1. Approval of Minutes of the Regular Board Meeting of October 27, 2022

2. Financial Report

3. Resolutions

I. Pension Committee Review

A. Appointment of Hotchkis & Wiley Capital Management, LLC and Villanova Investment Management Company, LLC as Investment Managers of the SEPTA Pension Plan

B. Appointment of LifeSci Venture GP III, LLC as Investment Manager of the SEPTA Pension Plan

II. Administration Committee Review

A. Award of Contracts Pursuant to a Request for Proposals

III. Operations Committee Review

A. Items for Consideration

1. Supplemental Reimbursement Agreement Between SEPTA and the Pennsylvania Department of Transportation Relating to the Replacement of Old Street Road Bridge (S.R. 2043) which Crosses Over SEPTA’s West Trenton Regional Rail Line in Bensalem Township, Bucks County

2. Supplemental Reimbursement Agreement Between SEPTA and the Pennsylvania Department of Transportation Relating to the Modification of State Route I-76 (S.R. 0076) which Crosses Over SEPTA’s Norristown High Speed Line (NHSL) Tracks in Upper Merion, Montgomery County

B. Authorization to Award Contracts for Various Procurements

C. Award of Contracts for Sole Source Procurements

D. Authorization to Execute Change Order & Amendments

4. Report of General Manager/Chief Executive Officer

/
RESOLUTION

re

APPOINTMENT OF HOTCHKIS & WILEY CAPITAL MANAGEMENT, LLC AND VILLANOVA INVESTMENT MANAGEMENT COMPANY, LLC AS INVESTMENT MANAGERS OF THE SEPTA PENSION PLAN

WHEREAS, on June 24, 2021 the Pension Committee of the Board approved a revised Statement of Investment Policy and Objectives and Operating Guidelines ("Policy Statement") which governs the investment of the funds of the pension plan of SEPTA; and

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

WHEREAS, the Policy Statement holds Domestic Small-Mid Cap Equities as one of the permissible investment classes as an asset allocation; and

WHEREAS, at the July 28, 2022 Pension Committee meeting, New England Pension Consultants (NEPC), SEPTA’s pension plan consultant, provided the Pension Committee with performance data and manager information for potential Domestic Small-Mid Cap Equity funds; and
WHEREAS, after review of the performance data and discussion, the Committee decided to interview (i) Hotchkis & Wiley Capital Management, LLC (H&W) and (ii) Villanova Investment Management Company, LLC (VIMCO) as investment managers; and

WHEREAS, at the September 22, 2022 Pension Committee meeting, representatives of the two firms made presentations and responded to questions from Pension Committee members, staff and NEPC; and

WHEREAS, at the October 27, 2022 Pension Committee meeting, and based upon the presentations, performance data, manager investment styles and compatibility of the funds with the overall portfolio of the Pension Plan, the Pension Committee agreed to recommend the appointment of both H&W and VIMCO as US Small Cap Value investment managers with respect to the investment of SEPTA’s pension funds, with initial funding and timing of the investments to be determined by the Pension Committee.

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby designates and appoints Hotchkis & Wiley Capital Management, LLC and Villanova Investment Management Company, LLC as managers of SEPTA’s investments in the Domestic Small-Mid Cap Equity asset class; and
FURTHER RESOLVED, that the Board hereby authorizes the proper officers of SEPTA (i) to execute and deliver all documents, in form approved by the Office of General Counsel, that will enable SEPTA to enter into an investment management agreements with Hotchkis & Wiley Capital Management, LLC and Villanova Investment Management Company, LLC, consistent with this Resolution; (ii) to take such action necessary to transfer such amounts of funding to Hotchkis & Wiley Capital Management, LLC and Villanova Investment Management Company, LLC, as deemed appropriate by the Pension Committee; and (iii) to do any and all other things that will be necessary in order to effectuate this Resolution.
RESOLUTION

re

APPOINTMENT OF LIFESCI VENTURE GP III, LLC AS INVESTMENT MANAGER OF THE SEPTA PENSION PLAN

WHEREAS, on June 24, 2021 the Pension Committee of the Board approved a revised Statement of Investment Policy and Objectives and Operating Guidelines ("Policy Statement") which governs the investment of the funds of the pension plan of SEPTA; and

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

WHEREAS, the Policy Statement holds Private Equity as one of the permissible investment classes as an asset allocation; and

WHEREAS, at the September 22, 2022 Pension Committee meeting, New England Pension Consultants (NEPC), SEPTA’s pension plan consultant, provided the Pension Committee with performance data and manager information for LifeSci Venture GP III, LLC; and
WHEREAS, after review of the performance data and discussion, the Committee decided to interview LifeSci Venture GP III, LLC as an investment manager; and

WHEREAS, at the October 27, 2022 Pension Committee meeting, representatives of LifeSci Venture GP III, LLC made a presentation and responded to questions from Pension Committee members, staff and NEPC; and

WHEREAS, based upon the presentation, performance data, manager investment style and compatibility of the funds with the overall portfolio of the Pension Plan, the Pension Committee agreed to recommend the appointment of LifeSci Venture GP III, LLC as a Private Equity investment manager with respect to the investment of SEPTA's pension funds, with initial funding and timing of the investments to be determined by the Pension Committee.

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby designates and appoints LifeSci Venture GP III, LLC as a manager of SEPTA's investments in the Private Equity asset class; and

FURTHER RESOLVED, that the Board hereby authorizes the proper officers of SEPTA (i) to execute and deliver all documents, in form approved by the Office of General Counsel, that will enable SEPTA to enter into an investment management agreement with LifeSci Venture GP III, LLC, consistent with this Resolution; (ii) to take such action necessary to transfer such
amounts of funding to LifeSci Venture GP III, LLC, as deemed appropriate by the Pension Committee; and (iii) to do any and all other things that will be necessary in order to effectuate this Resolution.

S/Corp/Resolutions/10-2022 - Appointment of LifeSci Venture GP III, LLC - Private Equity
RESOLUTION

re

AWARD OF CONTRACTS
PURSUANT TO A REQUEST 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 (i) Loutel, LLC (for Diversity, Equity & Inclusion), for a total contract amount not to exceed $1,500,000; (ii) Slalom, LLC (for Efficiency & Accountability), for a total contract amount not to exceed $5,000,000; (iii) ESI, Inc. (for Value Proposition), for a total contract amount not to exceed $1,000,000; and (iv) Deloitte Consulting, LLP (for Organizational Development), for a total contract amount not to exceed $1,500,000, for the provision of management consulting services responsible for subject-matter expertise and analytical support in their respective work scope areas, with services to be performed on an “as required” basis over a period of three years scheduled to commence in December 2022, as described in the staff summary on this subject, for a total combined contract amount not to exceed $9,000,000, Request for Proposals No. 22-00090-AHAC - Management Consulting Services.
RESOLUTION

re

SUPPLEMENTAL REIMBURSEMENT AGREEMENT BETWEEN SEPTA AND THE PENNSYLVANIA DEPARTMENT OF TRANSPORTATION RELATING TO THE REPLACEMENT OF OLD STREET ROAD BRIDGE (S.R. 2043) WHICH CROSSES OVER SEPTA’s WEST TRENTON REGIONAL RAIL LINE IN BENSELEM TOWNSHIP, BUCKS COUNTY

WHEREAS, by authorization of the Board on June 30, 2016, SEPTA and the Department of Transportation of the Commonwealth of Pennsylvania ("PennDOT") entered into a fourth master cooperation agreement ("Cooperation Agreement") which, among other things, defined each party’s respective share of the costs associated with projects of PennDOT that require support by SEPTA; and

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

WHEREAS, PennDOT is preparing plans to replace the Old Street Road Bridge (S.R. 2043) where State Route 2043 crosses over SEPTA’s West Trenton Regional Rail Line south of Trevose Station in Bensalem Township, Bucks County (“Project”); and

WHEREAS, SEPTA’s Maintenance-of-Way and Bridges & Buildings Departments will perform preliminary engineering work with respect to the replacement of the Old Street Road Bridge which
will include (i) field meetings, (ii) plan and specification review, (iii) protection services, (iv) preparation of estimates and (v) other related preparatory work in advance of construction activities on the Project; and

WHEREAS, SEPTA and PennDOT now desire to enter into a supplemental reimbursement agreement which will enable SEPTA to invoice PennDOT for the costs of the aforesaid design and engineering support services currently estimated in the amount of $139,995; and

WHEREAS, staff requested that the General Manager/Chief Executive Officer recommend that the Board authorize SEPTA to enter into the proposed supplemental reimbursement agreement with PennDOT under the terms and conditions 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 enter into the proposed supplemental reimbursement agreement with the Department of Transportation of the Commonwealth of Pennsylvania with respect to all costs incurred by SEPTA in support of PennDOT’s replacement of the Old Street Road Bridge (S.R. 2043) in Bensalem Township, Bucks
County, under the terms and conditions set forth within the pertinent staff summary.

FURTHER RESOLVED, that the Board hereby authorizes the General Manager/Chief Executive Officer or her 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.

S/Corp/Resolutions/6-2022-Amendment-Supplemental Reimbursement Agreement - PennDOT - Reconstruction of Old Street Road Bridge - Bensalem Township - Bucks County.
RESOLUTION

re

SUPPLEMENTAL REIMBURSEMENT AGREEMENT BETWEEN SEPTA AND THE PENNSYLVANIA DEPARTMENT OF TRANSPORTATION RELATING TO THE MODIFICATION OF STATE ROUTE I-76 (S.R. 0076) WHICH CROSSES OVER SEPTA’s NORRISTOWN HIGH SPEED LINE (NHS) TRACKS IN UPPER MERION, MONTGOMERY COUNTY

WHEREAS, by authorization of the Board on June 30, 2016, SEPTA and the Department of Transportation of the Commonwealth of Pennsylvania ("PennDOT") entered into a fourth master cooperation agreement ("Cooperation Agreement") which, among other things, defined each party’s respective share of the costs associated with projects of PennDOT that require support by SEPTA; and

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

WHEREAS, PennDOT is preparing plans to modify State Route I-76 (S.R. 0076) in connection with its Integrated Corridor Management Program which will include reconstruction of the shoulders up to the current standard width and depth for part time shoulder use, that may necessitate increasing pavement or bridge deck width where insufficient and lengthening of overhead bridge spans as required where I-76 crosses over SEPTA’s...
Norristown High Speed Line (NHSL) south of Gulph Mills Station in Upper Merion Township in Montgomery County ("Project"); and

WHEREAS, SEPTA’s Maintenance-of-Way and Bridges & Buildings Departments will perform preliminary engineering work with respect to the reconstruction of Route I-76 which will include (i) field meetings, (ii) plan and specification review, (iii) protection services, (iv) preparation of estimates and (v) other related preparatory work in advance of construction activities on the Project; and

WHEREAS, SEPTA and PennDOT now desire to enter into a supplemental reimbursement agreement which will enable SEPTA to invoice PennDOT for the costs of the aforesaid design and engineering support services currently estimated in the amount of $192,150; and

WHEREAS, staff requested that the General Manager/Chief Executive Officer recommend that the Board authorize SEPTA to enter into the proposed supplemental reimbursement agreement with PennDOT under the terms and conditions 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 enter into the proposed supplemental
reimbursement agreement with the Department of Transportation of the Commonwealth of Pennsylvania with respect to all costs incurred by SEPTA in support of PennDOT’s modification and reconstruction of Route I-76 (S.R. 0076) in Upper Merion, Montgomery County, under the terms and conditions set forth within the pertinent staff summary.

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

RESOLUTION

re

AUTHORIZATION TO 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 Fred Beans Parts, Inc., for the purchase of various Chevrolet parts under a blanket contract to be used by the Courtland Utility Shop to repair non-revenue SEPTA vehicles, with delivery of material on an "as required" basis over a period of 24 months commencing in January 2023, as described in the staff summary on this subject, for a total contract amount not to exceed $315,459.42, Sealed Bid No. 22-00153-AMLP - Chevrolet Parts Blanket.

2. To Waste Management of Pennsylvania, Inc., for the provision of all labor, supervision, containers, transportation, permits, licenses, fees, tipping and recycling charges, and insurance relating to the removal and recycling of waste from designated locations throughout the Authority, with services to be performed on an "as required" basis over a period of five years scheduled to commence in January 2023, as described in the staff summary on this subject, for a total contract amount not to exceed $5,228,829.60, Sealed Bid No. 22-00174-AMUD - Municipal Waste and Recycling Services.

3. To Gatekeeper Systems USA Inc., for the purchase of kits needed to upgrade the bus mobile DVRs and address the current issues with old and unreliable recording equipment on SEPTA's existing bus fleet, with delivery of material scheduled in January 2023, as described in the staff summary on this subject, for a
total contract amount not to exceed $2,936,325, Sealed Bid No. 22-00189-ASTC - Bus DVR Upgrade.

S/Corp/Resolutions/RES-NOV-2022-Sealed-Bids
RESOLUTION

re

AWARD OF CONTRACTS FOR SOLE SOURCE PROCUREMENTS

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

WHEREAS, staff reviewed the cost of the supplies and services and the General Manager/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 Corys Inc., for the provision of extended warranty and maintenance services under the contract for railroad locomotive cab training simulators, with services to be performed over a period of five years scheduled to commence on November 20, 2022 thru November 19, 2027, as described in the staff summary on this subject, for a total contract amount not to exceed $552,000, Sole Source No. 22-00198-AJEB - Extended Warranty for Railroad Training Simulator – 5 Year.

2. To Siemens Mobility Inc., for the purchase of highway grade crossing and signal equipment to be used on the Norristown Regional Rail Line to replace existing equipment that was damaged by flooding during Hurricane Ida in August 2021, with delivery of material within 270 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 $690,792.20, Sole Source No. 22-00186-AMWB - Equipment Replacement for Norristown Line.

3. To CNI Sales Inc., for the renewal and provision of continued support for SEPTA’s Extreme Networks Wi-Fi equipment (which includes switches, access points and access point concentrators) used for critical operational services and provides a secure and modernized wireless network which is critical to SEPTA operations, with services to be performed over
a period of one year scheduled to commence after issuance of Notice-to-Proceed, as described in the staff summary on this subject, for a total contract amount not to exceed $195,065, Sole Source No. 22-00206-AMUD – Extreme Networks Support Renewal.

4. To ZeroEyes, Inc., for the provision of a CCTV pilot program for the detection of weapons on SEPTA property by integrating with the existing surveillance camera network and allow SEPTA to evaluate the technology, with services to be performed over a period of six months scheduled to commence in December 2022, as described in the staff summary on this subject, for a total contract amount not to exceed $63,000, Sole Source No. 22-00214-ACAC – CCTV Pilot Program for Weapon Detection Services.
RESOLUTION

re

AUTHORIZATION TO EXECUTE CHANGE ORDER AND AMENDMENTS

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/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 order 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 Conduent, Inc. (formerly XEROX Transport Solutions, Inc.), for Change Order No. 29, which provides for various changes in the scope of work and program enhancements requested by the Finance Division and the SEPTA KEY Program in support of the New Payment Technologies (NPT) System, at an increase in cost not to exceed $437,108, bringing the total contract price,
including all change orders to date, to an amended contract amount not to exceed $239,052,152.

2. To HATCH-LTK Engineering Services, Inc. (formerly LTK Engineering Services, Inc.), for Amendment No. 14, which provides for a supplemental budget and extension of services under SEPTA’s professional services contract in support of the New Payment Technologies Program (now KEY Program), along with a six-month time extension, thereby establishing a new contract completion date of June 30, 2023, at an increase in cost not to exceed $641,228, bringing the total contract price, including all amendments to date, to an amended contract amount not to exceed $23,635,796.

3. To Swell, LLC and Harmelin Media, for Amendment No. 2, which provides for an additional three-month time extension on SEPTA’s existing Advertising Agency of Record professional services contracts which will allow for a new RFP to be solicited and transition time, thereby establishing new contract completion dates of March 31, 2023 for both contracts, along with additional funds required for the contract with Swell, LLC at an increase in cost not to exceed $122,000, bringing the total contract amounts, including this amendment, remaining unchanged at $9,000,000 for Harmelin Media and an increased amount not to exceed $1,244,000 for Swell, LLC.
4. To UPMC Benefit Management Services, Inc. d/b/a UPMC Work Partners, for Amendment No. 2, which provides for a six-month time extension and uninterrupted continuation of third-party Family Medical Leave Act (FMLA) administrative services which includes claims management and processing, tracking and documentation, interfacing with various SEPTA departments and third-party administrators, and return to work confirmation, which will ensure a seamless transition of the Integrated Absence Management Program with INFOR’s April 2023 rollout, thereby establishing a new contract completion date of August 31, 2023, at an increase in cost not to exceed $192,510, bringing the total contract price, including all amendments to date, to an amended contract amount not to exceed $2,288,330.

5. To (i) Easton Coach Company of Delaware Valley (PO #S-902486), for Amendment No. 4, which provides for an 18-month time extension, thereby establishing a new contract completion date of November 24, 2024, at an increase in cost not to exceed $16,852,815, bringing the total contract price, including all amendments to date, to an amended contract amount not to exceed $57,736,646; and (ii) Total Transportation Corp. (PO #S-903832), for Amendment No 4, which provides for a 12-month time extension, thereby establishing a new contract completion date of May 24, 2024, at an increase in cost not to exceed
$22,929,000, bringing the total contract price, including all amendments to date, to an amended contract amount not to exceed $104,628,928, under the two contracts for operation of the ADA paratransit Shared Ride Program (SRP) in Philadelphia County.

6. To Michael Baker International, Inc., for Amendment No. 1, which provides for additional funding as requested by the System Safety Division to address an estimated shortfall pertaining to ongoing testing and environmental services (TES) and uninterrupted support of active and anticipated Task Order Projects, at an increase in cost not to exceed $950,000, bringing the total contract price, including this amendment, to an amended contract amount not to exceed $5,930,000.