



Metropolitan Transportation Authority

September 2021

MTA Board Action Items



MTA Board Meeting
2 Broadway, 20th Floor Board Room
New York, NY 10004
Wednesday, 9/15/2021
10:00 AM - 5:00 PM ET

1. PUBLIC COMMENT PERIOD

2. APPROVAL OF MINUTES

MTA Regular Board Meeting Minutes - July 21, 2021

MTA Regular Board Meeting Minutes - July 15, 2021 - Page 4

NYCT/MaBSTOA/SIRTOA/MTA Bus Company Regular Board Minutes - July 21, 2021

NYCT/MaBSTOA/SIRTOA/MTA Bus Company Regular Board Minutes - July 21, 2021 - Page 16

MTA Metro-North Railroad Regular Board Minutes - July 21, 2021

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MTA Long Island Rail Road Regular Board Minutes - July 21, 2021

MTA LIRR Rail Road Regular Board Meeting - July 21, 2021 - Page 28

Triborough Bridges & Tunnels Regular Board Minutes - July 21, 2021

TBTA Regular Board Minutes - July 21, 2021 - Page 33

MTA Construction & Development Company Regular Board Minutes - July 21, 2021

MTA C&D Regular Board Minutes - July 21, 2021 - Page 37

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

LIRR Procurements Report (no items)

MNR Procurements Report

MNR Procurements - Page 43

i. Non-Competitive (no items)

ii. Competitive

MNR Competitive Procurements - Page 47

iii. Ratifications (no items)

MTA C&D Procurements Report

MTA C&D Procurements - Page 50

i. Non-Competitive (no items)

ii. Competitive

MTA C&D Competitive - Page 54

iii. Ratifications

MTA C&D Ratifications - Page 56

4. COMMITTEE ON NYCT & BUS

NYCT & Bus Procurements Report

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

C&D Procurement Package - Page 59

5. COMMITTEE ON MTA BRIDGES & TUNNELS OPERATIONS

B&T Procurements (no items)

6. COMMITTEE ON FINANCE

Action Item

- i. Ratification of the Sales Tax**

Ratification of the Sales Tax (City Portion) - Page 65

- ii. Amendment of MTA and TBTA Bonds Supplemental Resolution**

Amendment to MTA and TBTA Bonds Supplemental Resolutions - Page 92

MTAHQ Procurements Report

MTAHQ Procurement Report - Page 99

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

- ii. Competitive**

MTAHQ Competitive Procurement - Page 102

- iii. Ratification (no items)**

Real Estate Items

- i. Real Estate Agenda and Staff Summaries**

Real Estate Agenda and Staff Summaries - Page 106

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

**Metropolitan Transportation Authority
Minutes
Regular Board Meeting
2 Broadway
New York, NY 10004
Wednesday, July 21, 2021
10:00 a.m.**

The following Board Members were present:

**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. Harold Porr, III
Hon. Lawrence Schwartz
Hon. Vincent Tessitore, Jr.
Hon. Neal Zuckerman**

The following alternate non-voting members were present:

**Hon. Andrew Albert
Hon. Gerard Bringmann
Hon. Norman Brown
Hon. John Samuelsen (participated via video conference)**

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, President, MTA Bus/Senior Vice President, NYCT Department of Buses, Janno Lieber, MTA Chief Development Officer (“CDO”)/President, MTA Construction & Development Company (“C&D”), Phillip Eng, President, Long Island Rail Road, Catherine Rinaldi, President, Metro-North Railroad, Daniel DeCrescenzo, President, TBTA, Acting Chief Joseph McGrann, MTAPD, Mark Young, Vice President, Management and Finance and Chief Financial Officer, LIRR,

Demetrius Crichlow, Executive Vice President and Chief Operating Officer, NYCTA, Leah Flax, Assistant Director, Government and Community Relations, also attended the meeting.

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, the Metro-North Commuter Railroad Company, the MTA Capital Construction Company, the MTA Bus Company, and the First Mutual Transportation Assurance Company.

Unless otherwise indicated, these minutes reflect items on the agenda of the Board of the Metropolitan Transportation Authority, the Metropolitan Suburban Bus Authority, and the First Mutual Transportation Assurance Company. Refer to the other agencies' minutes of this date for items on the agendas of the Boards of the other agencies.

Chairman Foye called to order the July 2021 Board meeting and he welcomed the Board members, the Press and the public to today's regular Board meeting, the first full in-person Board meeting since February of 2020.

General Counsel Thomas Quigley confirmed a quorum of the Board members in attendance, for the record.

A recorded audio public safety announcement was played.

1. PUBLIC SPEAKERS' SESSION.

The MTA Moderator announced that there are 7 registered public speakers. The MTA Moderator reminded public speakers to adhere to the MTA's rules of conduct and decorum. Public speakers were also reminded of the two-minute speaking limit and that speakers will be alerted when 30 seconds remain to conclude their remarks.

The following speakers commented during the public speakers' session.

Lisa Daglian, PCAC – Congestion Pricing
Valerie Joseph, BCID – Curb Pilot Program
Larry Penner, Private Citizen – Budget
Jason Anthony, TCOW – Congestion Pricing
Kenneth Murray, TWU L100 – Transit Ops
Jackie Cohen, Straphangers Campaign
Emani Rimawi, NYPLI- Access A Ride

Refer to the video recording of the meeting produced by the MTA and maintained in MTA records, and to the other agencies' minutes of this date, for the content of speakers' statements.

2. CHAIRMAN FOYE' S OPENING REMARKS.

Chairman Foye thanked the public speakers and stated that the agency is considering offering the option of a virtual public speakers' session in the future.

Chairman Foye stated that before CFO Robert Foran presents the July Financial Plan, he would like to highlight a few points relating to the MTA's finances.

Chairman Foye stated that the Financial Plan reflects the MTA's latest projections—the best assessment based on the data available now, and options for addressing the deficit. The Chairman stated that no Board action on the Plan or the adoption of the budget is required today. Today's Financial Plan presentation is an informational update only.

Chairman Foye stated that earlier this week, the Finance Committee recommended that the MTA postpone the fare increase for 2021. This would have an impact on the options for addressing the deficit, and any necessary adjustment can be made in the November Financial Plan, which the Board can discuss following the CFO's presentation.

Chairman Foye noted that the MTA received an unprecedented allocation of federal aid—\$14.5 billion, and he stated that while receipt of these funds is critical to addressing the immediate and unprecedented crisis and its aftermath, it is not a recurring source of funding. The Chairman stated that before the pandemic the MTA faced significant structural deficits and balanced its budget using one-shots each year, but that is not a sustainable long-term strategy—the agency needs new and recurring revenue sources.

Chairman Foye stated that the MTA executed a tremendous amount of self-help strategies. Since 2010, the agency has identified nearly \$3 billion in annual recurring savings. In 2019, the MTA implemented a 10% reduction on consulting contracts that generated over \$140 million in savings, and identified an additional \$570 million in overtime, consulting, and other non-personnel expense reductions for 2021.

Chairman Foye stated that the deficits are so significant that budget reductions alone cannot solve this crisis—the underlying structural problem still exists. The Chairman stated that after the exceptional circumstances of the pandemic, as ridership evens out into a new normal, and after the MTA has exhausted the exceptional aid it received, the MTA will again face significant deficits. The Chairman stated that the MTA will need new, additional recurring revenues in significant amounts, collectively totaling billions annually, to sustain today's service and staffing levels.

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.

3. JOINT SESSION OF THE BOARD AND FINANCE COMMITTEE OF THE MTA FOR CHIEF FINANCIAL OFFICER'S PRESENTATION OF 2021 MID-YEAR FORECAST, 2022 PRELIMINARY BUDGET AND JULY FINANCIAL PLAN 2022-2024.

MTA Chief Financial Officer Robert Foran presented the MTA 2021 Mid-Year Forecast, 2022 Preliminary Budget and the July Financial Plan 2022-2024 to the Finance Committee and MTA Board members. Copies of the Mid-Year Forecast, Preliminary Budget, and July Financial Plan were distributed to Board members.

Chairman Foye thanked Robert Foran for the presentation and invited Board discussion concerning the proposed financial plan.

The details of the presentation and Board members' comments and questions with respect thereto are included in the videotape of the meeting produced by the MTA and maintained in MTA records and the documents are available on MTA.info.

4. CHIEF SAFETY OFFICER'S PRESENTATION.

Safety and Security Report. Patrick Warren, MTA Chief Safety Officer, provided an update on COVID-19 and security.

MTAPD Crime Report. Acting Chief Joseph McGrann, MTAPD, presented the 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 and Acting Chief McGrann's reports.

5. 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 June 23, 2021.

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

6. MTA OTHER BUSINESS.

A. Action Items.

Mark Young, Vice President, Management and Finance, presented a summary of the following action item for Board approval.

1. Elmont & Belmont. Upon motion duly made and seconded, the Board adopted and approved the resolution authorizing the incorporation of the Elmont and Belmont Park stations into the passenger tariff and structure as Zone 4 stations. Board Member Haeda Mihaltses abstained from the vote. The specifics are set forth in the staff summary and documentation filed with the meeting materials.

MTA and Agencies' Joint Committee and Regular Board Meeting
July 21, 2021

Paul Fama, MTA Chief People Officer, presented a summary of the following action item for Board approval.

2. Pension Plan Amendment. Upon motion duly made and seconded, the Board approved resolutions providing for:
 - i. An amendment to the Metropolitan Transportation Authority (“MTA”) Defined Benefit Pension Plan (the ”MTA DB Plan”) Twenty-Year Police Program (“Police Program”) to extend the COVID-19 Accidental Death Benefits;
 - ii. An amendment to the Manhattan and Bronx Surface Transit Operating Authority (MaBSTOA”) Pension Plan (“MaBSTOA Pension Plan”) to extend the COVID-19 Accidental Death Benefit.
 - iii. Amendment to the MTA DB Plan to extend the COVID-19 Accidental Death Benefit for members in articles covering the commuter rails, Long Island Bus, the Staten Island Rapid Transit Operating Authority (“SIRTOA”), MTA Bus and the Long Island Rail Road Company Pension Plan; and
 - iv. An amendment to the Long Island Rail Road Company Plan for Additional Pensions to extend the COVID-19 Accidental Death Benefit.

Refer to the video recording of the meeting, produced by the MTA and maintained in MTA records, for details of Mr. Young’s and Mr. Fama’s summary of these action items.

7. MTA COMMITTEE ON FINANCE.

A. Action Items.

Upon motion duly made and seconded the Board approved the following action items. The specifics are set forth in the staff summaries and documentation filed with the meeting materials. Chairman Foye and Board Member Linda Lacewell abstained from the vote on item #1 below.

1. MTA Financial Support for Refinancing of ESD TIFIA Loan for Moynihan Station Development Project in Replacement for MTA Financial Support on Prior ESD TIFIA Loan. Approved entering into various agreements necessary to support the refinancing of an existing loan (the “Existing TIFIA Loan”) up to an amount not-to-exceed \$633 million between New York State Urban Development Corporation d/b/a Empire State Development (“ESD”) and the United States Department of Transportation, acting by and through the Executive Director of the Build America Bureau (the “TIFIA Lender”), entered into to effectuate Phase 2 of the Moynihan Station Development Project (the “Project”), which included a new Train Hall shared by Amtrak, Long Island Rail Road and Metro-North Commuter Railroad.

2. TBTA Sales Tax Revenue Obligation Resolution (TBTA Capital Lockbox – City Sales Tax) for Submission to the Capital Program Review Board. Approved the resolution authorizing the submission of the draft of the proposed Special Obligation Resolution Authorizing Sales Tax Revenue Obligations (TBTA Capital Lockbox – City Sales Tax) and Standard Resolution Provisions (collectively, the “City Sales Tax Obligation Resolution”) to the Metropolitan Transportation Authority Capital Program Review Board (“CPRB”) for approval. Upon approval by the CPRB, a complete and final set of City Sales Tax Obligation Resolution documents will be resubmitted to the Finance Committee and the TBTA Board for formal adoption, as required by the TBTA Act.

B. Procurement Items.

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

1. Ozone Park Lumber – All-Agency Supply and Delivery of Building and Construction Supplies – No. 15622. Approved the award of an estimated quantity purchase contract for the Building & Construction Supplies category of Maintenance, Repair and Operating Supplies (“MRO”), pursuant to a competitively negotiated all-agency request for proposals (RFP) to Ozone Park Lumber.
2. Miller Advertising Agency – All-Agency Classified, Legal and Recruitment Services – No. 15626-0100. Approved the award of a competitively negotiated, all-agency personal services contract to Miller Advertising Agency, Inc. to provide classified, legal and recruitment advertising services.
3. Various Contractors – As-Needed Environmental and Industrial Hygiene Consulting Services – No. 260188. Approved the award of three classes of competitively negotiated, personal services contracts to D&B Engineers and Architects, DPC (Class 1), Gallagher Bassett Services, Inc. (Class 2) and Day Engineering, PC (Class 3) for environmental and industrial hygiene consulting services on an as-needed basis.

C. Real Estate Items.

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.

Metropolitan Transportation Authority

1. Lease renewal with OTR Properties for MTA Police Department office space at 24 South Macquesten Parkway, Mount Vernon, NY.

Triborough Bridge and Tunnel Authority

2. Eighth amendment to the license agreement with the National September 11 Memorial and Museum at the World Trade Center Foundation, Inc. for space at the Battery Parking Garage, New York, NY.

New York City Transit Authority

3. Acquisition of property interests for the Jamaica Bus Depot Reconstruction Project, Jamaica, NY.
4. Acquisition of property interests for Phase 2 of the Second Avenue Subway Project, New York, NY,

Metro-North Railroad

5. Lease renewal with Gotham 42nd Street LLC, for the Employee Assistance Program office space at 110 East 42nd Street, Suite 1, 301, New York, NY.

Long Island Rail Road

6. License agreement with the City of Long Beach to design, build and maintain a protective flood wall system, Long Beach, NY.
7. License agreement with South Fork Wind, LLC, for the installation and maintenance of electrical and fiber cables along the right-of-way in Montauk, NY.
8. Franchise license agreement with Boingo to install and maintain a cellular and Wi-fi cable and supporting infrastructure and service on the Level A Concourse at Penn Station, New York, NY.

8. SAFETY COMMITTEE.

A. Action Item.

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

1. NYCT Subways and NYCT DOB / MTA Bus Agency Safety Plans. Approved the 2021 Subway and Buses Public Transportation Agency Safety Plan (PTASP) for Department of Subways and Department of Buses.

9. CHAIRMAN'S FINAL REMARKS.

Chairman Foye announced that, as everyone is aware, this is his last MTA Board meeting as Chairman and CEO. The Chairman stated that in September, he will be moving on to lead the Empire State Development Corporation, working with Steve Cohen and his staff.

The Chairman thanked Governor Cuomo for the opportunity to serve at the Port Authority and at the MTA. Chairman Foye stated that it has been an extraordinary honor to lead this critical agency, especially at this particular time. The Chairman stated that it has also been an honor to work with the dedicated members of the MTA Board, the smart, tireless and heroic staff, and to serve the region, and his fellow New Yorkers these last four years.

Chairman Foye thanked both present and former Board members for their service, time, and thoughtful contributions on matters large and small over the years. The Chairman stated that he and the Board have not always agreed on everything—that would be impossible to expect, but it has always been clear that the Board has always focused on what is important, which is that we serve as careful stewards of the MTA as we shape the future of public transportation in the region. Chairman Foye stated that the Board's dedication and service is valued and appreciated.

Chairman Foye stated that the meetings are frequently lively and spirited—with robust discussions and comments from the public. The Chairman assured the MTA customers that, whether comments are made virtually or in person, as they were today for the first time in 15 or 16 months, he, the Board Members, and staff listen carefully to their comments, that have an impact in any number of ways, including comments made during the public hearings. Chairman Foye stated that the public's commitment to improving the MTA is appreciated.

Chairman Foye stated that he is proud to have led the agency at a time when New Yorkers needed the MTA more than ever. Doctors, nurses, police officers, firefighters, sanitation workers, grocery workers, and delivery workers, and clearly the transit heroes—in the depths of this pandemic, the MTA was the circulatory system that carried all of these heroic essential workers and first responders to the frontlines, so that they could carry all of us through the crisis. The Chairman stated that the MTA's tireless workforce – the heroes moving heroes – are the definition of New York Tough, and represent the best of public service.

Chairman Foye stated that, during these uncertain times, the MTA did everything it could every day and every night to safeguard the health of its customers and employees. The Chairman thanked Patrick Warren, Chief Safety Officer, an unsung hero, for spearheading our nation, and industry-leading pandemic response, and adapting it and innovating and changing it throughout. The Chairman also thanked Dr. Daria Luisi, Corporate Occupational Health Officer, Occupational Health Services, Carl Hamann, Vice President, Chief Safety Officer, and their teams, who helped set up safe protocols and developed innovative programs that were followed around the nation and around the world – from diagnostic testing to vaccinations – to support our employees and protect the health of employees and customers.

Chairman Foye stated that he has been humbled every day by the hard work and dedication shown by his colleagues at every level of the organization. The Chairman thanked the staff, who he said showed up, day in and day out, night in and night out, faced the greatest challenge in MTA's and United States' history, and who help the MTA rise to recovery on the other side.

Chairman Foye stated that the MTA has weathered worse days—the Great Depression, the 1980s fiscal crisis, polio, the 1918-1919 pandemic, Super Storm Sandy, the Great Recession, and he had full confidence that the agency would pull together and pull this region through, and that is exactly what happened.

Chairman Foye stated that the same praise goes to the brave men and women of the MTAPD and NYPD's Transit Bureau, led by Acting Chief McGrann and Chief O'Reilly. The Chairman stated that policing is a profession that is perilous at the best of times, and the pandemic was unquestionably one of the most challenging times. The Chairman stated that everyone at the MTA appreciates the work done by the MTAPD and NYPD Transit Bureau in keeping customers and employees safe.

Chairman Foye stated that it was wonderful to see and participate with all the MTA heroes, rightfully recognized at the Hometown Heroes ticker tape parade earlier this month. Riding the 1903 wooden train with colleagues across the agency was a tremendously moving moment and it highlighted in sharp relief the service and sacrifice of the 168 members of the MTA family who were lost to COVID. The Chairman stated that each loss matters, and every loss is difficult, and he stated that his heart goes out to each of the families, and the deep grief and heartbreak they are continuing to suffer.

Chairman Foye stated that while nothing can bring these heroes back, he is proud the MTA provided their families with a measure of financial security after their loss, with a first-in-the-nation COVID family benefits program. The Chairman stated that it was the right thing to do, and he acknowledged the work and partnership of Tony Utano, President, TWU, Local 100 and Anita Miller, Chief Employee Relations and Administrative Officer, who were instrumental in making it happen. The Chairman thanked Interim President Sarah Feinberg for her leadership and the hard work of Monica Murray, Chief Administrative Officer, and all those from the MTA who supported the families after their loss.

Chairman Foye stated that it is an understatement to say the MTA was battle tested time and time again in the last 16 months. The MTA weathered a historic overnight shutdown of the subways, the system's first-ever closure in 116 years, and brought it back when the time was right. The Chairman stated that shutting down the system was a fraught and difficult decision to make, but it was the right one under the circumstances, and was executed flawlessly by Interim President Sarah Feinberg, Sally Librera, former Sr. V.P. Department of Subways, Frank Jezycki, Acting Senior Vice President, NYCTA, Demetrius Crichlow, Executive Vice President and Chief Operating Officer, NYCTA, and the team at Transit—from night one in May 2020 to the gradual opening and ultimately the return of 24/7 service. Craig Cipriano, President, MTA Bus/Senior Vice President, NYCT Department of Buses, and his team, working with Judy McClain, Chief, Operations Planning, and the service planners, who smartly enhanced bus service where it was needed; and Sarah Meyer, Senior Vice President &

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Chief Customer Officer, and the customer team, who made sure riders always knew how to get safely to where they needed to go.

Chairman Foye recognized the agency Presidents, Janno Lieber, Chief Development Officer/President C&D, Catherine Rinaldi, Metro-North Railroad, Phil Eng, LIRR, and Daniel DeCrescenzo, Bridges & Tunnels, who worked tirelessly together to lead the MTA operating agencies through these uncharted waters with compassion, innovation, and tenacity.

Chairman Foye, commenting on the federal funding and COVID, stated that we should never forget that the MTA faced financial Armageddon just months ago—an unprecedented fiscal tsunami, as ridership cratered to never-before-seen lows and the MTA’s budget literally fell off a cliff. The Chairman stated that the impact of the pandemic was as destructive as a five-alarm fire—more severe than even that of the Great Depression.

Chairman Foye stated that thankfully the federal government, led by Senate Majority Leader Schumer, and the entire New York delegation, led by Chair Lowey and Congressman Jeffries, came through with three separate rounds of federal COVID funding, totaling an extraordinary \$14.5 billion. The Chairman stated that this desperately needed aid helped the MTA avoid the unthinkable: slashing service and laying off of nearly 10,000 employees.

Chairman Foye stated that attaining the relief package is one of the signature accomplishments of the last few years—it was a matter of survival for the MTA. The Chairman attributed the MTA’s success to the hard and smart work of the MTA team: Janno Lieber, CDO/President C&D, Sarah Meyer, Senior Vice President & Chief Customer Officer, Kylah Hynes, Director, Federal Affairs, Naomi Renek, Deputy Chief of Staff, Office of Capital Construction Administration, Abbey Collins, former Chief Communications Officer, Kenneth Lovett, Senior Advisor to the Chairman and Tim Minton, Communications Director, who the Chairman stated created a national coalition that highlighted just how critical transit is to the communities that it serves.

Chairman Foye thanked the MTA partners in the region, who he stated have rallied together behind the MTA’s cause, including the MTA labor leaders: John Samuelson, TWU International President, Tony Utano, President, TWU, Local 100, Anthony Simon, Transportation Division Alternate Vice President, SMART, Chris Silvera, President, International Brotherhood of Teamsters (IBT), Local 808, Vincent Modaffieri, President, Transit Supervisors Organization, and their labor brothers and sisters. The Chairman thanked the New York business and real estate leaders, and non-profits and advocacy organizations, who he stated helped drive home the impact of transit for the economy and for the community.

Chairman Foye stated that, through this long advocacy campaign, he wanted to especially thank CFO Robert Foran, David Keller, Senior Deputy Budget Director, Jai Patel, Chief Transformation Management Office, Mark Young, Vice President, Management and Finance and Chief Financial Officer, LIRR, Patrick McCoy, Director Finance, and the entire team for their work. The Chairman stated that the \$14.5 billion in aid was the result of a lengthy campaign, the consummation of which was never certain, which could have gone the other way and we could be having an entirely different Board meeting today. The Chairman stated

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that there were many difficult moments and months when the MTA had to plan for the worst and push to be innovative with the financing tools available, and CFO Foran led through it all with a steady and intelligent calm. Chairman Foye praised CFO Foran for being one of the most able public sector CFOs in the country, and he stated that the agency is lucky to have him.

Chairman Foye stated that he and the MTA staff have achieved a tremendous amount over the last few years, and he is confident that the agency is in steady hands of capable leaders going forward.

Chairman Foye thanked the Governor and the State legislative leaders for their support, for recognizing the importance of reinvesting in the system, for approving the agency's historic 2020-2024 Capital Program and enacting Central Business District Tolling ("CBDT") legislation to fund a significant portion of it.

Chairman Foye credited Janno Lieber, CDO/President C&D, John McCarthy, Special Advisor, MTA Agency Operations & Initiatives, Mark Roche, Senior Director, Alternative Project Delivery, MTA 3rd Track Expansion Project, Tim Mulligan, Senior Vice President, Operations Support, Office of Capital Construction Administration, Evan Eisland, Executive Vice President, General Counsel & Secretary, Office of Capital Construction Administration, Steve Plochochi, Senior Vice President Procurement & Supply Chain, Office of Capital Construction Administration and Fredericka Cuenca, Deputy Chief Development Officer, Deputy CDO Planning, and the entire C&D team for advancing the program and delivering on the agency's commitments and continuing to do so safely through the pandemic.

Chairman Foye recognized Allison C. de Cerreño, Ph.D., MTA Deputy Chief Operating Officer, for her smart, diligent, and creative leadership of the CBDT Program. The Chairman credited Dr. de Cerreño for her laser-focus on advancing the CBDT project quickly and responsibly and delivering a solid outcome for the agency and the region.

The Chairman stated that the Capital Program generates investments in small businesses through the State and helps create good-paying jobs, and he thanked Michael Garner, Chief Diversity Officer, who was recently named "Top Diversity & Inclusion Officer" by Crain's, an honor well-deserved. The MTA has consistently ranked #1 in dollars paid to New York State-certified MWBEs, with over an extraordinary \$900 million in the latest State fiscal year.

Chairman Foye stated that in the last 18 months, the MTA has welcomed several new leaders, and each of them hit their stride and led their departments capably throughout this past year. The Chairman stated that he is sure that they will continue to do well going forward: Paul Fama, MTA Chief People Officer, Raf Portnoy, Chief Technology Officer, Kuvesh Ayer, Chief Procurement Officer, Mark Dowd, Chief Innovation Officer, and Quemuel Arroyo, Chief Accessibility Officer.

The Chairman extended his thanks to Anthony McCord, Chief Transformation Officer, Wael Hibri, Senior Vice President Shared Services, Transformation Management Office and their teams for their energy and commitment to helping improve the MTA.

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Chairman Foye thanked and recognized: Al Putre, former Executive Director of the OMNY Program, Wayne Lydon, Director, MTA Fare Payment Programs, Tom Savio, Director, Construction Oversight, Office of Chief Operating Officer, Michele Woods, Auditor General, and Tariq Habib, Chief Information Security Officer, for their hard work, contributions, and dedication to the MTA organization.

Lastly, Chairman Foye thanked Thomas J. Quigley, General Counsel, who the Chairman stated has been a smart and steadfast partner, giving wise, practical advice and steering this agency on the same course as it navigated all issues, large and small, and Anni Zhu, Deputy Chief of Staff to the Chairman & CEO, who he announced is also departing the MTA next week.

10. ADJOURNMENT.

Upon motion duly made and seconded, the Board voted to adjourn the meeting at 12:06 p.m.

Respectfully submitted,

Victoria Clement
Assistant Secretary
MTAHQ

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

**2 Broadway
New York, NY 10004
Wednesday July 21, 2021
10:00 a.m.**

The following Board Members were present:

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. Harold Porr, III
Hon. Lawrence Schwartz
Hon. Vincent Tessitore, Jr.
Hon. Neal Zuckerman

The following alternate non-voting members were present:

Hon. Andrew Albert
Hon. Gerard Bringmann
Hon. Norman Brown

Hon. John Samuelson participated via video conference

Thomas J. Quigley, MTA 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, 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, President, TBTA, Acting Chief Joseph McGrann, MTAPD, Chief Kathleen O'Reilly, NYPD Chief of Transit, Mark Young, Vice President, Management and Finance and Chief Financial Officer, LIRR, Demetrius Crichlow, Executive Vice President and Chief Operating Officer, NYCT, and Leah Flax, Assistant Director, Government and Community Relations, also attended the meeting.

1. CHAIRMAN FOYE CALLED THE MEETING TO ORDER

MTA Chairman & CEO Patrick Foye called the meeting to order and welcomed the Board members, the Press and the public to the first full in-person Board meeting since February 2020. Details of the Chairman's remarks are contained in the video recording of the meeting produced by the MTA and maintained in the MTA records.

2. PUBLIC COMMENT PERIOD

There were seven (7) public speakers. The following speakers spoke on MTA NYC Transit/Staten Island Rapid Transit Operating Authority /MTA Bus Company matters during the public speaker session.

Lisa Daglian, PCAC
Valerie Joseph, BCID
Larry Penner, Private Citizen
Jason Anthony, TCOW
Kenneth Murray, TWU Local 100
Jackie Cohen, Straphangers Campaign
Emani Rimawi, NYPLI

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

3. CHAIRMAN FOYE'S OPENING REMARKS

Please 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.

4. CHIEF FINANCIAL OFFICER PRESENTATION TO A JOINT SESSION OF THE BOARD & FINANCE COMMITTEES

MTA Chief Financial Officer Robert Foran presented the MTA 2021 Mid-Year Forecast, 2022 Preliminary Budget, and the July Financial Plan 2022-2024, to the Finance Committee and MTA Board members. Copies of the Mid-Year Forecast, Preliminary Budget, and July Financial Plan were distributed to Board members.

Following the presentation, Chairman Foye thanked Robert Foran for the presentation and invited Board discussion concerning the proposed financial plan.

Details of the Chairman's comments and surrounding discussion are contained in the video recording of the meeting produced by the MTA and maintained in the MTA records.

5. CHIEF SAFETY OFFICER'S PRESENTATION.

Safety and Security Report. Patrick Warren, MTA Chief Safety Officer, provided an update on matters related to COVID-19 and security. Please refer to the video recording of the meeting, produced by the MTA and maintained in MTA records for details of this presentation.

MTAPD Crime Report. Acting Chief Joseph McGrann, MTAPD, presented the crime report. Please refer to the video recording of the meeting, produced by the MTA and maintained in MTA records for the details.

6. 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 June 23, 2021. Please refer to the video recording of the meeting, produced by the MTA and maintained in MTA records for the details.

7. MTA OTHER BUSINESS

Action Item:

MTA Pension Plan Amendments. Upon motion duly made and seconded, the Board approved an amendment to the Manhattan and Bronx Surface Transit Operating Authority ("MaBSTOA") Pension Plan to continue to provide Accidental Death Benefits consistent with Chapter 89 of the Laws of 2020 ("Chapter 89").

The specifics of the above items are set forth in the staff summaries and documentation filed with the meeting materials. The details of any discussion and Board Members' comments with respect to this item are contained in the video recording of the meeting produced by the MTA and maintained in the MTA records.

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

Procurements:

Non-Competitive Procurements: Upon motion duly made and seconded, the Board approved non-competitive procurements requiring a majority vote (Schedule G in the Agenda).

Details of the above items are set forth in staff summaries, copies of which are on file with the records of the meeting of the Board of MTA NYC Transit /Staten Island Rapid Transit Operating Authority /MTA Bus Company.

Competitive Procurements: Upon motion duly made and seconded, the Board approved competitive procurements requiring a two-thirds vote (Schedule C in the Agenda) and a majority vote (Schedule G in the Agenda).

Details of the above items are set forth in staff summaries, copies of which are on file with the records of the meeting of the Board of MTA NYC Transit /Staten Island Rapid Transit Operating Authority /MTA Bus Company.

MTA Construction & Development: Ratifications: Upon motion duly made and seconded, the Board approved ratifications requiring a majority vote (Schedule K in the Agenda).

Details of the above items are set forth in staff summaries, copies of which are on file with the records of the meeting of the Board of MTA NYC Transit /Staten Island Rapid Transit Operating Authority /MTA Bus Company.

9. COMMITTEE ON FINANCE

Real Estate Items:

Upon motion duly made and seconded, the Board approved: (1) the acquisition of property interests for the Jamaica Bus Depot reconstruction project, Jamaica, NY; (2) the acquisition of property interests for Phase 2 of the Second Avenue Subway Project, New York, NY.

10. SAFETY COMMITTEE.

Action Item:

NYCT Subways and NYCT Department of Buses/MTA Bus Agency Safety Plans. Upon motion duly made and seconded the Board approved the 2021 Subway and Buses Public Transportation Agency Safety Plan (PTASP) for the Department of Subways and Department of Buses. The specifics are set forth in the staff summary and documentation filed with the meeting materials.

11. CHAIRMAN'S FINAL REMARKS.

Chairman Foye announced that this meeting was his last MTA Board meeting as Chairman and CEO, and he made his final remarks.

Details of the Chairman's remarks and any surrounding discussions are contained in the video recording of the meeting produced by the MTA and maintained in the MTA records.

12. ADJOURNMENT.

Upon motion duly made and seconded, the Board voted to adjourn the meeting at 12:06 p.m.

Respectfully submitted,
/s/Mariel A. Thompson
Mariel A. Thompson
Assistant Secretary

Minutes of the Regular Meeting
Metro-North Commuter Railroad Company
2 Broadway – 20th Floor
New York, NY 10004
Wednesday, July 21, 2021
10:00 a.m.

The following members were present:

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. Harold Porr, III
Hon. Lawrence Schwartz
Hon. Vincent Tessitore, Jr.
Hon. Neal Zuckerman

The following alternate non-voting members were present:

Hon. Andrew Albert
Hon. Gerard Bringmann
Hon. Norman Brown
Hon. John Samuelsen (participated via video conference)

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, 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, President, TBTA, Chief Joseph McGrann, MTAPD, Chief Kathleen O'Reilly, NYPD Chief of Transit, Mark Young, Vice President, Management and Finance and Chief Financial Officer, LIRR, Demetrius Crichlow, Executive Vice President and Chief Operating Officer, NYCT, Leah Flax, Assistant Director, Government and Community Relations also

attended the meeting. Unless otherwise indicated, these minutes reflect items on the agenda of the Metro-North Commuter Railroad Company Board (“Metro-North”). Refer to the other agencies’ minutes of this date for items on the agendas of the Boards of the other agencies.

Chairman Foye called the meeting to order. Thomas Quigley, General Counsel, stated that each of the Board Member’s attendance will be recorded for the record and confirmed there was a quorum. The electronic emergency safety procedure announcement was played.

1. PUBLIC SPEAKERS:

There were seven (7) registered public speakers. The following speakers spoke on Metro-North related matters:

Lisa Daglian, Executive Director of the Permanent Citizen’s Advisory Committee, expressed her appreciation on behalf of Metro-North’s riders for all Chairman Foye has done to keep the system going, including recognizing the need to find better ways to continue to incorporate commuter rail into the fabric of the region. She also stated that creative ticketing, including a discounted 20-trip ticket and an expanded freedom ticket pilot, would encourage more ridership.

Additional details of the comments made by the public speakers are contained in the other agencies’ minutes of this date. The video recording of the meeting produced by the MTA and maintained in the MTA records contains a complete record of the public comments.

2. CHAIRMAN FOYE’S REMARKS:

Chairman Foye began his remarks by stating that allowing public speakers to have a virtual option to send in comments is under consideration.

Commenting on the July Financial Plan, Chairman Foye stated that the Financial Plan reflects the MTA’s latest projections and that no actions need to be taken at the Board Meeting at this time. He also indicated that the Finance Committee recommended that the MTA postpone the fare increase for 2021, which will impact the options for addressing the deficit. Chairman Foye commented that the MTA has received an unprecedented allocation of federal aid, \$14.5 billion, and while receipt of these funds is critical to addressing the immediate and unprecedented crisis and its aftermath, it is not a recurring source of funding.

Before the pandemic, the MTA faced significant deficits and balanced its budget using “one-shots” each year, but that strategy is not sustainable long-term. The MTA needs new recurring revenue sources. Since 2010, the MTA has identified nearly \$3 million in annual recurring savings. In 2019, the MTA implemented a 10% reduction on consulting contracts that generated over \$140 million in savings and identified an additional \$570 million in overtime, consulting, and other non-personnel expense reductions for 2021. However, the deficits are so significant that budget reductions alone cannot solve this crisis. The underlying structural problem still exists. After the exceptional circumstances of the pandemic, as ridership forms the

new normal and the MTA has exhausted the aid it received, the MTA will again face significant deficits and will need new recurring revenues to sustain service and staffing levels.

The details of the remarks by Chairman Foye are contained in the video recording of the meeting produced by the MTA and maintained in MTA records.

3. **CHIEF FINANCIAL OFFICER PRESENTATION ON THE 2021 MID-YEAR FORECAST, THE MTA 2022 PRELIMINARY BUDGET AND JULY FINANCIAL PLAN 2022-2025:**

MTA Chief Financial Officer (“CFO”) Robert Foran presented the 2021 Mid-Year Forecast, the MTA 2022 Preliminary Budget, and the July Financial Plan for 2022-2025.

The details of the presentation and Board members’ comments and questions with respect thereto are included in the video recording of the meeting produced by the MTA and maintained in MTA records.

4. **CAPITAL PROGRAM PRESENTATION:**

MTA Chief Development Officer Janno Lieber provided the Board with an update on the progress of the MTA Capital Program.

The details of the presentation and Board members’ comments and questions with respect thereto are included in the video recording of the meeting produced by the MTA and maintained in MTA records.

5. **SAFETY PRESENTATION:**

Chief Safety Officer Patrick Warren provided an update on COVID-19 and safety and security issues. Chief Joseph McGrann of the MTA Police Department provided an update on quality of life issues throughout the system.

The details of the presentations and Board members’ comments and questions with respect thereto are included in the video recording of the meeting produced by the MTA and maintained in MTA records.

6. **APPROVAL OF MINUTES:**

Upon motion duly made and seconded, the Board approved the minutes of the Metro-North/LIRR Joint Committee and Board meeting held on June 23, 2021.

7. **MTA OTHER BUSINESS:**

The Board was presented the following action item that relates to Metro-North:

- Board approval to make amendments to the MTA Pension Plans to extend the COVID-19 accidental death benefit.

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

8. **JOINT METRO-NORTH AND LONG ISLAND RAIL ROAD COMMITTEE:**

Construction & Development Company Procurement:

The Board was presented with the following competitive procurement that relates to Metro-North:

- Board approval to adopt a resolution declaring that pursuant to Public Authorities Law section 1265-a and Article III.B(6) of the All Agency General Procurement Guidelines, it is in the public interest to utilize the competitive Request for Proposal (“RFP”) process, rather than a competitive bid process, for the upgrade and replacement of the digital audio call recording system for phones and radios located at fifteen (15) sites throughout Metro-North’s territory.

Board Member Herman stated that the Committee agreed to recommend the foregoing procurement to the full Board; however, a quorum was not present at the Joint Committee meeting. Upon motion duly made and seconded, the Board approved the foregoing procurement. The details of the approved procurement are contained in a staff summary and documentation filed with the records of this meeting.

9. **COMMITTEE ON FINANCE:**

Action Item:

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

- Board approval to enter into various agreements necessary to support the refinancing of an existing loan (the “Existing TIFIA Loan”) up to an amount not to exceed \$633 million between New York State Urban Development Corporation d/b/a Empire State Development (“ESD”) and the United States Department of Transportation, acting by and through the Executive Director of the Build America Bureau (the “TIFIA Lender”), entered into to effectuate Phase 2 of the Moynihan Station Development Project, which included a new Train Hall shared by Amtrak, Long Island Rail Road, and Metro-North.

Upon motion duly made and seconded, the Board approved the foregoing action item. Board Member Lacewell and Chairman Foye recused themselves from the vote. The details of the approved action item are contained in a staff summary and documentation filed with the records of this meeting.

MTAHQ Procurements:

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

- Board approval to award an estimated quantity purchase contract for the Building & Construction Supplies category of Maintenance, Repair, and Operating Supplies (“MRO”) pursuant to a competitively negotiated all-agency RFP to Ozone Park Lumber in the amount of \$131,244,005. The contract period will be five-years with two 12-month options to be exercised at the MTA’s discretion.
- Board approval to award a competitively negotiated, all-agency personal services contract to Miller Advertising Agency, Inc. to provide classified, legal, and recruitment advertising services for a period of up to five years (three years plus two one-year options), in the not-to-exceed amount of \$4,000,000.
- Board approval to award three classes of competitively negotiated, personal service contracts for environmental and industrial hygiene consulting services needed by MTA HQ Environmental Sustainably & Compliance, Long Island Rail Road Occupational & Environmental Safety, and Metro-North Environmental Compliance and Services on an as-needed basis for a combined not-to-exceed amount of \$6,217,666 as follows: (i) Class 1: D&B Engineers and Architects, D.P.C. in the not-to-exceed amount of \$1,934,465; (ii) Class 2: Gallagher Bassett Services, Inc., Technical Services Division in the not-to-exceed amount of \$640,547; (iii) Class 3: Day Engineering, P.C. in the not-to-exceed amount of \$3,657,203. The contract period for all awarded contracts will be five years.

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

Real Estate Items:

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

- Board authorization to enter into a lease renewal with Gotham 42nd Street LLC for the Metro-North Employee Assistance Program office space at 110 East 42nd Street, New York, NY.

Upon motion duly made and seconded, the Board approved the foregoing real estate item. The details of the above real estate item are contained in staff summaries and documentation filed with the records of this meeting.

10. CHAIRMAN FOYE’S CLOSING REMARKS:

In closing, Chairman Foye remarked that this would be his last MTA Board Meeting as Chairman and CEO. In September, he will be moving on to head the Empire State Development Corporation. Chairman Foye thanked Governor Cuomo for the opportunity to serve at both the Port Authority and the MTA. He stated that it has been an extraordinary honor to head this critical agency and to work with this dedicated Board, the smart, tireless, and heroic staff, and to serve the region. Chairman Foye thanked both present and former Board Members for their service, time, and thoughtful contributions on all matters. He noted that the MTA Board listens carefully to all members of the public, whether comments are made virtually or in person, that the public commenters have had an impact in a number of ways, and thanked them for their commitment to improving the MTA.

Chairman Foye stated that he was proud to have led the MTA at a time when New Yorkers needed the MTA more than ever. The MTA carried the region's heroic essential workers and first responders throughout the pandemic to the front lines so they could carry all of us through the crisis. The MTA's tireless workforce, the heroes moving heroes, are the definition of "New York Tough" and represent the best of public service. During these uncertain times, the MTA did everything it could to safeguard the health of its customers and employees. Chairman Foye thanked Pat Warren for spearheading the MTA's pandemic response and remarked that he is constantly humbled by the hard work and dedication shown by his colleagues at every level of the MTA. The MTA has weathered numerous crises and Chairman Foye stated that he had full confidence the MTA would pull together and pull the region through, which is exactly what happened. Chairman Foye also thanked the MTA Police Department and the New York Police Department Transit Bureau for their work keeping customers and employees safe.

Chairman Foye stated that it was wonderful to see all the MTA heroes recognized at the "Hometown Heroes" ticker tape parade earlier this month. Riding the 1903 wooden train with colleagues across the agency was a tremendously moving moment; it highlighted the service and sacrifice of the 168 members of the MTA family who were lost to COVID-19. Chairman Foye stated that his heart goes out to each of the families and the deep grief and heartbreak they are continuing to suffer. While nothing can bring these heroes back, Chairman Foye stated that he is proud the MTA provided their families with a measure of financial security after their loss with a first-in-the-nation COVID-19 family benefits program. It was the right thing to do, and Chairman Foye acknowledged the work and partnership of Tony Utano and Anita Miller who were instrumental in making it happen. Chairman Foye also thanked Sarah Feinberg, Monica Murray, and all the staff at the MTA who supported these families after their losses.

Chairman Foye commented that the MTA weathered a historic overnight shutdown of the subways, the system's first ever closure in 116 years, and brought service back when the time was right. Shutting down the system was a difficult decision to make but it was the correct one under the circumstances and was executed flawlessly by the staff at New York City Transit. Chairman Foye also recognized the staff at MTA Bus for smartly enhancing bus service when and where it was needed as well as the customer service team who ensured riders always knew how to get safely where they needed to go. Chairman Foye also recognized and thanked each of the agency Presidents for their extraordinary leadership and work.

Commenting on federal funding, Chairman Foye stated that we should never forget the MTA faced financial Armageddon just months ago as ridership plummeted and the MTA's budget fell off a cliff. Thankfully, the federal government came through with three separate rounds of COVID-19 funding totaling \$14.5 billion. Thanks to this funding, the MTA did not have to slash service or lay off more than 10,000 employees. Obtaining this relief package is a signature accomplishment and was a matter of survival for the MTA. Chairman Foye applauded the hard work of the MTA team in creating a national coalition that highlighted just how critical transit is to the communities it serves. Chairman Foye also thanked the MTA's partners in the region including labor leaders, the New York business and real estate communities, not-for-profits, and community organizations who helped drive home the importance of transit. The \$14.5 billion in federal aid was the result of a lengthy campaign, the consummation of which was never certain. There were many difficult moments when the MTA had to plan for the worst and Chairman Foye thanked CFO Robert Foran for his leadership.

Chairman Foye stated that, pandemic aside, the MTA has achieved a tremendous amount in recent years, and he knows the agency is in the steady hands of capable leaders going forward. Chairman Foye credited Governor Cuomo and State legislative leaders for approving the historic 2020-2024 Capital Program and enacting Central Business District Tolling legislation. He also credited MTA Chief Development Officer Janno Lieber and the MTA C&D team for advancing the Capital Program and delivering on the MTA's commitments. Chairman Foye credited Allison de Cerreño for her smart and diligent leadership advancing the Central Business District Tolling program. Recognizing that the Capital Program generates investments in small businesses throughout the State and helps to generate jobs, Chairman Foye stated that the MTA is consistently ranked #1 in dollars paid to certified MWBE's and thanked Michael Garner for his work.

In conclusion, Chairman Foye recognized and thanked several new and existing leaders at the MTA for their steadfast commitment and leadership.

The details of Chairman Foye's closing remarks and comments made by Board Members in response thereto are contained in the video recording of the meeting, produced by the MTA and maintained in MTA records.

11. **ADJOURNMENT:**

Upon motion duly made and seconded, the Board voted to adjourn the meeting at 12:06 p.m.

Respectfully submitted,



Susan Sarch
Vice President, General Counsel and
Secretary

Minutes of the Regular Meeting
Long Island Rail Road Company
2 Broadway – 20th Floor
New York, NY 10004
Wednesday, July 21, 2021
10:00 a.m.

The following members were present:

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. Harold Porr, III
Hon. Lawrence Schwartz
Hon. Vincent Tessitore, Jr.
Hon. Neal Zuckerman

The following alternate non-voting members were present:

Hon. Andrew Albert
Hon. Gerard Bringmann
Hon. Norman Brown
Hon. John Samuelsen (participated via video conference)

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, 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, President, TBTA, Acting Chief Joseph McGrann, MTAPD, Chief Kathleen O'Reilly, NYPD Chief of Transit, Mark Young, Vice President, Management and Finance and Chief Financial Officer, LIRR, Demetrius Crichlow, Executive Vice President and Chief Operating Officer, NYCT, Leah Flax, Assistant Director, Government and Community Relations

also attended the meeting. Unless otherwise indicated, these minutes reflect items on the agenda of the Metro-North Commuter Railroad Company Board (“Metro-North”). Refer to the other agencies’ minutes of this date for items on the agendas of the Boards of the other agencies.

Chairman Foye called the meeting to order. Thomas Quigley, General Counsel, stated that each of the Board Member’s attendance will be recorded for the record and confirmed there was a quorum. The electronic emergency safety procedure announcement was played.

1. **PUBLIC SPEAKERS:**

There were seven public speakers. The following speaker spoke on LIRR-related matters:

Lisa Daglian, Executive Director of the Permanent Citizen’s Advisory Committee, expressed her appreciation on behalf of LIRR’s riders for all Chairman Foye has done to keep the system going, including recognizing the need to find better ways to continue to incorporate commuter rail into the fabric of the region. She also stated that creative ticketing, including a discounted 20-trip ticket and an expanded freedom ticket pilot, would encourage more ridership.

Additional details of the comments made by the public speakers are contained in the other agencies’ minutes of this date. The video recording of the meeting produced by the MTA and maintained in the MTA records contains a complete record of the public comments.

2. **CHAIRMAN FOYE’S REMARKS:**

The details of the remarks by Chairman Foye are contained in the video recording of the meeting produced by the MTA and maintained in MTA records.

3. **CHIEF FINANCIAL OFFICER PRESENTATION ON THE 2021 MID-YEAR FORECAST, THE MTA 2022 PRELIMINARY BUDGET AND JULY FINANCIAL PLAN 2022-2025:**

MTA Chief Financial Officer (“CFO”) Robert Foran presented the 2021 Mid-Year Forecast, the MTA 2022 Preliminary Budget, and the July Financial Plan for 2022-2025.

The details of the presentation and Board members’ comments and questions with respect thereto are included in the video recording of the meeting produced by the MTA and maintained in MTA records.

4. **CAPITAL PROGRAM PRESENTATION:**

MTA Chief Development Officer Janno Lieber provided the Board with an update on the progress of the MTA Capital Program.

The details of the presentation and Board members’ comments and questions with respect thereto are included in the video recording of the meeting produced by the MTA and maintained in MTA records.

5. **SAFETY PRESENTATION:**

Chief Safety Officer Patrick Warren provided an update on COVID-19 and safety and security issues. Acting Chief Joseph McGrann of the MTA Police Department provided a crime report and an update on quality of life issues throughout the system.

The details of the presentations and Board members' comments and questions with respect thereto are included in the video recording of the meeting produced by the MTA and maintained in MTA records.

6. **APPROVAL OF MINUTES:**

Upon motion duly made and seconded, the Board approved the minutes of the Metro-North/LIRR Joint Committee and Board meeting held on June 23, 2021.

7. **MTA OTHER BUSINESS:**

Action Items:

The Board was presented with two action items that relate to LIRR:

- **Elmont & Belmont.** Eastbound special events service to LIRR's new Elmont Station is scheduled to be launched in October 2021. With its opening, the Elmont Station, which is within Nassau County, needs to be incorporated into the LIRR's existing passenger tariff and fare zone structure as a Zone 4 station.

The existing Belmont Park Station is currently considered a "special events" station because the LIRR only provides service for NYRA horse racing events including the Belmont Stakes. For that reason, it is not included in the fare zone structure and customers must purchase special event package tickets to board dedicated trains. The Belmont Park Station is located within Nassau County and needs to be incorporated into LIRR's existing passenger tariff and fare zone structure as a Zone 4 station.

Upon motion duly made and seconded, the Board adopted and approved the foregoing action item. Board Member Haeda Mihaltses abstained from the vote. The details of the approved action item are contained in the staff summary and documentation filed with the meeting materials.

- **Pension Plan Amendments.** Amendments to the MTA Defined Benefit Pension Plan and the Long Island Rail Road Company Plan for Additional Pensions to extend the COVID-19 Accidental Death Benefit.

Upon motion duly made and seconded, the Board adopted and approved the foregoing action item. The details of the approved action item are contained in a staff summary and documentation filed with the records of this meeting.

8. COMMITTEE ON FINANCE:

Action Item:

The Board was presented with the following action item recommended to it by the Committee on Finance that relates to LIRR:

- Board approval to enter into various agreements necessary to support the refinancing of an existing loan (the “Existing TIFIA Loan”) up to an amount not to exceed \$633 million between New York State Urban Development Corporation d/b/a Empire State Development (“ESD”) and the United States Department of Transportation, acting by and through the Executive Director of the Build America Bureau (the “TIFIA Lender”), entered into to effectuate Phase 2 of the Moynihan Station Development Project, which included a new Train Hall shared by Amtrak, Long Island Rail Road, and Metro-North.

Upon motion duly made and seconded, the Board approved the foregoing action item. Board Member Lacewell and Chairman Foye recused themselves from the vote. The details of the approved action item are contained in a staff summary and documentation filed with the records of this meeting.

MTAHQ Procurements:

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

- Board approval to award an estimated quantity purchase contract for the Building & Construction Supplies category of Maintenance, Repair, and Operating Supplies (“MRO”) pursuant to a competitively negotiated all-agency RFP to Ozone Park Lumber in the amount of \$131,244,005. The contract period will be five-years with two 12-month options to be exercised at the MTA’s discretion.
- Board approval to award a competitively negotiated, all-agency personal services contract to Miller Advertising Agency, Inc. to provide classified, legal, and recruitment advertising services for a period of up to five years (three years plus two one-year options), in the not-to-exceed amount of \$4,000,000.
- Board approval to award three classes of competitively negotiated, personal service contracts for environmental and industrial hygiene consulting services needed by MTA HQ Environmental Sustainably & Compliance, Long Island Rail Road Occupational & Environmental Safety, and Metro-North Environmental Compliance and Services on an as-needed basis for a combined not-to-exceed amount of \$6,217,666 as follows: (i) Class 1: D&B Engineers and Architects, D.P.C. in the not-to-exceed amount of \$1,934,465; (ii) Class 2: Gallagher Bassett Services, Inc., Technical Services Division in the not-to-exceed amount of \$640,547; (iii) Class 3: Day Engineering, P.C. in the

not-to-exceed amount of \$3,657,203. The contract period for all awarded contracts will be five years.

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

Real Estate Items:

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

- License agreement with the City of Long Beach to design, build and maintain a protective flood wall system, Long Beach, NY.
- License agreement with South Fork Wind, LLC, for the installation and maintenance of electrical and fiber cables along the right-of-way in Montauk, NY.
- Franchise license agreement with Boingo to install and maintain a cellular and Wi-fi cable and supporting infrastructure and service on the Level A Concourse at Penn Station, New York, NY.

Upon motion duly made and seconded, the Board approved the foregoing real estate items. The details of the above real estate items are contained in staff summaries and documentation filed with the records of this meeting.

9. **CHAIRMAN FOYE'S CLOSING REMARKS:**

The details of Chairman Foye's final closing remarks and comments made by Board Member Kevin Law and Board Member Andrew Albert in response thereto are contained in the video recording of the meeting, produced by the MTA and maintained in MTA records.

10. **ADJOURNMENT:**

Upon motion duly made and seconded, the Board voted to adjourn the meeting at 12:06 p.m.

Respectfully submitted,

Paige Graves
Secretary

TRIBOROUGH BRIDGE AND TUNNEL AUTHORITY

BOARD MINUTES

July 21, 2021

Minutes of the Regular Meeting
Triborough Bridge and Tunnel Authority
July 21, 2021

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

10:00 a.m.

The following Board Members were present:

Hon. Patrick J. Foye, Chairman & CEO
Hon. Jamey Barbas
Hon. Frank Borelli, Jr.
Hon. Victor Calise
Hon. Lorraine Cortés-Vázquez
Hon. Michael Fleischer
Hon. Randolph Glucksman
Hon. Rhonda Herman
Hon. David R. Jones
Hon. Linda A. Lacewell
Hon. Kevin S. Law
Hon. Robert W. Linn
Hon. David S. Mack
Hon. Haeda B. Mihaltses
Hon. Robert F. Mujica
Hon. Harold Porr, III
Hon. Lawrence S. Schwartz
Hon. Vincent Tessitore, Jr.
Hon. Neal Zuckerman

The following alternate non-voting members were also present:

Hon. Andrew Albert
Hon. Gerard Bringmann
Hon. Norman Brown
Hon. John Samuelsen (participated via video conference)

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, New York City Transit Authority; Craig Cipriano, President, MTA Bus Company and Senior Vice President, New York City Transit Department of Buses; Janno Lieber, MTA Chief Development Officer/President, MTA Construction & Development Company; Phillip Eng, President, Long Island Rail Road; Catherine Rinaldi, President, Metro-North Railroad; Daniel F. DeCrescenzo, Jr., President, Triborough Bridge and Tunnel Authority; Acting Chief Joseph McGrann, MTAPD; Mark Young, Vice President, Management and Finance and Chief Financial Officer, Long Island Rail Road; Demetrius Crichlow, Executive Vice President and Chief Operating Officer, New York City Transit Authority; and Leah Flax, Assistant Director, Government and Community Relations, also attended the meeting.

The Board of the Metropolitan Transportation Authority also met as the Board of the New York City Transit Authority, the Manhattan and Bronx Surface Transit Operating Authority, the Staten Island Rapid Transit Operating Authority, the Metropolitan Suburban Bus Authority, the Triborough Bridge and Tunnel Authority, the

Long Island Rail Road Company, the Metro-North Commuter Railroad Company, MTA Construction & Development, the MTA Bus Company, and the First Mutual Transportation Assurance Company.

1. **Public Speakers**

There were seven (7) public speakers. Lisa Daglian (PCAC) and Larry Penner mentioned congestion pricing. Refer to the video recording of the meeting produced by the Metropolitan Transportation Authority and maintained in MTA records, and to the other agencies' minutes of this date, for the content of the speakers' statements.

2. **Chairman and Chief Executive Officer Foye's Opening Remarks**

Chairman and CEO Foye discussed the July Financial Plan reflecting the latest financial projections and options for addressing the deficit. He stated that the MTA received federal aid of \$14.5 billion to address the MTA's immediate and unprecedented financial crisis but added that it is not a recurring source of funding. The MTA is still facing significant operating budget deficits and needs new recurring revenue sources.

3. **MTA 2022 Preliminary Budget and July Financial Plan 2022-2025**

MTA Chief Financial Officer Robert Foran presented and discussed the MTA 2022 Preliminary Budget and July Financial Plan for 2022 through 2025 including a discussion about toll increases and toll revenue projections.

The details of Mr. Foran's presentation and the discussions with regard to same are contained in the video recording of this meeting, produced by the MTA and maintained in MTA records, and the MTA's and other agencies' minutes of the meeting of this date.

4. **MTA 2020-2024 Capital Program**

MTA Chief Development Officer Janno Lieber presented and discussed the MTA's 2020-2024 Capital Program and mentioned that Central Business District Tolling Program implementation work continues, which work will unlock additional Capital funds.

The details of Mr. Lieber's presentation and the discussions with regard to same are contained in the video recording of this meeting, produced by the MTA and maintained in MTA records, and the MTA's and other agencies' minutes of the meeting of this date.

5. **Approval of Minutes June 23, 2021**

Upon a motion duly made and seconded, the minutes of the Joint Committee and Board Meeting held on June 23, 2021 were approved.

6. **Committee on MTA Bridges and Tunnels Operations**

Competitive Procurements

Commissioner Laceywell stated that there is one MTA Construction and Development competitive procurement action totaling \$7.5 million. The Committee members who were present at the Committee Meeting on July 19, 2021 had considered and voted in favor of the procurement although a Committee Quorum was not present.

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

7. **Committee on Finance**

Upon a motion duly made and seconded, the Board approved the following action recommended to it by the Committee on Finance that pertained to the Triborough Bridge and Tunnel Authority:

(a) Action Item:

- Authorization to submit the TBTA Sales Tax Revenue Obligation Resolution to the Capital Program Review Board.

8. Chairman and Chief Executive Officer Foye's Farewell Remarks

Chairman and CEO Foye closed the meeting by stating that this would be his last MTA Board meeting. He commented on his service at the MTA and expressed his gratitude to Governor Cuomo for having appointed him Chairman and CEO. He thanked and praised the Board, executive staff, and the many other people with whom he has had the opportunity to work throughout the years.

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

9. Adjournment

Upon a motion duly made and seconded, the Board unanimously voted to adjourn the meeting at 12:06 p.m.

Respectfully submitted,

Julia R. Christ
General Counsel and Corporate Secretary

Regular Board Meeting
MTA Construction and Development Company
2 Broadway
New York, NY 10004
Wednesday, July 21, 2021
10:00 AM

The following Board Members were present:

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. Mihaltzes
Hon. Robert F. Mujica
Hon. Harold Porr, III
Hon. Lawrence Schwartz
Hon. Vincent Tessitore, Jr.
Hon. Neal Zuckerman

The following alternate non-voting members were present:

Hon. Andrew Albert
Hon. Gerard Bringmann
Hon. Norman Brown
Hon. John Samuelsen (participated via video conference)

Janno Lieber, Chief Development Officer, Metropolitan Transportation Authority/President, MTA Construction and Development Company; Thomas J. Quigley, General Counsel, Metropolitan Transportation Authority; Robert Foran, Chief Financial Officer, Metropolitan Transportation Authority; Paul Fama, Chief People Officer, Metropolitan Transportation Authority; Anthony McCord, Chief Transformation Officer, Metropolitan Transportation Authority; Patrick Warren, Chief Safety Officer, Metropolitan Transportation Authority; Sarah E. Feinberg, Interim President, New York City Transit Authority; Craig Cipriano, President, MTA Bus Company/Senior Vice President, Department of Buses, New York City Transit Authority; Phillip Eng, President, Long Island Rail Road; Catherine Rinaldi, President, Metro-North Commuter Railroad; Daniel DeCrescenzo, President, Triborough Bridge and Tunnel Authority; Evan Eisland, Executive Vice President, General Counsel & Secretary, MTA Construction and Development Company; David Cannon, Vice President, Contracts and Assistant Secretary, MTA Construction and Development Company (via video conference); Joseph McGrann, Acting Chief of Police, Police Department; Kathleen O'Reilly, Chief of Transit Bureau, Police Department, City of New York; Mark Young, Vice President, Management and Finance and Chief Financial Officer, Long Island Rail Road; Demetrius Crichlow, Executive Vice President and Chief Operating Officer, Department of Subways, New York City Transit Authority; Leah Flax, Assistant Director, Government and Community Relations, New York City Transit Authority.

The Board of the Metropolitan Transportation Authority (the "MTA") met as the Boards of the New York City Transit Authority ("NYCT"), the Manhattan and Bronx Surface Transit Operating Authority, the Staten Island Rapid Transit Operating Authority, the Triborough Bridge and Tunnel Authority ("TBTA"), the Long Island Rail Road ("LIRR"), the Metro-North Commuter Railroad Company ("Metro-North Railroad"), the MTA Construction and Development Company ("C&D"), the MTA Bus Company ("MTA Bus"), and the First Mutual Transportation Assurance Company (collectively, the "Agencies").

Unless otherwise indicated, these minutes reflect items concerning the business of C&D. Refer to the other Agencies' minutes of this date for items on the agendas of the Boards of the other agencies.

MTA Chairman and Chief Executive Officer ("Chairman") Patrick Foye called the meeting to order. MTA General Counsel Thomas Quigley announced that we had a quorum.

Public Comment Period

There were seven public speakers.

Larry Penner (Private Citizen) commented that the second CARES Act was passed on December 27th with \$14 billion and \$900 billion for transit and the third Act was passed on March 11th, providing \$30 billion to transit. He further commented we're now in our seventh month with New Jersey Transit and MTA unable to come to agreement how to split the funds which this means the Federal Transit Administration ("FTA") cannot approve the funds. He further noted that the FTA wanted the grant submitted by July 20th and as each day passes, the window closes on FTA's ability to obligate the funds before the financial system closes the week of September 20th, which means the MTA grant will be carried over to the end of October when the FTA's financial system comes back online. He noted that this would cause a problem as new requirements kick in for the federal fiscal year of 2022. Mr. Penner further stated the problem is the FTA's annual certification assurances takes many weeks to process and at the end of the day, you may not be able to get access to the funding until December which he deems to be ironic considering the financial situation the MTA faces today. He also commented that the inability to split the funds between New York and New Jersey affects all the non-MTA transit agencies in New York. The New York Metropolitan Transportation Council cannot complete their split and they don't have the ability to borrow funds like the MTA does. Mr. Penner added that congestion pricing is not going to kick in as planned with the promised additional revenue. Lastly, Mr. Penner commented that the MTA's 20-year capital needs assessment update from 2020 to 2040 was promised to be released in December 2019 and it hasn't been released 19 months later.

None of the other speakers spoke on C&D matters. The names of the other six public speakers and their remarks are contained in the minutes of the Regular Board Meeting of the MTA and the other agencies of this date.

Chairman and Chief Executive Officer's Opening Remarks

Chairman Foye's opening remarks are contained in the minutes of the Regular Board Meeting of the MTA and MTA Agencies held on this date.

Approval of Minutes

Upon motion duly made and seconded, the Board approved the minutes of the Joint Committee and Regular Board Meeting of C&D and the minutes of the Regular Board Meeting of the MTA held on June 23, 2021.

MTA Chief Financial Officer Presentation To A Joint Session of the Board and Finance Committee

MTA Chief Financial Officer ("CFO") Robert Foran presented the MTA's 2021 Mid-Year Forecast, 2022 Preliminary Budget and the July Financial Plan 2022-2025. A discussion among Board members followed.

The details of the presentation and the Board members' comments with respect thereto are filed with the records of the Regular Meeting of the Board of the MTA held on this date.

MTA Chief Development Officer/C&D President Presentation on the Capital Program

MTA Chief Development Officer and C&D President ("CDO") Janno Lieber gave a presentation on the MTA's Capital Program.

CDO Lieber stated that he had good news and it was due to the way that our two organizations -- MTA HQ with the financial engineering at the highest level done by CFO Foran and his team and C&D -- worked together in the past year during COVID to make sure that the Capital Program stayed alive. The CDO stated that when the Board adopted the Capital Program, the legislature and Governor Cuomo made it official 18 months ago, and almost simultaneously MTA Construction and Development ("C&D") was created, the CDO promised the Board regular high-level updates on C&D's progress. C&D was created as an organization in January 2020, following the Board's adoption of the Alix report and the legislature's mandate to integrate a range of MTA functions, including capital planning and construction as part of the MTA's Transformation process which has been completed at C&D. So overnight we went from 13 people doing mega projects to 1700 people doing all capital projects. The CDO commented the image in the presentation currently being shown is of our first C&D town hall which was in February right after the consolidation of the capital functions within C&D and less than a month before COVID shut us all down and we had to learn to work remotely.

The CDO stated that due to COVID, a brand new team had to figure out how to get work done in a very different way and it worked out incredibly well. CDO Lieber reported that C&D issued safe work protocols within days of the pandemic and we used technology, new apps that the C&D team developed, remote inspections by go pro and utilized other technological innovations to manage projects and to deal with the COVID-related impacts, so COVID amazingly really did not slow down the MTA's active construction projects, something that we're all very proud of. He noted that the experience of managing 500 projects through this crisis period really brought this team, which was drawn from all the different MTA agencies and thanks to each of the presidents of the operating agencies who made it possible for us to accomplish the consolidation, but this experience did jumpstart C&D's integration. CDO Lieber reported this

is complicated to get everybody on the same personnel system, they're all coming from different places with different personnel mechanics, and that is still a challenge, but for the purposes of running the projects and managing the jobs, we are truly one team and that has been true for some time.

CDO Lieber reported even though the State was on pause for more than a year, C&D developed a strategy to preserve and prioritize the most critical elements of the Capital Program through the pandemic. C&D established several priorities and high on this list was the existing projects which were fully funded, funding that CFO Foran had devoted to the Capital Program for projects that were under way, so we took advantage of that. In-house construction-oriented forces were available for in-house work, so we worked the heck out of that part of our program and we should give a tip of the hat to our in-house forces for the work they performed. The CDO reported that, most importantly, we made sure that the financial crunch would not impact on the state of good repair work as C&D knew we could not afford to repeat what happened ten years ago after the financial crisis of '08-'09 and then followed by the sandy crisis when state of good repair slipped as a result of financial constraints and other issues. C&D knew that when COVID ended, the MTA would need a super-high functioning system to get our customers back and to preserve the MTA's financial viability.

CDO Lieber further reported that over a couple of weeks in spring and summer of 2020, two of our senior executives who worked with the operating agencies conducting workshops to determine which capital projects were most central to safety and to state of good repair. That was what C&D called the 40% list, the highest priority state of good repair projects and those are prioritized for award this year and next. C&D is making sure that the state of good repair projects go first and this really paid off as we had among the highest level of completions last year that the MTA has ever achieved. 11 ADA Stations were completed and Board Member we did 11 ADA stations and Board Member Victor Calise along with the MTA's Chief Accessibility Officer Quemuel Arroyo joined us for the equivalent of "ribbon cutting" at these stations to celebrate their accessibility.

CDO Lieber reported that we also managed to not see any delays to the major projects, including East Side Access and the LIRR Mainline Expansion Project ("3rd Track") during the pandemic. The Third Track project did have a shutdown because of a safety issue and notwithstanding all that, we recovered all of the schedule for those major projects. C&D also accelerated the work on projects we identified that would benefit from the low ridership during the pandemic where we could schedule more outages and shut down larger portions of stations because we had fewer people in the system. The CDO stated the Governor really pushed us to make sure we took advantage of that opportunity, and he was happy to announce of the approximately fifty projects that were identified for acceleration, all have been successfully awarded and twenty of them are already in service.

The CDO reported that a lot of the work that advanced during COVID was actually from the 2015-19 Capital Program which, unlike the 2020-24 program (which was obviously on pause literally), 2015-19 projects were already funded. CDO Lieber noted this is an issue that the MTA is often asked about - how much of our work is left over from prior programs and the common criticism is that the MTA's Capital Program doesn't get the work done in the five-year period, and that is a proof of inefficiency. The CDO stated while some of that is true, the idea that all of the work should be done in the five-year period reflects a fundamental misunderstanding that needs to be cleared up. The real goal is to have the projects awarded in the five-year period as it would make no sense to procure all the projects at once and shut down the whole system to do all of the work at once. That would be insane and also would suppress competition as the contracting community is incapable of bidding on all of the projects all at once. So you need to roll them projects out through a steady flow of procurements through the five-year period in order to get competitive bids and in order to manage your outages, to take advantage of piggybacking opportunities as you shut down sections of the system to do work and then you also do the other projects that require the same shutdown. The CDO further stated we have to preserve adequate service for the customers while we do the work.

CDO Lieber reported that we are five years into the 2015-19 Capital Program because as many of you will remember, the 2015-19 Capital Program didn't get funded until eighteen months into that official period. The good news is in that five-year period, we've awarded 83% of the dollars that were part of the 2015-19 program and if you don't include the Penn Access and Phase II of the Second Avenue Subway Project, for which we didn't have the total amount for either in the 2015 -19 Capital Program and needed to additional funding in the 2020-24 Capital Program, we're basically at 90%. So when someone complains about Capital Program being delayed, just bear in mind in five years, we're at 90% of the 2015-19, Capital Program which can be improved on but is not too bad.

CDO Liber noted that the pie chart being shown from the presentation is what we showed previously and would likely be present again in future board meetings. The CDO reported it shows that after a year when we set aside almost all of the Capital Program money because we knew we might have to cannibalize it just to keep the lights on, keep the system running, before we knew the federal funding was coming, after that year, we now have half, basically \$30 billion secured. To the point about central business district tolling, there are lots of good reasons to do central business district tolling which Board Member Robert Linn spoke about earlier during the meeting. He noted that the CDO the team is working to implement it as soon as the federal process will allow. CDO Lieber stated what he wanted to impress upon the Board was the fact that the 25% of that pie chart which represents central business district tolling is not inhibiting the Capital Program. He stated that the sources of funding we have now, which are portrayed in green on the chart, will carry us through a couple more years of aggressive contract awards.

CDO Lieber reported as discussed at the CPOC meeting on Monday, July 19th from Barney Gray, who runs C&D's stations program, the eight ADA stations that was awarded and is progressing, is funded from the 2020-24 Program. CDO Lieber further reported the funding represented in green can also support the priority state of good repair work he spoke about earlier including a ton of work at

active ADA stations, like the replacement of escalators and elevators; signal projects, electric buses, overhauling the Park Avenue viaduct, a project that he and Metro-North Railroad's President Cathy Rinaldi have been working on intensely, the new Penn Station Access, the four station new Metro-North Stations in the Bronx, the completion of East Side Access - all which is doable with the money we've identified. The CDO reported we're counting on that Central Business District Tolling, but it is not inhibiting us today as all the work we're talking about is being done, and he believes more efficiently.

The CDO reported a state law that was passed in 2019 requiring use of the design-build project delivery for all MTA projects estimated to be over \$25 million. Before the passing of this law the CDO reported, the MTA had relatively little experience with design-build as the MTA agencies were accustomed to designing a project to 100% and then putting it out for low bid and then often encountering, cost overruns due to disagreements about the caliber of the design or the constructability of the design. CDO Lieber further reported this is what design-build addresses because the same contractor who's building the project is really responsible for working all that design out. CDO Lieber reported we now we use design-build for most capital projects, especially the largest value projects, and we're seeing better innovation, fewer cost overruns, and although it's early, he believes the benefits of design-builds are being realized.

CDO Lieber reported he worked closely with Board Member Robert Mujica's team at the New York State Department of Tax and Finance (in charge of granting waivers from the design-build process), where we had where we had completed designs already, we didn't hold projects by turning them into design-build projects, and we obtained waiver's from utilizing the design-build method. The CDO reported in many cases where we looked at the design, we made sure there were opportunities for innovation, and we used A+B bidding which was a suggestion made by Board Member Larry Schwartz and other members of the Cost Containment Committee a couple years ago. A+B bidding is where you value not just price, but also schedule as part of the competition, and we've used that effectively to advance projects that were already designed to 100%. The CDO further reported we also implemented a lot of the other recommendations from the Alix Partners report and the Crowe forensic audit. C&D has used incentives and penalties on virtually every project. Disputes are now resolved by a neutral party as it always seemed nuts to that the government insisted that we alone get to decide disputes and what contractor would agree to do that without throwing a huge premium on top of it. CDO Lieber also reported C&D is paying people faster except when CFO Foran tells us the cash flow won't allow it. C&D tries to pay within 15 days rather than 30 days, which makes a huge difference to contractors and hopefully over time is starting to deliver better bids and proposals because you're not asking contractors to be your lender. C&D also allocates risk to the party that controls that risk which sounds like an abstract concept, but the bottom line is contractors want to know can they count on the outages the MTA says we're going to deliver. The MTA is promising the outages and that means we own that risk and we have to deliver or else we get in effect a penalty.

The CDO reported we are also using technology a great deal more as COVID forced us to allow us to set-up a whole system of electronic bidding. The old way was you still had to show up on the day with whole bid document and turn it in in person. Now thanks to our team including Will Schwartz and others, the legislature passed and Governor Cuomo signed a bill extending and hopefully making permanent electronic bidding for the MTA. He noted that this doesn't mean that a potential bidder can't submit a paper bid, only that electronic bids are always accepted.

CDO Lieber also reported the Alix Report also made the point that design-build requires different management practices and C&D made it a central principle of the new organization to have a Project Chief Executive Officer ("CEO") for every project who is empowered and held accountable. Board Member Schwartz along with former Board Members Scott Rechler and Carl Weisbrod who worked on cost containment recall the importance of that issue.

CDO Lieber further reported C&D is bundling projects. If you have to have outages for one project and there are other projects that would benefit from the same outage, organize them into a single project. An example of this is the 42nd Street Midtown Project where we took eight separate projects all being bid and managed separately and some of them literally within 50 feet of each other, and organized them into a single mega project that is being managed by one Project CEO who's done a great job. This work also includes work in Grand Central. CDO Lieber noted that if you have not been to Grand Central subway mezzanine, as it's a different place, along with the Times Square Shuttle - the project got done basically during COVID. The CDO reported that in September, right after Labor Day, we're going to reopen the Times Square Shuttle, which is now for the first time going to be fully ADA accessible and it is also adjacent to a new entrance to Times Square, the plaza of Times Square, and new elevators as well. This is a project worth looking at saved model that saved us a ton.

CDO Lieber reported the Crowe forensic audit also recommended that our investment decisions needed to be better documented, and grounded in data. C&D is taking data about the key assets, its criticality of particular assets of the system to the MTA's service and using that to prioritize capital projects. While that sounds obvious, but that incredible load of data had never been integrated to tackle planning. The CDO gave thanks to New York City Transit which has a great Enterprise Asset Management ("EAM") system, and we're using it as part of the basis of planning and prioritizing. That information along with the comparative evaluation system for big projects are to be considered for the next Capital Program, will yield the 20-year needs assessment which is now going to be a document that's based on data much more than in the past.

The CDO concluded his presentation by expressing his appreciation to the essential workers. He noted that on day one of New York on pause, the Governor said transit construction is essential work and the men and women who do these projects every day, unionized

construction workers, unionized members of the MTA's workforce, showed up every day and did the work safely. C&D had a very low COVID infection rate on our projects. CDO Lieber noted the photo appearing now from the presentation was from a few weeks ago at an event C&D hosted with organized labor, the head of the New York unionized building trades group in the back area of the Long Island Rail Road ("LIRR") concourse at Penn Station. The CDO reported that this is a project where we're widening that dreaded concourse that runs from 7th to 8th Avenues in the LIRR section of Penn. The labor are the ones who built the new 33rd Street entrance to Penn which we're all very proud of. The area where the picture was taken is where retail stores were that were demolished and where will now be able to double the width of the corridor. The CDO further reported he will be going to the new Elmont station which is currently under construction to thank the Long Island trades and these along with the MTA flag workers and others who support capital projects are the ones who kept us going for months. We can figure out the budgets, we can figure out of the systems, but it was human beings who made it possible for the Capital Program to be maintained and safely and the CDO stated that he just never wants to stop thanking them for their service.

Board Member Calise stated that he always loves CDO Lieber's presentations, thanked him for always including ADA as it always is on the forefront of his mind. Board Member Calise inquired about the funding we have in hand for the 2020-24 Capital Program. CDO Lieber responded that is at 50%. He noted that we continue to plan, get the designs ready, scheduling the procurements, but what we are waiting for, and counting on is Central Business District tolling, which is \$15 billion, the last \$10 billion of our transportation revenue bonds, and money from the federal government associated with Phase II of the Second Avenue Subway project so that project which has been delayed for so many generations can be completed. The CDO further noted that those are the elements we're waiting for, but we're planning and assuming we're going to get them. Board Member Calise stated he assumes C&D is but inquired as to whether ADA projects are included in that planning process. CDO Lieber responded that the 70 ADA Stations contained in the Capital Program is included.

Board Member Calise commented that you are pushing forward on the 70, moving forward and that we are just waiting for the funding comes through, but everything's working good on that and so the commitment is there it's just a matter much making sure that the funding in place. He noted that we have to just push harder on congestion pricing. CDO Lieber responded that he didn't don't know if he would say it that way, but the MTA is prepared to do all that building when the congestion pricing money shows up and we're fully planning on it.

Joint Committee on Metro-North Railroad & Long Island Rail Road

Procurements

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

1. Adopted a resolution declaring that pursuant to Public Authorities Law Section 1265-a and Article IIIB (6) of the All Agency General Procurement Guidelines it is in the public interest to utilize the competitive Request for Proposal ("RFP") process, rather than a competitive bid process, for the upgrade and replacement of the Metro-North Railroad digital audio call recording system for phones and radios located at fifteen sites (Contract 133778).
2. The award of a competitively solicited and negotiated design-build contract (CH058B) to Railroad-Michels Joint Venture LLC, for the construction of a new grade-separated crossing and associated approach structures in support of the Harold Interlocking program for the East Side Access project for the amount of \$148,499,000 and a contract term of thirty months. Stipends of \$150,000 a piece was also granted to the two unsuccessful proposers
3. The award of a competitively solicited and negotiated design-build contract (CM030) to Paul J. Scariano Group contract for passenger experience enhancements and finish detailing of the Grand Central Terminal Concourse and Caverns for the East Side Access project for the amount of \$30,987,000 and a contract term of seventeen months.
4. A modification (No. 13) to the design, build and maintain services for the Metropolitan Transportation Authority Police Department Metropolitan Regional Radio System Upgrade contract (6155) with L3Harris Technologies, Inc., approval to provide for additional and enhanced software and equipment and the relocation of some existing equipment for the total not-to-exceed amount of \$8,408,807.

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

Committee on New York City Transit and Bus

Procurements

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

1. A modification (No. 30) to the station reconstruction & ADA accessibility at the Times Square & Grand Central Stations contract (A-35302/A-37116) with MLJ Contracting Corporation for the design and construction of the 6th Avenue Connector and deletion of the Durst Underpass for the amount of \$5,150,000.
2. A modification (No. 81) to the Coney Island Yard Complex long-term flood mitigation contract (C-34836) with Tully Construction Co. Inc. to provide for the rehabilitation of four Circuit Breaker Houses, including replacing or repairing the existing roofs, repairing interior and exterior walls, furnishing new battery switches and negative test boxes and providing new lighting and heaters and new AC power feeds for the amount of \$2,586, 900.

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

Committee on MTA Bridges and Tunnels

Procurement

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

A modification (No.5) to the structural steel repairs and painting at the Verrazano-Narrows Bridge contract (VN-32/49X) with Ahern Painting Contractors, Inc. for additional structural steel quantities and fire standpipe repairs on the main span of the VNB for the total not-to-exceed amount of \$7,500,000

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

Committee on Finance

Procurement

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

The award of a competitively solicited and negotiated all-agency personal service contract (15626-0100) to Miller Advertising Agency, Inc. to provide classified, legal and recruitment advertising services for a period of up to five years (three years plus two one-year options), for the not-to-exceed amount of \$4,000,000.

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

Chairman and Chief Executive Officer's Closing Remarks

Chairman Foye's closing remarks along with those of Board Member Kevin Law and Board Member Albert are contained in the minutes of the Regular Board Meeting of the MTA and MTA Agencies held on this date.

Adjournment

Upon motion duly made and seconded, the Board voted to adjourn the public meeting at 12:06 PM.

Respectfully submitted,

David K. Cannon
Assistant Secretary



Metro-North Railroad

Procurements

Subject Request for Authorization to Award Various Procurements

Department Procurement and Material Management

Department Head Name Anthony Gardner, Senior Director

Department Head Signature *Anthony Gardner*

Project Manager Name

Date September 3, 2021

Vendor Name Various

Contract Number Various

Contract Manager Name Various

Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	MNR Comm. Mtg.	9-13-21	x		
2	MTA Board Mtg.	9-15-21	x		

Internal Approvals			
	Approval		Approval
X	President	<i>ASG</i>	
X	V.P. & General Counsel	<i>AD</i>	

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

PURPOSE:

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

DISCUSSION:

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

of Actions \$ Amount

Schedules Requiring Two-Thirds Vote (or more, where noted)

NONE

Schedules Requiring Majority Vote

NONE

SUB TOTAL:

MNR proposes to award competitive procurements in the following categories:

	<u># of Actions</u>	<u>\$ Amount</u>
<u>Schedules Requiring Two-Thirds Vote (or more, where noted)</u>	NONE	
 <u>Schedules Requiring Majority Vote</u>		
Schedule H: Modifications to Personal/Miscellaneous Service Contracts	1	\$5,324,852
• Arrow Rail Link Service, Inc. \$5,324,852		
SUB TOTAL:	1	\$5,324,852

MNR presents the following procurement actions for Ratification:

<u>Schedules Requiring Two-Thirds Vote (or more, where noted)</u>	NONE	
 <u>Schedules Requiring Majority Vote</u>		
SUB TOTAL:		
TOTAL:	1	\$5,324,852

The contractors noted above and on the following Staff Summary Sheets have been found in all respects responsive and responsible and are in compliance with State laws and regulations concerning procurements.

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

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

METROPOLITAN TRANSPORTATION AUTHORITY

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

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

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

NOW, the Board resolves as follows:

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

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

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

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

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

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

SEPTEMBER 2021

METRO-NORTH RAILROAD

LIST OF COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL

Schedules Requiring Majority Vote:

H. Modifications to Personal/Miscellaneous Service Contracts

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

1. **Arrow Rail Link Service, Inc.** **\$5,324,852** **Staff Summary Attached**
Hudson Rail Link Bus Service to and from Metro-North's Spuyten Duyvil and Riverdale Stations on the Hudson Line

In July 2016, the MTA Board approved the competitively solicited contract ("Contract") awarded by Metro-North Railroad to Arrow Rail Link Service, Inc. ("Arrow") for fixed route, scheduled feeder bus service (known as the Hudson Rail Link Bus Service ("HRL Bus Service") to and from Metro-North's Spuyten Duyvil and Riverdale Stations located in the west Bronx on the Hudson Line. The Contract was approved for a four (4) year base term, ending as of June 30, 2020. Metro-North has the right to exercise up to two (2), three (3)-year renewal options, subject to Board approval.

Due to the COVID-19 pandemic (New York State on Pause Executive Order) in March 2020 ("Pandemic"), Metro-North train service was reduced as a result of a decline in ridership. Given the critical need for the continuation of transportation services during the Pandemic, MTA/MNR leadership authorized the short-term extension of the Hudson Rail Link Service Contract on an incremental basis to enable essential workers to commute to and from work during the Pandemic ("Interim Extension Period"). The extensions during the Interim Extension Period totaled \$3,436,000.

Since Metro-North train service has increased to meet increasing ridership, Metro-North requests MTA Board approval to exercise the remaining two (2)-years of the first three (3)-year renewal option totaling \$5,324,852 to Arrow for continued HRL Bus Service.

The contract modification in the amount of \$5,324,852 is to be funded by the Metro-North Operating Budget.

Schedule H: Modifications to Personal Service and Miscellaneous Service Contracts

Item Number: H

Vendor Name (& Location) Arrow Rail Link Service, Inc. 50 Snediker Ave Brooklyn, NY 11207	Contract Number 52537	AWO/Modification # 6
Description Hudson Rail Link Bus Service to and from Metro-North's Spuyten Duyvil and Riverdale Stations on the Hudson Line.	Original Amount: \$ 8,561,334	
Contract Term (including Options, if any) Four Years with Two 3-Year Renewal Options	Prior Modifications: \$ 3,438,000	
Option(s) included in Total Amount? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	Prior Budgetary Increases: \$ 0,00	
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	Current Amount: \$11,999,334	
Solicitation Type <input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other:	This Request: \$5,324,852	
Funding Source <input checked="" type="checkbox"/> Operating <input type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	% of This Request to Current Amount: 44.38%	
Requesting Dept./Div. & Dept./Div. Head Name: Anthony Gardner, Senior Director, Procurement & Material Management	% of Modifications (including This Request) to Original Amount: 102.35%	

I. PURPOSE/RECOMMENDATION:

In July 2016, the MTA Board approved the competitively solicited contract ("Contract") awarded by Metro-North Railroad to Arrow Rail Link Service, Inc. ("Arrow") for fixed route, scheduled feeder bus service (known as the Hudson Rail Link Bus Service ("HRL Bus Service") to and from Metro-North's Spuyten Duyvil and Riverdale Stations located in the west Bronx on the Hudson Line. The Contract was approved for a four (4) year base term, ending as of June 30, 2020. Metro-North has the right to exercise up to two (2), three (3)-year renewal options, subject to Board approval.

Due to the COVID-19 pandemic (New York State on Pause Executive Order) in March 2020 ("Pandemic"), Metro-North train service was reduced as a result of a decline in ridership. Given the critical need for the continuation of transportation services during the Pandemic, MTA/MNR leadership authorized the short-term extension of the Hudson Rail Link Service Contract on an incremental basis to enable essential workers to commute to and from work during the Pandemic ("Interim Extension Period"). The extensions during the Interim Extension Period totaled \$3,436,000.

Since Metro-North train service has increased to meet increasing ridership, Metro-North requests MTA Board approval to exercise the remaining two (2)-years of the first three (3)-year renewal option totaling \$5,324,852 to Arrow for continued HRL Bus Service.

II. DISCUSSION:

The HRL Bus Service, in operation for more than twenty-five years, currently uses a fleet of sixteen (16) Metro-North-owned buses Monday through Friday during peak and off-peak times that are coordinated to meet southbound and northbound Metro-North trains.

Passengers rely on the HRL Bus Service due to difficult station access in the geographically challenged area (walking is difficult due to the steep terrain at both stations) and limited amount of available parking at these

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

stations. Prior to the Pandemic, the service typically provided approximately 1,600 commuter rides daily. During the Pandemic, bus service was modified to meet the adjusted hourly Metro-North trains. HRL Bus Service must now increase to meet trains under the August 29, 2021 expanded schedule and will continue to increase as additional trains return to service.

Metro-North completed a responsibility review of Arrow as defined in the All-Agency Responsibility Guidelines in connection with this option exercise recommendation. No significant adverse information (SAI) has been found related to Arrow, and Arrow has been found to be a responsible vendor.

The contract resulting from this procurement is currently being evaluated to determine the necessity and appropriate scope, if any, of cybersecurity requirements, including any requirements under federal, state, and local law and regulations. Metro-North will be working with the vendor(s) to include applicable cybersecurity requirements prior to issuance of the notice of award.

III. IMPACT ON FUNDING:

The contract modification in the amount of \$5,324,852 is to be funded by the Metro-North Operating Budget.

IV. ALTERNATIVES:

None recommended. A new solicitation is unlikely to result in better pricing and will delay Metro-North's ability to continue uninterrupted HRL Bus Service for its Riverdale and Spuyten Duyvil customers.

V. RECOMMENDATION:

It is hereby recommended that the MTA Board approve Metro-North's exercise of the remaining two (2) years of the first 3-year renewal option under the Contract, for continued HRL Bus Service for its Riverdale and Spuyten Duyvil customers in this geographically challenged area on the Hudson Line.

PROCUREMENT PACKAGE
September 2021



The photo depicts Long Island Rail Road's new Morris Park Locomotive Shop. The new shop replaces the existing 130-year-old Locomotive Round House and was done as a design-build project under Contract 6241.

PROCUREMENTS

The Procurement Agenda this month includes three procurement actions for a proposed expenditure of \$6.6M

Staff Summary

Subject Request for Authorization to Award Various Procurement Actions					
Department Contracts					
Department Head Name & Title Steve Plochocki, Sr. Vice President					
Department Head Signature 					
Board Action					
Order	To	Date	Approval	Info	Other
1	MNR & LIRR Joint Committee	9/13/21	X		
2	Board	9/15/21	X		

Date: September 7, 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 various procurement actions and, to inform the Metro-North and Long Island Rail Road Committees of these procurement actions.

DISCUSSION

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

	<u># of Actions</u>	<u>\$ Amount</u>
<u>Schedules Requiring Majority Vote</u>		
I. Modifications to Purchase and Public Work Contracts	1	\$ 2,250,000
SUBTOTAL	1	\$ 2,250,000

MTA Construction & Development proposes Ratifications in the following category:

	<u># of Actions</u>	<u>\$ Amount</u>
<u>Schedules Requiring Majority Vote</u>		
K. Ratification of Completed Procurement Actions Contracts	2	\$ 4,351,500
SUBTOTAL	2	\$ 4,351,500
TOTAL	3	\$ 6,601,500

Budget Impact:

The approval of these procurement actions will obligate the capital funds in the amounts listed. Funds are available in the capital budget for this purpose.

Recommendation:

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

MTA Construction & Development

BOARD RESOLUTION

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

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

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

NOW, the Board resolves as follows:

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

SEPTEMBER 2021

LIST OF COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL

Procurements Requiring Majority Vote:

Schedule I. Modifications to Purchase and Public Work Contracts

(Staff Summaries required for all items greater than \$1M)

- | | | | |
|-----------|--|---------------------|--------------------------------------|
| 1. | E-J Electric Installation Co.
Contract No. CS084.63 | \$ 2,250,000 | <u>Staff Summary Attached</u> |
|-----------|--|---------------------|--------------------------------------|

MTA Construction & Development requests that the Board approve contract modification No. 63 to adjust Contract Milestones, resolve Impact Cost claims, and direct the Contractor to provide for acceleration of work necessary to ensure timely commencement of revenue service.

Schedule I: Modifications to Purchase and Public Work Contracts

Item No. 1

Vendor Name (& Location) E-J Electric Installation Co. (Long Island City, NY)	Contract Number CS084	AWO/Modification # 63
Description Traction Power Systems Package No. 4	Original Amount:	\$ 71,248,884
Contract Term (including Options, if any) 52 Months	Prior Modifications:	\$ 22,000,714
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> N/A	Exercised Options:	\$ 0
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	Current Amount:	\$ 93,249,598
Solicitation Type <input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Modification	This Request	\$ 2,250,000
Funding Source <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input checked="" type="checkbox"/> Federal <input type="checkbox"/> Other:	% of This Request to Current Amount:	2.4%
Requesting Dept/Div & Dept/Div Head Name: East Side Access, R. Troup.	% of Modifications (including This Request) to Original Amount:	34%

Discussion:

This contract provides the Traction Power System for the East Side Access Project. MTA Construction & Development (“C&D”) requests that the Board approve contract modification No. 63 to adjust Contract Milestones, resolve Impact Cost claims, and direct the Contractor to provide for acceleration of work necessary to ensure timely commencement of revenue service as set forth in detail below.

This Contract has experienced delays that are, at least in part, Excusable and entitle the Contractor to an extension of time to achieve critical milestones. Significant factors contributing to the delay were the Contractor’s delayed access to a power substation as a result of the need to correct prior contractor errors; design errors (for which errors and omissions will be pursued where warranted) and unavailability of force account support. The Contractor’s claim for Excusable and Compensable delays would result in the Contractor completing critical Work after the deadline necessary to ensure timely commencement of ESA revenue service. In order to meet the schedule established for ESA revenue service by the end of 2022, the Contractor must complete all local testing of Traction Power Substations (Contract Milestone 6) no later than September 10, 2021, so that Integrated System Testing (“IST”) can be commenced. Likewise, the Contractor must also complete all work in the ESA tunnels no later than December 1, 2021, so that operating personnel can begin the process of training to operate trains in the ESA territory.

In order to adjust the schedules for critical milestones to ensure they are in line with the established ESA revenue service date for the end of 2022, the contractor’s work must be accelerated. This Modification will extend Milestone No. 6 to September 10, 2021 (254 calendar days from the current Contractual completion date of December 30, 2020), the date required for CS179 to commence IST, and will extend Milestone No. 7 – Substantial Completion to December 31, 2021 (241 calendar days from the current Contractual date for Substantial Completion which is May 4, 2021). This Modification will also introduce a new Milestone (7A) that will require that all Work needed for LIRR access to the Tunnels be completed by December 1, 2021, with only minor Work not affecting access to the tunnels being performed for Substantial Completion. The Contractor will be required to accelerate the Work to meet these critical milestones, which will also be addressed in this Modification.

The Contractor’s proposal, to resolve all claims for Impact Costs and acceleration was \$2,736,079. Negotiations resulted in the agreed upon cost of \$2,250,000, of which \$442,500 is for the Contractor’s acceleration of Work which, if the Contractor is late in meeting the milestones, will be reduced or eliminated, depending upon how late the Work is. This sum is deemed to be fair and reasonable.

In connection with previous contracts awarded to E-J Electric Installation Company (“E-J”), E-J was found to be responsible, notwithstanding significant adverse information (“SAP”) 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 August 2018. No new significant adverse information has been found relating to E-J and E-J has been found to be responsible.

SEPTEMBER 2021

LIST OF RATIFICATIONS FOR BOARD APPROVAL

Procurements Requiring Majority Vote:

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

- | | | | |
|----|--|---------------------|--------------------------------------|
| 2. | Tutor Perini Corporation
Contract No. CS179.436 | \$ 2,176,500 | <u>Staff Summary Attached</u> |
|----|--|---------------------|--------------------------------------|

MTA Construction & Development requests the Board ratify contract modification No. 436 to have the Contractor: (i) install Positive Train Control ("PTC") communication equipment furnished by the Long Island Railroad ("LIRR") in designated Communication Rooms and interface and connect the PTC equipment to the ESA Backbone Communication System ("BCS"); (ii) install a PTC workstation in the ESA Train Operations Center and furnish and install power panels, conduits, cables and connections as necessary; and (iii) provide support to LIRR during integrated testing of the PTC system throughout the ESA operations area.

- | | | | |
|----|--|---------------------|--------------------------------------|
| 3. | RCC/AMCC JV
Contract No. 6241.9 | \$ 2,175,000 | <u>Staff Summary Attached</u> |
|----|--|---------------------|--------------------------------------|

MTA Construction and Development requests the Board ratify contract modification No. 9 for upgrades to the fire supply system and concrete slab replacement.

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

Contract Number	AWO/Modification #
CS179	436
Original Amount:	\$ 333,588,000
Prior Modifications:	\$ 187,904,753
Exercised Options:	\$ 216,800,001
Current Amount:	\$ 738,292,754
This Request	\$ 2,176,500
% of This Request to Current Amount:	0.3%
% of Modifications (including This Request) to Original Amount:	57%

Discussion:

Contract CS179 provides systems for the East Side Access (“ESA”) project. MTA Construction and Development requests the Board ratify contract modification No. 436 to have the Contractor: (i) install Positive Train Control (“PTC”) communication equipment furnished by the Long Island Railroad (“LIRR”) in designated Communication Rooms and interface and connect the PTC equipment to the ESA Backbone Communication System (“BCS”); (ii) install a PTC workstation in the ESA Train Operations Center and furnish and install power panels, conduits, cables and connections as necessary; and (iii) provide support to LIRR during integrated testing of the PTC system throughout the ESA operations area.

PTC is a system for monitoring and controlling train movements that can prevent accidents and allow the more efficient operation of trains. The LIRR, in accordance with a Federal mandate, is implementing PTC technology across all systems utilizing the services of a third-party Systems Integration contractor, Bombardier/Siemens JV. The LIRR will furnish the equipment for installation in the ESA tunnels and adjacent areas. The CS179 Contractor will install the LIRR furnished equipment in designated Communication Rooms, allocate a portion of existing BCS fiber for PTC, furnish and install fiber optic patch cables between existing Racks and PTC Racks, furnish and install additional fiber optic cables, associated conduits and innerduct for PTC, modify the configuration of the existing BCS system to implement ESA PTC Virtual Private Local Area Network Service for transport of PTC data between ESA and existing PTC head ends located at the Jamaica Control Center and the Hillside Facility respectively, and support LIRR as needed during PTC testing.

The Contractor’s proposal for this Modification was \$3,708,187. The parties agreed to \$2,176,500 for the direct cost of all work under this Modification, which is deemed to be fair and reasonable. The parties also agreed that this Modification will not extend Substantial Completion. The entire cost of this change will be funded from a capital rebalancing plan to fund the PTC needs for LIRR, Metro North Railroad and ESA. The budget modification to reallocate funds to ESA will occur after the issuance of the Notice To Proceed for this work on ESA. In the interim, this work will be funded from Program Contingency, to later be replenished as part of the capital rebalancing plan.

To avoid delay to the Contract Schedule, the President approved a retroactive memorandum and on March 24, 2021 the Contractor was directed to proceed with the early engineering associated with this Modification, up to a Not-To-Exceed (“NTE”) value of \$400,000. To prevent any stoppage of work while a Modification is presented to the Board, the President approved a second retroactive memorandum to expand the scope of the authorized Work and to increase the authorized NTE amount and on August 20, 2021 the Contractor was directed to proceed with the full scope of the change at the negotiated amount of \$2,176,500.

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

Vendor Name (Location) RCC/AMCC JV (Patterson, New Jersey)
Description Morris Park Locomotive Shop & Employee Facility
Contract Term (including Options, if any) 660 Calendar Days
Option(s) included in Total Amt? <input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> N/A
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Noncompetitive
Solicitation Type <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Modification
Funding Source <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:
Requesting Dept./Div., Dept./Div. Head Name: Delivery – Mark Roche

Contract Number 6241	AWO/Mod. #s 9
Original Amount:	\$ 89,859,236.00
Prior Modifications:	\$ 4,864,481.85
Exercised Options:	\$ 0
Current Amount:	\$ 94,723,717.85
This Request:	\$ 2,175,000.00
% of This Request to Current Amt.:	2.3%
% of Modifications (including This Request) to Original Amount:	7.8%

Discussion

This Contract is for the design-build services for a new locomotive repair shop at the Long Island Rail Road (“LIRR”) Morris Park facility. MTA Construction and Development (“C&D”) requests that the Board ratify contract modification No. 9 for upgrades to the fire supply system and concrete slab replacement.

The new locomotive repair shop replaces the existing 130-year-old Morris Park Round House (Locomotive Repair shop), which has outlived its useful life and requires excessive maintenance to keep it operational. The new facility will be better equipped to maintain the LIRR’s current fleet of diesel locomotives. Customer service will be enhanced through better locomotive reliability and on-time performance. The new locomotive shop is located at the LIRR’s Morris Park Facility which previously housed other repair shops that were relocated to the Hillside Maintenance Complex in the early 1990’s. These shops were subsequently raised leaving the floor slabs and associated foundations in place.

This modification will cover the following additional work:

Upgrades to the Morris Park Fire Supply and Hydrant Installations

In order to achieve the proper sprinkler volume and pressure to meet current safety standards for both the new locomotive shop and the existing Morris Park Yard facilities, new water service and upgrades to the watermain and hydrant system was required. The New York City Department of Environmental Protection (“DEP”) connection point specified in the Contract was evaluated and determined to be deteriorated to such a point that it could not support the required volume and pressure. Consequently, a new connection from the DEP water main at an alternate location in the street to the new onsite LIRR fire pump house, had to be designed and installed. In addition to the required new connection, additional lines and fire hydrants were installed, and two existing hydrants were relocated to strategic areas in the yard to improve the Fire Department of New York’s access throughout the Morris Park Yard. This work included excavation of the main access roadway, removal and disposal of asphalt and concrete (from the previous shops) and asphalt roadway restoration.

Concrete Replacement

The original design of the new Morris Park Locomotive shop utilized existing concrete floor slabs from the previous buildings for parking and storage areas for the new shop as well as adjacent facilities. Due to the rerouting of utilities, such as the water/fire supply line detailed above, extensive repair work to the slab was required. The remainder of the existing concrete slab was also found to be in a deteriorated condition, causing employee safety concerns. Therefore, the C&D project team decided that the best course of action was to remove the entire concrete slab and resurface the area utilizing asphalt. Asphalt pavement minimized the disruption to LIRR operations and allowed LIRR employees to use the roadway within a few hours rather than be displaced for days. Also, utilizing asphalt proved to be more cost effective than utilizing concrete.

To meet the demands of the aggressive schedule needed to complete this Work and prevent a potential compensable delay claim, on February 12, 2019 the Contractor was directed to proceed with the design and construction for the fire supply work and on July 20, 2020 for the concrete replacement work.

The Contractor submitted a net cost proposal for this Work of \$3,424,651. Negotiations resulted in the agreed price of \$2,175,000 which is considered to be fair and reasonable.

Contracts

Stephen Plochochi, Senior Vice President, Contracts



The photo depicts a ballast hopper dropping ballast onto new trackwork including new railroad ties, contact and running rail, that was recently installed between Tysens Lane and the Jefferson Avenue Station as part of Phase I of the Mainline Track Replacement Program for the Staten Island Railway under Contract T-80280.

PROCUREMENTS

The Procurement Agenda this month includes one procurement action for a proposed expenditure of \$26.5M.

Staff Summary

Subject Request for Authorization to Award a Procurement Action					
Department Contracts					
Department Head Name & Title Stephen Plochocki, Senior Vice President, Contracts					
Department Head Signature 					
Board Action					
Order	To	Date	Approval	Info	Other
1	NYCT & Bus Committee	9/13/21	X		
2	Board	9/15/21	X		

Date: September 7, 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 for one procurement action and, to inform the New York City Transit Committee of this procurement action.

DISCUSSION

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

	<u># of Actions</u>	<u>\$ Amount</u>
<u>Schedules Requiring Majority Vote</u>		
Schedule K: Ratification of Completed Procurement Actions	1	\$ 26,500,000
TOTAL	1	\$ 26,500,000

Budget Impact:

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

Recommendation:

The procurement action be ratified as proposed. (The item is 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.

SEPTEMBER 2021

LIST OF RATIFICATIONS FOR BOARD APPROVAL

Procurements Requiring Majority Vote:

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

(Staff Summaries required for items requiring Board Approval)

- | | | | |
|----|--|----------------------|--------------------------------------|
| 1. | Tracks Unlimited, LLC
Contract No. T-80280.23 | \$ 26,500,000 | <u>Staff Summary Attached</u> |
|----|--|----------------------|--------------------------------------|

MTA Construction and Development requests the Board ratify contract modification No. 23 for the replacement of an additional 15,747 linear feet of Staten Island Railway mainline track.

Schedule K: Ratification of Completed Procurement Actions

Item No. 1

Vendor Name (Location) Tracks Unlimited, LLC (Mountainside, NJ)	Contract Number T-80280	AWO/Mod. #s 23
Description Mainline Track Rehabilitation and Clifton Yard Switch Reconfiguration in the Borough of Staten Island	Original Amount:	\$ 44,427,000
Contract Term (including Options, if any) December 28, 2018–September 30, 2021	Prior Modifications:	\$ 12,925,244
Option(s) included in Total Amt? <input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> N/A	Prior Budgetary Increases:	\$ 0
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Noncompetitive	Current Amount:	\$ 57,352,244
Solicitation Type <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Modification	This Request:	\$ 26,500,000
Funding Source <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	% of This Request to Current Amt.:	46%
Requesting Dept./Div., Dept./Div. Head Name: Delivery/Mark Roche	% of Modifications (including This Request) to Original Amount:	89%

Discussion:

This Contract is for track rehabilitation on the Staten Island Railway (SIR) mainline and track reconfiguration at the Clifton Yard. MTA Construction and Development (“C&D”) requests that the Board ratify contract modification No. 23 for the replacement of an additional 15,747 linear feet of SIR mainline track.

The SIR mainline track rehabilitation project will replace tracks rated at Condition 4 (the lowest condition rating requiring track replacement) in order to minimize the risk of derailment and maintain a state of good repair. This Contract, the first of two phases of the project, was awarded for the replacement of 22,889 linear feet of mainline track and for the reconfiguration of tracks in the Clifton Yard associated with the construction of the new Clifton Shop. An additional 7,187 linear feet of mainline track replacement was advanced from Phase II through the issuance of Modification No. 16, which was ratified by the November 2020 Board.

This modification will accelerate the replacement of an additional 15,747 linear feet of the most critical remaining Condition 4 track from Phase II. Advancing this work now will allow it to start approximately 12 months earlier than the latest plan to award the Phase II contract and will allow the Work to be performed by an experienced contractor that has an effective team and equipment already mobilized and in place. Advancing this work by modification will also result in it being performed during lower wage periods and during the current period of lower ridership, which will reduce the inconvenience to the riding public. Combined with savings in internal construction support costs as well as cost savings for service diversions, C&D estimates that accelerating this work by modification will result in overall project savings of approximately \$9.1 million.

Phase II Contract T-80282, currently scheduled for award in 3rd quarter 2022, is for the replacement of mainline switches and additional mainline track.

The Contractor submitted a cost proposal of \$27,491,063. Negotiations resulted in the agreed upon lump sum price of \$26,500,000 which has been determined to be fair and reasonable. This agreement also includes an excusable and non-impactable time extension extending the Substantial Completion Date from September 30, 2021 to December 19, 2022.

In order to meet the revised schedule, the President approved a retroactive waiver to procure long-lead track materials and the Contractor was directed to proceed on August 20, 2021 for the not to exceed amount of \$1,600,000.

Staff Summary

Subject
Approval of Triborough Bridge and Tunnel Authority Special Obligation Resolution Authorizing Sales Tax Revenue Obligations (TBTA Capital Lockbox – City Sales Tax) authorizing the issuance of bonds and notes to finance approved Capital Program Transit and Commuter Projects
Department
Finance
Department Head Name
Robert E. Foran, Chief Financial Officer
Department Head Signature
Project Manager Name
Patrick J. McCoy, Deputy Chief, Financial Services

Date
September 15, 2021
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Comm.	9/13/21	X		
2	Board	9/15/21	X		

Internal Approvals			
Order	Approval	Order	Approval
1	Legal	2	Chairman

PURPOSE:

The MTA Finance Department is seeking (i) MTA Bridges and Tunnels Board ratification of the previously approved annexed Triborough Bridge and Tunnel Authority Special Obligation Resolution Authorizing Sales Tax Revenue Obligations (TBTA Capital Lockbox – City Sales Tax), including the Standard Resolution Provisions (collectively, the “Special Obligation Resolution”), and approval of the annexed supplemental resolutions to provide for the issuance of its bonds and notes to finance central business district tolling program capital costs, and approved Capital Program Transit and Commuter Projects for 2020-2024 and subsequent programs, and (ii) MTA Bridges and Tunnels Board and MTA Board approval of the annexed resolutions to increase the authorized amount of approved Capital Program Transit and Commuter Projects financing in 2021 by \$500 million and related reimbursement resolutions required by federal tax law to maintain the ability to finance such capital projects on a tax-exempt or tax-advantaged basis.

Even though the TBTA Board has previously approved the forms and substance of the annexed Special Obligation Resolution, the TBTA Act requires this additional approval following MTA Capital Program Review Board (“CPRB”) approval, which became effective on August 9, 2021, before TBTA can issue its bonds and notes to finance approved Capital Program Transit and Commuter Projects.

The use of the TBTA City Sales Tax Resolution will broaden MTA’s access to the credit markets with a highly rated credit in addition to the existing Transportation Revenue Bond (“TRB”), Dedicated Tax Fund (“DTF”) and Payroll Mobility Tax (“PMT”) credits. The increase in the authorized amount of approved Capital Program Transit and Commuter Projects financing in 2021 by \$500 million will allow MTA to progress additional transit and commuter approved projects.

DISCUSSION AND BACKGROUND:

In April 2019, legislation was enacted in New York State providing additional sources of revenues to address the financial needs of the MTA, including portions of Citywide sales and compensating use taxes. The legislation, among other things, provided that certain City sales and compensating use taxes be made available for deposit into the Central Business District Capital Lockbox Fund to be applied to the payment of operating, administration and other necessary expenses properly allocable to the central business district tolling program, including the planning, designing, constructing, installing or maintaining thereof, and the costs of any transit and commuter capital projects included within the 2020-2024 MTA Capital Program or any successor programs approved by the CPRB. The legislation

provided that Citywide sales and compensating use taxes in an amount equal to (a) \$170 million for State Fiscal Year 2020-2021, and (b) 101% of the preceding State Fiscal Year's amount for each State Fiscal Year thereafter be made available for deposit into the Central Business District Capital Lockbox Fund.

TBTA submitted the draft Special Obligation Resolution to the CPRB for review and approval on July 23, 2021 pursuant to Section 553(20) of the Public Authorities Law, which was approved by the CPRB on August 9, 2021.

MTA Bridges and Tunnels Board approval is now sought for the following supplemental resolutions attached hereto and activities in connection with the issuance of bonds, notes, commercial paper or other forms of indebtedness:

- Special Obligation Resolution authorizing Sales Tax Revenue Obligations (TBTA Capital Lockbox – City Sales Tax), including Subordinated Obligations.
- Separate Supplemental Resolutions authorizing Sales Tax Revenue BANs (“STR BANs”) and Sales Tax Revenue Bonds (“STR Bonds”), including providing for the following:
 - The issuance of STR BANs and STR Bonds under the Special Obligation Resolution, in one or more series from time to time, in an amount not to exceed \$1.8 billion (less amounts issued under the MTA TRB, MTA DTF and TBTA PMT Bond Resolutions during 2021 for approved Capital Program Transit and Commuter Projects and less the principal amount of outstanding STR BANs or STR Bonds, as applicable), necessary to finance approved Capital Program Transit and Commuter Projects for 2020 to 2024 and subsequent programs, or to retire STR BANs when due, plus accrued interest, applicable issuance costs and any original issue discount,
 - Issuance of such STR BANs or STR Bonds in competitive or negotiated public sales, by direct placement or in connection with a revolving credit or other loan agreement, and
 - Parity Obligations and other Parity Debt in an amount sufficient to secure any Credit Facilities entered into in connection with the issuance of the STR Bonds.
- TBTA and MTA Reimbursement Resolutions for Federal Tax purposes for the additional \$500 million in authorization.

With respect to the above-referenced financial transactions, MTA Bridges and Tunnels Board approval is sought:

(a) delegating authority to the Chairman, the Managing Director, the Chair of the Finance Committee, the Vice Chairman, the Chief Financial Officer or the Deputy Chief, Financial Services of MTA to make revisions to the Special Obligation Resolution as necessary or convenient and to award the obligations either pursuant to competitive bid or to members (or entities related to such firms) of the Board-approved MTA underwriting syndicate and to execute and/or deliver in each case, where appropriate:

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

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

(b) authorizing such officers to terminate, amend, supplement, replace or extend any such documents, including Credit Facilities (and related Parity Reimbursement Obligations and Parity Debt), as they shall deem advisable, and to take such other actions as may be necessary or desirable to effectuate the issuance of bonds, notes, commercial paper or other form of indebtedness and other financial transactions set forth above, on behalf of MTA or MTA Bridges and Tunnels.

(c) authorizing such officers to seek proposals for the appointment of a trustee and paying agent(s) and other fiduciaries necessary for the purposes of the Special Obligation Resolution and the activities thereunder.

To maintain the ability of TBTA and MTA to finance capital projects in the capital improvement programs on a tax-exempt or tax-advantaged basis, consistent with Federal tax law, the TBTA Board and the MTA Board must adopt a reimbursement resolution. The additional \$500 million in authorization may be used by MTA or TBTA in connection with financing approved Capital Program Transit and Commuter Projects consistent with prior approved authorizations for 2021. Federal tax law requires that official action that sets forth the issuer's intent to spend tax-exempt bond proceeds on a project must be taken by an issuer that wants to reimburse itself from tax-exempt bond proceeds for capital project costs that were funded from another source of revenue.

ALTERNATIVES:

There are no viable alternatives to the immediate near-term funding needs of 2020-2024 Transit and Commuter capital projects with Central Business District Tolling Lockbox Fund revenues.

RECOMMENDATION:

MTA Bridges and Tunnels Board authorization of the above-referenced resolutions and documents and all other actions described above, including the execution and delivery of such other documents, and the taking of all other actions, from time to time deemed necessary or desirable by such officers in connection therewith, including the selection of a trustee and paying agent and other fiduciaries thereunder that meets the requirements of the resolution. The authorization to issue the bonds, notes, commercial paper or other forms of indebtedness and take other related actions hereunder shall continue in effect without any further action by the MTA Bridges and Tunnels Board until the adoption by the MTA Bridges and Tunnels Board of subsequent bond supplemental resolutions relating to 2022 note and bond issues (except that bonds may still be issued to refinance 2021 STR BANs outstanding at any time) unless (a) the MTA Bridges and Tunnels Board shall have confirmed the effectiveness of this authorization for an additional period, or (b) the MTA Bridges and Tunnels Board shall have modified or repealed this authorization.

TRIBOROUGH BRIDGE AND TUNNEL AUTHORITY

**MULTIPLE SERIES 2021
SALES TAX REVENUE BOND SUPPLEMENTAL RESOLUTION
(TBTA CAPITAL LOCKBOX – CITY SALES TAX)**

Adopted September 15, 2021

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**MULTIPLE SERIES 2021
SALES TAX REVENUE BOND SUPPLEMENTAL RESOLUTION
(TBTA CAPITAL LOCKBOX – CITY SALES TAX)**

BE IT RESOLVED by the Board of Triborough Bridge and Tunnel Authority (the “Issuer”), as follows:

ARTICLE I

DEFINITIONS AND STATUTORY AUTHORITY

Section 1.01. Supplemental Resolution. This Multiple Series 2021 Sales Tax Revenue Bond Supplemental Resolution (the “Supplemental Resolution”) is supplemental to, and is adopted in accordance with Article II, Article A-II and Article A-VIII of, a resolution adopted by the Issuer on September 15, 2021, entitled “Special Obligation Resolution Authorizing Sales Tax Revenue Obligations (TBTA Capital Lockbox – City Sales Tax)”, as heretofore supplemented (the “Resolution”).

Section 1.02. Definitions.

1. All capitalized terms which are used but not otherwise defined in this Supplemental Resolution shall have the same meanings, respectively, as such terms are given by Section 102 of the Resolution.

2. In this Supplemental Resolution:

“Authorized Officer” shall include the officers designated as such in the Resolution, and the Chairman, the Managing Director, the Chair of the Finance Committee, the Vice Chairman, the Chief Financial Officer or the Deputy Chief, Financial Services of the MTA, as well as any officer duly designated as “Acting” in said officer’s capacity, except that, for the purposes of any delegation set forth herein that does not expressly include any Assistant Secretary, “Authorized Officer” shall not include any Assistant Secretary of the Issuer.

“Board” shall mean, when used with respect to the Issuer, the board of the Issuer acting as such pursuant to the provisions of the Issuer Act, and when used with respect to the MTA, the members of the MTA acting as such pursuant to the provisions of the MTA Act.

“Bond Counsel” shall mean Nixon Peabody LLP, Orrick, Herrington & Sutcliffe LLP, D. Seaton and Associates, P.A., P.C., Bryant Rabbino LLP or any other attorney or firm of attorneys of nationally recognized standing in the field of law relating to the issuance of obligations by state and municipal entities, selected by the Issuer.

“Code” shall mean the Internal Revenue Code of 1986, as amended, and regulations thereunder.

“Series 2021 Bonds” shall mean the Sales Tax Revenue Bonds (TBTA Capital Lockbox – City Sales Tax) authorized by Article II of this Supplemental Resolution, subject to redesignation as hereinafter provided.

“Series 2021 Notes” shall mean the Sales Tax Revenue Notes (TBTA Capital Lockbox – City Sales Tax) authorized to be issued, in accordance with Section A-203 of the Standard Resolution Provisions, pursuant to a Supplemental Resolution of the Issuer adopted as of the date that this Supplemental Resolution is adopted.

Section 1.03. Authority for this Supplemental Resolution. This Supplemental Resolution is adopted pursuant to the provisions of the Issuer Act and the Resolution.

ARTICLE II

AUTHORIZATION OF SERIES 2021 BONDS

Section 2.01. Principal Amount, Designation and Series. Pursuant to the Resolution and in order to finance Capital Costs, Sales Tax Revenue Bonds constituting Capital Cost Obligations, which may be issued in one or more Series or subseries and from time to time, entitled to the benefit, protection and security of the Resolution are hereby authorized to be issued in an aggregate principal amount not exceeding the principal amount necessary so that, after giving effect to any net original issue discount and underwriters’ discount from the principal amount (but without giving effect to any net original issue premium as determined to be advisable by an Authorized Officer in connection with the marketing of the Series 2021 Bonds), the amount to be deposited in the Proceeds Account pursuant to, or otherwise applied to effectuate the purposes of, Section 2.02 and Section 3.01 of this Supplemental Resolution (exclusive of any amount deposited therein or otherwise applied pursuant to a Certificate of Determination to pay accrued interest, capitalized interest or any Costs of Issuance of the Series 2021 Bonds), shall not exceed the amount or amounts determined in one or more Certificates of Determination to be necessary to effectuate the purposes set forth in Section 2.02 hereof; provided, however, that the Series 2021 Bonds issued to finance Capital Costs shall not exceed \$1.8 billion at any one time Outstanding reduced by the sum of the amounts issued for MTA capital program purposes of (1) Series 2021 Notes, (2) bonds (the “TRB Series 2021 Bonds”) issued under the Multiple Series 2021 Transportation Revenue Bond Supplemental Resolution, adopted on December 16, 2020, (3) bond anticipation notes (the “TRB Series 2021 Notes”) issued under the Metropolitan Transportation Authority Multiple Series 2021 Bond Anticipation Notes and Related Subordinated Indebtedness Transportation Revenue Bond Supplemental Resolution, adopted on December 16, 2020, (4) bonds (the “DTF Series 2021 Bonds”) issued under the Metropolitan Transportation Authority Multiple Series 2021 Dedicated Tax Fund Bond Supplemental Resolution, adopted on December 16, 2020, (5) bond anticipation notes (the “DTF Series 2021 Notes”) issued under the Metropolitan Transportation Authority Multiple Series 2021 Bond Anticipation Notes and Related Subordinated Indebtedness Dedicated Tax Fund Bond Supplemental Resolution, adopted on December 16, 2020, (6) bonds (the “PMT Series 2021 Bonds”) issued under the Multiple Series 2021 Payroll Mobility Tax Bond Supplemental Resolution, adopted on March 17, 2021, and (7) bond anticipation notes (the “PMT Series 2021

Notes”) issued under the Multiple Series 2021 Bond Anticipation Notes and Related Subordinated Indebtedness Payroll Mobility Tax Obligation Supplemental Resolution, adopted on March 17, 2021 (but, for purposes of clarification, not including any Series 2021 Bonds, Series 2021 Notes, TRB Series 2021 Bonds, TRB Series 2021 Notes, DTF Series 2021 Bonds, DTF Series 2021 Notes, PMT Series 2021 Bonds or PMT Series 2021 Notes issued to refinance Series 2021 Notes, TRB Series 2021 Notes, DTF Series 2021 Notes or PMT Series 2021 Notes).

For all purposes of this Section, such Series 2021 Bonds shall be designated as, and shall be distinguished from the Obligations of all other Series by the title “Sales Tax Revenue Bonds (TBTA Capital Lockbox – City Sales Tax), Series 2021” or such other title or titles set forth in one or more Certificates of Determination.

The authority to issue the Obligations and take related actions granted under previous resolutions of the Issuer shall continue in full force and effect. The authorization to issue the Series 2021 Bonds shall continue in effect until the adoption by the Issuer Board of a subsequent new money bond issuance supplemental resolution relating to 2022 new money financings; provided, however, the authorization to issue the Series 2021 Bonds to refinance the Series 2021 Notes shall continue in effect until all of such Series 2021 Notes have been refinanced by Series 2021 Bonds.

Section 2.02. Purposes. The purposes for which the Series 2021 Bonds are issued shall be set forth in one or more Certificates of Determination and shall include (i) the payment of all or any part of the Capital Costs relating to the TBTA Transit and Commuter Project for approved capital programs beginning with the 2020-2024 approved capital program, and (ii) the payment of principal of and redemption premium, if any, and interest on Outstanding Series 2021 Notes, all to the extent and in the manner provided in this Supplemental Resolution.

Section 2.03. Dates, Maturities, Principal Amounts and Interest. The Series 2021 Bonds, except as otherwise provided in the Resolution, shall be dated the date or dates determined in the related Certificate of Determination. The Series 2021 Bonds shall mature on the date or dates and in the year or years and principal amount or amounts, and shall bear interest at the rate or rates per annum, if any, specified in or determined in the manner provided in the related Certificate of Determination.

Section 2.04. Interest Payments. The Series 2021 Bonds shall bear interest from their date or dates and be payable on such date or dates as may be determined pursuant to the related Certificate of Determination. Except as otherwise provided in the related Certificate of Determination, interest on the Series 2021 Bonds shall be computed on the basis of twelve (12) 30-day months and a 360-day year.

Section 2.05. Denominations, Numbers and Letters. Unless otherwise provided in the related Certificate of Determination, the Series 2021 Bonds shall be issued in fully registered form without coupons in the denomination of \$5,000 or any integral multiple thereof. The Series 2021 Bonds shall be lettered and numbered as provided in the related Certificate of Determination.

Section 2.06. Places of Payment and Paying Agent. Except as otherwise provided in the related Certificate of Determination, principal and Redemption Price of the Series 2021 Bonds shall be payable to the registered owner of each Series 2021 Bond when due upon presentation of such Series 2021 Bond at the principal corporate trust office of the Trustee. Except as otherwise provided in the related Certificate of Determination, interest on the registered Series 2021 Bonds will be paid by check or draft mailed on the interest payment date by the Paying Agent, to the registered owner at his address as it appears on the registration books or, at the option of any Owner of at least one million dollars (\$1,000,000) in principal amount of the Series 2021 Bonds, by wire transfer in immediately available funds on each interest payment date to such Owner thereof upon written notice from such Owner to the Trustee, at such address as the Trustee may from time to time notify such Owner, containing the wire transfer address (which shall be in the continental United States) to which such Owner wishes to have such wire directed, if such written notice is received not less than twenty (20) days prior to the related interest payment date (such notice may refer to multiple interest payments).

Section 2.07. Sinking Fund Installments. The Series 2021 Bonds, if any, determined in the related Certificate of Determination shall be subject to redemption (a) in part, by lot, (b) *pro rata* (in the case of Series 2021 Bonds issued as Taxable Obligations), or (c) otherwise as determined in accordance with Section A-404 of the Resolution, on each date in the year or years at the principal amount thereof as determined in the related Certificate of Determination, plus accrued interest up to but not including the date of redemption thereof, from mandatory Sinking Fund Installments which are required to be made in amounts sufficient to redeem on each such date the principal amount of such Series 2021 Bonds.

Section 2.08. Redemption Prices and Terms. The Series 2021 Bonds may also be subject to redemption prior to maturity, at the option of the Issuer, upon notice as provided in Article A-IV of the Resolution, at any time as a whole or in part (and by lot within a maturity, or otherwise as determined in accordance with Section A-404 of the Resolution, if less than all of a maturity is to be redeemed), from maturities designated by the Issuer on and after the date and in the years and at the Redemption Prices (expressed as a percentage of principal amount) determined in the related Certificate of Determination, plus accrued interest up to but not including the redemption date. Notwithstanding the foregoing, in the case of Series 2021 Bonds issued as Taxable Obligations, if set forth in the Certificate of Determination, the Series 2021 Bonds issued as Taxable Obligations may be made subject to pro rata redemption and/or a make-whole redemption premium.

Section 2.09. Delegation to an Authorized Officer. 1. There is hereby delegated to each Authorized Officer, subject to the limitations contained in this Supplemental Resolution, the following powers with respect to the Series 2021 Bonds:

(a) to determine whether and when to issue any Series 2021 Bonds constituting Capital Cost Obligations, the amount of the Series 2021 Bonds to be applied to finance Capital Costs or other uses as provided in Section 2.02 hereof, and the amount of the proceeds of the Series 2021 Bonds, estimated to be necessary to pay the Costs of Issuance of the Series 2021 Bonds and capitalized interest, if any;

(b) to determine the purpose or purposes for which the Series 2021 Bonds are being issued, which shall be one or more of the purposes set forth in Section 2.02 of this Supplemental Resolution;

(c) to determine the principal amounts of the Series 2021 Bonds to be issued for the purposes set forth in Section 2.02 of this Supplemental Resolution and whether such principal amounts constitute a separate Series or a subseries of Series 2021 Bonds, which principal amounts (and the aggregate of all such Series and subseries) shall not exceed the principal amounts permitted by Section 2.01 of this Supplemental Resolution, and to determine Accreted Values and Appreciated Values, if applicable;

(d) to determine the maturity date and principal amount of each maturity of the Series 2021 Bonds and the amount and due date of each Sinking Fund Installment, if any;

(e) to determine the date or dates which the Series 2021 Bonds shall be dated and the interest rate or rates of the Series 2021 Bonds or the manner of determining such interest rate or rates; provided, however, that any Series 2021 Bonds issued as fixed rate Tax-Exempt Obligations shall be subject to a maximum interest rate of not greater than 10% per annum, any Series 2021 Bonds issued as fixed rate Taxable Obligations shall be subject to a maximum interest rate of not greater than 12% per annum, any Variable Interest Rate Obligations issued as Tax-Exempt Obligations shall be subject to a maximum interest rate of not greater than 15% per annum, any Variable Interest Rate Obligations issued as Taxable Obligations shall be subject to a maximum interest rate of not greater than 18% per annum and any Parity Reimbursement Obligations shall be subject to a maximum interest rate of not greater than 25% per annum, or, in each such case, such higher rate or rates as determined by the Issuer's Board;

(f) to determine the Redemption Price or Redemption Prices, if any and the redemption terms, if any, for the Series 2021 Bonds; provided, however, that if the Series 2021 Bonds are to be redeemable at the election of the Issuer, the Redemption Price (except in the case of taxable Series 2021 Bonds) shall not be greater than one hundred three percent (103%) of the principal amount of the Series 2021 Bonds to be redeemed, plus accrued interest thereon up to but not including the date of redemption and in the case of taxable Series 2021 Bonds the Redemption Price may be determined pursuant to provisions relating to pro rata redemption and/or make-whole redemption;

(g) to determine whether the sale of the Series 2021 Bonds shall be conducted on either a negotiated or competitive bid basis and, as applicable, to determine the purchase price for the Series 2021 Bonds to be paid by the purchaser or purchasers referred to in one or more Purchase Agreements or a bank direct purchase agreement or the purchase price for the Series 2021 Bonds to be paid by the winning bidder, if such sale is conducted by competitive bid pursuant to a Notice of Sale (as hereinafter defined), in either case as such document is described in Section 2.10 of this Supplemental Resolution, which may include such original issue discount and original issue premium as shall be determined in the related Certificate of Determination; provided, however, that, in the case of Series 2021 Bonds sold on a negotiated basis, the underwriters'

discount reflected in such purchase price shall not exceed \$10.00 for each one thousand dollars (\$1,000) principal amount of the Series 2021 Bonds;

(h) to take all actions required for the Series 2021 Bonds to be eligible under the rules and regulations of The Depository Trust Company (“DTC”) for investment and trading as uncertificated securities, to execute and deliver a standard form of letter of representation with DTC and, notwithstanding any provisions to the contrary contained in this Supplemental Resolution, to include in the related Certificate of Determination such terms and provisions as may be appropriate or necessary to provide for uncertificated securities in lieu of Series 2021 Bonds issuable in fully registered form;

(i) to determine whether to issue all or any portion of the Series 2021 Bonds as Tax-Exempt Obligations, Taxable Obligations, Put Obligations, Variable Interest Rate Obligations or as any other form of Obligations permitted by the Resolution and any matters related thereto, including (i) the terms and provisions of any such Series 2021 Bonds, (ii) the selection of remarketing agents, tender agents, calculation agents, auction agents, dealers, bidding agents or any other agents or parties to ancillary arrangements and the terms of any such arrangements, and (iii) the methods for determining the accrual of Debt Service;

(j) to determine the advisability, as compared to an unenhanced transaction, of obtaining one or more Credit Facilities, to select a provider or providers thereof and to determine and accept the terms and provisions and price thereof, to determine such other matters related thereto as in the opinion of the officer executing the related Certificate of Determination shall be considered necessary or appropriate and to effect such determinations by making any changes in or additions to this Supplemental Resolution required by Credit Facility providers, if any, or required by a Rating Agency in order to attain or maintain specific ratings on the Series 2021 Bonds, or relating to the mechanisms for the repayment of amounts advanced thereunder or payment of fees, premiums, expenses or any other amounts, notices, the provision of information, and such other matters of a technical, mechanical, procedural or descriptive nature necessary or appropriate to obtain or implement a Credit Facility with respect to the Series 2021 Bonds, and to make any changes in connection therewith;

(k) to make such changes to the form of this Supplemental Resolution as may be required by a Rating Agency in order to attain or maintain specific ratings on the Series 2021 Bonds;

(l) to make such changes to the form of this Supplemental Resolution as may be necessary or desirable in order to cure any ambiguities, inconsistencies or other defects; and

(m) to determine such other matters specified in or permitted by (i) Sections 202, 203, and A-201 of the Resolution or (ii) this Supplemental Resolution, including preparation of any documentation therefor.

2. Any Authorized Officer shall execute one or more Certificates of Determination evidencing the determinations made pursuant to this Supplemental Resolution and any such Certificate of Determination shall be conclusive evidence of the determinations of such Authorized Officer, as stated therein. More than one Certificate of Determination may be delivered to the extent more than one Series or subseries of Series 2021 Bonds are delivered from time to time or other authority is exercised under this Supplemental Resolution from time to time and each such Certificate of Determination shall be delivered to the Trustee concurrently with the authentication and delivery of the respective Series or subseries of Series 2021 Bonds by the Trustee or other documentation. Determinations set forth in any Certificate of Determination shall have the same effect as if set forth in this Supplemental Resolution.

3. Any such Authorized Officer may exercise any authority delegated under this Supplemental Resolution from time to time following issuance of any Series 2021 Bonds, as appropriate for any purposes, including to change interest rate modes or auction periods; to obtain or terminate one or more Credit Facilities, including substitute or additional Credit Facilities; to enter into one or more bank direct purchase agreements or similar instruments; to appoint new or additional agents or other parties deemed appropriate to a particular form or mode of Obligation or manner of sale; to enter into one or more remarketing agreements, firm remarketing agreements, continuing disclosure agreements or other agreements in connection with the remarketing of any Series 2021 Bonds; if any Series 2021 Bonds shall consist of multiple subseries, to change the principal amounts and number of the individual subseries or to combine one or more subseries into a single Series or subseries; or, if any Series 2021 Bonds consist of a single Series or subseries, to divide such Series or subseries into two or more subseries and to determine the principal amount of such subseries. In connection with the remarketing, by negotiated sale, competitive bid or direct or private placement, of any Series 2021 Bonds, any such Authorized Officer is hereby authorized to make public and to authorize the use and distribution by remarketing agents or other appropriate parties of a remarketing circular (including a preliminary remarketing circular), or other disclosure document, in substantially the form most recently executed or delivered by the Issuer in connection with the remarketing of Obligations, with such changes, omissions, insertions and revisions as such Authorized Officer shall deem advisable. Any Authorized Officer shall execute one or more amendments to the applicable Certificate or Certificates of Determination evidencing the determinations made pursuant to this paragraph and any such amended Certificate of Determination shall be conclusive evidence of the determinations of such Authorized Officer, as stated therein.

Section 2.10. Sale of Series 2021 Bonds. Each Authorized Officer is hereby authorized either (i) to sell and award all or any portion of the Series 2021 Bonds through a competitive bidding process to purchasers meeting the requirements of one or more Notices of Sale (as hereinafter defined) to be published in order to give notice of the competitive sale of the Series 2021 Bonds; (ii) to sell and award all or any portion of the Series 2021 Bonds through a negotiated sale to the purchasers who are referred to in the bond purchase agreement and who shall be selected from the then current list of approved underwriters; or (iii) to sell and award all or any portion of the Series 2021 Bonds through a direct sale to the financial institution or institutions selected by the Authorized Officer who shall be referred to in the continuing covenant, direct purchase or similar agreement. Each Authorized Officer is hereby authorized to sell and award the Series 2021 Bonds to the purchasers referred to in the preceding sentence in

the case of a bond purchase agreement, in substantially the form most recently executed or delivered by the Issuer in connection with the sale of Obligations, or, with respect to a continuing covenant, direct purchase or similar agreement, containing bank facility terms and provisions (including, without limitation, increased costs, term-out, events of default and remedies) in substantially the form set forth in a letter of credit reimbursement agreement most recently executed or delivered by the Issuer, including, if applicable, that the direct purchaser offer to the Issuer a term-out provision of no less than five years, with such revisions to reflect the terms and provisions of the Series 2021 Bonds as may be approved by the Authorized Officer executing the bond purchase, continuing covenant or similar agreement (each, a “Purchase Agreement”). Each Authorized Officer is hereby authorized to agree to the selection of the representative of the underwriters or the other purchasers or facility providers as referred to in the Purchase Agreement or Agreements and to execute and deliver the Purchase Agreement or Agreements for and on behalf and in the name of the Issuer with such changes, omissions, insertions and revisions as may be approved by the Authorized Officer executing the Purchase Agreement or Agreements, said execution being conclusive evidence of such approval and concurrence in the selection of the representative of the underwriters.

If it is determined that any sale of Series 2021 Bonds shall be conducted on a competitive bid basis, each Authorized Officer is hereby further authorized to conduct the sale and award of the Series 2021 Bonds on the basis of a competitive bid, pursuant to the terms of a notice of sale, including bid form (the “Notice of Sale”), in a form, including any limitations on permitted bidders and a description of the basis for determining the winning bidder or bidders, determined by such Authorized Officer. Each Authorized Officer is hereby authorized to conduct such competitive sale of the Series 2021 Bonds in a manner consistent with this Supplemental Resolution and to utilize the services of the Authority’s financial advisor and the services of an electronic bidding service, as such Authorized Officer shall determine, and the execution by such Authorized Officer of a letter of award shall be conclusive evidence of such award.

Each Authorized Officer is hereby authorized to make public and to authorize the use and distribution by said purchasers or other appropriate parties of a preliminary official statement, offering circular, or other disclosure document (the “Preliminary Official Statement”) in connection with each public offering or any direct or private placement of the Series 2021 Bonds, in substantially the form most recently executed or delivered by the Issuer in connection with the sale of Obligations, with such changes, omissions, insertions and revisions as such officer shall deem advisable. The Issuer authorizes any of said officers to deliver a certification to the effect that such Preliminary Official Statement or Official Statement, if deemed necessary or appropriate, together with such other documents, if any, described in such certificate, was deemed final as of its date for purposes of Rule 15c2-12 of the Securities and Exchange Commission as applicable.

Each Authorized Officer is hereby authorized to make public and to authorize distribution of a final official statement, offering circular or other disclosure document (the “Official Statement”) in substantially the form of each Preliminary Official Statement or the most recently executed and delivered Official Statement if there is not a Preliminary Official Statement, with such changes, omissions, insertions and revisions as such Authorized Officer shall deem advisable, to sign such Official Statement and to deliver such Official Statement to the

purchasers of such issue of the Series 2021 Bonds, such execution being conclusive evidence of the approval of such changes, omissions, insertions and revisions.

Each Authorized Officer is hereby authorized to execute and deliver for and on behalf and in the name of the Issuer, to the extent determined by such Authorized Officer to be necessary or convenient, a Continuing Disclosure Agreement, substantially in the form of the Continuing Disclosure Agreement most recently executed and delivered by the Issuer, with such changes, omissions, insertions and revisions as such Authorized Officer shall deem advisable (the “Continuing Disclosure Agreement”), said execution being conclusive evidence of the approval of such changes, omissions, insertions and revisions.

The proceeds of each good faith check, if any, received by the Issuer from the purchasers of each issue of the Series 2021 Bonds under the terms of the related Purchase Agreement or Notice of Sale may be invested by the Issuer pending application of the proceeds of such good faith check for the purposes provided in Section 2.02 of this Supplemental Resolution at the time of the issuance and delivery of such Series 2021 Bonds.

Each Authorized Officer (including any Assistant Secretary of the Issuer) is hereby authorized and directed to execute, deliver, amend, replace or terminate any and all documents and instruments (including any remarketing agreements, dealer agreements, broker-dealer agreements, tender agent agreements, or auction agency agreements, any investment agreements or arrangements, or any reimbursement agreements or documents or instruments relating to a Credit Facility deemed appropriate to a given form or mode of an Obligation) and to do and cause to be done any and all acts necessary or proper for carrying out each Purchase Agreement or Notice of Sale, each Continuing Disclosure Agreement, the terms of any Credit Facility or other such agreement or arrangement, and the issuance, sale and delivery of the Series 2021 Bonds and for implementing the terms of the Series 2021 Bonds and the transactions contemplated hereby or thereby.

When reference is made in this Supplemental Resolution to the authorization of an Authorized Officer to do any act, such act may be accomplished by any of such officers individually.

Section 2.11. Forms of Series 2021 Bonds and Trustee’s Authentication Certificate. Subject to the provisions of the Resolution, the form of registered Series 2021 Bonds, and the Trustee’s certificate of authentication, shall be substantially in the form set forth in Exhibit One to the Resolution including, if necessary, any changes to comply with the requirements of DTC or the provisions of this Supplemental Resolution or the related Certificate of Determination.

Section 2.12. Appointment of Trustee and Paying Agent. Unless otherwise provided in the related Certificate of Determination, U.S. Bank Trust National Association shall be the Trustee under the Resolution and the Paying Agent for the Series 2021 Bonds.

ARTICLE III

DISPOSITION OF SERIES 2021 BOND PROCEEDS

Section 3.01. Disposition of Series 2021 Bond Proceeds. Any proceeds of the sale of the Series 2021 Bonds, other than accrued interest and capitalized interest, if any, shall be deposited, simultaneously with the issuance and delivery of a series or subseries of the Series 2021 Bonds, or shall otherwise be applied pursuant to a Certificate of Determination as follows:

1. such proceeds shall be (i) deposited in the Series 2021 Bond Proceeds Account, which is hereby established in the Proceeds Fund for each such series or subseries, and applied to the payment of Capital Costs or the payment of principal of and redemption premium, if any, and interest on the Series 2021 Notes or (ii) otherwise applied to the payment of such amounts; and
2. the balance of such proceeds shall be (i) deposited in the Series 2021 Costs of Issuance Account, which is hereby established in the Proceeds Fund for each such series or subseries, and applied to the payment of Costs of Issuance, or (ii) otherwise applied to the payment of Costs of Issuance.

Unless otherwise provided in the related Certificate of Determination, accrued interest and capitalized interest, if any, received on the sale of the Series 2021 Bonds shall be deposited in the Debt Service Fund.

ARTICLE IV

TAX COVENANTS AND DEFEASANCE

Section 4.01. Tax Covenants Relating to the Series 2021 Bonds. The Issuer covenants that, in order to maintain the exclusion from gross income for Federal income tax purposes of the interest on the Series 2021 Bonds issued as Tax-Exempt Obligations, the Issuer will satisfy, or take such actions as are necessary to cause to be satisfied, each provision of the Code necessary to maintain such exclusion. In furtherance of this covenant, the Issuer agrees to comply with such written instructions as may be provided by Bond Counsel. In furtherance of the covenant contained in the preceding sentence, the Issuer agrees to continually comply with the provisions of any "Arbitrage and Use of Proceeds Certificate" or "Tax Certificate" to be executed by the Issuer in connection with the execution and delivery of any Series 2021 Bonds issued as Tax-Exempt Obligations, as amended from time to time.

Notwithstanding any other provision of the Resolution to the contrary, upon the Issuer's failure to observe, or refusal to comply with the above covenant (a) the Owners of the Series 2021 Bonds, or the Trustee acting on their behalf, shall be entitled to the rights and remedies provided to Owners or the Trustee under Section 702 of the Resolution, other than the right (which is hereby abrogated solely as to the Issuer's failure to observe, or refusal to comply with the above covenant) to declare the principal of all Obligations then Outstanding, and the interest accrued thereon, to be due and payable pursuant to Section 567 of the Issuer Act, and (b) neither the Owners of the Obligations of any Series or holders of any Parity Debt (other than the Owners

of the Series 2021 Bonds or the Trustee acting on their behalf), nor the Trustee acting on their behalf, shall be entitled to exercise any right or remedy provided to the Owners, the Parity Debt holders or the Trustee under the Resolution based upon the Issuer's failure to observe, or refusal to comply with, the above covenant.

Section 4.02. Defeasance. In the event the Issuer shall seek, prior to the maturity or redemption date thereof, to pay or cause to be paid, within the meaning and with the effect expressed in the Resolution, all or less than all Outstanding Series 2021 Bonds issued as Tax-Exempt Obligations and the provisions of Section 4.01 hereof shall then be of any force or effect, then, notwithstanding the provisions of Article A-XI of the Resolution, the Series 2021 Bonds issued as Tax-Exempt Obligations which the Issuer then seeks to pay or cause to be paid shall not be deemed to have been paid within the meaning and with the effect expressed in Section A-1101 of the Resolution unless (i) the Issuer has confirmed in writing that the Owners of the Series 2021 Bonds issued as Tax-Exempt Obligations which the Issuer then seeks to pay or cause to be paid will continue, after such action, to have the benefit of a covenant to the effect of the covenant of the Issuer contained in Section 4.01 hereof or (ii) there shall have been delivered to the Trustee an Opinion of Bond Counsel to the effect that non-compliance thereafter with the applicable provisions of the Code will not affect the then current treatment of interest on the Series 2021 Bonds issued as Tax-Exempt Obligations in determining gross income for Federal income tax purposes.

TRIBOROUGH BRIDGE AND TUNNEL AUTHORITY

**MULTIPLE SERIES 2021 BOND ANTICIPATION NOTES
AND
RELATED SUBORDINATED INDEBTEDNESS
SALES TAX REVENUE BOND SUPPLEMENTAL RESOLUTION
(TBTA CAPITAL LOCKBOX – CITY SALES TAX)**

Adopted September 15, 2021

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**MULTIPLE SERIES 2021 BOND ANTICIPATION NOTES
AND
RELATED SUBORDINATED INDEBTEDNESS
SALES TAX REVENUE BOND SUPPLEMENTAL RESOLUTION
(TBTA CAPITAL LOCKBOX – CITY SALES TAX)**

BE IT RESOLVED by the Board of Triborough Bridge and Tunnel Authority (the “Issuer”), as follows:

**ARTICLE I
DEFINITIONS AND STATUTORY AUTHORITY**

SECTION 1.01. Supplemental Resolution. This Multiple Series 2021 Bond Anticipation Note and Related Subordinated Indebtedness Sales Tax Revenue Bond Supplemental Resolution (the “Supplemental Resolution”) is supplemental to, and is adopted in accordance with Article II, Article A-II and Article A-VIII of, a resolution adopted by the Issuer on September 15, 2021, entitled “Special Obligation Resolution Authorizing Sales Tax Revenue Obligations (TBTA Capital Lockbox – City Sales Tax)”, as heretofore supplemented (the “Resolution”).

SECTION 1.02. Definitions.

1. All capitalized terms which are used but not otherwise defined in this Supplemental Resolution shall have the same meanings, respectively, as such terms are given by Section 102 of the Resolution.

2. In this Supplemental Resolution:

“Authorized Officer” shall include the officers designated as such in the Resolution, and the Chairman, the Managing Director, the Chair of the Finance Committee, the Vice Chairman, the Chief Financial Officer or the Deputy Chief, Financial Services of the MTA, as well as any officer duly designated as “Acting” in said officer’s capacity, except that, for the purposes of any delegation set forth herein that does not expressly include any Assistant Secretary, “Authorized Officer” shall not include any Assistant Secretary of the Issuer.

“Board” shall mean, when used with respect to the Issuer, the board of the Issuer acting as such pursuant to the provisions of the Issuer Act, and when used with respect to the MTA, the members of the MTA acting as such pursuant to the provisions of the MTA Act.

“Bond Counsel” shall mean Nixon Peabody LLP, Orrick, Herrington & Sutcliffe LLP, D. Seaton and Associates, P.A., P.C., Bryant Rabbino LLP or any other attorney or firm of attorneys of nationally recognized standing in the field of law relating to the issuance of obligations by state and municipal entities, selected by the Issuer.

“Code” shall mean the Internal Revenue Code of 1986, as amended, and regulations thereunder.

“Noteholder”, “Holder” or “Holder of Notes”, or any similar term, means any person who shall be the registered owner of any Outstanding Series 2021 Note or Notes.

“Notice of Sale” shall mean the form of Notice of Sale to be distributed with the Preliminary Official Statement, hereinafter defined, and published in the event of a competitive sale of the Series 2021 Notes.

“Series 2021 Bonds” shall mean the Sales Tax Revenue Bonds (TBTA Capital Lockbox – City Sales Tax) authorized by Article II of the Resolution and pursuant to a resolution of the Issuer adopted as of the date that this Supplemental Resolution is adopted.

“Series 2021 Notes” shall mean the Sales Tax Revenue Bond Anticipation Notes (TBTA Capital Lockbox – City Sales Tax) authorized to be issued, in accordance with Section A-203 of the Standard Resolution Provisions, pursuant to this Supplemental Resolution, subject to redesignation as hereinafter provided.

SECTION 1.03. Authority for this Supplemental Resolution. This Supplemental Resolution is adopted pursuant to the provisions of the Issuer Act and the Resolution.

ARTICLE II AUTHORIZATION OF SERIES 2021 NOTES

SECTION 2.01. Principal Amount, Designation and Series. In accordance with the Resolution, Sales Tax Bond Anticipation Notes constituting Obligation Anticipation Notes under the Resolution, which may be issued in one or more Series or subseries and from time to time, entitled to the benefit, protection and security of the Resolution are hereby authorized to be issued in an aggregate principal amount not exceeding the principal amount necessary so that, after giving effect to any net original issue discount and underwriters’ discount from the principal amount (but without giving effect to any net original issue premium as determined to be advisable by an Authorized Officer in connection with the marketing of the Series 2021 Notes), the amount to be deposited in the Series 2021 Note Proceeds Account pursuant to, or otherwise applied to effectuate the purposes of, Section 2.02 and Section 3.01 of this Supplemental Resolution (exclusive of any amount deposited therein or otherwise applied pursuant to a Certificate of Determination to pay accrued interest, capitalized interest, or any Costs of Issuance of the Series 2021 Notes), shall not exceed \$1.8 billion at any one time Outstanding reduced by the sum of the amounts issued for MTA capital program purposes of (1) Series 2021 Bonds, (2) bonds (the “TRB Series 2021 Bonds”) issued under the Metropolitan Transportation Authority Multiple Series 2021 Transportation Revenue Bond Supplemental Resolution, adopted on December 16, 2020, (3) bond anticipation notes (the “TRB Series 2021 Notes”) issued under the Metropolitan Transportation Authority Multiple Series 2021 Bond Anticipation Notes and Related Subordinated Indebtedness Transportation Revenue Bond Supplemental Resolution, adopted on December 16, 2020, (4) bonds (the “DTF Series 2021 Bonds”) issued under the Metropolitan Transportation Authority Multiple Series 2021 Dedicated Tax Fund Bond Supplemental Resolution, adopted on December 16, 2020, (5) bond anticipation notes (the “DTF Series 2021 Notes”) issued under the Metropolitan Transportation Authority Multiple Series 2021 Bond Anticipation Notes and Related Subordinated Indebtedness Dedicated Tax Fund Bond Supplemental Resolution, adopted on December 16, 2020, (6) bonds (the “PMT Series 2021 Bonds”) issued under the Multiple Series 2021 Payroll Mobility Tax Bond Supplemental Resolution, adopted on March 17, 2021, and (7) bond anticipation notes (the “PMT Series 2021 Notes”) issued under the Multiple Series 2021 Bond Anticipation Notes and Related Subordinated Indebtedness Payroll Mobility Tax Obligation Supplemental Resolution, adopted on March 17, 2021 (but, for purposes of clarification, not including any Series 2021 Notes, Series 2021 Bonds, TRB Series 2021 Bonds, TRB Series 2021 Notes, DTF Series 2021 Bonds, DTF Series 2021 Notes, PMT Series 2021 Bonds or PMT Series 2021 Notes issued to refinance Series 2021 Notes, TRB Series 2021 Notes, DTF Series 2021 Notes or PMT Series 2021 Notes). The Series 2021 Notes may be issued in the form of a loan agreement, line of credit, revolving credit agreement or similar facility (each, a “Loan Facility”).

For all purposes of this Section such Sales Tax Revenue Bond Anticipation Notes shall be designated as, and shall be distinguished from the Sales Tax Revenue Bond Anticipation Notes of all other Series by the title, “Sales Tax Revenue Bond Anticipation Notes (TBTA Capital Lockbox – City Sales Tax), Series 2021”, with such further or different designations as may be provided in any Certificate of Determination.

The authority to issue Obligation Anticipation Notes and take related actions granted under previous resolutions of the Issuer shall continue in full force and effect. The authorization to issue the Series 2021 Notes shall continue in effect until the adoption by the Issuer’s Board of a subsequent new money note issuance supplemental resolution relating to 2022 new money financings, provided, however, the authorization to issue the Series 2021 Bonds to refinance the Series 2021 Notes shall continue in effect until all of such Series 2021 Notes have been refinanced by Series 2021 Bonds.

SECTION 2.02. Use of Proceeds. The purposes for which the Series 2021 Notes are issued shall be set forth in one or more Certificates of Determination and shall include (i) the payment of all or any part of the Capital Costs relating to the TBTA Transit and Commuter Project for approved capital programs beginning with the 2020-2024 approved capital program, and (ii) the payment of principal of and redemption premium, if any, and interest on Outstanding Series 2021 Notes, all to the extent and in the manner provided in this Supplemental Resolution.

SECTION 2.03. Dates, Maturities, Principal Amounts and Interest; Redemption. The Series 2021 Notes shall be dated the date or dates determined in the related Certificate of Determination. The Series 2021 Notes shall mature on the date or dates and in the year or years and in the principal amount or amounts, and shall bear interest at the rate or rates per annum, if any, specified in or determined in the manner provided in the related Certificate of Determination. Except as otherwise provided in any Certificate of Determination, the Series 2021 Notes shall not be subject to redemption prior to maturity.

SECTION 2.04. Interest Payments. The Series 2021 Notes shall bear interest from their date or dates, and be payable on such date or dates as may be determined pursuant to the related Certificate of Determination. Except as otherwise provided in the related Certificate of Determination, interest on the Series 2021 Notes shall be computed on the basis of twelve (12) 30-day months and a 360-day year.

SECTION 2.05. Denominations, Numbers and Letters. Unless otherwise provided in the related Certificate of Determination, the Series 2021 Notes shall be issued in fully registered form without coupons in the denomination of \$5,000 or any integral multiple thereof. The Series 2021 Notes shall be numbered and lettered as provided in the related Certificate of Determination.

SECTION 2.06. Places of Payment and Paying Agents. Except as otherwise provided in the related Certificate of Determination, principal and Redemption Price of the Series 2021 Notes shall be payable to the registered owner of each Series 2021 Note when due upon presentation of such Series 2021 Note at the principal corporate trust office of the Trustee. Except as otherwise provided in the related Certificate of Determination, interest on the registered Series 2021 Notes will be paid by check or draft mailed on the interest payment date by the Paying Agent, to the registered owner at his address as it appears on the registration books or, at the option of any Holder of at least one million dollars (\$1,000,000) in principal amount of the Series 2021 Notes, by wire transfer in immediately available funds on each interest payment date to such Holder thereof upon written notice from such Holder to the Trustee, at such address as the Trustee may from time to time notify such Holder, containing the wire transfer address (which shall be in the continental United States) to which such Holder wishes to have such wire directed, if such written notice is received not less than twenty (20) days prior to the related interest payment date (such notice may refer to multiple interest payments).

SECTION 2.07. Sources of Payment

1. The principal of and interest on the Series 2021 Notes may be payable solely from (i) the proceeds of any other Series 2021 Notes, (ii) the proceeds of the Series 2021 Bonds, and (iii) the proceeds of notes or other evidences of indebtedness or any other amounts (which other amounts are not pledged under the Resolution), in each case if and to the extent such amounts may lawfully be used to make such payments. The interest on the Series 2021 Notes may also be payable from amounts available for transfer pursuant to Section 503(c) of the Resolution for the payment of Subordinated Indebtedness.

2. There are hereby pledged to the payment of principal and interest on the Series 2021 Notes (i) the proceeds of other Series 2021 Notes issued to refinance such Series 2021 Notes, and (ii) the proceeds of the Series 2021 Bonds issued to refinance such Series 2021 Notes, and such pledge has priority over any other pledge thereof created by the Resolution, including Section 501. There is also hereby pledged to the payment of interest on the Series 2021 Notes amounts available for transfer pursuant to Section 503(c) of the Resolution for the payment of Subordinated Indebtedness in accordance with and subject to the limitations contained in Section 508 of the Resolution. Proceeds and amounts described in clause (iii) of Section 2.07(1) hereof may be pledged to the payment of principal and interest on the Series 2021 Notes to the extent set forth in a Certificate of Determination.

SECTION 2.08. Delegation to an Authorized Officer.

1. There is hereby delegated to each Authorized Officer, subject to the limitations contained in this Supplemental Resolution, the following powers with respect to the Series 2021 Notes:

(a) to determine whether and when to issue any Series 2021 Notes, the amount of the Series 2021 Notes to be applied to finance Capital Costs or other uses as provided in Section 2.02 of this Supplemental Resolution and the amount of the proceeds of the Series 2021 Notes estimated to be necessary to pay the Costs of Issuance of the Series 2021 Notes;

(b) to determine the purpose or purposes for which the Series 2021 Notes are being issued, which shall be one or more of the purposes set forth in Section 2.02 hereof;

(c) to determine the principal amount of the Series 2021 Notes to be issued, which principal amount shall not exceed the amount described in Section 2.01 of this Supplemental Resolution, and whether such Series 2021 Notes shall be issued in one or more Series or subseries;

(d) to determine the maturity date and principal amount of each maturity of the Series 2021 Notes; provided that the Series 2021 Notes shall mature no later than five years after the date of issuance of such Series 2021 Notes;

(e) to determine the date or dates which the Series 2021 Notes shall be dated and the interest rate or rates of the Series 2021 Notes, provided that the true interest cost (as calculated by the officers of the Issuer executing any Certificate of Determination, which calculation shall be conclusive) on the Series 2021 Notes bearing a fixed rate of interest shall not exceed 4.00% per annum and for Series 2021 notes bearing interest at a variable interest rate shall not exceed a rate equal to SIFMA or one-month or three-month LIBOR or any short-term index generally accepted in the marketplace, in each case, plus 4.00% and any default rate or equivalent rate shall not exceed the sum of 4.00% plus either a specified prime rate or the federal funds rate;

(f) to determine the Redemption Price or Redemption Prices, if any, and the redemption terms, if any, for the Series 2021 Notes; provided, however, that if the Series 2021

Notes are to be redeemable at the election of the Issuer, the Redemption Price (except in the case of Series 2021 Notes issued as Taxable Obligations) shall not be greater than one hundred three percent (103%) of the principal amount of the Series 2021 Notes to be redeemed, plus accrued interest thereon up to but not including the date of redemption and in the case of Series 2021 Notes issued as Taxable Obligations the Redemption Price may be determined pursuant to provisions relating to pro rata redemption and/or make-whole redemption;

(g) to determine the advisability of conducting the sale of all or any portion of the Series 2021 Notes through competitive bidding or through a negotiated sale or a direct purchase transaction, and to determine the purchase price for the Series 2021 Notes to be paid by the purchasers pursuant to either a competitive bid process or by the purchasers referred to in the Purchase Agreement described in Section 2.09 of this Supplemental Resolution in the event the Series 2021 Notes are sold, in such officer's discretion, through a negotiated sale or a direct purchase transaction, which may include such original premium and original issue discount as shall be determined in the related Certificate of Determination, provided, however, that in the case of a negotiated transaction, underwriters' discount reflected in such purchase price shall not exceed \$3.50 for each one thousand dollars (\$1,000) principal amount of the Series 2021 Notes;

(h) to determine the advisability, as compared to an unenhanced transaction, of obtaining municipal bond insurance or any other credit or liquidity facility, to determine and accept the terms and provisions and price thereof, to determine the items to be pledged to the Series 2021 Notes from those permitted by Section A-203 of the Resolution, and to determine such other matters as the officer executing any Certificate of Determination shall consider necessary or appropriate and to effect such determinations by making any changes in or additions to this Supplemental Resolution required by bond insurers or the provider of any other credit or liquidity facility, if any, or required by the bond rating agencies in order to attain or maintain specific ratings on the Series 2021 Notes, or relating to the mechanism for the payment of insurance premium, credit or liquidity facility fees or direct purchase fees, notices, the provision of information, and such other matters of a technical, mechanical, procedural or descriptive nature necessary or appropriate to implement an insurance policy or any other credit or liquidity facility with respect to the Series 2021 Notes, and to make any changes in connection therewith. Such changes may include, but are not limited to, the making of any additional covenants with Holders or other parties deemed necessary or appropriate by the officer executing any Certificate of Determination;

(i) to take all actions required for the Series 2021 Notes to be eligible under the rules and regulations of The Depository Trust Company ("DTC") for investment and trading as uncertificated securities, to execute and deliver a standard form letter of representation with, or other form of document required by, DTC and, notwithstanding any provisions to the contrary contained in this Supplemental Resolution, to include in any Certificate of Determination such terms and provisions as may be appropriate or necessary to provide for uncertificated securities in lieu of Notes issuable in fully registered form; and

(j) to determine whether to issue all or any part of the Series 2021 Notes as Tax-Exempt Obligations or Taxable Obligations;

(k) to make such changes to the form of this Supplemental Resolution as may be required by a Rating Agency in order to attain or maintain specific ratings on the Series 2021 Notes;

(l) to make such changes to the form of this Supplemental Resolution as may be necessary or desirable in order to cure any ambiguities, inconsistencies or other defects; and

(m) to determine any other matters provided for herein, including the matters set forth in Sections 2.11 and 2.12 hereof.

2. Any Authorized Officer shall execute one or more Certificates of Determination evidencing the determinations made pursuant to this Supplemental Resolution and any such Certificate of Determination shall be conclusive evidence of the determinations of such Authorized Officer, as stated therein. More than one Certificate of Determination may be delivered to the extent more than one Series or subseries of Series 2021 Notes are delivered from time to time, or other authority is exercised under this Supplemental Resolution from time to time and each such Certificate of Determination shall be delivered to the Trustee concurrently with the authentication and delivery of the respective Series or subseries of Series 2021 Notes by the Trustee or other documentation. Determinations set forth in any Certificate of Determination shall have the same effect as if set forth in this Supplemental Resolution.

3. Any such Authorized Officer may exercise any authority delegated under this Supplemental Resolution from time to time following issuance of any Series 2021 Notes, as appropriate for any purposes, including to change interest rate modes or auction periods; to obtain or terminate one or more Credit Facilities, including substitute or additional Credit Facilities; to enter into one or more bank direct purchase agreements or similar instruments; to appoint new or additional agents or other parties deemed appropriate to a particular form or mode of Obligation or manner of sale; to enter into one or more remarketing agreements, firm remarketing agreements, continuing disclosure agreements or other agreements in connection with the remarketing of any Series 2021 Notes; if any Series 2021 Notes shall consist of multiple subseries, to change the principal amounts and number of the individual subseries or to combine one or more subseries into a single Series or subseries; or, if any Series 2021 Notes consist of a single Series or subseries, to divide such Series or subseries into two or more subseries and to determine the principal amount of such subseries. In connection with the remarketing, by negotiated sale, competitive bid or direct or private placement, of any Series 2021 Notes, any such Authorized Officer is hereby authorized to make public and to authorize the use and distribution by remarketing agents or other appropriate parties of a remarketing circular (including a preliminary remarketing circular), or other disclosure document, in substantially the form most recently executed or delivered by the Issuer in connection with the remarketing of Obligations, with such changes, omissions, insertions and revisions as such Authorized Officer shall deem advisable. Any Authorized Officer shall execute one or more amendments to the applicable Certificate or Certificates of Determination evidencing the determinations made pursuant to this paragraph and any such amended Certificate of Determination shall be conclusive evidence of the determinations of such Authorized Officer, as stated therein.

SECTION 2.09. Sale of Series 2021 Notes. Each Authorized Officer is hereby authorized either (i) to sell and award all or any portion of the Series 2021 Notes through a competitive bidding process to purchasers meeting the requirements of one or more Notices of Sale (as hereinafter defined) to be published in order to give notice of the competitive sale of the Series 2021 Notes; (ii) to sell and award all or any portion of the Series 2021 Notes through a negotiated sale to the purchasers who are referred to in the note purchase agreement and who shall be selected from the then current list of approved underwriters; (iii) to sell and award all or any portion of the Series 2021 Notes through a direct sale to the financial institution or institutions selected by the Authorized Officer who shall be referred to in the continuing covenant, direct purchase or similar agreement; or (iv) to issue all or any portion of the Series 2021 Notes in the form of a Loan Facility to any financial institution or institutions selected by the Authorized Officer. Each Authorized Officer is hereby authorized to sell and award the Series 2021 Notes to the purchasers referred to in the preceding sentence in the case of a note purchase agreement, in substantially the form most recently executed or delivered by the Issuer in connection with the sale of Obligations, or, with respect to a Loan Facility or a continuing covenant, direct purchase or similar agreement, containing bank facility terms and provisions (including, without limitation, increased costs, term-out, events of default and remedies) in substantially the form set forth in a letter of credit

reimbursement agreement most recently executed or delivered by the Issuer, including, if applicable, that the requirement that the Loan Facility issuer or direct purchaser offer to the Issuer a term-out provision of no less than five years, with such revisions to reflect the terms and provisions of the Series 2021 Notes as may be approved by the Authorized Officer executing the note purchase, Loan Facility, continuing covenant or similar agreement (each, a “Purchase Agreement”). Each Authorized Officer is hereby authorized to agree to the selection of the representative of the underwriters or the other purchasers or facility providers as referred to in the Purchase Agreement or Agreements and to execute and deliver the Purchase Agreement or Agreements for and on behalf and in the name of the Issuer with such changes, omissions, insertions and revisions as may be approved by the Authorized Officer executing the Purchase Agreement or Agreements, said execution being conclusive evidence of such approval and concurrence in the selection of the representative of the underwriters.

If it is determined that any sale of Series 2021 Notes shall be conducted on a competitive bid basis, each Authorized Officer is hereby further authorized to conduct the sale and award of the Series 2021 Notes on the basis of a competitive bid, pursuant to the terms of a notice of sale, including bid form (the “Notice of Sale”), in a form, including any limitations on permitted bidders and a description of the basis for determining the winning bidder or bidders, determined by such Authorized Officer. Each Authorized Officer is hereby authorized to conduct such competitive sale of the Series 2021 Notes in a manner consistent with this Supplemental Resolution and to utilize the services of the Authority’s financial advisor and the services of an electronic bidding service, as such Authorized Officer shall determine, and the execution by such Authorized Officer of a letter of award shall be conclusive evidence of such award.

Each Authorized Officer is hereby authorized, to the extent required, to make public and to authorize the use and distribution by said purchasers of a Preliminary Official Statement (the “Preliminary Official Statement”), in connection with the public offering of the Series 2021 Notes, in substantially the form most recently executed or delivered by the Issuer in connection with the sale of Obligations of the Issuer, with such changes, omissions, insertions and revisions as such Authorized Officer shall deem advisable, said distribution being conclusive evidence of the approval of such changes, omissions, insertions and revisions. The Issuer authorizes any of said officers to deliver a certification to the effect that the Preliminary Official Statement, together with such other documents, if any, described in such certificate, was deemed final as of its date for purposes of Rule 15c2-12 of the Securities and Exchange Commission.

Each Authorized Officer is hereby authorized, to the extent required, to make public and to authorize distribution of a final official statement, offering circular or other disclosure document (the “Official Statement”) in substantially the form of the Preliminary Official Statement or the most recently executed and delivered Official Statement if there is not a Preliminary Official Statement, with such changes, omissions, insertions and revisions as such Authorized Officer shall deem advisable, to sign such Official Statement and to deliver such Official Statement to the purchasers of the Series 2021 Notes, said execution being conclusive evidence of the approval of such changes, omissions, insertions and revisions.

Notwithstanding the preceding two paragraphs, however, each Authorized Officer may make public and authorize the use and distribution of a final Official Statement in connection with the public offering of the Series 2021 Notes meeting the requirements of the preceding two paragraphs and may deem such Official Statement final as of its date for purposes of Rule 15c2-12 of the Securities and Exchange Commission.

Each Authorized Officer is hereby authorized to execute and deliver for and on behalf and in the name of the Issuer, to the extent determined by such Authorized Officer to be necessary or convenient, a Continuing Disclosure Agreement, substantially in the form of the Continuing Disclosure Agreement most

recently executed and delivered by the Issuer, with such changes, omissions, insertions and revisions as such Authorized Officer shall deem advisable (the “Continuing Disclosure Agreement”), said execution being conclusive evidence of the approval of such changes, omissions, insertions and revisions.

Each Authorized Officer (including any Assistant Secretary of the Issuer) is hereby authorized and directed to execute and deliver any and all documents and instruments and to do and cause to be done any and all acts necessary or proper for carrying out the Notice of Sale, the Purchase Agreement, the Continuing Disclosure Agreement, the terms of any municipal bond insurance or any other credit or liquidity facility, and the issuance, sale and delivery of the Series 2021 Notes, and for implementing the terms of the Series 2021 Notes and the transactions contemplated hereby or thereby.

When reference is made in this Supplemental Resolution to the authorization of an Authorized Officer to do any act, such act may be accomplished by any of such officers individually.

SECTION 2.10. Forms of Series 2021 Notes and Authentication Certificate. The form of registered Series 2021 Notes, and the certificate of authentication, shall be of substantially the form and tenor provided in any Certificate of Determination.

SECTION 2.11. Appointment of Trustee, Paying Agent and other Agents. There is hereby delegated to any Authorized Officer executing any Certificate of Determination the right and authority to appoint any trustee, paying agent, fiscal agent or other agent with respect to the Series 2021 Notes deemed advisable by such Authorized Officer and to determine the terms and provisions of any arrangements with any such parties.

SECTION 2.12. General Provisions. As and to the extent provided in any Certificate of Determination, the provisions of Articles A-III, IV, A-IV, A-VII, A-IX and A-XI of the Resolution may apply equally to the Series 2021 Notes as though set forth in full herein but with each reference to Bonds being a reference to Series 2021 Notes, except as affected by the terms hereof and the procedures of the Securities Depository; provided that the Authorized Officer executing any Certificate of Determination may, in the alternative, set forth in any Certificate of Determination provisions relating to any such matters as deemed necessary or appropriate by such Authorized Officer.

ARTICLE III

DISPOSITION AND ALLOCATION OF SERIES 2021 NOTE PROCEEDS

SECTION 3.01. Disposition of Series 2021 Note Proceeds. Except as otherwise provided in any Certificate of Determination, the proceeds of the sale of the Series 2021 Notes shall be deposited in the Series 2021 Note Proceeds Account which is hereby established in the Proceeds Fund and applied pursuant to the related Certificate of Determination to the payment of Capital Costs, including any Costs of Issuance and accrued interest, and the payment of principal of and interest on Outstanding Series 2021 Notes.

ARTICLE IV

TAX COVENANT PROVISIONS AND DEFEASANCE

SECTION 4.01. Tax Covenants Relating to the Series 2021 Notes. The Issuer covenants that, in order to maintain the exclusion from gross income for Federal income tax purposes of the interest on the Series 2021 Notes issued as Tax-Exempt Obligations, the Issuer will satisfy, or take such actions as are necessary to cause to be satisfied, each provision of the Code necessary to maintain such exclusion. In furtherance of this covenant, the Issuer agrees to comply with such written instructions as may be provided

by Bond Counsel. In furtherance of the covenant contained in the preceding sentence, the Issuer agrees to continually comply with the provisions of any “Arbitrage and Use of Proceeds Certificate” or “Tax Certificate” to be executed by the Issuer in connection with the execution and delivery of any Series 2021 Notes issued as Tax-Exempt Obligations, as amended from time to time.

Notwithstanding any other provision of the Resolution to the contrary, upon the Issuer’s failure to observe, or refusal to comply with, the above covenant (a) the Holders of the Series 2021 Notes, or the Trustee acting on their behalf, shall be entitled to the rights and remedies provided to Bondholders or the Trustee under Section 702 of the Resolution (as though such provisions related to Series 2021 Notes rather than Bonds), other than the right (which is hereby abrogated solely as to the Issuer’s failure to observe, or refusal to comply with the above covenant) to declare the principal of all Notes then Outstanding, and the interest accrued thereon, to be due and payable pursuant to Section 567 of the Issuer Act, and (b) neither the Holders of the Notes of any Series (other than the Owners of the Series 2021 Notes or the Trustee acting on their behalf) nor the Trustee acting on their behalf, shall be entitled to exercise any right or remedy provided to Noteholders under the Resolution based upon the Issuer’s failure to observe, or refusal to comply with, the above covenant.

SECTION 4.02. Defeasance. In the event the Issuer shall seek, prior to the maturity or redemption date thereof, to pay or cause to be paid, within the meaning and with the effect expressed in this Supplemental Resolution, all or less than all Outstanding Series 2021 Notes issued as Tax-Exempt Obligations and the provisions of Section 4.01 hereof shall then be of any force or effect, then, notwithstanding the provisions of this Supplemental Resolution, the Series 2021 Notes issued as Tax-Exempt Obligations which the Issuer then seeks to pay or cause to be paid shall not be deemed to have been paid within the meaning and with the effect expressed in this Supplemental Resolution unless (i) the Issuer has confirmed in writing that the Holders of the Series 2021 Notes issued as Tax-Exempt Obligations which the Issuer then seeks to pay or cause to be paid will continue, after such action, to have the benefit of a covenant to the effect of the covenant of the Issuer contained in Section 4.01 hereof or (ii) there shall have been delivered to the Trustee an opinion of Bond Counsel to the effect that non-compliance thereafter with the applicable provisions of the Code will not affect the then current treatment of interest on the Series 2021 Notes issued as Tax-Exempt Obligations in determining gross income for Federal income tax purposes.

Staff Summary

Subject Authorization to Amend Existing MTA New Money Transportation Revenue Bonds Supplemental Resolution, Existing MTA Transportation Revenue Bond Anticipation Notes Supplemental Resolution, Existing MTA New Money DTF Bonds Supplemental Resolution, Existing MTA DTF Bond Anticipation Notes Supplemental Resolution, Existing TBTA Payroll Mobility Tax Bonds Supplemental Resolution and Existing Payroll Mobility Tax Bond Anticipation Notes Supplemental Resolution to Provide for Issuance of an Additional \$500 million of New Money Bonds and Bond Anticipation Notes and to Amend Existing MTA and TBTA Reimbursement Resolutions
Department Finance
Department Head Name Robert E. Foran, Chief Financial Officer
Department Head Signature
Project Manager Name Patrick J. McCoy, Deputy Chief, Financial Services

Date September 15, 2021
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Comm.	9/13/21	X		
2	Board	9/15/21	X		

Internal Approvals			
Order	Approval	Order	Approval
1	Legal	2	Chairman

PURPOSE:

The Metropolitan Transportation Authority (the “MTA”) Finance Department is seeking MTA and Triborough Bridge and Tunnel Authority (“TBTA”) Board authorization and approval of the necessary documentation to (i) amend the resolutions adopted by the MTA Board on December 16, 2020, and (ii) amend the resolutions adopted by the TBTA Board on March 17, 2021, in each case authorizing and approving the issuance of new money bonds and bond anticipation notes (“BANs”), in order to finance up to an additional \$500 million of new money bonds and BANs to finance capital projects set forth in approved transit and commuter capital programs. The MTA Finance Department will continue to report to the Boards on the status of the proposed debt issuance schedule, the results of each note and bond issue and planned bond and note issues.

The MTA Finance Department is also seeking (i) MTA Board authorization and approval of the necessary documentation to amend the reimbursement resolution adopted by the MTA Board on December 16, 2020, and (ii) TBTA Board authorization and approval of the necessary documentation to amend the reimbursement resolution adopted by the TBTA Board on March 17, 2021, preserving MTA’s and TBTA’s respective ability to finance capital projects in the capital improvement programs on a tax-exempt or tax-advantaged basis, in order to increase the expected maximum expenditure by an additional \$500 million.

DISCUSSION:

MTA and TBTA Board approval is sought for the following resolution amendments, documents and activities in connection with the issuance of additional bonds and/or BANs in an aggregate principal amount necessary to finance up to an additional \$500

Staff Summary

million of capital projects of the transit and commuter systems set forth in approved capital programs above (i) the \$2.0 billion of capital projects of the transit and commuter systems set forth in approved capital programs approved in December 2020 by the MTA Board and, (ii) the \$1.3 billion of capital projects of the transit and commuter systems set forth in approved capital programs approved in March 2021 by the TBTA Board:

- An amendment to the Multiple Series 2021 Transportation Revenue Bond Supplemental Resolution authorizing Metropolitan Transportation Authority Transportation Revenue Obligations, to increase the aggregate principal amount of Metropolitan Transportation Authority Transportation Revenue Bonds (“TRB Bonds”) that may be issued to \$2.5 billion (reduced by MTA Transportation Revenue Bond Anticipation Notes (“TRB BANs”), MTA Dedicated Tax Fund Bonds (“DTF Bonds”), MTA Dedicated Tax Fund Bond Anticipation Notes (“DTF BANs”), TBTA Payroll Mobility Tax Bonds (“PMT Bonds”), TBTA Payroll Mobility Tax Bond Anticipation Notes (“PMT BANs”), Sales Tax Revenue Bonds (“STR Bonds”) and Sales Tax Revenue Bond Anticipation Notes (“STR BANs”) in accordance with such supplemental resolution) in one or more series from time to time necessary to finance capital projects of MTA as set forth in existing transit and commuter capital programs, plus applicable issuance costs and any original issue discount; and
- An amendment to the Multiple Series 2021 Bond Anticipation Notes and Related Subordinated Indebtedness Transportation Revenue Bond Supplemental Resolution authorizing Metropolitan Transportation Authority Transportation Revenue Obligations, to increase the aggregate principal amount of TRB BANs that may be issued to \$2.5 billion (reduced by TRB Bonds, DTF Bonds, DTF BANs, PMT Bonds, PMT BANs, STR Bonds and STR BANs in accordance with such supplemental resolution) in one or more series from time to time necessary to finance capital projects of MTA as set forth in existing transit and commuter capital programs, plus applicable issuance costs and any original issue discount; and
- An amendment to the Multiple Series 2021 Dedicated Tax Fund Bond Supplemental Resolution authorizing Metropolitan Transportation Authority Dedicated Tax Fund Obligations, to increase the aggregate principal amount of DTF Bonds that may be issued to \$2.5 billion (reduced by TRB Bonds, TRB BANs, DTF Bonds, DTF BANs, PMT Bonds, PMT BANs, STR Bonds and STR BANs in accordance with such supplemental resolution) in one or more series from time to time necessary to finance capital projects of MTA as set forth in existing transit and commuter capital programs, plus applicable issuance costs and any original issue discount; and
- An amendment to the Multiple Series 2021 Bond Anticipation Notes and Related Subordinated Indebtedness Dedicated Tax Fund Bond Supplemental Resolution authorizing Metropolitan Transportation Authority Dedicated Tax Fund Obligations, to increase the aggregate principal amount of DTF BANs that may be issued to \$2.5 billion (reduced by TRB Bonds, TRB BANs, DTF Bonds, DTF BANs, PMT Bonds, PMT BANs, STR Bonds and STR BANs in accordance with such supplemental resolution) in one or more series from time to time necessary to finance capital projects of MTA as set forth in existing transit and commuter capital programs, plus applicable issuance costs and any original issue discount; and
- An amendment to the 2021 MTA Reimbursement Resolution to increase the expected maximum principal amount of tax-exempt or tax-advantaged debt (including bonds, commercial paper and bond anticipation notes) to be issued by MTA subsequent to the date hereof to pay capital expenditures in 2021 (whether directly or as a reimbursement) to \$2.5 billion (plus associated financing costs); and
- An amendment to the Multiple Series 2021 Payroll Mobility Tax Bond Supplemental Resolution authorizing Triborough Bridge and Tunnel Authority Payroll Mobility Tax Bond Obligations, to increase the aggregate principal amount of PMT Bonds that may be issued to \$1.8 billion (reduced by TRB Bonds, TRB BANs, DTF Bonds, DTF BANs, PMT BANs, STR Bonds and STR BANs in accordance with such supplemental resolution) in one or more series from time to time necessary to finance capital projects of MTA as set forth in existing transit and commuter capital programs, plus applicable issuance costs and any original issue discount; and
- An amendment to the Multiple Series 2021 Bond Anticipation Notes and Related Subordinated Indebtedness Payroll Mobility Tax Obligation Supplemental Resolution authorizing Triborough Bridge and Tunnel Authority Payroll Mobility Tax Obligations, to increase the aggregate principal amount of PMT BANs that may be issued to \$1.8 billion (reduced by TRB Bonds, TRB BANs, DTF Bonds, DTF BANs, PMT Bonds, STR Bonds and STR BANs in accordance with such

Staff Summary

supplemental resolution) in one or more series from time to time necessary to finance capital projects of MTA as set forth in existing transit and commuter capital programs, plus applicable issuance costs and any original issue discount; and

- An amendment to the 2021 TBTA Reimbursement Resolution to increase the expected maximum principal amount of tax-exempt or tax-advantaged debt (including bonds, commercial paper and bond anticipation notes) to be issued by TBTA subsequent to the date hereof to pay capital expenditures in 2021 (whether directly or as a reimbursement) to \$1.8 billion (plus associated financing costs).

ALTERNATIVES:

There are no viable funding alternatives to increasing the amount of the bond funded portion of existing capital programs to progress additional transit and commuter projects.

RECOMMENDATION:

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

**AMENDMENT TO
TRIBOROUGH BRIDGE AND TUNNEL AUTHORITY MULTIPLE SERIES 2021
PAYROLL MOBILITY TAX BOND SUPPLEMENTAL RESOLUTION AND
MULTIPLE SERIES 2021 BOND ANTICIPATION NOTES AND RELATED
SUBORDINATED INDEBTEDNESS PAYROLL MOBILITY TAX OBLIGATION
SUPPLEMENTAL RESOLUTION AND
REIMBURSEMENT RESOLUTION,
ADOPTED MARCH 17, 2021**

BE IT RESOLVED by the Triborough Bridge and Tunnel Authority (the “Issuer”), as follows:

ARTICLE I

DEFINITIONS AND STATUTORY AUTHORITY

Section 1.01 Amendment to Supplemental Resolution. This Amendment (the “Amendment”) to Multiple Series 2021 Payroll Mobility Tax Bond Supplemental Resolution adopted March 17, 2021 (the “2021 Bonds Supplemental Resolution”), and Multiple Series 2021 Bond Anticipation Notes and Related Subordinated Indebtedness Payroll Mobility Tax Obligation Supplemental Resolution adopted March 17, 2021 (the “2021 BANs Supplemental Resolution”) is supplemental to, and is adopted, in accordance with Article II, Article A-II, Article B-II, C-II and C-V of, a resolution adopted by the Issuer on March 17, 2021, entitled “Payroll Mobility Tax Obligation Resolution”, as heretofore supplemented (the “PMT Resolution”). This Amendment also supplements the resolution relating to the reimbursement of expenditures (the “Reimbursement Resolution”) required by, and in conformance with, the provisions of Treasury Regulation Section 1.150-2(e) adopted March 17, 2021.

Section 1.02 Definitions. All capitalized terms which are used but not otherwise defined in this Amendment shall have the same meanings, respectively, as such terms are given by Section 102 of the PMT Resolution.

Section 1.03 Authority for this Amendment. This Amendment is adopted pursuant to the provisions of the MTA Act and the PMT Resolution.

ARTICLE II

AMENDMENT TO AUTHORIZATION OF SERIES 2021 OBLIGATIONS

Section 2.01 Amendment to Authorized Principal Amount of 2021 Bonds Supplemental Resolution. The first paragraph of Section 2.01 of the 2021 Bonds Supplemental Resolution is hereby amended by deleting “\$1.3 billion” and replacing it with “\$1.8 billion”.

Section 2.02 Amendment to Authorized Principal Amount of 2021 BANs Supplemental Resolution. The first paragraph of Section 2.01 of the 2021 BANs Supplemental Resolution is hereby amended by deleting “\$1.3 billion” and replacing it with “\$1.8 billion”.

Section 2.03 Amendment to Reimbursement Resolution. The third RESOLVED paragraph of the Reimbursement Agreement is hereby amended by deleting “\$1.3 billion” and replacing it with \$1.8 billion”.

Section 2.04 Effective Date. This Amendment shall take effect immediately upon its adoption by the Issuer’s Board.

**AMENDMENTS TO
MULTIPLE SERIES 2021 TRANSPORTATION REVENUE BOND
SUPPLEMENTAL RESOLUTION, MULTIPLE SERIES 2021 BOND ANTICIPATION
NOTES AND RELATED SUBORDINATED INDEBTEDNESS TRANSPORTATION
REVENUE BOND SUPPLEMENTAL RESOLUTION, MULTIPLE SERIES 2021
DEDICATED TAX FUND BOND SUPPLEMENTAL RESOLUTION, MULTIPLE
SERIES 2021 BOND ANTICIPATION NOTES AND RELATED SUBORDINATED
INDEBTEDNESS DEDICATED TAX FUND BOND SUPPLEMENTAL RESOLUTION
AND
REIMBURSEMENT RESOLUTION,
ADOPTED DECEMBER 16, 2020**

BE IT RESOLVED by the Metropolitan Transportation Authority (the “Issuer”), as follows:

ARTICLE I

DEFINITIONS AND STATUTORY AUTHORITY

Section 1.01 Amendment to Supplemental Resolution. This Amendment (the “Amendment”) to Multiple Series 2021 Transportation Revenue Bond Supplemental Resolution adopted December 16, 2020 (the “2021 TRB Bonds Supplemental Resolution”), and Multiple Series 2021 Bond Anticipation Notes and Related Subordinated Indebtedness Transportation Revenue Bond Supplemental Resolution adopted December 16, 2020 (the “2021 TRB BANs Supplemental Resolution”) is supplemental to, and is adopted, in accordance with Article II, Article A-II and Article A-VIII of, a resolution adopted by the Issuer on March 26, 2002, entitled “General Resolution Authorizing Transportation Revenue Obligations”, as heretofore supplemented (the “TRB Resolution”). This Amendment is also supplemental to the Multiple Series 2021 Dedicated Tax Fund Bond Supplemental Resolution adopted December 16, 2020 (the “2021 DTF Bonds Supplemental Resolution”), and the Multiple Series 2021 Bond Anticipation Notes and Related Subordinated Indebtedness Dedicated Tax Fund Bond Supplemental Resolution adopted December 16, 2020 (the “2021 DTF BANs Supplemental Resolution”), and is adopted, in accordance with Article II, Article A-II and Article A-VIII of, a resolution adopted by the Issuer on March 26, 2002, entitled “Dedicated Tax Fund Obligation Resolution”, as heretofore supplemented (the “DTF Resolution”). This Amendment also supplements the resolution relating to the reimbursement of expenditures (the “Reimbursement Resolution”) required by, and in conformance with, the provisions of Treasury Regulation Section 1.150-2(e) adopted December 16, 2020.

Section 1.02 Definitions. All capitalized terms which are used but not otherwise defined in this Amendment shall have the same meanings, respectively, as such terms are given by Section 102 of the TRB Resolution or the DTF Resolution, as applicable.

Section 1.03 Authority for this Amendment. This Amendment is adopted pursuant to the provisions of the Issuer Act, the TRB Resolution and the DTF Resolution.

ARTICLE II

AMENDMENT TO AUTHORIZATION OF SERIES 2021 OBLIGATIONS

Section 2.01 Amendment to Authorized Principal Amount of 2021 TRB Bonds Supplemental Resolution. The first paragraph of Section 2.01 of the 2021 TRB Bonds Supplemental Resolution is hereby amended by deleting “\$2.0 billion” and replacing it with “\$2.5 billion”.

Section 2.02 Amendment to Authorized Principal Amount of 2021 TRB BANs Supplemental Resolution. The first paragraph of Section 2.01 of the 2021 TRB BANs Supplemental Resolution is hereby amended by deleting “\$2.0 billion” and replacing it with “\$2.5 billion”.

Section 2.03 Amendment to Authorized Principal Amount of 2021 DTF Bonds Supplemental Resolution. The first paragraph of Section 2.01 of the 2021 DTF Bonds Supplemental Resolution is hereby amended by deleting “\$2.0 billion” and replacing it with “\$2.5 billion”.

Section 2.04 Amendment to Authorized Principal Amount of 2021 DTF BANs Supplemental Resolution. The first paragraph of Section 2.01 of the 2021 DTF BANs Supplemental Resolution is hereby amended by deleting “\$2.0 billion” and replacing it with “\$2.5 billion”.

Section 2.05 Amendment to Reimbursement Resolution. The third RESOLVED paragraph of the Reimbursement Agreement is hereby amended by deleting “\$2.0 billion” and replacing it with \$2.5 billion”.

Section 2.06 Effective Date. This Amendment shall take effect immediately upon its adoption by the Issuer’s Board.

Staff Summary



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

Date September 8, 2021
Vendor Name Various
Contract Number Various
Contract Manager Name Various
Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance	9/13/21	X		
2	Board	9/15/21	X		

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

PURPOSE:

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

DISCUSSION:

MTAHQ proposes to award Competitive procurements in the following categories:

Schedules Requiring Majority Vote:

Schedule F: Personal Service Contracts

	<u># of</u>	<u>\$</u>	<u>Amount</u>
	<u>Actions</u>		
	1	\$	<u>6,536,223,000</u>
SUBTOTAL	<u>1</u>	<u>\$</u>	<u>6,536,223,000</u>
TOTAL	<u>1</u>	<u>\$</u>	<u>6,536,223,000</u>

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

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

PROCUREMENTS

The Procurement Agenda this month includes 1 action for a proposed expenditure of \$6.5B.

BOARD RESOLUTION

METROPOLITAN TRANSPORTATION AUTHORITY

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

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

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

NOW, the Board resolves as follows, as applicable:

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

SEPTEMBER 2021

LIST OF COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL

Procurements Requiring Majority Vote:

F. Personal Service Contracts

(Staff Summaries required for all items greater than \$1M; No Staff Summary required if Sealed Bid Procurement.)

- | | | |
|---|-----------------------|-------------------------------|
| 1. Aetna Life Insurance Company
NYCT Medical Benefits Program
Master Contract No. 15650
Competitively negotiated – 5 proposals – 36 months plus two 1-year options | \$6,536,223,000 (NTE) | <u>Staff Summary Attached</u> |
|---|-----------------------|-------------------------------|

Board approval is sought to award a competitively negotiated miscellaneous services contract to Aetna Life Insurance Company (“Aetna”) to provide medical health benefits programs for approximately 150,000 NYC Transit (NYCT) represented employees, retirees and their dependents (Participants). The base term of the contract is three years with an option for two additional years from January 1, 2022 through December 31, 2026, for a total not-to-exceed amount of \$6,513,703,000 with the options. The Board is also asked to approve an additional \$22,520,000 in funding for the prior contract (15118-0100) with Aetna for 2021. The total amount of both actions is \$6,536,223,000.

Item Number: 1					
Dept & Dept Head Name: Office of the Chief People Officer, Paul Fama					
Division & Division Head Name: Benefits & Compensation, Margaret Connor					
Board Reviews					
Order	To	Date	Approval	Info	Other
1	Finance	9/13/21			
2	Board	9/15/21			
Internal Approvals					
Order	Approval	Order	Approval		
1	Procurement	4	CFO		
2	Law	5			
3	DDCR	6			

SUMMARY INFORMATION	
Vendor Name: Aetna Life Insurance Company (Aetna)	Contract Numbers: 15650 and 15118-0100
Description: NYCT Medical Benefits Program	
Total Amount: \$6,536,223,000 \$6,513,703,000 for Contract #15650 \$22,520,000 for Contract #15118-0100	
Contract Term (including Options, if any) Three years with two one-year options	
Option(s) included in Total Amount? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
Renewal? <input checked="" type="checkbox"/> Yes <input 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:	

I. PURPOSE

Board approval is sought to award a competitively negotiated personal services contract to Aetna Life Insurance Company (“Aetna”) to provide medical health benefits programs for approximately 150,000 active and retired employees of NYC Transit, MTABC, and SIRTOA (hereafter “NYC Transit”) and their dependents (“Participants”). The base term of the contract is three years with an option for two additional years from January 1, 2022 through December 31, 2026, for a total not-to-exceed amount of \$6,513,703,000 including the options.

In addition, Board approval is sought for additional funding of \$22,520,000 for Contract #15118-0100 to continue to provide medical health benefits for certain NYC Transit employees, retirees, and their dependents for the remainder of 2021. The additional funding will be added to the previously Board-approved, competitively negotiated personal service contract with Aetna. The 2021 estimates had to be adjusted upward to reflect more actual utilization and claims experience on the existing contract.

II. DISCUSSION

Prior Contract

Participant benefits are per the respective Collective Bargaining Agreements (“CBAs”) of the Transport Workers Union Local 100, Amalgamated Transit Union Locals 726 and 1056, Subway Surface Supervisors Association, Transit Supervisory Organization Local 106, and United Transportation Union Local 1440. Currently, Aetna has been administering the self-insured plans for these groups of employees via (1) a Preferred Provider Organization (“PPO”) plan, which covers 62 percent of total Participant population, (2) an Exclusive Provider Organization (“HMO/EPO”) plan covering 36 percent; and (3) the fully insured Medicare Advantage (“MA”) plans, which cover 2 percent. With the exception of the small population of Participants that are in the fully insured MA plan, MTA pays Administrative Services Only (“ASO”) fees to Aetna to provide and administer the network of physician and hospital providers, and process claims. The actual costs of claims are passed on to MTA and are included in the contract values presented here. The current agreement with Aetna is expiring on December 31, 2021.

New Contract

The MTA, assisted by AON Consulting Inc. (“AON”), determined that a competitive solicitation was warranted. Over the past five years, significant changes in the healthcare industry justified going to market with a Request for Proposal (“RFP”). There was also a need to address and evaluate increasing costs for the benefits covered under this program.

A majority of those covered under the PPO and HMO/EPO plans with NYC Transit are Participants in what is defined as an employer-provided self-insured plan. This means that the carrier, for a fee, provides and administers the network of physician and hospital providers and handles claims, but passes the actual cost of the claim to NYC Transit. Medical claims represent approximately 95 percent of the annual NYC Transit spend for these benefits with administrative fees of approximately 3 percent and the fully insured MA premiums accounting for approximately 2 percent. The MA population of approximately 10,000 Participants are covered under the MA fully insured plan, meaning that NYC Transit pays the carrier a fixed premium charge not directly related to the claims experience of NYC Transit members.

In Q1 2021, MTAHQ Procurement engaged in a competitive RFP to select a medical benefits provider(s) for plans commencing in January 2022. A Selection Committee (“SC”) comprised of MTAHQ and NYC Transit staff was formed, inclusive of union representation. Through this RFP, the MTA sought solutions that deliver an optimal member experience, empower members to make optimal healthcare choices, and improve the overall health of the covered population. NYC Transit is bound by the CBAs, which set the benefits that are to be provided.

The RFP was conducted in a two-step process: Step 1- pre-qualified proposers. Only pre-qualified proposers could participate in Step 2. Following market outreach and advertising, eight proposers’ submissions were received for Step 1, Pre-Qualification, resulting in seven pre-qualified proposers for RFP Step 2. A Pre-Proposal Conference for the Step 2 proposers was held to review the RFP and respond to proposer questions. Subsequently, proposers were given time to submit additional questions, which were addressed in an issued addendum. Proposers were permitted to provide proposal submissions to one, all, or any combination of three options: PPO, HMO/EPO, and/or MA. Before the proposal due date, two proposers (Centivo and Magnacare/Brighton) declined to submit proposals. Five proposers submitted RFP proposals: Aetna, Emblem, Empire BCBS/Anthem, Humana, and United HealthCare (“UHC/Sierra”).

Multiple unions were invited to participate in reviewing the proposals and were offered briefings on the procurement as it proceeded. Based on an initial evaluation of the proposals, the SC recommended that all five proposers be invited for oral presentations. The proposal evaluation focused on each proposer’s:

- Quality and capability technically to meet MTA’s requirements
- Agreement with MTA performance metrics
- Network access and provider disruption, including proposer’s network size, geographic access, and disruption of the proposer’s network, total cost to the MTA, including premiums, gain share, and credits
- Diversity practices as determined by the MTA questionnaire

The proposals were evaluated on their network of physician and hospital providers, the various discounts they had negotiated with those providers, and other features of the plans offered. A Disruption Analysis, conducted to measure the extent to which the physicians and hospitals available to Participants under the existing medical health benefits plans would or would not be different if a different carrier was chosen, was also considered for each plan. This analysis was performed by AON, and concluded that overall, a change of carrier and/or continuing services with Aetna would result in a low level of disruption for the PPO, HMO/EPO and MA Participant population.

To evaluate pricing, AON utilized its proprietary discount database, which is based on medical benefits companies’ submission of their discounts, which these companies actuarially certify to AON as to accuracy. This methodology and tool are well known and accepted in the industry and was previously used successfully for the 2016 NYC Transit Medical Benefits RFP. It has also been used in the solicitation for health care providers by many large public and private employers. Proposers for the RFP were advised in advance that MTA would use this method of pricing analysis.

After review of the technical qualification and oral presentations, the SC chose to proceed to negotiations with Aetna, Empire, and UHC/Sierra based on the rankings from both technical and financial perspectives. The SC identified these three finalists to best meet the scope of work requirements outlined within this RFP. Best and Final Offers (“BAFO”) were requested from all three proposers. After thorough technical and financial review and analysis of all RFP documentation, including member disruption and access analysis, oral presentations and BAFO pricing, Aetna was the highest ranked proposer for all plans. Aetna was determined to provide the best value for MTA at the lowest estimated cost. The SC unanimously voted to recommend Aetna for award.

The financial analysis showed that Aetna's discounts remain the highest among major health insurers servicing New York-based employers. Furthermore, Aetna's ASO fees remain similarly competitive against ASO fees that are charged to similarly situated employers in New York City and New York State. Aetna's original proposal total cost estimate was \$6,541,181,000 for the five-year contract, which was \$121,513,000 less than the MTA baseline spend five-year projection, and \$184,047,000 or 2.7 percent less than the second-lowest proposal. The final negotiated total cost estimate is \$6,513,703,000 for the five-year cumulative projection for 2022–2026, which is \$148,991,000 less than the MTA baseline spend projection, and \$191,572,000 (or 2.9 percent) less than the second-lowest proposal cost estimate. Negotiations resulted in \$27,478,000 savings from Aetna's original proposal cost estimate.

As a result of negotiations, Aetna's administrative fees were lower when compared to the 2021 levels on the current contract and will contain no annual escalation for the term of the new contract. Combined award for both PPO and HMO/EPO plans to Aetna will provide MTA with fee holidays for four months in 2022 valued at \$9,887,000. The reduced fees and fee holidays are reflected in the total cost estimates. Aetna's fully insured MA proposal provides significant savings vs. the baseline spend projection with premium reductions totaling an estimated \$109,760,000 over the duration of the contract (five years) compared to 2021 premium levels. Lastly, the telemedicine/telehealth fees, originally \$0.62 per employee per month, were waived.

In conjunction with this new award action, a separate request is being presented to the Board seeking approval to add \$22,520,000 in funding for the remainder of 2021 to a previously Board-approved, competitively negotiated personal service contract with Aetna for the aforementioned plans. The estimate takes into account negotiated 2021 ASO fee holidays for three months for both PPO and HMO/EPO plans, a 2021 savings valued at \$8.1 million. The original funding shortfall was estimated at \$30,620,000 and reflects actual claims experience and COVID-19 normalization adjustments that are used to remove the impact of COVID-19 from historical claims in order to project future claims.

Based on the above, pricing is deemed to be fair and reasonable.

The contract resulting from this procurement is currently being evaluated to determine the necessity and appropriate scope, if any, of cybersecurity requirements, including any requirements under federal, state, and local law and regulations. The MTA will be working with Aetna to include applicable cybersecurity requirements prior to issuance of the notice of award.

III. D/M/WBE INFORMATION

The MTA Department of Diversity and Civil Rights is reviewing the MWBE goals on this new contract, which will be determined. Aetna has submitted an MWBE utilization plan to maximize the MWBE participation. Aetna has not been awarded any MTA contracts with MWDBE goals; therefore, no assessment of their MWDBE performance can be determined at this time.

IV. IMPACT ON FUNDING

Funding is based on approved budgets for NYC Transit and will not exceed the limits approved by the Board.

V. ALTERNATIVES

Perform all services in-house. This alternative is not feasible and will result in additional costs. The MTA and its agencies do not have the resources or the trained personnel to perform these services and does not have the market power that Aetna has to achieve substantial savings and discounts

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

MTA LONG ISLAND RAIL ROAD

License with the Village of Amityville for a pedestrian/bike path in Amityville, NY

MTA METRO-NORTH RAILROAD

Permit with New York State Department of Transportation for commuter parking at Metro-North Fleetwood Station in Mount Vernon, NY

MTA BRIDGES AND TUNNELS

License with Anthony and Nichols Martelli for land in Broad Channel, Queens NY

METROPOLITAN TRANSPORTATION AUTHORITY

Modification of lease for General Nutrition Corporation at 2 Broadway, New York, NY

Staff Summary

Subject LICENSE WITH THE VILLAGE OF AMITYVILLE, NY
Department REAL ESTATE
Department Head Name JOHN N. LIEBER
Department Head Signature
Project Manager Name STEVEN BRUSCA

Date SEPTEMBER 15,2021
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref. #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	9/13/21	X		
2	Board	9/15/21	X		

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

AGENCY: MTA Long Island Rail Road (“LIRR”)
LICENSEE: The Village of Amityville (“Village”)
LOCATION: Under the LIRR viaduct (LIRR Amityville Train Station) between John Street and Route 110 in the Village of Amityville, New York
ACTIVITY: License for a bicycle/pedestrian Path
ACTION REQUESTED: Authorization to enter into a license agreement
TERM: Ten (10) year term, with a five (5) year extension.
SPACE: 9,600 square feet
COMPENSATION: \$1 payment waived

COMMENTS:

The Village is planning to construct and maintain a bicycle/pedestrian path under the LIRR viaduct. The location of the bicycle/pedestrian path is on LIRR property between John Street and Route 110 in the Village of Amityville, New York and connects with other segments of LIRR property. The purpose of this project is to provide an amenity for Amityville’s residents and LIRR commuters. The proposed improvements include a new pavement, lighting, landscaping, storm water improvements and upgraded electric for electric car charging stations. The Village has requested a license to enter, construct and maintain the bike path on LIRR property subject to the terms noted herein in order to complete its project.

The Village will be required to maintain and keep the Bike Path in a state of good repair over the life of the license. Prior to construction, the Village will be required to seek LIRR’s approval of the project plans and construction specifications. The Village will be obligated to cover certain LIRR expenses associated with the project and be responsible for insurance and liability coverage, at their sole cost and expense over term of the license.

This transaction is being entered into pursuant to MTA Real Estate Licensing guidelines for the Licensing of Real Property, Circumstance #4 which enables MTARE to enter into a direct license agreement with the Village. Based on the forgoing, MTA Real Estate requests authorization for the LIRR to enter into a license agreement with The Village of Amityville.

Staff Summary

Subject PERMIT WITH NEW YORK STATE DEPARTMENT OF TRANSPORTATION FOR COMMUTER PARKING AT FLEETWOOD STATION IN MOUNT VERNON, NY
Department REAL ESTATE
Department Head Name JOHN N. LIEBER
Department Head Signature
Project Manager Name SELINA STORZ

Date SEPTEMBER 15, 2021
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref. #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	9/13/21	X		
2	Board	9/15/21	X		

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

AGENCY: MTA Metro-North Railroad ("Metro-North")
PERMITTOR: New York State Department of Transportation ("NYSDOT")
LOCATION: MacQuesten Parkway at Cross County Parkway in Mount Vernon, NY
ACTIVITY: Permit for commuter parking
ACTION REQUESTED: Authorization to enter into a permit agreement (the "Permit")
SPACE: Parking area: 10,073± square feet
TERM: Month-to-month
COMPENSATION: \$1,680.00 per month (\$20,160.00 per year)

COMMENTS:

Metro-North is seeking to obtain a Permit from NYSDOT for additional commuter parking at the Station. Although Metro-North currently owns the Station parking lot, there are twenty-seven (27) additional parking spaces that are adjacent to the lot and owned by NYSDOT. The commencement date of the Permit will be retroactive to October 1, 2019 to coincide with Metro-North's and use of the 27 NYSDOT parking spaces.

Based on the foregoing, MTA Real Estate requests authorization for Metro-North to enter into a Permit agreement commencing retroactive to October 1, 2019 with NYSDOT for commuter parking.

Staff Summary

Subject LICENSE TO AN ADJACENT PROPERTY OWNER IN BROAD CHANNEL, QUEENS, NY
Department REAL ESTATE
Department Head Name JOHN N. LIEBER
Department Head Signature
Project Manager Name SELINA STORZ

Date SEPTEMBER 15, 2021
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref. #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	9/13/21	X		
2	Board	9/15/21	X		

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

AGENCY: MTA Bridges and Tunnels (“B&T”)
LICENSEE: Anthony and Nicholas Martelli (“Martelli”) or an entity created and controlled by them
LOCATION: 20-57 Cross Bay Boulevard, Broad Channel, Queens, New York
ACTIVITY: License to permit an adjacent building’s encroachment on B&T Property and to grant access for an emergency exit to the adjacent property owner.
ACTION REQUESTED: Authorization to enter into a license agreement
SPACE: Building encroachment area: 97± square feet
 Pedestrian ingress/egress emergency exit area: 250± square feet
TERM: 10 years, with one 10 year option, subject to termination on 60 days’ notice
COMPENSATION: \$600 per year, with 3% escalations every year, plus the cost of the appraisal (\$3,750).

COMMENTS:

Martelli was seeking permits from New York City Department of Buildings (“DOB”) to rehabilitate their building located adjacent to B&T’s premises referenced above that was damaged in superstorm Sandy. During the permitting process, it was discovered that the building encroaches on B&T property. In addition to addressing the encroachment issue, DOB is requiring Martelli to secure a means of emergency ingress and egress to and from the back of the building to the street. The pedestrian egress pathway would run along the side of the building that is encroaching on B&T property. B&T is willing to grant the permit to allow the building encroachment and to grant access for an emergency exit to Martelli for the term of the permit.

In addition, the license agreement will benefit B&T in that it will provide that B&T and its contractors may access and use Martelli’s floating dock located in the back of the adjacent premises. This access will permit inspections of the Cross Bay Bridge by boat.

Based on the foregoing, MTA Real Estate requests authorization for B&T to enter into a license agreement with Martelli or an entity created and controlled by them, based on the above-described terms and conditions.

Staff Summary

Subject LEASE AMENDMENT WITH GENERAL NUTRITION CORPORATION AT 2 BROADWAY
Department REAL ESTATE
Department Head Name JOHN N. LIEBER
Department Head Signature
Project Manager Name ANDREW GREENBERG

Date SEPTEMBER 15, 2021
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref. #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	9/13/2021	X		
2	Board	9/15/2021	X		

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

AGENCY: Metropolitan Transportation Authority ("MTA")
LESSEE: General Nutrition Corporation ("GNC")
LOCATION: Retail on the north side of 2 Broadway fronting Beaver Street
ACTIVITY: Modification of lease terms
ACTION REQUESTED: Approval of terms
SPACE: 1,800± square feet
TERM: 9/30/2021 through 10/1/2023
COMPENSATION: \$140,400 per annum with no annual increases

COMMENTS:

GNC filed bankruptcy July 1, 2020 and sought new terms which included a rent reduction of annual gross rent from \$234,000 to \$140,400 for the period 10/1/20-9/30/23 and a split of the remaining 3-year extension option into a 1-year extension option for the period from 10/1/2020 through 9/30/2021 and a subsequent 2-year extension option from 10/1/21 through 9/30/23. These terms were accepted by the MTA and were approved by the Bankruptcy Court. Since that negotiation was pursuant to a bankruptcy settlement, no Board action was required.

GNC emerged from bankruptcy proceedings in October 2020.

Due to a continued decrease in sales attributed to COVID-19 and in light of the upcoming lease expiration 9/30/21, GNC requested the following modifications to the Lease in order to exercise its option to extend the Lease for an additional 2 years:

1. A reduction in the minimum annual guaranteed rent from \$140,400 to \$100,000;
2. Percentage rent equal to 6% of gross sales over a \$500,000 gross sales breakpoint, which percentage rent would be capped at \$134,000; and
3. A one-time option for GNC to terminate on 120 days' prior written notice, to be exercised no later than 8/31/22.

Staff Summary

FINANCE COMMITTEE MEETING



LEASE AMENDMENT WITH GENERAL NUTRITION CORPORATION (Cont'd.)

Page 2 of 2

The structure of this deal allows GNC to pay a reduced minimum annual guaranteed rent relative to their current sales and while giving the MTA the opportunity to recoup rent up to the pre-bankruptcy level of \$234,000, through percentage rent should GNC's gross sales increase.

Additionally, this deal provides GNC the opportunity to monitor sales over a longer period of time while reducing the MTA's risk of an empty storefront in its headquarters building.

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