1. Approval of Minutes of the Regular Board Meeting of December 20, 2012

2. Financial Report

3. Resolutions

I. Pension Committee Review

   A. Appointment of Pyrford International Global Asset Management as Investment Manager and Termination of Investment Management Agreement with Philadelphia International Advisors

II. Administration Committee Review

   A. Consultant Amendment

       1. To LTK Engineering Services, Inc., for Amendment No. 1, for the reallocation of effort and associated budget among the various subcontractors for program management services in support of the New Payment Technologies Program, at no increase in cost, with the total contract price remaining at an amount not to exceed $9,150,521.

III. Operations Committee Review

   A. Items for Consideration

       1. Acquisition from Hahnemann University Hospital of a Perpetual Easement at North Broad and Race Streets to Accommodate Installation of a Handicapped-Accessible Elevator Servicing the Race-Vice Street Broad Street Subway Station

       2. Authorization to Execute a Settlement Agreement, an Agreement of Sale and Easement Agreements with the Estate of Margaret J. Blosenski

       3. Lease to Rorer Acquisitions, Inc., of Part of North Wales Passenger Station Building and Parking Lot
Agenda
January 24, 2013

B. Procurement

C. Sole Source Procurements

D. Change Orders

4. Report of General Manager
RESOLUTION

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APPOINTMENT OF
PYRFORD INTERNATIONAL GLOBAL ASSET MANAGEMENT
AS INVESTMENT MANAGER AND
TERMINATION OF INVESTMENT MANAGEMENT AGREEMENT
WITH PHILADELPHIA INTERNATIONAL ADVISORS

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

WHEREAS, the Policy Statement places International Equities within the permissible investment classes; and

WHEREAS, at a meeting that was held on November 15, 2012, SEPTA’s pension consultant, PFM Advisors, reviewed the long-term performance of Philadelphia International Advisors ("PIA"), a current International Equity investment manager, and recommended that the Committee terminate the investment management agreement with PIA and use the assets from said termination to fund a new International Equity investment manager; and
WHEREAS, at the request of the Pension Committee, PFM Advisors identified several investment firms as being qualified to serve as International Equity investment managers; and

WHEREAS, at the meeting that was held on November 15, 2012, the Pension Committee evaluated and ranked the performance, management style, and portfolio characteristics of these firms, and based upon that evaluation agreed to interview two International Equity investment managers as replacement candidates for PIA; and

WHEREAS, at the meeting that was held on December 20, 2012, representatives of the two International Equity investment managers made presentations to the Pension Committee, and responded to questions from Pension Committee members and PFM Advisors; and

WHEREAS, as a result of said presentations, interviews and discussions, the Pension Committee recommended that (i) SEPTA terminate the existing investment management agreement with PIA; (ii) SEPTA appoint Pyrford International Global Asset Management ("Pyrford") as an International Equity investment manager with respect to the investment of SEPTA's pension funds; and (iii) that the assets currently managed by PIA be used to fund SEPTA's
investment with Pyrford or such other investments properly approved by the Pension Committee and the Board, with the initial timing and funding to be determined by the Pension Committee.

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby authorizes the proper officers of SEPTA to terminate the investment management agreement with Philadelphia Investment Advisors.

FURTHER RESOLVED, that the Board hereby designates and appoints Pyrford International Global Asset Management as manager of SEPTA's investments in International Equities, and 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 Pyrford International Global Asset Management consistent with this Resolution; and (ii) to take such action necessary to transfer such amounts of funding to Pyrford International Global Asset Management 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

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AUTHORIZATION TO EXECUTE A CONSULTANT AMENDMENT

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

WHEREAS, staff reviewed the additional work and the General Manager recommended that the Board authorize SEPTA to enter into the amendment for 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 consultant amendment 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 LTK Engineering Services, Inc., for Amendment No. 1, which provides for the reallocation of effort and associated budget among the various subcontractors for program management services in support of the New Payment Technologies ("NPT") Program, at no increase in cost, with the total contract price,
including this amendment, remaining at an amount not to exceed $9,150,521.
RESOLUTION

re

ACQUISITION FROM HAHNEMANN UNIVERSITY HOSPITAL
OF A PERPETUAL EASEMENT AT NORTH BROAD AND RACE STREETS TO
ACCOMMODATE INSTALLATION OF A HANDICAPPED-ACCESSIBLE ELEVATOR
SERVICING THE RACE-VINE STREET BROAD STREET SUBWAY STATION

WHEREAS, SEPTA petitioned Hahnemann University Hospital
("HUH") for a perpetual easement for approximately an 84 square
foot portion of HUH's parking lot located at North Broad and
Race Streets, needed to facilitate installation of an elevator
servicing the Race-Vine Street Broad Street Subway Station
necessary to comply with the Americans with Disabilities Act
("ADA") requirements; and

WHEREAS, the City of Philadelphia ("City") Streets
Department is requiring SEPTA to install a sidewalk
approximately 10-feet wide on at least one side of the proposed
elevator; and

WHEREAS, the City requirement and construction
specifications necessitate SEPTA's occupancy of the said
approximately 84 square feet portion of the adjacent HUH parking
lot; and
WHEREAS, SEPTA is negotiating with HUH to grant SEPTA the said perpetual easement for nominal consideration, and SEPTA will restripe the parking lot and reimburse HUH for either the relocation of existing signage or acquisition/placement of new signage; and

WHEREAS, staff requested that the General Manager recommend that the Board authorize SEPTA to acquire from HUH the perpetual easement as described in the pertinent staff summary on this subject and under the terms that are set forth in the pertinent staff summary; and

WHEREAS, the General Manager made the recommendation to the Board.

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby authorizes SEPTA to acquire a perpetual easement from Hahnemann University Hospital for an 84 square feet portion of its parking lot located at North Broad and Race Street, under the terms that are set forth in 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.
RESOLUTION

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AUTHORIZATION TO EXECUTE A SETTLEMENT AGREEMENT,
AN AGREEMENT OF SALE AND EASEMENT AGREEMENTS
WITH THE ESTATE OF MARGARET J. BLOSENSKI

WHEREAS, by deed from Aldan Industries, Inc. dated April 28, 1971, John and Margaret Blosenski acquired property ("Tract 1") located adjacent to an overhead power transmission line right-of-way ("ROW") owned by Consolidated Rail Corporation ("Conrail"), and subsequently constructed a building thereon which encroached upon the said Conrail ROW by 2,758+/- square feet; and

WHEREAS, by deed dated April 25, 1980 (recorded June 17, 1980), Conrail conveyed the aforementioned ROW, along with a 17,424+/- square foot parcel of property ("Track 2") bounding the opposite side of the ROW to SEPTA; and

WHEREAS, on December 28, 2009, the Estate of Margaret Blosenski ("Estate") filed an action against SEPTA in the Court of Common Pleas of Delaware seeking the quiet title on both the
ROW encroachment and Track 2, asserting ownership against SEPTA by adverse possession; and

WHEREAS, the Estate and SEPTA have now negotiated a settlement to amicably resolve the lawsuit and all related property right disputes between the parties, under such terms and conditions as set forth in the pertinent staff summary; and

WHEREAS, the negotiated settlement includes, inter alia, that SEPTA shall convey/grant to the Estate (i) the 2,758+/- square foot portion of the ROW being encroached upon; (ii) a 17,424+/- square foot portion of Track 2; (iii) a 1,875+/- square foot ingress/egress easement; (iv) a 200+/- square foot sanitary sewer utility easement; and (v) a 400+/- square foot gas line utility easement; and

WHEREAS, in return for the foregoing, the Estate shall convey/grant to SEPTA (i) a 4,500+/- square foot ingress/egress easement across Track 1 to the SEPTA ROW; (ii) a 3,375+/- square foot slope easement on Track 2 for custodial access to the inactive Chester Creek Branch railroad right-of-way; and (iii) the payment of $14,782; and

WHEREAS, staff requested that the General Manager recommend that the Board authorize SEPTA to enter into the aforementioned
settlement agreement (and the agreement of sale and easement agreements contemplated thereunder) with the Estate, under the terms that are set forth in the pertinent staff summary; and

WHEREAS, the General Manager made the recommendation to the Board.

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby authorizes SEPTA to enter into the proposed settlement agreement, agreement of sale and easement agreements with the Estate of Margaret J. Blosenski under the terms that are set forth in 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.
RESOLUTION

re

LEASE TO RORER ACQUISITIONS, INC. OF PART OF NORTH WALES PASSENGER STATION BUILDING AND PARKING LOT

WHEREAS, SEPTA owns North Wales Passenger Station ("Station") which is located at 5th and Walnut Streets in the Borough of North Wales, Montgomery County, in a designated Transit Oriented Development District, which serves the Lansdale/Doylestown Railroad Line; and

WHEREAS, in July 2009 SEPTA entered into an agreement with the Borough of North Wales ("Borough") for SEPTA's renovation of the Station building ("Building"); and

WHEREAS, the Building has been listed as historic in the Borough's Historic Preservation District; and

WHEREAS, SEPTA offered to lease a 665 square foot portion of the Station, including an ADA compliant bathroom in the Building and three (3) dedicated parking spaces ("Demised Premises") via SEPTA's competitive bid process, for a minimum annual rental of $9,600, subject to FTA concurrence; and

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WHEREAS, the only bid received was from Rorer Acquisitions, Inc. ("Rorer"), for the proposed use of a coffee shop and cafe; and

WHEREAS, the base term of the lease will be for five (5) years at a rental of $800 / $9,600 monthly/annually, with two (2) consecutive five-year renewal options with rental increases of 3% annually during any option period; and

WHEREAS, staff requested that the General Manager recommend that the Board authorize SEPTA to lease to Rorer the Demised Premises under the terms that are set forth within the pertinent staff summary; and

WHEREAS, the General Manager made the recommendation to the Board.

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby authorizes SEPTA to lease to Rorer Acquisitions, Inc. the Demised Premises that are identified in the pertinent staff summary and under the terms that are set forth within the pertinent staff summary.

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

re

AUTHORIZATION TO AWARD A CONTRACT FOR A PROCUREMENT

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

WHEREAS, the firm listed below was the lowest responsive and responsible bidder to the invitation for bids; and

WHEREAS, staff requested that the General Manager recommend that the Board authorize SEPTA to award the contract 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 contract 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 Stella-Jones, Inc., for Items Nos. 1-11, for the purchase of rail ties and timbers to be used for various approved FY 2013 and FY 2014 Capital rail renewal projects, with delivery of material under Items Nos. 1 and 2 scheduled to occur every 60 days after issuance of Notice-to-Proceed and the full balance of materials under all other items to be delivered 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 $1,109,718.90, Sealed Bid No. 12-168-TMG - Ties.
RESOLUTION

re

AWARD OF VARIOUS 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 recommended that the Board authorize SEPTA to award the contracts.

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

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1. To Knorr Brake Corporation, for the purchase of air valve and parking brake units to be used in the overhaul and rebuild of 176 trucks necessary to complete the M-4 Fleet VOH Program, with delivery of material on an "as required" basis over a period to two years scheduled to commence in March 2013, and with authorization to SEPTA staff to extend the contract for a six month period at no increase in cost, as described in the staff summary on this subject, for a total contract amount not to exceed $900,000.

2. To Emcom Systems, for Items Nos. 1-6, for the purchase of the Emvista Central System to be used for the New Payment Technology ("NPT") Zone Office Project, with delivery and installation of material scheduled within 60 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 $463,448.

3. To Graham-White Manufacturing Company, for the purchase of 20 twin tower air dryers to be used for the retrofit of the pneumatic system on 112 Elmwood and 29 Media-Sharon Hill LRV cars as part of the ongoing VOH Program, at a unit price of $3,470, with delivery of material scheduled within eight weeks.
after receipt of the purchase order, as described in the staff summary on this subject, for a total contract amount not to exceed $69,400.

4. To Brookville Equipment Corporation, for the purchase of replacement parts for replenishment of stock used on the PCC II trolley fleet, with delivery of material scheduled on an "as required" basis over a period of two years commencing in February 2013, and with authorization to SEPTA staff to extend the contract for a six month period at no increase in cost, as described in the staff summary on this subject, for a total contract amount not to exceed $428,500.

5. To Altec Industries, Inc., for the purchase of various lift parts to be used in the repair of three out-of-service utility trucks at Courtland Shop, with delivery of material scheduled within four weeks after receipt of the purchase order, as described in the staff summary on this subject, for a total contract amount not to exceed $28,421.82.

6. To Q-Mation d/b/a Wonderware North, for the purchase of cashier booth ICC control and indication equipment for real-time operations management software for the New Payment Technology ("NPT") Zone Office Project, with delivery and
installation of material within 60 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 $215,768.

7. To Kershaw, a Division of Progress Rail Services Corporation, for the purchase of various replacement parts for track equipment used in the maintenance of ballast regulators, tie handlers and tie cribbers, with delivery of material on an "as required" basis over a period of two years commencing in February 2013, and with authorization to SEPTA staff to extend the contract for a six month period at no increase in cost, as described in the staff summary on this subject, for a total contract amount not to exceed $50,000.

8. To Tone Software Corporation, for the provision of maintenance and support services of the OMC product suite (comprised of OMC-Print, OMC-TCP/IP and OMC-VMI) which operates on SEPTA's mainframe computer and supports essential printing and report distribution functions by enabling the mainframe computer applications to direct output to printers throughout the SEPTA Data Network, with services to be performed on an "as required" basis over a period of four years scheduled to commence on February 21, 2013, as described in the staff summary
on this subject, for a total contract amount not to exceed $63,926.

9. To ABB Inc. d/b/a Envitech Energy, for the provision of maintenance support services to be utilized for the Power Control System portion of the Pilot Wayside Energy Storage Project at Letterly Substation on the Market-Frankford Subway Elevated ("MFSE") system, with services to be performed over a period of three years scheduled to commence retroactively effective as of January 1, 2013, as described in the staff summary on this subject, for a total contract amount not to exceed $32,500.
RESOLUTION

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AUTHORIZATION TO EXECUTE CHANGE ORDERS

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

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

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

1. To Lexis-Nexis (A Division of Reed Elsevier, Inc.), for Change Order No. 1, which provides for additional access to the virtual identity report and email search data bases for ongoing legal research services used by the Legal Division and Police Department, at an increase in cost not to exceed $13,481.97,
bringing the total contract price, including this change order, to an amount not to exceed $509,130.33.

2. To Red Kite Project, for Change Order No. 1, which provides for the expansion of the Customer Service Social Skills Training Program to the position of Cashier/Customer Attendant, at an increase in cost not to exceed $55,284, bringing the total contract price, including this change order, to an amount not to exceed $494,100.30.