

1 [Contract Agreement - Thales Transport & Security, Inc. - ATCS Specific Technical Services,  
2 Equipment, and Software Upgrades - Not to Exceed \$30,000,000]

3 **Resolution approving Municipal Transportation Agency Contract No. 2020-20: Train**  
4 **Control Services and Equipment Purchases Agreement, with Thales Transport &**  
5 **Security, Inc. to provide specialized ATCS-specific technical services, equipment and**  
6 **software upgrades in an amount not to exceed \$30,000,000, for an initial term of seven**  
7 **years with option to extend two years, to commence following Board approval.**

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9 WHEREAS, The SFMTA wishes to obtain software, hardware, and related services for  
10 ongoing support and improvement of the SFMTA's existing communications-based train  
11 control system (known as "ATCS"); and

12 WHEREAS, The Muni Metro subway communications-based train control system is a  
13 proprietary system supplied to the SFMTA by Thales Transport & Security, Inc.; and

14 WHEREAS, SFMTA seeks to procure additional software, hardware, and related  
15 services from the Contractor, under general terms and conditions set forth in a purchase-order  
16 agreement and under any purchase orders under that agreement; and

17 WHEREAS, Contract No. SFMTA-2020-20, Train Control System Improvement  
18 Services and Equipment Purchases Agreement, is a framework master agreement for the  
19 provision of incremental works in respect of the operation and maintenance of the Muni Metro  
20 subway train control system; and

21 WHEREAS, Contract No. SFMTA-2020-20 shall not be applicable to procurement of  
22 extensions of the Muni Metro subway train control system to new rail lines or to new systems  
23 as a whole, or to any other design and/or development activities; and

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1           WHEREAS, Each task order against Contract No. SFMTA-2020-20 will document sole-  
2 source approval from the SFMTA Director of Transportation before negotiation with the  
3 Contractor; and

4           WHEREAS, A funding plan will be developed specific to each task order; and

5           WHEREAS, SFMTA's Project Manager will forward all task orders to the Contract  
6 Compliance Office to review and determine whether there are any subcontracting  
7 opportunities to set a Small Business Enterprise (SBE) participation goal; and

8           WHEREAS, On September 15, 2020, the SFMTA Board of Directors adopted  
9 Resolution No. 200915-080, which authorized the Director of Transportation to execute  
10 SFMTA Contract No. 2020-20: Train Control Services and Equipment Purchases Agreement,  
11 with Thales Transport & Security, Inc. to provide specialized ATCS-specific technical services,  
12 equipment and software upgrades in an amount not to exceed \$30,000,000, for an initial term  
13 of seven years with option to extend two years; and

14           WHEREAS, A copy of the said contract is on file with the Clerk of the Board of  
15 Supervisors in File No. 201135, which is hereby declared to be part of this Resolution as if set  
16 forth fully herein; now, therefore, be it

17           RESOLVED, That the Board of Supervisors authorizes the SFMTA to enter into  
18 SFMTA Contract No. 2020-20: Train Control Services and Equipment Purchases Agreement,  
19 with Thales Transport & Security, Inc. to provide specialized ATCS-specific technical services,  
20 equipment and software upgrades in an amount not to exceed \$30,000,000, for an initial term  
21 of seven years with option to extend two years subject to the following condition: that the  
22 SFMTA obtain approval from this Board prior to exercising the optional two-year terms to  
23 provide specialized ATCS-specific technical services, equipment and software upgrades; and,  
24 be it

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1           FURTHER RESOLVED, That within 30 days of the contract being fully executed by all  
2 parties, the SFMTA shall provide the final contract to the Clerk of the Board for inclusion into  
3 the official file.

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