

SOUTHEASTERN PENNSYLVANIA TRANSPORTATION AUTHORITY

A G E N D A

REGULAR MEETING

To Be Held at 3:00 PM

JULY 27, 2017

1234 Market Street, Mezzanine Level

Philadelphia, PA

1. Approval of Minutes of the Regular Meeting of June 22, 2017
 2. Financial Report
 3. Resolutions
- I.** Election Not to Hold a Regular Meeting of the Board in the Month of August 2017 and Cancellation of the Regular and Special Meetings of the Board Scheduled for August 24, 2017
- II. Pension Committee Review**
- A. Termination of Sterling Advisors and Appointment of Prudential Trust Company Collective Trust as Investment Manager
- III. Budget, Planning & Information Technology Committee Review**
- A. Amendment of the Fiscal Year 2017 Operating Budget and Allocation of Funds to the Service Stabilization Fund
- IV. Administration Committee Review**
- A. Authorization to Renew Purchase of Stop Loss Insurance for Medical and Prescription Drug Benefits with AGI/National Union Fire Insurance Company of Pittsburgh
- B. Authorization to Enter into an Agreement with PNC Bank for a \$100 Million Unsecured Line of Credit
- C. Authorization to Enter into an Agreement with Middletown Township to Create a Transportation Revitalization Improvement District (TRID) Adjacent to Wawa Passenger Station in Delaware County

Agenda
July 27, 2017

D. Award of Contracts Pursuant to a Request for Proposals

E. Authorization to Execute Consultant Amendments

V. Operations Committee Review

A. Amendment to Authorization to Enter into a Tri-Party Site Development Agreement and Operating and Maintenance Agreement with MC Roseland Washington Street, L.P. and the Borough of Conshohocken in Connection with the Relocation of Washington Street in Support of a Residential Development Project in Conshohocken, Montgomery County

B. Various Procurements

C. Sole Source Procurements

D. Change Orders and Amendment

4. Report of General Manager

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R E S O L U T I O N

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ELECTION NOT TO HOLD A REGULAR MEETING OF THE BOARD IN THE
MONTH OF AUGUST 2017 AND CANCELLATION OF THE REGULAR AND
SPECIAL MEETINGS OF THE BOARD SCHEDULED FOR AUGUST 24, 2017

WHEREAS, under Section 3.02 of the By-Laws the Board by resolution may elect not to hold a regular meeting in the month of July or August; and

WHEREAS, the Board desires not to hold a regular meeting in the month of August 2017.

NOW, THEREFORE, BE IT RESOLVED, that the Board will not hold a regular meeting in the month of August 2017.

FURTHER RESOLVED, that the Board hereby cancels the regular and special meetings that are scheduled to be held on August 24, 2017.

R E S O L U T I O N

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TERMINATION OF STERLING ADVISORS AND
APPOINTMENT OF PRUDENTIAL TRUST COMPANY COLLECTIVE TRUST
AS INVESTMENT MANAGER

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 provides investment guidelines and investment return expectations for all investment managers; and

WHEREAS, the Policy Statement contains monitoring procedures for the Pension Committee to utilize in its review of the performance of each investment manager; and

WHEREAS, Sterling Advisors ("Sterling"), a division of BB&T Securities, manages a portfolio of domestic fixed income securities for the SEPTA Pension Plan; and

WHEREAS, on December 13, 2016, PFM Advisors, the SEPTA Pension Plan Consultant, issued a Money Manager Alert advising

that the long-term portfolio manager at Sterling responsible for the investment of the SEPTA Plan assets at the firm had resigned to form his own investment management company; and

WHEREAS, at the Pension Committee Meeting that was held on February 23, 2017, PFM Advisors discussed the change in portfolio managers at Sterling and reviewed the performance of the fund, and as a result thereof the Pension Committee voted to place Sterling on the Watch List pursuant to criteria outlined in the Plan's Policy Statement; and

WHEREAS, at the May 25, 2017 Pension Committee meeting, PFM Advisors presented an evaluation of several potential fixed income managers including firm management, investment strategies, and historic performance; and

WHEREAS, after review and discussion, the Pension Committee decided to interview Sterling's portfolio management team, as well as the portfolio management team from Prudential Trust Company Collective Trust ("Prudential"); and

WHEREAS, at the June 22, 2017 Pension Committee Meeting, representatives of both Sterling and Prudential were interviewed by the Pension Committee and PFM Advisors and answered questions related to their respective portfolio management teams,

investment strategies, fund performance, and other relevant events at their respective firms; and

WHEREAS, after committee discussions, and based on the interviews, portfolio management teams, and performance measures, PFM Advisors recommended and the Pension Committee agreed to terminate the investment management contract with Sterling and appoint Prudential as a domestic fixed income investment manager.

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby approves the termination of SEPTA's investment management agreement with Sterling Advisors, and designates and appoints Prudential Trust Company Collective Trust as an investment manager of domestic fixed income investments for the SEPTA Pension Plan.

FURTHER RESOLVED, that the Board hereby authorizes the proper officers of SEPTA (i) to execute and deliver all documents that will enable SEPTA to terminate its investment contract with Sterling Advisors and enter into an investment management agreement with Prudential Trust Company Collective Trust as an investment manager of domestic fixed income investments for the SEPTA Pension Plan; (ii) take such action

necessary to liquidate and/or transfer the assets currently being managed by Sterling to fund the Prudential Trust Company Collective Trust fund as approved by the Pension Committee; and (iii) to do any and all other things that may be necessary in order to effectuate this Resolution.

R E S O L U T I O N

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AMENDMENT OF THE FISCAL YEAR 2017 OPERATING BUDGET AND
ALLOCATION OF FUNDS TO THE SERVICE STABILIZATION FUND

WHEREAS, in July 2007 the Pennsylvania General Assembly approved Act 44 of 2007, creating the Public Transportation Trust Fund, which was intended to provide a stable and growing source of subsidies for public transportation throughout the Commonwealth, as well as a long-term funding solution for Pennsylvania's public transportation agencies; and

WHEREAS, shortly after the enactment of Act 44 of 2007, SEPTA created the Service Stabilization Fund in order to sustain SEPTA's operations for a longer term and to provide adequate subsidy funds to maintain stable financial resources for future operating budgets; and

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

WHEREAS, on May 26, 2016 the Board adopted the operating budget for Fiscal Year 2017; and

WHEREAS, during Fiscal Year 2017 the Authority achieved operating budget savings associated with reductions in expenses for (i) self-insured employee medical, workers' compensation, prescription drug costs, and injury and damage claims; (ii) snow removal costs; (iii) propulsion power and fuel expenditures; and (iv) contract settlements related to the Silverliner V railcar fleet defects; and

WHEREAS, these savings were partially offset by a passenger revenue shortfall resulting from (i) lower ridership; (ii) the six-day City Transit Division strike; and (iii) the Silverliner V fleet defect which necessitated 120 railcars having to be temporarily removed from RRD revenue service; and

WHEREAS, the Finance and Planning Division has requested that the General Manager recommend that the Board authorize management to allocate approximately \$12.2 million to the Service Stabilization Fund and reduce state and local operating subsidies by approximately \$12.2 million in the Fiscal Year 2017 operating budget, which will enable the funds to be used to subsidize future years operating expenses and budgets, under the terms 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 amend its operating budget for Fiscal Year 2017 and to allocate approximately \$12.2 million of state and local subsidies to the Service Stabilization Fund, under the terms that are set forth within the pertinent staff summary.

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

R E S O L U T I O N

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AUTHORIZATION TO RENEW PURCHASE OF STOP LOSS INSURANCE
FOR MEDICAL AND PRESCRIPTION DRUG BENEFITS
WITH AGI/NATIONAL UNION FIRE INSURANCE COMPANY OF PITTSBURGH

WHEREAS, effective August 1, 2016 SEPTA purchased its self-insured formal arrangement for medical/health coverage administered by Independence Blue Cross ("IBC"), as well as employee prescription benefits administered through CVS Health (formerly CVS/Caremark) from National Union Fire Insurance Company of Pittsburgh (currently "AIG"), for medical coverage covering over 25,000 lives (including employees and certain retirees, spouses and dependents), which included "Specific Deductible" of \$500,000 or higher per person; and

WHEREAS, part of said self-insured program is a "stop-loss" insurance contract covering catastrophic or "shock claims"; and

WHEREAS, the current stop loss insurance coverage with AIG was for a one-year period expiring on July 31, 2017, at an estimated annual premium of \$2,724,945; and

WHEREAS, SEPTA's broker, Innovative Risk Solutions, Inc., reached out to 17 stop-loss carriers for renewal coverage quotes, of which only four firms submitting bids; and

WHEREAS, the lowest bid was from incumbent carrier AIG which quoted a rate to SEPTA of \$23.35 per employee/non-Medicare retiree, which is \$0.84 cents over the current rate of \$22.51 (or a 3.7% increase); and

WHEREAS, the proposed new policy with AIG will have a 24-month look back (or "cap less renewal"), which means that previous amounts over a 12-month period will count towards a new deductible, with AIG limiting one person to a deductible of \$600,000; and

WHEREAS, with the concurrence of the Administration Committee of the Board, staff requested the General Manager recommend that the Board authorize SEPTA to renew its purchase of Stop Loss Insurance from AIG 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 renew purchase of Stop Loss Insurance coverage from AIG (National Union Fire Insurance Company of Pittsburgh) under the terms and conditions that are set forth within the pertinent staff summary.

FURTHER RESOLVED, that the coverage will cover both medical and prescription drug claims incurred over the one-year period of August 1, 2017 through July 31, 2018 at an estimated annual premium of \$2,724,945.

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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AUTHORIZATION TO ENTER INTO AN AGREEMENT WITH PNC BANK
FOR A \$100 MILLION UNSECURED LINE OF CREDIT

WHEREAS, SEPTA currently has a \$50 million unsecured line of credit PNC Bank; and

WHEREAS, with the Commonwealth's passage of Act 89 of 2013, SEPTA's capital spending has doubled and cash requirements have grown at a similar rate; and

WHEREAS, the Authority typically pays for state capital projects and certain federal projects prior to receiving cash payment from the Federal Transit Administration (FTA), the Pennsylvania Department of Transportation (PennDOT), the City of Philadelphia and its surrounding Bucks, Chester, Delaware and Montgomery counties; and

WHEREAS, while SEPTA ultimately is reimbursed for these payments, the increased number of projects made possible by Act 89 has heightened liquidity requirements; and

WHEREAS, recent budget uncertainty at the federal level has resulted in partial apportionments of formula grant funding and

subsequent delay in FTA capital reimbursements to the Authority;
and

WHEREAS, PNC Bank ("PNC") is the primary commercial bank that SEPTA uses for its daily banking activities; and

WHEREAS, because of the long-standing relationship between SEPTA and the bank, PNC has agreed to extend to SEPTA a \$100 million line of credit on an unsecured basis; and

WHEREAS, PNC's willingness to make the line of credit available without security eliminates the need to pledge fare box revenues or other state/federal revenue sources; and

WHEREAS, subject to Board approval, SEPTA and PNC have agreed to terms for the \$100 million unsecured line of credit, including (i) a one-year term; (ii) a borrowing rate equal to the daily LIBOR rate plus 75 basis points; and (iii) a credit facility fee of either 10 or 25 basis points depending upon utilization of the line of credit; and

WHEREAS, staff has requested that the General Manager recommend that the Board authorize SEPTA to enter into a \$100 million unsecured line of credit with PNC in order to efficiently manage the Authority's payment capabilities and provide liquidity throughout the fiscal year, 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 agreement with PNC Bank for a \$100 million unsecured line of credit, under the 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 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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AUTHORIZATION TO ENTER INTO AN AGREEMENT WITH
MIDDLETOWN TOWNSHIP TO CREATE A
TRANSPORTATION REVITALIZATION IMPROVEMENT DISTRICT (TRID)
ADJACENT TO WAWA PASSENGER STATION IN DELAWARE COUNTY

WHEREAS, on May 25, 2017 the Board approved SEPTA's Fiscal Year 2018 Capital Budget and Twelve-Year Capital Program and Comprehensive Plan which included the restoration of revenue service on the Media-Elwyn RRD Line from its current terminus at Elwyn to a new station in Wawa, Middletown Township, Delaware County; and

WHEREAS, the project includes renewal of infrastructure (including bridges, track, signals and catenary systems), as well as construction of a new passenger station building ("Station") and parking lot at Wawa, with construction thereof expected to commence in calendar year 2018; and

WHEREAS, in 2004, the Pennsylvania General Assembly passed Act 238 of 2004 known as the Transportation Revitalization Improvement District (TRID) Act, which enables municipalities and counties within the Commonwealth to create TRIDs to promote

improvements and development at and around public transit stations; and

WHEREAS, on November 4, 2016, Governor Wolf signed legislation (Act 151 of 2016) amending and modernizing the TRID Act to encourage greater utilization of this financing tool, which authorizes municipalities, counties and school districts to use incremental tax revenues generated by new real estate investment (value capture) within the TRID for the completion and maintenance of infrastructure supporting the TRID; and

WHEREAS, Act 151 of 2016 also created a TRID Fund Grant Program to be administered by the Pennsylvania Department of Community and Economic Development (DCED) via two statewide grants to supplement local TRID revenues and enhance the fiscal feasibility of TRID projects, with the grants to be used for funding either an eligible project or covering debt service payments related to the debt incurred to fund an eligible project; and

WHEREAS, in March 2017 Middletown Township ("Township") approached SEPTA about conducting a study with respect to the creation of a TRID which would extend a three-quarter mile radius around the new Station, and includes the former Franklin

Mint site and other properties in the Township, which study was supported by SEPTA; and

WHEREAS, on June 29, 2017 the Township submitted an application for one of the two TRID Fund Grants seeking to make a minimum of \$5.1 million in infrastructure investments within the TRID to be financed over a period of 15 years; and

WHEREAS, the TRID-supported infrastructure investments by the Township would include (i) extending the Chester Creek Trail to the Station; (ii) Baltimore Pike enhancements; and (iii) a pedestrian connection to the Station from a planned residential development at the former Franklin Mint site; and

WHEREAS, the proposed pedestrian access is significant for SEPTA due to the Township's current development project which anticipates 302 units of housing, 600,000 square feet of office/commercial space, a 120 room hotel and approximately 10,000 square feet of restaurants, thereby creating need for nearby residents and employees commuting to work to access the Station; and

WHEREAS, in order to be eligible for TRID Fund Grant funding, the Township must, inter alia, complete a formal agreement with SEPTA that (i) approves the TRID planning study; (ii) defines the activities, commitments and administrative

roles of each party to the TRID; and (iii) designates the Township as the TRID Management Entity; and

WHEREAS, staff requested that the General Manager recommend that the Board authorize SEPTA to enter into an agreement with the Township to create a TRID adjacent to the Station 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 an agreement with Middletown Township for the creation of a Transportation Revitalization Improvement District (TRID) adjacent to SEPTA's planned new Wawa RRD Passenger Station, under such terms and conditions set forth within the pertinent staff summary.

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

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AWARD OF CONTRACTS

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 firms listed below because said firms were the successful proposers in the areas for which the request for proposals was issued; and

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

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 contracts, 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 Gannett Fleming, Inc.; to HNTB Corporation; to Pennoni Associates, Inc.; to Johnson, Mirmiran & Thompson, Inc.; to AECOM Technical Services, Inc.; to STV Incorporated; to McCormick Taylor, Inc.; and to Jacobs Engineering Group, Inc., for the provision of general engineering consultant services (GEC-17) for rail and bus infrastructure and related mass transit projects, with services to be performed over a period of three years scheduled to commence in August 2017, for total contract amounts for each of the eight GEC consultants not to exceed \$8,000,000, Request for Proposals No. 16-00288-ACKR - General Engineering Consultant Services for Rail and Bus Infrastructure and Related Mass Transit Projects.

R E S O L U T I O N

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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 LTK Engineering Services, Inc., for Amendment No. 6, which provides for a 15-month time extension of the consultant services contract providing on-site technical and administrative support of the New Payment Technologies (now known as Key) Program and other projects associated with payment

system equipment, thereby establishing a new contract completion date of December 31, 2018, at an increase in cost not to exceed \$1,989,989, bringing the total contract price, including all amendments to date, to an amount not to exceed \$15,777,704.

2. To Intersection Media, LLC (formerly Titan Outdoor, LLC), for Amendment No. 4, which provides for the authorization to exercise two 2-year renewal options to the Contract for Transit and Railroad Advertising services, for a total minimum guarantee payment obligation to SEPTA of \$74,200,000 over the combined two option periods, under such other terms and conditions as described in the staff summary on this subject.

R E S O L U T I O N

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AMENDMENT TO AUTHORIZATION TO ENTER INTO A TRI-PARTY SITE DEVELOPMENT AGREEMENT AND OPERATING AND MAINTENANCE AGREEMENT WITH MC ROSELAND WASHINGTON STREET, L.P. AND THE BOROUGH OF CONSHOHOCKEN IN CONNECTION WITH THE RELOCATION OF WASHINGTON STREET IN SUPPORT OF A RESIDENTIAL DEVELOPMENT PROJECT IN CONSHOHOCKEN, MONTGOMERY COUNTY

WHEREAS, the Borough of Conshohocken ("Borough") is currently involved in a 340 unit residential development project ("Project") with MC Roseland Washington Street, L.P. ("Developer"), by its sole general partner Mack-Cali Sub XV Trust, with respect to property located at 51 Washington Street in Conshohocken, Montgomery County; and

WHEREAS, by authorization of the Board on July 21, 2016, as part of the Project the Borough shall acquired ownership (via quitclaim deed) of a portion of SEPTA's existing inbound parking lot property located at the Conshohocken Passenger Station ("Station") on the Manayunk/Norristown Regional Rail Division (RRD) Line, for the purpose of realigning Washington Street by Roseland Residential Trust L.P., an umbrella organization for the Developer; and

WHEREAS, in exchange and consideration for the Station property to facilitate realignment of Washington Street, the Borough shall vacate and transfer to SEPTA a portion of the existing Washington Street; and

WHEREAS, under the proposed Project at the time of the Board's authorization, the Developer agreed to construct a new SEPTA commuter parking lot consisting of 60-70 spaces, along with three designated catch basins for storm water drainage, at no cost to SEPTA; and

WHEREAS, the Developer received a \$400,000 park and ride grant from the Commonwealth of Pennsylvania to fund the Project; and

WHEREAS, the Borough had agreed to forego payment from the Developer of one-half of the impact fee in the amount of \$185,000, provided that the Developer used the money towards the reconstruction of the SEPTA parking lot and realignment of Washington Street; and

WHEREAS, due to a subsequent short-fall of \$210,000 in available funds, attributable to the final design configuration, added safety features and improvements, it has been proposed that the Borough and Developer shall each contribute equal

amounts in fundings toward the short-fall, while SEPTA shall now expend an amount not to exceed \$70,000, which shall be payable at the conclusion of the Project; and

WHEREAS, all other aspects of the Project as previously outlined and presented to the Board with regard to the relocation of Washington Street and residential development of 51 Washington Street shall remain in full force and effect; and

WHEREAS, the Developer will indemnify SEPTA from and against any and all liability related to the construction of the parking lot, and shall obtain and maintain such insurance as mandated by SEPTA; and

WHEREAS, in the event any environmental contamination is discovered on SEPTA property by the Developer during construction, SEPTA will be responsible for remediation and removal thereof, but SEPTA will not be responsible for any consequential, remote or delay claims related to such contamination; and

WHEREAS, if required, SEPTA will obtain any Federal Transit Administration (FTA) concurrence of the transaction contemplated hereunder; and

WHEREAS, staff requested that the General Manager recommend that the Board amend its prior authorization granted on July 21, 2016, and now authorize SEPTA to enter into a tri-party agreement with the Borough and Developer in order to facilitate SEPTA's covering one-third of the short-fall for the cost of the Project, in an amount not to exceed \$70,000, under the terms and conditions 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 the Board hereby authorizes SEPTA to enter into a tri-party agreement with the Borough of Conshohocken and Developer MC Roseland Washington Street, L.P., under such terms and conditions set forth within the pertinent staff summary.

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

R E S O L U T I O N

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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 T. Frank McCall's Inc., for the purchase of an estimated 25,000 calcium chloride bags to be used for melting snow and ice during the 2017-2018 winter season, at a unit price of \$11.65, with deliver of material on an "as required" basis over a period of seven months scheduled to commence in October 2017, as described in the staff summary on this subject, for a total contract amount not to exceed \$291,250, Sealed Bid No. 17-00097-ARZP - Calcium Chloride Bags.

2. To The Okonite Company, for Items Nos. 1-9, for the purchase of signal cable to be used for the Arsenal Interlocking Renewal Project located near the intersection of University Boulevard and the Schuylkill Expressway, with delivery of material commencing in October 2017, as described in the staff summary on this subject, for a total contract amount not to exceed \$245,637.50, Sealed Bid No. 17-00060-ACZC - Signal Cable For SEPTA.

3. To Neshaminy Constructors, Inc., for general construction services, for a total contract amount not to exceed \$7,557,500; to John J. Bee, Inc., for mechanical construction services, for a total contract amount not to exceed \$325,000; and to Wescott Electric Company, for a total contact amount not to exceed \$759,000, to provide all labor, materials, tools and

equipment for the 30th Street Station - 31st Street Improvements Project, with services to be performed over a period of 540 calendar days after issuance of Notice-to-Proceed, as described in the staff summary on this subject, Sealed Bid No. 17-00116-AKLM - 30th Street Station and 31st Street Improvements.

4. To FELLFAB Corporation, for Items Nos. 1-4, for the purchase of replacement seat cushions and cover assemblies to be used on the Silverliner IV rail car fleet, at unit prices of \$226.46, \$122.24, \$324.97 and \$171.04, respectively, with delivery of material scheduled over a period of five years commencing within 90 days of issuance of Notice-to-Proceed, as described in the staff summary on this subject, for a total contract amount not to exceed \$4,291,408.80, Sealed Bid No. 17-00091-AWDC - Seats for Silverliner IV Cars.

5. To Seravalli, Inc., for general contractor services to provide all labor, material and equipment for the installation of eight ADA concrete curb ramps along Market Street, with services to be performed over a period of 90 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 \$211,000, Sealed Bid No. 17-00053-ATMM - Eight Curb Ramps Along Market Street.

6. To PEI Genesis, Inc., for Items Nos. 59-01288 - 59-01291, for the purchase of various cable assembly harness kits to be used in the maintenance of the M-4 car fleet, at unit prices of \$2,894.49, \$2,898.28, \$3,038.49 and \$2,511.05, respectively, with delivery of material scheduled over a period of four years commencing in September 2017, as described in the staff summary on this subject, for a total contract amount not to exceed \$1,020,807.90, Sealed Bid No. 16-00247-AMGA - Cable Assemblies for M-4 Cars.

7. To Siemens Industry, Inc., for the provision of design, materials, equipment and manufacturing of the replacement of three existing static frequency converters (SFC) and one new unit at Wayne Junction, with services to be performed over a period of 535 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 \$23,568,835.46, Sealed Bid No. 16-00250-ACZC - Static Frequency Converters for Wayne Junction Project.

8. To Orgo-Thermit, Inc., for the provision of rail grinding services on approximately 13 miles of Broad Street Subway (BSS) Line express track to shape the rail head and remove defects caused by substantial usage, with services to be

performed over a period of 90 days after issuance of Notice-to-Proceed, as described in the staff summary on this subject, for a total contract amount not to exceed \$275,325, Sealed Bid No. 17-00074-APES - Rail Grinding - Broad Street Subway.

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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 Lubrite Technologies, LLC, for the purchase of 345 wear plates to be used in the maintenance of the Light Rail Vehicle (LRV) and M-4 truck bolsters, at a negotiated unit price of \$938, with delivery of material scheduled over a period of three years commencing in November 2017, as described in the staff summary on this subject, for a total contract amount not to exceed \$323,610.

2. To Siemens Industry, Inc., for the purchase of various spare Positive Train Control (PTC) component parts to be used in the maintenance of the Silverliner IV and Bombardier Push-Pull rail car fleets, with delivery of material scheduled to commence in August 2017, as described in the staff summary on this subject, for a total contract amount not to exceed \$105,501.57.

3. To ITT Enidine, Inc., for the purchase of currently stocked suspension replacement parts to be used for the M-4 and N-5 car fleets, with delivery of material on an "as required" basis over a period of three years commencing in August 2017, as described in the staff summary on this subject, for a total contract amount not to exceed \$393,190.

4. To AT&T Mobility National Accounts, LLC d/b/a AT&T Mobility, for the software licensing and installation of

customizable digital forms to be loaded on mobile devices that would replace the paper forms currently being used by Operations field personnel, with services to be performed over a period of three years scheduled to commence in August 2017, as described in the staff summary on this subject, for a total contract amount not to exceed \$420,000.

5. To BMC Software, Inc., for the renewal of software licensing and related migration, maintenance and support services for the Control-M software package installed in SEPTA's Data Center, with services to be performed over a period of three years scheduled to commence in August 2017, as described in the staff summary on this subject, for a total contract amount not to exceed \$208,521.01.

6. To INFODEV Electronic Designers International, Inc., for the provision of automatic passenger counter (APC) systems programming and support services, to be performed over a period of four years commencing on August 1, 2017 and maintenance and support commencing on March 1, 2018, as described in the staff summary on this subject, for a total contract amount not to exceed \$95,375.

R E S O L U T I O N

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AUTHORIZATION TO EXECUTE CHANGE ORDERS AND AMENDMENT

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/amendment identified below in form approved by the Office of General Counsel, subject to the concurrence of the funding agencies, if required, and to any applicable Disadvantaged Business Enterprise requirements:

1. To James J. Anderson Construction Company, Inc., for Change Order No. 3, which provides for additional general construction work on the Margaret-Orthodox Station Rehabilitation Americans with Disabilities Act (ADA) Project, at an increase in cost not to exceed \$384,294, bringing the total contract price, including all change orders to date, to an

amount not to exceed \$21,488,256, 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 Conduent, Inc. (formerly XEROX Transport Solutions, Inc.), for Change Order No. 16, which provides for additional equipment and scope of work for the New Payment Technologies System contract, at an increase in cost not to exceed \$7,869,340, bringing the total contract price, including all change orders to date, to an amount not to exceed \$157,492,342.

3. To Michelin North America, Inc., for Amendment No. 1, which provides for a change to the pricing terms (during the 36-month run-out option period from July 1, 2017 - June 30, 2020) under the lease and service contract of bus tires, bringing the total contract price, including this amendment, to an amount not to exceed \$1,659,394.90 for exercise of the 36-month run-out option.

S/Corp/Resolutions/RES-July-2017.doc