

SOUTHEASTERN PENNSYLVANIA TRANSPORTATION AUTHORITY

A G E N D A

REGULAR MEETING

To Be Held at 3:00 PM

February 23, 2023

1234 Market Street, Mezzanine Level

Philadelphia, PA

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1. Approval of Minutes of the Regular Board Meeting of January 26, 2023
 2. Financial Report
 3. Resolutions
 - I. **Administration Committee Review**
 - A. Renewal of Excess Railroad Liability Insurance from Lloyd's of London
 - B. Authorization to Use the Casualty Claims Excess Loss Fund for the Purpose of Capitalizing and Funding SEPTA's Captive Insurance Company
 - C. Award of Contracts Pursuant to Requests for Proposals
 - II. **Operations Committee Review**
 - A. Authorization to Award Contracts for Various Procurements
 - B. Award of Contracts for Sole Source Procurements
 - C. Authorization to Execute a Change Orders & Amendments
 4. Report of General Manager/Chief Executive Officer

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R E S O L U T I O N

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RENEWAL OF EXCESS RAILROAD LIABILITY INSURANCE
FROM LLOYD'S OF LONDON

WHEREAS, SEPTA's Regional Rail Division (RRD) currently operates revenue service on rights-of-way owned by SEPTA, National Railroad Passenger Corporation ("Amtrak") and CSX Transportation ("CSX") which includes 13 different commuter rail lines and covers SEPTA's five-county southeastern Pennsylvania service area, as well as parts of New Jersey and Delaware; and

WHEREAS, in addition to RRD service, SEPTA also operates bus service and non-revenue vehicles in both New Jersey and Delaware; and

WHEREAS, claims made against the Authority with respect to SEPTA's railroad operations on Amtrak and CSX lines and out-of-state RRD/bus service may expose SEPTA to risks well above the Commonwealth's statutory cap on damages as set forth in the Sovereign Immunity Act of 1980, thereby warranting the purchase of excess liability insurance; and

WHEREAS, SEPTA's current excess liability insurance program with Lloyd's of London ("Lloyd's") with limits of \$323,000,000

and a self-insured retention of \$25,000,000, at an expiring renewal premium of \$3,767,693, expires on February 28, 2023; and

WHEREAS, after a review of SEPTA's existing excess liability coverage it was decided that a full marketing effort was the best choice for the 2023 renewal, and as a result thereof, underwriting meetings were conducted in Bermuda and London markets where SEPTA's future plans, structure, and risks were discussed; and

WHEREAS, the renewal quote from Lloyd's was to provide excess liability coverage in the required amounts for a period of one year effective March 1, 2023, at an annual premium not to exceed \$3,404,000 including all fees, taxes and commissions; and

WHEREAS, the total premium represents a 9.65% decrease from the expiring program, with market conditions having improved due to additional capacity in the marketplace; and

WHEREAS, the Risk Management staff requested that the General Manager/Chief Executive Officer recommend that the Board authorize SEPTA to purchase from Lloyd's the excess liability insurance coverage for RRD operations under the terms and conditions as set forth above and more fully described in the pertinent staff summary; and

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

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby authorizes SEPTA to purchase from Lloyd's of London an excess liability insurance program for a 12-month term effective March 1, 2023, at an annual premium (including all fees, taxes and commissions) not to exceed \$3,404,000, as set forth within the pertinent staff summary.

FURTHER RESOLVED, that the Board authorizes the General Manager/Chief Executive Officer or her designee, or other appropriate 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/2-2023-Renewal-Excess Railroad Liability Insurance

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AUTHORIZATION TO USE THE CASUALTY CLAIMS EXCESS LOSS FUND
FOR THE PURPOSE OF CAPITALIZING AND FUNDING SEPTA'S
CAPTIVE INSURANCE COMPANY

WHEREAS, by Resolution adopted on July 23, 1986 ("Authorizing Resolution"), the SEPTA Board authorized the General Manager "to institute, fund and trustee" a Casualty Claims Excess Loss Fund ("Fund") to respond and pay certain uninsured casualty claims/occurrences; and

WHEREAS, the Authorizing Resolution directed SEPTA's General Counsel to approve the form of the Fund and authorized SEPTA's Treasurer to make annual contributions to the Fund; and

WHEREAS, contributions to the Fund are held pursuant to a Custodian Agreement with a bank originally dated December 30, 1986 as amended ("Custodian Agreement") to be used for purposes set forth in the Custodian Agreement; and

WHEREAS, SEPTA, pursuant to its express and implied statutory powers as afforded under the Authority's Enabling Act, the Public Transportation Law (Act 26 of 1991, as amended by Act 3 of 1994), is considering the formation of a wholly-owned Captive Insurance Company to manage and insure certain self-insurance retention risks and liabilities;

WHEREAS, the Risk Management staff, along with the General Counsel and Treasurer/Chief Financial Officer, requested that the General Manager/Chief Executive Officer be authorized to use SEPTA's Casualty Claims Excess Loss Fund to capitalize a wholly-owned Captive Insurance Company under the terms and conditions as set forth above and more fully described in the pertinent staff summary; and

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

NOW, THEREFORE, BE IT RESOLVED, that subject to and upon the formation of the Captive Insurance Company referenced above, the Board authorizes the use of the Fund for the purpose of capitalizing and funding the Captive Insurance Company as determined by the General Manager/Chief Executive Officer or her designee; and

FURTHER RESOLVED, that SEPTA's General Counsel and General Manager/Chief Executive Officer are authorized and directed to amend the Custodian Agreement to permit the use described above, and such parties are authorized and directed to take such other action and to execute such documents, in form approved by the Office of General Counsel, as deemed necessary and proper in order to effectuate the purpose of this Resolution.

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AWARD OF CONTRACTS
PURSUANT TO REQUESTS FOR PROPOSALS

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

WHEREAS, SEPTA staff has requested that the General Manager/Chief Executive Officer recommend that the Board authorize the award of the contracts to the firms listed below because said firms were the successful proposers in the areas for which the requests for proposals were issued; and

WHEREAS, the General Manager/Chief Executive Officer recommended that the Board authorize the award of the contracts.

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby authorizes SEPTA to award subject to the following conditions and the General Manager/Chief Executive Officer or her designee to execute the following contracts, 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 TFG Partners Inc., for the provision of medical benefits claims audits to review and recommend changes to Independence Blue Cross (IBC) pertaining to their processing of medical claims for SEPTA employees, retirees and eligible dependents, with services to be performed over a period of five years commencing with plan year August 1, 2021 to July 31, 2022 and ending with the audit of plan year August 1, 2025 to July 31, 2026, as described in the staff summary on this subject, for a total contract amount not to exceed \$192,500, Request for Proposals No. 22-00162-APES - Medical Benefit Payment Audits.

2. To HNTB Corporation, for an architectural and engineering consultant contract for the King of Prussia Rail Extension Phase 3 Design and Construction-Related Services (CRS) Project, with services to be performed for Phase A over a period of 764 calendar days after Notice-to-Proceed and Phase B over a period of 1,460 calendar days after completion of Phase A, as described in the staff summary on this subject, for a total contract amount not to exceed \$124,999,678, Request for

Proposals No. 22-00082-AMJP - King of Prussia Rail Extension Phase 3 Design.

3. To Alstom Transportation Inc., for the purchase of 130 low floor streetcars as a base order, along with an option order of up to 30 additional streetcars, which will feature low level floor and ramps with multi-door boarding and thereby provide SEPTA's customers with ADA-compliant vehicles, with delivery of vehicles scheduled to commence in Spring 2027, as described in the staff summary on this subject, for a total contract amount not to exceed \$714,239,455 for the base order and an additional \$148,500,780 for the option order, Request for Proposals No. 22-00084-AJAC - Low Floor Trolley Cars (Streetcars).

4. To (i) Swell, LLC, for Category A (Creative Services), which includes identification of potential ridership-building opportunities, developing strategies, recommending appropriate communications outlets and selecting favorable co-promotional opportunities, for a total contract amount not to exceed \$1,250,000; and (ii) Harmelin Media, for Category B (Media Planning/Buying), which includes executing creative campaigns intended to stimulate customer acquisition and loyalty, for a total contract amount not to exceed \$8,750,000, with services under each contract to be performed over a base period of three years scheduled to commence on April 1, 2023, along with two

one-year option terms to be exercised at SEPTA's sole discretion, as described in the staff summary on this subject, Request for Proposals No. 22-00114-AHAC - Advertising Agency of Record.

S/Corp/Resolutions/RES-FEB-2023-RFPs

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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 invitations for bids; and

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

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

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby authorizes SEPTA to award and for the General Manager/Chief Executive Officer or her designee to execute the contracts identified below in form approved by the Office of General Counsel, subject to and contingent upon the concurrence of the funding agencies, if required, and contingent upon and subject to the vendors satisfactorily meeting all requirements of the bid terms and specifications, including full compliance with any applicable Disadvantaged Business Enterprise requirements:

1. To Pacifico Ford, Inc., for the purchase of ten (10) marked and eight (8) unmarked new police patrol hybrid SUVs for SEPTA's Transit Police Department, with delivery of the vehicles over a period of 303 calendar days after issuance of Notice-to-Proceed, as described in the staff summary on this subject, for a total contract amount not to exceed \$1,543,978, Sealed Bid No. 22-00227-ARIB - New Police Patrol Hybrid SUVs.

2. To (i) Daniel J. Keating Company, for general construction work, for a total contract amount not to exceed \$22,292,654; (ii) Carr and Duff, LLC, for electrical construction work, for a total contract amount not to exceed \$4,203,000; and (iii) Edward J. Meloney, Inc., for mechanical construction work, for a total contract amount not to exceed \$1,817,500, to provide all labor, materials, tools and equipment for the construction of the Wissahickon Transportation Center, with services to be performed over a period of 730 calendar days after issuance of Notice-to-Proceed, as described in the staff summary on this subject, Sealed Bid No. 22-00188-AXQW - Wissahickon Transportation Center Project.

3. To Forward Thinking Systems, LLC, for the provision of a GPS tracking system for SEPTA's non-revenue vehicles and equipment to be used by the Utility Fleet Department to determine vehicle location, tracking and reporting, with services to be performed over a period of 1,095 calendar days after issuance of

Notice-to-Proceed, as described in the staff summary on this subject, for a total contract amount not to exceed \$187,560, Sealed Bid No. 22-00239-AXQW - GPS Tracking System for Non-Revenue Vehicles and Equipment.

4. To Walco Electric Company, for the provision of basic motor overhaul and additional replacement parts overhaul for up to 105 Silverliner IV blower motor alternators, with services to be performed on an "as required" basis over a period of three years scheduled to commence immediately after issuance of Notice-to-Proceed, as described in the staff summary on this subject, for a total contract amount not to exceed \$1,065,071, Sealed Bid No. 22-00216-AMGA - Blower Motor Overhauls.

5. To Sunbelt Solomon Services, LLC, for the disposal of 30 Silverliner IV PCB contaminated main transformers located at SEPTA's Wayne Junction facility as regulated by the Toxic Substance Control Act, with services to be performed over a period of three years scheduled to commence in March 2023, as described in the staff summary on this subject, for a total contract amount not to exceed \$330,000, Sealed Bid No. 22-00223-ACAC - Disposal of Thirty Silverliner IV Main Transformers.

6. To New Flyer of America, Inc., for Item Nos. 1-5, for the purchase of ten 40-foot low floor fuel cell electric buses which will operate out of Midvale Depot on all routes, at a unit price of \$1,529,500, along with associated capital spare parts,

training aids, special tools and equipment, and publications and training, as described in the staff summary on this subject, with delivery of vehicles scheduled to commence in July 2024, as described in the staff summary on the subject, for a total contract amount not to exceed \$17,051,216.78, Sealed Bid No. 23-00038-AMJP - 40 Foot Low Floor Fuel Cell Electric Buses.

S/Corp/Resolutions/RES-FEB-2023-Sealed-Bids

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AWARD OF CONTRACTS FOR SOLE SOURCE PROCUREMENTS

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

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

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby authorizes SEPTA to award and the General Manager/Chief Executive Officer or her designee to execute the contracts identified below, in form approved by the Office of General Counsel, subject to the concurrence of the funding agencies, if required, and contingent upon and subject to the vendors/contractors satisfactorily providing any required bonds, insurance certificates and/or other documents, and complying with any applicable Disadvantaged Business Enterprise requirements:

1. To E.A. Waetjen, Inc. d/b/a EAW Security, for the upgrade of the Cyber Key equipment (including cyberlock vaults, cyber keys, rechargeable batteries and cleaning brushes) which are utilized for revenue compliance by SEPTA's Financial Operations Department, along with the provision of a two-hour cyberlock training seminar for five revenue employees via a Microsoft Teams meeting, with delivery of materials and the training seminar expected to be completed within 60 days after issuance of Notice-to-Proceed, as described in the staff summary on this subject, for a total contract amount not to exceed \$38,822.80, Sole Source No. 22-00268-AMUD - Cyber Key Equipment and Seminar.

2. To Questionmark Corporation, for the provision of licensing, maintenance and technical support of software services used by the Training Department for class scheduling and job re-certification for 15,000 participants, with services to be performed over a period one year scheduled to commence on March 27, 2023, as described in the staff summary on this subject, for a total contract amount not to exceed \$52,272.50, Sole Source No. 23-00030-ACAC - Questionmark Licensing & Support of Software.

3. To RF Design & Integration Inc., for the purchase of trunked radio control consoles and radio base station equipment

to be used at the Frankford Transportation Center (FTC) Auxiliary Control Center (ACC) which will allow SEPTA's CCT Dispatchers to interface with the FTC ACC and serve as back-up for the existing radio communications equipment at 1234 Market Street, with delivery of material within 45 days after issuance of Notice-to-Proceed, as described in the staff summary on this subject, for a total contract amount not to exceed \$145,741.16, Sole Source No. 23-00029-AMWB - Control Center Customized Community Transportation Project.

4. To IBI Group, for the renewal of software subscription services and continued technical support of SEPTA's Open Trip Planner (OTP) in order to provide an online trip planning experience for riders which is customized to SEPTA's transit network, with services to be performed over a period of three years scheduled to commence in March 2023, as described in the staff summary on this subject, for a total contract amount not to exceed \$500,800, Sole Source No. 23-00040-AHAC - Trip Planning Software Subscription Renewal.

5. To AskReply, Inc. d/b/a B2Gnow, which provides for federally compliant software licenses, technical support and cloud hosting for the Pennsylvania Unified Certification Program (PA UCP) used by SEPTA's Disadvantaged Business Enterprise (DBE) program office for DBE certification processing, tracking,

assessments, reporting and maintaining all data as it pertains to the vendors that have received the official DBE certification designee, with services to be performed over a period of three years commencing retroactively effective as of December 1, 2022, as described in the staff summary on this subject, for a total contract amount not to exceed \$305,275.49, Sole Source No. 23-00001-ADIM - PA UCP Proprietary System for DBE Program.

S/Corp/Resolutions/RES-FEB-2023-Sole-Sources

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AUTHORIZATION TO EXECUTE CHANGE ORDERS AND AMENDMENTS

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

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

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

1. To Bentley Systems Incorporated, for Change Order No. 1, which provides for implementation and training on the contract for cloud-based design file management services needed to ensure that SEPTA is IT compliant and has sufficient training on the vendor's products and features, at an increase in cost not to exceed \$15,000, bringing the total contract price,

including this change order, to an amended contract amount not to exceed \$177,660.

2. To Telephonics Corporation, for Change Order No. 1, which provides for additional telephonic support services required to maintain SEPTA's legacy communications control units (CCUs) on the project to upgrade CCUs and refurbish bench test equipment (BTE) units, at an increase in cost not to exceed \$100,000, bringing the total contract price, including this change order, to an amended contract amount not to exceed \$12,287,338.

3. To C. Abbonizio Contractors, Inc., for Change Order No. 1, which provides for costs incurred by the contractor due to delay in the start of construction, along with a 517 calendar day retroactive time extension, thereby establishing a new contract completion date of July 29, 2023, at an increase in cost not to exceed \$46,275.37, bringing the total contract price, including this change order, to an amended contract amount not to exceed \$385,275.37, 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."

4. To Routematch Software, Inc., for Change Orders No. 1 (to P.O. Nos. S926915, S896841 and S901806) and Change Order No. 2 (to P.O. No. S910873), which provide for the extension of various purchase orders/contracts (by way of both time and funding) for Demand Response Transit Software Maintenance in support of the operation of SEPTA's CCT/ADA Paratransit Services, thereby establishing a new contract completion date of September 30, 2023 to accommodate retroactive and current work until a new contract is awarded under the RFP for a replacement system, at collective increases in cost not to exceed \$840,778, bringing the total contract price, including all change orders to date, to an amended contract amount not to exceed \$9,208,915.67.

5. To CRRC MA Corporation, for Change Order No. 7, which provides for a 663 calendar day no-cost retroactive time extension for delivery under the contract for SEPTA's acquisition of 45 multi-level rail cars due to various delays to the project, thereby establishing a new contract completion date (including warranty work by CRRC) extending from July 8, 2021 to May 2, 2023, in no change to the contract value, with the total

contract price, including all change orders to date, remaining at an amount not to exceed \$140,491,246.

6. To Atkins North America, Inc. (formerly SNC Lavalin Rail & Transit, Inc.), for Amendment No. 4, which provides for a 24-month time extension of the contract for consultant and administrative support services pertaining to the ACS-64 Locomotives and Multi-Level Cab Procurement Project due to various delay issues, thereby establishing a new contract completion date of February 28, 2025, at an increase in cost not to exceed \$3,908,466.87, bringing the total contract price, including all amendments to date, to an amended contract amount not to exceed \$27,027,563.36.

7. To INFOR (US), Inc., for Amendment No. 6, which provides for a Phase I and Phase II Time and Cost Extension for the INFOR License Renewal and Data Migration Project, thereby establishing a revised go-live date from April 7, 2023 to later in 2023, along with 12 months of post go-live support (in the form of INFOR's Managed Services offering), at an increase in cost not to exceed \$1,999,525.32, bringing the total contract price, including all amendments to date, to an amended contract amount not to exceed \$21,025,532.45.

8. To CapTech Ventures, Inc., for Amendment No. 2, which provides for the continuation and expansion of project

management and organizational change management services in support of SEPTA's Integrated Reporting and Information System (IRIS) Program, thereby extending CapTech's current services to align with SEPTA's decision to delay the INFOR go-live date from April 2023 to July 2023, at an increase in cost not to exceed \$3,000,000, bringing the total contract price, including all amendments to date, to an amended contract amount not to exceed \$9,431,389.

S/Corp/Resolutions/RES-FEB-2023-Change Orders & Amendments