

**MARYLAND TRANSPORTATION AUTHORITY
MONTHLY CAPITAL COMMITTEE MEETING
THURSDAY, JULY 13, 2017
PT. BREEZE HEADQUARTERS BUILDING
BALTIMORE, MD**

OPEN SESSION

MEMBERS ATTENDING: William H. Cox, Jr. (via telephone)
William Ensor, III (via telephone) - Chairman
W. Lee Gaines, Jr. (via telephone)
Dontae Carroll

STAFF ATTENDING: Kevin Reigrut
Trudy Edwards
James Harkness
John O'Neill (via telephone)
Jessica Mettle
Valencia Hainesworth
Kim Millender, Esquire
John Sales (via telephone)
Gerald Noonan
Tekeste Amare
Melissa Williams
Chris Thompson

OTHERS: Elizabeth Sogard, Stantec
Beverly Goetz, SHA

At 9:00 a.m. the meeting of the Maryland Transportation Authority (MDTA) Capital Committee was called to order by Acting Chairman Ensor.

APPROVAL – OPEN SESSION MINUTES OF JUNE 1, 2017

Upon motion by Member Cox and seconded by Member Gaines, the Open Session meeting minutes of the Capital Committee's Meeting held on June 1, 2017 were unanimously approved.

Mr. Reigrut introduced new Member Dontae Carroll to the Capital Committee.

APPROVAL CONTRACTS

Contract No. MA 549-000-006 – Electronic Toll System Replacement and Operation

Mr. Gerald Noonan presented this request to seek a recommended approval from the Capital Committee to present four (4) retroactive, and one (1) proactive Modification(s) to

Contract No. MA 549-000-006 with Conduent for the Electronic Toll System Replacement and Operation to the full MDTA Board for award at its next scheduled meeting. Approval of these Modifications is contingent upon the approval of the Board of Public Works (BPW).

Contract MA 549-000-006 was competitively solicited and awarded to ACS State and Local Solutions (aka Xerox State and Local Solutions, and now Conduent), on October 19, 2005, in the amount of \$114,361,566, primarily for the development, testing, installation, maintenance, and operation of an Electronic Toll Collection System at the MDTA Toll Facilities to replace the legacy system and to develop the Open Road Toll system for the ICC and I95 Express Toll Lanes (ETLs). The Contract also included lane-based fare collection equipment that processes cash and electronic transactions; design, development, testing, installation, operation, and maintenance of a complete and fully functional violation image capture system; furnishing, installing, staffing, maintaining, and operating a customer service/violation processing center (CSC) with telephone, mail, and Internet based customer service; and E-EZPass marketing services.

On January 8, 2014, the BPW approved 21 Modifications, including both contract renewal options, in the amount of \$172,590,594, to increase the overall Contract value to \$286,952,160.

It has recently been determined that the MDTA approved four (4) additional, no cost, Extra Work Authorizations (Modifications) without seeking MDTA Authority Board or BPW approval, prior to execution.

This Contract is extremely large, highly technical, and has required many revisions as technological and other areas have progressed.

The four (4) retroactive modifications and one (1) proactive modification consist of component line item funds being shifted to increase the value of other components and/or offset other contract component line items that were added to the Contract via an approved prior modification or transferred from existing line items that were never or only partially utilized. It should be noted that these are “shifted” line item increases, and not additional funds being added to the Contract.

Justifications for the component line item changes include the creation of new projects, additional citation expenses, and additional funding for operational expenses that were not planned at the beginning of the Contract and were included in the prior approved Modifications. The associated values of the component line item changes are indicated in Attachment II.

This Modification also corrects the former Authority Summary and BPW Item 3-GM of the 1/8/14 BPW Agenda to renumber Modification #22 to reflect the correct number of Modification #21, as the same scope for these items was inadvertently repeated on the documentation. Modification #21 should have included both the change in scope as well as to exercise both Renewal Options.

Although, these four (4) retroactive modifications and one (1) proactive modification were no additional cost to the Contract, BPW Advisory 1995-1 requires that these modifications be approved by the BPW.

Upon a motion by Member Gaines and seconded by Member Cox, the Members unanimously recommended approval of the four retroactive Modifications and one proactive Modification by the MDTA Board at its next scheduled meeting, contingent upon the approval of the Board of Public Works (BPW).

Elizabeth Sogard recused herself and left the meeting for the approval of the following contract.

Contract No. AE 3015-0000, AE 3016-0000, AE 3017-0000 and AE 3018-0000 – Project No. MDTA 2016-01

Mr. Tekeste Amare presented this request to seek a recommended approval from the Capital Committee to present Contract Numbers: AE 3015-0000, AE 3016-0000, AE 3017-0000 and AE 3018-0000 for Annual Facilities Inspection Services for the MDTA, to the full MDTA Board for award at its next scheduled meeting. Approval of these contracts is contingent upon the approval of the Transportation Professional Services Selection Board (TPSSB) and the Board of Public Works (BPW).

The services to be performed under these Contracts are for physical on-site condition inspection of facilities and miscellaneous engineering design and/or consultation services under the jurisdiction of the MDTA. The scope of services to be provided under these contracts shall consist of:

The condition inspection of all facilities under the jurisdiction of the MDTA. The inspections shall consist of a walk/climb through physical inspection resulting in a thorough hands-on or visual inspection of all structures, roadways, bridges, tunnels, and ancillary structures, it may also include buildings (this encompasses all buildings under the jurisdiction of MDTA such as office buildings, maintenance buildings/garages, police buildings and tunnel ventilation buildings including the mechanical and electrical systems, plumbing, HVAC and roofs of said buildings), drainage structures, toll plazas, Dynamic Message Signs (DMS) and incident detection equipment housings and structures, truck weigh scales, retaining walls and noise barriers, traffic and safety equipment, cameras, and all other related appurtenances under the jurisdiction of the Maryland Transportation Authority including but not limited to the following facilities:

- I-95 (John F. Kennedy Memorial Highway)
- I-895 (Baltimore Harbor Tunnel Thruway)
- I-395 and I-95 in Baltimore City (Fort McHenry Tunnel)
- I-695 (Francis Scott Key Bridge)
- Harry W. Nice Memorial Bridge
- Thomas J. Hatem Memorial Bridge
- William Preston Lane, Jr. Memorial Bridge (twin structures)

- The Inter County Connector (ICC) in Prince George's and Montgomery Counties

Typically, hands-on inspections, including non-destructive testing (NDT), load and laboratory testing, instrumentation and asset health monitoring is required every two (2) years with interim inspections being performed in the off years. Underwater inspections are typically performed on a four (4) year cycle. All inspections shall be completed in accordance with the Authority inspection manual.

These four (4) task-based contracts will be cost plus fixed fee Contracts, valued at Fifteen Million Dollars (\$15,000,000.00) with a total Not-to-Exceed cost of Sixty Million Dollars (\$60,000,000.00). The project was initially approved by Secretary of Transportation Pete K. Rahn on November 16, 2015.

The Minority Business Enterprise (MBE) participation goal for each contract is 30% with no sub-goals. The prime contractors have submitted MBE plans that meet the goal.

History from Solicitation of Interest:

- Advertised on January 8, 2016.
- Six (6) firms responded by submitting Expressions of Interest on February 10, 2016.
- Expressions of Interest were received and evaluated and all six (6) firms were placed on the Reduced Candidate List.
- The Request For Proposal Letter was issued on May 4, 2016
- Technical Proposals were received on June 9, 2016 and evaluated and ranked.
- Debriefings were held with the non-selected firms.
- The Consultant Screening Committee requested and received approval from Executive Director Milt Chaffee on October 26, 2016 to solicit Price Proposals from the top four (4) ranked firms.
- Price Proposals were received on February 28, 2017 and negotiations were held.
- Requested and received approval from Executive Director, Kevin C. Reigrut on June 23, 2017 with respect to AE-3015-0000, AE-3016-0000, AE-3017-0000 & AE-3018-0000 on the negotiated price proposals.

The firm selected for award of Contract No. AE-3015-0000 in the amount of \$15,000,000.00 is Hardesty & Hanover, LLC/Whitman, Requardt & Associates, LLP– Joint Venture (the highest rated firm). Its sub-consultants are:

Athavale, Lystad & Associates, Inc. – MBE;
RJM Engineering, Inc. – MBE;
Tuhin Basu & Associates, Inc. – MBE;
Marine Solutions, Inc. – MBE;
Road Safety, LLC – MBE;
Sunrise Safety Services, Inc. – MBE;

A Halcon Contractors, Inc. – MBE;
Precision Measurements, Inc. – MBE;
COWI North America;
Collins Engineers; and
LPI, Inc.

The recommended firm has committed to the established MBE goal.

The firm selected for award of Contract No. AE-3016-0000 in the amount of \$15,000,000.00 is AECOM Technical Services, Inc./WSP USA, Inc. (formerly Parsons Brinckerhoff)/Wallace, Montgomery & Associates, LLP – Joint Venture (the second highest rated firm). Its sub-consultants are:

Athavale, Lystad & Associates, Inc. – MBE;
Marine Solutions, Inc. – MBE;
Mercado Consultants, Inc. – MBE;
Tuhin Basu & Associates, Inc. – MBE;
Sabra, Wang & Associates, Inc. – MBE;
Transtec Engineering Consultants, Inc. – MBE;
Sunrise Safety Services, Inc. – MBE;
Northeast Work & Safety Boats, LLC – MBE;
W.J. Castle, PE & Associates; and
Jenkins Engineering Company.

The recommended firm has committed to the established MBE.

The firm selected for award of Contract No. AE-3017-0000 in the amount of \$15,000,000.00 is Stantec Consulting Services, Inc./Ammann & Whitney Consulting Engineers, P.C./Pennoni Associates, Inc.– Joint Venture (the third highest rated firm). Its sub-consultants are:

Athavale, Lystad & Associates, Inc. – MBE;
All Access Rigging;
BVF Engineering, Inc. – MBE;
Mercado Consultants, Inc. – MBE;
Northeast Work & Safety Boats, LLC – MBE;
Road Safety, LLC – MBE;
Sabra, Wang & Associates, Inc. - MBE;
Stafford Bandlow Engineering, Inc.;
Sunrise Safety Services, Inc. – MBE;
Transtec Engineering Consultants, Inc. – MBE; and
Tuhin Basu & Associates, Inc. - MBE

The recommended firm has committed to the established MBE goal.

The firm selected for award of Contract No. AE-3018-0000 in the amount of \$15,000,000.00 is Rummel, Klepper & Kahl, LLP/Modjeski & Masters, Inc.– Joint Venture (the fourth highest rated firm). Its sub-consultants are:

Athavale, Lystad & Associates, Inc. - MBE
Mercado Consultants, Inc. - MBE
Marine Solutions, Inc. – MBE;
Sunrise Safety Services, Inc. – MBE;
Transtec Engineering Consultants, Inc. – MBE
Johnson, Mirmiran & Thompson, Inc.
Lehigh University
Dr. Dennis Mertz

Notice to Proceed (NTP) for these contracts is anticipated in September, 2017. The Contracts will be valid for a four (4) year period and include a provision authorizing an extension of one-third of the original base term in accordance with BPW Advisory 1995-1.

Upon a motion by Member Gaines and seconded by Member Cox, the Members unanimously recommended approval of the contract by the MDTA Board at its next scheduled meeting, contingent upon the approval of the Transportation Professional Services Selection Board (TPSSB) and the Board of Public Works (BPW).

Elizabeth Sogard rejoined the meeting.

RETROACTIVE APPROVAL OF NORFOLK SOUTHERN RAILROAD'S TEMPORARY ASSIGNMENT AND MODIFICATION AGREEMENT

Ms. Melissa Williams presented this request to seek a recommended approval from the Capital Committee to present Norfolk Southern Railroad's Temporary Assignment and Modification Agreement to the full MDTA Authority Board at its next scheduled meeting.

The Norfolk Southern Railroad owns property located at Milepost 2.00 of I-895 in Baltimore City and has an area of 3.00± acres. The MDTA (Tenant) intends to utilize the 3.00± acres of Norfolk Southern Railroad's property as a construction staging area for the Canton Viaduct Replacement project. The MDTA and Norfolk Southern Railroad agreed to implement a five (5) year Temporary Assignment and Modification Agreement.

The Temporary Modification Agreement was executed in 2015 by the previous Real Estate Manager in error. The MDTA met internally with Legal and Procurement and it was determined that the Agreement would require the Authority Board and BPW approval to proceed with implementing the renewal for the remaining three years with Norfolk Southern Railroad. Based on the content of the language, term length, and the dollar amount within the Modification Agreement, the document was considered to be a Lease. The rental amount is One Million Dollars (\$1,000,000.00) for the remaining three years from July 15, 2017 to July 14, 2020 with a one (1) year renewal option.

The Division of Planning and Program Development is seeking the approval from the Capital Committee to proceed to the Authority Board for the retroactive approval to implement the renewal of Norfolk Southern's Modification Agreement/Lease. We are also seeking your recommended approval to delegate authority to execute the Agreement to the Executive Director

Upon a motion by Member Gaines and seconded by Member Cox, the Members unanimously recommended approval to implement the renewal of Norfolk Southern Railroad's Modification Agreement/Lease and to delegate authority to execute the Agreement to the Executive Director by the MDTA Board at its next scheduled meeting.

There being no further business, the meeting of the MDTA Capital Committee was adjourned by general consensus at 9:21 a.m. following a motion by Member Cox and seconded by Member Gaines.

The next meeting of the MDTA Capital Committee is scheduled for Thursday, August 3, 2017 at 9:00 a.m. at Point Breeze Headquarters, 2310 Broening Highway, Baltimore, Maryland.