SOUTHEASTERN PENNSYLVANIA TRANSPORTATION AUTHORITY

AGENDA

REGULAR MEETING

To Be Held at 3:00 PM

MAY 26, 2016

1234 Market Street, Mezzanine Level

Philadelphia, PA

1. Approval of Minutes of the Regular Meeting of April 28, 2016

2. Financial Report

3. Resolutions

I. Budget, Planning & Information Technology Committee Review

A. Adoption of the Operating Budget for Fiscal Year 2017 and Fiscal Years 2018-2022 Financial Projections

B. The Capital Budget for Fiscal Year 2017, the Twelve-Year Capital Program and Comprehensive Plan, and Grant of Authority to File an Application for a State Grant Under Act 44 of 2007, as Amended by Act 89 of 2013

II. Administration Committee Review

A. Request for Proposals

B. Consultant Contract Amendments

III. Operations Committee Review

A. Items for Consideration

1. Authorization to Enter into a Series of Permanent Easements and Temporary Constructions Easements with Swarthmore College in Connection with Various Improvement Projects in the Borough of Swarthmore, Delaware County

2. Acquisition from Littlewood Real Estate Partners, LLC of a Parcel of Property Used as a Parking Lot Located Near Malvern Passenger Station in Chester County, Pennsylvania
Agenda
May 26, 2016

B. Request for Proposals
C. Various Procurements
D. Sole Source Procurements
E. Change Orders

4. Report of General Manager
RESOLUTION
re
ADOPTION OF THE OPERATING BUDGET FOR FISCAL YEAR 2017
AND FISCAL YEARS 2018-2022 FINANCIAL PROJECTIONS

WHEREAS, SEPTA's enabling act at 74 Pa.C.S. § 1751(a) requires the Board to adopt an operating budget prior to the beginning of each fiscal year and authorizes the Board to “establish such rules as are necessary for proper observance” of such budget; and

WHEREAS, the Public Transportation Law requires the Board to adopt by June 30 annually a series of Operating Goals and Performance Evaluation Measures; and

WHEREAS, the Public Transportation Law also requires the Board to adopt a resolution that authorizes the filing of an application for a state grant; and

THE TENTATIVE OPERATING BUDGET

WHEREAS, on March 25, 2016 the General Manager filed with the Board the tentative Operating Budget Proposal for Fiscal Year 2017 which sets forth revenue and operating expense levels, as well as Fiscal Years 2018-2022 Financial Projections; and
WHEREAS, the tentative Operating Budget for Fiscal Year 2017 sets an authorized spending level of $1.407 billion, with revenues totaling $537 million and subsidies of $870 million; and

PUBLIC HEARING

WHEREAS, pursuant to applicable law and the rules and regulations that became effective on March 1, 2010, the Chairman appointed Joseph M. O’Malley, Esquire, as Hearing Examiner to conduct public hearings with respect to the tentative Operating Budget for Fiscal Year 2017; and

WHEREAS, after appropriate publication and posting the Hearing Examiner presided over public hearings, the sessions of which were held on April 25, 26, 27, 28 and 29, 2016 at convenient and accessible locations in Bucks, Chester, Delaware, Montgomery and Philadelphia Counties; and

WHEREAS, persons who desired to do so were given the opportunity to appear at the sessions of the public hearings to present testimony, to introduce material and to ask questions of SEPTA’s representatives; and

WHEREAS, based on the testimony, evidence and exhibits presented at the public hearings or otherwise entered into the
record, on May 6, 2016 the Hearing Examiner presented to the Board a Report and Recommendation; and

WHEREAS, the Hearing Examiner recommended that the Board adopt the tentative Fiscal Year 2017 Operating Budget at the proposed level of $1.407 billion, and the Fiscal Years 2018-2022 Financial Projections; and

USES OF STATE FUNDS

WHEREAS, SEPTA will apply the financial assistance obtained through Act 44 of 2007, as amended by Act 89 of 2013, and local matches to SEPTA’s projected operating expenses; and

WHEREAS, SEPTA recognizes that financial assistance obtained through Act 44 of 2007, as amended by Act 89 of 2013, and local matches (i) may only be applied to operating expenses, (ii) are ineligible for use in asset or capital improvement projects and (iii) if not used in Fiscal Year 2017 will be retained and used for only operating assistance in a subsequent fiscal year; and

RECOMMENDATION OF MANAGEMENT

WHEREAS, staff requested that the General Manager recommend that the Board (i) adopt the tentative Operating Budget for
Fiscal Year 2017, at an expense level of $1.407 billion; and (ii) adopt the Fiscal Years 2018-2022 Financial Projections; and

WHEREAS, the General Manager made the recommendation to the Board.

NOW, THEREFORE, BE IT RESOLVED, that upon consideration of the testimony taken and evidence presented at the public hearings or otherwise entered into the record, the Report and Recommendation of the Hearing Examiner and the arguments and/or other material presented at the public hearings, the Board hereby adopts (i) the Fiscal Year 2017 Operating Budget authorizing expenditures of $1.407 billion during Fiscal Year 2017; and (ii) the Fiscal Years 2018-2022 Financial Projections as set forth above and more fully described in the pertinent staff summary.

FURTHER RESOLVED, that the Board hereby designates the General Manager the Authorized Official ("AO") of SEPTA and authorizes the General Manager as Authorized Official to execute and file electronically via "dotGrants" with the Department of Transportation of the Commonwealth of Pennsylvania ("PennDOT"), on behalf of the Board, a consolidated operating application ("COA") in which SEPTA requests grant funding for Fiscal Year 2017 under § 1513 and § 1516 of Act 44 of 2007, as amended by
Act 89 of 2013. The § 1513 and § 1516 grants will be used to fund SEPTA’s operating and shared ride programs, respectively.

FURTHER RESOLVED, that pursuant to guidelines ("Guidelines") that PennDOT issued and imposed upon SEPTA, the Board:

(i) adopts Attachment A of this Resolution, namely the list that management issued in conformity with the Guidelines, said list identifies each submission that SEPTA may be required to make to PennDOT and the corresponding senior management position or positions whose duties and responsibilities make the holder of the senior management position or positions competent to make submissions (and modify submissions) to PennDOT; and

(ii) Authorize the people who hold the positions identified on the list to file and execute electronically via “dotGrants” to PennDOT as are set forth on the list (Attachment A).

FURTHER RESOLVED, that SEPTA expects to receive COA grant funding for Fiscal Year 2017 totaling $651,530,039.

FURTHER RESOLVED, the funding under Act 44 of 2007, as amended by Act 89 of 2013, consists of § 1513 and § 1516 in the amounts of $635,514,973 and $16,015,066, respectively, with
§ 1513 including funding that SEPTA must disburse amongst two sub-grantees in the amount of $37,487 that provide senior citizens free transit service and to five sub-grantees in the amount of $2,963,100 to provide community transportation (formerly JARC funded) within SEPTA's service area.

FURTHER RESOLVED, that SEPTA expects to receive no less than $94,877,158 in local matching funds no later than June 30, 2017 for Fiscal Year 2017 as § 1513 of Act 44 of 2007 requires as amended by Act 89 of 2013.

FURTHER RESOLVED, that based upon (i) the representation and reasonable belief of the management of SEPTA, (ii) the understanding that the Board has no authority over any entity other than SEPTA, and (iii) the historical commitments of local funding, the Board hereby certifies in good faith that the Counties of Bucks, Chester, Delaware, Montgomery and Philadelphia and other appropriate local sources will provide sufficient funds in Fiscal Year 2017 and that said funds will match the financial assistance for operating expenses that SEPTA will receive under Act 44 of 2007, as amended by Act 89 of 2013.

FURTHER RESOLVED, that the Board hereby authorizes the proper officers of SEPTA to execute all documents, in form approved by the Office of General Counsel, and to do any and all
other things as shall be necessary and proper in order to 
effectuate the purpose of this Resolution.
**ATTACHMENT A**

**SOUTHEASTERN PENNSYLVANIA TRANSPORTATION AUTHORITY EMPLOYEES AUTHORIZED TO SUBMIT AND MODIFY THE PENNSYLVANIA DEPARTMENT OF TRANSPORTATION’S DOTGRANTS OBJECTS**

<table>
<thead>
<tr>
<th>Position Title</th>
<th>Registration - Organization Core Info</th>
<th>Grant Applications</th>
<th>Projected Legacy Budget</th>
<th>Unaudited Actual Legacy Budget</th>
<th>Audited Actual Legacy Budget*</th>
<th>Grant Agreement Execution</th>
<th>Invoices</th>
<th>Progress Reports</th>
</tr>
</thead>
<tbody>
<tr>
<td>General Manager</td>
<td>General Manager</td>
<td>General Manager</td>
<td>General Manager</td>
<td>General Manager</td>
<td>Chairman of SEPTA Board</td>
<td>General Manager</td>
<td>General Manager</td>
<td>General Manager</td>
</tr>
<tr>
<td>Deputy General Manager / Treasurer</td>
<td>Deputy General Manager / Treasurer</td>
<td>Deputy General Manager / Treasurer</td>
<td>Deputy General Manager / Treasurer</td>
<td>General Manager</td>
<td>Deputy General Manager / Treasurer</td>
<td>General Manager</td>
<td>General Manager</td>
<td>General Manager</td>
</tr>
<tr>
<td>Chief Financial Officer</td>
<td>Chief Financial Officer</td>
<td>Chief Financial Officer</td>
<td>Chief Financial Officer</td>
<td>Chief Financial Officer</td>
<td>Deputy General Manager / Treasurer</td>
<td>Chief Financial Officer</td>
<td>Chief Financial Officer</td>
<td>Chief Financial Officer</td>
</tr>
<tr>
<td>Operating Budgets</td>
<td>Operating Budgets</td>
<td>Operating Budgets</td>
<td>Operating Budgets</td>
<td>Operating Budgets</td>
<td>Operating Budgets</td>
<td>Operating Budgets</td>
<td>Operating Budgets</td>
<td>Operating Budgets</td>
</tr>
<tr>
<td>Director, Capital Budgets</td>
<td>Director, Capital Budgets</td>
<td>Manager, Rev. Acctg. Oper. Grants &amp; F.A.</td>
<td>Manager, General Accounting</td>
<td>Manager, Rev. Acctg. Oper. Grants &amp; F.A.</td>
<td>Manager, Financial Audit (CCT)</td>
<td>Director, Capital Budgets</td>
<td>Director, Capital Budgets</td>
<td>Director, Capital Budgets</td>
</tr>
<tr>
<td>Director, General Accounting</td>
<td>Manager, Grant Development</td>
<td>Senior Accountant</td>
<td>Senior Accountant</td>
<td>Manager, General Accounting</td>
<td>Director, Capital Budgets</td>
<td>Senior Accountant</td>
<td>Senior Accountant</td>
<td>Senior Accountant</td>
</tr>
<tr>
<td>Manager, Capital Budgets</td>
<td>Manager, Capital Budgets</td>
<td>Senior Accountant</td>
<td>Senior Accountant</td>
<td>Manager, Capital Budgets</td>
<td>Senior Accountant</td>
<td>Senior Accountant</td>
<td>Senior Accountant</td>
<td>Senior Accountant</td>
</tr>
<tr>
<td>Manager, Financial Audit (CCT)</td>
<td>Manager, Financial Audit (CCT)</td>
<td>Senior Accountant</td>
<td>Senior Accountant</td>
<td>Manager, Capital Budgets</td>
<td>Senior Accountant</td>
<td>Senior Accountant</td>
<td>Senior Accountant</td>
<td>Senior Accountant</td>
</tr>
<tr>
<td>Supervisor, Billings</td>
<td>Supervisor, Billings</td>
<td>Senior Accountant</td>
<td>Senior Accountant</td>
<td>Manager, Capital Budgets</td>
<td>Senior Accountant</td>
<td>Senior Accountant</td>
<td>Senior Accountant</td>
<td>Senior Accountant</td>
</tr>
<tr>
<td>Senior Accountant</td>
<td>Senior Accountant</td>
<td>Senior Accountant</td>
<td>Senior Accountant</td>
<td>Manager, Capital Budgets</td>
<td>Senior Accountant</td>
<td>Senior Accountant</td>
<td>Senior Accountant</td>
<td>Senior Accountant</td>
</tr>
</tbody>
</table>

*PennDOT requires the Audited Actual Legacy Budget to be submitted by the chief operating officer (such as Executive Director, General Manager, etc.)*
RESOLUTION

re

THE CAPITAL BUDGET FOR FISCAL YEAR 2017;
THE TWELVE-YEAR CAPITAL PROGRAM AND COMPREHENSIVE PLAN;
AND GRANT OF AUTHORITY TO FILE AN APPLICATION FOR A STATE GRANT
UNDER ACT 44 OF 2007, AS AMENDED BY ACT 89 OF 2013

WHEREAS, SEPTA’s enabling act at 74 Pa.C.S. § 1751(a) requires SEPTA annually to adopt a capital budget and a capital program covering the ensuing 12 years; and

THE TENTATIVE CAPITAL BUDGET

WHEREAS, on April 1, 2016 the General Manager filed with the Board the tentative Capital Budget in the amount of $548.63 million for Fiscal Year 2017, and the tentative Twelve-Year Capital Program and Comprehensive Plan totaling $7.3 billion for Fiscal Years 2017-2028; and

WHEREAS, SEPTA’s Fiscal Year 2017 Capital Budget and Twelve-Year Capital Program reflects increases in funding as a result of the passage of Act 89 of 2013 which provides a dedicated, long term funding solution for transportation in the Commonwealth, thereby enabling SEPTA to move forward with its "Rebuilding the System" Capital Program ("Program"); and
WHEREAS, the Program includes (i) improvements to critical infrastructure such as substations, bridges, track and stations; (ii) safety and security enhancements, along with modernization of communications and signal equipment; (iii) the KEY Project which will replace antiquated fare collection systems with cutting-edge payment technology; and (iv) replacement of rail vehicles that have far exceeded their useful life, while enhancing accessibility and expanding capacity to address ridership growth; and

WHEREAS, SEPTA selected 12 programs of projects ("Projects") which are identified in the tentative Capital Budget for Fiscal Year 2017 and pertinent staff summary; and

WHEREAS, the proposed Fiscal Year 2017 Capital Budget recommends the allocation of $548.63 million in capital improvements that SEPTA will make throughout the metropolitan region; and

WHEREAS, that in accordance with Treasury Regulation § 1.150-2, SEPTA may temporarily finance from its own funds all or a portion of the costs of the projects described in this Fiscal Year 2017 Capital Budget up to an amount equal to the total costs of the Projects which shall be $548.63 million, and may then use all or a portion of the proceeds of tax-exempt
obligations to reimburse itself for expenditures originally paid prior to the date of issuance of the tax-exempt obligations, and all original expenditures which may be reimbursed will be capital expenditures (as defined in Treasury Regulation § 1.150-1(b)) and other permissible amounts under Treasury Regulation § 1.150-2(d)(3).

STATE FUNDS

WHEREAS, in accordance with Act 44 of 2007, as amended by Act 89 of 2013, SEPTA anticipates that it is eligible to receive from the Public Transportation Trust Fund ("PTTF") of the Commonwealth, the amount of $326.8 million for capital projects for Fiscal Year 2017, so long as SEPTA receives $10.93 million in matching funds from the Counties of Bucks, Chester, Delaware, Montgomery and Philadelphia and other appropriate local sources; and

WHEREAS, SEPTA will apply the financial assistance available through the PTTF and local matches to advance the tentative Fiscal Year 2017 Capital Budget; and

FEDERAL FUNDS

WHEREAS, the Proposed Fiscal Year 2017 Capital Budget also forecasts $210.9 million to come from Federal sources; and
PUBLIC HEARING

WHEREAS, pursuant to applicable law and the rules and regulations that became effective on March 1, 2010, the Chairman appointed Joseph M. O'Malley, Esquire, as Hearing Examiner to conduct a public hearing with respect to the tentative Capital Budget for Fiscal Year 2017 and the tentative Twelve-Year Capital Program and Comprehensive Plan; and

WHEREAS, after appropriate publication and posting, the Hearing Examiner presided over two sessions of the public hearing, both of which were held on May 2, 2016 at a convenient, accessible location; and

WHEREAS, persons who desired to do so were given the opportunity to appear at the public hearing, to present testimony, to introduce exhibits and other evidence, and to ask relevant questions of the representatives of SEPTA; and

WHEREAS, based on the testimony, evidence, and exhibits presented at the public hearing or otherwise entered into the record, the Hearing Examiner issued to the Board a Report and Recommendation with respect to the tentative Capital Budget for Fiscal Year 2017 and the tentative Twelve-Year Capital Program and Comprehensive Plan for Fiscal Years 2017-2028; and
WHEREAS, in his Report and Recommendation the Hearing Examiner recommended that the Board adopt the tentative Capital Budget and tentative Twelve-Year Capital Program and

Comprehensive Plan; and

USE OF STATE FUNDS

WHEREAS, the management of SEPTA has reasonable belief based on historical commitments of local funding that the Counties of Bucks, Chester, Delaware, Montgomery and Philadelphia and other appropriate local sources will provide funds of $10.93 million that will match the financial assistance for the Fiscal Year 2017 capital projects that SEPTA will request from the Department of Transportation of the Commonwealth of Pennsylvania ("PennDOT"); and

WHEREAS, SEPTA recognizes that financial assistance obtained through the PTTF and local matches (i) may only be applied to capital projects, (ii) are ineligible for use as payment for operating expenses, as defined by PennDOT, and (iii) if not used in Fiscal Year 2017 must be retained and used only for capital projects in a subsequent fiscal year or years; and

RECOMMENDATION OF MANAGEMENT

WHEREAS, staff requested that the General Manager recommend that the Board (i) adopt the Capital Budget for Fiscal Year 2017
WHEREAS, the General Manager made the recommendation to the Board.

NOW, THEREFORE, BE IT RESOLVED, that upon consideration of the testimony taken and evidence presented at the public hearing or otherwise entered into the record, together with the arguments and/or other material presented at this meeting of the Board, along with the recommendation of the Hearing Examiner, the Board hereby adopts the Capital Budget for Fiscal Year 2017 and the Twelve-Year Capital Program and Comprehensive Plan for Fiscal Years 2017-2028 as proposed by Management.

FURTHER RESOLVED, that the Board hereby authorizes SEPTA to submit to the Department of Transportation of the Commonwealth of Pennsylvania an application for $326.8 million of financial assistance for capital projects for Fiscal Year 2017 and any other state funds that may be made available for Fiscal Year 2017.

FURTHER RESOLVED, that the Board hereby designates the General Manager the Authorized Official ("AO") of SEPTA and
authorizes the General Manager as Authorized Official to execute and file electronically via "dotGrants" with the Department of Transportation of the Commonwealth of Pennsylvania an application or applications in which SEPTA requests financial assistance for capital projects for Fiscal Years 2017-2028 under Act 44 of 2007, as amended by Act 89 of 2013, and other appropriate legislation.

FURTHER RESOLVED, that based upon (i) the representation and reasonable belief of the management of SEPTA, (ii) the understanding that the Board has no authority over any entity other than SEPTA, and (iii) the historical commitments of local funding, the Board hereby certifies in good faith that the Counties of Bucks, Chester, Delaware, Montgomery and Philadelphia and other appropriate local sources will provide funds of no less than $10.93 million in support of the Fiscal Year 2017 Capital Budget and that said funds will match the financial assistance for capital projects that SEPTA will receive from the PTTF.

FURTHER RESOLVED, that as to financial assistance for capital projects that SEPTA will receive from the PTTF and local matches, the Board certifies that SEPTA (i) will only apply the funds to capital projects, (ii) recognizes that the funds are
ineligible for use as payment for operating expenses, as defined by PennDOT, and (iii) will retain the funds not used in Fiscal Year 2017 and will use the funds only for capital projects in a subsequent fiscal year or years.

FURTHER RESOLVED, that for the purpose of obtaining financial assistance for the Projects, the Board hereby authorizes the proper officers of SEPTA (i) to file applications, in form approved by the Office of General Counsel, with the Federal Transit Administration, the Pennsylvania Department of Transportation and all other funding agencies, (ii) to secure commitments of local matching funds and (iii) to give to each of the entities from which funds are sought all necessary assurances, including those specified in the General Resolutions on this subject that the Board adopted on November 17, 1974, February 22, 1978, and May 26, 1982.

FURTHER RESOLVED, that in accordance with Treasury Regulation § 1.150-2, SEPTA may temporarily finance from its own funds all or a portion of the costs of the projects described in this Fiscal Year 2017 Capital Budget up to an amount equal to the total costs of the projects which shall be $548.63 million, and may then use all or a portion of the proceeds of tax-exempt obligations to reimburse itself for expenditures originally paid
prior to the date of issuance of the tax-exempt obligations, and all original expenditures which may be reimbursed will be capital expenditures (as defined in Treasury Regulation § 1.150-1(b)) and other permissible amounts under Treasury Regulation § 1.150-2(d)(3).

FURTHER RESOLVED, that the Board hereby authorizes the Chairman, General Manager or his designee, and other proper officers of SEPTA to enter into and to execute such agreements or other instruments, in form approved by the Office of General Counsel, with the funding agencies as may be required in order to obtain funding for the programs and Projects included in the Capital Budget for Fiscal Year 2017 and otherwise to effectuate the purposes of this Resolution.

FURTHER RESOLVED, that the Board hereby authorizes the proper officers of SEPTA to execute all documents, in form approved by the Office of General Counsel, and to do any and all things as shall be necessary and proper in order to effectuate the purpose of this Resolution.
WHEREAS, SEPTA, which has need for the consulting services as described below, has advertised and solicited proposals from firms wishing to propose; and

WHEREAS, SEPTA staff has requested that the General Manager recommend that the Board authorize the award of a contract to the firm listed below because said firm was the successful proposer in the areas for which the request for proposals was issued; and

WHEREAS, the General Manager recommended that that the Board authorize the award of the contract.

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby authorize to award subject to the following conditions and the General Manager to execute the following conditions and the General Manager to execute the following contract, in form approved by the Office of General Counsel, subject to the concurrence of the funding agencies, if required, and contingent upon and subject to the proposers satisfactorily meeting all
requirements of the terms and conditions of the relevant request for proposals, including the provision of any insurance certificates and full compliance with any applicable Disadvantaged Business Enterprise (DBE) requirements:

1. To AthenianRazak, LLC, for the provision of management services to operate and maintain food and shop locations at Suburban Station Concourse, with services to be performed over a period of ten years scheduled to commence on July 1, 2016, as described in the staff summary on this subject, with caps for premises expenses (3.5%), management fees (4%), administrative costs (3.5%), percentage net income (12.5%) and net income to SEPTA (87.5%), Request for Proposals No. 15-00141-AHAC - Manage, Operate & Maintain Food & Shop Locations at SEPTA's Suburban Station Concourse.
RESOLUTION

re

AUTHORIZATION TO EXECUTE CONSULTANT AMENDMENTS

WHEREAS, additional work is required to complete the project identified below; and

WHEREAS, staff reviewed the additional work and the General Manager recommended that the Board authorize SEPTA to enter into the amendment for the additional work.

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby authorizes SEPTA to award and the General Manager or his designee to execute the consultant amendment identified below in form approved by the Office of General Counsel, subject to the concurrence of the funding agencies, if required, and to any applicable Disadvantaged Business Enterprise requirements:

1. To Urban Engineers, Inc., for Amendment No. 3, which provides for additional architectural/engineering and design-related work for the Villanova Station Improvements Project, at an increase in cost not to exceed $809,921, bringing
the total contract price, including all amendments to date, to an amount not to exceed $3,044,711.

2. To CompServices, Inc. d/b/a AmeriHealth Casualty Services, for Amendment No. 5, which provides for a six-month time extension for the Workers' Compensation Managed Care Program and Mandatory Physical Examinations, thereby establishing a new contract completion date of December 31, 2016, at an increase in cost not to exceed $4,025,000, bringing the total contract price, including all amendments to date, to an amount not to exceed $52,668,815.

3. To Macro Corporation, for (CSEC 13A) Amendment No. 1, at an increase in cost not to exceed $2,000,000, for a total contract amount not to exceed $6,000,000; and to Parsons Transportation Group, for (CSEC 13B) Amendment No. 1, at an increase in cost not to exceed $2,000,000, for a total contract amount not to exceed $6,000,000, for the continual utilization of Communications & Signals Engineering Consultant (CSEC 13) services for rail/bus infrastructure and related mass transit projects.

4. To Klein and Hoffman, Inc., for Amendment No. 4, which provides for additional design and construction-related
work for the RRD Chestnut Hill West Bridge 0.35 Project, at an increase in cost not to exceed $21,499, bringing the total contract price, including all amendments to date, to an amount not to exceed $1,062,728.
RESOLUTION

re

AUTHORIZATION TO ENTER INTO A SERIES OF PERMANENT EASEMENTS AND TEMPORARY CONSTRUCTION EASEMENTS WITH SWARTHMORE COLLEGE IN CONNECTION WITH VARIOUS IMPROVEMENT PROJECTS IN THE BOROUGH OF SWARTHMORE, DELAWARE COUNTY

WHEREAS, Swarthmore College ("College") property abuts SEPTA’s property in multiple locations in and around the Swarthmore Passenger Station ("Station") and commuter parking lot on the Media-Elwyn Line in the Borough of Swarthmore, Delaware County; and

WHEREAS, the College is in the process of undertaking various improvement projects to its campus, and as part thereof have proposed an alteration of the existing ingress and egress to SEPTA’s outbound parking lot, which would create much needed additional parking for commuters using the Station; and

WHEREAS, the improvement projects will require a series of both permanent easements ("PE") and temporary construction easements ("TCE") between the parties which are summarized as follows:
• Nine (9) PE agreements and three (3) TCE agreements relating to the Town Center West (TCW) Project in the vicinity of the Station. PE Nos. 1, 2, 3, 4, 7 and 9 are from the College to SEPTA; PE Nos. 5, 6 and 8 are from SEPTA to the College; and TCE Nos. 10, 11 and 12 are from SEPTA to the College. In addition to the foregoing, the College will grant SEPTA a license for use of an existing duct bank and innerduct for a one-inch fiber optic cable line to support SEPTA’s Key Project.

• Eight (8) PE agreements and two (2) TCE agreements in the vicinity of SEPTA’s parking lot and Cunningham Fields. PE Nos. 3, 4, 5 and 7 are from the College to SEPTA; PE Nos. 1, 2, 6 and 8 are from SEPTA to the College; and TCE Nos. 9 and 10 are from SEPTA to the College.

WHEREAS, by virtue of the foregoing, SEPTA will acquire approximately 11,023.67 square feet of property from the acquisition of the permanent easements from the College, while the College will acquire approximately 9,075.67 square feet of property from acquisition of the permanent easements and 15,654.04 square feet of property in temporary construction easements from SEPTA; and
WHEREAS, no SEPTA funds will be expended for the acquisition of either the permanent or temporary construction easements, and all construction on the SEPTA easements will be performed by the College at its sole cost and expenses, with all improvements to be constructed being subject to the prior review and approval of SEPTA’s EM&C Division; and

WHEREAS, staff requested that the General Manager recommend that the Board authorize SEPTA to enter into the proposed agreements with the College to acquire/grant the permanent easements and temporary construction easements under the terms and conditions as set forth above and more fully described in the pertinent staff summary, subject to Federal Transit Administration (FTA) concurrence, if necessary.

WHEREAS, the General Manager made the recommendation to the Board.

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby authorizes SEPTA to enter into the proposed agreements with Swarthmore College with respect to the permanent easements and temporary construction easements, under the terms and conditions set forth within the pertinent staff summary.
FURTHER RESOLVED, that the Board hereby authorizes the General Manager or his designee to execute all documents, in form approved by the Office of General Counsel, and to do any and all other things as shall be deemed necessary and proper in order to effectuate the purpose of this Resolution.
RESOLUTION
Re

AQUISITION FROM LITTLEWOOD REAL ESTATE PARTNERS, LLC
OF A PARCEL OF PROPERTY USED AS A PARKING LOT LOCATED NEAR MALVERN PASSENGER STATION IN CHESTER COUNTY, PENNSYLVANIA

WHEREAS, Littlewood Real Estate Partners, LLC ("Littlewood") owns certain property that is adjacent to a SEPTA parking lot which adjoins the outbound platform of Malvern Passenger Station ("Station") located at 100 North Warren Avenue in Malvern Borough, Chester County, Pennsylvania; and

WHEREAS, on November 18, 2010, the Board authorized SEPTA to enter into a lease agreement ("Lease") with Littlewood for an approximate 13,125 square foot portion of Littlewood’s property ("Parcel") which was used for additional commuter parking (41 parking spaces) at the Station, for a period of approximately five (5) years, which would expire on December 6, 2015; and

WHEREAS, on December 15, 2016 the Board authorized SEPTA to enter into a first amendment to the Lease which extended SEPTA’s tenancy of the Parcel for an additional 6-month period from December 6, 2015 through June 6, 2016, at a rental rate of
WHEREAS, for the last six months SEPTA has been in on-going negotiations with Littlewood with respect to the purchase of the Parcel which SEPTA has been leasing; and

WHEREAS, a SEPTA-conducted appraisal was prepared on the Parcel which established a fair market valuation (FMV) of $500,000 which has been offered to Littlewood; and

WHEREAS, in the event that negotiations with Littlewood are proceeding but more time is required, a further extension of the Lease would be desired for a period not to exceed six months, at an additional cost of $20,584.62 for the period, representing a rental increase not to exceed five percent (5%); and

WHEREAS, outside legal counsel has recommended that the compensation to be paid to Littlewood be adjusted at the discretion of the General Manager on such terms as may be deemed in the best interests of the Authority, in order to achieve the amicable acquisition of the Parcel; and

WHEREAS, staff requested that the General Manager recommend that the Board authorize SEPTA to enter into an agreement of sale with Littlewood to acquire fee simple title to the Parcel
in lieu of condemnation, or if not successful to acquire the Parcel by condemnation, for the FMV purchase price (or estimated just compensation) of $500,000, under the terms and conditions set forth above and more fully described in the pertinent staff summary; and

WHEREAS, the General Manager made the recommendation to the Board.

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby authorizes SEPTA to acquire from Littlewood Real Estate Partners, LLC by agreement of sale in lieu of condemnation, or if not successful by condemnation, the 13,125 square foot Parcel adjacent to Malvern Passenger Station consistent with the terms and conditions set forth above and within the pertinent staff summary.

FURTHER RESOLVED, that the Board hereby authorizes the General Manager or his designee to execute all documents, in form approved by the Office of General Counsel, and to do any and all other things as shall be deemed necessary and proper in order to effectuate the purpose of this Resolution.

S/Corp/Resolutions/05-2016-Acquisition-property from Littlewood Real Estate Partners-Parking-Malvern Railroad Station
RESOLUTION

re

AWARD OF A CONTRACT

PURSUANT TO A REQUEST FOR PROPOSALS

WHEREAS, SEPTA, which has need for the services as described below, has advertised and solicited proposals from firms wishing to propose; and

WHEREAS, SEPTA staff has requested that the General Manager recommend that the Board authorize the award of a contract to the firm listed below because said firm was the successful proposer in the areas for which the request for proposals was issued; and

WHEREAS, the General Manager recommended that that the Board authorize the award of the contract.

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby authorize to award subject to the following conditions and the General Manager to execute the following conditions and the General Manager to execute the following contract, in form approved by the Office of General Counsel, subject to the concurrence of the funding agencies, if required, and contingent
upon and subject to the proposers satisfactorily meeting all requirements of the terms and conditions of the relevant request for proposals, including the provision of any insurance certificates and full compliance with any applicable Disadvantaged Business Enterprise (DBE) requirements:

1. To New Flyer of America, Inc., for the purchase of 525 40-foot low floor diesel electric hybrid buses, along with authorization to award the option of ordering up to 25 additional such hybrid buses (if SEPTA elects to exercise all or part of the option), with delivery of vehicles scheduled to commence in June 2017, as described in the staff summary on this subject, for a total contract amount not to exceed $411,806,693.09 for the base order of 525 buses, and an amount not to exceed $18,917,250 for the option order of up to 25 additional buses, if exercised, Request for Proposals No. 15-00086-AJFK - 40-Foot Low Floor Diesel Electric Hybrid Buses.

S/Corp/Resolutions/RES-May-2016.doc
RESOLUTION

Re

AUTHORIZATION TO AWARD CONTRACTS FOR VARIOUS PROCUREMENTS

WHEREAS, SEPTA advertised and invited bids for the supplies identified below; and

WHEREAS, the firms listed below were the lowest responsive and responsible bidders to the invitation for bids; and

WHEREAS, staff requested that the General Manager recommend that the Board authorize SEPTA to award the contracts identified below; and

WHEREAS, the General Manager made the recommendation to the Board.

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby authorizes SEPTA to award and for the General Manager or his designee to execute the contracts identified below in form approved by the Office of General Counsel, subject to and contingent upon the concurrence of the funding agencies, if required, and contingent upon and subject to the vendors satisfactorily meeting all requirements of the bid terms and
specifications, including full compliance with any applicable Disadvantaged Business Enterprise requirements:

1. To Engineered Machined Products, Inc., for the purchase of 140 Engineered Machined Products (EMP) retrofit kits (hybrid cooling system) to be used for the New Flyer bus Vehicle Overhaul (VOH) campaign, at a unit price of $13,619.05, with delivery of material scheduled over a period of ten months commencing in June 2016, as described in the staff summary on this subject, for a total contract amount not to exceed $1,906,667, Sealed Bid No. 16-00044-ABRV - EMP Retrofit Kits.

2. To Billows Electric Supply Co., Inc., for the purchase of high mast lighting fixtures to be used for the parking lot at Frontier Bus Depot, with delivery of material scheduled within ten weeks after issuance of Notice-to-Proceed, as described in the staff summary on this subject, for a total contract amount not to exceed $117,688.02, Sealed Bid No. 16-00047-ACZC - High Mast Lighting For Frontier Depot.

3. To ABC Construction Company, Inc., to provide all labor, material and equipment for the 61st Street and Pine Bus Loop Improvement Project, with services to be performed over a period of 300 calendar days after issuance of Notice-to-Proceed,
as described in the staff summary for this subject, for a total contract amount not to exceed $572,220, Sealed Bid No. 16-00013-ATMM - 61st and Pine Streets Bus Loop Improvement Project.
RESOLUTION

re

AWARD OF VARIOUS CONTRACTS FOR SOLE SOURCE PROCUREMENTS

WHEREAS, SEPTA has need for the supplies and services described below and those supplies and services are available only from the firms listed below; and

WHEREAS, staff reviewed the cost of the supplies and services and the General Manager recommended that the Board authorize SEPTA to award the contracts.

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby authorizes SEPTA to award and the General Manager or his designee to execute the contracts identified below, all in form approved by the Office of General Counsel, subject to the concurrence of the funding agencies, if required, and contingent upon and subject to each vendor/contractor satisfactorily providing any required bonds, insurance certificates and/or other documents, and complying with any applicable Disadvantaged Business Enterprise requirements:
1. To Wabtec Passenger Transit Division, Westinghouse Air Brake Technology Corporation, for the purchase of replacement parts to be used for the various air dryers, electrical, compression, braking and power cable systems on the Silverliner IV, Silverliner V, B-IV, N-5 and LRV car fleets, with delivery material on an “as required” basis over a period of three years commencing in June 2016, as described in the staff summary on this subject, for a total contract amount not to exceed $14,784,924.

2. To Dellner, Incorporated, for the purchase of replacement parts and Vehicle Overhaul (VOH) material to be used on the M-4 and LRV car fleets, with delivery of material on an “as required” basis over a period of three years commencing in July 2016, as described in the staff summary on this subject, for a total contract amount not to exceed $1,298,125.

3. To GFI Genfare, a Unit of SPX Corporation, for the purchase of 40 remote operator kits to be installed in the new 30-foot MIDI New Flyer buses, at a unit price of $1,623.08, with delivery of material scheduled in July 2016, as described in the staff summary on this subject, for a total contract amount not to exceed $64,923.20.
4. To Protran Technology, LLC, for the purchase of 1,075 bus fleet turn alert systems to be used on the New Flyer and Nova bus fleets, at a unit price of $2,309.51, with delivery of material over a period of 17 months commencing in August 2016, as described in the staff summary on this subject, for a total contract amount not to exceed $2,482,723.25.

5. To Legal Files Software, Inc., for the provision of software maintenance and technical support of proprietary software programs used by SEPTA’s Office of General Counsel/Legal Division, with services to be performed over a period of three years scheduled to commence in June 2016, as described in the staff summary on this subject, for a total contract amount not to exceed $84,250.

6. To Mainline Information Systems, Inc., for the provision of continued technical support services for SEPTA’s IBM mainframe computer system, with services to be performed over a period of one year scheduled to commence in June 2016, as described in the staff summary on this subject, for a total contract amount not to exceed $144,480.

7. To Active Data Exchange, Inc., for the upgrade and enhancement of the Electronic Procurement System (ePS) software
application, with services to be performed over a period of approximately 12 weeks scheduled to commence in June 2016, as described in the staff summary on this subject, for a total contract amount not to exceed $140,000.

8. To Trapeze Software Group, Inc., for the implementation of the Trapeze Operations Management Module Software Suite (Trapeze Ops) used to support all of the Operations Division daily business processes, with services to be provided over a period of 26 months commencing on June 30, 2016, as described in the staff summary on this subject, for a total contract amount not to exceed $6,737,502.
RESOLUTION

Re

AUTHORIZATION TO EXECUTE CHANGE ORDERS

WHEREAS, additional work is required to complete the projects identified below; and

WHEREAS, staff reviewed the cost of the additional work and the General Manager recommended that the Board authorize SEPTA to order the additional work.

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby authorizes SEPTA to award and the General Manager or his designee to execute the change orders/amendments identified below in form approved by the Office of General Counsel, subject to the concurrence of the funding agencies, if required, and to any applicable Disadvantaged Business Enterprise requirements:

1. To USA General Contractors Corporation, for Change Order No. 2, which provides for office damage repair and unused unit cost credits for the Fern Rock Car Wash Roof Replacement Project, at a decrease in cost not to exceed $171,730, bringing the total contract price, including all change orders to date, to an amount not to exceed $2,058,574.
2. To ACS/XEROX Transport Solutions, Inc., a Division of XEROX Corporation, for Change Order No. 11, which provides for additional materials and equipment required for the New Payment Technologies (NPT) System contract, at an increase in cost not to exceed $1,492,537, bringing the total contract price, including all change orders to date, to an amount not to exceed $142,018,131.