1. Approval of Minutes of the Regular Board Meeting of October 28, 2021
2. Financial Report
3. Resolutions
I. Pension Committee Review
   A. Appointment of Octagon Credit Investors as an Investment Manager for the SEPTA Pension Plan
II. Administration Committee Review
   A. Authorization to Enter into a Professional Services Contract with Consova, Inc. to Complete Employee and Retiree Dependent Benefits Eligibility Audits
   B. Award of Contract Pursuant to a Request for Proposal
III. Operations Committee Review
   A. Items for Consideration
      1. Memorandum of Agreement by and between SEPTA and Transport Workers Union of America (AFL-CIO)/Transport Workers Union of Philadelphia, Local 234, Governing the City Transit Division
      2. Memorandum of Agreement by and between SEPTA and Transport Workers Union of America (AFL-CIO)/Transport Workers Union of Philadelphia, Local 234, Governing the Suburban Transit Division
      3. Memorandum of Agreement by and between SEPTA and Transport Workers Union of America (AFL-CIO)/Transport Workers Union of Philadelphia, Local 234, Governing the Frontier Transit Division
Agenda
November 18, 2021

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/Chief Executive Officer
RESOLUTION

re

APPOINTMENT OF OCTAGON CREDIT INVESTORS AS AN INVESTMENT MANAGER FOR THE SEPTA PENSION PLAN

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

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

WHEREAS, the Policy Statement holds Bank Loans as one of the permissible investment classes within the approved asset allocation; and

WHEREAS, at the September 30, 2021 Pension Committee meeting, New England Pension Consultants (NEPC), SEPTA's pension plan consultant, provided the Pension Committee with performance data and manager information for a potential Bank Loan allocation; and

WHEREAS, after review of the performance data and discussion, the Committee decided to interview Bain Capital
Credit and Octagon Credit Investors as investment managers for Bank Loans; and

WHEREAS, at the October 28, 2021 Pension Committee meeting, representatives of the two firms made presentations and responded to questions from Pension Committee members, staff and NEPC; and

WHEREAS, 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 Octagon Credit Investors as Bank Loan investment manager with respect to the investment of SEPTA’s pension funds.

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby designates and appoints Octagon Credit Investors as a manager of SEPTA’s investments in Bank Loans.

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 Octagon Credit Investors, consistent with this Resolution; (ii) to take such action necessary to transfer such amounts of funding to Octagon Credit Investors, 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/11-2021-Pension Appointment of Octagon Credit Investors
RESOLUTION

re

AUTHORIZATION TO ENTER INTO A PROFESSIONAL SERVICES CONTRACT WITH CONSOVA, INC. TO COMPLETE EMPLOYEE AND RETIREE DEPENDENT BENEFITS ELIGIBILITY AUDITS

WHEREAS, pursuant to the implementation of Efficiency & Accountability (E&A) Program Initiative #151, on June 17, 2021 the Authority’s broker/consultant (Brown & Brown Metro, LLC/Innovative Risk Solutions) released a Request for Proposals (RFP) to five vendors with respect a professional services contract to complete employee and retiree Dependent Benefits Eligibility Audits that will include the Authority’s self-insured medical, prescription drug, dental and fully insured vision plans; and

WHEREAS; the contract would be for a base period of three years beginning in 2022, along with an option in years four and five to be exercised at SEPTA’s sole discretion; and

WHEREAS, of those vendors solicited, only BMI Auditors, Consova, Inc. and Winston Benefits submitted proposals in response to the RFP; and
WHEREAS, after review of the proposals by the Technical Committee, BAFO's were requested from both Consova, Inc. and BMI Auditors, which included four options pertaining to the frequency and criteria of full dependent eligibility audits performed during the term of the contract; and

WHEREAS, the proposal submitted by Consova, Inc. recommending the Authority follow Option #4 (i.e., full Benefit Dependent Eligibility Audits performed in Year One, with newly enrolled spouses and children performed the following year, and all spouses audited every other year), was deemed the best BAFO and supported by the Authority's broker/consultant; and

WHEREAS, the total cost of the contract as proposed by Consova, Inc. is based on a per employee per month rate, with the final cost being based upon an actual employee count, at a projected amount not to exceed $325,708; and

WHEREAS, with the concurrence of the Administration Committee of the Board, staff requested the General Manager/Chief Executive Officer recommend that the Board authorize SEPTA to enter into a professional services contract with Consova, Inc. to complete employee and retiree Dependent Benefits Eligibility Audits, for a period of three years commencing in 2022, with an option for years four and five to be
exercised at SEPTA's sole discretion, at a projected cost not to exceed $325,708, 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 professional services contract (Option #4) with Consova, Inc., under the terms and conditions that are 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/11-2021-Benefit Dependent Eligibility Audits-Consova, Inc.
RESOLUTION

re

AWARD OF CONTRACT
PURSUANT TO A REQUEST FOR PROPOSAL

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 contract to the firm listed below because said firm was the successful proposer in the areas for which the request for proposals was issued; and

WHEREAS, the General Manager/Chief Executive Officer 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/Chief Executive Officer or her designee 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 requests for proposals, including the provision of any required insurance certificates and full compliance with any applicable Disadvantaged Business Enterprise (DBE) requirements:

1. To New Flyer of America, Inc., for the purchase of 220 40-foot low floor diesel electric hybrid buses (with BAE System propulsion configuration), along with an option to purchase up to an additional 120 hybrid buses to be exercised at SEPTA's sole discretion, with delivery of first year vehicles scheduled to commence in August 2022, as described in the staff summary on this subject, for a total contract amount for the base order not to exceed $178,223,573.81, and a total contract amount for the option order not to exceed $94,675,080, Request for Proposals No. 21-00072-AMJP - 40-Foot Low Floor Diesel Electric Hybrid Buses.
RESOLUTION

re

MEMORANDUM OF AGREEMENT BY AND BETWEEN SEPTA
AND TRANSPORT WORKERS UNION OF AMERICA (AFL-CIO)/
TRANSPORT WORKERS UNION OF PHILADELPHIA, LOCAL 234,
GOVERNING THE CITY TRANSIT DIVISION

______________________________

WHEREAS, negotiations between representatives of SEPTA and
Transport Workers Union of America (AFL-CIO)/Transport Workers
Union of Philadelphia, Local 234 ("Union"), with respect to the
City Transit Division, 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, 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 appropriate members of the Union have ratified
the Memorandum of Agreement; and

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

Page 1 of 2
NOW, THEREFORE, BE IT RESOLVED, that the Board hereby approves and ratifies the proposed Memorandum of Agreement by and between SEPTA and Transport Workers Union of America (AFL-CIO)/Transport Workers Union of Philadelphia, Local 234, which governs the terms and conditions of employment of those City Transit Division bargaining unit employees whom the Union represents.

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

re

MEMORANDUM OF AGREEMENT BY AND BETWEEN SEPTA AND TRANSPORT WORKERS UNION OF AMERICA (AFL-CIO)/TRANSPORT WORKERS UNION OF PHILADELPHIA, LOCAL 234, GOVERNING THE SUBURBAN TRANSIT DIVISION

WHEREAS, negotiations between representatives of SEPTA and Transport Workers Union of America (AFL-CIO)/Transport Workers Union of Philadelphia, Local 234 ("Union"), with respect to the Suburban Transit Division, 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, 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 appropriate members of the Union have ratified the Memorandum of Agreement; and

WHEREAS, the General Manager/Chief Executive Officer 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 Transport Workers Union of America (AFL-CIO)/Transport Workers Union of Philadelphia, Local 234, which governs the terms and conditions of employment of those Suburban Transit Division bargaining unit employees whom the Union represents.

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

re

MEMORANDUM OF AGREEMENT BY AND BETWEEN SEPTA AND TRANSPORT WORKERS UNION OF AMERICA (AFL-CIO)/TRANSPORT WORKERS UNION OF PHILADELPHIA, LOCAL 234, GOVERNING THE FRONTIER TRANSIT DIVISION

WHEREAS, negotiations between representatives of SEPTA and Transport Workers Union of America (AFL-CIO)/Transport Workers Union of Philadelphia, Local 234 ("Union"), with respect to the Frontier Transit Division, 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, 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 appropriate members of the Union have ratified the Memorandum of Agreement; and

WHEREAS, the General Manager/Chief Executive Officer 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 Transport Workers Union of America (AFL-CIO)/Transport Workers Union of Philadelphia, Local 234, which governs the terms and conditions of employment of those Frontier Transit Division bargaining unit employees whom the Union represents.

FURTHER RESOLVED, that the Board hereby authorizes the General Manager/Chief Executive Officer or her 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.
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 Parking Systems Plus, Inc., for the provision of parking garage management services at the Frankford Transportation Center (FTC), Norristown Transportation Center (NTC) and Lansdale Regional Rail Station parking facilities, with services to be performed over a period of four years commencing on January 1, 2022, as described in the staff summary on this subject, for a total contract amount not to exceed $3,919,964.28, Sealed Bid No. 21-00191-ARIB - Frankford, Norristown, Lansdale Parking Garage Management.

2. To Nova Industries LLC d/b/a Nova Sign Group, for the purchase of stainless steel panels and doors to be used for the MFL Exit Improvements at York Dauphin Station Project, with delivery of material on or before March 1, 2022, as described in the staff summary on this subject, for a total contract amount not to exceed $227,681.27, Sealed Bid No. 21-00151-ADWC - MFL Exit Improvements at York Dauphin.

3. To (i) UTCRAS, for Line Nos. 1 and 2, for the purchase of 500 each B4 car steel wheels (at a unit price of $1,717.50) and 64 each LRV car steel wheels (at a unit price of $2,640.32), for total contract amount not to exceed $1,027,730.48; and (ii) ORX
Railway Corporation, for Line No. 3, for the purchase of 100 each N5 car steel wheels at a unit price of $2,354, for a total contract amount not to exceed $235,400, to be used for the maintenance and vehicle overhaul (VOH) of said fleets, with delivery of material commencing in March 2022 with Line Nos. 1 and 2 every six months until completion and Line No. 3 every four months until completion, as described in the staff summary on this subject, Sealed Bid No. 21-00192-ASTC - Wheels for the B4, LRV, and N5 Fleets.

4. To Prime Lube, Inc., for the supply and delivery of diesel exhaust fluid (DEF) used in the servicing of SEPTA’s bus and utility vehicle fleets, at a unit price of $1.597 per gallon for quantities ordered within the first six months of the contract, with delivery of material on an “as required” basis over a period of two years scheduled to commence in January 2022, as described in the staff summary on this subject, for a total contract amount not to exceed $1,112,470.20, subject to permissible escalation/de-escalation, Sealed Bid No. 21-00173-ACAC - Two Year Contract for Diesel Exhaust Fluid.

5. To Axon Enterprise, Inc., for the purchase of (i) 300 cameras, (ii) 300 individual camera charging stations and (iii) 14 multi-camera charging stations for the SEPTA Transit Police Department officers, along with equipment warranty services for
the duration of the contract, a planned refresh of all equipment after 36 months, and subscription licensing to cloud-based software that manages all cameras and their recordings, with delivery of material and services expected within 30 days after issuance of Notice-to-Proceed, as described in the staff summary on this subject, for a total contract amount not to exceed $979,729.02, Sealed Bid No. 21-00215-AJEB - Body Worn Cameras (BWC) and Accessories Rebid.
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 Conduent Transport Solutions, Inc., for the repair of the Integrated Vehicle Unit (IVU) and Orbstar modules at the Wyoming Radio Shop which are part of radio, automatic vehicle announcement and GPS systems of SEPTA’s Customized Community Transportation (CCT) fleet, with delivery of material on an “as required, when needed” basis commencing in December 2021, as described in the staff summary on this subject, for a total contract amount not to exceed $298,062.15, Sole Source No. 21-00221-ACAC - Repair of Integrated Vehicle Unit & Orbstar Modules.

2. To CSS Mindshare, LLC, for the purchase of control equipment for SEPTA’s new Auxiliary Control Center located in the Frankford Transportation Center, with delivery of material within 180 days after issuance of Notice-to-Proceed, as described in the staff summary on this subject, for a total contract amount not to exceed $103,980, Sole Source No. 21-00226-AMWB - Control Equipment for Auxiliary Control Center.

3. To Swingmaster Corporation, for the purchase of (i) a Swingmaster engine replacement (i.e., rebuilt engine) and (ii) a three year parts blanket to be used by Courtland Utility Shop for running repairs, with the engine replacement commencing upon vendor’s receipt of the purchase order and delivery under the parts blanket on an “as required” basis over a period of 36
months commencing in December 2021, as described in the staff summary on this subject, for total contract amounts not to exceed $49,900 and $255,396.24, respectively, Sole Source No. 21-00105-AMLP - Swingmaster Engine Replacement and Sole Source No. 21-00149-AMLP - Swingmaster Parts Blanket.

4. To KOVA Corp., for the upgrade of SEPTA’s Audio Logger Recording System (ARS) equipment (including servers, workstations, licenses and software) which provides recordings for the Control Center, Transit Police Department, Customer Service Department, CCT Department telephones/radio channels, and Rail Dispatch in order to meet SEPTA’s cyber security requirements, with delivery of upgraded equipment expected within 5-8 weeks after issuance of Notice-to-Proceed, as described in the staff summary on this subject, for a total contract amount not to exceed $472,398, Sole Source No. 21-00219-ADIM - Audio Logger Recording System Equipment Upgrade.

5. To CORYS Inc., for the provision of an additional one-year extended warranty for railroad locomotive cab training simulators to ensure the continuity of the simulator training experience which provides realistic operation prior to actual training on RRD revenue service lines, and includes software updates to many of the existing railroad assets, with the warranty extension covering the period of November 21, 2021 thru
November 20, 2022, as described in the staff summary on this subject, for a total contract amount not to exceed $58,900, Sole Source No. 21-00245-AJEB - 1-Year Extended Warranty for Railroad Simulators.

6. To Trapeze Software Group, Inc. d/b/a Assetworks LLC, for the provision of hosting and software restoration services to advance the implementation of enterprise asset management software (FA Suite) while the Authority continues to recover from the August 2020 malware attack, with services to be performed over a period of six months scheduled to commence in January 2022, as described in the staff summary on this subject, for a total contract amount not to exceed $39,800, Sole Source No. 21-00237-AXWQ - Hosting and Software Services.
RESOLUTION

re

AUTHORIZATION TO EXECUTE CHANGE ORDERS 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 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 Devine Brothers, Inc., for Change Order No. 2, which provides for additional mechanical construction work due to unforeseen conditions and apparent design errors/omissions, along with a credit for deletion of certain demolition and installation work for the Jefferson Station Ventilation Improvements Project, at a net increase in cost not to exceed
$62,885, bringing the total contract price, including all change orders to date, to an amended contract amount not to exceed $3,048,998, 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.”

2. To Pine Run Construction Company, for Change Order No. 3, which provides for additional general construction work due to unforeseen conditions and various changes requested by EM&C and due to apparent design errors/omissions, along with a credit for scope of work removed on the Victory, Southern and Courtland Underground Tank Modification Project, at a net increase in cost not to exceed $80,895, bringing the total contract price, including all change orders to date, to an amended contract amount not to exceed $1,977,139, 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 DeAngelo Brothers, LLC, for Change Order No. 1, which provides for changes in technical services resulting from the vendor not being allowed to use certain chemicals (containing Glyphosate) for weed and brush spraying to control vegetation growth at various locations throughout the CTD, STD and RRD, at an increase in cost not to exceed $138,134.91, bringing the total contract price, including this change order, to an amended contract amount not to exceed $1,135,057.91.

4. To The Selzer Company, Inc., for Amendment No. 1, which provides for a 180 calendar day time extension of the contract for Risk Management Advisory Consultant Services for SEPTA’s Legal Division/OGC (Risk Management and Workers Compensation Departments) to assist in the on-going management of the Authority’s insurance programs, as well as facilitate proper transition time for solicitation and award of a new contract, thereby establishing a new contract completion date of June 1, 2022, with the previously established contract rates and all other terms and conditions of the original contract remaining the same.

5. To Questionmark Corporation, for Amendment No. 1, which provides for the full complement of 15,000 licenses and
support services in year three of the contract and use of proprietary software by SEPTA’s Training Department for class scheduling and job re-certification, which is necessitated by complications prompted by the August 2020 malware attack on SEPTA, the launch of the HRIS earlier this year, remnants of the COVID-19 pandemic and staff turnover in the Career Resource Center (CRC) resulting in the continued use of all 15,000 licenses, at an increase in cost not to exceed $14,764.90, bringing the total contract price, including this amendment, to an amended contract amount not to exceed $153,743.25.