1. Approval of Minutes of the Regular Board Meeting of September 25, 2014
2. Financial Report
3. Resolutions

I. Budget, Planning & Information Technology Committee Review
   A. Amendment to the Capital Budget for Fiscal Year 2015, the Twelve-Year Capital Program and Comprehensive Plan

II. Pension Committee Review
   A. Termination of BlueBay Asset Management as Investment Manager

III. Administration Committee Review
   A. Consultant Amendments

IV. Operations Committee Review
   A. Items for Consideration
      1. Tariff No. 5, Supplement No. 7, Making Permanent Minor Routing Changes to Bus Route 57
      2. Tariff No. 37, Supplement No. 8, Making Permanent Minor Routing Changes to Bus Route 47
      3. Tariff No. 63, Supplement No. 15, Making Permanent Minor Routing Changes to Bus Route 118
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Tariff No. 81, Supplement No. 9, Making Permanent Minor Routing Changes to Bus Route L
Tariff No. 87, Supplement No. 6, Making Permanent Minor Routing Changes to Bus Route 111
Tariff No. 115, Supplement No. 7, Making Permanent Minor Routing Changes to Bus Route 96
Tariff No. 118, Supplement No. 16, Making Permanent Minor Routing Changes to Bus Route 99
Tariff No. 135, Supplement No. 8, Making Permanent Minor Routing Changes to Bus Route 30
Tariff No. 159, Supplement No. 12, Making Permanent Minor Routing Changes to Bus Route 92
Tariff No. 205, Supplement No. 5, Making Permanent Minor Routing Changes to the 400 Series Routes

2. Acquisition from Swarthmore College of Five Parcels of Property, Temporary Construction Easement and Permanent Access Rights in Connection with the Crum Creek Viaduct Bridge Replacement Project in the Borough of Swarthmore, Delaware County

3. Acquisition from WV-PP Towne Center LP of Various Rights in Properties that are Situated in the Borough of Chester Heights, Delaware County, for Use in the Elwyn to Wawa Service Restoration Project

4. Acquisition from Villanova University of a Permanent Easement and Two Temporary Construction Leases in Connection with the Villanova Station Improvement Project in the Borough of Radnor, Delaware County

5. Lease by SEPTA to the Chapter 13 Standing Trustee – Philadelphia Region of Part of the 18th Floor of 1234 Market Street Headquarters Building

6. First Amendment to the Lease Agreements by SEPTA to Freight House Café, Ltd. for the Doylestown Freight House and Portions of the Doylestown Passenger Station

B. Various Procurements

C. Sole Source Procurements

D. Change Orders

4. Report of General Manager
RESOLUTION

re

AMENDMENT TO THE CAPITAL BUDGET FOR FISCAL YEAR 2015, THE TWELVE-YEAR CAPITAL PROGRAM AND COMPREHENSIVE PLAN

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

WHEREAS, on May 22, 2014, the Board adopted the Capital Budget for Fiscal Year 2015 in the amount of $571.77 million, and the Twelve-Year Capital Program and Comprehensive Plan for Fiscal Years 2015-2026 totaling $6.8 billion, as proposed by management; and

WHEREAS, on March 28, 2014, SEPTA submitted a Federal Transit Administration (FTA) application under the "Resilience Projects in Response to Hurricane Sandy" discretionary grant program ("Program"), which provided funding for transit agencies that were impacted by Hurricane Sandy; and

WHEREAS, the goal of this Program was aimed to address vulnerabilities to public transportation infrastructure due to natural disasters/emergencies, or projected changes in
development patterns, demographics, climate changes and extreme weather, as well as prioritize cost-effective projects that will harden assets against future natural disasters and reduce risk of associated service disruptions; and

WHEREAS, on September 22, 2014, the United States Department of Transportation announced projects selected for funding under the Program, which included $86.8 million going to SEPTA for seven (7) projects, which represents a 75% share of project costs ($115.6 million total) allowing SEPTA to strengthen core elements of the Authority’s infrastructure against the impacts of extreme weather; and

WHEREAS, as a result of said project selection, SEPTA’s Fiscal Year 2015 Capital Budget will increase from $571.77 million to $687.45 million, and the Fiscal Years 2015 to 2026 Capital Program will increase from $6.8 billion to $6.9 billion; and

WHEREAS, based upon the foregoing, an amendment to the Fiscal Year 2015 as initially adopted is necessary in order that new capital grant applications can be submitted to the FTA to obligate funding under the Program; and

WHEREAS, staff requested that the General Manager recommend that the Board (i) adopt the amended Capital Budget for Fiscal
Year 2015 and the Twelve-Year Capital Program and Comprehensive Plan for Fiscal Years 2015-2026 as set forth herein 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 adopts the amendment of the Capital Budget for Fiscal Year 2015 in the amount of $687.45 million, and the amendment of the Twelve-Year Capital Program and Comprehensive Plan for Fiscal Years 2015-2026 in the amount of $6.9 billion, as management proposed them.

FURTHER RESOLVED, that all remaining provisions and authorizations of the Board's resolution adopted on May 22, 2014 not otherwise inconsistent herewith, shall remain in full force and effect.

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

re

TERMINATION OF BLUEBAY ASSET MANAGEMENT
AS INVESTMENT MANAGER

WHEREAS, on February 24, 2011 the Pension Committee of the Board revised the Statement of Investment Policy and Objectives and Operating Guidelines ("Policy Statement") which governs the investment of the funds of the pension plans of SEPTA; and

WHEREAS, the Policy Statement provides investment guidelines and investment return expectations for all investment managers; and

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

WHEREAS, at the Pension Committee Meeting that was held on February 27, 2014, the Committee reviewed the performance results of BlueBay Asset Management ("BlueBay") and voted to place BlueBay on the Watch List pursuant to criteria outlined in the plan's Policy Statement; and
WHEREAS, at the Pension Committee meeting that was held on June 26, 2014, representatives of BlueBay were interviewed by the Pension Committee and answered questions related to the performance of the fund, and

WHEREAS, at the September 18, 2014 Pension Committee Meeting, PFM Advisors, SEPTA’s Plan Consultant, updated the Pension Committee on BlueBay’s investment performance relative to its peer group and benchmark index; and

WHEREAS, based on the interview and the updated performance review and discussion, PFM Advisors recommended and the Pension Committee agreed to terminate the investment management contract with BlueBay for its Emerging Markets Select Bond Fund SP.

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby approves the termination of SEPTA’s investment management agreement with BlueBay Asset Management, and authorizes the proper officers of SEPTA (i) to execute and deliver all documents that will enable SEPTA to terminate its investment management agreement with BlueBay; (ii) take such action necessary to transfer the assets currently being managed by BlueBay to fund other investments as approved by the Pension
Committee; and (iii) to do any and all other things that may be necessary in order to effectuate this Resolution.
RESOLUTION

re

AUTHORIZATION TO EXECUTE CONSULTANT AMENDMENTS

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

WHEREAS, the cost of this work has been reviewed by SEPTA staff, and the General Manager has recommended approval by the Board.

NOW, THEREFORE, BE IT RESOLVED, that the General Manager is hereby authorized to approve and, along with the Secretary, to execute the following consultant amendments, all 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 (DBE) requirements:

1. To aurionPro Solutions, Inc. and CapTech Ventures, Inc., for Amendment No. 1, which provides for retroactive four month no-cost time extensions on the General Information Technology Consultant (GITC-12) Services contracts, thereby establishing new contract completion dates of January 8, 2015,
with the total contract prices, including these amendments, each remaining at an amount not to exceed $500,000.

2. To Titan Outdoor LLC, for Amendment No. 1, which provides for the addition of section 9(b)(xiv) to the contract for Transit and Railroad Advertising Services, prohibiting advertisements that are political in nature, with the minimum annual guaranteed revenue to SEPTA, including this amendment, remaining unchanged.
RESOLUTION

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TARIFF NO. 5, SUPPLEMENT NO. 7,
MAKING PERMANENT MINOR ROUTING CHANGES TO BUS ROUTE 57

TARIFF NO. 37, SUPPLEMENT NO. 8,
MAKING PERMANENT MINOR ROUTING CHANGES TO BUS ROUTE 47

TARIFF NO. 63, SUPPLEMENT NO. 15,
MAKING PERMANENT MINOR ROUTING CHANGES TO BUS ROUTE 118

TARIFF NO. 79, SUPPLEMENT NO. 8,
MAKING PERMANENT MINOR ROUTING CHANGES TO BUS ROUTE 52

TARIFF NO. 81, SUPPLEMENT NO. 9,
MAKING PERMANENT MINOR ROUTING CHANGES TO BUS ROUTE 1

TARIFF NO. 87, SUPPLEMENT NO. 6,
MAKING PERMANENT MINOR ROUTING CHANGES TO BUS ROUTE 111

TARIFF NO. 115, SUPPLEMENT NO. 7,
MAKING PERMANENT MINOR ROUTING CHANGES TO BUS ROUTE 96

TARIFF NO. 118, SUPPLEMENT NO. 16,
MAKING PERMANENT MINOR ROUTING CHANGES TO BUS ROUTE 99

TARIFF NO. 135, SUPPLEMENT NO. 8,
MAKING PERMANENT MINOR ROUTING CHANGES TO BUS ROUTE 30

TARIFF NO. 159, SUPPLEMENT NO. 12,
MAKING PERMANENT MINOR ROUTING CHANGES TO BUS ROUTE 92

TARIFF NO. 205, SUPPLEMENT NO. 5,
MAKING PERMANENT MINOR ROUTING CHANGES TO THE 400 SERIES ROUTES
WHEREAS, on June 19, 2014 the General Manager filed with the Board the following proposed supplements to tariffs:
Supplement No. 7 to Tariff No. 5, Supplement No. 8 to Tariff No. 37, Supplement No. 15 to Tariff No. 63, Supplement No. 8 to Tariff No. 79, Supplement No. 9 to Tariff No. 81, Supplement No. 6 to Tariff No. 87, Supplement No. 7 to Tariff No. 115, Supplement No. 16 to Tariff No. 118, Supplement No. 8 to Tariff No. 135, Supplement No. 12 to Tariff No. 159, and Supplement No. 5 to Tariff No. 205 (collectively "Proposals"); and

WHEREAS, the Proposals, if adopted, would make permanent minor routing changes on Routes L, 30, 47, 52, 57, 92, 96, 99, 111, 118 and the 400 Series; and

WHEREAS, pursuant to applicable law and the rules and regulations that became effective on March 1, 2010, the Chairman appointed Eugene N. Cipriani as Hearing Examiner to conduct a public hearing with respect to the proposed supplements to certain tariffs; and

WHEREAS, after appropriate publication and posting the Hearing Examiner presided over a public hearing, which was held on September 19, 2014 at a convenient and 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 material and to ask relevant 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 September 30, 2014 the Hearing Examiner issued a Report and Recommendation.

NOW, THEREFORE, BE IT RESOLVED, that upon consideration of the testimony taken and evidence presented at the public hearing held or otherwise entered into the record, together with the arguments and/or material presented at this meeting along with the recommendation of the Hearing Examiner, the Board hereby adopts Supplement No. 7 to Tariff No. 5, Supplement No. 8 to Tariff No. 37, Supplement No. 15 to Tariff No. 63, Supplement No. 8 to Tariff No. 79, Supplement No. 9 to Tariff No. 81, Supplement No. 6 to Tariff No. 87, Supplement No. 7 to Tariff No. 115, Supplement No. 16 to Tariff No. 118, Supplement No. 8 to Tariff No. 135, Supplement No. 12 to Tariff No. 159, and Supplement No. 5 to Tariff No. 205, as the General Manager
proposed and authorizes that they become effective as soon as management can appropriately implement them.
RESOLUTION  

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ACQUISITION FROM SWARTHMORE COLLEGE OF FIVE PARCELS OF PROPERTY, TEMPORARY CONSTRUCTION EASEMENT AND PERMANENT ACCESS RIGHTS IN CONNECTION WITH THE CRUM CREEK VIADUCT BRIDGE REPLACEMENT PROJECT IN THE BOROUGH OF SWARTHMORE, DELAWARE COUNTY

WHEREAS, SEPTA’s Crum Creek Viaduct Bridge ("Bridge") is situated in the immediate vicinity of Swarthmore College ("College") property located on the Media-Elwyn Line railroad right-of-way in the Borough of Swarthmore and Nether Providence Township, Delaware County; and

WHEREAS, the Bridge, built in 1895, is nearing the end of its useful life and must be replaced to continue railroad service beyond Swarthmore Station; and

WHEREAS, SEPTA’s Crum Creek Viaduct Bridge Replacement Project ("Project") is planned to commence in 2015, and will require the purchase of properties and acquisition of perpetual non-exclusive easement rights, construction easements for contractor access/staging and extensive vegetation restoration to accomplish an unobtrusive passive stormwater management plan; and
WHEREAS, on July 24, 2014 the Board authorized the purchase of two parcels of property from the College totaling 1,616 square feet abutting the SEPTA railroad right-of-way for an appraised fair-market value (FMV) of $3,400; and

WHEREAS, the Board further authorized the acquisition of temporary construction easements from the College until approximately January 2017 in the estimated area of 12.54 acres, to be calculated at the appraised FMV rate of $.13 per square foot (or $71,012 annually) over the duration of the Project; and

WHEREAS, due to recent revisions to the Project requirements, it has been determined that the acquisition of five parcels were now necessary for the Project totaling approximately 8,821 square feet (rather than the aforesaid two parcels which totaled approximately 1,616 square feet); and

WHEREAS, these five parcels were recently appraised at a FMV rate of $2.10 per square foot totaling $18,524; and

WHEREAS, in addition to the foregoing, the temporary construction easement areas have been redefined from 12.54 acres to 13.876 acres, but payment for these areas will remain at the previous Board approved rate of $.13 per square foot regardless of any additional changes in area; and
WHEREAS, SEPTA will still acquire perpetual access easement rights to the Bridge and right-of-way for the on-going maintenance and repairs thereof, and if so required by the College, SEPTA will enter into an agreement for SEPTA's maintenance of stormwater management improvements; and

WHEREAS, staff requested that the General Manager recommend that the Board authorize SEPTA to (i) purchase from the College in lieu of condemnation, or if not successful to acquire by condemnation, fee simple title to five parcels of property totaling 8,821 square feet for a FMV of $18,524; (ii) acquire from the College temporary construction easements totaling 13.876 acres for an estimated annual cost of $18,524; and (iii) enter into agreements with the College for non-exclusive access rights for on-going maintenance and repair of the Bridge and right-of-way, as well as stormwater management improvements, as 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 Swarthmore College in lieu of condemnation, or if not successful to acquire by condemnation, fee simple title to the proposed properties, and to enter into
agreements with respect to temporary construction easements, perpetual access rights and stormwater management improvement maintenance and repair, under the terms set forth above and more fully described in 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

ACQUISITION FROM WV-PP TOWNE CENTER LP
OF VARIOUS RIGHTS IN PROPERTIES THAT ARE SITUATED
IN THE BOROUGH OF CHESTER HEIGHTS, DELAWARE COUNTY,
FOR USE IN THE ELWYN TO WAWA SERVICE RESTORATION PROJECT

WHEREAS, Wawa Station is located on SEPTA’s West Chester Branch in the Borough of Chester Heights in Delaware County, and abuts Middletown Township adjacent to US Route 1 (Baltimore Pike); and

WHEREAS, in 1986 poor track conditions necessitated SEPTA’s discontinuation of commuter rail service between Elwyn and Wawa located in Middleton Township; and

WHEREAS, SEPTA intends to restore commuter rail service from Elwyn to Wawa, as well as construct a new Wawa Station facility in the Borough of Chester Heights, and a bi-level customer parking garage with approximately 500 spaces along with an access road in Middletown Township, as part of the Elwyn to Wawa Service Restoration Improvement Project (“Project”) scheduled from approximately April 2017 through March 2020; and
WHEREAS, on November 15, 2012 the Board authorized SEPTA to purchase from Wolfson Verrichia Group, Inc. (and/or its successors and assigns) fee simple title to certain parcels of property located at 1442 Baltimore Pike and 1452 West Baltimore Pike which were part of the proposed multi-use development of the former Franklin Mint site, which at that time were appraised at a combined fair market value (FMV) of $282,788; and

WHEREAS, the Board further authorized SEPTA to acquire permanent non-exclusive roadway easements as part of the Project; and

WHEREAS, subsequent changes in property ownership and diminished owner development requirements for adjacent property has resulted in favorable revisions to SEPTA's Project engineering design; and

WHEREAS, by virtue thereof, it has now been determined that the Project will require SEPTA to acquire fee simple interests in five (5) parcels of property which total approximately 7.1 acres (or 309,276 square feet), along with three (3) temporary construction licenses which total .68 acre (or 29,621 square feet) for a period of three (3) years, as more fully described in the pertinent staff summary; and
WHEREAS, WV-PP Towne Center LP ("WV-PP") is the current owner of the five parcels (collectively "Parcels") and proposed temporary construction license areas; and

WHEREAS, SEPTA, through independent appraisals, has recently determined that (i) the FMV of acquiring the Parcels is approximately $603,100 ($85,000 per acre/$1.95 per square foot); and (ii) the FMV of acquiring the temporary construction licenses is $3,852 annually ($0.13 per square foot); and

WHEREAS, the final areas required for both the Parcels and temporary construction licenses may vary, but will be calculated at the recently appraised FMV rates of $1.95 square foot and $0.13 per square foot, respectively; and

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

WHEREAS, staff requested that the General Manager recommend that the Board authorize SEPTA to purchase from WV-PP in lieu of condemnation or, if not successful, to acquire by condemnation the proposed property rights for a FMV or estimated just compensation, or 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 purchase from WV-PP Towne Center, LP, in lieu of condemnation or, if not successful, to acquire by condemnation the fee simple interests in the five parcels, and three temporary construction licenses, which are identified within the pertinent staff summary, for a fair market value or estimated just compensation as determined by independent appraisals, plus costs that are incidental to the acquisition of real estate.

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

ACQUISITION FROM VILLANOVA UNIVERSITY OF A PERMANENT EASEMENT AND TWO TEMPORARY CONSTRUCTION LEASES IN CONNECTION WITH THE VILLANOVA STATION IMPROVEMENT PROJECT IN THE BOROUGH OF RADNOR, DELAWARE COUNTY

WHEREAS, SEPTA leases from the National Railroad Passenger Corporation ("Amtrak") under the 47-Station Lease Agreement the Villanova Station ("Station") for servicing passengers on the Paoli/Thorndale Line, located in Radnor Township, Delaware County; and

WHEREAS, the Station abuts property owned by Villanova University ("University") on the inbound and outbound sides of the railroad right-of-way; and

WHEREAS, SEPTA is undertaking major improvements to the Station which features Americans with Disability Act ("ADA") improvements, with Phase 1 thereof being a new pedestrian tunnel connecting the inbound and outbound platforms, to be followed by an elevator, extended high-level platforms and ramping, as well as new platform canopies of historical design and the development of additional customer parking ("Project"); and
WHEREAS, the Project will require SEPTA to acquire from the University a permanent easement for a parcel of approximately 2,641 square feet (.061 acre) for an appraised fair market value (FMV) of approximately $18,500 (or $7.00 per square foot); and

WHEREAS, SEPTA will also require temporary construction leases for two (2) contractor access/staging areas totaling approximately 8,192 square feet, to be calculated at the appraised FMV rate of $.46 per square foot (or $3,768 annually) over the duration of the Project which is estimated to be two (2) years; and

WHEREAS, arrangements have also been made with the University to enable SEPTA (and its contractors) access to Project sites through the campus; and

WHEREAS, in addition to the foregoing, SEPTA and Amtrak have agreed to separately modify the 47-Station Lease Agreement to allow, in part, certain required improvements as part of the Project; and

WHEREAS, if required, staff will obtain any necessary FTA concurrence of the transaction contemplated hereunder; and

WHEREAS, staff requested that the General Manager recommend that the Board authorize SEPTA to (i) purchase from the University in lieu of condemnation, or if not successful to acquire by condemnation, a permanent easement in a parcel of property totaling
2,641 square feet for a FMV of $18,500; and (ii) enter into temporary construction leases with the University for property totaling 8,192 square feet for an estimated annual cost of $3,768 (or $7,536 over the two-year Project period), as 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 Villanova University in lieu of condemnation, or if not successful to acquire by condemnation, a permanent easement to the proposed property, and to enter into agreements with respect to temporary construction leases, under the terms set forth above and more fully described in 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

LEASE BY SEPTA TO THE CHAPTER 13 STANDING TRUSTEE - PHILADELPHIA REGION OF PART OF THE 18TH FLOOR OF 1234 MARKET STREET HEADQUARTERS BUILDING

WHEREAS, the Chapter 13 Standing Trustee - Philadelphia Region ("Trustee") is a component of the United States Department of Justice; and

WHEREAS, The Flynn Company ("Flynn"), SEPTA's contracted leasing broker for SEPTA's 1234 Market Street headquarters building, has negotiated a proposed lease agreement with the Trustee for 9,695 rentable square feet of office space on the 18th Floor ("Demised Premises"); and

WHEREAS, the base term of the proposed lease agreement is ten years and six months commencing upon SEPTA's fit-out of the Demised Premises or February 1, 2015, whichever occurs later, along with one 5-year renewal option; and

WHEREAS, the annual base rental for the Demised Premises will begin at $208,442.50 ($21.50 per square foot), with a waiver of rent during the first six months, and with annual increases of
$4,847.50 ($0.50 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 Trustee shall also be responsible for a share of building operating expenses over the 2014 base year, as well as Trustee’s consumption of electricity (currently estimated at $14,543 annually or $1.50 per square foot); and

WHEREAS, the Trustee will receive a not to exceed allowance of $460,513 (or $47.50 per square foot) towards SEPTA’s costs for the design and fit-out of the Demised Premises, with any costs associated with the installation/distribution of telephone/data services and installation/maintenance of a SEPTA-approved security system being the responsibilities of the Trustee; and

WHEREAS, the Trustee will also have the one-time right to terminate the lease agreement with one-month prior notice thereof in the event of a Federal government mandate, or upon nine-months prior notice of termination at least 66 months after the rent commencement date; and

WHEREAS, in the event of the Trustee’s early termination of the lease agreement as described above, trustee will reimburse SEPTA for the unamortized portion of the used portion of its
$460,513 tenant-improvement allowance and for legal fees, broker commissions and the amount of the then current monthly-base rent; and

WHEREAS, pursuant to SEPTA's contract with Flynn, the 4% commission of $93,072 will be paid to the Trustee's exclusive real estate broker (NGKF), and a 2% commission of $46,536 will be paid to Flynn based upon the base term rent ($2,326,800), which will be funded by the building's operating expense budget.

WHEREAS, staff requested that the General Manager recommend that the Board authorize SEPTA to lease to the Trustee 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 Chapter 13 Standing Trustee - Philadelphia Region 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

FIRST AMENDMENT TO THE LEASE AGREEMENTS BY SEPTA TO FREIGHT HOUSE CAFÉ, LTD FOR THE DOYLESTOWN FREIGHT HOUSE AND PORTIONS OF THE DOYLESTOWN PASSENGER STATION

WHEREAS, the former freight house and Doylestown Station passenger building ("Station") located in Doylestown, Bucks County, were constructed circa 1871 and are within the Doylestown Historic District which is listed in the National Register of Historic Places; and

WHEREAS, on July 24, 1997, the Board authorized SEPTA to enter into lease agreements with Freight House Café, Ltd., ("FHC") for the dilapidated freight house building comprised of a total of some 6,500 square feet (3,600 SF interior/2,900 SF exterior platform), as well as an approximate 600 square foot portion of the Station building (collectively, "Demised Premises"), for maximum terms (including renewal options) of 29 years ending August 31, 2032; and

WHEREAS, the lease agreements required FHC to renovate the freight house building to be used for a restaurant, and the
portion of the Station building for use as a newsstand and coffee shop, subject to SEPTA's requirements, in return for certain rent credits as approved by SEPTA; and

WHEREAS, the leases provided FHC with a rent credit for the freight house building and Station building which totaled $1,273,228 and $219,232, respectively, and were applied at the rate of $4,100 against FHC's total monthly base rent of $4,600, with the $500 balance being payable to SEPTA; and

WHEREAS, FHC was also required to pay as additional rent to SEPTA based upon percentages of FHC's annual gross restaurant sales, with the reconciliation of these amounts becoming both burdensome and a point of contention over the years; and

WHEREAS, SEPTA and FHC have agreed upon proposed amendment to the existing lease agreements for the Demised Premises, which will provide for extensions of the current terms thereof until December 31, 2020, along with three successive 6-year renewal option periods through a maximum ending date of December 31, 2038; and

WHEREAS, these revisions will represent an additional six years of term length beyond the existing lease agreements; and
WHEREAS, the proposed amendment will also provide that the amount of base rent for October, November and December 2014 (totaling $14,802) will be applied against the $951,302 credit balance, thereby leaving a total of $936,500 ($798,703 freight house/$137,797 Station building); and

WHEREAS, future rent credits will no longer be applicable to the lease agreement, with the aforementioned credit balances being dismissed and re-categorized or refundable to FHC on an amortized basis in the event SEPTA recaptures either the freight house or Station building for transportation purposes; and

WHEREAS, base rents will be combined to the increased amount of $2,500 monthly effective January 1, 2015 through December 31, 2020 (or $188,000 total), with the monthly base rents during each of the three successive 6-year option periods increasing to $3,000 (or $216,000 total), $3,500 (or $252,000 total) and $7,500 (or 540,000), respectively, and with the additional rents based upon percentages of FHC's annual gross restaurant sales percentages no longer being required; and

WHEREAS, if required, staff will also obtain concurrence of the Federal Transit Administrative (FTA); and
WHEREAS, staff requested that the General Manager recommend that the Board authorize SEPTA to enter into the proposed first amendment of the lease agreements with FHC under the terms and conditions as described above and more fully set forth with 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 first amendment to the lease agreements by and between SEPTA and Freight House Café, Ltd., with respect to the use of the Demised Premises, under the terms and conditions that are set forth within the pertinent staff summary.

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

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AUTHORIZATION TO 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 Selective Transit Parts, Inc., for Item No. 1, for the purchase of 298 bellows, at a unit price of $947, for a total contract amount not to exceed $282,206; and to ITT Enidine, Inc., for Items Nos. 2 and 3, for the purchase of 780 dampers, at a unit price of $459, for a total contract amount not to exceed $312,120, to be used in the maintenance of the M-4 car fleet, with delivery of material scheduled on an "as required" basis over a period of three years commencing in January 2015, as described in the staff summary on this subject, Sealed Bid No. 14-163-CMC - Bellows and Dampers for M-4 Cars.

2. To IEW Construction Group, for the provision of all labor, materials and equipment for the rehabilitation of three masonry arch bridge structures (Media Bridge 12.12 and West Trenton Bridges 12.38 & 20.21), with services to be performed over a period of 365 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 $1,541,400, Sealed Bid No. 14-193-JAB - Masonry Arch Bridge Rehabilitation Project Media Bridge 12.12 and West Trenton Bridges 12.38 & 20.21.
3. To A.P. Construction, Inc., for the provision of all labor, materials and equipment for the rehabilitation of three masonry arch bridge structures (Norristown Bridges 4.61, 9.41 and 9.93), with services to be performed over a period of 365 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 $1,884,000, Sealed Bid No. 14-208-JAB - Masonry Arch Bridge Rehabilitation Project Norristown Bridge 4.61, 9.41 & 9.93

4. To Cleveland Track Materials, Inc., for the purchase of special track work materials to be used on the Media-Sharon Hill Line for the Communications Based Train Control (CBTC) Signalization Project, with delivery of material scheduled in April 2015, as described in the staff summary on this subject, for a total contract amount not to exceed $1,706,232, Sealed Bid No. 14-206-JJC - Special Track Work Materials - Media Sharon Hill Line (MHSL).

5. To Daniel J. Keating Company, for general construction services, for a total contract amount not to exceed $5,268,000; and to Hyde Electric Corporation, for electrical construction services, for a total contract amount not to exceed $199,900,
for the provision of all labor, materials, tools and equipment for the SEPTA Concourse Vertical Transportation Project at 8th & 15th Street Stations, with services to be performed over a period of 815 calendar days following issuance of Notice-to-Proceed, as described in the staff summary on this subject, Sealed Bid No. 14-194-HAC - SEPTA Concourse Vertical Transportation Project at 8th & 15th Street Stations.
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 National Electrical Carbon, for the purchase of 7000 carbon slider inserts to be used in the maintenance of the LRV car fleet, at a unit price of $5.09, with delivery of material scheduled in February 2015, as described in the staff summary on this subject, for a total contract amount not to exceed $35,630.

2. To Wabtec Global Services, for the purchase of various replacement parts to be used in the general maintenance of the Silverliner IV and Silverliner V rail car fleets, with delivery of material on an “as required” basis over a period of three years commencing in November 2014, as described in the staff summary on this subject, for a total contract amount not to exceed $2,574,000.

3. To Irwin Transportation Products, for the purchase of various replacement parts to be used for the renewal program for the trolley T3 electric switches, with delivery of material scheduled in November 2014, as described in the staff summary on this subject, for a total contract amount not to exceed $55,076.

4. To RouteMatch Software, Inc., for the provision of cloud hosting services, Android Tablets installation and support for SEPTA’s Customized Community Transportation (CCT) operations
in Delaware and Montgomery Counties, with services to be performed over a period of three years commencing retroactively effective from October 1, 2014, as described in the staff summary on this subject, for a total contract amount not to exceed $668,100.

5. To Vistacom, Inc., for the provision of maintenance and inspection services for SEPTA’s Control Center and Legal Video Displays located on the 19th floor of 1234 Market Street, with services to be performed on an “as required” basis over a period of five years scheduled to commence on December 1, 2014, as described in the staff summary on this subject, for a total contract amount not to exceed $556,235.
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AUTHORIZATION TO EXECUTE CHANGE ORDERS

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

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

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

1. To Vanalt Electrical Construction, Inc., for Change Order No. 2, which provides for additional design-related work and a credit for the Frankford Bus Garage Fire Suppression Improvements Project, at a net decrease in cost not to exceed
$7,137, bringing the total contract price, including all change orders to date, to an amount not to exceed $240,606.

2. To Gaudelli Bros, Inc., for Change Order No. 3, which provides for additional mechanical and construction-related work for the Wayne Junction Station Improvements Project, at an increase in cost not to exceed $47,638, bringing the total contract price, including all change orders to date, to an amount not to exceed $615,905.