1. Approval of Minutes of the Regular Board Meeting of November 20, 2014
2. Financial Report
3. Resolutions

I. Pension Committee Review
   A. Appointment of NGP Energy Capital Management (NGP Natural Resources Fund XI, L.P.) as Investment Manager

II. Administration Committee Review
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III. Operations Committee Review
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4. Report of General Manager
RESOLUTION

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APPOINTMENT OF NGP ENERGY CAPITAL MANAGEMENT
(NGP NATURAL RESOURCES FUND XI, L.P.)
AS INVESTMENT MANAGER

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 Commodities within the permissible investment classes; and

WHEREAS, at the request of the Pension Committee, PFM Advisors, SEPTA's pension consultant, provided the Pension Committee with an analysis of the existing commodities investments and a plan to increase the allocation to commodities to the recommended range over time; and

WHEREAS, at the meeting that was held on October 23, 2014 meeting, PFM Advisors presented two qualified energy commodities manager options for the Pension Committee's consideration, and reviewed with the Pension Committee the investment strategies,
historic performance, characteristics of the funds, risks, and other relevant information regarding the commodity managers; and

WHEREAS, as a result of said review the Pension Committee agreed to interview both investment managers; and

WHEREAS, at the meeting that was held on November 20, 2014, representatives of the two investment managers made presentations to the Pension Committee, and responded to questions from Pension Committee members and PFM Advisors; and

WHEREAS, based upon said presentations, interviews and discussions, the Pension Committee recommended that SEPTA appoint NGP Energy Capital Management (NGP Natural Resources Fund XI, L.P.), as an investment manager with respect to the investment of SEPTA’s pension funds, with the initial timing and funding to be determined by the Pension Committee.

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby designates and appoints NGP Energy Capital Management (NGP Natural Resources Fund XI, L.P.), as a manager with respect to the investment of SEPTA’s pension funds, 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 NGP Energy Capital Management (NGP Natural Resources Fund XI, L.P.), consistent with this Resolution; (ii) to take such action necessary to transfer such amounts of funding to said manager 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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PURCHASE FROM
AIG AND C. V. STARR & CO., INC.
OF DIRECTORS AND OFFICERS LIABILITY INSURANCE

WHEREAS, SEPTA's current directors and officers liability insurance policies with AIG and C. V. Starr & Co., Inc. ("Starr") will expire on December 31, 2014, with expiring annual premiums of $206,458 and $72,500, respectively; and

WHEREAS, one of the insurance policies is a primary layer of $10 million which covers director and officers and the entity, SEPTA, with SEPTA entity coverage subject to $5 million sublimit; and

WHEREAS, the other insurance policy is an excess layer of $10 million which covers directors and officers; and

WHEREAS, the reason for the dual layer insurance program is to insure that the cover afforded to directors, officers and assistant general managers remains undiluted by any claims brought against them individually and against SEPTA; and

WHEREAS, both layers provide coverage for wrongful acts,
errors and omissions that could result from any matter claimed against directors, officers and assistant general managers solely due to their status or due to their official acts; and

WHEREAS, the Risk Management Advisory Committee ("RMAC") solicited insurance proposals for the same policy terms and conditions as those that are included in the expiring program; and

WHEREAS, AIG and Starr were the only carriers to quote coverages with the same terms and conditions as the expiring program, as set forth in the pertinent staff summary; and

WHEREAS, staff, with the concurrence of the RMAC, requested that the General Manager recommend that the Board authorize SEPTA to purchase (1) from AIG a primary layer of $10 million with a self-insured retention of $200,000 except for employment practices liability (which will have a $500,000 self-insured retention) and (2) from Starr an excess layer of $10 million; and

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

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby authorizes SEPTA to purchase (1) from AIG a primary layer of
directors and officers liability insurance in the amount of $10 million and (2) from C. V. Starr & Co., Inc. an excess layer of directors and officers liability insurance in the amount of $10 million, for one-year terms effective December 31, 2014, both of which will be under the terms and conditions set forth in the pertinent staff summary.

FURTHER RESOLVED, that the total annual prepaid premiums for the policies with AIG and C. V. Starr & Co., Inc. will not exceed $207,078 and $72,500, respectively, along with a $600 policy fee, for a total combined annual premium of $280,178.

FURTHER RESOLVED, that the Board hereby authorizes the General Manager or his designee and other appropriate officers 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

AWARD OF VARIOUS CONTRACTS
PURSUANT TO 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 recommend that the Board authorize the award contracts to the firms listed below because said firms were the successful proposers in the areas for which the request for proposals was issued; and

WHEREAS, the General Manager 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 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 Gannett Fleming, Inc., for a total contract amount not to exceed $5,000,000; to HNTB Corporation, for a total contract amount not to exceed $5,000,000; to Jacobs Engineering Group, Inc., for a total contract amount not to exceed $5,000,000; to JMT, Inc., for a total contract amount not to exceed $5,000,000; to AECOM Technical Services, Inc., for a total contract amount not to exceed $5,000,000; to STV, Inc., for a total contract amount not to exceed $5,000,000; to Pennoni Associates, Inc., for a total contract amount not to exceed $5,000,000; and to McCormick Taylor, Inc., for a total contract amount not to exceed $5,000,000, for the provision of multi-disciplined General Engineering Consultant (GEC) Services, to be performed on an “as needed” basis over a period of three years scheduled to commence in January 2015, as described in the staff summary on this subject, Request for Proposals No. 14-126-JVL - General Engineering Consultant (GEC) Services.

2. To AIM Administrators LLC, an Independent Affiliate of Conner Strong & Buckelew, Inc., for the provision of medical
claims audit services which will enable SEPTA to fulfill its fiduciary responsibility as a self-insured organization for medical insurance, with services to be performed over a period of four years scheduled to commence on January 1, 2015, as described in the staff summary on this subject, for a total contract amount not to exceed $170,000, Request for Proposals No. 12-178-JBW - Medical Claims Audit Services.
RESOLUTION

re

AUTHORIZATION TO EXECUTE CONSULTANT AMENDMENTS

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 amendments 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 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 Mercy Fitzgerald Hospital, for Amendment No. 2, at an increase in cost not to exceed $69,498, bringing the total contract price, including all amendments to date, to an amount not to exceed $263,192; to Bryn Mawr Rehabilitation Hospital, for Amendment No. 2, at an increase in cost not to exceed
$8,450, bringing the total contract price, including all amendments to date, to an amount not to exceed $49,058; and to Moss Rehabilitation Hospital, for Amendment No. 2, at an increase in cost not to exceed $86,787, bringing the total contract price, including all amendments to date, to an amount not to exceed $710,935, which provides for 12-month time extensions for three contracts for the provision of ADA Paratransit Eligibility Determination Testing Facilities, thereby establishing new contract completion dates for each contract of December 31, 2015.

2. To Duane Morris Government Affairs, for Amendment No. 1, at an increase in cost not to exceed $12,000, bringing the total contract price, including this amendment, to an amount not to exceed $396,000; to American Continental Group/Gray & Oscar LLC, for Amendment No. 1, at an increase in cost not to exceed $9,000, bringing the total contract price, including this amendment, to an amount not to exceed $297,000; and to Vander Strategies & Whitman Worrall, for Amendment No. 1, at an increase in cost not to exceed $8,000, bringing the total contract price, including this amendment, to an amount not to exceed $260,000, which provides for one-month time extensions
for three contracts for the provision of Federal Legislative Consultant Services, thereby establishing new contract completion dates for each contract of January 31, 2015.
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 invitation for bids; and

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

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

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

1. To Transport Spring and Suspension, for Items Nos. 1 and 2, for the purchase of Hendrickson parts and suspension services to be used in the repair and maintenance of SEPTA’s utility vehicles, with delivery of material and services performed on an "as required" basis over a period of three years commencing in January 2015, as described in the staff summary on this subject, for a total contract amount not to exceed $108,552.60, Sealed Bid No. 14-236-TAZ - Hendrickson Parts and Service.

2. To Vulcanite Pty Ltd., for the purchase of 800 chevron springs to be used to perform routine maintenance on the B-IV car fleet, at a unit price of $169.50, with delivery of material scheduled for 100 units commencing in April 2015 and another 100 units every 90 days thereafter, for a total contract amount not to exceed $135,600, Sealed Bid No. 14-251-CMC - Chevron Springs for BIV Cars.

3. To Railroad Construction Company, Inc., for the provision of all labor, materials, tools and equipment for the Chestnut Hill West Bridge 0.35 Rehabilitation Project, with
services to be performed over a period of 365 calendar days after issuance of Notice-to-Proceed, for a total contract amount not to exceed $6,289,930, Sealed Re-Bid No. 14-207-GFD - Chestnut Hill West Bridge 0.35 Rehabilitation Project (CUP).

4. To Patch Management, Inc., for the pothole repairs service throughout SEPTA’s property located in the five county area, including trolley, street track, parking lots, bus terminal, and depots, with services to be performed on an “as required” basis over a period of three years commencing in January 1, 2015, as described in the staff summary on this subject, for a total contract amount not to exceed $164,614, Sealed Bid No. 14-252-RDB - Three Year Pothole Repair Service.
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:
1. To Ansaldo STS USA Inc., for renewal of the contract for the repair of various Microlok circuit boards which are part of the railroad signaling system, with delivery of material on an “as required” basis over a period of two years commencing in January 2015, as described in the staff summary on this subject, for a total contract amount not to exceed $50,000.

2. To Tyco Integrated Security LLC, for the purchase and installation of new security cameras and expansion of the existing CCTV cameras storage space, with material to be delivered and installed 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 $107,447.26.

3. To Faiveley Transport North America, for the purchase of 224 each right-hand and left-hand driving screws to be used in vehicle overhaul (VOH) Program of the M-4 car fleet, at a unit price of $1063.50, with delivery of material scheduled to commence in July 2015, as described in the staff summary on this subject, for a total contract amount not to exceed $476,448.

4. To AR Concepts USA, Inc., for the provision of maintenance and technical support services for the Train Movement Manager (TMM) System and the Centralized Traffic
Control (CTC) System, with services to be performed over a period of three years scheduled to commence on December 19, 2014, as described in the staff summary on this subject, for a total contract amount not to exceed $482,180.40.

5. To Alstom Signaling, Inc., for the provision of technical assistance, consultation, and on-call field support and maintenance of the software and hardware system for the Centralized Traffic Control (CTC) System for the Market Frankford Subway Elevated (MFSE) Line, with services to be performed over a period of five years commencing retroactively effective as of May 12, 2014 (through May 11, 2019), as described in the staff summary on this subject, for a total contract amount not to exceed $532,500.
RESOLUTION

re

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 United Transit Systems, a consortium of Sojitz Corporation of America and Hyundai-Rotem Company, for Change Order No. 3, which provides for a settlement agreement on liquidated damages, additional equipment and the overhaul of 22 rail coach cars for the Silverliner V Electric Multiple Unit Commuter Cars and Associated Equipment Project, at an increase cost not to exceed $4,331,352.49, bringing the total contract...
price, including all change orders to date, to an amount not to exceed $278,415,614.49, contingent upon FTA approval.

2. To Seravalli, Inc., for Change Order No. 2, which provides for additional construction-related work for the Wayne Junction Traction Power Substation Rehabilitation Project, at an increase in cost not to exceed $126,672, bringing the total contract price, including all change orders to date, to an amount not to exceed $922,557, provided that with the Board’s approval of this change order, the Board authorizes the resetting of prior authorized cumulative change order amounts 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 ACS Transport Solutions, Inc., a Division of Xerox Corporation, for Change Order No. 7, which provides for 200 additional Media Information Displays (MIDs) and design changes to the Fare Vending Device Pin Pads for the New Payment Technologies (NPT) System Contract, at an increase cost not to exceed $2,154,496, bringing the total contract price, including all change orders to date, to an amount not to exceed $132,768,959.
4. To NOVA Bus, Inc., for Change Order No. 3, which provides for the exercise of an option to purchase a total of 40 additional 60-foot articulated low-floor diesel buses, at an increase in cost not to exceed $6,660,000, bringing the total contract price, including all change orders to date, to an amount not to exceed $209,139,990.

5. To The Gillespie Group, for Change Order No. 1, which provides for additional construction-related work and a credit on the 15th Street Trolley Station Flooring Project, at a net increase in cost not to exceed $56,285.62, bringing the total contract price, including this change order, to an amount not to exceed $202,985.62, provided that with the Board’s approval of this change order, the Board authorizes the resetting of the delegation 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".