

***SOUTHEASTERN PENNSYLVANIA TRANSPORTATION AUTHORITY***

**A G E N D A**

**REGULAR MEETING**

**To Be Held at 3:00 PM**

**MARCH 28, 2019**

**1234 Market Street, Mezzanine Level**

**Philadelphia, PA**

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1. Approval of Minutes of the Regular and Annual Board Meeting of February 28, 2019
2. Financial Report
3. Resolutions
- I. **Administration Committee Review**
  - A. Award of a Contract Pursuant to a Request for Proposals
- II. **Operations Committee Review**
  - A. Items for Consideration
    1. Memorandum of Agreement by and between SEPTA and the Fraternal Order of Transit Police
    2. Agreement with Independence Visitor Center Corporation related to Philadelphia Phlash Service
    3. Award of Ground Lease/Lease-Back Agreement with Republic Properties Corporation and PHL/Next Stage Medical LLC Joint Venture under a Finding of Special Opportunity for Redevelopment of Property Located at Powelton Yard
    4. Lease Agreement by SEPTA to the County of Delaware of 0.45 Miles of the Out-of-Service Part of the Octoraro Branch for Use as an Interim Recreational Trail to be known as the "Brandywine High Trail"
    5. Lease Agreement by SEPTA to the County of Bucks of 2.54 Miles of the Out-of-Service Part of the Newtown Branch for Extending the Existing Pennypack Recreational Trail and Creation of the "Newtown Rail Trail"

**Agenda**  
**March 28, 2019**

6. Acquisition from Marcia Clyman and Michael/Ellen Dine of Permanent Easement on Two Parcels of Property Situated in Upper Darby Township, Delaware County, for Use in the Secane Station Improvement Project

7. Lease to Joe Wade under Board Authorized Finding of Special Opportunity for Use and Occupancy of the Perkasio Railroad Station in the Borough of Perkasio, Bucks County

8. Lease by SEPTA to Steam Bar, L.L.C. of Approximately 795.75 Combined Square Feet of Ground Upon the Inactive Newtown Branch Railroad Right-of-Way in Upper Southampton, Bucks County

9. Grant to PennDOT of a Permanent Easement and Temporary Easement Relating to the Construction and Widening of Ridge Road Adjacent to SEPTA's Bethlehem Branch in Perkasio Borough, Bucks County

10. Authorization to Enter into Seven Individual Site Agreement which will Grant the Middletown Township Sewer Authority Underground Sanitary Sewer Pipeline Occupancies along Parts of SEPTA's West Chester Branch and Chester Creek Branch

B. Authorization to Award Contracts for Various Procurements

C. Award of Contracts for Sole Source Procurements

D. Authorization to Execute Change Orders and Amendments

4. Report of General Manager

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R E S O L U T I O N

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AWARD OF A CONTRACT  
PURSUANT TO A REQUEST FOR PROPOSALS

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

WHEREAS, SEPTA staff has requested that the General Manager recommend that the Board authorize the award of the contract to the firm listed below because said firm was the successful proposer in the area for which the request for proposals was issued; and

WHEREAS, the General Manager recommended that the Board authorize the award of the contract.

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby authorizes SEPTA to award subject to the following conditions and the General Manager to execute the following contract, in form approved by the Office of General Counsel, subject to the concurrence of the funding agencies, if required, and contingent

upon and subject to the proposers satisfactorily meeting all requirements of the terms and conditions of the relevant request for proposals, including the provision of any required insurance certificates and full compliance with any applicable Disadvantaged Business Enterprise (DBE) requirements:

1. To PFM Financial Advisors, LLC, for the provision of financial advising services to the Authority including, but not limited to, assistance in developing financial strategies for capital acquisitions, technical analysis of financial products, municipal market analysis, bondholder negotiations and other technical assistance, with services to be performed on an "as needed" basis over a period of five years scheduled to commence on April 1, 2019, as described in the staff summary on this subject, for a total contract amount not to exceed \$600,000, Request for Proposals No. 18-00241-AHAC - Financial Advisory Services.

2. To Krapf Transit, Inc., for the operation of Route 204 bus service which operates between the Eagleview and Paoli Regional Rail Station serving Lionville and Exton ~~West Chester University and 69<sup>th</sup> Street Terminal~~ with services to be performed over a period of five ~~four~~ years scheduled to commence on

3/28/19  
REVISED

October 1, 2019, as described in the staff summary on this subject, for a total contract amount not to exceed \$4,142,144, Request for Proposals No. 18-00287-ARLW - Operation of Route 204 Bus Service.

S/Corp/Resolutions/RES-MARCH-2019

R E S O L U T I O N  
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MEMORANDUM OF AGREEMENT BY AND BETWEEN SEPTA  
AND THE FRATERNAL ORDER OF TRANSIT POLICE

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WHEREAS, negotiations between representatives of SEPTA and the Fraternal Order of Transit Police ("Union") have resulted in a proposed Memorandum of Agreement which governs the terms and conditions of employment of the bargaining unit employees whom the Union represents; and

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

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

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

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby approves and ratifies the proposed Memorandum of Agreement by and between SEPTA and the Fraternal Order of Transit Police

which governs the terms and conditions of employment of the bargaining unit employees whom the Union represents.

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

R E S O L U T I O N

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AGREEMENT WITH INDEPENDENCE VISITOR CENTER CORPORATION  
RELATED TO PHILADELPHIA PHLASH SERVICE

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WHEREAS, for the past few years SEPTA recognized the need for public transit service during the tourist season that would connect center city Philadelphia (including SEPTA's Jefferson Station and Suburban Station), Please Touch Museum and Philadelphia Zoo; and

WHEREAS, SEPTA also recognized that SEPTA's establishing such a route would be very expensive; and

WHEREAS, from 2009 through 2013 the Board authorized SEPTA to enter into agreements with Central Philadelphia Transportation Management Association ("CPTMA") whereby CPTMA would extend its Philadelphia Phlash bus route ("Phlash") from center city Philadelphia to the Please Touch Museum and Philadelphia Zoo; and

WHEREAS, since 2014 the Independence Visitor Center Corporation ("IVCC") has been the current operator of the Phlash service; and



WHEREAS, the service was so successful in prior years that management wishes to renew the service during the 2019 tourist season; and

WHEREAS, IVCC offered to operate the Phlash service from center city Philadelphia to Please Touch Museum and Philadelphia Zoo under the same terms by which it provided the service in 2018; and

WHEREAS, SEPTA will pay to IVCC an amount not to exceed \$250,000 for the service which is scheduled to run effective between March 28, 2019 and December 30, 2019; and

WHEREAS, in return IVCC will accept as fares valid TransPasses, Trail Passes, Cross County Passes, Independence Passes and KEYcards for unlimited rides (between 10:00 am - 6:00 pm) seven days a week from May 1, 2019 through Labor Day (September 2, 2019) and from November 29, 2019 through December 30, 2019, and on Fridays, Saturdays, and Sundays from March 28, 2019 through April 28, 2019 and September 6, 2019 through November 24, 2019; and

WHEREAS, staff requested that the General Manager recommend that the Board authorize SEPTA to enter into the agreement with IVCC for the operation of Phlash service under the terms and

conditions that are 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 agreement with Independence Visitor Center Corporation for the operation of service on the Philadelphia Phlash bus route as described within the pertinent staff summary.

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

R E S O L U T I O N

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AWARD OF GROUND LEASE/LEASE-BACK AGREEMENT WITH REPUBLIC  
PROPERTIES CORPORATION AND PHL/NEXT STAGE MEDICAL LLC JOINT  
VENTURE UNDER A FINDING OF SPECIAL OPPORTUNITY FOR REDEVELOPMENT  
OF PROPERTY LOCATED AT POWELTON YARD

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WHEREAS, SEPTA solicited proposals for the redevelopment of a portion of the SEPTA-owned Powelton Yard that will be used for a 90,000 - 100,000 square foot multi-level specialty medical production and office building, which will also include reconstruction of SEPTA's existing railroad crew quarters and employee parking lot ("Project"); and

WHEREAS, the developer will enter into a ground lease agreement for the property development, and a lease-back agreement for SEPTA's use of 6,000 square feet for the railroad crew quarters/reporting location; and

WHEREAS, the selected developer will be responsible for all private development aspects of the Project and the necessary improvements to the facility, and the proposed lease would provide for unrestricted ingress and egress across and upon the land, as well as access to fifty (50) parking spaces that the

developer shall dedicate to the Authority for the exclusive use by SEPTA's employees and agents; and

WHEREAS, the Project offering included recurring lease payments to SEPTA based upon a fair market valuation, as well as consideration of offsets in the form of a lease-back from the developer to SEPTA for occupying newly constructed crew quarters/reporting location facilities and dedicated on-site employee parking within the planned improvements; and

WHEREAS, pursuant to Section 1741(a)(24) of SEPTA enabling act, the Public Transportation Law, the Authority may determine a finding of special opportunity ("FOSO") with respect to prospective real estate related matters; and

WHEREAS, FOSO's are exempt from the competitive bidding process in favor of solicitation via a Request for Proposals (RFP), which allows for the negotiation of terms and conditions of the transaction; and

WHEREAS, on January 25, 2018 the Board approved a FOSO thereby authorizing SEPTA to publically solicit an RFP for the development of the Project; and

WHEREAS, on August 8, 2018 an RFP for the Project was publically solicited; and

WHEREAS, of the two proposals received, the Technical Evaluation Committee (TEC) on the RFP found only the proposal

submitted by Republic Properties Corporation & PHL/Next Stage Medical LLC Joint Venture (collectively, "RPC/PHL") to be deemed "acceptable"; and

WHEREAS, at the end of the negotiation process, the Best and Final Offer (BAFO) received from RPC/PHL was determined to be fully responsive and responsible to the RFP requirements, and providing the most advantageous offer to SEPTA; and

WHEREAS, it is anticipated that SEPTA will receive income based upon the fair-market value appraisal of the property and will reciprocate as rental income credits to the developer for its continued use and occupancy of the newly constructed crew quarters/reporting location and dedicated parking spaces; and

WHEREAS, SEPTA may elect to receive (i) an upfront lump sum payment of \$2,800,000 payable at the completion of initial construction of the building and receipt of a certificate of occupancy which is expected to be two years, or (ii) \$182,000 annually for the duration of the lease term; and

WHEREAS, if required, SEPTA will obtain the concurrence of the Federal Transportation Administration ("FTA") to in enter into the proposed ground lease, lease-back and joint development agreement as contemplated hereunder; and

WHEREAS, staff requested that the General Manager recommend that the Board authorize SEPTA to enter into the proposed ground

lease, lease-back and joint development agreement with RPC/PHL for the Project, scheduled to commence on November 1, 2019, for a total contract amount not to exceed \$2,800,000, under such terms and conditions 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 approves the award of the ground lease, lease-back and development agreement with Republic Properties Corporation and PHL/Next Stage Medical LLC Joint Venture for the subject property at Powelton Yard, under the terms and conditions as set forth within the pertinent staff summary.

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

R E S O L U T I O N

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LEASE AGREEMENT BY SEPTA TO THE COUNTY OF DELAWARE  
OF 0.45 MILES OF THE OUT-OF-SERVICE PART OF THE  
OCTORARO BRANCH FOR USE AS AN INTERIM RECREATIONAL TRAIL  
TO BE KNOWN AS THE "BRANDYWINE HIGH TRAIL"

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WHEREAS, SEPTA owns the railroad right-of-way that is known as the Octoraro Branch (Line Code No. 1253) which is located between Chester Heights Borough in Delaware County and Pennsbury Township in Chester County; and

WHEREAS, at present SEPTA does not operate commuter rail service on this segment of the branch; and

WHEREAS, the County of Delaware ("County") recently requested SEPTA to enter into a lease agreement ("Lease") for the inactive southern portion of the Octoraro Branch from Milepost 26.47 +/- at Creek Road to Milepost 26.92 +/- at the south abutment of the Brandywine Creek Bridge ("Demised Premises"), to be used as an interim pedestrian and bicycle recreational trail for the general public, to be known as the "Brandywine High Trail"; and

WHEREAS, in addition thereto, SEPTA will also lease to the County two other portions of the Octoraro Branch as part

of the Demised Premises approximately 750 feet +/- east of Creek Road and 2,467 feet +/- east of Creek Road, to permit the trail to cross SEPTA's right-of-way and connect to the existing Wyeth Loop Trail in Chadds Ford Township, Delaware County; and

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

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

WHEREAS, the County shall be responsible for all maintenance of the Demised Premises; and

WHEREAS, the County will also be afforded a period of five (5) years in which to enter into a sublease agreement with the Brandywine Conservancy and Museum of Art ("Conservancy") with SEPTA's approval; and

WHEREAS, the term of the Lease shall be 30 years commencing and running concurrently with the date of the execution of the sublease agreement between the County and Conservancy, for nominal consideration; and



WHEREAS, SEPTA shall be responsible, at its sole cost and expense, for any/all Public Utility Commission (PUC) approvals regarding the proposed trail and will retain all salvage rights to any/all tracks and related materials; and

WHEREAS, the County shall be responsible, at its sole cost and expense, for obtaining any/all other necessary approvals for the proposed trail; and

WHEREAS, in the event of a challenge to SEPTA's legal title to the Demised Premises by any third party, SEPTA agrees to defend any such challenge at its sole cost and expense; and

WHEREAS, if required, SEPTA will obtain any necessary Federal Transit Administration (FTA) concurrence of the transaction contemplated hereunder; and

WHEREAS, staff requested that the General Manager recommend that the Board authorize SEPTA to enter into the proposed Lease with the County for the Demised Premise under the terms and conditions set forth above and more fully described in the pertinent staff summary; and

WHEREAS, the General Manager made the recommendation.

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby authorizes SEPTA to enter into the proposed lease agreement with the County of Delaware for (i) the establishment and use of the proposed Brandywine High Trail from Milepost 26.47 +/- to Milepost

26.92 +/- on the out-of-service segment of the Octoraro Branch, and (ii) the two surface portions at approximately 750 +/- feet and 2,467 +/- feet east of Creek Road, for nominal consideration, under the terms set forth within the pertinent staff summary.

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

S/Corp/Resolutions/03-2019-Lease with Delaware County for Inactive Octoraro Branch for use as Recreational Trail

R E S O L U T I O N

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LEASE AGREEMENT BY SEPTA TO THE COUNTY OF BUCKS  
OF 2.54 MILES OF THE OUT-OF-SERVICE PART OF THE  
NEWTOWN BRANCH FOR EXTENDING THE EXISTING PENNYPACK  
RECREATIONAL TRAIL AND CREATION OF THE "NEWTOWN RAIL TRAIL"

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

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

WHEREAS, by authorization of the Board on March 27, 2008 and December 19, 2013, SEPTA entered into a lease agreement and first amendment thereto with Montgomery County for nominal consideration, whereby SEPTA leases to said county a total of 6.37 miles of the surface of the Newtown Branch starting at Milepost 11.59 on the border of the Borough of Rockledge, then through Lorimer Park in Abington Township and proceeding up to Milepost

17.94 in Lower Moreland Township just south of County Line Road, for use as an interim trail for recreational purposes such as, but not limited to, bicycling, walking, jogging, rollerblading and cross country skiing by the general public ("Pennypack Trail"); and

WHEREAS, by authorization of the Board on March 23, 2017, SEPTA entered into a lease agreement with the City of Philadelphia which extended the existing Pennypack Trail southward for a distance of 0.39 miles from Milepost 11.59 to Milepost 11.20 at the northerly edge of Rhawn Street; and

WHEREAS, the County of Bucks ("County") has requested that SEPTA enter into a lease agreement ("Lease") for the surface, and only to the extent needed, to construct a trail on the subsurface of the non-operating portion of the Newtown Branch between County Line Road at Milepost 17.95 +/- and Bristol Road at Milepost 20.49 +/- ("Demised Premise"), thereby extending the existing Pennypack Trail in Philadelphia and Montgomery Counties into Bucks County, to be known as the "Newtown Rail Trail"; and

WHEREAS, the term of the proposed Lease would be for a

term of 30 years along with two (2) 10-year options, for nominal consideration; and

WHEREAS, as with the existing Pennypack Trail, with respect to the proposed extension thereof between Milepost 17.95 +/- and Milepost 20.49 +/-, the County intends to construct and maintain thereon a contiguous interim trail for the same recreational purposes as stated above; and

WHEREAS, all design and construction shall be borne by the County subject to SEPTA's review and approval; and

WHEREAS, SEPTA shall be responsible for the removal of all rail material excluding ties, which shall be the responsibility of the County, and stockpile them at a location to be chosen by SEPTA; and

WHEREAS, the County shall also be responsible for the inspection and routine maintenance of all bridges, culverts, overpasses, underpasses, embankments, drainage ditches, stone fills, retaining wall signs and fences; and

WHEREAS, the Engineering, Maintenance and Construction (EM&C) Division had no objection to either the proposed improvements or the County's interim use of the additional segment of the railroad

right-of-way as a recreational trail; and

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

WHEREAS, the County shall be responsible for all maintenance of the Demised Premises; and

WHEREAS, SEPTA shall be responsible, at its sole cost and expense, for any/all Public Utility Commission (PUC) approvals regarding the proposed trail and will retain all salvage rights to any/all tracks and related materials; and

WHEREAS, the County shall be responsible, at its sole cost and expense, for obtaining any/all other necessary approvals for the proposed Newtown Rail Trail; and

WHEREAS, in the event of a challenge to SEPTA's legal title to the Demised Premises by any third party, SEPTA agrees to defend any such challenge at its sole cost and expense; and

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

WHEREAS, the General Manager made the recommendation.

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby authorizes SEPTA to enter into the proposed lease agreement with the County of Bucks to extend the Pennypack Trail and establish the Newtown Rail Trail from Milepost 17.95 +/- to Milepost 20.49 +/- on the out-of-service segment of the Newtown Branch, for nominal consideration, under the terms set forth within the pertinent staff summary.

FURTHER RESOLVED, that the Board hereby authorizes the General Manager 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.

R E S O L U T I O N

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ACQUISITION FROM MARCIA CLYMAN AND MICHAEL/ELLEN DINE  
OF PERMANENT EASEMENTS ON TWO PARCELS OF PROPERTY SITUATED IN  
UPPER DARBY TOWNSHIP, DELAWARE COUNTY,  
FOR USE IN THE SECANE STATION IMPROVEMENT PROJECT

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WHEREAS, Secane Passenger Station was acquired by SEPTA from Consolidated Rail Corporation (Conrail) by deed dated March 30, 1979, and is located on SEPTA's Media/Elwyn Regional Rail Division (RRD) Line adjacent to Providence Road between Bishop and North Avenues in Upper Darby Township ("Township"), Delaware County; and

WHEREAS, SEPTA intends to construct a new station and parking lot at Secane as part of the Secane Station Improvement Project ("Project"); and

WHEREAS, in order to meet the Township's traffic flow requirements for construction of the outbound parking lot, SEPTA must provide an entrance for vehicular access to the lot from Bishop Avenue and an entrance/exit to the lot from North Avenue; and

WHEREAS, on December 20, 2008 the Board approved the acquisition of property owned by James Malik located at 325 North



Avenue and the proposed through driveway connection between Bishop Avenue and North Avenue in the Township; and

WHEREAS, to complete construction of the proposed driveway connection, SEPTA must acquire two permanent easements over small portions of the properties located at 400 South Bishop Avenue owned by Marcia Clyman ("Clyman") and 404 South Bishop Avenue owned by Michael and Ellen Dine (collectively "Dine"); and

WHEREAS, the easements will be used for the proposed new driveway connection through the outbound parking lot from Bishop Avenue (enter only) to North Avenue (enter/exit), which will enable SEPTA to satisfy the Township's traffic flow requirements; and

WHEREAS, a SEPTA-commissioned independent appraisal determined that the current fair market value of the Clyman parcel (as of November 21, 2018) is \$24,140, which was supported by a subsequent review appraisal; and

WHEREAS, a SEPTA-commissioned independent appraisal determined that the current fair market value of the Dine parcel (as of November 21, 2018) is \$20,060, which was supported by a subsequent review appraisal; and

WHEREAS, subject to Board approval, both Clyman and Dine have accepted SEPTA's offer of the foregoing fair market valuations; and

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

WHEREAS, acquisition of the easements are crucial for the culmination of the Project and will greatly enhance SEPTA's future development of the Station; and

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

WHEREAS, staff requested that the General Manager recommend that the Board authorize SEPTA to purchase from Clyman and Dine in lieu of condemnation or, if not successful, to acquire by condemnation the two easements for a combined fair market value or estimated just compensation capped at \$44,200, under such terms and conditions 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 purchase from Marcia Clyman and Michael/Ellen Dine in lieu of condemnation or, if not successful, to acquire by condemnation the permanent easements in the parcels of property

located at 400 and 404 South Bishop Avenue in Upper Darby Township, under such terms as set forth within the pertinent staff summary, for a fair market value or estimated just compensations of \$24,140 and \$20,060, respectively, and 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.

S/Corp/Resolutions/03-2019-Permanent Easement - 400 and 404 S. Bishop Ave - Upper Darby - Secane Improvement Project

R E S O L U T I O N

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LEASE TO JOE WADE UNDER BOARD AUTHORIZED  
FINDING OF SPECIAL OPPORTUNITY FOR USE AND OCCUPANCY  
OF THE PERKASIE RAILROAD STATION  
IN THE BOROUGH OF PERKASIE, BUCKS COUNTY

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WHEREAS, SEPTA's Perkasio Station ("Station") was built in 1892 by the Reading Railroad on the Bethlehem Branch and is located near Milepost 34.75 at 50 South 7<sup>th</sup> Street in the Borough of Perkasio ("Borough"), Bucks County, and has been inactive for revenue service since 1984, but is utilized for freight operations; and

WHEREAS, the Station building is comprised of approximately 1,377 usable square feet and a total site of approximately 18,000 square feet, which includes 15 parking spaces; and

WHEREAS, SEPTA had leased the Station to Roger Styles (d/b/a Imblues Company) since 1981 as part of SEPTA's Lease and Maintain Program, who vacated the Station on September 30, 2017; and

WHEREAS, pursuant to Section 1741(a)(24) of SEPTA enabling act, the Public Transportation Law, the Authority may determine

a finding of special opportunity ("FOSO") with respect to prospective real estate related matters; and

WHEREAS, FOSO's are exempt from the competitive bidding process in favor of solicitation via a Request for Proposals (RFP), which allows for the negotiation of terms and conditions of the transaction; and

WHEREAS, it was essential for SEPTA to take a qualitative approach to the selection of a new tenant for the Station that evaluates the experience, financial ability and proposed usage as is compatible with the direction of the Borough's ongoing town renewal; and

WHEREAS, on December 15, 2016 the Board approved a FOSO thereby authorizing SEPTA to publically solicit an RFP for the lease of the Station; and

WHEREAS, on October 2, 2017 an RFP was publically solicited to obtain a tenant to renovate, operate and manage the Station under a lease having a base term of ten years with two 5-year options; and

WHEREAS, of the two proposals received, the Technical Evaluation Committee (TEC) on the RFP found only the proposal submitted by Joe Wade to be deemed acceptable; and

WHEREAS, at the end of the negotiation process, a Best and Final Offer (BAFO) was received from Joe Wade; and

WHETREAS, it is anticipated that SEPTA will save \$561,850 for the cost of capital reconstruction and \$6,000 annually towards the obligations of ongoing maintenance of the Station through rental abatements and credits, and receive \$152,673.40 in revenue over the total 20-year term (including options) of the proposed lease agreement; and

WHEREAS, staff requested that the General Manager recommend that the Board authorize SEPTA to enter into the proposed lease agreement with Joe Wade for the Perkasie Railroad Station under such terms and conditions 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 approves the lease of the Perkasie Railroad Station to Joe Wade under the terms and conditions as set forth within the pertinent staff summary.

FURTHER RESOLVED, that the Board hereby authorizes the General Manager or his designee to execute all documents, in form approved by the Office of General Counsel, and to do any

and all other things as shall be deemed necessary and proper in order to effectuate the purpose of this Resolution.

S/Corp/Resolutions/ 03-2019-Lease of Perkasio Railroad Passenger Station

R E S O L U T I O N

RE

LEASE BY SEPTA TO STEAM BAR, L.L.C. OF APPROXIMATELY 795.75  
COMBINED SQUARE FEET OF GROUND UPON THE INACTIVE NEWTOWN BRANCH  
RAILROAD RIGHT-OF-WAY IN UPPER SOUTHAMPTON, BUCKS COUNTY

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WHEREAS, SEPTA owns tracks of land known collectively as the Fox Chase/Newtown Branch that includes the part that is located north of Fox Chase Station in which no train service currently operates ("Newtown Branch"); and

WHEREAS, Steam Bar, L.L.C. ("Steam Bar") owns and operates the Steam Pub restaurant located at 606 2<sup>nd</sup> Street Pike, on land which is adjacent to SEPTA's railroad right-of-way at Milepost 18.87 on the inactive Newtown Branch in Upper Southampton, Bucks County; and

WHEREAS, Steam Bar has requested SEPTA to lease them approximately 787.75 square feet of vacant ground within the subject right-of-way with the intent of using the ground for placement of a raised outdoor dining deck, along with separate areas (8.0 square feet) to accommodate hosting of two HVAC units in connection with its Steam Pub restaurant business (collectively, "Demised Premises"); and



WHEREAS, the Real Estate Department determined that SEPTA could proceed to negotiate with Steam Bar as a sole source because the location of the Demised Premises is only accessible to the Steam Pub restaurant property; and

WHEREAS, the term of the proposed lease agreement is ten years along with ten 1-year options, at the initial annual base rental of \$3,582 (payable at \$298.50 per month), and will increase at the rate of two percent (2%) effective the second year and thereafter; and

WHEREAS, the proposed lease agreement will represent potential revenues to SEPTA totaling \$39,221.90 over the maximum 10-year term; and

WHEREAS, SEPTA will retain continuing control of the property by virtue of 30-day termination and recapture provisions; and

WHEREAS, the Federal Transit Administration has concurred with the proposed lease agreement; and

WHEREAS, staff requested that the General Manager recommend that the Board authorize SEPTA to enter into the proposed lease agreement with Steam Bar for the Demised Premises under such terms and conditions as set forth above and more fully described in the pertinent staff summary; and

WHEREAS, the General Manager made the recommendation.

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby authorizes SEPTA to enter into the proposed lease agreement with Steam Bar, L.L.C. for the Demised Premises totaling 795.75 square feet of ground consistent with the terms and conditions set forth within the pertinent staff summary.

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

R E S O L U T I O N

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GRANT TO PENNDOT OF A PERMANENT EASEMENT AND TEMPORARY EASEMENT RELATING TO THE CONSTRUCTION AND WIDENING OF RIDGE ROAD ADJACENT TO SEPTA'S BETHLEHEM BRANCH IN PERKASIE BOROUGH, BUCKS COUNTY

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WHEREAS, SEPTA acquired the railroad right-of-way collectively named the Bethlehem Branch from Consolidated Rail Corporation by deed dated March 30, 1979, which is located between the Fern Rock section of the City of Philadelphia and the City of Bethlehem, Lehigh County; and

WHEREAS, at present commuter rail service on the Bethlehem Branch terminates at Lansdale Passenger Station; and

WHEREAS, the Department of Transportation of the Commonwealth of Pennsylvania ("PennDOT") has approached SEPTA about acquiring a permanent easement consisting of approximately 1,600 square feet on a portion of the Bethlehem Branch surface lands located above the Perkasio Tunnel railroad right-of-way near Mile Post 36.25, to allow construction of a deceleration and turning lane ("Improvements") on Ridge Road 500 feet east of Tunnel Road ("Project") in Perkasio Borough, Bucks County; and

WHEREAS, as part of the Project SEPTA will also grant PennDOT a temporary construction easement consisting of 1,278 square feet of railroad land above the Perkasio Tunnel for the purpose of allowing PennDOT to perform grading and other work in connection with the Improvements to Ridge Road; and

WHEREAS, the compensation for the easement as determined by a PennDOT-approved fair market appraisal is a valuation of \$2,000 for the permanent easement and \$100 for the temporary construction easement, which will be paid to SEPTA within 90 days of execution of the easement agreements; and

WHEREAS, if required, SEPTA will obtain any necessary Federal Transit Administration (FTA) concurrence of the transaction contemplated hereunder; and

WHEREAS, staff requested that the General Manager recommend that the Board authorize SEPTA to grant to PennDOT the permanent easement and the temporary construction easement on portions of SEPTA's Bethlehem Branch property near Mile Post 36.25 in Perkasio Borough, Bucks County, in connection with the Project, under the terms and conditions 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 grant and convey to the Department of Transportation of the Commonwealth of Pennsylvania permanent and temporary construction easement rights for the purpose of the proposed widening of Ridge Road, under the terms and conditions set forth within the pertinent staff summary.

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

S/Corp/Resolutions/03-2019-Permanent and Temporary Easement to PennDOT - Ridge Rd Widening-  
Bethlehem Railroad - Perkasie

R E S O L U T I O N

re

AUTHORIZATION TO ENTER INTO SEVEN INDIVIDUAL SITE AGREEMENTS  
WHICH WILL GRANT THE MIDDLETOWN TOWNSHIP SEWER AUTHORITY  
UNDERGROUND SANITARY SEWER PIPELINE OCCUPANCIES ALONG PARTS OF  
SEPTA'S WEST CHESTER BRANCH AND CHESTER CREEK BRANCH

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WHEREAS, SEPTA owns the railroad right-of-ways of the West Chester Branch and Chester Creek Branch that are located in Delaware County; and

WHEREAS, the Middletown Township Sewer Authority ("MTSA") is in the process of installing a sanitary sewer system in Middletown Township and Aston Township which will serve surrounding communities, as well as SEPTA's Wawa Train Station being built as part of the Elwyn to Wawa Service Restoration Project; and

WHEREAS, on February 27, 2014, the Board authorized SEPTA to enter into a Master Sewer Pipeline Agreement ("Master Agreement") whereby SEPTA would grant to the MTSA a non-exclusive license to an approximately five-mile segment of the West Chester Branch and the inactive Chester Creek Branch right-

of-ways between Middletown Township and Aston Township, for construction of a sanitary sewer line; and

WHEREAS, on April 6, 2017, SEPTA and the MTSA entered into the Master Agreement which encompasses all existing and future sanitary sewer pipeline occupations, and specifically delineates protocol for any and all such occupations; and

WHEREAS, any individual site agreements between SEPTA and the MTSA entered into pursuant to the Master Agreement will collectively terminate 29.5 years from the date of the Master Agreement (October 2046), and contain an option to renew for an additional 29.5 years in accordance with the process set forth in the Master Agreement; and

WHEREAS, the MTSA will require that SEPTA grant seven individual site agreements only for the actual portions of the West Chester Branch and Chester Creek Branch containing the pipeline occupancies; and

WHEREAS, pursuant to the Master Agreement, the MTSA has the option to pay SEPTA (either in annual installments or up-front) a lump sum amount for the site agreements; and

WHEREAS, at this time the MTSA has elected to pay SEPTA in annual installments for its proposed occupations, which will

result in an annual rate increase based upon the Consumer Price Index (CPI); and

WHEREAS, under the first year of the individual site agreements the annual revenue to SEPTA will be \$6,054.56 collectively, with an annual increase for each year thereafter based upon the CPI; and

WHEREAS, staff requested that the General Manager recommend that the Board authorize SEPTA to enter into the proposed seven individual site agreements with the MTSA covering underground sanitary sewer pipeline occupancies along on SEPTA's West Chester Branch and Chester Creek Branch, under such terms and conditions set forth above more specifically described in the pertinent staff summary; and WHEREAS, the General Manager made the recommendation.

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby authorizes SEPTA to enter into the proposed seven individual site agreements with the Middletown Township Sewer Authority pursuant to the Master Sewer Pipeline Agreement between the parties of April 6, 2017, under the terms set forth within the pertinent staff summary.



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

R E S O L U T I O N

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AUTHORIZATION TO AWARD CONTRACTS FOR VARIOUS PROCUREMENTS

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

WHEREAS, the firms listed below was the lowest responsive and responsible bidders to the invitations 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 prequirements of the bid terms and

specifications, including full compliance with any applicable Disadvantaged Business Enterprise requirements:

1. To CBM US, Inc., for the purchase of 700 brake anchor plates to be used in the general maintenance of SEPTA's bus fleets, at a unit price of \$251.25, with delivery of material over a period of seven months commencing in June 2019, as described in the staff summary on this subject, for a total contract amount not to exceed \$175,875, Sealed Bid No. 19-00001-ABRV - Brake Anchor Plate.

2. To Cummins, Inc. d/b/a Cummins Sales and Service, for Item Nos. 1 and 2, for the purchase of 85 engine kits (with cores) to be used at Berridge Shop for the FY2020 New Flyer Bus vehicle overhaul (VOH) campaign, at unit prices of \$18,010.74 and \$2,900, respectively, with delivery of material on an "as required" basis over a period of 12 months commencing in May 2019, as described in the staff summary on this subject, for a total contract amount not to exceed \$1,777,412.90, Sealed Bid No. 19-00017-AAHC - Cummins Engine Kit (Core).

R E S O L U T I O N

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AWARD OF CONTRACTS FOR SOLE SOURCE PROCUREMENTS

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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, in form approved by the Office of General Counsel, subject to the concurrence of the funding agencies, if required, and contingent upon and subject to the vendor/contractor satisfactorily providing any required bonds, insurance certificates and/or other documents, and complying with any applicable Disadvantaged Business Enterprise requirements:

1. To Ansaldo STS USA, Inc., for the purchase of 105 time element relays and adapter bases and 210 bolts needed for the replacement of older mechanical relays which are no longer supported at interlocking locations on the Regional Rail Division, at negotiated unit prices of \$2,303.70, \$616.65 and \$36.93, respectively, with delivery of material expected to be completed by December 2019, as described in the staff summary on this subject, for a total contract amount not to exceed \$285,727.05, Sole Source No. 19-00037-ADIM - Ansaldo Relays, Adapter Bases and Bolts.

2. To Tactical Public Safety, LLC, for the purchase of radio dispatch consoles (Harris Mang System Equipment) to update the current consoles requires by the SEPTA Transit Police Department to interface with the City of Philadelphia's Police Department, with delivery of equipment expected to be completed by May 2019, as described in the staff summary on this subject, for a total contract amount not exceed \$64,314, Sole Source No. 19-00043-ADIM - Radio Dispatch Consoles - Harris Mang System Equipment.

R E S O L U T I O N  
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AUTHORIZATION TO EXECUTE CHANGE ORDERS AND AMENDMENTS

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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 the amendments identified below in form approved by the Office of General Counsel, subject to the concurrence of the funding agencies, if required, and to any applicable Disadvantaged Business Enterprise requirements:

1. To ABC Construction Co., Inc., for Change Order No. 1, which provides for additional general construction work on the Tulpehocken Station Utility Improvement Project, at an increase in cost not to exceed \$59,404, bringing the total

contract price, including this change order, to an amended contract amount not to exceed \$393,923.

2. To Case Foundation Company, for Change Order No. 2, which provides for adjustment of the scope of work in the Down Guy and Catenary Foundations - West to Arsenal Project, at an increase in cost not to exceed \$991,706, bringing the total contract amount, including all change orders to date, to an amended contract amount not to exceed \$4,165,235, provided that with the Board's approval of this change order, the Board authorizes the resetting of prior authorized cumulative change order amount to zero dollars (\$0) and the establishment of a new cumulative change order threshold of 10% or \$500,000, pursuant to the Resolution adopted by the Board on May 22, 2008, which Resolution authorized a "Delegation of Authority for Change Orders, Amendments and Assignments."

3. To All Railroad Services Corp., for Change Order No. 1, which provides for changes due to apparent design errors and omissions on the Signal/Communications Cable and Wood Pole Removal Norristown Regional Rail Line Project, at an increase in cost not to exceed \$38,902, bringing the total contract amount,

including this change order, to an amended contract amount not to exceed \$183,302.

4. To United Rentals (North America), for Change Order No. 4, which provides for additional rentals under SEPTA's contract for the leasing of vehicles and equipment due to unforeseen conditions in augmentation of the existing fleet, at an increase in cost not to exceed \$96,500, bringing the total contract price, including all change orders to date, to an amended contract amount not to exceed \$1,029,800.

5. CapTech Ventures, Inc., for Amendment No. 1, which provides for additional development, programming and work for future projects under SEPTA's contract for general information technology consultant (GITC) services, at an increase in cost not to exceed \$600,000, bringing the total contract price, including this amendment, to an amended contract amount not to exceed \$3,600,000.