SOUTHEASTERN PENNSYLVANIA TRANSPORTATION AUTHORITY

AGENDA

REGULAR MEETING

To Be Held at 3:00 PM

MAY 23, 2013

1234 Market Street, Mezzanine Level

Philadelphia, PA

1. Approval of Minutes of the Regular Board Meeting of April 25, 2013

2. Financial Report

3. Resolutions

I. Budget, Planning & Information Technology Committee Review

A. Adoption of the Operating Budget for Fiscal Year 2014 and Fiscal Years 2015-2019 Financial Projections

B. Adoption of Supplements to Tariffs that Govern Fares and Furnishing of Passenger Transportation

C. The Capital Budget for Fiscal Year 2014, 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

II. Operations Committee Review

A. Items for Consideration

1. Fiscal Year 2014 Annual Service Plan

2. Agreement with Independence Visitor Center Corporation Related to Philadelphia Phlash Service

3. Reimbursement Agreement Between SEPTA and the City of Philadelphia Relating to the Construction of a Retaining Wall Separating the Norristown Regional Rail Line and Cresson Street in East Falls

B. Sole Source Procurements

4. Report of General Manager
RESOLUTION

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ADOPTION OF THE OPERATING BUDGET FOR FISCAL YEAR 2014
AND FISCAL YEARS 2015-2019 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 15, 2013 the General Manager filed with the Board the tentative Operating Budget Proposal for Fiscal Year 2014 which sets forth revenue and operating expense levels, as well as Fiscal Years 2015-2019 Financial Projections; and
WHEREAS, the tentative Operating Budget for Fiscal Year 2014 sets an authorized spending level of $1.321 billion, an increase of $38.1 million over the adopted Fiscal Year 2013 Operating Budget; 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, 2013, as well as plans for the transition to the New Payment Technology (NPT) fare collection system; and

PUBLIC HEARING

WHEREAS, pursuant to applicable law and the rules and regulations that became effective on March 1, 2010, the Chairman appointed the Joseph M. O’Malley, Esquire as Hearing Examiner to conduct a public hearing with respect to the tentative Operating Budget for Fiscal Year 2014 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 15, 16, 17, 19 and 22, 2013 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 2, 2013 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 2014 Operating Budget and the Fiscal Years 2015-2019 Financial Projections; and

USES OF STATE FUNDS

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

WHEREAS, SEPTA recognizes that financial assistance obtained through Act 44 of 2007 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 2014 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 2014, at an expense level of $1.321 billion and a budget shortfall of $38.1 million; and (ii) adopt the Fiscal Years 2015-2019 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 2014 Operating Budget authorizing expenditures of $1.321 billion during Fiscal Year 2014 and a budget shortfall of $38.1 million, with staff to present a recommendation to the Board to address the budget shortfall at a later date; and (ii) the Fiscal Years 2015-2019 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 2014 under § 1513 of Act 44 of 2007.

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 $79,698 under § 1513 of Act 44 of 2007 and SEPTA must disburse that
payment to five sub-grantees that provide to senior citizens free transit service within SEPTA's service area.

FURTHER RESOLVED, that SEPTA expects to receive no less than 15% in local matching funds no later than June 30, 2014 for Fiscal Year 2014 as § 1513 of Act 44 of 2007 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 2014 and that said funds will match the financial assistance for operating expenses that SEPTA will receive under Act 44 of 2007.

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>
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<tr>
<td>Chairman of SEPTA Board</td>
<td>General Manager</td>
<td>General Officer</td>
<td>General Office Manager</td>
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<td>Manager - Admin &amp; Finance (CIT)</td>
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<td>Rev. Acctg, Over, Grants &amp; F.A.</td>
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* PennDOT requires the Audited Actual Legacy Budget to be submitted by the chief operating officer (such as Executive Director, General Manager, etc.).

Combo Resolution Final A
RESOLUTION

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

WHEREAS, on March 15, 2013 the General Manager filed with the Board the tentative Operating Budget Proposal for Fiscal Year 2014 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 fare increase
effective July 1, 2013, as well as plans for the transition to the New Payment Technology (NPT) fare collection system; and

WHEREAS, pursuant to applicable law and the rules and regulations that became effective on March 1, 2010, the Chairman appointed the Joseph M. O’Malley, Esquire as Hearing Examiner to conduct a public hearing with respect to the tentative Operating Budget for Fiscal Year 2014 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 15, 16, 17, 19 and 22, 2013 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 2, 2013 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 2014 Operating Budget, and that the proposed supplements to tariffs regarding fares be approved; and

WHEREAS, as part of his recommendation the Hearing Examiner suggested consideration toward certain reduced weekend/holiday paratransit fares, and that those parts of the tariffs with respect to NPT also be approved with the urging that SEPTA work with the public to address several concerns about the NPT Program that were raised at the hearings; 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 modified proposed supplements to tariffs that govern fare changes and furnishing of passenger transportation, including transition of fare collection over to the New Payment Technology, as set forth 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. 38
Tariff No. 112, Supplement No. 16
Tariff No. 132, Supplement No. 28
Tariff No. 146, Supplement No. 16
Tariff No. 154, Supplement No. 39
Tariff No. 155, Supplement No. 27
Tariff No. 168, Supplement No. 8
Tariff No. 229, Supplement No. 10

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.
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THE CAPITAL BUDGET FOR FISCAL YEAR 2014, 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

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 22, 2013 the General Manager filed with the Board the tentative Capital Budget for Fiscal Year 2014 and the tentative Twelve-Year Capital Program and Comprehensive Plan for Fiscal Years 2014-2025; and

WHEREAS, SEPTA's Fiscal Year 2014 Capital Budget and Twelve-Year Capital Program reflects the fourth consecutive year of reduced funding resulting from the loss of $110 million per year of State Act 44 funds, thereby causing the Authority to defer many critical projects in the capital program; and

WHEREAS, due to the reduction in capital funds, SEPTA must continue to limit its capital budget to honoring SEPTA's financial obligations, complying with governmental requirements
and advancing safety-related and essential vehicle replacement and rehabilitation programs; and

WHEREAS, SEPTA selected 14 capital projects ("Projects") which are identified in the tentative Capital Budget for Fiscal Year 2014 and pertinent staff summary; and

WHEREAS, the tentative Fiscal Year 2014 Capital Budget recommends the allocation of $308 million in capital improvements that SEPTA will make throughout the metropolitan region; and

STATE FUNDS

WHEREAS, in accordance with Act 44 of 2007, SEPTA anticipates that it is eligible to receive from the Public Transportation Trust Fund ("PTTF") of the Commonwealth $116.5 million for capital projects for Fiscal Year 2014, so long as SEPTA receives $4.2 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 Act 44 of 2007 and local matches to advance the tentative Fiscal Year 2014 Capital Budget; 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 as Hearing Examiner to conduct a public hearing with respect to the tentative Capital Budget for Fiscal Year 2014 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 23, 2013 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 2014 and the tentative Twelve-Year Capital Program and Comprehensive Plan; and

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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 $4.2 million in Fiscal Year 2014 that will match the financial assistance for 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 Act 44 of 2007 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 2014 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 2014
and the Twelve-Year Capital Program and Comprehensive Plan for Fiscal Years 2014-2025 and (ii) authorize SEPTA to apply for financial assistance under Act 44 of 2007 for capital projects for Fiscal Year 2014; 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 2014 and the Twelve-Year Capital Program and Comprehensive Plan for Fiscal Years 2014-2025 as management proposed them.

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 Department of Transportation of the Commonwealth of Pennsylvania 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 the Board hereby authorizes SEPTA to submit to the Department of Transportation of the Commonwealth of Pennsylvania an application for $116.5 million of financial assistance for capital projects for Fiscal Year 2014 and any other state funds that may be made available for Fiscal Year 2014.

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 2014-2025 under Act 44 of 2007 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 $4.2 million in Fiscal Year 2014 and that said funds will match the financial assistance for capital projects that SEPTA will receive under Act 44 of 2007.

FURTHER RESOLVED, that as to financial assistance for capital projects that SEPTA will receive through Act 44 of 2007 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 2014 and will use the funds only for capital projects in a subsequent fiscal year or years.

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 2014 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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FISCAL YEAR 2014 ANNUAL SERVICE PLAN

WHEREAS, proposed Fiscal Year 2014 Annual Service Plan (i) describes service proposals that staff, the public, governmental agencies and elected officials suggested and (ii) presents the technical and financial analyses by which SEPTA determines whether it should implement each service proposal; and

WHEREAS, the pertinent staff summary gives details on proposed Fiscal Year 2014 Annual Service Plan, and four proposed changes (supplements) to service and certain tariffs and proposed revisions to SEPTA’s service standards and process document; and

WHEREAS, pursuant to applicable law and the rules and regulations that became effective on March 1, 2010, the Chairman appointed Eugene N. Cipriani, Esquire as Hearing Examiner to conduct a public hearing with respect to proposed Fiscal Year 2014 Annual Service Plan, and the proposed supplements to certain tariffs and service standards and process revisions; and
WHEREAS, after appropriate publication and posting the Hearing Examiner presided over a public hearing, three sessions of which were held on April 24 and 25, 2013 at convenient and accessible locations; 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 hearing or otherwise entered into the record, on May 6, 2013 the Hearing Examiner issued a Report and Recommendation; and

WHEREAS, the Hearing Examiner recommended that the Board adopt proposed Fiscal Year 2014 Annual Service Plan, and the proposed supplements to certain tariffs and service standards and process revisions; and

WHEREAS, staff requested that the General Manager recommend that the Board (i) adopt proposed Fiscal Year 2014 Annual Service Plan and (ii) adopt the proposed four supplements to certain tariffs and service standards and process revisions; 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 Fiscal Year 2014 Annual Service Plan as filed.

FURTHER RESOLVED, that the Board hereby adopts the below listed supplements to tariffs, all of which were filed as part of proposed Fiscal Year 2014 Annual Service Plan, and instructs management to implement the supplements to tariffs, as well as the revisions to SEPTA’s service standards and process document, as soon as practicable:

Tariff No. 59, Supplement No. 10 (Route 117);
Tariff No. 71, Supplement No. 8 (Route 84);
Tariff No. 129, Supplement No. 9 (Route 115); and
Tariff No. 182, Supplement No. 3 (Route 3).

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.

S/Corp/Resolutions/05-2013-CD3497-FY2014-Annual-Service-Plan-for-City&STD-Final.doc

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RESOLUTION

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AGREEMENT WITH INDEPENDENCE VISITOR CENTER CORPORATION RELATED TO PHILADELPHIA PHLASH SERVICE

WHEREAS, for the past few years SEPTA recognized the need for public transit service during the tourist season that would connect center city Philadelphia (including SEPTA’s Market East Station and Suburban Station), Please Touch Museum and Philadelphia Zoo; and

WHEREAS, SEPTA also recognized that SEPTA’s establishing such a route would be very expensive; and

WHEREAS, from 2009 through 2012 the Board authorized SEPTA to enter into agreements with Central Philadelphia Transportation Management Association ("CPTMA") whereby CPTMA would extend its Philadelphia Phlash bus route ("Phlash") from center city Philadelphia to the Please Touch Museum and Philadelphia Zoo; and

WHEREAS, the Independence Visitor Center Corporation ("IVCC") is the current operator of the Phlash service; and
WHEREAS, the service was so successful in prior years that management wishes to renew the service during the 2013 tourist season; and

WHEREAS, IVCC offered to operate the Phlash service from center city Philadelphia to Please Touch Museum and Philadelphia Zoo under the same terms by which it provided the service in 2012; and

WHEREAS, SEPTA will pay to IVCC an amount not to exceed $250,000 for the service which will run between May 10, 2013 and October 27, 2013; and

WHEREAS, in return IVCC will accept as fares valid TransPasses, Trail Passes, Cross County Passes and Independence Passes for unlimited rides while the extension is in service; and

WHEREAS, staff requested that the General Manager recommend that the Board authorize SEPTA to enter into the agreement with IVCC for the operation of Phlash service under the terms that are set forth 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 agreement with Independence Visitor Center Corporation for the operation of service on the Philadelphia Phlash bus route as described above and 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.
RESOLUTION

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REIMBURSEMENT AGREEMENT BETWEEN
SEPTA AND THE CITY OF PHILADELPHIA
RELATING TO THE CONSTRUCTION OF A RETAINING WALL SEPARATING THE
NORRISTOWN REGIONAL RAIL LINE AND CRESSON STREET IN EAST FALLS

WHEREAS, the existing stone retaining wall along the north side of the Norristown Regional Rail Line right-of-way between Midvale Avenue and Calumet Street is in poor condition and represents a safety hazard to both SEPTA’s railroad operation and vehicular traffic on the adjacent section of Cresson Street in East Falls; and

WHEREAS, due to the walls irregular and degraded condition, its position relative to an exact property line is indeterminate; and

WHEREAS, recognizing the mutual benefit to be gained by reconstructing the wall, the City of Philadelphia ("City") approached SEPTA about jointly pursuing a construction project ("Project") to replace/repair the subject wall; and

WHEREAS, the Project will provide a new retaining wall that will be owned and maintained by SEPTA, and an improved highway
foundation, surface and jersey type barriers that will be owned and maintained by the City; and

WHEREAS, the City and SEPTA have negotiated a reimbursement agreement, subject to authorization by the Board, under which the City will enter into a third party construction contract for the Project, and SEPTA will reimburse the City for one-half of the cost of the construction, and SEPTA and the City will each independently fund and perform other Project elements; and

WHEREAS, the City and SEPTA estimated that the cost to construct the new retaining wall will be $1,550,000 and consequently, if the estimated amount is the actual amount that the City incurs, SEPTA will be required to pay $775,000 to the City under the reimbursement agreement; and

WHEREAS, staff requested that the General Manager recommend that the Board authorize SEPTA to enter into the reimbursement agreement with the City as set forth 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 reimbursement agreement with
the City of Philadelphia (i) by which SEPTA will reimburse the City of Philadelphia one-half of the costs that the City of Philadelphia will incur to construct a new retaining wall between the Norristown Regional Rail Line and Cresson Street in East Falls and (ii) under the terms 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.
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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 Ellcon National, for the purchase of 275 each left hand and right hand driving screws to be used in the Vehicle Overhaul (VOH) Program of SEPTA’s M-4 car fleet, at a unit price of $375, with delivery of material scheduled to commence in July 2013, as described in the staff summary on this subject, for a total contract amount not to exceed $206,250.

2. To Ellcon National, for the purchase of two complete car sets of sensitive edge kits to be used in the Vehicle Overhaul (VOH) Program of the Bombardier car fleet, at a unit price of $17,500, with delivery of material and installation scheduled in June 2013, as described in the staff summary on this subject, for a total contract amount not to exceed $35,000.

3. To Dellner Couplers, Incorporated, for the purchase of various coupler parts to be used as inventory replenishment and for the Vehicle Overhaul (VOH) Program of SEPTA’s M-4 and LRV car fleets, with material to be ordered on an “as required” basis over a period of three years commencing in July 2013, and with authorization to SEPTA staff to extend the contract for a six (6) month period at no increase in cost, as described in the staff summary on this subject, for a total contract amount not to exceed $1,433,000.
4. To Hanning & Kahl LP, for the purchase of three test racks and all associated hardware and training to be used in routine maintenance, periodic inspection, and heavy repair of the B-IV cars serviced at Fern Rock Maintenance Facility for the Automatic Vehicle Identification (AVI) System, with delivery of material scheduled in September 2013, as described in the staff summary on this subject, for a total contract amount not to exceed $37,299.

5. To PECO Energy Corporation, for the relocation of an existing duct bank to allow for an elevator to be installed on the northwest corner of Broad and Race Streets, as part of the Race - Vine ADA Improvements Project, with work to be performed over a period of four months scheduled to commence in June 2013, as described in the staff summary on this subject, for a total contract amount not to exceed $1,039,976.

6. To IBM Corporation, for renewal of the software maintenance and support contract of the IBM/Z/OS operating system software for SEPTA's IBM mainframe computer system (z114) series machine, with services to be performed over a period of five years commencing on July 1, 2013, as described in the staff
summary on this subject, for a total contract amount not to exceed $789,811.

7. To Tyco Integrated Security, for the provision of the Railroad Stations Remote Access Pilot Project associated with the New Payment Technologies (NPT) Project for evaluation at Fox Chase and Bethayres Rail Stations, with services scheduled to commence in June 2013 and be completed by January 2014, as described in the staff summary on this subject, for a total contract amount not to exceed $126,256.

8. To CG Automation USA (formerly QEI, Inc.), for renewal of software and hardware services which support the current SCADA (Supervisory Control and Data Acquisition) system used by SEPTA Power Dispatchers, with services to be performed over a period of five years scheduled to commence on June 1, 2013, as described in the staff summary on this subject, for a total contract amount not to exceed $823,300.