

**NEW JERSEY TRANSIT  
CHANGE ORDER FORM**

**NEW JERSEY TRANSIT CORPORATION  
HEADQUARTERS**

Work Authorization No: 3 Revision No.: 5 Effective Date: October 17, 2022

Contract No: 14-033D Purchase Order No: B51391001

Contractor: **K2 Integrity**  
**845 Third Avenue, New York, New York 10036**  
**Attention: Mr. Martin Aronchick**

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**NJ TRANSIT hereby incorporates Work Authorization No. 3 Revision 5 entitled “Integrity Oversight Monitoring Services for the HNTB Program Management and Project Management Support for the Superstorm Sandy Program” into NJ TRANSIT’s Contract No. 14-033D as follows:**

**Section 1: Scope of Work**

Work Authorization No. 3 Revision 5 is issued to K2 Integrity (formerly Thacher Associates, LLC) to provide Integrity Oversight Monitoring Services for the HNTB Program Management and Project Management Support for the Superstorm Sandy Program in accordance with NJ TRANSIT Contract No. 14-033D Exhibit A, Project Services, and the attached Scope of Work, Attachment A to this Work Authorization.

**Section 2: Cost Information**

Work Authorization No. 3, Revision No. 5 total costs and fees shall be in accordance with the schedule of rates set forth in NJ TRANSIT Contract No. 14-033D Exhibit B, Cost Information, and the Attachment B, Cost Proposal. The total cost for Work Authorization No. 3 Revision 5 is an amount not to exceed \$25,940.

All invoices billed shall include actual hours and contract rates for personnel working under this Work Authorization.

**Section 3: Schedule**

Work Authorization No. 3, Revision No. 5 is being issued to extend the period of performance for the Integrity Oversight Monitoring Services for the HNTB Program Management and Project Management Support for the Superstorm Sandy Program from October 2, 2020 to April 15, 2023.

**Section 4: Disadvantaged Business Enterprise Requirements**

K2 Integrity Disadvantaged Business Enterprise Utilization Plan for Work Authorization No. 3 Revision 5 shall be in accordance with the Disadvantaged Business Enterprise Requirements for Race-Conscious Federal Procurement Activities of Contract No. 14-033D. K2 Integrity has identified a 10.8% DBE participation for this Work Authorization No. 3 Revision No. 5 as detailed in Attachment C attached hereto.

**NEW JERSEY TRANSIT  
CHANGE ORDER FORM**

**NEW JERSEY TRANSIT CORPORATION  
HEADQUARTERS**

Work Authorization No: 3 Revision No.: 5 Effective Date: October 17, 2022

Contract No: 14-033D Purchase Order No: B51391001

Contractor: **K2 Integrity**  
**845 Third Avenue, New York, New York 10036**  
**Attention: Mr. Martin Aronchick**

**Total Value of Work Authorization No. 3 .....\$308,800.00**

**WORK AUTHORIZATION NO. 3 SUMMARY**

**Initial Work Authorization Amount:..... \$0.00**  
**Modifications to Date: .....\$ 282,860.00**  
**Value of this Work Authorization Modification: ..... \$25,940.00**  
**Present Total Amount of this Work Authorization:.....\$ 308,800.00**

**SUMMARY OF WORK AUTHORIZATIONS ISSUED TO DATE**

Work Authorization No. 1 – IOM Services for Gladstone Line Poles and Foundations Replacement Project	\$ 322,380.00
Work Authorization No. 1, Revision No. 1 – IOM Services for Gladstone Line Poles and Foundations Replacement Project – Close Out	(\$107,695.61)
Work Authorization No. 2 – IOM Services for the BEM Environmental Services for the Superstorm Sandy Program	\$191,487.50
Work Authorization No. 2 Revision 1 – IOM Services for the BEM Environmental Services for the Superstorm Sandy Program.....	\$275,930.00
Work Authorization No. 3 – IOM Services for the HNTB Program Management and Project Management Support for the Superstorm Sandy Program	\$283,380.00
Work Authorization No. 3 Revision No. 2 – IOM Services for the HNTB Program Management and Project Management Support for the Superstorm Sandy Program- Task Reallocation	(\$520.00)
Work Authorization No. 3 Revision No. 3 – IOM Services for the HNTB Program Management and Project Management Support for the Superstorm Sandy Program- Time Extension	\$0.00
Work Authorization No. 3 Revision No. 4 – IOM Services	\$0.00

**NEW JERSEY TRANSIT  
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**NEW JERSEY TRANSIT CORPORATION  
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Work Authorization No: 3 Revision No.: 5 Effective Date: October 17, 2022

Contract No: 14-033D Purchase Order No: B51391001

Contractor: **K2 Integrity**  
**845 Third Avenue, New York, New York 10036**  
**Attention: Mr. Martin Aronchick**

for the HNTB Program Management and Project Management Support for the Superstorm Sandy Program- Replace Subconsultant	
Work Authorization No. 3 Revision No. 4 – IOM Services for the HNTB Program Management and Project Management Support for the Superstorm Sandy Program- Closeout	\$25,940.00
Work Authorization No. 4 – IOM Services for the TRANSITGRID DG - Lntp	\$100,000.00
<b>Total of All Work Authorizations Issued to Date:</b>	<b>\$1,090,951.89</b>

**NJ TRANSIT CONTRACT NO. 14-033D CONTRACT SUMMARY**

Original Contract Amount:.....\$0.00  
 Total of All Work Authorizations Issued to Date: ..... \$1,065,011.89  
 Amount of this Modification: .....\$25,940.00  
 Present Total Contact Amount:.....\$1,090,951.89

**CONTRACTOR**

**NJ TRANSIT**

  
 \_\_\_\_\_  
 President or Duly Authorized Designee

  
 \_\_\_\_\_  
 Contracting Officer or Duly Authorized Designee

Martin Aronchick

**NJ TRANSIT Contract No. 14-033D  
Integrity Oversight Monitoring Services  
Work Authorization No. 3 Revision No. 5  
HNTB Program Management and Project Management Support  
for the Superstorm Sandy Program – Close Out**

**Attachment A – Scope of Work**

## **BACKGROUND & DESCRIPTION**

On January 11, 2018, NJ TRANST (NJT) issued a Work Authorization Request (WAR) to provide Integrity Oversight Monitoring (IOM) services related to the HNTB Program Management and Project Management Support services over the Superstorm Sandy projects to NJT's pool of four (4) IOM firms under Contract No 14-033. On September 7, 2018, after a competitive procurement under the WAR, NJT issued Work Authorization (WA) No. 3 to IOM firm K2 Intelligence, LLP/Thacher Associates, LLC (Thacher) in the amount of \$283,380.

The scope of work for WA No. 3 was issued to Thacher to perform IOM services in connection with HNTB's scope of work under Task Order Contract (TOC) 13-007B. HNTB's scope of work under Task TOC 13-007B included providing program management support, project management support and related activities over the Sandy Recovery and NJT Resiliency Program. The contract had \$36,500,000 in total Board Authorization, of which \$26,850,018 was federally funded (Grant 2 - \$24,413,418 and Competitive Resilience - \$2,436,762). The following Task Order Assignments (TOA) were issued to HNTB:

<b>TOA#</b>	<b>Title</b>	<b>Status</b>
TOA 1	Program Management and Project Management Support	Completed
TOA 2	Tier III Application Support	Completed
TOA 3	NEPA Design Support – Raritan River Drawbridge	Completed (1)

(1) TOA #3 of was later excluded from the scope of Thacher's IOM services.

Thacher needs to incur additional hours and costs to close out its IOM services in conjunction with NJT Capital Program's (CP) plan for close-out of the HNTB project by December 31, 2022. These close-out activities have taken on an unanticipated complexity and are exceeding Thacher's budget. There are five (5) areas of additional work.

## **SCOPE OF WORK**

The tasks and services to be performed are broken down by Risk Categories, and are as follows:

1. Risk Category - Disbursement/Invoicing
2. Risk Category – Procurement
3. Risk Category - Task Order Contractors
4. Risk Category -- Disadvantaged Business Enterprises (DBE)
5. Risk Category -- Project-wide Activities (PWA)

The requested revision is necessary for Thacher to close out its monitoring services with the issuance of its final report.

**NJ TRANSIT Contract No. 14-033D  
Integrity Oversight Monitoring Services  
Work Authorization No. 3 Revision No. 5  
HNTB Program Management and Project Management Support  
for the Superstorm Sandy Program – Close Out**

**Attachment B – Cost Information**

NJ TRANSIT Contract No. 14-033  
 Integrity Oversight Monitoring Services - HNTB  
 Attachment 5 - Cost Proposal - Post-Fraud Risk Assessment

Firm Name: Thacher Associates LLC

	Staffing Category	Partner/Principal/ Director	Program Manager/Project Manager	Program Manager/Project Manager (Subconsultant Ruzow & Associates)	Supervisor/ Senior Consultant	Consultant Associate/ Staff	Administrative Support	Totals
<b>Risk Category</b>	<b>Hourly Billing Rate</b>	\$ 300.00	\$ 250.00	\$ 175.00	\$ 160.00	\$ 137.50	\$ 50.00	
<b>Fraud Risk Assessment</b>	<b>Hours</b>	-	19.50	-	122.00	29.00	-	<b>170.50</b>
	<b>Amount</b>	\$ -	\$ 4,875.00	\$ -	\$ 19,520.00	\$ 3,987.50	\$ -	<b>\$ 28,382.50</b>
<b>Grant Management</b>	<b>Hours</b>	-	6.00	-	10.00	25.00	-	<b>41.00</b>
	<b>Amount</b>	\$ -	\$ 1,500.00	\$ -	\$ 1,600.00	\$ 3,437.50	\$ -	<b>\$ 6,537.50</b>
<b>Disbursement/ Invoicing</b>	<b>Hours</b>	-	34.00	62.50	110.00	310.00	-	<b>516.50</b>
	<b>Amount</b>	\$ -	\$ 8,500.00	\$ 10,937.50	\$ 17,600.00	\$ 42,625.00	\$ -	<b>\$ 79,662.50</b>
<b>Procurement</b>	<b>Hours</b>	-	30.00	-	60.00	250.00	-	<b>340.00</b>
	<b>Amount</b>	\$ -	\$ 7,500.00	\$ -	\$ 9,600.00	\$ 34,375.00	\$ -	<b>\$ 51,475.00</b>
<b>Task Order Contractors (Where applicable)</b>	<b>Hours</b>	-	6.00	-	10.00	25.00	-	<b>41.00</b>
	<b>Amount</b>	\$ -	\$ 1,500.00	\$ -	\$ 1,600.00	\$ 3,437.50	\$ -	<b>\$ 6,537.50</b>
<b>Disadvantaged Business Enterprises (Fraud)</b>	<b>Hours</b>	-	10.00	100.00	26.00	-	-	<b>136.00</b>
	<b>Amount</b>	\$ -	\$ 2,500.00	\$ 17,500.00	\$ 4,160.00	\$ -	\$ -	<b>\$ 24,160.00</b>
<b>Change Orders</b>	<b>Hours</b>	-	20.00	-	80.00	130.00	-	<b>230.00</b>
	<b>Amount</b>	\$ -	\$ 5,000.00	\$ -	\$ 12,800.00	\$ 17,875.00	\$ -	<b>\$ 35,675.00</b>
<b>Project-wide Activities</b>	<b>Hours</b>	-	75.75	-	128.00	51.00	80.00	<b>334.75</b>
	<b>Amount</b>	\$ -	\$ 18,937.50	\$ -	\$ 20,480.00	\$ 7,012.50	\$ 4,000.00	<b>\$ 50,430.00</b>
	<b>Total Hours</b>	-	201.25	162.50	546.00	820.00	80.00	<b>1,809.75</b>
<b>Total \$ Amount</b>		\$ -	\$ 50,312.50	\$ 28,437.50	\$ 87,360.00	\$ 112,750.00	\$ 4,000.00	<b>\$ 282,860.00</b>

<b>Total Direct Cost</b>	<b>\$ 282,860.00</b>
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<b>Total Travel Cost</b>	<b>\$ -</b>
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<b>GRAND TOTAL</b>	<b>\$ 282,860.00</b>
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NJ TRANSIT Contract No. 14-033

Integrity Oversight Monitoring Services - HNTB

Attachment 5 - Cost Proposal - Close Out Extension Only

Firm Name: Thacher Associates LLC

	Staffing Category	Partner/Principal/ Director	Program Manager/Project Manager	Program Manager/Project Manager (Subconsultant Ruzow & Associates)	Supervisor/ Senior Consultant	Consultant Associate/ Staff	Administrative Support	Totals
<b>Risk Category</b>	<b>Hourly Billing Rate</b>	\$ 300.00	\$ 250.00	\$ 175.00	\$ 160.00	\$ 137.50	\$ 50.00	
<b>Fraud Risk Assessment</b>	<b>Hours</b>	-	-	-	-	-	-	-
	<b>Amount</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
<b>Grant Management</b>	<b>Hours</b>	-	-	-	-	-	-	-
	<b>Amount</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
<b>Disbursement/ Invoicing</b>	<b>Hours</b>	-	-	8.00	28.00	-	-	36.00
	<b>Amount</b>	\$ -	\$ -	\$ 1,400.00	\$ 4,480.00	\$ -	\$ -	\$ 5,880.00
<b>Procurement</b>	<b>Hours</b>	-	-	-	4.00	-	-	4.00
	<b>Amount</b>	\$ -	\$ -	\$ -	\$ 640.00	\$ -	\$ -	\$ 640.00
<b>Task Order Contractors (Where applicable)</b>	<b>Hours</b>	-	-	4.00	-	-	-	4.00
	<b>Amount</b>	\$ -	\$ -	\$ 700.00	\$ -	\$ -	\$ -	\$ 700.00
<b>Disadvantaged Business Enterprises (Fraud)</b>	<b>Hours</b>	-	-	4.00	8.00	-	-	12.00
	<b>Amount</b>	\$ -	\$ -	\$ 700.00	\$ 1,280.00	\$ -	\$ -	\$ 1,980.00
<b>Change Orders</b>	<b>Hours</b>	-	-	-	-	-	-	-
	<b>Amount</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
<b>Project-wide Activities</b>	<b>Hours</b>	-	26.00	-	64.00	-	-	90.00
	<b>Amount</b>	\$ -	\$ 6,500.00	\$ -	\$ 10,240.00	\$ -	\$ -	\$ 16,740.00
	<b>Total Hours</b>	-	26.00	16.00	104.00	-	-	146.00
<b>Total \$ Amount</b>		\$ -	\$ 6,500.00	\$ 2,800.00	\$ 16,640.00	\$ -	\$ -	\$ 25,940.00

<b>Total Direct Cost</b>	<b>\$ 25,940.00</b>
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<b>Total Travel Cost</b>	<b>\$ -</b>
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<b>GRAND TOTAL</b>	<b>\$ 25,940.00</b>
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NJ TRANSIT Contract No. 14-033

Integrity Oversight Monitoring Services - HNTB

Attachment 5 - Cost Proposal - Revised to Include Close Out Extension

Firm Name: Thacher Associates LLC

	Staffing Category	Partner/Principal/ Director	Program Manager/Project Manager	Program Manager/Project Manager (Subconsultant Ruzow & Associates)	Supervisor/ Senior Consultant	Consultant Associate/ Staff	Administrative Support	Totals
<b>Risk Category</b>	<b>Hourly Billing Rate</b>	\$ 300.00	\$ 250.00	\$ 175.00	\$ 160.00	\$ 137.50	\$ 50.00	
<b>Fraud Risk Assessment</b>	<b>Hours</b>	-	19.50	-	122.00	29.00	-	<b>170.50</b>
	<b>Amount</b>	\$ -	\$ 4,875.00	\$ -	\$ 19,520.00	\$ 3,987.50	\$ -	<b>\$ 28,382.50</b>
<b>Grant Management</b>	<b>Hours</b>	-	6.00	-	10.00	25.00	-	<b>41.00</b>
	<b>Amount</b>	\$ -	\$ 1,500.00	\$ -	\$ 1,600.00	\$ 3,437.50	\$ -	<b>\$ 6,537.50</b>
<b>Disbursement/ Invoicing</b>	<b>Hours</b>	-	34.00	70.50	138.00	310.00	-	<b>552.50</b>
	<b>Amount</b>	\$ -	\$ 8,500.00	\$ 12,337.50	\$ 22,080.00	\$ 42,625.00	\$ -	<b>\$ 85,542.50</b>
<b>Procurement</b>	<b>Hours</b>	-	30.00	-	64.00	250.00	-	<b>344.00</b>
	<b>Amount</b>	\$ -	\$ 7,500.00	\$ -	\$ 10,240.00	\$ 34,375.00	\$ -	<b>\$ 52,115.00</b>
<b>Task Order Contractors (Where applicable)</b>	<b>Hours</b>	-	6.00	4.00	10.00	25.00	-	<b>45.00</b>
	<b>Amount</b>	\$ -	\$ 1,500.00	\$ 700.00	\$ 1,600.00	\$ 3,437.50	\$ -	<b>\$ 7,237.50</b>
<b>Disadvantaged Business Enterprises (Fraud)</b>	<b>Hours</b>	-	10.00	104.00	34.00	-	-	<b>148.00</b>
	<b>Amount</b>	\$ -	\$ 2,500.00	\$ 18,200.00	\$ 5,440.00	\$ -	\$ -	<b>\$ 26,140.00</b>
<b>Change Orders</b>	<b>Hours</b>	-	20.00	-	80.00	130.00	-	<b>230.00</b>
	<b>Amount</b>	\$ -	\$ 5,000.00	\$ -	\$ 12,800.00	\$ 17,875.00	\$ -	<b>\$ 35,675.00</b>
<b>Project-wide Activities</b>	<b>Hours</b>	-	101.75	-	192.00	51.00	80.00	<b>424.75</b>
	<b>Amount</b>	\$ -	\$ 25,437.50	\$ -	\$ 30,720.00	\$ 7,012.50	\$ 4,000.00	<b>\$ 67,170.00</b>
	<b>Total Hours</b>	-	227.25	178.50	650.00	820.00	80.00	<b>1,955.75</b>
<b>Total \$ Amount</b>		\$ -	\$ 56,812.50	\$ 31,237.50	\$ 104,000.00	\$ 112,750.00	\$ 4,000.00	<b>\$ 308,800.00</b>

<b>Total Direct Cost</b>	<b>\$ 308,800.00</b>
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<b>Total Travel Cost</b>	<b>\$ -</b>
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<b>GRAND TOTAL</b>	<b>\$ 308,800.00</b>
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**NJ TRANSIT Contract No. 14-033D  
Integrity Oversight Monitoring Services  
Work Authorization No. 3 Revision No. 5  
HNTB Program Management and Project Management Support  
for the Superstorm Sandy Program – Close Out**

**Attachment C – DBE Forms**

First Tier DBE UTILIZATION - FORM A

Project Name: IOM Services re HNTB for Superstorm Sandy Program

NJT Contract No: 14-033

Assigned DBE Goal %: 10 NJT Procurement Specialist: Namibia Muid

Contract Value (\$): 25,940

First Tier DBE must perform at least 51% of its subcontract value if subcontracting to a Second -Tier DBE or Non-DBE. Do not count Non-DBE portion toward the goal.

Name, Address and Telephone # of DBE Subcontractor/Subconsultant	Provide <u>Detailed</u> Scope of Work to be Performed (Identify all suppliers)	Dollar Value of Subcontract/Sub-consultant Work (\$) Awarded	Percentage of Subcontract Work (%)
Ruzow & Associates, 805 Third Ave, 11th Floor, New York, NY 10022 212-335-0409	Perform DBE Fraud Reviews and other audit tasks as directed	\$2,800	10 %
			%
			%
			%
			%
For DBE suppliers, show original subcontract value multiplied by 60% (\$2,000*60%=\$1200). For DBE portion of work, subtract Non-DBE portion of work from original subcontract value.	<b>TOTALS</b>	2,800 \$	10%

The undersigned will enter into a formal agreement with the DBE(s) listed in this schedule conditioned upon execution of a contract with NJ TRANSIT for the above referenced project. The undersigned understands that removal/replacement of the DBE(s) listed is **NOT PERMISSIBLE** for any reason (pre or post-award), without submitting a written request to the Office of Business Development and receiving **WRITTEN APPROVAL** from the Office of Business Development. Failure to obtain written approval shall result in the breach of contract and subject to corrective action to be determined by NJ TRANSIT.

Company Name: K2 Intelligence, LLC

Authorized Signature: 

Company Address: 730 Third Ave, 9th Floor, New York, NY 10017

Print Name: Martin C Aronchick

Title: Managing Director

Federal Tax ID #: [REDACTED]

Prime Contractor's DBE Liaison Officer: Martin C Aronchick

Company Tel #: [REDACTED]

Date Signed: August 1, 2022

**BIDDER SOLICITATION & CONTRACTOR INFORMATION - FORM A1**

14-033

NJT Contract No: \_\_\_\_\_

Project Title: IOM Services re HNTB for  
Superstorm Sandy Program \_\_\_\_\_

Prime Contractor: K2 Intelligence LLC \_\_\_\_\_

Telephone #: 212-694-7000 \_\_\_\_\_

Date: August 1, 2022 \_\_\_\_\_

**Complete the information below for Bidder/Proposer/Prime(s) working on the project. Use Page 2 for all subcontractors/subconsultants participating on or solicited for this project.**

	Bidder/Proposer/Prime	Bidder/Proposer/Prime	Bidder/Proposer/Prime
Company's Full Name	K2 Intelligence LLC		
Address	730 Third Ave, 9th Floor		
City	New York		
Zip	10017		
County	New York		
Phone	212-694-7000		
Fax	212-845-7549		
E-mail	martin@K2Integrity.com		
Owner	K2 Intelligence, Inc.		
Date Established	2008		
Date Certified	N/A		
Ethnicity	N/A		
Gender	N/A		
Certification Status: <b>DBE or Non-DBE</b>	Non-DBE		
Federal Tax ID # / SSN #			
Annual Gross Receipts: A - Less than \$500K B - \$500K to \$1M C - \$1M to \$2M D - \$2M to \$5M E - \$5M and over <b>indicate the letter that applies</b>	E		
Primary NAICS Code:	541611		

**BIDDER SOLICITATION & CONTRACTOR INFORMATION - FORM A1**

NJT Contract No: 14-033  
 Prime Contractor: K2 Intelligence LLC  
 Date: August 1, 2022

IOM Services re HNTB for  
 Project Title: Superstorm Sandy Program  
 Telephone #: 212-694-7000

*Complete the information below for "all" subcontractors/subconsultants solicited for or participating on this project.*

	Subcontractor/Subconsultant	Subcontractor/Subconsultant	Subcontractor/Subconsultant
Company's Full Name	Ruzow & Associates		
Address	805 Third Ave, 11th Floor,		
City	New York		
Zip	10022		
County	New York		
Phone	212-335-0409		
Fax	N/A		
E-mail	ruzow@ruzowandassociates.com		
Owner	Elyse Ruzow		
Date Established	3/20/2014		
Date Certified	10/29/15		
Ethnicity	Caucasian		
Gender	Female		
Certification Status: <b>DBE or Non-DBE</b>	DBE		
Federal Tax ID # / SSN #			
Annual Gross Receipts: A - Less than \$500K B - \$500K to \$1M C - \$1M to \$2M D - \$2M to \$5M E - \$5M and over <b>indicate the letter that applies</b>	D		
Primary NAICS Code:	541611		

NON-DBE SUBCONTRACTOR UTILIZATION - FORM A2

**Directions: To be completed by any Bidder/Proposer/Prime for "all" subs including suppliers participating on this contract.**

NJ Transit Contract No: 14-033

Date: August 1, 2022 Prime Contract Value: \$25,940

Bidder/Proposer Prime Name: K2 Intelligence LLC

Project Title: IOM Services re HNTB for Superstorm Sandy Program

Name, Address and Telephone # of all Subcontractor/Subconsultants	FEIN #	Provide <u>Detailed</u> Scope of Work to be Performed	Dollar Amount of Subcontractor/Sub-consultant Work (\$) Awarded	Percentage of Subcontract or Work (%)
No non-DBEs will be used			0 \$	0 %
			\$	%
			\$	%
			\$	%
			\$	%
Must provide a detailed scope of work; one-word descriptions are not acceptable.	<b>TOTALS</b>	\$ 0	0 %	

INTENT TO PERFORM AS A 1<sup>ST</sup> TIER DBE - FORM B

The Bidder/Proposer/Prime is prohibited from completing any portion of this form and directing the DBE to sign a blank form.

DIRECTIONS: DBE(s) listed on the Form A must complete all information on this form.

K2 Intelligence
Name of Bidder/Proposer/Prime:

Ruzow & Associates
Name of DBE Firm:

Project/Contract Name: IOM Services re HNTB for Superstorm Sandy Program IFB/RFP Contract Number: 14-033

Does the undersigned DBE (Answer Accordingly):

Intend to perform subcontract work in connection with the above-mentioned project as a Joint Venture? Circle one. (Yes or No)

Intend to subcontract any portion of its scope of work to a DBE(s)? Circle one. (Yes or No)
If yes, DBE Sub-Primes must complete and submit Form AA. At what percent? %

Intend to subcontract any portion of its scope of work to a Non-DBE(s)? Circle one. (Yes or No)
If yes, must complete and submit Form AA2. At what percent? %

The undersigned will perform the following described work on the above-referenced project: (Provide a detailed description of the type of work you will perform on your subcontract. Attach a copy of quote approved and signed by Bidder (optional)).

Perform DBE Fraud Reviews and other audit tasks as requested.

Dollar Value of DBE Subcontract: \$2,800.00

Total Quantity/Units (if applicable):16 Unit Cost (if applicable): \$175.00

The undersigned based the above scope of work and subcontract value on detailed project specs received from the Bidder contractor named above. Circle one. (Yes or No)

The Prime Contractor projected the following commencement and completion date for such work as follows:

DBE Contract Start Date: August 1, 2022 DBE Contract Completion Date: October 1, 2022

The undersigned DBE will enter into a formal agreement for the above work with the Prime Contractor conditioned upon execution of a contract with NJ TRANSIT. As a DBE subcontractor, I will cooperate with the certification, compliance and monitoring process set forth by NJ TRANSIT. I attest that I will perform at least 51% of my subcontract with my own workforce for the referenced project.

Signature of 1st Tier DBE Date Title

Elyse Ruzow
Print Name

212-335-0409
Telephone #:

Failure to adhere to these instructions or the falsification of any information on this form shall result in breach of contract and subject to the appropriate penalties to be determined by NJ TRANSIT.

**NEW JERSEY TRANSIT  
CHANGE ORDER FORM**

**NEW JERSEY TRANSIT CORPORATION  
HEADQUARTERS**

Work Authorization No: 3 Revision No.: 4 Effective Date: 7/1/2021

Contract No: 14-033D Purchase Order No: B-51391-003

Contractor: **K2 Integrity**  
**845 Third Avenue, New York, New York 10036**  
**Attention: Mr. Martin Aronchick**

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**NJ TRANSIT hereby incorporates Work Authorization No. 3 Revision 4 entitled “Integrity Oversight Monitoring Services for the HNTB Program Management and Project Management Support for the Superstorm Sandy Program” into NJ TRANSIT’s Contract No. 14-033D as follows:**

**Section 1: Replacement of Subconsultant**

This work authorization revision replaces subconsultant Crescent Consulting with Ruzow & Associates, Inc. to K2 Integrity (formerly Thacher) team for Integrity Oversight Monitoring Contract No. 14-033D Work Authorization No. 3. Attachment A includes the cost information for Work Authorization No. 3. The total cost for Work Authorization No. 3 Revision No. 4 is an amount not to exceed \$282,860.00.

**Section 2: Disadvantaged Business Enterprise Requirements**

K2 Integrity’s Disadvantaged Business Enterprise Utilization Plan for Work Authorization No. 3 Revision 4 shall be in accordance with the Disadvantaged Business Enterprise Requirements for Race-Conscious Federal Procurement Activities of Contract No. 14-033D. K2 Integrity has identified a 10% DBE participation for this Work Authorization No. 3 Revision 4 as detailed in Attachment B attached hereto.

**WORK AUTHORIZATION NO. 3 SUMMARY**

**Initial Work Authorization Amount:..... \$0.00**  
**Modifications to Date: .....\$ 282,860.00**  
**Value of this Work Authorization Modification: ..... \$0.00**  
**Present Total Amount of this Work Authorization:..... \$282,860.00**

**NEW JERSEY TRANSIT  
CHANGE ORDER FORM**

**NEW JERSEY TRANSIT CORPORATION  
HEADQUARTERS**

Work Authorization No: 3 Revision No.: 4 Effective Date: 7/1/2021

Contract No: 14-033D Purchase Order No: B-51391-003

Contractor: **K2 Integrity**  
**845 Third Avenue, New York, New York 10036**  
**Attention: Mr. Martin Aronchick**

**SUMMARY OF WORK AUTHORIZATIONS ISSUED TO DATE**

Work Authorization No. 1 – IOM Services for Gladstone Line Poles and Foundations Replacement Project	\$ 322,380.00
Work Authorization No. 1, Revision No. 1 – IOM Services for Gladstone Line Poles and Foundations Replacement Project – Close Out	(\$107,695.61)
Work Authorization No. 2 – IOM Services for the BEM Environmental Services for the Superstorm Sandy Program	\$191,487.50
Work Authorization No. 3 – IOM Services for the HNTB Program Management and Project Management Support for the Superstorm Sandy Program	\$283,380.00
Work Authorization No. 3 Revision No. 2 – IOM Services for the HNTB Program Management and Project Management Support for the Superstorm Sandy Program- Task Reallocation	(\$520.00)
Work Authorization No. 3 Revision No. 3 – IOM Services for the HNTB Program Management and Project Management Support for the Superstorm Sandy Program- Time Extension	\$0.00
Work Authorization No. 3 Revision No. 4 – IOM Services for the HNTB Program Management and Project Management Support for the Superstorm Sandy Program- Replace Subconsultant	\$0.00
<b>Total of All Work Authorizations Issued to Date:</b>	<b>\$689,081.89</b>

**NEW JERSEY TRANSIT  
CHANGE ORDER FORM**

**NEW JERSEY TRANSIT CORPORATION  
HEADQUARTERS**

Work Authorization No: 3 Revision No.: 4 Effective Date: 7/1/2021

Contract No: 14-033D Purchase Order No: B-51391-003

Contractor: **K2 Integrity**  
**845 Third Avenue, New York, New York 10036**  
**Attention: Mr. Martin Aronchick**

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**NJ TRANSIT CONTRACT NO. 14-033D CONTRACT SUMMARY**

Original Contract Amount:.....\$0.00  
Total of All Work Authorizations Issued to Date: ..... \$689,601.89  
Amount of this Modification: .....\$0.00  
Present Total Contact Amount:.....\$689,081.89

**CONTRACTOR**

**NJ TRANSIT**

  
\_\_\_\_\_  
President or Duly Authorized Designee

  
\_\_\_\_\_  
Contracting Officer or Duly Authorized Designee

**NJ TRANSIT Contract No. 14-033D  
Integrity Oversight Monitoring Services  
Work Authorization No. 3 Revision No. 4  
HNTB Program Management and Project Management Support  
for the Superstorm Sandy Program**

**Attachment A – Cost Information**

NJ TRANSIT Contract No. 14-033

Integrity Oversight Monitoring Services - HNTB

Attachment 5 - Cost Proposal - Revised After Fraud Risk Assessment

Firm Name: Thacher Associates LLC

	Staffing Category	Partner/Principal/ Director	Program Manager/Project Manager	Program Manager/Project Manager (Subconsultant Ruzow & Associates)	Supervisor/ Senior Consultant	Consultant Associate/ Staff	Administrative Support	Totals
<b>Risk Category</b>	<b>Hourly Billing Rate</b>	\$ 300.00	\$ 250.00	\$ 175.00	\$ 160.00	\$ 137.50	\$ 50.00	
<b>Fraud Risk Assessment</b>	<b>Hours</b>	-	19.50	-	122.00	29.00	-	<b>170.50</b>
	<b>Amount</b>	\$ -	\$ 4,875.00	\$ -	\$ 19,520.00	\$ 3,987.50	\$ -	<b>\$ 28,382.50</b>
<b>Grant Management</b>	<b>Hours</b>	-	6.00	-	10.00	25.00	-	<b>41.00</b>
	<b>Amount</b>	\$ -	\$ 1,500.00	\$ -	\$ 1,600.00	\$ 3,437.50	\$ -	<b>\$ 6,537.50</b>
<b>Disbursement/ Invoicing</b>	<b>Hours</b>	-	34.00	62.50	110.00	310.00	-	<b>516.50</b>
	<b>Amount</b>	\$ -	\$ 8,500.00	\$ 10,937.50	\$ 17,600.00	\$ 42,625.00	\$ -	<b>\$ 79,662.50</b>
<b>Procurement</b>	<b>Hours</b>	-	30.00	-	60.00	250.00	-	<b>340.00</b>
	<b>Amount</b>	\$ -	\$ 7,500.00	\$ -	\$ 9,600.00	\$ 34,375.00	\$ -	<b>\$ 51,475.00</b>
<b>Task Order Contractors (Where applicable)</b>	<b>Hours</b>	-	6.00	-	10.00	25.00	-	<b>41.00</b>
	<b>Amount</b>	\$ -	\$ 1,500.00	\$ -	\$ 1,600.00	\$ 3,437.50	\$ -	<b>\$ 6,537.50</b>
<b>Disadvantaged Business Enterprises (Fraud)</b>	<b>Hours</b>	-	10.00	100.00	26.00	-	-	<b>136.00</b>
	<b>Amount</b>	\$ -	\$ 2,500.00	\$ 17,500.00	\$ 4,160.00	\$ -	\$ -	<b>\$ 24,160.00</b>
<b>Change Orders</b>	<b>Hours</b>	-	20.00	-	80.00	130.00	-	<b>230.00</b>
	<b>Amount</b>	\$ -	\$ 5,000.00	\$ -	\$ 12,800.00	\$ 17,875.00	\$ -	<b>\$ 35,675.00</b>
<b>Project-wide Activities</b>	<b>Hours</b>	-	75.75	-	128.00	51.00	80.00	<b>334.75</b>
	<b>Amount</b>	\$ -	\$ 18,937.50	\$ -	\$ 20,480.00	\$ 7,012.50	\$ 4,000.00	<b>\$ 50,430.00</b>
	<b>Total Hours</b>	-	201.25	162.50	546.00	820.00	80.00	<b>1,809.75</b>
<b>Total \$ Amount</b>		\$ -	\$ 50,312.50	\$ 28,437.50	\$ 87,360.00	\$ 112,750.00	\$ 4,000.00	<b>\$ 282,860.00</b>

**Total Direct Cost** \$ 282,860.00

**Total Travel Cost** \$ -

**GRAND TOTAL** \$ 282,860.00

**NJ TRANSIT Contract No. 14-033D  
Integrity Oversight Monitoring Services  
Work Authorization No. 3 Revision No. 4  
HNTB Program Management and Project Management Support  
for the Superstorm Sandy Program**

**Attachment B – DBE Forms**

**First Tier DBE UTILIZATION - FORM A**

Integrity Oversight Monitoring Services for HNTB Program Management

Project Name: and Project Management Support for the Superstorm Sandy Program

NJT Contract No: 14-033D

Assigned DBE Goal %: 10 NJT Procurement Specialist: Namibia M. Muid

Contract Value (\$): \$282,260

**First Tier DBE must perform at least 51% of its subcontract value if subcontracting to a Second -Tier DBE or Non-DBE. Do not count Non-DBE portion toward the goal.**

Name, Address and Telephone # of DBE Subcontractor/Subconsultant	Provide <u>Detailed</u> Scope of Work to be Performed (Identify all suppliers)	Dollar Value of Subcontract/Sub-consultant Work (\$) Awarded	Percentage of Subcontract Work (%)
Ruzow & Associates, Inc, 805 Third Avenue, 11th floor, New York, NY 10022, Tel. # 212-335-0409	Performing audit and investigative tasks, to include desk reviews to detect potential DBE fraud	\$28,438	10 %
			%
			%
			%
			%
For DBE suppliers, show original subcontract value multiplied by 60% (\$2,000*60%=\$1200). For DBE portion of work, subtract Non-DBE portion of work from original subcontract value.	<b>TOTALS</b>	\$ <u>28,438</u>	<u>10</u> %

The undersigned will enter into a formal agreement with the DBE(s) listed in this schedule conditioned upon execution of a contract with NJ TRANSIT for the above referenced project. The undersigned understands that removal/replacement of the DBE(s) listed is **NOT PERMISSIBLE** for any reason (pre or post-award), without submitting a written request to the Office of Business Development and receiving **WRITTEN APPROVAL** from the Office of Business Development. Failure to obtain written approval shall result in the breach of contract and subject to corrective action to be determined by NJ TRANSIT.

Company Name: K2 Integrity/ Thacher Associates LLC

Authorized Signature: *Martin C Aronchick*

Company Address: 845 Third Avenue, 15th Floor  
New York, New York 10022

Print Name: Martin C. Aronchick  
Title: Managing Director

Federal Tax ID #: [REDACTED]

Prime Contractor's DBE Liaison Officer: Martin C. Aronchick

Company Tel #: [REDACTED]

Date Signed: April 30, 2021

**BIDDER SOLICITATION & CONTRACTOR INFORMATION - FORM A1**

NJT Contract No: 14-033D  
 Prime Contractor: K2 Integrity/ Thacher Associates LLC  
 Date: April 30, 2021

Project Title: Integrity Oversight Monitoring Services for HNTB Program Management and Project Management Support for the Superstorm Sandy Program  
 Telephone #: (212) 845-7500

**Complete the information below for Bidder/Proposer/Prime(s) working on the project. Use Page 2 for all subcontractors/subconsultants participating on or solicited for this project.**

	Bidder/Proposer/Prime	Bidder/Proposer/Prime	Bidder/Proposer/Prime
Company's Full Name	K2 Integrity/ Thacher Associates LLC		
Address	845 Third Avenue, 15th Floor		
City	New York		
Zip	10022		
County	New York		
Phone	(212) 845-7500		
Fax	(212) 845-7549		
E-mail	sales@thacherassociates.com		
Owner	K2 Intelligence, Inc.		
Date Established	11/16/1996		
Date Certified	N/A		
Ethnicity	N/A		
Gender	N/A		
Certification Status: <b>DBE or Non-DBE</b>	Non-DBE		
Federal Tax ID # / SSN #			
Annual Gross Receipts: A - Less than \$500K B - \$500K to \$1M C - \$1M to \$2M D - \$2M to \$5M E - \$5M and over <b>indicate the letter that applies</b>	E		
Primary NAICS Code:	541611		

**BIDDER SOLICITATION & CONTRACTOR INFORMATION - FORM A1**

NJT Contract No: 14-033D  
 Prime Contractor: K2 Integrity/ Thacher Associates LLC  
 Date: April 30, 2021

Superstorm Sandy Integrity Oversight Monitoring Services for  
 Project Title: HNTB Program Management and Project Management Support  
 Telephone #: (212) 845-7500

*Complete the information below for "all" subcontractors/subconsultants solicited for or participating on this project.*

	Subcontractor/Subconsultant	Subcontractor/Subconsultant	Subcontractor/Subconsultant
Company's Full Name	Ruzow & Associates, Inc.		
Address	805 Third Avenue, 11th floor		
City	New York City		
Zip	10022		
County	New York		
Phone	(212) 335-0409		
Fax	(212) 335-0409		
E-mail	ruzow@ruzowandassociates.com		
Owner	Elyse Ruzow		
Date Established	March 2014		
Date Certified	June 9, 2020		
Ethnicity	Caucasian		
Gender	Female		
Certification Status: <b>DBE or Non-DBE</b>	DBE		
Federal Tax ID # / SSN #			
Annual Gross Receipts: A - Less than \$500K B - \$500K to \$1M C - \$1M to \$2M D - \$2M to \$5M E - \$5M and over <b>indicate the letter that applies</b>	D		
Primary NAICS Code:	541611		

NON-DBE SUBCONTRACTOR UTILIZATION - FORM A2

**Directions: To be completed by any Bidder/Proposer/Prime for "all" subs including suppliers participating on this contract.**

NJ Transit Contract No: 14-033A

Date: 4-30-2021 Prime Contract Value: \$ 282,260

Bidder/Proposer Prime Name: K2 Integrity / Thacker Associates

Project Title: IOM SERVICES for HNTB/Superstorm Sandy

Name, Address and Telephone # of all Subcontractor/Subconsultants	FEIN #	Provide Detailed Scope of Work to be Performed	Dollar Amount of Subcontractor/Sub-consultant Work (\$) Awarded	Percentage of Subcontract or Work (%)
NONE			\$ 0	0%
			\$	%
			\$	%
			\$	%
			\$	%
Must provide a detailed scope of work; one-word descriptions are not acceptable.			\$	%
TOTALS			\$ 0	0%

INTENT TO PERFORM AS A 1<sup>ST</sup> TIER DBE - FORM B

The Bidder/Proposer/Prime is prohibited from completing any portion of this form and directing the DBE to sign a blank form.

DIRECTIONS: DBE(s) listed on the Form A must complete all information on this form.

K2 Intelligence
Name of Bidder/Proposer/Prime:

Ruzow & Associates
Name of DBE Firm:

Project/Contract Name: HNTB

IFB/RFP Contract Number: 14-033D

Does the undersigned DBE (Answer Accordingly):

Intend to perform subcontract work in connection with the above-mentioned project as a Joint Venture? Circle one. (Yes or No)

Intend to subcontract any portion of its scope of work to a DBE(s)?
If yes, DBE Sub-Primes must complete and submit Form AA.

Circle one. (Yes or No)
At what percent? %

Intend to subcontract any portion of its scope of work to a Non-DBE(s)?
If yes, must complete and submit Form AA2.

Circle one. (Yes or No)
At what percent? %

The undersigned will perform the following described work on the above-referenced project: (Provide a detailed description of the type of work you will perform on your subcontract. Attach a copy of quote approved and signed by Bidder (optional)).

Perform audit and investigative tasks to detect potential DBE fraud.

Dollar Value of DBE Subcontract: \$ 28,438

Total Quantity/Units (if applicable): 162.5 Per Unit Cost (if applicable): \$ 175.00

The undersigned based the above scope of work and subcontract value on detailed project specs received from the Bidder contractor named above. Circle one. (Yes or No)

The Prime Contractor projected the following commencement and completion date for such work as follows:

DBE Contract Start Date: 5/5/21 DBE Contract Completion Date: 7/31/21

The undersigned DBE will enter into a formal agreement for the above work with the Prime Contractor conditioned upon execution of a contract with NJ TRANSIT. As a DBE subcontractor, I will cooperate with the certification, compliance and monitoring process set forth by NJ TRANSIT. I attest that I will perform at least 51% of my subcontract with my own workforce for the referenced project.

Signature of 1st Tier DBE Date

President/Owner Title

Elyse Ruzow
Print Name

212-335-0409
Telephone #:

Failure to adhere to these instructions or the falsification of any information on this form shall result in breach of contract and subject to the appropriate penalties to be determined by NJ TRANSIT.

**NEW JERSEY TRANSIT  
CHANGE ORDER FORM**

**NEW JERSEY TRANSIT CORPORATION  
HEADQUARTERS**

Work Authorization.: 3 Revision No.: 3 Effective Date: 8/13/2020

Contract No: 14-033D Purchase Order No: B-51391-003

Contractor: K2 Intelligence, LLC /Thacher Associates, LLC  
845 Third Avenue, 15th Floor, New York, NY 10022  
Attention: Mr. Martin C. Aronchick

**NJ TRANSIT hereby incorporates Work Authorization No. 3, Revision No. 3 entitled "Integrity Oversight Monitoring Services for the HNTB Program Management and Project Management Support for the Superstorm Sandy Program" into NJ TRANSIT's Contract No. 14-033D as follows:**

Work Authorization No. 3, Revision No. 3 is being issued to extend the period of performance for the Integrity Oversight Monitoring Services for the HNTB Program Management and Project Management Support for the Superstorm Sandy Program by three hundred sixty-four (364) calendar days. The scheduled Time of Completion is extended from October 2, 2020 to October 1, 2021.

All other terms and conditions of NJ TRANSIT Contract No. 14-033D and Work Authorization No. 3 shall remain in full force and effect.

**Total Value of Work Authorization No. 3, Revision No. 3 .....\$0.00**

**WORK AUTHORIZATION NO. 3 SUMMARY**

Initial Work Authorization Amount:..... \$283,380.00  
Modifications to Date: .....\$(520.00)  
Value of this Work Authorization Modification:..... \$0.00  
**Present Total Amount of this Work Authorization:..... \$282,860.00**

**NJ TRANSIT CONTRACT NO. 14-033D CONTRACT SUMMARY**

Original Contract Amount: .....\$0.00  
Total of All Work Authorizations Issued to Date:..... \$689,081.89  
Amount of this Modification:.....\$0.00  
**Present Total Contact Amount:.....\$689,081.89**

**CONTRACTOR**

**NJ TRANSIT**

  
\_\_\_\_\_  
President or Duly Authorized Designee

  
\_\_\_\_\_  
Contracting Officer or Duly Authorized Designee

**NEW JERSEY TRANSIT  
CHANGE ORDER FORM**

**NEW JERSEY TRANSIT CORPORATION  
HEADQUARTERS**

Work Authorization No: 3 Revision No.: 2 Effective Date: 1/9/2020  
Contract No: 14-033D Purchase Order No: B-51391-001  
Contractor: Thacher Associates, LLC / K2 Intelligence, LLC  
845 Third Avenue, 15th Floor, New York, NY 10022  
Attention: ~~Mr. Charles Linehan~~ Martin C ARONCHICK

**NJ TRANSIT hereby incorporates Work Authorization No. 3 Revision 2 entitled "Integrity Oversight Monitoring Services for the HNTB Program Management and Project Management Support for the Superstorm Sandy Program" into NJ TRANSIT's Contract No. 14-033D as follows:**

**Section 1: Scope of Work**

Work Authorization No. 3 Revision 2 is issued to Thacher Associates, LLC to provide Integrity Oversight Monitoring Services for the HNTB Program Management and Project Management Support for the Superstorm Sandy Program in accordance with NJ TRANSIT Contract No. 14-033D Exhibit A, Project Services, and the attached Scope of Work, Attachment A to this Work Authorization.

**Section 2: Cost Information**

Work Authorization No. 3, Revision No. 2 reallocates the number of risk categories from seven (7) categories to eight (8) in accordance with the schedule of rates set forth in NJ TRANSIT Contract No. 14-033B and the Cost Proposal attached to this Work Authorization No. 3, Revision No. 2 as Attachment B. The total cost for Work Authorization No. 3 Revision No. 2 is an amount not to exceed \$282,860.00.

All invoices billed shall include actual hours and contract rates for personnel working under this Work Authorization.

**Section 3: Schedule**

Work Authorization No. 3, Revision No. 2 is being issued to extend the period of performance for the Integrity Oversight Monitoring Services for the HNTB Program Management and Project Management Support for the Superstorm Sandy Program by ninety-three (93) calendar days. The scheduled Time of Completion is extended from July 1, 2020 to October 2, 2020.

**Section 4: Disadvantaged Business Enterprise Requirements**

Thacher Associates, LLC Disadvantaged Business Enterprise Utilization Plan for Work Authorization No. 3 shall be in accordance with the Disadvantaged Business Enterprise Requirements for Race-Conscious Federal Procurement Activities of Contract No. 14-033D. Thacher Associates, LLC has identified a 10% DBE participation for this Work Authorization No. 3 as detailed in Exhibit C attached hereto.

**NEW JERSEY TRANSIT  
CHANGE ORDER FORM**

**NEW JERSEY TRANSIT CORPORATION  
HEADQUARTERS**

Work Authorization No: 3 Revision No.: 2 Effective Date: 1/9/2020

Contract No: 14-033D Purchase Order No: B-51391-001

Contractor: Thacher Associates, LLC / K2 Intelligence LLC  
845 Third Avenue, 15th Floor, New York, NY 10022  
Attention: Mr. Charles Linehan - Martin C. ARONCHICK

Total Value of Work Authorization No. 3 .....\$282,860.00

**WORK AUTHORIZATION NO. 3 SUMMARY**

Initial Work Authorization Amount: ..... \$0.00  
 Modifications to Date: ..... \$283,380.00  
 Value of this Work Authorization Modification: ..... (\$520.00)  
 Present Total Amount of this Work Authorization:..... \$282,860.00

**SUMMARY OF WORK AUTHORIZATIONS ISSUED TO DATE**

Work Authorization No. 1 – IOM Services for Gladstone Line Poles and Foundations Replacement Project	\$ 322,380.00
Work Authorization No. 1, Revision No. 1 – IOM Services for Gladstone Line Poles and Foundations Replacement Project – Close Out	(\$107,695.61)
Work Authorization No. 2 – IOM Services for the BEM Environmental Services for the Superstorm Sandy Program	\$191,487.50
Work Authorization No. 3 – IOM Services for the HNTB Program Management and Project Management Support for the Superstorm Sandy Program	\$283,380.00
Work Authorization No. 3 Revision No. 2 – IOM Services for the HNTB Program Management and Project Management Support for the Superstorm Sandy Program- Task Reallocation	(\$520.00)
<b>Total of All Work Authorizations Issued to Date:</b>	<b>\$689,081.89</b>

**NEW JERSEY TRANSIT  
CHANGE ORDER FORM**

**NEW JERSEY TRANSIT CORPORATION  
HEADQUARTERS**

Work Authorization No: 3 Revision No.: 2 Effective Date: 1/9/2020

Contract No: 14-033D Purchase Order No: B-51391-003

Contractor: Thacher Associates, LLC / K2 Intelligence, LLC  
845 Third Avenue, 15th Floor, New York, NY 10022  
Attention: Mr. Charles Linehan

**NJ TRANSIT CONTRACT NO. 14-033D CONTRACT SUMMARY**

Original Contract Amount:.....\$0.00  
Total of All Work Authorizations Issued to Date: ..... \$689,601.89  
Amount of this Modification: ..... (\$520.00)  
Present Total Contact Amount:.....\$689,081.89

**CONTRACTOR**

**NJ TRANSIT**

Morten Carmichael  
President or Duly Authorized Designee

Jaishida Chapman  
Contracting Officer or Duly Authorized Designee

**NJ TRANSIT Contract No. 14-033D  
Integrity Oversight Monitoring Services  
Work Authorization No. 3  
HNTB Program Management and Project Management Support  
for the Superstorm Sandy Program**

**Attachment A – Scope of Work**

## **PROJECT DESCRIPTION**

HNTB's scope of work under NJ TRANSIT's Task Order Contract (TOC), 13-007B includes providing program management support, project management support and related activities over Superstorm Sandy Recovery and NJ TRANSIT Resiliency Program. This contract has \$36,500,000 in total Board Authorization, out which \$26,850,018 has been federally funded (Grant 2 - \$24,413,418 and Competitive Resilience - \$2,436,762). The scopes for the three (3) Task Order Assignments (TOA) issued under NJ TRANSIT's Task Order Contract No. 13-007B is as follows:

<b>TOA No.</b>	<b>TOA Title</b>	<b>Schedule</b>
1	Program Management and Project Management Support	TOA No. 1 is complete.
2	Tier III Application Support	TOA No. 2 is complete.
4	NEPA Design Support – Raritan River Drawbridge	TOA No. 4 is complete

## **SCOPE OF WORK:**

**Since all contract activities will be complete, it is expected that the selected IOM will emphasize a forensic approach in their Scope of Work.**

**The standard monitoring tasks and services detailed below may have limited applicability given the completed status of the HNTB contract:**

Tasks and services to be performed by the selected IOM firm at minimum include:

Task A – Monitoring Consultant/Vendor Compliance with Applicable Laws and Contract Requirements:

1. Monitoring the Consultant and sub-consultants to ensure its compliance with applicable laws, regulations, codes, programs and contractual requirements.
2. Satisfying applicable FTA Federal Procurement Requirements and FTA Federal Register Notice Requirements for Oversight Monitoring (See Federal Register May 29, 2013 pages 32301- 32302), State of New Jersey Department of Treasury Requirements under N.J.S.A.52:15D-2 and providing necessary investigative services as required by NJT Internal Audit Department.

Task B – Developing and Implementing Integrity Programs

1. Programs and procedures to prevent and deter fraud, corruption, conflicts of interest and illegal activity by entities doing, or seeking to do, business with NJT; procedures shall include methods to remediate or mitigate fraud, waste,

corruption and abuse.

2. Assisting with a program for facilitating the reporting of illegal and improper conduct by employees, Consultants, customers, etc., through measures such as education and awareness, posters, leaflets, hotlines, etc.
3. Training (If Applicable) - the IOM firm shall provide fraud, waste and abuse awareness or other training as may be required by NJT.

#### Task C – Conducting Background Checks, Reviews of Documents and Investigations

1. Background checks of businesses, principals, officials, employees and other individuals by utilizing research of public records, databases, interviews, or other appropriate methods.
2. Review of documents, including disclosure forms, payment requests, Change Orders, invoices, certified payrolls, manifests, etc., submitted by vendors for honesty and accuracy.
3. Investigations and inquiries; including interviews, site visits and surveillances, as well as research into public records and databases, for the prevention and detection of violations, fraudulent and/or illegal acts.

#### Task D – Reporting

1. Report quarterly to the State Treasurer utilizing prescribed forms as to HNTB Program Management and Project Management Support for the Superstorm Sandy Program noted in the Project Description above under a Work Authorization in a timely manner as to activities performed in accordance with N.J.S.A.52:15D-2.
2. Report integrity monitoring activities and results periodically to NJT as required in the Deliverables section below and as may be requested by NJT.
3. Be in compliance with malfeasance and inefficiency reporting protocols developed by the State Treasurer.
4. Immediately upon making a finding of a likely criminal violation or lesser degree of waste, fraud or abuse, report to New Jersey Attorney General and State Comptroller.

#### Task E – Preparing and Maintaining a Fraud Risk Assessment.

Provide a fraud risk assessment of the contract activities for the HNTB Program Management and Project Management Support for the Superstorm Sandy Program noted in the Project Description above including, at a minimum,:

- a) The identification of potential fraud, waste, abuse and/or potential criminal activity risks/ scenarios/schemes including prioritization and probability and potential impact. The IOM firm shall review of all applicable TOC 13-002B contract requirements and processes for susceptibility to fraud, waste, abuse and/or potential criminal activity.
- b) Specific methodology and detailed work programs/audit programs/other procedures that will be employed by the IOM firm to mitigate, minimize and/or identify fraud, waste, abuse and/or potential criminal activity for each risk/scenario/scheme identified for NJ TRANSIT.
- c) A detailed plan for key fraud, waste, abuse and/or potential criminal activity risks. This plan must include but not be limited to:
  - i. Prioritized fraud, waste, abuse and/or potential criminal activity risk/scenario/schemes identified in the fraud risk assessment.
  - ii. Detailed strategy for the life of the project for how each risk will be addressed.
  - iii. Deliverables for each risk.
  - iv. Level of effort (hours) needed for each risk by personnel category.
  - v. Other relevant data.
- d) Specific deliverables for each work program/audit program/other procedures.

#### Task F – Project-wide Activities

Provide any activity that pertains to the overall conduct of IOM project initiative and may include:

1. Provide periodic project status updates to the NJT Internal Audit Department (“IAD”).
2. Attend required safety and other training as needed.
3. Preparing invoices and supporting documentation.
4. Any other project-wide activity that is directed by IAD.

**Additional activities to be conducted by the IOM firm, may include, but not be limited to the following in coordination with NJT Internal Audit Department:**

1. Assessing the scope of work provided under various Task Order Assignments to HNTB with respect to efficiency and effectiveness.

2. Reviewing information and activities in relation to various tasks under the HNTB contract.
3. Attending program area status meetings, risk meetings, and other meetings as needed, in consultation with NJT Internal Audit Department.
4. Auditing to ensure procurement compliance.
5. Taking actions to detect, investigate, prevent and remediate, waste, fraud and abuse.
6. Other activities that may be defined or required by NJT Internal Audit Department.

**DELIVERABLES:**

All deliverables must be in sufficient detail to allow:

1. NJT to verify and evaluate the conclusions, recommendations, plans, documentation, etc. provided.
2. NJT to assess, in its sole judgment, the quality and acceptance of deliverables provided.
3. The IOM firm, NJT or a third party to execute the detailed monitoring work plan.

The IOM firm must ensure compliance with the following:

A. Work Authorization Deliverables

At a minimum, the following deliverables will be provided to the NJT Internal Audit Project Manager based on the approved detailed monitoring work plan. All detailed monitoring work plans **MUST** be in the format provided by NJT. Deliverables to support work will include but not be limited to the following:

1. Fraud Risk Mitigation Strategy and Detailed Monitoring Work Plan
2. Workpapers, reports and other required documentation in the format and content required by NJT to support all work.
3. Presenting reports, findings and other results of audits, reviews, investigations and other assigned tasks, and incorporating comments provided by NJT as appropriate and resubmitting the reports as final.
4. Audits as required under the Work Authorization.
5. Other deliverables that may be defined or required.

## B. Required Reports and Documents

### 1. Findings of potential fraud, malfeasance, or criminal activity

Upon a finding of a likely criminal violation or lesser degree of any malfeasance, inefficiency, waste, fraud, abuse or mismanagement of funds, report findings to the Office of the State Comptroller and the Attorney General/OSC Taskforce with a copy to NJT Auditor General **immediately** consistent with the requirements of N.J.S.A.52:15D-2.

### 2. Weekly Status Updates

A weekly status update will be required each Monday by noon following the prior week's work in the NJT prescribed format (to be provided upon engagement). The weekly status updates will be based on a template provided by NJT Internal Audit which includes the following:

1. Total hours per Detailed Monitoring Work Plan
2. Hours by Risk Category per Detailed Monitoring Work Plan
3. Workpapers Provided to-date by Risk Category, Potential Fraud Risk
4. Items That Require Clarification
5. Weekly Accomplishments/Deliverables Provided
6. Risk Category/Potential Fraud Risk/Monitoring Procedures in-Progress
7. Risk Categories/Potential Fraud Risk/Monitoring Procedures Planned in the Next Two Weeks
8. Document/Information Requests

### 3. Quarterly Report

On the first business day of each calendar quarter, the IOM firm shall provide to the State Treasurer, for distribution to the Legislature and the Governor, a report detailing the IOM firm's provision of services during the three-month period second preceding the due date of the report and any previously unreported provision of services, which shall include, but not be limited to, detailed findings concerning the IOM firm's provision of services and recommendations for corrective or remedial action relative to findings of malfeasance and inefficiency. The report shall not include any information which may compromise a potential criminal investigation or prosecution or any proprietary information. The report shall include a privilege log which shall detail each denial of sensitive information that the IOM firm exercises in preparing the report for transmission to the Legislature and the Governor.

4. FTA Quarterly Report

Two weeks after the quarter ends, the IOM firm is required to provide all information as identified by NJT Internal Audit Department to meet the FTA quarterly reporting requirements.

5. Time Logs

Copies (and upon request, originals) of time logs shall be maintained by the IOM and shall include information on the allocation of hours worked by the IOM and staff to the respective federally-funded programs and all other data required in order to ensure compliance with all federal requirements.

6. Requests for Information/Documents

Submit all document and information requests to the NJT Internal Audit Project Manager via email. The email should contain in the subject line "Document/Information Request – Project Name".

**SCHEDULE**

The services to be provided by the IOM under this Work Authorization are scheduled to be completed by July 30, 2019. The term of this Work Authorization may be amended at the discretion of NJT.

**BACKGROUND CHECKS**

IOM firm personnel assigned to this Work Authorization must provide documented evidence that they have had appropriate background checks or agree to obtain a background check prior to commencing the Work Authorization.

**CONFLICT OF INTEREST**

Integrity Oversight Monitors shall not be a firm or an affiliate thereof involved in Superstorm Sandy Program Management or in the design, preparation or delivery of Superstorm Sandy Recovery and Resiliency contracts, task orders, projects, services and programs or have any other potential or actual conflict as determined by NJT.

The Consultant and subconsultants for the contract which the Work Authorization applies are as follows:

<b>Prime Consultant: HNTB</b>
<b>Sub-consultants:</b>
American Electrical Testing Co, Inc.
ASHOKA Consulting, LLC
ATA Consulting LLC
BET
CH2M Hill, Inc.
Fitzgerald & Halliday, Inc. (formerly Howard/Stein Hudson-HSH)
Integrated Strategic Resources
JCMS, Inc.
LTK Engineering Services
NewGen Strategies and Solutions, LLC
PACO Group
SWM Consulting

Throughout the term of the Work Authorization, should the IOM, or its affiliates, or subsidiaries, or sub-consultants respond to a procurement or enter into a joint venture, partnership or subcontract relationship of any tier to provide any services, such as construction management, architectural and engineering, design, project management, or other related services, the IOM must notify NJ TRANSIT immediately. The IOM also is required to consult with NJ TRANSIT where there is concern on the part of the IOM or its sub-consultant that a conflict may exist.

NJ TRANSIT will determine whether the IOM or its sub-consultant has a conflict on a case by case basis. NJ TRANSIT has the sole discretion to determine whether a conflict or potential conflict is found to have arisen by such action on the part of the IOM or its affiliates, subsidiaries, or sub-consultants. NJ TRANSIT's determination regarding any question(s) of conflict of interest shall be final. Additionally, NJ TRANSIT may take all appropriate action as it deems necessary in accordance with the terms and conditions of the Contract.

The IOM and sub-consultant personnel who are assigned to this Work Authorization will be required to maintain in confidence all information disclosed and made available by NJ TRANSIT in association with the Work Authorization. IOM Firms will be required to execute a "Confidentiality and No Conflict of Interest Certification" prior to commencing the Work Authorization.

**CONFLICT OF INTEREST WITH FUTURE CONTRACTORS & SUB-CONTRACTORS**

Vendors/contractors to which the Work Authorization applies, may not be known at the time a Work Authorization is issued to the IOM. Once the vendor/contractor(s) has been identified, the IOM shall provide NJ TRANSIT with

any anticipated or potential or suspected or actual conflicts that the IOM or its sub-consultant may incur during the projected course of a Work Authorization. Please refer to the chart above for the list of known and unknown vendors.

Existence of conflicts will be determined on a case-by-case basis by NJ TRANSIT. At the time that the vendor/contractor has been identified by NJ TRANSIT, and an apparent conflict of interest exists, NJ TRANSIT will discuss the matter and take any appropriate action, which may include reassignment of the Work Authorization.

**NJ TRANSIT Contract No. 14-033D  
Integrity Oversight Monitoring Services  
Work Authorization No. 3  
HNTB Program Management and Project Management Support  
for the Superstorm Sandy Program**

**Attachment B – Cost Proposal**

NJ TRANSIT Contract No. 14-033

Integrity Oversight Monitoring Services - HNTB

Attachment 5 - Cost Proposal - Revised After Fraud Risk Assessment

Firm Name: Thacher Associates LLC

	Staffing Category	Partner/Principal/ Director	Program Manager/Project Manager	Program Manager/Project Manager (Subconsultant)	Supervisor/ Senior Consultant	Consultant Associate/ Staff	Administrative Support	Totals
<b>Risk Category</b>	<b>Hourly Billing Rate</b>	\$ 300.00	\$ 250.00	\$ 175.00	\$ 160.00	\$ 137.50	\$ 50.00	
<b>Fraud Risk Assessment</b>	<b>Hours</b>	-	19.50	-	122.00	29.00	-	<b>170.50</b>
	<b>Amount</b>	\$ -	\$ 4,875.00	\$ -	\$ 19,520.00	\$ 3,987.50	\$ -	<b>\$ 28,382.50</b>
<b>Grant Management</b>	<b>Hours</b>	-	6.00	-	10.00	25.00	-	<b>41.00</b>
	<b>Amount</b>	\$ -	\$ 1,500.00	\$ -	\$ 1,600.00	\$ 3,437.50	\$ -	<b>\$ 6,537.50</b>
<b>Disbursement/ Invoicing</b>	<b>Hours</b>	-	34.00	62.50	110.00	310.00	-	<b>516.50</b>
	<b>Amount</b>	\$ -	\$ 8,500.00	\$ 10,937.50	\$ 17,600.00	\$ 42,625.00	\$ -	<b>\$ 79,662.50</b>
<b>Procurement</b>	<b>Hours</b>	-	30.00	-	60.00	250.00	-	<b>340.00</b>
	<b>Amount</b>	\$ -	\$ 7,500.00	\$ -	\$ 9,600.00	\$ 34,375.00	\$ -	<b>\$ 51,475.00</b>
<b>Task Order Contractors (Where applicable)</b>	<b>Hours</b>	-	6.00	-	10.00	25.00	-	<b>41.00</b>
	<b>Amount</b>	\$ -	\$ 1,500.00	\$ -	\$ 1,600.00	\$ 3,437.50	\$ -	<b>\$ 6,537.50</b>
<b>Disadvantaged Business Enterprises (Fraud)</b>	<b>Hours</b>	-	10.00	100.00	26.00	-	-	<b>136.00</b>
	<b>Amount</b>	\$ -	\$ 2,500.00	\$ 17,500.00	\$ 4,160.00	\$ -	\$ -	<b>\$ 24,160.00</b>
<b>Change Orders</b>	<b>Hours</b>	-	20.00	-	80.00	130.00	-	<b>230.00</b>
	<b>Amount</b>	\$ -	\$ 5,000.00	\$ -	\$ 12,800.00	\$ 17,875.00	\$ -	<b>\$ 35,675.00</b>
<b>Project-wide Activities</b>	<b>Hours</b>	-	75.75	-	128.00	51.00	80.00	<b>334.75</b>
	<b>Amount</b>	\$ -	\$ 18,937.50	\$ -	\$ 20,480.00	\$ 7,012.50	\$ 4,000.00	<b>\$ 50,430.00</b>
	<b>Total Hours</b>	-	201.25	162.50	546.00	820.00	80.00	<b>1,809.75</b>
<b>Total \$ Amount</b>		\$ -	\$ 50,312.50	\$ 28,437.50	\$ 87,360.00	\$ 112,750.00	\$ 4,000.00	<b>\$ 282,860.00</b>

<b>Total Direct Cost</b>	<b>\$ 282,860.00</b>
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<b>Total Travel Cost</b>	<b>\$ -</b>
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<b>GRAND TOTAL</b>	<b>\$ 282,860.00</b>
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**NJ TRANSIT Contract No. 14-033D  
Integrity Oversight Monitoring Services  
Work Authorization No. 3  
HNTB Program Management and Project Management Support  
for the Superstorm Sandy Program**

**Attachment C – DBE Forms**

First Tier DBE UTILIZATION - FORM A

Project Name: Integrity Oversight Monitoring Services for HNTB Services for the Superstorm Sandy Program

NJT Contract No: 14-033

Assigned DBE Goal %: 10 NJT Procurement Specialist: Taishida Chapman

Contract Value (\$): \$ 283,380

First Tier DBE must perform at least 51% of its subcontract value if subcontracting to a Second -Tier DBE or Non-DBE. Do not count Non-DBE portion toward the goal.

Name, Address and Telephone # of DBE Subcontractor/Subconsultant	Provide <u>Detailed</u> Scope of Work to be Performed (Identify all suppliers)	Dollar Value of Subcontract/Sub-consultant Work (\$) Awarded	Percentage of Subcontract Work (%)
Crescent Consulting Associates, Inc Tel: # (914) 788-9244 2 Stowe Road, Suite 3A Peekskill, NY 10566	Perform site visits and office visits to interview DBE employees and management, and to review documents, to ensure that DBE subcontractors are legitimate DBEs and that they are performing a commercially useful function (CUF).	\$ 28,325	10.00 %
			%
			%
			%
			%
For DBE suppliers, show original subcontract value multiplied by 60% (\$2,000*60%=\$1200). For DBE portion of work, subtract Non-DBE portion of work from original subcontract value.	<b>TOTALS</b>	\$ 28,325	10.00 %

The undersigned will enter into a formal agreement with the DBE(s) listed in this schedule conditioned upon execution of a contract with NJ TRANSIT for the above referenced project. The undersigned understands that removal/replacement of the DBE(s) listed is **NOT PERMISSIBLE** for any reason (pre or post-award), without submitting a written request to the Office of Business Development and receiving **WRITTEN APPROVAL** from the Office of Business Development. Failure to obtain written approval shall result in the breach of contract and subject to corrective action to be determined by NJ TRANSIT.

Company Name: Thacher Associates LLC

Authorized Signature: 

Company Address: 845 Third Avenue, 13th Floor  
New York, NY 10022

Print Name: Charles Linehan  
Title: Managing Director, Head of Construction and Real Estate Services

Federal Tax ID #: [REDACTED]

Prime Contractor's DBE Liaison Officer: Erin Longbothum

Company Tel #: (212) 845-7500

Date Signed: 07/05/2018

**BIDDER SOLICITATION & CONTRACTOR INFORMATION - FORM A1**

Integrity Oversight Monitoring Services for HNTB Program Management and


Project Title: Project Management Support for the Superstorm Sandy Program

Date: 07/05/2018

Prime Contractor/Consultant: Thacher Associates LLC NJT Contract #: 14-033D

Telephone #: (212) 845-7500

*Complete the information below for Bidder/Proposer/Prime(s) working on this project. Use Page 2 for all subcontractors/subconsultants*

	Bidder/Proposer/Prime	Bidder/Proposer/Prime	Bidder/Proposer/Prime
Company's Full Name	Thacher Associates LLC		
Address	845 Third Avenue		
City and State	New York, NY		
Zip	10022		
County	New York		
Phone	(212) 845-7500		
Fax	(212) 845-7549		
E-mail	<a href="mailto:elongbothum@k2intelligence.com">elongbothum@k2intelligence.com</a>		
Owner	K2 Intelligence, Inc.		
Date Established	11/16/1996		
Date Certified	N/A		
Ethnicity	Multiple		
Gender	Multiple		
Certification Status: <b>DBE or Non-DBE</b>	Non-DBE		
Federal Tax ID # / SSN #			
Annual Gross Receipts: A - Less than \$500K B - \$500K to \$1M C - \$1M to \$2M D - \$2M to \$5M E - \$5M and over <b>indicate the letter that applies</b>	E		
Primary NAICS Code:	541611		

**BIDDER SOLICITATION & CONTRACTOR INFORMATION - FORM A1**

Integrity Oversight Monitoring Services for HNTB Program Management and


Project Title: Project Management Support for the Superstorm Sandy Program

Date: 07/02/2018

Prime Contractor/Consultant: Thacher Associates LLC NJT Contract #: 14-033D

Telephone #: (212) 845-7500

Complete the information below for Bidder/Proposer/Prime(s) working on this project. Use Page 2 for all subcontractors/subconsultants

	Bidder/Proposer/Prime	Bidder/Proposer/Prime	Bidder/Proposer/Prime
Company's Full Name	Crescent Consulting Associates, Inc.		
Address	2 Stowe Road, Suite 3A		
City and State	Peekskill, NY		
Zip	10566		
County	Westchester		
Phone	(914) 788-9244		
Fax	(914) 788-9214		
E-mail	<a href="mailto:rdefresitas@crescentconsult.com">rdefresitas@crescentconsult.com</a>		
Owner	Rohan DeFreitas / Luis Segarra		
Date Established	2001		
Date Certified	DBE Certified 2005		
Ethnicity	African American / Hispanic		
Gender	Male / Male		
Certification Status: <b>DBE or Non-DBE</b>	DBE		
Federal Tax ID # / SSN #			
Annual Gross Receipts: A – Less than \$500K B - \$500K to \$1M C - \$1M to \$2M D - \$2M to \$5M E - \$5M and over <b>indicate the letter that applies</b>	D		
Primary NAICS Code:	8742		

NON-DBE SUBCONTRACTOR UTILIZATION - FORM A2

**Directions: To be completed by any Bidder/Proposer/Prime for "all" subs including suppliers participating on this contract.**

NJ Transit Contract No: 14-033 D

Date: July 2, 2018 Prime Contract Value: \$283,380

Bidder/Proposer Prime Name: Thacher Associates LLC

Integrity Oversight Monitoring Services for HNTB Services for the  
Project Title: Superstorm Sandy Program

Name, Address and Telephone # of all Subcontractor/Subconsultants	FEIN #	Provide <u>Detailed</u> Scope of Work to be Performed	Dollar Amount of Subcontractor/Sub-consultant Work (\$) Awarded	Percentage of Subcontract or Work (%)
NONE			\$ 0	0 %
			\$	%
			\$	%
			\$	%
			\$	%
Must provide a detailed scope of work; one-word descriptions are not acceptable.	<b>TOTALS</b>	\$ 0	0 %	

New Jersey Unified Certification Program  
**NJUCP**



**THE PORT AUTHORITY OF NY & NJ**

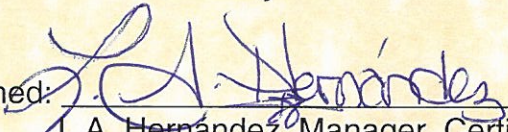
**CERTIFIED**  
**DISADVANTAGED BUSINESS ENTERPRISE**  
**CRESCENT CONSULTING ASSOCIATES, INC.**

This certificate acknowledges that the above named firm is certified as a Disadvantaged Business Enterprise as defined in Title 49, Part 26 of the US Code of Federal Regulations. This certificate will remain in effect for three years from the certification date and must be updated annually. **NJ TRANSIT** must be notified within 30 days of any changes in the business that may affect ownership and control.

Your firm will be listed in the NJ UCP directory under the following NAICS Code(s).

<b>NAICS CODE</b>	<b>541611</b> Administrative Management and General Management Consulting Services
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**NJ TRANSIT** certified your firm as a DBE on behalf of all NJ UCP partners.

Signed:   
L.A. Hernandez, Manager, Certification & Outreach  
Office of Civil Rights

Signed: \_\_\_\_\_  
Lauren Williams, S.B.D.S.  
Office of Civil Rights

**ISSUE DATE: April 24, 2014**

**ANNIVERSARY DATE: October 10th**

INTENT TO PERFORM AS A 1<sup>ST</sup> TIER DBE - FORM B

The Bidder/Proposer/Prime is prohibited from completing any portion of this form and directing the DBE to sign a blank form.

DIRECTIONS: DBE(s) listed on the Form A must complete all information on this form.

Thacher Associates, LLC
Name of Bidder/Proposer/Prime:

Crescent Consulting Associates, Inc
Name of DBE Firm:

Project/Contract Name: Integrity Oversight Monitoring Services for HNTB Services for the Superstorm Sandy Program

IFB/RFP Contract Number: 14-033D

Does the undersigned DBE (Answer Accordingly):

Intend to perform subcontract work in connection with the above-mentioned project as a Joint Venture? Circle one. (Yes or No) [No]

Intend to subcontract any portion of its scope of work to a DBE(s)? Circle one. (Yes or [No]) At what percent? %

Intend to subcontract any portion of its scope of work to a Non-DBE(s)? Circle one. (Yes or [No]) At what percent? %

The undersigned will perform the following described work on the above-referenced project: (Provide a detailed description of the type of work you will perform on your subcontract. Attach a copy of quote approved and signed by Bidder (optional)).

Perform DBE office investigation services, which includes, but is not limited to, interviewing DBE management and staff to confirm the legitimacy of DBE firms and ensure that the Commercially Useful Function "CUF" requirements are being adhered to and that the DBEs are performing their contracted scope of work on the project.

Dollar Value of DBE Subcontract: \$ 28,325

Total Quantity/Units (if applicable): Per Unit Cost (if applicable): \$

The undersigned based the above scope of work and subcontract value on detailed project specs received from the Bidder contractor named above. Circle one. [Yes] or No

The Prime Contractor projected the following commencement and completion date for such work as follows:

DBE Contract Start Date: 7/15/18 DBE Contract Completion Date 12/31/18

The undersigned DBE will enter into a formal agreement for the above work with the Prime Contractor conditioned upon execution of a contract with NJ TRANSIT. As a DBE subcontractor, I will cooperate with the certification, compliance and monitoring process set forth by NJ TRANSIT. I attest that I will perform at least 51% of my subcontract with my own workforce for the referenced project.

Signature of 1st Tier DBE [Signature] Date 7/9/18 Title Principal/CEO

Print Name Rohan DeFreitas Telephone #: (914) 788-9244

Failure to adhere to these instructions or the falsification of any information on this form shall result in breach of contract and subject to the appropriate penalties to be determined by NJ TRANSIT.

**NEW JERSEY TRANSIT  
CHANGE ORDER FORM**

**NEW JERSEY TRANSIT CORPORATION  
HEADQUARTERS**

Work Authorization No.: 3 Revision No.: 1 Effective Date: \_\_\_\_\_

Contract No.: 14-033D Purchase Order No.: B-51391-003

Contractor: Thacher Associates, LLC  
845 Third Avenue, 13th Floor, New York, NY 10022  
Attention: Mr. Paul Ryan

**NJ TRANSIT hereby incorporates Work Authorization No. 3 entitled “Integrity Oversight Monitoring Services for the HNTB Program Management and Project Management Support for the Superstorm Sandy Program” into NJ TRANSIT’s Contract No. 14-033D as follows:**

Work Authorization No. 3, Revision No. 1 is being issued to extend the period of performance for the Integrity Oversight Monitoring Services for the HNTB Program Management and Project Management Support for the Superstorm Sandy Program by three hundred and thirty-seven (337) calendar days. The scheduled Time of Completion is extended from July 30, 2019 to July 1, 2020.

All other terms and conditions of NJ TRANSIT Contract No. 14-033D and Work Authorization No. 3 shall remain in full force and effect.

**Total Value of Work Authorization No. 3, Revisions No. 1 .....\$0.00**

**WORK AUTHORIZATION NO. 3 SUMMARY**

Initial Work Authorization Amount:..... \$0.00  
 Modifications to Date: ..... \$283,380.00  
 Value of this Work Authorization Modification: ..... \$0.00  
 Present Total Amount of this Work Authorization:..... \$283,380.00

**SUMMARY OF WORK AUTHORIZATIONS ISSUED TO DATE**

Work Authorization No. 1 – IOM Services for Gladstone Line Poles and Foundations Replacement Project	\$ 322,380.00
Work Authorization No. 1, Revision No. 1 – IOM Services for Gladstone Line Poles and Foundations Replacement Project – Close Out	(\$107,695.61)
Work Authorization No. 3 – IOM Services for the HNTB Program Management and Project Management Support for the Superstorm Sandy Program	\$283,380.00
<b>Total of All Work Authorizations Issued to Date:</b>	<b>\$498,064.39</b>

**NEW JERSEY TRANSIT  
CHANGE ORDER FORM**

**NEW JERSEY TRANSIT CORPORATION  
HEADQUARTERS**

Work Authorization No.: 3 Revision No.: 1 Effective Date: \_\_\_\_\_

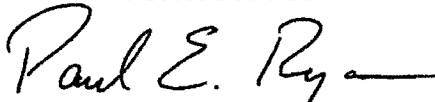
Contract No.: 14-033D Purchase Order No.: B-51391-003

Contractor: Thacher Associates, LLC  
845 Third Avenue, 13th Floor, New York, NY 10022  
Attention: Mr. Paul Ryan

**NJ TRANSIT CONTRACT NO. 14-033D CONTRACT SUMMARY**

Original Contract Amount:.....\$0.00  
Total of All Work Authorizations Issued to Date: ..... \$498,064.39  
Amount of this Modification: .....\$0.00  
Present Total Contact Amount: .....\$498,064.39

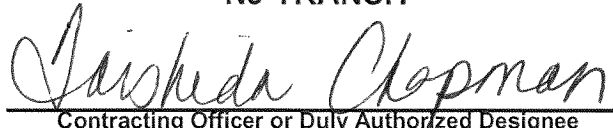
**CONTRACTOR**



\_\_\_\_\_  
President or Duly Authorized Designee

Paul E. Ryan, Senior Managing Director

**NJ TRANSIT**



\_\_\_\_\_  
Contracting Officer or Duly Authorized Designee

**NEW JERSEY TRANSIT  
CHANGE ORDER FORM**

**NEW JERSEY TRANSIT CORPORATION  
HEADQUARTERS**

Work Authorization No: 3 Revision No.: 0 Effective Date: 9/7/18

Contract No: 14-033D Purchase Order No: B-5139-001

Contractor: **Thacher Associates, LLC**  
**845 Third Avenue, 13th Floor, New York, NY 10022**  
**Attention: Mr. Charles Linehan**

NJ TRANSIT hereby incorporates Work Authorization No. 3 entitled "Integrity Oversight Monitoring Services for the HNTB Program Management and Project Management Support for the Superstorm Sandy Program" into NJ TRANSIT's Contract No. 14-033D as follows:

**Section 1: Scope of Work**

Work Authorization No. 3 is issued to Thacher Associates, LLC to provide Integrity Oversight Monitoring Services for the HNTB Program Management and Project Management Support for the Superstorm Sandy Program in accordance with NJ TRANSIT Contract No. 14-033D Exhibit A, Project Services, and the attached Scope of Work, Attachment A to this Work Authorization.

**Section 2: Cost Information**

Thacher Associates, LLC total costs and fees for Work Authorization No. 3 shall be in accordance with the schedule of rates set forth in NJ TRANSIT Contract No. 14-033D Exhibit B, Cost Information, and the Attachment B, Cost Proposal dated July 5, 2018 to this Work Authorization No. 3. The total cost for Work Authorization No. 3 is an amount not to exceed \$283,380.00.

All invoices billed shall include actual hours and contract rates for personnel working under this Work Authorization.

**Section 3: Schedule**

The Scope of Work to be performed under Work Authorization No. 3 shall be completed by July 30, 2019.

**Section 4: Disadvantaged Business Enterprise Requirements**

Thacher Associates, LLC Disadvantaged Business Enterprise Utilization Plan for Work Authorization No. 3 shall be in accordance with the Disadvantaged Business Enterprise Requirements for Race-Conscious Federal Procurement Activities of Contract No. 14-033D. Thacher Associates, LLC has identified a 10% DBE participation for this Work Authorization No. 3 as detailed in Exhibit C attached hereto.

**Total Value of Work Authorization No. 3 .....\$283,380.00**

**NEW JERSEY TRANSIT  
CHANGE ORDER FORM**

**NEW JERSEY TRANSIT CORPORATION  
HEADQUARTERS**

Work Authorization No: 3 Revision No.: 0 Effective Date: 9/7/18

Contract No: 14-033D Purchase Order No: B51391-001

Contractor: **Thacher Associates, LLC**  
845 Third Avenue, 13th Floor, New York, NY 10022  
Attention: Mr. Charles Linehan

**WORK AUTHORIZATION NO. 3 SUMMARY**

Initial Work Authorization Amount:.....\$0.00  
 Modifications to Date: .....\$0.00  
 Value of this Work Authorization Modification: .....\$283,380.00  
 Present Total Amount of this Work Authorization:.....\$283,380.00

**SUMMARY OF WORK AUTHORIZATIONS ISSUED TO DATE**

Work Authorization No. 1 – IOM Services for Gladstone Line Poles and Foundations Replacement Project	\$ 322,380.00
Work Authorization No. 1, Revision No. 1 – IOM Services for Gladstone Line Poles and Foundations Replacement Project – Close Out	(\$107,695.61)
Work Authorization No. 3 – IOM Services for the HNTB Program Management and Project Management Support for the Superstorm Sandy Program	\$283,380.00
<b>Total of All Work Authorizations Issued to Date:</b>	<b>\$498,064.39</b>

**NJ TRANSIT CONTRACT NO. 14-033D CONTRACT SUMMARY**

Original Contract Amount:.....\$0.00  
 Total of All Work Authorizations Issued to Date: .....\$214,684.39  
 Amount of this Modification: .....\$283,380.00  
 Present Total Contract Amount: .....\$498,064.39

**CONTRACTOR**

  
 \_\_\_\_\_  
 President or Duly Authorized Designee

**NJ TRANSIT**

  
 \_\_\_\_\_  
 Contracting Officer or Duly Authorized Designee

**NJ TRANSIT Contract No. 14-033D  
Integrity Oversight Monitoring Services  
Work Authorization No. 3  
HNTB Program Management and Project Management Support  
for the Superstorm Sandy Program**

**Attachment A – Scope of Work**

## **PROJECT DESCRIPTION**

HNTB's scope of work under NJ TRANSIT's Task Order Contract (TOC), 13-007B includes providing program management support, project management support and related activities over Superstorm Sandy Recovery and NJ TRANSIT Resiliency Program. This contract has \$36,500,000 in total Board Authorization, out which \$26,850,018 has been federally funded (Grant 2 - \$24,413,418 and Competitive Resilience - \$2,436,762). The scopes for the three (3) Task Order Assignments (TOA) issued under NJ TRANSIT's Task Order Contract No. 13-007B is as follows:

<b>TOA No.</b>	<b>TOA Title</b>	<b>Schedule</b>
1	Program Management and Project Management Support	TOA No. 1 is complete.
2	Tier III Application Support	TOA No. 2 is complete.
4	NEPA Design Support – Raritan River Drawbridge	TOA No. 4 is complete

## **SCOPE OF WORK:**

**Since all contract activities will be complete, it is expected that the selected IOM will emphasize a forensic approach in their Scope of Work.**

**The standard monitoring tasks and services detailed below may have limited applicability given the completed status of the HNTB contract:**

Tasks and services to be performed by the selected IOM firm at minimum include:

**Task A – Monitoring Consultant/Vendor Compliance with Applicable Laws and Contract Requirements:**

1. Monitoring the Consultant and sub-consultants to ensure its compliance with applicable laws, regulations, codes, programs and contractual requirements.
2. Satisfying applicable FTA Federal Procurement Requirements and FTA Federal Register Notice Requirements for Oversight Monitoring (See Federal Register May 29, 2013 pages 32301- 32302), State of New Jersey Department of Treasury Requirements under N.J.S.A.52:15D-2 and providing necessary investigative services as required by NJT Internal Audit Department.

**Task B – Developing and Implementing Integrity Programs**

1. Programs and procedures to prevent and deter fraud, corruption, conflicts of interest and illegal activity by entities doing, or seeking to do, business with NJT; procedures shall include methods to remediate or mitigate fraud, waste,

corruption and abuse.

2. Assisting with a program for facilitating the reporting of illegal and improper conduct by employees, Consultants, customers, etc., through measures such as education and awareness, posters, leaflets, hotlines, etc.
3. Training (If Applicable) - the IOM firm shall provide fraud, waste and abuse awareness or other training as may be required by NJT.

#### Task C – Conducting Background Checks, Reviews of Documents and Investigations

1. Background checks of businesses, principals, officials, employees and other individuals by utilizing research of public records, databases, interviews, or other appropriate methods.
2. Review of documents, including disclosure forms, payment requests, Change Orders, invoices, certified payrolls, manifests, etc., submitted by vendors for honesty and accuracy.
3. Investigations and inquiries; including interviews, site visits and surveillances, as well as research into public records and databases, for the prevention and detection of violations, fraudulent and/or illegal acts.

#### Task D – Reporting

1. Report quarterly to the State Treasurer utilizing prescribed forms as to HNTB Program Management and Project Management Support for the Superstorm Sandy Program noted in the Project Description above under a Work Authorization in a timely manner as to activities performed in accordance with N.J.S.A.52:15D-2.
2. Report integrity monitoring activities and results periodically to NJT as required in the Deliverables section below and as may be requested by NJT.
3. Be in compliance with malfeasance and inefficiency reporting protocols developed by the State Treasurer.
4. Immediately upon making a finding of a likely criminal violation or lesser degree of waste, fraud or abuse, report to New Jersey Attorney General and State Comptroller.

### **Task E – Preparing and Maintaining a Fraud Risk Assessment.**

Provide a fraud risk assessment of the contract activities for the HNTB Program Management and Project Management Support for the Superstorm Sandy Program noted in the Project Description above including, at a minimum,:

- a) The identification of potential fraud, waste, abuse and/or potential criminal activity risks/ scenarios/schemes including prioritization and probability and potential impact. The IOM firm shall review of all applicable TOC 13-002B contract requirements and processes for susceptibility to fraud, waste, abuse and/or potential criminal activity.
- b) Specific methodology and detailed work programs/audit programs/other procedures that will be employed by the IOM firm to mitigate, minimize and/or identify fraud, waste, abuse and/or potential criminal activity for each risk/scenario/scheme identified for NJ TRANSIT.
- c) A detailed plan for key fraud, waste, abuse and/or potential criminal activity risks. This plan must include but not be limited to:
  - i. Prioritized fraud, waste, abuse and/or potential criminal activity risk/scenario/schemes identified in the fraud risk assessment.
  - ii. Detailed strategy for the life of the project for how each risk will be addressed.
  - iii. Deliverables for each risk.
  - iv. Level of effort (hours) needed for each risk by personnel category.
  - v. Other relevant data.
- d) Specific deliverables for each work program/audit program/other procedures.

### **Task F – Project-wide Activities**

Provide any activity that pertains to the overall conduct of IOM project initiative and may include:

1. Provide periodic project status updates to the NJT Internal Audit Department (“IAD”).
2. Attend required safety and other training as needed.
3. Preparing invoices and supporting documentation.
4. Any other project-wide activity that is directed by IAD.

**Additional activities to be conducted by the IOM firm, may include, but not be limited to the following in coordination with NJT Internal Audit Department:**

1. Assessing the scope of work provided under various Task Order Assignments to HNTB with respect to efficiency and effectiveness.

2. Reviewing information and activities in relation to various tasks under the HNTB contract.
3. Attending program area status meetings, risk meetings, and other meetings as needed, in consultation with NJT Internal Audit Department.
4. Auditing to ensure procurement compliance.
5. Taking actions to detect, investigate, prevent and remediate, waste, fraud and abuse.
6. Other activities that may be defined or required by NJT Internal Audit Department.

**DELIVERABLES:**

All deliverables must be in sufficient detail to allow:

1. NJT to verify and evaluate the conclusions, recommendations, plans, documentation, etc. provided.
2. NJT to assess, in its sole judgment, the quality and acceptance of deliverables provided.
3. The IOM firm, NJT or a third party to execute the detailed monitoring work plan.

The IOM firm must ensure compliance with the following:

A. Work Authorization Deliverables

At a minimum, the following deliverables will be provided to the NJT Internal Audit Project Manager based on the approved detailed monitoring work plan. All detailed monitoring work plans **MUST** be in the format provided by NJT. Deliverables to support work will include but not be limited to the following:

1. Fraud Risk Mitigation Strategy and Detailed Monitoring Work Plan
2. Workpapers, reports and other required documentation in the format and content required by NJT to support all work.
3. Presenting reports, findings and other results of audits, reviews, investigations and other assigned tasks, and incorporating comments provided by NJT as appropriate and resubmitting the reports as final.
4. Audits as required under the Work Authorization.
5. Other deliverables that may be defined or required.

## B. Required Reports and Documents

### 1. Findings of potential fraud, malfeasance, or criminal activity

Upon a finding of a likely criminal violation or lesser degree of any malfeasance, inefficiency, waste, fraud, abuse or mismanagement of funds, report findings to the Office of the State Comptroller and the Attorney General/OSC Taskforce with a copy to NJT Auditor General immediately consistent with the requirements of N.J.S.A.52:15D-2.

### 2. Weekly Status Updates

A weekly status update will be required each Monday by noon following the prior week's work in the NJT prescribed format (to be provided upon engagement). The weekly status updates will be based on a template provided by NJT Internal Audit which includes the following:

1. Total hours per Detailed Monitoring Work Plan
2. Hours by Risk Category per Detailed Monitoring Work Plan
3. Workpapers Provided to-date by Risk Category, Potential Fraud Risk
4. Items That Require Clarification
5. Weekly Accomplishments/Deliverables Provided
6. Risk Category/Potential Fraud Risk/Monitoring Procedures in-Progress
7. Risk Categories/Potential Fraud Risk/Monitoring Procedures Planned in the Next Two Weeks
8. Document/Information Requests

### 3. Quarterly Report

On the first business day of each calendar quarter, the IOM firm shall provide to the State Treasurer, for distribution to the Legislature and the Governor, a report detailing the IOM firm's provision of services during the three-month period second preceding the due date of the report and any previously unreported provision of services, which shall include, but not be limited to, detailed findings concerning the IOM firm's provision of services and recommendations for corrective or remedial action relative to findings of malfeasance and inefficiency. The report shall not include any information which may compromise a potential criminal investigation or prosecution or any proprietary information. The report shall include a privilege log which shall detail each denial of sensitive information that the IOM firm exercises in preparing the report for transmission to the Legislature and the Governor.

#### 4. FTA Quarterly Report

Two weeks after the quarter ends, the IOM firm is required to provide all information as identified by NJT Internal Audit Department to meet the FTA quarterly reporting requirements.

#### 5. Time Logs

Copies (and upon request, originals) of time logs shall be maintained by the IOM and shall include information on the allocation of hours worked by the IOM and staff to the respective federally-funded programs and all other data required in order to ensure compliance with all federal requirements.

#### 6. Requests for Information/Documents

Submit all document and information requests to the NJT Internal Audit Project Manager via email. The email should contain in the subject line "Document/Information Request – Project Name".

### **SCHEDULE**

The services to be provided by the IOM under this Work Authorization are scheduled to be completed by July 30, 2019. The term of this Work Authorization may be amended at the discretion of NJT.

### **BACKGROUND CHECKS**

IOM firm personnel assigned to this Work Authorization must provide documented evidence that they have had appropriate background checks or agree to obtain a background check prior to commencing the Work Authorization.

### **CONFLICT OF INTEREST**

Integrity Oversight Monitors shall not be a firm or an affiliate thereof involved in Superstorm Sandy Program Management or in the design, preparation or delivery of Superstorm Sandy Recovery and Resiliency contracts, task orders, projects, services and programs or have any other potential or actual conflict as determined by NJT.

The Consultant and subconsultants for the contract which the Work Authorization applies are as follows:

<b>Prime Consultant: HNTB</b>
<b>Sub-consultants:</b>
American Electrical Testing Co, Inc.
ASHOKA Consulting, LLC
ATA Consulting LLC
BET
CH2M Hill, Inc.
Fitzgerald & Halliday, Inc. (formerly Howard/Stein Hudson-HSH)
Integrated Strategic Resources
JCMS, Inc.
LTK Engineering Services
NewGen Strategies and Solutions, LLC
PACO Group
SWM Consulting

Throughout the term of the Work Authorization, should the IOM, or its affiliates, or subsidiaries, or sub-consultants respond to a procurement or enter into a joint venture, partnership or subcontract relationship of any tier to provide any services, such as construction management, architectural and engineering, design, project management, or other related services, the IOM must notify NJ TRANSIT immediately. The IOM also is required to consult with NJ TRANSIT where there is concern on the part of the IOM or its sub-consultant that a conflict may exist.

NJ TRANSIT will determine whether the IOM or its sub-consultant has a conflict on a case by case basis. NJ TRANSIT has the sole discretion to determine whether a conflict or potential conflict is found to have arisen by such action on the part of the IOM or its affiliates, subsidiaries, or sub-consultants. NJ TRANSIT's determination regarding any question(s) of conflict of interest shall be final. Additionally, NJ TRANSIT may take all appropriate action as it deems necessary in accordance with the terms and conditions of the Contract.

The IOM and sub-consultant personnel who are assigned to this Work Authorization will be required to maintain in confidence all information disclosed and made available by NJ TRANSIT in association with the Work Authorization. IOM Firms will be required to execute a "Confidentiality and No Conflict of Interest Certification" prior to commencing the Work Authorization.

**CONFLICT OF INTEREST WITH FUTURE CONTRACTORS & SUB-CONTRACTORS**

Vendors/contractors to which the Work Authorization applies, may not be known at the time a Work Authorization is issued to the IOM. Once the vendor/contractor(s) has been identified, the IOM shall provide NJ TRANSIT with

any anticipated or potential or suspected or actual conflicts that the IOM or its sub-consultant may incur during the projected course of a Work Authorization. Please refer to the chart above for the list of known and unknown vendors.

Existence of conflicts will be determined on a case-by-case basis by NJ TRANSIT. At the time that the vendor/contractor has been identified by NJ TRANSIT, and an apparent conflict of interest exists, NJ TRANSIT will discuss the matter and take any appropriate action, which may include reassignment of the Work Authorization.

**NJ TRANSIT Contract No. 14-033D  
Integrity Oversight Monitoring Services  
Work Authorization No. 3  
HNTB Program Management and Project Management Support  
for the Superstorm Sandy Program**

**Attachment B – Cost Proposal**

Firm Name: Thatcher Associates LLC

Employee	Staffing Category	Risk Category	Disbursements		Procurement		Task Order Contractors (TOCs)		Outsourced Programs		Change Orders		Claims Management		Deliverables / Reporting		Total Hours Per Staff Category	Total \$ Per Staff Category	
		Hourly Billing Rate (\$)	Hours	Amount (\$)	Hours	Amount (\$)	Hours	Amount (\$)	Hours	Amount (\$)	Hours	Amount (\$)	Hours	Amount (\$)	Hours	Amount (\$)			
Charles Linehan	Partner / Principal / Director	\$ 300.00	0	\$ -	0	\$ -	0	\$ -	0	\$ -	0	\$ -	0	\$ -	0	\$ -	0	\$ -	
Michael Carroll	Program Manager	\$ 250.00	15	\$ 3,750.00	15	\$ 3,750.00	15	\$ 3,750.00	10	\$ 2,500.00	15	\$ 3,750.00	15	\$ 3,750.00	60	\$ 15,000.00	145	\$ 36,250.00	
Kevin Mullins	Program Manager / Project Manager	\$ 250.00	15	\$ 3,750.00	25	\$ 6,250.00	25	\$ 6,250.00	10	\$ 2,500.00	15	\$ 3,750.00	15	\$ 3,750.00	10	\$ 2,500.00	115	\$ 28,750.00	
Christopher Ward	Program Manager / Project Manager	\$ 250.00	15	\$ 3,750.00	25	\$ 6,250.00	15	\$ 3,750.00	15	\$ 3,750.00	15	\$ 3,750.00	15	\$ 3,750.00	10	\$ 2,500.00	110	\$ 27,500.00	
Michael Bernstein	Supervisor / Senior Consultant	\$ 160.00	15	\$ 2,400.00	30	\$ 4,800.00	15	\$ 2,400.00	15	\$ 2,400.00	15	\$ 2,400.00	15	\$ 2,400.00	10	\$ 1,600.00	115	\$ 18,400.00	
Edison Montalvo	Supervisor / Senior Consultant	\$ 160.00	30	\$ 4,800.00	55	\$ 8,800.00	30	\$ 4,800.00	40	\$ 6,400.00	30	\$ 4,800.00	30	\$ 4,800.00	23	\$ 3,680.00	238	\$ 38,080.00	
Robert Thompson	Supervisor / Senior Consultant	\$ 160.00	15	\$ 2,400.00	15	\$ 2,400.00	15	\$ 2,400.00	15	\$ 2,400.00	15	\$ 2,400.00	15	\$ 2,400.00	10	\$ 1,600.00	100	\$ 16,000.00	
Stephen Brenker	Consultant / Associate / Staff	\$ 137.50	30	\$ 4,125.00	55	\$ 7,562.50	80	\$ 11,000.00	80	\$ 11,000.00	30	\$ 4,125.00	30	\$ 4,125.00	18	\$ 2,475.00	323	\$ 44,412.50	
Karmen Naidoo	Consultant / Associate / Staff	\$ 137.50	30	\$ 4,125.00	55	\$ 7,562.50	80	\$ 11,000.00	60	\$ 8,250.00	30	\$ 4,125.00	30	\$ 4,125.00	18	\$ 2,475.00	303	\$ 41,682.50	
	Project Administrator	\$ 50.00	0	\$ -	0	\$ -	0	\$ -	0	\$ -	0	\$ -	0	\$ -	80	\$ 4,000.00	80	\$ 4,000.00	
<b>THACHER ASSOCIATES LLC (PRIME) TOTALS</b>				165	\$ 29,100.00	275	\$ 47,375.00	275	\$ 45,350.00	245	\$ 39,200.00	165	\$ 29,100.00	165	\$ 29,100.00	239	\$ 35,830.00	1,529	\$ 255,055.00
Rohan DeFreitas	Partner / Principal / Director	\$ 225.00	0	\$ -	0	\$ -	0	\$ -	0	\$ -	0	\$ -	0	\$ -	0	\$ -	0	\$ -	
Stephanie Lee	Program Manager / Project Manager	\$ 175.00	40	\$ 7,000.00	40	\$ 7,000.00	0	\$ -	0	\$ -	0	\$ -	0	\$ -	23	\$ 4,025.00	103	\$ 18,025.00	
James Torres	Administrative Staff	\$ 100.00	25	\$ 2,500.00	25	\$ 2,500.00	0	\$ -	0	\$ -	0	\$ -	0	\$ -	53	\$ 5,300.00	103	\$ 10,300.00	
<b>CRESCENT CONSULTING (DBE) TOTALS</b>				65	\$ 9,500.00	65	\$ 9,500.00	0	\$ -	0	\$ -	0	\$ -	0	\$ -	76	\$ 9,325.00	206	\$ 28,325.00

Total Direct Cost	\$ 283,380.00
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Total Travel Cost	\$ -
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GRAND TOTAL	\$ 283,380.00
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**NJ TRANSIT Contract No. 14-033D  
Integrity Oversight Monitoring Services  
Work Authorization No. 3  
HNTB Program Management and Project Management Support  
for the Superstorm Sandy Program**

**Attachment C – DBE Forms**

First Tier DBE UTILIZATION - FORM A

Project Name: Integrity Oversight Monitoring Services for HNTB Services for the Superstorm Sandy Program

NJT Contract No: 14-033

Assigned DBE Goal %: 10 NJT Procurement Specialist: [REDACTED]

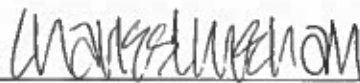
Contract Value (\$): \$ 283,380

First Tier DBE must perform at least 51% of its subcontract value if subcontracting to a Second -Tier DBE or Non-DBE. Do not count Non-DBE portion toward the goal.

Name, Address and Telephone # of DBE Subcontractor/Subconsultant	Provide <u>Detailed</u> Scope of Work to be Performed (Identify all suppliers)	Dollar Value of Subcontract/Sub-consultant Work (\$) Awarded	Percentage of Subcontract Work (%)
Crescent Consulting Associates, Inc Tel: # (914) 788-9244 2 Stowe Road, Suite 3A Peekskill, NY 10566	Perform site visits and office visits to interview DBE employees and management, and to review documents, to ensure that DBE subcontractors are legitimate DBEs and that they are performing a commercially useful function (CUF).	\$ 28,325	10.00 %
			%
			%
			%
			%
For DBE suppliers, show original subcontract value multiplied by 60% (\$2,000*60%=\$1200). For DBE portion of work, subtract Non-DBE portion of work from original subcontract value.	TOTALS	\$ 28,325	10.00 %

The undersigned will enter into a formal agreement with the DBE(s) listed in this schedule conditioned upon execution of a contract with NJ TRANSIT for the above referenced project. The undersigned understands that removal/replacement of the DBE(s) listed is NOT PERMISSIBLE for any reason (pre or post-award), without submitting a written request to the Office of Business Development and receiving WRITTEN APPROVAL from the Office of Business Development. Failure to obtain written approval shall result in the breach of contract and subject to corrective action to be determined by NJ TRANSIT.

Company Name: Thacher Associates LLC

Authorized Signature: 

Company Address: 845 Third Avenue, 13th Floor  
New York, NY 10022

Print Name: Charles Linehan  
Title: Managing Director, Head of Construction and Real Estate Services

Federal Tax ID #: [REDACTED]

Prime Contractor's DBE Liaison Officer: Erin Longbothum

Company Tel #: (212) 845-7500

Date Signed: 07/05/2018

## BIDDER SOLICITATION &amp; CONTRACTOR INFORMATION - FORM A1

Integrity Oversight Monitoring Services for HNTB Program Management and

Project Title: Project Management Support for the Superstorm Sandy ProgramDate: 07/05/2018Prime Contractor/Consultant: Thacher Associates LLC NJT Contract #: 14-033DTelephone #: (212) 845-7500Complete the information below for Bidder/Proposer/Prime(s) working on this project. Use Page 2 for all subcontractors/subconsultants

	Bidder/Proposer/Prime	Bidder/Proposer/Prime	Bidder/Proposer/Prime
Company's Full Name	Thacher Associates LLC		
Address	845 Third Avenue		
City and State	New York, NY		
Zip	10022		
County	New York		
Phone	(212) 845-7500		
Fax	(212) 845-7549		
E-mail	<a href="mailto:elongbothum@k2intelligence.com">elongbothum@k2intelligence.com</a>		
Owner	K2 Intelligence, Inc.		
Date Established	11/16/1996		
Date Certified	N/A		
Ethnicity	Multiple		
Gender	Multiple		
Certification Status: DBE or Non-DBE	Non-DBE		
Federal Tax ID # / SSN #			
Annual Gross Receipts: A - Less than \$500K B - \$500K to \$1M C - \$1M to \$2M D - \$2M to \$5M E - \$5M and over indicate the letter that applies	E		
Primary NAICS Code:	541611		

## BIDDER SOLICITATION &amp; CONTRACTOR INFORMATION - FORM A1

Integrity Oversight Monitoring Services for HNTB Program Management and

Project Title: Project Management Support for the Superstorm Sandy ProgramDate: 07/02/2018Prime Contractor/Consultant: Thacher Associates LLC NJT Contract #: 14-033DTelephone #: (212) 845-7500Complete the information below for Bidder/Proposer/Prime(s) working on this project. Use Page 2 for all subcontractors/subconsultants

	Bidder/Proposer/Prime	Bidder/Proposer/Prime	Bidder/Proposer/Prime
Company's Full Name	Crescent Consulting Associates, Inc.		
Address	2 Stowe Road, Suite 3A		
City and State	Peekskill, NY		
Zip	10566		
County	Westchester		
Phone	(914) 788-9244		
Fax	(914) 788-9214		
E-mail	<a href="mailto:rdefresitas@crescentconsult.com">rdefresitas@crescentconsult.com</a>		
Owner	Rohan DeFreitas / Luis Segarra		
Date Established	2001		
Date Certified	DBE Certified 2005		
Ethnicity	African American / Hispanic		
Gender	Male / Male		
Certification Status: DBE or Non-DBE	DBE		
Federal Tax ID # / SSN #			
Annual Gross Receipts: A - Less than \$500K B - \$500K to \$1M C - \$1M to \$2M D - \$2M to \$5M E - \$5M and over indicate the letter that applies	D		
Primary NAICS Code:	8742		

NON-DBE SUBCONTRACTOR UTILIZATION - FORM A2

*Directions: To be completed by any Bidder/Proposer/Prime for "all" subs including suppliers participating on this contract.*

NJ Transit Contract No: 14-033 D

Date: July 2, 2018 Prime Contract Value: \$283,380

Bidder/Proposer Prime Name: Thacher Associates LLC

Integrity Oversight Monitoring Services for HNTB Services for the  
Project Title: Superstorm Sandy Program

Name, Address and Telephone # of all Subcontractor/Subconsultants	FEIN #	Provide Detailed Scope of Work to be Performed	Dollar Amount of Subcontractor/Sub-consultant Work (\$) Awarded	Percentage of Subcontract or Work (%)
NONE			\$ 0	0 %
			\$	%
			\$	%
			\$	%
			\$	%
Must provide a detailed scope of work; one-word descriptions are not acceptable.	<b>TOTALS</b>		\$ 0	0 %

INTENT TO PERFORM AS A 1<sup>ST</sup> TIER DBE - FORM B

The Bidder/Proposer/Prime is prohibited from completing any portion of this form and directing the DBE to sign a blank form.

DIRECTIONS: DBE(s) listed on the Form A must complete all information on this form.

Thacher Associates, LLC

Name of Bidder/Proposer/Prime:

Crescent Consulting Associates, Inc

Name of DBE Firm:

Project/Contract Name: Integrity Oversight Monitoring Services for HNTB Services for the Superstorm Sandy Program

IFB/RFP Contract Number: 14-0330

**Does the undersigned DBE (Answer Accordingly):**

Intend to perform subcontract work in connection with the above-mentioned project as a Joint Venture? Circle one. (Yes or **No**)

Intend to subcontract any portion of its scope of work to a DBE(s)?  
If yes, DBE Sub-Primes must complete and submit Form AA.

Circle one. (Yes or **No**)  
At what percent? \_\_\_\_\_ %

Intend to subcontract any portion of its scope of work to a Non-DBE(s)?  
If yes, must complete and submit Form AA2.

Circle one. (Yes or **No**)  
At what percent? \_\_\_\_\_ %

The undersigned will perform the following described work on the above-referenced project: *(Provide a detailed description of the type of work you will perform on your subcontract. Attach a copy of quote approved and signed by Bidder (optional)).*

Perform DBE office investigation services, which includes, but is not limited to, interviewing DBE management and staff to confirm the legitimacy of DBE firms and ensure that the Commercially Useful Function "CUF" requirements are being adhered to and that the DBEs are performing their contracted scope of work on the project.

Dollar Value of DBE Subcontract: \$ 28,325

Total Quantity/Units (if applicable): \_\_\_\_\_ Per Unit Cost (if applicable): \$ \_\_\_\_\_

The undersigned based the above scope of work and subcontract value on detailed project specs received from the Bidder contractor named above. Circle one. (**Yes** or No)

The Prime Contractor projected the following commencement and completion date for such work as follows:

DBE Contract Start Date: 7/15/18 DBE Contract Completion Date 12/31/18

The undersigned DBE will enter into a formal agreement for the above work with the Prime Contractor conditioned upon execution of a contract with NJ TRANSIT. As a DBE subcontractor, I will cooperate with the certification, compliance and monitoring process set forth by NJ TRANSIT. I attest that I will perform at least 51% of my subcontract with my own workforce for the referenced project.

[Signature] 7/9/18 Principal/CEO  
Signature of 1<sup>st</sup> Tier DBE Date Title

Rohan DeFreitas (914) 788-9244  
Print Name Telephone #:

Failure to adhere to these instructions or the falsification of any information on this form shall result in breach of contract and subject to the appropriate penalties to be determined by NJ TRANSIT.



**PURCHASE ORDER INSTRUCTIONS**

ALL PACKAGES MUST BE ACCOMPANIED BY A PACKING SLIP. REFERENCE PURCHASE ORDER NUMBER, PURCHASE ORDER LINE NUMBER, AND NJT CATALOG NUMBER ON ALL INVOICES, PACKING SLIPS AND BILLS OF LADING. INVOICES WITHOUT PURCHASE ORDER NUMBERS WILL BE RETURNED. VENDOR MUST SUPPLY ORIGINAL NON CONSTRUCTION INVOICE AND ANY FREIGHT BILLS IN EXCESS OF \$100 TO:  
 E-MAIL: [INVOICES@NJTRANSIT.COM](mailto:INVOICES@NJTRANSIT.COM) OR FAX: 973-833-8132  
**IMPORTANT - ONE INVOICE AND ALL OF ITS SUPPORTING DOCUMENTS MUST BE INCLUDED IN A FILE USING THE FILE NAMING FORMAT: PURCHASE ORDER NUMBER -INVOICE NUMBER. MULTIPLE FILES MAY BE INCLUDED IN ONE E-MAIL.**  
 CONSTRUCTION INVOICES SHOULD CONTINUE TO BE SENT TO THE CONSTRUCTION MANAGER. VENDOR MUST ALSO SUPPLY A COPY OF INVOICE(S) TO CONSIGNEE.  
 VENDOR: IF PRICE ON PO DOES NOT MATCH, DO NOT SHIP MATERIAL, CONTACT BUYER.

PURCHASE ORDER NO <b>B51391001</b>		REV NO <b>1</b>
VENDOR NO [REDACTED]	ISSUE DATE <b>09/05/18</b>	
DATE CHANGED <b>08/13/18</b>	PAGE NO <b>1</b>	

HOW TO CONTACT ACCOUNTS PAYABLE CUSTOMER CARE (APCC)  
 E-MAIL: [APCC@NJTRANSIT.COM](mailto:APCC@NJTRANSIT.COM)  
 VOICE: 973-491-8399 FAX: 973-491-4821

<b>SUPPLIER:</b> Thacher Associates LLC 330 WEST 42ND STREET, 2ND FLOOR NEW YORK, NY, 10022-6621	<b>SHIP TO:</b> NEWARK HEADQUARTERS NJ TRANSIT HEADQUARTERS ONE PENN PLAZA EAST NEWARK, NJ 07105-2246	<b>BILL TO:</b> NEWARK HEADQUARTERS NJ TRANSIT HEADQUARTERS ONE PENN PLAZA EAST NEWARK, NJ 07105-2246
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\* CHANGE ORDER - DO NOT DUPLICATE \*

<b>BUYER:</b> [REDACTED]	NJ TRANSIT IS EXEMPT FROM NJ SALES & USE TAXES PURSUANT TO SECT 9(A)(1), OF NJSA 54.32B-1 ET SEQ.		
<b>TERMS</b> NET 45	<b>FREIGHT TERMS</b> 100	<b>FOB</b> DESTINATION	<b>QUOTATION NO</b> FEDERAL T.I.N.: [REDACTED] TAX EXEMPT #S [REDACTED]

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LINE NUMBER	ITEM NUMBER/MPN/MFR /DESCRIPTION	DELIVERY DATE	QUANTITY	UOM	UNIT PRICE	AMOUNT
*1	<b>CONTRACT #:</b> <b>SOURCE DOCUMENT: Blanket Purchase Agreement B51391</b>  NJ TRANSIT CONTRACT NO. 14-033D INTEGRITY OVERSIGHT MONITORING SERVICES PROJECT MANAGER: WARREN HERSH THIS AGREEMENT IS A COST REIMBURSABLE CONTRACT BASED UPON THE CUMULATIVE VALUE OF THE WORK AUTHORIZATIONS ISSUED BY NJ TRANSIT FOR A THREE (3) YEAR CONTRACT TERM. *REFER TO CONTRACT NO. 14-033D FOR THE COMPLETE TERMS OF THIS AGREEMENT.* *****	09/28/18	214684.39	EA	1	214,684.39
	MR # GL #1.0030.50303.PAH9200.C.999.00000.00000  NJ TRANSIT CONTRACT NO. 14-033D INTEGRITY OVERSIGHT MONITORING					



ONE PENN PLAZA EAST  
NEWARK, NJ 07105-2246

HOW TO CONTACT ACCOUNTS PAYABLE CUSTOMER CARE (APCC)  
E-MAIL: [APCC@NJTRANSIT.COM](mailto:APCC@NJTRANSIT.COM)  
VOICE: 973-491-8399 FAX: 973-491-4621

**PURCHASE ORDER INSTRUCTIONS**

ALL PACKAGES MUST BE ACCOMPANIED BY A PACKING SLIP  
REFERENCE PURCHASE ORDER NUMBER, PURCHASE ORDER LINE NUMBER, AND NJT CATALOG  
NUMBER ON ALL INVOICES, PACKING SLIPS AND BILLS OF LADING.  
INVOICES WITHOUT PURCHASE ORDER NUMBERS WILL BE RETURNED. VENDOR MUST SUPPLY  
ORIGINAL NON CONSTRUCTION INVOICE AND ANY FREIGHT BILLS IN EXCESS OF \$100 TO:  
E-MAIL: [INVOICES@NJTRANSIT.COM](mailto:INVOICES@NJTRANSIT.COM) OR FAX: 973-833-8132  
**IMPORTANT - ONE INVOICE AND ALL OF ITS SUPPORTING DOCUMENTS MUST BE INCLUDED IN A  
FILE USING THE FILE NAMING FORMAT: PURCHASE ORDER NUMBER -INVOICE NUMBER. MULTIPLE  
FILES MAY BE INCLUDED IN ONE E-MAIL.**  
CONSTRUCTION INVOICES SHOULD CONTINUE TO BE SENT TO THE CONSTRUCTION MANAGER.  
VENDOR MUST ALSO SUPPLY A COPY OF INVOICE(S) TO CONSIGNEE.  
VENDOR: IF PRICE ON PO DOES NOT MATCH, DO NOT SHIP MATERIAL, CONTACT BUYER.

PURCHASE ORDER NO <b>B51391001</b>		REV NO <b>1</b>	
VENDOR NO [REDACTED]		ISSUE DATE <b>09/05/18</b>	
DATE CHANGED <b>08/13/18</b>		PAGE NO <b>2</b>	

<b>SUPPLIER:</b> Thacher Associates LLC 330 WEST 42ND STREET, 2ND FLOOR NEW YORK, NY, 10022-6621	<b>SHIP TO:</b> NEWARK HEADQUARTERS NJ TRANSIT HEADQUARTERS ONE PENN PLAZA EAST NEWARK, NJ 07105-2246	<b>BILL TO:</b> NEWARK HEADQUARTERS NJ TRANSIT HEADQUARTERS ONE PENN PLAZA EAST NEWARK, NJ 07105-2246
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\* CHANGE ORDER - DO NOT DUPLICATE \*

<b>BUYER:</b> [REDACTED]	NJ TRANSIT IS EXEMPT FROM NJ SALES & USE TAXES PURSUANT TO SECT 9(A)(1), OF NJSA 54:32B-1 ET SEQ. FEDERAL T.I.N.: [REDACTED] TAX EXEMPT #S [REDACTED]
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<b>TERMS</b> NET 45	<b>FREIGHT TERMS</b> 100	<b>FOB</b> DESTINATION	<b>QUOTATION NO</b>
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LINE NUMBER	ITEM NUMBER/MPN/MFR /DESCRIPTION	DELIVERY DATE	QUANTITY	UOM	UNIT PRICE	AMOUNT
	<b>SERVICES *****</b>  The amount of \$107,695.61 is being reduced from this line for close-out. The final expended amount for this line is \$214,684,39. *****  NJ TRANSIT CONTRACT NO. 14-033D INTEGRITY OVERSIGHT MONITORING SERVICES WORK AUTHORIZATION NO. 1 GLADSTONE LINE POLES & FOUNDATIONS REPLACEMENT PROJECT PM: F. SAVINO / A. MARVI THE TOTAL EXPENDITURE AMOUNT FOR THIS LINE SHALL NOT EXCEED \$332,380.00 REFER TO CONTRACT NO. 14-033D AND WORK AUTHORIZATION NO. 1 FOR THE COMPLETE TERMS OF THIS AGREEMENT. THIS LINE SATISFIES E-REQ. ER089727. *****					



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INVOICES WITHOUT PURCHASE ORDER NUMBERS WILL BE RETURNED. VENDOR MUST SUPPLY ORIGINAL NON CONSTRUCTION INVOICE AND ANY FREIGHT BILLS IN EXCESS OF \$100 TO:  
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PURCHASE ORDER NO <b>B51391001</b>	REV NO <b>1</b>
VENDOR NO [REDACTED]	ISSUE DATE <b>09/05/18</b>
DATE CHANGED <b>08/13/18</b>	PAGE NO <b>3</b>

SUPPLIER: Thacher Associates LLC 330 WEST 42ND STREET, 2ND FLOOR NEW YORK, NY, 10022-6621	SHIP TO: NEWARK HEADQUARTERS NJ TRANSIT HEADQUARTERS ONE PENN PLAZA EAST NEWARK, NJ 07105-2246	BILL TO: NEWARK HEADQUARTERS NJ TRANSIT HEADQUARTERS ONE PENN PLAZA EAST NEWARK, NJ 07105-2246
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\* CHANGE ORDER - DO NOT DUPLICATE \*

BUYER: [REDACTED]	NJ TRANSIT IS EXEMPT FROM NJ SALES & USE TAXES PURSUANT TO SECT 9(A)(1) OF NJSA 54:32B-1 ET SEQ. FEDERAL T.I.N.: [REDACTED] TAX EXEMPT #S: [REDACTED]		
TERMS <b>NET 45</b>	FREIGHT TERMS <b>100</b>	FOB <b>DESTINATION</b>	QUOTATION NO

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LINE NUMBER	ITEM NUMBER/MPN/MFR/DESCRIPTION	DELIVERY DATE	QUANTITY	UOM	UNIT PRICE	AMOUNT
*2	MR #500000100256 GL #1.0030.50303.PBN0244.E.000.00000.00000 Consulting Services - HNTB Program Management & Project Management Support Services  14-033D IOM Services for HNTB Work Authorization No. 3  PM: Frank Savino  The total expenditure amount for this line shall not exceed \$283,380.00.  Refer to Contract No. 14-033 and Work Authorization No. 3 for the complete terms of this Agreement. *****	06/30/18	283380	\$	1	283,380.00
ORIG AMT	332,380.00	THIS CHANGE	165,684.39	** TOTAL:		\$ 498,064.39

WHEN THIS BOX IS CHECKED, THE TERMS AND CONDITIONS OF THE ATTACHED CONTRACT REPLACES THOSE SHOWN ON THE REVERSE SIDE OF THIS PURCHASE ORDER.

Authorized NJ Transit Signature / Date  
*Vaishida Chapman*