreement was performing well. 188 transit stations were complete, car retrofits were designed and being installed on test cars, Gross Revenue had exceeded the Baseline Revenue, and Incremental Revenue had been allocated to repaying the capital investment.

As a result of the COVID-19 pandemic and the resulting reduction in travel, advertising spend in the Out of Home market has declined substantially, particularly in transit venues. In Q2 2020, Outfront's national transit revenues were down by 73% compared to 2019. Revenues have not recovered significantly with Q1 2021 revenues down 66% compared to the same period in 2020. The original contract terms provided only limited adjustments in response to adverse events and these adjustments would not be available until later in the term.

Owing to this severe reduction in revenues, Outfront is requesting a modification to the Concession with the MTA that extends the initial term for three years and reduces the capital investment in digital screens. As noted above, one of the MTA's main goals from the Concession was the build-out of a modern, robust customer communications network. With that in mind, after some negotiation--in an effort to optimize investment levels and the resultant revenue share with the MTA, the MTA agreed to negotiate certain changes to the Concession and the License Agreement, as more fully described below. No further changes will be made to the License Agreement and no additional remedies will be available to Outfront to respond to the impacts of the COVID-19 pandemic.

Key provisions of this restated agreement are:

Staff Summary

FINANCE COMMITTEE MEETING Advertising Concession (Cont'd.)

- MAG payments continue throughout the contract term. In May 2020, at the height of uncertainty about the pandemic, the MTA agreed to reduce Outfront's cash obligations for 2020 to 65% of actual revenues with the remaining 2020 MAG obligation equally payable in 5 subsequent years beginning in 2022. All other provisions regarding MAG are unchanged.
- An additional three years added to the initial term of the License Agreement.
- Concession revisions to station digital investments:
 - Customer Information Screens (purchased by Outfront)
 - Will be installed in all NYCT subway stations.
 - Will be provided as requested by Metro-North during the course of the Concession, so long as Metro-North is able to install such screens subject to original cap on the number of screens.
 - Will be provided as needed to LIRR; subject to a cap of the value of the screens initially projected.
 - Advertising screens will be reduced in certain subway stations, but the share of the MTA's screen time for MTA customer messaging on the advertising screens in these subway stations will now be 40% (instead of the standard 20%). All such installations are scheduled to be completed by the third quarter of 2022.
 - Advertising screens at most LIRR and Metro-North railroad stations will be eliminated.
 - To date, LIRR has platform screens installed at 19 stations. MNR has 20 stations with platform screens, including Grand Central.
 - Outfront will install advertising screens in at least 4 additional stations at each railroad, East Side Access and the renovated Penn Station.
 - Outfront will provide dedicated funds of \$6M for MNR (new) and \$4.7M (previously negotiated cap) for LIRR for the installation costs of customer communication screens.
- Concession revisions for train car investment reduce the number of existing cars retrofitted with screens but also include a commitment to install screens in new cars:
 - NYCT retrofits + R211
 - Brand Cars (coves and wall squares) installations in 8% of fleet as planned, with 9% of R211 fleet.
 - Wall squares only will not be installed except in the base order of the R211 cars currently being manufactured.
 - For future NYCT new car arriving during the concession, 10% will be equipped as brand cars.
 - MNR and LIRR M7s and M8s retrofits have been reduced from all cars retrofitted to a number that will achieve at least coverage of 35% of cars. The same percentage (35%) will apply to new cars that will arrive during the term of the Concession.
- New CAPEX investment will be treated differently because of timing uncertainty. The treatment noted below will apply to investments in SAS2, the new car orders for transit and commuter rail as noted above, and the MNR installation fund.
 - Outfront continues to fund New CAPEX and recoup from Incremental Revenue.
 - For cars arriving in the final year of the License Agreement, the MTA will pay 100% of CAPEX.
 - If new CAPEX is not recouped by the end of the term, the MTA will pay the balance out of final payments due to the MTA.
 - The MTA will not have to make out-of-pocket payments and it is likely that Incremental Revenue will be sufficient to cover these investments.
- If Outfront recoups its original projected capital investment under the Concession prior to April 2028 (year 10.5 of the Concession), then the MTA will be entitled to a "revenue bonus", which will increase the MTA's share of Baseline Revenue to 62.5%, using the baseline gross revenue for the current year as the benchmark. This "revenue bonus" will continue during the remainder of the term of the Concession for any year in which (1) the benchmark baseline gross revenue is met and (2) the gross revenue from the prior year does not decrease by more than five percent (5%).
- New performance benchmark linked to 5-year option, which allocates advertising sales risk to Outfront and ridership risk to the MTA. The benchmark is determined for the period from 2022-2028, by comparing Outfront's advertising sales to those in the national out of home market (as published by the Out of Home Advertising

Staff Summary

FINANCE COMMITTEE MEETING Advertising Concession (Cont'd.)

Association of America), which will be adjusted lower if MTA ridership is lower than national rail ridership (as published by the National Transit Database). If Outfront's advertising sales, as adjusted, is lower than 105% of the growth in national out of home market, then the MTA has the ability not to allow Outfront to exercise its 5-year extension option.

Recommendation

The health of this long term public private partnership is in the MTA's best interest. The changes that the MTA and Outfront have agreed to in this staff summary will help to ensure that the Concession remains a good business decision for the MTA, especially given the reality of the COVID-19 pandemic. It is in the MTA's best interest to agree to these changes to the Concession now to keep the relationship financially healthy and more beneficial for the MTA over the long-term.

MTA C&D Planning requests authorization to execute a modified License Agreement incorporating these terms and conditions.

Staff Summary

Subject FMTAC Annual Meeting
Department Finance
Department Head Name Thomas J. Quigley, General Counsel
Department Head Signature
Project Manager/Division Head Phyllis Rachmuth, Director, Risk and Insurance Management

Date May 26, 2021
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance	5/26/21		X	
2	Board	5/26/21		X	

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

Purpose:

To provide information concerning the First Mutual Transportation Assurance Company’s (FMTAC’s) 2020 activities and operations to board members in connection with the May 26, 2021 annual FMTAC Board meeting.

Discussion and Background:

The monthly MTA board meeting of May 26, 2021 will also be the annual board meeting of MTA’s captive insurer, the First Mutual Transportation Assurance Company. For informational purposes, the FMTAC Board Book is being distributed to board members in advance of the meeting.

The FMTAC Board Book contains the Annual Meeting Newsletter (Section 1), which provides a summary update on the activities of FMTAC for the year ended December 31, 2020; historical comparative balance sheet and income statement summaries (Section 2); a draft of the FMTAC Audited Financial Statements for the years ended December 31, 2020 and 2019 (Section 3); and the Statement of Actuarial Opinion prepared by Oliver Wyman setting forth the independent actuary’s determination that the reserves recorded by FMTAC for the year ended December 31, 2020 meet the requirements of the captive insurance laws of the State of New York and make reasonable provision for unpaid loss and loss adjustment expense obligations of FMTAC (Section 4).

Also included in the FMTAC Board Book is the regulatory compliance checklist for 2021 (Section 5), a Report on Investments (Section 6), and materials describing the captive manager advisers (Marsh Captive Solutions) and FMTAC’s investment managers (BlackRock Financial Management) and actuaries (Oliver Wyman) (Section 7).