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2. Approval of Minutes of the Regular Meeting of January 28, 2016

3. Financial Report

4. Resolutions

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A. Appointment of Cinven Capital Management, L.P. and Arcis Capital Limited as Investment Managers

II. Administration Committee Review

A. Request for Proposals

B. Consultant Contract Amendments

III. Operations Committee Review

A. Items for Consideration

1. Tariff No. 8, Supplement No. 13, Making Permanent Minor Routing Changes to Bus Route 37
   Tariff No. 22, Supplement No. 12, Making Permanent Minor Routing Changes to Bus Route 105
   Tariff No. 60, Supplement No. 11, Making Permanent Minor Routing Changes to Bus Route 114
   Tariff No. 69, Supplement No. 9, Making Permanent Minor Routing Changes to Bus Route 110
   Tariff No. 74, Supplement No. 9, Making Permanent Minor Routing Changes to Bus Route 106
   Tariff No. 90, Supplement No. 8, Making Permanent Minor Routing Changes to Bus Route 107
Agenda
February 25, 2016

1. Tariff No. 129, Supplement No. 10, Making Permanent Minor Routing Changes to Bus Route 115
   Tariff No. 161, Supplement No. 10, Making Permanent Minor Routing Changes to Bus Route 113
   Tariff No. 205, Supplement No. 6, Making Permanent Minor Routing Changes to Bus Routes 476 & 492
   Tariff No. 240, Supplement No. 2, Making Permanent Minor Routing Changes Route 123

2. Second Amendment to Lease Agreement Between Wanamaker Office Lease, LP, and SEPTA for Office Space Used by the SEPTA Transit Police Department

3. Lease from DKM Associates, LP to SEPTA for a Temporary Haul Road Providing Alternative Access for the Frazer Yard Expansion Project

4. Lease from Norfolk Southern Railway Company to SEPTA for a Temporary Haul Road and Private Grade Crossing for the Frazer Yard Expansion Project

5. Lease by SKMS Venture, LLC to SEPTA of a Portion of Property to be Used for the 61st and Pine Street Bus Loop Improvements Project

6. Grant by SEPTA to Villanova University of a Temporary Easement for Use in the Construction of a Pedestrian Bridge Over Lancaster Avenue in Radnor Township, Delaware County

7. Reimbursement Agreement Between SEPTA, Interpark, LLC and Turner Construction Company Relating to Waterproofing a Section of the Suburban Station Commuter Rail Tunnel and Concourse

B. Various Procurements

C. Sole Source Procurements

D. Change Order

5. Report of General Manager
RESOLUTION

re

APPOINTMENT OF CINVEN CAPITAL MANAGEMENT, L.P.
AND ARCIS CAPITAL LIMITED
AS INVESTMENT MANAGERS

WHEREAS, on February 24, 2011 the Pension Committee of the Board revised the Statement of Investment Policy and Objectives and Operating Guidelines ("Policy Statement") which governs the investment of the funds of the pension plans of SEPTA; and

WHEREAS, the Policy Statement places Private Equity within the permissible investment classes; and

WHEREAS, at the request of the Pension Committee at its April 17, 2014 meeting, PFM Advisors, SEPTA's pension consultant, provided the Pension Committee with an analysis of the existing private equity investments and a recommended course of action to increase the pension plan's allocation to private equity over time; and

WHEREAS, at the Pension Committee meeting held December 17, 2015, PFM Advisors presented several qualified private equity manager options for the Pension Committee's consideration, and reviewed with the Pension Committee the investment strategies,
historic fund performance, characteristics of the funds, risks, and other relevant information regarding the private equity managers; and

WHEREAS, as a result of said review, the Pension Committee agreed to interview three investment managers; and

WHEREAS, at the meeting that was held on January 28, 2016, representatives of the three investment managers made presentations to the Pension Committee, and responded to questions from Pension Committee members and PFM Advisors; and

WHEREAS, as a result of said presentations, interviews and discussions, the Pension Committee recommended that SEPTA appoint Cinven Capital Management, L.P. (Fund VI, L.P.) and ARCIS Capital Limited (European Secondary Development Fund V, L.P.) as investment managers with respect to the investment of SEPTA’s pension funds, with the initial timing and funding to be determined by the Pension Committee.

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby designates and appoints Cinven Capital Management, L.P. (Fund VI, L.P.) and ARCIS Capital Limited (European Secondary Development Fund V, L.P.) as managers with respect to the investment of SEPTA’s pension funds, and authorizes the proper
officers of SEPTA (i) to execute and deliver all documents, in form approved by the Office of General Counsel, that will enable SEPTA to enter into investment management agreements with Cinven Capital Management, L.P. (Fund VI, L.P.) and ARCIS Capital Limited (European Secondary Development Fund V, L.P.) consistent with this Resolution; (ii) to take such action necessary to transfer such amounts of funding to each said manager as deemed appropriate by the Pension Committee; and (iii) to do any and all other things that will be necessary in order to effectuate this Resolution.
RESOLUTION

re

AWARD OF CONSULTING SERVICES CONTRACT
PURSUANT TO REQUEST FOR PROPOSALS

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

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

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

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby authorizes SEPTA to award and the General Manager or his designee to execute the following consultant 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 proposer satisfactorily meeting all
requirements of the terms and conditions of the relevant request for proposals, including the provision of any required insurance certificates and full compliance with any applicable Disadvantaged Business Enterprise requirements:

1. To RDS Vending, LLC, for providing, stocking and servicing 108 vending machines throughout the Authority, with services to be provided over a period of five years scheduled to commence on March 1, 2016, as described in the staff summary on this subject, for a monthly payment to SEPTA of $8,334 and a total fixed minimum revenue of either $500,040 or 35% on commission on all gross sales, whichever is greater, Request for Proposals No. 13-130-HAC - Placement of Vending Machines on SEPTA Non-Public Property.
RESOLUTION

re

AUTHORIZATION TO EXECUTE CONSULTANT AMENDMENTS

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

WHEREAS, staff reviewed the additional work and the General Manager recommended that the Board authorize SEPTA to enter into the amendments 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 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 AECOM, for Amendment No. 1, which provides for a six-month time extension for the Testing and Environmental Services (TES) Consultant Contract, thereby establishing a new contract completion date of August 31, 2016, at an increase in
cost not to exceed $560,076, bringing the total contract price, including this amendment, to an amount not to exceed $4,060,076.

2. To Portfolio Associates, Inc., for Amendment No. 2, which provides for a four-month no-cost time extension for the Full Service Market Research Consultant Contract, thereby establishing a new contract completion date of June 30, 2016, with the total contract price, including all amendments to date, remaining at an amount not to exceed $1,128,041.

3. To Milliman USA, Inc., for Amendment No. 1, which provides for additional financial resources to address actuarial consulting services during the next round of labor negotiations (with TWU Local 234, UTU Local 1594, IBT Local 500 and the FOTP), at an increase in cost not to exceed $200,000, bringing the total contract price, including this amendment, to an amount not to exceed $2,002,415.

4. To Crusader Railroad Consulting, LLC, for Amendment No. 2, which provides for an 18-month time extension (retroactive to September 30, 2015) to perform 2016 NORAC operating rules recertification and PTC rules refresher training to the Railroad Operations Control Center (RROC) staff of new Train Dispatchers, thereby establishing a new contract
completion date of March 29, 2017, at an increase in cost not to exceed $102,119, bringing the total contact price, including all amendments to date, to an amount not to exceed $285,204.
RESOLUTION

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TARIFF NO. 8, SUPPLEMENT NO. 13,
MAKING PERMANENT MINOR ROUTING CHANGES TO BUS ROUTE 37

TARIFF NO. 22, SUPPLEMENT NO. 12,
MAKING PERMANENT MINOR ROUTING CHANGES TO BUS ROUTE 105

TARIFF NO. 60, SUPPLEMENT NO. 11,
MAKING PERMANENT MINOR ROUTING CHANGES TO BUS ROUTE 114

TARIFF NO. 69, SUPPLEMENT NO. 9,
MAKING PERMANENT MINOR ROUTING CHANGES TO BUS ROUTE 110

TARIFF NO. 74, SUPPLEMENT NO. 9,
MAKING PERMANENT MINOR ROUTING CHANGES TO BUS ROUTE 106

TARIFF NO. 90, SUPPLEMENT NO. 8,
MAKING PERMANENT MINOR ROUTING CHANGES TO BUS ROUTE 107

TARIFF NO. 129, SUPPLEMENT NO. 10,
MAKING PERMANENT MINOR ROUTING CHANGES TO BUS ROUTE 115

TARIFF NO. 161, SUPPLEMENT NO. 10,
MAKING PERMANENT MINOR ROUTING CHANGES TO BUS ROUTE 113

TARIFF NO. 205, SUPPLEMENT NO. 6,
MAKING PERMANENT MINOR ROUTING CHANGES TO BUS ROUTES 476 & 492

TARIFF NO. 240, SUPPLEMENT NO. 2,
MAKING PERMANENT MINOR ROUTING CHANGES TO BUS ROUTE 123

WHEREAS, on September 11, 2015 the General Manager filed with the Board the following proposed supplements to tariffs:
Supplement No. 13 to Tariff No. 8, Supplement No. 12 to Tariff No. 22, Supplement No. 11 to Tariff No. 60, Supplement No. 9 to Tariff No. 69, Supplement No. 9 to Tariff No. 74, Supplement No. 8 to Tariff No. 90, Supplement No. 10 to Tariff No. 129, Supplement No. 10 to Tariff No. 161, Supplement No. 6 to Tariff No. 205, and Supplement No. 2 to Tariff No. 240 (collectively “Proposals”); and

WHEREAS, the proposals, if adopted, would make permanent minor routing changes on Routes 37, 105, 106, 107, 110, 113, 114, 115, 123, 476 and 492; and

WHEREAS, pursuant to applicable law and the rules and regulations that became effective on March 1, 2010, the Chairman appointed Eugene N. Cipriani as Hearing Examiner to conduct public hearings with respect to the proposed supplements to certain tariffs; and

WHEREAS, after appropriate publication and posting the Hearing Examiner presided over the public hearings, which were held on November 17, 2015 at a convenient and 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 material and to ask relevant questions of SEPTA's representatives; and

WHEREAS, based on the testimony, evidence and exhibits presented at the public hearing or otherwise entered into the record, on December 10, 2015 the Hearing Examiner issued a Report and Recommendation.

NOW, THEREFORE, BE IT RESOLVED, that upon consideration of the testimony taken and evidence presented at the public hearing held or otherwise entered into the record, together with the arguments and/or material presented at this meeting along with the recommendation of the Hearing Examiner, the Board hereby adopts Supplement No. 13 to Tariff No. 8, Supplement No. 12 to Tariff No. 22, Supplement No. 11 to Tariff No. 60, Supplement No. 9 to Tariff No. 69, Supplement No. 9 to Tariff No. 74, Supplement No. 8 to Tariff No. 90, Supplement No. 10 to Tariff No. 129, Supplement No. 10 to Tariff No. 161, Supplement No. 6 to Tariff No. 205, and Supplement No. 2 to Tariff No. 240, as the General Manager proposed and authorizes that they become effective as soon as management can appropriately implement them.
RESOLUTION

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SECOND AMENDMENT TO LEASE AGREEMENT BETWEEN
WANAMAKER OFFICE LEASE, LP AND SEPTA FOR OFFICE
SPACE USED BY THE SEPTA TRANSIT POLICE DEPARTMENT

WHEREAS, on July 3, 1995 SEPTA and the predecessor to
Wanamaker Office Lease, LP ("Wanamaker") entered into a lease
agreement ("Lease") under which SEPTA leases about 2,700
rentable square feet of office space on concourse level P2 of
The Wanamaker Building located at 100 Penn Square East,
Philadelphia ("Demised Premises") for a term of ten years
expiring on April 30, 2006; and

WHEREAS, the SEPTA Transit Police Department ("Transit
Police") uses the Demised Premises as its headquarters for
Police Zone 3; and

WHEREAS, the Demised Premises connects directly with the
subway concourse near the 13th Street Station on the Market-
Frankford Subway Elevated ("MFSE") Line, and gives the Transit
Police ready access to the MFSE Line and adjacent subway
concourse; and
WHEREAS, on December 15, 2005 the Board authorized SEPTA to enter into the first amendment ("First Amendment") to the Lease which extended the term of the Lease for an additional period of ten years which will expire on April 30, 2016; and

WHEREAS, Wanamaker has now agreed to enter into a second amendment ("Second Amendment") to the Lease for a term of ten years commencing May 1, 2016 and expiring on April 30, 2026; and

WHEREAS, the initial rental for the first year under the Second Amendment will be $13,068 annually/$1,089 monthly (or $4.84 per square foot), and would increase by three percent (3%) per year thereafter; and

WHEREAS, SEPTA staff requested that the General Manager recommend that the Board authorize SEPTA to enter into the proposed Second Amendment to the Lease 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 enter into the proposed Second Amendment to the Lease Agreement with Wanamaker Office Lease LP for
approximately 2,700 square feet of space on concourse level P2 of the Wanamaker Building, under such terms and conditions set forth within the pertinent staff summary.

FURTHER RESOLVED, that the Board hereby authorizes the General Manager to execute and deliver any and all such 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

LEASE FROM DKM ASSOCIATES, LP TO SEPTA
FOR A TEMPORARY HAUL ROAD PROVIDING ALTERNATIVE
ACCESS FOR THE FRAZER YARD EXPANSION PROJECT

WHEREAS, SEPTA is upgrading and expanding its Frazer Yard
facility in order to prepare for the delivery of new locomotives
and bi-level railcars ("Project"); and

WHEREAS, in order to accomplish this Project, SEPTA requires
leasing a temporary haul road (for approximately 640 linear
feet/16,500± square feet) along the existing westerly boundary of a
portion of property owned by DKM Associates, LP ("DKM") and leased
to J & L Building Materials, Inc., located at 600 West Lancaster
Avenue, Malvern, Chester County, to be used for delivery of
construction materials to the west end of Frazer Yard ("Demised
Premises"); and

WHEREAS, the proposed one-way haul road will begin at
Lancaster Avenue (U.S. Route 30) and traverse a portion of property
owned by DKM to a common boundary line with Norfolk Southern

Page 1 of 3
Railway Company ("NS"), at which point the haul road continues onto
NS property; and

WHEREAS, under the proposed lease, SEPTA (or its contractor) will be permitted to use the temporary haul road for a base term of one year with the right to exercise an additional one-year option, with SEPTA reserving the right to terminate the lease upon 60-days' prior written notice; and

WHEREAS, rental under both the one-year base term and option period, if exercised, will be fixed at $13,200 annually; and

WHEREAS, as additional consideration under the Lease, upon 60-days' prior notice from SEPTA that it intends to use the haul road, SEPTA shall pay DKM a one-time fee of $100,000 for paving a macadam lay-down area for relocation of DKM's materials, payable in installments of $20,000 within ten days and the balance of $80,000 at such time the haul road is ready for SEPTA's use; and

WHEREAS, a chain-link fence (with roll/swing gate) will be financed and installed by SEPTA's contractor to be located along the easterly side of the haul road, and removed by the contractor upon termination of the lease; and

WHEREAS, SEPTA (or its contractor) will also be responsible for any required permits associated with the haul road and material
relocation, as well as repaving the Demised Premises upon termination of the lease; and

WHEREAS, staff requested that the General Manager recommend that the Board authorize SEPTA to enter into the proposed temporary lease agreement with DKM 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 enter into the proposed temporary lease agreement with DKM Associates, LP, for the Frazer Yard Expansion Project, under the terms and conditions that are set forth in 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 necessary and proper in order to effectuate the purpose of this Resolution.
RESOLUTION

re

LEASE FROM NORFOLK SOUTHERN RAILWAY COMPANY TO SEPTA FOR A TEMPORARY HAUL ROAD AND PRIVATE GRADE CROSSING FOR THE FRAZER YARD EXPANSION PROJECT

WHEREAS, SEPTA is upgrading and expanding its Frazer Yard facility in order to prepare for the delivery of new locomotives and bi-level railcars ("Project"); and

WHEREAS, in order to accomplish this Project, SEPTA requires leasing a temporary haul road and construction of a private grade crossing (at a combined 28,900 square feet) on a portion of property owned by Norfolk Southern Railway Company ("NS") in Malvern, Chester County, to be used for delivery of construction materials to the west end of Frazer Yard ("Demised Premises"); and

WHEREAS, the proposed one-way haul road will begin at Lancaster Avenue (U.S. Route 30) and traverse a portion of property owned by DKM Associates, LP to a common boundary line with NS, at which point the haul road continues onto NS property for a distance of 1,540 linear feet (inclusive of the private grade crossing); and
WHEREAS, the private grade crossing will be constructed by NS at SEPTA's expense at an estimated amount of between $20,000 and $25,000; and

WHEREAS, under the proposed lease, SEPTA (or its contractor) will be permitted the use the temporary haul road and private grade crossing for a base term of one year with the right to exercise an additional one-year option, with SEPTA reserving the right to terminate the lease upon 60-days' prior written notice; and

WHEREAS, rental under the one-year base term will be $50,000, and thereafter at a rate of $4,166.66 per month for the option period prorated for partial months, if exercised; and

WHEREAS, SEPTA (or its contractor) will also be responsible for any required permits associated with the haul road and flagman costs, as well as restoring the Demised Premises to a condition satisfactory to NS upon termination of the lease; and

WHEREAS, staff requested that the General Manager recommend that the Board authorize SEPTA to enter into the proposed temporary lease agreement with NS 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 enter into the proposed temporary lease agreement with Norfolk Southern Railway Company, for the Frazer Yard Expansion Project, under the terms and conditions that are set forth in 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 necessary and proper in order to effectuate the purpose of this Resolution.
LEASE BY SKMS VENTURE, LLC TO SEPTA
OF A PORTION OF PROPERTY TO BE USED FOR THE
61ST AND PINE STREET BUS LOOP IMPROVEMENTS PROJECT

WHEREAS, SEPTA requires to lease property to be used in conjunction with its 61st and Pine Street Bus Loop Improvements Project ("Project"); and

WHEREAS, the construction associated with the Project requires an office trailer, restroom trailer, staging and storage of a container and equipment that are located within the vicinity of the Project; and

WHEREAS, SKMS Venture, LLC ("SKMS") has offered to lease to SEPTA an approximate 1,075 square foot portion of their property ("Demised Premises") suitable for SEPTA's needs located at 422 South 61st Street, Philadelphia, for an initial term of 13 months commencing March 1, 2016 and expiring March 31, 2017, and thereafter on a month-to-month basis until otherwise terminated by either party upon 90 days prior notice; and

WHEREAS, SEPTA will accept the Demised Premises in "as is" condition and has agreed to repair any damage to the property which it causes, as well as reseed the property, replace the existing sidewalk, install a new curb ramp, and replace existing
fencing upon vacating the Demised Premises, at SEPTA's sole cost and expense; and

WHEREAS, the negotiated rental for the Demised Premises is $500 per month (or $5.58 per square foot) with no escalation, to be prorated for any partial month beyond the initial 13 month term; and

WHEREAS, staff requested that the General Manager recommend that the Board authorize SEPTA to enter into the proposed lease agreement with SKMS under such terms and conditions as set forth above and more fully described in the pertinent staff summary; and

WHEREAS, the General Manager made the recommendation.

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby authorizes SEPTA to enter into the proposed lease agreement with SKMS Venture LLC for the Demised Premises under the terms set forth in 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 necessary and proper in order to effectuate the purpose of this Resolution.
RESOLUTION

re

GRANT BY SEPTA TO VILLANOVA UNIVERSITY OF A TEMPORARY EASEMENT FOR USE IN THE CONSTRUCTION OF A PEDESTRIAN BRIDGE OVER LANCASTER AVENUE IN RADNOR TOWNSHIP, DELAWARE COUNTY

WHEREAS, Villanova University ("Villanova") is planning to construct a new pedestrian bridge ("Bridge") over Lancaster Avenue (U.S. Route 30) which will connect to SEPTA's Norristown High Speed Line (NHSL) existing pedestrian overpass at Chapel Station in Radnor Township, Delaware County; and

WHEREAS, in connection with Villanova's construction and installation of the Bridge, as well as replacement of an approximate 20 linear feet section of SEPTA's existing bridge, Villanova has requested that SEPTA grant to Villanova, for nominal consideration, a temporary construction easement consisting of approximately 266 square feet of SEPTA-owned property; and

WHEREAS, the term of the temporary construction access is for a period of one (1) year from the date of the execution of the agreement, and thereafter on a month-to-month bases as
needed by Villanova; and further subject to Villanova's contractor having entered into a Right-of-Entry Agreement with SEPTA; and

WHEREAS, it is anticipated that in the near future, upon SEPTA's approval of the final plans and Board authorization, SEPTA and Villanova will enter into a perpetual easement for the deck area above the location of the temporary construction easement; and

WHEREAS, staff requested that the General Manager recommend that the Board authorize SEPTA to grant to Villanova the temporary construction easement under such 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 grant to Villanova University a temporary construction easement, for construction of a pedestrian bridge over Lancaster Avenue, under the terms and conditions set forth in 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.
REIMBURSEMENT AGREEMENT BETWEEN SEPTA, INTERPARK LLC AND TURNER CONSTRUCTION COMPANY RELATING TO WATERPROOFING A SECTION OF THE SUBURBAN STATION COMMUTER RAIL TUNNEL AND CONCOURSE

WHEREAS, the City of Philadelphia ("City") owned a parcel of property bounded by 15th Street, John F. Kennedy ("JFK") Boulevard, 16th Street and Arch Street, which was improved by a park located on the surface commonly known as JFK Plaza or LOVE Park ("Park"), as well as a four-level underground parking garage ("Garage"); and

WHEREAS, on or about June 26, 2014, the City conveyed its fee interest title in the Garage to UGP-Love Park, LLC ("UGP"), an affiliate of InterPark LLC ("InterPark"), and

WHEREAS, UGP plans to repair and/or replace the existing waterproofing membrane of the Garage among other improvements; and

WHEREAS, the City has agreed to permit UGP access to City-owned property in order to complete the improvements to the
Garage, provided that InterPark restores and improves the Park (collectively, "Project"); and

WHEREAS, in order to complete the Project, Turner Construction Company ("Turner") will remove the entire surface of the Park (including paving, planters, surface amenities and the fountain), thereby exposing the existing waterproofing membrane above the Garage and a portion of the roof deck of SEPTA’s Suburban Station Commuter Rail Tunnel and Concourse; and

WHEREAS, upon said removal, the existing waterproofing membrane over the Garage will be repaired and/or replaced and the Park restored and improved; and

WHEREAS, SEPTA’s Suburban Station Commuter Rail Tunnel and Concourse is located underneath the southernmost portion of the Park, with the ceilings thereof currently leaking, and the existing waterproofing membrane being in deteriorating condition in need of removal/replacement; and

WHEREAS, while not part of the original scope of work, Turner has agreed to remove and replace the existing waterproofing membrane of SEPTA’s property as an extension of their work on behalf of UGP and the City, and InterPark has agreed to manage and oversee the SEPTA waterproofing for a 5%
management fee (based upon Turner’s actual reimbursement costs); and

WHEREAS, the foregoing widening of the scope of work by Turner offers a unique opportunity to access the roof deck and waterproof the SEPTA property, and thereby afford SEPTA a significant savings over performing the waterproofing independently at a future date; and

WHEREAS, the schedule of removing and replacing the existing waterproofing membrane of the SEPTA property is planned to commence by July 2016 and be completed by October 2016, at an estimated cost for Turner’s performance and InterPark’s management services presently estimated at $2,268,835, with possible additional costs in the event of unforeseen subterranean conditions; and

WHEREAS, staff requested that the General Manager recommend that the Board authorize SEPTA to enter into the proposed reimbursement agreement with the City and Turner under the terms and conditions that are 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 enter into the proposed reimbursement agreement with InterPark LLC and Turner Construction Company relating to the waterproofing membrane in the Suburban Station Commuter Rail Tunnel and Concourse, under the terms and conditions that are set forth in 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 necessary and proper in order to effectuate the purpose of this Resolution.
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 Cummins Power Systems, LLC, for Items Nos. 1 and 1A, for the purchase of 140 engine kits to be used in the FY2017 Vehicle Overhaul (VOH) Campaign at the Berridge Shop, at unit prices of $15,742.05 and $2,800, respectively, with delivery of material scheduled in increments of six units every other week commencing on July 1, 2016, as described in the staff summary on this subject, for a total contract amount not to exceed $2,595,887, Sealed Bid No. 15-00256-AJJV - Cummins Engine Kits.

2. To A. P. Construction, Inc., for general construction services, for a total contract amount not to exceed $7,400,640; to Westcott Electric Company, for electrical construction services, for a total contract amount not to exceed $1,540,000; and to Santa Paul Corp., t/a Lima Company, for mechanical construction services, for a total contract amount not to exceed $249,500, to provide all labor, materials, tools and equipment for the Concourse Improvements Stage 2 Phase I Project, with services to be performed over a period of 365 calendar days after issuance of Notice-to-Proceed, as described in the staff
summary on this subject, Sealed Bid No. 15-0029-AMZK - Concourse Improvements Stage 2 Phase I Project.

3. To C. Abbonizio Contractors, Inc., for the provision of all labor, materials, tools and equipment for the Frazer Shop and Yard Expansion - Contract 1, with services to be performed over a period of 400 calendar days after issuance of Notice-to-Proceed, as described in the staff summary on this subject, for a total contract amount not to exceed $19,902,060, Sealed Bid No. 15-00238-AMJP - Frazer Shop & Yard Expansion Contract 1.

4. To Rockport Construction Company, Inc., for the provision of all labor, materials, tools and equipment for the Frankford Elevated Line Haunch Repair Project - Phase 2, with services to be performed over a period of 274 calendar days after issuance of Notice-to-Proceed, as described in the staff summary on this subject, for a total contract amount not to exceed $2,184,180, Sealed Bid No. 15-00175-ATMM - Frankford Elevated Line Haunch Repair Project Phase 2.
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 Xerox Transport Solutions, Inc., for the repair of the IVU and IVU/Orbstar Modules which are part of the Automatic Vehicle Announcement (AVA) and GPS Systems on the New Flyer and CCT fleets, with services to be performed on an "as required, when requested" basis commencing in March 2016, as described in the staff summary on this subject, for a total contract amount not to exceed $689,672.88.

2. To R. F. Design & Integration, Inc., for the purchase and installation of new Mobile Access Routers (MARS) to be installed on approximately 1,397 SEPTA buses, with delivery of material and services commencing in March 2016 and expected to be completed by August 2016, as described in the staff summary on this subject, for a total contract amount not to exceed $797,994.
RESOLUTION

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AUTHORIZATION TO EXECUTE A CHANGE ORDER

WHEREAS, additional work is required to complete the project 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 order 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 Mulhern Electric Company, Inc., for Change Order No. 1, which provides for additional electrical-related work on Comly Boiler Replacement Project, at an increase in cost not to exceed $9,934, bringing the total contract price, including this change order, to an amount not to exceed $97,908.