



May 4, 2016

To the Walk Bridge Project Team:

Subject: Walk Bridge Reconstruction Program
Walk Bridge Project Partnering

This letter memorializes the management approach and working relationships between the Connecticut Department of Transportation (CTDOT) and Metro-North Railroad (MNR) that are necessary to advance the Walk Bridge Program on the New Haven Line. CTDOT and MNR, together with their designers and contractors, constitute the Project Team for the Walk Bridge Program. This Program currently includes replacement of the 4-track Walk Bridge and three adjacent bridges (Osborne Avenue, East Avenue and Fort Point Street), as well as supporting capital projects at Dock Yard and Interlocking CP243. A copy of the Program scope of work is attached.

PURPOSE & NEED

The Walk Bridge is a 100-year old, 4-track moveable railroad bridge spanning the Norwalk River on the New Haven Line, the nation's busiest passenger rail line. The Connecticut-owned bridge carries approximately 168 Metro-North commuter, Amtrak intercity and freight trains daily. It is a critical and increasingly fragile link in the 457-mile Northeast Corridor between Boston and Washington, DC.

Due to its age and condition, the Bridge is subject to failure which has greatly affected rail service and maritime traffic. Such bridge failures, when they occur, significantly inconvenience rail commuters and disrupt commerce and economic activity, placing Connecticut, New York and the region at a competitive disadvantage.

CTDOT and MNR recognize that expedited replacement of the Walk Bridge is a high priority. CTDOT and MNR also understand the potential for extraordinary service and community impacts during construction and will work together to minimize these potential impacts. CTDOT currently is reviewing these impacts as part of its environmental impact analysis pursuant to the National Environmental Policy Act (NEPA).

PROGRAM GOALS

The following Program goals have been established to deliver the Walk Bridge Program:

The Project Team will build professional and collaborative working relationships among CTDOT and MNR and the other members of the Team, using the Construction Manager / General Contractor (CM/GC) procurement method to deliver the Program. CTDOT has already procured the CM/GC for the Program, and has entered into a Contract with the CM/GC, Cianbro/Middlesex, JV.

The Project Team will optimize the Program schedule and budget in its effort to achieve both a high quality product and an expedited Program delivery. Specific track outages and any other impacts on provision of railroad service will be agreed to by MNR and CTDOT.

The Project Team will advance the Program in such a way as to maintain public trust and confidence in the Program, the Project Team and the CM/GC project delivery process.

The Project Team will work to address stakeholder impacts as the Program is developed and in accordance with the environmental analysis under NEPA.

RESOURCING

CTDOT and MNR agree that respective staff resources must be aligned to expedite the Walk Bridge Program. Some of these activities include engineering and design support, plan and document review, railroad force account activities such as flagging and railroad construction and project management. Recognizing the importance of this Program to regional infrastructure, CTDOT and MNR agree to provide and maintain sufficient resources to ensure the successful completion of the Program. It is agreed that neither party will redirect its own dedicated resources unless the party redirecting the resources determines it to be necessary, in its own judgment, because of an urgent operational necessity or an emergency. When this occurs, the party taking the action will notify the other either in advance or as soon as reasonably possible after the redirection.

The CM/GC process and Guaranteed Maximum Price Contract(s) require definitive resource planning to support continuous availability and project/service continuity. MNR is committed to developing and maintaining such a plan with CTDOT. Nothing in the CM/GC and Guaranteed Maximum Price Contract(s) or this letter provides any recourse against MNR in connection with the Contract or the Program. If CTDOT determines that additional MNR resources are necessary for the Program, CTDOT agrees to pay for the cost of those resources, and MNR will make best efforts to provide those resources.

Successful coordination of numerous construction activities on the New Haven Line will require tools for tracking all major projects and maintenance activities on the rail corridor (e.g. catenary, stations, track, signal, PTC etc.). CTDOT, supported by MNR, is committed to providing and maintaining an integrated schedule for the New Haven Line.

INNOVATION

The extraordinary challenges associated with building the new Walk Bridge on the nation's busiest passenger rail line will require innovative approaches to all aspects of the Program from design through construction. With the primary goals being public safety and minimizing impacts on rail customers and the community, CTDOT and MNR will consider any and all reasonable opportunities to accelerate the work program. Innovative bridge construction methods will be thoroughly evaluated and considered by both MNR and CTDOT. Construction methods that may significantly affect train service will not be ruled out if these methods can ameliorate or abbreviate overall customer and community impacts of the Program, provided that any decisions affecting train service and/or track outage schedule shall be reviewed and agreed to in accordance with the Amended and Restated Service Agreement (ARSA), at the appropriate level. This spirit of innovation must also extend to public outreach throughout the Program. A well informed and engaged community is more likely to be tolerant of unavoidable negative impacts during construction and more supportive of the overall Program. CTDOT will be in charge of the public outreach program.

DECISION-MAKING

Expedited decision-making is essential to the success of the Walk Bridge Program. Therefore, prompt decision-making is required and expected. Generally, Program decisions should be made at the lowest level possible, within the limits of individual authority. In the event CTDOT and MNR staffs are unable to agree on a particular issue, the issue then will be elevated to the next level in the organization. Issue escalation, whenever possible, should be a mutual decision and accompanied by relevant background materials, including an analysis of the scope, schedule, budget and community impacts. Additional investigation and/or meetings may be necessary to resolve the matter. If the escalation is not mutual, the person who elevates the issue will provide written notice to his/her counterpart. .

CTDOT and MNR each have designated a single point of contact (Project Representative) empowered to identify issues, develop resolutions and provide approvals on behalf of their respective organizations. It is expected that the Project Representatives will develop consensus within their respective organization and transmit the approval to the other. The Project Representatives currently are Glen Hayden for MNR (hayden@mnr.org) and Jim Fallon (James.Fallon@ct.gov) for CTDOT. CTDOT or MNR, respectively, will provide written notice of any change in these assignments. CTDOT and MNR commit to keeping their respective Executives and Project Representatives well informed regarding the Walk Bridge Program. If agreement on a particular issue cannot be reached among the parties, there is an expectation that the issue will be elevated quickly as outlined in the attached organizational chart.

PROGRAM CHANGES

Whenever major changes or other critical decisions on the Walk Bridge Program are necessary, CTDOT will prepare and submit a Change Approval Form to MNR for review and approval. The purpose of the form is to document the scope of the change, the impacts resulting from the change, and the responsibility for implementing the change. The Project Representatives identified above shall obtain all necessary approvals from their respective agencies prior to executing this form. (It is assumed that, with rare exceptions as agreed to by both CTDOT and MNR, designs submitted for normal review and design approvals will be reviewed and approved by all necessary parties within CTDOT and MNR.)

At this stage of the Program, CTDOT and MNR have agreed to two-track railroad operations during the replacement of the Bridge. CTDOT and MNR have reviewed the impacts of this commitment and have determined that additional work is necessary to facilitate rail operations, namely a new interlocking is required at CP 243 and the Danbury Branch Dock Yard will be electrified. The additional work and the responsible party for that work are described in the Change Approval Form No. 1.

CTDOT and MNR have also determined it is prudent to maximize the work that will take place during the track outages. The scope of the Walk Bridge Program has therefore been revised to include the bridges at Osborne Avenue and East Avenue, platform improvements at East Norwalk Station, and some road improvements at East Avenue. The additional work and the responsible party for that work are described in the Change Approval Form No. 2.

PARTNERSHIP MEETINGS

Good communication and expedited decision-making are critical to the successful implementation of the Walk Bridge Program. In order to foster this communication and decision-making, the following schedule of meetings between CTDOT and MNR will ensure a proper forum is available throughout the Program. These meetings may be used to provide direction and reach agreement on pending issues; however, other interim meetings, phone calls and site visits among the parties are expected and encouraged.

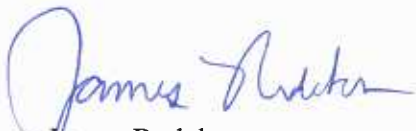
- Bi-weekly Progress Meetings (Project Management Meetings)
- Bi-monthly Service Management Meetings (Senior Management and Project Leadership with agenda modified from current approach)
- Quarterly Executive Meeting (CTDOT Commissioner, Metro-North Railroad President)

This letter is intended to expedite the Walk Bridge Program implementation. Although it provides firm guidance and direction to the Project Team, the letter may need to be updated from time to time to reflect lessons learned and changes in work scope or a change in the single point of contact (Project Representative). Any need for such changes should be elevated for discussion as indicated above.

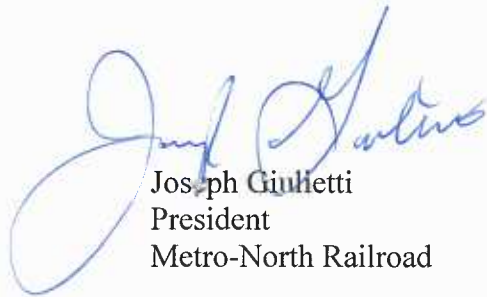
Nothing in this letter is meant to supersede the ARSA between CTDOT and MNR, and the Program remains subject to the terms of the ARSA. Specifically, pursuant to Section 5.01 of the ARSA, the entire Program is allocated as a Nonmoveable Capital Asset located in the State of Connecticut so that all capital costs of the Program are billed 100% to CTDOT. CTDOT will prepare and submit to MNR the standard Capital Project Form; MNR will create a work order number for the Program. It is anticipated that a Force Account Agreement will be entered into between CTDOT and MNR.

CTDOT and MNR together look forward to the successful completion of the Walk Bridge Reconstruction Program to ensure the continuation of safe and reliable rail service on the New Haven Line.

Sincerely,



James Redeker
Commissioner
Connecticut Department of Transportation



Joseph Giullietti
President
Metro-North Railroad

Attachments: Program scope
Organizational Chart



WALK BRIDGE PROGRAM SCOPE OF WORK

Walk Bridge Project

The initial scope of work of the Walk Bridge Program consists of the complete replacement of Railroad Bridge No. 04288R (Walk Bridge) which carries Metro-North Railroad tracks over the Norwalk River in Norwalk, Connecticut. The scope description and responsibility party for the Walk Bridge Program are described below.

State Project No. 0301-0176: CTDOT Designer – HNTB / CTDOT Contractor – CMJV

- Replace the Walk Bridge
- Remove the existing high towers / relocate the electric transmission lines
- Modify / replace MNR Bridge over Fort Point Street
- Track replacement as required to facilitate the bridge construction and railroad operations
- Replace traction power, communications and signal plant as required
- Complete replacement of the fender system



The Walk Bridge Program
Norwalk, CT

Program Organization
CTDOT/MNR

**CONNECTICUT DEPARTMENT OF
TRANSPORTATION (CTDOT)**
James Redeker, Commissioner

METRO-NORTH RAILROAD (MNR)
Joseph Giulletti, President

CTDOT PROGRAM LEADERSHIP
Anna Barry, Deputy Commissioner
Thomas Harley, Bureau Chief of Engineering & Construction
Richard Andreski, Bureau Chief of Public Transportation

MNR PROGRAM LEADERSHIP
John Kesich, Executive VP/COO

CTDOT PROJECT ADMINISTRATORS
Scott Hill, P.E., Engineering Administrator
Mark Rolfe, P.E., Construction Administrator
Carl Jackson, Rail Administrator

MNR PROJECT ADMINISTRATORS
Glen Hayden, P.E., Director of Engineering
Tobey Ritz, Chief Engineer, Capital Engineering

CTDOT PROJECT MANAGEMENT
James Fallon, P.E.; CTDOT, Facilities & Transit
Domenic LaRosa, P.E., CTDOT, District 3A
John Bernick - CTDOT, Public Trans.

MNR PROJECT MANAGEMENT
David Melillo, P.E., Director of Track and Structures
Ronald Bottacari, P.E., Director of Tunnels, Bridges, and Track, Capital Engineering

CTDOT PROJECT LEVEL
Gregory Dorosh, P.E., CTDOT, Facilities Design
John Hanifin, P.E., CTDOT, Facilities Design
Vladislav Kaminsky, P.E., CTDOT, District 3A

MNR PROJECT LEVEL
Daniel McCarthy, Assistant Director of Capital Projects
David Willard, Assistant Director of Structural Engineering



CHANGE APPROVAL NO. 2

Description of Change:

While 2 tracks are out of service during construction of the Walk Bridge, replacement of adjacent bridges will also be undertaken to take advantage of the track outages. The structure carrying the New Haven Line at Osborne Avenue and East Avenue are in excess of 100 years old and are in need of replacement. This work will be added to the Walk Bridge Program. The scope of the Walk Bridge Program is revised as shown below.

Walk Bridge Project

State Project No. 0301-0176: CTDOT Designer – HNTB / CTDOT Contractor – CMJV

- Replace the Walk Bridge
- High tower replacement
- Modify / replace MNR Bridge over Fort Point Street
- Track alignment and profiling

State Project No. 0301-0040: CTDOT Designer – Lochner / CTDOT Contractor – CMJV

- Replace the MNR Bridge over Osborne Avenue superstructure

State Project No. 0170-1375: CTDOT Designer – McLaren Engineering / CTDOT Contractor – CMJV

- Replace MNR Bridge over East Avenue
- Complete East Norwalk MNR Station platform improvements

State Project No. 0102-0297: CTDOT Designer – A. DiCesare Associates / CTDOT Contractor – CMJV

- Reconstruct 500 feet of East Ave roadway at MNR bridge
- Lower roadway under the bridge by 2.5 feet
- Widen roadway under the bridge
- Sidewalk improvements
- Utility relocations

Approvals:

The Connecticut Department of Transportation has reviewed and agreed to the changes described above.

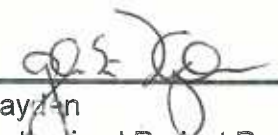


 James Fallon
 CTDOT Authorized Project Representative

May 6, 2016

 Date

The Metro-North Railroad has reviewed and agreed to the changes described above.



 Glen Hayden
 MNR Authorized Project Representative

5/19/16

 Date



CHANGE APPROVAL NO. 1

Description of Change:

In order to implement 2 track operations during reconstruction of the Walk Bridge, changes to the Program scope are required. The addition of an interlocking at CP 243 reduces the length of 2 track operations from approximately 7 miles to 2 miles – effectively isolating the impact of 2 track operations to the immediate vicinity of the Walk Bridge. A second project to electrify a portion of the Danbury branch line will allow MNR to avoid crossing the Walk Bridge to turn trains around, thereby allowing the 2 operational tracks to be fully dedicated to revenue service.

The scope description and responsibility party for implementing these changes are described below.

1. CP243 Interlocking - State Project No. 0301-0181

CTDOT Designer – HNTB / CTDOT Contractor – CMJV

- Install six switches –12 – #20s from Sta. 1627+43 to Sta. 1699+50
- Install catenary wiring – cross over wiring at switches
- Remove existing catenary structures
- Tree trimming

MNR Designer – Gannett Fleming / CTDOT Contractor – CMJV

- Install wire and cable, furnish and install, relocate in place and removal of old facilities
- Install conduit, duct bank, cable trough, pull boxes and other raceways
- Install signal houses, cases and all foundations (furnished by MNR)
- Install conduit and cabling for buss case, impedance bonds, signal heads and switch machines
- Install snow melter foundations, panels, junction box, conduits and cables
- Install signal transformers and temporary connections

MNR Designer – Gannett Fleming / Construction – MNR Force Account

- Final cut over and testing of signals

Advanced Material Procurement

CTDOT Designer – HNTB / Procurement – CTDOT Contractor – CMJV

- Track switches for CP243

MNR Designer – Gannett Fleming / Procurement – MNR Force Account

- Signal huts for CP243 and CP241

C1A Catenary Replacement – State Project No. 0301-0145 (Norwalk River to Bridgeport)

CTDOT Designer – URS / CTDOT Contractor – Ducci Electric Track

- Change order / scope of work transfer from CP243 to C1A – CTDOT Designer – HNTB
 - Foundations for catenary poles
 - Mainline OSC work
 - Catenary structures – 19 new structures / remove old structures
 - Install catenary extensions and remove extensions from old structures



2. Danbury Branch Dockyard Electrification – State Project No. 0301-0180

CTDOT Designer – HNTB / CTDOT Contractor - CMJV

- Track and switch improvement – Ann Street to Science Road
- Install catenary lines and replace catenary structures – Mainline to Jennings Place
- Bridge structure improvements at Ann Street
- Retaining wall improvements at 77 Water Street
- Tree trimming

Designer – MNR / CTDOT Contractor – CMJV

- Complete trenching, conduits and pull cable for signals

Designer – MNR / Construction – MNR Force Account

- Final cut over and testing of signals

Approvals:

The Connecticut Department of Transportation has reviewed and agreed to the changes described above.

James Fallon
CTDOT Authorized Project Representative

Date

The Metro-North Railroad has reviewed and agreed to the changes described above.

Glen Hayden
MNR Authorized Project Representative

Date