



County of Fairfax, Virginia

To protect and enrich the quality of life for the people, neighborhoods and diverse communities of Fairfax County

Date: APR 17 2019

Transdev Services, Inc.
720 Butterfield Road, Suite 300
Lombard, IL 60148

Attention: Richard M. Alexander, Executive Vice President Business Development

Reference: RFP2000002690; Operation and Management for the Connector Bus System

Dear Mr. Alexander:

Acceptance Agreement

Contract Number: 4400009131

This acceptance agreement signifies a contract award for the Operation and Management for the Connector Bus System. The period of the contract shall be Five (5) years from Date of Award with the option to renew for an additional ten-year period

The contract award shall be in accordance with:

- 1) This Acceptance Agreement;
- 2) The signed Memorandum of Negotiations

Please note that this is your notice to proceed. Please provide your Insurance Certificate according to Special Provisions paragraph 18 within ten (10) days after receipt of this letter. All questions in regard to this contract shall be directed to the Contract Specialist, Michael Blair at (703) 324-3215 or via e-mail at Michael.blair@fairfaxcounty.gov.

Sincerely,

Cathy A. Muse, CPPO
Director/County Purchasing Agent



County of Fairfax, Virginia

To protect and enrich the quality of life for the people, neighborhoods and diverse communities of Fairfax County

MEMORANDUM OF NEGOTIATIONS RFP2000002690

The County of Fairfax (hereinafter called the County) and Transdev Services, Inc. (hereinafter called the Contractor) hereby agree to the following in the execution of Contract 4400009131, The Operation and Management for the Connector Bus System. The final contract contains the following documents listed in the order of precedence:

- a. This Memorandum of Negotiations;
- b. County's Request for Proposal RFP2000002690, and all Addenda;
- c. The Contractor's Technical Proposal dated January 16, 2019;
- d. The Contractor's Best and Final Offer (BAFO) Pricing dated March 29, 2019;
- e. Any amendments subsequently issued;

In addition, the County and the Contractor hereby agree to the following:

- To add Chief Supervisor positions at each of the three Divisions.
- To add a Safety Manager at the West Ox Division.
- The Contractor confirms it has three confidential candidates for BOCC Supervisor (Erica Bannister), Sharon Duval (Human Resources Manager) and the proposed Transit Planner. In addition, the Contractor will supply resumes for the proposed candidates.
- The County and the Contractor will confirm final Operator and Supervisor staffing counts during the Transition Phase.
- The County has the right of first refusal for all staffing positions.
- The Contractor will offer employment to individuals the County has an interest in retaining.
- The Contractor's staff mentioned in the cost proposal are committed to this project with signed offer letters.
- Terry Thompson, the Contractor's proposed General Manager has personally handpicked eight five percent of the proposed management team.

Department of Procurement & Material Management
12000 Government Center Parkway, Suite 427
Fairfax, VA 22035-0013
Website: www.fairfaxcounty.gov/dpmm
Phone 703-324-3201, TTY: 711, Fax: 703-324-3228

- The Maintenance Staffing Chart below is revised as follows:

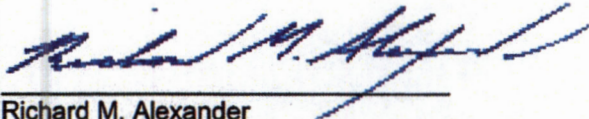
Position	Original Bid	Revised	Net change	%
Maintenance Supervisors/Foremen	10	13	+3	
A Technician	28	26	-2	34%
B Technician	15	27	+12	36%
C Technician	20	23	+3	30%
Lube Technician	0	2	+2	
Tire Technician	0	2	+2	
Electronics Technician	4	5	+1	
Body Technician	2	0	-2	

Please note: The total employee count has increased from 735 to 757, an increase in 22 positions. In addition, the revised total of 76 A, B and C Technicians reflects compliance with the RFP ratio of 1 Technician per 11,000 platform hours.

- The Contractor accepted the Maintenance Staffing Requirements (attached).
- The Contractor accepted the addition of one Lube Technician and one Tire Technician.
- The Contractor acknowledged the County's mid-life rebuild program is behind and that the County may opt to not include the 2008 and 2009 buses in this program. The Contractor has absorbed any impact from this decision in their cost proposal.
- The Contractor acknowledged the proposed audit form (attached) for fleet transition and that the County will start the third-party audit on April 13, 2019.
- The Contractor removed all maintenance costs for all support vehicles from the contractor's responsibility.
- The Contractor removed all insurance costs for all support vehicles from the contractor's responsibility.
- The Contractor will sub-contract with Castle Branch to perform their background checks.
- The Contractor removed all costs associated with the Supervisory Tablets.
- The Contractor removed all costs associated with the Mystery Shopper program.
- The Contractor will provide all capital costs and installation fees for the SF64 DriveCAM cameras without expense to the County. The County will allow the Contractor to take possession of all old camera equipment for a potential trade-in rebate. The County will reimburse the Contractor, as a pass through in the current cost proposal for \$108,108 (included in the Best and Final Offer) for DriveCAM operating fees. The DriveCAM operating fee will increase, per the cost proposal for years two through five.

- The Contractor will provide 2,000 community service hours as a contribution to the Fairfax County Community.
- The County will not accept cost adjustment requests for the first five years of the contract, other than the inflationary rate.

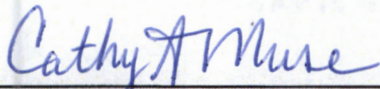
ACCEPTED BY:



Richard M. Alexander
Executive Vice President Business Development

April 12, 2019

Date



Cathy A. Muse, CPPO
Director/County Purchasing Agent

4/17/19

Date

MAINTENANCE STAFFING REQUIREMENTS

Position Expectation - Fairfax Connector Fleet and Facilities Positions							
Position	Quantity	Skills	Mandatory			Required Position	Comments
			On-Site Availability	Commercial Driver's License (CDL)	Pre-employment Criminal Background Check		
Director of Maintenance	1	Through monitoring activities, ensures compliance with contract, regulations, requirements and proper linkages with other programs, ensuring that activities are integrated into current delivery system in accordance with operational and organizational objectives; Minimum of 10 years experience along with an Automotive Service Excellence (ASE) certification as a Master Transit Bus Technician (Tests H1-H10) or in Alternate Fuels (Test F1) in either Heavy Duty Truck or Transit, and Fleet Manager Certification; and be proficient in using the Microsoft Office Suite. Strong knowledge of alternative fuel engines, such as Liquefied Natural Gas (LNG), Compressed Natural Gas (CNG), hybrid and electrical, diesel and gasoline engine repairs.	24/7 to site, meaning the ability to report to site at all times.	Yes	Yes	Yes	
Assistant Director of Maintenance	1	10 years experience along with Master Technician Certification in either Heavy Duty Truck or Transit, and Fleet Manager Certification; and be proficient in using the Microsoft Office Suite.	24/7 to site, meaning the ability to report to site at all times.	Yes	Yes	Yes	
Maintenance Managers	3	8 years experience along with Master Technician Certification in either Heavy Duty Truck or Transit, and Fleet Manager Certification; and be proficient in using the Microsoft Office Suite.	24/7 to site, meaning the ability to report to site at all times.	Yes	Yes	Yes	
Maintenance Supervisors		5 years experience along with 5 ASE Certifications, which two must be in Brakes and Preventative Maintenance. Fleet Manager Certification can be substituted for 3 ASE Certifications.	Position staffed all shifts	Yes	Yes	Yes	
Intelligence Transit Systems (ITS) Manager	1	5 years experience along with experience in relevant systems, such as Clever, Fleet Focus, Fleet Watch, Transit revenue collection systems and Transystems	24/7 to site, meaning the ability to report to site at all times.	Yes	Any staff involved with the Revenue collection system, must complete an increased level of background check.	Yes	
Quality Control (QC) and Fleet Training Manager	1	5 years experience along with experience in relevant systems, such as Heavy Duty Truck or Transit maintenance, Clever, Fleet Focus, Fleet Watch, Transit revenue collection systems and Transystems		Yes	Yes	Yes	
Service Lane Supervisor		3 years experience along with knowledge of relevant systems, such as lube equipment, Vehicle washes, and Fleet Watch.	Position staffed all shifts	Yes	Any staff involved with the Revenue collection system, must complete an increased level of background check.	Yes	
Facility Manager	1	5 years experience along with experience in relevant systems, such as OSHA, Transit Maintenance equipment, Building systems.		Yes	Yes	No	If vendor can show how they would accomplish tasks with out position, FCDOT may waive.
QC Technician	3	5 years experience along with Master Technician Certification in either Heavy Duty Truck or Transit.		Yes	Yes	Yes	These technicians are not included in the technician to platform mile equation, only the "A", "B", And "C" technicians are part of the platform hour formula.
Maintenance Trainers	3	5 years experience along with Master Technician Certification in either Heavy Duty Truck or Transit.		Yes	Yes	Yes	
"A" Technicians		4 years experience along with 3 ASE Certifications, which two must be in Brakes and Preventative Maintenance.		Yes	Yes	Yes	1 Technician per 11,000 platform hours, at a minimum 20% must be "A" technicians.
"B" Technicians		3 years experience along with 2 ASE Certifications, which must be in Brakes and Preventative Maintenance.		Yes	Yes	Yes	1 Technician per 11,000 platform hours, at a minimum 35% must be "B" technicians.
"C" Technicians		2 years experience along with 1 ASE Certifications, which must be in Preventative Maintenance.		Yes	Yes	Yes	1 Technician per 11,000 platform hours, no more than 45% may be "C" technicians.
"C" Lube Technicians (Service Lane)		2 years experience along with 1 ASE Certification.	Position staffed all shifts	Yes	Any staff involved with the Revenue collection system, must complete an increased level of background check.	Yes	These technicians are not included in the technician to platform mile equation, only the "A", "B", And "C" technicians are part of the platform hour formula.
Tire Technicians	3	2 years experience.		No	Yes	Yes	These technicians are not included in the technician to platform mile equation, only the "A", "B", And "C" technicians are part of the platform hour formula.
ITS Technicians	5	3 years experience along with experience in relevant systems, such as Clever, Fleet Focus, Fleet Watch, Transit revenue collection systems and Transystems	Position staffed all shifts	Yes	Any staff involved with the Revenue collection system, must complete an increased level of background check.	Yes	These technicians are not included in the technician to platform mile equation, only the "A", "B", And "C" technicians are part of the platform hour formula.
Warranty Coordinator	1	3 years experience.		No	Yes	No	If vendor can show how they would accomplish tasks with out position, FCDOT may waive.
Parts Managers	3	3 years experience.		No	Yes	No	If vendor can show how they would accomplish tasks with out position, FCDOT may waive.
ITS Data Clerk	1	2 years experience along with experience in relevant data analysis.		No	Yes	Yes	
Maintenance Clerks	3	2 years experience along with experience in relevant data analysis.		No	Yes	Yes	
Parts Clerks	3	2 years experience.		No	Yes	Yes	
Facility Technicians	3	3 years experience along with experience in relevant systems, such as OSHA, Transit Maintenance equipment, Building systems.		No	Yes	No	If vendor can show how they would accomplish tasks with out position, FCDOT may waive.
Bus cleaners		1 years experience in vehicle cleaning		No, ability to move buses on lot.	Yes	Yes	

PROPOSED AUDIT FORM

FCDOT Transition Bus Inspection Form

VEHICLE NO.:

MODEL:

MANUFACTURER: New Flyer / Orion

YEAR:

HUB MILEAGE:

ODO MILEAGE:

DATE:

1.0	GAUGES AND CONTROLS	OK	NR	4.0	INTERIOR	OK	NR
1.01	Air System Tests	X		4.01	Bus Documentation	X	
1.02	Auto Fire Supp Shutdown	X		4.02	Condition-Walls & Ceiling	X	
1.03	Auxiliary Heater Operation	X		4.03	Condition-Floor Covering	X	
1.04	Brake & Throttle Pedals	X		4.04	Condition-Dash	X	
1.05	Call Police Function	X		4.05	Dash Fan & Operation	X	
1.06	Defrost / Heater Operation	X		4.06	Dest. Sign Cover & Decals	X	
1.07	Destination Sign Controller	X		4.07	Drivers Barrier	X	
1.08	Fast Idle	X		4.08	Emergency Exit Hatches	X	
1.09	Horn	X		4.09	Fare Box and Control	X	
1.10	Low Air Warn. Alarm/Light (75 psi)	X		4.10	Fire Supp Agent Gauges	X	
1.11	Panel Lights	X		4.11	Front Ent Door & Operation	X	
1.12	Parking Brake Operation	X		4.12	Grab Rails	X	
1.13	Rear View Mirror Controls	X		4.13	Mirrors	X	
1.14	Speedometer	X		4.14	Modesty Panels	X	
1.15	Steering Whl Tilt/Telescope	X		4.15	Operator Seat-Belt-Alarm	X	
1.16	Transmission Controls	X		4.16	Passenger Seats	X	
1.17	Turn Sig Switch Operation	X		4.17	Passenger Signal Operation	X	
1.18	Warning Lights and Gauges	X		4.18	Pass Windows/Emg. Op.	X	
1.19	WS Wiper/Wash Operation	X		4.19	Public Address (ADA)	X	

2.0	LIGHTS	OK	NR
2.01	Back-up Lights & Alarm	X	
2.02	Brake Lights	X	
2.03	Fare Box Overhead Light	X	
2.04	Hazard and Turn Signal Light	X	
2.05	Headlights, Hi-Lo, DRL	X	
2.06	Interior Passenger Lights	X	
2.07	License Plate Light	X	
2.08	Marker / Clearance Lights	X	
2.09	Operators Overhead	X	
2.10	Rear Deck Step-up Lights	X	
2.11	Tail Lights	X	

3.0	EXTERIOR	OK	NR
3.01	Access Doors	X	
3.02	Bicycle Rack & Warning	X	
3.03	Body / Panel Damage	X	
3.04	Bumpers	X	
3.05	Caulked Seams	X	
3.06	Cleanliness	X	
3.07	Decals	X	
3.08	Destination Sign Operation	X	
3.09	Passenger Doors	X	
3.10	Glass / Windows	X	
3.11	License Plates	X	
3.12	Lights	X	
3.13	Mirrors	X	
3.14	Paint Damage	X	
3.15	Wiper Blades, Arms, Wash	X	

LICENSE PLATE #	
HOURLMETER	

5.0	ADA CHECKLIST	OK	NR
	See ADA Page		

6.0	SAFETY	OK	NR
6.01	Bloodbourne Kit	X	
6.02	Emergency Triangles	X	
6.03	First Aid Kit	X	
6.04	Seat Belt Cutter	X	
6.05	Wheel Chocks	X	
6.06	5 lb ABC Ext. Gauge & Mt.	X	

7.0	HVAC	OK	NR
7.01	Ret. Air Grille & Filter Cond.	X	
7.02	Blower Motors	X	
7.03	Cooling Operation	X	
7.04	Floor Heater Operation	X	
7.05	Heater Operation	X	
7.06	System Operation	X	

1.01	Air System Tests	OK	NR
	Air Governor Cut-in (85 min)	psi.	X
	Cut-out (130 max)	psi.	X
	Air system build up time 85 to 100 psi (25 sec max)	sec.	X
	Static air pressure drop (2 psi. max) in 60 sec.	psi.	X
	Dynamic air pressure drop (3 psi. max) in 60 sec.	psi.	X
	Emg brake valve activation (min 25 psi)	psi.	X
	Emergency brake off alarm		X

1.15	Steering (Engine On)	OK	NR
	Record steering wheel free play	inch	X

4.02	Bus Documentaion	OK	NR
	State Inspection	expiration date	X
	Insurance card	expiration date	X
	Registration	expiration date	X
	Fire Extinguisher Inspection	expiration date	X
	Fire Suppression Inspection	expiration date	X

FCDOT Transition Bus Inspection Form

VEHICLE NO.: 0		Date:	01/00/00
Description of Defect		Repaired	Not Repaired
1.0	GAUGES AND CONTROLS		
2.0	LIGHTS		
4.0	INTERIOR		
6.0	SAFETY		
7.0	HVAC		

[illegible]

FCDOT Transition Bus Inspection Form

VEHICLE NO.: 0

MODEL: 0

MANUFACTURER: New Flyer / Orion

YEAR: 0

HUB MILEAGE: 0

Date: 01/00/00

ODO MILEAGE: 0

5.0 MOBILITY AID ACCESSIBILITY		OK	NR	5.3 PRIORITY SEATING SIGNS		OK	NR
5.01	Ramp and Kneeling decals	X		5.31	Priority signs located at each securement location	X	
5.02	Kneeling operation	X		5.32	Priority sign at one forward facing seat	X	
5.03	Kneeling audible and visual warning devices	X					
5.04	Mobility Aid Master Switch: condition and operation	X		5.4 LIGHTING		OK	NR
5.05	Other switch condition and operation	X		5.41	All Step well and exterior pathway lighting to be shielded if equipped	X	
5.06	Indicator lights operational	X		5.42	Check front interior entrance lighting when door opened	X	
5.07	Cycle ramp and verify operation of:			5.43	Check rear interior exit lighting when door opened	X	
5.08	1) Deployment and speed	X		5.45	Check exterior lighting at entrance and exit doors providing street / curb lighting when door opened	X	
5.09	2) Ramp audible and visual warning devices function properly	X					
5.10	3) Stow ramp and speed	X		5.5 PUBLIC ADDRESS SYSTEM		OK	NR
5.11	Inspect lines and hoses for signs of rubbing / leaks and properly secured	X		5.51	Inspect mounting of Clever Speakeasy control box	X	
5.12	Inspect all associated panels and doors for security and attachment	X		5.52	Inspect mounting and cleanliness of PA speakers	X	
5.13	Inspect ramp surfaces for damage	X		5.53	Inspect mounting and function of floor switch	X	
5.14	Inspect ramp hinge condition	X		5.54	Test PA system (internal & external)	X	
5.15	Inspect ramp structure mounting	X		5.6 STOP REQUEST		OK	NR
5.16	Inspect overall ramp for cleanliness and lubrication	X		5.61	Inspect passenger signal bell cord, slap pad and touchtape operation	X	
5.17	Inspect ramp emergency operation	X		5.62	Check visual indicator operation (dash and passenger signage)	X	
5.18	Inspect ramp yellow safety lines and trim around ramp for damage	X		5.63	Check audible chime and annuciation operation	X	
5.2 WHEELCHAIR AND PASSENGER SECUREMENT		OK	NR	5.7 DESTINATION SIGNS		OK	NR
5.21	Inspect wheelchair passenger belts for condition and operation	X		5.71	Check front, curb side and rear destination sign operation	X	
5.22	Inspect wheelchair securement devices for mounting and operation	X		5.72	Check front, curb side and rear destination sign lighting	X	
5.23				5.73	Check cleanliness of destination sign glasses	X	

FCDOT Transition Bus Inspection Form

VEHICLE NO.: 0		Date:	01/00/00
Description of Defect		Repaired	Not Repaired
5.0	MOBILITY AND ACCESSIBILITY (ADA)		
5.2	WHEELCHAIR AND PASSENGER SECUREMENT		
5.3	PRIORITY SEATING SIGNS		
5.4	LIGHTING		
5.5	PUBLIC ADDRESS SYSTEM		
5.6	STOP REQUEST		
5.7	DESTINATION SIGNS		

FCDOT Transition Bus Inspection Form

SAMPLES AND BRAKE RESULTS

Vehicle No.: 0

Date: 01/00/00

8.0	SAMPLES				
8.01	Engine Oil	Yes		No	
8.02	Transmission Fluid	Yes		No	
8.03	Differential Oil	Yes		No	
8.04	Steering / Hydraulic Fluid	Yes		No	
8.05	Coolant	Yes		No	

9.0	INTERLOCK OPERATION	OK	NR
9.01	Front and Rear Door Interlock	X	
9.02	Kneeling and Ramp Interlock Operation	X	
9.03	Front Door Below 3 MPH Interlock	X	
9.04	Rear Door Below 3 MPH Interlock	X	
9.05	Speedometer Accuracy	X	

10.0	BRAKE PERFORMANCE TESTS				
	Service	min 35 feet		Emergency	min 85 feet
10.01		feet			feet

	Description of Defect	Repaired	Not Repaired
8.0	SAMPLES		
9.0	Interlock Operation		
10.0	Brake Performance Tests		

FCDOT Transition Bus Inspection Form

VEHICLE NO.: 0

Date: 01/00/00

11.0	ENGINE/TRANSMISSION	OK	NR	13.0	UNDERCARRIAGE	OK	NR
11.01	AC Compressor	X		13.01	Air Dryer	X	
11.02	Air System	X		13.02	Air Leaks	X	
11.03	Alternator and Wiring	X		13.03	Air Suspension / Shocks	X	
11.04	Auxiliary Coolant Heater	X		13.04	Body / Chassis Mounts	X	
11.05	Belts & Guard	X		13.05	Cleanliness	X	
11.06	Bypass Oil Filter	X		13.06	Corrosion	X	
11.07	Charge Air Cooling System	X		13.07	Differential	X	
11.08	Cleanliness	X		13.08	Driveshaft / U-Joints & Strap	X	
11.09	Coolant Filter	X		13.09	Engine / Trans. Mounts	X	
11.10	Coolant Leaks	X		13.10	Front & Rear Hubs	X	
11.11	DEF Tank Cond & Level	X		13.11	Fuel Tank	X	
11.12	Electric Fans-Cond & Cleaning	X		13.12	Heater Booster Pump	X	
11.13	Eng Air Intake System	X		13.13	Hoses and Lines	X	
11.14	Engine Door	X		13.14	King Pins / Wheel Bearings	X	
11.15	Exhaust/Turbo/Muffler/Catalyst	X		13.15	Mud Flaps / Ground Strap(s)	X	
11.16	Fuel Leaks	X		13.16	Plywood Flooring	X	
11.17	Hoses&Lines-Leaks, Chaffing	X		13.17	Radius and Lateral Rods	X	
11.18	Engine Mounts	X		13.18	Steering Components	X	
11.19	Eng Oil / Trans Fluid Level	X		13.19	Structural / Bulkheads	X	
11.20	Eng Oil /Trans Fluid Leaks	X		13.20	Tie Rods and Drag Links	X	
11.21	Eng Oil Pan Condition	X		13.21	Undercoating Condition	X	
11.22	Eng Performance/ Smoke	X		13.22	Wheels, Hubs and Nuts	X	
11.23	Power Steering Reservoir	X		13.23		X	
11.24	Radiator / Surge Tank	X					
11.25	Rear Run Box Gauges	X		14.0	BRAKES/AIR SYSTEM	OK	NR
11.26	Rear Run Box Switch Operation	X		14.01	Air System Leaks	X	
11.27	Starter & Cable	X		14.02	Air Lines	X	
11.28	SWAT Switch Functionality	X		14.03	Air Tanks / Dryer	X	
11.29	Trans Pan Condition	X		14.04	Brake Air Leaks	X	
11.30	Transmission-cond & mounts	X		14.05	Brake Application Valve	X	
11.31	Wiring	X		14.06	Brake Chambers	X	
11.32		X		14.07	Front Brake Rotor / Caliper	X	
				14.08	Rear Brake Rotor / Caliper	X	
12.0	BATTERIES, HOLD-DOWNS AND COMPARTMENT	OK	NR	14.09	Quick Release / Relay Valves	X	
12.01	Batteries	X		14.10	Wheel Seals	X	
12.02	Trays, Cables & Connections	X		14.11	Front Brake Lining Thickness		
12.03	Battery Jump Start Connect	X			RF (min. 4/16)	/16	X
12.04					LF (min. 4/16)	/16	X
12.05				14.12	Rear Brake Lining Thickness		
					RR (min. 4/16)	/16	X
					LR (min. 4/16)	/16	X

OK-ITEMS SATISFACTORY
NR-ITEMS NEED REPAIR

15.0	Tire Condition	OK	NR	
POS	PSI	Cond	Depth	
15.01	RF		/32	X
15.02	LF		/32	X
15.03	RRO		/32	X
15.04	RRI		/32	X
15.05	LRO		/32	X
15.06	LRI		/32	X

NOTE: Tire Cond.

O OK
S Sidewall Damage
F Flat

FCDOT Transition Bus Inspection Form

[illegible]