

BOARD OF DIRECTORS MEETING

TUESDAY MARCH 31, 2020 2:15 P.M.



TRINITY  METROSM

BOARD OF DIRECTORS MEETING

AGENDA

(via Telephone Conference Call)

TUESDAY MARCH 31, 2020 2:15 P.M.

Special Notice Regarding this Meeting:

Due to the COVID-19 (Coronavirus) pandemic, Tarrant County Public Health Recommendations issued on March 13, 2020, “strongly” recommended “organizers of events of any size in which people will be in close contact to cancel or postpone such events. [emphasis added]” In response to that and similar public-health directives issued on the national, state, and local levels, and in the interest of protecting the health of the public, as well as Trinity Metro’s employees, patrons, and Board members, Trinity Metro’s Board of Directors’ committee and board meetings scheduled for Monday, March 16, and Monday, March 23, respectively, were canceled.

However, five action items must be promptly considered and acted upon by the Trinity Metro Board of Directors and cannot be indefinitely postponed. Thus, due to the emergency and urgent public necessity occasioned by the COVID-19 (Coronavirus) pandemic which makes convening a quorum of the board in one location extremely difficult, imprudent, and contrary to public health advisories, the Trinity Metro Board will meet by telephone conference call in strict adherence with applicable law, including in accordance with the suspension of certain requirements of the Open Meetings Act made by Governor Abbott on March 16, 2020, to permit open meetings to occur in a fully virtual setting such as by telephonic conference. Only the five essential action items will be considered; all other matters will be postponed. The opportunity for access and participation by the public will be ensured.

To that end, the public is invited to participate in this telephone conference call meeting by dialing the following toll-free teleconference bridge number:

Phone Number: 1-571-317-3122

Passcode: 221-251-941#

Each part of the telephone conference call meeting required to be open to the public will be audible to all participants on the call and recorded, and two-way communication will be maintained throughout the entire meeting.

Any individual who wishes to speak must first identify himself or herself. To optimize audibility, all participants are urged to mute their phones unless and until speaking.



BOARD OF DIRECTORS MEETING

AGENDA

(via Telephone Conference Call)

TUESDAY MARCH 31, 2020 2:15 P.M.

- A. CALL TO ORDER**
- B. ROLL CALL**
- C. PUBLIC COMMENTS**
- D. ACTION ITEMS**
 - 1. BA2020-39 TEXRail Operations and Maintenance Change of Contract**
 - 2. BA2020-40 Additional Funding for Adjustments / Relocations of CenturyLink Communications, LLC Facilities to Address Conflicts with TEXRail Improvements**
 - 3. BA2020-41 Trinity Railway Express (TRE) Trinity Lakes Station – Track and Signal Construction**
 - 4. BA2020-42 Trinity Metro Headquarters Design/Build Contract**
 - 5. BA2020-43 Increased Signature Authority for President / Chief Executive Officer**
- E. OTHER BUSINESS**
- F. EXECUTIVE SESSION**

The Board of Directors may convene in Executive Session under the Texas Open Meetings Act for the consultation with its Attorney pursuant to Section 551.071; deliberation regarding real property pursuant to Section 551.072; deliberation regarding prospective gift pursuant to Section 551.073; deliberation regarding personnel matters pursuant to Section 551.074; deliberation regarding security devices pursuant to Section 551.076 and/or deliberations regarding economic development negotiations pursuant to Section 551.087.
- G. RECONVENE**
- H. VOTE ON ACTION TAKEN ON MATTERS DELIBERATED IN EXECUTIVE SESSION**
- I. ADJOURN**

NEXT MEETING IS SCHEDULE FOR MONDAY, APRIL 27, 2020 AT 3:30 P.M. AT FORT WORTH CENTRAL STATION, 2ND FLOOR COMMUNITY ROOM.

This facility is wheelchair accessible.

For accommodations for hearing or sight interpretive services, please contact Kelli Shields 48 hours in advance at 817.215.8972



ACTION ITEMS



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BOARD OF DIRECTORS

ACTION ITEM

Item Number: BA2020-39
Item Title: TEXRail Operations and Maintenance
Change of Contract

Meeting Date: March 31, 2020

BACKGROUND

On April 25, 2017, Trinity Metro and Herzog Transit Services, Inc. (Herzog) entered into Contract No. 17-020, for Operations and Maintenance Services of TEXRail Program. As the primary contractor for the operations, maintenance, servicing, and inventory management, Herzog provides recommendations for needed train parts and supplies. Additionally, they provide management and tracking of all TEXRail inventories. As Herzog has the expertise in vehicle specifications and part requirements, they are authorized to order parts and supplies for TEXRail operations, as needed. Trinity Metro has found efficiency and significant cost savings by sourcing the Original Equipment Manufacturer (OEM) parts through Herzog rather than sourcing directly from the train manufacturer.

TEXRail must purchase parts required for regulatory triennial Clean, Oil, Test and Stencil (COT&S), as outlined by CFR §238.309 (Periodic Brake Equipment Maintenance). Rail spare parts by nature have long lead times due to manufacturing considerations, such as casting. In addition to long lead times, it is cost prohibitive to purchase single items when needed.

This action is to request that the Commuter Rail Committee approve a contact modification for TEXRail Operation and Maintenance (O&M) Contract No. 17-020, with Herzog. The modification will include the purchase of train parts and supplies for an amount up to \$1,166,588.61, with a 6% contingency (\$69,995.32), for a total increase not to exceed \$1,236,583.93. The contract's current amount would increase from \$101,032,418.00 to \$102,269,001.93.

PROCUREMENT

In accordance with Trinity Metro Procurement Policy and Procedures, to satisfy the requirements of CFR §238.309 (Periodic Brake Equipment Maintenance), Trinity Metro will issue a contract modification to the current TEXRail Operation and Maintenance (O&M) Contract No.17-020, to add the purchase of train parts and supplies. The cost is considered fair and reasonable, and is within the scope of the contract.

FINANCING

Funding for this contract increase is included in the TEXRail Program Budget.

RECOMMENDATION

We request that Trinity Metro Board of Directors authorize the President/Chief Executive Officer to execute a contract modification to the TEXRail Operations and Maintenance Contract No. 17-020, with Herzog Transit Service, Inc. for the purchase of rail parts and supplies, in the amount of \$1,166,588.61 plus a 6% contingency (\$69,995.32), for a total increase of \$1,236,583.93, and a revised not to exceed contract amount of \$102,269,001.93.

Disposition by Board of Directors

Secretary Approval:

DATE

BOARD OF DIRECTORS

ACTION ITEM

Item Number: BA2020-40

Meeting Date: March 31, 2020

Item Title: Additional Funding for Adjustments/
Relocations of CenturyLink Communications
LLC Facilities to Address Conflicts with
TEXRail Improvements

BACKGROUND

In November 2014, Notice to Proceed (NTP) was issued to Parsons/TranSystems Joint Venture (P-TS) for final design of TEXRail.

Discussions were held with CenturyLink Communications, LLC during the design related to utility relocations along the TEXRail alignment.

As a result of these discussions, on September 23, 2016, a cost estimate prepared by CenturyLink Communications, LLC was submitted to Trinity Metro for adjustments/relocations of facilities in Segments 2, 3, and 4 with an estimated cost of \$1,512,495.28.

On October 17, 2016, Trinity Metro Board of Directors authorized the President/Chief Executive Officer to execute an Agreement for Adjustment of Utility with CenturyLink Communications, LLC for adjustments/relocations of their facilities in an amount of \$1,512,495.28 and a 20% contingency (\$302,499.06) to cover any unforeseen circumstances, for an amount not to exceed \$1,814,994.34.

Coordination continued between TEXRail and CenturyLink Communications LLC to refine the design and estimates prior to construction beginning in 2017. The design plans for Segment 3 were modified after BA2017-01 Relocation of CenturyLink Communications, LLC Facilities in Segments 2, 3 and 4, as some relocation of CenturyLink Communications, LLC facilities was combined with Sprint relocations in Segment 3 at Big Fossil Bridge.

The agreement with CenturyLink Communications LLC is a Cost Reimbursable agreement that provides for payment of actual costs, with no profit or overhead. The additional utility work conducted at Segment 3 Big Fossil Bridge resulted in an additional cost of \$185,883.76, which resulted in an overall cost of \$2,000,878.10.

PROCUREMENT

In accordance with Trinity Metro's Procurement Policy and Procedures, this contract change order will increase the current contract amount with CenturyLink Communications LLC, the only source for the required utility adjustment/relocation. The increase has been determined to be fair and reasonable, based on the contracted rates for utility adjustment/relocation. The utility relocation services provided are within the scope of the contract.

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Item Title: Additional Funding for Adjustments/
Relocations of CenturyLink Communications
LLC Facilities to Address Conflicts with
TEXRail Improvements

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FINANCING

Funding for the CenturyLink Communications, LLC adjustments/relocations increase is included in the TEXRail Program Budget.

RECOMMENDATION

We request that Trinity Metro Board of Directors authorize the President/Chief Executive Officer to execute a Change Order to increase the funds for CenturyLink Communications, LLC Contract No. CLC-17-005, in an amount of \$185,883.76 for a new total amount of \$2,000,878.10 for the final invoice amount and to close out the required relocation work.

Disposition by Board of Directors

Secretary Approval:

DATE



BOARD OF DIRECTORS

ACTION ITEM

Item Number: BA2020-41

Meeting Date: March 31, 2020

Item Title: Trinity Railway Express (TRE) Trinity Lakes Station – Track and Signal Construction

BACKGROUND

TRE Trinity Lakes Station is a new TRE station that is less than one mile east of the existing Richland Hills Station, inside the City of Fort Worth limits and will be part of 1,600-acre master planned community developed by Trinity Lakes.

Trinity Metro is responsible for construction of the track and signal modifications, station platform, drainage and other civil improvements inside the existing railroad right-of-way. Trinity Lakes developer is responsible for furnishing station parking, utilities, access roads and other civil improvements.

The new Trinity Lakes Station is scheduled to be operational by December 2020, and once this station is in operation, the Richland Hills Station will be closed. TRE's Operating and Maintenance contractor, Herzog Transit Services, Inc. (Herzog), is recommended to perform the Track and Signal work to accelerate the construction of the project, minimize service interruptions and to better coordinate construction activities with train operations. Dallas Area Rapid Transit (DART) will perform contract administration and manage HTSI's work, per the Operating and Maintenance Contract.

This Action is to request the Commuter Rail Committee approval to authorize the contact modification for Trinity Railway Express Operation and Maintenance (O&M) Contract No. C-2005858-01, with Herzog for track and signal work related to this project.

PROCUREMENT

In accordance with Trinity Metro Procurement Policy and Procedures, DART will issue a contract modification to the established Trinity Railway Express Operation and Maintenance (O&M) Contract No. C-2005858-01, to add the Trinity Lakes Station track and signal construction. The cost is considered fair and reasonable based on established contracted rates, and the project is within the scope of the contract.

FINANCING

The cost for this authorization was not originally in the FY2020 Capital Budget. There are adequate funds to support this authorization in the FY2020 Capital Budget as local funds and there is a request at the NCTCOG for additional CMAQ funds to support the overall budget increase.

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Item Title: Trinity Railway Express (TRE) Trinity Lakes
Station – Track and Signal Construction

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RECOMMENDATION

We request that Trinity Metro Board of Directors authorize the President/Chief Executive Officer to authorize DART to execute a contract modification to provide additional funding to the Trinity Railway Express Operations and Maintenance Contract with Herzog Transit Services, Inc., (Contract No. 2005858-1), to perform the track and signal work related to the Trinity Lakes Station, and reimburse DART for Herzog’s estimated costs of \$3,244,310 plus a 15% (\$486,647) contingency, for a total estimated amount of \$3,730,957.

Disposition by Board of Directors

Secretary Approval:

DATE



BOARD OF DIRECTORS

ACTION ITEM

Item Number: BA2020-42

Meeting Date: March 31, 2020

Item Title: Trinity Metro Headquarters Design/Build Contract

BACKGROUND

Trinity Metro Headquarters is currently located in a leased space at Burnett Plaza and the lease expires in December 2021. In anticipation of the need to centralize operations when the Burnett Plaza lease expires, the Board approved the purchase of a building located at 801 Grove Street in March 2017 which will house Trinity Metro's new headquarters.

Trinity Metro plans to make the Grove Street and Alarm Supply Buildings its new headquarters in 2021, utilizing 40,000 of its 70,000 square feet of floor space, and lease the remainder. A new board meeting room accessible to the public will also be located in the Grove Street Building.

Trinity Metro issued a solicitation to procure the services of a contractor for a design/build project for the future Trinity Metro headquarters, located at 801 Grove Street. The contractor is to provide design, professional, technical, managerial, administrative, construction and other services as required for the design and build for the new headquarters.

A separate action item will be presented to Committee recommending the selected team for the Construction Management of the project, once Trinity Metro and the design builder team have agreed on the negotiations terms.

PROCUREMENT

In accordance with Trinity Metro's Procurement Policy and Procedures, a Request for Qualifications (RFQ 19-T023) was issued on September 10, 2019 and advertised on Trinity Metro's website. Seven qualification responses were received on October 17, 2019 from the following firms:

Thomas S. Byrne
Core Construction
KHK Group Ltd
Mapp, LLC
Mucklerory & Falls
Prim
Turner

Item Number: BA2020-42
Item Title: Trinity Metro Headquarters Design/Build Contract

Meeting Date: March 31, 2020

A Trinity Metro evaluation committee reviewed submissions and short-listed firms for moving forward, based on their qualifications. The top three firms included:

Thomas S. Byrne
Core Construction
KHK Group, Ltd.

The Request for Proposal (RFP) was issued to the top three firms on December 17, 2019 and proposal responses were provided on January 23, 2020. Interviews of the three firms were held, and two firms were asked to submit a Best and Final Offer (BAFO) for their proposed response.

The fees include work for design services, construction bid support, construction phase services and other direct costs, such as insurance and bonds. The final cost of the project is to be determined following final design and negotiated construction costs. The agreed upon budget amount is not-to-exceed \$6,500,000.

A minimum goal of 20% Disadvantaged Business Enterprise (DBE) for Design and professional services and a minimum of 30% DBE participation for construction services was set for the Design/Build project.

The evaluation committee rated the Top 3 firms, and after review of the BAFO, selected KHK Group, Ltd. as the top rated firm. KHK Group, Ltd. has agreed to meet or exceed the established DBE participation goals.

FINANCING

The cost associated with the Trinity Metro Headquarters design/build project is included in the fiscal FY2020 Capital Budget and the 2020 Financial Plan. It will be funded with a combination of federal funds and local money.

RECOMMENDATION

We request that Trinity Metro Board of Directors authorize the President/CEO to enter into negotiations with the highest rated firm, KHK Group, Ltd., for an amount not to exceed \$6,500,000 for the Trinity Metro Headquarters Design/Build Project. If the negotiation results in an amount that is not within the not to exceed amount, then Trinity Metro would negotiate with the next highest scoring firm until an agreed amount is reached that does not exceed the total amount of \$6,500,000.

Disposition by Board of Directors

Secretary Approval:

DATE



BOARD OF DIRECTORS

ACTION ITEM

Item Number: BA2020-43

Meeting Date: March 31, 2020

Item Title: Conditional Increase In President / Chief
Executive Officer Contracting Authority

BACKGROUND

Trinity Metro's procurement and contracting authority is specified in Chapter 452 of the Texas Transportation Code. Section 452.108(b) of Chapter 452 provides that the Board may delegate to designated persons, such as the President/Chief Executive Officer, the power "to contract for construction, services, and property, within budgeted amounts" approved by the Board.

Under Section 3-101(7) of Trinity Metro's Procurement Policy (Revised March 2019), Trinity Metro's Board of Directors has delegated to the President/Chief Executive Officer authority to award contracts in the amount of \$50,000 or less as long as the contracts are within budgeted amounts approved by the Board. All other contracts (*i.e.*, contracts in amounts greater than \$50,000) must expressly be approved by the Board, unless the Chair determines a particular purchase in excess of \$50,000 is necessary prior to Board approval, in which event the Chair may authorize the President/Chief Executive Officer to make the purchase. Ratification of this decision will be brought to the Board at its next regularly scheduled meeting.

The COVID-19 pandemic may create conditions that make it advisable for Trinity Metro to take prompt action to ensure the continuity, safety, and efficiency of Trinity Metro's operations. To respond to those conditions, it may from time to time be prudent for Trinity Metro to make purchases or enter into contracts for goods or services that can be performed in whole or part before the next Board meeting is held. Some of these purchases or contracts may be greater than the President/Chief Executive Officer's \$50,000 contracting authority currently provided in Trinity Metro's Procurement Policy. Although the Procurement Policy permits the Chair to approve particular purchases in excess of \$50,000, it is anticipated that the volume of procurements requiring prompt action may increase as a result of the COVID-19 pandemic. To ensure that all members of the Board of Directors are kept fully apprised of these purchases and contracts, staff proposes the following Board Action, which requires the President/Chief Executive Officer to notify each Director of a contemplated contract in excess of \$50,000 and offers Directors a mechanism to request that a purchase or contract be presented to the Board for deliberation and action.

RECOMMENDATION

Staff recommends that Trinity Metro Board of Directors approve and adopt the following procedures.

1. In addition to the existing authorizations of the President/ Chief Executive Officer to enter into contracts on behalf of Trinity Metro, the Trinity Metro Board of Directors, expressly subject to the conditions and limitations below, authorizes the President/ Chief Executive Officer to enter into any contract on behalf of Trinity Metro in an amount of \$50,000 or more and less than \$1,000,000 that is necessary or convenient to ensure the safe and efficient operations of Trinity Metro and its facilities and that in the judgement of the President/ Chief Executive Officer should be initiated before the next scheduled Board of Directors meeting, provided that both of the following conditions are satisfied:

A. Before entering into any contract in such amount, the President/ Chief Executive Officer shall have provided the following information in writing to each member of the Trinity Metro Board of Directors: (i) the goods or services to be provided, (ii) the other party to the contract, (iii) the maximum amount payable by Trinity Metro and confirmation that such amount is within budgeted amounts approved by the Board, (iv) the reason or reasons it is advisable for Trinity Metro to enter into the contract promptly, and (v) any other pertinent terms or conditions of the contract that the President/ Chief Executive Officer believes would be material to the Board of Directors' consideration of the contract; and

B. By 4:30 p.m., Fort Worth time, on the fifth (5th) business day after the day the President/ Chief Executive Officer issues the foregoing notification, no Director shall have notified the President/ Chief Executive Officer in writing that a Director requests that (i) the authority of the President/ Chief Executive Officer to enter into contracts on behalf of Trinity Metro pursuant to this Resolution be withheld with respect to that specific contract, and (ii) the contract instead be presented for consideration by the Trinity Metro Board of Directors at a meeting of the Board.

If, with respect to any contract in an amount of \$50,000 or more and less than \$1,000,000, either of the foregoing conditions is not satisfied within the time limit described above, then the President/ Chief Executive Officer shall not be authorized to enter into that contract without the express approval of the Trinity Metro Board of Directors, except for a contract authorized by the Chair as described in Section 3-101(7) of the Procurement Policy.

2. If no Director timely notifies the President/CEO under Section 1.B of a request for full Board consideration of a contract having a total cost of \$50,000 or more and less than \$1,000,000, then for any contract in such amount that:

A. Is awarded based strictly on lowest responsible bid and without consideration of other factors (3-101, Competitive Sealed Bidding or 3-105(3), Construction, of the Procurement Policy), the President/ Chief Executive Officer may sign the contract after the time for a Director's request has expired under Section 1.B; and

B. Is (i) awarded based on price and other evaluation factors (3-102, Competitive Sealed Proposals), (ii) for professional services (3-103, Contracting for Professional Services), or (iii) for design-build, design/bid/build services, or design services (3-104, Design-Build, 3-105 Design/Bid/Build, and 3-105(2) Design Services of the Procurement Policy), the President/CEO may sign the contract after consultation with and approval by the Chair and the time for a Director's request has expired under Section 1.B.

3. A Director who timely makes a request described in Section 1.B may withdraw the request in writing at any time, and if no other Director previously made such a request within the time limit set forth above, then the condition specified in Section 1.B shall be deemed satisfied.

4. Directors shall issue requests described in Section 1.B directly to the President/ Chief Executive Officer and without copying any other Director or other party. To ensure compliance with the Texas Open Meetings Act, Directors shall not deliberate with each other regarding the contract, except

in a meeting that complies with the Open Meetings Act. Without limiting the generality of the previous sentence, Directors shall not respond to a notice from the President/ Chief Executive Officer using "Reply All" or any similar email function.

5. The President/ Chief Executive Officer shall notify the Board of Directors in writing of any requests under Section 1.B for full Board consideration of a contract.

6. All written notices described above may be issued by email.

7. In its sole discretion, Trinity Metro's Board of Directors may elect to ratify a contract entered into by the President/ Chief Executive Officer pursuant to the authority described above, but a failure to expressly ratify the contract shall not impair the contract's validity, and a party to a contract signed by the President/ Chief Executive Officer pursuant to this Board Action may rely upon this Board Action as conclusive assurance that the contract constitutes the binding obligation of Trinity Metro in accordance with applicable law.

8. References in this Board Action to "contracts" include purchases and all other procurements, whether or not evidenced by a formal, written contract.

9. Trinity Metro's Procurement Policy is hereby deemed amended as necessary to conform to this Board Action.

10. Nothing in this Board Action shall limit or impair authority currently delegated to the President/ Chief Executive Officer under Trinity Metro's Procurement Policy concerning contracts of \$50,000 or less. Nothing in this Board Action shall limit or impair the ability of the Chair to authorize the President/Chief Executive Officer to enter into a contract as provided by Section 3-101(7) of the Procurement Policy.

11. Nothing in this Board Action shall be deemed to conflict with or override any statutorily required procedures governing Trinity Metro's procurement of goods or services, nor, except as expressly stated above, any provisions of Trinity Metro's Procurement Policy or Bylaws.

12. The authority delegated to the President/ Chief Executive Officer under this Board Action shall terminate on the earlier of (A) an express termination by the Chair of Trinity Metro's Board of Directors, (B) an express termination by Trinity Metro's Board of Directors at a meeting of the Board, or (C) July 1, 2020.

Disposition by Board of Directors

Secretary Approval:

DATE

