1. Approval of Minutes of the Regular Board Meeting of April 24, 2014

2. Financial Report

3. Resolutions

I. Budget, Planning & Information Technology Committee Review

   A. Adoption of the Operating Budget for Fiscal Year 2015 and Fiscal Years 2016-2020
      Financial Projections and Adoption of a Fare Growth Policy

   B. The Capital Budget for Fiscal Year 2015, the Twelve-Year Capital Program and
      Comprehensive Plan, and Grant of Authority to File an Application for a State Grant Under
      Act 44 of 2007, as Amended by Act 89 of 2013

II. Administration Committee Review

   A. Authorization to Apply Federal DBE Requirements to SEPTA Contracting
      Opportunities – Operational, Federal and State Funded Solicitations

III. Operations Committee Review

   A. Items for Consideration

      1. Fiscal Year 2015 Annual Service Plan

      2. Supplemental Reimbursement Agreement Between SEPTA and Pennsylvania
         Department of Transportation Relating to the Reconstruction of Greenwood Avenue Bridge
         at Jenkintown Passenger Station

      3. Authorization to Enter into an Agreement with the City of Philadelphia
         Renewing and Updating the Lease of City-Owned Transit Properties to SEPTA

      4. Supplemental Reimbursement Agreement Between SEPTA and Pennsylvania
         Department of Transportation Relating to Ongoing Bus Substitution in Connection with the
         Reconstruction of Interstate 95
5. Acquisition from Khadija Begum, LLC, Luciano Brothers, Inc., and C & H Realty, Inc., of Three Temporary Construction Easements for the Levittown Station Intermodal Improvement Project in Tullytown Borough, Bucks County

6. Grant to Abington Township of a Nominal Perpetual Easement for Replacement of a Traffic Signal

7. Grant by SEPTA to Provco Goodman Jenkintown, L.P. of a Temporary Construction Easement for Use in the Realignment of the Noble Passenger Station Access Driveway and Sidewalk at Old York Road in Abington Township, Montgomery County

8. Authorization to Enter into a Nominal Easement Agreement with the Borough of Downingtown in Property Located Adjacent to Downingtown Passenger Station in Chester County

B. Various Procurements

C. Sole Source Procurements

D. Change Orders and an Amendment

4. Report of General Manager
RESOLUTION

re

ADOPTION OF THE OPERATING BUDGET FOR FISCAL YEAR 2015 AND FISCAL YEARS 2016-2020 FINANCIAL PROJECTIONS AND ADOPTION OF A FARE GROWTH POLICY

WHEREAS, SEPTA's enabling act at 74 Pa.C.S. § 1751(a) requires the Board to adopt an operating budget prior to the beginning of each fiscal year and authorizes the Board to "establish such rules as are necessary for proper observance" of such budget; and

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

WHEREAS, the Public Transportation Law also requires the Board to adopt a resolution that authorizes the filing of an application for a state grant; and

THE TENTATIVE OPERATING BUDGET

WHEREAS, on April 15, 2014 the General Manager filed with the Board the tentative Operating Budget Proposal for Fiscal Year 2015 which sets forth revenue and operating expense levels, as well as Fiscal Years 2016-2020 Financial Projections; and
WHEREAS, the tentative Operating Budget for Fiscal Year 2015 sets an authorized spending level of $1.327 billion, with revenues totaling $532.9 million and subsidies of $794.3 million; and

PUBLIC HEARING

WHEREAS, pursuant to applicable law and the rules and regulations that became effective on March 1, 2010, the Chairman appointed the Joseph M. O'Malley, Esquire as Hearing Examiner to conduct a public hearing with respect to the tentative Operating Budget for Fiscal Year 2015 and certain proposed supplements to tariffs; and

WHEREAS, after appropriate publication and posting the Hearing Examiner presided over a public hearing, the sessions of which were held on April 16, 21, 22, 23 and 25, 2014 at convenient and accessible locations in Bucks, Chester, Delaware, Montgomery and Philadelphia Counties; and

WHEREAS, persons who desired to do so were given the opportunity to appear at the sessions of the public hearing to present testimony, to introduce material and to ask questions of SEPTA's representatives; and

WHEREAS, based on the testimony, evidence and exhibits presented at the public hearings or otherwise entered into the
record, on May 2, 2014 the Hearing Examiner presented to the Board a Report and Recommendation; and

WHEREAS, the Hearing Examiner recommended that the Board adopt the tentative Fiscal Year 2015 Operating Budget at the proposed level of $1.327 billion, and the Fiscal Years 2016-2020 Financial Projections; and

USES OF STATE FUNDS

WHEREAS, SEPTA will apply the financial assistance obtained through Act 44 of 2007, as amended by Act 89 of 2013, and local matches to SEPTA’s projected operating expenses; and

WHEREAS, SEPTA recognizes that financial assistance obtained through Act 44 of 2007, as amended by Act 89 of 2013, and local matches (i) may only be applied to operating expenses, (ii) are ineligible for use in asset or capital improvement projects and (iii) if not used in Fiscal Year 2015 will be retained and used for only operating assistance in a subsequent fiscal year; and

FARE GROWTH POLICY

WHEREAS, as recommended by the Transportation Funding and Reform Commission, the Authority has implemented a program of periodic fare increases every three years, the most recent being effective July 1, 2013; and
WHEREAS, with the recent passage of Act 89 of 2013, transportation agencies in the Commonwealth must formally establish a statement of policy outlining the basic principles for the adjustment of fare growth to meet the rate of inflation; and

RECOMMENDATION OF MANAGEMENT

WHEREAS, staff requested that the General Manager recommend that the Board (i) adopt the tentative Operating Budget for Fiscal Year 2015, at an expense level of $1.327 billion; and (ii) adopt the Fiscal Years 2016-2020 Financial Projections; and

WHEREAS, staff further requested that the General Manager recommend that the Board adopt a Fare Increase Policy to adjust fares for inflating growth pursuant to Act 89 of 2013; and

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

NOW, THEREFORE, BE IT RESOLVED, that upon consideration of the testimony taken and evidence presented at the public hearing or otherwise entered into the record, the Report and Recommendation of the Hearing Examiner and the arguments and/or other material presented at this public meeting, the Board hereby adopts (i) the Fiscal Year 2015 Operating Budget authorizing expenditures of $1.327 billion during Fiscal Year
FURTHER RESOLVED, that the Board hereby designates the General Manager the Authorized Official ("AO") of SEPTA and authorizes the General Manager as Authorized Official to execute and file electronically via "dotGrants" with the Department of Transportation of the Commonwealth of Pennsylvania ("PennDOT"), on behalf of the Board, a consolidated operating application ("COA") in which SEPTA requests grant funding for Fiscal Year 2015 under § 1513 of Act 44 of 2007, as amended by Act 89 of 2013.

FURTHER RESOLVED, that pursuant to guidelines ("Guidelines") that PennDOT issued and imposed upon SEPTA, the Board:

(i) adopts Attachment A of this Resolution, namely the list that management issued in conformity with the Guidelines, said list identifies each submission that SEPTA may be required to make to PennDOT and the corresponding senior management position or positions whose duties and responsibilities make the holder of the senior management position or positions competent to make submissions (and
modify submissions) to PennDOT; and

(ii) Authorize the people who hold the positions identified on the list to file and execute electronically via "dotGrants" to PennDOT as are set forth on the list (Attachment A).

FURTHER RESOLVED, that SEPTA expects to receive $62,040 under § 1513 of Act 44 of 2007 and SEPTA must disburse that payment to three sub-grantees that provide to senior citizens free transit service within SEPTA’s service area.

FURTHER RESOLVED, that SEPTA expects to receive no less than 15% in local matching funds no later than June 30, 2015 for Fiscal Year 2015 as § 1513 of Act 44 of 2007 requires as amended by Act 89 of 2013.

FURTHER RESOLVED, that based upon (i) the representation and reasonable belief of the management of SEPTA, (ii) the understanding that the Board has no authority over any entity other than SEPTA, and (iii) the historical commitments of local funding, the Board hereby certifies in good faith that the Counties of Bucks, Chester, Delaware, Montgomery and Philadelphia and other appropriate local sources will provide sufficient funds in Fiscal Year 2015 and that said funds will
match the financial assistance for operating expenses that SEPTA will receive under Act 44 of 2007, as amended by Act 89 of 2013.

FURTHER RESOLVED, that the Board hereby authorizes the proper officers of SEPTA to execute all documents, in form approved by the Office of General Counsel, and to do any and all other things as shall be necessary and proper in order to effectuate the purpose of this Resolution.
## ATTACHMENT A

**SOUTHEASTERN PENNSYLVANIA TRANSPORTATION AUTHORITY EMPLOYEES AUTHORIZED TO SUBMIT AND MODIFY THE PENNSYLVANIA DEPARTMENT OF TRANSPORTATION'S GRANTS OBJECTS**

<table>
<thead>
<tr>
<th>Registration - Organization Core into</th>
<th>Grant Applications</th>
<th>Projected Legacy Budget</th>
<th>Unaudited Actual Legacy Budget</th>
<th>Audited Actual Legacy Budget*</th>
<th>Grant Agreement Execution</th>
<th>Invoices</th>
<th>Progress Reports</th>
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*PennDOT requires the Audited Actual Legacy Budget to be submitted by the chief operating officer (such as Executive Director, General Manager, etc.)*

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RESOLUTION

re

THE CAPITAL BUDGET FOR FISCAL YEAR 2015,
THE TWELVE-YEAR CAPITAL PROGRAM AND COMPREHENSIVE PLAN,
AND GRANT OF AUTHORITY TO FILE AN APPLICATION FOR A STATE GRANT
UNDER ACT 44 OF 2007, AS AMENDED BY ACT 89 OF 2013

WHEREAS, SEPTA’s enabling act at 74 Pa.C.S. § 1751(a)
requires SEPTA annually to adopt a capital budget and a capital
program covering the ensuing 12 years; and

THE TENTATIVE CAPITAL BUDGET

WHEREAS, on April 3, 2014 the General Manager filed with
the Board the tentative Capital Budget in the amount of $571.77
million for Fiscal Year 2015, and the tentative Twelve-Year
Capital Program and Comprehensive Plan totaling $6.8 billion for
Fiscal Years 2015-2026; and

WHEREAS, SEPTA’s Fiscal Year 2015 Capital Budget and
Twelve-Year Capital Program reflects increases in funding as a
result of the passage of Act 89 of 2013 which provides a
dedicated, long term funding solution for transportation in the
Commonwealth, thereby enabling SEPTA to begin addressing its
State of Good Repair backlog resulting from years of funding shortfalls; and

WHEREAS, in Fiscal Year 2015 SEPTA will embark on the “Catching Up” Capital Program which includes improvements to critical infrastructure such as substations, bridges, track and maintenance facilities, and also initiates the replacement of trolley and regional rail vehicles that have far exceeded their useful life, while expanding capacity to address ridership growth and improving accessibility; and

WHEREAS, SEPTA selected 12 capital projects (“Projects”) which are identified in the tentative Capital Budget for Fiscal Year 2015 and pertinent staff summary; and

WHEREAS, the proposed Fiscal Year 2015 Capital Budget recommends the allocation of $571.77 million in capital improvements that SEPTA will make throughout the metropolitan region; and

WHEREAS, that in accordance with Treasury Regulation § 1.150-2, SEPTA may temporarily finance from its own funds all or a portion of the costs of the projects described in this Fiscal Year 2015 Capital Budget up to an amount equal to the total costs of the projects which shall be $571.77 million, and may then use all or a portion of the proceeds of tax-exempt
obligations to reimburse itself for expenditures originally paid prior to the date of issuance of the tax-exempt obligations, and all original expenditures which may be reimbursed will be capital expenditures (as defined in Treasury Regulation § 1.150-1(b)) and other permissible amounts under Treasury Regulation § 1.150-2(d)(3).

STATE FUNDS

WHEREAS, in accordance with Act 44 of 2007, as amended by Act 89 of 2013, SEPTA anticipates that it is eligible to receive from the Public Transportation Trust Fund ("PTTF") of the Commonwealth, the amount of $330.7 million for capital projects for Fiscal Year 2015, so long as SEPTA receives $11.1 million in matching funds from the Counties of Bucks, Chester, Delaware, Montgomery and Philadelphia and other appropriate local sources; and

WHEREAS, SEPTA will apply the financial assistance available through the PTTF and local matches to advance the tentative Fiscal Year 2015 Capital Budget; and
PUBLIC HEARING

WHEREAS, pursuant to applicable law and the rules and regulations that became effective on March 1, 2010, the Chairman appointed Joseph M. O'Malley as Hearing Examiner to conduct a public hearing with respect to the tentative Capital Budget for Fiscal Year 2015 and the tentative Twelve-Year Capital Program and Comprehensive Plan; and

WHEREAS, after appropriate publication and posting, the Hearing Examiner presided over two sessions of the public hearing, both of which were held on April 28, 2014 at a convenient, accessible location; and

WHEREAS, persons who desired to do so were given the opportunity to appear at the public hearing, to present testimony, to introduce exhibits and other evidence, and to ask relevant questions of the representatives of SEPTA; and

WHEREAS, based on the testimony, evidence, and exhibits presented at the public hearing or otherwise entered into the record, the Hearing Examiner issued to the Board a Report and Recommendation with respect to the tentative Capital Budget for Fiscal Year 2015 and the tentative Twelve-Year Capital Program and Comprehensive Plan; and
WHEREAS, in his Report and Recommendation the Hearing Examiner recommended that the Board adopt the tentative Capital Budget and tentative Twelve-Year Capital Program and Comprehensive Plan; and

USE OF STATE FUNDS

WHEREAS, the management of SEPTA has reasonable belief based on historical commitments of local funding that the Counties of Bucks, Chester, Delaware, Montgomery and Philadelphia and other appropriate local sources will provide funds of $11.1 million in Fiscal Year 2015 that will match the financial assistance for capital projects that SEPTA will request from the Department of Transportation of the Commonwealth of Pennsylvania ("PennDOT"); and

WHEREAS, SEPTA recognizes that financial assistance obtained through the PTTF and local matches (i) may only be applied to capital projects, (ii) are ineligible for use as payment for operating expenses, as defined by PennDOT, and (iii) if not used in Fiscal Year 2015 must be retained and used only for capital projects in a subsequent fiscal year or years; and

RECOMMENDATION OF MANAGEMENT

WHEREAS, staff requested that the General Manager recommend that the Board (i) adopt the Capital Budget for Fiscal Year 2015
and the Twelve-Year Capital Program and Comprehensive Plan for Fiscal Years 2015-2026 and (ii) authorize SEPTA to apply for financial assistance through the PTTF for capital projects for Fiscal Year 2015; and

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

NOW, THEREFORE, BE IT RESOLVED, that upon consideration of the testimony taken and evidence presented at the public hearing or otherwise entered into the record, together with the arguments and/or other material presented at this meeting of the Board, along with the recommendation of the Hearing Examiner, the Board hereby adopts the Capital Budget for Fiscal Year 2015 and the Twelve-Year Capital Program and Comprehensive Plan for Fiscal Years 2015-2026 as management proposed them.

FURTHER RESOLVED, that the Board hereby authorizes SEPTA to submit to the Department of Transportation of the Commonwealth of Pennsylvania an application for $330.7 million of financial assistance for capital projects for Fiscal Year 2015 and any other state funds that may be made available for Fiscal Year 2015.

FURTHER RESOLVED, that the Board hereby designates the General Manager the Authorized Official ("AO") of SEPTA and
authorizes the General Manager as Authorized Official to execute and file electronically via "dotGrants" with the Department of Transportation of the Commonwealth of Pennsylvania an application or applications in which SEPTA requests financial assistance for capital projects for Fiscal Years 2015-2026 under Act 44 of 2007 and other appropriate legislation.

FURTHER RESOLVED, that based upon (i) the representation and reasonable belief of the management of SEPTA, (ii) the understanding that the Board has no authority over any entity other than SEPTA, and (iii) the historical commitments of local funding, the Board hereby certifies in good faith that the Counties of Bucks, Chester, Delaware, Montgomery and Philadelphia and other appropriate local sources will provide funds of no less than $11.1 million in Fiscal Year 2015 and that said funds will match the financial assistance for capital projects that SEPTA will receive from the PTTF.

FURTHER RESOLVED, that as to financial assistance for capital projects that SEPTA will receive from the PTTF and local matches, the Board certifies that SEPTA (i) will only apply the funds to capital projects, (ii) recognizes that the funds are ineligible for use as payment for operating expenses, as defined by PennDOT, and (iii) will retain the funds not used in Fiscal
Year 2015 and will use the funds only for capital projects in a subsequent fiscal year or years.

FURTHER RESOLVED, that for the purpose of obtaining financial assistance for the Projects, the Board hereby authorizes the proper officers of SEPTA (i) to file applications, in form approved by the Office of General Counsel, with the Federal Transit Administration, the Pennsylvania Department of Transportation and all other funding agencies, (ii) to secure commitments of local matching funds and (iii) to give to each of the entities from which funds are sought all necessary assurances, including those specified in the General Resolutions on this subject that the Board adopted on November 17, 1974, February 22, 1978, and May 26, 1982.

FURTHER RESOLVED, that in accordance with Treasury Regulation § 1.150-2, SEPTA may temporarily finance from its own funds all or a portion of the costs of the projects described in this Fiscal Year 2015 Capital Budget up to an amount equal to the total costs of the projects which shall be $571.77 million, and may then use all or a portion of the proceeds of tax-exempt obligations to reimburse itself for expenditures originally paid prior to the date of issuance of the tax-exempt obligations, and all original expenditures which may be reimbursed will be
capital expenditures (as defined in Treasury Regulation § 1.150-1(b)) and other permissible amounts under Treasury Regulation § 1.150-2(d)(3).

FURTHER RESOLVED, that the Board hereby authorizes the Chairman, General Manager or his designee, and other proper officers of SEPTA to enter into and to execute such agreements or other instruments, in form approved by the Office of General Counsel, with the funding agencies as may be required in order to obtain funding for the programs and Projects included in the Capital Budget for Fiscal Year 2015 and otherwise to effectuate the purposes of this Resolution.

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

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AUTHORIZATION TO APPLY FEDERAL DBE REQUIREMENTS TO SEPTA CONTRACTING OPPORTUNITIES – OPERATIONAL, FEDERAL AND STATE FUNDED SOLICITATIONS

WHEREAS, SEPTA’s Disadvantaged Business Enterprise (DBE) Program was developed in accordance with the Department of Transportation (DOT) regulations issued under Title 49 of the Code of Federal Regulation (CFR), and is designed to provide legitimate DBE (small, minority and women-owned businesses) an equal opportunity to participate in the Authority’s contracting opportunities; and

WHEREAS, SEPTA’s DBE requirements have been applied to all solicitations meeting the established threshold (i.e., greater than $100,000), thereby ensuring that these requirements are applied to all procurements that receive any amount of Federal subsidy; and

WHEREAS, with the recent state funding created with the passage of Act 89 of 2013, SEPTA’s “Catching-Up” Program is underway, and as such, the majority of these projects will be funded with state monies; and
WHEREAS, staff requested that the General Manager recommend to the Board that the provisions of the Authority’s DBE Program be applied to all procurements, to further reinforce SEPTA’s commitment to provide contracting opportunities to small, minority and women-owned businesses; and

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

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby authorizes SEPTA to apply Federal Disadvantaged Business Enterprise (DBE) requirements, in accordance with 49 CFR Part 26, to all Authority procurements (except small procurements), regardless of their funding source, as set forth above and more fully described in the pertinent staff summary.

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

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FISCAL YEAR 2015 ANNUAL SERVICE PLAN

WHEREAS, proposed Fiscal Year 2015 Annual Service Plan (i) describes service proposals that staff, the public, governmental agencies and elected officials suggested and (ii) presents the technical and financial analyses by which SEPTA determines whether it should implement each service proposal; and

WHEREAS, the pertinent staff summary gives details on proposed Fiscal Year 2015 Annual Service Plan, and eight proposed changes (supplements) to service and certain tariffs and proposed revisions to SEPTA's service standards and process document; and

WHEREAS, pursuant to applicable law and the rules and regulations that became effective on March 1, 2010, the Chairman appointed Eugene N. Cipriani, Esquire as Hearing Examiner to conduct a public hearing with respect to proposed Fiscal Year 2015 Annual Service Plan, and the proposed supplements to certain tariffs and service standards and process revisions; and

WHEREAS, after appropriate publication and posting the Hearing Examiner presided over a public hearing, four sessions
of which were held on April 22 and 23, 2014 at convenient and accessible locations; and

WHEREAS, persons who desired to do so were given the opportunity to appear at the sessions of the public hearing to present testimony, to introduce material and to ask questions of SEPTA's representatives; and

WHEREAS, based on the testimony, evidence and exhibits presented at the public hearing or otherwise entered into the record, on May 6, 2014 the Hearing Examiner issued a Report and Recommendation; and

WHEREAS, the Hearing Examiner recommended that the Board adopt proposed Fiscal Year 2015 Annual Service Plan, including changes to the Route 35 schedule, the proposed supplements to certain tariffs, and the service standards and process revisions; and

WHEREAS, staff requested that the General Manager recommend that the Board (i) adopt proposed Fiscal Year 2015 Annual Service Plan and (ii) adopt the proposed eight supplements to certain tariffs and service standards and process revisions; and

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

NOW, THEREFORE, BE IT RESOLVED, that upon consideration of the testimony taken and evidence presented at the public hearing
or otherwise entered into the record, the Report and Recommendation of the Hearing Examiner and the arguments and/or other material presented at this public meeting, the Board hereby adopts Fiscal Year 2015 Annual Service Plan as filed.

FURTHER RESOLVED, that the Board hereby adopts the below listed supplements to tariffs, all of which were filed as part of proposed Fiscal Year 2015 Annual Service Plan, and instructs management to implement the supplements to tariffs, as well as the revisions to SEPTA’s service standards and process document, as soon as practicable:

Tariff No. 47, Supplement No. 14 (Route 68);
Tariff No. 119, Supplement No. 9 (Route 43);
Tariff No. 169, Supplement No. 2 (Route 206);
Tariff No. 188, Supplement No. 3 (Route 91);
Tariff No. 196, Supplement No. 5 (Route 108);
Tariff No. 200, Supplement No. 4 (Route 201);
Tariff No. 262, Supplement No. 1 (Route 116); and
Tariff No. 263, Supplement No. 2 (Route 205);

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

S/Corp/Resolutions/05-2014-CD3497-FY2015-Annual-Service-Plan-for-City&STD-Final.doc
RESOLUTION

re

SUPPLEMENTAL REIMBURSEMENT AGREEMENT BETWEEN
SEPTA AND PENNSYLVANIA DEPARTMENT OF TRANSPORTATION
RELATING TO THE RECONSTRUCTION OF GREENWOOD AVENUE BRIDGE
AT JENKINTOWN PASSENGER STATION

WHEREAS, on August 30, 2005 SEPTA and the Department of Transportation of the Commonwealth of Pennsylvania ("PennDOT") entered into a cooperation agreement ("Cooperation Agreement") which, among other things, defined each party's respective share of the costs associated with projects of PennDOT that require support by SEPTA; and

WHEREAS, the Cooperation Agreement requires PennDOT and SEPTA to enter into a project agreement for a project that is within the purview of the Cooperation Agreement; and

WHEREAS, PennDOT commenced a project by which PennDOT will reconstruct Greenwood Avenue Bridge over SEPTA's railroad right-of-way at Jenkintown Passenger Station ("Project"); and

WHEREAS, on March 24, 2011, the Board authorized SEPTA to enter into a project agreement with PennDOT under which PennDOT
agreed to reimburse SEPTA for the reimbursable costs that SEPTA will incur in connection with the Project; and

WHEREAS, on November 27, 2005, a reimbursement agreement between SEPTA and PennDOT was executed to cover SEPTA’s costs associated with the preliminary engineering phase of the Project; and

WHEREAS, PennDOT is now in the construction phase of the Project and SEPTA Track Department is coordinating construction activity by providing the required level of flagging, electric traction and engineering support during the rehabilitation of the Greenwood Avenue Bridge, which were initially estimated in the amount of $642,050.26; and

WHEREAS, as a result of supplementary engineering and field support incurred by SEPTA due to the Project’s continuation past the original completion date, PennDOT and SEPTA have now agreed that the estimated costs to complete the Project has increased by $541,655, for a revised total of $1,183,705.28; and

WHEREAS, staff requested that the General Manager recommend that the Board authorize SEPTA to enter into a supplemental project agreement with PennDOT with respect to reimbursement of
additional costs that SEPTA will incur in connection with the Project; 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 supplemental project agreement with the Department of Transportation of the Commonwealth of Pennsylvania with respect to the reimbursement of SEPTA's costs in support of the reconstruction of the Greenwood Avenue Bridge under the terms that are set forth in the pertinent staff summary.

FURTHER RESOLVED, that the Board hereby authorizes the General Manager or his designee to execute all documents, in form approved by the Office of General Counsel, and to do any and all other things as shall be necessary and proper in order to effectuate the purpose of this Resolution.
WHEREAS, in 1968 SEPTA acquired the assets of the Philadelphia Transportation Company ("PTC"), which included the Market Street Elevated and Market Street Subway; and

WHEREAS, on September 27, 1968, SEPTA entered into a lease agreement with the City of Philadelphia ("City") under which the foregoing PTC assets were leased by SEPTA to the City in return for a fixed rental payment stream, which SEPTA in turn used to secure and meet debt service on revenue bonds that financed the purchase of the PTC assets; and

WHEREAS, contemporaneously therewith, the City entered into a lease with SEPTA under which the City leased back to SEPTA certain transit assets owned by the City, which included the Broad Street Subway and the Frankford-Elevated, in return for which SEPTA was obligated to pay rent to the City; and

WHEREAS, the documents that manifested the foregoing lease relationships between SEPTA and the City and governed the
operation of the City Transit Division were collectively referred to as the "Lease/Leaseback Agreements"; and

WHEREAS, the Lease/Leaseback Agreements stated that their terms would expire at such time that SEPTA made the last payment of fixed rent or cumulative additional rent, or December 31, 2005, whichever occurred later; and

WHEREAS, a dispute arose between the parties as the City took the position that the Lease/Leaseback Agreements ended on December 31, 2005, while SEPTA maintained that the agreements continued to be in full force and effect since SEPTA had issued bonds for which debt service payments were still being made for City-owned assets, by virtue of cumulative additional rent, and thereby continuing the terms of the Lease/Leaseback Agreements beyond December 31, 2005; and

WHEREAS, on October 7, 2005 SEPTA and the City entered into a "Standstill Agreement" that extended the terms and conditions of the Lease/Leaseback Agreements, and further required that the parties negotiate a "Resolution Agreement"; and

WHEREAS, on-going negotiations between SEPTA and the City has resulted in a proposed new City Transit Division Properties Lease Agreement ("CTD Properties Lease") that would both satisfy
the obligations under the terms of the Standstill Agreement, as well as replace the Lease/Leaseback Agreement; and

WHEREAS, since the bonds for the former PTC properties have now been paid in full, it is no longer necessary for SEPTA to lease these properties to the City, thereby obviating the need for lease/leaseback arrangements; and

WHEREAS, the negotiation process of the proposed CTD Properties Lease has also allowed the parties to resolve many long outstanding tangential issues, such as real estate taxes, permitting, and City subsidies, while at the same time eliminating past asserted debts and claims; and

WHEREAS, the new CTD Properties Lease will cover only the transit properties owned by the City and leased to SEPTA, the key elements of which are more fully set forth at length in the pertinent staff summary; and

WHEREAS, the Bill authorizing the City to enter into the CTD Properties Lease (Bill No. 130630) was passed by City Council on January 23, 2014, and thereafter duly signed by Mayor Michael Nutter on January 31, 2014;

WHEREAS, staff requested that the General Manager recommend that the Board authorize SEPTA to enter into the proposed new
CTD Properties Lease with the City under such terms as described above and set forth in the pertinent staff summary; and

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

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby authorizes SEPTA to enter into a new City Transit Division Properties Lease Agreement with the City of Philadelphia, thereby renewing and updating the lease of City-owned transit properties to the Authority, under the terms that are set forth in the pertinent staff summary.

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

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SUPPLEMENTAL REIMBURSEMENT AGREEMENT BETWEEN
SEPTA AND PENNSYLVANIA DEPARTMENT OF TRANSPORTATION
RELATING TO ONGOING BUS SUBSTITUTION IN
CONNECTION WITH THE RECONSTRUCTION OF INTERSTATE 95

WHEREAS, the Department of Transportation of the
Commonwealth of Pennsylvania ("PennDOT") has commenced a project
("Project") by which PennDOT will reconstruct part of Interstate
95 ("I-95") in the vicinity of Richmond Street in the City of
Philadelphia; and

WHEREAS, the Project required the suspension of that part
of trolley service on Route 15 that operates on Richmond Street; and

WHEREAS, in order to maintain trolley service on the
remainder of Route 15 SEPTA must construct a trolley turnback
and associated trolley tracks on parts of Frankford Avenue and
Laurel Street; and

WHEREAS, on June 24, 2010 the Board authorized SEPTA to
enter into a reimbursement agreement with PennDOT, under which
(i) SEPTA would construct the new trolley turnback and PennDOT
will reimburse SEPTA 50% of the cost to construct the new trolley turnback and (ii) PennDOT would reimburse SEPTA 95% of the cost that SEPTA will incur to substitute bus service for the part of Route 15 trolley service that the Project caused to be suspended; and

WHEREAS, the existing reimbursement agreement is consistent with the Cooperation Agreement by and between SEPTA and PennDOT which is dated August 30, 2005; and

WHEREAS, PennDOT and SEPTA originally estimated that the cost to construct the new trolley turnback was $1,690,960 and the cost of supplemental bussing was $1,596,000, based upon a Project completion date of December 2013; and

WHEREAS, actual supplemental bus substitution costs to date are greater than budgeted due to actual service levels being greater than estimated and the Project having taken longer than originally planned; and

WHEREAS, in addition thereto, it is now known that supplemental bus substitution will be required through July 2018 as the Project advances with reconstruction of the northbound lanes on I-95; and
WHEREAS, PennDOT and SEPTA have negotiated a supplemental reimbursement agreement which will provide for the 95% reimbursement of SEPTA's supplemental bus substitution costs to be extended through July 2018, with a revised estimated reimbursement total of $14,891,924 (an increase of $11,622,964); and

WHEREAS, staff requested that the General Manager recommend that the Board authorize SEPTA to enter into the supplemental reimbursement agreement with PennDOT under the terms that are set forth in the pertinent staff summary; and

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

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby authorizes SEPTA to enter into the proposed supplemental reimbursement agreement with the Department of Transportation of the Commonwealth of Pennsylvania ("PennDOT") by which PennDOT will reimburse SEPTA 95% of the costs that SEPTA will incur to substitute bus service for suspended trolley service on Route 15 during the reconstruction of part of Interstate 95 through July 2018, under the terms that are set forth in the pertinent staff summary.
FURTHER RESOLVED, that the Board hereby authorizes the General Manager or his designee to execute all documents, in form approved by the Office of General Counsel, and to do any and all other things as shall be necessary and proper in order to effectuate the purpose of this Resolution.
RESOLUTION

re

ACQUISITION FROM KHADJIA BEGUM, LLC, LUCIANO BROTHERS, INC., AND C & H REALTY, INC. OF THREE TEMPORARY CONSTRUCTION EASEMENTS FOR THE LEVITOWN STATION INTERMODAL IMPROVEMENT PROJECT IN TULLYTOWN BOROUGH, BUCKS COUNTY

WHEREAS, SEPTA currently leases the Levittown Station building, grounds and fully-utilized customer parking lot (382 spaces) from Amtrak under the 47 Station Lease Agreement of 1987; and

WHEREAS, SEPTA is undertaking construction of a new passenger facility under its Levittown Station Intermodal Improvement Project ("Project"), which will include the station building, accessible high-level platforms, expanded customer parking (452 spaces) and improved customer vehicle circulation and access; and

WHEREAS, the Project will require SEPTA to acquire temporary construction easements in three adjacent properties (identified as Parcel Nos. 4, 8 and 10) in Tullytown Borough for staging areas during the highway interchange construction phase.
of the Project, for a period of approximately 9 to 12 months; and

WHEREAS, the subject parcels are owned by Khadjia Begum, LLC (Parcel No. 4), Luciano Brothers, Inc. (Parcel No. 8) and C & H Realty, Inc. (Parcel No. 10), comprised of 2,500+/- SF, 5,850+/- SF and 1,510+/- SF, respectively; and

WHEREAS, SEPTA contracted for fair market value appraisals of each parcel and determined annual temporary construction easement rates of $3,500 (Parcel No. 4), $2,600 (Parcel 8) and $1,600 (Parcel No. 10), which will be subject to reasonable increases if required per negotiations with the property owners; and

WHEREAS, staff requested that the General Manager recommend that the Board authorize SEPTA to acquire the three temporary construction easements under the terms that are set forth in the pertinent staff summary; and

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

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby authorizes SEPTA to acquire from Khadjia Begum, LLC, Luciano Brothers, Inc. and C & H Realty, Inc. three temporary construction easements required for the Levittown Station
Intermodal Improvement Project, under the terms and conditions that are set forth above and 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

re

GRANT TO ABINGTON TOWNSHIP OF A NOMINAL PERPETUAL EASEMENT FOR REPLACEMENT OF A TRAFFIC SIGNAL

WHEREAS, as a result of certain improvements being made by real estate developer Provco-Goodman Jenkintown, L.P. ("Provco") in Abington Township ("Township"), the Pennsylvania Department of Transportation (PennDOT) is requiring a new traffic signal be installed at the intersection of Old York Road and the access driveway on the property of SEPTA's Noble Passenger Station ("Station") on the West Trenton Regional Rail Line; and

WHEREAS, the new traffic signal will replace the current signal which is located on adjacent SEPTA property under an existing easement agreement with the Township dated May 5, 2005, which will be extinguished upon commencement of the proposed easement as contemplated hereunder; and

WHEREAS, the proposed nominal perpetual easement to the Township will consist of 1,048 square feet, and will terminate in the event the traffic signal ceases to operate for a period of one year; and
WHEREAS, Provco will be responsible for providing and installing the new traffic signal and the Township will own and be responsible for the ongoing maintenance thereof; and

WHEREAS, staff requested that the General Manager recommend that the Board authorize SEPTA to grant to the Township a nominal perpetual easement as set forth in the pertinent staff summary, and to extinguish the existing easement; and

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

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby authorizes SEPTA under the terms that are set forth in the pertinent staff summary (i) to grant to Abington Township a nominal perpetual easement for a traffic signal to be installed on Old York Road at the access driveway for Noble Passenger Station and (ii) to extinguish the easement that SEPTA granted to the Abington Township on May 5, 2005.

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

re

GRANT BY SEPTA TO PROVCO GOODMAN JENKINTOWN, L.P. OF A TEMPORARY CONSTRUCTION EASEMENT FOR USE IN THE REALIGNMENT OF THE NOBLE PASSENGER STATION ACCESS DRIVEWAY AND SIDEWALK AT OLD YORK ROAD IN ABINGTON TOWNSHIP, MONTGOMERY COUNTY

WHEREAS, SEPTA owns a portion of the driveway (and property on the south side of the driveway) off of Old York Road (Route 611) in Abington Township, Montgomery County, which accesses the Noble Passenger Station ("Station") on the West Trenton Regional Rail Line; and

WHEREAS, real estate developer Provco Goodman Jenkintown, L.P. ("Provco") is making certain improvements in the area of the Station, which will require realignment of the driveway and sidewalk, as well as construction of curbing, paving and Americans with Disabilities Act (ADA) ramping (if required), installation of traffic control signage, and striping on SEPTA property; and

WHEREAS, in order to undertake these improvements, Provco requires a temporary construction easement for access and use of SEPTA’s property; and
WHEREAS, the proposed temporary construction easement to Provco will consist of 3,190 square feet, contingent upon SEPTA's EM&C Division approval, for an estimated term of four months; and

WHEREAS, Provco will pay to SEPTA the amount of $383 per month ($1.44 per square foot annually) for the easement based upon recent PennDOT acquired fair market value appraisals for temporary construction easements granted by SEPTA on a similar project; and

WHEREAS, staff requested that the General Manager recommend that the Board authorize SEPTA to grant to Provco the temporary construction easement under the terms that are set forth in the pertinent staff summary; and

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

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby authorizes SEPTA to grant to Provco Goodman Jenkintown, L.P. the proposed temporary construction easement to facilitate the realignment of the Noble Passenger Station access driveway and sidewalk as described above, under the terms that are set forth in the pertinent staff summary.
FURTHER RESOLVED, that the Board hereby authorizes the General Manager or his designee to execute all documents, in form approved by the Office of General Counsel, and to do any and all other things as shall be deemed necessary and proper in order to effectuate the purpose of this Resolution.
RESOLUTION

re

AUTHORIZATION TO ENTER INTO A NOMINAL EASEMENT AGREEMENT WITH THE BOROUGH OF DOWNINGTOWN IN PROPERTY LOCATED ADJACENT TO DOWNINGTOWN PASSENGER STATION IN CHESTER COUNTY

WHEREAS, SEPTA is undertaking a pilot program to accommodate bicycling as part of the customer commuting experience on the Paoli-Downingtown Regional Rail Line; and

WHEREAS, as part thereof, while shelters are being installed on Amtrak’s property leased to SEPTA at Bryn Mawr, Devon and Stratford Passenger Stations under the 47 Station Agreement, the only property available at Downingtown Passenger Station is owned by the Borough of Downingtown (“Borough”); and

WHEREAS, the Borough has agreed to grant SEPTA a nominal easement in certain property located adjacent to the outbound station building which will enable placement of a 216 square foot concrete pad for the installation of a pre-fabricated canopied shelter accommodating 10 bicycles; and

WHEREAS, the term of the proposed easement agreement will be 15 years, during which time SEPTA will be responsible for all maintenance and repairs to the shelter, as well as the replacement
and maintenance of two trees adjacent to the site of the shelter; and

WHEREAS, staff requested that the General Manager recommend that the Board authorize SEPTA to enter into an agreement for the proposed easement with the Borough 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 the Borough of Downingtown, which will facilitate the installation of a bicycle shelter at Downingtown Passenger Station, as 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.
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 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 D & W Diesel, Inc., for Items Nos. 1 and 2, for the purchase of up to 480 DDC Turbochargers (with CORE) to be used in the maintenance of New Flyer Series 50 engines, along with a predetermined core charge, at unit prices of $1,695 and $750, respectively, with delivery of material on an "as required" basis over a period of three years commencing in July 2014, as described in the staff summary on this subject, for a total contract amount not to exceed $1,173,600, Sealed Bid No. 14-013-DRJ - DDC Turbocharger with CORE.

2. To Cleveland Track Material, Inc., for the purchase of special track work materials to be installed on the West Trenton Branch of the Regional Railroad System for the West Trenton Separation Project, with delivery of material scheduled for 30 calendar days following issuance of Notice-to-Proceed, as described in the staff summary on this subject, for a total contract amount not to exceed $1,342,688, Sealed Bid No. 14-056-JJC - Special Track Work Materials.

3. To Modular Genius, Inc., for the provision of all labor, materials and equipment to fabricate, deliver and install
two modular facilities at the Frazer Yard, with services to be performed over a period of 60 calendar days following issuance of Notice-to-Proceed, as described in the staff summary on this subject, for a total contract amount not to exceed $122,357, Sealed Bid No. 14-046-GFD - Modular Facility - Frazer Yard.

4. To Office Basics, Inc., for the purchase and installation of office and lounge furniture at nine locations as part of the BASCSC Program FIT upgrades, with delivery of material scheduled for the period of June 2014 through September 2014, as described in the staff summary on this subject, for a total contract amount not to exceed $185,515.63, Sealed Bid No. 14-071-KAJ - Office and Lounge Furniture.

5. To The Okonite Company, for Item No. 3, for the purchase of 10,000 feet of underground cable to be used on various capital construction projects, at a unit price of $18.747 per foot, with delivery of material over a period of two years commencing in July 2014, as described in the staff summary on this subject, for a total contract amount not to exceed $187,470, Sealed Bid No. 14-007-AKM - Overhead Cable.
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 recommended that the Board authorize SEPTA to award the contract.

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby authorizes SEPTA to award and the General Manager or his designee to execute the contract 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 Knorr Brake Corporation, for the purchase of M-4 brakes and replacement parts to be used on the Silverliner IV, M-4 and N-5 car fleets, with delivery of materials on an "as required" basis over a period of five years commencing in July 2014, as described in the staff summary on this subject, for a total contract amount not to exceed $10,038,987.

2. To Cummins Power Systems, LLC, for the purchase of 145 engine kits to be used at Berridge Shop for the FY 2015 VOH Campaign, at a unit price of $11,397.95 and corresponding core charge of $1,120, with delivery of material scheduled in increments of five units per week over a period of 29 weeks commencing on July 1, 2014, which may be accelerated or decelerated based on the engine rebuilding process and schedule, as described in the staff summary on this subject, for a total contract amount not to exceed $1,815,102.75.

3. To Voith Turbo, Inc., for Items Nos. 1 - 14, for the purchase of various gear unit parts to be used in the maintenance of the Silverliner V rail car fleet, with delivery of material scheduled in June 2014, as described in the staff summary on this subject, for a total contract amount not to exceed $124,485.
RESOLUTION

re

AUTHORIZATION TO EXECUTE CHANGE ORDERS AND AN AMENDMENT

WHEREAS, additional work is required to complete the projects identified below; and

WHEREAS, staff reviewed the cost of the additional work and the General Manager recommended that the Board authorize SEPTA to order the additional work.

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby authorizes SEPTA to award and the General Manager or his designee to execute the change orders and amendment identified below in form approved by the Office of General Counsel, subject to the concurrence of the funding agencies, if required, and to any applicable Disadvantaged Business Enterprise requirements:

1. To Fidelity Alarm Company, for Change Order No. 1, which provides for additional construction-related work and other costs of design errors and omissions for the SEPTA - Market East Fire Alarm Enhancement Project, at an increase in cost not to exceed $22,420, bringing the total contract price,
including this change order, to an amount not to exceed $201,370, 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 Coach and Equipment Bus Sales, Inc., for Change Order No. 1, which provides for the exercise of an option for incorporation of an additional video surveillance system into the configuration of 71 cutaway mini-buses, at an increase in cost not to exceed $699,350, bringing the total contract price, including this change order, to an amount not to exceed $4,613,178.

3. To Red Kite Project, for Change Order No. 2, which provides for a one year extension of the contract for the customer service social skills training program, which will enable SEPTA to continue this critical training while a new multi-year RFP is being prepared for issuance, at an increase in cost not to exceed $300,278, bringing the total contract price,
including all change orders to date, to an amount not to exceed $794,378.

4. To Community Transit of Delaware County, Inc., for Amendment No. 2, which provides a nine month extension of the contract for Paratransit Services in Delaware County, thereby establishing a new contract completion date of February 28, 2015, at an increase in cost not to exceed $4,204,812, bringing the total contract price, including all amendments to date, to an amount not to exceed $26,140,520.