

SOUTHEASTERN PENNSYLVANIA TRANSPORTATION AUTHORITY

A G E N D A

REGULAR MEETING

To Be Held at 3:00 PM

MAY 25, 2017

1234 Market Street, Mezzanine Level

Philadelphia, PA

1. Approval of Minutes of the Regular and Special Meetings of April 27, 2017
2. Financial Report
3. Resolutions
- I. Budget, Planning & Information Technology Committee Review**
 - A. Adoption of Supplements to Tariffs that Govern Fares and Furnishing of Passenger Transportation
 - B. Adoption of the Operating Budget for Fiscal Year 2018 and Fiscal Years 2019-2023 Financial Projections
 - C. The Capital Budget for Fiscal Year 2018, 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. Award of a Contract Pursuant to a Request for Proposals
 - B. Authorization to Execute a Consultant Amendment
- III. Operations Committee Review**
 - A. Items for Consideration
 1. Finding of Special Opportunity Approving Use of a Request for Proposals for Potential Redevelopment and Lease of the Gravers Lane Railroad Passenger Station in Philadelphia, Pennsylvania
 2. Safety Inspector Certification and Recertification Training Program Performance Agreement By and Between SEPTA and PennDOT

Agenda
May 25, 2017

- B. Various Procurements
 - C. Sole Source Procurements
 - D. Change Orders
4. Report of General Manager

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R E S O L U T I O N

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ADOPTION OF SUPPLEMENTS TO TARIFFS THAT GOVERN
FARES AND FURNISHING OF PASSENGER TRANSPORTATION

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, on March 23, 2017 the staff briefed the Board on the tentative Operating Budget Proposal for Fiscal Year 2018 which sets forth revenue and operating expense levels, which included certain proposed fare increases and tariff changes; and

WHEREAS, in keeping with the 2006 recommendation of the Pennsylvania Transportation and Funding Reform Commission to periodically raise fares, SEPTA proposed a modest fare increase effective on or about July 1, 2017, or when the Key/New Payment Technology (NPT) Project is ready to be implemented; and

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 Operating Budget for Fiscal Year 2018 and certain proposed supplements to tariffs; and

WHEREAS, after appropriate publication and posting the Hearing Examiner presided over a public hearing, the sessions of which were held on April 19, 20, 21, 24 and 25, 2017 at convenient and accessible locations in Bucks, Chester, Delaware, Montgomery and Philadelphia Counties; and

WHEREAS, at the first public meeting in Media, Delaware County, a revision was made to the fee for the replacement of lost or stolen SEPTA Senior/Reduced Fare Key cards that would affect Tariff No. 1 - City Transit Division, No. 154 - Railroad Division, No. 155 - Suburban Transit Division, No. 146 - Demand Response Service and No. 229 - Paratransit-ADA; and

WHEREAS, persons who desired to do so were given the opportunity to appear at the sessions of the public hearing 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 4, 2017 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 2018 Operating Budget, and that the proposed supplements to tariffs regarding fares, as revised, be approved; and

WHEREAS, as part of his recommendation the Hearing Examiner suggested that SEPTA officials (i) work with the public to address several issues regarding the SEPTA Key Program that were raised at the hearings during the continuing implementation of the NPT system; and (ii) noted that SEPTA would conduct a study with respect to the continuation of the current \$1.00 transfer fee; and recommended the Authority announce its decision regarding such use after adequate data has been compiled; and

WHEREAS, after reviewing the comments received during the public hearing process and recommendations of the Hearing Examiner, staff requested that the General Manager recommend that the Board adopt those proposed supplements to tariffs that govern fare changes and furnishing of passenger transportation, as 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 upon consideration of the testimony taken and evidence presented at the public hearing or otherwise entered into the record, the Report and Recommendation of the Hearing Examiner and the arguments and/or other material presented at this public meeting, and the proposed changes by staff, the Board hereby adopts the following supplements to tariffs, as modified:

Tariff No. 1,	Supplement No. 39
Tariff No. 2,	Supplement No. 22
Tariff No. 51	Supplement No. 13
Tariff No. 66	Supplement No. 14
Tariff No. 112,	Supplement No. 7
Tariff No. 132,	Supplement No. 29
Tariff No. 146,	Supplement No. 17
Tariff No. 154,	Supplement No. 40
Tariff No. 155,	Supplement No. 28
Tariff No. 168,	Supplement No. 9
Tariff No. 229,	Supplement No. 11

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.

R E S O L U T I O N

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ADOPTION OF THE OPERATING BUDGET FOR FISCAL YEAR 2018
AND FISCAL YEARS 2019-2023 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 23, 2017 staff briefed the Board on the tentative Operating Budget Proposal for Fiscal Year 2018 which sets forth revenue and operating expense levels, as well as Fiscal Years 2019-2023 Financial Projections; and

WHEREAS, the tentative Operating Budget for Fiscal Year 2018 sets an authorized spending level of \$1.446 billion, an increase of \$39.4 million over the adopted Fiscal Year 2017 Operating Budget, with revenues totaling \$531 million and subsidies of \$915 million; and

WHEREAS, in keeping with the 2006 recommendation of the Pennsylvania Transportation and Funding Reform Commission to periodically raise fares, SEPTA proposed a fare increase effective July 1, 2017; 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 Operating Budget for Fiscal Year 2018 and certain proposed supplements to tariffs; and

WHEREAS, after appropriate publication and posting the Hearing Examiner presided over a public hearing, the sessions of which were held on April 19, 20, 21, 24 and 25, 2017 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 hearing 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 4, 2017 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 2018 Operating Budget and the Fiscal Years 2019-2023 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 2018 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 2018, at an expense level of \$1.446 billion; and (ii) adopt the Fiscal Years 2019-2023 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 hearing or otherwise entered into the record, the Report and Recommendation of the Hearing Examiner and the arguments and/or other material presented at this public meeting, the Board hereby adopts (i) the Fiscal Year 2018 Operating Budget authorizing expenditures of \$1.446 billion during Fiscal Year 2018; and (ii) the Fiscal Years 2019-2023 Financial Projections.

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

2018 under § 1513 and § 1516 of Act 44 of 2007, as amended by Act 89 of 2013, with the § 1513 and § 1516 grants being 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 2018 totaling \$670,984,122.

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 \$655,325,761 and \$15,658,361, respectively, with § 1513 including funding that SEPTA must disburse amongst two sub-grantees in the amount of \$37,487 that provide to senior citizens free transit service and, upon PennDOT approval, 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 not less than \$97,848,776 in local matching funds no later than June 30, 2018 for Fiscal Year 2018 as § 1513 of Act 44 of 2007, as amended by Act 89 of 2013, requires.

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 2018 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**

	Registration - Organization Core Info	Grant Applications	Projected Legacy Budget	Unaudited Actual Legacy Budget	Audited Actual Legacy Budget*	Grant Agreement Execution	Invoices	Progress Reports
Authorized to Submit & Modify								
Position Title:	General Manager	General Manager	General Manager	General Manager	General Manager	Chairman of SEPTA Board	General Manager	General Manager
Position Title:	Deputy General Manager / Treasurer	Deputy General Manager / Treasurer	Deputy General Manager / Treasurer	Deputy General Manager / Treasurer		General Manager	Deputy General Manager / Treasurer	Deputy General Manager / Treasurer
Position Title:	Chief Financial Officer	Chief Financial Officer	Chief Financial Officer	Chief Financial Officer		Deputy General Manager / Treasurer	Chief Financial Officer	Chief Financial Officer
Position Title:	Director, Operating Budgets	Director, Operating Budgets	Director, Operating Budgets	Director, General Accounting		Chief Financial Officer	Director, Admin. & Finance (CCT)	Director, General Accounting
Position Title:	Director, Capital Budgets	Director, Capital Budgets	Manager, Rev. Acctg. Oper. Grants & F.A.	Manager, General Accounting			Manager, Cash Mgt., Accts. Pay. & Billings	Director, Operating Budgets
Position Title:	Director, Admin. & Finance (CCT)	Manager, Rev. Acctg. Oper. Grants & F.A.	Senior Accountant	Manager, Rev. Acctg. Oper. Grants & F.A.			Manager, Financial Audit (CCT)	Director, Capital Budgets
Position Title:	Director, General Accounting	Manager, Capital Grant Development					Supervisor, Billings	Manager, Gen. Accounting
Position Title:	Manager, General Accounting	Manager, Capital Budgets					Senior Accountant	Manager, Rev. Acctg. Oper. Grants & F.A.
Position Title:	Manager, Rev. Acctg. Oper. Grants & F.A.	Senior Accountant					Accountant	Manager, Capital Grant Development
Position Title:	Manager, Cash Mgt., Accts. Pay. & Billings							Manager, Capital Budgets
Position Title:	Manager, Capital Grant Development							
Position Title:	Manager, Capital Budgets							
Position Title:	Manager, Financial Audit (CCT)							
Position Title:	Supervisor, Billings							
Position Title:	Senior Accountant							
Position Title:								

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

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THE CAPITAL BUDGET FOR FISCAL YEAR 2018;
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 March 23, 2017, staff briefed the Board on the tentative Capital Budget in the amount of \$727.23 million for Fiscal Year 2018, and the tentative Twelve-Year Capital Program and Comprehensive Plan totaling \$7.3 billion for Fiscal Years 2018-2029; and

WHEREAS, SEPTA's Fiscal Year 2018 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 is replacing antiquated fare collection systems with modern 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 2018 and pertinent staff summary; and

WHEREAS, the proposed Fiscal Year 2018 Capital Budget recommends the allocation of \$727.23 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 2018 Capital Budget up to an amount equal to the total costs of the Projects which shall be \$727.23 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 \$351.72 million for capital projects for Fiscal Year 2018, so long as SEPTA receives \$11.76 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 2018 Capital Budget; and

FEDERAL FUNDS

WHEREAS, the Proposed Fiscal Year 2018 Capital Budget also forecasts \$213.75 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 2018 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 April 26, 2017 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 2018 and the tentative Twelve-Year Capital Program and Comprehensive Plan for Fiscal Years 2018-2029; 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 \$11.76 million that will match the financial assistance for the Fiscal Year 2018 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 PTF 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 2018 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 2018

and the Twelve-Year Capital Program and Comprehensive Plan for Fiscal Years 2018-2029, (ii) authorize SEPTA to apply for financial assistance through the PTF for capital projects for Fiscal Year 2018; 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 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 2018 and the Twelve-Year Capital Program and Comprehensive Plan for Fiscal Years 2018-2029 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 \$351.72 million of financial assistance for capital projects for Fiscal Year 2018 and any other state funds that may be made available for Fiscal Year 2018.

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 2018-2029 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 \$11.76 million in support of the Fiscal Year 2018 Capital Budget and that said funds will match the financial assistance for capital projects that SEPTA will receive from the PTF.

FURTHER RESOLVED, that as to financial assistance for capital projects that SEPTA will receive from the PTF 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 2018 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 2018 Capital Budget up to an amount equal to the total costs of the projects which shall be \$727.23 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 2018 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.

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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 UPMC Benefit Management Services, Inc. d/b/a UPMC WorkPartners, for the provision of third party administrator services for SEPTA under the Family Medical Leave Act (FMLA), with services to be performed over a period of five years scheduled to commence on September 1, 2017, as described in the staff summary on this subject, for a total contract amount not to exceed \$1,885,820, Request for Proposals No. 16-00198-ARLW - Family Medical Leave Act (FMLA).

2. To Innovative Risk Solutions (IRSI), for the provision of benefits broker consultant services to assist SEPTA in the management of its Medical Stop Loss insurance program and general health care related matters, with services to be performed over a period of five years commencing on July 1, 2017, as described in the staff summary on this subject, for a total contract amount not to exceed \$5,013,890, Request for Proposals No. 16-00177-ADLD - Employee Benefits Broker

Consultant Services.

3. To SunVest Solar, Inc., for a power purchase agreement (PPA) to provide Solar Photovoltaic (PV) Systems to be installed on the roofs at SEPTA's 2nd and Wyoming, Callowhill, Fern Rock and Roberts facilities, to be provided over a period of 20 years at no capital cost to the Authority, Request for Proposals No. 16-00268-AMJP - Solar Photovoltaic (PV) Systems at Various SEPTA Locations.

R E S O L U T I O N

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AUTHORIZATION TO EXECUTE A CONSULTANT AMENDMENT

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. SNC Lavalin Rail & Transit, Inc., for Amendment No. 1, which provides for additional consultant engineering and administrative support services for the ACS-64 Locomotives and Multi-Level Cab and Coach Procurement Project, at an increase in cost not to exceed \$487,538, bringing the total contract price,

including this amendment, to an amount not to exceed
\$14,201,998.84.

R E S O L U T I O N

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FINDING OF SPECIAL OPPORTUNITY APPROVING USE OF A
REQUEST FOR PROPOSALS FOR POTENTIAL REDEVELOPMENT AND LEASE OF
THE GRAVERS LANE RAILROAD PASSENGER STATION
IN PHILADELPHIA, PENNSYLVANIA

WHEREAS, pursuant to Section 1741(a)(24) of SEPTA enabling act, the Public Transportation Law, the Authority may determine a finding of special opportunity ("FOSO") with respect to prospective real estate related matters; and

WHEREAS, FOSO's are exempt from the competitive bidding process in favor of solicitation via a Request for Proposals, which allows for the negotiation of terms and conditions of the transaction; and

WHEREAS, SEPTA's Gravers Lane Station ("Station") was designed by Frank Furness and built in 1883 by the Reading Railroad on the Chestnut Hill East Branch and is located at 200 East Gravers Lane in Philadelphia, Pennsylvania, and has been on the National Registry of Historic Places as of January 1977; and

WHEREAS, the Station building is comprised of approximately 1,450 usable square feet and a total site of approximately 32,000 square feet, which includes 15 parking spaces; and

WHEREAS, in 1982 the Chestnut Hill Historical Society performed certain restoration work on the Station; and

WHEREAS, in 2017 SEPTA performed a third-party general construction conceptual cost estimate summary of the Station building and determined it would require approximately \$277,000 in work to return it to a viable commercial retail facility; and

WHEREAS, it is essential for SEPTA to take a qualitative approach to the selection of a new tenant for the Station that evaluates the experience, financial ability and proposed usage as is compatible with the local market and SEPTA's expected capital reconstruction and ongoing maintenance expense offset benefit; and

WHEREAS, SEPTA desires to pursue a Request for Proposals for the lease of the Station which will be prepared and issued in mid-spring of 2017; and

WHEREAS, the Request for Proposals will specify a scope of effort requiring those responding to perform minimum site-specific repairs and improvements and to indemnify SEPTA, and proposers will also be required to reflect the extent and schedule of proposed additional repairs and ongoing maintenance, and a proposed fair market value (FMV) rental; and

WHEREAS, the Request for Proposals will also reflect a minimum lease term and may allow single or multi-year option period(s) to satisfy lending requirements which may be necessary for tenant funding of repairs and improvements, with rent relief being awarded for pre-approved tenants improvements to the structures in accordance with SEPTA's current policy, when appropriate; and

WHEREAS, tenants will be required to secure all necessary permits and/or approvals for repairs and improvements, use, and occupancy of the Station; and

WHEREAS, evaluation of proposals will be performed by committee on a prioritized, weighted basis in conformance with SEPTA's Procurement Manual procedures; and

WHEREAS, the project offering will include a minimum required payment to SEPTA as set forth in the fair market valuation and a review appraisal, with Federal Transit Administration (FTA) concurrence being required; and

WHEREAS, staff requested that the General Manager recommend that the Board approve a FOSO based upon the information presented in the pertinent staff summary, to enable the issuance of a Request for Proposals for potential redevelopment and lease of the Station; and

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

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby approves a Finding of Special Opportunity pursuant to Section 1741(a)(24) of the Public Transportation Law, and thereby authorizes SEPTA to issue a Request for Proposals for the potential redevelopment and lease of the Gravers Lane Railroad Passenger Station as set forth above and more fully described 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.

R E S O L U T I O N

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SAFETY INSPECTOR CERTIFICATION AND RECERTIFICATION
TRAINING PROGRAM PERFORMANCE AGREEMENT
BY AND BETWEEN SEPTA AND PENNDOT

WHEREAS, the Commonwealth of Pennsylvania, acting through the Department of Transportation ("PennDOT"), is responsible for the development, implementation and operation of the Safety Inspector Certification and Recertification Training Program as set forth in 75 Pa. Code Chapter 175 ("Vehicle Equipment and Inspection Regulations"); and

WHEREAS, SEPTA's Bus Operations Technical Training Center has been pursuing certification by PennDOT to become a certified state inspection training school; and

WHEREAS, the foregoing would enable SEPTA's certified technical trainers to license SEPTA mechanics in Pennsylvania state inspection procedures; and

WHEREAS, the proposed Safety Inspector Certification and Recertification Training Program Performance Agreement ("Agreement") would limit training to SEPTA employees only, and

has been reviewed and approved by both the Office of the General Counsel and SEPTA's Training Department; and

WHEREAS, the current process for acquiring a Class 3 state inspection license requires mechanics to enroll in a college or trade school that offers state inspection classes for vehicles over 17,000 pounds; and

WHEREAS, due to the minimum class size requirements, SEPTA mechanics may have to wait up to a year or longer for a class to begin, thereby putting a substantial burden on the SEPTA facilities needing state inspection mechanics; and

WHEREAS, the proposed contract would have no impact on funding as there will be no charge by PennDOT to approve the training center, with SEPTA mechanics being responsible for any state fees for testing and licensing; and

WHEREAS, the staff requested that the General Manager recommend to the Board that SEPTA enter into the proposed Agreement with PennDOT 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 enter into the proposed Safety Inspector Certification and Recertification Training Program Performance Agreement with the Commonwealth of Pennsylvania, Department of Transportation, under such terms and conditions as set forth within the pertinent staff summary.

FURTHER RESOLVED, that the Board hereby authorizes the General Manager or his designee to execute and deliver 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 to effectuate this Resolution.

R E S O L U T I O N

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 B&C Transit, Inc., for the design and purchase of new train signaling equipment to be used on the Broad Street Subway (BSS)- Ridge Avenue Spur Line, with delivery of material commencing in September 2018, as described in the staff summary on this subject, for a total contract amount not to exceed \$2,750,000, Sealed Bid No. 16-00265-ACZC - Design and Furnish Signal Equipment for Ridge Avenue Spur.

2. To The Aftermarket Parts Company LLC, for the purchase of 130 axle gears to be used for the New Flyer bus vehicle overhaul (VOH) program, at a unit price of \$2,202.54, with delivery of material over a period of 12 months commencing in July 2017, as described in the staff summary on this subject, for a total contract amount not to exceed \$286,330.20, Sealed Bid No. 17-00016-ALVI - Axle Gears.

3. To Rockport Construction Company, Inc., for the provision of all labor, materials, tools and equipment for the Frankford Elevated Line Haunch Repairs - Phase 3 Project, with services to be performed over a period of 163 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 \$1,701,700, Sealed Bid No. 17-00035-ATMM - Frankford Elevated Line Haunch Repair Project Phase 3.

R E S O L U T I O N

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 Altec Industries, Inc., for the purchase of various non-stock replacement parts used to repair the utility truck fleet at Courtland Shop, with delivery of material on an "as required" basis over a period of three years commencing approximately in June 2017, as described in the staff summary on this subject, for a total contract amount not to exceed \$259,250.

2. To Westinghouse Air Brake Technology Corporation d/b/a Wabtec Global Services, for the purchase of currently stocked replacement parts used for the general maintenance and vehicle overhaul (VOH) programs on the Silverliner IV, Silverliner V, Broad Street Subway (BSS) B-IV, Norristown High Speed Line (NHSL) N-5 and Light Rail Vehicle (LRV) fleets, with material to be ordered on an "as required" basis over a period of three years commencing in July 2017, as described in the staff summary on this subject, for a total contract amount not to exceed \$2,977,965.

3. To Elert Corporation, for the provision of technical services for the Transit Police Rider Communication System (Elert) software application, with services to be performed over a period of three years scheduled to commence on July 1, 2017,

as described in the staff summary on this subject, for a total contract amount not to exceed \$250,062.

4. To American Arbitration Association (AAA), for the provision of arbitration services required for the resolution of disputes and grievances pertaining to working conditions and disciplinary issues under SEPTA's labor contracts with its unions, with services to be performed on an "as required" basis over a period of three years scheduled to commence on June 1, 2017, as described in the staff summary on this subject, for a total contract amount not to exceed \$70,000.

R E S O L U T I O N

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 Nucero Electrical Construction Co., Inc., for Change Order No. 8, which provides for additional electrical construction work and a 901 calendar day time extension on the New Payment Technologies (NPT) Railroad Electrical Support Project, thereby establishing a new contract completion date of December 31, 2018, at an increase in cost not to exceed

\$362,385, bringing the total contract price, including all change orders to date, to an amount not to exceed \$3,854,048, provided that with the Board's approval of this change order, the Board authorizes the resetting of prior authorized cumulative change order amounts to zero dollars (\$0) and the establishment of a new cumulative change order threshold of 10% or \$500,000, whichever is first reached, pursuant to the Resolution adopted by the Board on May 22, 2008, which Resolution authorized a "Delegation of Authority for Change Orders, Amendments and Agreements".

2. To Santa Paul Corporation t/a Lima Company, for Change Order No. 1, which provides for additional mechanical construction work on the Bucks County Intermodal Station Improvements - Levittown Project, at an increase in cost not to exceed \$43,965, bringing the total contract price, including this change order, to an amount not to exceed \$407,965 provided that with the Board's approval of this change order, the Board authorizes the resetting of prior authorized cumulative change order amounts to zero dollars (\$0) and the establishment of a new cumulative change order threshold of 10% or \$500,000, whichever is first reached, pursuant to the Resolution adopted

by the Board on May 22, 2008, which Resolution authorized a "Delegation of Authority for Change Orders, Amendments and Agreements".

3. To Wescott Electric Company, for Change Order No. 3, which provides for additional electrical construction work on the Suburban Station Passenger and Crew Amenities Project, at an increase in cost not to exceed \$26,972, bringing the total contract price, including all change orders to date, to an amount not to exceed \$318,449, provided that with the Board's approval of this change order, the Board authorizes the resetting of prior authorized cumulative change order amounts to zero dollars (\$0) and the establishment of a new cumulative change order threshold of 10% or \$500,000, whichever is first reached, pursuant to the Resolution adopted by the Board on May 22, 2008, which Resolution authorized a "Delegation of Authority for Change Orders, Amendments and Agreements".

4. To Smith Construction of Philadelphia, Inc. d/b/a Smith Construction, for Change Order No. 2, which provides for additional general construction work on the Suburban Station Passenger and Crew Amenities Project, at an increase in cost not to exceed \$100,820, bringing the total contract price, including

all change orders to date, to an amount not to exceed \$1,024,571, provided that with the Board's approval of this change order, the Board authorizes the resetting of prior authorized cumulative change order amounts to zero dollars (\$0) and the establishment of a new cumulative change order threshold of 10% or \$500,000, whichever is first reached, pursuant to the Resolution adopted by the Board on May 22, 2008, which Resolution authorized a "Delegation of Authority for Change Orders, Amendments and Agreements".

5. To New Flyer Industries, for Change Order No. 1, which provides for various changes for specifications, infrastructure, information technology, capital spare parts and training, and a credit for special tools and equipment, for the contract to purchase 40-foot low floor diesel-electric hybrid buses, at a net increase in cost not to exceed \$941,386.05 bringing the total contract price, including this change order, to an amount not to exceed \$412,748,079.14.