1. Approval of Minutes of the Regular Meeting of September 17, 2015

2. Financial Report

3. Resolutions

I. Pension Committee Review
   A. Authorization to Engage Consultants to Provide Advisory Services for Defined Benefit and Deferred Compensation Plans

II. Administration Committee Review
   A. Authorization to Enter into a Lease/Purchase Financing Agreement with Bank of America to Advance a Guaranteed Energy Savings Contract with Constellation NewEnergy, Inc.
   
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   C. Request for Proposals

III. Operations Committee Review
   A. Items for Consideration
      
      1. Lease by St. Michael the Archangel Church to SEPTA of an Estimated 79 Temporary Commuter Parking Spaces Located Near Levittown Passenger Station in Bucks County, Pennsylvania

      2. Lease by SEPTA to the Rothman Institute of 10,592 Rentable Square Feet on the 3rd Floor of 1234 Market Street
Agenda
October 22, 2015

B. Various Procurements
C. Sole Source Procurements
D. Change Orders

4. Report of General Manager

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RESOLUTION

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AUTHORIZATION TO ENGAGE CONSULTANTS
TO PROVIDE ADVISORY SERVICES FOR
DEFINED BENEFIT AND DEFERRED COMPENSATION PLANS

WHEREAS, the Pension Committee requires the services of a consultant(s) to provide advisory services for the Authority's Defined Benefit ("DB") and Deferred Compensation ("DC") Plans ("Plan" or "Plans") to (i) review and recommend updates and revisions to the Plans' investment guidelines; (ii) conduct searches for investment managers and other Plan service providers; (iii) provide periodic performance reviews of the Plans' investment managers and funds; and (iv) provide general advice to the Pension and Deferred Compensation Committees throughout the term of the contract, and

WHEREAS, SEPTA's existing DB and DC advisory services contract with PFM Asset Management, LLC ("PFM") will expire on December 31, 2015; and

WHEREAS, on January 15, 2015, a Request for Proposals ("RFP") for SEPTA's DB Plan and DC Plan advisory services was
issued to the public, advertised in the newspaper and posted on the internet; and

WHEREAS, in response to said RFP, 13 proposals were received by the due date of March 9, 2015; and

WHEREAS, all 13 proposals were reviewed and scored by a Technical Evaluation Committee in accordance with the criteria described in the RFP; and

WHEREAS, subsequent to the scoring by the Technical Evaluation Committee, the initial price proposals were opened and reviewed; and

WHEREAS, based upon the technical review scoring and initial price proposals, SEPTA staff determined that 11 of the 13 firms were within the competitive range, and that each of these 11 firms be invited to provide Best and Final Offers ("BAFO"); and

WHEREAS, all 11 firms submitted BAFO pricing on June 23, 2015; and

WHEREAS, at the June 25, 2015 Pension Committee meeting, staff reviewed the technical scoring and BAFO pricing of all 11 proposers, and based upon said review and discussion, the
Committee decided to interview five firms that it determined were most qualified; and

WHEREAS, at the July 23, 2015 Pension Committee meeting the Committee interviewed each of the five firms, and subsequent to said interviews, instructed staff to request revised BAFO pricing from each such firm; and

WHEREAS, at the September 17, 2015 Pension Committee meeting the Committee discussed the advisor interviews and the quantitative and qualitative merits of each of the five firms, and reviewed the revised BAFO pricing proposed by each firm; and

WHEREAS, as a result of the aforesaid interviews and discussions, the Pension Committee recommends that __________ be appointed as advisory consultant with respect to SEPTA’s Defined Benefit Plan for a period of five years commencing on January 1, 2016, with a total contract value not to exceed $_______; and that __________ be appointed as advisory consultant with respect to SEPTA’s Deferred Compensation Plan for a period of five years commencing on January 1, 2016, with a total contract value not to exceed $__________.
NOW, THEREFORE BE IT RESOLVED, that the Board hereby designates and appoints __________ as advisory consultant for SEPTA's Defined Benefit Plan, and __________ as advisory consultant for SEPTA's Deferred Compensation Plan.

FURTHER RESOLVED, that the Board hereby authorizes the proper officers of SEPTA (i) to execute and deliver all documents, in form approved by the Office of General Counsel, that will enable SEPTA to enter into the foregoing advisory consultant agreements consistent with this Resolution; and (ii) to do any and all other things that will be necessary in order to effectuate this Resolution.
RESOLUTION

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AUTHORIZATION TO ENTER INTO A LEASE/PURCHASE FINANCING AGREEMENT WITH BANK OF AMERICA TO ADVANCE A GUARANTEED ENERGY SAVINGS CONTRACT WITH CONSTELLATION NEWENERGY, INC.

WHEREAS, SEPTA’s Sustainability Program Plan (for FY2011 - FY2015) adopted by the Board on January 27, 2011 pledges “budget neutrality” for sustainability projects, requiring them to stand on their own financial merit via grants, financing or new revenue at least equal to the project costs; and

WHEREAS, SEPTA’s Energy Action Plan (published in 2012): identifies the Pennsylvania Guaranteed Energy Savings Act (GESA) as a potential pathway to achieve energy conservation goals, while at the same time preserving the pledge of budget neutrality for sustainability projects; and

WHEREAS, the GESA legislation enables Pennsylvania public agencies to partner with energy savings companies (ESCOs) to design and construct energy conservation measures (ECMs) at no upfront cost to the public agency, with the energy savings being guaranteed by the ESCO and used to repay the cost of the ECMs over the life of the GESA contract; and
WHEREAS, on January 23, 2014 the Board authorized SEPTA to award a GESA contract to Constellation NewEnergy, Inc. ("Constellation") in accordance with the GESA legislation; and

WHEREAS, under the terms of a subsequent pre-development agreement, Constellation conducted an Investment Grade Audit (IGA) of SEPTA railcars and four SEPTA facilities (Berridge Shop/Courtland Shop, Germantown Shop, Southern District and Fern Rock Shop), resulting in Constellation’s final approved IGA proposal of $18,235,672 in ECM project costs, that will generate $26,665,230 in guaranteed energy savings to be used to pay for ECMs over a 17-year period; and

WHEREAS, in July 2015 SEPTA solicited competitive financing for the proposed ECMs from several banks having the equipment groups specializing in such transactions; and

WHEREAS, after reviewing the competitive financing proposals of each bank, staff found Bank of America as offering the most competitive terms for the ECMs on the basis of the lowest interest rates; and

WHEREAS, Bank of America’s proposal contains a 10-year lease term for lighting ECM’s and a 17-year lease term for all facility ECM’s; and
WHEREAS, the lease rate for each said term is based upon a tax exempt floating interest rate plus a fixed spread; and

WHEREAS, because the financing is structured as a lease/purchase with ownership of the ECMs transferring to SEPTA at the end of the term, the transaction will be recorded as a capital lease on SEPTA’s financial statements; and

WHEREAS, PennDOT has agreed to permit SEPTA to use Section 1513 operating funds to make the annual payments related to the capital lease; and

WHEREAS, PennDOT will also allow SEPTA to grant the lessor a security interest in the assets being financed, which is a requirement of the lender; and

WHEREAS, staff requested that the General Manager recommend that the Board authorize SEPTA to enter into and execute a tax exempt lease/purchase financing agreement with Bank of America to advance a Guaranteed Energy Savings Contract with Constellation NewEnergy, Inc., under the terms and conditions set forth above; 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 lease/purchase financing agreement with Bank of America under the terms and conditions set forth within herein.

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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AUTHORIZATION TO ENTER INTO AN EB-5 LOAN AGREEMENT
WITH DELAWARE VALLEY REGIONAL CENTER
TO FINANCE CAPITAL PROJECTS

WHEREAS, SEPTA's FY2016 - FY2027 Rebuilding for the Future
Capital Program includes over $6.8 billion in total spending,
including debt service and lease obligations over a 12-year
period; and

WHEREAS, over the next seven years (FY2017 - FY2023) cash
flow requirements for capital projects including bridges,
locomotives, multi-level railcars, infrastructure, safety and
renewal projects, and debt service, are projected to total $4.3
billion; and

WHEREAS, State Act 89 and Federal capital grants are
projected to cover approximately 80% of SEPTA's cash flow
requirements for capital projects during that period, but it is
not possible for the Authority to complete all of the planned
projects on a pay-as-you-go-basis; and
WHEREAS, in 2012 SEPTA became the first transit agency in the United States to utilize funding raised under the guidelines of the U.S. Immigrant Investor Program (commonly referred to as an EB-5 loan), which is administered by the U.S. Citizenship and Immigration Services ("USCIS") to pay for a capital project; and

WHEREAS, the funds raised under that $175 million 5-year loan are being used by SEPTA for the implementation of the Key Card Fare Project; and

WHEREAS, the EB-5 loan program is a job creation vehicle which is now commonly used to finance (via foreign investors) infrastructure and other projects in the United States; and

WHEREAS, job creation calculations for individual projects are determined by an economic impact study that utilizes a government approved econometric model to ascertain the direct, indirect and induced jobs created by a project; and

WHEREAS, under current regulations each investor is required to invest $500,000 in order to receive a conditional visa, and the borrower must subsequently provide evidence that the investment was used in accordance with the project expenditure plan approved by the USCIS, at which time the investor will receive a permanent visa; and
WHEREAS, on May 28, 2015 the Board authorized staff to execute a Letter of Intent with the Delaware Valley Regional Center ("DVRC") to explore the potential and economic advantages of utilizing a variant of the EB-5 structure that was used to fund the Key Card Fare Project, to partially fund the Authority's future capital program; and

WHEREAS, SEPTA staff and PFM Asset Management, LLC ("PFM"), SEPTA's financial advisor, have reviewed the structure of the proposed loan with DVRC, negotiated terms and defined the projects to be included in the loan agreement; and

Whereas, the DVRC loan structure provides SEPTA the ability to extend the loan term for 20-years beyond the initial 5-year interest only construction period through the issuance of a tax-exempt SEPTA bond to the investors; and

WHEREAS, such bond, if issued, will carry an interest rate that is tied to the 10-year Municipal Market rate plus a spread determined by SEPTA's credit rating; and

WHEREAS, the proposed loan with DVRC is for an amount up to $300 million that will be made available over a 7-year time period in tranches of $50 million to partially fund approximately $800 million in capital projects, with the total
amount of the loan being subject to USCIS approval of the projects and job creation estimates, and DVRC's ability to attract investors under the proposed loan terms; and

WHEREAS, the proposed transaction (i) contains a below market short-term 5-year interest-only financing rate during the construction/acquisition period that can be drawn upon as needed; (ii) locks in the 20-year long-term interest rate on the date of the initial draw of each tranche of the interest-only loan which will be 5-years prior to issuance of the long-term debt; and (iii) gives SEPTA the option to not exercise the long-term financing; and

WHEREAS, staff requested that the General Manager recommend that the Board authorizes SEPTA to enter into a 25-year EB-5 loan agreement with DVRC under the terms and conditions set forth above; 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 25-year EB-5 loan agreement with the Delaware Valley Regional Center, under such terms and conditions set forth herein.
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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AWARD OF CONSULTANT SERVICES CONTRACTS
PURSUANT TO A REQUEST FOR PROPOSALS

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

WHEREAS, SEPTA staff has requested that the General Manager recommend that the Board authorize the award contracts 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 authorizes SEPTA to award subject to 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 required insurance certificates and full compliance with any applicable Disadvantaged Business Enterprise (DBE) requirements:

1. To CIGNA Health And Life Insurance Company (CHLIC) and six related dental health corporations (i.e., CIGNA Dental Health of Delaware, Inc.; CIGNA Dental Health of Florida, Inc.; CIGNA Dental Health of Maryland, Inc.; CIGNA Dental Health of New Jersey, Inc.; CIGNA Dental Health of North Carolina, Inc.; and CIGNA Dental Health of Pennsylvania, Inc.), for self-insured employee dental insurance for all non-TWU Local 234 SEPTA employees and their dependents, with coverage to be provided over a period of five years scheduled to commence on December 1, 2015, as described in the staff summary on this subject, for a total contract amount not to exceed $13,788,932, Request for Proposals No. 14-187-JBW - Non-TWU 234 Employee Dental Insurance.

2. To NORESCO, LLC, for Combined Heating and Power Plant (CHP) at SEPTA's Midvale Facility in accordance with the Pennsylvania Guaranteed Energy Savings Acts, with services scheduled to commence upon finalization of the Pre-Development
Agreement (PDA) in approximately December 2015, as described in the staff summary on this subject, for the potential total contract amount not to exceed $865,000, Request for Proposals No. 14-297-JFK - Combined Heating and Power Plant (CHP) at Midvale Facility.
WHEREAS, St. Michael the Archangel Church ("St. Michael's") owns a parcel of property ("Parcel") including a parking lot which is adjacent to Levittown Passenger Station ("Station") along SEPTA's Trenton Regional Rail Line, located at the intersection of Levittown Parkway and Bristol Pike in Levittown, Bucks County; and

WHEREAS, SEPTA currently leases from AMTRAK the Station building and grounds, including the fully utilized 382 space commuter parking lots, under the 47 Station Lease Agreement dated January 1, 1987, as amended; and

WHEREAS, SEPTA is acquiring over eight acres of property for construction of a new Levittown passenger facility, which will include a larger ADA accessible station building, high-level platforms and expanded parking lots totaling 452 spaces,
as part of the Levittown Station Intermodal Improvement Project ("Project"); and

WHEREAS, as a result of the Project, which will require temporary alternative parking during construction, SEPTA desires to lease property from St. Michael's within the Parcel to accommodate an estimated 79 temporary commuter parking spaces ("Demised Premises"); and

WHEREAS, SEPTA has already entered into a short term license agreement with St. Michael's for the Demised Premises for the two-month period of September 1, 2015 through October 31, 2015; and

WHEREAS, the proposed lease agreement for the Demised Premises will be for a base term of up to 30 months commencing on November 1, 2015 and expiring April 30, 2018 (or sooner upon completion of the Project), at a rental of $800 per month ($or $24,000 the term of the lease); and

WHEREAS, SEPTA will also be responsible for any necessary repairs and improvements to the Demised Premises, as well as ice/snow removal; and

WHEREAS, staff requested that the General Manager recommend that the Board authorize SEPTA to enter into a lease agreement...
with St. Michael's for the use of the 79 temporary parking spaces near Levittown Station, under such terms as set forth above and more fully described within 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 lease agreement with St. Michael the Archangel Church, consistent with the terms and conditions set forth within the pertinent staff summary.

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

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LEASE BY SEPTA TO THE ROTHMAN INSTITUTE
OF 10,592 RENTABLE SQUARE FEET ON THE 3RD FLOOR
OF 1234 MARKET STREET

WHEREAS, the Rothman Institute ("Rothman"), which specializes in orthopedic care, desires to rent space in 1234 Market Street to be used exclusively for a combination of administrative offices and call center for insurance billing; and

WHEREAS, the Flynn Company, SEPTA's contracted leasing broker for the 1234 Market Street Headquarters Building, has negotiated a proposed lease with Rothman for approximately 10,592 rentable square feet of office space on the 3rd floor of 1234 Market Street ("Demised Premises"); and

WHEREAS, the term of the proposed lease is ten years commencing upon SEPTA's fit-out of the space or January 1, 2016, whichever occurs later, along with a five-year renewal option at a rental rate equal to 100% of the then current fair market value; and
WHEREAS, the annual base rental for the Demised Premises will be $227,728 ($21.50 per square foot) plus electric, with no free rent provided, and annual increases thereafter of $.50 per square foot (or $5,296) effective after the second year of the lease, resulting in rental revenues over the base term of the lease totaling $2,467,936; and

WHEREAS, said rental amount includes operating expenses and real estate taxes projected at $9.18 per square foot (or $97,234.56) for 2016, with Rothman being responsible for all increases over the 2016 base year, as well as monthly electric consumption estimated at $1.50 per square foot (or $15,888 annually); and

WHEREAS, Rothman will also receive a tenant improvement (TI) construction allowance of $35 per square foot as part of their base rent; and

WHEREAS, pursuant to SEPTA’s broker-management contract with The Flynn Company, the proposed lease will call for a 4% commission payment of $98,717.44 to be paid to Rothman’s exclusive real estate broker, Markeim Chalmers, Inc., and a 2% commission of $49,358.72 will be paid to the Flynn Company; and
WHEREAS, staff requested that the General Manager recommend that the Board authorize SEPTA to lease to the Rothman the Demised Premises in 1234 Market Street under the terms that are set forth above and more fully described within 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 lease to the Rothman Institute the Demised Premises 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 necessary and proper in order to effectuate the purpose of this Resolution.
RESOLUTION

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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 Ansaldo STS USA, Inc., for the provision of all labor, materials, tools and equipment for the Media-Sharon Hill Line Communications Based Train Control (CBTC) System, with services to be performed over a period of 1,092 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 $53,188,350, Sealed Bid No. 14-293-TFL - Media-Sharon Hill Communications Based Train Control (CBTC) System.

2. To Hunter Keystone Peterbilt L.P., d/b/a Hunter Truck Sales & Service, for Items Nos. 1 and 2, for the purchase of two rear wheel lift transit bus wreckers and one roll-off carrier truck as part of the continued Utility Fleet Renewal Program, at unit prices of $483,959 and $227,738, respectively, with delivery of vehicles scheduled in July 2016, as described in the staff summary on this subject, for a total contract amount not to exceed $1,195,656, Sealed Bid No. 15-00075-AMZK - Purchase of Two (2) Rear-Wheel Lift Transit Bus Wreckers and One (1) Roll-Off Carrier Truck.
3. To Murphy Quigley Company, Inc., for general construction services, for a total contract amount not to exceed $637,000; to Nucero Electrical Construction Company, Inc., for electrical construction services, for a total contract amount not to exceed $183,500; and to Dolan Mechanical, Inc., for mechanical construction services, for a total contract amount not to exceed $275,000, to provide all labor, materials, tools and equipment for the Jefferson Station New Concourse Restrooms Project, with services to be performed over a period of 240 calendar days after issuance of Notice-to-Proceed, as described in the staff summary on this subject, Sealed Bid No. 15-077-PES - Jefferson Station New Concourse Restrooms.

4. To Neshaminy Constructors, Inc., for general construction services, for a total contract amount not to exceed $6,737,980; to John J. Bee, Inc., for mechanical construction services, for a total contract amount not to exceed $239,000; and to Mulhern Electric Company, Inc., for electrical construction services, for a total contract amount not to exceed $452,000, to provide all labor, materials, tools and equipment for the 40th Street ADA Improvements Project, with services to be performed over a period of 548 calendar days after issuance of
Notice-to-Proceed, as described in the staff summary on this subject, Sealed Bid No. 15-00116-ADMM - 40th Street ADA Improvements.

5. To TNT Equipment Sales & Rentals, Inc., for Items Nos. 1-3, for the purchase of an excavator, low profile foundation drill and self-propelled rail cart to be used to construct catenary poles and down guy foundations throughout the Authority, at unit prices of $256,994, $464,831 and $267,619, respectively, with delivery of the excavator and low profile foundation drill scheduled in June 2016 and delivery of the self-propelled rail cart scheduled in November 2016, as described in the staff summary on this subject, for a total contract amount not to exceed $989,444, Sealed Bid No. 15-00108-AMZK - Excavator Mounted Low Profile Drill with Self-Propelled Rail Cart.
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 Wabtec Passenger Transit Division, Westinghouse Air Brake Technology Corporation, for the purchase of five air compressor control units (ACU) to be used in the maintenance of the Silverliner rail car fleet, at a unit price $16,505, with delivery of material scheduled in September 2016, as described in the staff summary on this subject, for a total contract amount not to exceed $82,525.

2. To Wabtec Passenger Transit Division, Westinghouse Air Brake Technology Corporation, for the purchase of 55 compressor conversion kits to be used in the maintenance of the Silverliner IV rail car fleet, at a unit price $7,010, with delivery of material scheduled over a period of one year commencing in April 2016, as described in the staff summary on this subject, for a total contract amount not to exceed $385,550.

3. To Railroad Friction Products, for the purchase of brake shoes used in the maintenance of the Silverliner V rail car fleet, with delivery of material scheduled over a period of two years commencing in January 2016, as described in the staff summary on this subject, for a total contract amount not to exceed $96,075.84.
4. To Systems Engineering Technologies Corporation (SyTech), for the provision of maintenance, support and upgrade of SEPTA's Radio Interoperability System (RIOS) which allows SEPTA to communicate with outside agencies in the event of a major disaster, with services to be performed over a period of three years scheduled to commence on November 2, 2015, as described in the staff summary on this subject, for a total contract amount not to exceed $201,000.
RESOLUTION

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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 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 Vanalt Electrical Construction, Inc., for Change Order No. 1, which provides for a credit due to new circuit breaker technology on the Jenkintown Traction Power Substation Project, at a decrease in cost not to exceed $1,225,089, bringing the total contract price, including this change order,
to an amount not to exceed $17,223,912, 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, pursuant to the Resolution adopted by the Board on May 22, 2008, which Resolution authorized a "Delegation of Authority for Change Orders, Amendments and Assignments".

2. To Westcott Electric Company, for Change Order No. 3, which provides for additional construction-related work on the Wayne Junction Station Improvements Project, at an increase in cost not to exceed $208,019, bringing the total contract price, including all change orders to date, to an amount not to exceed $2,832,684, 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, pursuant to the Resolution adopted by the Board on May 22, 2008, which Resolution authorized a "Delegation of Authority for Change Orders, Amendments and Assignments".
3. To Xerox Transport Solutions, Inc., a Division of Xerox Corporation, for Change Order No. 9, which provides for additional construction-related work and Disposable Smart Media (DSM) adjustments on the New Payment Technologies (NPT) System Contract, at an increase in cost not to exceed $1,951,587, bringing the total contract price, including all change orders to date, to an amount not to exceed $135,725,794.

4. To RouteMatch Software, Inc., for Change Order No. 2, which provides for the leasing of 19 additional Android tablets and installation of 9 of those tablets into CCT paratransit vehicles, as well as training of supervisors, managers and schedulers, at an increase in cost not to exceed $52,995, bringing the total contract price, including all change orders to date, to an amount not to exceed $1,748,385.

5. To Railroad Construction Company, Inc., for Change Order No. 1, which provides for additional construction-related work and credits on the Rehabilitation of RRD CHW Bridge 0.35 over Mainline Project, at a net increase in cost not to exceed $466,818, bringing the total contract price, including this change order, to an amount not to exceed $6,756,748, 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, pursuant to the Resolution adopted by the Board on May 22, 2008, which Resolution authorized a "Delegation of Authority for Change Orders, Amendments and Assignments."