1. Approval of Minutes of the Regular Board Meeting of November 18, 2021

2. Financial Report

3. Resolutions

I. Pension Committee Review

A. Appointment of __________________________ as an Investment Manager for the SEPTA Pension Plan

II. Administration Committee Review

A. Purchase from Chubb/Federal Insurance Company and Fair American Insurance Company of Directors and Officers Liability Insurance

B. Authorization to Update/Amend the SEPTA Health Care Flexible Spending Account Plan and the SEPTA Dependent Care Flexible Account Plan

III. Operations Committee Review

A. Items for Consideration

1. Memorandum of Agreement by and between SEPTA and International Association of Sheet Metal, Air, Rail, and Transportation Workers (SMART), Local 1594

2. Acquisition from Margaret Ulrich of a Parcel of Property Located at 412 Davisville Road in Willow Grove, Upper Moreland Township, for Use in SEPTA's ADA Station Upgrade Project

3. Acquisition from Ratoskey & Trainor, Inc. of a Parcel of Property Located at 101 Schuylkill Avenue in the Borough of Norristown for Use in SEPTA's Bridgeport Viaduct Rehabilitation Project and the King of Prussia Rail Line Extension Project
4. Acquisition from GPI Interim, Inc. of a Parcel of Property Located at 2023 West Hunting Park Avenue in the City of Philadelphia for Use in SEPTA's Roberts Yard Lead Track Project

5. Acquisition from Faith Chapel of Philadelphia, Inc. of a Parcel of Property Located at 4301 Wissahickon Avenue (Unit F) in the City of Philadelphia for Use in the Midvale Fencing Safety and Security Program

6. Tri-Party Lease Agreement by SEPTA to 901 Washington Partners, L.P. and David's Bridal, Inc. for Reconstruction and Use of a Private Access Driveway Within SEPTA's Property Located Along the Norristown Regional Rail Line in Whitemarsh Township, Montgomery County

7. First Amendment to Lease Agreement by SEPTA to Bucks County of an Additional 1.47 Miles of the Out-of-Service Part of the Newtown Branch for Extending the Existing Newtown Rail Trail

B. Authorization to Award Contracts for Various Procurements

C. Award of Contracts for Sole Source Procurements

D. Authorization to Execute Change Orders and Amendments

4. Report of General Manager/Chief Executive Officer
RESOLUTION

re

APPOINTMENT OF _____________________ AS
AS INVESTMENT MANAGER FOR THE SEPTA PENSION PLAN

WHEREAS, on June 24, 2021 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 holds Real Assets as one of the permissible investment classes within the approved asset allocation; and

WHEREAS, at the November 18, 2021 Pension Committee meeting, New England Pension Consultants (NEPC), SEPTA's pension plan consultant, provided the Pension Committee with performance data and manager information for a potential Real Assets allocation; and

WHEREAS, after review of the performance data and discussion, the Committee decided to interview Melody
Communications Infrastructure Fund II ("Melody") and Tiger Infrastructure Partners Fund III LP ("Tiger") as investment managers for Real Assets; and

WHEREAS, at the December 16, 2021 Pension Committee meeting, representatives of the two firms made presentations and responded to questions from Pension Committee members, staff and NEPC; and

WHEREAS, based upon the presentations, performance data, manager investment styles and compatibility of the funds with the overall portfolio of the Pension Plan, the Pension Committee agreed to recommend the appointment of __________ as Real Assets investment manager with respect to the investment of SEPTA’s pension funds.

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby designates and appoints __________ as a manager of SEPTA’s investments in Real Assets.

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 an investment management agreement with __________, consistent with this Resolution; (ii) to take such action necessary to transfer such
amounts of funding to ______________, as deemed appropriate by the Pension Committee; and (iii) to do any and all other things that will be necessary in order to effectuate this Resolution.

____________

6/Corp/Resolutions/12-2021-Pension-Appointment-of __________
RESOLUTION

re

PURCHASE FROM CHUBB/FEDERAL INSURANCE COMPANY AND FAIR AMERICAN INSURANCE COMPANY OF DIRECTORS AND OFFICERS LIABILITY INSURANCE

WHEREAS, SEPTA’s current Directors and Officers ("D&O") Liability Insurance Program consists of (i) a primary layer of $10 million which covers directors, officers, public entity liability, and employment practices liability (EPL), subject to $5 million self-insured retention (SIR) per occurrence, and a $1,000,000 SIR for class action claims; and (ii) an excess layer of $10 million above the primary layer which covers directors and officers; and

WHEREAS, the reason for the dual layer insurance program is to ensure that the cover afforded to directors, officers and Board members remains undiluted by any claims brought against them individually and against SEPTA; and

WHEREAS, both layers provide coverage for wrongful acts, errors and omissions that could result from any matter claimed against officers, directors, and Board members solely due to their status or due to their official acts; and

WHEREAS, on December 17, 2020, the Board authorized renewal of SEPTA’s primary layer of D&O liability insurance coverage
with Chubb/Federal Insurance Company ("Chubb/Federal") effective January 1, 2021, for an expiring annual premium of $451,488, which included a $1,000 policy fee; and

WHEREAS, quotes for the excess layer of $10 million were not available for the December 2020 Board meeting, and thereby placement thereof could not be made at that time; and

WHEREAS, on January 18, 2021, the Board authorized the purchase of SEPTA’s excess layer of D&O liability coverage with Fair American Insurance Company (aka Balance Partners) ("Fair American") made effective retroactively as of January 1, 2021, for an expiring annual premium of $340,500, which included a $500 policy fee; and

WHEREAS, during the Renewal Strategy Meeting of the Risk Management advisory staff in August 2021, it was agreed that broker Aon would conduct a marketing of the program via approaching Zurich, Starr International, CNA, Professional Government Underwriters, Argo, Sampo and incumbent carrier Chubb/Federal to provide primary layer options to SEPTA; and

WHEREAS, Chubb/Federal provided a quote on the primary layer coverage with the same terms, conditions, and retentions as the expiring program, offering a total annual premium of $469,522; and
WHEREAS, based upon the foregoing quote by Chubb/Federal on the primary layer, Fair American quoted the renewal of the excess layer with the same terms and conditions as the expiring program, offering a total annual premium of $346,800; and

WHEREAS, the total premiums for the program as quoted by Chubb/Federal and Fair American are still very competitive with fair market value and would allow SEPTA to continue their relationships with both carriers; and

WHEREAS, the Risk Management staff requested that the General Manager/Chief Executive Officer recommend that the Board authorize SEPTA to purchase D&O liability insurance (including EPL) from (i) Chubb/Federal for a primary layer of $10 million with self-insured retentions $500,000 and $1,000,000 for class action claims; and (ii) Fair American for an excess layer of $10 million, under the terms and conditions as set forth above and more fully described in the pertinent staff summary; and

WHEREAS, the General Manager/Chief Executive Officer made the recommendation to the Board.

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby authorizes SEPTA to purchase from (i) Chubb/Federal Insurance Company a primary layer of directors and officers liability insurance in the amount of $10 million; and (ii) Fair American Insurance Company an excess layer of directors and officers
liability insurance in the amount of $10 million, both for a term of one year effective January 1, 2022, under the terms and conditions set forth within the pertinent staff summary.

FURTHER RESOLVED, that the total annual prepaid premiums for the policies with Chubb/Federal Insurance Company and Fair American Insurance Company will not exceed $469,522 and $346,800, respectively, along with a $1,000 policy fee, for a total combined premium of $817,322.

FURTHER RESOLVED, that the Board authorizes the General Manager/Chief Executive Officer or her designees, or other appropriate officers 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 to effectuate the purpose of this Resolution.

S/Corp/Resolutions/12-2021-Renewal-D&O Liability Insurance
RESOLUTION

re

AUTHORIZATION TO UPDATE/AMEND THE SEPTA HEALTH CARE FLEXIBLE SPENDING ACCOUNT PLAN AND THE SEPTA DEPENDENT CARE FLEXIBLE ACCOUNT PLAN

WHEREAS, SEPTA sponsors and maintains the Southeastern Pennsylvania Transportation Authority (i) Health Care Flexible Spending Account Plan and (ii) Dependent Care Flexible Spending Account Plan (collectively, the "Flexible Spending Account Plans" or "Plans"); and

WHEREAS, the Flexible Spending Account Plans allow employees to contribute part of their compensation to the Plans to use those contributions to pay for medical and dependent care expenses on a pre-tax basis; and

WHEREAS, all contributions to the Flexible Spending Account Plans come from deferrals out of employee's own compensation, and there are no contributions to the Plans made by SEPTA; and

WHEREAS, United States Internal Revenue Service (IRS) regulations ordinarily require that employees submit eligible expenses by March 15th of the following year to utilize money
they contributed to flexible spending account plans during a particular plan year, however, many employees had significant changes in their health and dependent care spending habits during 2021 and 2021 arising from the COVID-19 pandemic; and

WHEREAS, as a result thereof, the IRS issued guidance allowing sponsors of health care and dependent flexible spending account plans to amend their plans for the 2020 and 2021 plan years to extend the period during which employees can submit eligible expenses until the end of the year following the plan year in which the employee compensation was contributed; and

WHEREAS, SEPTA desires an update to its existing Flexible Spending Account Plans to provide employees of the Authority with the aforesaid flexibility as permitted by the IRS guidance (as limited to plan years 2020 and 2021), which would be a welcome change for those employees who suffered unexpected changes to their anticipated health and dependent care expenses as negatively impacted by the COVID-19 pandemic; and

WHEREAS, staff requested that the General Manager/Chief Executive Officer recommend that the Board authorize SEPTA to update the existing Health Care Flexible Spending Account Plan and Dependent Care Flexible Spending Account Plan (by way of
amendments thereto) as permitted by IRS Guidance, under the terms and conditions that are set forth above and more fully described in the pertinent staff summary; and

WHEREAS, the General Manager/Chief Executive Officer made the recommendation to the Board.

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby authorizes SEPTA to update and amend the Authority’s existing (i) Health Care Flexible Spending Account Plan and (ii) Dependent Care Flexible Spending Account Plan to extend the 2020 and 2021 grace periods as permitted by IRS guidance, as set forth within the pertinent staff summary.

FURTHER RESOLVED, that the Board hereby authorizes the General Manager/Chief Executive Officer, or her designee, or 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 to effectuate the purpose of this Resolution.
RESOLUTION

re

MEMORANDUM OF AGREEMENT BY AND BETWEEN SEPTA AND
INTERNATIONAL ASSOCIATION OF SHEET METAL, AIR, RAIL,
AND TRANSPORTATION WORKERS (SMART), LOCAL 1594

WHEREAS, negotiations between representatives of SEPTA and
International Association of Sheet Metal, Air, Rail, and
Transportation (SMART), Local 1594 ("Union") have resulted in a
proposed Memorandum of Agreement which governs the terms and
conditions of employment of the bargaining unit employees whom
the Union represents; and

WHEREAS, SEPTA staff has communicated to the Board the
terms of the proposed Memorandum of Agreement and the terms are
summarized within the pertinent staff summary; and

WHEREAS, the appropriate members of the Union have ratified
the Memorandum of Agreement; and

WHEREAS, the General Manager/Chief Executive Officer
recommended that the Board approve and ratify the proposed
Memorandum of Agreement.

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby
approves and ratifies the proposed Memorandum of Agreement by
and between SEPTA and International Association of Sheet Metal, Air, Rail, and Transportation (SMART), Local 1594, which governs the terms and conditions of employment of the bargaining unit employees whom the Union represents.

FURTHER RESOLVED, that the Board hereby authorizes the General Manager/Chief Executive Officer or her designee, and other proper officers of SEPTA, to take all necessary and proper action including, but not limited to, amending agreements with the providers of medical, prescription and dental benefits and life insurance, in order to implement the terms and conditions of the Memorandum of Agreement and to do all other acts necessary and proper to effectuate this Resolution.
RESOLUTION

re

ACQUISITION FROM MARGARET UHRICH OF A PARCEL OF PROPERTY LOCATED AT 412 DAVISVILLE ROAD IN WILLOW GROVE, UPPER MORELAND TOWNSHIP, FOR USE IN SEPTA’s ADA STATION UPGRADE PROJECT

WHEREAS, SEPTA’s existing Willow Grove Passenger Station (and its associated platforms) on the Warminster Regional Rail Line are not compliant with the Americans with Disabilities Act (ADA) mandates, thereby requiring SEPTA to acquire additional property in order to construct the necessary improvements at the facility; and

WHEREAS, Margaret Uhrich (“Uhrich”) owns a parcel of property (“Parcel”) located at 412 Davisville Road in Upper Moreland Township, Montgomery County consisting of 0.89 acres +/- (38,560 square feet) which SEPTA desires to acquire as part of its ADA Station Upgrade Project (“Project), and includes a 7,775 square foot light industrial building that will be demolished; and

WHEREAS, the fee acquisition of the Parcel is required for the construction of a Park and Ride pick-up/drop-off access to new high-level ADA compliant platforms at the station; and

WHEREAS, a SEPTA commissioned independent appraisal determined that the fair market valuation (FMV) of Parcel (as of September 4, 2019) was $690,000, which was supported by a subsequent in-house review appraisal; and
WHEREAS, on October 29, 2019, an offer of just compensation reflecting the FMV was originally forwarded by SEPTA to Uhrich, and after several months delay due to Project scheduling and the COVID-19 pandemic, negotiations with the owner’s attorney resumed; and

WHEREAS, as a result of the considerable increase in light industrial property values in the Greater Philadelphia area since the SEPTA appraisal was conducted, in August 2021 a negotiated agreement was reached with Uhrich for a purchase price of $760,000, along with tenant relocation benefits in an amount to be determined estimated in the range of $30,000 to $40,000, with Uhrich remaining as a tenant on the Parcel (for a monthly rent of $750 plus related costs) until or before December 31, 2022; and

WHEREAS, SEPTA will also be responsible for payment of the customary charges incidental to the acquisition of the subject real estate, such as title insurance, closing costs and recording fees; and

WHEREAS, if required, SEPTA will obtain the concurrence of the Federal Transportation Administration (“FTA”) in acquiring the Parcel; and

WHEREAS, staff requested that the General Manager/Chief Executive Officer recommend that the Board authorize SEPTA to purchase from Uhrich in lieu of condemnation or, if not successful, to acquire by condemnation the Parcel for a FMV or estimated just compensation capped at $760,000, as required for the Project, under
such terms as set forth above and more fully described in the pertinent staff summary; and

WHEREAS, the General Manager/Chief Executive Officer made the recommendation to the Board.

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby authorizes SEPTA to purchase Margaret Uhrich, in lieu of condemnation or, if not successful, to acquire by condemnation the fee simple interests in the parcel of property located at 412 Davisville Road in Willow Grove, Upper Moreland Township, under such terms as set forth within the pertinent staff summary, for a fair market value or estimated just compensation of $760,000, plus costs that are incidental to the acquisition of real estate, or such alternative consideration as may be adjusted at the discretion of the General Manager/Chief Executive Officer to be in the best interests of the Authority.

FURTHER RESOLVED, that the Board hereby authorizes the General Manager/Chief Executive Officer or her 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

re

ACQUISITION FROM RATOSKEY & TRAINOR, INC. OF A PARCEL OF PROPERTY LOCATED AT 101 SCHUYLKILL AVENUE IN THE BOROUGH OF NORRISTOWN FOR USE IN SEPTA’s BRIDGEPORT VIADUCT REHABILITATION PROJECT AND THE KING OF PRUSSIA RAIL LINE EXTENSION PROJECT

WHEREAS, Ratoskey & Trainor, Inc. ("RTI") owns a certain parcel of property ("Parcel") located at 101 Schuylkill Avenue in the Borough of Norristown, Montgomery County, consisting of 0.74 acres +/- (31,903 square feet) which is adjacent to both SEPTA’s Norristown Transportation Center and the Norristown High Speed Line (NHSL) Bridgeport viaduct; and

WHEREAS, the Parcel contains a building consisting of 10,273 square feet, with RTI occupying a majority thereof, and the balance of space being rented to third parties on a month-to-month basis; and

WHEREAS, SEPTA desires to acquire the Parcel as benefitting the planned Bridgeport Viaduct Rehabilitation Project and the proposed King of Prussia Rail Extension Project (collectively, "the Projects") to serve as a construction management office and materials warehouse and yard; and
WHEREAS, a SEPTA commissioned independent appraisal determined that the fair market valuation (FMV) of Parcel (as of April 20, 2021) was $1,300,000 $1,200,000, which was supported by a subsequent in-house review appraisal, which upon negotiation was the agreed upon consideration accepted by RTI was $1,300,000; and

WHEREAS, acquisition of the Parcel is subject to completion by SEPTA of all necessary surface, environmental and geo-technical investigation (including a Phase 1 environmental review), and SEPTA’s obtaining any other consents, permits or assignments of rights in connection with the Parcel; and

WHEREAS, SEPTA will also be responsible for payment of the customary charges incidental to the acquisition of the subject real estate, such as title insurance, closing costs and recording fees; and

WHEREAS, if required, SEPTA will obtain the concurrence of the Federal Transportation Administration ("FTA") in acquiring the Parcel; and

WHEREAS, staff requested that the General Manager/Chief Executive Officer recommend that the Board authorize SEPTA to purchase from RTI in lieu of condemnation or, if not successful, to acquire by condemnation the Parcel for a FMV or estimated just compensation capped at $1,300,000, as required for the Projects,
under such terms as set forth above and more fully described in the pertinent staff summary; and

WHEREAS, the General Manager/Chief Executive Officer made the recommendation to the Board.

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby authorizes SEPTA to purchase from Ratoskey & Trainor, Inc., in lieu of condemnation or, if not successful, to acquire by condemnation the fee simple interests in the parcel of property located at 101 Schuylkill Avenue in the Borough of Norristown, under such terms as set forth within the pertinent staff summary, for a fair market value or estimated just compensation of $1,300,000, plus costs that are incidental to the acquisition of real estate, or such alternative consideration as may be adjusted at the discretion of the General Manager/Chief Executive Officer to be in the best interests of the Authority.

FURTHER RESOLVED, that the Board hereby authorizes the General Manager/Chief Executive Officer or her 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.

5/Corp/Resolutions/12-2021- Acquisition - Ratoskey & Trainor, Inc. - 101 Schuylkill Avenue - Bridgeport Viaduct Rehabilitation Project and King of Prussia Rail Line Extension Project
RESOLUTION

re

ACQUISITION FROM GPI INTERIM, INC. OF A PARCEL OF PROPERTY LOCATED AT 2023 WEST HUNTING PARK AVENUE IN THE CITY OF PHILADELPHIA FOR USE IN SEPTA's ROBERTS YARD LEAD TRACK PROJECT

WHEREAS, GPI Interim, Inc. ("GPI") owns a certain vacant parcel of property ("Parcel") located at 2023 West Hunting Park Avenue in the City of Philadelphia, consisting of 5.46 acres +/- (237,838 square feet), which is adjacent to SEPTA's existing Regional Rail Division (RRD) facility in the Nicetown section of the City known as Roberts Yard; and

WHEREAS, SEPTA has the need to construct an additional lead track (and related appurtenances) to serve the Roberts Yard facility; and

WHEREAS, acquisition of the subject Parcel is required for SEPTA's Roberts Yard Lead Track Project ("Project") which will eliminate rail car storage on SEPTA's Main Rail Line and permit the safe and secure storage of RRD passenger rail cars in Roberts Yard; and

WHEREAS, a SEPTA commissioned independent appraisal conducted in 2017 determined that the fair market valuation (FMV) of Parcel was $2,370,000; and
WHEREAS, in 2019 SEPTA submitted an offer of just compensation to GPI in the amount of $2,400,000 which was accepted, however purchase of the Parcel has been delayed due to both the COVID-19 pandemic, and GPI’s receiving Department of Environmental Protection (DEP) final clearance to sell the Parcel; and

WHEREAS, GPI has expressed a willingness to holding a closing on the Parcel at the end of 2022, and GPI will retain all liabilities with respect to any environmental issues; and

WHEREAS, SEPTA will also be responsible for payment of the customary charges incidental to the acquisition of real estate, such as title insurance, closing costs and recording fees; and

WHEREAS, if required, SEPTA will obtain the concurrence of the Federal Transportation Administration ("FTA") in acquiring the Parcel; and

WHEREAS, staff requested that the General Manager/Chief Executive Officer recommend that the Board authorize SEPTA to purchase from GPI in lieu of condemnation or, if not successful, to acquire by condemnation the Parcel for a FMV or estimated just compensation capped at $2,400,000, as required for the Project, under such terms as set forth above and more fully described in the pertinent staff summary; and

WHEREAS, the General Manager/Chief Executive Officer made the recommendation to the Board.
NOW, THEREFORE, BE IT RESOLVED, that the Board hereby authorizes SEPTA to purchase from GPI Interim, Inc., in lieu of condemnation or, if not successful, to acquire by condemnation the fee simple interests in the parcel of property located at 2023 West Hunting Park Avenue in the City of Philadelphia, under such terms as set forth within the pertinent staff summary, for a fair market value or estimated just compensation of $2,400,000, plus costs that are incidental to the acquisition of real estate, or such alternative consideration as may be adjusted at the discretion of the General Manager/Chief Executive Officer to be in the best interests of the Authority.

FURTHER RESOLVED, that the Board hereby authorizes the General Manager/Chief Executive Officer or her 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

re

ACQUISITION FROM FAITH CHAPEL OF PHILADELPHIA, INC. OF A PARCEL OF PROPERTY LOCATED AT 4301 WISSAHICKON AVENUE (UNIT F) IN THE CITY OF PHILADELPHIA FOR USE IN THE MIDVALE FENCING SAFETY AND SECURITY PROGRAM

WHEREAS, SEPTA’s Midvale Facility is located at 4301 Wissahickon Avenue in the City of Philadelphia; and

WHEREAS, SEPTA has implanted a safety and security program at its Midvale Facility to protect its employees and property assets which require the installation of perimeter fencing (“Program”); and

WHEREAS, Faith Chapel of Philadelphia, Inc. (“Faith Chapel”) owns a vacant industrial parcel of property (“Parcel”) located at 4301 Wissahickon Avenue (Unit F) adjacent to the Midvale Facility which adjoins the existing property on three sides (with the remaining side located along Roberts Avenue), and consists of 3.52 acres +/- (153,280 square feet), and has been periodically advertised for sale by Faith Chapel since 2017; and

WHEREAS, the merging of the Parcel with SEPTA’s existing property would provide additional security and land space for SEPTA’s material storage; and
WHEREAS, a SEPTA commissioned independent appraisal determined that the current fair market valuation (FMV) of Parcel (as of July 21, 2021) is $1,365,000, which was supported by a subsequent in-house review appraisal; and

WHEREAS, ongoing negotiations between SEPTA and Faith Chapel concluded with both parties agreeing to a just compensation of $1,400,000, subject to SEPTA Board approval, and a determination that there are no adverse surface or subsurface conditions on the Parcel, and verification of good and marketable title; and

WHEREAS, SEPTA will also be responsible for payment of the customary charges incidental to the acquisition of real estate, such as title insurance, closing costs and recording fees; and

WHEREAS, if required, SEPTA will obtain the concurrence of the Federal Transportation Administration (“FTA”) in acquiring the Parcel; and

WHEREAS, staff requested that the General Manager/Chief Executive Officer recommend that the Board authorize SEPTA to purchase from Faith Chapel in lieu of condemnation or, if not successful, to acquire by condemnation the Parcel for a FMV or estimated just compensation capped at $1,400,000, as required for the Program, under such terms as set forth above and more fully described in the pertinent staff summary; and
WHEREAS, the General Manager/Chief Executive Officer made the recommendation to the Board.

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby authorizes SEPTA to purchase from Faith Chapel of Philadelphia, Inc., in lieu of condemnation or, if not successful, to acquire by condemnation the fee simple interests in the parcel of property located at 4301 Wissahickon Avenue (Unit F) in the City of Philadelphia, under such terms as set forth within the pertinent staff summary, for a fair market value or estimated just compensation of $1,400,000, plus costs that are incidental to the acquisition of real estate, or such alternative consideration as may be adjusted at the discretion of the General Manager/Chief Executive Officer to be in the best interests of the Authority.

FURTHER RESOLVED, that the Board hereby authorizes the General Manager/Chief Executive Officer or her 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

re

TRI-PARTY LEASE AGREEMENT BY SEPTA TO 901 WASHINGTON PARTNERS, L.P. AND DAVID’S BRIDAL, INC. FOR RECONSTRUCTION AND USE OF A PRIVATE ACCESS DRIVEWAY WITHIN SEPTA’S PROPERTY LOCATED ALONG THE NORRISTOWN REGIONAL RAIL LINE IN WHITEMARSH TOWNSHIP, MONTGOMERY COUNTY

WHEREAS, SEPTA acquired the Norristown Regional Rail Line (Line Code 0328) (“Norristown Line”) from the Consolidated Rail Corporation (“Conrail”) by deed dated March 30, 1979; and

WHEREAS, 901 Washington Partners, L.P. (“Washington Partners”) purchased from Spring Mill Corporation (“SMC”) a 4.817 acre parcel of property located at 901 Washington Street (Tax Parcel No. 65-00-12672-00-7) in Whitemarsh Township, Montgomery County, by deed dated October 15, 2013, for the proposed development of a 62-unit apartment complex, having the potential to increase ridership at SEPTA’s Spring Mill Station on the Norristown Line; and

WHEREAS, included with said acquisition from SMC was the assignment of three existing agreements to Washington Partners that permitted certain use of Reading Company property which is now owned by SEPTA as successor to the Reading Company; and
WHEREAS, Washington Partners and David Bridal’s, Inc. ("David’s Bridal") desire to re-construct a 5,000 square foot access road within SEPTA’s property boundary line along the inbound side of the Norristown Line between Mile Post 12.37 and Mile Post 12.44 at a point 410 feet west of the Spring Mill Station, for use as a private access driveway by both Washington Partners and David’s Bridal; and

WHEREAS, Washington Partners and SEPTA have agreed to cancel and supersede the aforementioned three agreements with the Reading Company, and enter into a new tri-party lease agreement ("Lease") along with David’s Bridal, for their use of SEPTA property as a private access driveway, and to enter into new separate upgraded license agreements to cover the existing use of SEPTA property for active utility occupations; and

WHEREAS, SEPTA’s Engineering, Maintenance and Construction ("EM&C") Division has completed a review of the proposed access driveway plans and deemed them acceptable; and

WHEREAS, Washington Partners and David’s Bridal (as lessee’s) will be responsible for obtaining all permits, maintenance (including maintenance of the driveway), sidewalk, fencing, lighting, traffic control devise, storm water, monitoring wells, vegetation, and security; and
WHEREAS, the proposed Lease will be for a term of 29.5 years tentatively scheduled to commence on February 1, 2022, at a base annual rental rate of $15,000, with an annual escalation of three percent (3%) or CPI, whichever is greater, or a one-time lump sum payment of $300,000; and

WHEREAS, SEPTA strictly reserves the right to recapture the leased premises for future transportation purposes; and

WHEREAS, if necessary, SEPTA will obtain the concurrence of the Federal Transit Administration (FTA); and

WHEREAS, staff requested that the General Manager/Chief Executive Officer recommend that the Board authorize SEPTA to enter into the proposed Lease with Washington Partners and Davis’s Bridal under such terms and conditions as set forth above and more fully described in the pertinent staff summary; and

WHEREAS, the General Manager/Chief Executive Officer made the recommendation to the Board.

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby authorizes SEPTA to enter into the proposed tri-party lease agreement with 901 Washington Partner’s, L.P and David Bridal’s Inc. for the reconstruction and use of the private access
driveway under the terms and conditions set forth within the pertinent staff summary.

FURTHER RESOLVED, that the Board hereby authorizes the General Manager/Chief Executive Officer or her 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

re

FIRST AMENDMENT TO LEASE AGREEMENT BY SEPTA TO BUCKS COUNTY OF AN ADDITIONAL 1.47 MILES OF THE OUT-OF-SERVICE PART OF THE NEWTOWN BRANCH FOR EXTENDING THE EXISTING NEWTOWN RAIL TRAIL

WHEREAS, SEPTA owns the railroad right-of-way that is collectively named the Fox Chase/Newtown Branch ("Newtown Branch") (Line Code No. 0325) which is located between the City of Philadelphia (Milepost 9.67) and the Borough of Newtown (Milepost 26.25); and

WHEREAS, at present commuter rail service on the Newtown Branch terminates at Fox Chase Passenger Station, and north of Fox Chase Passenger Station the right-of-way is out-of-service; and

WHEREAS, by authorization of the Board on March 27, 2008 and December 19, 2013, SEPTA entered into a lease agreement and first amendment thereto with Montgomery County for nominal consideration, whereby SEPTA leases to said county a total of 6.37 miles of the surface of the Newtown Branch starting at Milepost 11.59 on the border of the Borough of Rockledge, then proceeding up to Milepost 17.94 in Lower Moreland Township just south of County Line Road, for use as an interim trail for recreational purposes such as, but not limited to, bicycling, walking, jogging,
rollerblading and cross country skiing by the general public ("Pennypack Trail"); and

WHEREAS, by authorization of the Board on March 28, 2019, SEPTA entered into a lease agreement with Bucks County ("the County") for nominal consideration, to construct a trail on the subsurface of the non-operating portion of the Newtown Branch between County Line Road at Milepost 17.94 and Bristol Road at Milepost 20.49 ("Demised Premise"), thereby extending the existing Pennypack Trail in Montgomery County into Bucks County, to be known as the "Newtown Rail Trail"

WHEREAS, to support its continued use of the inactive Newtown Branch as an interim recreational trail, the County desires to enter into a proposed first amendment ("First Amendment") to the lease agreement with SEPTA which would extend the Demised Premises by some 1.47 miles from its current limits south of Bristol Road at Milepost 20.49 to a point approximately 2,215 feet south of Holland Road at Milepost 21.96, thereby creating a total amended leased length of 4.02 miles for the Newtown Rail Trail; and

WHEREAS, the County also wishes to exclude certain land portions of Churchville and Southampton Stations along the Newtown Branch in order to assign trail inspection and maintenance obligations to both Upper Southampton and Lower Southampton Townships, as well as to articulate that the County's
responsibilities for rail tie removal and disposition thereof be in accordance with SEPTA’s requirements and safety standards; and

WHEREAS, the Engineering, Maintenance and Construction (EM&C) Division had no objection to either the proposed improvements or the County’s interim use of the additional segment of the railroad right-of-way as a recreational trail; and

WHEREAS, under the proposed Lease, SEPTA may recapture the Demised Premises for railroad and/or other public transit purposes; and

WHEREAS, SEPTA shall be responsible for obtaining any Federal Transit Administration (FTA) concurrence, if necessary; and

WHEREAS, staff requested that the General Manager/Chief Executive Officer recommend that the Board authorize SEPTA to enter into the proposed First Amendment with the County under the terms and conditions set forth above and more fully described in the pertinent staff summary; and

WHEREAS, the General Manager/Chief Executive Officer made the recommendation.

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby authorizes SEPTA to enter into the proposed First Amendment to the lease agreement with Bucks County to extend the Newtown Rail Trail by 1.47 miles from Milepost 20.49 to Milepost 21.96 on the out-of-service segment of the Newtown Branch, for nominal
consideration, under the terms set forth within the pertinent staff summary.

FURTHER RESOLVED, that the Board hereby authorizes the General Manager/Chief Executive Officer or her 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.

S/Corp/Resolutions/012-2021-First Amendment-Lease with Bucks County for Inactive Newtown Branch for use as Recreational Trail - Newtown Rail Trail
RESOLUTION

re

AUTHORIZATION TO AWARD CONTRACTS FOR VARIOUS PROCUREMENTS

WHEREAS, SEPTA advertised and invited bids for the supplies identified below; and

WHEREAS, the firms listed below were the lowest responsive and responsible bidders to the invitations for bids; and

WHEREAS, staff requested that the General Manager/Chief Executive Officer recommend that the Board authorize SEPTA to award the contracts identified below; and

WHEREAS, the General Manager/Chief Executive Officer made the recommendation to the Board.

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby authorizes SEPTA to award and for the General Manager/Chief Executive Officer or her 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 LBI Construction LLC, for the provision of general construction services including the procurement, furnishing and installation of exterior rehabilitation to match the appropriate period of significance for the inactive Shawmont Station, with services to be performed over a period of 270 calendar days after issuance of Notice-to-Proceed, as described in the staff summary on this subject, for a total contract amount not to exceed $1,249,000, Sealed Bid No. 21-00186-AJEB - Shawmont Station Restoration GC Rebid.

2. To Cummins, Inc., for Item Nos. 1 and 2, for the purchase of 75 fuel pumps and cores to be used for the maintenance of the NOVA bus fleet, at unit prices of $2,636.27 and $350, respectively, with delivery of material on an “as required” basis over a period of 12 months commencing after issuance of Notice-to-Proceed, as described in the staff summary on this subject, for a total contract amount not to exceed $223,970.25, Sealed Bid No. 21-00227-AMLP - Fuel Pumps & Cores.

3. To Rockport Construction Company, Inc., for the provision of general construction services including all labor, materials, tools, and equipment for the Market Frankford Haunch Repair Phase 6 Project, with services to be performed over a period
of 244 calendar days after issuance of Notice-to-Proceed, as
described in the staff summary on this subject, for a total
contract amount not to exceed $1,885,216, Sealed Bid No. 21-00233-
ARIB – Market Frankford Haunch Repair Phase 6.

4. To Road-Con, Inc., for the provision of general
construction services including all labor, materials, tools,
equipment, supervision, administration and transportation
necessary to fabricate and install catenary pole foundations and
down guy foundations on the Fox Chase Regional Rail Line from Fox
Chase Station to Cheltenham Station, with services to be performed
over a period of 120 calendar days after issuance of Notice-to-
Proceed, as described in the staff summary on this subject, for a
total contract amount not to exceed $2,875,000 $2,857,000, Sealed
Bid No. 21-00204-ATMM – Down Guy and Catenary Foundation
Installation.

5. To Modern Group, Ltd., for purchase of an emergency
generator which will provide backup power to the emergency panels
at the 1234 Market Street headquarters building in the event of a
power outage for safety purposes and as required by law, with
delivery of equipment expected on or before April 1, 2022, as
described in the staff summary on this subject, for a total
contract amount not to exceed $452,964, Sealed Bid No. 21-00210-
ADWC – Emergency Generator for 1234 Market Street.
6. To Northeast Fence & Iron Works, Inc., for the removal and replacement of a perimeter security fence, brush, tree trimming and mowing around the Elmwood Rail Depot, with services to be performed over a period of 300 calendar days after issuance of Notice-to-Proceed, as described in the staff summary on this subject, for a total contract amount not to exceed $1,486,020, Sealed Bid No. 21-00205-AKLM - Removal and Replacement of Security Fence - Elmwood Rail Depot.
RESOLUTION

re

AWARD OF 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/Chief Executive Officer 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/Chief Executive Officer or her designee to execute the contracts identified below, 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 vendors/contractors satisfactorily providing any required bonds, insurance certificates and/or other documents, and complying with any applicable Disadvantaged Business Enterprise requirements:

Page 1 of 3
1. To (i) Alstom Signaling, Inc. d/b/a Alstom Signaling Operation LLC, for the installation of a Work Zone Blocking (WZB) system on the Market Frankford Line (MFL), for a total contract amount not to exceed $340,693; (ii) AR Concepts USA, Inc., for the installation of WZB system on the Norristown High Speed Line (NHSL) and Broad Street Line (BSL), for a total contract amount not to exceed $224,700; and (iii) Semotus, Inc. d/b/a HipLink Software, for the provision of project management and support services for the WZB systems on the MFL, NHSL and BSL, for a total contract amount not to exceed $127,127, with work being performed over a period of three years expected to commence in January 2022, as described in the staff summary on this subject, Sole Source Nos. 21-00258-ARIB; 21-00259-AJEB; and 21-00261-ADMD - Work Zone Blocking System for the BSL, MFL, and NHSL.

2. To ProntoForms, Inc., for the provision of a ProntoForms subscription for 650 licensed users which enables the Authority to modernize paper-based forms and associated business processes using a standalone, secure digital forms development platform, with services to be performed over a period of one year scheduled to commence on January 1, 2022, as described in the staff summary on this subject, for a total
contract amount not to exceed $195,000, Sole Source No. 21-00199-AALD – ProntoForms Subscription for 650 Licensed Users.

3. To R.F. Design & Integration Inc., for the purchase of back-up radio consolettes for the SEPTA Transit Police Department Primary Control Center at 1234 Market Street and Auxiliary Control Center at the Frankford Transportation Center, with delivery of material within 180 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 $124,450.04, Sole Source No. 21-00228-AMWB – Back-up Radio Consolettes for SEPTA Police Primary CC and FTC ACC Operations.

4. To Johnson Controls US Holdings LLC d/b/a Johnson Controls Security Solutions LLC, for the provision of engineering, material and technical support for upgrading the operating systems on all of the Communications and Signal Department servers and video workstations (both existing and new), with services to be performed commencing in January 2022 and installation completed by August 2022, as described in the staff summary on this subject, for a total contract amount not to exceed $1,004,141.27, Sole Source No. 21-00270-AXQW – Genetec CCTV Operating System Upgrade.
RESOLUTION

re

AUTHORIZATION TO EXECUTE CHANGE ORDERS AND AMENDMENTS

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/Chief Executive Officer 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/Chief Executive Officer or her designee to execute the change orders and 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 Emphasys Computer Solutions, Inc., for Change Order No. 1, which provides additional scope of work under the emergency contract for the Treasury Management Software Project due to unforeseen conditions, including the addition of multifactor authentication (MFA) features, at an increase in cost not to exceed $18,428, bringing the total contract price,
including this change order, to an amended contract amount not to exceed $363,862.

2. To Conduent, Inc. (formerly XEROX Transport Solutions, Inc.), for Change Order No. 27, which provides for an extension of the New Payment Technologies (NPT) Systems support services (i.e., customer support services, equipment maintenance and warranty, commercial wireless services, and software/network administration) which are no longer covered by the base contract and SEPTA requires the extension of services on a month-to-month basis over a period of 24 months, thereby establishing a new contract completion date of December 31, 2023, at an increase in cost not to exceed $29,498,024, bringing the total contract price, including all change orders to date, to an amended contract amount not to exceed $238,326,371.

3. To HATCH-LTK Engineering Services, Inc. (formerly LTK Engineering Services, Inc.), for Amendment No. 12, which provides for a six-month time extension of the contract to provide on-site technical and administrative support of SEPTA’s New Payment Technologies (NPT) Program (a/k/a the Key Program), thereby establishing a new contract completion date of June 30, 2022, at an increase in cost not to exceed $997,308, bringing the total contract price, including all amendments to date, to an amended contract amount not to exceed $22,098,788.
4. To Total Transit Corp. (PO #S-903832), Easton Coach Company of Delaware Valley (PO #S-902486), Community Transit of Delaware County, Inc. (PO # S-933230) and Easton Coach Company (PO # S-934653), for Amendment No. 3, which provide for additional compensation to increase the carriers revenue hourly rates to cover increased wages and labor associated expenses for their drivers and other front line personnel due to the COVID-19 pandemic, pertaining to the contracts for operation of CCT’s ADA Paratransit Services and Shared Ride Program in the five-county region, with no changes to the respective total contract values.

5. To Easton Coach Company, for Amendment No. 4, which provides for additional funds under the last two months of the contract to provide continued ADA Paratransit Services in Bucks County (due to a surge in revenue hours at pre-pandemic levels), as well as a six-month time extension thereof while a new RFP is being finalized, thereby establishing a new contract completion date of June 30, 2022, at an increase in cost not to exceed $1,318,174, bringing the total contract price, including all amendments to date, to an amended contract amount not to exceed $11,251,576.

6. To (i) TJC Strategic Advisors, LLC, at an increase in cost not to exceed $30,000, for a total amended contract value of $660,000; (ii) Long Nyquist & Associates, at an increase in
cost not to exceed $54,000, for a total amended contract value of $594,000; and (iii) Paul Dlugolecki, LLC, at an increase in cost not to exceed $42,000, for a total amended contract value of $462,000, for Amendment No. 1, which provides for a six-month time extension of each of the three contracts for the continued provision of state legislative consulting services, thereby establishing a new completion date of June 30, 2022 for each contract.

7. To INFOR (US), Inc., for Amendment No. 4, which provides for additional scope of work, licenses, migrations and integrations under the contract for the INFOR License Renewal and Data Migration Project, as well as a Phase 1 time and cost extension thereby establishing a new go-live date of July 1, 2022, at an increase in cost not to exceed $3,742,839.18, bringing the total contract price, including all amendments to date, to an amended contract amount not to exceed $15,463,322.88.