1. Approval of Minutes of the Regular and Annual Board Meeting of February 27, 2014
2. Financial Report
3. Resolutions

I. **Pension Committee Review**
   A. Termination of Investment Management Agreement with Cubic Asset Management

II. **Administration Committee Review**
   A. Consultant Amendments

III. **Operations Committee Review**
    A. Items for Consideration
       1. Lease to the City of Philadelphia of Parts of the 15th Floor, 18th Floor and Rear Plaza of 1234 Market Street
       2. Authorization to Complete Real Estate Transactions Associated with Completion of the Darby Transportation Center Project
       3. Lease to Rodin Market Partners L.P. of Approximately 46,000 Square Feet of Property Located on the City Branch Right-of-Way
       4. Authorization of Nominal Perpetual Reciprocal Stormwater Easement with Enrico Partners, L.P. in Properties that are Situated in the Township of Radnor, Delaware County
    B. Various Procurements
    C. Sole Source Procurements
    D. Change Order

4. Report of General Manager
RESOLUTION

re

TERMINATION OF INVESTMENT MANAGEMENT AGREEMENT
WITH CUBIC ASSET MANAGEMENT

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, at the Pension Committee meeting that was held on February 27, 2014, SEPTA's pension consultant, PFM Advisors, reviewed with the Pension Committee the performance results and other pertinent portfolio management information regarding Cubic Asset Management; and
WHEREAS, based on this review and discussion, PFM Advisors recommended and the Pension Committee agreed to terminate the investment management agreement with Cubic Asset Management for its small-cap growth domestic equity product.

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby authorizes the proper officers of SEPTA to (i) terminate the investment management agreement with Cubic Asset Management; (ii) take such action necessary to transfer the assets currently being managed by Cubic Asset Management to fund other investments as approved by the Pension Committee; and (iii) to do any and all other things that will be necessary in order to effectuate this Resolution.
RESOLUTION
re
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 Gannett Fleming, Inc., for Amendment No. 5, which provides for additional design work, repackaging of contract documents and construction-related services for the Bucks County Intermodal Improvements Project - Levittown, along with a 285 day no-cost time extension, thereby establishing a new contract
completion date of October 13, 2014, at an increase in cost not to exceed $679,710, bringing the total contract price, including all amendments to date, to an amount not to exceed $3,679,548.

2. To URS Corporation, for Amendment No. 6, which provides additional construction-related services (via transfer from Phase A to Phase B) and various credits for the SEPTA - Elwyn to Wawa Service Restoration Project, for a net no increase in cost, with the total contract price, including all amendments to date, remaining at an amount not to exceed $10,023,985.
RESOLUTION

re

LEASE BY SEPTA TO THE CITY OF PHILADELPHIA
OF PARTS OF THE 15TH FLOOR, 18TH FLOOR AND
REAR PLAZA OF 1234 MARKET STREET

WHEREAS, in 1994 SEPTA and the City of Philadelphia ("City") entered into an agreement whereby the City leased a total of 42,532 rentable square feet of space in the 1234 Market Street headquarters building, consisting of part of the 15th Floor (33,503 square feet), 18th Floor (8,329 square feet) and rear plaza (700 square feet) (collectively, the "Demised Premises"); and

WHEREAS, the City has continuously leased the Demised Premises under successive agreements with SEPTA, with the latest one expiring on October 30, 2014; and

WHEREAS, the City has expressed to SEPTA an interest in continuing to occupy the Demised Premises for offices, which upon negotiation has resulted in a proposed new lease agreement; and

WHEREAS, the base term of the proposed new lease is ten years commencing July 1, 2014, with one 5-year renewal option; and
WHEREAS, the annual base rental for the Demised Premises will be $829,374 ($19.50 per square foot), with annual increases of $21,266 ($.50 per square foot) thereafter effective the second year, and rentals during the 5-year option to be determined via a fair market rental value appraisal process; and

WHEREAS, the City shall also be responsible for a share of building operating expenses over the 2014 base year; and

WHEREAS, the City will receive an allowance of $425,320 ($10.00 per square foot) for improvements to the Demised Premises, with any unexpended balance being applied as a rent credit; and

WHEREAS, the City will also receive a like allowance of $425,320 towards SEPTA's costs for building upgrades, including the heating, ventilation and air conditioning systems, as well as be responsible for any costs in excess of the allowance based on the City's per square foot share of the excess costs; and

WHEREAS, SEPTA's broker-management contract with U.S. Equities requires that the proposed lease will call for 3% commission payment totaling $277,521, since the transaction has been developed solely by them without any other broker; and

WHEREAS, staff requested that the General Manager recommend that the Board authorize SEPTA to lease to the City the Demised
Premises in 1234 Market Street under the terms that are set forth 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 City of Philadelphia 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

re

AUTHORIZATION TO COMPLETE
REAL ESTATE TRANSACTIONS ASSOCIATED WITH
COMPLETION OF THE DARBY TRANSPORTATION CENTER PROJECT

WHEREAS, SEPTA owns a parcel that is located at 918 Main Street, Darby, Pennsylvania, on which is situated the Darby Bus Loop ("Darby Loop"), a terminal for four bus routes; and

WHEREAS, prior to 1985 buses entered Darby Loop at Main Street and exited by crossing Darby Creek over a Warren Pony Truss Bridge; and

WHEREAS, in 1985 SEPTA closed the bridge to motor vehicle traffic due to its deteriorated condition and since then buses enter and exit Darby Loop at Main Street; and

WHEREAS, about 15 years ago SEPTA, the Redevelopment Authority of the County of Delaware ("Redevelopment Authority"), the Borough of Darby ("Borough") and the William Penn School District ("WPSD") developed a plan by which (i) SEPTA would redesign Darby Loop so that buses would enter at Main Street and exit by a new driveway that would connect Darby Loop and MacDade
Boulevard, (ii) the Borough would obtain land for flood control and (iii) the School District would create a parking lot for some of its school buses; and

WHEREAS, on October 26, 2000 the Board authorized SEPTA to enter into an agreement with the Redevelopment Authority, Borough and WPSD as to the proposed improvements to Darby Loop, which never came to fruition; and

WHEREAS, on April 23, 2009 the Board authorized SEPTA to enter into a four-party agreement ("Agreement") with the Redevelopment Authority, the Borough and the WPSD to enable SEPTA's construction of a Darby Transportation Center ("DTC") in replacement of the Darby Loop; and

WHEREAS, the Agreement called for the nominal transfer of ownership of parts of certain neighboring parcels owned by each of the parties, which would enable reconfiguration of the parcels to accommodate the DTC Project as well as create improvements thereon; and

WHEREAS, the said authorizing 2009 Board resolution also required the completion of related transactions, including the transfers of ownership of the pertinent parcels, by April 22, 2012; and
WHEREAS, the DTC began operations on April 30, 2010, and the neighboring properties were improved and utilized in spite of the absence of completed real estate transactions; and

WHEREAS, on February 23, 2012 the Board authorized an extension of time for SEPTA to complete the real estate transactions (adopted via the April 23, 2009 resolution) to April 30, 2014; and

WHEREAS, favorable discussions continue between the parties, while a recent SEPTA-contracted review of the property surveys are still underway, which is anticipated to eventually result in finalizing the real estate transactions by the recording of 14 property deeds; and

WHEREAS, staff requested that the General Manager recommend that the Board once again authorize SEPTA to complete the necessary real estate transactions, but absent a time requirement, thereby facilitating a successful closure of the DTC Project; and

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

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby authorizes SEPTA to complete the necessary real estate
transactions in furtherance of the successful completion of the Darby Transportation Center Project, absent any time requirement, under the terms set forth in the pertinent staff summary.

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

FURTHER RESOLVED, that the Board hereby nullifies the resolution that the Board adopted on February 23, 2012 with respect to finalizing the real estate transactions by April 30, 2014.
R E S O L U T I O N

re

LEASE BY SEPTA TO RODIN MARKET PARTNERS L.P.
OF APPROXIMATELY 46,000 SQUARE FEET OF PROPERTY
LOCATED ON THE CITY BRANCH RIGHT-OF-WAY

WHEREAS, the City Branch is a subterranean railroad right-
of-way, much of which SEPTA acquired from Conrail in 1995; and

WHEREAS, before SEPTA acquired the right-of-way, Rodin Market Partners L.P. ("Rodin") built a commercial development partially within the air rights over that part of the City Branch that is located between 20th and 21st Streets; and

WHEREAS, at that time Rodin also constructed a parking lot and a motor vehicle ramp on adjacent City Branch property pursuant to an agreement with the Philadelphia Authority for Industrial Development; and

WHEREAS, on January 24, 2008 the Board authorized SEPTA to enter into a lease agreement ("2008 Agreement") with Rodin for approximately 23,000 square feet of the City Branch right-of-way located between 19th and 20th Streets for a period of ten years, for Rodin's development of additional parking; and
WHEREAS, the said lease was transacted without the necessity of the bidding process as a sole source procurement, because the only access to the premises is a ramp which is owned and controlled by Rodin, the situation of which remains unchanged to date; and

WHEREAS, Rodin now requires some 23,000 square feet of property on the City Branch right-of-way between 18th and 19th Streets for additional parking to serve Rodin’s expanded development of street level property; and

WHEREAS, Rodin has proposed to enter into a new lease agreement with SEPTA which would include the original property leased under the 2008 Agreement between 19th and 20th Streets, plus the additional 23,000 square foot parcel between 18th and 19th Streets, resulting in a combined leasehold of approximately 46,000 square feet (collectively, “Demised Premises”), for a base term of ten years commencing April 1, 2014, along with two consecutive 5-year renewal options; and

WHEREAS, the base annual rental for the Demised Premises will be $41,280 during the first year, and will increase annually thereafter at the rate of 3%; and

WHEREAS, the proposed new lease agreement will cancel the 2008 Agreement and be substituted in its place and stead; and
WHEREAS, under the new lease agreement, Rodin will continue
to be responsible for all improvements, on-going maintenance and
security of the Demised Premises; and

WHEREAS, SEPTA reserves the right to recapture the Demised
Premises for any transportation purpose; and

WHEREAS, staff requested that the General Manager recommend
that the Board authorize SEPTA to enter into a new lease
agreement with Rodin for the Demised Premises, under the terms
set forth in the pertinent staff summary; and

WHEREAS, the General Manager made the recommendation.

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby
authorizes SEPTA to lease to Rodin Partners L.P. the Demised
Premises under the terms set forth above and within the
pertinent staff summary.

FURTHER RESOLVED, that the Board hereby authorizes the
General Manager 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

AUTHORIZATION OF NOMINAL PERPETUAL RECIPROCAL STORMWATER EASEMENT BETWEEN SEPTA AND ENRICO PARTNERS, L.P. IN PROPERTIES THAT ARE SITUATED IN THE TOWNSHIP OF RADNOR, DELAWARE COUNTY

WHEREAS, due to the limited clearance between SEPTA's Norristown High Speed Line (NHSL) right-of-way and Lancaster Avenue (US Route 30) in Radnor, Delaware County, SEPTA vehicles have been traversing the adjacent property owned by Enrico Partners, L.P. ("Enrico") for several years to gain safe access thereto without objection; and

WHEREAS, Enrico expressed a desire to use a sloped area along the periphery of SEPTA's NHSL right-of-way for its development of approximately 20 parking spaces to serve Enrico's office/retail complex; and

WHEREAS, on October 24, 2013 the Board authorized SEPTA to enter into a perpetual nominal non-exclusive access driveway and parking easement with Enrico to enable SEPTA's use of Enrico's property for access between the NHSL right-of-way and Lancaster Avenue, in return for Enrico's development of parking spaces on the periphery thereof; and
WHEREAS, the foregoing easement agreement also established reciprocal rights between SEPTA and Enrico to use existing integrated stormwater facilities, but did not address the addition of new facilities; and

WHEREAS, subsequent site review has determined that construction of additional facilities would best protect SEPTA’s NHSL right-of-way asset; and

WHEREAS, based upon the foregoing, staff has proposed that a nominal, perpetual, non-exclusive easement be developed which would require Enrico to construct and ultimately replace new integrated stormwater facilities on the respective properties, including new inlets on each property; and

WHEREAS, under the proposed easement Enrico will be responsible for maintaining the new inlet on Enrico’s property, while SEPTA will be responsible for maintaining the new inlet and the existing main stormwater pipe and culvert located on SEPTA’s property; and

WHEREAS, while perpetual, SEPTA may terminate the proposed easement and recapture the premises upon one year’s prior notice if the property is required for any transportation purpose; and

WHEREAS, staff requested that the General Manager recommend that the Board authorize SEPTA to enter into an agreement for
proposed perpetual reciprocal stormwater easement with Enrico 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 the proposed easement agreement with Enrico Partners, L.P., which will ensure the physical integrity of the NHSL right-of-way, as more fully described in the pertinent staff summary.

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

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 UTCRAS, for the purchase of 600 steel wheels to be used in the maintenance of the Silverliner V car fleet, at a unit price of $3,715, with delivery of material scheduled over a period of three years commencing in June 2014, as described in the staff summary on this subject, for a total contract amount not to exceed $2,229,000, Sealed Bid No. 14-049-CMC - Steel Wheels for Silverliner V Cars.

2. To USA General Contractors Corporation, to provide all labor, materials, tools, equipment, insurance and general contractor services for the SEPTA - Fern Rock Carhouse Roof Replacement Project, to be performed over a period of 300 calendar days commencing upon issuance of Notice-to-Proceed, as described in the staff summary on this subject, for a total contract amount not to exceed $2,154,830, Sealed Bid No. 13-129-DMH - Fern Rock Carhouse Roof Replacement Project.

3. To Craft Oil Corporation, for the purchase of an estimated 166,700 gallons of bulk anti-freeze to be used in the general maintenance of the SEPTA's bus fleets, at a unit price of $4.51 per gallon, with material to be delivered on an "as
required" basis over a period of 24 months commencing in April 2014, and with authorization to SEPTA staff to extend the contract for a six (6) month period at no increase in cost, as described in the staff summary on this subject, for a total contract amount not to exceed $751,817, subject to permissible escalation/de-escalation, Sealed Bid No. 13-161-JJV - Bulk Diesel Anti-Freeze Coolant.
RESOLUTION re

AWARD OF VARIOUS CONTRACTS FOR SOLE SOURCE PROCUREMENTS

WHEREAS, SEPTA has need for the supplies and services described below and those supplies and services are available only from the firms listed below; and

WHEREAS, staff reviewed the cost of the supplies and services and the General Manager recommended that the Board authorize SEPTA to award the contracts.

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby authorizes SEPTA to award and the General Manager or his designee to execute the contracts identified below, all in form approved by the Office of General Counsel, subject to the concurrence of the funding agencies, if required, and contingent upon and subject to each vendor/contractor satisfactorily providing any required bonds, insurance certificates and/or other documents, and complying with any applicable Disadvantaged Business Enterprise requirements:
1. To AnsaldoSTS USA, Inc., for the purchase of various spare parts to be used on SEPTA's signaling equipment, with delivery of materials on an "as required" basis over a period of three years commencing in April 2014, and with authorization to SEPTA staff to extend the contract for a six (6) month period at no increase in cost, as described in the staff summary on this subject, for a total contract amount not to exceed $235,500.

2. To James J. Anderson Construction Company, Inc., for the payment of third party labor to reset an estimated 75 SEPTA manhole castings in conjunction with the City of Philadelphia Street resurfacing, with work to be performed on an "as required" basis over a period of two years scheduled to commence on April 1, 2014, as described in the staff summary on this subject, for a total contract amount not to exceed $86,638.
RESOLUTION

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AUTHORIZATION TO EXECUTE A CHANGE ORDER

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 order 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 AssetWorks, Inc., for Change Order No. 1, which provides for accounting enhancement for the FleetFocus (M5) Upgrade and Linear Focus/FA Suite (AAMS) software products used on SEPTA's Vehicle Maintenance Information System (VMIS), at an increase in cost not to exceed $66,780, bringing the total
contract price, including this change order, to an amount not to exceed $2,858,568.