



The COMET Board Meeting Workshop minutes are prepared and presented in summary form, audio recordings of the meetings are on file at The COMET and are part of the approved minutes. If you would like to hear the recording from the meeting, please contact Paige Jernigan at cometadmin@catchthecomet.org.

Per SC Code of Laws, Title 30, Chapter 4, Section 30-4-80 - All public bodies shall notify persons or organizations, local news media, or such other news media as may request notification of the times, dates, places, and agenda of all public meetings, whether scheduled, rescheduled, or called, and the efforts made to comply with this requirement must be noted in the minutes of the meetings. The COMET complied with the notification of this meeting on Friday, June 21, 2019 at 3:15 p.m.

**The Central Midlands Regional Transit Authority
Board of Directors Workshop Meeting Minutes
Wednesday, June 26, 2019 at 12:30 P.M.
3613 Lucius Road, Columbia, SC 29201 – Conference Room A**

Members Present:

Ron Anderson, Chair
Jacqueline Boulware*
John V. Furgess, Sr.
Representative Leon Howard
Skip Jenkins*
Col. (R) Roger Leaks, Jr.
Lill Mood
Dr. Robert Morris
Debbie Summers
Geraldine Robinson

Guests Present:

Jackie Bowers, Operations Manager, TransDev
M. Elizabeth Crum, Burr, Foreman, McNair Law Firm
Tanisha Gibbons, Human Resources, TransDev
Bobby Kuhn, Solutions for Transit
Adelee LeGrand, Vice President, TransDev
Larry Livingston, Interim DART Operations Manager, TCS
Brenden Matthews, TransDev
Shanell Shephard, Campbell Consulting Group
Kari Wilson, Solutions for Transit

Absent Board Members:

Joyce Dickerson
Carolyn Gleaton
Bobby Horton
Derrick Huggins
Kevin Reeley
Andy Smith
William (B.J.) Unthank

**Indicates participation by phone.*



The COMET Staff Present

John Andoh, Executive Director/CEO

Rosalyn Andrews, Director of Finance/CFO

LeRoy DesChamps, Director of Administration & Operations/COO

Paige Jernigan, Interim Administrative & Customer Service Specialist

Missey Lawlor, Transit Operations Specialist

Dr. Arlene Prince, Director of Regulatory Compliance & Civil Rights Officer

1. CALL TO ORDER AND DETERMINATION OF QUORUM

Mr. Anderson called the meeting to order at 1:07 P.M.

A quorum was determined at the beginning of the meeting.

Mr. Furgess asked Mr. Anderson to define our objectives. Mr. Anderson explained the purpose is to hear the evaluation of the TransDev contract by the auditors as it is up for renewal in 2020. He added this is simply a question and answer session and no action is to be taken.

2. ADOPTION OF THE AGENDA

Motion:

A motion was made by Mr. Furgess and seconded by Ms. Mood to adopt the agenda with the addition of the current contractual issue with TransDev.

Approved: Anderson, Boulware, Furgess, Howard, Leaks, Mood, Morris

Absent: Dickerson, Gleaton, Huggins, Smith

Motion passed.

Motion:

A motion was made by Mr. Furgess and seconded by Dr. Morris to enter Executive Session to discuss contractual issue.

Approved: Anderson, Boulware, Furgess, Howard, Leaks, Mood, Morris

Absent: Dickerson, Gleaton, Huggins, Smith

Motion passed.

The Board entered Executive Session at 1:11 P.M. Mr. Jenkins left the conference call at 1:11 P.M.

Motion:

A motion was made by Ms. Mood and seconded by Mr. Furgess to exit Executive Session.

Approved: Anderson, Boulware, Furgess, Howard, Leaks, Mood, Morris

Absent: Dickerson, Gleaton, Huggins, Smith

Motion passed.



The Board came out of Executive Session at 1:20 P.M.

3. WORKSHOP DISCUSSION ITEMS

- A. CENTRAL MIDLANDS REGIONAL TRANIST AUTHORITY FIXED ROUTE AND PARATRANSIT PROGRAM MANAGEMENT AGREEMENT AUDIT AND OPTIONS FOR 2020 & BEYOND
 - INTRODUCTION TO AGREEMENT

Mr. Andoh presented an overview of the Fixed Route and Paratransit Program Management Contract to the members of the Board.

History of Contracting

- Contracting started under SCE&G starting in 1996 (Laidlaw) – Paratransit was contracted first, then the fixed route system in 8/2000 (Atlantic Express).
- The COMET assumed the contract on October 16, 2002 with Connex as the Contractor.
- An RFP process occurred in 2002 which selected Connex.
- Connex was purchased by Veolia.
- Another RFP process occurred in 2013 by CMCOG. Due to issues in the procurement, another procurement was released in 2014. TransDev was awarded that contract.
- RTA law allows for The COMET to contract. (SECTION 58-25-50. Powers and duties of authority.)
- State law prohibits collective bargaining in South Carolina for government workers, due to being a “right to work state”. Collective bargaining is illegal Wage negotiation not addressed Striking is illegal Case Law: Branch v. City of Myrtle Beach, 340 S.C. 405, 411, 532 S.E.2d 289, 292 (2000) "Unlike private employees, public employees in South Carolina do not have the right to collective bargaining."

The COMET Board of Directors awarded a five-year Agreement effective July 1, 2015 to TransDev Services, Inc to manage The COMET with subcontractors. This contract base period goes through June 30, 2020 with an option of five, one-year extensions through June 30, 2021, 2022, 2023, 2024 and 2025.

They are responsible for the management, operations and maintenance of the transit system, which includes hiring all the operations and maintenance staff, dispatching the system, operating and maintaining the buses and bus stops.



The bus operators are represented by ATU Local 610 out of Charleston. They are represented by Gloria Fulton, President/Business Agent and Gary W. Hopper, Financial Secretary. Current contract goes through 10-31-2019. There is one agreement for fixed route and one for paratransit.

The mechanics are represented by International Association of Machinists and Aerospace Workers, Local Lodge W77. Current contract goes through 2-1-2020. There is one agreement for mechanics and one for utility workers.

Per the terms of the Contract:

The Contractor shall report to and be responsive to the Director and the Authority Board. The Director and the Authority Board will be responsible for evaluating the Contractor's performance in accordance with the provisions of this Contract.

The COMET is subject to an intergovernmental agreement amongst the members that outlines procedural aspects of terms, membership, responsibility and interaction. The Board directly hires an Executive Director, responsible for the all aspects of the organization with the exceptions of those duties held by the members of the Board (motions, votes, etc.). The Executive Director directly hires and supervises all COMET employees and contractor activities.

The Executive Director/CEO has delegated this responsibility to the Director of Administration & Operations/CDO and field review is done by the Transit Operations Specialist. This was established in February 2019. Prior to this date, there was no defined contract oversight at The COMET.

Mr. Anderson asked how with respect to the Board by-laws and the ED employee contract with TransDev is the Executive Director relationship and role with the General Manager. Ms. Crum addressed by stating that she has not seen the ED employment contract so therefore she cannot comment on the contract. The way she reads the contract between the authority and TransDev is the Board has the authority to approve the GENERAL MANAGER and other key personnel. If you look at scope of work, it differentiates between the authority or sometime Board authority and the Executive Director. For example, the ED has authority to approve certain things only if it states in the contract the term "Executive Director" or "Director." If the Board has authority, the term "Authority" or "Board Authority" would apply. She does not know if in the ED contract if this authority has been delegated.

Mr. Anderson brought up Mr. Furgess' concern regarding the removal of the previous General Manager and the manner it was conducted. Mr. Anderson asked for clarification on the role of the Executive Director, Board or TransDev in this process. Mr. Andoh stated that on the next couple of slides explains the contract more in depth to address this question.

Mr. Anderson added that TransDev have brought in some candidates and Mr. Andoh set up a



meeting with the candidate and included some TransDev staff in the process. Ms. Crum stated there is nothing wrong with the meeting process that Mr. Andoh had set up. However, the Board would have the ultimate authority to approve of the candidate.

Mr. Anderson asked if this answered Mr. Furgess' question. Mr. Furgess stated "no." Mr. Furgess stated that he has been on the Board for quite some time and the Executive Director has never had the authority to choose the General Manager. Ms. Crum reiterated that she has not seen the Executive Director contract.

Dr. Morris' concern is that this was done without Board knowledge and usually this has been done by TransDev in the past. Ms. Mood commented that from history that there have been a lot of things the Board has not done. She added the Board needs to have more oversight on the contracts. She added that this does feel different because it is different, the Board in the past has not gotten involved. If the Board is to get involved, Ms. Mood would need to see resume's and rely on someone on staff with technical knowledge to decide.

Mr. Furgess mentioned that within (30) days we could reject who TransDev has chosen. Dr. Morris agreed. Ms. Mood stated that this decision should be based off the staff and the Board input. Mr. Anderson reminded the Board that they do not have a say in the hiring. The Board is only allowed to reject the candidate.

Col. Leaks interjected that the Board really hasn't had a say in anything regarding the General Manager for TransDev. He added that the Board should have more input. Ms. Crum added that Mr. Andoh is hired to day to day management and it is within his job description to look at the resumes, etc. and Mr. Andoh could consolidate the resumes, etc. for the Board to review. She added that the Board has the ultimate authority.

Mr. Anderson stated that the problem is that this was done without any Board input. Mr. Anderson commented that the bigger issue was the way the interview/evaluation process was conducted.

CD changed at 1:40 P.M.

Ms. Summers left the meeting at 1:42 P.M.

Mr. Andoh used Capital Metro as an example that the Board was not involved in the process in hiring General Manager. He added that the industry practice is that the Director of Contract Oversight and the Program Manager of Bus Contracts typically accepts the candidates. He continued that when changes needed to be made with the (6) six contracts he managed, they did form a panel to interview and accept candidates to apply for the position. Mr. Andoh requested clarification on how involved the Board wants to be in the day to day activities.



Mr. Anderson reiterated that TransDev provides the general contractor or the candidate to the Executive Director and the Board then they have the right to reject but not hire. Ms. Crum did mention that the Board could delegate this task to the Executive Director if they would like. Mr. Andoh asked again, how much involvement the Board desires. He added he will cooperate and do whatever the Board recommends, he just needs clear direction.

Dr. Morris expressed his disappointment in TransDev and the fact that they only sent one candidate for the position. Mr. Andoh interjected in TransDev's defense, the industry has changed, and this job is hard to find viable candidates. He trusts TransDev to decide on the proper candidate but added that the morale is low, and change is needed.

Col. Leaks asked what measure we would use if we did not want the candidate that TransDev chose. Mr. Furgess added we would take information from the staff and set up measurable expectations to determine the fit.

Mr. Howard chimed in that we should consult with legal counsel to make sure we are doing everything ethically. He expressed his concern with us holding the funding from TransDev. Mr. Andoh stated that he has had conversation with Ms. Heizer. Ms. Crum stated this is not an ethical issue but rather a contract administration issue.

Mr. Anderson had Mr. Andoh touch on the removal of the last General Manager. Mr. Andoh responded that it was a contract compliance issue and Mr. Bristol had ample time to correct these issues. Mr. Andoh again requested direction from the Board. Mr. Anderson asked how much participation the Board wanted to have in this matter. Mr. Furgess said he would rather not have the evaluation process implemented by Mr. Andoh.

Mr. Howard requested information regarding the appeal process if TransDev disagreed with The COMET's choice to terminate an employee. Ms. Crum explained under the contract controversy section and this would be brought on behalf of TransDev if they did not want to remove the employee. If they did not want to remove them, they can dispute resolution under the procurement policy which has been approved by Region 4. She further explained that within 10 days of asking Mr. Bristol to be removed the contractor could protest to the procurement officer/procurement review panel by forming an Ad-Hoc Committee which would be appointed by the Board. Mr. Andoh explained that the Board has delegated this situation to the Executive Committee.

It was concluded that the Board will go off the recommendation of Mr. Andoh and TransDev, but the Board will be more informed throughout the processes.

Mr. Andoh proceeded with his presentation.
Mr. Howard left the meeting at 2:24 P.M.



Key Personnel

All "key personnel" that will be associated with the provision of services under the Contract shall be identified in the proposal. These positions shall be dedicated 100% to the management of the Authority Contract and shall not be responsible for the management of, or used as a resource for, any other projects without prior written approval from the Authority. The Contractor is required to staff fully the "key personnel" positions identified in its proposal as it is considered part of the pricing. If positions are no longer needed, the Contractor may seek to adjust the Contract terms and pricing, where appropriate. The qualifications and expertise of all key personnel shall be demonstrated in the proposal document.

The Authority shall have the right to approve any key personnel employed by the Contractor. Any change in or extended absence of key personnel requires prior written approval of the Authority. In addition, if a key personnel position will be vacant, whether on vacation or otherwise, for more than two weeks, the Contractor must notify the Authority in writing of such vacancy. During the period of performance, the Contractor shall make no substitutions of key personnel unless the substitution is necessitated by illness, death, termination of employment, promotion, or the employee leaving employment.

The Contractor shall furnish a full-time qualified General Manager, acceptable to the Authority, to supervise the fixed route and paratransit services. **The Authority can withdraw approval of the General Manager at any time.** The Contractor will have (90) ninety days from the date of written notice to furnish a qualified successor General Manager acceptable to the Authority. Failure of the Contractor to provide a qualified replacement within the ninety (90) day time frame, unless such time is extended in writing by the Authority, may constitute a ground of default under the Contract.

- General Manager - Vacant since May 4, 2019
- Operations Manager
- Safety & Training Manager
- Maintenance Manager - Vacant since April 18, 2019 - to be filled.
- Facility Manager - Vacant since May 31, 2017
- TransDev Technology Manager - Vacant since July 1, 2015 - filled May 13, 2019
- Paratransit Manager - Vacant since June 5, 2019

In addition, Regional Vice President is vacant since January 11, 2019 (Senior Responsible Manager) This has been delegated for the interim to Brenden Matthews, COO of New Orleans Regional Transit Authority, Kesi Dorner, Regional Human Resources Director and Adele LeGrand, Chief Strategy Officer, New Orleans Regional Transit Authority.



Rate Definition

The fixed route service payment will be based upon a "platform hour," which is measured from the time the bus leaves the gate at the maintenance facility on Lucius Road until the time the bus returns to the transit station yard at the maintenance facility on Lucius Road.

The paratransit service payment will be based upon a "revenue hour," which is measured from the time of the vehicle's first pick-up until its final drop-off. The fixed route and paratransit effective hourly rates proposed shall remain firm and shall include all charges that may be incurred in fulfilling the terms of this Contract.

The COMET Provides

- 81 Buses, Fareboxes, Technology Equipment
- 5 Support Vehicles
- Telephone Equipment
- Facility
- Shop Equipment
- Transit Center, Bus Stops, Passenger Amenities
- Limited equipment - printers, fax machine, copiers (until retired)
- Radios

TransDev Provides

- Employees & Labor Relations with Three Union Shops
- 6 Support Vehicles
- Parts & Tools
- Basic Facility Repairs
- Cleaning Supplies
- Computers
- Office Equipment

Disadvantaged Business Enterprise

- RFP goal was 25%
- TransDev proposed 26.7% which was reduced to 25.9% in negotiations.
- Current goal is 25.3%. Must meet 25% by June 30, 2020, cumulatively.
- Settlement occurred with Amendment #1 in the amount of \$100,000.
- Two DBE's were not performing services to standard. One was terminated.
- DBE Compliance Officer is a TransDev employee vs. a DBE (Influence, LLC)
- Parts management transitioned to TCS - December 13, 2018



Mr. Anderson summarized that the July Board meeting they will discuss the extension of the TransDev contract for an additional year. He explained if we decide not to extend the contract we will have enough time for the re-procurement process to occur. He stressed the importance that next month they need to be prepared to vote to extend the contract or give 90 days' notice to TransDev.

- REVIEW OF AUDIT

Mr. Leo Auger, President of Auger Consultants was introduced by Mr. Andoh. Mr. Auger explained his audit and outlined the approach of the audit. He added that we would be considered a small to medium size operation.

Ms. Crum left at 2:56 P.M.

- Review the current Fixed Route and Paratransit Program Agreement with TransDev Services Inc. entered into June 2015
- Determine if TransDev is meeting the requirements of the Program Agreement.

Ms. Robinson left the meeting at 3:00 P.M.

- Provide recommendations for better practices or corrective actions for deficiencies identified
- Assist in the development of an effective contract oversight program.
- Monitor TransDev's Performance Measures.
- Review was conducted July 2018 to March 2019

Mr. Auger reminded the Board that he did not perform a maintenance audit as that was done by someone else.

The following areas were of significant and obvious concern:

Vehicle Deep Cleaning

- All vehicles are supposed to be deep cleaned twice per month
- Deep cleaning done Tuesday - Thursday night only
- Inaccurate reporting such as 34 vehicles being cleaned in one night
- A significant number of vehicles were not cleaned twice in the month
- Vehicles that were identified as being "deep cleaned" were not sufficiently cleaned

Paratransit Services



[The COMET staff performed a compliance review in July and August 2018]

- Issues with booking 14 day in advance in the limited
 - time allowed and the number of screens
 - (suggest (24) twenty-four hour or (3) three-day advance)
- Inordinate high number of “no-shows” being reported there is a limited ability to determine the accuracy of the reporting.

Mr. Anderson asked for clarification of “no-shows.” Mr. Auger explained that a driver could report a “no-show” and use that time for personal reasons ex., grabbing a cup of coffee.

Technology

CD change occurred at 3:26 P.M.

- The components include Clever Devices, Apollo, The AVL System, And Transloc.
- The present IT person for TransDev had limited capabilities in IT and not meeting the skills required by contract.
- Schedule changes require manual upload into the Clever Devices (a function that should be done electronically).
- The inability for Clever Devices to operate as designed not only provides false data during the operations service but limits The COMET ability to monitor items such as on-time performance.
- At the request of The COMET management, the contractor is hiring in IT manager to be responsible for the technology in the operations and support the IT for The COMET administration.

Mr. Auger did explain that our customer service dispatchers are performing several tasks at one time and could benefit from additional staff.

Customer Complaints and Commendations

- Customer complaints and commendations are handled by the contractor using a proprietary customer service program called “Listen.”
- This function typically resides at the public authority
- An adaption to the newly installed phone system would allow the option for the caller to select speaking to the customer service department at The COMET
- The COMET may be required to establish a new position in the administrative offices to accommodate this change

Subcontractor Oversight



The prime contractor is responsible for the actions of the subcontractor.

- In the course of the compliance audit there appears to be a limited oversight of the subcontractor's operations.
- On a number of occasions, the CEO had to identify failings by the subcontractor and applied liquidated damages on the contractor for corrective actions to be addressed.
- Clearer definition of the roles to be in place and a designation of who on the contractor's staff should have full oversight of the subcontractors should be clearly delineated.

Contract Language

Various specific areas of the contract were assessed:

- In reviewing 35 Sections and/or subsections of the agreement the contractor was found to be in compliance in 18 of the 35 sections observed.
- Most of the compliance was in areas required at the initiation of the contract such as providing sufficient insurance and a disaster plan.
- The areas falling short of compliance were those that are more recent in nature such as On Time Performance and intervals between Preventative Maintenance Inspections.
- Performance has been on a decline to the extent that the CEO had to take significant actions to right the course of the operations.

Actions for Change

The CEO implemented a number of corrective actions:

- Initiated this Compliance Audit
- Establishment of Oversight Staff
- Redesigned the Monthly Report
- Application of Liquidated Damages
- Request of a Change of Key TransDev Staff
- Contractor Senior Management Visit
- Visit to TransDev Corporate Headquarters

TransDev Response

- The new appointment of Michael Setzer as TransDev Transit Division President.
- Once made aware of the concerns expressed by The COMET, Mr. Setzer responded immediately with a visit to Columbia to witness firsthand the situation and to meet with the CEO and staff.



- He immediately appointed a Senior Manager with direct report to his office to oversee the corrective action plan for the project and to address the issues of non-compliance for The COMET.
- Mr. Leriche, President of TransDev America made clear his commitment to a concrete action plan being formed by Mr. Setzer and Mr. Andoh.
- The foundation of the action plan will begin with the list of some 50 items to be address that was recently presented to TransDev. TransDev will implement a two-tier approach of 1) addressing the daily operations and 2) return to the business fundamentals.

Provider Interest Survey

- the reviewer conducted a phone survey of the six major Operations and Maintenance contract providers in the US
- Only providers that provide both fixed route and paratransit service were surveyed.
- Some concerns were expressed about DBE requirements and/or Liquidated Damages
- All six companies expressed interest and would submit proposal

Options for consideration

Option 1: Exercise Option Year One

- The present contract allows for five additional one-year options commencing July 1, 2020.
- This will allow The COMET staff to continue to work with TransDev allowing them to address successfully the issues facing them and to meet their commitments made in their proposal and agreed to by contract in 2015.
- All the existing requirements and procedures would remain in place

Option 2: Open Solicitation for a New Provider

There are a number of areas that need to be addressed to implement better practices

- Define functions between The COMET and the contractor
- Establishing Key Performance Indicators and Liquidated Damages
- Assess the DBE requirements
- Improve providers performance



Mr. Augers Recommendation

In light of the many issues that need to be addressed, the results of this compliance audit, and the interest expressed in the market it is recommended that the board exercise Option two and

proceed with the solicitation process for a five-year contract with the appropriate option years

- The new contractor must be in place by July 1, 2020
- Present RFP requires significant improvement
- The Solicitation process requires 3 months
- The possible transition to a different provider requires 6 months

Mr. Auger added that the lack of proactivity is the main issue. Mr. Auger and Ms. Mood agreed that the Supervisors of TransDev need to take the initiative to fix the issues instead of simply producing reports that are not being analyzed.

- REVIEW OF MAINTENANCE AUDIT (VERBAL DISCUSSION)

Mr. Andoh introduced Bobby Kuhn with Solutions For Transit. Mr. Kuhn stated he looked at the contract and put together a checklist of things that he would look at upon arrival. The first thing he found that the tires on 10 (ten) buses were not legal. Mr. Kuhn showed the Board pictures of the tires. Mr. Anderson asked if we would receive a written report of the Maintenance Audit. Mr. Kuhn replied that he will have a full report to report to the Board with pictures after the audit is complete.

Mr. Kuhn stated that there is a failure in the preventative maintenance procedures because the issues are not being caught. He is concerned that many more tires are close to the legal threshold. He added that the weight distribution is a huge issue because it is actually costing more to operate the vehicles with uneven tread than if all tires were the same. As result they are not financially compliant based on the contract.

Mr. Kuhn discovered that (21) twenty - one of the fire extinguishers were expired. This should be inspected daily, and this supports his theory that the preliminary inspections aren't being done correctly or at all and/or being monitored. Mr. Anderson asked if Mr. Kuhn was only looking at TransDev. Mr. Andoh confirmed that Mr. Kuhn is looking at the entire fleet.

He also discovered that the insurance/registration on many buses were missing or expired, some as far back as 2017. Mr. Anderson asked when the FTA were here previously, preventative maintenance was an issue so why are we not improving. Ms. Prince agreed but stated she would confirm. Mr. Kuhn added the insurance/registration documentation has been neglected for many years.

He did not find any brake issues, but he did not see any replacement of the front rotors while replacing the brakes. He stressed that this should be done frequently; however, he did find some



that had not been replaced through (5) five front brake jobs. He emphasized the danger of this procedure not being completed when changing the brakes.

Mr. Leaks asked what the reason is for our buses being in the current state of safety condition. Mr. Kuhn said the issue is maintenance oversight and the approach to being proactive simply isn't happening. The approach has been, just complete the inspection and go back and repair the issues, a reverse proactive maintenance approach. As opposed to, lets repair the issues before the inspector discovers the failure.

He added that the New Flyer buses are under a (3) three-year body warranty and should still be covered but he has heard over the radio that the buses are leaking every time it rains. He found flooding in the speakers, roof, flooring and composite floors. This is an easy fix if covered under the warranty and time is of the essence. He urged that the job of maintenance is to prolong the life of the vehicle. He noted per the FTA best practices, the vehicles should be like new. He added that most of the fleet is missing screws. He remarked this may seem minor, but this will eventually lead to distractive driving accidents.

Mr. Kuhn closed by saying this was a quick overview, but he will have a report in about (15) fifteen days that will summarize his findings. The report will include pictures and his staff recommendations and his suggestions on the maintenance issues. Mr. Furgess asked if Mr. Kuhn spoke to any maintenance staff and are they properly staffed. Mr. Kuhn said the department is properly staffed, but not well managed.

Dr. Morris asked Mr. Kuhn if the maintenance know the issues and are just not performing or do they need more training. Mr. Kuhn added that he thinks most is due to a directive from management as result, they lack pride and workmanship in their job.

Ms. Mood asked about the frequency of "swap outs." Mr. Kuhn said that the objective is to get from one maintenance inspection to the next with any road calls. He explained that the level of perfectionism is not present here but could be improved with more training. He added that the analysis of the inspections should be done after road calls and more oversight is a must.

The Board expressed their gratitude and look forward to reading the report presented by Mr. Kuhn.

- MANAGEMENT OF THE AGREEMENT (GENERAL MANAGER AND KEY PERSONNEL)
 - SUBCONTRACTORS
 - TRANSDEV ACTION PLAN
 - NEXT STEPS
- B. TRANSPORT CARE SERVICES COMPLIANCE AUDIT



Mr. Andoh introduced Dr. Prince to discuss the Transport Care Services Compliance Audit. Dr. Prince did confirm for Mr. Anderson that the FTA audit was for facility maintenance not fleet

maintenance,

Dr. Prince stated she wanted to give an update on the report that was done back in January of 2019. The review looked at the Transport Care Services and the TransDev services contract She explained that in the Board packet are the requests that were made and the actions that have been taken as result. She continued that recommendations were given for (17) seventeen different areas. The report shows the request in detail and the responses and actions to all recommendations that were suggested. Most of the areas were involving written processes.

Ms. Mood asked about preventable accidents. She stated that the corrective action was the mandatory safety training with only 37% in attendance. Dr. Prince responded that we are now asking for proof and a training plan for each position in the written plan. She added that follow up critical and we must make sure we are responsible for program oversight. No further discussion occurred.

- DISCUSSION OF RECOMMENDATION
 - AGREEMENT OF EXTENSION FOR ONE YEAR
 - RE-PROCUREMENT

Mr. Andoh summarized the handout of the discussion of recommendation and reviewed the auditor's suggestions.

In review:

Option 1: Exercise Option Year One

- The present contract allows for five additional one-year options commencing July 1, 2020.
- This will allow The COMET staff to continue to work with TransDev allowing them to address successfully the issues facing them and to meet their commitments made in their proposal and agreed to by contract in 2015.
- All the existing requirements and procedures would remain in place

Option 2: Open Solicitation for a New Provider

- Define functions between The COMET and the contractor
- Establishing Key Performance Indicators and Liquidated Damages
- Assess the DBE requirements



- Improve providers performance

Mr. Andoh discussed that of the two options, if we chose Option 2, the re-procurement is the best value according to the FTA and should be evaluated based on cost versus quality.

Mr. Anderson asked about the high percentage of the DBE goal driving the contractor's attention to the contract. He added that the TransDev lobbyist approached him requesting an opportunity for TransDev to respond to the results of this workshop. He expressed that they have had (14) fourteen years to correct these issues and currently this not happening. He asked, "how much inability is driven by the fact that DBE goal is so high?" Mr. Andoh responded that he doesn't think it's a result of the DBE's percentage being high, he thinks it's a staffing issue.

Mr. Anderson asked if this was normal and do we need really need to oversee our contractors this closely? Mr. Andoh confirmed that, we must always have contract oversight from both parties. Mr. Anderson said, "do we have sufficient staff and who should have noticed these things?" Mr. Andoh said our numbers have increased and he doesn't feel that the staff has increased to fill the service gap. Mr. Andoh added that he thinks we have enough operational staff but are lacking in maintenance expertise. Mr. Andoh added this is the first maintenance audit and going forward we will do this more frequently to take a more proactive approach.

CD change occurred at 4:15 P.M.

Mr. Anderson firmly reminded Transport Care Services and TransDev that the Board members should not be approached regarding the contract. He stated if this happens again, he will contact the Ethics Commission. Mr. Andoh stated our reason for hiring third party auditors to show that there is no bias on our part.

Col. Leaks asked if it was feasible for us to run the operations without a contractor. Mr. Andoh stated that state law will not allow this because we are a government agency of collective bargaining. Mr. Anderson added that it is a union issue. Mr. Andoh explained the agreement between the Department of Labor and the Department of Transportation regarding collective bargaining.

Mr. Auger added that, "yes you do have to monitor the contractor services." He added the importance of being proactive and monitoring operations sufficiently. Mr. Anderson expressed his concern with the maintenance audit and is frustrated that we are constantly addressing issues that monitored consistently. Ms. Mood expressed her appreciation to Mr. Andoh for bringing in the auditors.



Discussion ensued regarding the subcontractors and the DBE goal comparison. Mr. Andoh stated that this is important for us to discuss because we could separate TransDev and TCS, landscaping, etc. to avoid double paying of overhead costs.

Dr. Morris left the meeting at 4:30 P.M.

4. ADJOURN

Without motion the meeting adjourned at 4:33 P.M.

CENTRAL MIDLANDS REGIONAL TRANSIT AUTHORITY

Adopted this July, 2019, Agenda Item _____

Prepared by: _____

Paige Jernigan, Interim Administrative & Customer Service Specialist

Approved by: _____

Andy Smith, Board Secretary

