

REPRESENTATIONS AND CERTIFICATIONS
(NON-FEDERALLY FUNDED SUPPLY/SERVICE/CONSTRUCTION CONTRACTS)

REPRESENTATIONS

Instructions: Check or complete all applicable boxes or blocks on this form and submit it with your offer.

1. TYPE OF BUSINESS ORGANIZATION

By submission of this offer, the offeror represents that it operates as an individual, a partnership, a limited liability company, a joint venture, a nonprofit organization, or a corporation, incorporated under the laws of the State of Maryland.

2. AFFILIATION AND IDENTIFYING DATA

Each offeror shall complete (a), (b) if applicable, and (c) below, representing that:

(a) It is, is not, owned or controlled by a parent company. For this purpose, a parent company is defined as one which either owns or controls the activities and basic business policies of the offeror. To own another company means the parent company must own at least a majority, i.e., more than 50 percent, of the voting rights in that company. To control another company, such ownership is not required; if another company is able to formulate, determine or veto basic business policy decisions of the offeror, such other company is considered the parent of the offeror. This control may be exercised through the use of dominant minority voting rights, use of proxy voting, contractual arrangements or otherwise.

(b) If the offeror is owned or controlled by a parent company, it shall insert in the space below the name and main office address of the parent company:

Veolia Environnement

Veolia Transport

Name of Parent Company
36-38 avenue Kléber
75016, Paris France

Main Office Address (including ZIP Code)

(c) If the offeror has no parent company, it shall provide in the applicable space below its own Employer's Identification Number (E.I.N.), (i.e., number used on Federal Tax Returns or, if it has a parent company, the E.I. No. of its parent company).

*The SIREN number for VE (French equivalent to EIN) is 403 210 032

Offeror E.I. Number: 52-1493194 or, Parent Company's E.I. Number: *

(d) If a Data Universal Numbering Systems (DUNS), number has not been established for the address entered on the Solicitation, Offer, and Award Form, the Authority will arrange for the assignment of this number after award of a contract and will notify the Contractor accordingly.

CERTIFICATIONS

3. COVENANT AGAINST GRATUITIES

By submission of this offer, the offeror certifies, and in the case of a joint offer, each party thereto certifies as to its own organization, that in connection with this procurement:

Neither it nor any of its employees, representatives or agents have offered or given gratuities (in the form of entertainment, gifts or otherwise) to any director, officer or employee of the Authority with the

WASHINGTON METROPOLITAN AREA TRANSIT AUTHORITY
SUPPLY AND SERVICE CONTRACT RFP CQ12169/KAM

view toward securing favorable treatment in the awarding, amending, or the making of any determination with respect to the performing of the contract.

4. CONTINGENT FEE

By submission of this offer, the offeror certifies, and in the case of a joint offer, each party thereto certifies as to its own organization, that in connection with this procurement:

- (a) It has, has not, employed or retained any company or persons (other than a full-time, bona fide employee working solely for the offeror) to solicit or secure this contract, and
- (b) It has, has not, paid or agreed to pay any company or person (other than a full-time, bona fide employee working solely for the offeror) any fee, commission, percentage, or brokerage fee contingent upon or resulting from the award of this contract.

5. CERTIFICATION OF INDEPENDENT PRICE DETERMINATION

(a) By submission of this offer, the offeror certifies, and in the case of a joint offer, each party thereto certifies as to its own organization, that in connection with this procurement:

- (1) The prices in this offer have been arrived at independently, without, for the purpose of restricting competition, any consultation, communication, or agreement with any other offeror or with any other competitor, as to any matter relating to such prices;
- (2) Unless otherwise required by law, the prices which have been quoted in this offer have not been knowingly disclosed by the offeror and will not be knowingly disclosed by the offeror prior to the opening of bids (in the case of a sealed bid solicitation) or prior to award (in the case of a negotiated procurement), directly or indirectly, to any other offeror or to any competitor; and
- (3) No attempt has been made or will be made by the offeror to induce any other person or firm to submit or not to submit an offer for the purpose of restricting competition.

(b) Each person signing this offer certifies that:

- (1) He or she is the person in the offeror's organization responsible within that organization for the decision as to the prices being offered herein and that he/she has not participated, and will not participate, in any action contrary to (a)(1) through (a)(3) above; or
- (2) He or she is not the person in the offeror's organization responsible within that organization for the decision as to the prices being offered herein, but that he/she has been authorized in writing to act as agent for the persons responsible for such decision in certifying that such persons have not participated; and will not participate, in any action contrary to (a)(1) through (a)(3) above, and as their agent does hereby so certify.

6. NONDISCRIMINATION ASSURANCE

By submission of this offer, the offeror certifies, and in the case of a joint offer, each party thereto certifies as to its own organization, in connection with this procurement that it will not discriminate on the basis of race, color, creed, national origin, sex, age in the performance of this contract. The offeror is required to insert the substance of this clause in all subcontracts and purchase orders. Failure by the contractor to carry out these requirements is a material breach of this contract, which may result in the termination of this contract or such other remedy as the Authority deems appropriate. The offeror further agrees by submitting this offer that it will include this certification, without modification, in all subcontracts and purchase orders.

WASHINGTON METROPOLITAN AREA TRANSIT AUTHORITY
SUPPLY AND SERVICE CONTRACT RFP CQ12169/KAM

7. BUY AMERICA ACT CERTIFICATION - NOT APPLICABLE

The Buy America requirements apply to federally assisted construction contracts, and acquisition of goods or rolling stock contracts valued at more than \$100,000.

- (a) By submission of this offer, the offeror certifies, and in the case of a joint offer, each party thereto certifies as to its own organization, that in connection with this procurement it will comply with 49 U.S.C. 5323(j) and 49 C.F.R. Part 661, which provide that Federal funds may not be obligated unless steel, iron, and manufactured products used in FTA-funded projects are produced in the United States, unless a waiver has been granted by FTA or the product is subject to a general waiver. General waivers are listed in 49 C.F.R. 661.7. Separate requirements for rolling stock are set out at 49 U.S.C. 5323(j)(2)(C) and 49 C.F.R. 661.11.
- (b) An offeror must submit to the Authority the appropriate Buy America certification (below) with all bids or offers on FTA-funded contracts, except those subject to a general waiver. Offers that are not accompanied by a completed Buy America certification must be rejected as nonresponsive. This requirement does not apply to lower tier subcontractors. Mark the applicable certifications below:

(1) **Certification requirement for procurement of steel, iron, or manufactured products:**

Certificate of Compliance with 49 U.S.C. 5323(j)(1)

The bidder or offeror hereby certifies that it will meet the requirements of 49 U.S.C. 5323(j)(1) and the applicable regulations in 49 CFR Part 661.5.

Certificate of Non-Compliance with 49 U.S.C. 5323(j)(1)

The bidder or offeror hereby certifies that it cannot comply with the requirements of 49 U.S.C. 5323(j)(1) and 49 C.F.R. 661.5, but it may qualify for an exception pursuant to 49 U.S.C. 5323(j)(2)(A), 5323(j)(2)(B), or 5323(j)(2)(D), and 49 C.F.R. 661.7.

(2) **Certification requirement for procurement of buses, other rolling stock and associated equipment:**

Certificate of Compliance with 49 U.S.C. 5323(j)(2)(C)


The bidder or offeror hereby certifies that it will comply with the requirements of 49 U.S.C. 5323(j)(2)(C) and the regulations at 49 C.F.R. Part 661.11.

Certificate of Non-Compliance with 49 U.S.C. 5323(j)(2)(C)

The bidder or offeror hereby certifies that it cannot comply with the requirements of 49 U.S.C. 5323(j)(2)(C) and 49 C.F.R. 661.11, but may qualify for an exception pursuant to 49 U.S.C. 5323(j)(2)(A), 5323(j)(2)(B), or 5323(j)(2)(D), and 49 C.F.R. 661.7.

SIGNATURE BLOCK FOR ALL REPRESENTATIONS AND CERTIFICATIONS

Name of Offeror: Veolia Transportation Services, Inc.

Name and Title of Authorized Representative: 

Senior Vice President

Title

8.22.12

Date



CERTIFICATE OF LIABILITY INSURANCE

DATE (MM/DD/YYYY)
02/27/2013

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.

IMPORTANT: If the certificate holder is an ADDITIONAL INSURED, the policy(ies) must be endorsed. If SUBROGATION IS WAIVED, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).

PRODUCER Marsh USA, Inc. 1717 Arch Street Philadelphia, PA 19103 Attn: veolia.certrequest@marsh.com	CONTACT NAME: _____	
	PHONE (A/C, No, Ext): _____	FAX (A/C, No): _____
E-MAIL ADDRESS: _____		
INSURER(S) AFFORDING COVERAGE		NAIC #
INSURER A: Old Republic Insurance Co		24147
INSURER B: N/A		N/A
INSURER C: N/A		N/A
INSURER D:		
INSURER E:		
INSURER F:		

COVERAGES	CERTIFICATE NUMBER: CLE-003914794-12	REVISION NUMBER: 2
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THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

INSR LTR	TYPE OF INSURANCE	ADDL INSR	SUBR WVD	POLICY NUMBER	POLICY EFF (MM/DD/YYYY)	POLICY EXP (MM/DD/YYYY)	LIMITS
A	GENERAL LIABILITY <input checked="" type="checkbox"/> COMMERCIAL GENERAL LIABILITY <input type="checkbox"/> CLAIMS-MADE <input checked="" type="checkbox"/> OCCUR GENL AGGREGATE LIMIT APPLIES PER: <input checked="" type="checkbox"/> POLICY <input type="checkbox"/> PRO-JECT <input type="checkbox"/> LOC			MWZY59582	07/01/2012	07/01/2013	EACH OCCURRENCE \$ 2,000,000 DAMAGE TO RENTED PREMISES (Ea occurrence) \$ 1,000,000 MED EXP (Any one person) \$ PERSONAL & ADV INJURY \$ 2,000,000 GENERAL AGGREGATE \$ 2,000,000 PRODUCTS - COM/POP AGG \$ 2,000,000 \$
A	AUTOMOBILE LIABILITY <input checked="" type="checkbox"/> ANY AUTO <input type="checkbox"/> ALL OWNED AUTOS <input type="checkbox"/> SCHEDULED AUTOS <input type="checkbox"/> HIRED AUTOS <input type="checkbox"/> NON-OWNED AUTOS			MWTB21268	07/01/2012	07/01/2013	COMBINED SINGLE LIMIT (Ea accident) \$ 5,000,000 BODILY INJURY (Per person) \$ BODILY INJURY (Per accident) \$ PROPERTY DAMAGE (Per accident) \$ \$
	UMBRELLA LIAB <input type="checkbox"/> OCCUR EXCESS LIAB <input type="checkbox"/> CLAIMS-MADE DED RETENTION \$						EACH OCCURRENCE \$ AGGREGATE \$ \$
A	WORKERS COMPENSATION AND EMPLOYERS' LIABILITY ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? (Mandatory in NH) If yes, describe under DESCRIPTION OF OPERATIONS below			MWC11700400	07/01/2012	07/01/2013	<input checked="" type="checkbox"/> WC STATUTORY LIMITS <input type="checkbox"/> OTHER E.L. EACH ACCIDENT \$ 1,000,000 E.L. DISEASE - EA EMPLOYEE \$ 1,000,000 E.L. DISEASE - POLICY LIMIT \$ 1,000,000

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (Attach ACORD 101, Additional Remarks Schedule, if more space is required)
 Re: MetroAccess Paratransit Service for the Service Delivery Segment.

Washington Metropolitan Area Transit Authority is included as additional insured with respect to general and automobile liability where required by written contract.

CERTIFICATE HOLDER Washington Metropolitan Area Transit Authority Jackson Graham Building 600 Fifth Street, N.W. Washington, DC 20001	CANCELLATION SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS. AUTHORIZED REPRESENTATIVE of Marsh USA Inc.
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EVIDENCE OF PROPERTY INSURANCE

DATE (MM/DD/YYYY)
02/27/2013

THIS EVIDENCE OF PROPERTY INSURANCE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE ADDITIONAL INTEREST NAMED BELOW. THIS EVIDENCE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS EVIDENCE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE ADDITIONAL INTEREST.

AGENCY *Marsh USA, Inc. 1717 Arch Street Philadelphia, PA 19103 Attn: Veolia CertRequest@marsh.com / Fax: [REDACTED]		PHONE (A/C, No, Ext): [REDACTED]		COMPANY AXA Insurance Company	
390631-All-Prop-13-14		FAX (A/C, No):		E-MAIL ADDRESS:	
CODE:		SUB CODE:		LOAN NUMBER	
AGENCY CUSTOMER ID #:		INSURED Veolia Transportation, Inc. 720 East Butlerfield Road, Suite 300 Lombard, IL 60148		POLICY NUMBER PR0001736(13)	
		EFFECTIVE DATE 01/01/2013		EXPIRATION DATE 01/01/2014	
				<input type="checkbox"/> CONTINUED UNTIL TERMINATED IF CHECKED	
THIS REPLACES PRIOR EVIDENCE DATED:					

PROPERTY INFORMATION

LOCATION/DESCRIPTION

THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS EVIDENCE OF PROPERTY INSURANCE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

COVERAGE INFORMATION

COVERAGE / PERILS / FORMS	AMOUNT OF INSURANCE	DEDUCTIBLE
All risk of direct physical loss or damage to real property on a replacement cost basis, subject to policy terms, conditions, and exclusions. Coverage includes, but is not limited to, fire, extended perils such as vandalism, malicious mischief, flood, earthquake, and boiler & machinery.	1,000,000	250,000

REMARKS (Including Special Conditions)

CANCELLATION

SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS.

ADDITIONAL INTEREST

CLE-003903496-05

NAME AND ADDRESS Veolia Transportation, Inc. 720 East Butlerfield Road, Suite 300 Lombard, IL 60148	MORTGAGEE	ADDITIONAL INSURED
	LOSS PAYEE	LOAN #
AUTHORIZED REPRESENTATIVE of Marsh USA Inc. [REDACTED]		



February 27, 2013

██████████
Office of Procurement & Materials
Washington Metropolitan Area Transit Authority (WMATA)
600 5th Street, NW
Room 3D-03-C
Washington, DC 20001

Dear ██████████

Per your email, please find the information you requested.

Insurance certificates – We have attached updated insurance certificates for property, general liability, automobile liability and workers compensation. We renew our insurance every July and will provide new certificates prior to this date.

Letters of Intent – Also enclosed are letters of intent for small business participation in this project. The total meets the 2% goal WMATA has set. Because we do not know the exact size of a potential contract we have based the letters on Tier 3 service levels. We will make any appropriate adjustments to reflect the final service award configuration and commit to always meeting the 2% threshold.

Code	Company	Good/Service	Spend	Participation %
	Nissi Group	Bus and Facility Cleaning	\$8,957,900	1.91%
CP5000 Cleaning Supplies	Perraza's Cleaning Services	Janitorial services and supplies	\$206,400	0.04%
TO6000	Dominion Electric Supply Company	Electrical equipment for facility build-outs	\$33,600	0.01%
MS1120 Computer Equipment	Logistics Integration Solutions	Admin support	\$35,000	0.01%
SV5000 Construction Services	Lake and Associates	Facility improvements	\$142,736	0.03%
			Total	2.00%

Sincerely,

████████████████████
Senior Vice President of Business Development



February 27, 2013

[REDACTED]
Lake and Associates
3405 Orme Drive
Temple Hills, MD 20748

Re: Letter of Intent – Vendor to Veolia Transportation Services, Inc.

[REDACTED]
This letter serves as confirmation of Veolia Transportation Services, Inc.'s intention to utilize your company to provide construction services as part of our contract to provide MetroAccess services for Washington Metropolitan Area Transit Authority (WMATA).

Specifically, Veolia intends to spend at least \$142,736 (0.03% of the total contract value) over the WMATA 10 year contract period with your company.

We look forward to partnering with you on provision of safe, reliable, efficient services for WMATA's MetroAccess passengers. Please contact Vice President of Intelliride and Paratransit Services [REDACTED] at [REDACTED]@veoliatransdev.com or [REDACTED] if you have any questions or need additional information.

Sincerely,

[REDACTED]

[REDACTED]
Senior Vice President – Business Development



February 27, 2013

[REDACTED]
Dominion Electric Supply Company
22 K Street N.E.
Washington, DC 20002

Re: Letter of Intent – Vendor to Veolia Transportation Services, Inc.

[REDACTED]
This letter serves as confirmation of Veolia Transportation Services, Inc.'s intention to utilize your company to provide electrical equipment as part of our contract to provide MetroAccess services for Washington Metropolitan Area Transit Authority (WMATA).

Specifically, Veolia intends to spend at least \$33,600 (0.01% of the total contract value) over the WMATA 10 year contract period with your company.

We look forward to partnering with you on provision of safe, reliable, efficient services for WMATA's MetroAccess passengers. Please contact Vice President of Intelliride and Paratransit Services [REDACTED] at [REDACTED]@veoliatransdev.com or [REDACTED] if you have any questions or need additional information.

Sincerely,

[REDACTED]
[REDACTED]
Senior Vice President – Business Development



February 27, 2013

[REDACTED]
Logistics Integrated Solutions
44121 Harry Byrd Hwy., Suite 255
Ashburn, VA 20147

Re: Letter of Intent – Vendor to Veolia Transportation Services, Inc.

[REDACTED]
This letter serves as confirmation of Veolia Transportation Services, Inc.'s intention to utilize your company to provide IT consulting, support and/or staffing as part of our contract to provide MetroAccess services for Washington Metropolitan Area Transit Authority (WMATA).

Specifically, Veolia intends to spend at least \$35,000 (0.01% of the total contract value) over the WMATA 10 year contract period with your company.

We look forward to partnering with you on provision of safe, reliable, efficient services for WMATA's MetroAccess passengers. Please contact Vice President of Intelliride and Paratransit Services [REDACTED] at [REDACTED]@veoliatransdev.com or [REDACTED] if you have any questions or need additional information.

Sincerely,

[REDACTED]
[REDACTED]
Senior Vice President – Business Development



February 27, 2013

[REDACTED]
Nissi Group
2138 Priest Bridge Court, Suite 1
Crofton, MD 21114-2463

Re: Letter of Intent – Vendor to Veolia Transportation Services, Inc.

[REDACTED]
This letter serves as confirmation of Veolia Transportation Services, Inc.'s intention to utilize your company to provide fleet cleaning services and uniforms as part of our contract to provide MetroAccess services for Washington Metropolitan Area Transit Authority (WMATA).

Specifically, Veolia intends to spend at least \$8,957,900 (1.91% of the total contract value) over the WMATA 10 year contract period with your company.

We look forward to partnering with you on provision of safe, reliable, efficient services for WMATA's MetroAccess passengers. Please contact Vice President of Intelliride and Paratransit Services [REDACTED] at [REDACTED]@veoliatransdev.com or [REDACTED] if you have any questions or need additional information.

Sincerely,

[REDACTED]
Senior Vice President – Business Development



February 27, 2013

[REDACTED] Cleaning Services
9204 Labelle Lane
Gaithersburg, MD 20879

Re: Letter of Intent – Vendor to Veolia Transportation Services, Inc.

[REDACTED]

This letter serves as confirmation of Veolia Transportation Services, Inc.'s intention to utilize your company to provide janitorial services and supplies as part of our contract to provide MetroAccess services for Washington Metropolitan Area Transit Authority (WMATA).

Specifically, Veolia intends to spend at least \$206,400 (0.04% of the total contract value) over the WMATA 10 year contract period with your company.

We look forward to partnering with you on provision of safe, reliable, efficient services for WMATA's MetroAccess passengers. Please contact Vice President of Intelliride and Paratransit Services [REDACTED] at [REDACTED]@veoliatransdev.com or [REDACTED] if you have any questions or need additional information.

Sincerely,

[REDACTED]

Senior Vice President – Business Development

[REDACTED]

From: [REDACTED]@veoliatransdev.com]
Sent: Tuesday, February 12, 2013 5:57 PM
To: [REDACTED]
Cc: [REDACTED]
Subject: Veolia Response to Service Delivery Proposal
Attachments: WMATA Pricing Pages 1 of 2.pdf; WMATA Pricing Pages 2 of 2.pdf; Veolia Response to SD Pricing Questions 02-12-2013.docx

Good evening [REDACTED]

Please find attached our response to the questions from Monday's meeting, along with our revised pricing sheets.

Regards
[REDACTED]

The Service Delivery Contractor shall provide fixed hourly rates for each service level benchmark for each year of the contract. Estimated hours are provided for evaluation purposes only and do not represent a firm commitment to purchase any amount of service. Actual service levels may vary widely from the estimated service levels shown. The fixed hourly rates are to include all applicable charges. No additional charges will be allowed.

Year One – July 1, 2013 – June 30, 2014

No.	Service Levels: Number of Weekly Revenue Service Hours ("RSH")	Fixed Hourly Rate
1	3,520 to 8,799 RSH (10% to 25% of current RSH)	
2	8,800 to 14,079 RSH (25% to 40% of current RSH)	
3	14,080 to 21,119 RSH (40% to 60% of current RSH)	
4	21,120 to 28,159 RSH (60% to 80% of current RSH)	
5	28,160 to 42,240 RSH (80% to 120% of current RSH)	
6	42,241 to 49,280 RSH (120% to 140% of current RSH)	
7	Sum of Hourly Rates (add Lines 1 through 6)	
8	Average Hourly Rate (divide Line 7 by the number 6)	
9	Estimated Annual Revenue Service Hours	
10	Estimated Annual Cost Year 1 (multiply Line 8 by Line 9)	
11	Taxi Service Rate per Mile	
12	Revenue Vehicle Maintenance Cost per Service Mile	

Year Two – July 1, 2014 – June 30, 2015

No.	Service Levels: Number of Weekly Revenue Service Hours ("RSH")	Fixed Hourly Rate
1	3,520 to 8,799 RSH (10% to 25% of current RSH)	
2	8,800 to 14,079 RSH (25% to 40% of current RSH)	
3	14,080 to 21,119 RSH (40% to 60% of current RSH)	
4	21,120 to 28,159 RSH (60% to 80% of current RSH)	
5	28,160 to 42,240 RSH (80% to 120% of current RSH)	
6	42,241 to 49,280 RSH (120% to 140% of current RSH)	
7	Sum of Hourly Rates (add Lines 1 through 6)	
8	Average Hourly Rate (divide Line 7 by the number 6)	
9	Estimated Annual Revenue Service Hours	
10	Estimated Annual Cost Year 1 (multiply Line 8 by Line 9)	
11	Taxi Service Rate per Mile	
12	Revenue Vehicle Maintenance Cost per Service Mile	

Year Three – July 1, 2015 – June 30, 2016

No.	Service Levels: Number of Weekly Revenue Service Hours ("RSH")	Fixed Hourly Rate
1	3,520 to 8,799 RSH (10% to 25% of current RSH)	
2	8,800 to 14,079 RSH (25% to 40% of current RSH)	
3	14,080 to 21,119 RSH (40% to 60% of current RSH)	
4	21,120 to 28,159 RSH (60% to 80% of current RSH)	
5	28,160 to 42,240 RSH (80% to 120% of current RSH)	
6	42,241 to 49,280 RSH (120% to 140% of current RSH)	
7	Sum of Hourly Rates (add Lines 1 through 6)	
8	Average Hourly Rate (divide Line 7 by the number 6)	
9	Estimated Annual Revenue Service Hours	
10	Estimated Annual Cost Year 1 (multiply Line 8 by Line 9)	
11	Taxi Service Rate per Mile	
12	Revenue Vehicle Maintenance Cost per Service Mile	

Year Four – July 1, 2016 – June 30, 2017

No.	Service Levels: Number of Weekly Revenue Service Hours ("RSH")	Fixed Hourly Rate
1	3,520 to 8,799 RSH (10% to 25% of current RSH)	
2	8,800 to 14,079 RSH (25% to 40% of current RSH)	
3	14,080 to 21,119 RSH (40% to 60% of current RSH)	
4	21,120 to 28,159 RSH (60% to 80% of current RSH)	
5	28,160 to 42,240 RSH (80% to 120% of current RSH)	
6	42,241 to 49,280 RSH (120% to 140% of current RSH)	
7	Sum of Hourly Rates (add Lines 1 through 6)	
8	Average Hourly Rate (divide Line 7 by the number 6)	
9	Estimated Annual Revenue Service Hours	
10	Estimated Annual Cost Year 1 (multiply Line 8 by Line 9)	
11	Taxi Service Rate per Mile	
12	Revenue Vehicle Maintenance Cost per Service Mile	

Year Five – July 1, 2017 – June 30, 2018

No.	Service Levels: Number of Weekly Revenue Service Hours ("RSH")	Fixed Hourly Rate
1	3,520 to 8,799 RSH (10% to 25% of current RSH)	
2	8,800 to 14,079 RSH (25% to 40% of current RSH)	
3	14,080 to 21,119 RSH (40% to 60% of current RSH)	
4	21,120 to 28,159 RSH (60% to 80% of current RSH)	
5	28,160 to 42,240 RSH (80% to 120% of current RSH)	
6	42,241 to 49,280 RSH (120% to 140% of current RSH)	
7	Sum of Hourly Rates (add Lines 1 through 6)	
8	Average Hourly Rate (divide Line 7 by the number 5)	
9	Estimated Annual Revenue Service Hours	
10	Estimated Annual Cost Year 1 (multiply Line 8 by Line 9)	
11	Taxi Service Rate per Mile	
12	Revenue Vehicle Maintenance Cost per Service Mile	

Option Year One – July 1, 2018 – June 30, 2019

No.	Service Levels: Number of Weekly Revenue Service Hours ("RSH")	Fixed Hourly Rate
1	3,520 to 8,799 RSH (10% to 25% of current RSH)	
2	8,800 to 14,079 RSH (25% to 40% of current RSH)	
3	14,080 to 21,119 RSH (40% to 60% of current RSH)	
4	21,120 to 28,159 RSH (60% to 80% of current RSH)	
5	28,160 to 42,240 RSH (80% to 120% of current RSH)	
6	42,241 to 49,280 RSH (120% to 140% of current RSH)	
7	Sum of Hourly Rates (add Lines 1 through 6)	
8	Average Hourly Rate (divide Line 7 by the number 6)	
9	Estimated Annual Revenue Service Hours	
10	Estimated Annual Cost Year 1 (multiply Line 8 by Line 9)	
11	Taxi Service Rate per Mile	
12	Revenue Vehicle Maintenance Cost per Service Mile	

Option Year Two – July 1, 2019 – June 30, 2020

No.	Service Levels: Number of Weekly Revenue Service Hours ("RSH")	Fixed Hourly Rate
1	3,520 to 8,799 RSH (10% to 25% of current RSH)	
2	8,800 to 14,079 RSH (25% to 40% of current RSH)	
3	14,080 to 21,119 RSH (40% to 60% of current RSH)	
4	21,120 to 28,159 RSH (60% to 80% of current RSH)	
5	28,160 to 42,240 RSH (80% to 120% of current RSH)	
6	42,241 to 49,280 RSH (120% to 140% of current RSH)	
7	Sum of Hourly Rates (add Lines 1 through 6)	
8	Average Hourly Rate (divide Line 7 by the number 6)	
9	Estimated Annual Revenue Service Hours	
10	Estimated Annual Cost Year 1 (multiply Line 8 by Line 9)	
11	Taxi Service Rate per Mile	
12	Revenue Vehicle Maintenance Cost per Service Mile	

Option Year Three – July 1, 2020 – June 30, 2021

No.	Service Levels: Number of Weekly Revenue Service Hours ("RSH")	Fixed Hourly Rate
1	3,520 to 8,799 RSH (10% to 25% of current RSH)	
2	8,800 to 14,079 RSH (25% to 40% of current RSH)	
3	14,080 to 21,119 RSH (40% to 60% of current RSH)	
4	21,120 to 28,159 RSH (60% to 80% of current RSH)	
5	28,160 to 42,240 RSH (80% to 120% of current RSH)	
6	42,241 to 49,280 RSH (120% to 140% of current RSH)	
7	Sum of Hourly Rates (add Lines 1 through 6)	
8	Average Hourly Rate (divide Line 7 by the number 6)	
9	Estimated Annual Revenue Service Hours	
10	Estimated Annual Cost Year 1 (multiply Line 8 by Line 9)	
11	Taxi Service Rate per Mile	
12	Revenue Vehicle Maintenance Cost per Service Mile	

Option Year Four – July 1, 2021 – June 30, 2022

No.	Service Levels: Number of Weekly Revenue Service Hours ("RSH")	Fixed Hourly Rate
1	3,520 to 8,799 RSH (10% to 25% of current RSH)	
2	8,800 to 14,079 RSH (25% to 40% of current RSH)	
3	14,080 to 21,119 RSH (40% to 60% of current RSH)	
4	21,120 to 28,159 RSH (60% to 80% of current RSH)	
5	28,160 to 42,240 RSH (80% to 120% of current RSH)	
6	42,241 to 49,280 RSH (120% to 140% of current RSH)	
7	Sum of Hourly Rates (add Lines 1 through 6)	
8	Average Hourly Rate (divide Line 7 by the number 6)	
9	Estimated Annual Revenue Service Hours	
10	Estimated Annual Cost Year 1 (multiply Line 8 by Line 9)	
11	Taxi Service Rate per Mile	
12	Revenue Vehicle Maintenance Cost per Service Mile	

Option Year Five – July 1, 2022 – June 30, 2023

No.	Service Levels: Number of Weekly Revenue Service Hours ("RSH")	Fixed Hourly Rate
1	3,520 to 8,799 RSH (10% to 25% of current RSH)	
2	8,800 to 14,079 RSH (25% to 40% of current RSH)	
3	14,080 to 21,119 RSH (40% to 60% of current RSH)	
4	21,120 to 28,159 RSH (60% to 80% of current RSH)	
5	28,160 to 42,240 RSH (80% to 120% of current RSH)	
6	42,241 to 49,280 RSH (120% to 140% of current RSH)	
7	Sum of Hourly Rates (add Lines 1 through 6)	
8	Average Hourly Rate (divide Line 7 by the number 6)	
9	Estimated Annual Revenue Service Hours	
10	Estimated Annual Cost Year 1 (multiply Line 8 by Line 9)	
11	Taxi Service Rate per Mile	
12	Revenue Vehicle Maintenance Cost per Service Mile	



February 12, 2013

[REDACTED]
Washington Area Metropolitan Transit Authority
600 Fifth Street NW
Washington, DC 20001

RE Revised Pricing for Veolia Proposal re: RFP CQ12169/KAM - Metro Access Service Delivery

Dear [REDACTED]

I want to thank you and your team for taking the time to meet with us yesterday regarding the pricing of our service delivery proposals. Veolia is very excited about the opportunity to partner with WMATA on the delivery of Metro Access services, and we appreciate the time you and your team has taken to review our technical and price proposals and to provide us with information which will help us to offer you the best and most competitive proposals possible.

Based on your questions and comments, we have reviewed our pricing for the service delivery proposals we have submitted, and we have made the following changes:

1. Oversight of Paramed Subcontract – As discussed during our teleconference, Veolia does not believe that oversight of the Paramed contract on your behalf will necessitate any significant change in the amount of managerial and supervisory support we need to successfully oversee this project. We understand the cost of the subcontract will be a pass-through expense to WMATA and that the subcontractor performance will not be subject to the same performance standards and penalties as the Metro ACCESS service.
2. Insurance – Based on the information which you provided during our meeting yesterday and the additional details provided in your email yesterday afternoon, we have excluded all auto liability insurance costs (with the exception of non-revenue vehicles), and we have moved all other insurance costs (including General Liability, Workman's Compensation, Vehicle Physical Damage, etc.) to the "other Insurance line within the pricing pages. We understand that WMATA will provide liability coverage from first dollar to the maximum amount of its existing policies so auto liability-related expenses will not accrue to the Contractor.
3. Vehicle Maintenance – We have reviewed our maintenance assumptions, and our initial maintenance pricing did not properly factor in anticipated vehicle replacement. We have revised our maintenance pricing assumptions and reduced our prices to reflect the elimination of most major component rebuilds, which equated to savings of \$329K over the 5 year base contract term. We also reviewed our Maintenance Department staffing

assumptions and have reduced our staffing based on the reduction in major component requirements.

4. Change in Excessively Late Service Performance Standards – Veolia acknowledges WMATA's direction that the performance standards for excessively late trips may change from becoming enforceable at 30 minutes after the close of the scheduled pick-up window to 20 minutes after the close of the scheduled pick-up window, and by virtue of an email from [REDACTED] to you, sent late yesterday afternoon, we have requested data from WMATA regarding the potential impact of this change to overall on-time performance. Rather than waiting for additional data, we are prepared to submit revised pricing today with the understanding that this issue can be discussed prior to final contract execution and once WMATA has more time to analyze the potential impact of this service standard change.

I want to thank you again for the opportunity to discuss our proposal and price for serving as a Metro Access service delivery provider. If you need any additional information, please do not hesitate to contact me by phone at [REDACTED] or by email at [REDACTED][@veoliatransdev.com](mailto:[REDACTED]@veoliatransdev.com). You can also contact [REDACTED] VP of Paratransit and IntelliRide Development, by phone at [REDACTED] or by email at [REDACTED][@veoliatransdev.com](mailto:[REDACTED]@veoliatransdev.com).

Sincerely,

[REDACTED]

[REDACTED]

Senior Vice-President – Business Development

No.	Cost Line Items	Year 1	Year 2	Year 3	Year 4	Year 5	Option Year 1*	Option Year 2	Option Year 3	Option Year 4	Option Year 5
1	Project Manager	\$									
2	Division Manager	\$									
3	Maintenance Managers	\$									
4	Operations Managers	\$									
5	Warehouse Foreman	\$									
6	Warehouse Foreman	\$									
7	Yard Supervisor	\$									
8	Street Supervisor	\$									
9	IT Director	\$									
10	IT Administration	\$									
11	Drive Cam Support	\$									
12	Customer Service Agent	\$									
13	Customer Service Agent	\$									
14	Contact Administrator	\$									
15	Recorders	\$									
16	Reports Clerk	\$									
17	Dir of Maintenance	\$									
18	Maintenance Tech A	\$									
19	Maintenance Tech B	\$									
20	Maintenance Tech B	\$									
21	Maintenance Clerk	\$									
22	Manager of Safety/Training	\$									
23	Asst. Mgr. Safety & Training	\$									
24	Drug & Alcohol Administrator	\$									
25	Classroom Trainer	\$									
26	Behind the Wheel Trainer	\$									
27	Driver Pay	\$									
28	Parts per vehicle	\$									
29	Batteries	\$									
30	Tires	\$									
31	Physicals (each)	\$									
32	Monthly Physicals (New/Replacement Drivers)	\$									
33	Drug Testing	\$									
34	High Waisted Advertising	\$									
35	Communication with Revenue Vehicle (Radio or Push-to-Talk Telephone)	\$									
36	Automotive Liability Insurance	\$									
37	Other Insurance	\$									
38	Fuel (Supervisory Vehicles)	\$									
39	Start-up Costs 1	\$									
40	Start-up Costs 2	\$									
41	General & Administrative Costs	\$									
42	Profit	\$									
43	Other (Items)	\$									
	Other Lubricants	\$									
	Uniforms	\$									
	Non-Revenue Vehicle costs	\$									
	Misc. Maintenance (Shop Equip Repair, Towing, Environmental, etc)	\$									
	Administrative Support (Office Supplies, Postage, Printing, Travel)	\$									
	EDAS (Electronic Data Storage System)	\$									
		\$									

1. Proposers may be required to provide detailed start-up costs upon WMTA's request.
 2. Proposers may be required to provide detailed information on employer versus employee paid fringe benefits.

WASHINGTON METROPOLITAN AREA TRANSIT AUTHORITY
 PRICE PROPOSAL
 SERVICE DELIVERY - FIXED RATE COST COMPONENT DETAIL
 FOR EACH LINE ITEM ENTER THE TOTAL ANNUAL COST

RFF CQ12169/RAM

- No. Cost Line Items
- LABOR**
- 1 Project Manager
 - 2 Division Manager
 - 3 Maintenance Managers
 - 4 Operations Managers
 - 5 Supervisory Staff
 - 6 Window Dispatcher
 - 7 Yard Supervisor
 - 8 Street Supervisor
 - 9 IT Director
 - 10 IT Administration
 - 11 Drive Cam Support
 - 12 Customer Service Agent
 - 13 Utility Workers
 - 14 Contract Administrator
 - 15 Reconcilers
 - 16 Reports Clerk
 - 17 Dir of Maintenance
 - 18 Maintenance Tech A
 - 19 Maintenance Tech B
 - 20 Fueler/Washer
 - 21 Maintenance Clerk
 - 22 Manager of Safety/Training
 - 23 Asst. Mgr. Safety & Training
 - 24 Drug & Alcohol Administrator
 - 25 Classroom Trainer
 - 26 Behind the Wheel Trainer
 - 27 Driver Pay

MATERIAL & OTHER COSTS

- 28 Parts per vehicle
- 29 Batteries
- 30 Tires
- 31 Physicals (each)
- 32 Monthly Physicals (New/Replacement Drivers)
- 33 Drug & Alcohol Testing
- 34 Help Wanted Advertising
- 35 Communication with Revenue Vehicles (Radio or Push-to-Talk Telephone)
- 36 Automotive Liability Insurance (non-revenue vehicles)
- 37 Other Insurance
 - Physical Damage
 - General Liability
- 38 Fuel (Supervisory Vehicles)
- 39 Start-up Costs 1
- 40 Fringe Benefits 2
- 41 General & Administrative Costs
- 42 Profit
- 43 Other (Items):
 - Other Lubricants
 - Uniforms
 - Non-Revenue Vehicle costs
 - Misc Maintenance (Shop Equip Repair, Towing, Environmental, etc)
 - Facilities and Facilities Maintenance
 - Administrative Support (Office Supplies, Postage, Printing, Travel)
 - EDAS (Electronic Data Storage System)

	Year 1	Year 2	Year 3	Year 4	Year 5	Option Year 1	Option Year 2	Option Year 3	Option Year 4	Option Year 5
[REDACTED]										

1 Proposers may be required to provide detailed start-up costs upon WMATA's request
 2 Proposers may be required to provide detailed information on employer versus employee paid fringe benefits

[REDACTED]

From: [REDACTED]
Sent: Tuesday, January 29, 2013 8:13 AM
To: [REDACTED]
Cc: [REDACTED]
Subject: RE: WMATA Questions/Concerns re Veolia's SD Proposal for RFP CQ12169/KAM

[REDACTED]

Please be prepared to discuss in detail your implementation plan.

From: [REDACTED]@veoliatransdev.com]
Sent: Monday, January 28, 2013 5:24 PM
To: [REDACTED]
Cc: [REDACTED]
Subject: WMATA Questions/Concerns re Veolia's SD Proposal for RFP CQ12169/KAM

Dear [REDACTED]

We were expecting a list of questions/concerns that you and your team will want us to address during tomorrow's video conference. Are you still planning to forward that information tonight or perhaps very early tomorrow? We're prepared to meet with your team with or without WMATA's concerns identified, but if there are specific issues you'd like us to be prepared to address, it will help us to be better prepared and to use the time set aside for the video conference more efficiently. In the meantime, we're excited about the opportunity to meet with you and look forward to our video conference tomorrow.

[REDACTED]
Vice-President – Paratransit and IntelliRide Development
Veolia Transportation
<http://www.veoliatransportation.com>

120 North 44th Street, Suite 330
Phoenix, Arizona 85034
Office Phone – [REDACTED]
Mobile Phone – [REDACTED]
Email – [REDACTED]@veoliatransdev.com

[REDACTED]

From: [REDACTED]@veoliatransdev.com]
Sent: Monday, January 28, 2013 6:54 AM
To: [REDACTED]
Cc: [REDACTED]
Subject: RE: CQ12169/KAM, Service Delivery

Dear [REDACTED]

I am writing to accept your invitation to discuss our MetroAccess service delivery proposal on the date and time indicated. Veolia's Vice-President of Information Technologies, [REDACTED] (copied on this note) will be Veolia's point of contact for setting up the video conference on our end. Also, we are working to address the missing submittals you identified in your email and will have these to you as quickly as possible.

I will be traveling today, but should you wish to reach me by phone, you can reach me at [REDACTED] any time after 3:00 pm Eastern.

Thanks again and please have a good day!

From: [REDACTED]@wmata.com]
Sent: Friday, January 25, 2013 3:30 PM
To: [REDACTED]
Cc: [REDACTED]
Subject: CQ12169/KAM, Service Delivery

Good Afternoon :

WMATA would like to have discussions with you on Tuesday, January 29th at 3:00 P.M. EST, via video conference. A time of approximately one hour is available for this discussion. Please advise by 12 Noon EST on Monday, if you will be available on the date and time requested. Also, please advise if you have video capability and the name of a contact person to set up the video. The topic of discussion will be sent to you on Monday.

In addition, a review of your Volume III submittal revealed some missing documents. Please provide the following immediately:

- The required Insurance Certificate
- The seven signed Amendments
- The signed Agreement(s) with the small businesses you have proposed to use to satisfy the SBLPP goal

[REDACTED]

From: [REDACTED]
Sent: Friday, January 25, 2013 5:30 PM
To: [REDACTED]
Cc: [REDACTED]
Subject: CQ12169/KAM, Service Delivery

Good Afternoon :

WMATA would like to have discussions with you on Tuesday, January 29th at 3:00 P.M. EST, via video conference. A time of approximately one hour is available for this discussion. Please advise by 12 Noon EST on Monday, if you will be available on the date and time requested. Also, please advise if you have video capability and the name of a contact person to set up the video. The topic of discussion will be sent to you on Monday.

In addition, a review of your Volume III submittal revealed some missing documents. Please provide the following immediately:

- The required Insurance Certificate
- The seven signed Amendments
- The signed Agreement(s) with the small businesses you have proposed to use to satisfy the SBLPP goal

Veolia

From: [REDACTED]
Sent: Friday, January 25, 2013 5:30 PM
To: [REDACTED]
Cc: [REDACTED]
Subject: CQ12169/KAM, Service Delivery

Good Afternoon :

WMATA would like to have discussions with you on Tuesday, January 29th at 3:00 P.M. EST, via video conference. A time of approximately one hour is available for this discussion. Please advise by 12 Noon EST on Monday, if you will be available on the date and time requested. Also, please advise if you have video capability and the name of a contact person to set up the video. The topic of discussion will be sent to you on Monday.

In addition, a review of your Volume III submittal revealed some missing documents. Please provide the following immediately:

- The required Insurance Certificate
- The seven signed Amendments
- The signed Agreement(s) with the small businesses you have proposed to use to satisfy the SBLPP goal

[REDACTED]

From: [REDACTED]
Sent: Thursday, November 29, 2012 11:28 AM
To: [REDACTED]
Cc: [REDACTED]@wmata.com
Subject: RFP CQ12169/KAM Clarification Questions for SD Proposal

Good Morning [REDACTED]

WMATA is in the process of evaluating the proposal your company submitted in response to RFP CQ12169/KAM for Service Delivery (SD). Below are clarification questions for your company.

A response is required to my attention no later than 12:00 Noon, Wednesday, December 5, 2012 EST.

Question #	CDRL #	Page	Question
1		10	Please elaborate on your plan to provide tablet computers to taxi providers lacking automated dispatch capabilities. Please include specific examples of where this approach has been successfully deployed and resulting best practices.
2	1	19	Please explain whether the 80% fleet readiness goal is proposed as a spare ratio.
3	1	20	How will RTA Fleet Management Software integrate with the software currently used by WMATA?
4	1a	23	Please provide specifics of what a 50% operation would look like including your proposed staffing levels.
5	3	25	Please provide an explanation of how each of the proposed providers meet WMATA's taxi requirements.
6	3	26	Where is IntelliRide in use? What is taxi performance relative to the WMATA metrics in locations where it is in use versus where it is not used?
7	4	32 - 38	Do all Division and Operations Managers have Trapeze experience? Please detail how your local management team is prepared to manage an operation on this scale based on their experiences.
8	4	34	In your proposal for OCC you proposed staff seemingly better suited to Service Delivery positions. In the Service Delivery proposal you proposed staff seemingly better suited to OCC positions. Please describe how the proposed individuals are qualified for the positions for which they were proposed.
9	4	41	The two Safety and Training Managers are listed as assigned to a single branch. Are these individuals responsible for the branch listed or do they share responsibility for all branches? Only one Administrative Services Director and IT Manager are listed. Are these individuals responsible for all administrative and IT matters for all branches?
10	4	53	Please explain how the ratio of drivers to trips was determined.
11	4	54	Please explain the disparity between the number of drivers per supervisor on weekdays versus weekends. How many Street Supervisors are proposed?

12	4	56	Please clarify your diversity recruitment plans/efforts.
13	4	59 - 60	Please clarify whether the amounts shown in the tables are employer or employee paid benefits. If the amounts represent total costs, what percentage of the amounts shown are employer paid?
14	5	64	What percentage of the current staff do you expect to hire?
15	6	67	What is your past experience with locating qualified staff? How long does it typically take to find qualified staff?
16	6		What is the average turn-over ratio for your three largest contracts?
17	6		What is your disciplinary process for operators? Does it vary by type of violation, i.e., policy versus traffic?
18	7	71	Please detail the MetroAccess specific components that will be integrated into your training curriculum.
19	7	72	Please provide sample training materials.
20	8	102	Will all paper maintenance records be stored in the EDAS?
21	10	135	Please describe your safety plan for MetroAccess service.
22	12	143	The response is not detailed. Please provide a detailed plan for how these processes will be accomplished. Also, please explain how any violations will be addressed.
23	15	149	Please provide COOP and Facility Safety and Emergency Preparedness plans.
24	15	163	The Notification Process does not list notification of the OCC. Will Veolia notify the OCC within 15 minutes of all incidents as required in the RFP?
25	17	167	Please provide recent sample performance data from your three largest contracts.
26	17	169	You indicate that 21% of scheduled MetroAccess trips are never taken and state that you believe this is due to a lack of customer confidence in service delivery. Please describe how this figure was derived and how your conclusion was reached including all assumptions considered in formulating your conclusion.
27	17	170	Please detail your process to investigate, manage and resolve complaints.
28	18	173	The response lacks detail. Please provide a detailed plan for how Veolia will plan for, operate in, and recover from the types of severe weather that can be expected in the DC metropolitan area. Your proposal for IT staffing includes a totals of six FTEs and 24/7 coverage. Please elaborate on the skill sets for these FTEs and the recruitment process to fill them. Include relevant best practices discussions.
29	19	175	
30	20	178	Please explain why a customer survey program, mystery rider program, etc. were included in your proposal when these activities were included as part of the QA contractor scope of work.
31	20	183	The CDRL requests your plans for interfacing with a separate QA contractor. The proposal provides multiple pages of your internal QA processes, but little or no information that was requested. Please address the RFP requirements regarding this interaction. Interactions with third party QA contractors associated with other service delivery contracts may also be included. Please detail how you will ensure that the QA contractor has access to all records and other information necessary to investigate incidents or complaints.

32

21

191

Please provide additional detail as to how you will interface with the OCC contractor to ensure all trips are completed and service standards are met.

33

22

219

Please identify the staff member(s) responsible for each of the tasks listed in the Gantt Chart.

RFP #CQ12169/KAM

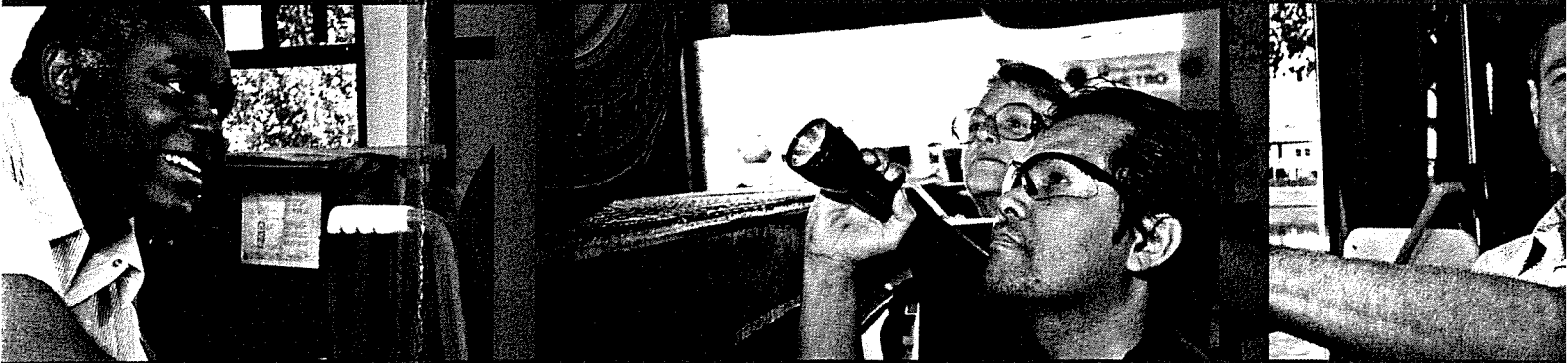
Volume

Service Delivery — Price Prop

PROPOSAL TO PRO

MetroAccess Paratransit Services
Maryland, Virginia and the District of Colum

2



Mobility, Inspired by You.





August 22, 2012

[REDACTED]
Washington Area Metropolitan Transit Authority
500 Sixth Street NW
Washington, DC 20001

RE Price Proposal from Veolia Transportation to Operate as a Service Delivery Provider re RFP CQ12169/KAM "MetroAccess Services"

Dear [REDACTED]

Veolia Transportation is very excited about the opportunity to propose as a service delivery provider for the MetroAccess service. Before presenting our completed pricing pages in the following pages of this volume of our proposal, we want to provide some additional details regarding our approach for pricing this large and important project.

WMATA's RFP provided a great deal of information about its future goals for the MetroAccess service, the general direction with MetroAccess might go organizationally, and your expectations for how contractors should be prepared to delivery service on a day-to-day basis. While the RFP has been clear no single operator shall operate more than 50 percent of the service, the RFP and WMATA staff members were also equally clear that a number of key decisions cannot be made until those firms who are proposing on the MetroAccess QA, Operations Control Center and service delivery provider opportunities return their technical and price offerings.

At Veolia, we appreciate WMATA's stated goal of seeing what the private sector can deliver, and we believe that we can and will deliver an exceptional product in terms of safety and quality for riders and responsible cost management for WMATA. Nevertheless, a number of the decisions yet to be made by WMATA (such as the number of providers to be selected, the locations of the facilities from where service will operate and the amounts of service which each of the winning firms will be assigned) have tremendous pricing implications, and quite honestly, knowing answers to some of these key questions could change our pricing and that of other proposers very significantly.

Because of this fairly high level of uncertainty about the ultimate shape and size of the project, we have sought to document our pricing assumptions carefully. As you clarify your plans for the future size and shape of MetroAccess contracting opportunities, we will be happy to revisit any and all of our key pricing assumptions, including those listed below.

We also want to reiterate our interest in partnering with you for a larger role on this project. In addition to proposing as a service delivery provider, we have also proposed to serve as the MetroAccess Operations Control Center contractor. Additionally, we believe we can offer WMATA the opportunity to have multiple providers as well as some of the synergies that result from a single-provider system. Under this latter approach, we would be interested in exploring the possibility of contracting with you for the management of all services.



Veolia would agree to operate all services at the final validated rates offered by all selected proposers. We would directly perform the OCC functions as well as a portion of service to be determined by WMATA. We would subcontract with the other winning providers at their final rates—once those rates are validated by WMATA. This approach would give WMATA a single point of contact for the entire program, and it would preserve the multi-provider character which WMATA staff envisioned with this RFP.

Service Delivery Proposal Pricing Assumptions

The following statements are intended to further clarify the assumptions upon which we have based our service delivery proposal pricing. All statements apply to all six service tiers, except where noted.

1. Veolia's pricing for all service tiers assumes deadhead miles and hours based on the revenue hours and miles and the total hours and miles provided by WMATA in Exhibit B of the RFP. Given that deadhead is a function of facility location(s) relative to first pick-up's and last drop-off's, and given that deadhead can be reduced through careful assignment of routes based on the elimination of unnecessary deadhead where possible, we believe that it may be possible to offer pricing that assumes more aggressive deadhead. Alternatively, it may be possible to index our pricing to actual deadhead experience thereby creating a financial incentive for more productive scheduling. Given the importance of deadhead in the overall cost of operating these services, we will revisit deadhead assumptions and our resulting pricing based on further discussions with WMATA regarding the facilities to be operated and the defined methods OCC will use in assigning first trips and last drop offs.
2. Veolia's fleet maintenance staffing and pricing assumes WMATA's stated goal of replacing the fleet in accordance with FTA fleet replacement guidelines. Although we received some very helpful information regarding fleet age and mileage, we did not receive any historical fleet maintenance information. As a result, we have had to assume typical maintenance costs for similar vehicles operating under similar conditions. Given the fairly high average annual fleet mileage, this has led us to be fairly conservative in our assumptions. Thus, having more detailed fleet information may assist us in offering more aggressive maintenance pricing.
3. Veolia's pricing is based on the staffing plan as outlined in the RFP. Because we do not know which level of service we will operate or which facilities WMATA may want for us to use, we have staffed each facility, in essence, as a stand-alone project. Once WMATA is in a position to communicate the level of service and the facilities from which you wish Veolia to operate, we may be able to offer a more consolidated and less costly staffing plan.
4. As stated in our response to CDRL SD-4, we have assumed higher Operator starting wages and lower Operator top wages in order to balance the priorities of higher Operator quality and lower turnover with cost containment. The net impact of our wage plan is that new Operators will start at \$13.00 per hour which is \$2 per hour higher than the wages shown in the current CBA between MV Transportation and the ATU. We believe this approach will help us to recruit better qualified Operators who are more likely to remain with the MetroAccess program, a fact which will become more and more important as the economy begins to improve, and recently low industry turnover begins to trend higher.



Here is a summary of the rest of our Operator wage assumptions:

- a. The following percentage of employees will transfer to Veolia:
 - i. Service Tier 1 – 50%
 - ii. Service Tier 2 – 50%
 - iii. Service Tier 3 – 60%
 - iv. Service Tier 4 – 70%
 - v. Service Tier 5 – 80%
 - vi. Service Tier 6 – 80%

 - b. Operator wages for all service tiers:
 - i. Training - \$11.00
 - ii. 0-1 YOS - \$13.00/hour
 - iii. 1-2 YOS - \$13.39/hour
 - iv. 2-3 YOS - \$13.79/hour
 - v. 3-4 YOS - \$14.21/hour
 - vi. 4-5 YOS - \$14.63/hour
 - vii. 5+ YOS - \$15.07/hour
 - viii. The entire scale is raised 3.9% in year 4, 3.8% in year 7 and 3.8% in Year 10.

 - c. Turnover assumptions are: 40%
5. As was stated in our technical proposal, Veolia will offer a comprehensive set of health, dental and vision benefits for all employees. Based on the current CBA between MV Transit and the ATU, employees with more than six months but less than one year of seniority receive a monthly contribution from MV of \$125 to cover the cost of their benefits, and employees with one year or more receive \$250 per month. Because we are in a price-sensitive solicitation process, we feel constrained to go beyond \$300 per month per employee (regardless of seniority). However, in the long run, we feel that this level of employer participation may not support your goal of reducing turnover and turnover related operational and financial challenges—such as higher recruitment and training costs and increased accident frequencies. Given our concern, we would like to explore options for increasing the employer-paid portion of employee benefits. If WMATA were to address this issue, Veolia would commit to passing any additional health and welfare costs through without any mark-up for overhead or profit.
6. The RFP states that 5-10% of all trips will be subcontracted to taxi subcontractors and that historical taxi usage has been approximately 7%. Veolia has based our pricing on the assumption that the MetroAccess OCC will assign 8% of the trips which would have been assigned to us to one of our taxi subcontractors. Although this is a slight increase over current taxi usage, we believe that the lower cost of taxi service makes this a reasonable assumption to make. If WMATA wishes us to revisit this assumption, we are happy to do so.



7. Based on the requirements of the RFP, we have recruited taxi subcontractors from across the entire MetroAccess region. Each of these providers charges different meter rates because of the communities within which they operate. However, the RFP requested a blended per-trip rate for subcontracted taxi service. Additionally, we did not have any data on the geographic distribution of taxi trips. As a result, our quoted per-trip blended taxi rates are fairly conservative. If WMATA will either permit multiple taxi rates and/or provide data on taxi trip distribution by community, we may be able to offer more aggressive pricing on subcontracted taxi services.
8. We want you to be aware that Veolia has increased our subcontracted taxi rates by \$2 per trip in order to cover the capital, operational and management costs of our IntelliRide™ taxi management system. We believe that IntelliRide offers tremendous value to the program by providing taxi data integration with Trapeze and by providing the MetroAccess OCC Dispatch Center real-time trip status and location information for every taxicab provider under subcontract to Veolia.
9. Our price assumes the required electronic data archival system required by the RFP. This cost represents \$110,000 for hardware, software, license fees and initial set-up and annual ongoing costs of \$8,000 for license renewals. We believe that having a consolidated electronic data archival system may be more cost effective and operationally preferable than having each contractor provide their own electronic content management system. We would be willing to explore and procure this on behalf of WMATA. In the event that WMATA elects to pursue an electronic data archival system for the MetroAccess program on its own, we would be happy to reduce our pricing to reflect this change.
10. Our price proposal includes all costs associated with our other proprietary Veolia applications, including Veolia Dispatch System (VDS), Veolia Vision, KPI Dashboards and the RTA maintenance management system.
11. Veolia will comply with the 2% participation goal WMATA has established for participation by business certified with WMATA's Small and Local Preference Program. Details of our good faith efforts along with the firms with whom we plan to do business and their estimated amount of participation are provided in Volume III of the proposal.
12. Veolia has provided pricing for all service years of the contract as required in the RFP. Veolia, WMATA, the Federal Reserve and Congress have no means of predicting costs over a ten year period. While we have based our out-year pricing on reasonable and historical changes in inflation, the regulatory environment, especially related to health care, makes predicting future cost increases difficult. We suggest language be discussed in negotiations for fair and equitable adjustments based on the reality of the economy. This will allow us to provide more aggressive pricing in the latter years of this contract.



I want to close by thanking you in advance for your review of our pricing for this very exciting project. Please contact Vice President of Paratransit and IntelliRide Development [REDACTED] at [REDACTED] or by email at [REDACTED]@veoliatransdev.com or me at [REDACTED] or by email at [REDACTED]@veoliatransdev.com, should you have any questions regarding our enclosed price proposals.

Sincerely,

[REDACTED]

[REDACTED]

Senior Vice-President

WASHINGTON METROPOLITAN AREA TRANSIT AUTHORITY
PRICE PROPOSAL

RFP CQ12169/KAM

The Service Delivery Contractor shall provide fixed hourly rates for each service level benchmark for each year of the contract. Estimated hours are provided for evaluation purposes only and do not represent a firm commitment to purchase any amount of service. Actual service levels may vary widely from the estimated service levels shown. The fixed hourly rates are to include all applicable charges. No additional charges will be allowed.

Year One – July 1, 2013 – June 30, 2014

No.	Service Levels: Number of Weekly Revenue Service Hours ("RSH")	Fixed Hourly Rate
1	3,520 to 8,799 RSH (10% to 25% of current RSH)	
2	8,800 to 14,079 RSH (25% to 40% of current RSH)	
3	14,080 to 21,119 RSH (40% to 60% of current RSH)	
4	21,120 to 28,159 RSH (60% to 80% of current RSH)	
5	28,160 to 42,240 RSH (80% to 120% of current RSH)	
6	42,241 to 49,280 RSH (120% to 140% of current RSH)	
7	Sum of Hourly Rates (add Lines 1 through 6)	
8	Average Hourly Rate (divide Line 7 by the number 6)	
9	Estimated Annual Revenue Service Hours	
10	Estimated Annual Cost Year 1 (multiply Line 8 by Line 9)	
11	Taxi Service Rate per Mile	
12	Revenue Vehicle Maintenance Cost per Service Mile	

Year Two – July 1, 2014 – June 30, 2015

No.	Service Levels: Number of Weekly Revenue Service Hours ("RSH")	Fixed Hourly Rate
1	3,520 to 8,799 RSH (10% to 25% of current RSH)	
2	8,800 to 14,079 RSH (25% to 40% of current RSH)	
3	14,080 to 21,119 RSH (40% to 60% of current RSH)	
4	21,120 to 28,159 RSH (60% to 80% of current RSH)	
5	28,160 to 42,240 RSH (80% to 120% of current RSH)	
6	42,241 to 49,280 RSH (120% to 140% of current RSH)	
7	Sum of Hourly Rates (add Lines 1 through 6)	
8	Average Hourly Rate (divide Line 7 by the number 6)	
9	Estimated Annual Revenue Service Hours	
10	Estimated Annual Cost Year 1 (multiply Line 8 by Line 9)	
11	Taxi Service Rate per Mile	
12	Revenue Vehicle Maintenance Cost per Service Mile	

Year Three – July 1, 2015 – June 30, 2016

No.	Service Levels: Number of Weekly Revenue Service Hours ("RSH")	Fixed Hourly Rate
1	3,520 to 8,799 RSH (10% to 25% of current RSH)	
2	8,800 to 14,079 RSH (25% to 40% of current RSH)	
3	14,080 to 21,119 RSH (40% to 60% of current RSH)	
4	21,120 to 28,159 RSH (60% to 80% of current RSH)	
5	28,160 to 42,240 RSH (80% to 120% of current RSH)	
6	42,241 to 49,280 RSH (120% to 140% of current RSH)	
7	Sum of Hourly Rates (add Lines 1 through 6)	
8	Average Hourly Rate (divide Line 7 by the number 6)	
9	Estimated Annual Revenue Service Hours	
10	Estimated Annual Cost Year 1 (multiply Line 8 by Line 9)	
11	Taxi Service Rate per Mile	
12	Revenue Vehicle Maintenance Cost per Service Mile	

Year Four – July 1, 2016 – June 30, 2017

No.	Service Levels: Number of Weekly Revenue Service Hours ("RSH")	Fixed Hourly Rate
1	3,520 to 8,799 RSH (10% to 25% of current RSH)	
2	8,800 to 14,079 RSH (25% to 40% of current RSH)	
3	14,080 to 21,119 RSH (40% to 60% of current RSH)	
4	21,120 to 28,159 RSH (60% to 80% of current RSH)	
5	28,160 to 42,240 RSH (80% to 120% of current RSH)	
6	42,241 to 49,280 RSH (120% to 140% of current RSH)	
7	Sum of Hourly Rates (add Lines 1 through 6)	
8	Average Hourly Rate (divide Line 7 by the number 6)	
9	Estimated Annual Revenue Service Hours	
10	Estimated Annual Cost Year 1 (multiply Line 8 by Line 9)	
11	Taxi Service Rate per Mile	
12	Revenue Vehicle Maintenance Cost per Service Mile	

Year Five – July 1, 2017 – June 30, 2018

No.	Service Levels: Number of Weekly Revenue Service Hours ("RSH")	Fixed Hourly Rate
1	3,520 to 8,799 RSH (10% to 25% of current RSH)	
2	8,800 to 14,079 RSH (25% to 40% of current RSH)	
3	14,080 to 21,119 RSH (40% to 60% of current RSH)	
4	21,120 to 28,159 RSH (60% to 80% of current RSH)	
5	28,160 to 42,240 RSH (80% to 120% of current RSH)	
6	42,241 to 49,280 RSH (120% to 140% of current RSH)	
7	Sum of Hourly Rates (add Lines 1 through 6)	
8	Average Hourly Rate (divide Line 7 by the number 6)	
9	Estimated Annual Revenue Service Hours	
10	Estimated Annual Cost Year 1 (multiply Line 8 by Line 9)	
11	Taxi Service Rate per Mile	
12	Revenue Vehicle Maintenance Cost per Service Mile	

Option Year One – July 1, 2018 – June 30, 2019

No.	Service Levels: Number of Weekly Revenue Service Hours ("RSH")	Fixed Hourly Rate
1	3,520 to 8,799 RSH (10% to 25% of current RSH)	
2	8,800 to 14,079 RSH (25% to 40% of current RSH)	
3	14,080 to 21,119 RSH (40% to 60% of current RSH)	
4	21,120 to 28,159 RSH (60% to 80% of current RSH)	
5	28,160 to 42,240 RSH (80% to 120% of current RSH)	
6	42,241 to 49,280 RSH (120% to 140% of current RSH)	
7	Sum of Hourly Rates (add Lines 1 through 6)	
8	Average Hourly Rate (divide Line 7 by the number 6)	
9	Estimated Annual Revenue Service Hours	
10	Estimated Annual Cost Year 1 (multiply Line 8 by Line 9)	
11	Taxi Service Rate per Mile	
12	Revenue Vehicle Maintenance Cost per Service Mile	

Option Year Two – July 1, 2019 – June 30, 2020

No.	Service Levels: Number of Weekly Revenue Service Hours ("RSH")	Fixed Hourly Rate
1	3,520 to 8,799 RSH (10% to 25% of current RSH)	
2	8,800 to 14,079 RSH (25% to 40% of current RSH)	
3	14,080 to 21,119 RSH (40% to 60% of current RSH)	
4	21,120 to 28,159 RSH (60% to 80% of current RSH)	
5	28,160 to 42,240 RSH (80% to 120% of current RSH)	
6	42,241 to 49,280 RSH (120% to 140% of current RSH)	
7	Sum of Hourly Rates (add Lines 1 through 6)	
8	Average Hourly Rate (divide Line 7 by the number 6)	
9	Estimated Annual Revenue Service Hours	
10	Estimated Annual Cost Year 1 (multiply Line 8 by Line 9)	
11	Taxi Service Rate per Mile	
12	Revenue Vehicle Maintenance Cost per Service Mile	

Option Year Three – July 1, 2020 – June 30, 2021

No.	Service Levels: Number of Weekly Revenue Service Hours ("RSH")	Fixed Hourly Rate
1	3,520 to 8,799 RSH (10% to 25% of current RSH)	
2	8,800 to 14,079 RSH (25% to 40% of current RSH)	
3	14,080 to 21,119 RSH (40% to 60% of current RSH)	
4	21,120 to 28,159 RSH (60% to 80% of current RSH)	
5	28,160 to 42,240 RSH (80% to 120% of current RSH)	
6	42,241 to 49,280 RSH (120% to 140% of current RSH)	
7	Sum of Hourly Rates (add Lines 1 through 6)	
8	Average Hourly Rate (divide Line 7 by the number 6)	
9	Estimated Annual Revenue Service Hours	
10	Estimated Annual Cost Year 1 (multiply Line 8 by Line 9)	
11	Taxi Service Rate per Mile	
12	Revenue Vehicle Maintenance Cost per Service Mile	

Option Year Four – July 1, 2021 – June 30, 2022

No.	Service Levels: Number of Weekly Revenue Service Hours ("RSH")	Fixed Hourly Rate
1	3,520 to 8,799 RSH (10% to 25% of current RSH)	
2	8,800 to 14,079 RSH (25% to 40% of current RSH)	
3	14,080 to 21,119 RSH (40% to 60% of current RSH)	
4	21,120 to 28,159 RSH (60% to 80% of current RSH)	
5	28,160 to 42,240 RSH (80% to 120% of current RSH)	
6	42,241 to 49,280 RSH (120% to 140% of current RSH)	
7	Sum of Hourly Rates (add Lines 1 through 6)	
8	Average Hourly Rate (divide Line 7 by the number 6)	
9	Estimated Annual Revenue Service Hours	
10	Estimated Annual Cost Year 1 (multiply Line 8 by Line 9)	
11	Taxi Service Rate per Mile	
12	Revenue Vehicle Maintenance Cost per Service Mile	

Option Year Five – July 1, 2022 – June 30, 2023

No.	Service Levels: Number of Weekly Revenue Service Hours ("RSH")	Fixed Hourly Rate
1	3,520 to 8,799 RSH (10% to 25% of current RSH)	
2	8,800 to 14,079 RSH (25% to 40% of current RSH)	
3	14,080 to 21,119 RSH (40% to 60% of current RSH)	
4	21,120 to 28,159 RSH (60% to 80% of current RSH)	
5	28,160 to 42,240 RSH (80% to 120% of current RSH)	
6	42,241 to 49,280 RSH (120% to 140% of current RSH)	
7	Sum of Hourly Rates (add Lines 1 through 6)	
8	Average Hourly Rate (divide Line 7 by the number 6)	
9	Estimated Annual Revenue Service Hours	
10	Estimated Annual Cost Year 1 (multiply Line 8 by Line 9)	
11	Taxi Service Rate per Mile	
12	Revenue Vehicle Maintenance Cost per Service Mile	

WASHINGTON METROPOLITAN AREA TRANSIT AUTHORITY
 PRICE PROPOSAL
 SERVICE DELIVERY - FIXED RATE COST COMPONENT DETAIL
 FOR EACH LINE ITEM ENTER THE AMOUNT IT CONTRIBUTES TO THE HOURLY RATE BY YEAR

RFP CQ12169/KAM

No.	Cost Line Items	Year 1	Year 2	Year 3	Year 4	Year 5	Option Year 1	Option Year 2	Option Year 3	Option Year 4	Option Year 5
LABOR											
1	Project Manager	\$									
2	Division Manager	\$									
3	Maintenance Managers	\$									
4	Operations Managers	\$									
5	Supervisory Staff	\$									
6	Window Dispatcher	\$									
7	Yard Supervisor	\$									
8	Street Supervision	\$									
9	IT Director	\$									
10	IT Administration	\$									
11	Drive Cam Support	\$									
12	Customer Service Agent	\$									
13	Utility Workers	\$									
14	Contract Administrator	\$									
15	Reconcilers	\$									
16	Reports Clerk	\$									
17	Dir of Maintenance	\$									
18	Maintenance Tech A	\$									
19	Maintenance Tech B	\$									
20	Fueler/Washer	\$									
21	Maintenance Clerk	\$									
22	Manager of Safety/Training	\$									
23	Asst. Mgr. Safety & Training	\$									
24	Drug & Alcohol Administrator	\$									
25	Classroom Trainer	\$									
26	Behind the Wheel Trainer	\$									
27	Driver Pay	\$									
MATERIAL & OTHER COSTS											
28	Parts per vehicle	\$									
29	Batteries	\$									
30	Tires	\$									
31	Physicals (each)	\$									
32	Monthly Physicals (New/Replacement Drivers)	\$									
33	Drug & Alcohol Testing	\$									
34	Help Wanted Advertising	\$									
35	Communication with Revenue Vehicles (Radio or Push-to-Talk Telephone)	\$									
36	Automotive Liability Insurance	\$									
37	Other Insurance	\$									
38	Fuel (Supervisory Vehicles)	\$									
39	Start-up Costs 1	\$									
40	Fringe Benefits 2	\$									
41	General & Administrative Costs	\$									
42	Profit	\$									
43	Other (Itemize)	\$									
	Other Lubricants	\$									
	Uniforms	\$									
	Non-Revenue Vehicle costs	\$									
	Misc. Maintenance (Shop Equip Repair, Towing, Environmental, etc)	\$									
	Facilities and Facilities Maintenance	\$									
	Administrative Support (Office Supplies, Postage, Printing, Travel)	\$									
	EDAS (Electronic Data Storage System)	\$									

1 Proposers may be required to provide detailed start-up costs upon WMATA's request.
 2 Proposers may be required to provide detailed information on employer versus employee paid fringe benefits

WASHINGTON METROPOLITAN AREA TRANSIT AUTHORITY
 PRICE PROPOSAL
 SERVICE DELIVERY - FIXED RATE COST COMPONENT DETAIL
 FOR EACH LINE ITEM ENTER THE TOTAL ANNUAL COST

RFP CQ12169/KAM

No.	Cost Line Items	Year 1	Year 2	Year 3	Year 4	Year 5	Option Year 1	Option Year 2	Option Year 3	Option Year 4	Option Year 5
LABOR											
1	Project Manager	\$									
2	Division Manager	\$									
3	Maintenance Managers	\$									
4	Operations Managers	\$									
5	Supervisory Staff	\$									
6	Window Dispatcher	\$									
7	Yard Supervisor	\$									
8	Street Supervision	\$									
9	IT Director	\$									
10	IT Administration	\$									
11	Drive Cam Support	\$									
12	Customer Service Agent	\$									
13	Utility Workers	\$									
14	Contract Administrator	\$									
15	Reconcilers	\$									
16	Reports Clerk	\$									
17	Dir of Maintenance	\$									
18	Maintenance Tech A	\$									
19	Maintenance Tech B	\$									
20	Fueler/Washer	\$									
21	Maintenance Clerk	\$									
22	Manager of Safety/Training	\$									
23	Asst. Mgr. Safety & Training	\$									
24	Drug & Alcohol Administrator	\$									
25	Classroom Trainer	\$									
26	Behind the Wheel Trainer	\$									
27	Driver Pay	\$									
MATERIAL & OTHER COSTS											
28	Parts per vehicle	\$									
29	Batteries	\$									
30	Tires	\$									
31	Physicals (each)	\$									
32	Monthly Physicals (New/Replacement Drivers)	\$									
33	Drug & Alcohol Testing	\$									
34	Help Wanted Advertising	\$									
35	Communication with Revenue Vehicles (Radio or Push-to-Talk Telephone)	\$									
36	Automotive Liability Insurance	\$									
37	Other Insurance	\$									
38	Fuel (Supervisory Vehicles)	\$									
39	Start-up Costs 1	\$									
40	Fringe Benefits 2	\$									
41	General & Administrative Costs	\$									
42	Profit	\$									
43	Other (Itemize)	\$									
	Other Lubricants	\$									
	Uniforms	\$									
	Non-Revenue Vehicle costs	\$									
	Misc Maintenance (Shop Equip Repair, Towing, Environmental, etc)	\$									
	Facilities and Facilities Maintenance	\$									
	Administrative Support (Office Supplies, Postage, Printing, Travel)	\$									
	EDAS (Electronic Data Storage System)	\$									

1 Proposers may be required to provide detailed start-up costs upon WMATA's request.

2 Proposers may be required to provide detailed information on employer versus employee paid fringe benefits



VEOLIA
TRANSPORTATION

**720 E. Butterfield Rd, Suite 300
Lombard, IL 60148**

2 of 3

**Washington Metropolitan Area Transit Authority
Offer Under Solicitation CQ12169/KAM
Office of Procurement and Materials
Third Floor File Room
Jackson Graham Building
600 Fifth Street, N. W.
Washington, DC 20001
Attn: [REDACTED]**

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August 22, 2012

[REDACTED]
Washington Area Metropolitan Transit Authority
600 Fifth Street NW
Washington, DC 20001

RE: Proposal from Veolia Transportation Services, Inc. to Operate as the MetroAccess Operations Control Center Provider for WMATA RFP CQ12169/KAM

Dear [REDACTED]

Veolia Transportation Services, Inc. is very excited to submit the following proposal to operate as the MetroAccess Operations Control Center contractor. As the fourth largest paratransit system in the country and the one which has the distinct honor and challenge of serving our nation's capital and the growing Virginia and Maryland suburbs, MetroAccess represents a tremendous opportunity for our company. I want to assure you that we have involved every level of our organization from our COO [REDACTED] to our Vice President of Paratransit Development [REDACTED] to our local management team led by Project Manager [REDACTED]

Veolia understands that your MetroAccess customers depend on safe and reliable service each and every day to get to and from work, school, shopping, church, doctor and a myriad of other destinations, and WMATA needs an Operations Control Center contractor who can process trip requests accurately, schedule service efficiently and dispatch service in a manner that ensures success. We also recognize that the staff in the Call Center are the first point of contact for most riders; thus the OCC contractor, in many ways, determines the overall reputation for the entire MetroAccess system. Given these facts, you have my personal commitment that we will do whatever it takes to deliver exceptional service to your MetroAccess riders, the service delivery providers, the Quality Assurance contractor and to you each and every day.

I also want you to know that we recognize the financial realities facing WMATA and the rest of the region. In short, cost matters. One bidder may provide the lowest initial cost, but there is no competitive benchmark for price or quality after the contract is awarded- and the low price going in may end up as the high price at the end. We have been careful to develop a sustainable proposal that we will stand behind throughout the entire term of the contract.

While a single provider of all services would produce a lower cost proposal, WMATA has adopted an approach which draws on the resources of multiple private companies to provide the technical expertise, financial resources, checks and balances, and competitive creativity that will produce a higher quality service. At Veolia, we understand that the quality of OCC operations will determine the cost of the MetroAccess system as a whole. Given this fact, we have developed a staffing and technology plan that emphasizes excellence in training, ample resources for scheduling and same-day rerouting of service and expanded use of taxicabs through our proprietary IntelliRide™ technology. We will also provide our proprietary Veolia Vision™ products which will integrate with your current Trapeze environment to help us manage service (and particularly dispatch management) in a way that maximizes service quality while reducing revenue time.



In short, our goals are simple: Reduce the overall cost of MetroAccess by increasing productivity of dedicated vehicle service and by expanding the use of lower cost taxicabs where appropriate. We are also very interested in serving as a MetroAccess service delivery provider for any portion of service you need and have submitted a proposal for that element of the service as well.

WMATA has been clear in its instructions to bidders: proposers will not be awarded more than 50% of the service; the OCC and service providers will not be operated by the same company; alternative proposals will not be accepted; and this is a best value procurement that will be negotiated. Our proposal is in compliance with these conditions and all other instructions per the RFP. We understand that you want best value without "putting all your eggs in one basket" to achieve best service and value for the duration of the contract - through healthy competition and cooperation

Given the size of the MetroAccess program and the complexity of the coming transition, it will be critical for WMATA to have partners who can support this project both during start-up and beyond. My office is in Silver Spring, and Veolia has corporate offices in Silver Spring and Baltimore. We also operate transit and paratransit services throughout the region—including our very successful Access paratransit contract with the Maryland Transportation Authority. Because of our strong presence in the region, many of the regional and corporate support staff who will support our start-up are located right here in the region, and we will bring as many more people as it takes to ensure a smooth transition of service. I have also appointed one of our most experienced executives, [REDACTED] to oversee our start-up. [REDACTED] is very familiar with WMATA and the MetroAccess program, and he has tremendous experience in paratransit operations and management. He has been through many start-ups, and I am very confident that he will lead our efforts with distinction.

One of the things that distinguishes Veolia from our competitors is the quality of our people. If Veolia is selected to operate the OCC contract, we will ensure that our best and brightest Trapeze and technology experts, including our Business Technology Group which is led by Vice President of Business Technology [REDACTED] and supported by Director of Business Technology [REDACTED] and Software Applications Manager [REDACTED], our Baltimore MTA Project Manager [REDACTED] and our technology business partner [REDACTED], will be available to assist [REDACTED] our Project Manager [REDACTED] and the rest of our team to deliver the best possible service to you and your riders each and every day.

I want to close by thanking you on behalf of the 18,000 men and women who work at Veolia, for accepting our proposal for this exciting project. Please contact Vice President of Paratransit and Intelliride [REDACTED] at [REDACTED] or [REDACTED]@veoliatransdev.com; Senior Vice-President of Business Development [REDACTED] at [REDACTED] or [REDACTED]@veoliatransdev.com, should you have questions about our proposal or to schedule a conversation between Veolia and your Technical Evaluation Committee. You can also reach me in my Silver Spring office at [REDACTED] or by email at [REDACTED]@veoliatransdev.com. We look forward to working with you as we move through this process and to forging a strong working relationship in the future.

Sincerely,

[REDACTED]

Chief Executive Officer

Executive Summary

Introduction

WMATA's planned transformation of MetroAccess from a brokerage model where one company is responsible for managing and/or providing all service to the multiple provider and split call center model represents a fundamental shift in the way MetroAccess will operate. However, it is a positive shift. First, by involving more providers in the program, WMATA will be able to command a greater pool of potential resources at times when the program is growing and/or when the need arises. Second, by allowing multiple firms to participate, WMATA will be allowing the same spirit of professional competition that drives innovation and product differentiation within our economy to drive safety and service reliability within the MetroAccess system. Finally, by separating out Quality Assurance, call center and service provider functions, WMATA will be enabling more firms to participate as proposers, thereby increasing the potential for very high quality and cost effective proposals.



Although the reasons for and the likely results of making this fundamental shift are positive, there are a handful of major firms and a number of smaller ones vying to operate a portion of MetroAccess service. As a result, WMATA has a very challenging set of choices to make regarding which firms to hire and for which roles. In this proposal, we will introduce Veolia, our approach to the work, our local, regional and corporate teams, our processes and technologies and our plans for affecting a smooth transition. However, we want to start with what we believe makes Veolia the right choice to serve as WMATA's MetroAccess Operations Control Center provider.

Safety First! – Service Always!

There is no amount of cost savings or service quality that can offset the importance of safety. Recognizing this fact, Veolia will never compromise on the requirement to operate safely. Safety is our first priority to you, to our customers and to ourselves. Even though we will not be transporting riders, the way we do our work as the MetroAccess OCC provider will help to ensure the safety of your riders. From our perspective, safe operations depend on accurate trip information, realistic vehicle schedules, professional Dispatchers, calm and professional management of service interruptions and emergencies, and responsive service to providers. Veolia is committed to delivering all of these service elements to you, to the QA contractor, to the service delivery providers and ultimately, to your riders.

Veolia Offers Experience

Although Veolia is new to the MetroAccess project, we operate paratransit in approximately 50 locations across North America, including some of the most highly respected paratransit systems in the country. In some locations, we operate turnkey systems where we perform eligibility certification, reservations and scheduling, dispatch, operations and customer service. In others, we broker service to subcontractors and taxi providers. In others, we operate service on the street, either as a subcontractor or as a contracted provider.

The RFP did not ask providers to summarize any relevant projects. However, we are providing brief descriptions of three Veolia locations that demonstrate our ability to deliver exceptional reservations, scheduling and dispatch services.

East Bay Paratransit

Since 1995, Veolia has served as the Transportation Broker for a Joint Powers Authority between the Alameda-Contra Costa Transit District (AC Transit) and the San Francisco Bay Area Rapid Transit District (BART), which provides ADA paratransit services throughout the East Bay Region near San Francisco.

As the Broker, Veolia is responsible for conducting all ADA paratransit eligibility certifications, for accepting trip requests and scheduling trips, for provider selection and management, for monitoring of on-street operations, for the acceptance and resolution of customer concerns and for all billing and reports.

Program Highlights

Our 16 years as the Paratransit Broker in Oakland (which includes two renewals of this contract) demonstrate our ability to address the concerns and priorities of two clients who have high expectations for the program and for us as its Broker. We have simultaneously improved on-time performance and productivity through improved scheduling practices and better provider management.

Relevance to WMATA and the MetroAccess Program

- Veolia is responsible for reservations, scheduling, dispatch management, provider oversight, customer service and generating performance reports, invoices and reports.
- Processing of more than 3,000 calls per average weekday – The call center is open during all service hours.
- Assignment of trips to multiple providers and daily re-optimization of vehicle tours.
- Resolution of same-day calls regarding service.
- Acceptance and resolution of service complaints, including complaints about service operated by provider subcontractors.

For more information, contact:

[REDACTED]
AC Transit

[REDACTED]
@actransit.org

[REDACTED]
BART

[REDACTED]
bart.gov

Access Paratransit – Orange County, California

Veolia has been providing paratransit services for OCTA since 2006 with a total staff of 500 employees and a fleet of 345 dedicated vehicles. Veolia also uses a taxi subcontractor to provide an additional 400 trips per average weekday.

Project Highlights

- > In 2010, we provided service with fewer than 0.22 preventable accidents per 100,000 miles operated.
- > Since 2006, we have improved on-time performance from 93 to more than 96 percent.
- > In 2010, we received only 2.01 complaints per 1,000 trips provided.
- > Between 2006 and 2010, we used our Veolia Vision suite of paratransit scheduling and dispatch tools to improve system productivity from 2.06 to 2.19 trips per hour—an improvement of more than six percent!

Relevance to WMATA and MetroAccess

- > Operation of a technologically sophisticated call center which accepts trip requests and schedules more than 5,000 trips per average weekday
- > Resolution of same-day calls regarding service.
- > Acceptance and resolution of service complaints, including complaints about service operated by our taxi subcontractor
- > Generation of required performance data, invoices, and reports

For more information, contact:

[REDACTED]
Orange County Transit Authority
[REDACTED]

Phoenix and Tampa Call Centers

Veolia's major operations control center experience is not limited to paratransit. Veolia operates shared airport shuttles with passengers for whom time management is critical: they want to be certain they arrive on-time for their flights. The crucial nature of the information provided to the customer and the growth in both the number of operations and the number of customer contacts required the introduction of quality, professional call center customer services. In 1995, Veolia established a centralized call center in Phoenix to manage all its customer contacts.

To accommodate business expansion and growth, Veolia expanded its call center operation by establishing two cutting edge call centers in Phoenix and Tampa, interconnected into a single virtual call center that is able to process all requests regardless of the operation involved. This structure takes advantage of the time difference to provide overflow backup and overcome operational constraints in providing round-the-clock services. It also provides our customers with redundancy, backup and time zone differentiation which are valuable facets of our infrastructure.

Call Center Highlights

- 13,000 calls per average weekday from riders traveling between their homes, airports, hotels, places of businesses and other destinations in one of approximately 30 cities across the country
- 24/7 operations from two completely integrated facilities—one in Tampa, FL and the other in Phoenix, AZ
- Call Center staff reserving trips, scheduling service and dispatching carriers using sophisticated dispatch and reservation systems, state-of-the art communications technology (to connect Operators, dispatch and operations), and analytical and reporting tools to track service and measure performance.

Relevance to WMATA and MetroAccess

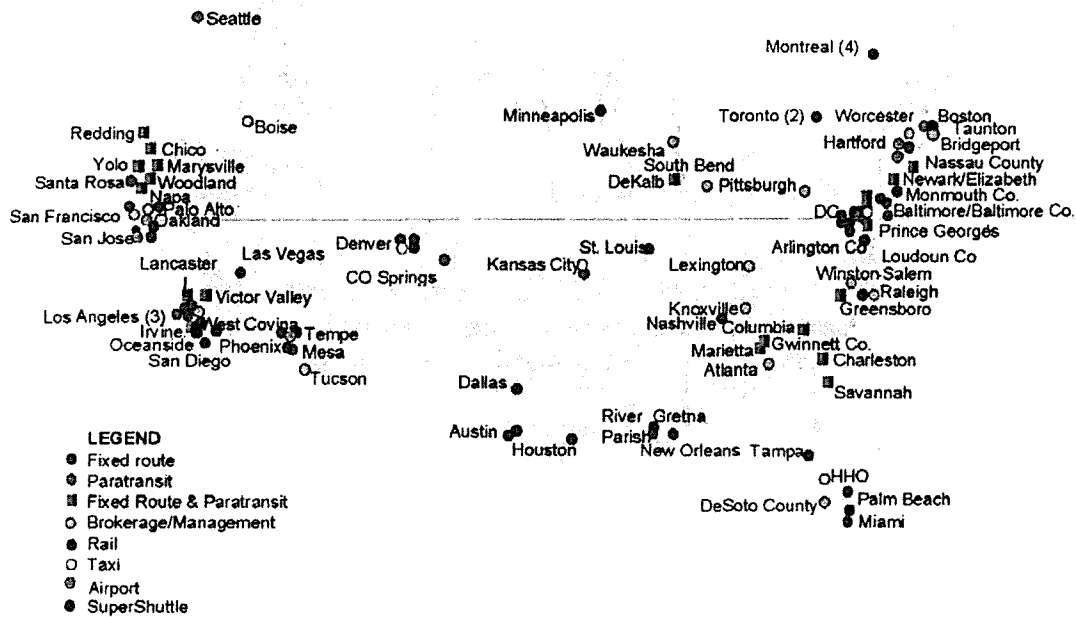
- Reservations, scheduling and dispatching of transportation service for customers with high expectations for service safety, timeliness and reliability
- Use of software and technology which is comparable in scope and complexity to the Trapeze and MDT technology in use at Metro Access
- Familiarity with the requirements of ADA. As a company engaged in the delivery of retail transportation services, we are covered under Title III of the ADA. Although some requirements are different, the requirement to provide service (including service to people who use mobility devices and/or who use service animals) is the same.
- Call centers in Tampa and Phoenix could be configured to provide emergency back-up service in the case of a catastrophic weather event or some other significant event that caused the MetroAccess OCC to be knocked off line.

For more information, contact:

██████████
Veolia Transportation on Demand
██████████

North American Operating Locations

The map on the following page is intended to demonstrate the depth of our transportation operations and management experience throughout North America. Each of the dots on the map represent a project, a client, customers and a community which Veolia is serving, and we are proud of each and every one. Therefore, we are also including a complete client contact list in the proposal appendices. We invite you to contact any or all of our current clients to learn more about our passion for safety and our willingness to do whatever it takes to deliver high-quality, reliable and cost effective service.



ADA Knowledge

One area where Veolia Transportation sets the standard for other companies to follow is in our knowledge of and experience with the delivery of transportation services for people with disabilities and our philosophy towards this service. In every public transit project we operate or manage, the needs of people with disabilities and maintaining ADA compliance are key aspects of our operating policies and procedures, staff training and performance monitoring.

Veolia will use our knowledge of the ADA to ensure compliance with both the letter and spirit of the law, and our Vice President of Paratransit and IntelliRide Development [REDACTED] (who is the primary author of our technical proposal) will remain involved in the project throughout the life of the contract to ensure that our local team is properly trained regarding not only the ADA requirements impacting this project, but also regarding the disability community's needs and expectations for the service we deliver.

In addition, Veolia will be able to call on a number of in-house ADA paratransit experts to support our local team, including:

- > [REDACTED] Executive Director of our paratransit brokerage in Pittsburgh and a recognized expert in ADA paratransit eligibility, travel training and operational compliance.
- > [REDACTED] General Manager of our paratransit brokerage in San Francisco and an expert in brokerage and taxi management.
- > [REDACTED] General Manager of our paratransit brokerage in Oakland, CA and an expert in subcontractor management and call center operations.
- > [REDACTED] General Manager of our Orange County Access Paratransit location and an expert in taxi management and paratransit operational safety.

Trapeze Experience

WMATA has made a tremendous investment in Trapeze, but even the best technologies available are only as good as the people who use them. Veolia has tremendous experience with virtually every Trapeze module available, including Pass, Com, Cert, Mon and others, and we use Trapeze to perform virtually every aspect of paratransit planning, scheduling, dispatch, operations and customer service. In addition, our in-house Trapeze experts, [REDACTED] and others, have direct knowledge of and experience with not only Trapeze but also the MetroAccess project. As a result, we have a strong and detailed understanding of your Trapeze environment and of what it will take to support your technology investment.

Veolia Offers Depth

During the Pre-proposal Conference for the MetroAccess RFP, WMATA staff reiterated the importance that each proposer should place on the quality of their local teams and on the depth of the corporate support each would provide for this project—both during start-up and beyond. We have taken your direction to heart, and we are proposing an exceptionally well qualified and experienced local team, and we will back it with the full force of our industry leading regional and corporate support teams. Here is a summary of what you can expect. More details are included throughout this proposal and particularly in our responses to CDRL MACS-OCC4 and CDRL MACS-OCC10.

- > Veolia's Area Vice President [REDACTED] will relocate to the Washington DC area and will serve as our on-site Project Manager. [REDACTED] has more than 25 years of paratransit operations and management experience, including direct management of paratransit systems in Cincinnati and Baltimore and regional operational oversight of projects throughout the Midwest and Mid-Atlantic Regions. [REDACTED] is an expert in paratransit operations, in labor relations, in call center management, reservations, scheduling dispatching and in the effective blending of technology with tried and true operating best practices, and he will use all of his experience to ensure safe, reliable and cost effective service for MetroAccess.
- > We have named an exceptional management team for this project, including. [REDACTED] as Reservations Manager, [REDACTED] as Scheduling Manager, [REDACTED] as Dispatch Manager, [REDACTED] as Training Manager and [REDACTED] as our Manager of Administrative Services. Rather than naming an IT Manager at this time, we have named [REDACTED] of our corporate Business Technologies Department who will be assigned on a full-time basis to the MetroAccess project from the issuance of a Notice of Award until six months after start-up or until an IT Manager who meets all RFP requirements and your expectations is identified. [REDACTED] had direct corporate oversight responsibility for the MetroAccess program for MV Transportation until early 2012, and he is very familiar with every aspect of the program.
- > Veolia's corporate support team will include dedicated regional and corporate experts in the areas of Trapeze management, human resource management, labor relations, safety and training and ADA compliance. These experts are named in our proposal, and we commit to them visiting at least quarterly and more often during start-up and whenever needed.
- > During the start-up, we are proposing additional resources in the areas of overall project management, technology deployment, operational support, human resources management and training. We know that the start-up is a critical time, and we will commit to providing whatever it takes to deliver a smooth start-up—no matter what it costs.

The bottom line is that from Veolia's CEO on down, we recognize how important the MetroAccess project is to you, to your riders and to the Washington DC region, and we are committed to giving you a local team that is second to none, and the best regional and corporate support teams in North America.

Veolia Offers Technology

Veolia has developed a proprietary suite of software applications which will work in congress with Trapeze to help our Dispatchers deliver service which is productive, on-time and safe. If awarded this contract, Veolia will provide all of the technology shown below as part of our base technical and price offerings. All of these technologies are described in greater detail in our response to CDRL MACS-OCC-3.

Veolia Dashboard

In addition to the reports we will be expected to provide as the MetroAccess OCC provider, Veolia will generate additional data through our Veolia Dashboard, a web-based company system that tracks, compares and reports key operational and safety performance indicators (KPI's) for each Veolia project and region. Over the short term, Veolia Dashboards help us to track our performance on the key metrics that drive service safety, quality and cost, to identify trends early and to take corrective actions quickly. Over the longer term, Veolia Dashboards help managers and employees understand how factors such as on-time performance, employee attendance, labor utilization, accidents, injuries and customer complaints impact system performance, and over time, this improved understanding will translate into continuous improvement for WMATA and for your MetroAccess riders.

Standing alone, Veolia Dashboards give our managers very powerful tools for monitoring and managing service safety, cost and quality. However, when integrated with Trapeze, VDS and Veolia Vision (as it will be here), Veolia Dashboards stand as one of the best performance monitoring technologies available.

Veolia Vision

Veolia is proposing our proprietary Veolia Vision system to enhance the dispatch center's effectiveness. Veolia Vision is a customized application that is fully integrated with Trapeze. The application has enhanced effectiveness when used in conjunction with MDTs/AVL.

The on time performance screens can be displayed on wall mounted monitors in the dispatch center and made available via a browser for monitoring by off-site personnel. The monitor allows the user to "drill down" into specific hour time periods to see individual late trips in need of attention. The system designed to use Trapeze's predictive calculations for future trips to allow dispatchers to monitor late runs as they occur and reschedule trips in future time periods to resolve problems before they actually impact service.

Veolia Offers Innovation

For the past several years, the transit industry has been wrestling with the apparent cost and quality trade-offs between dedicated vehicles and taxi service. A smaller subset of the industry has been working on business approaches and technologies that would either cut the cost of dedicated vehicle service and/or raise the quality and accountability of taxi services. At Veolia, we have developed a new business approach which offers both cost effectiveness and quality.

Introducing IntelliRide™

IntelliRide manages service delivery of non-dedicated vehicles such as taxis, sedans, and other for-hire vehicles. The strength of IntelliRide is the ability to cost-effectively match a required trip to the right transportation resource. In addition, IntelliRide takes the extra step of providing accountability and transparency for trips serviced by non-dedicated vehicles.

The IntelliRide software, provided by Veolia's Unified Dispatch division, will allow for a seamless and real-time connection between the MetroAccess Trapeze environment and each taxicab company's taxi dispatch system, or in the case of taxicab companies who do not have an automated dispatch system, to hand-held tablet computers which can be provided to individual taxicab operators assigned to this project. Once connected, IntelliRide will allow the OCC Contractor to manage trips assigned to taxi just like trips assigned to any of the other MetroAccess service delivery providers. Our dispatchers will be able to monitor in real-time vehicle locations, the status of each trip assigned, and to verify pick-up's and drop-off's as they happen—without any intervention from either the taxicab company's dispatcher or Operator. For OCC staff and MetroAccess riders, IntelliRide means equal access to the real-time status of each and every trip—whether assigned to a dedicated vehicle or to a taxicab.

IntelliRide will not just improve the quality and accountability of MetroAccess services provided by taxicabs, and it will not just reduce the average cost of a MetroAccess trip. Over the longer term, having a technology which can help level the quality and accountability playing field for both dedicated and non-dedicated vehicles will free up service planners to truly optimize the mix of dedicated and non-dedicated vehicles to reflect the true pattern of paratransit demand. Over time, the implications of this fact include: a lower cost of service, a reduction in the need for capital to fund vehicles and facilities, and the evolution of a system which can better address the ever-changing demand and dynamic growth of paratransit. Thus, over the longer term, technologies like IntelliRide could prove to be a game-changer for not only the cost of paratransit but for how we think about these critical services.

Veolia is excited about the potential of the IntelliRide technology for MetroAccess, and we have included the entire cost of IntelliRide within our quoted per-call rates.

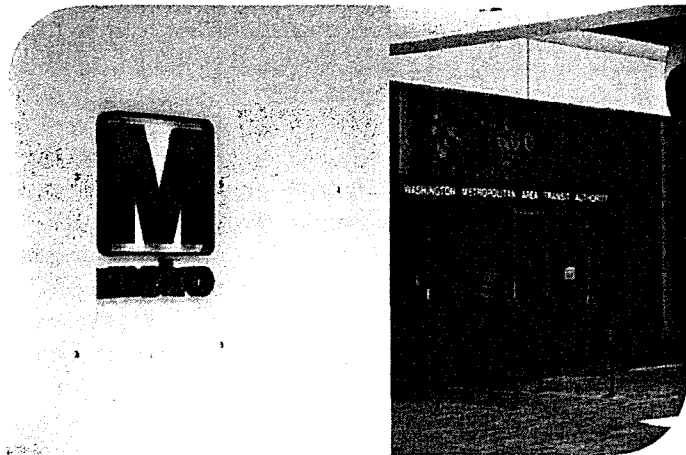
Small and Local Preference Program Compliance

Veolia supports the intent of WMATA's Small and Local Preference Program, and we intend to meet or exceed the 2% goal established for this project. Documentation of our good faith efforts and a summary of the SLPP certified firms with whom we plan to subcontract in connection with this project and the amounts we intend to spend are provided in Volume III of our proposal package.

CDRL MACS-OCC-1 – Operating Plan

Two Way Radios

Based on the requirements set forth in the RFP, we are proposing a MetroAccess communication system which offers two-way voice communication between all service delivery provider Operators and the MetroAccess OCC as well as two-way communication between each provider's Operators and their firm's authorized representatives. In addition, Veolia's proposed solution will offer recording of all calls between any driver and the MetroAccess OCC Dispatch Center as well as for any calls between Operators and/or Supervisors.



Veolia's solution includes the following components:

- 650 Verizon Wireless Push-to-Talk Mobile Phones – This quantity is sufficient for 1 phone in each revenue vehicle, 1 for each supervisor (assuming a Supervisor-to-Operator ratio of 1-20) and 20 additional phones to be distributed among Veolia OCC staff as well as representatives of WMATA and the QA Contractor's office
- A VoicePrint call recording system which would record all calls into and out of the MetroAccess OCC Dispatch Area
- A third-party solution which will allow the recording of calls between Verizon Wireless Push-to-Talk Mobile Phones – None of the major cellular providers offer this capability, but there are third parties who do. Prior to start-up, Verizon Wireless will identify the most suitable product, and we will install it. (The estimated cost of this third party application is included within our project budget.)

Aside from traditional voice mail, which Verizon Wireless offers for its Push-to-Talk Mobile Phones, we are unaware of any technologies which allow radio functionality as well as the ability to leave messages when Operators or Dispatchers are not available. Voice mail remains an option, but enabling voice mail on the Verizon Wireless Push-to-Talk Mobile Phones means enabling cellular access as well, and given safety and cost considerations, we strongly recommend against doing so.

In lieu of a messaging system, we believe that we can work with each of the MetroAccess Providers to develop MDT procedures which we can use to communicate the need for a driver to call in which will work essentially the same as voice mail but with less distraction. Additionally, we will work with service delivery providers to develop a standardized ten-key communication system in order to minimize air time usage as well as the amount of time when Operators, Dispatchers or other staff using the Verizon Push-to-Talk system are unavailable.

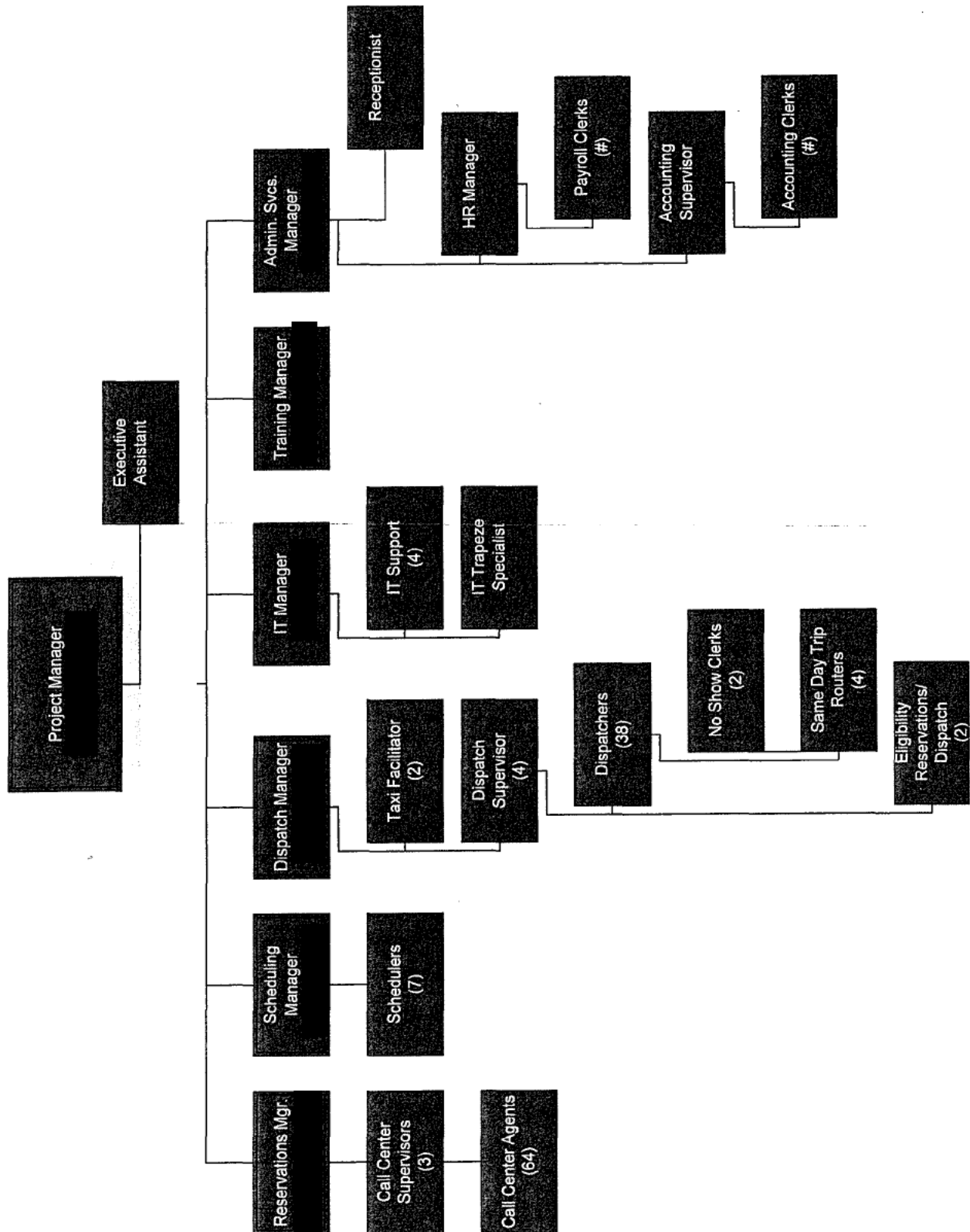
One final issue to be resolved with a system of this nature is the sharing of costs, including the cost of cellular service if desired, voice mail if desired, replacement costs for lost or damaged phones and air time charges. Our pricing assumes the purchase of the units, unlimited Push-to-Talk usage and applicable taxes and fees. However, our pricing does not include cellular service, replacement units or insurance. We recommend the establishment of equipment sublease agreements whereby providers would sublease phones from Veolia based on their level of participation. We would work with Verizon Wireless to create minute pools for each provider, and we would bill providers for cellular service, replacement phones and/or insurance (at their option).

CDRL MACS-OCC-1 – Operating Plan

Organizational Approach

Veolia has developed an organizational approach for the MetroAccess Operations Control Center that complies with the requirements of the RFP and which emphasizes simplicity, a reasonable span of control for each Manager and Supervisor and short lines of communication between our Project Manager [REDACTED], and the Customer Service Representatives, Dispatchers and other front-line employees. The organizational chart on the following page illustrates the approach we are taking for division of the work, e.g. Reservations, Scheduling, Dispatch, Eligibility Support, Training, IT Support and Administrative Support. In the following paragraphs and throughout our response to this CDRL, we will describe our approach in greater detail.





Staffing Chart by Service Tier

Position	Service Tier 1	Service Tier 2	Service Tier 3
Project Manager	1	1	1
Reservations Manager	1	1	1
CSR/Reservationists	38	48	53
CSR's/Where's My Ride	14	16	18
Call Center Supervisors	3	3	4
Scheduling Manager	1	1	1
Schedulers	5	7	9
Dispatch Manager	1	1	1
Dispatch Supervisors	4	4	4
Taxi Facilitator	2	2	2
Dispatchers	29	38	48
Routers	4	4	4
Eligibility	2	2	2
Reservations/Dispatch Support			
No-Show Clerks	2	2	2
Training Manager	1	1	1
IT Manager	1	1	1
IT/Trapeze Specialist	1	1	1
IT Support	4	4	4
Administrative Services Manager	1	1	1
HR Manager	1	1	1
Payroll Clerk	1	1	1
Accounting/Data	3	3	3
Receptionist	1	1	1
Grand Total	119	142	162

Project Management

Because of the importance of this project, Veolia has selected Area Vice President [REDACTED] to manage the Operations Control Center project on a day-to-day basis. Upon WMATA's issuance of a Notice of Award, [REDACTED] will relinquish all area project management responsibilities, relocate to the Washington DC area and take on the management of the MetroAccess OCC contract as a full-time assignment. [REDACTED] will be introduced in our response to CDRL MACS-OCC4. In his capacity as the MetroAccess OCC Project Manager, [REDACTED] will oversee all staff assigned to this project, and all department managers will report to him.

MetroAccess Call Center

The Call Center will be managed by our Reservations Manager, [REDACTED]. [REDACTED] will be introduced in our response to CDRL MACS-OCC4. The Customer Service Representatives (CSRs) will be responsible for accepting and processing all inbound calls for trip reservations, cancellations, same-day changes and trip inquiries. The CSRs will report to [REDACTED] through Call Center Supervisors. The Call Center Supervisors will be staffed at a ratio of 1 Supervisor per 20 CSR's on duty.

All CSR's will be trained to handle all typical inbound calls, and all agents will be able to log in to any skill set. However, each agent will be assigned primary responsibility in one of two basic skill sets — Reservations and Dispatch. The Reservations group will handle trip requests, cancellations and changes for future days and other general inquiries. The Dispatch group will be housed in closer proximity to the Dispatch Department and will be responsible for same-day changes, cancellations and the processing of "Where's My Ride" calls. Within each group, we will also identify any staff members who speak a foreign language, particularly Spanish, and we will assign them to separate skill sets so that they can assist callers who need assistance in a foreign language.

Scheduling Department

The Scheduling Department will be managed by [REDACTED] who is introduced in our response to CDRL MACS-OCC4. [REDACTED] will oversee a group of between five and nine full-time Schedulers (depending on service tier) who will be responsible for creating standing orders, batching schedules, assigning trips to providers and all other scheduling functions which are performed prior to the end of the day before service.

Dispatch Department

Veolia's Dispatch Department will be managed by [REDACTED], introduced in our response to CDRL MACS-OCC4. [REDACTED] will oversee our Dispatchers, who will be staffed at the ratio of one Dispatcher per 25 vehicles in service. He will also manage a support staff of four full-time Dispatch Supervisors, four full-time Routers, two full-time No-Show Clerks and two full-time staff who will manage transportation for WMATA's Eligibility Certification process.

As stated above, "Where's My Ride" (WMR) calls will come into the Call Center, so Dispatchers will not be responsible for answering these calls. Instead, Dispatchers will be focused solely on managing the routes assigned to them, working with Routers to anticipate and resolve service issues, preferably in advance of the trip running late, and for making and communicating last-minute additions, cancellations and changes via the MDT's and radios when necessary. The Routers are responsible for continuously reviewing routes as they are unfolding and for resolving future and current service problems. The Routers are also responsible for making decisions about trips which need to be moved from dedicated service to taxi in order to preserve on-time service for dedicated service. No-Show Clerks are responsible for assisting Dispatchers to reach riders in the event of a potential no-show and for authorizing and documenting no-shows within Trapeze.

As part of our proposal, we are proposing two new technologies, IntelliRide™ and Veolia Vision™ which will integrate with Trapeze to provide additional tools to Dispatchers and Routers to effectively manage service. These technologies will be described in our response to CDRL MACS-OCC-5.

Training Department

Veolia's Training Department is managed by [REDACTED] (introduced in our response to CDRL MACS-OCC4). [REDACTED] will be responsible for providing and/or for arranging for all training to support our efforts on this project, including new hire Call Center and Trapeze training, additional Trapeze training for Dispatchers, Supervisors and other Dispatch staff, and all additional Veolia-specific training.

IT Department

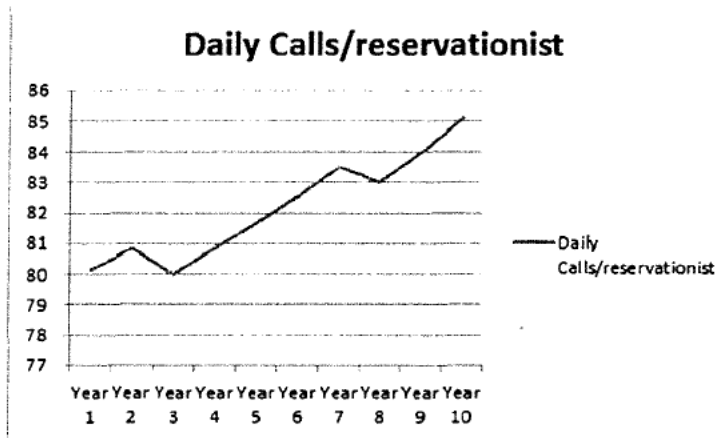
Veolia's IT Department will be managed by [REDACTED] through the start-up and for at least six months thereafter. In addition to the IT Manager, the IT Department will include a Trapeze Specialist and four full-time IT Support Specialists. The IT Department will be responsible for all IT support on a 24/7 basis, including external network connectivity with WMATA's Trapeze environment, all service delivery providers and the QA Contractor. They will also provide help-desk support for the OCC and general Trapeze management and support in coordination with WMATA and the QA contractor.

Administrative Services

Veolia's Administrative Services Department will be managed by [REDACTED] (introduced in our response to CDRL MACS-OCC4) and will encompass HR management, payroll processing, and all accounting functions. Staff in this department will include our HR Manager, a Payroll Clerk, an Accounting Supervisor, two full-time Accounting Clerks and the Receptionist who will also support WMATA's Eligibility Certifications area.

Reservations Work Plan

As noted above, Veolia's Reservations Department will be led by [REDACTED] who has overseen our Call Center operations in Oakland, CA since 2000. [REDACTED] will oversee a staff of three Call Center Supervisors, a Reservations staff of 48 and a WMR staff of 16. (We will discuss the WMR portion later in this section of our proposal.) Reservations staffing levels were developed from call and trip statistics (including average hold time, average talk time, call volumes and expected trip demand), all of which were provided in Exhibit B to the RFP.

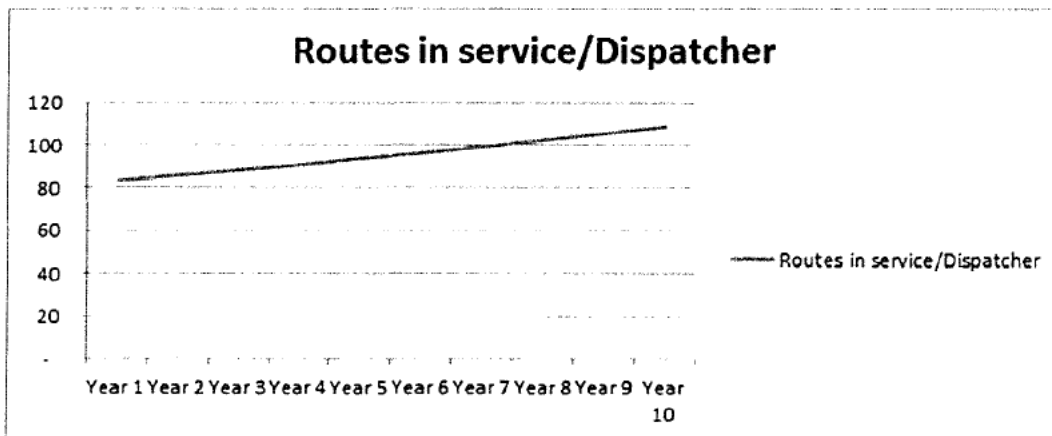


The graphic at left shows staffing levels for all three service tiers for the 10 year duration of the contract. It shows that our expected agent productivity (calls per day) is ranges from 80 in Year 1 to 85 in Year 10. Thus, we are maintaining strong staffing in the Reservations Department throughout the life of the contract.

Dispatch and Trip Movement/Rescheduling Work Plan

As noted above, Veolia's Dispatch Department will be led by [REDACTED] who currently oversees these functions for Veolia at our very successful paratransit contract in Baltimore for the Maryland Transit Administration. [REDACTED] will oversee a staff of four full-time Dispatch Supervisors, 38 full-time Dispatchers, four full-time Routers and two full-time No-Show Clerks. Dispatch staffing levels are based on our projections regarding the number of vehicles in service. We assume that one Dispatcher can support 25 vehicles in service; particularly given utilizing Veolia Vision technology which integrates with Trapeze to assist in the monitoring and management of on-time pull-outs, on-time performance and late trips.

The following graphic show Dispatch coverage by weekdays, Saturdays and Sundays throughout the life of the contract and demonstrates that we will match Dispatch coverage to the service as it grows over time.



In addition, we will provide a Dispatch Supervisor on duty at all times and additional support from a total of four full-time Routers who will be responsible for assisting with the reassignment of trips in the event that doing so becomes necessary to protect service.

Making Trip Reassignments

Veolia's goal is to provide service schedules that are productive and realistic. However, things change, and our Dispatch Department will be prepared to make trip reassignments on a 24/7 basis when circumstances necessitate. Our goal will be to limit the occurrence of trip reassignments to the following circumstances:

- **A service delivery provider is unable to operate all of the service assigned to it on the evening prior to service.** Veolia will be proactive in determining if a route is uncovered the night before by contacting providers; the service delivery providers will also be encouraged to inform Veolia as soon as they know that they cannot make their assigned number of pull-out's. However, Veolia's Veolia Vision technology will monitor yard pull-out's, and in the event that any route fails to pull out on time, Veolia's Dispatcher will contact the appropriate service delivery provider for an update. If the service delivery provider has an assigned route or routes which it cannot cover, the Dispatcher (with assistance from the Dispatch Supervisor and Routers) will reassign any impacted trips to other routes (either operated by the same provider or other providers) as long as the trips do not cause schedule violations within Trapeze. Any trips which cannot be reassigned without creating schedule violations will be immediately assigned to the service delivery provider's taxi subcontractor.
- **A service delivery provider's route encounters a problem and needs to be taken out of service.** In this instance, Veolia's Dispatchers will work with the service delivery provider to place another vehicle in service. Then, once the service delivery provider identifies a vehicle to place in service and the point at which the vehicle can be placed into service, Veolia will reassign all impacted trips (those set to occur after the former vehicle went out of service and before the replacement vehicle enters service) with other providers or on taxicabs.
- **A route is running late or is expected to run late.** With the assistance of Veolia Vision, Dispatchers will monitor route statuses as well as the Vision Late Trip screen and move trips in order to protect service. Veolia's goal will be to move trips with sufficient time that the rider is never impacted but not so early that routes are being revised unnecessarily. This is a balancing act, but as Veolia becomes more experienced with same day trip cancellation and no-show patterns, our Dispatchers will be better able to forecast when apparent lateness truly represents a threat to system performance.
- **A trip near the beginning or end of a route is cancelled.** If a trip which is near the beginning or end of a route is cancelled, Veolia's Dispatchers will check the trips that are scheduled to occur between the cancelled trip and the end of the route (either beginning or end) to determine whether reassigning those trips would result in better productivity. If by moving one or two trips, Veolia can eliminate unproductive service hours at the beginning or end of a route, we will do so in order to reduce the overall cost of service.

Managing No-Shows

One area that can bog down a Dispatcher and the routes he/she is supporting is an Operator's inability to make contact with a rider and the resulting steps required prior to the issuance of a no-show. Veolia will strive to never issue a no-show without attempting to contact the rider first. However, our Dispatchers are integral to keeping service on time, and they do not have the time to look for missing riders. Therefore, we will provide two full-time No-Show Clerks who will support the administration of an effective no-show process, which is described below:

- When an Operator arrives to transport a rider, and when the rider cannot be found either at the curb or at the door (based on WMATA's door-to-door service policy), the Operator will be required to contact the OCC for instructions.
- As soon as the Dispatcher verifies that the Operator is at the correct location and within the rider's scheduled pick-up window, the Dispatcher will put the Operator on stand-by and will send an Instant Message to the No-Show Clerk with the trip details.
- The No-Show Clerk will be responsible for calling the rider, using the provided phone number within Trapeze.
- If the No-Show Clerk is able to reach the rider, the rider will be asked to verify his/her interest in the trip, to proceed to the vehicle and to communicate an ETA for boarding the vehicle. The No-Show Clerk will send this information to the Dispatcher who will advise the Operator with instructions to either wait or depart—depending on whether or not the rider wishes to take the trip.
- If the No-Show Clerk is not able to reach the rider, s/he will update the trip status in Trapeze and advise the Dispatcher who will authorize the no-show and direct the Operator to continue with his/her route.

Maintaining Effective Relationships between Dispatchers and Service Delivery Provider Operators

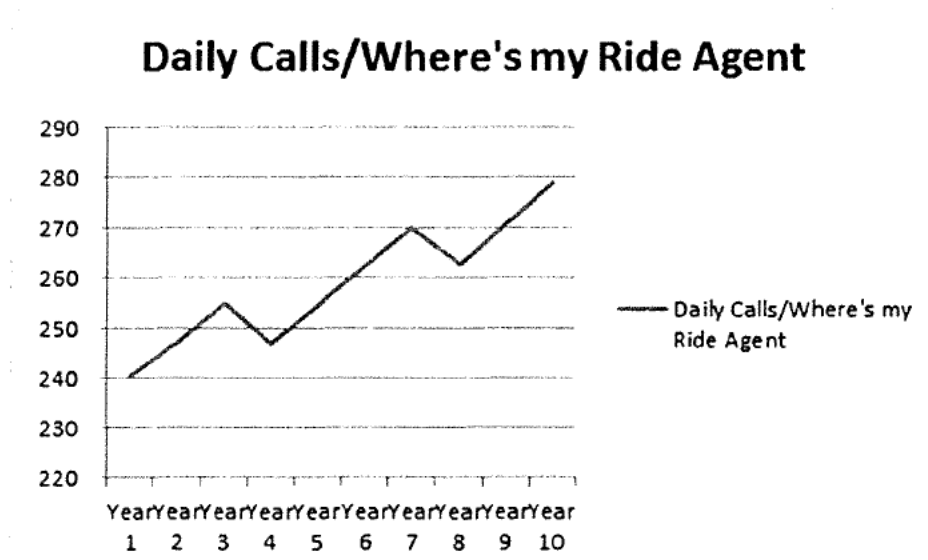
Maintaining effective communications between Dispatchers and Operators is a serious matter because effective communication will promote productivity and scheduling accuracy. Veolia will work with service delivery providers to implement approaches such as, but not limited to:

- Veolia will staff the Dispatch Department at a level where Dispatchers will not routinely dispatch more than 25 vehicles at once. Veolia will also provide additional staff in the areas of Dispatch Supervision, same day routing and no-show management, thereby allowing Dispatchers to focus solely on managing the routes to which they have been assigned.
- Dispatchers will receive all training provided to Call Center Agents, including Going for Green, Veolia's proprietary customer relations training program.
- Dispatch Supervisors will randomly monitor voice transactions between Dispatchers and Operators to ensure that Dispatchers are conducting themselves in a professional and courteous manner.

- > Operators will be encouraged to provide feedback on routes and schedules. Veolia will explore a “suggestion box” system with service delivery providers so that recommendations on schedule improvements, notifications of passenger moves, cancellations, etc. can be passed back to Dispatch.
- > Veolia will work with WMATA, the QA contractor and the service delivery providers to implement a 360 Degree assessment of its Dispatchers, thereby giving Operators the opportunity to give anonymous feedback on Dispatcher quality.
- > Veolia will work with the QA contractor and service delivery providers to establish Service Quality Committees that will regularly meet to review and resolve operational and coordination issues.

"Where's My Ride" (WMR)

Veolia’s “Where’s My Ride” (WMR) group will be housed within the Call Center and will be managed by our Reservations Manager [REDACTED] [REDACTED]. Based on the WMR call volume and statistics, we have planned for a total of 16 full-time employees to handle WMR calls, although all call center employees will be cross-trained to support each other when call demand warrants. Customer Service Representatives will be scheduled on a 24/7 basis to accept and process WMR calls. The following graphic shows WMR staffing levels as compared with service levels throughout the course of the contract.



Customers make “Where’s my Ride” WMR calls for a number of reasons, ranging from concerns about a late vehicle to uncertainty about where the vehicle might arrive and even in situations where the rider is running late and wants to find out if s/he has missed the vehicle’s arrival. Ultimately, each of these reasons boil down to one simple fact about paratransit: The rider is not in control of his/her service, and any amount of uncertainty creates worry; a WMR call is the best and only way most riders can resolve their concerns about scheduled service.

Given that WMR calls typically result from uncertainty and worry, there are a few WMR realities that we and our staff will need to manage:

- > The caller will likely be stressed and could potentially be antagonistic.
- > The caller will likely want a quick response to his/her concern.
- > Accurate and timely information about the rider's trip is essential.
- > The quicker we can resolve the rider's concern, the easier the concern will be to resolve.
- > The longer the concern goes unresolved, the worse it will become, and the more effort it will take to resolve.

Given these realities, our plan for addressing WMR calls will involve the following components.

Analyze WMR Calls to Determine Trends and Plan Improvements

Although we know that riders make WMR calls for a variety of reasons, knowing which riders make the calls, when they make them and why, may assist us in improving our approach for managing the WMR process. For example, if we know that a majority of WMR calls are being made early in the pick-up window by riders who want to reconfirm the details of their trip and/or to obtain up-to-date vehicle arrival information, we can work with WMATA on targeted customer information campaigns; we can plan specific IVR functionality to allow riders to get real-time vehicle arrival information, etc.

On the other hand, if we know that a large percentage of WMR calls are coming from riders at large office or medical complexes with multiple entrances where the riders feel uncertain about where to meet their vehicles, we can work with WMATA and these venues to establish designated MetroAccess pick-up points as well as specific information for customers about how to find designated MetroAccess pick-up points.

Veolia recognizes that as the MetroAccess Operations Control Center contractor, we will have a limited role in the areas of community education, field operations and in the decision-making about technology deployment. However, we will have the best opportunity to gather information from riders on the phone, data housed within Trapeze, the IVR and phone systems and from interaction with WMATA's QA and service delivery contractors. Therefore, we recommend that WMATA (with input from all of its contractors) engage in an ongoing process for developing information from customers about the reasons they make WMR calls. Then, we will work with the QA Contractor to identify patterns in the WMR data, customer survey data, data from service delivery providers and from any other electronic sources that we can use to plan enhancements to the technology, policies, procedures and processes we use to process WMR calls. We will then monitor WMR data on an ongoing basis to measure the effectiveness of our efforts and to plan future improvements.

Promote IVR to Minimize WMR Calls

We believe that one of the very best uses of the MetroAccess IVR system is to provide riders timely information about the status of their trips, thereby resolving many of the reasons they make WMR calls in the first place.

It is our understanding that the MetroAccess IVR currently allows for notification of the vehicle's arrival and that this notification is triggered by the Operator upon arrival at the rider's location. Although this is a good use of the IVR system, we believe IVR can do more to reduce rider uncertainty and the resulting WMR calls. We would, therefore, propose the following modifications to the MetroAccess IVR system:

- Establish a ¼ mile geofence around pick-up addresses, and when the vehicle comes within the geofence, enable an Operator button that when pushed, will call a number to be provided by the rider. This will give the rider a few minutes of advanced notice, thereby reducing the rider's wait time and potentially improving system productivity.
- Upon vehicle arrival, generate another call to the rider's number on file. This may seem redundant, but if the rider has missed the first auto-call and/or if the rider cannot see the vehicle and/or if the Operator has arrived in the wrong location, this second call will alert the rider that there may be a problem, thereby allowing the rider to take action before missing his/her ride.
- Implement SMS for both proximity and arrival messages (described above). As more and more riders acquire and use smart phones, text messaging is becoming more and more convenient, and in many instances, a text message is preferable to a phone call. If this recommendation is implemented, we recommend allowing riders to select to receive calls, SMS or both as there are pros and cons for each configuration, and riders may have a preference for one approach over another.

Organize Our Efforts to Minimize WMR Call Time

We will assign WMR calls to a separate Automatic Call Distribution (ACD) group. This will ensure that WMR calls (which tend to be shorter and more urgent) are not in queue behind typically slower and less urgent reservations calls. Staff members who answer these calls will be assigned to the Dispatch Department and will be housed either within or close to the Dispatch Desk, thereby allowing easier and quicker communication between radio Dispatchers and the CSR's handling WMR calls. We recognize that CSR's handling WMR calls will have access to AVL information as well as instant messaging capabilities, but sometimes, there is no substitute for walking into the Dispatch Area to discuss a problem, so we want to facilitate quick communication by every means possible.

Provide Accurate Information

When a rider makes a WMR call, s/he wants to know that the vehicle is on its way and when it will arrive. The rider also wants to know that if the vehicle does not arrive that s/he will not be forgotten. Finally, the rider wants the CSR to be confident, reassuring and honest.

Given these customer expectations, we will train our CSR's to do the following when handling a WMR call.

- Confirm the rider's pick-up time and location
- Confirm that a vehicle is enroute to transport the rider.

- Provide an honest ETA to the rider. (We will not accept phrases like: “Your vehicle is just around the corner” or “The Operator will arrive shortly”.) We will also not accept CSR’s providing “best case” guesses. Our expectation will be that the CSR provide both the vehicle’s current location and expected arrival time, based on information contained within the Trapeze system.
- Close by reassuring the rider and inviting them to call back if the vehicle has not arrived within the given estimated time of arrival.

In some cases, the vehicle has arrived and departed because the Operator could not find the rider. In other cases, the Operator arrived at the wrong location and mistakenly no-showed the rider. We believe that a strong IVR approach can minimize the frequency of these service failures. However, we also know that no amount of technology or procedure can eliminate them entirely. In cases where the Operator has left without the rider and/or in cases where the Operator is having trouble locating the rider, our CSR’s will be expected to:

- Confirm (in as much detail as possible) the rider’s present location.
- Obtain a physical description of the rider, his/her clothing, any details that might make the rider more apparent to the Operator, etc.
- Provide an honest update about the status of the rider’s trip.
- Work with the Dispatcher to either return the original vehicle to the rider’s location or to assign the rider’s trip to another vehicle or to a taxicab.
- Provide a realistic estimated time of arrival to the rider.
- Reassure the rider that the trip will be provided and invite the rider to call back if the vehicle has not arrived by the given estimated time of arrival.

We recognize that some riders may be making WMR calls because they were not ready and now need a second trip. Although we recognize this fact, we do not believe the OCC or the CSR handling the WMR should question a rider’s circumstances. Therefore, if a rider affirms his/her need for a trip, we will provide it. We will also work with the QA contractor and service delivery providers to develop a process for identifying riders who may be using the WMR process to reinstate trips after committing no-shows, and we will provide this data to WMATA and the QA contractor for further action.

In all cases, we will not strand a rider away from home, and we will only deny a requested trip from home if we can clearly establish that the rider never requested one and/or that the rider has been identified by WMATA or the QA contractor as a person who has used the WMR process to obtain service to which he/she is otherwise not entitled.

Addressing Hostile Callers

WMR calls present a higher risk for angry callers. We believe that our plan for managing WMR calls will reduce the number of unhappy callers, but we will still receive them. The following are the steps we will take to be prepared and to assist these callers appropriately.

- All WMR CSR's will receive additional training in call management and particularly for dealing with difficult callers.
- All WMR CSR's will be trained to use a script and to use expressions which are less likely to generate anger.
- All WMR CSR's will receive training regarding techniques for de-escalating difficult calls.
- All WMR CSR's will be trained to forward any unmanageable call to the Dispatch Supervisor for further assistance.
- If a caller becomes abusive or threatening, Veolia's Dispatch Supervisor will ask the caller to discontinue the abusive or threatening behavior. After one such warning, if the caller persists, Veolia's Dispatch Supervisor will politely and professionally terminate the call.
- Veolia will document all abusive and/or threatening callers and will refer them to WMATA for further action. Documentation to be provided will include an electronic copy of the call along with any additional documentation from Trapeze pertaining to the call.

Increasing Attention for Extremely Late Trips

We never want to run late, but when we do, we need to react quickly and decisively, and when we run extremely late, we need to do even more. Here is the approach we will take to ensure that late service is kept to a minimum and that extremely late service is addressed urgently.

- In Veolia Vision, the late trip monitor will display the latest trips first to help us prioritize our efforts.
- Vision can also be set to change colors as trips hit pre-determined lateness thresholds, such as 30 minutes, 60 minutes, etc.; calling further attention to trips requiring immediate action.

Veolia's WMR Goals

Ultimately, the proof is in the pudding, and Veolia believes that the best test of our approach is will be found in the numbers. Our goals for our WMR process are as follows:

- An increasing percentage of WMR calls go to IVR.
- The number and length of WMR calls in queue meets or exceeds WMATA expectations each day of the contract.
- Routine WMR calls are handled in two minutes or less, measured from the time the call is answered by the CSR until the time the call is terminated. (This metric may prove difficult because IVR systems tend to weed out more routine calls, thereby raising the average call length for calls which remain in the queue. However, we can use aggregate talk time to measure our effectiveness with the calls that remain.)
- Process 90% of rider concerns on the first WMR call.
- Achieve at least 80% customer satisfaction for the handling of WMR calls.

Internal Customer Service/Quality Assurance

We understand that WMATA's Quality Assurance Contractor will measure and manage QA at the project level. However, our goal will be to use a mix of internal management technologies and processes to make sure we keep our own house in order. This section of our proposal describes the approaches we will use for ensuring quality performance.

Our Project Manager [REDACTED] will have overall responsibility for ensuring the quality of our performance. However, each Department Manager will also have tools and procedures to ensure quality performance within their own work groups.

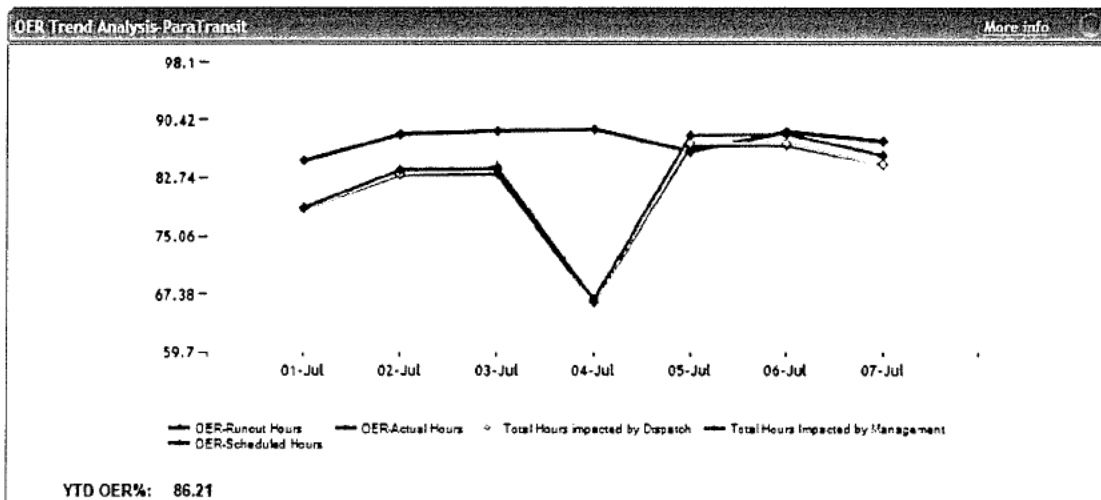
- Within the Call Center, Reservations Manager [REDACTED] will use phone system statistics to measure agent productivity, agent availability and call processing times. In addition, she and her Call Center Supervisors will use unannounced monitoring of both live and past calls and a standardized scorecard to determine adherence to call script, accuracy of transactions, speed, and courtesy.
- Within the Scheduling Department, Manager [REDACTED] will use a number of Trapeze reports to determine schedule productivity. Key metrics will include total scheduled productivity, total slack time and slack time by route. In addition, schedules will ultimately be judged based on overall system productivity, on-time performance, average ride time and valid scheduling-related customer complaints.
- Within the Dispatch Department, Manager [REDACTED] will use a variety of key operating metrics, including overall on-time performance, performed productivity relative to scheduled productivity, and blended cost per trip to determine Dispatch effectiveness. Veolia will also work with the service delivery providers to develop an methodology for accepting Operator feedback on the quality of routes. If an effective method can be identified, we may add Operator satisfaction as a metric of dispatch performance.
- Training – Training Manager [REDACTED] will be measured in terms of employee retention, on the frequency of employees terminated for poor job performance, for overall staff retention, and based on call monitoring scores for Call Center agents with less than six months of seniority.
- Administrative Services – Administrative Services Manager [REDACTED] and the Administrative Services Department will be monitored and evaluated based on data, report and invoice timeliness and accuracy, promptness of the resolution of complaints and on payroll accuracy.
- IT – Our IT Department performance will be monitored by our corporate IT Department in terms of Help Desk escalations, network downtime, and internal customer satisfaction.

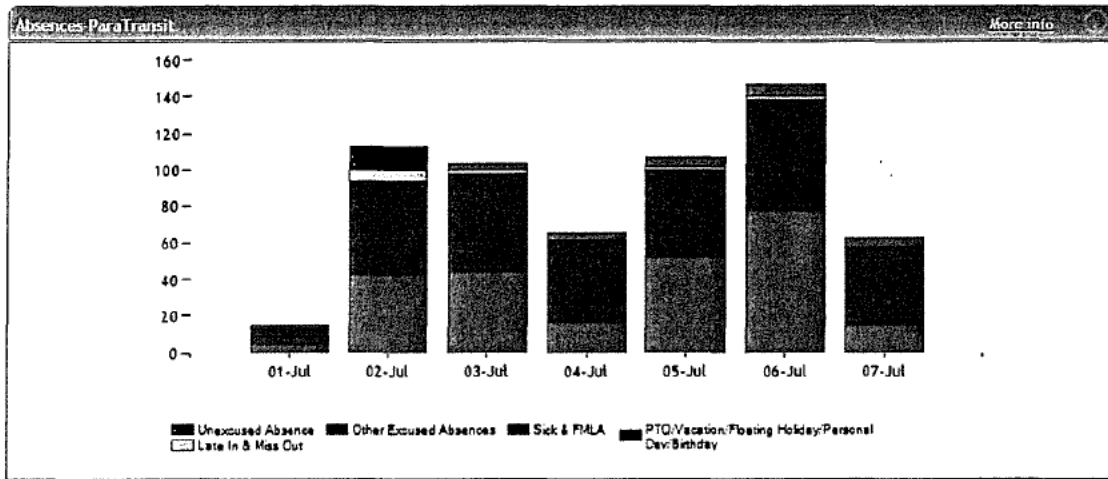
Veolia KPI Dashboards

Veolia has a web-based system (Veolia Dashboard) that helps Managers and staff members understand how their individual performance contributes to the success of each contract. The system will help Managers and employees to be cognizant of our contract performance and has direct impact on their bonus program. We hold our local team accountable for an efficient and cost-beneficial operation of your “trusted” assets.

Our KPI's are based on the contract requirements and our industry experience. For data points that cannot be captured automatically, Veolia will enter statistics related to On-Time Performance and Complaints directly from reports produced by those systems. This will allow corporate and local management to monitor all contract performance standards in one, readily accessible location. The KPI's can be provided for different reporting time frames.

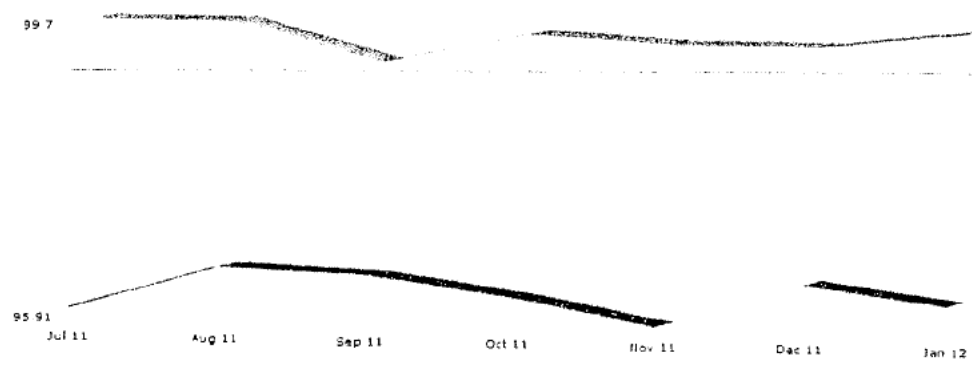
Examples of our dashboards are presented below. We recognize that these metrics are not typical call center or dispatch metrics. However, the examples show how KPI Dashboards work. If awarded this contract, we will design KPI Dashboards that measure the key performance metrics for this project, e.g. Average time to answer, average call length, scheduled productivity vs. operated productivity, etc.





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YTD Contract OTP



	J	A	S	O	N	D	J
MRCR	96.03	96.59	96.52	96.26	95.91	96.49	96.23
SPRINTER	99.70	99.70	99.20	99.60	99.50	99.50	99.70

Annual Customer Satisfaction Surveys

Veolia has partnered with a global leader in satisfaction surveys, IPSOS Loyalty, to:

- > Develop a custom survey for Veolia that measures the 20 domains or levers of customer satisfaction. (The 20 domains of satisfaction were identified through meticulous research, interviews and focus groups of global Veolia management, transportation authorities and passengers from around the world.)
- > Develop a thorough sampling and methodology plan to ensure that results were comparable for benchmarking.
- > Develop a sophisticated regression matrix based on statistics that allows us to plot what customers feel are most important to them for their satisfaction and then show how satisfied they are in each of those corresponding domains.

- > This toolkit is being used in several of our operations currently. The result is an analysis that shows us where to concentrate our efforts for our action planning and management strategy.

Priority Action – Those satisfaction domains that passengers think are very important to them, but that we are not doing well in.

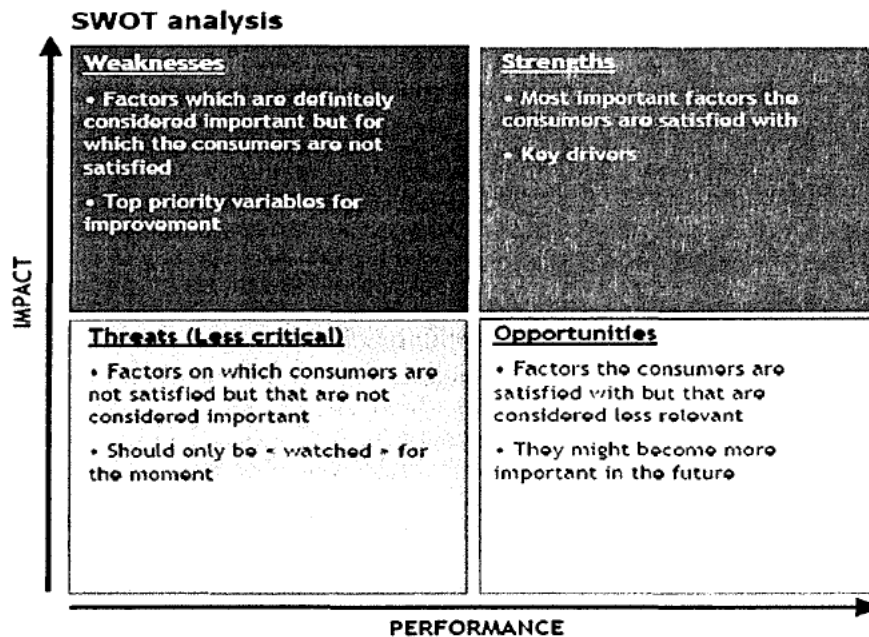
Supervision – Those satisfaction domains that passengers think we are not doing very well in, but are not particularly important to them.

Maintenance – Those satisfaction domains that are important to passengers and they feel that we are doing a good job with – we want to maintain this.

Conservation – Those satisfaction domains that are not particularly important to passengers, but that they feel we are doing a good job with. It is not necessary to add initiatives surrounding these domains, but to simply conserve our efforts. We know that we can move emphasis from these items to focus more on the priority actions.

SWOT Analysis

This sophisticated regression matrix then allows us to prioritize our efforts in a SWOT Analysis (Strengths, Weaknesses, Opportunities, and Threats).



At WMATA's option, Veolia will use IPSOS Marketing to conduct phone and email-generated surveys which IPSOS Loyalty will evaluate. In order to ensure that the survey data is representative of our service, IPSOS will take the following steps:

- > IPSOS will conduct a minimum of 800 surveys per year with the goal of obtaining at least 600 completed and valid surveys.

- MetroAccess customers will be surveyed from all parts of the MetroAccess service area and in accordance with the distribution of callers by time of day and day of week.
- The survey format will be standardized for all participants.
- Completed surveys will be provided to IPSOS Loyalty who will be responsible for entering and tabulating results and for conducting all data analysis.
- IPSOS Loyalty will provide the results to Veolia and WMATA directly.

Quality Call Monitoring and Communications Review

Veolia's Project Manager, Reservations Manager, Dispatch Manager and Call Center and Dispatch Supervisors will be responsible for using the NICE monitoring system, Veolia's proposed two-way radio system and a number of management tools to be provided by Veolia to monitor voice transactions between Call Center Agents and customers, between Dispatchers and Operators and between internal Veolia OCC staff members.

- **Call Monitoring** – Reservations Manager [REDACTED] and the three Call Center Supervisors will be responsible for randomly monitoring at least 2 % of live and completed calls (both inbound and outbound). Calls will be monitored, using a standardized scorecard that tracks script adherence, accuracy of data entry, call speed and agent courtesy. Results will be maintained for each agent and for teams (approximately 20 agents assigned to one Supervisor). Team scores will help to assess the effectiveness of each Call Center Supervisor. These results will be entered into a database that will track and report performance over time through the Veolia Vision KPI Dashboard system described earlier in this section of our proposal.
- **Dispatch Monitoring** – Dispatch Department Manager [REDACTED] and the Dispatch Supervisors will be responsible for monitoring radio communications and for scoring random transactions, using a scorecard, for Dispatcher professionalism, courtesy and speed. Scores will be tabulated for each Dispatcher and for Dispatch teams (10 dispatchers and one Dispatch Supervisor) as this will facilitate the evaluation of each Dispatch Supervisor.

Scheduling

Veolia's Scheduling Department will be managed by [REDACTED] who has more than seven years of transportation reservations, scheduling, dispatch and operations experience, including his current role as General Manager of Veolia's turnkey ADA paratransit system in Union County, NJ. In addition to [REDACTED] the Scheduling Department will be staffed with a total of seven full-time Schedulers (for Service Tier 2) who will be staffed at a ratio of 1 Scheduler per 1,000 trips scheduled.

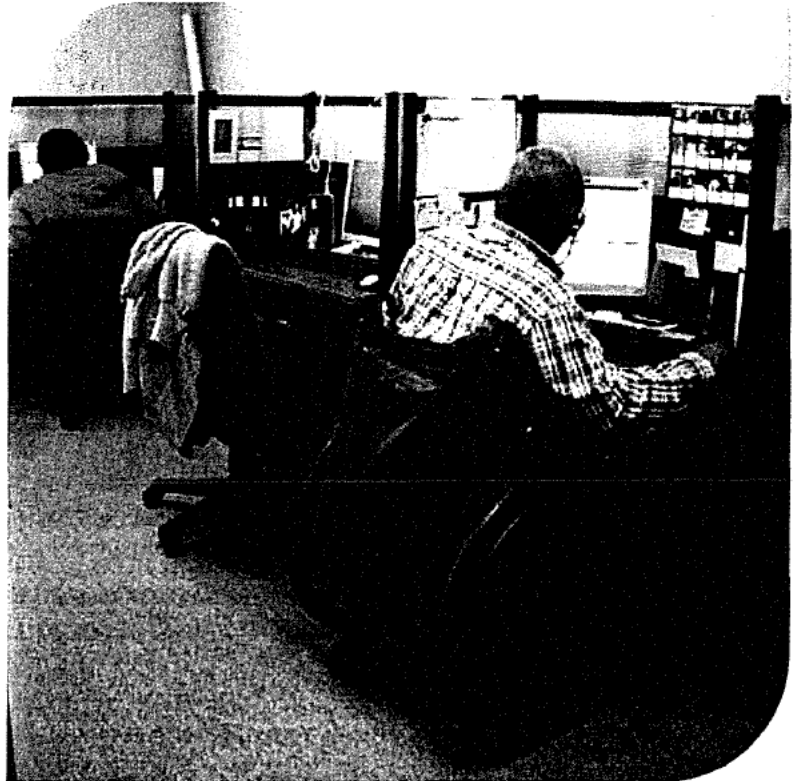
Schedulers will be responsible for the following duties.

- > Working with the WMATA, the QA contractor and the service delivery providers, and using historic trip data and ridership demand projections, develop schedule templates within Trapeze that maximize vehicle availability during peaks and which support effective and stable operations.
- > To the extent practicable, use standing orders and other predictable demand to anchor the beginning and end of routes in such a way as to promote route stability and productivity.
- > Enter requested standing order trips into the Trapeze environment and inform the Call Center as to the final schedules for these trips.
- > Maintain at least seven service days (plus the current and next day) open within Trapeze so that trips can be reserved.
- > Throughout the week prior to the day of service, optimize the schedule, make route start and end time adjustments, open and cancel routes in order to ensure that everything possible is being done to promote system productivity.
- > At the end of the day before service, re-optimize the schedules; eliminate unnecessary capacity; and post final schedules to each service delivery provider.

CDRL MACS-OCC-2 – ELIG Support Plan

In keeping with RFP requirements, Veolia's MetroAccess Operations Control Center staffing plan includes employees who will be dedicated to ensuring that MetroAccess applicants receive exceptional transportation services to and from WMATA's Eligibility Certification Center at the JGB Transit Center.

With concurrence from WMATA, Veolia will create an automatic call distribution (ACD) group within the Avaya system that will enable callers seeking to schedule eligibility assessment appointments to WMATA's Eligibility Certification Department. Two full-time Dispatchers will be assigned to this group, and additional employees will be cross-trained to support their efforts.



When a call comes in, the Eligibility Certification Support Dispatchers will verify that the applicant is enrolled as an applicant and schedule the trip within Trapeze. These same Dispatchers will be responsible for assisting in the event that a vehicle is late and/or when the rider cannot be found. Finally, Veolia's Eligibility Certifications Support Dispatchers will be responsible for rearranging returns to support the process and in case actual arrival times at the Eligibility Certifications Department necessitate a change in the applicant's schedule.

Finally, Veolia has also designated one full-time employee to serve as a Receptionist. The Receptionist (who will report to Administrative Services Manager [REDACTED]) will meet and greet visitors to the Eligibility Certification Department and act under the day-to-day direction of WMATA staff in that office.

CDRL MACS-OCC-3 – Information Systems Plan

The RFP asked proposers to submit an Information Technologies staffing plan that addresses both local staffing to support day-to-day operations and occasional corporate support to assist with technology upgrades, testing, training, etc.

Local Staffing Plan

Veolia will provide a staff of six full-time employees in the IT Department, including: an IT Manager, a Trapeze Specialist and four full-time IT Support Specialists. This level of staffing will give us 24/7 IT coverage with additional expertise in Trapeze. The IT team's responsibilities include:



- With assistance from Veolia's corporate IT Department, provide ongoing network administration and support, including maintenance of all hardware and equipment, back-up of all data, maintenance of connectivity, etc.
- With assistance from Veolia's corporate IT Department, provide Help-Desk support to all network users.
- Assist WMATA and the QA contractor, as required, to maintain provider connectivity to the Trapeze network.
- Assist service delivery providers in maintaining all provided on-board technology, including AVL systems, on-board MDT's and any additional technology provided by Veolia as the MetroAccess OCC contractor.
- Develop, run and submit any data or reports requested by WMATA.
- Develop and run reports from other systems, including the Avaya phone system and NICE monitoring system, Veolia Vision, IntelliRide and any other systems.

Ongoing Corporate Support

Veolia's IT Department will provide ongoing support on a 24/7 basis in the areas of network connectivity and user Help-Desk support. Veolia will also back up critical data to servers at our national data storage center located in Milwaukee, WI. This will give WMATA an added margin of security regarding the availability data in the event of a major system failure.

Veolia's Business Technology Department, led by Vice President [REDACTED] and supported by [REDACTED] and [REDACTED], will be tasked with the provision of additional support on an as-needed basis. At a minimum, either [REDACTED] or [REDACTED] will visit WMATA quarterly for at least one day to meet with WMATA and Veolia staff, to assess performance and to determine whether or not changes, refinements or improvements in our technology approach or utilization of Trapeze need to be made. If they do, then a work plan will be developed that specifies the tasks to be performed, the time allocated for each and a schedule for the project.

Veolia will provide a total of 80 hours of programming time and 80 hours of training time in support of any significant system upgrades or for any other purpose related to our performance on this project. If additional time is required, Veolia and WMATA will agree on the tasks to be performed, the time allocated for each, a work schedule and the cost for the project. Veolia will charge the direct costs for these projects with no additional mark-up to cover profit or overhead.

CDRL MACS-OCCS-4 – Staffing Plan

Key Management Staff

Project Manager [REDACTED]

Because of the size and importance of the Metro Access OCC project to Veolia, we are proposing one of our very best and most experienced paratransit managers, [REDACTED], to lead our MetroAccess Operations Control Center team.

[REDACTED] has 26 years of transit and paratransit operations and management experience—most of his experience is in paratransit. Currently, [REDACTED] serves as our Area Vice-President for the Northeast Region, and in this capacity, he provides operational oversight and support to paratransit and fixed-route projects in Connecticut, New York, New Jersey, Maryland, Pennsylvania, Indiana, Illinois and in the York Region near Toronto, Canada. Specific paratransit projects he supports include our ADA paratransit operations in Bridgeport, CT, Nassau County, NY, Union County, NJ, Baltimore, MD and Pittsburgh, PA.

Prior to assuming his current duties in 2006, [REDACTED] oversaw our paratransit call center and operations contract in DuPage County, IL (near Chicago) where he was responsible for a number of operational improvements which led to dramatically improved productivity, on-time performance and customer satisfaction. [REDACTED] also assisted the company in the turn-around of our Access Paratransit contract with the Maryland Transit Administration in 2002; today it's one of our best performing contracts. [REDACTED] is a hands-on manager who began his career driving and dispatching in Cincinnati, OH, and he has never forgotten his operational roots.

[REDACTED] is perfect for this role because he understands both the technology-driven reservations, scheduling and dispatch management end of the business as well as the realities which Operators and other operations personnel face on the road. He will bring this balanced, reality-based perspective to our MetroAccess OCC team in a way that will help us to deliver on our OCC responsibilities while remaining sensitive to the impacts which our decisions have on the Operators in the field.

[REDACTED] has also been instrumental in large, high profile paratransit transitions in [REDACTED]. His experience in these start-ups includes: hiring and training incumbent and new employees, developing new systems and processes, establishing Veolia policies and procedures, transitioning technology, etc.

Reservations Manager [REDACTED]

[REDACTED]

We have reached into one of our most successful paratransit call center and brokerage contracts and recruited one of our best managers, [REDACTED] to fill the critical role of Reservations Manager for our MetroAccess OCC operation. [REDACTED] joined Veolia's East Bay Paratransit Brokerage as a Call Center Representative in 1997, and was quickly promoted to Call Center Supervisor and then to Call Center Manager. She served in this position for four years until being named as the Director of Transportation Operations in 2003.

[REDACTED]

For the past nine years, [REDACTED] has directed all day-to-day operations of our 50-member call center and our 2,500 trip per day brokerage project in Oakland. Her oversight responsibilities include trip scheduling, dispatch, customer service, and management of our three subcontracted service providers who operate a combined fleet of 200 vehicles and 350 drivers.

[REDACTED] is an expert in staff development, call center management and paratransit operations. She will bring excitement, experience and a can-do attitude to this project, and she will help to ensure that our MetroAccess Call Center is delivering accurate trip data that will drive efficient scheduling and effective operations.

Scheduling Manager [REDACTED]

We are pleased to propose Mr. [REDACTED] as our Scheduling Manager for the MetroAccess OCC. [REDACTED] has a B.S. Degree from the University of Michigan, additional certifications in Trapeze and dispatch management, and he has seven years of paratransit management experience all with Veolia, first as our QA Manager in Detroit and now as our General Manager in Union County, NJ.

We have proposed [REDACTED] for this project because of his experience with Trapeze and ability to use Trapeze to improve scheduled productivity while simultaneously improving on-time performance and managing customer complaints. [REDACTED] also has additional operational experience which we believe will help him to keep concerns with service on the street in mind as he leads our scheduling efforts. [REDACTED] has also worked with and for [REDACTED] so the two have a strong working relationship which will be a tremendous asset, especially during the start-up.

[REDACTED]

Dispatch Manager [REDACTED]

[REDACTED]

We are pleased to propose another home-grown transit manager, [REDACTED], as our Dispatch Manager for the MetroAccess OCC. [REDACTED] joined Veolia in 2005 as a paratransit Operator and worked his way through Dispatch and Supervision to his current role as the Operations Manager at our very successful paratransit contract in Baltimore, MD.

[REDACTED] skills include schedule preparation and dispatch management, accident and incident management and investigation, DriveCam administration and clip review and operational logistics. Prior to joining Veolia, [REDACTED] worked in the call center industry as a Quality Assurance Manager where he was able to improve call center performance and customer service. For all of these reasons, we believe [REDACTED] will be an exceptional fit for our Dispatch Department which will need to address the concerns of Operators and schedules in order to meet our ultimate safety, service and cost management goals.

Training Manager [REDACTED]

Veolia is very happy to promote one of our hardest workers and best paratransit operations professionals, [REDACTED], as the Training Manager for the MetroAccess OCC. [REDACTED] began her transit career in 2004 as a Call Center Representative for Veolia in our DuPage County paratransit contract. Early on, [REDACTED] demonstrated her passion for advancement and for delivering exceptional customer service, so we promoted her first to Call Center Supervisor, then to Manager and finally to the position of Operations Manager. From DuPage County [REDACTED] moved to Detroit's MetroLift ADA paratransit program where she served as the Operations Manager. In Detroit, [REDACTED] oversaw all aspects of our day-to-day operations, including vehicle operations, employee training and safety.

[REDACTED]

Most recently, [REDACTED] completed an interim assignment for Veolia, serving as the Call Center Manager for Able-Ride, the paratransit division of Nassau Inter-County Express in Nassau County, Long Island. In this position [REDACTED] was responsible for hiring and training all call center employees; developing a QA process; managing call center day-to-day operations and performance; and researching and resolving customer service issues.

Although [REDACTED] has done well in operations management, she is, first and foremost, a call center expert with a love of training, so for her, the Training Manager position offers a perfect blend of what she knows and what she enjoys, and we believe that she will excel in this important role at MetroAccess.

IT Manager [REDACTED]

[REDACTED]

[REDACTED] joined Veolia's Business Technologies Department earlier this year, and we are very pleased to propose him as our IT Manager for the MetroAccess project. [REDACTED] is no stranger to MetroAccess and served as [REDACTED] corporate IT support department for several years before leaving early in 2012. In this role, [REDACTED] became very familiar with the Trapeze environment, technology infrastructure and challenges associated with the MetroAccess service. Prior to joining [REDACTED]

[REDACTED] spent six years at [REDACTED] where he was responsible for several major installations on the [REDACTED] including [REDACTED]

[REDACTED] We believe that by proposing [REDACTED] for this team, we are cutting our technology learning curve for this project by several

months, and this advantage will be critical at start-up where time is tight and where we need to get things right the first time.

Administrative Services Manager [REDACTED]

Finding the right person to oversee the human resources, accounting and quality assurance functions of the MetroAccess OCC project was not easy, but we are fortunate to have [REDACTED] as one of our newest up-and-coming stars. [REDACTED] joined Veolia Transportation in 2011 after working for [REDACTED]

[REDACTED]

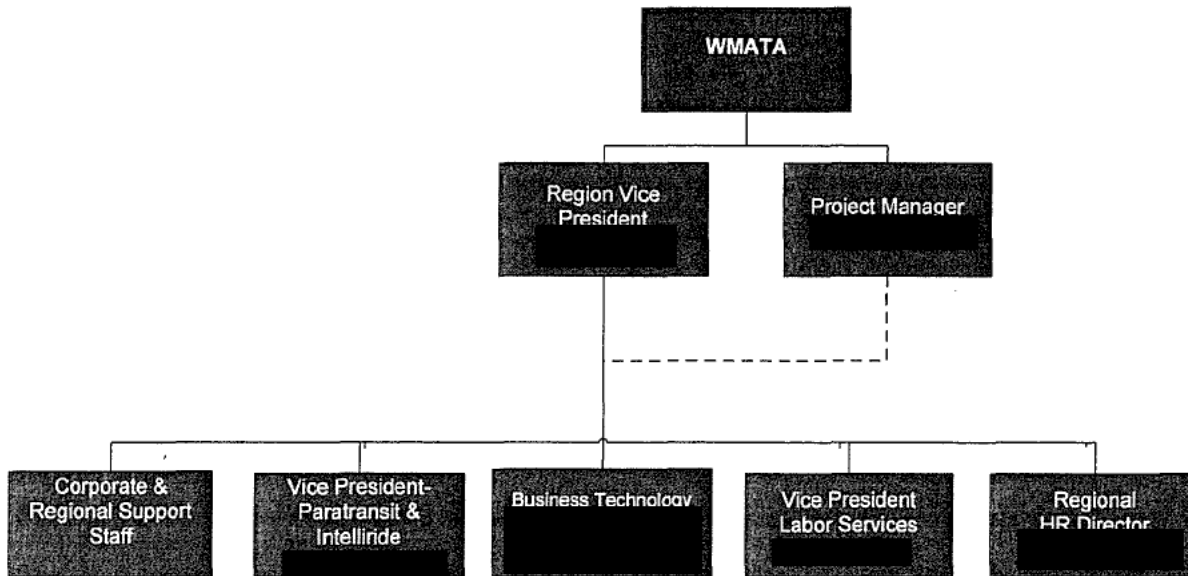
During his short tenure with Veolia, [REDACTED] has demonstrated a tremendous talent for managing complex and highly detailed projects, including his leadership role as the Transition Manager for the startup of the Nassau Inter-County Express, the largest public private operating partnership in the country. In this role, [REDACTED] worked behind the scenes, making sure all start-up planning tasks progressed in a timely manner and were identified, monitored, and reported on a weekly basis. [REDACTED] also was responsible for coordinating communications between Veolia, Nassau County and the New York MTA who ran the service prior to Veolia. In addition, [REDACTED] was responsible for operations and maintenance data analysis and coordination of staff recruitment, hiring and training efforts.

After Nassau County successfully transitioned, [REDACTED] moved to our Prince George's County fixed-route operating contract where he assisted with the implementation of the NextBus technology, which has improved on-time performance within four months of deployment earlier this year. [REDACTED] also provided significant support to the development of our MetroAccess bids, so he is already quite familiar with the WMATA MetroAccess OCC project.

Regional and Corporate Support

While it will be the responsibility of our on-site management team to deliver the commitments of our contract, every effective organization requires a system of checks and balances to ensure accountability in meeting and exceeding the expectations of our customers and clients. Veolia has established an oversight and support group to ensure that client expectations are met; Veolia and WMATA procedures are being followed; and overall performance is within the standards established by contract, law and Veolia.

As depicted in the diagram, Veolia's local project management team will receive oversight from Regional Vice President [REDACTED]. [REDACTED] will ensure that WMATA receives technical support and guidance from a host of experts in the areas of human resource management, labor relations, safety and training, maintenance and fleet management, environmental compliance, and technology systems support.

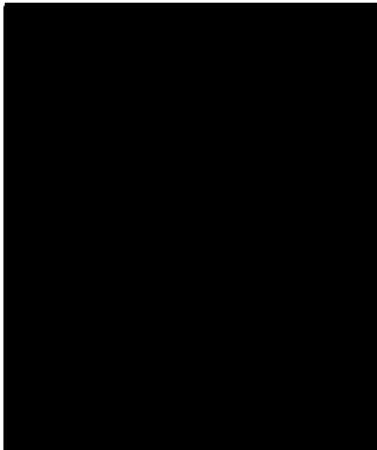


Resumes for our corporate and regional support staff have been included in the Appendix section of our proposal.

Brief biographies for our corporate and regional staff members are shown on the following pages:

Regional Support

Regional Vice President [REDACTED]



[REDACTED] serves as Veolia's Regional Vice President for the Northeast United States and Ontario, Canada. His primary objective is to make certain all contracts within his region are delivering on the promises to which Veolia has committed. In performing this role, [REDACTED] interacts regularly with clients and local staff alike to ensure that the services he is ultimately responsible for operate safely, efficiently and reliably.

[REDACTED] is a 30-year transportation veteran, beginning his career as an Operator and working his way up through the ranks to his current position. [REDACTED] has grown up in the private sector starting with his family's school bus business. Since he has been with Veolia, [REDACTED] has successfully

managed the expansion of our York, Ontario contract and provided oversight of a number of major contracts.

For WMATA: [REDACTED] will work with Project Manager [REDACTED] to provide assistance to our on-site management teams at WMATA. He will be on-site periodically to work with our local team and will help ensure our local team has the necessary resources to provide safe, reliable, efficient services for WMATA's passengers.

Regional Director of Human Resources [REDACTED]

[REDACTED] is responsible for human resource activities for Veolia paratransit, fixed-route, and brokerage customer systems in the U.S. Northeastern Region. In this capacity [REDACTED] serves to bring corporate personnel initiatives to the local operation, assists in recruitment and retention efforts reflecting our company's best practices, audits personnel records to ensure legal compliance, and assists in personnel matters regarding employee disciplinary actions or appeals. [REDACTED] has over 20 years of human resources experience, including three years with Veolia and 20 years as Human Resources Manager for Greyhound.



For WMATA: [REDACTED] will help with recruitment efforts to assure that there are sufficient applicants for openings. She will review applicant credentials to guarantee that they meet all job requirements and assists in the recruitment process for management positions. Further, she reviews and monitors the employee wages and benefit packages making sure that they are applied uniformly and fairly. Finally, she assures that the location remains in compliance with all corporate, state and federal regulatory labor standards.

Corporate Support

In addition to the Regional support staff named above, WMATA and our local management teams can also rely on guidance and assistance from a number of corporate staff members.

Technology – [REDACTED] and [REDACTED]

[REDACTED]

Overseeing Veolia's support of technical services are [REDACTED] [REDACTED] serves as Veolia's Vice President of Business Improvement, a she and her team are responsible for analyzing and improving the performance of all operational processes and software applications. This responsibility includes the provision of support to those locations which use scheduling and dispatch software programs such as Trapeze.

[REDACTED] has almost 30 years of experience in the public transit industry, including 12 years with Trapeze Group, where she provided consulting to more than 300 transit agencies and other customers across North America and throughout the world in the use of Trapeze products for improving service productivity and quality.

Director of Business Technology [REDACTED] reports to [REDACTED] and will be responsible for the installation, configuration, training and management of Veolia's value-add software components, including Veolia Vision VDS, Shadow and Dashboard. [REDACTED] worked for the Trapeze Software Group for nine years, where he oversaw development of several PASS products, including Trapeze PASS, PASS MON, PASS IVR, PASS WEB and PASS CERT. He has been involved in more than 100 implementations of the Trapeze line of products. [REDACTED] is also familiar with the integration and use of Trapeze and AVL technology and will be a valuable resource to the local team.

[REDACTED]

[REDACTED] will also be available to support our local team to explore ways to enhance productivity and system effectiveness through improved use of Trapeze and/or other technologies.

Vice President – Labor Relations [REDACTED]

[REDACTED]

[REDACTED] is head of our labor relations group and has negotiated well over 400 agreements in 38 different states on behalf of paratransit and fixed route systems of all sizes and modes. [REDACTED] has worked with senior staff from 13 different international unions and has developed strong, mutually respectful relationships with the leadership of those unions. He is considered the transit industry's foremost labor attorney, having been involved in labor relations for over 37 years.

ADA Technical Support and Disability Community Liaison

██████████ has more than 19 years of experience in the accessible transit services industry. ██████████ official role within Veolia is Vice-President – Paratransit and IntelliRide Development, but he is one of our corporate subject area experts in accessible transit and ADA paratransit services. He routinely provides technical assistance, personnel training and internal consulting to Veolia projects across the country in the areas of service delivery to passengers with disabilities, paratransit eligibility certification, call center management and service quality. He currently serves as a member of the National Science Foundation's Transportation Research Board's Paratransit Committee, APTA's Access Committee and on a number of other industry committees working on accessible transit issues.

For WMATA, ██████████ will serve in a dual role on this project. In his capacity as Vice-President of Paratransit and IntelliRide Development, ██████████ is the primary author of our business plan for this project. In this capacity, he will spend time in Washington, meeting with WMATA staff and transition teams to assist with start-up planning and with the resolution of any issues that arise as we launch the project. Throughout the life of the contract, ██████████ will be available to WMATA staff at any time there is a need or desire to modify Veolia's role (either in terms of size or scope), and he will be available to work with WMATA and our local team to trouble shoot issues as the need arises.

In his capacity as our ADA and Disability Community Liaison, ██████████ will travel to Washington at least annually to meet with WMATA staff and any members of the local disability community to assess our performance in terms of the disability community's perspective and/or in response to any concerns regarding ADA compliance, and he will assist our team in correcting any concerns in these areas.

Employee Handbook

To achieve operating consistency, it is critical for an operation to have in place a set of rules and procedures that defines the performance expectations of our employees. Veolia has developed a comprehensive manual outlining company policies, compensation plans, reward incentives and disciplinary codes.

The employee handbook, included on the CD Appendix with our proposal, defines the standard to which employees are to adhere and the consequences for violating the standard. It is our belief that good morale is built on the philosophy of having clearly defined job duties and performance expectations. Employees want rules because it eliminates inconsistency and prevents the creation of standards that are arbitrary. MetroAccess Operators are the face of the system for the customer. Providing them with the training and subsequent performance standards ensures that WMATA's paratransit community is served at the highest level.

Please note that the Employee Handbook is subject to modification based on any specific provisions set forth in any collective bargaining agreements negotiated between Veolia and any collective bargaining units. Veolia will provide a copy of our Employee Handbook to WMATA each time it is revised or at least annually, if no revisions are made.

Staffing Plan Ratios

Veolia's detailed staffing plans, including ratios, have been included in CDRL-MACS-OCC-1 above.

Minimizing Turnover & Benefit Plan

Employee Relations Approach

Veolia's employee relations approach is relatively simple. Keeping in mind our Veolia Values, we strive to:

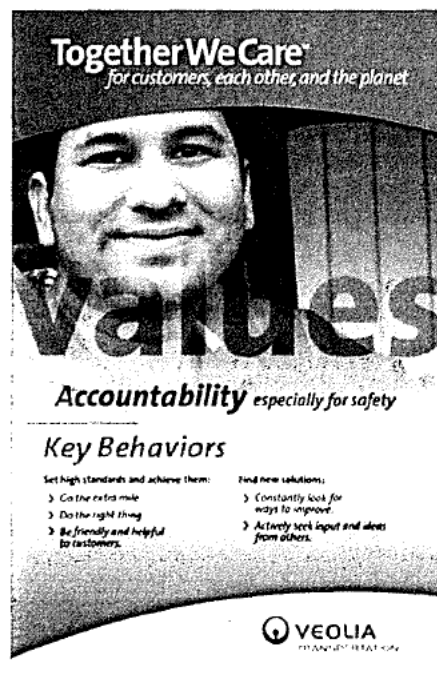
- Hire the right people for the right job.
- Provide clear, consistent information regarding job descriptions and performance expectations.
- Deliver comprehensive job training.
- Offer a competitive wage and benefit package.
- Provide incentives for employees who go above and beyond to provide safe, reliable transportation.

Veolia Values

The values of Veolia are commitment to customers, responsibility, innovation, performance and teamwork. At Veolia Transportation, we summarize them as follows:
Together We Care: About Customers, Each Other, and the Planet.

We see care as central to everything we do. The care that we show every day for our passengers, their safety, mobility and comfort, is the heart of the service we provide. We show our care for each other by listening, building strong teams, supporting each other, and respecting each other's opinions and goals.

We show our care for the planet by improving fuel efficiency, green driving, and taking environmentally friendly actions in our offices and facilities. Our caring values guide our everyday choices.



We have delineated what each letter in “Care” represents, and this is how we connect to the values of our parent company:

C: Commitment to Customers

A: Accountability, especially for Safety

R: Respect for Others and the Planet

E: Empowerment of Employees

Hiring the Right People for the Right Job

Most of the positions within the transportation field are both safety sensitive and public trust positions that require a high degree of understanding of the unique needs of seniors and people with disabilities. It is critical that our candidates possess a high level of integrity, are safety conscious, and have a good work ethic. Veolia invests in our employees and we work diligently to develop them as individuals. We continuously implement new strategies to attract as well as retain the very best employees in the marketplace.

Veolia’s regional human resources team and local management team are experienced professionals familiar with state and federal employment laws and successful, ethical human resource practices. Our staff strives to treat employees as their internal customers and to provide a comprehensive program that addresses both the employees’ as well as the employer’s needs.

The basis of this comprehensive program is a thorough job description for each position, which includes essential job functions and qualifications (education, experience, additional knowledge, abilities and skills). In addition, all job descriptions for positions that interact with paratransit passengers include the ability to work with seniors and people with disabilities. Accurate job descriptions are also vital to ensuring compliance with legal requirements with the Fair Labor Standards Act (FLSA), Civil Rights Act, Americans with Disabilities Act, etc.

Screening and Hiring Process

We know that no job is perfect for everyone, and not just anyone can do any job. We do our best to give detailed information to every applicant about the job for which he/she is applying, but even if an applicant is fully qualified (on paper) for a particular job, there is no guarantee that the applicant will make a successful employee. Similarly, there is no guarantee that the applicant will be a good fit for Veolia or that we will be a good fit for the applicant.

Veolia views the employee hiring and screening process as a series of filters which are intended to screen inappropriate individuals out while allowing the right people to continue toward long-term employment with Veolia. The next several paragraphs summarize our approach for hiring and screening employment candidates for MetroAccess service.

In addition to attracting highly qualified people as discussed above, Veolia is committed to working within the communities we serve to provide citizens with lesser skills an opportunity to work for an organization that not only provides competitive wages and benefits but also the chance to make a positive impact every day on their fellow citizens' lives. Veolia's Operator training program can take unskilled individuals and provide them with the tools and resources to develop a meaningful and rewarding career providing valuable services to the community.

Recruit to a Standard

A major recruitment mistake many employers make is hiring to minimum qualifications rather than to a standard. Our philosophy is that if you hire to a minimum, you get the minimum. If you hire to a standard, you are able to hire to achieve customer sensitivity, positive attitude, personal commitment, safety consciousness, a team player and an employee who will be retained for many years. The standard we recruit to is really a standard that defines our corporate culture.

We achieve our standard through scientific methods such as verifiable recruitment screening tools and through our collective intuition which requires extensive personal interviews of new recruits by a number of persons within our organization. As a company we are defined by our people and therefore take recruitment very seriously.

Job Descriptions and Performance Expectations

As noted above, Veolia's recruiting and hiring process includes providing clear information regarding job descriptions. The Employee Handbook (discussed below), Collective Bargaining Agreement and Veolia and WMATA policies outline the expectations for employees' performance and the consequences for failing to meet expected performance.

Labor Relations Philosophy and Approach

In most transit operations, a large portion of the workforce is represented by one or more unions. Labor peace is critical to the proper operation of a transit system. A safe, clean and hospitable transit system relies on its front line collective bargaining unit employees. Veolia believes that a mutually trusting and respectful relationship must be maintained with the unions representing these employees. Our philosophy begins with respect for the unions and the process of organizing and bargaining collectively. We recognize the employees' legal right to organize and bargain collectively through their selected representative.

We do not view unions as an impediment to our proper management of our workforce, rather, we view the CBA and the grievance process to be a tool we use to resolve employee issues and disputes. We also believe that proper union relationships require honesty and transparency in day-to-day management. We try to anticipate issues and resolve them through open and early discussion to avoid needless disputes and grievances. We understand that the process of negotiating new collective bargaining agreements and renewals is inherently an adversarial process with much at stake for the union, employees, Veolia and our client.

We approach negotiations with frankness recognizing that all parties have differing views and constraints which ultimately must be reconciled through hard work and communication. The better each entity understands the views and constraints of the other, the smoother the collective bargaining process will proceed.

Outside of negotiations, however, it is important to remind each other that both parties have the same goals of operating a safe, clean, reliable, cost effective system serving MetroAccess riders.

Experience Managing Collective Bargaining Unit Employees

Veolia has about 18,000 employees across the country and a large portion of this group is organized. Veolia has approximately 80 collective bargaining agreements in place. We have developed positive relationships with all unions that have organized the transit industry. Our relationship begins with the local union leadership, but Veolia has developed good working relationships with union Regional Vice Presidents and with the senior management of the major unions representing the transit industry. Each year we negotiate approximately 28 new or renewal collective bargaining agreements.

Given the size of our workforce, Veolia, as one would expect, is routinely involved in grievances and arbitrations of disputes. Veolia has a staff of labor experts based in different parts of the country who assist our local general managers in the resolution of grievances and the negotiation of collective bargaining agreements.

Experience with Federal Laws Governing CBAs

As one of the nation's largest private operators of public transit, Veolia has a wealth of experience with the National Labor Relations Act and the National Labor Relations Board. Led by Vice President [REDACTED], Veolia's labor experts routinely train and advise our General Managers in the laws that recognize and protect the employees' right to organize and bargain collectively.

This training ensures that our Managers know what they can and can't do regarding union organizing activities and their responsibilities to bargain collectively over critical terms of employment. As a result, Veolia has experienced only a small number of NLRB complaints that are typically minor in nature.

Veolia further understands and is experienced with the federal grant process and the 13(c) obligations that accompany the receipt of federal assistance.

Comprehensive Training

Veolia invests in training for all employees from Operators to managers. Key elements of our training and development program include; cultivating the Veolia culture through our employee CARE program; encouraging employee development; training for World Class Safety; providing training which results in excellent customer care and operational performance; and training for regulatory compliance.

Further, Veolia’s training program is focused on building consistency in practices. We train our employees to be professional and to perform their work the “Veolia Way”. We ensure that training is relevant and accessible to our employees and we rely on internal resources to do the majority of our training. The expected results of our commitment to training are:

- › Improved retention
- › Job mobility
- › Improved customer service
- › Better system performance

Please see CDRL SD-7 below for a detailed description of Veolia’s training programs.

Competitive Benefits

Veolia provides healthcare benefits through Blue Cross Blue Shield, dental benefits through Delta Dental, and vision benefits through VSP. Short term disability and life insurance benefits are also provided. Detailed information regarding Veolia’s benefits for union and non-union employees is included at the end of this section.

Non-Union Employees

Coverage	Blue Cross Blue Shield HCA - Medical	Blue Cross Blue Shield HDHP - Medical	Delta Dental	VSP Vision
Employee only	\$122.65	\$18.05	\$14.77	\$6.66
Employee + Spouse	\$319.51	\$94.83	\$32.64	\$9.23
Employee + Child(ren)	\$276.19	\$66.23	\$26.31	\$9.88
Family	\$495.93	\$147.18	\$44.68	\$15.78

Union Employees

Coverage	Blue Cross Blue Shield HCA - Medical	Blue Cross Blue Shield HDHP - Medical	Delta Dental	VSP Vision
Employee only	\$237.24	\$16.00	\$14.77	\$6.66
Employee + Spouse	\$774.47	\$88.02	\$32.64	\$9.23
Employee + Child(ren)	\$685.81	\$58.72	\$26.31	\$9.88
Family	\$1,293.11	\$130.49	\$44.68	\$15.78

Veolia Transportation Services, Inc.
2013 Medical Plan Comparison for WMATA

Veolia Medical Plans

Dental Plan

Vision Plan

How does this plan work?	National BCBS IL HDHP		National BCBS IL HCA		Dental Plan			Vision Plan		
	In-Network	Out-of-Network	In-Network	Out-of-Network	Delta Dental PPO Dentist	Delta Dental Premier Dentist	Non-Delta Dentist PPO/Premier Dentist	Network Provider	Non-VSP Provider (Reimbursements)	
The deductible applies and has to be paid first before the plan will pay. Once the deductible is met, the plan pays a percentage of the cost of in-network services.	None		None		Annual Deductible			Eye Exam	After \$10 Copay Plan Pays 100%	Up to \$45
Lifetime Maximum	None		None		Single	\$50 (combined)	\$50 (combined)	Lenses - For a complete set of lenses; one set every 12 months		
Deductible:			Veolia Pays First \$650 for Individual and \$1,300 for Family		Family	\$150 (combined)	\$150 (combined)	Single Vision	After \$25 Copay Plan Pays 100%	Up to \$41
Individual	\$2,000	\$6,000	\$1,000	\$3,000	Preventive & Diagnostic Services	Plan Pays 100% (no deductible applies)	Plan Pays 100% (no deductible applies)	Bifocal	After \$25 Copay Plan Pays 100%	Up to \$62
Family	\$4,000	\$12,000	\$2,000	\$6,000				Trifocal	After \$25 Copay Plan Pays 100%	Up to \$80
Out of Pocket Max:					Basic Dental Services	After Deductible, Plan Pays 80% of Discounted Fee; you pay 20%	After Deductible, Plan Pays 80% of Approved Fee; you pay 20%	Lenticular	After \$25 Copay Plan Pays 100%	Up to \$125
Individual	\$6,500	\$19,500	\$3,000	\$9,000				Progressive	After \$25 Copay Plan Pays 100%	Up to \$80
Family	\$13,000	\$34,000	\$6,000	\$18,000	Major Dental Services	After Deductible, Plan Pays 50% of Discounted Fee; you pay 50%	After Deductible, Plan Pays 50% of Approved Fee; you pay 50%			
Office Visit	Deductible then 80% Coverage	Deductible then 60% Coverage	Deductible then 80% Coverage	Ded then 60% Coverage				Frames - For one pair every 24 mo; children may receive frames once every 12 mo	After \$25 Copay Plan Pays up to \$120 (plus 20% off any out-of-pocket costs)	Up to \$47
Inpatient Hospital	Deductible then 80% Coverage	Deductible then 60% Coverage	Deductible then 80% Coverage	Deductible then 60% Coverage	Orthodontia	For Children Under 26 Plan Pays 50% of Discounted Fee; you pay 50%	For Children Under 26 Plan Pays 50% of Approved Fee; you pay 50%			
Outpatient Hospital	Deductible then 80% Coverage	Deductible then 60% Coverage	Deductible then 80% Coverage	Deductible then 60% Coverage				Elective Contact Lenses - For professional fees and materials; available once every 12 mo	Plan Pays up to \$120	Up to \$105
Emergency Visit	Deductible then 80% Coverage	Treated as in network	Ded then 80% Coverage	Treated as in network	Benefit Maximums					
Most other services	Deductible then 80% Coverage	Deductible then 60% Coverage	Deductible then 80% Coverage	Deductible then 60% Coverage						

2013 Medical Plan Comparison for WMATA

Veolia Medical Plans

Prescription Drug:				
Retail Rx	Generic = \$10 Copay Preferred Brand = 20% Co-ins up to \$75 max Non Preferred Brand = 40% Co-ins up to \$100 max Specialty=\$100 Copay	Generic = 25% Co-ins of U&C minus \$10 Copay Brand = 25% Co-ins of U&C Specialty=Not Covered	Generic = \$10 Copay Preferred Brand= 20% Co- ins up to \$75 max Non Preferred Brand = 40% Co-ins up to \$100 max Specialty=\$100 Copay	Generic = 25% Co-ins of U&C minus \$10 Copay Brand = 25% Co-ins of U&C Specialty = Not Covered
Mail Order	Generic = \$25 Copay Preferred Brand = 20% Co-ins up to \$150 max Non Preferred Brand = 40% Co-ins up to \$200 max Specialty = Not Covered	Not Covered Specialty=Not Covered	Generic = \$25 Copay Preferred Brand = 20% Co- ins up to \$150 max Non Preferred Brand = 40% Co-ins up to \$200 max Specialty = Not Covered	Not Covered Specialty= Not Covered

Dental Plan

Annual Maximum Benefit (except orthodontia)	\$1,500 per person (combined)	\$1,500 per person (combined)	\$1,500 per person (combined)
Orthodontia Lifetime Benefit	\$1,250 per person (combined) Group Dental Plan pays for 50% of Submitted Fee	\$1,250 per person (combined) Group Dental Plan pays for 50% of Submitted Fee	\$1,250 per person (combined) Group Dental Plan pays for 50% of Submitted Fee

Vision Plan

Visually Necessary Contact Lenses - For professional fees and materials, available once every 12 mo	After \$25 Copay Plan Pays 100%	Up to \$210
Low Vision - Professional services for severe visual problems not correctable with regular lenses, including:		
Supplemental Testing	Plan Pays 100%	Up to \$125
Supplemental Aids	Plan Pays 75% of Approved Amount (up to \$1,000)	Plan Pays 75% of Approved Amount (up to \$1,000)

Organizational Charts

A detailed organizational chart for the Operations Control Center has been included in CDRL-OCC-MACS-1 above.

██████████
Professional Experience:

2007- Present

Veolia Transportation Services, Inc.
Area Vice President – Eastern Region

- Responsible for all operational aspects of customer systems in the Eastern Region, including Boston, MA; Bridgeport, CT; Union, NJ; South Bend, IN; Waukesha, WI; and the York Region of Ontario, Canada.

1997-2007

██
Principal

Interim Management Assignments

- Baltimore, MD – Responsible for daily paratransit operations for contracts with Maryland Transportation Authority, Baltimore City Medicaid and Baltimore County Medicaid.
- Atlanta, GA – Transition manager for Metropolitan Atlanta Rapid Transit Authority Paratransit Division at Brady Garage; brought service in-house from contractor. Developed operating systems, Operator training and Dispatcher training programs.
- Memphis, TN – Technical and management consultant to Memphis Area Transit Authority paratransit division. Worked with software vendor to evaluate and upgrade scheduling system. Developed community living outreach program with Independent Living Center.
- Galveston, TX – Interim General Manager for the Gulf Coast Center's paratransit system.

Operational Reviews

- Dayton, OH – Developed strategies for improving productivity at Project Mobility, the paratransit division of Miami Valley Regional Transit Authority.
- Cincinnati, OH – Analyzed and addressed causes for 20% increase in costs for Access, Southwest Ohio Regional Transit Authority's paratransit division.
- Hampton Roads, VA – Conducted comprehensive operational review in an effort to increase productivity and improve on-time performance. Created a six-month action plan.
- New Orleans, LA – Performed compliance audit of service reliability as required by consent decree resulting from class action lawsuit.

Training Course Design

- › Created several paratransit training programs, including: "Destroying the Myth – Confronting the Inherent Inefficiency of Paratransit Operations"; "No Problem" Frontline Supervisor Training; Modified Real Time (MORE) Dispatcher Training; paratransit Operator training programs used in Corpus Christi, TX; Dallas, TX; Cobb County, GA and Marietta, GA.

1992 - 1997

Management

- › Orlando, FL – General Manager for Orlando International Airport shuttle service that operated both fixed route and paratransit services 24/7/365.
- › Marietta, GA – Paratransit Manager at Cobb Community Transit. Instrumental in designing all aspects of the inaugural complementary paratransit system.
- › Dallas, TX – Assistant General Manager for DART Paratransit.

Paratransit Service System Start-Up

- › Cincinnati, OH – Served as General Manager of Access, Southwest Ohio Regional Transit Authority's paratransit service. Assumed full operational control with less than 24 hours notice due to contractor default.
- › Marietta, GA - Directed the start up of a 15 vehicle paratransit system for Cobb Community Transit.
- › Dallas, TX – Responsible for all operational aspects of DART's 115 bus paratransit system start up.

1991 - 1992

- › Served as Interim Executive Director for the Human Services Transportation Consortium in Bridgeport, CT. Assumed administrative and operational control after sudden departure of previous Director.

1988 – 1991

Vice President for Operations

- › Responsible for all operational aspects of a 20-bus paratransit system under contract with the Veterans' Administration Medical Center

1986-1988

Operations Manager

- › Operational responsibility over four different transportation services: regional route, paratransit, airport shared-ride, and medical center.



Professional Experience:

2003 – Present

Veolia Transportation Services, Inc., Oakland, CA
Director of Operations

- ✓ Manage the Operations Department of a high trip volume paratransit organization. Coordinate hiring, training, and supervision of personnel in multiple departments.
- ✓ Second in command in an office of 70 employees.
- ✓ Directly supervise a staff of 13, which includes schedulers and road supervisors.
- ✓ Oversight responsibility of four sub-contractors with a fleet of 200 vehicles and 350 drivers.
- ✓ Monitor scheduling of Paratransit trips for efficiency and productivity. Manage the safe and timely delivery of service by subcontractors and ensured that those subcontractors respond appropriately to our daily operational needs.
- ✓ Responsible for subcontractor contract compliance, which includes training, maintenance, and reporting requirements.
- ✓ Over-see drug and alcohol program.
- ✓ Perform outreach on behalf of the funding agencies to educate community on the ADA Paratransit program.

1999 – 2003

Veolia Transportation Services, Inc. – Oakland, CA
Call Center Manager

- ✓ Managed 35-40 call center agents.
- ✓ Responsible for hiring and training of new center agents.
- ✓ Analyzed phone statistics in order to manage staffing levels.
- ✓ Coordinated office outreach and education activities.
- ✓ Created incentive programs to improve attendance, productivity and employee morale.
- ✓ Created training materials for new driver and passenger orientation.
- ✓ Implemented sensitivity training on an annual basis in order to ensure broker compliance with contractual and ADA regulations.



1998 – 1999

Veolia Transportation Services, Inc. – Oakland, CA
Call Center Supervisor

- ✓ Supervised 25 call center agents.
- ✓ Implemented attendance and discipline policy.
- ✓ Created and developed a call monitoring program to evaluate employee performance.
- ✓ Worked in conjunction with call center manager in performing outreach activities for the public and social agencies.
- ✓ Responsible for tracking complaint resolutions.
- ✓ Liaison between dispatchers at service provider offices and call center agents.

2000 – 2006

Veolia – ATC/Vancom – Cobb County, GA
Director of Maintenance/Assistant General Manager

- ✓ Financially revitalized the maintenance department from a \$700,000 budget overrun to a \$120,000 under budget operation.
- ✓ Developed and instituted mechanic certification program.
- ✓ Designed and developed capital procurement programs saving the company in excess of \$400,000 annually.
- ✓ Stabilized labor/management relations by increasing communication and participation with union officials.
- ✓ Development incentive programs for mechanics resulting in improved morale and employee retention.
- ✓ Revitalized the fleet from a 750 mean miles between road calls to current operating statistic of 12,000 mean miles between road calls.
- ✓ Redesigned preventative maintenance program.

1992 – 1997

[REDACTED]
Activities Coordinator

Education and Certificates:

- ✓ Pepperdine University
- ✓ Paratransit Management
- ✓ Merritt College Oakland California: Emergency Medical Technician
- ✓ University of Phoenix: Business Management Program

Professional Experience

2008 – Present

Veolia Transportation Services, Inc.

General Manager – Union County Paratransit System (Union County, NJ)

- › Oversee daily paratransit operations of a 75 employee workforce operating and maintaining a 52-vehicle fleet.
- › Union County Paratransit was recognized as New Jersey Council On Special Transportation (COST) System of the Year for 2011
- › Administer an annual budget of over \$3.5 million.
- › Successfully negotiated a new Collective Bargaining Agreement with the ATU.
- › Maintained and strengthen working relationship with client through provision of high quality service, including: increased on-time performance; reduced customer complaints (approximately one per month); increased Operator retention.
- › Designed and implemented first shift bid process for property
- › Facilitated the implementation of Logisticare in a 30-day time frame.

2005 – 2008

Veolia Transportation Services, Inc.

Quality Assurance Manager – MetroLift (Detroit, MI)

- › Responsible for overseeing the quality of the Reservation and Scheduling Department
- › Served as primary contact between Veolia and client, Detroit Department of Transportation.
- › Served as public liaison for MetroLift, including fielding inquiries, researching, and answering customer service inquiries.
- › Analyzed Trapeze reports to make recommendations for service improvements.
- › Assisted in contract negotiations and grievance hearings with Teamsters Union
- › Supervised sub-contractors
- › Developed procedures to increase service quality.
- › Performed operational reviews of and conducted customer service training for other Veolia operating locations within the region.



2002- 2005

[REDACTED]
Executive Assistant Store Manager

- > Oversaw daily store operations.
- > Analyzed store performance, and prepared reports to track.
- > Managed budget, including store sales, gross profit, expenses, income, and payroll.

2002

[REDACTED]
Housing Security Officer

- > Provide safe and secure environment for university students
- > Served as First Responder to campus emergencies

1999 – 2002

[REDACTED]
Account Services Floor Supervisor/Call Center Representative

- > Directed daily operations of Account Services Department.
- > Supervised and monitored team of 40 Advisors.
- > Analyzed & evaluated call center performance statistics data.

EDUCATION

- > **University of Michigan** - B.A. Environmental Policy and Behavior
- > Trapeze Software PASS Certified
- > Community Transportation Association of America Certified Professional Dispatcher
- > "Art of Customer Service" Trainer



Transportation Experience:

2010 - Present

Veolia Transportation Services, Inc
MTA Mobility – Operations Manager

- ✓ Assist General Manager in overseeing all aspects of the 24/7 day-to-day operations of the MTA paratransit contract which includes; over 240 Operators, 160 vehicles, and 12 office personnel.
- ✓ Monitor performance of operations staff, investigating and resolving any deficiencies.
- ✓ Assist in modifying operating policies/procedures as needed.

2008 - 2010

Veolia Transportation Services, Inc.
Detroit Dept. of Transportation - Quality Assurance/Call Center Manager

- ✓ Managed call center; developed and implemented new routing procedures resulting in a 12% increase in on-time performance.
- ✓ Created bus assignment procedures; improving the efficiency of the distribution of vehicles and productivity in the Dispatch office.
- ✓ Tracked and reported Key Performance Indicators.
- ✓ Determined cause of performance deficiencies and assisted in modifying procedures to address deficiencies.
- ✓ Investigated and responded to passenger complaints.
- ✓ Monitored compliance with the ADA.

2005 - 2008

Veolia Transportation Services, Inc.
Detroit Dept. of Transportation – Operations Supervisor

- ✓ Supervised Operators; monitoring on-time performance and adjusting trips when necessary.

2005

Veolia Transportation Services, Inc.
Detroit Dept. of Transportation - Operator

- ✓ Provided safe, reliable, customer-oriented service to passengers.



Professional Experience:

2011 – 2012

Veolia Transportation Services, Inc.
Customer Service Call Center Manager – Nassau Inter-County Express (Nassau County, NY)

- Responsible for the hiring and training of all Call Center employees during the start-up of the Nassau Inter-County Express (NICE Bus) in Nassau County, NY.
- Managed the daily operations of the Able-Ride Paratransit and NICE Call Center.
- Managed the intake process for all customer complaints for paratransit and fixed route service; oversaw the research of customer complaints and the documentation of findings.
- Developed Quality Assurance (QA) process related to the accuracy and timeliness of the trip bookings for the paratransit service.
- Established monitoring process in order to determine staffing needs based on call volume by day of week/time of day.
- Customized daily phone reports and developed key performance indicators (e.g. call volume by hour, rate of abandonment, time to answer, etc.) for paratransit and fixed route service.
- Coordinated with the Command Center (fixed route) to ensure that service disruptions are communicated to passengers in an expeditious manner.

2009 – 2010

Veolia Transportation Services, Inc.
Operations Manager – Detroit, MI

- Managed the daily operations of the Scheduling and Dispatch functions at the Detroit MetroLift contract.
- Conducted an operational review within the Reservations, Scheduling and Dispatch departments.
- Worked with the Safety & Training and Maintenance departments to ensure the provision of paratransit services were safe, reliable, customer-oriented and cost-effective.
- Conducted daily operations meetings with representatives from the Reservation, Scheduling and Dispatch functions in order to promote quality service and guarantee contract compliance.
- Worked with the Quality Assurance Manager on formalize a process for reviewing Key Performance Indicators (KPIs) for the Call Center.



- > Re-established the daily scheduling preview process with the Schedulers and Quality Assurance Manager.
- > Implemented a daily "Scheduling Concerns" review with the Lead Dispatcher and the Quality Assurance Manager.
- > Updated the vehicle status reporting process with Maintenance and Operations.

2006 - 2009

**Veolia Transportation Services, Inc.
Call Center Manager – Addison, IL**

- > Coordinated the transportation delivered by Veolia Transportation and multiple taxi providers.
- > Communicated with partnering agencies regarding service-related issues, program changes and new registrants.
- > Conducted daily operation meetings in order to promote quality service and guarantee contract compliance.
- > Prepared written responses to passenger complaints and commendations.
- > Conducted interviews and hired all Call Center employees.
- > Submitted daily, weekly and monthly reports to the client and corporate office.
- > Managed the daily activities of the reservation and scheduling functions and staff, including monitoring calls handled, call volume, hold times and call abandonment rates.

2005 - 2006

**Veolia Transportation Services, Inc.
Lead Call Taker – Addison, IL**

- > Responsible for the new hire and remedial training and the QA process in the Call Center.

2004-2005



Call Center Representative – Addison, IL

- > Responsible for answering incoming calls from passengers wanting to make a trip requests, accurately entered trip information into the Trapeze scheduling software.

2003-2004



Administrative Assistant/Customer Service Rep – Forest Park, IL

2001- 2003



Customer Service Representative

1999-2001



Customer Service Representative – Forest Park, IL

Professional Experience:

2012 – present

Veolia Transportation Services, Inc.
Software Applications Manager

- ✓ Advise Veolia operations personnel and management on how to best use software, change business processes and maximize the value of our application systems and associated investments.
- ✓ Take ownership in continuous deployment, improvement and on-going efforts to train Veolia personnel using various application systems.
- ✓ Evaluate location performance indicators to improving efficiency.
- ✓ Provide operational leadership input for Veolia transit division including fixed route, paratransit, streetcar, rail and other similar operations across the US and Canada.

2010 – 2012

Director of IT

- ✓ Director of IT for [REDACTED] for Washington Metropolitan Area Transit Authority contract –Manage IT infrastructure for 120,000 calls per month, over 125 seat , multiple remote sites, logistical enterprise suite, an interactive voice response telephony system, and web portal. Environment consisting of a VM Citrix Presentation server farm, 10 application servers, a two node Microsoft 2005 SQL cluster, training, and test environment.
- ✓ Improved infrastructure and software reliability and uptime by improving staff skills through training and implementing infrastructure maintenance standards.
- ✓ Successfully led team to implement a multi-modal Paratransit/Fixed Route Fare software comparison increasing the Transit Agency fare revenue by 60%.

2002 – 2010

Founder/ Vice President/ Board Member

- ✓ Specialized in integrating new software into existing operations to improve operational and administrative efficiency.
- ✓ Provided software reviews, customized reporting, management dashboards, operations reviews, proposal/grant writing assistance, customized training, and project management.
- ✓ Set long-range technical direction for the company, managed the I.T. infrastructure and helped set business goals.



- ✓ Trained over 300 employees on transit software applications.
- ✓ Advised in deployment of new transit software implementation in Chicago for transit provider.
- ✓ Documented position roles and operational workflow for a site that manually scheduled 1400 trips into an automated system.
- ✓ Conducted needs assessments and business/financial analyses for clients; analyzed business procedures to develop cost cutting recommendations.
- ✓ Developed account receivables application that reduced staff time and manual input. The software integrated into their existing transportation database and produced invoices for individual riders and social service providers.

2001 – 2010

Business Systems Analyst

- ✓ Managed Oracle RDBMS in support of multi-mode public transportation and planning services. Managed transit software for the delivery of 1.4 million Paratransit rides per year. Led team to develop 7 operation applications.
- ✓ Developed streamlined procedures that decreased labor time and eliminated redundancies.
- ✓ Project Managed network architecture team for 9 garage deployment of Cisco wireless LAN for regional AVL system.
- ✓ Project Manage infrastructure team to deploy Red Hat Oracle Cluster.
- ✓ Automated previously manual, time-consuming processes to drive gains in data tracking/accuracy, workgroup efficiency and profitability.
- ✓ Using the rapid development model, gathered business requirements and led a development team to create a web government housing database survey application that reduced manual collection process and manual analyst. Regionally the application reduced effort by 75%. Awarded Community Development interdivisional recognition award.
- ✓ Introduced Oracle rapid web application development tool Oracle APEX that led to an administration and management role for 4 developers creating several specific applications including customer service application, complaints and commendations application, federally mandated surveying tools, management dashboards, NTD fleet application, street supervisor monitoring application, and contract management application. These applications significantly increased operational effectiveness and decreased administrative staff time to enter and track data.



1995 – 2001

Project Manager

- ✓ Coordinated project activities among implementation/training team, software product managers, and customers. Focused on customer by developing a project plan tailored to the individual need of the business. Managed projects for software/hardware implementations.
- ✓ Project manager for New York City NYCT, Philadelphia SEPTA, New Jersey Transit, and Metropolitan Council.
- ✓ Monitor all collection activities to ensure timeliness and overall project budget
- ✓ Training and consulted for over 40 transportation properties in the U.S.

Education and Certificates:

- ✓ **Project Management Course Work**, New York University, New York, NY
- ✓ **Bachelor of Science Geography (GIS)**, Minnesota State University, Mankato, MN.
- ✓ **Oracle 10g DBA**, course work completed, 2005
- ✓ **Project Management Institute**,

Technical Skills:

- ✓ Databases: Microsoft SQL 2000, 2005, 2008, Oracle 8, 8i, 9i, 10g, and 11g
- ✓ Virtualization: VMware vSphere, Citrix Presentation Server, and Microsoft 2008r2 Remote Desktop Services
- ✓ Operating Systems: Novel, Windows Server: NT, 2003, and 2008, and Red Hat Cluster Suite
- ✓ Languages: java script, html, T-SQL, and PL/SQL
- ✓ Web: Oracle Application Express, Microsoft IIS, Apache HTTP Server





Professional Experience:

2011– 2012

Veolia Transportation Services, Inc.
Project Analyst

- ✓ Report directly to North American CEO of North America's largest provider of public transportation services, working on special projects. Selected projects include
- ✓ Researched, analyzed, and negotiated all facilities for WMATA-MetroAccess contract
- ✓ Project Manager responsible for improving on-time performance and improving usage of Nextbus performance management at TheBus, a 75 bus operation in suburban Washington, DC
 - Created and implemented operational processes to improve on-time performance, working closely with bus operators, supervisors, and managers to improve performance
 - Located \$40,000 owed to Veolia in financial audit
 - Diagnosed and documented Nextbus technical issues for discussion with Nextbus and County staff
 - On-time performance improved by nearly 4% in three months
- ✓ Transition Manager for the start-up of Nassau Inter-County Express, the largest Public-Private Operating Partnership for transit services in North America. Working directly with project CEO, gained exposure and experience in transit operations and management.
 - Responsible for all project management, communication and coordination between County, MTA and Veolia
 - Performed key analyses on maintenance and operational data
 - Surfaced key issues for discussion at meetings with Veolia, Nassau County, and MTA
 - Created job descriptions for and interviewed candidates for Operations Analysis department

2009 – 2011

Business Analyst

- ✓ Management consultant responsible for driving strategic and operational initiatives at a variety of clients in the Travel/Logistics, High Tech and Retail Banking industries. Regularly crafted written communication and made oral presentations of detailed strategic, financial and technical analysis to top executives.



- ✓ Developed growth strategy to increase revenue of the transportation-technology division of a Fortune 500 company:
 - Scanned the worldwide logistics industry for growth opportunities arising from changes in the regulatory or economic landscape
 - Independently developed perspective on the strategic fit and financial impact of potential acquisitions
 - Regularly presented findings to top executives (e.g. SVP/head of division)
- ✓ Developed growth strategy to increase revenue of a business unit of a Fortune Global 100 bank: analyzed the core market segment for additional opportunities beyond existing strategic plan; wrote business plans for opportunities in the core market; developed financial model to estimate impact of growth initiatives
- ✓ As member of part time pro-bono engagement team, helped a local social entrepreneur launch a website arranging exchanges between charitable donors and families in need: benchmarked other websites, created marketing plan

Education and Certificates:

- ✓ **Williams College**, Williamstown, MA
 - Bachelor of Arts in Psychology with a concentration in Cognitive Science
- ✓ **Syracuse University Hong Kong** program abroad, China

CDRL MACS-OCC-5 – Performance Plan

Effective Hiring, Screening and Training

It takes a Call Center Manager to know how to hire Call Center employees, and in that regard, Veolia is very fortunate. Although some of the employees we recruit and hire for this project will not answer customer calls, the vast majority will, and those who supervise them will also need to have those abilities.

Although Veolia has significant call center experience in our Oakland brokerage, our Orange County Access Paratransit location and at several of our larger projects, most of our screening programs are adapted from the transit industry. The exception is our National SuperShuttle Call Center. What follows is a document which outlines the process SuperShuttle uses to hire for their call center which processes 13,000 calls per average weekday. We will utilize a similar approach for the MetroAccess Call Center.



Employee Screening

Selecting the right team members is always a major focus in our call centers. We believe that team member selection isn't whether a person is available and can do the job but how well suited a candidate is to serve our customers. Just as important or even more important is; how well suited is the company and job suited to the candidate, are we a good fit for them?

The selection process is, and always will be, subject to our ability to read a candidate's personality, work ethic and personal drive. Successfully reading a candidate in the short period of an interview is a very difficult if not impossible task. Faced with this reality, our hiring selection process is designed to increase the odds of making the right selection by a multi-step process for each applicant.

A call center, by virtue of the continuous analysis of agent performance naturally lends itself to the identification of the ideal employee. By knowing which employees are the most successful along with the performance and quality goals of the center, we are able to build a profile that outlines the best candidates to hire. Our best employees, and the ones we look to for the traits that make the best candidate, are those employees that consistently deliver acceptable performance, provide tried and true service to our customers and are our longest tenured employees. Once the traits of our most successful employees have been identified we build our interview questions that are designed to illicit a true picture of a candidate.

We specifically categorize these traits into six different categories that we feel best fit the needs of a call center and identify a well-rounded employee. These categories include:

- > Listening Skills
- > People Skills
- > Flexibility
- > Thinking Skills
- > Integrity
- > Technical ability

Our hiring process is composed of several different phases and we expose candidates to as many different people within the center as possible to assure that we do not rely on one person's subjective opinion to make these critical decisions. Each candidate is initially screened through a phone interview designed to identify ideal phone voice and mannerisms. This is followed by an in person interview to further evaluate the candidate's qualities focusing on people skills and overall customer service attitude. The following outlines our hiring process:

- > **Application Review:** The application review process entails reviewing potential candidates and identifying those that have the relevant qualities, work history, availability to work history and background.
- > **Phone Interview:** Once we have identified that an application possesses the potential qualities the applicant is contacted via phone and a simple but effective phone pre-screening is conducted. During this pre-screening we:
 - o Verify that the candidate is eligible to work.
 - o Does not have any criminal background that may exclude them from hire.
 - o Gather their availability to work, i.e. days, nights, weekends, etc.
 - o Assess the candidate's enthusiasm.
 - o Evaluate the candidate's phone voice and mannerisms.
 - o Assess the candidate's ability to concisely and expeditiously convey a process and to gauge the candidate's ability to deal with the unexpected. This question is changed from time to time but is always deigned to illicit the same reaction. Currently we ask the candidate, to describe in as much detail and in as few words possible how to make a peanut butter and jelly sandwich.
- > **IVR Interview:** The phone interview is scored during the process and if the candidate receives a passing score they are immediately sent to our IVR for the next phase. Once in the IVR, the candidate is asked to state their full name, their contact number, asked to repeat a sequence of numbers and to describe a time when they have had to deal with a difficult situation and how they handled it.

Operations staff (the Reservations Manager and Call Center Supervisors for this project) are assigned the task of scoring the IVR responses. The staff listens to each of the candidate's responses and scores them on their ability to follow direction, listen and repeat and the quality of their past experience.

- > **In-Person Interview:** Once the initial phases have been completed, those with passing scores are scheduled for in-person interviews. The in-person interview is the time to assess the candidate in person as well as exposing them to our company and the work that they will be doing if hired. The following outlines the in-person portion of the hiring process:
 - When the candidate arrives they are again put through an application review or required to complete an application if the initial phases were conducted based on a resume.
 - The candidate is required to complete an Availability Form which specifies what days and times they are available to work. All candidates are required to have at least four days of availability of which one day must be a weekend day. Additionally, the candidate must acknowledge that one of the criteria for hire is their availability and if hired they will not be able to change their availability for the first 90 days of employment.
 - The candidate is administered a keyboarding test to assess their ability to navigate a computer as well as their typing ability. The candidate must be able to type a minimum of 20 words per minute.
 - If the candidate is successful through this stage they are placed with a mentor agent to listen and experience the work that they will be required to do. At the same time the mentor agent is evaluating the candidate for their enthusiasm, attentiveness and inquisitiveness.
- > **Management Interview:** The management interview is the final stage in evaluating candidates for hire. For the WMATA project, these interviews will be conducted by the Reservations Manager and the HR Manager or their designees and provides another set of independent observations of the candidate. During the interview, the candidate is asked several questions designed to illicit their ability to interact, their past customer service experiences and assess their overall attitude toward customer service. The candidate is also given the opportunity to explain their interest in the position and their future professional goals.

When the process is complete for all candidates, the candidate packages are reviewed jointly by HR and operations, usually during weekly staff meetings, where each package is reviewed for best overall match for our environment. The staff selects those candidates for employment offers based on overall scores, the group's subjective interpretation of the candidate's traits and qualities and how closely their availability to work meets the center's current needs.

The selected candidates are contacted and offered employment that is conditional employment that is based on their ability to successfully pass a criminal background check and pre-employment drug screen.

Veolia strives to hire people who like people for the positions that require a great deal of contact with the public. We are constantly looking to find even better ways to assess a candidate's success. Although the process may appear to be detailed, our experience in staffing high volume call centers has shown that spending the time to hire the right people saves both time and money—not to mention unnecessary turnover. In the long run our customers receive better service because of the effort.

Employee Training

Onboarding a new team member is not just a matter of teaching them how to answer the phone, input a reservation or locate a customer's vehicle; it's also an immersion into our culture and values.

At Veolia, we strive each and every day to create a culture that lives our values. Understanding why we are here, the job we are here to do and how important each and every team member is in achieving our goals is a key factor contributing to the success of our company and call centers. Our employees, through our actions, are instilled with a sense of pride in being part of the Veolia team and providing our services to the level our customers expect and beyond.

Culture and Values

Values are the basic beliefs that guide our actions. Our values tell us that what we do is very important and how we do it is just as important. But most importantly, our values guide us to consistent superior performance.

At Veolia our values can be distilled down to one simple statement. Together We **CARE** for customers, each other, and the planet

- > **Commitment** to customers
- > **Accountability**
- > **Respect** for others & the planet
- > **Empowerment** of employees

Interpreting our values into actions is accomplished through our guiding principles. These principles vary based on the work to be accomplished but our goals always remain the same. In our call centers we subscribe to the principles of **SAFE_{TM}** -- **S**afe, **A**ccurate, **F**riendly and **E**fficient.

In the following sections we will show how following the principles of **SAFE_{TM}** will guide our decisions, influence our actions and be a driving force in providing Safe, Efficient, Friendly and Accurate service to our customers, clients, operating partners and each other.

Safe

Safety is our most deeply held value and top priority. We teach our managers and supervisors that achieving “world-class safety” status is dependent upon building a culture where safe practices are considered a priority by every employee.

Safety starts from the first point of customer contact and the call center is often the first life line when a customer’s safety is at risk. We instill a deep sense of responsibility for safety in our team members by:

- › Demonstrating that the information they gather about a customer’s trip must be highly accurate to avoid leaving a customer stranded alone in inclement weather or a critical appointment is missed because the information we gather is incorrect.
- › Empowering our team member to err on the side of the customer’s safety. Having a team member make a decision in the interest of the customer’s safety is a small price to pay in ensuring that all of our customers are delivered safely to their destinations.

Accurate

Accuracy is the cornerstone of providing efficient, effective customer centric service. The agent must be knowledgeable, attentive and extremely accurate in all that they do. Training, coaching, feedback and the right tools are all essential parts of assuring that data input errors don’t occur and the information given to a customer is accurate and timely.

Friendly

Our customers expect to be treated with respect. They want to be reassured when unexpected situations come up. They wish to feel welcome. Their satisfaction depends on the perception they have of the time spent with us. When they feel cared for and recognized, they leave with a positive memory of their experience. It is this memory that determines our future relationship and that influences their support for their paratransit service.

A culture of customer care and friendly service is about understanding our customers’ perception and working together to offer them a positive experience every time they call us. It is through our culture and training that we strive to be friendly and helpful to our customers.

Efficient

Efficiency in a call center, especially of the size and volume of the MetroAccess Call Center, plays such an integral part in the operation that it alone can destroy the confidence of the customer and single handedly cause cost overruns.

Agent efficiency is measured by their knowledge of the product and the confidence that their knowledge can instill in a customer. It is measured in the agent's ability to control the call, always understanding that customer service isn't measured by the amount of time spent with each customer but rather the quality of the interaction that occurs regardless of how long a call takes. And just as important, the understanding that there are other customers waiting to be helped.

New Employee Training

Veolia Transportation has a myriad of training curricula related to call center training both in paratransit and retail transportation environments. We have adapted the following outline from several of our larger call center projects based on their similarity to the MetroAccess project. Ultimately, our Training Manager [REDACTED], will work with WMATA, the QA contractor, the service delivery providers and technology vendors (most notably Trapeze) to ensure that our training curriculum is appropriate for the task at hand.

Duration

All new employees will receive a total of 96 hours of Call Center training, and all Schedulers, Routers, Dispatchers and Supervisors will receive an additional 40 hours of training in the areas of Veolia company policy and Trapeze management. Any employees transferring from MV Transportation will receive a total of 12 hours of training, focusing primarily on company policies and procedures and our proprietary Going for Green!™ Call Center Training.

Call Center Training

Call Center training is divided as follows:

- › 40 hours classroom covering the following topics:
 - Company history, policies and procedures
 - Company substance abuse prevention, alcohol and drug testing, prohibited substances, etc.
 - Company training regarding sexual harassment, violence in the workplace, etc.
 - Overview of WMATA, MetroAccess service and our role on the project
 - Overview of the ADA with an emphasis on transit and paratransit requirements
 - Passenger awareness and sensitivity
 - Going for Green! Call Center Training
 - Equipment training: the phone system, other required equipment, etc.
- › 40 hours Trapeze training covering the following topics
 - System overview
 - Passenger look-up
 - Verifying eligibility

- Reserving a trip
- Cancelling a trip
- Making changes
- Geocoding a trip
- Common Destinations
- Assigning trips to the most appropriate runs
- 16 hours On-The-Job – The Trainee will sit with an experienced CSR. On the first day, the trainee will observe the trainer processing calls, taking notes, asking questions and listening. On the second day, the trainer and trainee will reverse rolls. The trainer will document the trainee's performance, answer questions and assist when the trainee needs help.

Training for Schedulers, Dispatchers and Supervisors

Schedulers, Dispatchers and Supervisors will receive an additional 40 hours of training in company policies and Trapeze management. Topics for this training will include:

- Company Policies
 - FTA mandated substance abuse recognition training for Supervisors
 - Supervision within the law
 - Managing in accordance with a collective bargaining agreement
 - Conflict resolution
 - Counseling and Discipline
- Additional Trapeze Training
 - Vehicle files
 - Schedule templates
 - Opening and closing days
 - Optimizing schedules
 - Trapeze dispatch management
 - Use of Veolia Vision and IntelliRide in conjunction with Trapeze

In-Service Training

Once each new employee has completed the classroom training they are placed in the work environment with experienced mentor agents for live, on the job training. This training consists of three-way monitoring and mentoring on live calls. The mentoring stage of training is designed to ease the new team member into the rigors of the job and provide them with an experienced professional to guide them.

The mentoring process can take from one to three days depending on the new hire's ability to master the skills of the job and is comprised of three distinct phases:

- > New hire plugged in and listening to mentor and customer.
- > New hire plugged in inputting in booking system while mentor interacts with customer.
- > New hire inputting in booking system and interacting with customer while mentor monitors and provides guidance.

At the end of each phase the mentor completes an evaluation form and new team members are debriefed so the trainer can evaluate deficiencies that may require remedial training which would occur before restarting the on the job training portion.

Going for Green - What Color is your Call?

When our passengers travel with us they expect a safe, comfortable, convenient and reliable trip. They look for clear and accurate information. These criteria are the foundation of any quality delivery of service. And yet, they alone don't ensure our customers' satisfaction and desire to ride with us.

Our passengers also expect to be treated with respect. They want to be reassured when unexpected situations come up. They wish to feel welcome. Their satisfaction depends on the perception they have of the time spent with us. When they feel cared for and recognized, they leave with a positive memory of their experience. It is this memory that determines our relationship and that influences their support for their public transportation system.

A Culture of Customer Care is about understanding our passengers' perception and working together to offer them a positive travel experience every time they travel with us. Going for Green was initially developed for our transit operations (paratransit, bus, rail, light-rail, BRT and metro) and since its inception, has been rolled out to over 4000 operations in 11 countries. Because of its universal success - a measured decrease in Customer complaints and increase in Customer Satisfaction - Going for Green was adapted to the call center environment and in 2008 was launched as Going for Green for Call Centers. Veolia Transportation's On Demand Division was one of the first call centers in the world to adopt the program and has since integrated it into its new hire and recurrent training. More importantly, our call centers have embraced it as a culture and it gives us the tools and skills and helps us to apply the principles of **SAFE™**.


What is the Going for Green for Call Centers Approach?

Going for Green for Call Centers is Veolia's integrated approach to driving a culture of Customer Care in a call center. It includes a comprehensive training program for all employees, supervisors and management teams. It aligns business goals and internal functions (operations, HR, quality) towards a customer-centric view of the call center activity. It provides the tools to measure customer satisfaction and learn from customer feedback. It involves all stakeholders who share a commitment to providing customers with a positive calling experience.

The Going for Green approach takes the customer experience as a starting point and focuses on their emotional environment. A relevant analogy - the traffic light - is used to mirror three emotional environments:

 Green for when the customer feels welcome and at ease

 Yellow when the customer feels confused or uneasy

 Red when the customer is upset or angry

Depending on the 'color' of the environment, employees adapt their attitude and actions to restore customer confidence, to "go for Green". They receive guidelines to help them understand customers' needs when problems occur, and practical tools so that they can deal with them. They can then personally make decisions that improve a customer's call experience.

Throughout the company, decisions are made about policies and processes with the customer's well-being in mind. Going for Green drives a customer-centric culture where everyone works together to offer our customers a Green environment of confidence when they call Veolia Transportation.

What are the Shared Key Principles of Going for Green?

The key principles of Going for Green are shared by all Veolia teams from Denver to Dublin, from Brabant to Brisbane. These are:

- "Putting ourselves in our customer's shoes" is about understanding the emotional environment customers experience and its impact on the memory they take home.
- Responding to customer needs for safety, comfort and recognition by showing accountability, communicating and adopting a positive attitude.
- Understanding that customers experience their time with us differently depending on whether they are Regular Callers, Occasional Callers or Newcomers.
 - For example, a new caller will require information on how the system works whereas the occasional callers might just need specific information on the status of their trip. Regular callers may require less attention yet they are no less appreciative of a welcoming hello!
- Our employees learn to provide the right level of assistance and information to make all customers feel at home, regardless of how often they call us.

- > Realizing that each individual can make a difference on how a customer experiences their time spent with us. Though employees are part of a large group that welcomes over 8 million customers a year in our On Demand Division alone, they are the individuals who can actually offer these customers a positive call experience, one person at a time. This realization ties them to a “bigger picture” about transportation and empowers them to take initiatives in their local context.

Technologies to Promote Effective Dispatch Management

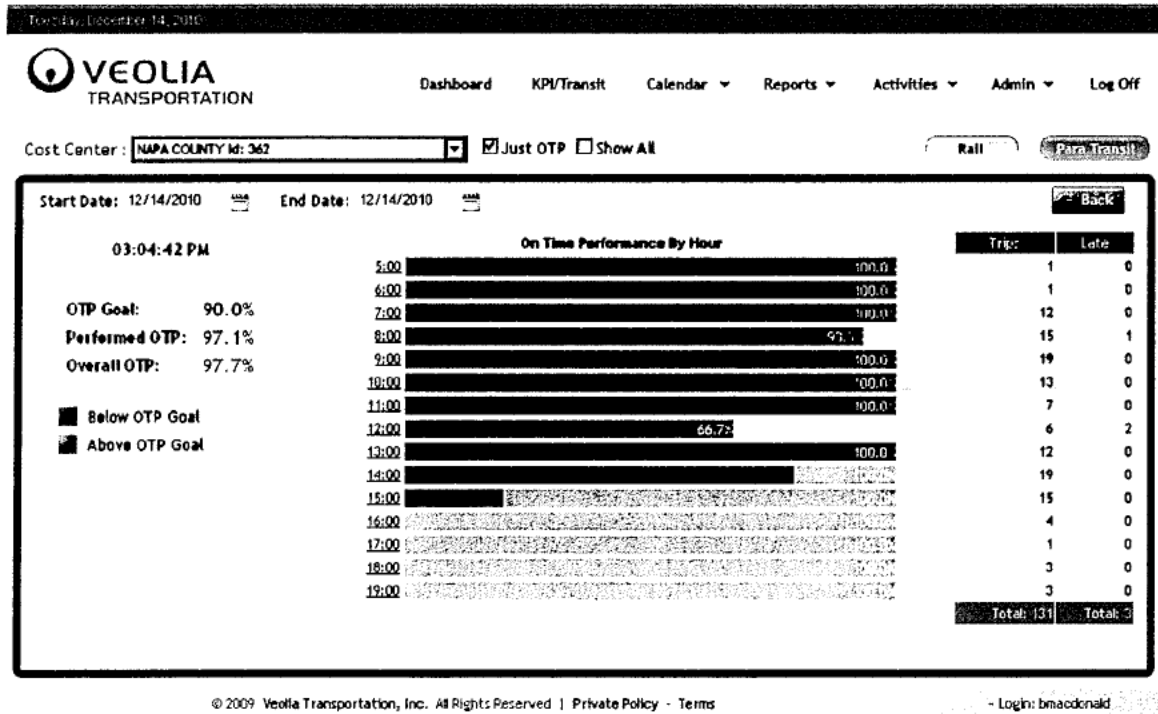
One of the key benefits Veolia will provide to MetroAccess is the technology we will bring to the MetroAccess Operations Control Center. Two of these technologies are Veolia Vision™ and IntelliRide™. Veolia Vision is designed to help us better manage dedicated vehicle service within a Trapeze environment. IntelliRide is designed to bring the same level of transparency and accountability to taxi service as exists in a dedicated vehicle fleet managed with Trapeze and Mentor Ranger MDT's. Both of these technologies are included in our base proposal price, and both are described in the balance of this section.

Veolia Vision

A heavy emphasis is placed on managing on-time performance and productivity in real time. To accomplish this, figures for OTP and TPH, as scheduled, are provided to the Dispatchers via a graphical display and continuously updated. Dispatchers are constantly alerted about routes at risk and are required to take the steps necessary to preserve OTP – up to and including moving individual trips.

Veolia is proposing our proprietary Veolia Vision system to enhance the dispatch center's effectiveness. Veolia Vision is a customized application that is fully integrated with Trapeze. The application has enhanced effectiveness when used in conjunction with MDTs/AVL.

The on time performance screens can be displayed on wall mounted monitors in the dispatch center and made available via a browser for monitoring by off-site personnel. The monitor allows the user to “drill down” into specific hour time periods to see individual late trips in need of attention. The system designed to use Trapeze’s predictive calculations for future trips to allow dispatchers to monitor late runs as they occur and reschedule trips in future time periods to resolve problems before they actually impact service.



In addition to the on time performance by hour display, a monitor can be dedicated to just displaying late trips. The late trip displays shows all late pickups and appointments allowing the dispatcher to quickly respond to service issues.

Feb-16-2008 07:33:06 **Veolia Vision Late Trip Display** 326

Error	MinL...	Route	Type	STime	ETime	ATI...	Client Name	City	Spac...	Vio	Time Left
PU Late	6	51060	PU	07:36	07:42			BUENA PARK	WH1	Ser	3
PU Late	7	50760	PU	07:37	07:45			COSTA MESA	WH1		4
PU Late	11	26130	PU	07:37	07:48			BUENA PARK	WH1	Ser	4
Unsch	0		PU	07:37				MISSION VIEJO	AM1		4
PU Late	5	51760	PU	07:38	07:43			ORANGE	AM1	Ser	5
PU Late	6	51060	PU	07:38	07:46			BUENA PARK	WH1	Ser	6
PU Late	6	40460	PU	07:40	07:47			MISSION VIEJO	WH1		7
PU Late	6	51060	PU	07:42	07:49			BUENA PARK	WH1	Ser	10
PU Late	8	55830	PU	07:43	07:52			GARDEN GR...	WH1	CAP	11
PU Late	11	65330	PU	07:45	07:56			COSTA MESA	WH1	Ser	12
Appmnt	9	50000	DO	07:45	07:54	07:45		CYRUS	AM1	RL5,SL5	12
PU Late	6	41550	PU	07:45	07:52			LAGUNA NIG...	AM1	Ser	12
PU Late	6	51060	PU	07:46	07:53			BUENA PARK	WH1		13
PU Late	19	30860	PU	07:50	08:09			COSTA MESA	AM1		17
Appmnt	5	20820	DO	07:50	07:55	07:50		ANAHEIM	AM1	RL5,SL5	17
Appmnt	5	20820	DO	07:50	07:55	07:50		ANAHEIM	AM1	RL5,SL5	17
Appmnt	13	50860	DO	07:50	08:03	07:50		SANTA ANA	AM1	RL13,SL	17
PU Late	7	30860	PU	07:50	07:58			FULLERTON	AM1		17
PU Late	6	51060	PU	07:51	07:58			BUENA PARK	WHT		18
Appmnt	11	40660	DO	07:52	08:03	07:52		LAGUNA NIG...	AM1	RL1,SL5	18
PU Late	11	26130	PU	07:52	08:03			BUENA PARK	AM1		19
PU Late	5	67030	PU	07:52	07:57			SANTA ANA	AM1	Ser	19

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A third monitor can be dedicated to monitoring route pull outs and return to garage. Timely pull outs are critical to maintaining on time performance. This monitor allows the dispatcher to easily track which routes are approaching pull out time and ensure they are covered.

Feb-16-2008 07:34:55 **Veolia Vision Pull Out/In Display** 194

Error	MinL...	Route	Type	STime	ETime	ATI...	Name	City	Spac...	Vio	Time Left
PU Out	0	66630	POut	07:36	07:36			IRVINE			0
PU Out	0	67330	POut	06:36	07:38			IRVINE			4
PU Out	0	24320	POut	06:45	07:39			IRVINE			4
PU Out	0	53920	POut	06:30	07:41			IRVINE			7
PU Out	0	68430	POut	07:54	07:54			IRVINE			19
PU Out	0	24720	POut	06:45	07:56			IRVINE			21
PU Out	0	68330	POut	08:16	08:16			IRVINE			41
PU In	0	27800	Pin	09:45	08:56			IRVINE			81
PU Out	0	65430	POut	08:51	09:06			IRVINE			92
PU In	0	27700	Pin	09:45	09:09			IRVINE			94
PU In	0	46500	Pin	10:00	09:20			IRVINE			105
PU Out	0	693PR	POut	05:45	09:26			IRVINE			111
PU In	0	30960	Pin	12:15	09:28			IRVINE			113
PU In	0	26600	Pin	10:00	09:32			IRVINE			117
PU Out	0	68730	POut	08:34	09:41			IRVINE			126
PU In	0	26400	Pin	09:45	09:43			IRVINE			129
PU In	0	36300	Pin	10:00	09:44			IRVINE			129
PU In	0	68130	Pin	11:45	09:46			IRVINE			131
PU In	0	50260	Pin	13:00	09:47			IRVINE			132
PU In	0	36400	Pin	10:00	09:52			IRVINE			138
PU In	0	36600	Pin	10:00	09:55			IRVINE			141
PU In	0	67120	Pin	12:45	09:57			IRVINE			142

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Additional monitors can be configured to show configured alert trips, late appointments, etc.

Trapeze Optimization

Our Business Technology Group, led by [REDACTED] and [REDACTED], have experience at over 300 locations with varying service models and decades of experience with locations using the Trapeze suite of software. Their team will examine scheduling practices and review opportunities to improve optimization and the use of this software as part of our start-up.

Using standard Trapeze reporting capabilities and customized tools, the Business Technology Group can identify areas in which service can be optimized. Veolia also employs standardized procedures for reservations, scheduling, and dispatching ensuring consistency among staff. Each department receives task specific training on “best practices” in Trapeze for performing their specific job function.

Some of the Trapeze reports utilized include the Route Productivity Report, On-time Compliance Report, Ride Length Report, etc.

IntelliRide

IntelliRide manages service delivery of non-dedicated vehicles such as taxis, sedans, and other for-hire vehicles. The strength of IntelliRide is the ability to cost-effectively match a required trip to the right transportation resource. In addition, IntelliRide takes the extra step of providing accountability and transparency for trips serviced by non-dedicated vehicles.

The IntelliRide software, provided by Veolia’s Unified Dispatch division, will link the MetroAccess Trapeze environment to the non-dedicated fleet’s dispatch system or in the case of independent Operators, by IntelliRide provided tablets. This link will allow our Dispatchers and other staff with access to Trapeze to verify trip pick-ups and deliveries in real time, monitor on-time performance, and determine vehicle locations. All trip data associated is returned to Trapeze in real-time.

In addition, IntelliRide can also be used with Unified Dispatch’s IVR and Passenger Information offerings to let customers access or receive information on their non-dedicated vehicle trips. IntelliRide is the first product in the marketplace that will allow transit agencies to track non-dedicated vehicles just like they are part of their dedicated vehicle fleets.

IntelliRide consists of hardware equipment including a server, Galaxy tablet computers for taxi providers who do not have dispatch systems; software which is designed to integrate taxi dispatch systems and any Galaxy tablets used in lieu of taxi dispatch systems with the Trapeze environment; and the programming and support to configure, test and refine the network. Veolia’s quoted per-call rates include a surcharge which will cover the costs of all hardware, programming and the air time charges associated with the data transactions between the OCC and the taxicab companies and Operators.

For more information on IntelliRide, see the brochure included in the Appendix section of our proposal.

CDRL MACS-OCC-6 – Electronic Data & Archiving System

For the electronic archival and retrieval of printed documents, Veolia is proposing the Documentum system from ECM. This server-based electronic content management system will meet the functionality requirements of the RFP and will allow the storage of all project documents, including completed Operator manifests, dispatch logs, customer comment forms, subcontracts, invoices, reports and all the rest.

Documents can be scanned and tagged in order to facilitate search and retrieval by date, by title, by key words and/or by document type. In addition, settings regarding access, confidentiality and automatic electronic shredding can be configured to coincide with legal and/or contractual requirements. Documentum also offers the capability of easily attaching documents to emails, and with Documentum Mobile, documents can be retrieved and managed from an IOS or Android mobile device. Because Documentum is a server-based application, Veolia would store it on servers at our Milwaukee Data Center, thereby ensuring that documents will be available at all times and not subject to the risks associated with documents stored on a server at one of our local facilities.

Veolia's start-up price assumes the configuration of the system, and our ongoing price assumes the cost of the Documentum equipment and ongoing license fees. Veolia will create direct access for uploading, archiving, retrieving and downloading documents for our Project Manager, and for all direct reports. In addition, we will provide access to Documentum for other key Veolia staff as well as up to two representatives from WMATA and from the QA Contractor. More information about the Documentum ECM system is included the Appendix section of our proposal.

CDRL MACS-OCC-7 – Service Interruptions Plan

At Veolia, we understand that MetroAccess serves as the critical link between home and virtually everything else for thousands of riders each day, and given the importance of this service, it is WMATA's intent to keep MetroAccess operating normally whenever absolutely possible and safe to do so.



Furthermore, in those rare instances when a natural or manmade disaster impacts the region, it is WMATA's desire that MetroAccess operate to the extent that it can do so safely for as many of its riders as possible. For these reasons, your RFP requested all proposers to address how we will minimize service interruptions and what we will do when service interruptions occur.

Veolia's Service Interruption Plan will be developed by our Project Manager [REDACTED] with input from appropriate corporate staff, including Regional Safety Director [REDACTED] and Veolia's IT and Business Technology staff, and it will be submitted to WMATA for approval prior to start-up. The Service Interruption Plan, along with our Safety, Security and Emergency Preparedness Plan (SSEPP), will be updated annually and provided to WMATA upon your request.

At a minimum, our Service Interruption Plan will address the following topics.

- › **Definition of Emergencies** – Veolia's SIP will identify the types of events (including examples) that may cause service interruptions that are covered by the SIP. In general terms, events covered by the SIP must have the potential for interrupting normal MetroAccess operations and/or to require a fundamental change in how Veolia operates its portion of the MetroAccess program, e.g. a loss of power, a phone system failure, inclement weather or other disaster that precludes access to the MetroAccess OCC, etc.

- > **Maintenance of Operations** – Given that it is WMATA's goal that MetroAccess service be maintained to the extent that service can be delivered safely before, during and after any emergency, Veolia's SIP will address (most likely by type of emergency) the conditions that may trigger a service interruption, the back-up procedures that should be considered for each, the circumstances which should prompt an actual interruption of service, and the circumstances that will allow service to be resumed. The SIP will also detail how staff and duties can be redeployed or shifted to permit continuous operation. Finally, the SIP will identify the decision-making process that will be used for making any significant changes to the amount of service being provided and/or in the manner in which service is provided, e.g. use of back-up procedures rather than standard procedures, the shifting of call-taking, scheduling, dispatch or some other function to an off-site location, etc.
- > **Key Staff Responsibilities and Lines of Authority** – Veolia's SIP will identify each key staff members' responsibility, area of authority and the lines of authority during an emergency or service interruption. The SIP will also identify how responsibilities and management authority will be reassigned in the event that any member of our key management team is unavailable for any reason.
- > **Staff Assignments and Schedules** – Veolia's SIP will address staff's responsibilities during each type of significant emergency or service interruption, e.g. during a power failure, when the phone or computer systems are down, etc.
- > **Coordination with WMATA, the QA Contractor and the Service Providers** - Veolia's SIP will address the topic of coordination and especially in the areas of voice and data communications, trip scheduling and dispatch, and decision-making. For example, if the power is out at the OCC, then Veolia will work to have calls rerouted to another venue—either a service provider or perhaps to Veolia's SuperShuttle Call Center in Tampa. Conversely, if the power is up, but the Trapeze environment is down, Veolia will switch to paper process, and providers will operate from faxed or delivered manifests.
- > **Communications** – Veolia managers will have cell phones, and we will provide additional cell phones to be used by key staff members in the call center. We will make these numbers available to service delivery providers, the QA contractor and WMATA so we can maintain contact and make decisions on the fly regarding service interruptions and how to manage them.

CDRL MACS-OCC-8 – QA Interface Plan

As required by the RFP, Veolia will make all records, data, reports and project-related electronic systems and records available to the QA contractor and to WMATA. To ensure we are working in a spirit of cooperation and partnership, we recommend the following additional activities.

- Weekly meetings between the QA Contractor and Veolia's Project Manager and other staff as appropriate to discuss the prior week's system performance, any significant service changes, challenges, accidents, etc. These would be meetings focused on operational issues and on what issues need to be resolved, the development, discussion and agreement to steps for resolving them, the assignment of responsible parties for resolving them, and the planned time frames for affecting resolution.
- We recommend monthly meetings between the QA Contractor and each OCC department, E.g. Reservations, Scheduling, Dispatch, Training, etc. The purpose of these meetings would be for QA staff and our line staff to focus on fairly narrow areas of performance in order to identify and address concerns, to plan improvements and to discuss ideas for improving performance in the future.
- We recommend monthly meetings to include WMATA, the QA Contractor, the service delivery providers and Veolia to discuss overall program performance, significant planned changes and updates, general issues of concern, etc. These would not be working meetings themselves, but they would be used to identify priorities for efforts to take place in the coming days and weeks, identification of the teams to address them, etc.
- On a quarterly basis, we recommend reviewing each provider's performance in order to determine whether or not the service mix is working, what changes should be made, if any, and the timing for making any needed changes.
- On at least a quarterly basis, we believe we should have a specific meeting to include the QA Contractor, our Project Manager and our Scheduling and Dispatch staff to examine system productivity and to look for strategies to improve productivity.

CDRL MACS-OCC-9 – Service Delivery Interface Plan

Interface Approach

Because we operate as the Paratransit Broker in places like Pittsburgh, San Francisco and Oakland, and because we operate as a service provider in a brokered system in Seattle, we understand the critical importance of all service providers and the Operations Control Center working together. Therefore, Veolia will cooperate fully with all service delivery providers and with all taxi subcontractors.



We understand that as the MetroAccess OCC, we will have a number of direct customers. Of course, WMATA and MetroAccess riders are customers, and we need to provide exceptional service that meets your expectations and the needs of your riders. However, because we will be directly responsible for processing all trip requests, scheduling all trips, building routes, managing Operators while they perform in revenue service and determining the work that is assigned to each service provider's subcontracted taxi providers, we must serve those firms who will either succeed or struggle, based on the quality with which we perform virtually every task we're assigned.

Given these understandings, we will assign primary responsibility for coordination with the MetroAccess service providers to our Project Manager [REDACTED] [REDACTED] has extensive experience both in the Scheduling and Dispatch functions and in the operating environment, so he understands the challenges that result when one firm schedules and directs the work of others. In turn, [REDACTED] will involve each of our department managers to assist in coordination of efforts as their respective duties come into play. For example: Reservations Manager [REDACTED] will work with providers to ensure that our Reservationists are capturing a sufficient level of detail when booking trips to facilitate Operators when they are trying to locate riders. Our Dispatch Manager [REDACTED] will work with providers to ensure that Dispatchers at Veolia and Operators are each working and communicating effectively. In short, [REDACTED] will work with each of our managers to ensure that all of our staff understands how their efforts contribute to or against exceptional system performance. Additionally, [REDACTED] will ensure that there are numerous channels for the OCC management team and provider teams to meet to discuss and resolve problems.

The RFP asked proposers to address effective coordination on areas where the OCC and service delivery providers have shared responsibility—most notably in the areas of:

- > On-time performance
- > System productivity
- > Customer service

We will address each aspect of our scope of responsibilities in turn and address our approaches for coordinating with service delivery providers.

Ongoing Communications

Weekly Provider Meetings

Under the direction of Project Manager [REDACTED], we will hold weekly meetings with each service delivery provider. The purpose of these meetings will be to share information which will assist each party in planning the coming week's work. For example, if a service delivery provider anticipates an Operator or Supervisor shortage, the OCC can redirect work to other providers while the first provider replenishes staff. Over the longer term, shortages may indicate the need to address a redistribution of work, a decision for WMATA, but over the short term, minor adjustments among service delivery providers can minimize frustration for all parties. Another purpose of the weekly meetings will be for the OCC and service delivery provider to discuss problems or concerns each may have about the work product of the other. For example, if a particular route is too tight, or if an Operator has specific feedback about a particular route, the parties can discuss and resolve these issues before they and the accompanying frustration grow unnecessarily.

Ongoing Dispatch Communications

Dispatchers and providers need not only communicate by radio. In fact, Veolia's Dispatch Supervisors will be required to check in by phone with each service provider for a one or two minute update at the beginning of each shift. This check-in will enable the parties to trade information about any issues that may impact service for the next several hours. Prime examples could include a vehicle shortage, a freeway closure near a particular facility, unexpected construction near the operations facility that may slow pull-out, etc. The point is frequent, quick and targeted communications on the front line so that issues can be resolved immediately.

Weekly Email Updates

At Veolia, we have a short weekly publication called "Need to Know". It is distributed throughout the organization, from our executives to the entire field, and it is a very quick way to share timely information, staffing announcements, project wins, employee achievements, etc. It is short but informative, and it's how most people find out what's going on. Veolia will establish a version of NTK (as we call it) for this project. It will be a quick weekly update of anything that everyone at the MetroAccess project "needs to know".

Ensuring Reservations Accuracy

Earlier in this proposal, we discussed our approach for hiring the right Reservationists, training them and monitoring their performance. Simply put, trip information has to be right, and it's up to our Reservationists to get it right the first time. However, despite our best efforts, there will be incorrect address data in Trapeze.

Aside from the passengers themselves, no one knows more about where MetroAccess riders live, work and travel than the Operators who transport them. Therefore, it will be essential for Veolia as the OCC to gain the benefit of their wisdom when booking reservations. Veolia's Project Manager and Reservations Manager will work with each provider to implement Operator suggestion boxes and an Operator comments email box where Operators can provide comments about schedules, helpful information about riders (including when they have moved or gone on vacation or left the area), and we will use this information to improve the accuracy of our reservations and schedules.

Improving Schedules

Veolia's Scheduling Manager [REDACTED] will be responsible for seeking provider input at virtually every stage in the scheduling process. Initially, [REDACTED] and his team of Schedulers will be responsible for assembling schedule templates in Trapeze, assigning runs to schedules, establishing the start and end times of each run, building routes and anchoring standing order trips. Throughout this initial schedule-building process, [REDACTED] will be responsible for obtaining provider input regarding any issues that may impact the effectiveness of schedules from a particular provider's perspective. Examples may include CBA work rules at a given facility, whether a particular service delivery provider uses more part-time employees than another, the typical traffic conditions around a given provider's location, etc.

On an ongoing basis, [REDACTED] will also be responsible for soliciting feedback and suggestions on how to make schedules better, more productive and when necessary, more reasonable and realistic. It is our expectation that [REDACTED] will be meeting with providers on at least a monthly basis—even if it's only to take suggestions on individual trips and/or to discuss any concerns providers are having with a particular area because of construction, congestion or some other factor.

Managing Service on the Street

The primary area of interface between the OCC and service delivery providers is in Dispatch. Veolia's Dispatchers will be responsible for: directing all service delivery providers while in revenue service; overseeing the performance of each service provider's taxi subcontractors; ensuring safety; helping to achieve an on-time pull-out; preventing, managing and communicating service delays; navigating traffic conditions; responding to and resolving customer issues; and managing the response to vehicle breakdowns, accidents and other service interruptions. In the next several paragraphs, we will address our approach for providing exceptional dispatch support for each of these issues.

Directing Service Provider Operators in Revenue Service

Although most of the communications between Veolia's Dispatchers and the Operators will occur through the Mentor Ranger MDT's on board each vehicle, Veolia has proposed the Motorola CDM1550LS+ Mobile Radio, which is introduced and described in our response to CDRL MACS-OCC1. We will ensure that there are a sufficient number of radios for each provider to have a working radio in each vehicle, and we will provide at least two additional radios per 100 vehicles as well as an equal number of spares.

We will also establish Operator check-in procedures that include a verbal radio check prior to entering revenue service. In the event that an Operator's MDT goes down, we will establish back-up radio procedures which we will standardize among service delivery providers, and we will insist that these be used in lieu of the MDT's as long as they are not working.

Assigning Work to Taxi Subcontractors

In CDRL MACS-OCC5, we described our proprietary IntelliRide™ technology for communicating trip information between Trapeze and each taxicab company's dispatch system or (in the event that a provider does not have automated dispatch) to a tablet computer which we will provide to each Operator operating in the program. To be certain, IntelliRide will resolve most communication that needs to take place. However, we will also agree on back-up communications procedures, and we will work with each taxi provider to identify correct phone numbers we can use when we need to communicate by voice on an immediate basis. Within our Dispatch Area, we will cross-train at least half of our Dispatch Supervisors and at least one Dispatcher during every shift to act as a Taxi Facilitator. Taxi Facilitators will be introduced to the taxi subcontractors and will spend time at their facilities and in their Dispatch areas so that they are familiar with the realities at each taxi subcontractor's shop. This information and experience will help us to support each taxi subcontractor more effectively, and it may help us to make better decisions about what types of trips each subcontractor is best at fulfilling.

Ensuring Safety

Safety is our number one priority. We will never sacrifice safety for any reason, and we will not ever encourage our providers to put schedule ahead of safety. Here are some of the steps we will take to build a safety culture within the MetroAccess Dispatch Area and (by extension) in the Dispatch areas serving MetroAccess from across the entire region.

- > We will use Veolia Vision to anticipate trips that may run late, and our Dispatchers and Routers will move them.
- > We will train our Dispatchers never to use the word "hurry". If service is late, then the proper response is to either let the trip run late or reassign it. Then, when the moment has passed, we can evaluate the causes of the lateness.

- We will train our Dispatchers to keep urgency out of their voices. No matter how badly a day is going, Operators cannot be made to feel rushed. Dispatchers who express frustration on the radio or who rush Operators will be removed from the Dispatch Area until they can regain their equanimity, and repeated similar behavior will result in retraining, counseling or discipline.
- We will actively monitor all available information sources (MDT's, Operator feedback, news services, etc.) to maintain up-to-date information on any weather, traffic or other conditions which may impact service, and we will keep Operators informed.

Helping Providers Get Vehicles Out on Time

Veolia will utilize its proprietary Veolia Vision technology (described in our response to CDRL-MACS-OCC5) to monitor the pull-out process each morning and, if necessary, during each afternoon for second pull-out's. Veolia Vision has a monitor which can be configured for on-time pull-out's and returns to the yard, and we will assign Dispatchers during morning and afternoon shifts the responsibility of monitoring pull-out's.

How Vision Works

Scheduled routes which are not due to leave the yard appear in green, and routes in service are displayed in blue. As a route's scheduled pull-out time approaches, the route will appear in yellow, alerting Dispatchers that the pull-out time is nearing. Veolia can work with providers to establish a protocol for when to check in on the status of a route, so that when the route turns yellow, Veolia's Dispatcher can automatically check in to make sure the route's Operator is assigned, completing his/her pre-trip check-in and ready to roll. If a route turns red, it is late, and this will trigger a call from Veolia to ensure that the provider is either pulling the route out late or that the provider needs assistance with a trip or two in order to get the rest of the route back on schedule.

Veolia will use Vision to maintain statistics on each provider's pull-out timeliness, and we will use this information as we plan subsequent schedules and as we work with WMATA and the QA contractor on future vehicle deployment plans.

Preventing, Managing and Communicating Service Delays

Veolia has staffed our Dispatch Department at a level that will permit us to provide strong support to providers in the field. Dispatchers will each supervise approximately 25 routes in service, and we will have extra Supervisors, Routers and our No-Show Clerks to assist in the event of service delays or in the event that we are unable to reach a rider. We will also use Vision to anticipate and resolve future delays before they occur.

When delays do occur, we will be responsible for managing them and for communicating. In general, we will manage routine service delays off the late trip monitor within Vision. The late trip monitor will display trips in order of the severity of the lateness, and this will help us to prioritize the most urgent matters first. In such instances, our Dispatchers will be communicating with just those Operators involved in the situation, e.g. the Operator who is running late and any Operators who are receiving trips from the first Operator in order to get the first Operator back on track.

If the delay is a non-routine matter, such as a vehicle breakdown, an accident, an external factor such as a demonstration that is blocking a major arterial, then we will assign a Dispatch Supervisor to deal with the specific circumstances of the delay, and we will send relevant information to the rest of the Operators regarding anything they should know, areas to avoid, etc.

Resolving Customer Incidents

Dispatchers will be trained to manage customer incidents, including misconduct, injuries and accidents. Dispatchers will be trained to de-escalate situations when possible. However, if a customer is disrupting service, the Dispatcher will be trained to take the appropriate actions, up to and including, notification of the provider's Road Supervisors, notification of law enforcement and/or notification of WMATA. Dispatchers will be trained to document all such interventions on a paper dispatch log which will be kept in the Dispatch area as well as within the Trapeze system.

Accidents, Incidents and Other Service Interruptions

Dispatchers will be trained to follow specific procedures when there is an accident, injury or other severe service interruption. Steps which the Dispatchers may need to follow (depending on the incident) will include:

- › Directing the Operator to get the vehicle to a safe place out of traffic
- › In the case of fire or a potential fire, directing the Operator to evacuate the vehicle
- › Notification of appropriate first responders—fire, police, etc.
- › Notification of the service provider and WMATA staff
- › Dispatching another vehicle and/or a taxicab to transport other riders

Prior to start-up, Veolia will work with the service delivery providers and WMATA to develop and agree on unified accident and incident response procedures which will be consistently applied for all providers.

Other Coordination Efforts

We believe there are other steps we can and should take to promote coordination with service delivery providers. These include, but are not limited to:

- › Monthly meetings with all providers, the QA contractor and WMATA to discuss overall program performance, upcoming developments, issues of concern, etc.
- › A staff exchange program where Veolia staff and provider staff trade places in order to learn each other's jobs and to be cross-trained. These exchanges also promote a sense of shared understanding that can help staff to have a broader perspective when attempting to resolve operational challenges.

CDRL MACS-OCC-10 – Start-Up Plan/Transition Plan

The transition plan is designed to identify the tasks that must be accomplished in order to meet our commitment to transition the Operations Control Center by July 1, 2013. For purposes of planning, we are assuming the award will provide for a minimum 90-day transition window from the point of contract execution or Notice to Proceed. Key milestones for the project are as follows:

Contract Award	March 31, 2013
Incumbent Employee Meeting	April 1-4, 2013
Complete incumbent employee screening	May 3, 2013
Offer letters complete	May 10, 2013
Establish Employee Training Center	June 1, 2013
Collective Bargaining Agreement negotiated	June 15, 2013
Complete all employee training	June 28, 2013
Uniforms distributed	June 28, 2013
Transition complete	July 1, 2013

A detailed Gantt chart outline transition tasks, deadlines and responsibility has been included at the end of this section.

Start-Up/Transition Plan

The success of a transition is best measured by those impacted by the change. Ultimately it is the riding customer that objectively judges the success of a transition. The before and after comparisons are inevitable and receiving comments from riders such as from those in Nassau County, New York is a gratifying reward for the hard work that culminates an extensive transition effort.

“Some riders said they already had noticed an improvement since Veolia took over. [REDACTED], 41, of Freeport, thought ‘the bus drivers are much nicer’ than when the system was operated by the MTA. And [REDACTED] [REDACTED] of Roosevelt, who waited at Mineola for the N40/41, said buses appeared to be more punctual and orderly than in months.” January 4, 2012 by [REDACTED], Newsday

This RFP represents a continued evolution of the WMATA Access program. The service took a major leap from a capitated brokerage model to a primarily single contractor model. The pendulum swing from one model to another now finds itself swinging to the center, further refining the delivery system to increase accountability, higher levels of quality assurance and the infusion of greater resources provided through multiple providers.

The main objectives to be achieved through the transition are as follows:

- Onboarding our proposed management team to the MetroAccess project.
- Negotiating collective bargaining agreement(s)
- Hiring and training all incumbent employees who wish to apply and transfer to Veolia.
- Recruiting, hiring, onboarding and training any additional employees needed to meet our OCC staffing requirements.
- Finalizing and submitting, for WMATA review and approval, all required policies, procedures and plans.
- Implementing all value-add technologies included in our proposal, including VDS, Veolia Vision and IntelliRide.
- Negotiate with WMATA and MV Transportation the hand-off of the OCC, e.g. when to transfer responsibility for call-taking, schedule preparation, live dispatch, etc.
- Begin providing service on July 1, 2013

Since this contract is a negotiated procurement, there are many details that will be finalized as part of the negotiating process. Key among these is the plan for transitioning specific Operations Control Center functions and the service tier to be assigned to Veolia. For purposes of discussion, we have chosen Tier 2 as a reference point. A detailed finalize plan will be provided upon learning the service tier to be awarded and the process WMATA wishes to use for transitioning specific OCC functions to Veolia.

	Tier 1	Tier 2	Tier 3	Tier 4	Tier 5
<i>Drivers Required</i>	187	363	550	770	1,100
Incumbant					
% Transferring from MV	50%	50%	60%	70%	80%
# transferring from MV	94	182	330	539	880
Students/Class	25	25	25	25	25
Classes Required	4	8	14	22	36
Classroom Hours/Class	12	12	12	12	12
Classroom Hours	48	96	168	264	432
% of Make-Up Hours	20%	20%	20%	20%	20%
Make-Up Hours	10	20	34	53	87
Total Classroom Hours	58	116	202	317	519
Classroom Trainers*	1	1	1	2	4
BTW hours/transferring driver	2	2	2	2	2
Total BTW hours/transferring drivers	188	364	660	1078	1760
BTW Trainers*	2	2	4	7	11
*Assumes 1 month for completion					

New Hires	93	181	220	231	220
Trainees (75% graduation rate)	125	241	293	308	293
Trainees/Class	25	25	25	25	25
Classes Required	5	10	12	13	12
Classroom Hours/Class	60	60	60	60	60
Classroom Hours	300	600	720	780	720
% Make-Up Hours	20%	20%	20%	20%	20%
Make-Up Hours	60	120	144	156	144
Total Classroom Hours	360	720	864	936	864
Classroom Trainers**	1	2	3	3	3
Skills Training Class Size	3	3	3	3	3
Skills Training Classes Required	42	81	98	103	98
Hours/Skills Training Class	20	20	20	20	20
Skills Training Hours	840	1620	1960	2060	1960
Skills Trainers Required**	3	5	6	7	6
Revenue Training Class Size	1	1	1	1	1
Revenue Training Classes Required	125	241	293	308	293
Revenue Training Hours/Class	40	40	40	40	40
Revenue Training Hours Required	5000	9640	11720	12320	11720
Revenue Trainers Required**	16	30	37	39	37
**Assumes completion in 2 months					

Total Staffing Requirement					
Classroom Trainers	2	3	4	5	7
BTW Skills Trainers	3	5	6	7	6
Revenue Trainers	18	32	41	46	48
Total Trainers	23	40	51	58	61

Critical Path

The critical path is the combination of transition activities that ensures the critical success factors are achieved in a timely manner. In order to be ready for a July 1 transition, a lot has to happen. Our experience transitioning systems like Nassau County and New Orleans has taught us valuable lessons about not only what needs to happen but also the nuances of how it needs to happen. We must not only be good logistical thinkers but also good listeners to fully appreciate the concerns and anxieties of your staff, the incumbent employees, the customers and local community leaders. The critical path issues include:

- Reservations, Scheduling, Dispatch, IT and Administrative Department staff onboarding which includes screening, hiring, training and uniforms
- Establishment of a training center where we can conduct new-hire and Trapeze training
- Negotiation of a collective bargaining agreement representing those employees currently represented by the ATU
- Management team placement and the establishment of clear lines of authority and reporting.
- OCC Coordination Plan – Outlining how the OCC will interact with the service delivery providers and the QA contractor

Reservations, Scheduling, Dispatch and Administrative Employee Onboarding

Employee Relationship Building

An operation is only as good as the people you bring on board. The success or failure of a transition is dependent on having enough well trained employees, ready for deployment with a positive attitude. For WMATA our first activity will be to set up several *Meet Veolia* “meet and greet” sessions at a hotel meeting space near the OCC’s present location in Hyattsville. The purpose of these sessions will be to put a face and a name to Veolia. We also recognize that with a QA contractor and multiple service providers, we will be in competition to hire and retain the best people. This recruitment effort starts at these meetings where we will offer refreshments, provide videos and literature on Veolia, have representatives of our local management team and answer questions prospective employees may have about Veolia and our proposal. More importantly, we will bring Reservationists, Schedulers, Dispatchers and other staff from other Veolia locations to participate in the sessions. These employees, all of whom will have experienced a transition in the recent past, will provide a one on one exchange between employees who were in the same position of transitioning employers. The honest discussion, asking the hard questions, helps reduce employee anxiety over the changes to come and reassures employees that change can be good.

Tracking

As any Human Resource manager will tell you, the onboarding of employees sounds much easier than it is. The process requires not only the completion of an application but also supplemental forms, payroll information, verification documentation, training documentation, uniform distribution, contact information and much more. Completing all the required tasks for one person is a lot. Multiplying it by more than 100 OCC employees becomes a logistical challenge. Veolia uses TALEO, a talent management and recruiting tool, to track each applicant's progress through the process. TALEO tracks each individual applicant, stores their critical application information, and monitors their progress through the process. This tool ensures we can verify the completion of critical steps in the onboarding process. This includes drug screens, reference checks, license verification and background checks. The system also produces automatically our EEOC reports.

New Recruits

It is Veolia's expectation and desire to fill a majority of open hourly and middle manager positions with incumbent employees. There will be a need, however, to recruit new employees as well. We do not know what the attrition rate of MV will be. We will establish a recruitment office locally in a nearby temporary office. These offices will intake applications and answer questions that arise in a prompt and accurate manner. From this effort we will be able to determine our potential hiring needs and estimate the size of the recruitment effort that will be required.

Our recruitment effort will involve holding job fairs throughout the DC area and within the vicinity of the Operations Control Center. We will advertise the events in the Washington Post and the numerous local community and minority newspapers that exist in the area. We will also advertise through local cable networks.

Applicant In-Taking

The relationship between an employer and their employee begins at their first interaction. First impressions count so it is important the applicant in-take process be professional in both the people who conduct it and the space in which they operate. Applications will be done in-person. Recognizing our need to attract quality applicants, we will conduct the in-take process during all hours from 7a.m. until 9 p.m. in order to accommodate working employees.

Screening

Once a potential employee has applied with Veolia we can start the screening process. Veolia will comply with all screening requirements of both WMATA and Veolia company policy. All employees, whether in a safety sensitive position or not, are required to meet the qualifications required of those employees in a safety sensitive position. The steps of the screening process include:

- > Completed application conducted in-person in the presence of a Veolia employee.

- In-person interview to review the application, verification of education level and ability to speak and write English, the expectations of the position, compensation policies and answer any questions that may arise. The interview becomes our first chance to understand the applicant and to whether they appear to be a good fit for the position for which they apply.
- Background employee work history check
- Employee criminal record check on a local, County, State and Federal level for all safety sensitive positions.
- MVR record check from the licensing entity for positions that require driving.

Once an employee meets the minimum criteria for each of the checks and is considered a good hiring choice, a tentative offer of employment will be made and the applicant is sent for a drug screen and DOT physical. Veolia follows the drug screening procedures as approved by FTA and WMATA.

Training

Our training section fully defines the program all new Veolia employees will receive. Two training efforts exist, one for new hires and one for incumbent employees transferring to Veolia. New hire employees will follow the full training program outlined in our response to CDRL MACS-OCC5. Incumbent employees will receive recertification training on key aspects of the operation. A transition however is a unique period in which we must define for incumbent employees the expectations and responsibilities of being a Veolia employee. Before starting this effort, Veolia training staff will want to meet with WMATA personnel to better understand for ourselves the expectations of WMATA and identify particular training needs based on weaknesses observed by the WMATA staff. Training is an investment in people and we want to make sure we get the most from that investment and not squander an opportunity.

We also recognize we cannot disrupt their responsibilities to fully complete their assignments with their current employer. It is **Veolia's policy not to hire any incumbent employee who does not complete their responsibilities with MV or any of MV Transportation's MetroAccess subcontractors.** We do not want service to deteriorate through the transition if some employees are tempted to take unscheduled leaves of absence.

Veolia will schedule classroom sessions for incumbent employees designed to accomplish several objectives:

- Complete all paperwork including applicant and I-9 information, health benefit enrollment, license validation, drug screening and any other content required to complete a full employment record.
- An overview of Veolia including our *Code of Conduct, Rules and Policies*, and *Managing Within the Law* seminars.

- A detailed review of our safety policies and procedures for this contract, including accident and incident reporting procedures and dispatch conduct policies (described more fully in our response to CDRL MACS-OCC9) Reinforcement of customer service skills including Going for Green customer service and ADA training.

Middle Management Training

Middle managers are responsible for the daily management of the OCC. Middle Managers include Supervisors, Dispatchers, Schedulers and Routers. Training for this group of managers will be conducted prior to service start. Training will focus on operating procedures, use of technology in support of their duties, job responsibilities and specialized training as required in the RFP.

Uniforms and Equipment

Taking care of the details is an important part of a transition's success. One of those details is making sure uniforms are fitted and delivered on time. Veolia will present our proposed uniform for WMATA approval including identifying shoulder patch and name tag. Veolia will utilize a SLPP certified business uniform supplier to outfit our employees with new uniforms. This is a monumental task which we will begin as soon as an employee accepts our offer of employment. We will measure prior to training, use training sessions to catch any employees who have slipped through the cracks and offer other times as may be needed. Uniforms will be distributed prior to service start. We will have on hand extra uniforms to distribute as may be needed in case sizing is wrong or deliveries delayed.

Union negotiations

Veolia prides itself on fostering strong relationships with our union. We have reached out to the ATU as part of our due diligence process and have reviewed all contracts currently in place with MV Transportation. We have a good understanding of employee expectations and will be prepared to enter negotiations immediately upon being awarded a contract. Our negotiating team will be headed by Mr. [REDACTED], the industry's leading labor relations expert having negotiated literally hundreds of transit collective bargaining unit agreements across the United States.

Upon being notified of award, Veolia will meet with union leadership to define the events that will occur through the transition process. This will include inviting union participation in our employee Open House, establishing a schedule for negotiations and target dates for reaching an agreement and a vote. Our emphasis in negotiations will be to achieve operating rules that reflect the duties of the OCC and the need to deliver both superior customer service and a strong safety commitment in terms of how we manage and dispatch service.

“ I appreciate the “can-do” approach offered by Veolia, it was necessary in reaching this much needed labor agreement.”

**[REDACTED], Mayor
City of Phoenix**

Management Team Placement

Having the management team in place through the transition period is critical. Since we are proposing a team made primarily of current Veolia employees, we have the control to ensure the team is in place and participating in the transition from Day One. Proposed Project Manager [REDACTED] has been through major transitions in Nassau County, MARTA, and Cincinnati and is well versed in what is involved in a major transition.

So why is this important? Transitions proceed at a pace unlike any other period of a contract's life. They require extensive coordination of a diverse array of resources. The transition requires the coordination of dozens of Veolia non-resident technical staff as they address each facet of the turnover from employee onboarding, training and IT systems installation.

As the current Area Vice President, [REDACTED] has the added experience of having worked within this Region meaning he has a working relationship with [REDACTED] and his regional technical team. We do not underestimate the value of such familiarity with the team and knowing the resources that can be brought into a project to ensure its success.

The corporate Human Resources team will be responsible for arranging the relocation of all team members. Their role will be to make the move of the team as easy as possible to ensure they can begin their new duties without the burden of worrying about their personal relocation situations.

In addition to the top managers for this project, it is important we quickly establish the middle management team responsible for the daily management of the system. It is important we retain the knowledge present in the existing operation so we can build and improve upon it in the future. We will hold special get acquainted meetings with this group, schedulers, dispatchers and supervisors, to encourage their remaining within the MetroAccess system. We will seek WMATA's advice and observations on personnel and put each member through a series of interviews with our experts to find and retain the best employees possible.

Safety Training Plan for all Areas

Although we do not operate service under this contract, we are still responsible for ensuring safety within our own workplace and for performing our duties in a way that promotes it. Veolia has a comprehensive safety program encompassing all aspects of our operations. Throughout the transition we will introduce our 300:29:1 prevention program. The concept is if we can focus on unsafe acts we can prevent 29 serious incidents and one tragic event. The program has successfully reduced our accident and injury rates. Throughout the transition our Vice President of Safety, [REDACTED] will oversee the development of a MetroAccess OCC specific Safety Plan. Our comprehensive program will include:

- > 300:29:1 in the Office and On the Road
- > DRIVE employee based safety awareness program
- > Office safety procedures

- Elements of our operator training safety program
- Accident procedures and reporting procedures
- WebRisk reporting and analysis

QA and Service Delivery Provider Interaction Plan

This contract represents a different way of doing things for the WMATA MetroAccess program. We noted earlier that the goal of the RFP is to bring greater resources and accountability to the program. For the program to be successful, the service delivery providers, the OCC, the QA group and WMATA staff will have to work hand in hand to ensure a seamless system for MetroAccess customers. Creating this seamless system starts as part of the transition.

Veolia proposes weekly meetings among the relevant parties to discuss issues and concerns on all sides. A short list of issues that will need to be addressed include:

- Communication protocols
- Resource assignment and schedule development
- Methods for maintaining service efficiency and reduced deadhead
- Reporting
- Standards attainment
- Recruitment and retention
- Sequencing of QA, OCC and Service Provider Start-Up activities

Transition Management

Role and Responsibility of Transition Manager

The role of the Transition Manager is to track tasks against the transition plan timeline, coordinate corporate resources to those tasks and provide executive assistance to the transition process. As those who have been involved in transitions, the pace and intensity to the transition process can often lead managers to become so focused on individual tasks that they lose sight of the bigger picture. It is the Transition Manager's role to see the forest from the trees to ensure all the moving parts are working in sync with the others. The manager must keep communication among all the parties flowing. WMATA, incumbent Contractors, new contractors, taxi providers, QA staff, Veolia's corporate technical resources and the local team must be interacting efficiently to make sure tasks are completed on time with little disruption of current operations.

Veolia knows the importance of a successful transition and has assigned one of our most experienced leaders to this project to oversee the process. Veolia Region Vice President [REDACTED], who has extensive experience overseeing paratransit operations and working in the DC metropolitan area, will serve as Veolia's Transition Manager. He will work in conjunction with [REDACTED] local team to track progress, draw in resources and keep communication lines open.

Assigning a senior member of our team to this project is a demonstration of the importance we place on WMATA as a customer and the transition as a whole. [REDACTED] will serve as liaison among internal departments, the local Veolia team, MV Transportation, incoming service delivery providers and WMATA staff. While [REDACTED] will be the operational leader of the group, [REDACTED] will serve to organize the effort and ensure we keep to the implementation timetable we have established for the transition.

Tracking Tools

Veolia will use two primary tools to support the transition process. We have discussed TALEO. The other management tool is MS Project. Veolia uses Project as the primary tracking software showing tasks to be completed, targeted completion dates, and resource lead assignments. We have found the tool very useful because of its ability to show how tasks are dependent on each other, often impacting the completion of critical paths. The start-up plan included in this section details the WMATA transition plan. The plan illustrates the tasks to be performed, each task's dependency on other tasks, the targeted dates for task completion in order of the transition deadlines, and the resource leads of each task.

Transition Communication

Veolia conducts weekly transition meetings on two levels. First, we conduct a meeting with all the principles of the start-up team. This includes the local staff, the region staff and the technical team leaders supporting the effort. Typically these calls last many hours as group members reviews the transition plan tasks, report on progress, raise issues and concerns and decide on a course correction or resource allocation as may be needed. The Transition Manager distributes the plan each week showing completed tasks and progress on uncompleted tasks. We also identify tasks or issues to be addressed in our second set of meetings help between Veolia and WMATA.

Second, we will meet weekly with designated WMATA staff to report on our progress, provide a copy of the updated transition progress plan, and discuss issues that may arise. Typically these are three way meetings with the incumbent in order that issues can be raised and resolved quickly.

Transition Staffing

Corporate Resources

While the daily management of service is a local team effort, transitions are efforts of an entire corporation. The quantity of tasks and the defined timeframe to complete them requires an "all hands on deck" effort. We are fortunate to have extensive experience in this area with each corporate and regional department well trained in knowing what needs to be done and how to get there. Key members of our corporate start-up team include the following task leaders.

- › **Transition Management – Region Vice President** [REDACTED] will be assigned to manage the start-up process. As an accomplished transit manager and industry leader that has worked for Veolia but also many other contractor entities, [REDACTED] has the understanding and temperament to manage the transition.

- > **Contract Negotiations – Regional Vice President** [REDACTED] will be the point person with WMATA authorized to negotiate contractual issues and commit the company.
- > **Safety – Vice President of Safety** [REDACTED] will oversee the safety training process and verify the installation of all safety programs.
- > **Operations – Project Manager** [REDACTED] will be in charge of operations implementation including work assignments, Dispatcher and Supervisor onboarding, and operating procedures implementation.
- > **Employee Recruitment – Regional HR Manager** [REDACTED], **Vice President of HR** [REDACTED], **Director of Benefits and Compensation** [REDACTED] will be responsible for overseeing the employee onboarding process. This includes recruitment, applicant interviews, background checks and drug screens, benefits program placement, uniforms and other activities related to the onboarding process. All three have completed start-ups in York Region, Canada and Nassau County, NY within the past two years and have a deep understanding of the challenges of the onboarding process.
- > **Labor Relations – Vice President of Labor Relations** [REDACTED] will lead our negotiations with the union. [REDACTED] is the leader in our industry having negotiated 350+ of agreements across the country.
- > **Systems – Vice President of Business Technology** [REDACTED], **Director of Business Technology** [REDACTED], **Software Applications Manager** [REDACTED] will be responsible for implementing the numerous IT systems Veolia will bring to the project. Their team will implement the Veolia Vision products and train local personnel on their use.

Proposed Levels of Effort

While we highlighted the leadership positions in the transition, the participants in the actual effort are far more extensive. We are providing a list of all Veolia staff we will involve, their area of expertise and whether they have participated in a transition before.

Area of Focus	Resource	Transition Experience
Transition Management	[REDACTED]	Yes
Safety		Yes
		Yes
Purchasing		Yes
Recruitment - Onboarding		Yes
		Yes
Benefits		Yes
		Yes
Payroll		Yes
		Yes

Area of Focus	Resource	Transition Experience
IT Systems		Yes
		Yes
		Yes
		Yes
		Yes
Operations Operations		Yes
		Yes
		Yes
Operations Training		Yes
		Yes
Scheduling		Yes
Employee Training		Yes
		Yes
Labor		Yes
Customer Service	Yes	
Communications	Yes	
Regulatory compliance	Yes	
IntelliRide	Yes	
Risk Management	Yes	
Legal	Yes	

Lessons Learned

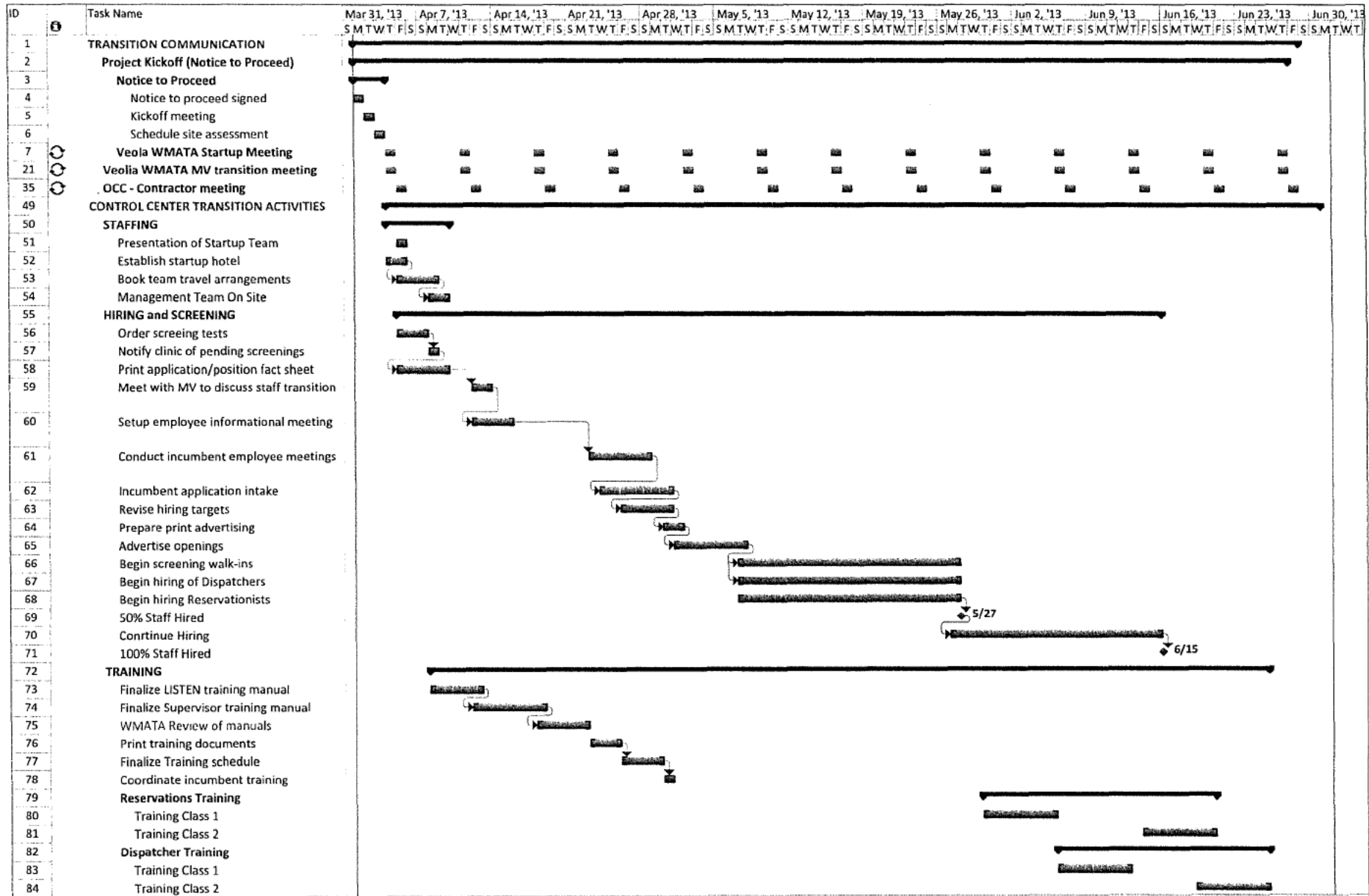
With every transition we learn more about what to expect the next time. After each transition we conduct an extensive debrief with our participants to learn how we can do it better and more efficiently next time. It is in sessions like these that we adopted new processes like TALEO talent management software and the organization of our weekly calls. Some of the major takeaways from previous transitions which we will apply to WMATA are the following.

Managing the Fear Factor

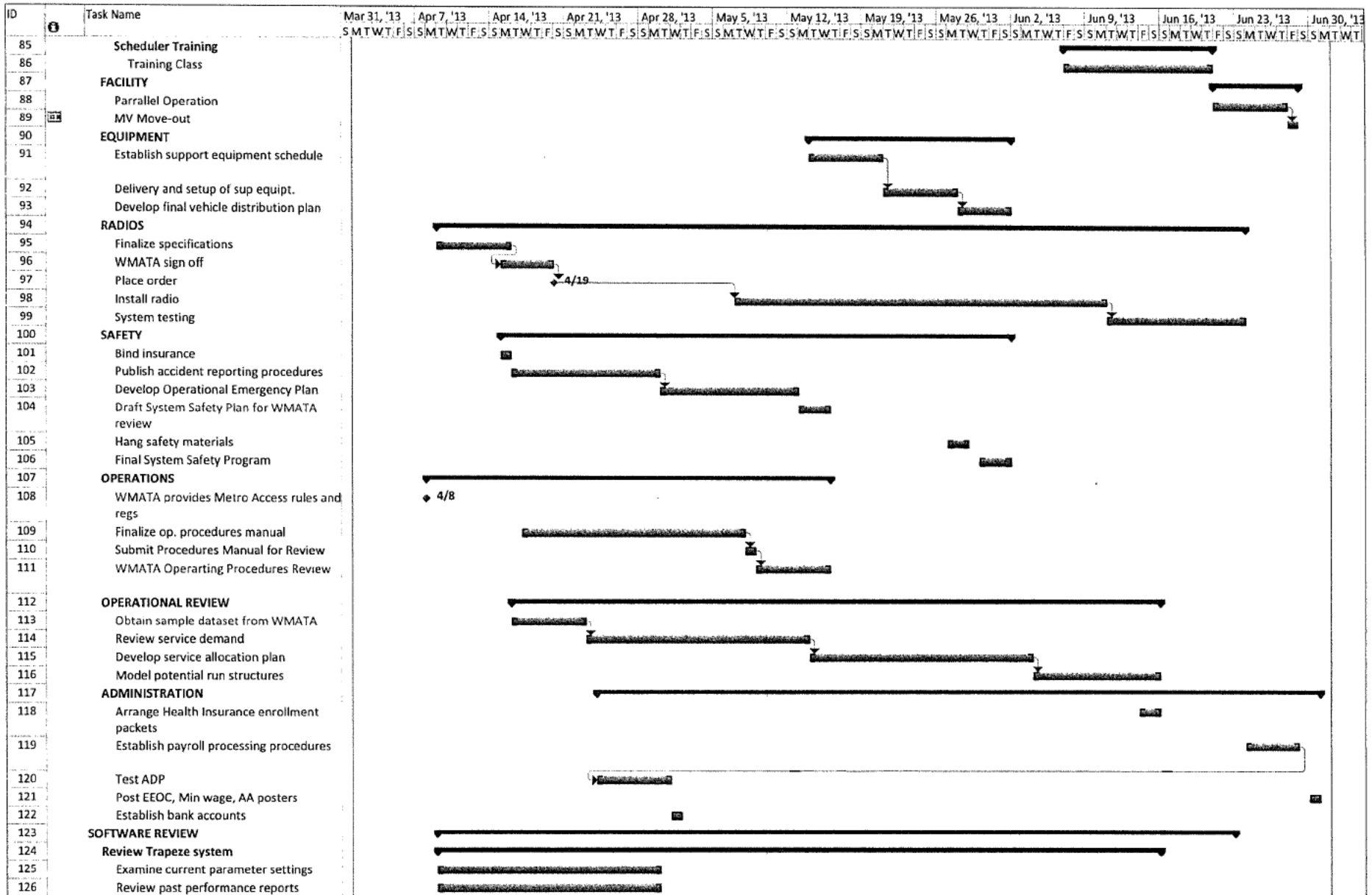
Transitions can be considered a risky period for both employees and clients alike. They can also be viewed as an opportunity for renewal and a course correction. We have learned:

- › **You can never communicate too much.** Update boards for incumbent employees lets everyone know what's going on. Weekly meetings with clients ensure everyone is kept abreast of progress and issues are raised and resolved quickly. Open lines of contact with the incumbent management makes sure service quality is maintained before and after the transition date.

- > **Don't burn out the local team.** Service transitions require a very intense effort in a relatively short period of time. Burning out the local team before the day-to-day service effort begins is no way to start a contract. An investment up front in added technical resources insures a solid transition. Veolia proposes a staffing plan with budgeted resources to provide the additional transition management, recruiting, training, safety and maintenance resources necessary to support the transition effort.
- > **Resources and experience matter.** We make a point to talk about the experience of the individuals that will participate in a transition for a very good reason. Having been through a start-up or transition, one learns what to expect, who can be relied upon to deliver, what resistance they will encounter, and most importantly, how to deal with issues in order to get the job done. Experience matters. Paper resources and good intentions don't make a start-up successful.
- > **Transparency is Critical.** Transitions require a collaborative partnership among the incoming contractor, WMATA, the union, the employees and the incumbent. Honest, straightforward and transparent communication is key to ensuring issues are resolved quickly and effectively. No one has anything to hide. Everything needs to be all out on the table in plain sight for all to see and work together to achieve a seamless transition.
- > **Expect the unexpected, because that's often the way it will go.** We all know what they say about best-laid plans. Knowing the critical path and identifying backup strategies if the planned approach isn't going to make it is essential to the success of a transition. For this to work we have to identify problems early. This is the importance of the weekly meetings. The variables are many and complex. Less incumbent Call Center employees apply; technology orders are delayed; employees at the drug-screening clinic go on strike. Almost anything can impact a transition schedule. The key to success starts with identifying the critical path. A good transition process not only identifies this path but also identifies potential threats and alternative approaches to keep the transition on track. Transition planning is an active process that neither begins nor ends with the development of the plan presented in this proposal. The plan will change which is why we conduct weekly, all staff transition meetings to reallocate resources or revise our approach.

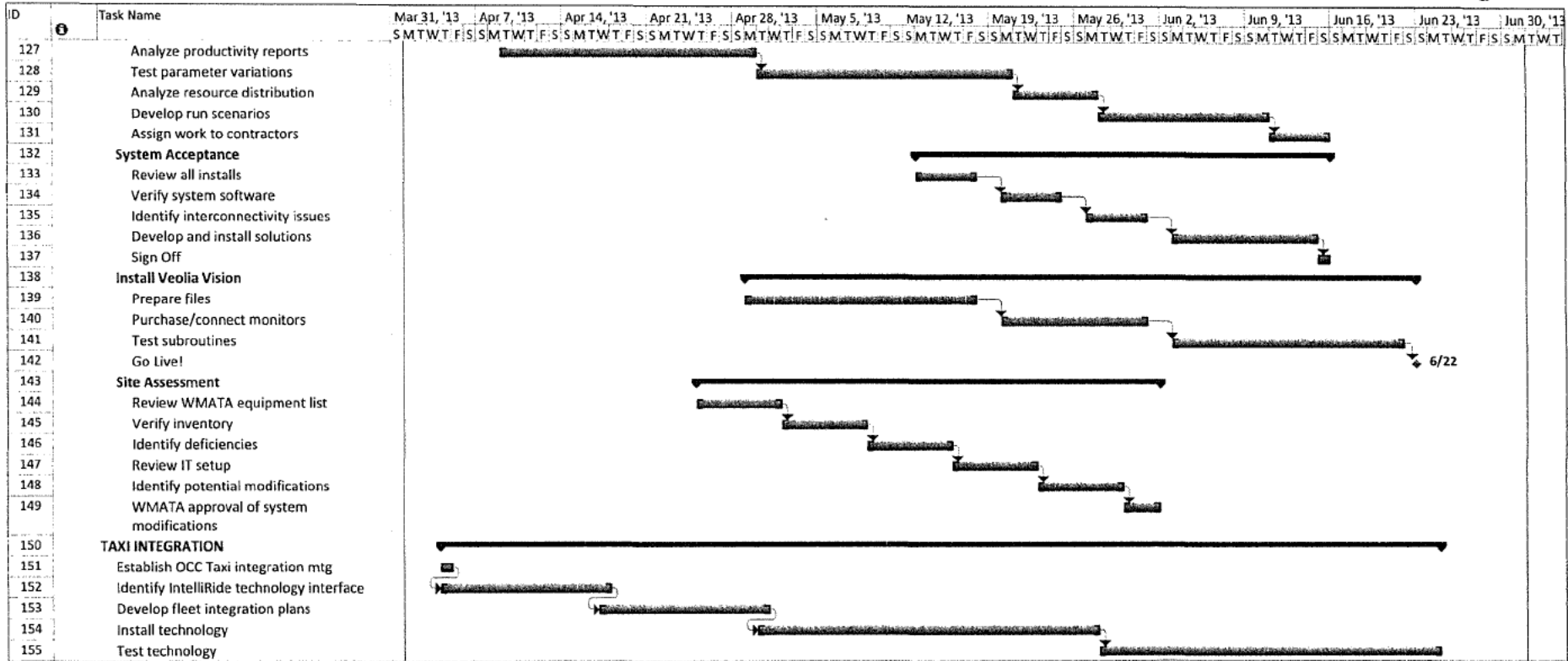


Project: WMATA OCC Transition Date: Tue 8/21/12 Veolia OCC Transition Plan	Task		Project Summary		Inactive Milestone		Manual Summary Rollup		Deadline
	Split		External Tasks		Inactive Summary		Manual Summary		Progress
	Milestone		External Milestone		Manual Task		Start-only		Finish-only
	Summary		Inactive Task		Duration-only		Finish-only		Finish-only



Project: WMATA OCC Transition
Date: Tue 8/21/12
Veolia OCC Transition Plan

Task	Project Summary	Inactive Milestone	Manual Summary Rollup	Deadline
Split	External Tasks	Inactive Summary	Manual Summary	Progress
Milestone	External Milestone	Manual Task	Start-only	
Summary	Inactive Task	Duration-only	Finish-only	



Project: WMATA OCC Transition Date: Tue 8/21/12 Veolia OCC Transition Plan	Task		Project Summary		Inactive Milestone		Manual Summary Rollup		Deadline	
	Split		External Tasks		Inactive Summary		Manual Summary		Progress	
	Milestone		External Milestone		Manual Task		Start-only		Finish-only	
	Summary		Inactive Task		Duration-only		Finish-only			

Appendix Table of Contents

- › Regional and Corporate Support Team Resumes
- › Intelliride Information
- › Documentum Information
- › Sample Veolia Employee Handbook



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PROFESSIONAL EXPERIENCE:

2005 - Present

Regional Vice President

Veolia Transportation Inc. Mid-Atlantic, Baltimore, Maryland

- ✓ Area covers the Mid-Atlantic region of the United States with current locations in Connecticut, District of Columbia, Maryland, New Jersey and Virginia.
- ✓ Day to day management of the Mid-Atlantic region corporate operations and personnel.
- ✓ Manage, direct, lead and evaluate 15 management personnel and have ultimate responsibility for 1510 employees.
- ✓ Manage the financial performance of the operation including budget analysis and development, profit/loss responsibility and cost analysis.
- ✓ Responsible for development and negotiation of multi year contracts including activities for growth in the region.
- ✓ Implement of strategic plans for the region.
- ✓ Monitor and analyze contract service levels and performance.
- ✓ Advise corporate management on regional development issues, various contract matters, and potential markets.
- ✓ Serve as Mid-Atlantic's regional liaison for government awarded contracts and client relations.
- ✓ Oversee the Mid-Atlantic operations compliance to city, state and federal laws.

1997 – 2004

Area General Manager – Mid Atlantic

██

- ✓ Areas of responsibility included Washington, DC; Eastern Pennsylvania (Philadelphia, Harrisburg, Allentown, York, Lancaster, Lehigh Valley); Maryland; Virginia
- ✓ \$50 million annual gross revenue and 1,500 vehicles located in 16 operating terminals (Union and Non-Union)
- ✓ Top 5 lowest Accident Frequency Ratio nationwide
- ✓ Budget design and implementation, variance reporting, quarterly forecasting
- ✓ Analyzed Key Performance Indicators: monitor drivers' wages, maintenance overtime, etc. as well as ensure employee and vehicle compliance
- ✓ Restructured contracts to minimize company risk and control variable expenses such as fuel and insurance
- ✓

- ✓ Received prestigious President's Special Recognition Award for dedication to service – only two have ever been awarded
- ✓ Leader of Start-up Team for District of Columbia Public Schools Special Education School Bus Operations (700 employees, \$20 million annual revenue, largest start-up in Laidlaw history) – 1999
- ✓ Oversaw lease/maintenance contract in Washington, DC – 400 vehicles

1995 – 1997

Regional Manager

- ✓ Assumed leadership upon sale of Shaw Bus to National School Bus
- ✓ Led employees through the transition in business practices from a sole proprietor to a corporate environment
- ✓ Expanded sales increasing gross revenues by 70% after sale of Shaw Bus
- ✓ Managed Fixed Route Transit System
- ✓ Identified and trained key employees, implementing a departmentalized management structure
- ✓ National School Bus was acquired by Laidlaw Transit in 1997.

1979 – 1995

Vice President of Operations / Board of Directors

- ✓ Directed school bus operations – approximately 100 vehicles servicing Baltimore City, Howard County, Baltimore County, Johns Hopkins University and Hospital and various parochial schools
- ✓ Managed Interstate Motor coach operations
- ✓ Oversaw safety initiatives, driver compliance, accident investigation, driver recruitment and retention
- ✓ Assisted in design of computerized dispatch/payroll system
- ✓ Increased revenues by maximizing utilization of assets; increased charter sales, various ancillary sales
- ✓ Tenure included work in the positions of dispatch manager, dispatcher, motor coach operator, school bus driver and maintenance
- ✓ Shaw Bus Service was acquired by National School Bus in 1995

Professional Experience:

2006 - Present

Veolia Transportation Services, Inc.
Regional Director of Human Resources
(Baltimore, MD)

- ✓ Manage activities of direct reports to execute daily functions of Mid-Atlantic Regional HR office.
- ✓ Manage budget and interests of Veolia and its employees in accordance with HR policies and governmental laws and regulations such as EEOC, OSHA, Affirmative Action, ADA and FMLA.

1991 – 2004

Director of Human Resources

- ✓ Formulated and implemented policies and objectives governing all HR practices for 6,000-employee company, including employee relations, recruitment, organizational planning, succession planning, job design, manpower forecasting, compensation analysis, collective bargaining.
- ✓ Managed activities of direct reports to execute daily functions and activities of HR office and assigned special projects/tasks as needed.

1989

Physician Recruiter

- ✓ Responsible for recruiting radiologists, anesthesiologists, pediatricians, orthopedic surgeons, pathologists, and several other specialty physicians permanently assigned to hospitals and clinics in 13 different states.

1986 - 1988

Regional Recruiting Manager

- ✓ Responsible for recruitment of radiologists, anesthesiologists, pediatricians, orthopedic surgeons, pathologists, and several other specialty physicians permanently assigned to hospitals and clinics in 13 different states.

Education

- ✓ Bachelor of Science, University of Abidjan.



Professional Experience:

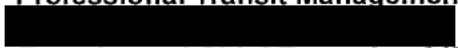
2010 - Present

**Veolia Transportation Services, Inc
*Vice President – Labor Relations***

- ✓ Responsible for all aspects of labor relations services provided to 100+ transit customer systems; including: 13(c) agreements, interest and grievance arbitrations, advice and counsel to clients on labor matters; researching questions of labor law, training and development of management staff, reviewing regulatory and statutory matters related to labor law.

1999 - present

Professional Transit Management



Founder and Chief Executive Officer

- ✓ Serve as PTM's senior labor counsel and lead all labor services activities for management clients and labor clients. (PTM was purchased by Veolia Transportation in 2008.)
- ✓ Involved in all aspects of transit labor relations, including: 13(c) agreements, interest and grievance arbitrations, advice and counsel to clients on labor matters; researching questions of labor law, training and development of management staff, reviewing regulatory and statutory matters related to labor law.
- ✓ Negotiated over 300 collective bargaining agreements in 30 different states with 13 different international unions.

1974 - 1999



- ✓ Vice President, Labor Relations, 1993-1999
- ✓ Executive Vice President, Transit Management, 1987-1993
- ✓ Labor Counsel, 1974-1987

1970 - 1974



Attorney, Labor Law

- ✓ Practice included arbitrations, strikes, NLRB matters, EEOC proceedings and matters related to the Economic Stabilization Act and Cost of Living Council.



EDUCATION

- ✓ University of Cincinnati, College of Law – Juris Doctor
- ✓ Notre Dame University – Bachelor of Science, Business Administration

PROFESSIONAL AFFILIATIONS

- ✓ American Public Transit Association - Present transit labor report annually to General Managers' and Board members' seminars
- ✓ Lectured on contract negotiation techniques at Carnegie-Mellon and Indiana Universities
- ✓ Active member of APTA Labor, Legal Affairs and 13 (c) committees.



Professional Experience

2007 – Present

**Veolia Transportation Services, Inc.
*Director of Business Improvement***

- ✓ Provide software support and oversight for Veolia Transportation's paratransit and demand response systems using technological applications.
- ✓ Responsible for providing integration between operations and software packages including Ecolane DRT, Trapeze Software, Route Match, Stratagen and Veolia proprietary software.
- ✓ Responsible for driving business unit improvement at each division that will result in Veolia Transportation's continued leadership position in the transit industry.

2004 – 2007




Director of IT Projects

- ✓ Coordinate support for over 100 operating divisions.
- ✓ Design, develop, and maintain Application Service Provider (ASP) infrastructure for remote operations.
- ✓ Oversee development of the operational tools to support paratransit functions.
- ✓ Provide analysis and consulting services related to use of Trapeze and other paratransit software products.

2000 – 2004



Director of Paratransit

- ✓ Oversee development of the PASS product.
- ✓ Coordinate all activities related to Paratransit software within 
- ✓ Consult with transit properties and internal staff on management and productivity issues.

1999 – 1999

[REDACTED]
Customer Care Manager

- ✓ Managed 15 person staff responsible for providing support to Trapeze software users.
- ✓ Responsible for developing and monitoring a \$2.5 million budget for both Paratransit and Fixed Route divisions.
- ✓ Coordinated software development and consulting tasks for [REDACTED] Paratransit customer base.

1994 – 1998

[REDACTED]
Project Manager

- ✓ Managed all phases in the implementation of automated scheduling, reservations, and dispatching systems for transit authorities.
- ✓ Developed custom software. Provided technical support to installed systems.
- ✓ Consulted with transit authorities on management and productivity issues.

1992 - 1994

[REDACTED]
Special Transit Service Systems Administrator

- ✓ Managed 25 person staff responsible for reservations and data collection.
- ✓ Analyzed staffing needs, conducted performance appraisals, and designed programs to improve efficiency.
- ✓ Coordinated the department's implementation of the Americans with Disabilities Act (ADA).
- ✓ Coordinated selection and implementation of a new automated reservations, dispatch, and scheduling computer system.

1992 – 1992

[REDACTED]
Special Projects Contractor (Oct '92 - Dec '92)

- ✓ Developed monitoring procedures for the Special Transit Service (STS) division to ensure compliance with the Americans with Disabilities Act (ADA).



1992 – 1992

Personnel Specialist

- ✓ Contracted with the Human Resources Department to provide job descriptions in compliance with the ADA.
- ✓ Revised existing descriptions and created missing descriptions.

1992 – 1992

Boarding & Alighting Project Administrator

- ✓ Coordinated activities for two boarding and alighting studies.
- ✓ Hired and supervised contracted data entry staff, supervised data collection contractor, and provided technical computer support for generating reports related to the study.

1991 – 1992

Programmer

- ✓ Contracted with the STS department to review and analyze their current automated scheduling system.
- ✓ Designed programs and studies to evaluate the effectiveness of automated scheduling with the existing system.
- ✓ Developed and conducted a nationwide survey of other transit authorities to determine current scheduling capabilities and trends.
- ✓ Assisted in the development of Capital Metro's initial ADA plan.

1990 – 1991

Personnel Specialist

- ✓ Screened applicants for available positions, developed advertisements/job postings, and performed other duties related to the hiring process.
- ✓ Developed an automated applicant tracking system.

Education

- ✓ Bachelor of Arts in Business Management, The University of Texas at Austin, College of Business Administration



[REDACTED]

Professional Experience

2007 to present

**Veolia Transportation Services, Inc.
Vice President of Business Improvement**

- ✓ Provides direction and assistance to executives and general managers, involving technical and operational functions in relation to service performance, analysis and best business practices.
- ✓ Assists with the development of bids by identifying appropriate service and technology needs.
- ✓ Stays abreast of evolving technologies and reviews company operations to make recommendations for the development of new technologies to assist and improve operations; and identifies synergies from existing technologies for possibly deployment.
- ✓ Oversees a team of industry experts that ensure operations meet the contractual requirements established by each individual site and monitors identified areas for increasing performance.

2005 to 2007

[REDACTED]

Executive Vice President IT

- ✓ Responsible for oversight of all [REDACTED] operational IT functions and programs.
- ✓ Provides direction and assistance to executives and general managers, involving all IT functions, including service performance and analysis and best business practices.
- ✓ Assist with preparation of bids for new contracts by developing staffing levels, capital start-up and overall operating scenario.
- ✓ Ensures that all client communications are accurate, timely and meet the needs of all client personnel.
- ✓ Ensures operations meet the contractual requirements and established goals and measurements for continued and improved performance.

2003 to 2005

[REDACTED]

Vice President of Operations,

- ✓ Responsible for oversight of all [REDACTED] contracts as assigned.



- ✓ Provided direction and assistance to general managers, including contracts, service performance, labor relations and personnel matters.
- ✓ Assist with preparation of bids for new contracts by developing staffing levels and overall operating scenario.
- ✓ Ensures that all client communications are accurate, timely and meet the needs of all client personnel.
- ✓ Ensures management services are provided according to local governing board policies, as well as maintaining quality client relationships.

2003 to 2005

Senior Vice President/Owner

- ✓ Provides oversight of all transportation business.
- ✓ Develops management plans, oversees transportation market development and markets transportation services to the industry.
- ✓ Investigates new transportation acquisitions and oversees transportation consulting initiatives.
- ✓ Participates in the development and establishment of corporate policies and strategic direction

2002

Program Manager

- ✓ Administration and management of Medicaid capitated transportation with the Commonwealth of Virginia providing operations management of over 9,000 non-emergency medical transportation trips per day.
- ✓ Subcontracting with up to 300 private transportation providers.
- ✓ Budget responsibility exceeding \$26 million

1995 to 2003

Director of Operational Consulting

- ✓ Assisted with the merger of [redacted] and [redacted] Software, eventually managing the consulting division.
- ✓ Provided consulting services to transit properties both nationally and internationally on productivity and service improvements.

- ✓ Oral presentations to public and governing bodies

1991 to 1995


Client Support Manager/Operations Manager

- ✓ Responsible for monitoring and implementation of all Paratransit software contracts throughout the U.S. and Canada; contract management and negotiations.
- ✓ Defining and monitoring software development as specified by contracts.
- ✓ Organizing, controlling and scheduling daily operations of staff located throughout the U.S. and Canada.

1980 to 1991


Transportation Director

- ✓ Management of airport and public transportation services (fixed route and paratransit)
- ✓ Budget responsibilities exceeding \$5 million.
- ✓ Capital budgeting and acquisition, grant writing and monitoring; oral presentations to public and governing bodies.

1978 to 1980


In-State Office Manager

- ✓ Coordination of in-state activities for U.S. Senator; processing and investigation of constituent requests.
- ✓ Monitored professional intern program.
- ✓ Dealt with all levels of political entities and public groups

Education and Training

- ✓ Education & Career Development, Arizona State University
- ✓ Bachelor of Science – Psychology/Pre-Law



Professional Experience

2012 – present

**Veolia Transportation Services, Inc.
Vice President – Paratransit and Intelliride**

- ✓ Develop and write business proposals for paratransit projects and contract renewals.
- ✓ Develop opportunities to implement Veolia's Intelliride product which involves service delivery utilizing non-dedicated vehicles such as taxis, sedans, and other for-hire vehicles
- ✓ Provides technical assistance, personnel training and internal consulting to Veolia projects across the country in the areas of service delivery to passengers with disabilities, paratransit eligibility certification, call center management and service quality.

2006 – 2012

**Veolia Transportation Services, Inc.
Business Development Manager**

- ✓ Developed and write business proposals for new projects and contract renewals, including development of price proposals.
- ✓ Projected staffing needs and develop work schedules for Operators, Schedulers, Dispatchers, Supervisors, Mechanics and other operations and maintenance staff for proposals.
- ✓ Participated in oral interviews.

2003 – 2006

**Veolia Transportation Services, Inc. – ATC/Vancom
Director of Business Improvement**

- ✓ Managed company's business improvement strategies, including Process Improvement teams and a team-based strategy called "Action Workout; oversee and direct activities of 30 Action Workout Coaches.
- ✓ Provided training to employees pertaining to company's business improvement strategies.
- ✓ Provided management support to local projects on an as-needed basis, primarily in the areas of call center management, paratransit operations and customer service.



2001 – 2003

Management Associate

- ✓ Provided corporate management support and training to local projects in the areas of call center operations, ADA compliance, and disability community relations.
- ✓ Assisted company's [redacted] project in [redacted], to streamline its eligibility certifications process, and to improve performance in its paratransit reservations and customer service call center.
- ✓ Provided consulting services for welfare-to-work transportation programs in [redacted] and for the [redacted].
[redacted] Developed a service plan for a coordinated rural transportation system in [redacted].

2000 – 2001

General Manager - [redacted]

- ✓ Directed all activities of \$800,000 annual project, which provided transportation to welfare recipients, people with disabilities and commuters in and around Albuquerque.
- ✓ Managed activities of staff and two outside transportation contractors.
- ✓ Negotiated coordinated agreements with other municipalities, tribal governments, and social service agencies, to provide additional transportation services to special needs populations.

1996 – 2000

Director of Accessibility Programs/ADA Coordinator

- ✓ Directed all aspects of County's specialized transportation program, which served seniors, people with disabilities and other transportation disadvantaged citizens; Created and staffed Palm Tran's senior and disability community Advisory Board.
- ✓ Managed division budget of \$8 million; directed staff of 15 as well as three outside transportation contractors.
- ✓ Developed and negotiated agency contracts for paratransit management and transportation services; designed and implemented agency's functional ADA paratransit eligibility certification procedures.
- ✓ Established program which trained individuals with disabilities to independently use Palm Tran buses.



1995 – 1996

Paratransit Services Coordinator

- ✓ Managed [REDACTED] ADA paratransit program.
- ✓ Designed and implemented Joint Powers Authority with [REDACTED] to jointly administer ADA paratransit services in combined service area.
- ✓ Developed interagency agreements with other transit agencies to share paratransit costs in overlapping service areas.
- ✓ Served as staff liaison to two disability community advisory boards.
- ✓ Made presentations to [REDACTED] management, the Board, disability organizations and members of the public.
- ✓ Represented [REDACTED] on regional transit staff committees.

1993 – 1994

Transportation Planner

- ✓ Planned projects as part of [REDACTED] ADA Key Station Plan.
- ✓ Served as Project Manager for [REDACTED] Muni Talking Signs Demonstration Project.
- ✓ Reviewed station improvement and [REDACTED] extension station projects for ADA compliance and path-of-travel accessibility.
- ✓ Served as staff liaison to disability community advisory committee; made presentations to disability organizations and members of the public.
- ✓ Represented [REDACTED] on regional transit committees.

Education

- ✓ Bachelor of Arts - Indiana University/Purdue University at Indianapolis

IntelliRide

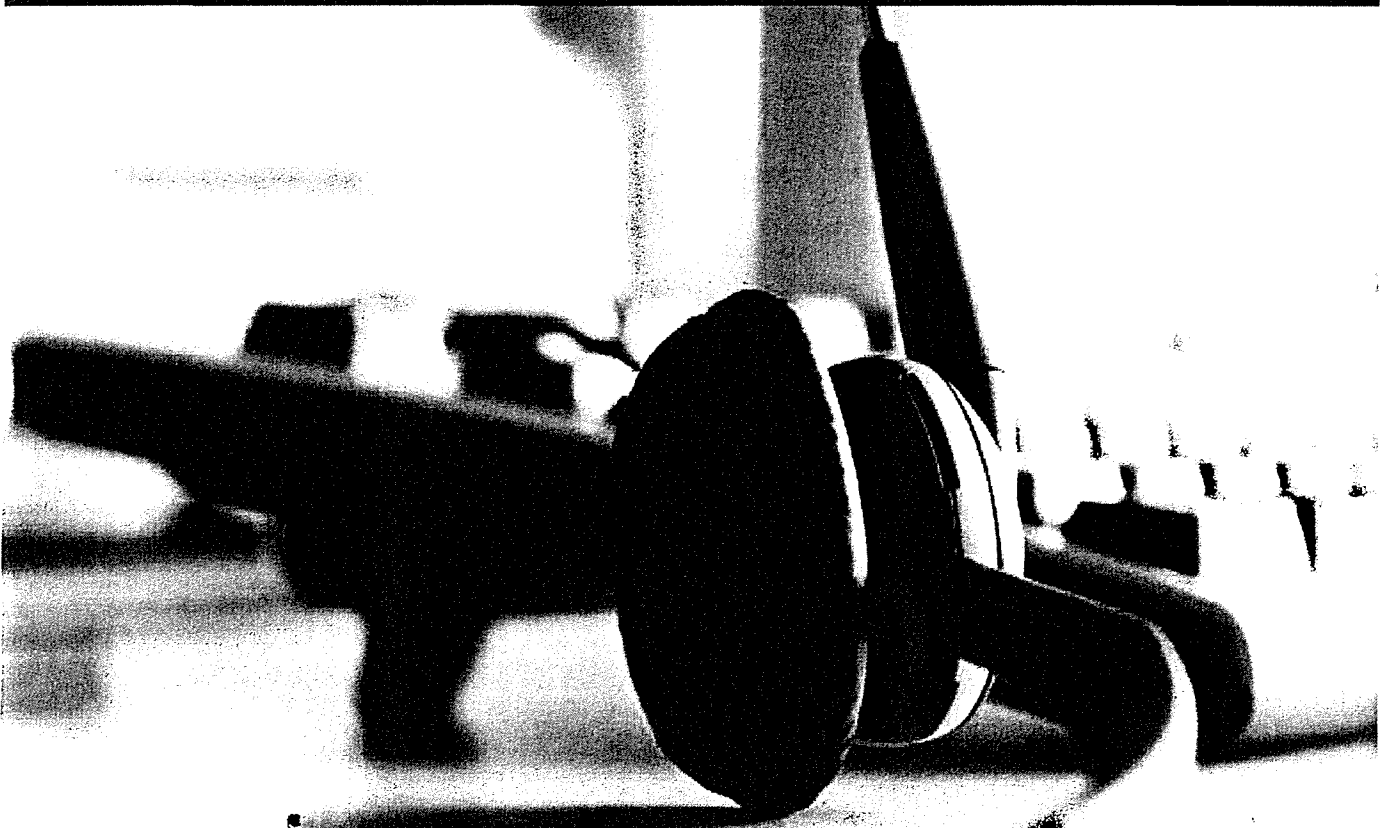


SMART PARATRANSIT

**The Intelligent,
More Cost-Effective
Way to Deliver
Paratransit Service**



IntelliRide rigorously
manages service
delivery of both dedicated
and independent
drivers and dramatically
reduces costs.



INTELLIRIDE CAN BE CUSTOMIZED AND FULLY INTEGRATED WITH YOUR EXISTING PARATRANSIT SYSTEM

Optimizing Resources

IntelliRide's key strength is its ability to cost-effectively match a requested trip to the right type of transportation resource, whether it's a dedicated agency ADA bus, a taxi operator or an independent for-hire vehicle. We provide a quality trip at the most affordable price.

Integrated Software Platform

Powerful integration software from UDI (Unified Dispatch) connects your existing software and data streams to either the dispatch systems of taxi companies, or to independent van and sedan operators. Independent operators use IntelliRide's unique tablet technology so they are connected, tracked and monitored.

Accountability

Our seamless technology platform provides performance transparency, which allows us to verify trip pick-ups and deliveries in real time, monitor on-time performance, and determine vehicle locations and trip costs for all driver types. All trip data is returned and stored in your software system.

Call-Taking and Reservations

IntelliRide provides multiple options based on your needs. We operate the nation's largest centralized call center in Phoenix, AZ where your calls can be taken most economically, or we can operate local call centers, thereby preserving local jobs.

OWNED BY VEOLIA TRANSPORTATION,
INTELLIRIDE DRAWS FROM A DEEP HISTORY
OF EXPERIENCE AND INNOVATION.

Customized to your needs

IntelliRide is not a prescriptive solution but rather an approach designed around the unique conditions of your paratransit system. We take into consideration customer demands, available taxi, sedan and other drivers, the economic and political environment, and labor factors to customize a system that meets ALL your needs and concerns. Most importantly, IntelliRide builds upon your existing investment in your paratransit system in order to create a more effective and more economical service. IntelliRide can either evolve your system over time or it can create an immediate impact,—you decide.

IntelliRide

VEOLIA
TRANSPORTATION

SMART PARATRANSIT

Veolia Transportation Services Inc.
720 E. Butterfield Road, Suite 300
Lombard, IL 60148

bd@veoliatransdev.com

A seamless technology
and operations platform
that delivers significant
cost savings and improved
service performance.



Technology

IntelliRide is powered by UDI—a leader in dispatch integration—as well as technology developed by Veolia. Our technology seamlessly integrates taxicabs and sedans into your current service, and increases the efficiency of scheduling, monitoring, verification and reporting.

- ◎ **Trip Compare by UDI** identifies outlier trips that can be more economically served through independent drivers. It connects to those drivers through either the dispatch system of a taxi company, or through Veolia's unique tablet devices provided to certified independent drivers. Tablets enable GPS tracking, trip communication and real-time verification.
- ◎ **"Just-in-Time" scheduling** allows continuous optimization of schedules to increase productivity and on-time performance.
- ◎ **IVR technology ensures** communication to customers, plus our unique tablet technology for independent operators enables us to connect to, manage and monitor their performance.

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IntelliRide

VEOLIA

SMART PARATRANSIT

Veolia Transportation Services Inc.
720 E. Butterfield Road, Suite 300
Lombard, IL 60148

██████████ @veoliatransdev.com

EMC DOCUMENTUM RECORDS MANAGER

Policy-based control of the lifecycle of typical and formal records for information governance

ESSENTIALS

- Set security on records by changing an attribute on the record; further define role-based security on records
- Simplifies record declarations for physical, email, and electronic documents
- Enables fast and accurate search and retrieval of typical and formal records with nested access to allow or disallow viewing of confidential information
- Limit what types of content can be linked into the file plan; the structure of file plans can also be regulated
- Allows records to be retained according to any compliance requirement
- Certified against DoD5015.2, Baseline Records Management (formerly Chapter 2) and Classified Records (formerly Chapter 4)
- Records managed through their lifecycle can migrate their content to different types of hardware
- Seamless SharePoint interface to manually declare formal records in EMC Documentum

Many organizations today face the very real risk of being audited or sued. The growing volume of digital information combined with a growing body of regulations has altered the records management landscape. If Records Management used to be about maintaining a subset of documents as records within a controlled and organized system, it is now much more likely to mean that records managers are engaged in information management and playing an active role in managing all of an organization's content regardless of type or location. As a result, companies must ask themselves some very important questions:

- Are we managing all of our content with a single set of policies?
- Are we destroying materials as soon as regulations and good business practices allow reducing storage loads and protecting against litigation thereby reducing risk?
- Could we supply information relevant to an official inquiry without incurring substantial discovery costs or disrupting normal business functions?
- Can we audit and monitor our organization's actual record-keeping practice to measure compliance with our stated policies?

RECORDS MANAGEMENT SOLUTIONS FOR COMPLIANCE AND REDUCED RISK

EMC® Documentum® records management solutions help organizations comply with legal and regulatory requirements for content retention and disposition. These solutions capture and manage records generated by business processes, enterprise applications, and end users, allowing for as much automation or human involvement as desired while managing and securing that content throughout its lifecycle. Our records management solutions also expand classic records management with features that track and have the notion of a working paper that is a precursor to a formal record where these items are destroyed on a given schedule unless they are declared as records. This helps to reduce discovery costs and mitigate legal risks.

KEY BENEFITS

Compliance: Avoid non-compliance and reduce the likelihood of penalties and sanctions during litigation and audits.

Risk mitigation: Reduce your "content liability" by disposing of records and non-records once content has fulfilled any and all regulatory and compliance obligations. Protect your organization with information control.

EMC Documentum Records Manager provides tools that help fight content accumulation:

- Document disposition dates
- Superseding of prior versions
- Reports, notifications, and reminders
- DoD-compliant forms
- Naming, Extended Security, and Containment policies
- Disposition console
- Automation
- Digital shredding

Automation: Automate the capture and classification of records to reduce the burden on end users. Empower end users without overwhelming them and reduce the incidence of human error to ensure consistency.

Comprehensive management: Manage all records regardless of content type or location, including electronic records, email, and physical records (paper, microfiche, digital media). Also, content can be managed with containment policies to easily segregate content types and manage them separately, if required.

Centralized management: Find and manage critical business information that could otherwise be lost in personal mailboxes, hard drives, and network folders; federate disparate repositories regardless of type or location.

Flexibility: Customer-centric design allows you to define solutions to suit your specific needs and grow the solution as you require.

Seamless integrations: Leverage the assets of your broader information management infrastructure. The in-place design means not having to worry about complex integrations to include SharePoint.

EASILY ENFORCE POLICIES TO CREATE, SAFEGUARD, ACCESS, AND DESTROY RECORDS

EMC Documentum Records Manager makes it easy to control the entire lifecycle of corporate records—creation, safeguard, access, and destruction of records—according to a broad range of system-enforced policies. Companies can comply with regulatory and corporate recordkeeping requirements, leverage uniform policies across all content types, and take advantage of a pervasive solution built on a modular, service-oriented architecture that provides flexibility without increasing complexity.

Feature	Benefit
Platform unification	Simplify user retrieval with files that remain in place and preserve audit trail integrity for document creation.
Physical records support	Extend the solution beyond electronic records to manage paper, microfiche, and other types of physical records.
Classification	Organize records manually or automatically to specify authorities and disposition instructions.
Management of compound records	Improve consistency and clarity by managing multiple documents as a single record—ideal for case files, loan applications, design documents, bids, and proposals.
Records disposal	Ensure timely disposal with automation tools for identifying eligible records, requesting authorizations, and scheduling regular deletions.
Microsoft integrations	Declare records directly within Microsoft® Office products and Microsoft SharePoint® Server.
Automated capture	Leverage user activities without impeding productivity—integrating with line-of-business (LOB) systems with little or no customization.

INTEGRATION WITH THE EMC DOCUMENTUM ENTERPRISE CONTENT MANAGEMENT PLATFORM

Records Manager is fully integrated with the EMC Documentum enterprise content management platform—combining the discipline of records management with the power of enterprise content management. This combination enables organizations to achieve greater efficiencies and utilization.

The Documentum platform provides world-class scalability, reliability, and availability as well as broad compatibility with virtually all industry-standard components of your IT infrastructure. The platform nature of Documentum solutions means you can apply records management policies consistently across an unlimited range of content sources, from user-authored documents to web content, email, or LOB systems.

A pervasive tool built on a modular, service-oriented architecture, EMC Documentum Records Manager enables you to control the entire corporate records lifecycle according to system-enforced policies.

RELATED DOCUMENTUM PRODUCTS

EMC Documentum Retention Policy Services: Allows you to retain and dispose of records and non-records alike, according to easily configurable policies that are automatically applied to content files.

EMC Documentum Information Rights Management Services: Controls, secures, and tracks sensitive information wherever it resides—within a workgroup, across departments and agencies, or with partners and suppliers outside the firewall.

EMC Documentum Trusted Content Services: Encrypts content within the repository while allowing full-text indexing and searching. Ideal for complying with HIPAA requirements and protecting information even when stored on backup tapes.

EMC Documentum Federated Search Services: Quickly accesses relevant information across countless sources with a single query executed from an easy-to-use, web-based interface.

EMC Documentum Physical Records Services: Enable management of paper and electronic records using common interfaces and common policies.

EMC MyDocumentum for Microsoft SharePoint: Easy and seamless direct access to the Documentum content server natively through the SharePoint user interface.

EMC Documentum xCP Family: Accelerates the development of case management applications and automates business processes to improve efficiency and compliance.

WHY ARCHITECTURE MATTERS

While classic records management systems were static in their use, today's organizations are looking for a system that fulfills their distinct records management needs and priorities. The unique architecture of Documentum Records Manager allows you to incorporate records management capabilities across a wide variety of business processes and purposes, enabling your organization to meet its individual requirements.

EMC believes the architecture matters, and here is what we've done:

Architectural principles	Why it matters	Example
Modular architecture Aggregates similar record-keeping functionality within discrete, plug-and-play modules.	Simplifies and speeds deployment, enabling sites to install the functionality they want without complicating the configuration, administration, or user interface.	Align the recordkeeping controls with your regulatory environment; or start simple and add functionality if and when it becomes relevant.
Assured federated records management Allows users to connect disparate records repositories and maintain integrity.	Ties disparate repositories together and allows the records in those repositories to be managed in-place. Helps reduce costs related to discovery during litigation by making information easily searchable and retrievable. Ensures the integrity of record objects.	Tie together Documentum with other vendor, legacy, and home-grown repositories for centralized management of records spread across an enterprise.
Policy frameworks Tailor or enhance system behavior by adding business logic through the applied policy manager according to clear, standardized framework guidelines.	Simplifies extensions and customizations without needing a Documentum developer.	Add different notification recipients such as an in-house business application simply by adding a policy to the existing Action Framework.
	Enables customization based on multiple varied attributes, including policy qualifiers.	Apply policies by object type or other conditions. For example, apply different naming rules for different levels in the file plan or automate the appropriate record classification by document type such as invoices or contracts.
Flexible interface Java-based and Web Services-based interfaces that extend existing Documentum functionality while adhering to standard Documentum practices.	Enables integration via Web Services or Records Manager Application Programming Interface.	Enable partner applications or Internal business systems to incorporate the records declaration via API or as a web service within their application.
	Enables integration with common user interfaces such as Microsoft Office or SharePoint to allow end users to continue working in the environment to which they are accustomed.	Add records functionality such as DOD 5015.2 policies to an existing Documentum environment.

CONTACT US

Find out how your business can use EMC Documentum Records Manager to improve efficiency while reducing exposure and risk. To learn more, visit www.EMC.com or call



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www.EMC.com

EMC DOCUMENTUM D2

Modern and configurable ECM user experience

ESSENTIALS

Deliver Rapid Value

- Decrease the time required to deliver solutions with configuration versus coding

Enable the New User

- Manage content without the complexity
- Reduce training costs and increase productivity

Enhance Documentum

- Achieve greater consistency of ECM rules and policies with wider user adoption and simplified information management

With technology investments under close scrutiny, you need to ensure that your Enterprise Content Management systems can quickly deliver significant value. Yet many ECM deployments suffer from long and costly deployment cycles and poor usability. Users end up resorting to non-compliant workarounds that force critical content assets "into the wild", increasing workloads and elevating cost and risk. User acceptance and the ability to rapidly deploy changes are therefore critical to the success of your ECM initiatives.

Documentum D2 is the advanced, intuitive and configurable content-centric application client for Documentum ECM. D2 offers a highly intuitive and personalizable user experience that makes knowledge workers more productive, reduces training costs, and accelerates user adoption of ECM applications. Powerful configuration eliminates the need for custom code, yielding rapid deployment and dramatically lower costs for system maintenance.

REMOVING THE COMPLEXITY FROM ECM

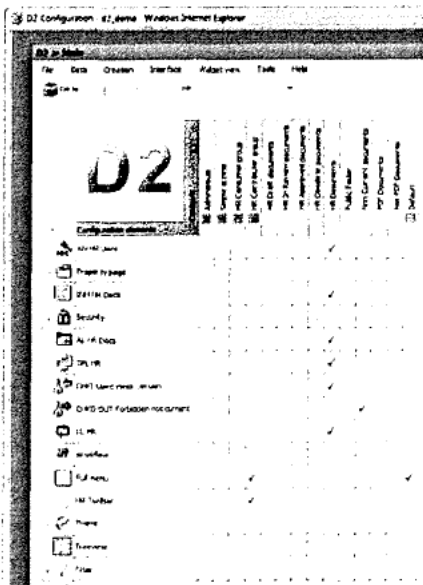
Documentum D2 takes the complexity out of ECM with a powerful configuration framework for creating purpose-built content solutions without the need for time-consuming customizations. This unique approach enables organizations to respond more rapidly to changing business needs and accelerate time-to-value for ECM deployments.

POWERFUL CONFIGURATION

Using a familiar spreadsheet-like Interface, business analysts can quickly configure an application by setting the properties that control document sets, creation rules, dynamic security models, distribution lists, document lifecycles, inheritance, auto-naming, auto-linking, and more. A single configuration matrix can address a wide range of content-centric solution needs—ranging from business-critical to non-controlled content—all without custom code.

FASTER TIME TO VALUE

Configuration empowers both business analysts and systems administrators to change applications without having to engage specialized developers or wait for long development cycles. Changes to the configuration are experienced immediately in the application for rapid response to shifting requirements. During solution definition, this instant feedback directly involves users and helps to ensure that requirements are accurately captured.

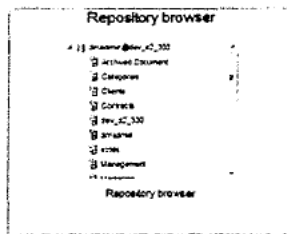


Simplify ECM with powerful configuration

DATA SHEET

EMC²

SAMPLE WIDGETS

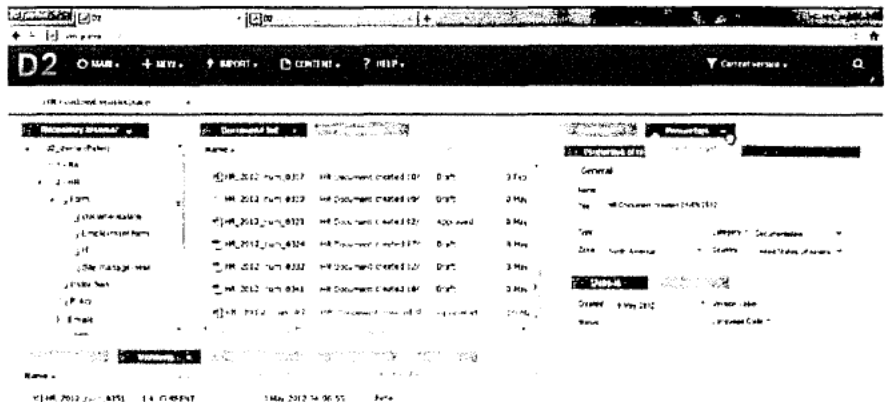


INTUITIVE AND PERSONALIZED

Documentum D2 makes ECM effortless by delivering a modern and intuitive user experience that is personalized for Documentum repository users when accessing their enterprise content. The flexible widget-based user interface drives increased user adoption and reduces training costs, while simplified access to content makes knowledge work far more productive.

Key components of the user interface include:

- **Widgets:** Enable modular layout and implement the content viewing, document management, and workflow capabilities of the product. Available widgets include repository browser, property sheets, document lists, search, tasks, etc.
- **External Content:** Google Gadgets extend the widget set and can be added to any workspace to provide access to external content and applications, such as maps, weather, social media accounts, calculators, calendars, etc.
- **Workspaces:** Provide the containers for widgets, allowing flexible layout options for different applications and user preferences. Multiple workspaces can be open simultaneously. Mashups of Internal and external content can be achieved by mixing and matching widgets and gadgets in a workspace.
- **Themes:** Define consistent appearance for the user interface with color settings for headers, tabs, widgets, and backgrounds.



Personalize tasks with flexible workspace layout

Content administrators will appreciate the improved governance that comes from D2's ease of use and automated document control, including:

- Intelligent thumbnail previews and instantaneous viewing of content
- Instant application deployment of highly configured rules and content policies
- Configurable metadata and import screens for document types
- Advanced workflow, lifecycle and auditing capabilities all configurable for the content or user type
- Simple and advanced cross-repository search with configurable search screens and custom search forms
- Automated features for controlled content, such as property inheritance, auto-naming, auto-numbering, and auto-linking
- Microsoft Office integration and PDF publishing (available with the optional D2 +Pack)
- Simplified creation of relations and virtual documents

CONTACT US

See how EMC Documentum D2 can help you quickly access and manage your enterprise content. To learn more, visit www.EMC.com/ECM, or call 800.607.9546 (outside the US: +1.925.6005802).

SIMPLIFIED INFORMATION MANAGEMENT

D2's configuration is also used to define business rules and content policies to handle both basic and advanced information management needs. Use D2 for a variety of content-centric applications, such as tracking documents through review and approval workflows, quickly finding content through search and navigation with dynamic security filters, and managing controlled documents in regulated industries such as Life Sciences.

Common policies can be defined globally to ensure consistency across applications. New applications can be quickly introduced, as only the differences to the global rule set need to be validated. And as rules change, D2's configuration can be quickly updated and instantly deployed. No more lengthy delays while application changes are coded and tested. Configuration changes are reflected immediately in the user interface and application behavior.

DOCUMENTUM MADE EASY

D2 is the new face of Documentum, combining the power of Documentum's market leading ECM platform with a modern and intuitive user experience.

With its powerful configuration capability, D2 enables changes to be made on the fly to minimize deployment time and increase the speed at which ECM brings value to your business. And with a simplified implementation of ECM best practices and a significant advance in usability, D2 can accommodate the policies and standards required by your organization along with the preferences and individual working styles of different users.

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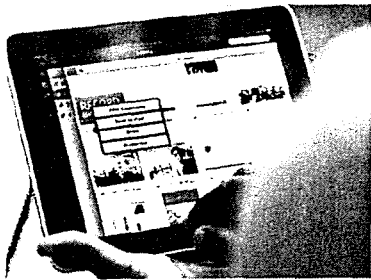
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EMC²

EMC DOCUMENTUM MOBILE

Enterprise information on the go



ESSENTIALS

Intuitive, Simple, and Secure

- Native iOS experience
- Guided navigation
- Secure repository access

Enterprise Information At Your Fingertips

- Rich media and metadata
- Repository search
- Online and offline viewing

Act on Information Faster Than Before

- Review and approval
- Comments
- Content import and metadata editing

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Available as a free download from Apple iTunes, Documentum Mobile puts secure, mobile access to enterprise information at your finger tips, allowing you to act on information faster than ever before. Documentum Mobile enables mobile users to access and browse Documentum repository content, including rich media such as images and video, from anywhere you have an Internet connection. From its simple, intuitive interface, you can easily perform common repository tasks such as search and preview, download content for offline access, import content and edit metadata, engage in collaborative activities, and participate in business processes.

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DATA SHEET

Organize your work through Documentum Mobile's clean, intuitive interface

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Documentum Mobile simplifies the way you work. It will make you more responsive, more productive, and more connected to the enterprise.

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ACT ON INFORMATION WHILE ON THE GO

A mobile inbox helps you act on information wherever you are, providing review or approvals for critical workflow tasks. And when you're dealing directly with a customer that means greater customer satisfaction.

SHARE AND COLLABORATE

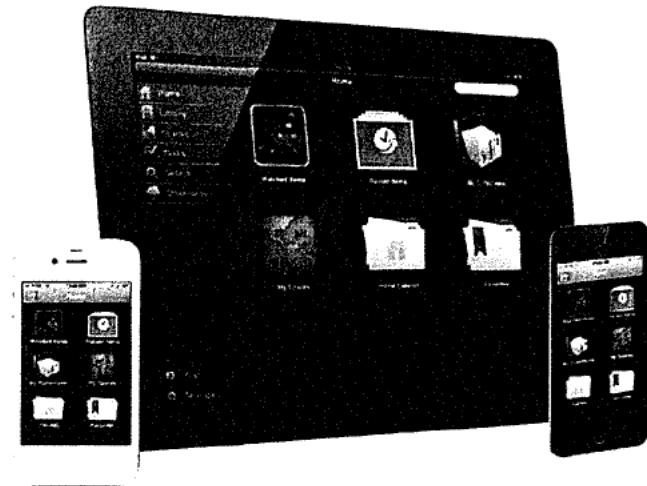
Just because you're not where your team is doesn't mean you can't share ideas and participate in collaborative discussions. Import content from your mobile applications and enter metadata, including custom properties. Plus, Documentum Mobile integrates directly with your email so you're never out of the loop.

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To learn more about EMC Documentum Mobile, visit us at www.EMC.com/DocumentumMobile, or call US: + [REDACTED]



Easily browse repository content through the most popular mobile devices—iPad, iPhone, and iPod Touch.

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VEOLIA TRANSPORTATION
VEOLIA Employee Handbook

VEOLIA TRANSPORTATION
Veolia Employee Handbook

Dear Employee:

On behalf of Veolia Transportation, I would like to welcome you to our company. I am glad you are a part of our team.

Our mission is to provide the highest quality, safe, reliable, and courteous transportation service that optimizes value to our customers and exceeds their expectations. We are committed to investing in and developing integrated mass passenger transport systems for the future, and exploiting the significant opportunities for growth, which exists in the public transport market.

At Veolia, we value our employees most. Our success depends on our employees, whether performing as individuals or working together. We are committed to maintaining and encouraging an environment of challenge and opportunity.

I hope you find your experience here to be satisfying and rewarding.

Sincerely,

Veolia/VEOLIA General Manager

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PURPOSE OF EMPLOYEE HANDBOOK

The purpose of the Employee Handbook is to provide you information about Veolia's employment practices and the expectations that Veolia has concerning our employees. The Handbook is intended to serve as a reference tool for all employees and to provide guidance concerning many essential employment matters.

Although the Handbook cannot cover every possible situation or question regarding your employment, it is intended to provide you a basic overview and guidance. Please take your time and read the Handbook thoroughly, retaining it for future reference.

As the need arises, Veolia reserves the right to modify, supplement, amend, delete or otherwise change any policy, practice, procedure or working condition at any time. While Veolia will attempt to provide employees with notice of changes, Veolia reserves the right to do so without notice. Questions regarding any policies or any policy changes should be discussed with your supervisor, the General Manager for your operation, or the Human Resources Department.

All the policies contained in the Employee Handbook should be followed, unless state or federal law requires otherwise.

SAFETY

Safety is first at Veolia. We will comply with all applicable federal, state, and local health and safety regulations in providing safe working conditions. Employees are expected to comply with all safety and health requirements whether established by management or by federal, state, or local law.

Veolia will maintain a safety organization to monitor safety processes and training, while working to identify practices within the industry, which have resulted in improved safety processes and safer operations.

The safety of each employee and passenger is our first commitment. Accident and injury prevention is so important that Veolia will give it precedence over operating productivity. No job is so important and no order so urgent that we cannot take time to perform work safely. Veolia will recognize no substitute for safety.

Each employee is responsible for:

- Making safety a part of his or her job.
- Recognizing the need for maximum safety efforts.
- Demonstrating behaviors that proactively prevent accidents and injuries.
- Genuinely cooperating with all aspects of our safety process.
- Continuously exercising cautions while performing work duties.
- Actively protecting him or herself, fellow employees and passengers.
- Taking no unnecessary chances that could result in an accident or injury.
- Using all safeguards and safety equipment provided.
- Complying with all rules, regulations, processes and practices.
- Detecting and reporting unsafe conditions, practices and behavior.
- Offering suggestions to improve safety performance and working conditions.

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- Attending all scheduled safety meetings and safety training.
- Practicing good housekeeping with a high standard of cleanliness.
- Immediately reporting any accident, incident or injury to supervisors or managers.

Employees will not be permitted to work if their physical and/or mental state endangers themselves or their fellow workers.

This policy will be amended as OSHA and other regulations require the Company to update the work environment in order to maintain a safe place for our employees.

THE NATURE OF YOUR EMPLOYMENT

Your employment with Veolia is "at-will". This means that both the Company and its employees have the right to terminate the employment relationship at any time, for any reason, with or without cause or notice. It is important to understand that no supervisor, manager or representative of Veolia other than the CEO, COO or President has the authority to enter into any contract or agreement with any employee for employment for any specified period of time or any agreement that is contrary to the "at-will" nature of your employment. Further, any employment agreement shall not be enforceable unless it is in writing.

Further, none of the policies set forth in this Handbook do not and are not intended to create a contract of employment between the Company and any of its employees. The provisions of the Handbook have been developed at the discretion of the management and may not be amended or cancelled at any time, at the sole discretion and determination of the Company.

Although your employment with Veolia is at-will, the Company strives to be fair and impartial in its disciplinary practices and procedures and will make every effort to ensure each employee has the opportunity to be successful in his or her employment with Veolia.

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EQUAL EMPLOYMENT OPPORTUNITY AND AFFIRMATIVE ACTION POLICY

Veolia is an equal employment opportunity employer and believes that each of its employees should be treated fairly and with the utmost respect and consideration.

To this end, Veolia has established and adopted an Equal Employment Opportunity and Affirmative Action policy. Pursuant to this policy, the Company will not discriminate and will not tolerate discrimination based on gender, race, sex, religion, color, creed, age, national origin, ancestry, sexual orientation, gender identity (transgender status), HIV status, marital or veteran status or disability or any other factor prohibited by applicable state, federal or local law. This policy applies to all terms, conditions and privileges of employment including recruiting, hiring, initial periods of employment, job assignments, training and development, promotion, transfer, compensation, benefits, educational assistance, layoff and recall, social and recreation programs, termination and separation.

An Affirmative Action Program also has been developed and is available for review in the Corporate Human Resources office. The goals of this program are:

- Veolia will recruit, hire and promote qualified employees without regard to gender, race, sex, religion, color, creed, age, national origin, ancestry, sexual orientation, gender identity (transgender status), HIV status, marital or veteran status or disability or any other legally protected status.
- Veolia will base employment decisions on the principles of Equal Employment and Affirmative Action.
- Employment and promotional opportunities will be filled utilizing only non-discriminatory, non-biased and only job-related criteria.
- Personnel actions, such as compensation, benefits, transfers, layoffs, company sponsored training programs and social and recreational programs will be administered on a non-discriminatory basis.

Implicit in our policy is the commitment of the Company to maintain a work environment that is safe, productive and free from harassment of any kind, including sexual harassment. The Company identifies itself as an Equal Opportunity Employer in advertising for employees, recruiting brochures, employee manuals and all day-to-day practices. Moreover, we individually and collectively share the responsibility for understanding the great importance of pleasant working associations, and assuring that every employee is welcomed, accepted and rewarded according to his or her contribution toward the attainment of our goals and objectives.

Principal and direct responsibility for successful implementation of this policy in a uniform manner has been assigned to the Human Resources department. Within their respective areas of responsibility, all managerial and supervisory personnel also are charged with and are accountable to ensure compliance with this policy.

Any question, comments, concerns or to voice complaints regarding this Equal Employment Opportunity and Affirmative Action Policy should be directed to the Human Resources department and/or your immediate supervisor or the General Manager of your operation.

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Please be assured that the Company will not punish you or retaliate against you for inquiring or making any report or complaint of discrimination or harassment. Further, if the Company finds that any employee, vendor or customer has illegally discriminated against any employee, that person will be subject to disciplinary action up to and including termination of employment. *VEOLIA HAS A ZERO TOLERANCE FOR DISCRIMINATORY, HARASSING AND OTHERWISE INAPPROPRIATE BEHAVIOR.*

AMERICANS WITH DISABILITIES ACT

Veolia is committed to complying fully with the Americans with Disabilities Act (ADA) and to ensuring equal employment opportunities for qualified persons with disabilities.

The Americans with Disabilities Act (ADA) defines disability as a physical or mental impairment that substantially limits one or more of the major life activities of such individual. A major life activity could include walking, seeing, hearing, speaking, breathing, learning or doing manual tasks.

It is the responsibility of the employee or applicant to request an accommodation for any physical or mental disability that substantially limits a major life activity of the employee or applicant. The individual must submit his or her request for accommodation in writing to his or her supervisor. In accordance with the Act, the Company will take such requests seriously and will promptly determine whether the employee or applicant is a qualified individual with a disability, and whether a reasonable accommodation exists which would allow the individual to perform the essential functions of his or her job, without impairing any undue hardship on the Company or other employees.

Our Company reserves the right to require the individual to substantiate any request for accommodation is necessary and includes, but is not limited to, requiring the employee to provide medical information concerning his or her disability. The Company will make reasonable accommodations to allow a qualified individual with a disability to perform a job's essential functions. Reasonable accommodations may include modifying equipment needed to do a job, adjusting an employee's work schedule (to allow time off for medical appointments) or providing interpreters for people with hearing impairments.

IMMIGRATION LAW COMPLIANCE

Veolia is committed to immigration law compliance, as is required by The Immigration Reform and Control Act of 1986. This law requires that all employees of the Company be United States citizens or non-citizens with the proper authorization to work in the United States. This requirement applies to both first-time employees and to re-hired employees in all positions.

As a condition of employment with Veolia, employees must properly complete, sign and date the first section of the Immigration and Naturalization Service Form I-9, and provide documentation to prove both their identity and their employment eligibility.

UNLAWFUL HARASSMENT PREVENTION POLICY

The Company believes in the rights and opportunities of all people to seek, obtain and hold employment without being subjected to or confronted with unlawful harassment or discrimination of any kind in the workplace. Specifically, unlawful harassment or inappropriate conduct that is verbal or physical conduct that denigrates or shows hostility or aversion toward an individual because of that person's race, religion, gender, national origin, ancestry, veteran's status, marital status, age, disability, sexual orientation and/or any other legally protected status as described in the federal, state or city statutes is strictly prohibited.

Harassment of an employee by any company employee or person working with the company (i.e. vendor, customer, supplier, contractor, etc.) will not be tolerated.

Some behavior, which is appropriate in a social setting, may not be appropriate in the workplace. Regardless of the form it takes, verbal, non-verbal or physical sexual harassment or inappropriate conduct is insulting and demeaning to the recipient and is unacceptable at work.

General

Harassment or inappropriate conduct can take many forms, some overt and some subtle. The practice of "if in doubt, don't" is good to follow with regard to appropriateness in the work environment. Some examples of prohibited conduct, based on the above mentioned protected status, which may be considered harassing include, but are not limited to:

- Verbal conduct such as derogatory comments, epithets, slurs, innuendo, sexual jokes, graphic verbal commentaries, degrading words used to describe an individual
- Threatening behavior
- Displaying of offensive objects, pictures, cartoons or posters
- Physical conduct such as unwanted, suggestive or offensive touching, assault, impeding or blocking movement
- Making adverse employment decision based solely on the employee's membership in one of the protected classes

Definition of Sexual Harassment

Sexual harassment or inappropriate conduct includes unwelcome sexual advances or visual, verbal or physical conduct of a sexual nature and is prohibited in all work settings including the office, on vehicles and/or at work related social events. This definition encompasses many forms of offensive behavior, including gender based harassment of a person of the same sex as the harasser, conduct of a sexual nature that creates an offensive, intimidating or hostile work environment and coerced sexual conduct by a person in a position of authority in the workplace. It cannot be stated often enough that, if behavior or actions are questionable in an individual's mind, it is appropriate to refrain from that behavior.

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Examples of prohibited harassment or inappropriate conduct include, but are not limited to the following:

- Unwelcome sexual flirtation or advances
- Offering employment, promotions or other benefits in exchange for sexual favors
- Threatening or making reprisals for refusing sexual advances
- Visual conduct such as leering, making sexual gestures, displaying sexually suggestive objects, pictures, cartoons or posters, suggestive or obscene letters, notes or invitations, including internet or other electronic formats
- Verbal conduct such as derogatory comments, epithets, slurs, sexual innuendo, sexual jokes, graphic verbal commentaries about an individual's body, sexually degrading words used to describe an individual
- Physical conduct such as unwanted, suggestive or offensive touching, assault, impeding or blocking movement

The Company will not in any way retaliate against an individual who makes a report of sexual harassment nor permit any employee to do so. Any person found to have retaliated against another individual for reporting sexual harassment will be subject to the same disciplinary action provided for sexual harassment offenders.

The Company adheres strictly to Title VII of the Civil Rights act, as amended, and to related state and local laws in regard to prevention of sexual harassment and the resolution of sexual harassment complaints.

What to do if you believe you are being sexually harassed:

Individuals who believe they are being sexually harassed may inform the offender that his/her behavior is unwelcome. If such informal, direct communication between individuals is either ineffective or impossible, the following steps should be followed in reporting a complaint:

To file a Complaint

Notify your supervisor or manager. If you believe that you are being harassed by your supervisor or are uncomfortable discussing harassment with your supervisor, the complaint should be directed to a management employee or Human Resources. .

Investigation Process

A prompt and thorough investigation will be conducted following notification of a complaint. In carrying out the investigation the investigator will try to take the wishes of the complainant under consideration, but must thoroughly investigate the matter as he/she sees fit, keeping the complainant informed as to the status of the investigation. In general, the investigation will include interviewing the complainant, interviewing the alleged harasser, interviewing witnesses and collecting information concerning each party on a case-by-base basis.

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Resolving the Complaint

If it is determined that inappropriate behavior and/or a violation of this policy has occurred, recommendations concerning appropriate disciplinary action will be made. Individuals found to have engaged in inappropriate conduct or violations of this policy will be disciplined, up to and including discharge.

If it is found that no inappropriate conduct or violation of this policy has occurred, this finding will be communicated to the complainant in an appropriately sensitive manner.

If an investigation results in a finding that the complainant falsely accused another of sexual harassment knowingly or in a malicious manner, the complainant will be subject to appropriate sanctions, including the possibility of discharge.

All employees shall be protected from retaliation, coercion, intimidation, interference or discrimination because they filed a complaint or assisted in an investigation.

Written Record of Complaints

The Company shall maintain a complete written record of all formal complaints and how they were resolved. In addition, where an employee is found to have harassed another employee, or an employee is found to have falsely accused another employee of harassment, a written record will be kept in that employee's own personnel file.

Conclusion

The Company has developed this policy to ensure that all its employees can work in an environment free from unlawful harassment or inappropriate conduct. The Company will make every effort to ensure that all its personnel are familiar with the policy and know that any complaint received will be thoroughly investigated and appropriately resolved.

EMPLOYEE STATUS

At Will

All Company employees are employees "at will." This means employment with the Company can be terminated by the employee or by the Company at any time without cause. The Company has no personal contract with us and we have no employment contract with the Company.

Types of Employees

The type of employee that you are has an effect on how you are paid and the employment benefits you are eligible to receive. The Company categorizes positions into two major groups to comply with the Fair Labor Standards Act (FLSA, also called "the Wage and Hour Act") and the California labor laws. Certain categories of salaried, white-collar employees are exempted from overtime pay provisions of the Wage and Hour Act.

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Full-Time

A full time employee is an employee regularly scheduled to work 40 hours per week on a continuous basis with the Company. To remain a full time employee, your scheduled hours worked plus hours on approved leave must total at least 40 each week. Employees who do not meet this requirement will be converted to part time employees and be eligible only for part time employee benefits.

Part-Time

A part time employee is an employee who is regularly scheduled to work less than 40 hours per week on a continuous basis with the Company.

Temporary Employees

A temporary employee is a full or part time employee who is hired for a specified or limited duration, (usually measured in weeks) to fill a need not expected to be of a continuous nature. Temporary employees are not eligible for Company provided benefits.

Initial Employment Period

Veolia has an "initial employment period" for all newly hired employees. This period is the first ninety (90) calendar days after an employee's date of hire (and in some instances re-hire) with the Company.

The purpose of the initial employment period is to provide the Company and the individual with a period of time to determine if the job responsibilities and duties are well-suited to the individual's performance and abilities, and if the individual's behavior and performance is consistent with the Company's core beliefs. Unless otherwise specified at the time of hire or assignment, the initial period lasts for the first 90 calendar days of an employee's employment, measured from the employee's first day on the job. If an employee is absent from work for a significant amount of time during the initial employment period, the length of the absence will automatically extend the time of the initial employment period by that same time.

During the initial period, heightened attention is given to the employee and the employee's work assignment, the ability of the employee to learn the job, and how the employee fits into the team are given by the employee and the employee's supervisor. If either is not satisfied with the relationship, the employee may resign on his or her own accord or may be dismissed based on the determination of the Company.

An employee's successful or satisfactory completion of the 90 day initial employment period does not create a contract of employment between the Company and the employee, nor does it guarantee the employee long-term, guaranteed or continuous employment with the Company. Even upon completion of the 90 day initial employment period, all new and continued employees of the Company are considered "at-will" unless otherwise modified or specified in writing by the CEO, COO or President.

EMPLOYMENT APPLICATIONS

Veolia relies upon the accuracy of information contained in the employment application, as well as the accuracy of other information the employee provides

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throughout the hiring process and employment. Any misrepresentation, falsifications, or material omissions in any of this information or data may result in immediate termination from employment. If the person is an applicant for employment, the applicant may be rejected from further consideration.

JOB OPPORTUNITIES

It is the Company's policy to provide eligible employees with transfer and advancement opportunities. The Company is committed to filling positions with qualified internal applicants whenever reasonably possible and seeks to develop and utilize employee's skills through promotions and transfers. Consideration for promotion or transfer is based on skills, abilities and qualifications.

In most cases, job openings are posted on employee bulletin boards and include information on the available position, essential duties, qualifications and application deadline. In some circumstances, it may be determined that posting is not applicable; therefore, the Company may not post all available positions. For example, it may be in the best interests of the Company to hire uniquely-qualified external candidates to take advantage of business opportunities created as a result of hiring those individuals.

All aspects of the selection process will be administrated on a non-discriminatory basis, without regard to a qualified applicant's race, color, religion, gender, sexual orientation, national origin, age, marital or veteran status, the presence of a non-job-related medical condition or disability, Vietnam Era Veteran or any other legally protected status.

FAMILY AND PERSONAL RELATIONSHIPS

It is the Company's policy to select and/or hire the best qualified employees for all positions. However, it is necessary that judgment be used in the hiring and placement of employees who are closely related. Unless precluded by state law, closely related persons will not be given or permitted to retain work assignments which require a relative to directly control or process the work, wages or hours of another relative.

For purposes of this policy, "relative" is defined as your spouse or domestic partner, father, mother, brother, sister, son or daughter, grandparents, step-parents or the father, mother, brother, sister, son or daughter, grandparents or step-parents of your spouse or domestic partner. (As used herein, the term "Domestic Partner" means: an individual registered as the domestic partner of an employee with a state, county or city which authorizes such registration, regardless of where the domestic partner now lives or whether the employee and the domestic partner are a same-sex or opposite sex couple. The term "Dependent means an employee's spouse or domestic partner and all eligible dependents.)

Relatives of current employees may be considered for hiring only within Company guidelines. Relatives will not be in a supervisory-subordinate relationship in any case. Also prohibited would be relatives working in any two jobs whose association may be detrimental to the Company's security. Further, such relatives generally will not be placed in positions where they work with or have access to sensitive information regarding a close family member or if there is an actual or apparent conflict of interest.

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Relatives may be employed for temporary positions provided a clear understanding exists that the employment is strictly temporary and will not necessarily lead to full-time employment. Any relative must meet all selection standards and pass the qualifications required for the specific position.

Any such hiring must be approved by the Human Resources Department. Failure to obtain such approval may result in the termination of employment.

This policy also applies to persons who are involved in a dating relationship within the work place. A dating relationship is considered a relationship that might reasonably be expected to lead to a consensual romantic or sexual relationship. This policy applies to all employees regardless of their gender or sexual orientation.

PAY PRACTICES/CHANGE OF STATUS

The Company compensates its employees on a bi-weekly basis. If a holiday falls on a pay date, paychecks will be distributed the day prior to the holiday.

Non-exempt (hourly) employees will be paid for hours shown on the time sheets dated for the preceding (two-week) pay period. Supporting time sheets are required prior to receiving compensation.

Federal and state laws require Veolia to make certain deductions from your pay for federal, state and local taxes, as well as Social Security. Further, depending on your employment status and selected benefits plan with the Company, certain deductions may be made from your pay to cover any necessary employee contribution to your selected benefit plan. All deductions will be itemized as a part of your paycheck.

Automatic Payroll Direct Deposit

Employees who wish to have their payroll check automatically deposited into a checking or savings account may do so. To begin automatic deposit, the "Direct Deposit Request Form" must be completed and include a voided check.

Each paycheck will be automatically deposited; however, the payroll department does not guarantee funds will be immediately available on our regular payday since posting times vary by individual banks.

Automatic deposits may be terminated at any time by giving the Company written notice at least one week prior to the next regular payday.

Garnishments

As the result of legal actions (including child support enforcement, collection of judgments, etc,) the Company may be required by law to withhold an employee's pay or portions thereof and remit the withheld wages to a court or governmental agency. This process is called "Garnishment." For purposes of this policy, the Company shall only consider garnishments that are not stopped (Quashed) prior to the actual withholding of money. Employees are responsible for any administrative fees involved with processing the garnishment. In cases where the garnishment is to be stopped, the employee should obtain an Official Quash Order (or other evidence that the garnishment has been officially quashed) and present it to the General Manager or the Human Resources department prior to the withholding of money.

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Employees are encouraged to take immediate action at the first notification of an impending garnishment to resolve the debt, either through payment or by working out other arrangements for payment.

Final Pay

When an employee leaves the Company voluntarily, and provides 72 hours notice, the employee will be paid on his/her last day of work. A final paycheck will be provided on the final day of work for any employee with an involuntary termination. If an employee quits with less than 72 hours advance notice, the employee will be paid not later than 72 hours of the notice. Weekends and holidays are included in the 72 hours time frame. If an employee quits without notice and requests that his/her check be mailed and designates a mailing address, the check will be placed in the mail within 72 hours after the employee has quit.

In order to maintain accurate tax, payroll and benefit records employees must immediately report any change in their name, address, telephone number, marital status, dependent status, insurance beneficiary, or person(s) to notify in case of accident or emergency.

See your supervisor or Human Resources for the proper form or forms to be used in order to make such changes.

USE OF COMPANY EQUIPMENT OFF PREMISES

From time to time, the Company will permit employees to use Company equipment at home or elsewhere when the use is in the Company's interest and only with prior authorization.

- Any Company employee who identifies a need to use Company equipment at home or elsewhere must obtain prior approval from his/her supervisor.
- Proper care, use, and return of Company equipment are the sole responsibility of the employee using the equipment off the Company's premises.
- Any Company equipment used away from the Company's premises must be returned in as good or better condition as when it left the Company's premises.
- Damage, theft, repair, or replacement costs to Company equipment is the sole responsibility of the employee in whose care the equipment was entrusted.
- In the event a Company employee terminates his/her employment (voluntarily or involuntarily), the employee will return or pay for any Company equipment in his/her use at the time of separation.

The improper, careless, negligent, destructive, or unsafe use or operation of Company equipment may result in disciplinary action, up to and including termination of employment.

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USE OF COMPANY VEHICLES

Many Company employees will have authorization to use Company vehicles for purposes of accomplishing their job duties. Company vehicles are expensive and should be treated with the utmost care and responsibility. Each employee assigned a Company vehicle has responsibility to report immediately any damage, defects or necessary repairs to the vehicles, so as to prevent further deterioration to the vehicle or possible injury to employees or other people.

The improper, careless, negligent, destructive, or unsafe use or operation of Company vehicles, as well as excessive or avoidable traffic and parking violations, may result in disciplinary action, up to and including termination of employment.

TELEPHONE/MAIL USE

Company policy allows employees to use the telephone for occasional personal use.

- Occasional personal calls may be made using the Company telephone.
- Excessive use of the telephone for personal use will result in disciplinary action, up to and including dismissal.
- Personal long distance telephone calls are not permitted at any time.
- The use of any Veolia office as your personal mailing address and the use of Veolia postage for personal mail is prohibited, unless approved through your manager, and reimbursement arrangements have been agreed to in writing.
- The Company will have unrestricted access to information stored in the voicemail system and may review contents of stored voicemails records. You should not have any expectation of privacy regarding documents and messages stored in phone systems or other electronic media

DRESS CODE

Work attire should compliment an environment that reflects an efficient, orderly and professionally operated organization. It is Company policy that during business hours employees are expected to present a clean and neat appearance and to dress according to the requirements of their positions.

Many of our employees are required to wear a Veolia-provided uniform as a part of your employment with the Company. Your manager or supervisor will review with you the expectations and requirements with respect to the wearing of your uniform. An employee's failure to wear his or her uniform in compliance with Company policy may result in disciplinary action, up to and including termination.

All other employees are expected to dress in businesslike attire, particularly when meeting with clients and potential clients, consultants and potential employees. Immediate supervisors may counsel employees should clothing or grooming not adhere to the Company dress code. Employees who appear for work inappropriately dressed or groomed may be sent home and directed to return to work in proper attire

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and/or properly groomed. Under such circumstances, employees will not be compensated for the time away from work.

Where certain items are worn to conform to religious requirements, they will be permitted within reason at the discretion of Company management.

The following examples should help you understand Veolia's personal appearance and dress code guidelines:

- Shoes must provide safe, secure footing, and offer protection against hazards.
- Tank tops, tube or halter tops, or shorts may not be worn under any circumstances.
- Mustaches and beards must be clean, well-trimmed and neat.
- Hairstyles are expected to be neat and in good taste.
- Offensive body odor and poor personal hygiene is not professionally acceptable.
- Jewelry should not be functionally restrictive, dangerous to job performance or excessive.
- Facial jewelry, such as eyebrow rings, nose rings, lip rings and tongue studs, is not professionally appropriate and must not be worn during business hours.
- Multiple ear piercing (more than one ring in each ear) are not professionally appropriate and must not be worn during business hours.
- Torso body piercing with visible jewelry or jewelry that can be seen through or under clothing must not be worn during business hours.
- Visible excessive tattoos and similar body art must be covered during business hours.

NON-SOLICITATION / DISTRIBUTION

In order to prevent disruption in the operation, interference with work, or inconvenience to other employees, the following rules apply to solicitation, distribution, or sales of goods or services of any kind on company property. Veolia property is defined as any building or office housing Veolia employees. Additionally included are parking lots, walkways, and driveways servicing such buildings (as long as Veolia is the sole tenant of the building).

1. Solicitation, distribution, sale or the posting on non-Veolia materials, goods, or services by non-employees on Veolia property is prohibited for any purpose, anywhere, and at any time.
2. Solicitation by employees on Veolia property during working time is prohibited. Working time includes the working time of the employee doing the soliciting and the employee being solicited. An employee who is not on working time should not solicit an employee who is on working time.
3. Distribution of non-Veolia literature by employees on Veolia property in working areas is prohibited at any time.
4. Distribution of non-Veolia literature by employees on Veolia property in non-working areas during working time is prohibited. Working time includes the working time of the employee doing the distributing and the employee receiving the distribution. An employee who is not on working time should not distribute literature to an employee who is on working time.
5. Off-duty employees should not enter (except for legitimate business reasons) any Veolia facility not open to the general public and are prohibited from

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interfering or causing a disturbance with an on-duty employee's performance of his/her work duties.

6. Bulletin boards are to be used to display only Veolia approved notices, and their use will be monitored by local management. If there are any questions, the General Manager should be consulted.
7. Neither employees nor non-employees may use Veolia equipment, supplies, facilities, or property for non-company purposes.

Working time is defined as actual work time (i.e. the authorized performance of work tasks) and does not include lunch periods, break periods or other similar periods in which employees are at work, but not on duty.

Exception: This policy does not restrict employer sponsored activities connected with United Way, Muscular Dystrophy, or Serena's Song.

BULLETIN BOARDS

Company bulletin boards are maintained for the purpose of communicating matters of Company business required by law and items of employee's personal interest. Bulletin boards are an essential component of the official communication and information program for Company employees.

Bulletin boards are Company property and, as such, the Company reserves exclusive control over their access and use. Approval for all postings outside of daily operational memorandums must be made through the General Manager.

- A bulletin board will be maintained in order to display government required posters as well as Company announcements, such as job postings or memos.
- Employees should read the bulletin board daily to keep current with Company news.
- Personal notices may be posted provided that adequate space is available and such notices do not violate the company's no-solicitation rule. Company postings will receive priority in space assignment.
- No ads of a commercial nature may be posted.

MEDIA RELATIONS

It is the policy of the Company not to grant interviews or release information to the media without prior approval of the Chief Executive Officer, General Counsel, Chief Operating Officer, Regional Vice President, or General Manager depending on your specific issue.

Any requests for interviews or information by the media should be referred to the General Counsel, if applicable.

- Courtesy and common sense should always dictate in dealing with such requests. The employee should ask the reporter for his or her name, the name of the publication or company, a telephone number and the topic in issue.

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- The employee should then contact the General Counsel with the information. In the event the General Counsel is unavailable, the employee should make direct contact with an appropriate officer of the Company.
- In no case should any information be volunteered to outside sources.

This policy excludes those circumstances dealing with local media events (i.e. rodeo, marketing events, etc.)

FACILITY SECURITY

It is the policy of the Company to provide a secure work environment for our employees in which to work and to service our clients.

- It is the responsibility of each employee to safeguard Company property by carefully following all security procedures.
- It is the responsibility of each Company employee to safeguard their own personal property by keeping valuables out of sight and/or locked securely.
- It is the responsibility of each Company employee to safeguard the security and safety of client information as set forth in any contract specification for securing information or products.
- The Company is not responsible for loss or damage of employees' personal property on Company premises.
- It is the responsibility of each Company employee to report any violations to this policy by any other Company employee, agency employee, visitor, vendor, subcontractor, consultant and/or client.

Further, the Company expressly prohibits the possession, transfer, sale or use of illegal drugs, alcohol, firearms, explosives or other improper materials on Company premises or stored in Company property. If, at any time, the Company suspects that any Company-assigned property such as lockers, desks or other storage devices are being used to house such illegal items, the Company, reserves the right to inspect all such property, with or without notice, to the employee.

OPEN DOOR POLICY

Communications are important to successful working relationships. Employees are encouraged to discuss any concerns with an immediate supervisor. This ensures proper communications and allows quick problem resolution.

From time to time, an employee may feel that his/her supervisor is not handling the situation satisfactorily. In this case, the next option is to discuss the situation with the next supervisory level. Should you still feel your situation was not handled satisfactorily, you should contact the Human Resources department.

DUE PROCESS PROCEDURE

The Company understands that organizational conflict is natural, inevitable and expected. To address the inevitable, we encourage open and honest communication to resolve differences and improve understanding. Employees are encouraged to first discuss their concerns and complaints with their supervisors. If an employee is unable to resolve his/her complaint informally, we have established a due process procedure.

Employees are provided an opportunity, when appropriate and practical, to present their work-related complaints and to appeal management decisions through a formal due process procedure. The Company will attempt to resolve all complaints.

An appropriate complaint is an employee's expressed feeling of dissatisfaction concerning any interpretation or application of a work-related policy by management, supervisors, or other employees. Examples of actions that may be causes of complaints under this policy are:

- Application of Company policies, procedures, rules, regulations, and practices believed to be to the detriment of an employee
- Treatment considered unfair by an employee, such as coercion, reprisal, harassment, or discrimination
- Alleged discrimination because of race, color, sex, age, religion, national origin, marital status, veteran status, disability or sexual preference.
- Improper or unfair administration of wages, benefits or conditions of employment such as vacations, promotions, retirement, benefits, holidays, performance review, salary or seniority

Employees must notify the Company within 10 working days of the alleged action or when the employee reasonably became aware of the action of any complaint appropriate for handling under this policy.

Employees are not to be penalized for proper use of the due process procedure. However, it is not considered proper if an employee abuses the procedure by raising complaints in bad faith or solely for the purposes of delay or harassment, or by repeatedly raising complaints that a reasonable person would judge have no merit.

The complaint procedure has a maximum of four steps, but complaints may be resolved at any step in the process. Complaints are to be fully processed, until the employee is satisfied, or does not file a timely appeal, or until the right of appeal is exhausted.

A decision becomes binding on all parties whenever an employee does not file a timely appeal or when a decision is made in the final step and the right of appeal no longer exists.

Employees who feel they have an appropriate complaint should take these steps:

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Step One

Discussion with the Department Manager. [If the complaint involves the manager, then it is permissible to proceed directly to Step Two.] The manager is to investigate the complaint, attempt to resolve it, and communicate his/her decision to the employee within a reasonable time.

Step Two

If not satisfied, the employee may request the General Manager conduct a facilitated meeting with the Department Manager. During a facilitated conversation, issues and interests are identified and possible solutions explored. If no resolution is reached, the employee may reduce his/her complaint to writing and advance to Step Three of the procedure.

Step Three

The employee may appeal the decision to the Regional Vice President. Such an appeal must be in writing within 10 days of Step Two. The manager is then to submit a similar written report providing his or her version of the complaint and potential resolutions. The Regional Vice President will, in a timely fashion, confer with the employee, the manager, and any other members of management he or she deems appropriate, investigate the issues, and communicate a decision (in writing) to all the parties involved.

Step Four

If the employee is not satisfied with the Regional Vice President's decision, he or she may appeal the decision to the Director of Human Resources for the Region. The appeal must be made in writing within 10 days of receipt of the Step Three decision. The Director of Human Resources will take the steps deemed necessary to review and investigate the complaint and will then issue a written, final, and binding decision.

Final decisions on complaints will not be precedent-setting or binding on future complaints, nor does it preclude any employee from pursuing any other available processes or remedies.

To the extent permitted by law, information concerning an employee's complaint is to be held in confidence. Supervisors, department managers, and other members of management are to investigate and discuss a complaint only with those individuals who have a need to know about it or who are needed to supply necessary background information.

ATTENDANCE POLICY

Section 1 - Good Attendance: All employees are responsible for good attendance and punctuality. This means reporting to work on time each scheduled work day. Failure to meet this requirement may result in disciplinary action up to and including termination of employment.

Section 2 - Absence Defined: An absence is defined as one or more scheduled consecutive work days (or any part of a work day) when an employee is not at work. An employee who misses up to five (5) consecutive days for the same illness or medical condition, will be assessed one absence.

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Section 3 - Absence Equals Occurrence: There will be no determination as to whether the absence is excused or unexcused. Regardless of whether the employee obtains a note or medical excuse from a healthcare provider, the absence will still count as an occurrence for the purposes of this policy. The only absences which will be exempt from this policy will be military, jury, bereavement, FMLA, Company-imposed suspension, work-related injury, pre-approved vacation, holidays (when an employee is not scheduled to work), leaves under California Labor Code Section 230.8, paid sick days subject to the employee's compliance with call-in requirements and pre-approved leaves of absence. An employee who reports late to work forfeits his/her assigned route and may be assigned to any open route or sent home by the Company without pay at the Company's discretion.

Attendance Definitions:

Tardy: An occurrence whereby an employee reports to work between five (5) to thirty (30) minutes after the scheduled starting time of his/her shift.

Absence: An occurrence whereby an employee reports off work at least two (2) hours prior to the scheduled start time of his/her work assignment in accordance with call-in requirements or reports to work more than thirty (30) but less than sixty (60) minutes following the employee's scheduled start time.

No Call/No Show: An occurrence whereby an employee fails to show up for a work assignment within sixty (60) minutes following the scheduled start time or fails to report off work at least two (2) hours prior to the scheduled start time of his/her work assignment in accordance with call-in requirements.

Section 4 - Number of Occurrences/Discipline: In an effort to address attendance problems promptly and effectively, progressive corrective action will be implemented in the following circumstances:

TARDY	Within (30) day period	Within rolling (12) month period
Documented Verbal	1 st	
Written Warning	2 nd	4 th
Final Written Warning	3 rd	5 th
Suspension	4 th (1 day)	6 th (2days)
Dismissal	5 th	8 th

ABSENCE	Within (30) day period	Within rolling (12) month period
Documented Verbal	1 st	
Written Warning	2 nd	2 nd
Final Written Warning	3 rd	3 rd
Suspension (3 days)	4 th	4 th
Dismissal	5 th	6 th

No-Call/No-Show	Within (30) day period	Within rolling (12) month period
Written Warning	1 st	1 st
Suspension	---	2 nd (5 days)
Dismissal	2 nd	3 rd

Section 5 - Job Abandonment: Two (2) consecutive days of no-call/no-show violations will be considered job abandonment and the employee will be considered as having resigned his or her position with the Company.

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Section 6 - Removal of Discipline: All discipline notices shall remain in effect for a period of no more than twelve (12) months from the date of issuance. Warning letters shall be specific, not general in nature, as to the alleged violation (i.e., time, date, place and nature of violation).

Section 7 - Return to Work: The Company may require an employee to produce a doctor's note or a certificate from a health care provider to substantiate an illness, injury or other health related absence of one (2) or more consecutive days.

DRUG AND ALCOHOL ABUSE

The Company has adopted an Anti-Drug Program that applies to all employees. In addition, employees in safety-sensitive positions are subject to drug and alcohol testing on a random basis and upon certain specified occurrences. The extremely serious consequences of drug and substance abuse and the impact it can have on the safety of employees and the public are recognized by the Company. Therefore, we are committed to maintaining a drug-free workplace.

The Company prohibits the unlawful possession, use, dispensation, distribution, or manufacture of controlled substances on any premises owned or controlled by the Company. Such prohibition also extends to any location or situation incidental to performance of Company business, whether on travel status, temporary assignment, or assignment to an alternate work site. The term "controlled substances" means drugs that have been illegally obtained or are not being used for their intended purposes; examples are: marijuana, PCP, heroin, LSD, "crack," and barbiturates.

Individuals who do not adhere to the restrictions and intent of this policy will be subject to disciplinary action up to and including immediate termination. Prohibitions and restrictions include, but are not limited to, the following:

- Employees possessing illegal drugs or substances or who are deliberately misusing drugs that were legally prescribed
- Individuals enrolled in rehabilitative programs and leave them on their own volition prior to program completion
- Possession or consumption of alcoholic beverages on Company time other than that permitted
- Employees reporting to work impaired from use of alcohol or drugs
- Employees who are under age and consume alcoholic beverages at company-sponsored events or employees who offer or serve alcohol to them at these events

BUSINESS ETHICS

Employees are expected to represent the Company in a positive and ethical manner. Employees have an obligation to refer questions and concerns about potential conflicts to their supervisor. It is not acceptable to "look the other way" when a possible conflict arises. Employees should refer to the Veolia Transportation Code of

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Business Conduct for additional details on ethical standards and behavioral expectations.

All gifts or other gratuities from any party having or seeking to establish a business relationship with the Company are discouraged and contrary to this policy. This policy is not intended to prohibit ordinary and accepted courtesies of business, such as promotional desk calendars, diaries, cigarette lighters, pencils and occasional meals; but this policy is intended to prohibit receipt of valuable gifts and extended or expensive hospitality. Proper personal conduct requires the following:

- Employees of the Company shall not solicit personal gratuities, discounts, favors, or anything of monetary value from contractors or potential contractors.
- Employees may not engage directly or indirectly, either on or off the job, in any conduct which is disloyal, disruptive, competitive, or damaging to the Company. Such prohibited activity also includes any illegal acts in restraint of trade.
- Employees are not to accept any employment relationship with any organization which does business with the Company or is a competitor. This includes, but is not limited to being named on competitor's bids as a potential candidate.
- Employees must disclose any financial interest they or their immediate family have in any firm which does business or competes with the Company.
- Employees and their immediate family may not accept gifts, except those of nominal value (**\$25 or less**), or any special discounts or loans from any person or firm doing, or seeking to do, business with the Company. The meaning of gifts for purposes of this policy includes but is not limited to the acceptance of lavish entertainment and free long-distance travel and lodging.
- If luncheon or dinner meetings occasionally are desirable for the conduct of business, the Company should pay the expenses of an appropriate share of such meetings.
- All employees shall deal with suppliers, customers and other persons doing business with the Company in a completely fair and objective manner without favor or preference based upon personal financial considerations.

STANDARDS OF CONDUCT

The Company conducts its business with the highest standards and according to all applicable laws and regulations. All Company employees are required and expected to follow certain standards of conduct on the job. Deviation from these standards may result in disciplinary actions up to and including termination.

For the protection of the Company and all employees, a list of general conditions under which disciplinary action toward, or discharge of, an employee may occur. Unacceptable conduct includes but is not limited to the following:

- Theft or inappropriate removal or possession of property

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- Fraud or dishonesty
- Falsification of timekeeping records
- Working under the influence of alcohol or illegal drugs
- Possession, distribution, sale, transfer, or use of alcohol or illegal drugs in the workplace, while on duty, or while operating employer-owned vehicles or equipment
- Fighting or threatening violence in the workplace
- Boisterous or disruptive activity in the workplace
- Negligence or improper conduct leading to damage of employer-owned or customer-owned property
- Insubordination or other disrespectful conduct
- Failure to comply with or violation of Company safety and health rules
- Smoking in prohibited areas
- Sexual or other unlawful or unwelcome harassment
- Possession of dangerous or unauthorized materials, such as explosives or firearms, in the workplace
- Unauthorized or excessive absenteeism and/or tardiness
- Unauthorized or excessive absence from work station during the workday
- Unauthorized use of vehicles, telephones, mail system, or other employer-owned equipment
- Unauthorized disclosure of business "secrets" or confidential information
- Violation of personnel policies
- Unsatisfactory performance or conduct

Employees violating any of these standards or other Company policies not specifically listed here may be subject to disciplinary action, up to and including termination. Some actions listed violate multiple policies and management should have discretion to impose the most severe disciplinary action, up to and including termination.

CONFIDENTIAL & PROPRIETARY INFORMATION

It is very important to Veolia that we protect our confidential business information and trade secrets. Company expertise, procedures, trade secrets and financial information are examples of confidential and proprietary data. Because this data is valuable to the Company and could benefit our competitors, the Company intends to protect it against unauthorized disclosure (accidental or intentional) and preserve the Company's proprietary data and trade secrets. The Company will pursue legal and contractual sanctions against unauthorized disclosure of proprietary and client sensitive information by its current or former employees.

Sensitive information, whether in printed, handwritten, or electronic form, may fall into one or more of the following categories:

- Client-specific information/materials provided to the Company by its clients.
- Reports or other information in draft form and not authorized for release by the Company and/or its clients.
- Documents marked to indicate that they are the Company proprietary or copyrighted material.
- Financial information showing Company financial performance, individual salary rates, the Company overhead rates or business or technical proposals submitted to clients or potential clients.
- Marketing plans and/or names, addresses or telephone numbers of current or potential Company clients.

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- Working papers or other material related to completed projects or work in process.

At hire, new employees are required to sign a confidentiality agreement that they (1) affirm understanding of obligations under the policy; (2) intend to adhere to the policy; and (3) confirm they have been made aware that revealing proprietary information subjects them to discipline, up to and including immediate dismissal.

Not later than the last day of work at the Company, employees must have returned to their immediate supervisors (whether in printed, handwritten, or electronic form) any sensitive information that employees may have in their possession.

After leaving the Company, individuals remain obligated to protect sensitive information to which they had access during their employment. The Company operations, including finances, salaries, costs, proposal features, etc., are considered proprietary and should not be divulged in any manner, written or oral.

In cases where proprietary information is released by former employees, the Company will take appropriate and necessary actions, including legal action, to protect client and Company proprietary and sensitive information from unauthorized and inappropriate disclosure or use.

INJURIES ON THE JOB

Veolia carries Workers' Compensation coverage in accordance with state law. Provisions of state law generally provide hospital and medical expenses for work-related injuries, plus limited salary benefits.

Work-related injuries are those which occur during working hours and arise out of the course and scope of employment. Injuries received while commuting to and from work are not covered.

Reporting Claims

All work-related injuries must be reported to your supervisor. Reports must be telephoned within 24 hours, and written reports submitted within five working days.

Eligibility

All employees are eligible for Workers' Compensation insurance coverage effective the first day of employment.

Cost

Premiums are paid wholly by the Company unless state law provides for employees' contributions.

Benefits

Approved medical expenses are paid for by Veolia or the employee.

WORKPLACE VIOLENCE

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Verbal or physical threats or actions, profane, vulgar, or offensive language, fighting, possession of firearms or weapons, or using any object as a weapon or threatening to use an object as a weapon, and other improper conduct towards supervisors, clients, customers, or co-employees are prohibited. This policy should be rigidly followed by all employees and all threats or acts of workplace violence should be immediately brought to the attention of your supervisor. All complaints will be addressed immediately and investigated if necessary.

Threats and acts of workplace violence, including those intended or perceived to be made in jest, are not appropriate in the workplace and may be grounds for immediate dismissal.

INTERNET POLICY

E-mail and I.T. Systems generally are becoming ever more widely used for communication and business, both internally between the Company's operating sites and externally via the Internet.

Web browsing, including the ability to access information on the Internet and download information from it, is increasingly becoming a regular part of business activities and the practice of conducting business over the Internet will only grow.

The aim of this policy is to set out a framework on the use of E-mail and the Internet while making use of the Company's hardware and software on Company business. This policy framework is consistent across all the Group's operating companies and will apply equally to all of them.

This policy also seeks to safeguard the Company's own interests and those of the Group since all messages and access from its facilities are traceable under its domain name.

A separate document, attached as an Appendix to this policy, includes guidance on good practice to follow in using E-mail and the Internet.

MONITORING

Messages sent via E-mail or by the Internet are more permanent and accessible than is often realized. Sending an E-mail is similar to writing a postcard. Such messages should be treated in the same way as other written material, as they may be accessible through archiving or retrieval procedures even when they have apparently been deleted.

All E-mail, Internet messages and electronic communications should therefore be regarded as permanent documents.

E-mails may be discoverable in court proceedings. You should not therefore include in an E-mail anything that you would not choose to write down in any other document such as a letter. Additionally, E-mails should not be circulated to persons who do not need to receive them particularly in circumstances where litigation is pending or threatened.

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Users of electronic communication should be aware that the Company can monitor and retrieve all of its electronic communications.

CONSEQUENCES OF MISUSE

The E-mail system and the Internet may only be used as expressly permitted or authorized by the Company. Some actions connected with the use of E-mail or web access will be interpreted as misuse of the system including, for example, but not limited to:

- Private or freelance business.
- Gambling.
- Pornography, including visiting pornographic sites.
- Conducting political activities.
- Sending, forwarding or replying to offensive or obscene messages or attachments.
- Passing on confidential company information or any other information which could damage the reputation or business interests of the Company or the Group.
- Making potentially libelous, untrue or malicious statements.
- Breaches of copyright.
- Knowingly or carelessly allowing the Company's computer systems to become infected with any kind of software virus.
- Downloading information connected with any of the practices included in this section.

You should note that misuse of electronic communications and the Internet is regarded by the Company as an example of misconduct which may lead to the imposition of discipline, up to and including termination.

HARASSMENT

Any individual found to be sending hostile, harassing or bullying messages will be dealt with under the Company's disciplinary procedures, which could lead to dismissal. If you receive such a message, you must inform your manager as soon as possible.

LIABILITY

You should be aware that both the Company and you may be held liable for the damage caused by internal and external E-mails, Internet messages and any other electronic communication which is regarded as libelous material. The law does not distinguish between such messages and paper memoranda when evaluating whether the material is potentially libelous or not. Therefore, you must ensure that when circulating information which relates to individuals, firms or companies (including clients and competitors) that the information is accurate. If you are in any doubt, do not write it.

Every individual has the responsibility to protect the Company against the electronic dissemination of a potentially libelous communication. Should you receive or become aware of an electronic communication which could be considered as libelous you must report it to your manager as a matter of urgency.

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E-mail disclaimer notices have been circulated for automatic inclusion in outgoing messages.

POLICY REVIEW

The effectiveness of this policy will be monitored and may be reviewed by the Company at any time. Updates will be duly notified to all employees authorized to use the Company's electronic communications facilities.

The following represent some principles of good practice in using E-mail and in accessing the internet. These are intended to allow you to maximize your and the Company's benefits from the use of these electronic means of communication and should be seen in that light. The best approach to adopt is to view E-mail as an alternative method of communication to which you would apply the same rules as a more traditional method.

MAKING EFFECTIVE USE OF THE E-MAIL SYSTEM

- Messages should be short and clear and are ideal for distributing or updating information, confirming arrangements, meetings etc.
- Global E-mails (E-mails sent to everyone in the Company) affect the performance of the system and should not be used. The Company newsletter and other similar channels should be used for news items and all Departments / Sites should make arrangements to publish information in this way where appropriate.
- Messages should not be retained and attachments, where appropriate, should be saved to the hard disk as Word/Excel/PowerPoint etc. documents.
- The Inbox and other folders within the mail system should be cleared regularly, but only after ensuring that relevant material has been saved in the manner most appropriate. Deleting data no longer required frees up memory in the system and prevents it slowing down.
- Messages should not be printed out.
- Short messages are better sent direct as E-mail text rather than in a file attachment (e.g. Word or Excel). This uses up less memory space.

PERSONAL USE OF THE INTERNET

The Company recognizes that it may sometimes be necessary or useful for staff to make use of the Internet for personal reasons via the Company's hardware in the course of the working day. Limited use of the Internet for personal reasons is allowed by the company so long as (i) it does not fall within the categories of misuse (ii) it does not interfere with staff's duties to the Company. Any abuse of this privilege (which will be judged by the Company in its absolute discretion) will result in this privilege being withdrawn.

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KEY POINTS TO REMEMBER

Below are some key points to remember about the electronic communication systems available to you:

- It should not be used as a substitution for face to face or telephone conversation when these are more appropriate or necessary.
- On no account should electronic communication be used for vindictive, harassing, discriminatory or abusive comment or criticism of anyone, whether the target is another employee or any third party. Any person proved to have sent such an item will be dealt with accordingly under the Company's Disciplinary Procedure.
- Any individual in receipt of an item which they feel should have been prohibited by the above point must inform their manager immediately.
- All messages should be clear and unambiguous.
- An E-mail message should be treated as if it were a hard copy letter and drafted and checked in the same way.
- No response to an E-mail message should be sent in haste, anger or hostility.
- If you need any further advice on the use of electronic communication, you should contact your manager.

SECURITY

Unauthorized Third Party Use

In order to prevent unauthorized use, you should not divulge your password to a third party. You should ensure that when you log on to a machine that any other person using the machine has fully logged off beforehand.

Password Protection

You are responsible for ensuring that your password is protected, kept confidential and is changed on a regular basis. If you divulge your password to others, they may be able to log on to the system as you and send potentially libelous messages.

Logging Out

At all times when you are not using your E-mail or Internet you should ensure that you log off. This will help to prevent unauthorized third party use.

SEPARATION FROM STAFF

The employment relationship may be ended by either employee or the Company. At that time exit interviews may be conducted to assure orderly transition from employment with the Company.

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The Company desires its employees to give the customary two weeks' notice as a professional courtesy when employees voluntarily resign.

Upon receipt of resignations from employees or when termination decisions are made by the Company, supervisors must advise the General Manager or Human Resources of pending separations and effective dates so that required processing can take place on a timely basis. Supervisors provide Human Resources with information concerning Company property that employees must return to the Company. These items may include, but are not limited to, building or office keys, Company equipment, software and Company documents such as project materials, manuals, literature concerning the Company (business and policy information) and any monies due to the Company.

Exit Interviews

In most cases, employees who leave the Company may be asked to attend an exit interview or complete an exit interview survey. Appointments for exit interviews should be set by the department head or Human Resources with as much advance notice as possible. Interviews should be conducted on or before the last day of service. During exit interviews, employees will be advised of their right to continuation of benefits including health care, tax deferred savings plan and life insurance. The employee will also be provided a letter outlining final pay due.

LAYOFF

Veolia may find it necessary to reduce employment because of changes in contracts or other business considerations. The Company will attempt to avoid layoffs and will consider alternatives to layoff before making a final decision. However, management reserves the right to make business decisions to meet its fiduciary duty and ensure that quality service is maintained.

Employees selected for layoff will be given as much notice as possible.

Employees within each facility or unit of operation undergoing layoffs will be retained or laid off based on their seniority, provided that the employees who are retained have the demonstrated ability and fitness to perform the available jobs. In addition, the following evaluation criteria will be used:

- Job performance
- Safety record
- Transferability of skills to other positions
- Promotion potential to other available
- Ability to transfer to another property

Employees will not accrue vacation time or accumulate sick leave during layoff.

RELIGIOUS OBSERVANCE

The Company recognizes that some individuals observe holidays other than those observed by the Company. Upon request and when the Company can accommodate

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the request, employees will receive time off for religious observances. Such days taken off will be in addition to those observed by the Company.

Prior to dates of observance, employees must submit requests for time off to their immediate supervisors and obtain approval.

Such days off will be counted and charged as Vacation, Personal Days, or traded for other holidays.

FAMILY AND MEDICAL LEAVE

FMLA - Eligibility

Employees are eligible for this leave if they have been employed by the Company for at least 12 months, and have worked at least 1,250 hours during the previous 12 months, and are employed in a facility that has at least 50 employees in a 75-mile radius. The employee is required to provide thirty days evidence notice when leave is foreseeable.

FMLA – Reasons For Taking Leave

The birth or placement of a child for adoption or foster care. An expectant mother may take Leave before the birth of the child for prenatal care or if her condition makes her unable to work or comply with safety regulation.

The care of an immediate family member (spouse, son, daughter, or parent) who has a serious health condition.

The employee, who is unable to work because of a serious health condition—a serious health condition is defined as an illness, injury impairment or physical or mental condition that involves:

- In-patient care in a hospital, hospice or residential medical care facility
- An illness of three (3) days which requires continuing treatment by a health care provider
- Continuing treatment by a health care provider for a chronic or long-term condition

Veolia requires medical certification to support a leave because of a serious health condition, and a fitness-for-duty report to return to work. If second or third medical opinions are required, Veolia will bear the cost. If a Family Leave of Absence exceeds twelve (12) weeks on a rolling twelve (12) month period, the employee employment status may be in jeopardy, which could result in termination of employment. Exceptions are if state has allowed more than twelve (12) weeks off in a rolling twelve (12) month period.

FMLA – Intermittent or Reduced Workweek Leave

Employees taking leave due to their own or a relative's serious health condition may take leave on an intermittent (in separate blocks of time) or reduced schedule (decreased number of hours per week) basis, where medically

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necessary. If an employee takes leave on an intermittent or reduced schedule basis, the employee will be reduced pro-rata, and only the amount of leave time actually taken will be counted against the employee's twelve (12) week allowance. Veolia has the right to transfer the employee to a job with equivalent pay and benefits in order to better accommodate the request for an intermittent or reduced workweek schedule.

FMLA - Special Provisions Regarding Leave

If an employee and their spouse both work for Veolia, they are entitled only to a total of twelve (12) weeks of leave for the birth or placement of a child for adoption or foster care or to care for a sick parent. However, each employee is entitled to up to twelve (12) weeks of leave due to the employee's own serious health condition, to care for the spouse, or to care for a sick child.

Employees should make a reasonable effort to schedule planned medical treatment (either the employee's own or that of a seriously ill immediate family member) so that the treatments do not unduly disrupt the business operations. A leave of absence for the birth of a child or placement of a child for adoption or foster care must be concluded within one (1) year of the adoption or birth, and must be taken on a continuous basis.

Veolia requires medical certification to support a leave because of a serious health condition, and a fitness-for-duty report to return to work. If second or third medical opinions are required, Veolia will bear the cost.

The employee is required to provide 30 days advance notice when the leave is foreseeable.

FMLA – Use of Paid Leave Time

This leave is unpaid. Veolia requires an employee to use any accrued paid vacation at the commencement of a Family and Medical Leave. Where sick leave is accumulated, the employee is required to apply the paid sick time to the leave, when the leave is for the employee's serious health condition.

FMLA – Status of Benefits During Leave

During a Family and Medical Leave, the Company will maintain its share of the employee's health care coverage, if any. The employee is required to continue to pay the employee's share of premiums in a timely manner.

Veolia guarantees that employees, unless exempted under law, will be returned to their original or equivalent positions with equivalent pay, benefits and other employment terms, in compliance with federal and state regulations.

.PERSONAL LEAVE

A Personal Leave of Absence is available for unpaid time off from work for an extended period of time in the event of an emergency or hardship. This leave is granted, at the Company's discretion, for a period not less than seven (7) days and not to exceed thirty days. In extraordinary cases, the leave may be extended for an additional thirty (30) days

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Voting Leave

Employees requiring time off to vote must apply in writing to their supervisors before Election Day. Deductions from wages are prohibited for any eligible voter in general or primary elections. Enough time is to be granted to provide 2 consecutive hours, unless employee has 2 consecutive nonworking hours to vote. The Company may specify the time of day for the employees granted Voting Leave. Proof of voting documentation must be submitted to the employee's supervisor.

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Receipt of Employee Handbook

I have received my copy of the *Veolia Transportation VEOLIA Employee Handbook* that outlines the guidelines of the company, and I have read and understood the information contained in the handbook.

Since the information in this handbook is necessarily subject to change as situations warrant, it is understood that changes in the handbook may supercede, revise, or eliminate one or more of the benefits in this manual. These changes will be communicated to me by my supervisor or through official notices. I accept responsibility for keeping informed of these changes.

Employee's Signature

Date

Name [Please Print]

Please return receipt to the Human Resources Department

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Executive Summary

Introduction

WMATA's planned transformation of MetroAccess from a brokerage model, where one company is responsible for managing and/or providing all service, to the multiple-provider and split call center model represents a fundamental and positive shift in the way the service will operate. With this method, WMATA will be able to call on a greater pool of potential resources at times when the program is growing and/or when the need arises. The competitive nature of this contract is also not just limited to the RFP stages. There will continue to be professional competition that drives innovation and product differentiation to improve reliability and service quality for MetroAccess customers. Veolia is pleased to provide you with a high quality and cost effective proposal to perform the Service Delivery function for MetroAccess.



Although the reasons for and the likely results of making this fundamental shift are positive, there are a handful of major firms and a number of smaller ones vying to operate a portion of MetroAccess service. As a result, WMATA has a very challenging set of choices to make regarding which firms to hire and for which roles. In this proposal, we will introduce Veolia; our approach to the work; our local, regional and corporate teams; our taxi subcontractors; our proposed operating and maintenance facilities; our procedures for managing service in accordance with your expectations; our technology, our approach to coordination with WMATA, the Quality Assurance contractor, the Operations Control Center and other providers; and we will describe our approach for transitioning service. However, we want to start with what we believe makes Veolia the right choice for MetroAccess and WMATA.

The competence and qualifications of Veolia to provide MetroAccess service is one aspect of this proposal we hope to convey. But, perhaps equally important, is the soul of the proposal and the company that is behind it. Veolia has a passion for this business that is reflected in our people, the way we invest our resources to develop new methods and technologies and the ethics we convey to work transparently with our clients. You can see our commitment in our innovations such as LISTEN, designed to improve communications between our employees and our customers; Veolia Vision, a state-of-the-art paratransit predictive tool and our Operator Development Program, the industry's leading comprehensive Operator training tool. You can hear our commitment through the

voices of our employees whose loyalty to our company and the customers they serve are reflected in our low turnover rate and positive labor relations. You can feel our commitment in the humanitarian projects we sponsor such as the St. Bernard Project in New Orleans where our employees have rebuilt homes for victims of Hurricane Katrina.

Safety First! – Service Always!

Commitment to Safety

There is no amount of cost savings or service quality that can offset the importance of safety. Recognizing this fact, Veolia will never compromise on the requirement to operate safely. Safety is our first priority to you, to the customers and to ourselves. There is no better demonstration of respect for our employees than the investment and care we place in safety. Throughout our proposal, we emphasize our commitment to safety through the products, services and methods we employ, including:

- **DriveCam** - Veolia was the first major national transportation provider to embrace and use DriveCam. We appreciate WMATA's inclusion of DriveCam, and we are committed to using it as it was intended to be used—to identify unsafe acts and other coachable behaviors so that we can train our work force to be safe at all times.
- **DRIVE** – DRIVE is a Veolia-sponsored program that empowers local teams of employees to identify and make needed safety improvements—whether in the office, on the shop floor or on-board vehicles. DRIVE then measures something we call the “Safety Culture Index” and rewards employees when this measurement of our safety culture improves.
- **Operator Development Program** – Even though training costs money, and more training costs more money, we believe the investment pays off in fewer accidents, better customer service and more productive service delivery. Veolia provides 120 hours of training to every new Operator, and we provide even more for our Dispatchers and Supervisors. In addition, we provide rigorous training programs for each and every employee—whether they directly transport riders or not, and we are committed to comprehensive annual refresher training and a structured approach to employee development. The results of this commitment to training are employees who know how to operate their vehicles safely, how to transport riders safely and in accordance with ADA requirements, and how to respond to a host of unforeseen emergencies—from vehicle breakdowns, to accidents to weather emergencies. Ultimately, the result of this commitment to training is an industry-leading safety record and a work force which is second-to-none in terms of technical excellence and professionalism.

Commitment to Reliability

Although safety comes first, what riders notice is reliability; vehicles that are clean, Operators who are courteous, and rides that begin and end on time. Recognizing that we cannot meet your expectations without satisfying your customers, we have developed a number of technologies, tools and techniques that set us apart in this area. No other private transit company has made the investment in technology that Veolia has made; please consider:

- Veolia will implement a range of technologies which will integrate with Trapeze to better support on-time performance in both dedicated vehicles we operate and on board taxicabs under subcontracts to Veolia.
- Veolia's proprietary customer service training program, Going for Green, will be deployed. This program empowers Operators to change rider perceptions about service. Simply put, every rider has a perception of service, and properly trained Operators and other staff can take specific steps to help riders transform "red" or "yellow" perceptions about their service into positive "green" perceptions.

Veolia Offers Experience

Paratransit Experience

Although Veolia is new to the MetroAccess project, we operate paratransit in approximately 50 locations across North America, including some of the most highly respected paratransit systems in the country. In some locations, we operate turnkey systems where we perform eligibility certification, reservations and scheduling, dispatch, operations and customer service. In others, we broker service to subcontractors and taxi providers. In others, we operate service on the street, either as a subcontractor or as a contracted provider. The RFP did not ask providers to summarize any relevant projects. However, we are providing brief descriptions of the following projects which we consider to be relevant (either in terms of size, scope or complexity) to the MetroAccess system:

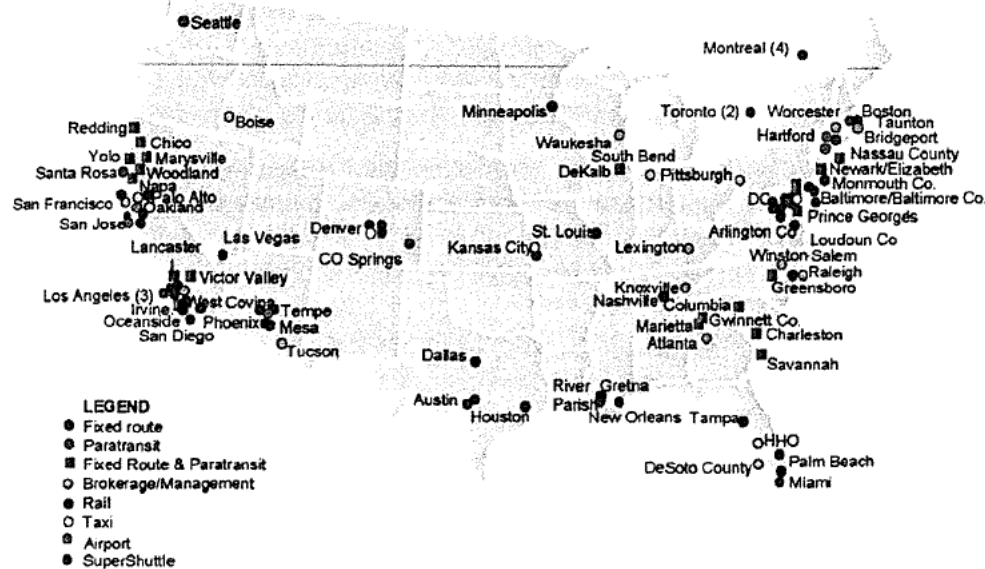
- **MTA Mobility (Baltimore, MD)** – Our successful paratransit contract in which Veolia operates a majority of the paratransit service while outperforming other contractors. We have been involved in transforming the service to improve productivity, service performance and invest in the infrastructure of the service through improved facilities.
- **King County METRO (Seattle, WA)** – a 200+ vehicle location where Veolia is responsible for reservations, scheduling, dispatch, on-street operations, and maintenance functions.
- **Kansas City Area Transportation Authority (Kansas City, MO)** – a 78 vehicle location where Veolia is responsible for the reservations, dispatch and on-street operations.
- **Orange County Transportation Authority (Orange County, CA)** – a 345 vehicle location where Veolia is responsible for scheduling, dispatch, on-street operations, maintenance and taxi program management.

For Hire Ground Transportation Experience

Veolia is the only major service provider bringing extensive taxi experience to the MetroAccess project. In addition to SuperShuttle and Execucar (two of the biggest names in the airport transportation arena), Veolia owns major taxi and town car operations in Baltimore, New York City, Pittsburgh, Kansas City, Denver and in a number of smaller cities. We operate a taxi company in Montgomery County, MD, called Sun Cab. Sun Cab will use hybrid taxis, sustainable business practices and exceptional customer service to grow our customer base and to expand operations in support of the MetroAccess project.

Being a leader in the private for-hire transportation and taxi industry has two practical advantages for this project. First, we can help with direct operation of those MetroAccess trips assigned to taxi and particularly in instances where the primary taxi provider falls short. Second, because we manage taxi businesses throughout the Mid-Atlantic Region and all over the country, we understand the taxi industry and what it will take to successfully incorporate a higher percentage of low-cost taxi trips into the MetroAccess system.

The following map is intended to demonstrate the depth of our transportation operations and management experience throughout North America. Each of the dots on the map represent a project, a client, customers and a community which Veolia is serving, and we are proud of each and every one. Therefore, we are also including a paratransit client contact list in the proposal appendices. We invite you to contact any or all of our current clients to learn more about our passion for safety and our willingness to do whatever it takes to deliver high-quality, reliable and cost effective service.



ADA Knowledge

One area where Veolia Transportation sets the standard for other companies to follow is in our knowledge of and experience with the delivery of transportation services for people with disabilities and our philosophy towards this service. In every public transit project we operate or manage the needs of people with disabilities and maintaining ADA compliance are key aspects of our operating policies and procedures, staff training and performance monitoring.

Veolia will use our knowledge of the ADA to ensure compliance with both the letter and spirit of the law, and our Vice President of Paratransit and IntelliRide Development [REDACTED] (who is the primary author of our technical proposal) will remain involved in the project throughout the life of the contract to ensure that our local team is properly trained regarding not only the ADA requirements impacting this project, but also regarding the disability community's needs and expectations for the service we deliver.

Trapeze Experience

WMATA has made a tremendous investment in Trapeze, but even the best technologies available are only as good as the people who use them. Veolia has tremendous experience with virtually every Trapeze module available, including PASS, Com, Cert, MON and others. We use Trapeze to perform virtually every aspect of paratransit planning, scheduling, dispatch, operations and customer service. Many can claim similar experience but only Veolia has the technical capacity. In addition, our in-house Trapeze experts, [REDACTED] and others have direct knowledge of and experience with not only Trapeze but also the MetroAccess project. As a result, we have a strong and detailed understanding of your Trapeze environment and of what it will take to support your technology investment.

Veolia Offers Depth

During the pre-proposal Conference for the MetroAccess RFP, WMATA staff reiterated the importance that each Proposer should place on the quality of their local teams and on the depth of the corporate support each would provide for this project—both during start-up and beyond. We have taken your direction to heart, and we are proposing an exceptionally well-qualified and experienced local team, and we will back it with the full force of our industry leading regional and corporate support teams. Here is a summary of what you can expect. More details are included throughout this proposal and particularly in our responses to CDRL SD-4 and CDRL SD-22.

- › Veolia's Area Vice President [REDACTED] will relocate to the Washington DC area and will serve as our on-site Project Manager [REDACTED] has more than 25 years of paratransit operations and management experience, including direct management of paratransit systems in Cincinnati and Baltimore and regional operational oversight of projects throughout the Midwest and Mid-Atlantic Regions [REDACTED] is an expert in paratransit operations; labor relations; call center management; reservations; scheduling; dispatching and in the effective blending of technology with tried and true operating best practices. He will use all of his experience to ensure safe, reliable and cost effective service for MetroAccess.

- We have named five very well-qualified and experienced Division Directors who will oversee the facilities we have identified. These managers include:
 - [REDACTED] who has managed Veolia's paratransit operations in Mesa, AZ and Nassau County, NY;
 - [REDACTED], who has managed paratransit operations in Louisville, KY
 - [REDACTED] who has managed Veolia's paratransit operations in Detroit, and Union County, NJ
 - [REDACTED] who has overseen day-to-day operations of Veolia's paratransit operations in Baltimore
 - [REDACTED] who has managed Veolia's paratransit operations in Tucson, AZ and Greensboro, SC

In addition, we have proposed dedicated staff for maintenance, safety and training, administrative support and information technology management.

Veolia's corporate support team will include dedicated regional and corporate experts in the areas of Trapeze management, facility and fleet maintenance, environmental compliance and sustainability, human resource management, labor relations, safety and training and ADA compliance. These experts are named in our proposal, and we commit to them visiting at least quarterly and more often during start-up and whenever needed.

During the start-up, we are proposing additional resources in the areas of overall project management, technology deployment, operational support, human resources management and training. We know that the start-up is a critical time, and we will commit to providing whatever it takes to deliver a smooth start-up—no matter what it costs.

The bottom line is that from Veolia's CEO on down, we recognize how important the MetroAccess project is to you, to your riders and to the Washington DC region, and we are committed to giving you a local team that is second to none, and the best regional and corporate support teams in North America.

Veolia Offers Flexibility

Because we are not currently operating MetroAccess service, we have the ability to build our MetroAccess plan from scratch. Recognizing this fact, and knowing that WMATA intends to award multiple contracts, we developed a business plan that will give WMATA the flexibility to assign Veolia any portion of the MetroAccess program you want us to have and the ability for you to have us operate service from anywhere in the MetroAccess service area that works for you. Here are the highlights:

- We are offering a total of five fully functional operating and maintenance facilities from which we can operate any amount of MetroAccess service you assign. Facilities range in size from 60 vehicles to 300 vehicles and are located throughout the service area.
 - Cabin Branch Road - Hyattsville, MD – 300+ vehicles
 - Ardwick-Ardmoore Road, Hyattsville, MD – 70+ vehicles

- Lindbergh Road, Gaithersburg, MD – 40+ vehicles
- Michigan Avenue NE, Washington, DC – 60 vehicles
- Farrington Avenue, Alexandria, VA – 130 vehicles

Veolia Offers Technology

In this industry, a company can choose to be a leader or follower; Veolia has chosen a leadership role as demonstrated by our proprietary suite of software applications which will work in concert with Trapeze to help our Dispatchers better manage Operator attendance, on-time performance, Dispatch effectiveness and the overall safety, quality and cost effectiveness of the services we operate. Veolia will provide all of the technology shown below as part of our base technical and price offerings. All of these technologies are described in greater detail in our response to CDRL SD-19.

VDS Software

Veolia's proprietary Veolia Dispatch Software (VDS) is a valuable tool which integrates with both Trapeze and ADP to enable our Dispatchers to better manage Dispatch effectiveness. Specifically, VDS enables Dispatchers to more quickly manage the Operator check-in and pull-out process, thereby improving on-time performance; the utilization of our Extra Board, and enabling us to better understand our true Extra Board requirement—this usually means better productivity and a smaller Operator requirement; and the ability to improve the accuracy and efficiency of our payroll processes. Over time, these operational improvements are enabling us to develop staffing plans which are leaner and more realistic, and over time, this translates into savings for clients like WMATA.

Veolia Vision

Veolia Vision is a proprietary software product, developed by Veolia's Director of Business Technology [REDACTED]. Veolia Vision expands on the strength of the Trapeze Dispatch Module by giving Dispatchers more tools to monitor events such as late pullouts, slack time, Operator breaks and on-time performance. Veolia Vision predicts and displays potential problems so that Dispatchers can take steps to correct them before they disrupt the entire day. At MetroAccess, we will not be dispatching our own vehicles. However, Vision can help us better manage our pull-out process, thereby enabling us to maintain better on-time performance for the MetroAccess OCC. In addition, having the ability to monitor our routes to identify potential tardiness before it materializes, we will be in a better position to work with the MetroAccess OCC on mitigations before they become necessary, or worse, before MetroAccess riders are negatively impacted.

Veolia Dashboard

In addition to the reports we will be expected to provide as a MetroAccess service delivery provider, Veolia will generate additional data through our Veolia Dashboard, a web-based company system that tracks, compares and reports key operational, maintenance and safety performance indicators (KPI's) for each Veolia project and region.

Over the short term, Veolia Dashboards help us to track our performance on the key metrics that drive service safety, quality and cost; as well as identifying trends early to take corrective actions quickly. Over the longer term, Veolia Dashboards help Managers and employees understand how factors such as on-time performance, employee attendance, labor utilization, accidents, injuries and customer complaints impact system performance; over time, this improved understanding will translate into continuous improvement for WMATA and for your MetroAccess riders.

Standing alone, Veolia Dashboards give our Managers very powerful tools for monitoring and managing service safety, cost and quality. However, when integrated with Trapeze, VDS and Veolia Vision (as it will be here), Veolia Dashboards stand as one of the best performance monitoring technologies available.

Veolia Offers Innovation

For the past several years, the transit industry has been wrestling with the apparent cost and quality trade-offs between dedicated vehicles and taxi service. A smaller subset of the industry has been working on business approaches and technologies that would either cut the cost of dedicated vehicle service and/or raise the quality and accountability of taxi services. At Veolia, we have developed a new business approach which offers both cost effectiveness and quality.

Introducing IntelliRide™

IntelliRide manages service delivery of non-dedicated vehicles such as taxis, sedans, and other for-hire vehicles. The strength of IntelliRide is the ability to cost-effectively match a required trip to the right transportation resource. In addition, IntelliRide takes the extra step of providing accountability and transparency for trips serviced by non-dedicated vehicles.

The IntelliRide software, provided by Veolia's Unified Dispatch division, will allow for a seamless and real-time connection between the MetroAccess Trapeze environment and each taxicab company's taxi dispatch system; or in the case of taxicab companies who do not have an automated dispatch system, to hand-held tablet computers which can be provided to individual taxicab operators assigned to this project. Once connected, IntelliRide will allow the OCC Contractor to manage trips assigned to taxi just like trips assigned to any of the other MetroAccess service delivery providers. The OCC Contractor will be able to monitor in real-time vehicle locations, the status of each trip assigned, and to verify pick-up's and drop-off's as they happen—without any intervention from either the taxicab company's dispatcher or Operator. For OCC staff and MetroAccess riders, IntelliRide means equal access to the real-time status of each and every trip—whether assigned to Veolia or to one of our taxi subcontractors.

IntelliRide will improve the quality and accountability of MetroAccess services provided by taxicabs, and it will reduce the average cost of a MetroAccess trip. Over the long term, having a technology which can help level the quality and accountability playing field for both dedicated and non-dedicated vehicles will free up service planners to truly optimize the mix of dedicated and non-dedicated vehicles to reflect the true pattern of paratransit demand.

Over time, the implications of this fact include lower costs to provide service, a reduced need for capital to fund vehicles and facilities, and the evolution of a system which can better address the ever-changing demand and dynamic growth of paratransit. Thus, over the longer term, technologies like IntelliRide could prove to be a game-changer for not only the cost of paratransit but for how we think about these critical services.

Veolia is excited about the potential of the IntelliRide technology for MetroAccess, and we have included the entire cost of IntelliRide within our quoted taxi subcontractor rates.

Veolia Offers Sustainability

At our roots, we are an environmental company, and we have used the principles of sustainable business practices to guide how we manage our facilities and equipment. Given that sustainability is reflected in the balancing of economic, social and environmental considerations, we have developed a sustainable business plan for MetroAccess which includes the following elements:

- › We are proposing five widely-scattered facilities that will promote WMATA's ability to maintain a decentralized MetroAccess infrastructure which minimizes deadhead and gives MetroAccess Operators, Dispatchers, Technicians and other personnel the ability to work closer to where they live.
- › Veolia will utilize our industry-leading Environmental Management System (EMS) and our Advantage Series™ manuals to implement environmentally friendly facility and fleet maintenance and cleaning practices.
- › Veolia will utilize hybrid support vehicles, environmentally friendly cleaning products and other sustainable business practices to reduce our environmental footprint.

Small and Local Preference Program Compliance

Veolia supports the intent of WMATA's Small and Local Preference Program, and we intend to meet or exceed the 2% goal established for this project. Documentation of our good faith efforts and a summary of the SLPP certified firms with whom we plan to subcontract in connection with this project and the amounts we intend to spend are provided in Volume III of our proposal package.

CDRL SD-1 – Service Delivery Work Plan

Service Delivery Plan

Recognizing that many of the decisions which WMATA will make about this program will depend not only on the quality and price of our proposal but also on those of a number of other transportation companies, we have developed a business approach which gives WMATA the flexibility to utilize Veolia for any portion of MetroAccess program that fits WMATA's needs. Simply put, we will operate the amount of service WMATA needs anywhere WMATA needs us to operate.

Veolia's Modular Approach

Veolia understands that MetroAccess is a regional system. Trips can begin and end anywhere in the MetroAccess service area, and all vehicles will be expected to travel everywhere. Nevertheless, we also know that minimizing deadhead means lower operating costs, less wear and tear on WMATA vehicles, a smaller staffing requirement and a reduction in the use of fuel and in the generation of harmful greenhouse gases. For all of these reasons, and in order to give WMATA the ability to involve other contractors in a way that benefits them and their potential operating costs, we have developed a modular service plan which includes the following features:

- **Multiple smaller facilities scattered throughout Maryland, Virginia and the District of Columbia** – WMATA can choose to contract with Veolia for operation from any of five facilities which are evenly distributed throughout the MetroAccess service area. This approach will not only allow for better management of deadhead hours and miles, but it will give WMATA maximum flexibility for making other award decisions.
- **A strong management team which can support the entire project or any portion which WMATA chooses to assign to Veolia** – Veolia has proposed an exceptionally strong overall Project Manager, and we have identified Division Directors, Operations Managers and Maintenance Managers for each of our five operating and maintenance facilities.
- **Operations and Maintenance managers and line staff who are assigned to each of our proposed operations and maintenance facilities** – This approach complies with the requirements of the RFP, and it gives WMATA the flexibility to assign Veolia any service level, operating from any facility that we've proposed and to be assured that we have aligned the operations and maintenance staffing for the portion of service assigned to us.
- **A centralized approach to safety and training, quality assurance, customer service and administrative support** – These support functions can be easily and efficiently delivered at a regional level, or they can be scaled down to the extent that WMATA reduces Veolia's role on the project.

Proposed Operations and Maintenance Facilities

Veolia has identified and secured with Letters of Intent (LOI's) a total of five operations and maintenance facilities which are scattered throughout the MetroAccess service area. Each facility will be described in greater detail in our response to CDRL SD-9 later in this proposal, and we will provide facility site plans, parking plans, and information regarding the required capital improvements and build-out schedules for each. What follows is a brief summary of each of our proposed operations and maintenance facilities.

Facility 1: 6100 Farrington Ave, Alexandria, VA – “Alexandria”

The proposed facility at 6100 Farrington Avenue, Alexandria, VA consists of 58,760 square feet of warehouse space plus an additional 58,879 of yard space immediately adjacent to the warehouse. The warehouse will be used for vehicle parking, washing, maintenance, and administrative offices. In the warehouse, there are eight maintenance bays and eight lifts, a secure parts storage area and a designated shop area.

Facility 2: 1811 Cabin Branch Drive, Hyattsville MD

The proposed facility at 1811 Cabin Branch Drive, Hyattsville, MD consists of 189,567 square feet of warehouse space plus a large adjacent truck court for additional vehicle parking. The warehouse is situated off a secure access road in Hyattsville, near to major thoroughfares such as Route 50 and very accessible to key employment and residential centers, but well separated from them for security and safety. The warehouse will be used for vehicle parking (234 spaces), washing, maintenance, and administrative offices, as detailed in the attached facility plan. The truck court will be used for bus parking (66 spaces), employee parking (303 spaces) and fueling.

In the warehouse, there are 11 maintenance bays and 10 lifts, which are detailed in the facility equipment lists. Additionally, there is secure parts storage, a designated shop area for component sub-repair, a tire shop and storage area. There is a bulk oil area with proper waste disposal facilities and a specific battery management area with the same.

Overall project administration functions will reside in the office space at this location, due to its size and the fact that that it is in close proximity to the MetroAccess OCC and only one half of a mile from the nearest Metro Station.

Facility 3: 8121 Ardwick Ardmore Road, Hyattsville, MD

The proposed facility at 8121 Ardwick Ardmore Road, Hyattsville, MD consists of 80,000 square feet of warehouse space plus an additional parking lot immediately adjacent to the warehouse and a small two-story office attached to the warehouse. The warehouse will be used for vehicle parking, washing, and maintenance. The office space will be used for administrative offices, including the Division Director, administrative support, maintenance and safety/training; this space will include an Operator's room and a training classroom. In the warehouse, there are 10 maintenance bays and five vehicle lifts, a secure parts storage area and a designated shop area.

Facility 4: 818 Michigan Ave NE, Washington, DC

The proposed facility at 818 Michigan Ave NE, Washington, DC consists of a four acre property with several buildings on it totaling approximately 19,235 square feet. The maintenance building will have four vehicle bays (four lifts), maintenance administration, and parts storage. A second building will be used for washing buses' exteriors, as well as dispatch and other offices. This space will also include the Division Director, as well as administrative support, and Safety/Training staff.

Facility 5: 7501 Lindbergh Avenue, Gaithersburg, MD

The proposed facility at 7501 Lindbergh Avenue, Gaithersburg, MD consists a 55,720 square foot warehouse with an adjacent lot. The warehouse will be used for vehicle parking, washing, and maintenance. The office will be used for administrative offices, including the Division Director, administrative support, maintenance and safety/training. In the warehouse, there are five maintenance bays, five vehicle lifts, a secure parts storage area and a designated shop area.

Veolia's MetroAccess Management Team

The MetroAccess RFP was very clear, not only about the need for qualified people to oversee the MetroAccess project, but also about the need for each MetroAccess provider (as well as the Quality Assurance and MetroAccess OCC contractors) to make a strong and lasting investment of regional and corporate support in this project.

With WMATA's direction in mind, and given our own experience that more than anything else the quality of our people determines our success on any project, we set to work to build the best possible management team for the MetroAccess project, and we are very excited about our team.

Our entire management team will be introduced in our response to CDRL SD-4 later in this proposal, but we want to hit the highlights below:

Proposed Project Manager [REDACTED]

In seeking a manager for this project, we sought an individual from within Veolia's existing team who knows the resources of the company, has experience working with regional resources, and has extensive experience managing complex paratransit operations. We found this individual in [REDACTED]. Because of the size, complexity and importance of this project to Veolia, we are reassigning [REDACTED] currently serving as Veolia's Area Vice President, to oversee MetroAccess on a full-time basis and serve as our on-site Project Manager. [REDACTED] will reside in the Washington DC area and will report directly to WMATA and to our Region Vice President [REDACTED] and [REDACTED] have worked together for three years and will continue their reporting relationship with this contract. [REDACTED] will oversee all of WMATA staff assigned to the MetroAccess project, and he will ensure that we meet your expectations and the needs of your riders on a daily basis.

[REDACTED] has more than 25 years of experience in the oversight and management of paratransit systems in locations as diverse as Nassau County, NY; Bridgeport, CT; Baltimore, MD; Marietta, GA; Memphis, TN; Union, NJ and DuPage County, IL.

██████ expertise includes paratransit operations, dispatch and scheduling; as well as developing and implementing personnel training programs. He has been involved in numerous successful start-ups, including our most recent transition in Nassau County (Long Island), NY. With his breadth of knowledge, ██████ provides both practical experience and openness to new approaches for solving old problems. These qualities are hard to find and they make ██████ a tremendous asset to WMATA and to our local team.

Senior Management Staff

Although we know that we will not be awarded 100% of the MetroAccess service, we have assigned Division Directors, Maintenance Managers and Operations Managers to each of the five facilities we are proposing for this project. Once WMATA determines the level of service to be awarded to Veolia and which of our facilities you wish us to retain, we will provide the management team we have proposed for that facility, or, at your option, we will exchange any of those managers for any of the managers assigned to facilities which we will not retain. In other words, we will make any of the Division Directors, Operations Managers or Maintenance Managers available for any garage you choose to assign. All of our Division Directors, Operations Managers and Maintenance Managers are introduced in our response to CDRL SD-4 later in this proposal.

Director of Safety and Training and Director of Administration

Although not required by the RFP, we are naming our Director of Safety and Training and our Director of Administrative Services in the response to CDRL SD- 4 later in this proposal. We feel that these are critical positions, and we want you to know that our team will provide world-class service in every facet of the portion of MetroAccess service you assign to us.

Corporate and Regional Support

Veolia will provide a dedicated corporate support team for this project, and we will enhance this team during the start-up phase and at any other time when additional support is needed. Our ongoing corporate and regional support team will consist of a number of individuals (introduced in our response to CDRL SD-4 later in this proposal) who have expertise in the areas of operations, maintenance, environmental compliance and sustainability, labor relations, human resources management, safety and training, Trapeze and technology management and taxi oversight and management. During start-up and for 120 days after start-up, this team will be augmented with additional corporate and regional support in the areas of employee hiring and training, facility management, IT and technology deployment and overall project management. Our Start-Up team and process will be described in greater detail in our response to CDRL SD-22 later in this proposal.

Veolia's Taxi Subcontractors

We understand that it is WMATA's intent to operate between five and ten percent of MetroAccess trips with taxicab companies who are under subcontracts with each of the service delivery providers. We also understand that we will be expected to subcontract with a taxi subcontractor or subcontractors who can collectively provide service anywhere and everywhere within the MetroAccess service area.

Given these expectations and the multiple state and municipal jurisdictions covered by the MetroAccess service area, Veolia intends to subcontract with a total of four taxi subcontractors, introduced below, and discussed in greater detail in our response to CDRL SD-3 later in this proposal.

- Montgomery County, Maryland – Barwood Taxi
- Prince George's County, Maryland - Sun Cab
- All portions of Virginia – Red Top Cab
- District of Columbia – Yellow Paratransit

Veolia will also utilize our Sun Cab affiliate as a subcontractor to operate a portion of trips originating in Montgomery County, MD, and to serve as a back-up taxi provider for any trip which the MetroAccess Operations Control Center wishes to assign to taxi but for which a primary taxi operator cannot be identified.

All of the taxicab companies introduced above will comply with all requirements set forth in Exhibit I to the RFP, and Veolia's Quality Assurance and Customer Service Department, with ongoing technical support from Veolia Transportation on Demand (our company which operates and manages on-demand transportation including SuperShuttle, Execucar and taxicab services across the country), will be responsible for monitoring all taxi subcontractors to ensure compliance with all WMATA and Veolia contractual requirements throughout the life of the contract.

In addition to our ongoing oversight of each taxi subcontractor, Veolia will provide new tools to assist WMATA's MetroAccess Operations Control Center contractor in the day-to-day management of the trips which it assigns to those taxicab companies under subcontracts to Veolia.

Introducing Veolia's New Taxi Management Tool: IntelliRide™

IntelliRide manages service delivery of non-dedicated vehicles such as taxis, sedans, and other for-hire vehicles. The strength of IntelliRide is the ability to cost-effectively match a required trip to the right transportation resource. In addition, IntelliRide takes the extra step of providing accountability and transparency for trips serviced by non-dedicated vehicles.

The IntelliRide software, provided by Veolia's Unified Dispatch division, enables a seamless and real-time connection between the MetroAccess Trapeze environment and each taxicab company's taxi dispatch system. Or in the case of taxicab companies who do not have an automated dispatch system, hand-held tablet computers provided to Operators assigned to this project. Once connected, IntelliRide will allow the OCC Contractor to manage trips assigned to taxi just like trips assigned to any of the other MetroAccess service delivery providers. The OCC Contractor will be able to monitor in real-time vehicle locations, the status of each trip assigned, and to verify pick-up's and drop-off's as they happen—without any intervention from either the taxicab company's dispatcher or Operator.

For OCC staff and MetroAccess riders, IntelliRide means equal access to the real-time status of each and every trip—whether assigned to Veolia or to one of our taxi subcontractors. IntelliRide also means less time for MetroAccess callers to spend waiting for and receiving information regarding the status of trips assigned to taxi. Finally, IntelliRide means simpler Trapeze report generation, easier billing and more integrated service data.

Please note that the cost of IntelliRide is already included in the cost of our taxi subcontractor rates per mile. If WMATA does not wish to take advantage of the IntelliRide technology, we can adjust the rates accordingly.

Labor, Materials and Equipment

In accordance with the requirements set forth in the RFP, Veolia will provide all of the labor, materials and equipment required to deliver the MetroAccess service in accordance with your expectations and the needs of your riders. We understand that WMATA will provide the revenue fleet, fuel for revenue vehicles, on-board Mobile Data Terminals and access to WMATA's Trapeze environment. Veolia will provide the operating and maintenance facilities identified earlier in our response to this CDRL and as described in our response to CDRL 9 later in this proposal. We will also provide all non-revenue support vehicles, all required insurance for both revenue and non-revenue vehicles, all fuel for non-revenue support vehicles, all facility amenities, including fuel storage tanks and associated equipment, all bus washing equipment, all fleet maintenance equipment, all supplies, furniture, equipment and technologies necessary to support our own operation and that of our taxi subcontractors. Veolia will provide all staff to be assigned to this project and in accordance with the organizational approach and staffing levels described in our response to CDRL 4 later in this proposal.

Fleet Maintenance, Inspections and Repairs

We understand that the safety, reliability, comfort and cleanliness of the MetroAccess fleet are critically important to WMATA and to your riders. We also recognize that these same factors will drive, in large part, the perceptions which riders will have about us and the quality of our company. For these reasons, we take maintenance extremely seriously.

Veolia's maintenance goal is to provide enough safe, clean and reliable MetroAccess vehicles each day to make service and to allow a sufficient number of spares to meet unanticipated operational demands. The keys for meeting this goal include an experienced and well-trained workforce; well-equipped and well-maintained facilities; a customized maintenance program designed specifically for the MetroAccess project; and a company with the global resources and experience to support the maintenance efforts of our local team.

Veolia's vehicle maintenance plan is based on WMATA's MetroAccess fleet configuration and average age as found in the RFP and includes the following assumptions:

- Our plan includes sufficient resources to maintain the 600 revenue service vehicles and the non-revenue support vehicles we will provide to support MetroAccess service. Please note that we have sub-divided the fleet, based on the capacity of each of our proposed operations and maintenance facilities. Each facility will be staffed and equipped to support the fleet assigned to it.
- Our plan is based on WMATA's continuing commitment to the practice of replacing each vehicle when it reaches the end of its useful life as defined by the FTA.
- Major component replacement schedules are based on our experience maintaining the type of vehicles being provided by WMATA, assuming heavy use as defined by the OEM, and based on our own experience with similar fleets.
- We have assumed that we will receive the fleet in "like new" condition (less normal wear and tear), based on a fleet transition process to be negotiated by WMATA, the outgoing MetroAccess contractor and Veolia, and that we will be responsible for the cost of all major components replaced thereafter, subject to WMATA's stated vehicle replacement schedule.
- Veolia's maintenance plan is based on 3,000 mile PMI intervals, with safety inspections occurring monthly, regardless of mileage.
- Finally, Veolia's maintenance plan assumes the use of only OEM parts.

The primary goal of our maintenance plan is to deliver clean, safe, reliable buses for service each day.

We have established maintenance objectives for the MetroAccess operation in order to clearly communicate a common set of standards and expectations for this project. These objectives include:

- Achieve and maintain 80% fleet readiness throughout the life of the contract.
- Maintain a fleet reliability standard of 25,000 miles between road failures.
- Conduct a vehicle inspection and prepare a repair plan within 24 hours of a vehicle being downed for repairs.
- Adhere to the PMI schedule as presented in the RFP and in strict conformance to OEM recommendations.
- Conduct Quality Control checks on 20% of PMIs completed each week with audits documented and filed.
- Conduct Quality Control checks on 20% of vehicle files each month with audits documented and filed.
- Ensure a safe work environment for our employees and subcontractors.

- Provide accurate and timely fleet performance and maintenance related reporting to WMATA and the Veolia regional and corporate oversight team.

Fleet Management Information System

Veolia utilizes Ron Turley & Associates, Inc. (RTA) Fleet Management Software as its company-wide, networked platform for maintenance management systems. RTA provides vehicle schedules for the PMI program, ensures on-time compliance, maintains vehicle histories, manages the parts inventory and tracks fuel, oil and other consumables. This system enables us to maximize the efficiency of the maintenance operation while maintaining a high standard of quality in fleet repairs and cleaning.

Through use of the RTA software, Veolia can identify both short and long term maintenance savings. Short term cost savings are realized by minimizing maintenance costs through more effective PM scheduling, improving labor performance, and parts inventory reduction. Long-term savings are achieved by more effective tracking and processing of claims on new vehicles and part replacement warranties. These savings can result in lower overall costs to WMATA.

Please see CDRL SD-11 for detailed information regarding RTA.

Continuity of Operations Plan

At Veolia, we understand that MetroAccess serves as the critical link between home and virtually everything else for thousands of riders each day, and given the importance of this service, it is WMATA's intent to keep MetroAccess operating normally whenever absolutely possible and safe to do so. Furthermore, in those rare instances when a natural or man-made disaster impacts the region, it is WMATA's desire that MetroAccess operate to the extent that it can do so safely for as many of its riders as possible. For these reasons, your RFP requested all proposers to address "Continuity of Operations" Plans (COOP) that would address how to keep the service going—even if doing so requires the redeployment of vehicles and staff to another operating facility or garage.

Because a COOP is utterly dependent on the facility(ies) being operated, and because we do not know what portion of service we will be assigned or from where our portion of service will operate, we cannot present a fully detailed COOP with our proposal. However, we are providing a sample Safety Security and Emergency Preparedness Plan (SSEPP) on CD Appendix with our proposal. Included below are details of what we will include in the COOP for this project.

Veolia's COOP will be developed by our Project Manager [REDACTED], with input from our Regional Director of Safety [REDACTED], our Regional Director of Maintenance [REDACTED], and other appropriate local and regional staff, and it will be submitted to WMATA for approval prior to start-up. This COOP, along with our SSEPP, will be updated annually and provided to WMATA upon your request.

At a minimum, our COOP will address the following topics.

- **Definition of Emergencies** – Veolia's COOP will identify the types of events (including examples) that may constitute emergencies that are covered by the COOP. In general terms, events covered by the COOP must have the potential for interrupting normal MetroAccess operations and/or to require a fundamental change in how Veolia operates its portion of the MetroAccess program, e.g. significant damage to a facility requiring the redeployment of the fleet, the loss of radio communications with all or some MetroAccess Operators, a flood or fire at a facility which renders it inoperable, etc.
- **Maintenance of Operations** – Given that it is WMATA's goal that MetroAccess service be maintained to the extent that service can be delivered safely before, during and after any emergency, Veolia's COOP will address (most likely by type of emergency) the conditions that must be present for service to be curtailed or interrupted and the circumstances that will allow service to be resumed. The COOP will also detail how vehicles, staff and communications can be redeployed in order to maintain service when doing so can be done safely. Finally, the COOP will identify the decision-making process that will be used for making any significant changes to the amount of service being provided and/or in the manner in which service is provided, e.g. redeployment of the fleet, staff or infrastructure.
- **Key Staff Responsibilities and Lines of Authority** – Veolia's COOP will identify each key staff members' responsibility, area of authority and the lines of authority during an emergency. The COOP will also identify how responsibilities and management authority will be reassigned in the event that any member of our key management team is unavailable for any reason.
- **Staff Assignments and Schedules** – Veolia's COOP will address staff responsibilities during each type of significant emergency, e.g. in the aftermath of an earthquake, during a local or region-wide power failure, during and after a hurricane, during a snowstorm, in response to a terrorist act, etc. Specifically, the COOP will address: who will be assigned at each facility, how normal duty cycles will change, and how employees will be relieved to tend to the safety of their own families and possessions, etc.
- **Coordination with WMATA, the OCC and Other Providers** – Veolia's COOP will address the topic of coordination and especially in the areas of voice and data communications, decision-making and redeployment of work, either from other providers to Veolia or to other service providers from Veolia.

- **Vehicle Redeployment** – Veolia's COOP will address the redeployment of the fleet in the event that any of our facilities becomes inoperable or unsafe, due to any event, such as a weather emergency, a mechanical failure, a fire or a terrorist act. Once WMATA clarifies which portion of service we will be assigned and the facility(ies) from which we will be operating, we will develop detailed parking plans for both normal and emergency operations so that we have an understanding of how many vehicles under both normal and emergency operations can be stored at each facility, how employee parking will be impacted by an emergency, at least two different routes between every combination of facilities we operate and how each type of emergency event may impact each facility.
- **Communications** – Veolia is proposing a Voice Over Internet Protocol (VOIP) phone system which will allow for maximum flexibility during both normal and emergency operations. Even if one facility goes down, communication lines can be easily rerouted to another facility. In the event of a total system failure, all key Managers, Street Supervisors and other key operational and maintenance staff will also have mobile phones which can be used. Veolia's COOP will address the procedures staff will use for rerouting calls to and from facilities and among key managers and staff during an emergency and for restoring normal communication protocols, once an emergency has ended.

Reconciliation of Operating Data

Veolia's Administrative Services Division will be responsible for all data reconciliation, including data provided by our taxi subcontractors. Specifically, our Administrative Services Division includes a Data Manager and a total of four full-time Data Entry Clerks who will be responsible for comparing completed Operator manifests with Trapeze data and for reconciling differences prior to the creation of monthly invoices and the submittal of required monthly operating data and reports. In addition, our Data Entry Clerks will review completed taxi trip tickets and dispatch reports against the Trapeze records generated through IntelliRide to ensure consistency of taxi and IntelliRide-generated Trapeze data on the trips operated by our taxi subcontractors. Any discrepancies will be forwarded to the appropriate taxi company manager for resolution prior to submittal of the taxi subcontractor's invoice.

CDRL SD-1 – Distribution of Work Service Delivery Plan

Although Veolia has developed a proposal for 100% of the MetroAccess service as required by the RFP, we recognize the stipulations regarding the distribution of work established by WMATA in the MetroAccess RFP. Namely:

- › **WMATA shall determine the amount of vehicles, hours and trips to be assigned to each contractor.** – Veolia has developed a modular service plan that will support any level of service WMATA wishes to assign to Veolia. Put simply, we can operate any amount of service from a facility in virtually any part of the MetroAccess service area.
- › **WMATA may, at its sole discretion, reassign work among service delivery providers and may change the amount of service to be assigned to any or all providers.** – In accordance with the requirements set forth in the RFP, we have built individual business plans to support each of the service tiers upon which proposers were required to bid. We understand WMATA's right to move hours up or down within each service tier as it sees fit. If the portion assigned to Veolia rises above the upper limit or falls below the bottom limit of any tier, we understand that our compensation rate will automatically shift to the rate to which we have agreed for the next higher or lower service tier.
- › **In accordance with the RFP requirements, we have built a business plan that will support 100% of MetroAccess operations,** and we will utilize a total of five facilities which are dispersed throughout the region as a means of minimizing deadhead. However, we also understand that WMATA intends to award no more than 50% of service to any one provider.
- › **Veolia understands that WMATA's MetroAccess Operations Control Center will assign between five and ten percent of all MetroAccess trips to taxicab companies who are subcontracted by Veolia and the other service delivery providers.** We have subcontracted with an adequate number of taxicab companies to support this level of service, and we are prepared to use our own taxi company, Sun Cab, to ensure performance in this area. In addition, we understand that our portion of service will be reduced by the amount of trips which the MetroAccess OCC assigns to our taxi subcontractors, and our technical and price proposals assume this fact.

Although Veolia recognizes and will abide by the service distribution guidelines set forth in the RFP and referenced above, we are interested in, and willing to, operate a larger portion of service than the 50% limit imposed on any one provider by the RFP. Most of the operating and maintenance facilities we have proposed offer excess vehicle storage and maintenance capacity.

Therefore, at WMATA's option, Veolia would be pleased to develop plans to operate a higher level of service and/or to operate more service from any of our proposed facilities where WMATA feels that there is an advantage to do so. In addition, we are willing to explore simultaneous operation as a service delivery provider and as the MetroAccess OCC at your request. We discuss the potential advantages of Veolia serving in both of these roles in the cover letter to this proposal as well as in the cover letter for our MetroAccess Operations Control Center proposal.

CDRL SD-3 – Taxi Service Plan

Veolia understands that WMATA anticipates that its MetroAccess Control Center will assign between 5-10% of all MetroAccess trips to taxicab companies who are subcontractors to MetroAccess service delivery providers, and as one of the service delivery providers, it will be our responsibility to subcontract with firms who can deliver taxicab service anywhere in the MetroAccess service area.

We have carefully considered the taxicab firms throughout the Washington DC metropolitan area, and although there are many companies available, there are relatively few that we believe are able and willing to deliver the level of service MetroAccess riders need and which WMATA expects on your customers' behalf. In addition, several of the firms we contacted are potential competitors (either as prime companies or as subcontractors to other bidders).

Nevertheless, we believe that the three firms with whom we are proposing to subcontract represent the best of what the region's taxicab marketplace has to offer. All are considered quality leaders for the communities they serve. Each has sophisticated technology platforms which will allow for us to deploy our IntelliRide™ technology in order to give the MetroAccess Operations Control Center real-time access to the status of every trip. And all share Veolia's values for safety, professionalism and customer service. Each of our proposed subcontractors is identified below. We are including their responses to the questions posed by WMATA (RFP Exhibit I) at the end of this section.

- **Barwood Taxi** - Serving Montgomery County, MD – Barwood has been providing transportation to Montgomery County and the greater Washington Metropolitan area since 1960 and operates a fleet of 475 vehicles
- **Sun Cab** - Serving Prince George's County, Maryland and the District of Columbia – Sun Cab has been providing transportation to Montgomery County, MD and all major airports in the greater Washington, D.C. Metropolitan area since 2006 and operates a fleet of 60 vehicles.
- **Red Top Cab** - Serving Virginia – Red Top Cab has been delivering safe, reliable transportation to the citizens of Arlington County since 1964 and dispatches between 8,000-10,000 trips per day.
- **Yellow Paratransit** - Yellow Paratransit, an affiliated company of Yellow Cab. Co. of DC Inc., was formed two years ago to provide service for the DC Wheelchair Accessible Taxicab Pilot program which was renamed as rollDC. Yellow Paratransit operates 10-wheelchair accessible vans, with plans to add seven more later this year.

Effective Management of Taxis

Although we are not dispatching the taxicabs, we will be managing them. Here is a summary of our approach for accomplishing this critical task.

Reporting to Veolia's Director of Administrative Services will be our Manager of Quality Assurance and Customer Service. This individual will have overall responsibility for monitoring our taxi subcontractors and for assuring their compliance with MetroAccess rules and procedures and the specific requirements of their subcontracts with Veolia.

To assist the Manager of QA and Customer Service, we will have two full-time QA Monitors who will be 100% dedicated to monitoring taxi trips; conducting announced and unannounced audits and inspections of taxi subcontractor facilities vehicles and files; and for resolving issues in the field that arise from taxi subcontractor performance. Completed audit findings, trip check reports and other documentation will be forwarded to the Manager of Quality Assurance and Customer Service who will be responsible for reviewing and approving required documentation, invoices and reports from our taxi subcontractors and for making recommendations regarding liquidated damages and/or incentive payments to our taxi subcontractors.

Because Veolia operates a myriad of paratransit services throughout the country, and because we also own and operate several taxicab companies (including our companies throughout Maryland, in Pittsburgh, Kansas City, Denver and elsewhere), we understand that using taxicabs in paratransit systems like MetroAccess can offer the rewards of flexibility and cost effectiveness. However, the use of taxicabs also presents challenges. We believe that the primary challenge of using taxicabs is not anything inherent about the taxicab business model. Rather, we believe it is one of accountability. When a trip is referred to a taxi, there is often little or no direct access to the status of the trip until the data is turned in by the taxicab operator and/or until the rider calls complaining that the trip is late, at which point, there's no time to do anything but damage control.

Introducing IntelliRide

IntelliRide manages service delivery of non-dedicated vehicles such as taxis, sedans, and other for-hire vehicles. The strength of IntelliRide is the ability to cost-effectively match a required trip to the right transportation resource. In addition, IntelliRide takes the extra step of providing accountability and transparency for trips serviced by non-dedicated vehicles.

The IntelliRide software, provided by Veolia's Unified Dispatch division, will allow for a seamless and real-time connection between the MetroAccess Trapeze environment and each taxicab company's taxi dispatch system, or in the case of taxicab companies who do not have an automated dispatch system, to hand-held tablet computers which can be provided to individual taxicab operators assigned to this project. Once connected, IntelliRide will allow the OCC Contractor to manage trips assigned to taxi just like trips assigned to any of the other MetroAccess service delivery providers.

The OCC Contractor will be able to monitor in real-time vehicle locations, the status of each trip assigned, and to verify pick-up's and drop-off's as they happen—without any intervention from either the taxicab company's dispatcher or driver. For OCC staff and MetroAccess riders, IntelliRide means equal access to the real-time status of each and every trip—whether assigned to Veolia or to one of our taxi subcontractors.

Veolia is excited about the potential of the IntelliRide technology for MetroAccess, and we have included the entire cost of IntelliRide within our quoted taxi subcontractor rates. Upon notice of award, we will provide large screen monitors for the MetroAccess OCC contractor to install in their Dispatch Area which will allow active real-time monitoring of all trips. We will provide similar screens at our own location so we can properly supervise and manage our taxi subcontractors.

We have also included the cost of all IntelliRide installation, configuration, testing and training as well as the air time for all data transactions between the OCC's Trapeze environment and our taxi subcontractors' dispatch systems.

Veolia's Proposed Taxi Service Providers

Detailed information regarding Veolia's taxi service providers has been included on the following pages:

BARWOOD

August 8, 2012

To Whom It May Concern:

We are writing this letter to affirm our interest, agreement, and capability to serve as a taxi contractor for MetroAccess service providers.

As to our qualifications, please see the attached document. We have examined the RFP No. CQ12169/KAM. Barwood will be able to meet the Evaluation Criteria for Taxi Contractors to Serve as MetroAccess Service Providers as outlined in the RFP."

If you have questions, please feel free to contact me via email

██████████@barwoodinc.com or phone, ██████████

Sincerely,

██████████
President

DRIVEN FOR EXCELLENCE

4900 Nicholson Court, Kensington, Maryland 20895 ■ ██████████
<http://www.barwoodtaxi.com>

EVALUATION CRITERIA FOR TAXI CONTRACTORS TO SERVE AS METROACCESS SERVICE PROVIDERS

I. Operational Capabilities

Barwood has been providing transportation to Montgomery County and the greater Washington Metropolitan area since 1960. A business that began with just a few taxis has grown to a fleet of 475 vehicles. Of the 475 vehicles, 23 are hybrids and 30 are Taxi Plus. Taxi Plus vehicles are specially modified minivans that are capable of accommodating people who ride in wheelchairs, enabling them to travel independently in comfort and security.

Barwood developed the Taxi Plus division in 1986. We are proud of our early awareness of the need for Paratransit, before the Americans with Disabilities Act was enacted into law in 1992. Barwood has also worked closely with the MetroAccess program in the past to provide Paratransit to the community. Barwood was a subcontractor for various MetroAccess contracts from 2000 until January 2011. The only reason we stopped providing transportation as a MetroAccess subcontractor was due to a payment dispute with the current contractor. However, during the decade plus that we provided transportation under MetroAccess, we met all requirements, never failed any audits of our drug and alcohol testing or door to door requirements.

A. Operational Capabilities

i. & ii. Operating Methodology and use of Technology & Dispatch and Scheduling

Our facility is located on a three acre campus in Montgomery County, MD; we have a modern and well-maintained complex of corporate offices, including a dispatch center and a full service vehicle maintenance facility.

What is unique to our government accounts is that drivers must receive what we call "contract certification" in order to service certain contract accounts, such as NIH, Montgomery County Public schools, Medicaid; and, if we become a subcontractor, Metro Access.

For scheduled calls going out for regular taxi sedan service, as well as calls for On-demand (same day) service, the trips are dispatched to contract qualified drivers that happen to be in or near the specific zone of the pick-up destination. Barwood's computerized dispatch system tracks every system trip via this zone system; there are over a hundred designated zones in the greater Washington metropolitan region. All of these trips are closely monitored by dedicated Contract Specialists, with back up from our Call Center Supervisor. These individuals are specially trained to track all contract account calls.

iii. In Vehicle systems

All Barwood vehicles have a Mobile Data Terminal (MDT) equipped with GPS, taximeter and a two-way radio. As part of Barwood's GPS dispatch system, Montgomery County and the Washington metropolitan region are broken down into dispatch zones. When a taxi driver's cab is empty, the driver books into a zone through their MDT. The GPS dispatch system verifies that the driver is within the zone and will place them in position based on other drivers waiting for fares in that zone. If the driver enters a zone and their coordinates are outside of the dispatch zone where they requested a position, the GPS dispatch system will instruct the driver to book into the appropriate zone. The GPS dispatch system is designed to provide the best response time to the customer as it only allows drivers who are close in proximity to the passenger to bid on the job. Additionally, we have available a special WebRide service which will allow MetroAccess employees to place trip orders via the Internet thus saving MetroAccess' staff time in data entry.

Our GPS dispatch system is designed to automatically offer a job to a Barwood "Contract Certified" driver who is booked into the zone where a contract account call is located; as a backup if there are no drivers in this zone, the system will look for drivers in adjacent dispatch zones.

Additionally, Barwood had the first taxis in the Washington region with VeriFone Passenger Information Monitors that enable passengers to swipe their own credit cards from the back seat the taxi and watch videos about community services.

iv. Data Verification and Reporting

Barwood's Voucher Audit Payment (VAP) automatically verifies trip data prior to billing. VAP calculates the taxi fare for a particular trip at the time the order is input into our system. Barwood has the ability to upload batch trips directly from the vendor into our dispatch system.

In the VAP system, a driver CANNOT be paid for a trip that exceeds the estimated mileage, unless there is a legitimate reason, such as a detour for construction or accident, or significant traffic delay. All such exceptions must be duly noted on our Proof of Transportation (POT) form, and approved by a manager. All of our invoices include a copy of the POT form signed by the passenger.

v. Staffing plan

Barwood's call center is fully staffed 24 hours a day, 365 days a year. Each shift has a designated Contract Specialist to address the needs of premier accounts such as MetroAccess.

B. Training and Certification

Driver selection and training are critical to Barwood's success. In order to be considered for taxi leasing, the recruit must meet the following criteria: stability in the area, preferably in Montgomery County, a good driving record, true knowledge of the metropolitan area in addition to map reading skills, and excellent personal references. **All** drivers must pass a comprehensive federal (FBI) and Maryland state fingerprint background check prior to receiving a taxi license.

All BARWOOD taxi drivers are certified by testing by the following local government entity:

Montgomery County Department of Transportation
Division of Transit Services, Taxicab Unit
101 Monroe Street, 5th Floor
Rockville, MD 20850

 .gov

Applicants must pass a Montgomery County test to receive a taxi driver I.D. card. The exam is based on geographical knowledge, language skills, math and U.S. currency. The Montgomery County Government and Barwood work very closely together to continually monitor and enhance taxi service in Montgomery County.

The drivers work as independent contractors. Each is thoroughly trained, well beyond transportation industry standards. Our instructor trains prospective drivers in the following areas: defensive driving, map reading, customer service, proper use of on board taxi meter, and computer terminal skills. Training includes a segment on sensitivity toward people with disabilities. Addressing safety matters and personal issues, the instructor covers proper equipment handling and aspects of treating all passengers as individuals who have a disability but are not defined by it.

Our contract certified drivers receive additional training beyond our standard new driver applicant training seminar. Barwood will select only experienced taxi drivers to service the MetroAccess Taxi Contract. Drivers must have driven with Barwood for at least 90 days and meet certain customer service requirements before being considered for the MetroAccess account. Every driver selected will attend a training seminar specifically geared to the requirements of the MetroAccess contract. Each driver on the MetroAccess contract is a contract certified taxi driver. Furthermore, all contract certified drivers must meet our annual safety rating qualifications, maintaining an 'A' rating, to continue serving on the account.

BARWOOD's planned MetroAccess specific, training program for all drivers on the MetroAccess contract consists of:

- Review of MetroAccess Contractual Requirements for On Time Performance, Arrivals, Tipping a
- Door to Door Training requirements.
 1. **See attached Door to Door Acknowledgment**
- Sexual Harassment and inappropriate conduct training
 1. **See attached ADA & Sexual Harassment acknowledgment.**
- Drug and alcohol awareness, to include ensuring participation in required annual drug screening. The components of the drug screening panel are as follows: Amphetamines, Barbiturates, Benzodiazepines, Cocaine Metabolites, Marijuana Metabolites, Methadone, Methaqualone, Opiates, Oxycodones and Phencyclidine
- Every driver who completes the contract specific training program signs an acknowledgment form confirming they understand the contract guidelines and obligations.
- Annual Refresher Training — When there are changes to any contract, all contract certified drivers are brought in to learn new rules and regulations and receive refresher training as well.

C. Vehicle Maintenance Plan

All of our vehicles are maintained in our fully equipped on-site Fleet maintenance facility. Drivers of our vehicles are required to bring their vehicles through our inspection lane weekly. All BARWOOD taxicab vehicles must be licensed by the Montgomery County Department of Transportation. Vehicles must meet stringent requirements. They must be late model cars, have proper insurance, pass two mechanical inspections a year, and be clean and in good cosmetic condition.

Drivers are required to have their vehicles washed at least twice a week at a full service car wash and are responsible for fueling their vehicles. Our fleet maintenance managers enter each vehicle interaction into a database where we track service on each vehicle and can highlight when a vehicle needs to come in for service.

See attached Checklists - Vehicle Service — Monthly, Quality Control Loaner, Vehicle Road Test

II. Ability to meet policy and contract requirements

A. Operator Hiring Requirements

All Barwood drivers must be at least 22 years of age and have a valid driver's license in DC, Virginia or Maryland. Please see 1. B. Training and Certification for all other requirements.

ii. DOT Requirements

We will meet the DOT requirements, including but not limited to, following all federal, state, and local government environmental health and safety regulations in the performance of the work. And protect "sensitive information" made available during the course of administering an Authority the subcontract.

iii. Criminal History Checks Please see
1. B. Training and Certification

iv. FTA Drug and Alcohol Testing All contract certified drivers are part of the random pool for drug and alcohol testing.

B. Insurance

i. General Liability

Each occurrence \$1,000,000
General aggregate \$2,000,000
Personal & Adv. Injury \$1,000,000

ii. Automobile Liability

We meet the requirements for automobile liability. Our limits per accident/per injury/per property damage are \$100,000/\$300,000/\$50,000 as required by Montgomery County.

iii. Workmen's Comp

Per our certificate of liability we meet the requirements for Workers Compensation for our employees:

\$1,000,000 each accident
\$1,000,000 disease policy limits
\$1,000,000 disease each employee.



August 14, 2012

To Whom It May Concern:

We are writing this letter to affirm our interest, willingness, and capability to serve as a taxi contractor for MetroAccess service providers.

As to our qualifications, please see the attached document. We have examined the RFP No. CQ12169/KAM. Sun Taxicab Association will be able to meet the Evaluation Criteria for Taxi Contractors to serve as MetroAccess service providers as outlines in the RFP.

If you have any questions, please feel free to contact me via e-mail, [REDACTED]@veoliatransdev.com or phone [REDACTED]

Sincerely,

[REDACTED]

General Manager



EVALUATION CRITERIA FOR TAXI CONTRACTORS TO SERVE AS METROACCESS SERVICE PROVIDERS

I. Operational Capabilities

Sun Taxicab Association, here forth known as Sun Cab, has been providing transportation to Montgomery County, MD and all major airports in the greater Washington, D.C. Metropolitan area since 2006. A business that began with just 14 taxis has grown to a fleet of 60. Of the 60 vehicles, over 50% are hybrids, while 5 are accessible vans. Accessible vans are specially modified minivans that are capable of accommodating people who ride in wheelchairs, enabling them to travel independently in comfort and security.

Sun Cab introduced hybrid sedans and SUVs to the fleet in 2007 and now operates the largest hybrid fleet in Montgomery County. We are proud of our eco-friendly fleet and continually strive to promote green means of transportation.

A. Operational Capabilities

i. Operating Methodology

Our office is located in downtown Silver Spring, MD and handles all of the driver collections and management operations of the business. Our dispatching operations and maintenance facilities are both outsourced, to off-site companies.

ii. Technology & Dispatch Scheduling

All customers have the capability to schedule a taxi service through multiple mediums. They can contact our dispatching service, go online to www.TaxiMagic.com, or use the TaxiMagic mobile application to reserve a taxi for a future date and time or for immediate service.

For scheduled calls going out for regular taxi sedan service, as well as calls for On-Demand (same day) service, the trips are dispatched to contract qualified drivers that happen to be in or near the specific zone of the pick up destination. Sun Cab's computerized dispatch system tracks every system trip via this zone system; there are over a hundred designated zones in the greater Washington, D.C. Metropolitan area.

iii. In Vehicle Systems

Sun Cab has multiple in vehicle systems that are designed to make the trip more enjoyable for the customer.



Applicants must pass a Montgomery County test to receive a taxi driver identification card. The exam is based on geographical knowledge, language skills, mathematics, and U.S. currency. The Montgomery County Government and Sun Cab work closely together to continually monitor and enhance taxi service in Montgomery County.

The drivers work as independent contractors. Each driver is trained well beyond transportation industry standards. Our instructor trains prospective drivers in the following areas: defensive driving, map reading, customer service, proper use of the on-board taximeter, and computer terminal skills. Training also includes a segment on sensitivity toward people with disabilities. Addressing safety matters and personal issues, the instructor covers proper equipment handling and aspects of treating all passengers as individuals who have a disability but are not defined by it.

Sun Cab's training program, designed specifically for MetroAccess, will consist of:

- Review of MetroAccess' contractual requirements for on-time performance, arrivals, and drop-off services.
- Door-to-Door trainings requirements
- Sexual harassment and inappropriate conduct training
- Drug and alcohol awareness, to include ensuring participation in required annual drug screenings.
 - The components of the drug screening panel are as follows:
Amphetamines, Barbiturates, Benzodiazepines, Cocaine Metabolites, Marijuana Metabolites, Methadone, Methaqualone, Opiates, Oxycodones, and Phencyclidine
- Every driver who completes the contact specific training program signs an acknowledgement form confirming they understand the contract guidelines and obligations
- Annual Refresher Training
 - When there are changes to any contract, all contract certified drivers are brought in to learn new rules and regulations and receive refresher training as well.

C. Vehicle Maintenance Plan

All of our vehicles are maintained in one of our off-site maintenance facilities. All Sun Cab taxicab vehicles must be licensed by the Montgomery County Department of Transportation and each one must meet stringent requirements. Every one must be late model cars, have proper insurance, pass two mandatory inspections a year, and be clean and in good cosmetic condition.

In addition, Sun Cab is starting a 60 day inspection program where all vehicles will have a cosmetic and mechanical inspection to ensure all vehicles look good and operate well. It will also allow for preventive maintenance to the vehicles.



II. Ability to Meet Policy & Contract Requirements

A. Operator Hiring Requirements

i. Department of Transportation Requirements

We will meet the Department of Transportation requirements, including, but not limited to, following all federal, state, and local government environmental health and safety regulations in the performance of the work. And protect "sensitive information" made available during the course of administering an Authority the subcontract.

ii. Criminal History Checks

Please see **I. B. Training and Certification**

iii. FTA Drug & Alcohol Testing

All Sun Cab drivers are part of the random pool for drug and alcohol testing. Also, per Sun Cab contracting regulations, we do pre-contractor drug and alcohol testing.

B. Insurance

i. General Liability

Our General Liability is \$5,000,000.

ii. Automobile Liability

We meet Montgomery County's requirements for Automotive Liability, \$100,000/\$300,000/\$50,000 (per accident, per injury, per property damage).

METROACCESS PARATRANSIT SERVICE FOR MARYLAND, VIRGINIA AND THE DISTRICT OF COLUMBIA

RFP NO. CQ12169/KAM

**EVALUATION CRITERIA FOR TAXI CONTRACTORS
TO SERVE AS METROACCESS SERVICE PROVIDERS**

Statement of Qualifications

Presented by Red Top Cab

August 24, 2012



Red Top Cab Company of Arlington

August 15, 2012

██████████ Vice President
Mid- Atlantic Region - VTOD
Veolia Transportation
2100 Huntingdon Ave., Baltimore, Maryland 21211

RE: MetroAccess Request for Proposals RFP No. CQ12169/KAM

Dear ██████████

On behalf of Red Top Cab, I am pleased to submit the attached Statement of Qualifications in response to the Washington Metropolitan Area Transit Authority (WMATA) solicitation No. CQ12169/KAM for the MetroAccess Program Paratransit Services for Maryland, Virginia, and Washington D.C.

We are confident that our response to the Evaluation Criteria for Taxi Contractors will demonstrate that Red Top Cab will meet or exceed the requirements stated in the RFP. Red Top Cab has been providing safe, dependable and high quality service to the citizens of Northern Virginia for forty eight years.

Should Veolia Transportation be awarded a contract by WMATA to provide MetroAccess service, we look forward to working with your organization as a taxicab subcontractor through our operating companies which include Red Top Cab of Arlington, Arlington Yellow Cab, Falls Church Yellow Cab, Fairfax Yellow Cab, and Red Top Cab of Fairfax.

Sincerely,

██

██████████ President and CEO
Red Top Cab Company

Taxi Service: ██████████

Evaluation Criteria for Taxi Contractors

About Red Top Cab

Red Top Cab of Arlington, Virginia has been delivering safe, reliable transportation to the citizens of Arlington County for over forty-eight years. Founded in 1964 by Mr. [REDACTED] a second-generation taxicab and paratransit operator who remains actively at the company's helm, Red Top Cab is nationally recognized as an innovative leader in the taxicab industry.

Since the company's inception, Red Top Cab has been deeply invested in the community, providing specialized transportation to people with disabilities and to senior citizens, and since 1985, transportation services to Arlington County's Senior Centers.

In 1992, Both the Northern Virginia Chapter of the Old Dominion Council of the Blind and Visually Impaired, and the American Council of the Blind commended and recognized Red Top Cab as "...possibly one of the finest cab services in the nation for a tradition of outstanding service to the Arlington community and especially to people with disabilities."¹

Recognizing a need for greater levels of service to Arlington's disability community, Red Top Cab was a pioneer in the inclusion of a local taxicab company into the county's specialized transportation programs, and was the first taxicab company in Northern Virginia to acquire and utilize wheelchair accessible taxicabs. Beginning with "*Arlington Access*", which preceded the establishment of the Arlington STAR and MetroAccess programs, Red Top Cab has been providing continuous complementary paratransit transportation services since May 1994.

Since that time, Red Top Cab has become the region's largest taxicab provider of specialized transportation, delivering transportation services through the Virginia Medicaid program, Arlington STAR and the Arlington County Senior Centers, as well as providing complementary ADA paratransit services under the MetroAccess program administered by the Washington Metropolitan Area Transit Authority (WMATA).

Red Top Cab has been the recipient of an ABBIE Award (Arlington's Best Businesses) and has been named one of the five best businesses in the county by the Arlington County Board and the Arlington Chamber of Commerce.

In 2005, Red Top Cab was recognized in a joint resolution of the Virginia legislature for exemplary service to the community, and in November 2011, was the recipient of a Culpepper Gardens Elder Service Award.

Red Top Cab taxi operators have also been widely acknowledged for their services to the community. In 1997, the Northern Virginia Transportation Commission (NVTC) recognized [REDACTED] one of Red Top's first wheelchair accessible taxicab operators, as the Arlington recipient of the Commission's *Driver of the Year* award. The International Taxicab and Livery Association (ITLA) honored [REDACTED] another Red Top Cab wheelchair accessible taxicab operator, recognizing him as the 1998 *Paratransit Driver of the Year*. Red Top Cab taxi operator [REDACTED] was named by the Arlington County Hospitality Industry, as its 2001 *SuperStar* in Transportation. [REDACTED] nomination was endorsed in writing by the participants at an Arlington County Senior Center.

¹ Quoted as appearing on the award honoring Red Top Cab



Evaluation Criteria for Taxi Contractors

The management team at Red Top Cab has over 150 years of combined operations experience, and is considered by many to be among the finest in the industry. Red Top Cab has a deep awareness of the daily challenges that face people with disabilities. The Red Top Cab Communications Center is fully accessible to people with disabilities, and taxi operators who provide paratransit services receive comprehensive sensitivity training as well as specialized training in safety and wheelchair securement. In 2007, Red Top Cab raised the bar on safety even higher by becoming one of the first taxicab companies in the country to implement a 100% drug and alcohol testing program for all taxi operators delivering paratransit service.

In addition to leading the way in safety and customer service, Red Top Cab has always been an industry innovator, being one of the earliest taxicab companies to operate 100% of its fleets with automated dispatching. Every taxicab in the Arlington Red Top fleet (and its affiliated Fairfax Yellow Cab fleet) has voice and data communications capability, as well as GPS-driven mobile data computers (MDCs). Red Top Cab has historically leveraged technology for the benefit of its customers as evidenced by the company's advanced Communications Center.

The Red Top Communications Center operates continuously, 24 hours per day, 365 days per year, and provides approximately 130 jobs to area residents. On any given day, reservations agents answer 12,000 to 14,000 incoming customer calls (which are monitored for quality assurance), and Red Top Cab's highly experienced communications staff dispatches 8,000 to 10,000 taxi trips. Within the Communications Center, there is a "Special Accounts Department" that is staffed with 10 agents who are dedicated to Red Top's paratransit and specialized transportation operations. All systems in the Red Top Cab Communications Center are fully redundant with full power back up capability to ensure continuous service under all conditions.

A summary of current Red Top Cab paratransit contract operations appears in Exhibit "A" of this statement of qualifications.



Evaluation Criteria for Taxi Contractors

I. OPERATIONAL CAPABILITIES

A. Operating methodology and use of technology

i. Reservations

Red Top Cab's state-of-the art communications center operates 24 hours per day, 365 days per year, and provides approximately 130 jobs to area residents. All systems are fully redundant with full power back up capability. The communications center utilizes the Rockwell Spectrum 100 advanced telephone system. All calls on critical lines (customer facing) are recorded for quality assurance by an advanced Dictaphone recording and monitoring system. This system not only records and archives phone calls; its advanced technology permits Red Top Cab supervisors to monitor calls in real time for quality assurance and training.

Eighty (80) taxi reservations agents receive and handle approximately 12,000 to 14,000 incoming telephone calls per day, resulting in approximately 8,000 to 10,000 dispatched taxi trips. Six (6) additional reservations agents serve customer reservations requests for Red Top Executive Sedan service.

ii. Dispatch and Scheduling

As stated above, the Red Top communication center dispatches approximately 8,000 to 10,000 taxi trips per day. Red Top Cab uses the Motorola Automated Digital Dispatch System (MADDS) which is a fully automated taxicab dispatch system for managing taxicab reservations and dispatching in digital format to the taxicab's Mobile Data Computer (MDC). This robust system has been the mainstay of Red Top's dispatching for over twenty (20) years. Additionally, under the current MetroAccess contract, Red Top maintains a Trapeze workstation in the communications center to enable dispatchers to track and verify no-shows in an effort to reduce these occurrences. Red Top has the capability to establish a video link to the MetroAccess OCC for immediate, real-time response and proposes to collaborate with the selected OCC Contractor to implement this effective tool at the start of the transition period.



Red Top Cab Communications Center

In an effort to reduce the possibility of delays and data entry error, and to increase the efficiency by which requests for MetroAccess service are entered into Red Top's dispatching system, Representatives from Red Top recently collaborated with staff members from WMATA's IT department and the Office of MetroAccess Service to develop a direct interface between WMATA's Trapeze server and Red Top's dispatch system. Red Top stands ready to work with the selected MetroAccess OCC Contractor to implement this interface during the new contract's transition period.

Evaluation Criteria for Taxi Contractors

Vehicle tracking and way-finding

Red Top Cab has always been an industry innovator, being one of the earliest taxicab companies to operate 100% of its fleets with automated dispatching. Every taxicab in the Arlington Red Top fleet (and its affiliated Fairfax Yellow Cab fleet) has voice and data communications capability, as well as a GPS-driven mobile data computer (MDC).

iii. In-Vehicle Systems

As stated above, all Arlington Red Top Cabs (and their affiliated Fairfax Yellow Cab and Red Top Cab of Fairfax fleets) are digitally dispatched, with each taxicab equipped with full data and voice communication capabilities. Taxicab equipment includes a taximeter with a receipt printer; a rear-seat, self-service credit card terminal; a two-way radio; and a GPS-driven Mobile Data Computer (MDC) with vehicle location tracking.

iv. Data Verification and Reporting

Red Top Cab's dispatch system is completely event-driven. That means all significant events such as "meter-on", "meter-off", GPS location coordinates, etc., are time and date stamped and recorded on a "transactional" basis into an event log which may be accessed by referencing trip data or taxicab number. "Transactional" means that every function performed by the taxicab operator through his/her MDC is recorded with time and date stamps and GPS coordinates. Every exception and subsequent actions by the dispatchers are time and date stamped and recorded. All trip related actions by customer service agents and supervisors are recorded with time and date stamps. These elements of our system ensure that trip data and records are fully optimized and easily retrieved for later use when needed.

The Red Top Cab dispatch system provides numerous reports for management analysis, including detailed dispatch and performance statistics by time of day, etc. Additionally, using off-the-shelf report query / writing software such as *Crystal Reports* for example, there is virtually no limit to the number or types of reports that can be easily created and immediately put into use. Because of the flexibility for ad hoc reporting, all reports described here are merely samples of those which may be used most frequently.

Reporting is comprehensive for all functional areas managed by the system including:

- Trip Archives;
- Credit Cards / Account / Cashiering Records / Activity;
- Service Response Time (overall, by area / zone, by driver / cab);
- Customer Service Agent Performance / Activity;
- Drivers / Driver Expirations / Activity;
- Vehicles / Vehicle Expirations / Utilization Activity;
- Zone Activity

In addition to reports, the reservations and dispatch system also provides the capability of accessing "live" activity for quality control. The communications center's advanced telephone switch allows supervisors to monitor, coach and join Customer Service Agents in real time. Integrated incident monitoring and reporting software captures and flags errors so that



Evaluation Criteria for Taxi Contractors

supervisors can review with the Customer Service Agents on a weekly basis. Data analysis generates client specific reports on a daily and weekly basis to track trends and provide tools to driver managers to help improve taxicab operator performance.

v. Staffing Plan

Red Top Cab is committed to delivering the highest quality service to its MetroAccess customers and is pleased to propose the following members of its project team:

Taxicab operators-

Approximately 300 taxicab operators from Red Top Cab and its affiliates have been trained and certified to deliver service under the MetroAccess program. Information regarding the selection and training of taxicab operators appears in section I.B below. The Red Top Cab Operations Leadership Team will manage and direct all aspects of taxicab service delivery.

██████████ - General Manager, Fairfax Yellow Cab

██████████ is a 32 year veteran of the Red Top organization. In his current role as the General Manager of the Fairfax Yellow Cab Company and the Red Top Cab Company of Fairfax, ██████████ oversees the day-to-day operations of 400 taxicabs and operators. He has been instrumental in the development and management of Red Top's specialized transportation services, directing the paratransit division, which serves customers of the MetroAccess program and the Virginia Medicaid transportation program ██████████ oversees the selection of Red Top's paratransit certified taxicab operators ensuring that each is properly screened, trained and qualified. He has been the primary point of contact with the current MetroAccess Contractor, MV Transportation. In addition, ██████████ ensures compliance with MetroAccess door-to-door training requirements, and the FTA mandated drug and alcohol testing program.

██████████ - General Manager, Arlington Red Top Cab

██████████ brings 21 years of ground transportation operations experience. ██████████ is the General Manager of the Red Top Cab Company of Arlington Virginia, the largest cab company in Northern Virginia ██████████ directs all day-to-day taxicab operations at Red Top and coordinates with ██████████ to deliver MetroAccess taxicab service in Arlington County. He oversees driver selection and ensures compliance with MetroAccess door-to-door service requirements. Prior to joining the Red Top family of companies in 2006, ██████████ was the General Manager of Dav-El Limousine's Washington, DC franchise, one of the largest premium ground transportation service providers in the region ██████████ also has extensive fleet management and logistical support experience as a manager with United Parcel Service.

██████████ - Director, Red Top Communications Center

██████████ has 40 years of experience in logistics, transportation, and communications. He began his career with the United States Air Force, and over the next 22 years, achieved the highest rank possible for enlisted personnel, Command Chief Master Sergeant. Prior to joining Red Top Cab in 1997, ██████████ served as the county transportation supervisor for the Spotsylvania County Virginia School System where he directed the logistics, routing, and maintenance program for the school system's entire fleet school buses.



Evaluation Criteria for Taxi Contractors

██████████ currently directs all operations associated with the Red Top Cab Communications Center including all incoming and outgoing data and voice communications. ██████████ provides hands-on leadership and support of the dispatching infrastructure, reservation and customer service agents, dispatchers, shift supervisors, and the special accounts department. Currently, the Communications Center receives 12-14 thousand incoming calls per day and dispatches 8-10 thousand taxicab trips.

Communications center staffing -

In addition to ██████████, who will direct all Communication Center activity, the following staffing resources will be available based on service level demand, to support MetroAccess service operations on a 24/7 basis:

- Senior Manager;
- 5 Shift Supervisors;
- Special Accounts Department - Staffed with 10 Customer Service Agents who are dedicated to paratransit operations;
- Dispatch Operations - Employs 25 full and part-time dispatch personnel for taxi dispatchers, wheelchair vehicle dispatchers and paratransit dispatchers;
- Reservation Agents - Employs 80 full and part-time reservation agents to receive and enter taxi reservations

Fleet maintenance staffing -

Red Top Cab and its participating affiliates will provide maintenance support to taxicabs that provide MetroAccess service at two maintenance facilities located in Arlington, Virginia and Falls Church, Virginia. Detailed information about Red Top's maintenance program appears below in section I.C. The following staffing resources will be available based on service level demand, to support MetroAccess service operations:

- Service Director (all service operations)
- Service Manager: 1 at each location
- Technicians: 9 in Arlington and 11 in Fairfax
- Auto Detailer: 1 at each location
- Fueling Station Attendant: 1

Corporate support -

In addition to the operations resources listed above, Red Top Cab provides administrative support for the MetroAccess program including but not limited to accounting, safety and training, drug and alcohol testing compliance, insurance compliance and taxicab operator regulatory compliance. The Red Top Cab Leadership Team ensures that all critical functions necessary to support MetroAccess operations are monitored and supported to ensure the delivery of safe and high quality customer service.

██████████ - *President and CEO, Transportation, Inc. - T/A Red Top Cab*

██████████ brings more than 48 years of experience as an entrepreneur in the transportation industry and serves as President and CEO of Red Top Cab. He is a second-generation ground



Evaluation Criteria for Taxi Contractors

transportation provider, his parents having partly owned Arlington Yellow Cab Company. [REDACTED] began his career there, and today provides executive leadership and directs corporate planning and development for the Red Top family of companies, which he built from its beginnings as a 3-taxicab company to become the largest taxicab and paratransit organization in the region.

[REDACTED] is Past President, Director, and a member of the Executive Committee of the Taxicab, Livery and Paratransit Association (TLPA), and the recipient of both the TLPA Taxicab Operator of the Year award and the TLPA Premium Services Operator of the Year. He was the first two-time TLPA Operator of the Year winner. He is the past President of the Taxicab, Livery and Paratransit Foundation, a non-profit charitable organization, which primarily focuses on meeting the research, and education needs of for-hire passenger transportation operators. [REDACTED]

[REDACTED] is also past President and current Director of the Virginia Taxicab Association. He served on the Virginia Governor's Council on Transportation and has taken part in numerous panels and symposiums in all facets of the ground transportation industry.

[REDACTED] contributes his time to many community organizations. He served on the Board of the Arlington Chamber of Commerce, the Arlington Chapter of the American Heart Association, the Clarendon Alliance (a community development and advisory group) and the Arlington Hospital Advisory Board. He is also a member of the Finance Committee for the Virginia Hospital Center.

[REDACTED] - Chief Operating Officer

[REDACTED] brings 35 years of effective executive management experience to the Red Top Cab organization with a proven track record in team leadership, strategic planning and fiscal guidance. Prior to joining the Red Top organization, [REDACTED] was a successful entrepreneur who established a high volume automotive retail repair business and successfully grew the company from one location to five retail outlets in a timespan of three years. [REDACTED] also brings corporate management experience having served as CEO of Admine.com, an internet advertising company which partnered with industry icons such as Gannett, Adobe, Hurst and Getty Images. Prior to becoming involved with Admine.com, [REDACTED] held positions with major corporations, serving as National Director of Business Development for consulting giant Deloitte, Vice President of Sales and Marketing at the Hill-Rom Company, and Marketing and Brand Manager at Kraft Foods.

[REDACTED] - Vice President

[REDACTED] has been an integral member of the Red Top senior leadership team, overseeing all aspects of the company's information technology and communications infrastructure since 2001. [REDACTED] has managed the successful transition and implementation of several large, complex IT and communications systems. These include the complete replacement of a legacy 800 MHz data dispatch system and transition to a new IP-based system for 5 taxicab fleets consisting of some 925 vehicles, the design, installation and successful migration of a 130 vehicle premium sedan service from a legacy data dispatch system to a modernized robust system operating on a public data and voice network. Prior to joining the Red Top organization, [REDACTED] served as the Managing Director at Stone Street Services, Inc., with offices located in

Evaluation Criteria for Taxi Contractors

Bethesda Maryland and Fort Lauderdale, Florida [REDACTED] is an attorney and holds a Juris Doctor from the Washington College of Law of The American University, Washington, DC and a Bachelor of Science in Accounting from the Stern School of Business, New York University, New York, New York.

[REDACTED] - Paratransit Manager

As Paratransit Manager, [REDACTED] is responsible for ensuring compliance with the Americans with Disabilities Act (ADA). She designed, authored and implemented an operator training program that focuses on ADA transportation requirements. [REDACTED] is a recognized national expert on the problems of aging and disabilities, and a published author on the subject. She has been a featured speaker at several national and state conferences on aging and disabilities.

[REDACTED] - Director of Sales and Marketing

[REDACTED] brings over 25 years of experience in the transportation industry and has been a member of the Red Top Cab management team since 1991. He has been actively involved in supporting the MetroAccess program and has been instrumental in promoting community awareness of Red Top Cab's specialized transportation services.

B. Training and Certification

i. MetroAccess Door-to-Door Service

Red Top Cab and its participating affiliates have been providing door-to-door service to



Taxicab Operator Training Classroom

MetroAccess customers since the provision was introduced on June 30, 2008. Red Top Cab utilizes the WMATA-approved door-to-door training program for all its taxicab operators who provide service to MetroAccess customers. A copy of the door-to-door training materials appears as Exhibit "B" of this Statement of Qualifications.

ii. Operator/Taxicab Driver Training

All Red Top taxicab operators undergo one of the most comprehensive training programs in the taxi industry. Taxicab operators who qualify for MetroAccess service also participate in supplemental training including door-to-door service; wheelchair securement; inappropriate conduct/sexual harassment training; and sensitivity training. Annual refresher courses are mandatory for all taxicab operators who wish to maintain their certification to provide MetroAccess service. A copy of the Red Top Cab new driver training syllabus appears as Exhibit "C".

New Taxicab Operators - Arlington Red Top Cab Fleet:

To ensure that there is always an adequate number of qualified taxicab operators to meet service demands; Red Top Cab maintains a recruiting goal of fifty (50) new operator candidates

Evaluation Criteria for Taxi Contractors

each month. Every new candidate for affiliation with Red Top Cab undergoes the following seven-step process:

- 1) Candidates pass map reading test and English proficiency test;
- 2) Candidates receive training class for the Arlington County Hack License exam;
- 3) Candidates pass the Arlington County Hack License exam and then attends a one-day classroom taxicab operator training school;
- 4) Upon successful completion of the taxicab operator training school, candidates spend two days on the road with a certified driver trainer;
- 5) Upon successful completion of "on-the-road" training, new taxicab operators provide taxicab service under the Arlington Yellow Cab fleet;
- 6) Before an operator can qualify for the Red Top fleet, his/her performance is reviewed and approved by the Training Manager, Taxicab Operator Manager and the Fleet Manager.
- 7) Taxicab operator drives in the Red Top fleet until the Training Manager approves the individual for MetroAccess Door-to-Door training. Taxicab operators must pass all mandated MetroAccess training before being permitted to deliver service to a MetroAccess customer.

New Taxicab Operators – Fairfax Yellow Cab Fleet:

The process at Fairfax Yellow Cab mirrors that of its Arlington affiliate with the exception that both the Fairfax Yellow Cab and Red Top Cab of Fairfax fleets deliver MetroAccess service.

a. Door-to-Door training

The certification process for door-to-door service is identical for both the Arlington and Fairfax fleets. All qualified candidates for door-to-door service undergo specialized training using the WMATA-approved curriculum for door-to-door training. Door-to-door certification classes are held once per month, with annual refreshers for all qualified taxicab operators. Red Top Cab ensures that only MetroAccess certified taxicab operators are able to deliver service under the program by placing a special "attribute" in the dispatch system for each certified operator. Taxicab operator performance is closely monitored and attributes are removed when deficiencies in service requirements arise. Every candidate completes the following sequence in order to achieve door-to-door certification:

- i. Candidates for door-to-door certification must have driven for a minimum of ninety (90) days and must be approved by the Training Manager;
- ii. Candidate attends WMATA-approved door-to-door classroom training;
- iii. Upon successful completion of door-to-door training, the Risk Management department reviews the taxi operator's file to ensure that the operator's drug testing results are current, and determines a date that the operator may begin providing MetroAccess service;



Evaluation Criteria for Taxi Contractors

- iv. The door-to-door attribute is added to the dispatch system and the taxicab operator is now eligible to provide MetroAccess service;
- v. The taxicab operator must provide door-to-door service to all MetroAccess customers. The door-to-door attribute will be removed from the dispatch system, and the operator will no longer be eligible to provide MetroAccess service if he/she fails to provide door-to-door service to any MetroAccess customer or if the operator receives a complaint.
- vi. All taxicab operators who are certified for MetroAccess service must participate in random drug and alcohol testing;
- vii. Red Top Cab ensures that only the operators who wish to voluntarily provide MetroAccess service continue in the program. This is done through careful performance monitoring, and the ability of each taxicab operator, as an independent contractor, to elect to remove the MetroAccess dispatch attribute at any time.

b. Inappropriate conduct/sexual harassment training

Red Top Cab and its affiliates utilize the WMATA-approved training course for the prevention of inappropriate behavior and sexual harassment. All taxicab operator candidates who wish to become certified for MetroAccess service must successfully complete this training before certification is awarded and the MetroAccess attribute is added to the taxicab operator's dispatch system identifier. Annual refresher courses are mandatory for all taxicab operators who wish to maintain their certification to provide MetroAccess service. A copy of the inappropriate conduct/sexual harassment training course appears as Exhibit "D" of this Statement of Qualifications.

c. Sensitivity training

Every taxicab operator seeking MetroAccess Service certification must complete sensitivity training. Under the direction and guidance of [REDACTED], the Red Top Cab training department utilizes materials developed by [REDACTED] and the U.S. Department of Labor, Office of Disability Employment Policy.

Annual refresher training

All taxicab operators who are certified for MetroAccess service must complete annual refresher training for all WMATA-mandated training including door-to-door training; inappropriate conduct/sexual harassment training; and sensitivity training.

C. Vehicle Maintenance Plan

Red Top Cab is a nationally recognized leader in the taxicab industry. Our vehicle preventive maintenance (PM) program is the most comprehensive of its kind and exceeds the minimum requirements of the MetroAccess program. A copy of the Red Top Cab Vehicle Repair Order check sheet appears as Exhibit "E" of this Statement of Qualifications.

i. Preventive Maintenance Inspections – 6,000 Mile Interval or Less

The following outline provides a snapshot of the Red Top Cab vehicle preventive maintenance program:

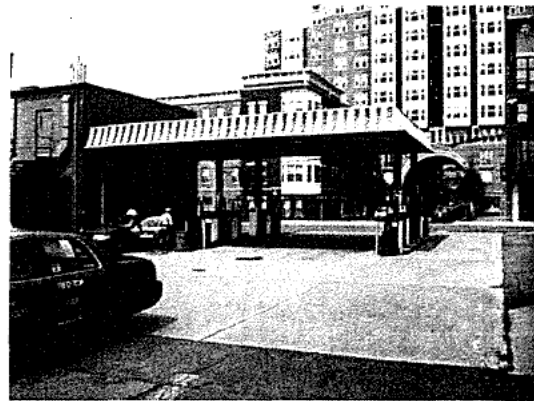
- *Every 4,000 miles*
 - Oil and filter change (synthetic blend);
 - Multipoint vehicle inspection;
 - Repairs and other maintenance as needed
- *Every 8,000 miles*
 - Oil and filter change (synthetic blend);
 - Tire rotation;
 - Multipoint vehicle inspection;
 - Repairs and other maintenance as needed
- *Every 20,000 miles*
 - Transmission flush (synthetic fluid) (Ford Fusion models only)
 - Replace fuel filter (if equipped) (all other models);
 - Repairs and other maintenance as needed
- *Every 28,000 miles*
 - Alignment (all vehicle types);
 - Repairs and other maintenance as needed
- *Every 40,000 miles*
 - Transmission flush (synthetic fluid);
 - Repairs and other maintenance as needed;
 - Applicable to Crown Victoria; Grand Marquis; Town & Country; Grand Caravan; and Freestar models
- *Every 80,000 miles*
 - Replace spark plugs (all vehicle types);
 - Flush cooling system and replace antifreeze (all vehicle types);
 - Differential service (rear wheel drive vehicles only);
 - Repairs and other maintenance as needed

The Red Top vehicle dispatch system keeps track of vehicle mileage on a daily basis and helps to ensure that vehicles are serviced at the appropriate intervals by sending automated notifications to the taxicab operators and to the cab manager. Cab managers monitor these notifications and, in the event a taxicab operator fails to appear for a scheduled maintenance interval, will temporarily disable the ability of a taxicab to receive dispatched trips. The dispatch function is restored when the deficiency has been resolved (often within hours).

Evaluation Criteria for Taxi Contractors

ii. Vehicle Fueling and Washing Plan; Vehicle Cleanliness Schedule – Daily, Bi-Weekly, Monthly, and Seasonal/Periodic

All taxicab operators affiliated with the Red Top organization must keep their vehicles in a clean and presentable condition at all times. To encourage taxi operators to consistently adhere to this practice, each of our two maintenance facilities operates its own on-site automated car wash which is available to our taxicab operators as often as needed and at no cost. For the convenience of our taxicab operators, vacuum equipment is also available.



Arlington Fueling Facility

Both of our maintenance facilities maintain multiple dispenser fueling stations that are open 24/7. Each taxicab operator has his or her own fueling pass code to facilitate operation of the fuel dispensing equipment. Our operators are able to purchase fuel at prices well below the retail market. A fuel lane attendant is also on duty at the Arlington location.

iii. Vehicle Maintenance Record Keeping

The vehicle maintenance program at Arlington Red Top Cab and at its affiliate, Fairfax Yellow Cab is entirely automated and retains a record of all vehicle maintenance and repair activity. Red Top utilizes the computerized *Fleet Maintenance Pro 12.0* software by Innovative Maintenance Systems, Inc. (IMS). This extremely versatile and robust vehicle maintenance system is designed for use by large vehicle fleets and provides significant capabilities and flexibility, helping to ensure that all of our taxicabs receive the most comprehensive preventive maintenance possible. A few of the most prominent features of this system are:

- Tracks an unlimited number of vehicles/equipment;
- Tracks preventive maintenance (PM) and repairs;
- Automatically calculates and informs when maintenance is due;
- Schedules PM notifications by date, mileage, kilometers, and/or hours;
- Tire management, inventory, assignment, and analysis;
- Track and monitor fluid usage (i.e. motor oil or other lubricants);
- Automated work order generation based on PM and scheduled repairs due;
- Parts inventory module with stock tracking and re-order point recommendations.

Evaluation Criteria for Taxi Contractors

iv. Fleet Mix

Red Top Cab and its affiliates operate a diverse fleet of taxicab vehicle types in order to meet the needs of our customers throughout Northern Virginia. The following suitable vehicle types will be available for use in the delivery of MetroAccess service:

- (Sedan) Ford Crown Victoria
- (Sedan) Mercury Grand Marquis
- (Sedan) Ford Fusion
- (Minivan) Chrysler Town & Country
- (Minivan) Dodge Grand Caravan
- (Minivan) Ford Freestar
- (Hybrid) Toyota Prius



The vehicle platform listing above includes a total of thirty- eight (38) wheelchair accessible minivans.

v. Maintenance Facilities

As stated earlier, the company operates two complete maintenance facilities. The Red Top Cab facility located at 1200 N. Hudson Street in Arlington, Virginia hosts a 10,000 square foot building on 1.5 acres and the Yellow Cab facility located at 11 Hillwood Avenue in Fairfax, Virginia has an 18,000 square foot building on $\frac{3}{4}$ of an acre. Both locations maintain an automated car wash facility and on-site vehicle fueling. Each of our maintenance facilities are equipped with all of the necessary service equipment and have sufficient technical personnel to



Arlington Maintenance Facility



Falls Church Body Shop & Paint Facility

manage all of the preventive maintenance and repair needs of our fleets. In addition, both locations have well stocked parts departments that stock most of the parts necessary, and in sufficient quantities, to ensure that our taxicabs are returned to service as quickly as possible when maintenance or repairs are required.

Evaluation Criteria for Taxi Contractors

The following summary provides an overview of our two vehicle maintenance facilities:

- Arlington Facility – 10 bays
- Fairfax Facility – 9 bays
- Fairfax – full body and paint facility including frame machine
- Both locations – advanced vehicle diagnostic scanners specifically designed for Ford manufacturer specifications; Chrysler & Dodge manufacturer specifications; and Toyota manufacturer specifications;
- Both locations – Robinair A/C service machines
- Arlington Facility – Hunter alignment machine
- Fairfax Facility – John Bean alignment machine

Technical Staffing:

- Service Director (all service operations)
- Service Manager: 1 at each location
- Technicians: 9 in Arlington and 11 in Fairfax
- Auto Detailer: 1 at each location
- Fueling Station Attendant: 1

II. ABILITY TO MEET POLICY AND CONTRACT REQUIREMENTS

A. Operator Hiring Requirements

i. Motor Vehicle Record (MVR)

Preliminary Requirements – Red Top Cab will ensure that any operator certified to provide MetroAccess service is in compliance with the following requirements:

a. *Must be at least 21 years of age:*

Red Top Cab will ensure that no one under the age of 21 will receive the dispatch attribute for MetroAccess service;

b. *Must be able to read, write, and speak the English language sufficiently to converse with the general public, to understand highway traffic signs and signals in the English language, to respond to official inquiries and to make entries on reports and records:*

All taxicab operator candidates must first pass a map reading test and an English language proficiency exam. Candidates must then be able to pass the Arlington County or Fairfax County Hack License examination; both of which include map reading and proficiency in the English language. Taxicab operators must also demonstrate proficiency reading road signs, conversing with a passenger, and completing forms and reports such as the daily manifest required by each county's taxicab ordinance.

Evaluation Criteria for Taxi Contractors

- c. *Must have five (5) years or more of recent domestic driving experience:*

Red Top Cab will ensure that all operators certified for MetroAccess service will meet this requirement.

- d. *Must have a current valid domestic license in the District of Columbia, Virginia or Maryland:*

Red Top Cab will ensure that all operators certified for MetroAccess service will meet this requirement.

Disqualifiers – Red Top Cab, through careful monitoring, will ensure that operators having any of the disqualifiers listed below will not be permitted to provide MetroAccess service:

- a. *No moving violations within the past year:*

Red Top Cab will ensure that any operator convicted of a moving violation within the past year will not be permitted to provide MetroAccess service.

- b. *No more than three (3) moving violations within the past three (3) years:*

Red Top Cab will ensure compliance with this requirement.

- c. *No suspensions for moving violations in the past year:*

Red Top Cab will ensure compliance with this requirement.

- d. *No DUI, DWI, OWI, OUI:*

Red Top Cab will ensure compliance with this requirement.

- e. *No refusal to test:*

Red Top Cab will not permit any operator who refuses a drug test to provide MetroAccess service.

- f. *No reckless driving tickets/moving violations within the past year:*

Red Top Cab will ensure compliance with this requirement.

- g. *No leaving the scene:*

Red Top Cab will ensure compliance with this requirement.

- h. *No use of a vehicle in the commission of a felony:*

Red Top Cab will ensure compliance with this requirement.

- i. *Must not have a preventable major accident in the past three (3) years:*

Red Top Cab will ensure compliance with this requirement.

- j. *Must not have more than two (2) preventable accidents in the past three (3) years:*

Red Top Cab will ensure compliance with this requirement.

- k. *Must not have any serious traffic violations in the past three (3) years.*

Red Top Cab will ensure compliance with this requirement.

ii. DOT Requirements

Red Top Cab and its affiliates are in compliance with all local, state and federal regulations related to the operation of taxicab service.

Evaluation Criteria for Taxi Contractors

iii. Criminal History Checks

Search criteria: Social security trace with local criminal searches (felony/misdemeanor); Nation-wide search; and National Sex Offender search.

All applicants for a Hacker's license in Arlington County and Fairfax County are fingerprinted and submit to a comprehensive criminal background investigation. Prospective taxicab operators are not issued a Public Vehicle Driver's License (Hacker's License) until this investigation has been completed without any disqualifying findings.

Disqualifiers:

a. *No felony convictions:*

A felony conviction results in the immediate revocation of a taxicab operator's county-issued permit (Hacker's License).

b. *No serious crime convictions in the past five (5) years:*

Local county taxicab ordinances provide for the immediate revocation of a taxicab operator's permit in the event of a conviction of, or a plea of guilty or nolo contendere, to the violation of any law involving any commission of a felony; sex offense or any crime of moral turpitude; prostitution or solicitation thereof; production, sale or use of alcohol or narcotics; gambling; or any crime of violence.

c. *No drug convictions within the past seven (7) years:*

See (b) above: Red Top Cab will ensure compliance with this requirement.

d. *No violent or sexual convictions:*

See (b) above: Red Top Cab will ensure compliance with this requirement.

e. *No convictions against elderly, children or disabled:*

See (b) above: Red Top Cab will ensure compliance with this requirement.

f. *No convictions that pose a danger to passengers:*

Red Top Cab will ensure compliance with this requirement.

g. *No convictions that threaten the loss of property:*

Red Top Cab will ensure compliance with this requirement.

h. *No pending charges:*

Any taxicab operator with a pending criminal charge will not be permitted to provide MetroAccess service until such time as the charge is either dismissed, or adjudicated in a court of law with a verdict of not guilty.

iv. FTA Drug and Alcohol Testing

Red Top Cab and its affiliates was the first taxicab company in Virginia, and one of the first major taxicab companies in the country, to implement mandatory drug and alcohol testing for all safety sensitive personnel engaged in the provision of paratransit services for a public agency. Red Top will ensure continued compliance with this FTA regulation.

Evaluation Criteria for Taxi Contractors

B. Insurance

i. General Liability

- *\$1,000,000/\$3,000,000 per occurrence/aggregate or \$2,000,000 combined single limit for Bodily Injury and Property Damage Liability;*
Red Top Cab meets this requirement. See Certificate of Insurance which appears in Exhibit "F" of this Statement of Qualifications.
- *Fire and personal injury/advertising liability in the amount of \$1,000,000 respectively; Premises Medical Payments in the amount of \$5,000;*
Red Top Cab will comply with this requirement as it stands revised (see Question 252 in Amendment 005 dated July 30, 2012).
- *Project manager and WMATA shall be named as additional insured parties.*
Red Top Cab is in compliance with this requirement. See Certificate of Insurance which appears in Exhibit "F" of this Statement of Qualifications.

ii. Automobile Liability

- *Required minimum limits per accident/per injury/per property damage*
 - a. *In MD & VA: \$100,000/\$300,000/\$50,000*
 - b. *In DC: \$ 50,000/\$25,000/\$10,000*Red Top Cab is in compliance with this requirement. See Certificate of Insurance which appears in Exhibit "F" of this Statement of Qualifications.
- *Project manager and WMATA shall be named as additional insured parties.*
Red Top Cab is in compliance with this requirement. See Certificate of Insurance which appears in Exhibit "F" of this Statement of Qualifications.

iii. Workers Compensation

- *Part I - Maintain coverage at the statutory levels*
- *Part II - Maintain coverage at the levels listed below*
 - a. *\$1,000,000 - Each Accident*
 - b. *\$1,000,000 - Disease Policy Limits*
 - c. *\$1,000,000 - Disease Each Employee*Red Top Cab is in compliance with this requirement. See Certificate of Insurance which appears in Exhibit "F" of this Statement of Qualifications.

Evaluation Criteria for Taxi Contractors

EXHIBIT A

CURRENT SPECIALIZED TRANSPORTATION OPERATIONS:

1. Senior Centers and Madison Adult Day Health Care Center

Red Top Cab provides paratransit transportation services to senior citizens, 60 years of age or older, and to adults with disabilities who attend three senior centers and one adult day health care center on a daily basis.

Red Top Cab provides shared ride transportation to approximately 125 persons to/from home and to/from the Langston Brown and Walter Reed Senior Centers, and the Madison Adult Day Health Care Center in groups of two to four customers per taxicab. The transportation service is primarily curb-to-curb, with door-to-door assistance as required. The service is provided on a pre-arranged basis through a daily manifest for maximum ridesharing efficiency.

Under this contract, Red Top Cab provides the scheduling, dispatching, and operation of a sufficient quantity of vehicles to accommodate 150 one-way trips daily. Taxicab operators who provide services under this contract are trained in transporting, communicating and assisting senior citizens and people with disabilities. Red Top Cab originally provided the service from 1985-1993, and has been providing this service continuously since 1997.

2. Arlington STAR

Red Top Cab has provided complementary paratransit transportation services to the residents of Arlington who have disabilities since 1994, originally under the "Arlington Access" program under the auspices of the Arlington Agency on Aging in conjunction with the Arlington Chapter of the American Red Cross. Currently, Red Top Cab delivers approximately 4,000 taxicab trips per month under the Arlington STAR program.

Since that time, Red Top Cab has been instrumental in providing paratransit services to Arlington County residents. By offering curb-to-curb transportation for STAR, a number of Red Top Cab drivers have received additional training in passenger assistance techniques and provide door-to-door assistance in an "Assisted Transportation" program funded by the Arlington Agency on Aging.

While safety and customer service are the two highest priorities, Red Top Cab management has also placed a high level of priority on the effort to continually identify means of increased productivity and cost effectiveness. Red Top Cab is proud of the success it has achieved in these areas. Working closely with STAR's Project Manager, Red Top Cab has recommended and implemented a number of cost saving measures such as shared taxicab rides. Additionally, Red Top Cab has developed and implemented a system of controls designed to minimize waste and deter system abuse. The absence of a firm commitment to control measures similar to those implemented by Red Top Cab has been shown to be quite costly in neighboring jurisdictions that administer programs similar to STAR, but where adequate controls have not been developed by the contractor.



Evaluation Criteria for Taxi Contractors

3. MetroAccess

Since 1996, Red Top Cab and its affiliated companies in Fairfax County (Fairfax Yellow Cab and Red Top Cab of Fairfax) have been providing ADA complementary paratransit services under the MetroAccess program administered by the Washington Metropolitan Area Transit Authority (WMATA). Currently, Red Top Cab provides door-to-door service to approximately 150- 200 MetroAccess customers per day. In collaboration with the MetroAccess Operations Control Center, the Red Top Cab Communications Center coordinates these trips to ensure that the highest level of customer service is delivered to all MetroAccess customers.

4. Virginia Medicaid Non-Emergency Transportation

For over a decade, Red Top Cab and its affiliated Fairfax companies have provided transportation services for the Virginia Medicaid non-emergency transportation program. The Red Top Communications Center dispatches and coordinates approximately 1,500 Virginia Medicaid taxicab trips per week.

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Yellow Paratransit LLC

COMPANY BIO – Yellow Paratransit LLC

Yellow Paratransit LLC, an affiliated company of Yellow Cab Co. of DC Inc., was formed two years ago to provide service for the DC Wheelchair Accessible Taxicab Pilot program which was renamed as **roIDC**. This company operates 10-wheelchair accessible (WA) vans and soon will add seven more WA vans later this year. These WA vans are dispatched through Yellow Cab Co. of DC Inc. All drivers and vehicles providing services to the Metro Access program will operate under Yellow Paratransit LLC and be dispatched through Yellow Cab Co. of DC Inc.

MANAGEMENT BIO – [REDACTED]

[REDACTED] is the Managing-Partner of Yellow Paratransit LLC and General Manager of Yellow Cab Co. of DC Inc. [REDACTED] joined Yellow Cab Co. of DC in 2006 as General Manager and is responsible for all operations, technology, marketing and accounts management. He has over 30 years in executive management positions in Banking, IT and Transportation services for notable companies like Glendale Federal Bank, Electronic Data Services (EDS) and most recently Commerce Bank. [REDACTED] was responsible for developing, implementing, training and support of the automated dispatching systems installed by Yellow Cab Co. six years ago. This fully automated dispatching system and Call Center operations was the first of its kind in the DC Metro area and remains a state of the art application through continuous technology upgrades. [REDACTED] is also Managing Partner of Yellow Transportation LLC and Yellow Automotive Inc. Yellow Transportation formed six years ago is a rental taxicab entity that purchases and leases taxicabs that are dispatched through Yellow Cab Co. of DC. Yellow Automotive formed five years ago is a full-service automotive repair and maintenance company that services vehicles owned by Yellow Transportation, Yellow Paratransit, private customers and vehicles owned by taxi drivers from Yellow Cab Co. and other taxicab companies. Yellow Transportation is a certified meter installation company and is in the process of applying for Certified Business Enterprise accreditation with the District of Columbia.

OPERATING CAPABILITIES

All taxicabs providing Metro Access service under this contract will be dispatched through Yellow Cab Co. of DC Inc. Each taxicab will have a Mobile Data Terminal (MDT), GPS Tracking, Taximeter, Smart Printer, Two-Way Radio and soon to be installed back-seat payment processing terminal. Trips can be either pre-booked (scheduled) or for immediate dispatch. Trips are entered manually into the Pathfinder system by a Calltaker or can be entered through our website application "WebBooker" or through a smart-phone mobile application called Taximagic. The web-site and smart-phone applications are integrated with the Pathfinder system. Regular recurring trips for a specific day and time can be scheduled into the Pathfinder application a calendar for up to one-year thus eliminating the need to be entered daily. These recurring trips can be modified prior to dispatch as needed.

Yellow Paratransit LLC

All entered trips are automatically dispatched to the taxicabs based on the individual driver's personal profile. Qualified drivers assigned to this contract will have a designation as "Metro Access". This designation will ensure that all Metro Access trips will only be dispatched to drivers with that special designation and not to the general fleet. Trips can be pre-scheduled one-month in advance of the pickup date. Pickup addresses are validated for authenticity. Unassigned trips are sent to the Dispatcher's screen for action. The system provides Automated Callouts to the passenger when the trip is dispatched, when the driver arrives and if a cab is unassigned for more than 20minutes after the scheduled pickup time. The passenger can indicate through the Automated Callout feature that they still need the trip or cancel the trip if no longer needed.

All taxicabs once signed into service are tracked in real-time by Global Position Systems (GPS) and displayed on the Dispatcher's Map screen. Completed trips can also be re-played on the Map system to determine the route taken by the driver. The system maintains an electronic manifest of all dispatched and street-hire trips for every driver. The electronic manifest includes Date, Time, Arrival Time, In-Service Time, Pickup and Destination Address, Fare Price and all other actions initiated by the driver on the mobile data terminal in completion of the trip.

The Yellow Cab Co. Call Center is staffed 24-hours per day/ 7-days per week. There are at least 4-Calltakers plus a Dispatcher on duty Monday thru Friday and 3-Calltakers plus a Dispatcher on Saturday and Sunday. The Dispatcher is also the Manager On-Duty. The Call Center is managed by a Customer Service Manager. There is an Accounts Manager that will manage the Metro Access relationship. Yellow Paratransit will pay Yellow Cab Co. of DC Inc. an Infrastructure Services fee for the use of the technology and staff. Yellow Paratransit will add a Data Entry Clerk to enter the Metro Access trips into the Pathfinder Dispatching application and a Customer Liaison to monitor and assist in the dispatching of all Metro Access trips to ensure timely completion and interface with the Contractor on any special requests or trip issues.

VEHICLE MAINTENANCE PLAN

Vehicles designated as Metro Access providers will be required to follow the Preventative Maintenance inspection, Cleanliness and Vehicle Record Keeping requirements as outlined in Evaluation Criteria. All vehicles will be maintained by Yellow Automotive facility at 1636 Bladensburg RD NE, Washington DC. All maintenance and repairs will be diagnosed and recorded in the AllData Automotive computerized maintenance software application. The fleet mix in support of this program is expected to be sedans, hybrids, mini-vans and sport utility vehicles. The eight -bay automotive shop with on-premises painting, body work, transmission repair and computer front-end alignment is leased and operated under a special agreement by Jindal-Andre Automotive Services. The mechanical staff is CSE certified. Drivers will be notified by the shop when vehicle maintenance is due.

Yellow Paratransit LLC

ABILITY TO MEET POLICY AND CONTRACT REQUIREMENTS

All drivers designated to this contract will be required to meet all of the requirements outlined in the Contract Requirements section. The drivers will be independent operators and not employees of the Yellow Paratransit LLC. They will all meet the Preliminary Requirements of age and English Proficiency. They will have at least 5-years of recent domestic driving experience and have a current valid license in DC and current valid Hacking license issued by the DC Taxicab Commission. Any driver with the noted Disqualifiers will be excluded from providing services to the contract.

Yellow Paratransit will apply and receive all DOT and WMATA designations as required under this contract. All DC taxicab drivers are be required to complete a Criminal History Check to be qualified as a new DC taxicab driver. The Criminal History and DMV records are reviewed as part of the annual Hack License renewal process. All drivers providing services under this contract will be required to undergo and pass the designated FTA Drug and Alcohol Testing.

Yellow Paratransit LLC has a \$2,000,000 single limit liability policy. Each taxicab driver must maintain at least \$25,000 minimum limit per accident general liability policy. Yellow Paratransit will add any additional Insurance and liability policies as required by the contract.

PRICING

To provide the required service Yellow Paratransit (YP) will add a Data-Entry Clerk to enter all of the incoming trip requests, a Customer Liaison to monitor and assist in the dispatching of Metro Access trips plus act as the main contact to the contractor for any trip changes or same-day requests. YP will pay Yellow Cab Co. of DC a nominal fee for use of the technology and infrastructure. YP will also have to pay additional Insurance premiums for the required coverage noted in the contract requirements. The Driver payouts were calculated by using a 7-mile per trip average, with an average of 500 per trips per day, plus payment of \$2.00 per trip for a dispatched trip (fees set by DCTC) and a driver incentive of \$2.00 per trip for performing door-to-door service.

The estimated price per mile (PPM) is based on all of the above expenses including the recent 44% taxi rate increases granted to DC taxicab drivers. Yellow Paratransit projects that its mile per trip (MPT) pricing including a standard operating profit would be \$4.45 cents per mile.



CDRL SD-4 – Staffing Plan

Key Management Staff

The Project Manager and senior management staff that will lead this contract for Veolia and work day-to-day with WMATA staff will ultimately be the key to the MetroAccess service's success. When Veolia set out to formulate a team, we carefully reviewed the RFP and associated documents to determine the best personnel for this project so that we could bring you the most effective team possible.

We looked for individuals with a strong customer focus. We sought managers that had experience working in all aspects of paratransit operations. We wanted leaders that had demonstrated their ability to control costs while maintaining service quality and vehicle maintenance integrity. We wanted individuals who understood the principles of managing an environmentally sustainable operation. We sought a team that knew how to lead people, not simply manage them. And finally and most importantly, we wanted individuals that lived safety down to their core.

We had some other criteria for senior managers that would be serving a client of the caliber of MetroAccess. We wanted employees who were already part of Veolia and who understand the resources that can be brought to bear on this project. We also wanted individuals with established working relationships within our organization and knowledge of whom they could draw upon for support. This, we believe, is critical for WMATA to get the full benefit of everything Veolia has to offer. We also looked for individuals that had worked in similar environments to WMATA and understood the complexity of the operating environment.

The bottom line is that we found the Project Managers and senior staff we wanted. This is an excellent group of seasoned Veolia veterans, each with decades of paratransit experience and the great majority are current Veolia employees. This group is eager for a new challenge and committed to this project.

Resumes for our Project Manager and senior management staff have been included at the end of this sub-section.

Project Manager [REDACTED]

When we sought a Project Manager for MetroAccess services, we wanted someone with a stellar record of managing paratransit operations. We thought it very important that we bring in an individual who is a current employee that knows the resources of our company, has established working relationships with the regional and technical staffs and is a proven commodity in terms of his capabilities to get the job done. We wanted a hands-on manager that has been through a multifaceted transition, has experience working with unions, has experience with service coordination and has a track record of success. We sought an individual with demonstrated leadership skills. We also wanted someone who would view this assignment as a promotion and an opportunity. We found these qualities in [REDACTED]

[REDACTED] is a 25+ year transit veteran, with senior management experience, most recently as the Area Vice President for Veolia's Northeast region. He has worked closely with our Regional Vice President, [REDACTED], and the entire Northeast region staff. His experience includes having led our paratransit operation in Baltimore, so he knows this region well. He has a very strong paratransit background, including experience and expertise with:

- > Paratransit operations
- > Labor relations and CBA negotiating experience
- > Call Center management
- > Scheduling and dispatch
- > Service transitions/star-ups
- > Paratransit technology
- > Community relations and customer service
- > Finance
- > Operational efficiencies

In his current position as Area Vice President, [REDACTED] oversees customer systems in Boston, MA; Bridgeport, CT; Union, NJ; South Bend, IN; Waukesha, WI; and the York Region of Ontario, Canada.

Perhaps most notable is that [REDACTED] has been instrumental in large, high profile paratransit transitions in [REDACTED]. His experience in these start-ups includes: hiring and training incumbent and new employees, developing new systems and processes, establishing Veolia policies and procedures, fleet conversions, transitioning technology, etc.

Prior to his current role as Area Vice President, [REDACTED] served as Principle of [REDACTED] where he provided interim management services, conducted operational reviews and designed training courses for paratransit systems of all sizes and scopes. Prior to operating his own consulting practice, [REDACTED] served in management roles for a number of paratransit systems throughout the U.S.

Division Directors

In seeking a strong Division Directors, we looked for individuals with hands-on experience in paratransit contracting environments. The focus of these positions will be to select a strong operations team, ensure our operating team is practicing a safety-first philosophy, ensure employees are fit for duty, that buses pull out on-time and that we effectively manage street operations. The Division Directors will need to be a mentor to their employees and have the sensitivity to enforce rules in a constructive manner. We are excited to propose the following to serve in these positions:

Division Manager [REDACTED] – Cabin Branch

[REDACTED] is a six year Veolia employee who currently serves as Assistant General Manager of Paratransit/Safety & Training for our operating location in Mesa, AZ. [REDACTED] skills and expertise include:

- > Paratransit operations
- > Safety & Training
- > Accident/incident investigation
- > DriveCam operations
- > Labor relations
- > Customer relations
- > Call Center management
- > Trapeze

[REDACTED] is a hands-on manager who has developed and implemented a number of paratransit-related policies and programs over the course of his career, including mobility device securement procedures, Operator attendance policies, and Operator training manuals.

Prior to his current position as AGM, [REDACTED] served as Operations Manager, Senior Operations Supervisor, Operations Manager, Call Center Manager and began his career as a Safety and Training Supervisor.

[REDACTED] industry-related training and certifications, include:

- > Veolia Leadership Training
- > DriveCam Advance Training
- > National Safety Council
- > ZONAR Advance Training
- > Terrorist Activity Certification
- > Managing Within the Law

- > Step Up to Managing People
- > Transit Safety Institute Certifications
- > Positively Affecting Performance
- > Drug and Alcohol Reasonable Suspicion Training
- > Setting Performance Expectations
- > Managing Others
- > Improving Productivity
- > ADA Awareness

Division Manager [REDACTED] - Ardwick-Ardmore

[REDACTED] is a seven year transit veteran with senior management experience, most recently as the General Manager of [REDACTED] in [REDACTED]

He has a very strong transit background, including experience and expertise with:

- > Paratransit operations
- > Labor relations with the ATU
- > Maintenance oversight responsibility
- > Community relations and customer service
- > Quality assurance
- > Operational efficiencies
- > Trapeze technology

As the General Manager for [REDACTED] is responsible for a fleet of 50+ vehicles and 75 employees. [REDACTED] also oversees the call center, dispatch and scheduling functions for the UCSPS service.

During [REDACTED] tenure, [REDACTED] accomplishments include:

- > Recognized as [REDACTED] Council On Special Transportation (COST) System of the Year for 2011
- > Improved staff utilization
- > Reduced customer complaints
- > Successful negotiation of a new Collective Bargaining Agreement with the ATU
- > Increased on-time performance
- > Improved Operator retention

Prior to serving as the General Manager in [REDACTED], [REDACTED] served as Quality Assurance Manager for [REDACTED] Department of Transportation's paratransit service in [REDACTED]

At [REDACTED] was responsible for: overseeing quality control activities for the Reservation and Scheduling Department; serving as the primary contact between Veolia and DDOT; acting as the public liaison for fielding inquires, researching, and answering customer service reports from the public and client. He also analyzed Trapeze reports to make recommendations for service improvements.

In addition to his B.S. degree from the University of Michigan, [REDACTED] has numerous certifications, including:

- > Trapeze Software Certified PASS user
- > Community Transportation Association of America Certified Professional Dispatcher
- > Trainer "Art of Customer Service"

Division Manager [REDACTED] – Farrington

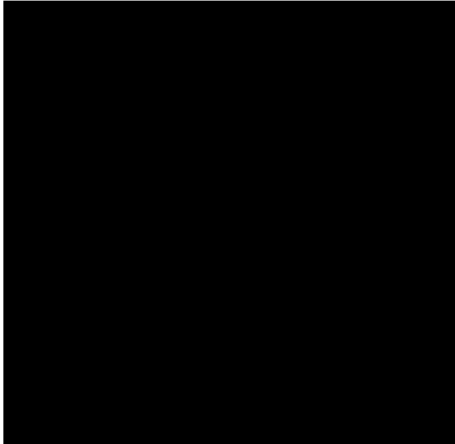
[REDACTED] has five years of senior management experience in paratransit. He most recently served as the General Manager of [REDACTED] paratransit service where the service saw the following improvements:

- > On-time performance and productivity
- > Reduced customer complaints
- > Increased customer commendations
- > Reduced on accidents and vehicle damage
- > Zero grievance-related Union arbitrations and court actions

Prior to his position with [REDACTED] served as General Manager for [REDACTED] a 42+ paratransit and fixed route system. [REDACTED] also served in the United States [REDACTED] as an Intelligence Analyst where he maintained high level security clearance throughout his career.

[REDACTED] holds a Bachelor's degree from the State University of New York and is a member of the Conference of Minority Transportation Officials (COMTO).

Division Manager [REDACTED] – Michigan Ave.



[REDACTED] has 20 years of paratransit experience and currently serves as Director of Paratransit Operations for Veolia's Greensboro, SC operating location.

Prior to her position in Greensboro, [REDACTED] served as Operations Manager for [REDACTED] Veolia's paratransit customer in [REDACTED]. At [REDACTED], [REDACTED] oversees 230 employees, including Operators, Dispatchers, reservationists and schedulers providing more than 1,800 trips per day.

We believe [REDACTED] is an ideal leader for the MetroAccess service because she is a detail-directed problem solver;

has the proven ability to work well with customers, public officials, private organizations serving persons with disabilities, co-workers and employees; and is vigilant in investigating and resolving customer issues.

[REDACTED] has developed a strong skill set in management of the Trapeze software system, and particularly the reservations, scheduling, dispatch, fare management and customer service modules. She has 12 years of experience working with Trapeze and spent five years overseeing [REDACTED] Reservations and Scheduling Department. [REDACTED] has extensive knowledge in managing the system and individual properties and ancillary data along with managing vehicle and run capacities. She has the capacity to effectively analyze and coordinate staffing needs for both a paratransit call center and daily passenger service.

[REDACTED] brings a comprehensive knowledge of paratransit operations, scheduling, dispatch and technology, which is difficult to match within the industry.

Division Manager [REDACTED] – Lindbergh

[REDACTED] is a six-year transit veteran. He has strong paratransit operations knowledge and experience having worked his way up through the ranks from an Operator, to Supervisor, to Quality Control Manager prior to taking on his current position in 2010. [REDACTED] expertise includes operations, tracking Key Performance Indicators, investigating and resolving operational deficiencies, call center management, customer service, ADA compliance, and technology.

[REDACTED] previous transit positions at the [REDACTED] Department of Transportation's [REDACTED] paratransit service included Quality Assurance/Call Center Manager, Operations Supervisor, Dispatcher, and Operator.



Operations Manager [REDACTED]

[REDACTED] is currently the Director of Operations at our Oakland, CA location. She manages the day to day operations of a high trip volume paratransit organization. This includes the coordination of hiring training and supervision of personnel across multiple departments. She also works with four subcontractors that have a combined fleet of 200 vehicles and 350 drivers.

[REDACTED] skills and expertise include: trip Monitoring for efficiency and productivity, managing safe and timely delivery of service by subcontractors, subcontractor contract compliance, and drug and alcohol program oversight.

Before taking on the role of Director of Operations, [REDACTED] served as Call Center Manager at this same location, where she managed a team of 40 call center agents.

Operations Manager [REDACTED]

[REDACTED] began her transit career in 2004 as a Call Center Representative for Veolia in our DuPage County paratransit contract. Early on, [REDACTED] demonstrated her passion for advancement and for delivering exceptional customer service, so we promoted her first to Call Center Supervisor, then to Manager and finally to the position of Operations Manager. From DuPage County, [REDACTED] moved to Detroit's MetroLift ADA paratransit program where she served as the Operations Manager. In Detroit, [REDACTED] oversaw all aspects of our day-to-day operations, including vehicle operations, employee training and safety.

Most recently, [REDACTED] completed an interim assignment for Veolia, serving as the Call Center Manager for Able-Ride, the paratransit division of Nassau Inter-County Express in Nassau County, Long Island. In this position, [REDACTED] was responsible for hiring and training all call center employees; developing a QA process; managing call center day-to-day operations and performance; and researching and resolving customer service issues.

Operations Manager [REDACTED]

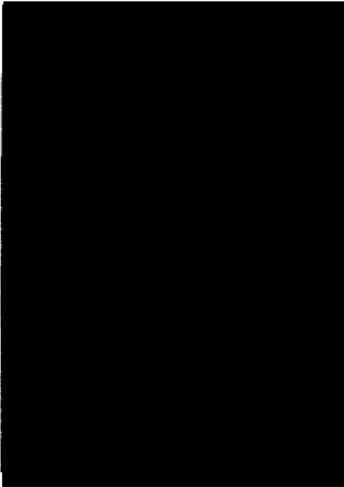


[REDACTED] is a 12-year transportation veteran who currently serves as the Operations, Safety and Training Manager for our paratransit operating location in Bridgeport, CT. He manages the day to day operations of this project, works with dispatch and scheduling staff and routinely manages key performance indicators through the Veolia Dashboard to ensure the project is running smoothly.

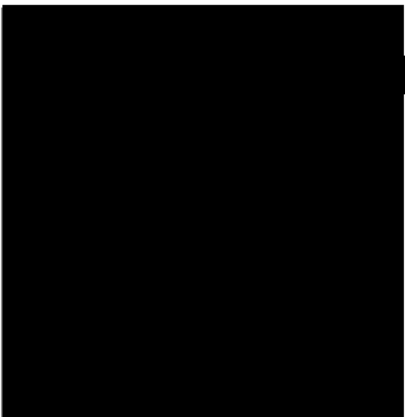
[REDACTED] skills and expertise include: paratransit operations, dispatch, scheduling, safety, training, labor relations, and performance analysis. Prior to his current position in Bridgeport, [REDACTED] served as Safety and Training Manager in [REDACTED] Quality Assurance Coordinator for a health and human services transportation brokerage, General Manager of a pupil transportation operating location and Operations Manager for a 100-taxi service.

Operations Manager [REDACTED]

[REDACTED] currently serves as the supervisory Terminal Management Specialist for the District of Columbia Department of Transportation, so he is well aware of the operating challenges in the Washington DC area. His experience with working in the transportation of school children will translate well into the customer service and care required for WMATA MetroAccess passengers. He is experienced in working with unions, customer service, working with employees in counseling and disciplining situations, in addition to working on overall driver pool development. [REDACTED] understands the challenges of operations as he began his transportation career as an Operator for the Maryland Transit Administration.



Operations Manager [REDACTED]



[REDACTED] is a 10-year public transit veteran, and currently serves as the Operations Manager for the [REDACTED]. [REDACTED], she manages the day to day operations of a 100 paratransit Operators. In addition to day to day operations, she manages Operator job performance and development, oversees Road Supervision, develops Operator training procedures and Chairs the Safety Review Committee.

Prior to her current position, [REDACTED] served [REDACTED] as Customer Service Quality Control Manager, Assistant Manager of Schedules, and Passenger Analyst.

Maintenance Manager [REDACTED] – Cabin Branch

[REDACTED] is currently our Maintenance Manager at our Maryland Transit Administration paratransit operating location. At this location he manages the daily repair and maintenance of an over 1,000 vehicle fleet, in a seven day a week, two shift operation. [REDACTED] skills and expertise include:

- › Managing within a union and non-union environment
- › Coordinating computerized fleet maintenance schedules
- › Service Management
- › Maintenance Budget Management

With the help of his staff [REDACTED] has managed an operation that is 100% compliant with Maryland's Public Service Commission and MVA inspections. He is also an important asset to Veolia having acted as a consultant or additional hands on help for numerous Veolia start-up projects.

[REDACTED] has numerous ASE training certifications including:

- › Air Conditioning Certification
- › Diesel Engine Certification
- › Suspension & Steering Certification
- › Brake Certification
- › Drive Train certification
- › Body System and Special Equipment Certification

Sample Maintenance Manager Position Description

If Veolia is awarded more than two facilities, we will recruit managers who meet the requirements of the RFP. A sample Maintenance Manager position description is included below:

The Maintenance Manager reports to the General Manager and supervises lead Maintenance Foremen, Mechanics, Lead Service Worker, Service Workers and Maintenance Clerk. This management position is responsible for fleet and facility maintenance.

The Maintenance Manager is the quality control leader of the shop. The position ensures work is performed to Veolia's and manufacturers' standards for maintaining the fleet. The Director also ensures parts availability and assures that maintenance staff are trained and certified for the procedures they perform.

Specific responsibilities include:

- › Organizing and motivating the maintenance team.
- › Developing and implementing policies and procedures for the local maintenance department and ensuring compliance with Federal, State and local regulations, and the County's requirements.

- › Establishing preventative maintenance schedules and tracking compliance.
- › Analyzing road call reports and defect reports for timely response and failure trends.
- › Reviewing daily reports to ensure proper handling of defects, parts ordering, and completion of work orders and preventative maintenance forms.
- › Scheduling maintenance personnel (including vacation schedule) to ensure optimum staff levels, interviewing, screening and hiring Mechanics as required.
- › Monitoring Mechanics' work performance; determining Mechanics' training requirements.
- › Remaining technically competent on equipment, new industry trends and technology.
- › Conducting weekly "toolbox" meetings to ensure information is distributed, including contract performance, maintenance concerns or trends, client and employee issues.
- › Preparing all necessary maintenance reports, correspondence and other documents.
- › Responsible for maintenance department budget adherence.
- › Ensuring maintenance areas and facilities are kept safe, clean, organized and that the appropriate safety personal protection equipment is used.
- › Conducting performance appraisals of direct reports.
- › Oversee contracted vehicle and facility cleaning to ensure compliance with the County's standards.
- › Managing the Veolia warranty program.
- › Interfacing with maintenance vendors and suppliers.
- › Ensuring parts inventory levels are maintained at an optimum level.
- › Monitoring productivity and quality control results including: weekly reliability, safety and cleanliness reports, reviewing QA audits for maintenance program compliance.
- › Participating in meetings with the County's staff as needed.
- › Support environmental audit programs and ensure regulatory compliance with OSHA and other federal, state and local regulations.

Safety and Training Manager [REDACTED] – Cabin Branch

[REDACTED] serves as Director of Safety and Training at our Greensboro, NC operation where he oversees safety and training programs for 200+ employees, in this position he:

- > Ensures compliance with all federal, state, local and company requirements for OSHA, drug and alcohol testing, DOT medical certification, and CDL certification.
- > Manages training program for all new operators
- > Facilitates quarterly safety meetings and educate employees on safe practices
- > Maintains detailed and accurate documentation in compliance with FTA, DOT and Veolia requirements
- > Investigates accidents, incidents and workers comp situations to establish preventability
- > Processes workers comp claims and follow up on modified duty assignments
- > Works with company attorneys in legal situations, including documentation, hearing attendance and testimony
- > Participates in DOT audit of CDL documentation and FTA Triennial review
- > Serves as Project leader on local and state ROADEO participation
- > Provides corporate and client reporting on safety issues

Prior to this position [REDACTED] worked for the [REDACTED] as the Assistant Safety Director. He started his transit career at [REDACTED] as an Operator.

Safety and Training Manager [REDACTED] – Farrington

[REDACTED] has over 23 years of diverse experience in operations, safety and security for public and private transportation services. He currently serves as Safety and Training Manager for Able-Ride, the paratransit service at Veolia's operating location in Nassau County (Long Island), NY, Nassau Inter-County Express (NICE).

In his current role, [REDACTED] is responsible for:

- > Training
- > Accident/Incident Investigation
- > Drug/alcohol program
- > Risk management

- > Regulatory compliance
- > Conducting monthly safety meetings

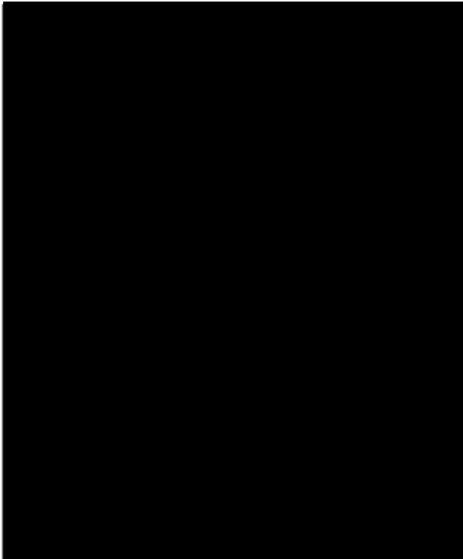
■■■■ served a critical role in transitioning NICE from the Metropolitan Transportation Authority to Veolia in January 2012 and is part of the NICE start-up success story; he is now ready to transfer this success to other Veolia locations.

Prior to his current position, ■■■■ worked as an Operations Supervisor for Veolia's operating location in San Diego, the Metropolitan Transportation System where he supervised Operators' daily operations and on-time performance.

Director of Administrative Services ■■■■

■■■■ joined Veolia Transportation in 2011 after working for McKinsey & Company.

During his short tenure with Veolia, ■■■■ has demonstrated a tremendous talent for managing complex and highly detailed projects, including his leadership role as the Transition Manager for the startup of the Nassau Inter-County Express, the largest public private operating partnership in the country. In this role, ■■■■ worked behind the scenes, making sure all start-up planning tasks progressed in a timely manner and were identified, monitored, and reported on a weekly basis. ■■■■ also was responsible for coordinating communications between Veolia, Nassau County and the New York MTA who ran the service prior to Veolia. In addition, ■■■■ was responsible for operations and maintenance data analysis and coordination of staff recruitment, hiring and training efforts.



After Nassau County successfully transitioned, ■■■■ moved to our Prince George's County fixed-route operating contract where he assisted with the implementation of the NextBus technology, which has improved on-time performance within four months of deployment earlier this year. ■■■■ also provided significant support to the development of our MetroAccess bids, so he is already quite familiar with the WMATA MetroAccess project.

IT Manager [REDACTED]

[REDACTED] joined Veolia's Business Technologies Department earlier this year, and we are very pleased to propose him as our IT Manager for the MetroAccess project. [REDACTED] is no stranger to MetroAccess and served as the current contractor's corporate IT support department for several years before leaving early in 2012. In this role, [REDACTED] became very familiar with the Trapeze environment, technology infrastructure and challenges associated with the MetroAccess service. Prior to joining MV Transportation [REDACTED] spent six years at [REDACTED] where he was responsible for several major installations on the [REDACTED] including [REDACTED]. We believe that by proposing [REDACTED] for this team, we are cutting our technology learning curve for this project by several months, and this advantage will be critical at start-up where time is tight and where we need to get things right the first time.

████████████████████

Professional Experience:

2007- Present

Veolia Transportation Services, Inc.
Area Vice President – Eastern Region

- > Responsible for all operational aspects of customer systems in the Eastern Region, including Boston, MA; Bridgeport, CT; Union, NJ; South Bend, IN; Waukesha, WI; and the York Region of Ontario, Canada.

1997-2007

████████████████████
Principal

Interim Management Assignments

- > ██████████ – Responsible for daily paratransit operations for contracts with ██████████ Medicaid and ██████████ Medicaid.
- > ██████████ Transition manager for ██████████ ██████████ Paratransit Division at ██████████ brought service in-house from contractor. Developed operating systems, Operator training and Dispatcher training programs.
- > ██████████ – Technical and management consultant to ██████████ ██████████ paratransit division. Worked with software vendor to evaluate and upgrade scheduling system. Developed community living outreach program with Independent Living Center.
- > ██████████ Interim General Manager for the ██████████ paratransit system.

Operational Reviews

- > ██████████ Developed strategies for improving productivity at Project Mobility, the paratransit division of ██████████ ██████████
- > ██████████ Analyzed and addressed causes for 20% increase in costs for Access ██████████ paratransit division.
- > ██████████ – Conducted comprehensive operational review in an effort to increase productivity and improve on-time performance. Created a six-month action plan.
- > ██████████ Performed compliance audit of service reliability as required by consent decree resulting from class action lawsuit.

Training Course Design

- > Created several paratransit training programs, including: "Destroying the Myth – Confronting the Inherent Inefficiency of Paratransit Operations"; "No Problem" Frontline Supervisor Training; Modified Real Time (MORE) Dispatcher Training; paratransit Operator training programs used in Corpus Christi, TX; Dallas, TX; Cobb County, GA and Marietta, GA.

1992 - 1997

Management

- > [REDACTED] General Manager for [REDACTED] shuttle service that operated both fixed route and paratransit services 24/7/365.
- > [REDACTED] Paratransit Manager at [REDACTED] Instrumental in designing all aspects of the inaugural complementary paratransit system.
- > [REDACTED] Assistant General Manager for [REDACTED] paratransit.

Paratransit Service System Start-Up

- > [REDACTED] Served as General Manager of Access [REDACTED] paratransit service. Assumed full operational control with less than 24 hours notice due to contractor default.
- > [REDACTED] Directed the start up of a 15 vehicle paratransit system for [REDACTED]
- > [REDACTED] Responsible for all operational aspects of [REDACTED] 115 bus paratransit system start up.

1991 - 1992

- > Served as Interim Executive Director for the Human Services Transportation Consortium in [REDACTED] Assumed administrative and operational control after sudden departure of previous Director.

1988 – 1991

Vice President for Operations

- > Responsible for all operational aspects of a 20-bus paratransit system under contract with the Veterans' Administration Medical Center

1986-1988

Operations Manager

- > Operational responsibility over four different transportation services: regional route, paratransit, airport shared-ride, and medical center.

Professional Experience:

2010 – 2012

Veolia Transportation Services, Inc.

Assistant General Manager of Paratransit/ Safety & Training

- ✓ Plan lead direct and evaluate transit operation services which include safety and training.
- ✓ Implement procedures for efficient and effective safety and training.
- ✓ Enforce all applicable laws rules and regulations.
- ✓ Assist in the preparation of the annual budget.
- ✓ Take on the responsibility for the overall operation of the transit system in the absence of the General Manager.
- ✓ Supervise daily transit operations and evaluate daily operations with AGM of Fixed Route services, maintenance manager, dispatchers, road supervisors, bus operators and the chief administrative officer.
- ✓ Employ the Zonar systems to monitor pre, relief and post trip vehicle inspections; and repairs to ensure Federal, Company and Client contract compliance. Enforce corrective action if necessary.
- ✓ Oversee departmental hiring; maintain performance, safety, and attendance records.
- ✓ Manage subprograms of Dial-A-Ride and (DAR) services.
- ✓ Responsible for the DAR department, plan, schedule, and conduct safety meetings.
- ✓ Conduct operations and enforces OSHA, federal, state, and local regulations related to safety.
- ✓ Investigate and document accidents to determine the cause and review accident reports
- ✓ Develop subordinates for expanded career responsibilities.



2009 – 2010

Veolia Transportation Services, Inc
Operations Manager Dial-A-Ride

- ✓ Evaluated transit operations and services to achieve goals with budgeted funds.
- ✓ Assisted in the preparation of the annual budget.
- ✓ Assumed the responsibility for the overall operation of the transit system in the absence of the General Manager.
- ✓ Established procedures and standards for efficient and effective transit operations.
- ✓ Administered and enforced all applicable laws; rules and regulations.
- ✓ Supervised the day-to-day transit operations.
- ✓ Utilized the Zonar systems for the purpose of monitoring pre, relief and post trip vehicle inspections and repairs which ensured Federal, Company and Client contract compliance. Enforced corrective action if it was necessary.
- ✓ Was responsible for overseeing departmental hiring, maintained performance, safety and attendance records.

2007 – 2009

Veolia Transportation Services, Inc
Senior Operations Supervisor

- ✓ Supervising a staff of 95 people which included Dispatchers, Supervisors, and Drivers.
- ✓ Prepared daily and monthly GM and Corporate reports.
- ✓ Responsible for the DARCAR Taxi Program.
- ✓ Tracked and enforced staff attendance.
- ✓ Responsible for disciplinary actions including verbal and written notifications pertaining to policy violations up to and including termination.
- ✓ Investigated passengers' complaints and incidents. Participated in the operators hiring process.
- ✓ Coordinated vehicle availability with the maintenance department.
- ✓ Managed activities related to the Drive Cam and ZONAR program including coaching drivers.



2006 – 2007

Veolia Transportation Services, Inc
Interim Operations Manager

- ✓ Was responsible for enforcing company policies to ensure compliance with the Affirmative Action and Equal Employment Opportunity Commission.
- ✓ Administered the anti-drug program in regards to post accidents and reasonable suspicion and administered drug and alcohol testing when necessary.
- ✓ Created daily reports and performed a variety of clerical work activities related to transit operations.
- ✓ Supervise and direct the staff through corrective actions, counseling and problem resolutions.
- ✓ Watched over the DAR staff and monitored department performance standards.
- ✓ Scheduled shift and bump bids and attended weekly meetings with the client.
- ✓ Negotiated Union contracts and addressed grievances pertaining to the CBA.

2006 – 2006

Veolia Transportation Services, Inc
Interim Call Center Manager

- ✓ Supervised a staff of 16 people which included reservationists, editors, and schedulers.
- ✓ Addressed customer complaints, monitored inbound calls, and coordinated passenger trips with dispatchers.

2006 – 2006

Veolia Transportation Services, Inc
Safety & Training Supervisor

- ✓ Investigated driver incidents and accidents, responded to vehicle accidents and passenger injuries, took pictures of accidents, and submitted the accident reports to the designated persons.
- ✓ Submitted employee injury and worker's compensation reports and subrogation claims.
- ✓ Instructed new operators in class room and field training, scheduled training sessions, and instructed behind the wheel trainers.



Education and Certificates:

- ✓ Veolia IMO Leadership Training
- ✓ Drive Cam Advance Training
- ✓ National Safety Council
- ✓ ZONAR Advance Training
- ✓ Terrorist Activity Certification
- ✓ Managing Within the Law
- ✓ Step Up to Managing People
- ✓ Transit Safety Institute Certifications
- ✓ Leadership Training
- ✓ Positively Affecting Performance
- ✓ Reasonable Suspicion Training
- ✓ Setting Performance Expectations
- ✓ Managing Others
- ✓ Improving Your Productivity
- ✓ ADA Awareness

██████████
Professional Experience

2008 – Present

Veolia Transportation Services, Inc.
General Manager – Union County Paratransit System (Union County, NJ)

- > Oversee daily paratransit operations of a 75 employee workforce operating and maintaining a 52-vehicle fleet.
- > Union County Paratransit was recognized as New Jersey Council On Special Transportation (COST) System of the Year for 2011
- > Administer an annual budget of over \$3.5 million.
- > Successfully negotiated a new Collective Bargaining Agreement with the ATU.
- > Maintained and strengthen working relationship with client through provision of high quality service, including: increased on-time performance; reduced customer complaints (approximately one per month); increased Operator retention.
- > Designed and implemented first shift bid process for property
- > Facilitated the implementation of Logisticare in a 30-day time frame.

2005 – 2008

Veolia Transportation Services, Inc.
Quality Assurance Manager – MetroLift (Detroit, MI)

- > Responsible for overseeing the quality of the Reservation and Scheduling Department
- > Served as primary contact between Veolia and client, Detroit Department of Transportation.
- > Served as public liaison for MetroLift, including fielding inquiries, researching, and answering customer service inquiries.
- > Analyzed Trapeze reports to make recommendations for service improvements.
- > Assisted in contract negotiations and grievance hearings with Teamsters Union
- > Supervised sub-contractors
- > Developed procedures to increase service quality.
- > Performed operational reviews of and conducted customer service training for other Veolia operating locations within the region.

2002- 2005

[REDACTED]
Executive Assistant Store Manager

- > Oversaw daily store operations.
- > Analyzed store performance, and prepared reports to track.
- > Managed budget, including store sales, gross profit, expenses, income, and payroll.

2002

[REDACTED]
Housing Security Officer

- > Provide safe and secure environment for university students
- > Served as First Responder to campus emergencies

1999 – 2002

[REDACTED]
Account Services Floor Supervisor/Call Center Representative

- > Directed daily operations of Account Services Department.
- > Supervised and monitored team of 40 Advisors.
- > Analyzed & evaluated call center performance statistics data.

EDUCATION

- > **University of Michigan** - B.A. Environmental Policy and Behavior
- > Trapeze Software PASS Certified
- > Community Transportation Association of America Certified Professional Dispatcher
- > "Art of Customer Service" Trainer

[REDACTED]
Professional Experience

2007 – 2011

[REDACTED]
General Manager [REDACTED]

- > Oversaw day-to-day operations of 100+ vehicles and 235+ employees including Operations, Maintenance, Dispatch, Payroll, Safety and Training.
- > Responsible for the daily operations of [REDACTED] an experimental flex-route system for [REDACTED]
- > Performance achievements during tenure included:
 - o Average OTP 93.8%; average Productivity 1.5 (2008-2010)
 - o Customer complaints reduced 15%
 - o Commendations increased 20%
 - o Vehicle damage reduced 49%
 - o Employer of the Year 2009 (recognition given by the US Department of Labor and the Veterans Administration); nominated in 2010 and 2011.
 - o 2008 – 2009: KIPDA Passenger Survey results showed an average of 81% Very Good and Excellent rating
 - o Zero accidents/incidents in October 2008 (first time in [REDACTED] history)
 - o Maintained positive relations with [REDACTED] staff and the local unions (USWU and the ATU).
- > Maintained integrity of daily fare-box reconciliation.
- > Attended monthly E&D Council meetings.
- > Assisted [REDACTED] with vehicle specifications for future bus purchases.
- > Created local recognition of the "Red Shirt" program in which an employee was honored and recognized for their efforts for going above and beyond their job.
- > Founded and co-sponsored the White Cane Day celebration in Metro-[REDACTED] which resulted in the recognition and official declarations from the Mayor of [REDACTED] the Governor of [REDACTED] the state assembly and the local US Congress representative.

2005 - 2007

[REDACTED]
General Manager – Lorain County Transit

- > Oversaw day-to-day activities of Operations, Supervision and Dispatch functions for a 42+ paratransit vehicle fixed route transit system.
- > Maintained positive relations with the client and with the Union.
- > Met budget goals.

- > Reduced overtime 25% in the first year of being the General Manager.
- > Successfully maintained operations of system despite adverse weather conditions.
- > Kept aged fleet in operational condition.

1996- 2005

Senior Title Examiner/Department Manager

- > Responsible for 60 employees and operations of the following Departments: Search; Title Examiners; Quick Search; Applications; and Typing. Reviewed title searches; authored and issued title reports and commitments; issued title insurance.

1989 – 1996

Real Estate Title Manager

- > Managed the real estate title company for a national law firm in the states of Florida and Pennsylvania, as well as oversaw title operations in the northeast region of the company.

1980 – 1989

- > Army Intelligence analyst responsible for receiving, analyzing, reporting and briefing high level US and NATO Officers of all intelligence matters while assigned to V Corps, Frankfurt, Germany. Additional assignments included 2 years at Fort Meade, Maryland. Subsequently employed by 2 DoD contractors with responsibilities of ensuring security over classified Department of Defense projects. Maintained high level security clearance at all assignments and locations.

EDUCATION & PROFESSIONAL AFFILIATIONS

- > Bachelor's degree – State University of New York
- > Associate's degree – Calumet College
- > Member of the Conference of Minority Transportation Officials (COMTO)
- > Appointed to Sub-Committee for Metro-Louisville Air Pollution Control District's project to rewrite a new local ordinance governing idling of commercial vehicles as part of a major overhaul of the city's anti-pollution project. Project effort received front page recognition by USA Today, November 2008.



Transportation Experience:

2010 - Present

Veolia Transportation Services, Inc
MTA Mobility – Operations Manager

- ✓ Assist General Manager in overseeing all aspects of the 24/7 day-to-day operations of the MTA paratransit contract which includes; over 240 Operators, 160 vehicles, and 12 office personnel.
- ✓ Monitor performance of operations staff, investigating and resolving any deficiencies.
- ✓ Assist in modifying operating policies/procedures as needed.

2008 - 2010

Veolia Transportation Services, Inc.
Detroit Dept. of Transportation - Quality Assurance/Call Center Manager

- ✓ Managed call center; developed and implemented new routing procedures resulting in a 12% increase in on-time performance.
- ✓ Created bus assignment procedures; improving the efficiency of the distribution of vehicles and productivity in the Dispatch office.
- ✓ Tracked and reported Key Performance Indicators.
- ✓ Determined cause of performance deficiencies and assisted in modifying procedures to address deficiencies.
- ✓ Investigated and responded to passenger complaints.
- ✓ Monitored compliance with the ADA.

2005 - 2008

Veolia Transportation Services, Inc.
Detroit Dept. of Transportation – Operations Supervisor

- ✓ Supervised Operators; monitoring on-time performance and adjusting trips when necessary.

2005

Veolia Transportation Services, Inc.
Detroit Dept. of Transportation - Operator

- ✓ Provided safe, reliable, customer-oriented service to passengers.



Professional Experience

2010 - present

**Veolia Transportation Services, Inc.
Director of Paratransit Operations – Greensboro Transit Authority**

- ✓ Responsible for managing safe, reliable, efficient Instrumental in implementation of MDT/AVL system for paratransit Operations.
- ✓ Conducted productivity analysis of paratransit demand to realign service requirements necessary to provide 1,800 trips per day while maintaining zero denial policy.
- ✓ Investigate customer service complaints, including compiling voice recordings, vehicle AVL information and scheduling data to determine validity and solutions to problems.

2008 - 2012

Operations Manager

- ✓ Responsible for managing safe, reliable, efficient 121-vehicle paratransit operation that provides nearly 469,000 trips per year.
- ✓ Oversee 230 employees, including Road Supervisors, Reservation/Scheduling and Dispatch staff and Vehicle Operators.
- ✓ Extensive knowledge of Trapeze software including managing system properties and ancillary data, individual user properties and securities, managing vehicle and run capacities, certification of demand response reservations, scheduling and dispatch systems.
- ✓ Experienced in labor relations, including contract negotiations and grievance procedures.
- ✓ Review staffing structure of Operator to passenger ratios on a daily and on-going basis.
- ✓ Work with numerous non-profit agencies who utilize paratransit service for their customers.
- ✓ Conducted statistical analysis of regional paratransit demand to determine potential cost savings and operational issues associated with creating regional paratransit operations.
- ✓ Investigate customer service complaints, including compiling voice and video recordings, vehicle, AVL information and scheduling data to determine validity and solutions to problems.



1990 – 2008



Reservations and Dispatch Supervisor – 

- ✓ Managed call center taking over 500 incoming calls per day while maintaining average hold time of under 2:30 seconds per day seven days per week.
- ✓ Highly instrumental in implementing the use of electronic faring for pre-payment of passenger trips.
- ✓ Worked closely with Trapeze software designers during development of Itinerary Planning Analyzer for comparison of paratransit passenger trips to fixed route, general public service. This portion of Trapeze software is instrumental in providing distinction of service required within ADA guidelines.
- ✓ Interacted with numerous departments and staff for all aspects of transit management, including Accounting, Procurement and Purchasing, Maintenance and Human Resources.
- ✓ Effectively analyzed and coordinated staffing needs for both paratransit call center and daily passenger service.
- ✓ Interacted with City of Tucson personnel regarding complaints, faring reconciliations and service policies to ensure compliance of service guidelines.
- ✓ Hired and oversaw training of Supervisory, Reservations and Dispatch personnel

1979 - 1990



Production Scheduler

- ✓ Oversaw daily productions schedules for circuit board assembly lines, quality assurance and shipping departments



Professional Experience:

2003 – Present

Veolia Transportation Services, Inc., Oakland, CA
Director of Operations

- ✓ Manage the Operations Department of a high trip volume paratransit organization. Coordinate hiring, training, and supervision of personnel in multiple departments.
- ✓ Second in command in an office of 70 employees.
- ✓ Directly supervise a staff of 13, which includes schedulers and road supervisors.
- ✓ Oversight responsibility of four sub-contractors with a fleet of 200 vehicles and 350 drivers.
- ✓ Monitor scheduling of Paratransit trips for efficiency and productivity. Manage the safe and timely delivery of service by subcontractors and ensured that those subcontractors respond appropriately to our daily operational needs.
- ✓ Responsible for subcontractor contract compliance, which includes training, maintenance, and reporting requirements.
- ✓ Over-see drug and alcohol program.
- ✓ Perform outreach on behalf of the funding agencies to educate community on the ADA Paratransit program.

1999 – 2003

Veolia Transportation Services, Inc. – Oakland, CA
Call Center Manager

- ✓ Managed 35-40 call center agents.
- ✓ Responsible for hiring and training of new center agents.
- ✓ Analyzed phone statistics in order to manage staffing levels.
- ✓ Coordinated office outreach and education activities.
- ✓ Created incentive programs to improve attendance, productivity and employee morale.
- ✓ Created training materials for new driver and passenger orientation.
- ✓ Implemented sensitivity training on an annual basis in order to ensure broker compliance with contractual and ADA regulations.

1998 – 1999

Veolia Transportation Services, Inc. – Oakland, CA
Call Center Supervisor



- ✓ Supervised 25 call center agents.
- ✓ Implemented attendance and discipline policy.
- ✓ Created and developed a call monitoring program to evaluate employee performance.
- ✓ Worked in conjunction with call center manager in performing outreach activities for the public and social agencies.
- ✓ Responsible for tracking complaint resolutions.
- ✓ Liaison between dispatchers at service provider offices and call center agents.

2000 – 2006

Veolia – ATC/Vancom – Cobb County, GA
Director of Maintenance/Assistant General Manager

- ✓ Financially revitalized the maintenance department from a \$700,000 budget overrun to a \$120,000 under budget operation.
- ✓ Developed and instituted mechanic certification program.
- ✓ Designed and developed capital procurement programs saving the company in excess of \$400,000 annually.
- ✓ Stabilized labor/management relations by increasing communication and participation with union officials.
- ✓ Development incentive programs for mechanics resulting in improved morale and employee retention.
- ✓ Revitalized the fleet from a 750 mean miles between road calls to current operating statistic of 12,000 mean miles between road calls.
- ✓ Redesigned preventative maintenance program.

1992 – 1997

[REDACTED]
Activities Coordinator

Education and Certificates:

- ✓ Pepperdine University
- ✓ Paratransit Management
- ✓ Merritt College Oakland California: Emergency Medical Technician
- ✓ University of Phoenix: Business Management Program

Professional Experience:

2011 – 2012

**Veolia Transportation Services, Inc.
Customer Service Call Center Manager – Nassau Inter-County
Express (Nassau County, NY)**

- › Responsible for the hiring and training of all Call Center employees during the start-up of the Nassau Inter-County Express (NICE Bus) in Nassau County, NY.
- › Managed the daily operations of the Able-Ride Paratransit and NICE Call Center.
- › Managed the intake process for all customer complaints for paratransit and fixed route service; oversaw the research of customer complaints and the documentation of findings.
- › Developed Quality Assurance (QA) process related to the accuracy and timeliness of the trip bookings for the paratransit service.
- › Established monitoring process in order to determine staffing needs based on call volume by day of week/time of day.
- › Customized daily phone reports and developed key performance indicators (e.g. call volume by hour, rate of abandonment, time to answer, etc.) for paratransit and fixed route service.
- › Coordinated with the Command Center (fixed route) to ensure that service disruptions are communicated to passengers in an expeditious manner.

2009 – 2010

**Veolia Transportation Services, Inc.
Operations Manager – Detroit, MI**

- › Managed the daily operations of the Scheduling and Dispatch functions at the Detroit MetroLift contract.
- › Conducted an operational review within the Reservations, Scheduling and Dispatch departments.
- › Worked with the Safety & Training and Maintenance departments to ensure the provision of paratransit services were safe, reliable, customer-oriented and cost-effective.
- › Conducted daily operations meetings with representatives from the Reservation, Scheduling and Dispatch functions in order to promote quality service and guarantee contract compliance.
- › Worked with the Quality Assurance Manager on formalize a process for reviewing Key Performance Indicators (KPIs) for the Call Center.



- > Re-established the daily scheduling preview process with the Schedulers and Quality Assurance Manager.
- > Implemented a daily "Scheduling Concerns" review with the Lead Dispatcher and the Quality Assurance Manager.
- > Updated the vehicle status reporting process with Maintenance and Operations.

2006 - 2009

**Veolia Transportation Services, Inc.
Call Center Manager – Addison, IL**

- > Coordinated the transportation delivered by Veolia Transportation and multiple taxi providers.
- > Communicated with partnering agencies regarding service-related issues, program changes and new registrants.
- > Conducted daily operation meetings in order to promote quality service and guarantee contract compliance.
- > Prepared written responses to passenger complaints and commendations.
- > Conducted interviews and hired all Call Center employees.
- > Submitted daily, weekly and monthly reports to the client and corporate office.
- > Managed the daily activities of the reservation and scheduling functions and staff, including monitoring calls handled, call volume, hold times and call abandonment rates.

2005 - 2006

**Veolia Transportation Services, Inc.
Lead Call Taker – Addison, IL**

- > Responsible for the new hire and remedial training and the QA process in the Call Center.

2004-2005

Call Center Representative – [REDACTED]

- > Responsible for answering incoming calls from passengers wanting to make a trip requests, accurately entered trip information into the Trapeze scheduling software.

2003-2004

Administrative Assistant/Customer Service Rep – [REDACTED]

2001- 2003

Customer Service Representative

1999-2001

Customer Service Representative – [REDACTED]



Professional Experience:

2010 –Present

**Veolia Transportation Services, Inc., Bridgeport CT
*Operations, Safety & Training Manager***

- ✓ Assists the General Manager in day-to-day operational oversight of location operations including billing, payroll, routing/scheduling, accounts receivable and accounts payable, recruitment and hiring of location employees
- ✓ Coordinates the dispatching, in-service monitoring, and turn-in activities involved in daily transit operations, acting as back up member of Dispatch or Scheduling team
- ✓ Develops manpower requirements for Dispatchers, Operators, and assists with evaluating trip patterns for run structure revisions
- ✓ Conducts monthly staff meetings with Dispatch and Scheduling staff to respond to service issues and keep staff abreast of customer or company changes and requirements
- ✓ Completes and continually monitors daily KPI reports in an effort to perpetually monitor location compliance and service levels, monitors and evaluates Operations activities including: vehicle on-time statistics, missed runs, revenue/cost data, total work hours, total pay hours, customer complaint data, accident data, road call data, and other operations related functions as they relate to our cost center
- ✓ Monitors and evaluates Operations activities. Includes: vehicle on-time statistics, missed runs, revenue/cost data, total work hours, total pay hours, customer complaint data, accident data, road call data, and other operations related functions.
- ✓ Recommends and disciplines operations personnel. Interviews necessary drivers and staff and completes customer complaint investigations.

2010 – 2010

**Veolia Transportation Services, Inc. – Bridgeport, CT
*Safety & Training Manager***

- ✓ Formulated and enhanced general safety policies, procedures and practices to be followed and adhered to by company personnel in compliance with federal, state, local and company safety rules and regulations
- ✓ Maintained all personnel, qualification, accident, alcohol and drug testing and workers compensation files for all employees

- ✓ Coordinated and monitored all workers compensation activities on up to 40 employees, including return to work, light duty, rehabilitation and general liability as it affects safety and loss control
- ✓ Developed, implemented, updated and maintained safety policies and procedures to ensure that safety measures are carried out throughout organization
- ✓ Coordinated and conducted mandatory monthly safety meetings to ensure personnel safety and compliance

2009 – 2010


Dispatch Supervisor

- ✓ Managed dispatching for up to 45 tanker trucks which hauled petroleum products, such as home heating oil, jet fuel and gas throughout the Northeast into Westchester County and New Jersey

2008 – 2009


Quality Assurance Coordinator

- ✓ Brokering, developing and management of services for individuals eligible through publicly-funded health and human services programs that include Medicaid, ADA, Senior Services, Special Education, Hudson Health Plan, GHI – HMO & PPO, CT Workers Compensation and NY Department of Social Services
- ✓ Aided in developing a Quality Assurance Department which maintains and oversees staff training and comprehensive quality assurance programs development
- ✓ Created definitive models of reporting using historical data to identify trends in call center performance and revenue which allowed more accurate forecasting and scheduling

2006 – 2007


General Manager

- ✓ Effectively managed and implemented policies and procedures to comply with the all transportation services required contractually by the Town of East Hartford, CT Board of Education
- ✓ Managed and monitored company compliance with federal and state regulations and company policies
- ✓ Manages fleet and facility, ensuring company safety policies and procedures are followed



- ✓ Coaches employees and oversees progressive discipline, responsible for all recruiting and new hires
- ✓ Oversees Collective Bargaining Agreement with Teamsters of over 100 employees

1999 – 2006

Operations Manager

- ✓ Managed on average over 35 staff associates including call takers, sales representatives and other personnel, additionally dispatching to over 80 independently contracted drivers within this 100 car natural gas fleet consisting of Yellow Cab, Ace Medical Transportation and Ace Taxi Service

Professional Experience:

2011 – Present

Supervisory Terminal Management Specialist

- ✓ OSSE Students Transportation Division provides operations, planning, design, and transportation services for DCPS students, schools and associated facilities.
- ✓ The primary goal of the OSSE Transportation Division is to ensure that students have safe and efficient transportation services.
- ✓ Assures that all Drivers and Attendants have all tools to perform their duties.
- ✓ As Terminal Manager, responsible for employee communication, which may include disciplinary actions up to and including termination.
- ✓ Major communication with Union Officials on many different issues that may and will affect all staff and my even affect the patron.
- ✓ Monitors all routes to insure that the on-time performance levels are met each day
- ✓ Aids the Operations Managers with the supervision and coordination of all aspects of DCPS Student transportation that pertain to the terminals.
- ✓ Responsible for all reports that pertain to on-time and driver performance.
- ✓ Responsible for coordinating the training and development of terminal staff.
- ✓ Responsible for management for a large part of the terminals administrative functions.

2009 – 2010

Assistant Superintendent Mobility Services

- ✓ Planed, organized, coordinated, supervised and evaluated the work of personnel during their assigned shift or unit. Directly supervised and coordinated daily activities of assigned Transportation Supervisors, and through these subordinates indirectly oversees the activities of dispatchers, starters, operators, and other operations staff.
- ✓ Provided and promoted effective communications with customers.
- ✓ Continually evaluated assigned operational revenue service and recommended solutions for improvements.

- ✓ Documented, counseled and disciplined employees in accordance with applicable collective bargaining agreements and management policies, procedures and regulations;
- ✓ Assists in the formulation and implementation of program goals and objectives and maintains adherence to policies.
- ✓ Assessed resource needs, problems, and trends and plans accordingly.
- ✓ Assured a safe working environment.
- ✓ Oversight of the radio control room and radio operations staff.
- ✓ May evaluate and resolve employee/employer labor relations issues and employee grievances.
- ✓ Supervised operations scheduling of manpower and equipment
- ✓ Establishing an environment that maximizes employee involvement and morale. Ensuring quality standards and productivity goals are achieved, with safety being a priority.
- ✓ Developed action plans to ensure customer retention.
- ✓ Established training goals and requirements for all personnel.

2007 – 2009

Administrator I, Transit Information Services

- ✓ Directed and or assisted in activities of an assigned departmental program.
- ✓ Planned, organized, and supervised the work of assigned subordinate personnel.
- ✓ Reviews and assists in the development of departmental policies and programs.
- ✓ Made decisions and took corrective actions affecting the level, quality and timelines of service provided to Transit Customers
- ✓ Represented the department in a liaison capacity with officials of other agencies and the legislature concerning administrative activities and programs.
- ✓ Developed and implemented rules, regulations, standards, and controls for carrying out and completing the work of assigned programs.



2004– 2007

Mobility Reservation Supervisor

- ✓ Responsible for a large diverse group of employees involving interpreting/enforcing provisions of collective bargaining agreement personnel, and contracted Para Transit Personnel
- ✓ Viewed resources within the center to make certain that all shift times are covered daily
- ✓ Recognize innovative applications, and provide data to department leaders to improve the performance of employees
- ✓ Conducted and out sourced in-service training to staff to improve customer relations and services
- ✓ Maintained internal control procedures to reduce office errors and customer complaints
- ✓ Conducts staff meetings to discuss changes in policy, programs, and or procedures, and to receive valuable employee input.
- ✓ Prepares performance evaluations on subordinate personnel
- ✓ Ability to supervise a subordinate staff and adjust assignments in order to meet workload changes

1997 – 2004

Full Time Bus Operator

- ✓ Responsible for pulling out assigned vehicle on time
- ✓ Following scheduled route and timetable for assigned vehicle
- ✓ Acted as ambassador of MTA
- ✓ Responsible for collecting proper fare from all patrons
- ✓ Importantly had to assure that all patrons would have a safe and timely trip aboard MTA Transit
- ✓ Responsible for pulling in assigned vehicle on time
- ✓ Perform all needed paper work that was required at the end of tour

Education and Certificates:

- ✓ Number of NTA training courses from 1997 to present.
- ✓ Associates Degree in Human Services, College of Baltimore.
- ✓ University of Baltimore, Currently Attending

Professional Experience:

2002 – Present

Operations Manager

- ✓ Manage day to day operations of an urban complementary paratransit system as required by Americans with Disabilities Act (ADA).
- ✓ Plan, supervise and evaluate the work of direct report staff consisting of eight field supervisors and 100+ paratransit operators. Recruit; perform background checks, familiar with all facets of the hiring processes.
- ✓ Compile and reconcile payroll weekly for 100+ paratransit Operators and administrative staff to ensure that pay codes are accurate and staff members are paid properly.
- ✓ Work closely with various departments (Service Development, Risk Management, Safety and Security, Records Management and Quality Assurance).
- ✓ Develop various performance plans to monitor job performance and benchmarks for short and long term goals.
- ✓ Prepare clear and concise reports relating to service operations. Administer disciplinary letters to include coach and counseling as needed.
- ✓ CATS/STS Training Coordinator, Develop and update written Operator training procedures.
- ✓ Updated work rules for paratransit Operators and Supervisor staff.
- ✓ Collective Bargaining knowledge and experience.
- ✓ Chair the Safety Review Committee; prepare performance reviews for field supervisors and monitors and reviews the performance reviews of 100+ paratransit Operators.
- ✓ Monitor operations budget to ensure expenditures remain within or under approved budget.
- ✓ Safety and maintenance of 95 revenue service's buses and vans (budget forecasting, service level performance, procurement forecasting cost forecasting, specifications driver safety and client intervention).
- ✓ Oversee the FTA Alcohol/Drug Testing process to ensure monthly compliance with all DOT/NON-DOT Test.
- ✓ Provides information to community residents concerning departmental and public transportation services.



- ✓ Assist in the preparation of accurate records and the completion of annual NTD Reports for DR/DO. FTA facilitation of ADA compliance and Triennial review responsibility.
- ✓ Attend system wide staff meetings, Advocacy Council Meeting with people with disabilities, oversight citizens/local officials meeting and fills in for General Manager or Assistant General Manager at other meetings as assigned. \
- ✓ Investigate and resolve all customer service and operational complaints.
- ✓ 2012 DNC Transportation Planning Team (Operations, CMPD, Fire, Medic, FBI, County, State and Red Cross)

Customer Service Quality Control Manager

- ✓ Manage the Bus Operations Division complaint handling process for 500+ operators. Monitor status of open complaints and provide resolution.
- ✓ Collective Bargaining knowledge and experience.
- ✓ Exceeded customer service levels on complaint responses due within 5 days from 90% to 96% within less than a 6-month period. Analyze and record complaint trend ratios.
- ✓ Develop, train and facilitate various classes in customer service and quality control for new hires. Identify and provide additional training to bus operators who are not meeting CATS-BOD customer service standards.
- ✓ Monitor individual performance patterns monthly, quarterly, and yearly for each bus operator.
- ✓ Work closely with the Marketing Division to achieve CATS overall business initiative and to ensure organizational goals are met.
- ✓ Created an extensive Customer Service re-training program, Customized one on one training modules for Team Leaders and operators to include STS operations, and Customer Service Incentive Program for the Bus Operations Division.
- ✓ Attends city-wide staff meetings, Disability Rights and Resource Meetings for people with disabilities and fills in for Superintendents and/or AGM at other meetings in their absence or as assigned.
- ✓ Serve in a Leadership role of Customer Service/Quality Control in the absence of the Assistant Superintendent.

Assistant Manager of Schedules/ Chief Scheduler

- ✓ Assists in the design and modification of routes, schedules and runs using Hastus scheduling software.
- ✓ Responsible for conducting running time and passenger load analysis and preparation of headways and maps. Includes eliciting operator and supervisor input in route analysis.
- ✓ Complete run cuts with most efficient pay/platform ratio practical. Ensure that schedules are created to optimize vehicle usage and manpower.
- ✓ Investigates and responds to complaints, problems or request for schedule change.
- ✓ Work closely with CATS Service Development to improve existing service and create new service where needed.
- ✓ Conduct system wide operator pick for 500+ drivers three times a year. Train new hires on the operator pick.
- ✓ Supervise personnel to include establishing group and section objectives, policies and performance standards.
- ✓ Administer PRD's to employees based on their performance annually using the City's guidelines.
- ✓ Recruit, interview and hire candidates for all open positions.
- ✓ Compile and maintain data for NTD on a yearly basis.

Route Passenger Analyst/ Team Leader

- ✓ Supervise and coach the performance and progress of (5) Route Passenger Checkers. Includes assigning ride checks, corner checks and special surveys.
- ✓ Assist Schedulers with preparation of Run/Paddle Sheets for driver's Run Assignment. Includes preparation of bus schedules/public timetables.
- ✓ Ridership analysis and input of ridership data into database for Federal Transit Administration reporting.

Education and Certificates:

- ✓ Classes and Workshops include: North Carolina's Transportation Leadership Development Program, QUEST, Smith System Advanced Traffic Safety Seminar, Incident Command System, Terrorist Activity Recognition and Reaction (Train the Trainer), Managing Community Mobility, Paratransit Operations Manager Training, American with Disabilities, National Transit Database Training, North Carolina Conference of Minority Transportation Officials

Professional Experience:

2005 – 2012

Veolia Transportation Services, Inc., Baltimore, MD
Maintenance Manager

- ✓ Manage all aspects of daily maintenance including heavy overhauls, light unit rebuilds, electronic and body repairs for 1,000+ vehicle fleet for two-shifts, 7 days per week.
- ✓ Responsible for directing the work of technicians including the development of work orders and the evaluation of repairs performed by the technicians and outside vendors.
- ✓ Responsible for vehicle titles and registration, which includes Vehicle Change Notices and annual registration fees.
- ✓ Manage a staff of 20 union and non-union employees consisting of mechanics, utility workers, body shop technicians, an MDC coordinator, an inventory technician, a facility supervisor, and other supervisory staff members. This includes hiring, training, scheduling, mentoring and promotions, discipline, and terminations.
- ✓ Coordinate computerized fleet maintenance schedules and shop inventory.
- ✓ Responsible for the development of various weekly and monthly reports.
- ✓ Prepare and oversee a maintenance budget of over \$1 million annually.
- ✓ Manage an in-house automotive retail repair business with an average sales volume of \$250,000 annually.
- ✓ Maintain 100% compliance with Maryland's Public Service Commission and MVA inspections.
- ✓ Responsible for DOT compliance and inspection of revenue and service equipment.
- ✓ Act as a liaison for facility management of regional headquarters and satellite offices and am called on to assist with startups in within the region.

1995 – 2005

Maintenance Manager

- ✓ Managed vehicle lease/maintenance contract of 400 vehicles and associated employees.
- ✓ Was responsible for maintaining an operating budget with attention to parts inventory cost and control.



- ✓ Communicated daily with multiple operating facilities to ensure successful pull-outs.
- ✓ Provided various daily reports to DCPA regarding vehicle status reports.
- ✓ Assured vehicle were maintained in accordance with strict standards and guidelines.
- ✓ Operated within company specifications in order to provide safe and reliable vehicles to the customer and passengers.
- ✓ Was responsible for maintenance record keeping and development of monthly reporting required as well as employee payroll, accounts payable, and monthly billing.
- ✓ Managed and administered company policies regarding employee and workplace rules and guidelines.
- ✓ Worked with various vendors regarding outside repairs, parts orders, replacement parts warranties, vehicle warranty repairs, and was responsible for tag renewals, registration, and titling of new vehicles.

1982 – 1995

Mechanic/ Maintenance Manager

- ✓ Maintained over 100 vehicles which provided passenger transportation in the Baltimore metropolitan area as well as throughout the United States.
- ✓ Managed the maintenance of fixed route transit vehicles.
- ✓ Managed the maintenance of over the road motor coach fleet.
- ✓ Assisted in the design and implementation of a computerized maintenance program.

Education and Certificates:

- ✓ ASE Air Conditioning Certification
- ✓ ASE Diesel Engine Certification
- ✓ ASE Suspension & Steering Certification
- ✓ ASE Brake Certification
- ✓ ASE Drive Train certification
- ✓ ASE Body System and Special Equipment Certification
- ✓ FEMA Certification
- ✓ VMAP Management Training

Professional Experience:

2006 – Present

Veolia Transportation Services, Inc., Greensboro, NC
Director of Safety & Training

- ✓ Oversee safety and training program for system of approximately 200 employees
- ✓ Ensure compliance with all federal, state, local and company requirements for OSHA, drug and alcohol testing, DOT medical certification, and CDL certification.
- ✓ Manage training program for all new operators
- ✓ Facilitate quarterly safety meetings and educate employees on safe practices
- ✓ Maintain detailed and accurate documentation in compliance with FTA, DOT and Veolia requirements
- ✓ Investigate accidents, incidents and workers comp situations to establish preventability
- ✓ Process workers comp claims and follow up on modified duty assignments
- ✓ Work with company attorneys in legal situations, including documentation, hearing attendance and testimony
- ✓ Participated in DOT audit of CDL documentation and FTA Triennial review
- ✓ Project leader on local and state ROADEO participation
- ✓ Corporate and client reporting on safety issues

2004 – 2006

Assistant Safety Director

- ✓ Train new bus operators and retrain following preventable accidents
- ✓ Promote accident prevention methods and safety awareness

2002 – 2004


Operator

- ✓ Safely operate buses on fixed routes
- ✓ Collect and verify fares
- ✓ Ensure passenger safety and comfort



Education and Certificates:

- ✓ Guilford Technical Community College
- ✓ Winston-Salem State University
- ✓ US Department of Transportation Bus Collision, February
- ✓ National Transit Institute Infectious Disease Awareness and Prevention, April
- ✓ CDL Third Party Examiner
- ✓ US Department of Transportation Threat Management and Emergency Response
- ✓ NC Unified Command and Control
- ✓ US Department of Transportation Substance Abuse Management Seminar
- ✓ US Department of Transportation OSHA Records
- ✓ Veolia Basic Instruction Bus Operation
- ✓ Passenger Service and Safety (Pass)
- ✓ Basic Instructor Course Master Instructor Classroom
- ✓ Basic Instructor Course Master Instructor Behind the Wheel
- ✓ Master Regional Trainer Veolia


Professional Experience

2011 – Present

Veolia Transportation Services, Inc.
Safety and Training Manager – Nassau Inter-County Express & Able Ride (Nassau County, NY)


- › Supervised the start-up Safety & Training operations in preparation for the Jan. 1, 2012 start-up of a 400 bus, 1,000 employee fixed route and paratransit bus.
- › Responsibilities included supervision and implementation of classroom training for incumbent employees as well as classroom, skills course & behind the wheel training for outside applicants.
- › Supervise day-to-day safety, training and investigation operations of both fixed route & paratransit divisions.
- › Have conducted Veolia Operator Development Program (ODP) for approximately 150 employees.

2008 -- 2011

Veolia Transportation Services, Inc.
Operations Supervisor – Metropolitan Transportation System (Chula Vista, CA)

- › Responsible for supervising Operators' daily operation and on-time performance.
- › Involved with all aspects of dispatch, radio, route scheduling, special event coordination, accident investigation and data entry into the Trans Track system as well as
- › Served on the Safety Committee.

2004- 2008


Owner/Operator (San Diego, CA)

- › Operated a fleet of Town Cars, SUVs & Limousines; responsible for transporting clients safely, dispatching, marketing new accounts, setting up customer profiles, billing accounts, accepting payments, and all aspects of hiring & human resources.
- › Received certification through the National Limousine Association and awarded Small Operator Company of the Year for 2005 by Limo Digest National Magazine.



1998 – 2003

Operations Manager

- › Responsible for the scheduling and dispatching of work to drivers. Located & set up new customer accounts. Investigated & handled all incident reports.

1989 – 1998

Operations Manager

- › Responsible for safely transporting clients, taking customer reservations and dispatching work to drivers on a daily basis. Personally responsible for 135 employees and independent owner / operators.

Certificates

- › Veolia Management Academy Program
- › Veolia Supervisor Academy Program
- › FTA Designated Employee Representative Certification
- › FTA Reasonable Suspicion Training



Professional Experience:

2011– 2012

**Veolia Transportation Services, Inc.
*Project Analyst***

- ✓ Report directly to North American CEO of North America's largest provider of public transportation services, working on special projects. Selected projects include
- ✓ Researched, analyzed, and negotiated all facilities for WMATA-MetroAccess contract
- ✓ Project Manager responsible for improving on-time performance and improving usage of Nextbus performance management at TheBus, a 75 bus operation in suburban Washington, DC
 - Created and implemented operational processes to improve on-time performance, working closely with bus operators, supervisors, and managers to improve performance
 - Located \$40,000 owed to Veolia in financial audit
 - Diagnosed and documented Nextbus technical issues for discussion with Nextbus and County staff
 - On-time performance improved by nearly 4% in three months
- ✓ Transition Manager for the start-up of Nassau Inter-County Express, the largest Public-Private Operating Partnership for transit services in North America. Working directly with project CEO, gained exposure and experience in transit operations and management.
 - Responsible for all project management, communication and coordination between County, MTA and Veolia
 - Performed key analyses on maintenance and operational data
 - Surfaced key issues for discussion at meetings with Veolia, Nassau County, and MTA
 - Created job descriptions for and interviewed candidates for Operations Analysis department

2009 – 2011

Business Analyst

- ✓ Management consultant responsible for driving strategic and operational initiatives at a variety of clients in the Travel/Logistics, High Tech and Retail Banking industries. Regularly crafted written communication and made oral presentations of detailed strategic, financial and technical analysis to top executives.



- ✓ Developed growth strategy to increase revenue of the transportation-technology division of a Fortune 500 company:
 - Scanned the worldwide logistics industry for growth opportunities arising from changes in the regulatory or economic landscape
 - Independently developed perspective on the strategic fit and financial impact of potential acquisitions
 - Regularly presented findings to top executives (e.g. SVP/head of division)
- ✓ Developed growth strategy to increase revenue of a business unit of a Fortune Global 100 bank: analyzed the core market segment for additional opportunities beyond existing strategic plan; wrote business plans for opportunities in the core market; developed financial model to estimate impact of growth initiatives
- ✓ As member of part time pro-bono engagement team, helped a local social entrepreneur launch a website arranging exchanges between charitable donors and families in need: benchmarked other websites, created marketing plan

Education and Certificates:

- ✓ **Williams College**, Williamstown, MA
 - Bachelor of Arts in Psychology with a concentration in Cognitive Science
- ✓ **Syracuse University Hong Kong** program abroad, China



Professional Experience:

2012 – present

**Veolia Transportation Services, Inc.
*Software Applications Manager***

- ✓ Advise Veolia operations personnel and management on how to best use software, change business processes and maximize the value of our application systems and associated investments.
- ✓ Take ownership in continuous deployment, improvement and on-going efforts to train Veolia personnel using various application systems.
- ✓ Evaluate location performance indicators to improving efficiency.
- ✓ Provide operational leadership input for Veolia transit division including fixed route, paratransit, streetcar, rail and other similar operations across the US and Canada.

2010 – 2012



Director of IT

- ✓ Director of IT for [Redacted] or Washington Metropolitan Area Transit Authority contract –Manage IT infrastructure for 120,000 calls per month, over 125 seat , multiple remote sites, logistical enterprise suite, an interactive voice response telephony system, and web portal. Environment consisting of a VM Citrix Presentation server farm, 10 application servers, a two node Microsoft 2005 SQL cluster, training, and test environment.
- ✓ Improved infrastructure and software reliability and uptime by improving staff skills through training and implementing infrastructure maintenance standards.
- ✓ Successfully led team to implement a multi-modal Paratransit/Fixed Route Fare software comparison increasing the Transit Agency fare revenue by 60%.

2002 – 2010



Founder/ Vice President/ Board Member

- ✓ Specialized in integrating new software into existing operations to improve operational and administrative efficiency.
- ✓ Provided software reviews, customized reporting, management dashboards, operations reviews, proposal/grant writing assistance, customized training, and project management.
- ✓ Set long-range technical direction for the company, managed the I.T. infrastructure and helped set business goals.

- ✓ Trained over 300 employees on transit software applications.
- ✓ Advised in deployment of new transit software implementation in Chicago for transit provider.
- ✓ Documented position roles and operational workflow for a site that manually scheduled 1400 trips into an automated system.
- ✓ Conducted needs assessments and business/financial analyses for clients; analyzed business procedures to develop cost cutting recommendations.
- ✓ Developed account receivables application that reduced staff time and manual input. The software integrated into their existing transportation database and produced invoices for individual riders and social service providers.

2001 – 2010

Business Systems Analyst

- ✓ Managed Oracle RDBMS in support of multi-mode public transportation and planning services. Managed transit software for the delivery of 1.4 million Paratransit rides per year. Led team to develop 7 operation applications.
- ✓ Developed streamlined procedures that decreased labor time and eliminated redundancies.
- ✓ Project Managed network architecture team for 9 garage deployment of Cisco wireless LAN for regional AVL system.
- ✓ Project Manage infrastructure team to deploy Red Hat Oracle Cluster.
- ✓ Automated previously manual, time-consuming processes to drive gains in data tracking/accuracy, workgroup efficiency and profitability.
- ✓ Using the rapid development model, gathered business requirements and led a development team to create a web government housing database survey application that reduced manual collection process and manual analyst. Regionally the application reduced effort by 75%. Awarded Community Development interdivisional recognition award.
- ✓ Introduced Oracle rapid web application development tool Oracle APEX that led to an administration and management role for 4 developers creating several specific applications including customer service application, complaints and commendations application, federally mandated surveying tools, management dashboards, NTD fleet application, street supervisor monitoring application, and contract management application. These applications significantly increased operational effectiveness and decreased administrative staff time to enter and track data.



1995 – 2001

Project Manager

- ✓ Coordinated project activities among implementation/training team, software product managers, and customers. Focused on customer by developing a project plan tailored to the individual need of the business. Managed projects for software/hardware implementations.
- ✓ Project manager for New York City NYCT, Philadelphia SEPTA, New Jersey Transit, and Metropolitan Council.
- ✓ Monitor all collection activities to ensure timeliness and overall project budget
- ✓ Training and consulted for over 40 transportation properties in the U.S.

Education and Certificates:

- ✓ **Project Management Course Work**, New York University, New York, NY. 2001
- ✓ **Bachelor of Science Geography (GIS)**, Minnesota State University, Mankato, MN.
- ✓ **Oracle 10g DBA**, course work completed, 2005
- ✓ **Project Management Institute**,

Technical Skills:

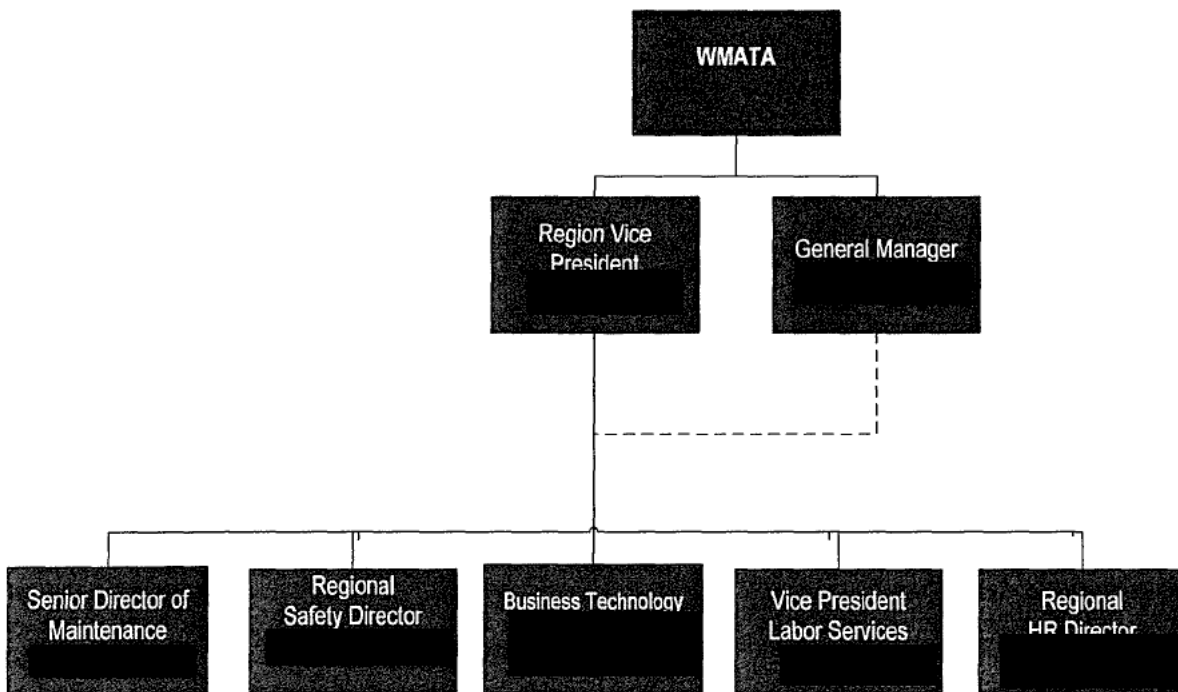
- ✓ **Databases:** Microsoft SQL 2000, 2005, 2008, Oracle 8, 8i, 9i, 10g, and 11g
- ✓ **Virtualization:** VMware vSphere, Citrix Presentation Server, and Microsoft 2008r2 Remote Desktop Services
- ✓ **Operating Systems:** Novel, Windows Server: NT, 2003, and 2008, and Red Hat Cluster Suite
- ✓ **Languages:** java script, html, T-SQL, and PL/SQL
- ✓ **Web:** Oracle Application Express, Microsoft IIS, Apache HTTP Server



Regional and Corporate Support

While it will be the responsibility of our on-site management team to deliver the commitments of our contract, every effective organization requires a system of checks and balances to ensure accountability in meeting and exceeding the expectations of our customers and clients. Veolia has established an oversight and support group to ensure that client expectations are met; Veolia and WMATA procedures are being followed; and overall performance is within the standards established by contract, law and Veolia.

As depicted in the diagram, Veolia's local project management team will receive oversight from Regional Vice President [REDACTED] will ensure that WMATA receives technical support and guidance from a host of experts in the areas of human resource management, labor relations, safety and training, maintenance and fleet management, environmental compliance, and technology systems support.



Resumes for our corporate and regional support staff have been included in the Appendix section of our proposal.

Brief biographies for our corporate and regional staff members are shown on the following pages:

Regional Support

Regional Vice President [REDACTED]

[REDACTED] serves as Veolia's Regional Vice President for the Northeast United States and Ontario, Canada. His primary objective is to make certain all contracts within his region are delivering on the promises to which Veolia has committed. In performing this role, [REDACTED] interacts regularly with clients and local staff alike to ensure that the services he is ultimately responsible for operate safely, efficiently and reliably.

[REDACTED] is a 30-year transportation veteran, beginning his career as an Operator and working his way up through the ranks to his current position. [REDACTED] has grown up in the private sector starting with his family's school bus business. Since he has been with Veolia, [REDACTED] has successfully managed the expansion of our York, Ontario contract and provided oversight of a number of major contracts.

For WMATA: [REDACTED] will work with Project Manager [REDACTED] to provide assistance to our on-site management teams at WMATA. He will be on-site periodically to work with our local team and will help ensure our local team has the necessary resources to provide safe, reliable, efficient services for WMATA's passengers.

Regional Safety & Training Manager [REDACTED]

[REDACTED] has over 15 years of public transit safety and training experience for fixed route, paratransit and shuttle operations. He is responsible for the Safety and Training efforts at our customer systems in the region. In this position, he is responsible for providing safety education and on-site support as well as developing and implementing training programs. Veolia has developed extensive training and safety resources at the corporate level including our 300:29:1 Safety program, our World Class Safety leadership initiatives, Operator Development Program, our Veolia Management Advancement Program and our Veolia Technical Assistance Program. One of [REDACTED] roles is to bring these resources to our local organizations, modify them as needed to the uniqueness of the situation and bring in the resources to implement.

For WMATA: [REDACTED] will ensure that all Operators' training meets the WMATA's and Veolia's rigorous standards. He also makes sure that the training is properly recorded and that these records are maintained. Lastly, [REDACTED] is responsible for overseeing the investigation of all accidents; he assures that proper follow up is done and employee discipline is issued as required. He monitors the accident frequency rate and institutes corrective actions when trends occur.

Senior Director of Maintenance, [REDACTED]

[REDACTED] has had a long and distinguished career with Veolia and was recently promoted to Senior Director of Maintenance. Prior to his current position, he served as Regional Maintenance Director for the Southwest Region. [REDACTED] started his maintenance career in Dallas, was promoted to Maintenance Foreman and also worked in Las Vegas in this capacity for several years. He has also served in maintenance senior management positions for transit systems in Arizona and Georgia.

[REDACTED] expertise includes the ability to diagnose and repair virtually any mechanical component on a bus, as well as analyze a maintenance function to create efficiencies and improve productivity.

For WMATA: [REDACTED] will monitor and audit the work of the local maintenance department, both in person and through the review of the fleet work as documented in the RTA software and posted to our server. [REDACTED] will ensure training programs and records are maintained; he also supports our maintenance function by providing expertise on problem solving, warranty advice and by accessing our national contacts with major vendors.

Regional Director of Human Resources [REDACTED]

[REDACTED] is responsible for human resource activities for Veolia paratransit, fixed-route, and brokerage customer systems in the U.S. Northeastern Region. In this capacity [REDACTED] serves to bring corporate personnel initiatives to the local operation, assists in recruitment and retention efforts reflecting our company's best practices, audits personnel records to ensure legal compliance, and assists in personnel matters regarding employee disciplinary actions or appeals. [REDACTED] has over 20 years of human resources experience, including three years with Veolia and 20 years as Human Resources Manager for Greyhound.

For WMATA: [REDACTED] will help with recruitment efforts to assure that there are sufficient applicants for openings. She will review applicant credentials to guarantee that they meet all job requirements and assists in the recruitment process for management positions.

Further, she reviews and monitors the employee wages and benefit packages making sure that they are applied uniformly and fairly. Finally, she assures that the location remains in compliance with all corporate, state and federal regulatory labor standards.

Corporate Support

In addition to the Regional support staff named above, WMATA and our local management teams can also rely on guidance and assistance from a number of corporate staff members.

Technology – [REDACTED] and [REDACTED]

Overseeing Veolia's support of technical services are [REDACTED] [REDACTED] serves as Veolia's Vice President of Business Improvement, a she and her team are responsible for analyzing and improving the performance of all operational processes and software applications. This responsibility includes the provision of support to those locations which use scheduling and dispatch software programs such as Trapeze.

[REDACTED] has almost 30 years of experience in the public transit industry, including 12 years with Trapeze Group, where she provided consulting to more than 300 transit agencies and other customers across North America and throughout the world in the use of Trapeze products for improving service productivity and quality.



Director of Business Technology [REDACTED] reports to [REDACTED] and will be responsible for the installation, configuration, training and management of Veolia's value-add software components, including Veolia Vision VDS, Shadow and Dashboard. [REDACTED] worked for the Trapeze Software Group for nine years, where he oversaw development of several PASS products, including Trapeze PASS, PASS MON, PASS IVR, PASS WEB and PASS CERT. He has been involved in more than 100 implementations of the Trapeze line of products. [REDACTED] is also familiar with the integration and use of Trapeze and AVL technology and will be a valuable resource to the local team.

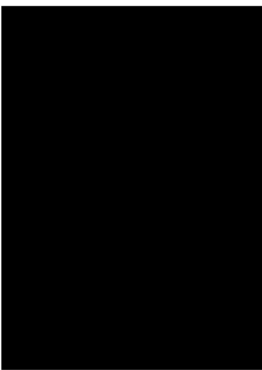
[REDACTED] and [REDACTED] will also be available to support our local team to explore ways to enhance productivity and system effectiveness through improved use of Trapeze and/or other technologies.

Vice President – Labor Relations [REDACTED]

[REDACTED] head of our labor relations group and has negotiated well over 400 agreements in 38 different states on behalf of paratransit and fixed route systems of all sizes and modes. [REDACTED] has worked with senior staff from 13 different international unions and has developed strong, mutually respectful relationships with the leadership of those unions. He is considered the transit industry's foremost labor attorney, having been involved in labor relations for over 37 years.



Environmental Compliance and Sustainability – [REDACTED] and [REDACTED]



[REDACTED] has served as the Director of Environmental Services for Veolia since 2005. His primary role has been the development and implementation of the Compliance and Sustainable Development programs, including: environmental interpretation, technical research, state and federal compliance requirements, Environmental Management Systems (EMS) / Programs (EMPs), emergency response, Superfund remediation and reimbursements, policy development/standard operating procedures (SOP), property pre- and post-site assessments, business development/contract bid response, auditing, reporting, and training.

Environmental and Sustainable Development Project Manager

[REDACTED] has served in this position for Veolia since 2006. His responsibilities include the support and development of a progressive Sustainable Development program, particularly in areas of: local site awareness and sustainability, carbon management and registration, corporate marketing and branding, business development/contract bid response, and participation in the American Public Transit Association (APTA) Standards Climate Change Working Group.



ADA Technical Support and Disability Community Liaison [REDACTED]



[REDACTED] has more than 19 years of experience in the accessible transit services industry. [REDACTED] official role within Veolia is Vice-President – Paratransit and IntelliRide Development, but he is one of our corporate subject area experts in accessible transit and ADA paratransit services. He routinely provides technical assistance, personnel training and internal consulting to Veolia projects across the country in the areas of service delivery to passengers with disabilities, paratransit eligibility certification, call center management and service quality.

He currently serves as a member of the National Science Foundation's Transportation Research Board's Paratransit Committee, APTA's Access Committee and on a number of other industry committees working on accessible transit issues.

For WMATA, [REDACTED] will serve in a dual role on this project. In his capacity as Vice-President of Paratransit and IntelliRide Development, [REDACTED] is the primary author of our business plan for this project. In this capacity, he will spend time in Washington, meeting with WMATA staff and transition teams to assist with start-up planning and with the resolution of any issues that arise as we launch the project. Throughout the life of the contract, [REDACTED] will be available to WMATA staff at any time there is a need or desire to modify Veolia's role (either in terms of size or scope), and he will be available to work with WMATA and our local team to trouble shoot issues as the need arises.

In his capacity as our ADA and Disability Community Liaison, [REDACTED] will travel to Washington at least annually to meet with WMATA staff and any members of the local disability community to assess our performance in terms of the disability community's perspective and/or in response to any concerns regarding ADA compliance, and he will assist our team in correcting any concerns in these areas.

Employee Handbook

To achieve operating consistency, it is critical for an operation to have in place a set of rules and procedures that defines the performance expectations of our employees. Veolia has developed a comprehensive manual outlining company policies, compensation plans, reward incentives and disciplinary codes.

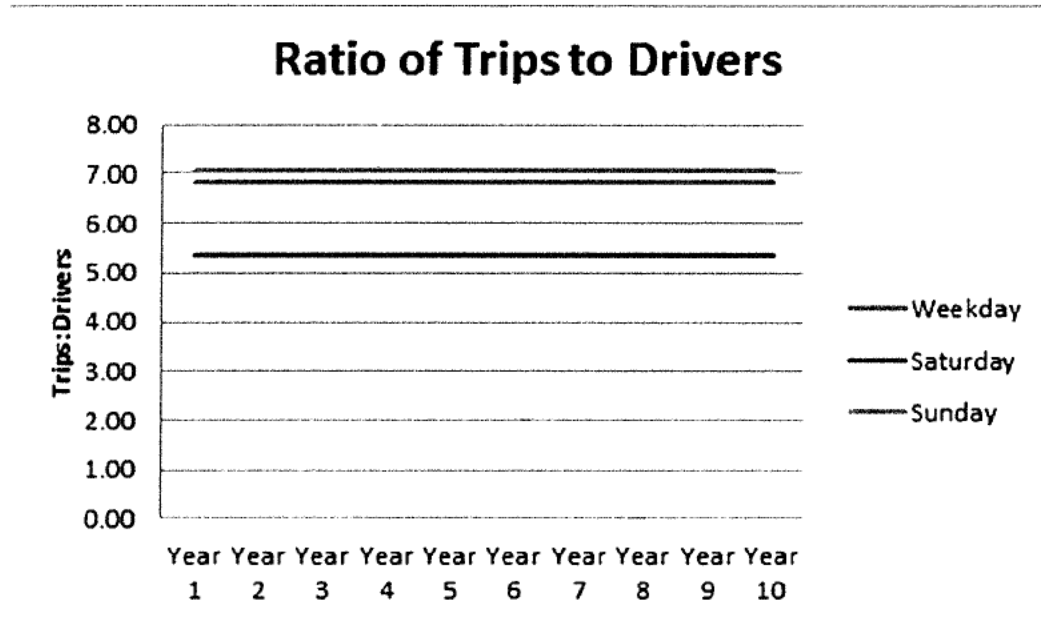
The employee handbook, included on the CD Appendix with our proposal, defines the standard to which employees are to adhere and the consequences for violating the standard. It is our belief that good morale is built on the philosophy of having clearly defined job duties and performance expectations. Employees want rules because it eliminates inconsistency and prevents the creation of standards that are arbitrary. MetroAccess Operators are the face of the system for the customer. Providing them with the training and subsequent performance standards ensures that WMATA's paratransit community is served at the highest level.

Please note that the Employee Handbook is subject to modification based on any specific provisions set forth in any collective bargaining agreements negotiated between Veolia and any collective bargaining units. Veolia will provide a copy of our Employee Handbook to WMATA each time it is revised or at least annually, if no revisions are made.

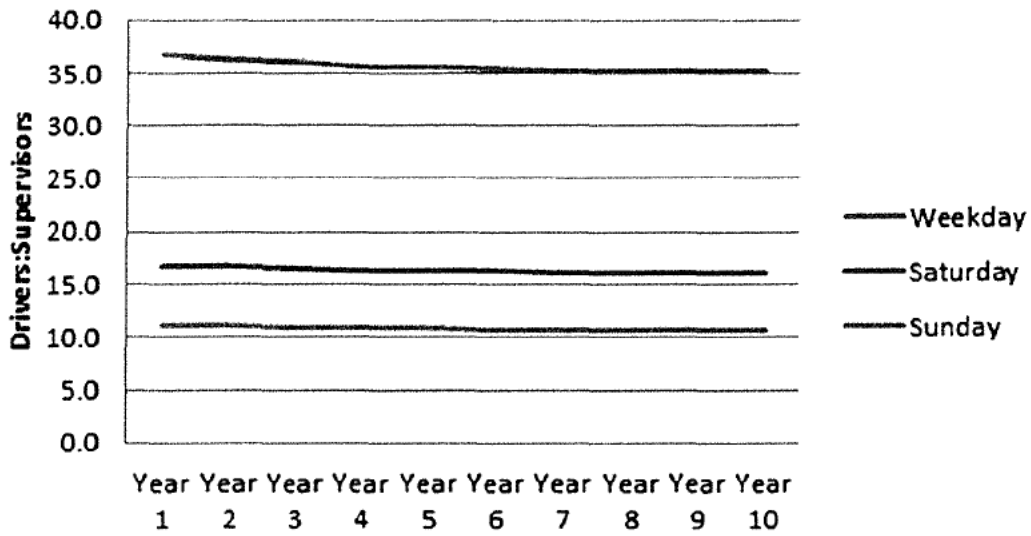
Staffing Plan

Staffing Plan Approach

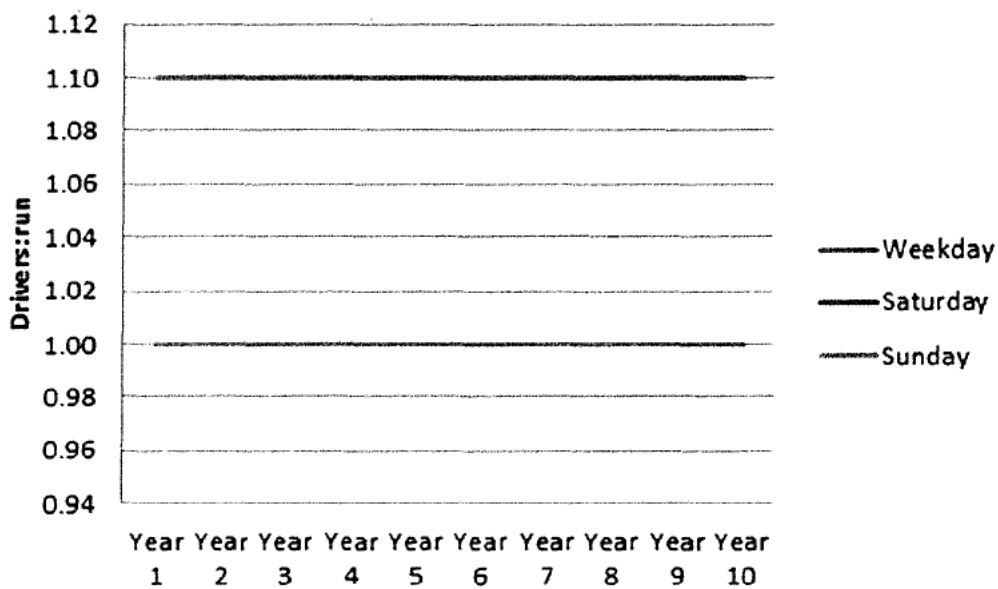
Veolia has analyzed the data included in the RFP along with our projections for the staffing required to operate service that meets WMATA's high standards for safety, reliability, and customer service. From this data, we created a series of visuals demonstrating how our staffing ratios will evolve over time as the amount of service delivered increases. These ratios are slightly different for weekday, Saturday and Sunday service, but as you can see from the visuals, MetroAccess' growth over time will not hinder the success of the operation.

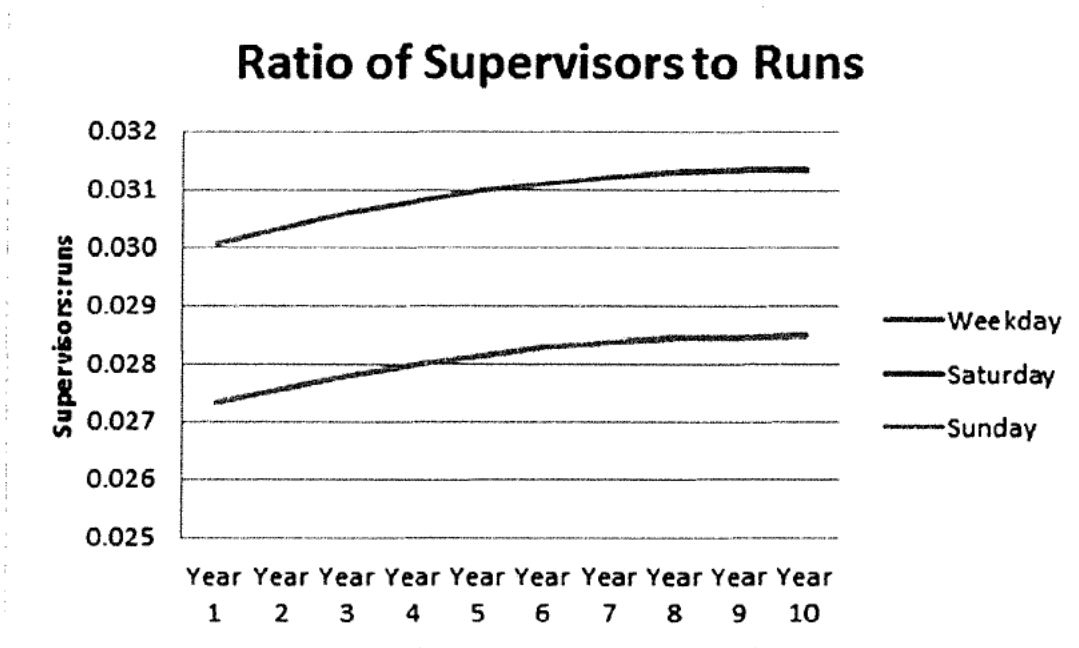


Ratio of Drivers to Supervisors



Ratio of Drivers to Runs





Employee Relations Approach

Veolia's employee relations approach is relatively simple. Keeping in mind our Veolia Values, we strive to:

- Hire the right people for the right job.
- Provide clear, consistent information regarding job descriptions and performance expectations.
- Deliver comprehensive job training.
- Offer a competitive wage and benefit package.
- Provide incentives for employees who go above and beyond to provide safe, reliable transportation.

Veolia Values

The values of Veolia are commitment to customers, responsibility, innovation, performance and teamwork. At Veolia Transportation, we summarize them as follows: **Together We Care: About Customers, Each Other, and the Planet.**

We see care as central to everything we do. The care that we show every day for our passengers, their safety, mobility and comfort, is the heart of the service we provide. We show our care for each other by listening, building strong teams, supporting each other, and respecting each other's opinions and goals.

We show our care for the planet by improving fuel efficiency, green driving, and taking environmentally friendly actions in our offices and facilities. Our caring values guide our everyday choices.

We have delineated what each letter in “Care” represents, and this is how we connect to the values of our parent company:

C: Commitment to Customers

A: Accountability, especially for Safety

R: Respect for Others and the Planet

E: Empowerment of Employees

Hiring the Right People for the Right Job

Most of the positions within the transportation field are both safety sensitive and public trust positions that require a high degree of understanding of the unique needs of seniors and people with disabilities. It is critical that our candidates possess a high level of integrity, are safety conscious, and have a good work ethic. Veolia invests in our employees and we work diligently to develop them as individuals. We continuously implement new strategies to attract as well as retain the very best employees in the marketplace.

Veolia’s regional human resources team and local management team are experienced professionals familiar with state and federal employment laws and successful, ethical human resource practices. Our staff strives to treat employees as their internal customers and to provide a comprehensive program that addresses both the employees’ as well as the employer’s needs.

The basis of this comprehensive program is a thorough job description for each position, which includes essential job functions and qualifications (education, experience, additional knowledge, abilities and skills). In addition, all job descriptions for positions that interact with paratransit passengers include the ability to work with seniors and people with disabilities. Accurate job descriptions are also vital to ensuring compliance with legal requirements with the Fair Labor Standards Act (FLSA), Civil Rights Act, Americans with Disabilities Act, etc.



Screening and Hiring Process

We know that no job is perfect for everyone, and not just anyone can do any job. We do our best to give detailed information to every applicant about the job for which he/she is applying, but even if an applicant is fully qualified (on paper) for a particular job, there is no guarantee that the applicant will make a successful employee. Similarly, there is no guarantee that the applicant will be a good fit for Veolia or that we will be a good fit for the applicant.

Veolia views the employee hiring and screening process as a series of filters which are intended to screen inappropriate individuals out while allowing the right people to continue toward long-term employment with Veolia. The next several paragraphs summarize our approach for hiring and screening employment candidates for MetroAccess service.

In addition to attracting highly qualified people as discussed above, Veolia is committed to working within the communities we serve to provide citizens with lesser skills an opportunity to work for an organization that not only provides competitive wages and benefits but also the chance to make a positive impact every day on their fellow citizens' lives. Veolia's Operator training program can take unskilled individuals and provide them with the tools and resources to develop a meaningful and rewarding career providing valuable services to the community.

Recruit to a Standard

A major recruitment mistake many employers make is hiring to minimum qualifications rather than to a standard. Our philosophy is that if you hire to a minimum, you get the minimum. If you hire to a standard, you are able to hire to achieve customer sensitivity, positive attitude, personal commitment, safety consciousness, a team player and an employee who will be retained for many years. The standard we recruit to is really a standard that defines our corporate culture.

We achieve our standard through scientific methods such as verifiable recruitment screening tools and through our collective intuition which requires extensive personal interviews of new recruits by a number of persons within our organization. As a company we are defined by our people and therefore take recruitment very seriously.

Job Descriptions and Performance Expectations

As noted above, Veolia's recruiting and hiring process includes providing clear information regarding job descriptions. The Employee Handbook (discussed below), Collective Bargaining Agreement and Veolia and WMATA policies outline the expectations for employees' performance and the consequences for failing to meet expected performance.

Labor Relations Philosophy and Approach

In most transit operations, a large portion of the workforce is represented by one or more unions. Labor peace is critical to the proper operation of a transit system. A safe, clean and hospitable transit system relies on its front line collective bargaining unit employees. Veolia believes that a mutually trusting and respectful relationship must be maintained with the unions representing these employees. Our philosophy begins with respect for the unions and the process of organizing and bargaining collectively. We recognize the employees' legal right to organize and bargain collectively through their selected representative.

Veolia will recognize the ATU as the bargaining representatives of their membership. Early on, we will sit down with the union to begin the process of negotiating new collective bargaining agreement (CBA).

We do not view unions as an impediment to our proper management of our workforce, rather, we view the CBA and the grievance process to be a tool we use to resolve employee issues and disputes. We also believe that proper union relationships require honesty and transparency in day-to-day management. We try to anticipate issues and resolve them through open and early discussion to avoid needless disputes and grievances. We understand that the process of negotiating new collective bargaining agreements and renewals is inherently an adversarial process with much at stake for the union, employees, Veolia and our client.

We approach negotiations with frankness recognizing that all parties have differing views and constraints which ultimately must be reconciled through hard work and communication. The better each entity understands the views and constraints of the other, the smoother the collective bargaining process will proceed.

Outside of negotiations, however, it is important to remind each other that both parties have the same goals of operating a safe, clean, reliable, cost effective system serving MetroAccess riders.

Experience Managing Collective Bargaining Unit Employees

Veolia has about 18,000 employees across the country and a large portion of this group is organized. Veolia has approximately 80 collective bargaining agreements in place. We have developed positive relationships with all unions that have organized the transit industry. Our relationship begins with the local union leadership, but Veolia has developed good working relationships with union Regional Vice Presidents and with the senior management of the major unions representing the transit industry. Each year we negotiate approximately 28 new or renewal collective bargaining agreements.

Given the size of our workforce, Veolia, as one would expect, is routinely involved in grievances and arbitrations of disputes. Veolia has a staff of labor experts based in different parts of the country who assist our local general managers in the resolution of grievances and the negotiation of collective bargaining agreements.

Experience with Federal Laws Governing CBAs

As one of the nation's largest private operators of public transit, Veolia has a wealth of experience with the National Labor Relations Act and the National Labor Relations Board. Led by Vice President [REDACTED], Veolia's labor experts routinely train and advise our General Managers in the laws that recognize and protect the employees' right to organize and bargain collectively.

This training ensures that our Managers know what they can and can't do regarding union organizing activities and their responsibilities to bargain collectively over critical terms of employment. As a result, Veolia has experienced only a small number of NLRB complaints that are typically minor in nature.

Veolia further understands and is experienced with the federal grant process and the 13(c) obligations that accompany the receipt of federal assistance.

Comprehensive Training

Veolia invests in training for all employees from Operators to managers. Key elements of our training and development program include; cultivating the Veolia culture through our employee CARE program; encouraging employee development; training for World Class Safety; providing training which results in excellent customer care and operational performance; and training for regulatory compliance.

Further, Veolia’s training program is focused on building consistency in practices. We train our employees to be professional and to perform their work the “Veolia Way”. We ensure that training is relevant and accessible to our employees and we rely on internal resources to do the majority of our training. The expected results of our commitment to training are:

- › Improved retention
- › Job mobility
- › Improved customer service
- › Better system performance

Please see CDRL SD-7 below for a detailed description of Veolia’s training programs.

Competitive Benefits

Wages

Veolia provides healthcare benefits through Blue Cross Blue Shield, dental benefits through Delta Dental, and vision benefits through VSP. Short term disability and life insurance benefits are also provided. Detailed information regarding Veolia’s benefits for union and non-union employees is included at the end of this section.

Non-Union Employees

Coverage	Blue Cross Blue Shield HCA - Medical	Blue Cross Blue Shield HDHP - Medical	Delta Dental	VSP Vision
Employee only	\$122.65	\$18.05	\$14.77	\$6.66
Employee + Spouse	\$319.51	\$94.83	\$32.64	\$9.23
Employee + Child(ren)	\$276.19	\$66.23	\$26.31	\$9.88
Family	\$495.93	\$147.18	\$44.68	\$15.78

Union Employees

Coverage	Blue Cross Blue Shield HCA - Medical	Blue Cross Blue Shield HDHP - Medical	Delta Dental	VSP Vision
Employee only	\$237.24	\$16.00	\$14.77	\$6.66
Employee + Spouse	\$774.47	\$88.02	\$32.64	\$9.23
Employee + Child(ren)	\$685.81	\$58.72	\$26.31	\$9.88
Family	\$1,293.11	\$130.49	\$44.68	\$15.78

**Veolia Transportation Services, Inc.
2013 Medical Plan Comparison for WMATA**

Veolia Medical Plans

National BCBS IL HDHP		National BCBS IL HCA		Dental Plan			Vision Plan				
How does this plan work?	The deductible applies and has to be paid first before the plan will pay. Once the deductible is met, the plan pays a percentage of the cost of in-network services.		The deductible applies and has to be paid first before the plan will pay. Once the deductible is met, the plan pays a percentage of the cost of in-network services. Veolia pays for the first portion of your deductible - \$650 if you have single coverage and \$1300 if you are covering dependents.		Della Dental PPO Dentist	Delta Dental Premier Dentist	Non-Delta Dentist PPO/Premier Dentist	Network Provider	Non-VSP Provider (Reimbursements)		
Lifetime Maximum	None		None		Annual Deductible			Eye Exam	After \$10 Copay Plan Pays 100%	Up to \$45	
Deductible:			Veolia Pays First \$650 for Individual and \$1,300 for Family		Single	\$50 (combined)	\$50 (combined)	\$50 (combined)			
Individual	\$2,000	\$6,000	\$1,000	\$3,000	Family	\$150 (combined)	\$150 (combined)	\$150 (combined)	Lenses - For a complete set of lenses; one set every 12 months		
Family	\$4,000	\$12,000	\$2,000	\$6,000	Preventive & Diagnostic Services	Plan Pays 100% (no deductible applies)	Plan Pays 100% (no deductible applies)	Plan Pays 100% of Approved Fee; you pay the difference between the dentist's actual charge and the approved fee (no deductible applies)	Single Vision	After \$25 Copay Plan Pays 100%	Up to \$41
Out of Pocket Max:					Basic Dental Services	After Deductible, Plan Pays 80% of Discounted Fee; you pay 20%	After Deductible, Plan Pays 80% of Approved Fee; you pay 20%	After Deductible, Plan Pays 80% of Approved Fee; you pay 20% plus the difference between dentist's actual charge and approved fee	Bifocal	After \$25 Copay Plan Pays 100%	Up to \$62
Individual	\$6,500	\$19,500	\$3,000	\$9,000	Major Dental Services	After Deductible, Plan Pays 50% of Discounted Fee; you pay 50%	After Deductible, Plan Pays 50% of Approved Fee; you pay 50%	After Deductible, Plan Pays 50% of Approved Fee; you pay 50% plus the difference between dentist's actual charge and approved fee	Trifocal	After \$25 Copay Plan Pays 100%	Up to \$80
Family	\$13,000	\$34,000	\$6,000	\$18,000	Orthodontia	For Children Under 26 Plan Pays 50% of Discounted Fee; you pay 50%	For Children Under 26 Plan Pays 50% of Approved Fee; you pay 50%	For Children Under 26 Plan Pays 50% of Approved Fee; you pay 50% plus the difference between dentist's actual charge and approved fee	Lenticular	After \$25 Copay Plan Pays 100%	Up to \$125
Office Visit	Deductible then 80% Coverage	Deductible then 60% Coverage	Deductible then 80% Coverage	Ded then 60% Coverage	Benefit Maximums				Progressive	After \$25 Copay Plan Pays 100%	Up to \$80
Inpatient Hospital	Deductible then 80% Coverage	Deductible then 60% Coverage	Deductible then 80% Coverage	Deductible then 60% Coverage					Frames - For one pair every 24 mo; children may receive frames once every 12 mo	After \$25 Copay Plan Pays up to \$120 (plus 20% off any out-of-pocket costs)	Up to \$47
Outpatient Hospital	Deductible then 80% Coverage	Deductible then 60% Coverage	Deductible then 80% Coverage	Deductible then 60% Coverage					Elective Contact Lenses - For professional fees and materials; available once every 12 mo	Plan Pays up to \$120	Up to \$105
Emergency Visit	Deductible then 80% Coverage	Treated as in network	Ded then 80% Coverage	Treated as in network							
Most other services	Deductible then 80% Coverage	Deductible then 60% Coverage	Deductible then 80% Coverage	Deductible then 60% Coverage							

2013 Medical Plan Comparison for WMATA

Veolia Medical Plans

Veolia Medical Plans					Dental Plan				Vision Plan		
Prescription Drug:					Annual Maximum Benefit (except orthodontia)	\$1,500 per person (combined)	\$1,500 per person (combined)	\$1,500 per person (combined)	Visually Necessary Contact Lenses - For professional fees and materials; available once every 12 mo	After \$25 Copay Plan Pays 100%	Up to \$210
Retail Rx	Generic = \$10 Copay Preferred Brand = 20% Co-Ins up to \$75 max Non Preferred Brand = 40% Co-Ins up to \$100 max Specialty = \$100 Copay	Generic = 25% Co-Ins of U&C minus \$10 Copay Brand = 25% Co-Ins of U&C Specialty = Not Covered	Generic = \$10 Copay Preferred Brand = 20% Co-Ins up to \$75 max Non Preferred Brand = 40% Co-Ins up to \$100 max Specialty = \$100 Copay	Generic = 25% Co-Ins of U&C minus \$10 Copay Brand = 25% Co-Ins of U&C Specialty = Not Covered	Orthodontia Lifetime Benefit	\$1,250 per person (combined) Group Dental Plan pays for 50% of Submitted Fee	\$1,250 per person (combined) Group Dental Plan pays for 50% of Submitted Fee	\$1,250 per person (combined) Group Dental Plan pays for 50% of Submitted Fee			
Mail Order	Generic = \$25 Copay Preferred Brand = 20% Co-Ins up to \$150 max Non Preferred Brand = 40% Co-Ins up to \$200 max Specialty = Not Covered	Not Covered Specialty = Not Covered	Generic = \$25 Copay Preferred Brand = 20% Co-Ins up to \$150 max Non Preferred Brand = 40% Co-Ins up to \$200 max Specialty = Not Covered	Not Covered Specialty = Not Covered					Low Vision - Professional services for severe visual problems not correctable with regular lenses, including:		
									Supplemental Testing	Plan Pays 100%	Up to \$125
									Supplemental Aids	Plan Pays 75% of Approved Amount (up to \$1,000)	Plan Pays 75% of Approved Amount (up to \$1,000)

CDRL SD-5 – Vehicle Operator Staffing Plan

Operator Screening Criteria

As previously discussed, Veolia carefully screens all Operator candidates and ensures they meet the following minimum standards:

- Must be able to read, write and communicate effectively in English.
- Must be at least 21 years of age and have a driving record of at least five years.
- Must be a U.S. citizen or have documented legal work status.
- Must have a high school diploma or GED.
- Must have complete employment history.
- Must have a current drivers license of the class required for the operation of the vehicle they are assigned to drive and must possess any and all other licenses, permits, and/or endorsements required by applicable federal, state and local regulations.
- Must possess a current DMV Medical Examiners Certificate or be able to pass a DOT physical.
- Must have no homicide, manslaughter, or assault convictions associated with operations of a motor vehicle.
- Must have no moving violations within the past 12 months, including but not limited to: failure to stop at the scene of an accident; driving with a revoked license; possession of opened alcoholic containers or attempting to elude an officer.
- May not have more than one preventable at-fault accident within the past 36 months.
- May not have a conviction for DWI, DUI or implied consent.
- May not have a felony conviction or be a wanted felon.
- No conviction for drug possession or use.
- Never have a conviction for drug trafficking or manufacturing.
- No conviction for assault.
- No pattern of illegal activities within the past seven years.
- No conviction for a sexual offence.



- > Must be able to pass a DOT pre-employment drug screen in accordance with 49 CFR Part 655.

In addition to these qualifications, Veolia will be looking for candidates who possess strong customer service skills, a desire to be part of our team, and preferably, individuals with prior transportation and/or public transit experience.

Operator Staffing Approach

Veolia took two approaches for determining the staffing requirements for this project.

For purposes of our pricing, we used the data WMATA provided in Exhibit B-1 of the RFP to determine the number of Operators it should take (based on current facility locations) to operate the service, including actual revenue time and deadhead time. We then added additional hours to cover required safety meeting time, paid holidays, expected usage of leave (such as vacation, sick, bereavement and jury) and additional hours to cover unexpected employee call-offs and the use of FMLA. Finally, we factored in expected turnover in order to predict the additional number of employees who will be needed to cover Operator vacancies.

The following table shows the number of Operators which we expect for Year One for each service tier, based on this approach. Please note that this table shows full-time equivalents.

Service Tier	Operator FTEs
Service Tier 1	187
Service Tier 2	363
Service Tier 3	550
Service Tier 4	770
Service Tier 5	1,100
Service Tier 6	1,429

The RFP asked proposers to describe the location of their facilities in reference to proximity relative to service demand. This is an important question because facility location can have an impact on overall system deadhead time and mileage requirements, and deadhead can have a significant impact on vehicle maintenance costs, vehicle requirements and Operator, supervisor and maintenance staffing requirements.

Ultimately, the metric Veolia uses for determining the impact that facility location will have on Operator requirements is deadhead percentage. The lower the deadhead percentage, the better the facility will be located, relative to the expected starting and ending points of routes.

Since we do not know which facilities WMATA will accept, Veolia conducted deadhead analysis for each of our proposed operating facilities. By comparing the expected deadhead percentage for each of our facilities with the expected system average, we can determine which facilities are likely to contribute to an improvement in system efficiency (those with a deadhead percentage lower than the system average) and those which could potentially contribute to lower system productivity (those with higher deadhead percentages).

The following table shows the deadhead percentages we expect to achieve for each of our proposed facilities. Please note that these projections are based on the number of vehicles we can assign to each facility and the assumption (required by WMATA) that routes can begin and end anywhere in the MetroAccess service area. If it is ever possible to assign routes to facilities based on the proximity of starting and ending route locations, overall system productivity could be improved.

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Facility	Vehicle Capacity	Deadhead Percentage
Cabin Branch	300	17%
Farrington	120	19%
Ardwick-Ardmore	80	17%
Michigan Avenue	60	16%
Lindbergh	40	21%

CDRL SD-6 –Qualification Plan

Operator Qualifications

Veolia strives to hire people who *like* people for the positions that require a great deal of contact with the public. We are constantly looking to find even better ways to assess a candidate's success. Veolia has a proven company standard for hiring which is used at all our facilities.

The employment selection process begins with defining the hiring requirements for employees which will include both Veolia and WMATA policies.

- **Application** - All applicants are required to complete a written application, which details previous employment experience and education. All applications are checked for completeness and accuracy. Human Resources staff will carefully screen the applications for work history and minimum requirements. Through this process, the applicant field is narrowed to those individuals who meet the specific job requirements and company standards. The best-qualified individuals are then contacted and scheduled for an interview. Applicants are instructed to bring a current (no older than 30 days) complete, certified original of his/her DMV record that must show no moving violations within the past 12 months.
- **Interview** - In-person interviews are an important second step in Veolia's screening and hiring process. These interviews will be conducted by at least two members of the management team. The purpose of the interview is to confirm objective employment information. We will also ask a series of standardized questions designed to test the applicant's ability to comprehend and speak English. The questions are instructive problem solving questions designed to determine if an applicant can reason through instructions and construct a proper response. Our interviews are modeled after behavior-based interviewing techniques and assist us in making a good match between the applicant and the job opening. Interview questions include:
 - What does being a safe Operator mean to you?
 - Tell me about your driving record.
 - Tell me about the last accident that you had. How do you think it might have been prevented?
 - Describe a time that you witnessed a friend or co-worker engage in behaviors that were against company policy. What action did you take? What was the end result?
 - Tell me about the last time you had a problem at work. Did you discuss the situation with a fellow employee? Did you talk with your supervisor about the situation?
 - Tell me about a time that a manager or co-worker confronted you because you were not doing something "by the books".

- Describe a time that you were asked to go “above and beyond” for a customer. What was the end result?
 - Describe a time that you were confronted by an angry/upset customer. How did you handle the situation and what was the outcome?
 - How would you handle the following: 1) A passenger gets on board and starts bothering other passengers; he appears to have been drinking. 2) At the end of your day’s work, the Dispatcher calls and asks to you to continue in service until a relief Operator can come in.
 - At Veolia Transportation we consider safety to be our top priority. Tell me about an unsafe driving experience that you have had or seen in the past.
 - Can most vehicle accidents be prevented? Please explain
 - What do you consider the primary cause of most accidents? How would you ensure this (their answer) does not happen to you?
 - Do you have any experience with individuals with disabilities or the elderly? Please tell me about those experiences.
 - In the transit industry, we have to be flexible with our start and end times. Is there anything that would prevent you from working flexible hours?
 - What training/education have you had in the past 5 years related to the transportation industry?
 - Why do you feel you would be a good member of the Veolia Transportation Team?
- > **Pre-Employment Drug Testing** - An important step in screening employees is the pre-employment drug test. Veolia complies with all Federal Transit Administration regulations regarding drug and alcohol testing as set forth in the RFP.
 - > **Criminal Background Check** - Veolia will utilize WMATA to conduct pre-employment and annual criminal background checks.
 - > **Driving Record Check** - Veolia will utilize WMATA to conduct drivers license checks.
 - > **Reference Check** - Contacting prior employers to determine the work history and attitude of the individual applicant assists in screening out those who may not be appropriate for a position which requires good driving skills and a helpful, friendly customer service attitude. All applicants are required to authorize Veolia to verify previous employment. Veolia will conduct reference checks of previous employers and obtain as much information as possible regarding conduct and qualifications.

Veolia’s corporate and regional Human Resources staff will develop a standard set of questions for reference checks for applicants’ prior employers that may be willing to disclose an applicant’s demonstrated insensitivity toward persons with disabilities or complaints against the applicant for insensitive language or conduct.

- **Training** - The final step in the screening process comes during training. It is during this process that a trainee is able to demonstrate his/her ability to comprehend training materials and verbalize and write responses to specific questions and problems. Training will also verify an employee's proficiency in the English language. During the course of training, Operators must be able to demonstrate:
 - Ability to speak and comprehend English. (Ability to speak and comprehend Spanish is also desirable.)
 - Knowledge of WMATA's MetroAccess Operator program guidelines.
 - Proficiency in all materials presented in training.
 - Mastery of the Veolia defensive driving program.
 - Knowledge and ability to comply with all applicable DOT safety regulations.
 - Understanding of documentation, accident and incident procedures and reports.
 - Proper use of radio and MDT procedures.
 - Driving the vehicle safely, vehicle maneuvers, vehicle familiarization, pre-trip inspections.
 - Security awareness.
 - Assisting passengers with disabilities, e.g. lift deployment, mobility device securement, and procedures for assisting passengers with other types of special needs.
 - Emphasis on customer service.

Please see CDRL SD-7 for additional information.

Corporate Resources

Regional Director of Human Resources [REDACTED] will be available to ensure that an adequate number of qualified applicants are available to meet WMATA's staffing requirements for MetroAccess. [REDACTED] and her team work closely with the local staff to recruit current employees, including assisting with the application, interview and background check processes. [REDACTED] also provides guidance on recruiting and hiring new employees, including implementing the diversity hiring measures noted below.

In addition, Veolia's corporate website (www.veoliatraining.com) includes a Careers section that enables applicants to review and apply for open positions at Veolia contract locations throughout the United States. The opportunities posted on our website represent nearly every position available at a transit operation and seek individuals with a wide range of experience and skill sets to fill entry level, supervisory and senior management positions. The Career section of the website has allowed Veolia to streamline and bring consistency to the application process while providing interested individuals with the opportunity to seek employment 24/7.

CDRL SD-7 – Training Plan

Because of the incredible size of the MetroAccess service area and in order to make training more convenient for all of our employees, Veolia will establish employee training centers at our Cabin Branch Road facility in Hyattsville, MD and at our Alexandria, VA facility. The Cabin Branch Road training center will support the training needs for all employees assigned to facilities in Maryland, and the Alexandria training center will support the training needs of all Veolia employees assigned to facilities in Virginia and Washington DC. Depending on the portion of service awarded to Veolia and the location(s) of the facilities we eventually operate, we may eliminate one of these training centers, but this decision will be made in cooperation with WMATA prior to contract execution.

Equally as important to our training program as facilities is the amount of trainers we make available to support the process. Veolia will meet the following Operator to Trainer ratios throughout the life of the contract.



- Classroom Training – 30:1 or better during start-up; 15:1 for the balance of the contract
- Closed Course Training – 3:1 throughout the life of the contract
- BTW and Revenue Training – 1:1 throughout the life of the contract

Training

Veolia invests in training for all employees from Operators to managers. Key elements of our training and development program include; cultivating the Veolia culture through our employee CARE program; encouraging employee development; training for World Class Safety; providing training which results in excellent customer care and operational performance; and, training for regulatory compliance.

Further, our training is focused on building consistency in practices. We train our employees to be professional and to perform their work the “Veolia Way”. We ensure that training is relevant and accessible to our employees and we rely on internal resources to do the majority of our training. The expected results of our commitment to training are:

- Improved retention
- Improved customer service
- Job mobility
- Better system performance

Training Centers and Operator to Trainer Ratios

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Training Curricula

Veolia has modified our core training program to reflect the uniqueness of the MetroAccess operating environment. Before the first class begins we have a document that is based on Veolia's core training program but reflects the unique operating conditions of MetroAccess.

Operator Training

Modules	Classroom			Closed Course	Behind the Wheel	Final Exam	Total
	Classroom	Pre-Driving Skills	Total	Observation			
Current Operator	12		12		3	1	16
New Applicant	24	16	40	20	58	2	120

Our training program for Operators begins with a strong focus on proper recruiting, screening, interviewing, and hiring techniques to ensure we hire people who are best suited to succeed as an Operator. As part of our hiring programs, we have well-managed procedures for drug testing and background checks.

Once hired, it is impossible to overstate the critical role that training plays in developing and sustaining highly safety conscious vehicle Operators. That's why we launched the Operator Development Program™ (ODP) for our Operators. Developed in a partnership with Avatar Systems, the industry-leader in training development, this powerful curriculum and behavioral approach teaches all the essential skills to enable Operators to do their job at the highest level of safety and competence.

The ODP integrates classroom courses, closed-courses and behind-the-wheel training modules. This curriculum includes our unique Going for Green!™ customer service training representing the industry's most innovative program for positively affecting customer attitudes towards their service.

Each Operator spends 40 hours in the classroom, 20 hours in a closed course, and 58 hours behind the wheel. There are 33 performance standards and skills that Operators must meet. Our emphasis is on modeling sound behaviors, and there is extensive practice and coaching from skilled, dedicated safety trainers at each location. We also have a team of TSI (Transportation Safety Institute) Master Certified Safety Trainers, who are responsible to provide TSI certified courses throughout the organization.



Our Operator Development Program was designed to be adapted to include the training requirements of our clients. Facilitated by our well-trained Safety staff, the ODP classroom training uses 22 state-of-the-art DVDs that comprehensively train Operators in every aspect of safe driving.

Rather than lectures, these are participatory, engaging sessions that include extensive materials for trainers (discussion guides, facilitator's guides, etc.), a detailed instructor's manual and Operator workbooks for practice and comprehension. Quizzes and tests are used to document performance and learning, and there is a thorough final driving evaluation.

Some of the key topics in our ODP Operator training include:

- > Intersections
- > Following Distance
- > Defensive Driving
- > Emergency Procedures
- > Vehicle Dynamics
- > Pre and Post-Trip Inspections
- > Fatigue Management
- > Changing Lanes & Merging
- > Railroad Crossings
- > Basics of Backing Up
- > Bus Stop Procedures
- > Customer care and sensitivity
- > Passenger Sensitivity Training
- > Security Procedures
- > Pedestrian and Bicyclist Safety
- > Unlawful Harassment

The program also includes an important module on customer service, how we expect Operators to engage with passengers and be helpful, friendly, and professional. It also includes sensitivity training, which we developed in partnership with the National Safety Council for both Operators and Supervisors.

We continually reinforce key concepts from our training programs in our regular safety meetings. We also organize our people into Safety Committees who reinforce safety practices and solve issues.

The ODP curriculum includes an Operator workbook, DVDs and an Instructor's manual. It is integrated with the closed-course and behind the wheel training modules (described later in this section), with trainers covering classroom materials in the morning and then trainees putting their newly acquired knowledge and skills to work in the afternoon. The program is extensive and is focused on providing new applicants with the skills they need to drive safely, follow procedures, and provide good customer service.

Operator Training Content

Veolia provides the following types of training to all Operators, including current MetroAccess Operators.

- > **New Hire Training** – This training includes classroom, closed-course driving and road training. New trainees without prior experience spend approximately 120 hours in training including two days of field supervision as they start revenue service.
- > **Annual Refresher Training** – Each year, every Operator receives a minimum of 12 hours of refresher training. Topics for “refresher” training include updated information on MetroAccess policies and procedures, safety awareness, customer service and passenger awareness and sensitivity.
- > **Remedial Training** – Triggers for remedial training include but are not limited to accidents, excessive customer complaints, or being off work for extended periods of time. These are detailed later in this section.

- **Evaluations** – Every Operator and staff member who operates a revenue vehicle is evaluated at least once every six months. This will include in-service evaluations. License, background, and medical certification checks are conducted in accordance with regulations of appropriate governing bodies and the requirements of the RFP.

Detailed Operator Classroom Training

Technical Training

- **Introduction to Veolia, MetroAccess and the ADA** – This segment is designed to familiarize trainees with Veolia as well as review MetroAccess policies, procedures, and the MetroAccess Rider Guide. Trainees are also provided with an overview of the ADA.
- **Introduction to the Vehicle** – This portion of the training introduces the equipment which the trainees will drive and overviews the major systems, including steering, electrical, air, brakes, power train, lift or ramp equipment, radio equipment, mobility device securement equipment and MDTs.
- **Vehicle Dynamics** – Next, our Operators are trained on how forces like kinetic energy, inertia, centrifugal force, gravity, and friction act on a vehicle in motion and on how to control the vehicle in light of these forces. This section addresses not only safety but also the customer service aspects of driving for passenger comfort and fuel economy. The topic of braking distance is also discussed in this section.
- **Radio and MDT Systems** – The training then concentrates on effective use of the on-board communication systems.

**Comprehensive
Training for Operators:
New Hires
Refresher Training
Remedial Training
Evaluations**

Safe Driving

- **Defensive Driving** – This section of the course introduces Veolia's proprietary defensive driving course. The program focuses on four steps: 1) look ahead; 2) look around; 3) leave room; and 4) communicate. This program is designed to be taught in both the classroom and behind-the-wheel settings. These principles are taught to the Operators from their first day in training and continue to be taught and reinforced throughout their career with Veolia. Please note: Veolia's defensive driving training is comparable to the National Safety Council's program.
- **Fatigue Management** – This section of the training addresses the signs of fatigue, strategies for minimizing fatigue, and the steps which Operators should take when they are feeling fatigued.

- › **Following Distance** – This portion of the training defines the safe amount of separation (following distance) which Operators should maintain between themselves and the vehicles in front of them in normal and hazardous driving conditions, including rain, sleet, ice and snow. This section also discusses the effects that restricted vision can have and how to adjust following distance to accommodate for restricted vision.
- › **Changing Lanes** - Changing lanes is inevitable. Whether merging or passing, changing lanes creates hazardous situations that can cause accidents. This course introduces trainees to the techniques of safe merging and passing, and it also prepares trainees for engaging in these actions on the road.
- › **Reference Points** – This section of training introduces the use of reference points as a means of knowing where the vehicle is relative to intersections, curbs and other objects which may be more difficult to see due to the size and length of the vehicle. This section also discusses the importance of proper mirror adjustment.
- › **Intersections** - In this course, trainees learn how to safely approach and navigate through all types of intersections. They learn the common hazards that are present at intersections, and how to prevent intersection collisions.
- › **Railroad Crossings** - Every year in the U.S. there are approximately 5,000 collisions between motorists and trains. The purpose of this course is to share some facts about trains and railroad crossings and a procedure for safely crossing at railroad crossings. This section also includes information on state-specific laws pertaining to the crossing of railroad crossings by vehicles.
- › **Substance Abuse** – This segment of the training addresses Veolia’s drug and alcohol testing program which is intended to comply with drug and alcohol testing requirements. This course identifies the types of prohibited substances, the circumstances under which employees are subject to testing, and the results of a positive test or of an employee’s refusal to submit to a drug or alcohol test.

Customer Service Training – Going for Green™

Going for Green!™ was created collaboratively and exclusively by our international Veolia resources to address a global need to understand and respond to passenger needs. **Going for Green!™** is about perceived quality from the customer’s point of view. Perceived quality of service determines a customer’s level of satisfaction. Our experience has taught us that Operators need to be taught tools that help them deal with a customer’s perception of quality rather than simply the event (or non-event) in question.

Perceived quality is enhanced or diminished by the environment passengers are traveling in: the way they and other passengers are treated, the attitude of staff to each other and the degree to which promises from the network are kept.

The key ideas of the program include:

- We need to make the travel experience useful and pleasant to each customer and create a positive customer service environment.
- We need to focus on the well-being of our customers and understand the customer's needs.
- Staff needs to be empowered to personally take actions to solve problems and add to a positive environment.
- We need to customize approaches with each location to reflect the local culture or norms.

The underlying principle is that given a particular situation, how we respond to the situation can exacerbate, calm or not change the situation at all. We want to make sure that the whole experience is a positive one, even though it may have started as a difficult situation initially.

We liken situations to the colors of a traffic light. Green is a positive environment where everything is moving forward. Yellow is a situation which we must approach with caution – it could turn into a positive green experience or a negative red experience. The passenger could be lost, confused or insecure about their travel. A red situation is a hostile or negative situation and needs to be addressed appropriately so that we may turn the situation into a green experience.

The goal is to always maintain a positive green environment by addressing the situation and acting in certain ways. We diligently work towards the customer perception of a memorable and positive experience. An initial two-hour training would be provided for every Operator as part of their new hire or current MetroAccess Operator training.

We have included a copy of the Going for Green Facilitators' Guide in the Appendix on the Proposal CD.

Passenger Assistance and Sensitivity Training

To ensure our Operators have knowledge and understanding of the wide range of abilities of MetroAccess riders and the best methods to interact with and assist them, Veolia includes a strong passenger sensitivity and assistance training component for Operators. To help new Operators gain valuable insight and perspective, we propose to invite agencies and organizations that represent persons with disabilities to address each new Operator training class to assist with their customer sensitivity training.

Specialized Training Elements

Veolia augments our standardized training with specific training geared to familiarize vehicle Operators with the specific policies, procedures and requirements that pertain to MetroAccess service. This training also addresses issues specific to the provision of service in the MetroAccess service area. This training includes the following topics.

- › **Emergency Procedures** – This course summarizes steps to be taken when there is an emergency in service. Topics covered include: how to safely park and secure the vehicle, evacuating the vehicle, cooperating with supervision and law enforcement, responding to media inquiries, collecting information from passengers, and documenting the emergency. Ensuring the Operator’s personal safety is also covered in this module.
- › **First Aid and CPR** – This training segment also includes proper response to emergency medical needs and disposing of hazardous waste.
- › **Map Reading, GPS and Paperwork** – This course teaches trainees how to read maps, locate addresses and familiarizes them with frequent pick up/drop off locations in the service area. Trainees also learn how trips are scheduled and how to complete required paperwork.

Training Documentation

Veolia requires the Safety & Training staff to be responsible for maintaining proper documentation of the training received by each employee and the satisfactory completion of each module. The training log becomes the source document used to record trainee attendance, hours of instruction and coursework completion. A training certificate is presented to each successful trainee with a copy of the certificate going into the employee’s record.

As a demonstration of a Trainee’s proficiency, each module is followed by a set of review questions summarizing the coursework. The road training concludes with a test demonstrating the Trainee’s total knowledge of system rules and procedures.

The tested elements include, but are not limited to:

- › Veolia defensive driving techniques
- › Paperwork and accident reporting
- › Emergency procedures
- › Radio procedures
- › Manifest reading
- › Mobility device boarding and securement areas
- › Pre- and post-trip inspections
- › General vehicle operations
- › Fare structure and fare collection

The Trainer rides with the Trainee and evaluates their performance in every aspect of operations. The Trainee follows an Operator’s manifest to demonstrate their ability to both drive safely and follow instruction. A record of the final training evaluation is maintained in the employee file.

First Year Training and Refresher Training

The training program does not end with the last day of the training schedule. As part of the company training program, Veolia has instituted Operator safety monitoring to measure the success of our training program and to determine the need for further training in specific areas. Safety monitoring for Operators is accomplished by Supervisors who ride along with the Operator and monitor their safety habits. All Operators are evaluated at least once during their first six months of employment. Each employee must meet annually with a management employee to review performance and discuss potential improvements to the operations.

At a minimum, all Operators will receive 12 hours of refresher training annually, including eight hours of Behind the Wheel training. Operators also attend regular safety meetings. Refresher training and safety meeting topics vary based on the issues specific to the operation.

Retraining

Veolia provides a variety of retraining as required. The Veolia refresher training program operates on a number of levels. Some training is conducted to “raise the bar” of the overall quality of the team’s work. Additional training is also provided in response to a specific deficiency found in an employee’s work performance while other training is more routine in nature to maintain the skills of an employee. The chart below identifies some typical triggers associated with re-training.

Retraining Triggers			
What	When	Where	Why
Variety of topics ranging from evacuation drills, security training, customer service and pre-trips	Four hours once a year	Facility	Routine skills enhancement training
Post-Accident Defensive Driving Refresher Training	Amount sufficient to understand the root cause of the accident and to avoid the accident in the future. Minimum of 4 hours.	Classroom and road work	Accident
Going for Green! TM Program Customer Service Training	Minimum of 2 hours	Classroom	Excessive customer complaints

Retraining Triggers			
What	When	Where	Why
Update of revised policies, procedures and detours. Defensive Driving review. Road Test	Minimum of 4 hours	Classroom and road work	Off work for >30 days
Update of revised policies, procedures and detours. Defensive Driving review. Road Test	Minimum of 16 hours	Classroom and road work	Off work >90 days

Behind the Wheel Trainers

Veolia recognizes that our training is only as good as our Trainers. To this end, we have developed the training program described in the following table for all Operator Trainers who provide Behind the Wheel Training.

Behind the Wheel Trainer – Training Schedule		
Course Title	Course Overview	Duration Of Class
People Skills For the Trainer	Techniques to keep a professional communication level between trainer and trainee.	2 hours classroom
Basic Vehicle Maneuvering	Review of defensive driving, following distance, changing lanes, reference points, intersections and railroad crossing policies.	2 hours classroom & hands-on
Mobility Aid Securement	Mobility device securement, and safe lift operation and procedures	2 hours classroom & hands-on
Pre-Trip Inspection	Complete pre-trip vehicle inspection.	2 hours classroom & hands-on
Manifest Training	Familiarization of manifests and proper routing techniques	8 hours classroom & hands on
Brake System	Understanding the braking system	1 hour classroom & hands on

Behind the Wheel Trainer – Training Schedule

Proficiency Training Course	Refresher training. This course is designed to help and identify Operators with bad driving habits and to be retrained	3 hours classroom & BTW
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Training Staff

Veolia's Safety and Training Managers, located at our Cabin Branch and Alexandria facilities, will oversee all Operator training and retraining. Please see CDRL SD-4 for detailed information regarding their qualifications.

Behind The Wheel Training

Classroom training provides the knowledge foundation for becoming a good Operator. Putting this knowledge to practice occurs during both closed course and behind the wheel training.

Closed Course Training

Behind the wheel training begins on a closed course. Pre-driving and closed course training will be interspersed with classroom training so that trainees can acquire knowledge and skills in the classroom and then practice and hone their skills on the vehicle. Specific elements of closed course training include the following:

- > Judgment stop
- > Right and left side backing
- > Diminishing alley
- > Offset alley
- > Right turns
- > Left turn one way to one way
- > Parallel parking
- > Customer stop
- > Backing
- > Railroad crossing

Behind-the-Wheel Instruction

Upon completing skill area maneuvers and obtaining a valid driver's license with proper endorsements, trainees are taken onto the streets to become acclimated to more difficult maneuvers in increments determined by the Instructor. During this time, Instructors have the opportunity to quiz trainees on operational policies and procedures and material covered in the classroom.

In-Service Training

During the latter portion of training, trainees drive actual service routes and are expected to follow the same procedures as graduated Operators. This includes, at minimum, driving under the immediate supervision of an Instructor. This provides the new Operator with the opportunity to experience customers, follow a manifest, maintain a schedule, collect fares, etc., with an experienced Operator on board to assist and evaluate.

Trainees are tested frequently on their knowledge of operational policies and procedures. To graduate from the program, trainees must demonstrate mastery of all operational policies, procedures, safe and defensive driving and technical driving skills. Attitude of the trainee, in regard to courtesy and customer relations and specifically to sensitivity awareness, also factors into each trainee's final evaluation.

A positive attitude is critical to the success of the operation. Therefore, any trainee who fails to exhibit a positive attitude through such things as punctuality, class participation, and homework completion during the training program is considered as not having completed the training program and is not be retained as a probationary employee at the conclusion of the training.

Safety Monitoring

The final facet of the training program is ongoing safety monitoring. To ensure new employees comply with the procedures and policies taught in the training program, Supervisors and training staff make periodic road observations of each new Operator. These observations are used to determine if any additional training is required.

Regularly scheduled road observations and ride checks are used to monitor the performance of Operators. Supervisors conduct road observations to verify that Operators are operating their vehicles safely and properly. Vehicle condition is also monitored at this time. Road observations may be conducted by following in a separate vehicle or riding in the vehicle with the Operator.

World Class Safety. It's Our Culture.



All observations are recorded on a Road Ride Report or Supervisor's Observation Report. All observations are discussed with the Operator regardless of whether or not errors were noted. Discussions regarding road observations are done within two days of the observation. If serious driving errors or customer relations issues are noted, they are handled immediately. Immediate action is taken if an Operator is driving in a manner that may cause legitimate concern to passengers.

WMATA's Participation in Operator Training

Veolia welcomes WMATA's participation in Veolia's Operator training program to conduct training on WMATA's mission, goals, drug/alcohol testing requirements and any other areas of importance to WMATA.

Technician Training

Maintenance Crew Training

All new Veolia Technicians are required to attend 40 hours of training before performing repair tasks independently. The training consists of items such as basic Operator Development training (ODP), safety awareness, environmental management, shop equipment familiarization, parking lot training, work order and parts ordering procedures, fleet familiarization, as well as 40 hours of job shadowing with a senior Technician. If required, new Technicians are allowed 30 to 60 days to obtain the appropriate driver's license.

Utility Workers receive the same classroom training as the Technicians. They also shadow a seasoned service worker until they are able to perform their duties independently. The Service workers also have 30 to 60 days to acquire their driver's license if required. Listed below is the required training schedule for new Technicians:

Technician Training	
Day 1 Classroom	Curriculum
Welcome and Introductions	Classroom logistics, student introductions, introduction to Operator Development Program (ODP).
Veolia History and Introductions	Veolia history and culture. Overview of transit and operational entities. Role of WMATA.
Veolia standards of Conduct	Connecting Life DVD. The Veolia Professional DVD. Diversity and unlawful harassment.
Drug & Alcohol Testing	A review of the Drug and Alcohol Substance Abuse Policy according to DOT/FTA regulations.
Hazards communication	Right to Know. Blood Borne Pathogens.

Technician Training	
Day 1 Practical	Curriculum
Vehicle Familiarization	Review materials from Veolia standard curriculum. Walk around vehicle highlighting major systems, doors, lift, Operator compartment, radio, etc.
Pre-trip Inspection	Introduce Veolia Daily Vehicle Report and practice doing pre-trip inspections on a vehicle with known defects.
Vehicle Mechanical Troubleshooting	Practice identifying and communicating common mechanical problems.
Day 2 Classroom	Curriculum
Basics of Safety	An overview of what an accident is and the risk associated with day-to-day activities. 300:29:1.
Accident and Emergency Procedures	FTA Transit Security Course, suspicious packages and a review of our emergency procedures including what to do if you are involved in or witness an accident. Includes vehicle evacuation and weapons of mass destruction.
Day 2 Practical	Curriculum
Introduction to the Vehicle(s)	Reference points. Vehicle dynamics. Defensive driving.
Emergency Procedures	Practice evacuating a vehicle, setting flares and other related accident procedures.
Day 3 Classroom	Curriculum
Environmental Management Systems (EMS) training	Train employees on community right-to know, employee right to know, hazardous waste management program, clean water management program, clean air management program, storage tank program
Day 3 Practical	Curriculum
Shop equipment familiarization	Familiarize employees with safe use of hoists, fall protection, pits, fuel dispensers, fire extinguisher locations, emergency contact numbers
Work order and parts request training	Train employees on proper methods for completing work orders and parts requests.

Technician Training	
Day 4 Practical	Curriculum
Lot training	Train to safely operate vehicles in the garage and lot, shop bays and pits.
Vehicle familiarization training	Expose new Technician to vehicles and components, including engines, AC systems, transmission, and wheelchair lifts. Explain differences in repair processes.
Day 5 through 9 - Practical	Curriculum
Job shadowing	Shadow senior Technicians performing tasks such as PMI, brake inspection, electrical and general shop repairs.

ASE Training

Veolia Transportation has incorporated the National Institute for Automotive Service Excellence (ASE) Certification Program into its maintenance training. ASE certification is designed to recognize high levels of skill and specialized knowledge. For Veolia and its clients, it is a way to ensure that only the most professional and highest quality maintenance practices are performed. The ASE Certification Program provides Technicians with professional credentials at the national level as well as greater job responsibility and career development. This program also ensures that Technicians are skilled with current technologies, as certifications must be renewed every five years.

We offer \$100 to our Technicians to earn each ASE Certification, for a total potential bonus of \$800 each

In order to encourage participation in the ASE Certification Program, Veolia may reimburse employees in the successful completion paying the enrollment fee and the test fees for these certification exams.

To facilitate access to study materials prior to testing, each Veolia shop establishes an ASE Home Study Guide Library. This library will only be available to Veolia employees on a sign-out basis. Material will be kept current by the Chief Maintenance Officer. This library shall consist of a minimum of one test booklet for each available certification area.

Each Maintenance Manager is diligent in obtaining these materials and the equitable in the distribution of these materials. ASE educational information is also available at www.asecert.org Veolia recognizes the importance of creating a working environment where employees feel valued for their contribution.

CDRL SD-8 – Maintenance Staffing Levels

Maintenance and Preventive Maintenance Program

Veolia's Maintenance Plan is discussed in greater detail throughout the next several pages of our proposal as well as in the Veolia Corporate Maintenance Manual, which is included on the CD Appendix. What follows are the highlights of our maintenance approach.

- **A Strong Corporate Commitment** – Veolia recognizes that fleet maintenance is a critical element of safe service. We also realize that our local maintenance personnel are more successful when they receive strong support and guidance from our corporate team. To ensure that MetroAccess receives this support and guidance, we have designated Senior Director of Maintenance [REDACTED] to oversee and ensure our maintenance performance on this contract. [REDACTED] will visit our WMATA

Maintenance is the foundation for safe operations and reliable service; therefore, Veolia invests in training, offers comprehensive management systems and provides detailed policies and procedures.

location at least quarterly (and more often as necessary) in order to conduct maintenance audits and to assist our Maintenance Manager whenever needed. The other elements of Veolia's corporate commitment to quality maintenance include: our Corporate Maintenance Manual; our corporate-level use of the RTA software system; our detailed Environmental Management System (EMS); and our highly developed sustainability policies and practices.

- **A Deep Commitment to Sustainable Business Practices** – Veolia is committed to creating a true culture of sustainability in all of our practices, going well beyond environmental compliance. We encourage our employees to bring a "green filter" to all their decisions – to consider the environmental impact of all their actions.

We strive to make our offices, vehicles and maintenance facilities models of sustainability by:

- Focusing on idle reduction to conserve fuel.
- Training our Operators in "green driving" techniques that conserve fuel (currently 100% of all Operators are being trained).
- Using environmentally-friendly cleaning products in all our maintenance facilities (currently done at 90% of our facilities).

- Reducing carbon gas emissions through strong maintenance practices (engine tune-ups, re-flashing, and particulate traps).
- Influencing and advising our clients in using alternative fuels, approved modification, and/or replacement of old fleets, engines, and exhaust systems, and more.
- Changing all our company-owned vehicles to hybrids or highly fuel-efficient models.
- **A strict adherence to the manufacturer’s maintenance requirements, specifications and standards** is the only way to ensure vehicle reliability. Our maintenance program is predicated on the philosophy that the manufacturer is the first and best source for all information related to the revenue fleet.
- **Detailed Maintenance Policies and Procedures** - The Veolia maintenance program includes specific policies and procedures that pertain to preventive maintenance, running repairs, pre-trip and post-trip inspections, as well as vehicle servicing and cleaning.
- **A Commitment to Quality** - Quality performance does not just happen. Attaining and maintaining quality performance results from a very clear and measurable approach to quality assurance, to a structured set of local and corporate maintenance inspections and audits, and a willingness to invest in employee development and training that helps us improve the effectiveness of our work over time. Elements that help us to maintain quality maintenance performance include:
 - New hire and refresher maintenance training that helps our Maintenance Technicians and Managers to stay current on the vehicles and components we maintain.
 - Quarterly and annual corporate maintenance audits which measure the degree to which we are complying with contractual and company maintenance requirements.



Maintenance Model

Veolia utilizes a formula-driven maintenance model for all fleets to estimate the staffing levels, parts and inventory costs, major component replacement requirements and cleaning and servicing costs for your fleet. The model considers such variables as the fleet composition and condition, miles driven, PMI intervals, industry knowledge of the major component failures and other information about the fleet based on our experience with similar fleets.

Other considerations regarding staffing include the days and hours of service, miles driven and the number of operating locations. We also factor in the location of fueling stations and cleaning resources since these impact on the time and resources needed to support the WMATA fleet. By using all of this information and our maintenance modeling process, we are able to predict what is needed to properly maintain your fleet. Our calculated results are summarized in the following table and detailed throughout this section of our proposal.

Position	Service Tier 1	Service Tier 2	Service Tier 3	Service Tier 4	Service Tier 5	Service Tier 6
Maintenance Manager	1	1	1	1	1	1
Maintenance Supervisors	2	6	3	6	15	17
Technicians	11	22	31	44	63	83
Vehicle Cleaners/Fuelers	8	15	21	33	44	47
Parts Room Personnel	2	4	3	6	11	14
Maintenance Clerical	1	2	2	4	6	7

Maintenance Experience

Veolia maintains over 4,000 vehicles at over 50 separate locations throughout North America. Our fleets range from buses to cutaways to cars to over-the-road motor coaches and we maintain equipment fueled by CNG, gas, diesel, biodiesel, and electric fuel sources.

The importance of this for WMATA is that we have a broad range of experience from which to call upon to develop a specific plan to maintain your fleet. Further we have standard operating procedures, quality control checks and corporate and regional oversight which results in reliable day to day maintenance of your fleet. Our customers enjoy the peace of mind that Veolia manages their fleet responsibly.

Veolia's maintenance department is networked with regional and corporate support and all other maintenance locations. As previously discussed, Ron Turley and Associates (RTA) fleet management software is our company-wide platform for daily input and sharing of maintenance information.

WMATA benefits from this networking because our experience in one location, for example on component failure, may help the maintenance crew avoid timely and costly fixes to this same problem occurring in the WMATA fleet. Our national experience and knowledge, transmitted in part through our networked RTA software is available to WMATA through our local maintenance team.

Quality Assurance Plan

Later in this section we detail our comprehensive maintenance quality assurance program which includes:

- › High standards in the selection of Technicians.
- › A dedication to employee development.
- › Experienced departmental leadership.
- › Corporate and regional commitment to oversight of each location's work.
- › Commitment to well-equipped shops.
- › National purchasing program with preferred vendor lists.
- › Pledge to purchase OEM parts or approved equals.
- › Collaborative relationships with major vendors.
- › Sufficient inventory to maintain your equipment
- › Proven vehicle documentation tools.
- › Work processes and procedures that have been proven to be effective.

As you review the following description of our maintenance plan for WMATA, we touch on each of these essential components of our QA plan. All of these separate parts cumulatively result in a fundamentally sound quality assurance plan for WMATA's fleet, one that provides you with a safe fleet with fewer vehicle breakdowns. That is our commitment to WMATA.

Maintenance Plan Objectives

We establish maintenance objectives for each of our contracts so that we keep on track to accomplish this primary goal. Below are the objectives for the service.

- › Achieve 80% fleet readiness by vehicle type.
- › Maintain a fleet reliability standard of 25,000 miles between road failures.
- › Spend 80% of maintenance time and resources on scheduled maintenance.
- › Veolia adheres to a PMI schedule based on a 5,000 mile safety and PMI interval (depending on vehicle type) which conform to OEM recommendations.

- Conduct Quality Control Checks on 20% of PMIs completed each week. Audits must be documented and filed.
 - Conduct Quality Control Checks on 20% of vehicles cleaned each week. Audits must be documented and filed.
 - Conduct Quality Control Checks on 5% of vehicle files each month. Audits must be documented and filed.
 - Ensure a safe work environment.
 - Provide accurate and timely fleet performance and maintenance related reporting to WMATA and regional and corporate oversight team.
- Simply stated, the primary goal of our maintenance plan is to deliver clean, safe, reliable vehicles in a cost effective manner each service day.**

These objectives will be in place on Day One of the contract period so that we can provide the WMATA with the best possible vehicle maintenance for the paratransit fleet.

Daily Inspection

The Operator completes the inspection process on the Daily Vehicle Inspection Report (DVIR). The form requires that certain actions are performed in a prescribed order. The results of the inspection are then downloaded into the Ron Turley & Associates (RTA) maintenance tracking program.

DVIR's are collected by maintenance and are reviewed to determine if repairs are needed. If repairs are needed the DVIR is attached to the shop work order. The shop work order is the paper trail used to make corrective repairs and document the completion of work to address deficiencies. Once completed, the Maintenance Manager oversees the recording of the repairs done, parts used and labor required in RTA. Safety defects are the highest priority and vehicles are not cleared for revenue service until all safety items are corrected.

The maintenance department ensures an appropriate number of vehicles are clean, fueled and ready for service at all times during revenue service hours.

Preventive Maintenance

The Preventive Maintenance Inspection (PMI) program is the foundation of our maintenance efforts. We have designed this program to reflect Veolia's maintenance standards and have modified the program to reflect the operating conditions of WMATA's service.

Levels of Inspection

Veolia has established a standardized procedure for scheduling PMIs. This maintenance function is the most important element of the total maintenance management system. A properly designed PMI program enhances a vehicle's reliability and lengthens its life.

The PMI scheduling procedure is implemented as a Standard Operating Procedure (SOP) to ensure that vehicles are kept in safe, reliable, working order to meet daily operational requirements. The program details the minimum preventive maintenance that Veolia performs, and is reviewed annually for modifications based upon the needs of the vehicles as they age. Scheduled maintenance intervals may vary depending on manufacturers or contractual requirements and operating parameters.

PMIs are the most important element of the total maintenance management system. A good PMI system enhances vehicle reliability and lengthens the life of the vehicle.

Veolia's maintenance programs include these PMI intervals:

- Core preventive maintenance procedures, graded A, B, C & D.
- Core preventive maintenance procedures, graded A, B, C & D.
- Heating, ventilation and air conditioning (HVAC) inspections.
- Wheelchair lift/ramp inspections.
- Fire suppression systems inspection.
- Vehicle specific PMI needs.

Core Program

Veolia adheres to and goes beyond the manufacturer's specifications in its maintenance practices by performing all-inclusive PMIs every 3,000 miles for cutaways. At the heart of our maintenance program is a PMI program developed, tested, and improved over many years. The program assures cost savings and dependability of equipment and service.

Four basic inspection series form the basis of the Veolia standard PM program. Each of the scheduled maintenance procedures build on previous ones, with some critical procedures being performed each time the vehicle is inspected, and others added accordingly.

Vehicle mileage is recorded at the time of refueling and entered into a computer. The computerized maintenance program tracks the mileage of each vehicle and automatically schedules the vehicle for the required PMI. PMI's are scheduled at non-peak service hours in order to ensure minimal disruption to service.

To conduct the inspections, the core program utilizes a set of four inspection forms, each of which are contained in the Veolia Maintenance Manual (which has been included on the CD Appendix). The inspection forms identify the unit being inspected, odometer reading, work order number, Technician performing the inspection, time spent on inspecting and time spent on repair. The cover form serves to document all identified defects and corrective actions.

The form identifies each task to be performed and the standard to which the inspection is to be performed. Unlike a PMI checklist used by some vendors, this inspection method clearly identifies not only what is to be inspected, but also how to perform the check and the results of the inspection. Each step is given a Pass/Fail rating.

Estimating the level of Technician resources necessary to perform a proper PMI is a critical element to develop a proper PMI program. Veolia has analyzed the WMATA data tempered by corporate best practices to estimate the resources necessary to perform a proper PMI.

As a part of the PMI, the Maintenance Technician is responsible for identifying and correcting defects. No vehicle is allowed to operate if a safety-related defect has been identified.

Systems Inspections

In addition to those inspection items called out in each level of the core PMI Program, Veolia has added other inspections which are performed as part of the PMI mileage intervals.

Heating/Ventilation/Air Conditioning (HVAC) Inspection

We recognize that customer satisfaction is highly influenced by the quality of the heating and air conditioning (A/C) systems. We place strong emphasis on the care and maintenance of these systems. Preventive maintenance procedures for each type of system have been developed based on the manufacturer's requirements.

A comprehensive, stand-alone heating, ventilation and air conditioning (HVAC) inspection service is part of the "B" inspection.

Air conditioning filters are changed with every scheduled inspection. Veolia maintains the integrity of the cooling system by using only approved coolants that are safe, environmentally friendly, and in compliance with federal regulations.

Wheelchair Lift/Ramp Inspection

The wheelchair lift system has a separate PMI schedule in accordance with OEM recommendations. Veolia performs a wheelchair lift inspection at each PMI which includes the following service points:

- › Overall condition
- › Electrical Wiring
- › Decals
- › Lift Mountings and Supports
- › Platform & Platform Attachment Parts
- › Platform Rollstop
- › Control Pendant
- › Vehicle Interlock
- › Handrails
- › Main Lifting Pivots
- › Inner Rollstop
- › Hydraulic Power Unit

In addition to the above service points, cleaning, lubrication and hydraulic pump fluid checks are performed during the PMI. The lift is cleaned with mild soap and water then dried thoroughly to protect painted surfaces. Special attention is given to the lift pivot points prior to lubrication. Lubrication is performed during every PMI. The lift is lubricated at the hinge, torsion springs, knuckle links and platform tie-rods with either penetrating oil or a dry lubricant (graphite) whichever meets manufacturer recommendations.

Fluid Analysis Program

The fluid analysis program provides a method of monitoring the condition of major power train components and ensures efficient lubricant and fluid use.

Engine oil samples are taken twice per year per vehicle as required by the contract. Analysis test results are reviewed and compared to previous test results to identify any developing trends. Appropriate action is taken based on the results and recommendations from the analysis report. All records are properly documented and filed with the vehicle's records. All fluid samples must be shipped to the laboratory within 72 hours of the sample being taken.

A properly managed fluid analysis program supplies vital information to help detect and prevent catastrophic failures.

Each oil sample is tested for 16 wear metals and oil additive elements, with results reported in parts per million. The elements include the following:

- > Iron
- > Chromium
- > Lead
- > Nickel
- > Silicon
- > Boron
- > Phosphorus
- > Magnesium
- > Aluminum
- > Copper
- > Tin
- > Silver
- > Sodium
- > Zinc
- > Calcium
- > Barium

Each oil sample is also tested for fuel dilution, total solids, water, antifreeze, viscosity and neutralization. The physical data obtained from the tests are measured by the following:

- > Fuel dilution – volume %
- > Total solids/soot – volume %
- > Water – volume % (ASTM D-91)
- > Viscosity @ 100°C
- > Antifreeze – positive (ASTM D – 2982)

All reports of testing are reviewed and compared to previous trend results and base data. Each test has the history of the three most recent samples on the report to compare data and observe any trend developing. Further analysis trend can be accessed through laboratory website.

Tire Management

Tires are one of the most safety-critical components of a vehicle, and as such require special consideration for inspection and maintenance. For the WMATA maintenance program Veolia will strictly adhere to the following program:

- No vehicle is to enter service or be allowed to continue in service with tread depth readings of less than 4/32" on steer tires and 2/32" on drive tires.
- A ribbed tread design is to be used for all axles; an aggressive pattern may be used if operating or geographic conditions warrant. Lug tires are not to be used.
- Tires are to be visually inspected before each and every scheduled run for signs of sidewall damage, irregular wear patterns, missing valve caps, and low inflation.
- Tire inflation pressure and tread depth are to be checked, recorded, and corrected if necessary at each PMI interval, or more often if warranted by operating conditions. Tires are to be maintained with a goal of evenly matched inflation pressures and tread depths as much as possible.

In establishing a tire management program, at a minimum the following specific criteria are to be incorporated into the plan:

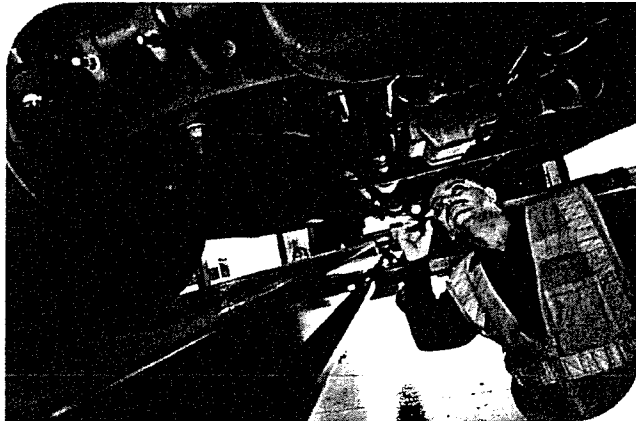
- Inflation pressure
 - Tires are to be checked cold, before being driven even for a short distance. Ideally they should be checked early morning before first scheduled runs.
 - Tire inflation pressures should be kept within + or – 10% of recommended pressure for all tires on the vehicle at all times.
- Valve Caps
 - Must be present and tightly fastened at all times.
 - Veolia policy is to utilize metal caps with rubber seals.
- Tread depth
 - Tire tread depth **MUST** meet all statutory and contractual requirements **AT ALL TIMES**.
 - Tire tread depth should be managed to achieve matched heights on steering axles.
 - Tire tread depth should be managed to achieve matched heights on drive axles, and particularly between sets of dual axle tires.

Major Components

Major components are repaired, replaced or rebuilt as needed using OEM parts. Major components are only repaired, replaced or rebuilt after they have gone through proper diagnosis as per OEM guidelines. Before work is initiated, the Technician's finding is reviewed to be sure that a proper evaluation has been made, and no part or component is covered under warranty.

Maintenance Quality Assurance and Oversight

The Quality Assurance process tests the work of our local staff on very important aspects of your fleet maintenance. Regional and corporate experts routinely audit the department's work. Our plan incorporates the use of technology, relying on industry- tested maintenance software, RTA, which provides a platform for the recording of data, scheduling and reports. Maintenance information can be posted on our central



server so WMATA can audit our work as it is completed. Subject to inspections from local, state and Federal regulatory bodies, our process assures compliance with their rules.

We believe that quality performance is the responsibility of every manager and employee. Like safety, it is not the responsibility of any one individual but of the group collectively. It is achieved by creating a quality culture supported by established proper processes and procedures to insure a desired outcome. Having said this, however, quality assurance requires two elements in order to successfully occur:

- First, we need to measure performance as a means of benchmarking our efforts.
- Second, if we fall below our acceptable benchmarks we need to allocate the resources to achieve quality performance.

Veolia's Maintenance Manager, with support and oversight from regional and corporate staff, is responsible for reviewing the quality of maintenance activities using both statistical and observation methods.

The Maintenance Manager is responsible for reviewing data to identify trends by Technician, vehicle type, shift, parts and other maintenance elements that impact on the reliability of the fleets. The Manager also makes personal observations about how the work is being performed to ensure PMIs are being performed according to procedures and the repairs of identified defects are performed correctly.

Internal Audit Process

Veolia internally monitors the results of the maintenance program. One instrument that we use to document the state of each fleet is the Vehicle Condition Audit Checklist as seen here. While the local Maintenance Manager is the driving force behind our corporate audit process, the Manager does not work alone. These records are routinely reviewed by our regional and corporate staff members who conduct onsite assessments of our maintenance operations at least once a year. And they are available to the WMATA staff.

In addition to the audit process, the physical inspection of vehicles and the forms that we describe here, we also use RTA computerized maintenance software to track our work. We discuss WMATA's web-based access to the RTA information later in this section.

The designated auditor performs the inspection using the Vehicle Condition Audit Checklist Form shown on the following page:



Vehicle Condition Audit Checklist

VEHICLE NO.:			VIN #:			MODEL:		
MANUFACTURER:			YEAR:			Inspection Site:		
ENGINE MILEAGE:			OK = Items Satisfactory			Date Inspected:		
TRANSMISSION MILEAGE:			NC = Item Needs Corrected			Inspector:		

1 - GAUGES AND CONTROLS	OK	NC	4 - ENGINE	OK	NC	7 - UNDERCARRIAGE	OK	NC
Accelerator Pedal			Oil Level			King Pins/Wheel Bearings		
Brake Pedal			Coolant Level			Steering Components		
Warning Gauges			Radiator/CAC			Spring/Bellows/Shocks		
Transmission Controls			Batteries			Radius Rods & Bushings		
Panel Lights			Belts			Engine/Trans. Mounts		
Defrost/Heater			Hoses/Lines			Hoses and Lines		
Turn Signal Controls			Fuel Leaks			U-Joints		
Horn			Oil Leaks			Driveline & Slip Yolk		
Destination Sign Controls			Coolant Leaks			Differential		
Parking Brake			Alternator Mounting & Condition			Exhaust System		
Wipers/Washers			Air System/Compressor			Fuel Tank		
Air Conditioning Controls			Exhaust/Turbo			Cleanliness		
Speedometer			Fan Drive			Mud Flaps		
Air/Vacuum Leaks			Transmission			Wiring		
Fast Idle			Wiring/Harness			Bulkheads		
OTHER (Describe Below)			Starter & Cable			OTHER (Describe Below)		
			Performance/ Smoke					
			OTHER (Describe Below)					

2 - LIGHTS	5 - EXTERIOR	8 - BRAKES
Headlights, Hi-Lo	Spare Tire Compartment	Foundation Hardware
Turn Signals	Bumpers	Brake Chambers
Destination Sign Lighting	Paint	Relay Valves
Marker / Clearance Lights	Glass/Windows	Shock Adjusters
Driver / Dome Lights	Mirrors	Body/Chassis Mounts
Interior Passenger Lighting	Body/Panels/Moldings	Wheel Seals
Brake / Tail Lights	Baggage Bin Doors	Air Tanks/Dryer
Back-Up Lights	Baggage Bin Compartments	Hydraulic/Air Lines
Deceleration Lights	Entrance/Exit Door(s)	Lining's
	OTHER (Describe Below)	Air leaks
		OTHER (Describe Below)

3 - INTERIOR	6 - AIR CONDITIONING	9 - TIRES, WHEELS & FASTENERS
Fare Box	Operation / Cooling Ability	Right Front
Fire Extinguisher	Compressor	Left Front
Windows/Operation	Refrigerant	Right Center Outer
Operator Seat	Blower Motors	Right Center Inner
Mirrors	Air Inlet / Filters	Left Center Outer
Access Door Operation	Ducting	Left Center Inner
Passenger Seats & Frames	OTHER (Describe Below)	Right Rear Outer
Wheelchair Seats		Right Rear Inner
Wheelchair Ramp / Lift		Left Rear Outer
Grab Rails / Stanchions		Left Rear Inner
Lavatory		
Driver's Barrier		
Side / Ceiling Panels		
Floor Covering		
Operator Seatbelt		
Onboard Video/Audio/PA		
Emergency Exit's		
Sunvisor / Screens		
Kneeling Function		
Steering Wheel/Column		
OTHER (Describe Below)		

TEST DATA
Road & Brake Test
Coolant Percentage
Oil Level
Gear Lube Level
Trans Fluid Level
OTHER (Describe Below)

COMMENTS:

Form VT-8-1 (08/2007a)

Self-Audit Quality Assurance Program

The Maintenance Manager maintains a Quality Assurance File to document the self-audit program. This file consists of the following sections:

- PMI Quality Assurance Inspections
- Vehicle Readiness/Cleanliness Inspections
- Vehicle History Files/Records Audit Log

The PMI Quality Assurance Inspection section and Vehicle Readiness/Cleanliness Inspection section contain 90 days of records. The Vehicle History Files/Records section contains 12 months of records. All records are filed in chronological order.

PMI Quality Audit



Veolia has established a standardized procedure for auditing PMI processes.

Whenever possible, these audits are performed while the PMI procedure is in progress. A PMI Quality Assurance Audit, a sample of the form seen here, is performed on at least 20% of the total PMIs performed on your fleet each month.

This provides WMATA with assurance that we are monitoring this essential aspect of our fleet maintenance process.

PMI Quality Assurance Audit Report

Auditor: _____ Facility: _____

Vehicle Number: _____ W/O# For Repairs: _____

The Following Items Require Corrective Action

Item No.	Defect Description	Corrective Action	Mechanic

Auditor/Inspector Signature: _____ Date: _____

Form VT-8-31 (06/2007)

This self-audit provides us with important information about our PMI work resulting in a high quality PMI effort with the expected outcome of maintaining the fleets at the level that you and we expect.

During the inspection the auditor must check for objective evidence that PMI procedures are completed in accordance with all other regulatory and contractual requirements. The name of the Technician assigned to the procedure is noted on the audit document along with the vehicle number and current mileage.

The Maintenance Manager reviews each of these audit forms and makes changes as necessary to correct any noted deficiencies. The Regional Director of Maintenance also reviews these forms during his routine visits to the WMATA location.

Our Maintenance team is considered successful if the vehicles are maintained by meeting all corporate, WMATA, and OEM standards. We also judge ourselves to be successful if we minimize vehicle failures for the passengers of the service and extend the useful life of the vehicle for WMATA.

Readiness and Cleanliness Quality Audit

All locations must perform Readiness and Cleanliness Quality Audits on a minimum of 20% of revenue service vehicles each week. Vehicles that have designated as ready for revenue service are identified for audit by the Maintenance Manager or his designee. The Service Readiness/Cleanliness Inspection Form, seen here, must be used to document these inspections.



Service Readiness/Cleanliness Inspection

Inspector: _____ Location: _____

Bus No.: _____ Date: _____

Grading System: 1-2-3-4-5

EXTERIOR	POINTS	WT.	SCORE	COMMENTS
FRONT (including windshield)		X1		
SIDES		X1		
REAR		X1		
WHEELS/RIMS		X2		
INTERIOR				
DASH		X1		
DRIVER'S AREA		X1		
FLOOR		X2		
STEPWELL		X1		
WINDOWS		X2		
INSIDE PANELS		X1		
CEILING		X1		
LIGHT LENSES		X1		
SEATS		X2		
GRAB BARS/STANCHIONS		X1		
WHEELCHAIR LIFT AREA		X2		
TOTAL SCORE:				

NOTE: List any visible damage or torn seats in "Additional Comments".

- 0 - 75 Unsatisfactory
- 76 - 85 Needs Improvement
- 86 - 95 Meets Expectations
- 96 - 100 R&C Excellence

SAFETY EQUIPMENT	YES	NO
Fire Extinguisher - Charged/Secured		
Tie Downs - Stowed		

Additional Comments: _____

The form uses a weighted system where areas that have been designated to be very important are valued at double the points of other areas. The scoring scale consists of the following:

- > 0–75: Unsatisfactory
- > 76–85: Needs Improvement
- > 86–95: Meets Expectations
- > 96–100: R&C Excellence

Audits are given to the Maintenance Manager whose responsibility it is make any changes that are needed as a result of the inspection.

Veolia has allocated resources and has a designed a plan, based on our experience, to keep the vehicles clean. This internal audit is a self-check that the plan is being completed satisfactorily. This is important to WMATA because a clean vehicle represents a positive image of the service.



Vehicle History File / Maintenance Records Audit

Periodic Vehicle History File and Maintenance Record Audits ensure that maintenance operations meet all regulatory, contractual, and Veolia standards relating to vehicle maintenance records. Each month, at least 5% of the fleet files are audited. The period to be audited is the three months immediately previous to the date of audit.

Vehicle History File / Maintenance Records Audit Report

Auditor: _____ Location: _____

The Following Files Were Audited on This Date:

Vehicle #	A - Vehicle Data		B - Record of PMI's		C - DVIR Repair Records		D - All Other Repair Records		E - Oil Analysis Reports		Comments
	OK	NC	OK	NC	OK	NC	OK	NC	OK	NC	

OK = All information correct, complete, and verified / NC = Missing or incomplete information, needs corrected

- A. Vehicle number, make, model year, VIN, engine type, transmission type, tire size need to be listed
- B. Record of PMI's performed, with date and mileage, are to be examined
- C. Repair orders associated with DVIR pre- and post-trip inspection defects are to be examined
- D. Repair orders completed on all other work, including outside repairs and warranty, are to be examined
- E. Copies of lubrication analysis reports are to be examined

Auditor/Inspector Signature: _____ Date: _____

The auditor inspects and verifies the vehicle records for the following criteria:

- All required records (repair orders, DVIRs, and other audit records) are present.
- Each record and repair order accurately reflects the maintenance that was performed.
- Paper files are accurately recorded and documented in the RTA system.
- All maintenance forms are properly completed.
- Lubrication analysis program records are properly filed and documented; lab results are maintained chronologically.

Results of the audit are dealt with by the Maintenance Manager. Vehicle records are very important in performing maintenance on the fleet for the following reasons; first it holds us accountable to our established internal standards; secondly, it maintains compliance with WMATA standards; third it maintains records as required by regulatory agencies; fourth, through records we track the individual vehicle's performance and also the performance of the vehicle type. Examinations of records can result in modifications to our maintenance approach, inventory levels being adjusted and major component failures anticipated before they actually occur. To maintain compliance with regulatory agencies and to have an efficient allocation of resources is very important to us and to WMATA.

Maintenance Audit Program

We have an annual Maintenance Audit Program (MAP) that ensures that each location adheres to policies and procedures and that the maintenance operation is managed in a proper and cost-effective manner.

The audit is performed by the Regional Maintenance Director and/or a member of Corporate Technical Services team. Prior to the audit, the local management team is contacted and the date of the audit is determined. At this time, the auditor may request specific information and documentation from the local team to assist in the audit process. On the day of the audit, the scope of work is discussed with the Project Manager and Maintenance Manager.

At the close of the audit, the auditor debriefs the local management team on the results of the audit, and any follow up action plan. A formal report is provided within five working days of the end of the audit. The results of the audit are also shared with WMATA.

Web Based Access and Oversight

Later in this section we will discuss the benefits of utilizing RTA maintenance software to provide a platform of information for scheduling work and reporting information. We rely heavily on the aspects of the software which prompt us to perform PMI's on schedule and track the multiple variables that impact on successfully completing maintenance of the fleet.

This tool is also beneficial in quality assurance because the information posted and organized in the RTA software is instantly transmitted to our central server providing web-based access of the information for WMATA and our regional and corporate support staff. Built into the transmittal of this information are alerts which are sent to the Project Manager and corporate/regional staff regarding the status of the maintenance work. These alerts trigger a response by the oversight staff and are a valuable tool in our quality assurance program.

Regulatory and Statutory Oversight

Veolia understands the requirements of local and regional governing agencies and their impact on safety. We willingly comply with their regulations and have developed specific policies to conform to their standards.

Maintenance Staffing

Resource Allocation and Staffing Plan

Our goal is to achieve 80% scheduled and 20% unscheduled repair work in our maintenance program. Within our maintenance model each step of the PMI and repair process is broken down into its root activity with time and materials estimated.

We have developed our staffing and shift requirements for MetroAccess services by applying our experience to the requirements of the RFP. In the same way, we've calculated the number of Service Workers needed by breaking down fueling, servicing and cleaning components by time required for each of these duties and then calculating the total amount of time needed to service and clean the vehicle to meet our shared standards.

In building our staffing plan, other elements we have considered include: the service day, the span of revenue hours and the locations from which vehicles are deployed.

Vehicle Cleaning and Servicing

Veolia allocates resources, has established processes and provides management oversight to ensure each vehicle that pulls out of the lot has been cleaned, fueled and is ready for our customers.

We expect that WMATA's high standards for fleet cleanliness match our own – we take tremendous pride in having some of the cleanest vehicles on the road. The chart below indicates our vehicle cleaning and servicing schedule for the WMATA fleet; please note that these are minimum recommended frequencies and are completed more often as needed.

Function	Frequency
Fluid check/replenishment and fueling	Daily
Exterior vehicle wash and scrub	Weekly (minimum); within one day of rain/snowfall

Function	Frequency
Interior daily basic cleaning, including windows and floors	Daily
Complete detailing of vehicle interior	Monthly

Cleaning, Fueling and Fluid Replenishment

Operators conduct a daily inspection which involves walking slowly through the vehicle, checking for newspaper, litter, broken glass, torn seats, gum, open windows, graffiti, broken metal, and items stuffed between seats and side walls. Any passenger items left on the vehicle are given to a Supervisor immediately.

Service Workers check fluids, air pressure and fuel the vehicle. They inspect and clean the interior using a check list to make sure that they have addressed every aspect of the cleaning process; including dusting, vacuuming and removing any trash. They then park the vehicle in its assigned spot ready for next day's service.

Oversight for this process is the responsibility of the Service Lane Supervisor. Failure to comply with the established standards results the process being repeated until the vehicle is deemed ready for next day service.

Exterior Cleaning

Per the RFP, vehicle exteriors are washed at least once a week and within one day of rain/snowfall

Interior Detailing

The vehicle interiors are cleaned daily and kept free of debris. The interior of all vehicles receive a monthly detailing, including cleaning the ceiling, sidewalls, windows, ledges, dash and floor. Veolia staff use an environmentally friendly all-purpose cleaner to spray and wipe the sun shade, control panel, complete dash, mirrors, steering wheel, seat, dashboard around the windshield, the front panel of the dash, handrails, and the panel on the side of the seat. Windows, windshield, and door glass are cleaned with a window cleaner.

Accident Repair

We are conscious of the importance of the appearance of the MetroAccess fleet entrusted to our care, and are committed to keeping them in excellent condition at all times. From time to time accidents can occur and we take the necessary steps to make the needed repairs to the vehicles and return them to service.

Veolia is committed to keeping the WMATA fleet of vehicles in a like-new appearance at all times. The first step is to have a program of identifying all damage, regardless of cause. The sources for the information include:

- > Daily Operator pre-trip reports (DVIRs)
- > Vehicle Check Sheets
- > Accident reports
- > PM Inspection reports

Damage and defects to the exterior of the vehicle are documented through the Fleet Body Damage log, where reported and “found” damage information is managed. From a maintenance perspective, it is not their goal to find the cause of the damage; this is the function of the safety/operations staff assigned to that effort.

Maintenance responds to any damage by first documenting the damage, assessing the repair priorities, scheduling vehicle repairs, and finally, verifying that the vehicle has been returned to a like new appearance when completed.

Operators assist in detecting body damage through their daily pre-trip inspection of the vehicles and documenting it on their DVIRs and the Vehicle Check Sheets. The Maintenance Manager inspects vehicles with DVIRs noting damage before pullout. When damage is reported, a work order is generated and the damage repair is scheduled and performed at our full service body shop.

Veolia personnel perform all typical body component replacement using prepared items such as:

- > Glass replacement
- > Side panel replacements
- > Door adjustments and replacement
- > Mirror replacement
- > Fender rubber replacement
- > Access door replacement

Body Work

Major repairs to vehicle bodies will be scheduled immediately and no vehicle with significant body damage will be allowed in revenue service. Graffiti removal and minor cosmetic damage is addressed nightly.

The goal for effecting repairs (barring vendor related delays) is as follows:

- > Minor Repairs: 1-3 Days
- > Significant Accident Damage: 1-2 Weeks
- > Major Damage Repair: 21 days

Parts Availability

Veolia's corporate maintenance program places a heavy emphasis on proper inventory management. The primary purpose of inventory management is to provide the right item at the right location and time and at the lowest cost. The results achieved through good inventory management practices will be reduced costs, reduced equipment downtime, and better inventory management control.

Veolia's local Maintenance Manager is responsible for ordering, stocking and tracking parts in support of the WMATA operation. Veolia will stock 60 days of preventative maintenance (PM) service parts and other fast moving (running repair) parts based on the data collected in the [REDACTED] maintenance management software.

Inventory Sources

Veolia is committed to ensuring that the quality of parts and services provided by vendors meets all applicable requirements, including OEM, regulatory, and all contractual provisions. Certified Small Businesses are utilized whenever possible.

Veolia will monitor and control its vendors to ensure compliance with contractual standards. The extent to which Veolia will monitor its vendors will depend upon the type of product or service provided, the impact of the vendors' product on the quality of Veolia's service, and quality audit reports and records, where applicable.

Veolia's Maintenance Manager will maintain records of vendors utilized at the property electronically in the RTA vendor list. Employees at all maintenance locations must adhere to any established national purchase agreement. Deviation from national purchasing agreements requires prior approval from the Regional Maintenance Director and/or Corporate Technical Services.

OEM Parts

Veolia's first priority is to purchase Original Equipment Manufacturer (OEM) parts as its primary source. Any after-market parts will meet OEM specifications.

Inventory Control

Our staffing structure includes sufficient staffing in accordance with fleet size and purchasing needs. This level of staffing will eliminate any processing delays for parts ordering and acquisition. We will account for parts through the following management reports:

- > Part Inventory Lists
- > Open PO Lines
- > PO Receipts by Invoice and Vendor
- > Parts Usage
- > Parts Activity
- > Parts Warranties
- > Low-Use Parts
- > PO Transactions
- > PO Receipts by Account Number
- > Parts Adjustment
- > Parts Gain/Loss

Parts will be tracked as to their end use on work orders. Parts orders are generated from usage with respect to min/max levels established. Parts stocking levels are determined by analyzing procurement lead times, usage and category of parts. Parts that are used infrequently but are critical (such as a tie rod end, or brake valve) must be kept on hand regardless of usage history.

The objective is to use established systems to anticipate needs so that a minimum amount of time is spent in sourcing parts and materials when the technician needs them.

The Maintenance Manager will be responsible for inventory control, procurement, and vendor relations and will oversee warranty administration.

Physical Inventory – Cycle Counts

Each Veolia location that maintains an inventory of vehicle repair parts is to perform cycle counts monthly throughout the year. A cycle count is a reconciliation of an equal portion of the total inventory at predetermined points throughout the year. Cycle counting is a good way to identify inventory discrepancies and inventory values throughout the year.

A minimum of 10% of the inventory should be counted each month, with different inventory selected each month so that the entire inventory is counted over any consecutive 12-month period.

An essential factor in the cycle-counting program is to focus on correcting the cause of any found discrepancies, and not just on adjusting inventory balances. An adjustment report will be generated each month and reviewed by regional and corporate personnel for any necessary further investigation and corrective action into inventory discrepancies.

Annual Physical Inventory Count

Veolia requires that a physical inventory count be performed on all fluids, tires, and part inventories at the end of each year. Fluid inventories are calculated through the use of physical stick readings. The price per gallon of the last shipment received is required to calculate the dollar value of the year-end fluid inventories. Tire inventories are calculated by a physical count of each type of tire on hand at the end of month.

The goal of the year-end physical inventory is to compare and validate the value of our computerized inventory and that of the actual parts on hand. The individual responsible for performing the physical inventory and the local A/P personnel must work together to ensure that all items received and counted are input into the accounts payable system in the same month the physical count is performed. Once reconciled, a detailed computer generated parts inventory report and parts adjustment reports are to be forwarded to Veolia's Regional Controller.

Warranty Program

Veolia proposes to work in partnership with WMATA in managing the delivery and acceptance of any new fleets and working with both WMATA and the vehicle manufacturer through issues relating to the performance and reliability of any new equipment.

More specifically, Veolia takes responsibility for:

- > Leading and working with staff to ensure through new vehicle acceptance inspections, installation of additional equipment, sign-off of acceptance and coordination with the Training and Operations departments prior to release for service.
- > Assisting WMATA and the manufacturer in finding solutions to fleet defects identified through the shake-out period.
- > Tracking and evaluating manufacturer solutions to fleet defects for acceptable performance and reliability.
- > Training of mechanical staff on new equipment consistent with manufacturer recommendations.
- > Conduct performance research and analysis on vehicle and systems to improve vehicle performance and improve efficiencies.
- > Manage component training processes provided through the manufacturer.
- > Identifying potential warranty claims.
- > Tracking the time and materials used for repair of warranted items.
- > Processing claims in a manner required by the manufacturer.

We will protect WMATA's investment in the fleet to ensure it is free from defect and meeting the performance specifications as promised by the manufacturer.

Throughout our maintenance plan, our goal has been to establish standard operating procedures to create a routine maintenance process that ensures the basics of the program are performed without disruption.

Maintenance Technician Standards

The requirements for the hiring of the maintenance staff include the following:

- > Continuous possession of a valid driver's license for the past three years. Must not have been convicted of more than two moving traffic violations arising out of a separate incident or involvement in more than two automobile accidents in which it could be reasonably determined that the prospective mechanic was at fault, within any 12-month period during the preceding 36 months.

- Automobile Service Excellence (ASE) certifications or a diploma from accredited schools or institutions for repairs on major components and systems for the revenue vehicles preferred. (This requirement applies to level A Technicians). Master Mechanic certification is highly desirable.
- No convictions, nor has served any sentence including probation or deferred adjudication for driving while intoxicated or under the influence of controlled substances within the preceding five years.
- Not have criminal charges pending for an offense for driving while intoxicated or under the influence of controlled substances or not have charges pending for offense which is a felony (no history of misdemeanor or any felony convictions.)
- Passing a drug screen from a certified lab.
- Knowledge of the service area in order to complete road calls in an efficient manner, if necessary.

CDRL SD-9 – Facility Plan

Veolia is proposing to use five facilities as a Service Delivery provider for the MetroAccess service. These five facilities have the capability to fuel, maintain, and dispatch revenue vehicles, with sufficient parking for employees and safe storage of vehicles, parts and other equipment. The five facilities each have administrative office space, maintenance space (warehouse), and parking commensurate with the amount of revenue vehicles expected to operate from each location.

In all locations, as detailed in the facility descriptions and plans, extreme care has been taken to maximize safety and security of revenue vehicles. This includes separate parking areas for personal and revenue vehicles, designated areas for vehicle report and part storage, and all other requirements in the MetroAccess RFP. Revenue vehicle storage areas will all be fenced, and behind locked gates when not in use. To protect against vandalism and to ensure the safety of employees, all facilities will have security services. At each facility, there will be security 24 hours a day, 7 days a week, so that even when few are on the property, employees will be safe.

Below are descriptions of each of the facilities, and there are three attachments for each facility.

The detailed plans showing the layout of each facility, including but not limited to the maintenance area, parts storage area, revenue vehicle cleaning and servicing area, shop area, grounds, administrative offices, classroom(s) for training use, vehicle parking lot, Operators' area, and an Operator report area. For Facilities #1(Cabin Branch), #3 (Ardwick-Ardmore), and #5 (Lindbergh), there are also detailed drawings of the office area specifically.

Also attached is an itemized, but not exhaustive, list of all proposed facility-related equipment, including quantities, salient characteristics, make, model numbers, product life cycles and descriptive literature.

All plans and descriptions represent Veolia's best assessment of what it will take to provide excellent MetroAccess service; we welcome discussion with WMATA on any and all components, so that they may be modified to best fit WMATA's needs.

Facility 2: 1811 Cabin Branch Drive, Hyattsville, MD

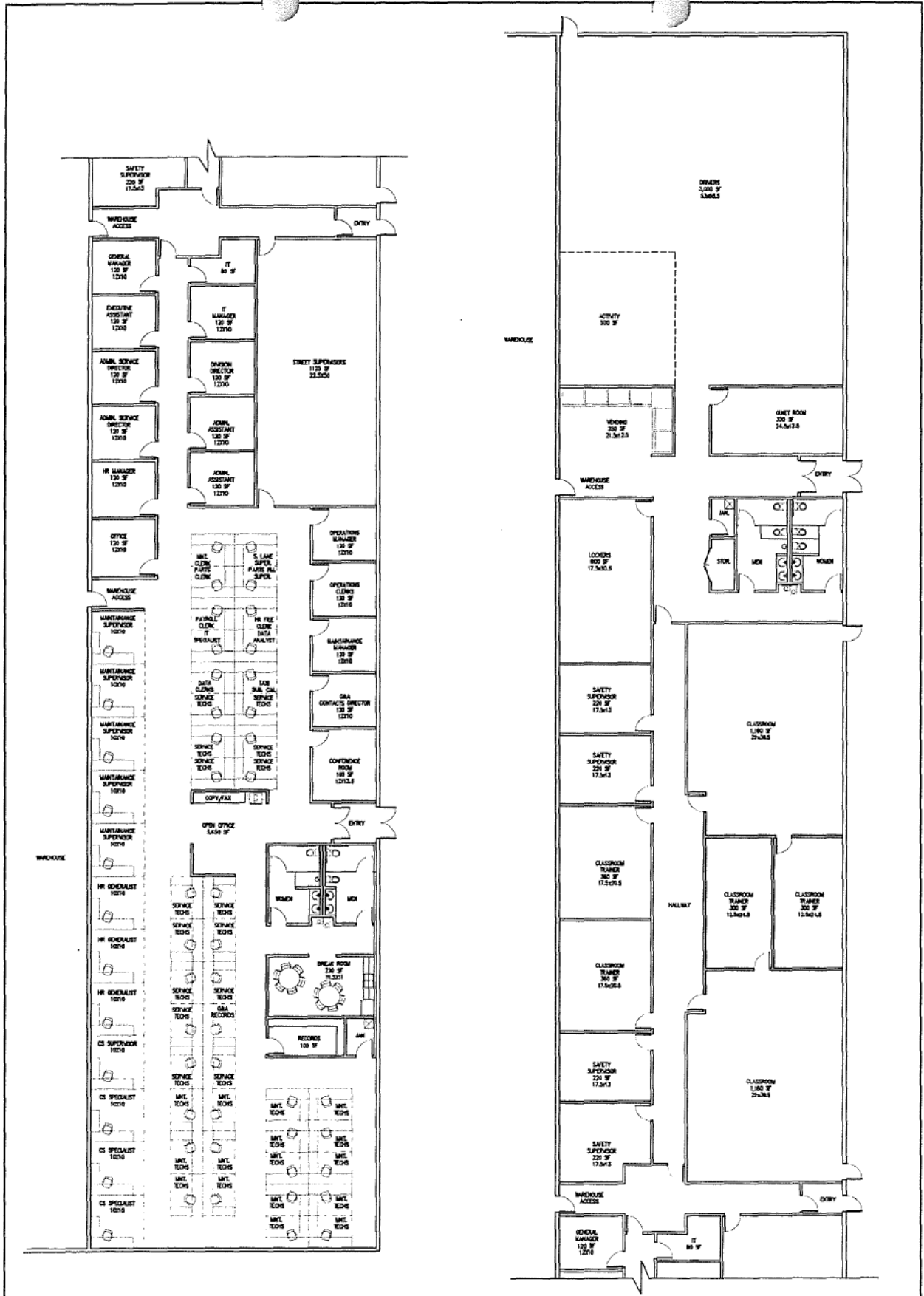
The proposed facility at 1811 Cabin Branch Drive, Hyattsville, MD consists of 189,567 square feet of warehouse space plus a large adjacent truck court for additional vehicle parking. The warehouse is situated off a secure access road in Hyattsville, near to major thoroughfares such as Route 50 and very accessible to key employment and residential centers, but well separated from them for security and safety. The warehouse will be used for vehicle parking (234 spaces), washing, maintenance, and administrative offices, as detailed in the attached facility plan. The truck court will be used for bus parking (66 spaces), employee parking (303 spaces) and fueling.

In the warehouse, there are 11 maintenance bays and 10 lifts, which are detailed in the facility equipment lists. Additionally, there is secure parts storage, a designated shop area for component sub-repair, a tire shop and storage area. There is a bulk oil area with proper waste disposal facilities and a specific battery management area with the same.

Overall project administration functions will reside in the office space at this location, detailed in the attached office plan. In addition to the office functions proposed at all locations, this includes the Director of Administration, Payroll, Information Technology, Human Resources, Training, Safety, Compliance, and General Management. There is a large training room and drivers lounge in this area as well.

In the yard, the site plan details the separation between employee and revenue vehicle parking, as well as the safe one-way traffic pattern throughout the site. Additionally, on the plan there is a specific marking for where fueling and driver report will take place in the yard.

All major pieces of equipment needed for successful operation of this facility are listed in a detailed equipment list at the end of this section. In addition, an implementation/build-out plan will detail how the existing facility at Cabin Branch will be transformed into a suitable operations/maintenance facility for MetroAccess.

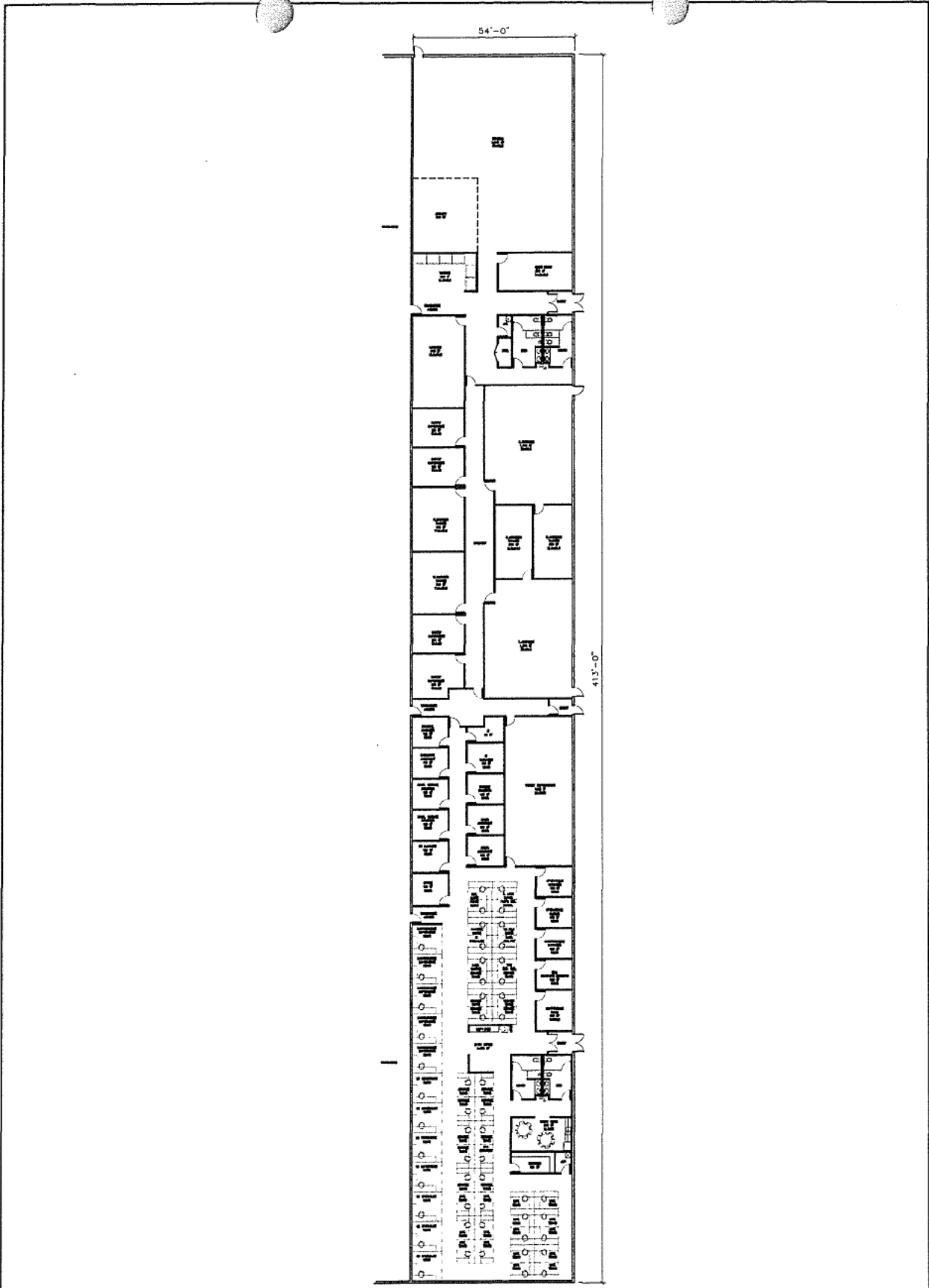


ENLARGED OFFICE AREA FLOOR PLAN

Landover
CABIN BRANCH ROAD

08/08/2012
 GREY WOLF ARCHITECTURE



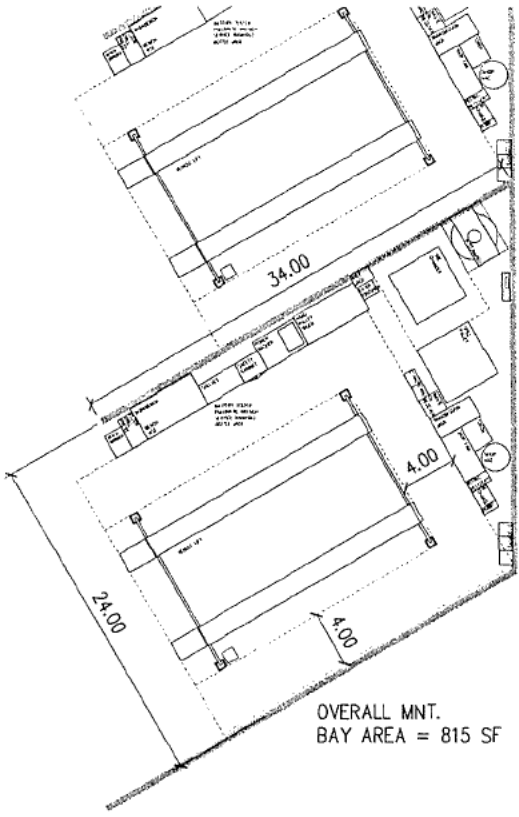


OVERALL OFFICE AREA FLOOR PLAN

Landover
CABIN BRANCH ROAD

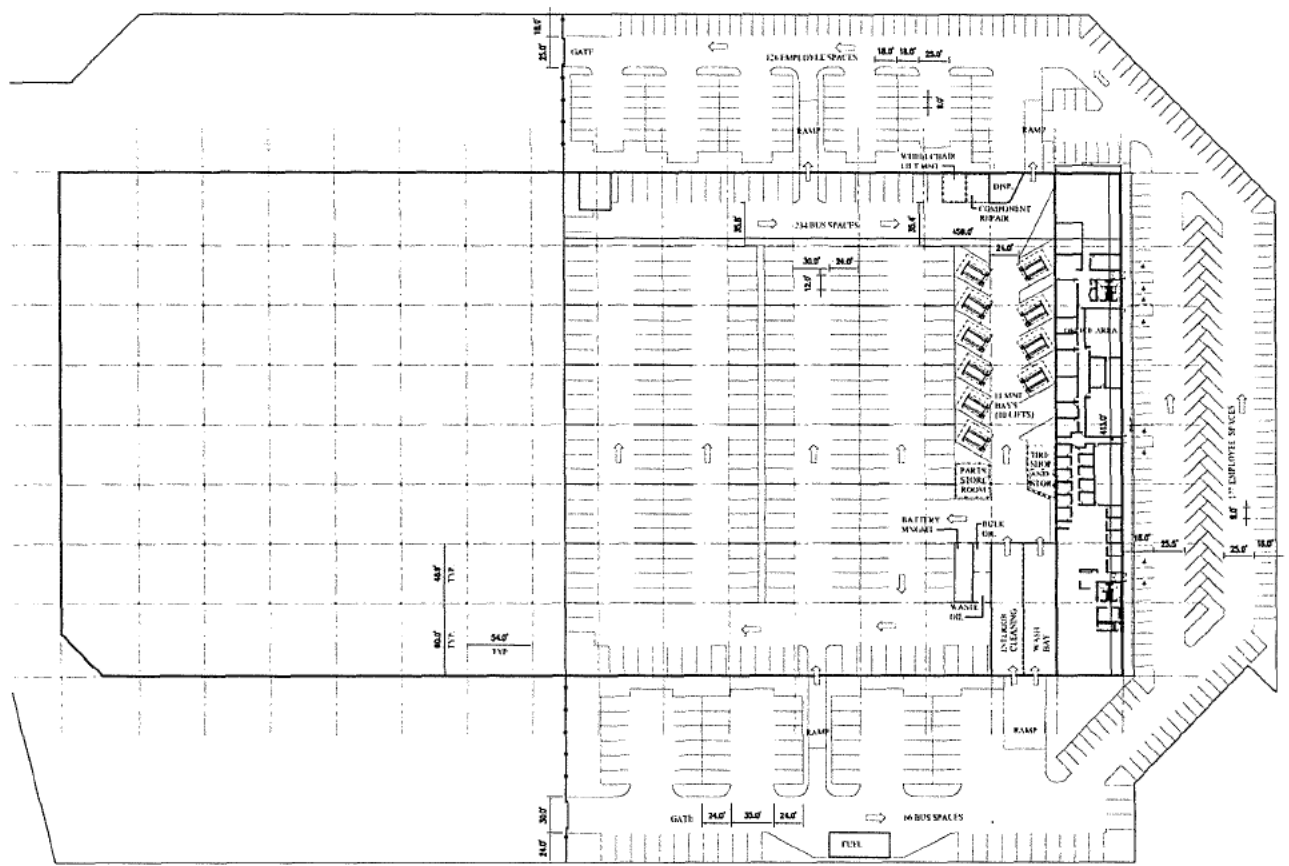
08/08/2012
 GREY WOLF ARCHITECTURE





OVERALL MNT. BAY AREA = 815 SF

TYP. MAINTENANCE BAY LAYOUT



SITE PLAN / BUILDING PLAN

BUILDING DATA

BUILDING AREA	189,567 SF
OFFICE AREA	22,000 SF
MAINTENANCE	11x 815 SF(MNT. BAY) = 8,965 SF

SITE DATA

	ACTUAL	PROGRAM
LOT AREA		
BUS PARKING INTERIOR	234 SPACES	
BUS PARKING EXTERIOR	66 SPACES	
TOTAL BUS PARKING	300 SPACES	300 SPACES
MAINTENANCE	11 BAYS	10-20 SPACES
EMP. PARKING	303 SPACES	293 SPACES*

* INCLUDES 75% OF DRIVERS COUNT



LANDOVER
CABIN BRANCH ROAD

08.16.2012 OPTION 3

GREY WOLF ARCHITECTURE





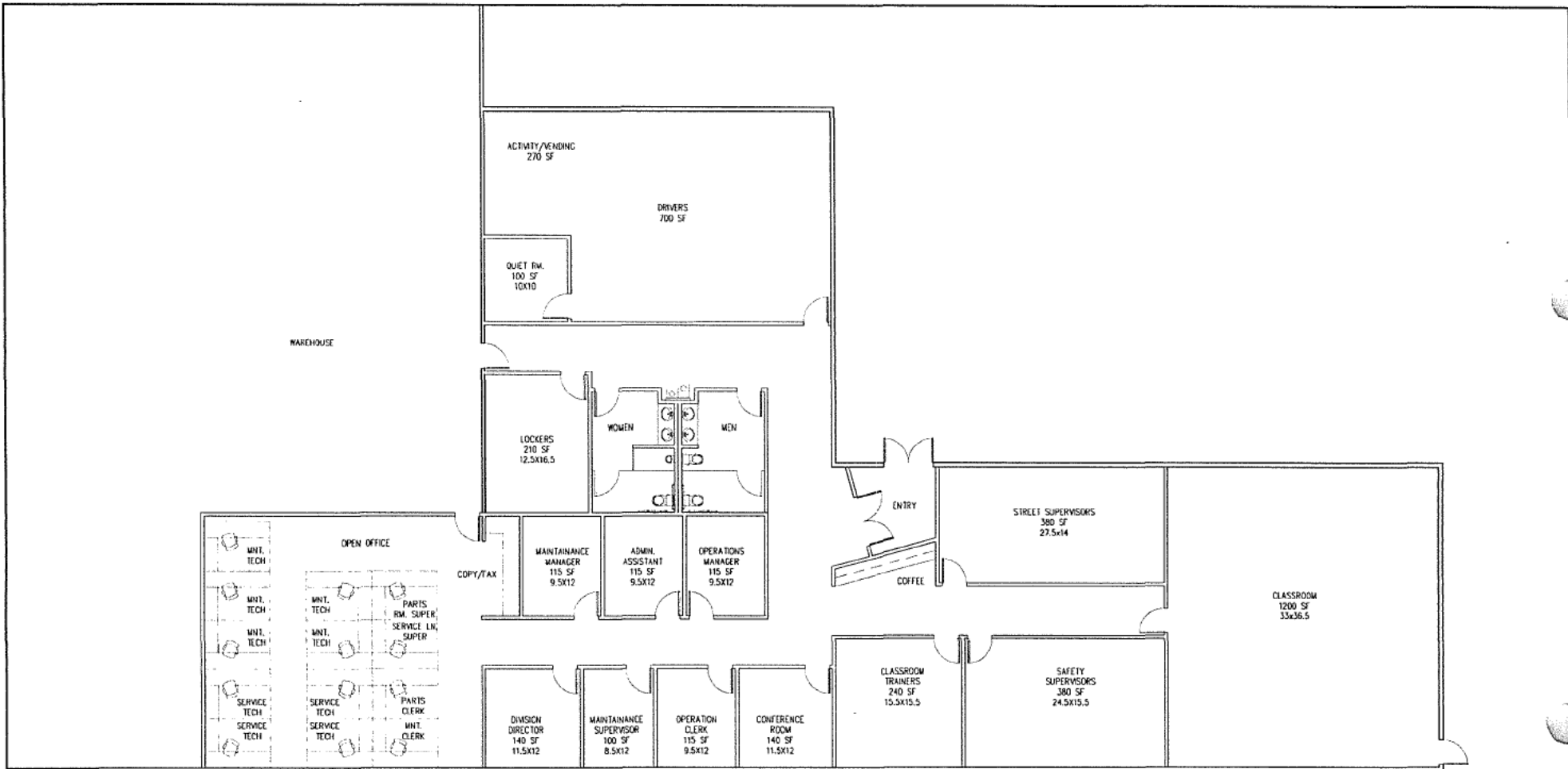
Facility 3: 8121 Ardwick Ardmore Road, Hyattsville, MD

The proposed facility at 8121 Ardwick Ardmore Road, Hyattsville, MD consists of 80,000 square feet of warehouse space plus an additional parking lot immediately adjacent to the warehouse and a small two-story office attached to the warehouse. The warehouse will be used for vehicle parking, washing, and maintenance, as detailed in the attached facility plan. The office will be used for administrative offices, including the Division Director, administrative support, maintenance and safety/training; this space will include an Operator's room and a training classroom.

In the warehouse, there are 10 maintenance bays and five vehicle lifts, which are detailed in the facility equipment lists. Additionally, there is secure parts storage and a designated shop area.

Revenue vehicle parking (115 spaces) is in the adjacent fenced lot, and employee parking (95 spaces) is in the front of the building. The site plan details the separation between employee and revenue vehicle parking, as well as the safe one-way traffic pattern throughout the site. Additionally, on the plan there is a specific marking for where on-site fueling and Operator report will take place in the yard.

All major pieces of equipment needed for successful operation of this facility are listed in a detailed equipment list at the end of this section.



OFFICE AREA FLOOR PLAN

Landover, MD
 Ardwick Ardmore Road

08/03/2012

GREY WOLF ARCHITECTURE





TYP. MAINTENANCE BAY LAYOUT

OVERALL MNT. BAY AREA = 815 SF

BUILDING DATA

BUILDING AREA, WH+OFFICE	85,665 SF
OFFICE AREA	7,300 SF
MAINTENANCE	6 X 815 SF (MNT. BAY) = 4,890 SF

SITE DATA

LOT AREA	7.2 AC
BUS PARKING INTERIOR	77 SPACES
BUS PARKING EXTERIOR	107 SPACES
TOTAL BUS PARKING	184 SPACES
MAINTENANCE	6 BAYS
EMP. PARKING*	96 SPACES

SITE PLAN / BUILDING PLAN PROGRAMM

70 SPACES
5-10 SPACES
95 SPACES

* INCLUDES 75% OF DRIVERS COUNT



Landover, MD

Ardwick Ardmore Road

08/17/2012

GREY WOLF ARCHITECTURE



Facility 1: 6100 Farrington Ave, Alexandria, VA

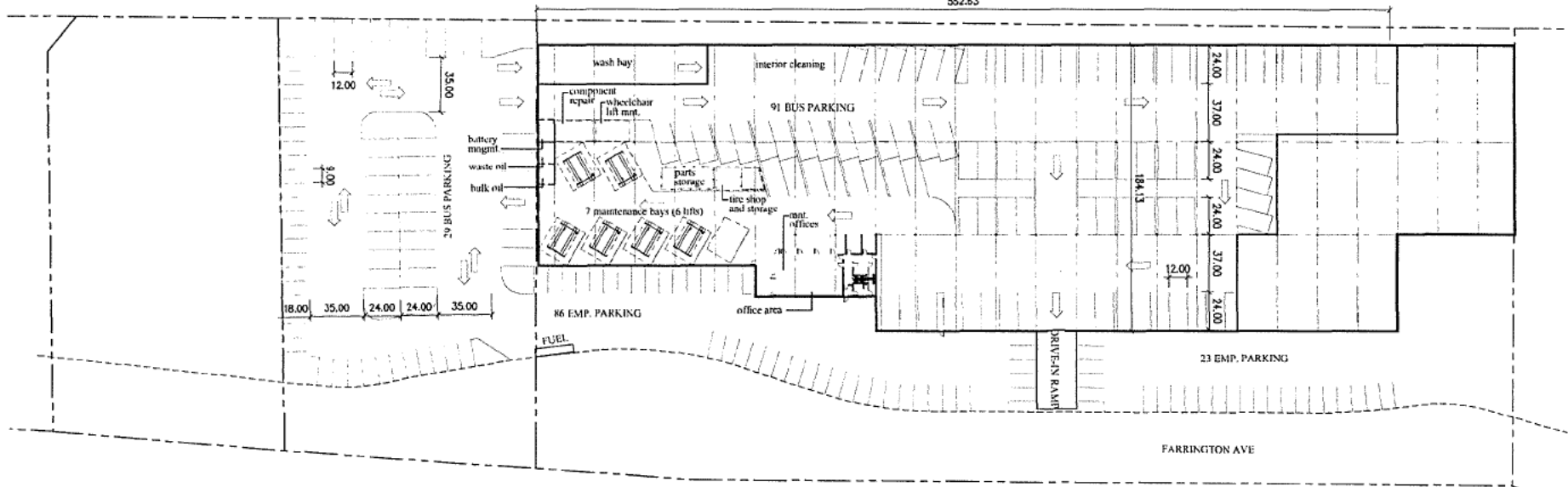
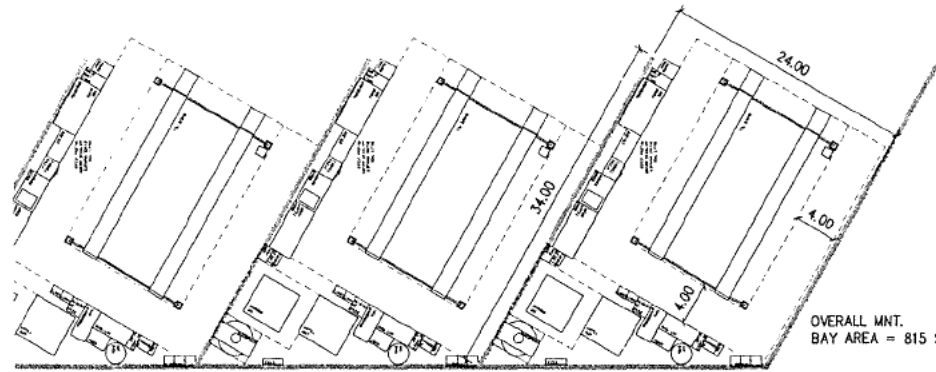
The proposed facility at 6100 Farrington Avenue, Alexandria, VA consists of 80,771 square feet of warehouse space plus an additional 26,046 of yard space immediately adjacent to the warehouse. It is situated near to the Capital Beltway, Route 395, and many commercial and residential areas in Northern Virginia. The warehouse will be used for vehicle parking (91 spaces), washing, cleaning and general maintenance, and site-specific administrative offices, as detailed in the attached facility plan.

In the warehouse, there are seven maintenance bays and six lifts, which are detailed in the facility equipment lists. Additionally, there is secure parts storage, a designated shop area for component sub-repair, a tire shop and storage area. There is a bulk oil area with proper waste disposal facilities and a specific battery management area with the same.

In the small office built in the front of the warehouse, there are offices for a classroom trainer, safety supervisor, the Division Director and administrative assistant, and the operations and maintenance departments. In addition, there will be a driver's room and vending area, as well as sufficient restrooms and lockers for the staff.

In the yard the site plan details the separation between employee parking in the front of the building (109 spaces) and revenue vehicle parking in the adjacent lot (29 spaces). There is a safe one-way traffic pattern throughout the site. Additionally, on the plan there is a specific marking for where fueling and driver report will take place in the yard.

All major pieces of equipment needed for successful operation of this facility are listed in the detailed equipment list at the end of this section. In addition, an implementation/build-out plan will detail how the existing facility at Farrington Avenue will be transformed into a suitable operations/maintenance facility for MetroAccess.



BUILDING DATA

BUILDING AREA	83,280 SF
OFFICE AREA	3,070 SF
MAINTENANCE	7 x 815 SF (MNT. BAY) = 5,705 SF

SITE DATA

LOT AREA	
BUS PARKING INTERIOR	91 SPACES
BUS PARKING EXTERIOR	29 SPACES
TOTAL BUS PARKING	120 SPACES
MAINTENANCE	6 BAYS
EMP. PARKING	94 SPACES

ACTUAL PROGRAM

120 SPACES
6-8 SPACES

SITE PLAN / BUILDING PLAN

Alexandria, DC
Farrington Ave

08/16/2012 OPTION D

GREY WOLF ARCHITECTURE





Facility 4: 818 Michigan Ave NE, Washington, DC

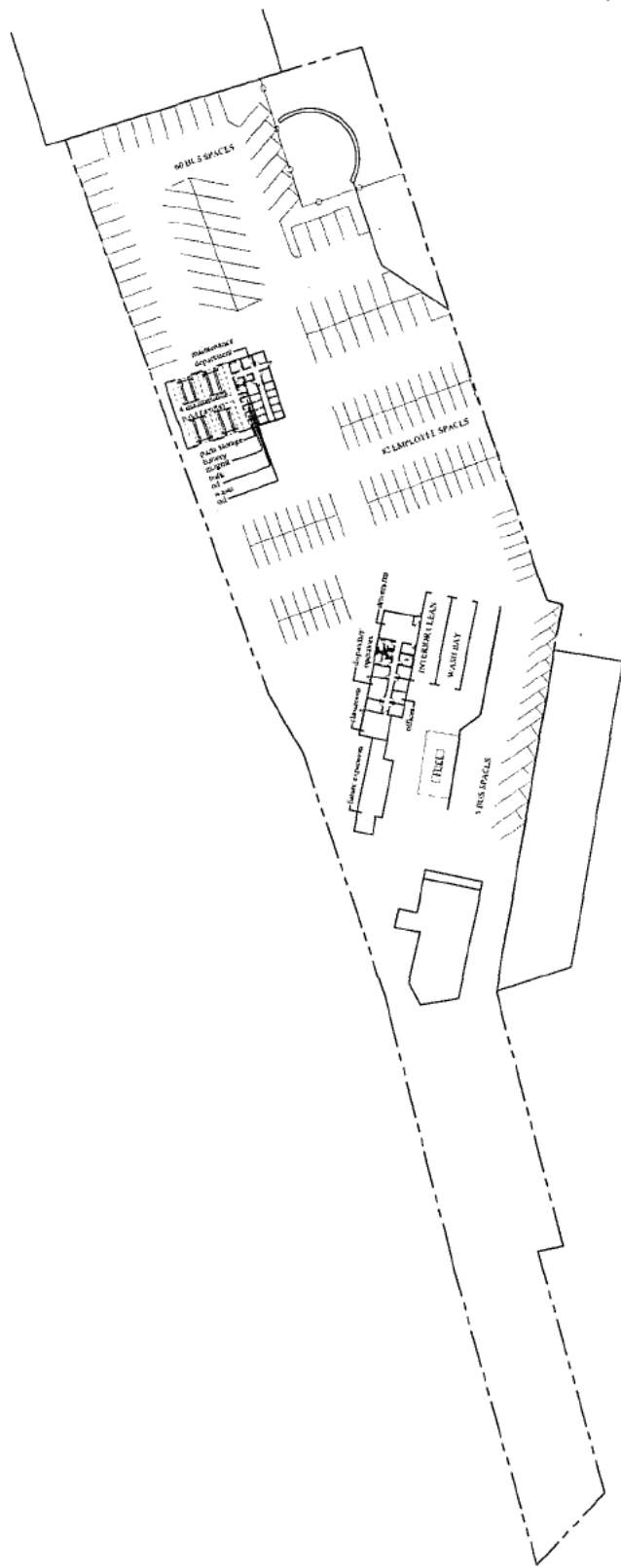
The proposed facility at 818 Michigan Ave NE, Washington, DC consists of a four acre property with several buildings on it totaling approximately 19,235 square feet. This facility is located in Northeast Washington, DC, adjacent to the Brookland-CUA Metrorail, providing easy access to key areas of service demand in the District and elsewhere.

The building labeled “maintenance” in the plan will include four vehicle bays (four lifts), and maintenance administration. Additionally, there is secure parts storage, a designated shop area for component sub-repair, a tire shop and storage area. There is a bulk oil area with proper waste disposal facilities and a specific battery management area with the same.

The building labeled with “wash bay” will be used for washing of the exterior of buses, as well as Dispatch and other offices in the more southerly portion labeled “dispatch”. This space will include the Division Director, as well as administrative support, and Safety/Training staff.

The site plan details the separation between employee parking spaces (89) and revenue vehicle parking spaces (60) in the yard, as well as the safe one-way traffic pattern throughout the site. There are also five additional bus parking spaces if needed near the front of the site, which are also separate from employee parking. Additionally, on the plan there is a specific marking for where on-site fueling and driver report will take place in the yard.

All major pieces of equipment needed for successful operation of this facility are listed in the detailed equipment list at the end of this section. In addition, an implementation/build-out plan will detail how the existing facility at Michigan Avenue will be transformed into a suitable operations/maintenance facility for MetroAccess.



SITE DATA

	ACTUAL	PROGRAM
BUS PARKING EXTERIOR	65 SPACES	60 SPACES
TOTAL BUS PARKING	65 SPACES	4 BAYS
MAINTENANCE	4 BAYS	82 SPACES*
EMP. PARKING	89 SPACES	
AREA	19,235 SF	

* INCLUDES 75% OF DRIVERS COUNT



818 Michigan Ave

08/17/2012
GREY WOLF ARCHITECTURE





Facility 5: 7501 Lindbergh Avenue, Gaithersburg, MD

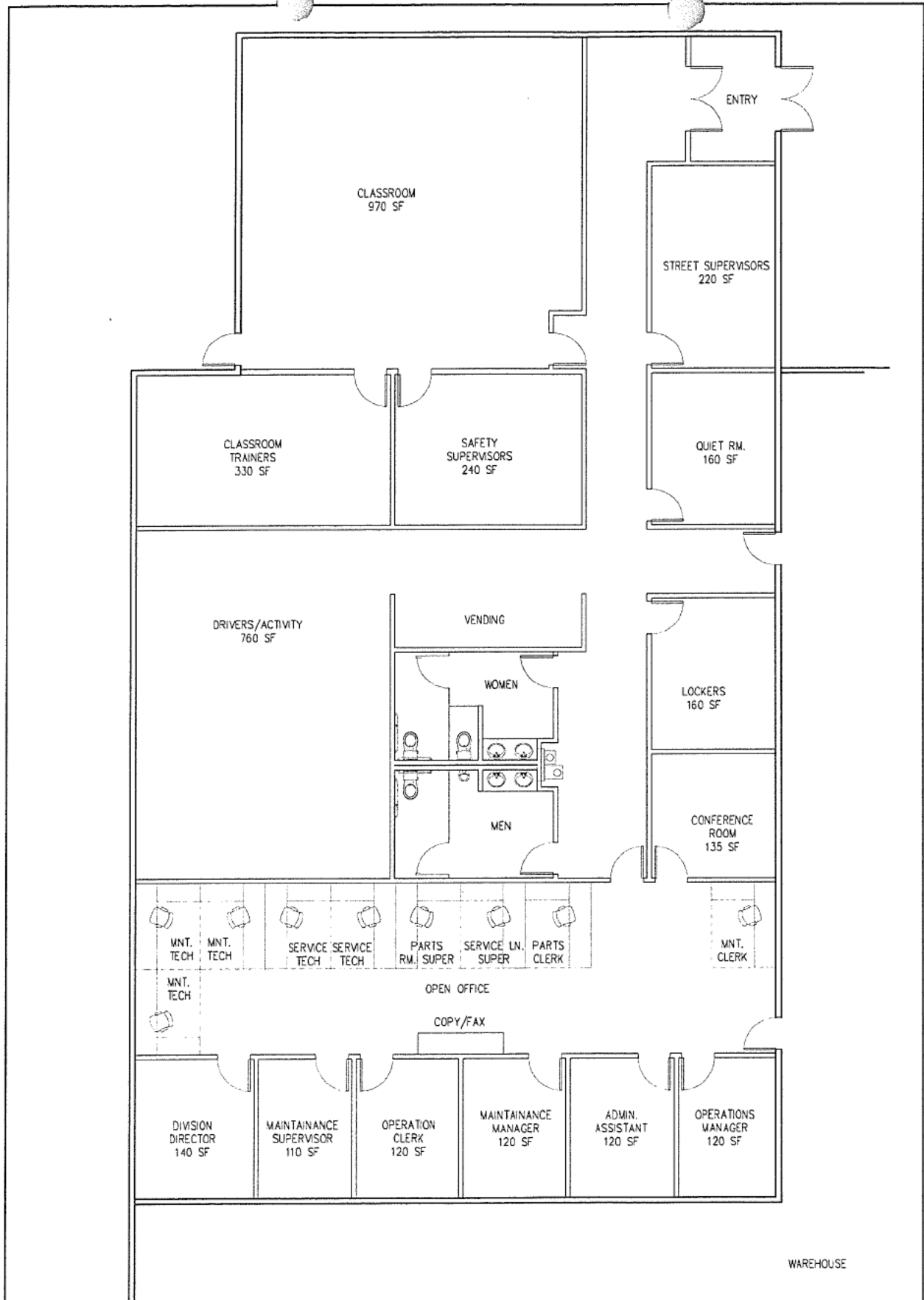
The proposed facility at 7501 Lindbergh Avenue, Gaithersburg, MD consists 55,720 square feet of warehouse space with an adjacent lot. This facility is located conveniently in Montgomery County, with easy access to I-270 and 370, as well as key demand centers in Rockville, Gaithersburg, and throughout Montgomery County.

The warehouse will be used for vehicle parking (43 spaces), washing, and maintenance, as detailed in the attached facility plan. The office will be used for administrative offices, detailed in the attached office plan, including the Division Director, administrative support, Maintenance and Safety/Training.

In the warehouse, there are five maintenance bays and four vehicle lifts, which are detailed in the facility equipment lists. Additionally, there is secure parts storage and a designated shop area.

Parking of employee vehicles will be in the additional lot (48 spaces) and the front of the building (23 spaces). The site plan details the separation between employee and revenue vehicle parking, as well as the safe one-way traffic pattern throughout the site. Additionally, on the plan there is a specific marking for where on-site fueling and Operator report will take place in the yard.

All major pieces of equipment needed for successful operation of this facility are listed in the detailed equipment list at the end of this section. In addition, an implementation/build-out plan will detail how the existing facility at Lindbergh Avenue will be transformed into a suitable operations/maintenance facility for MetroAccess.

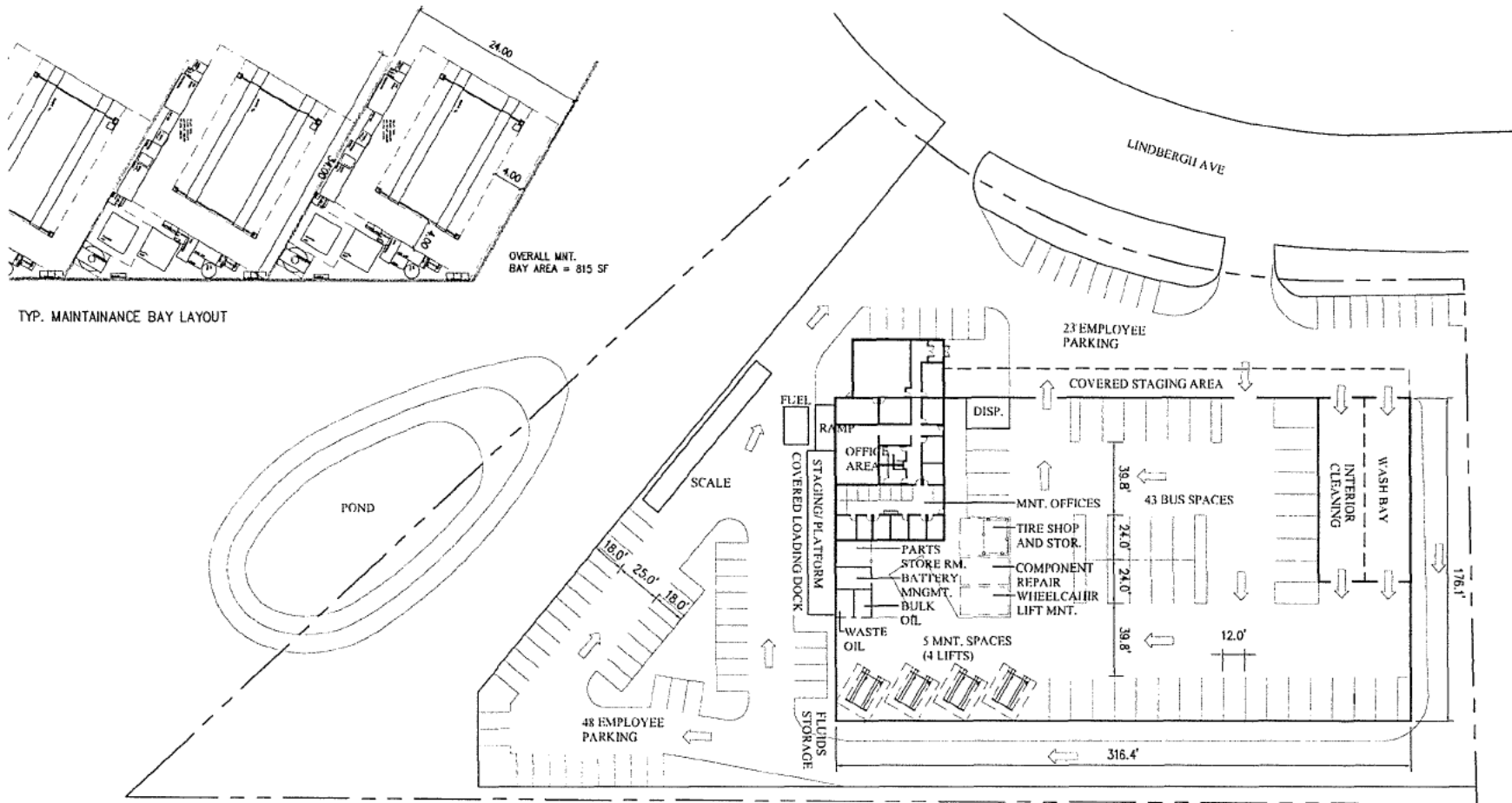


OFFICE AREA FLOOR PLAN

Gaithersburg, MD
7501 Lindbergh Ave

08/03/2012
GREY WOLF ARCHITECTURE





SITE PLAN / BUILDING PLAN

BUILDING DATA

BUILDING AREA, WH+OFFICE	57,326 SF
OFFICE AREA	6,270 SF
MAINTENANCE	5 X 815 SF (MNT. BAY) = 4,075 SF

SITE DATA

	ACTUAL	PROGRAM
LOT AREA	180,147 SF	
BUS PARKING INTERIOR	43 SPACES	
BUS PARKING EXTERIOR	0 SPACES	
TOTAL BUS PARKING	43 SPACES	40-50 SPACES
MAINTENANCE	5 BAYS	4-5 SPACES
EMP. PARKING	71 SPACES	71 SPACES*

* INCLUDES 75% OF DRIVERS COUNT



Gaithersburg, MD
7501 Lindbergh Ave

08/17/2012

GREY WOLF ARCHITECTURE



Equipment Lists

Equipment lists for each facility location have been included at the end of this section.

Deadhead Miles per Run for Each Facility

Based on WMATA-provided service data and the locations of the five proposed facilities, Veolia completed a preliminary analysis of deadhead miles per run out of each facility. The analysis done based on batching all trips for the day with no attempt to maximize efficiency based on proximity to the garage. This is based on runs being available to the entire service and not restricted to one area, but even with this model efficiency can be maximized once all garage locations are known.

Deadhead Miles/Run		Tier				
Facility	Approximate number of vehicles	1	2	3	4	5
Cabin Branch	300	--	--	26.7	22.0	17.9
Farrington	120	42.0	37.0	--	28.7	21.3
Ardwick-Ardmore	70	--	--	--	--	16.0
Michigan	60	--	--	--	--	18.2
Lindbergh	43	--	34.8	--	--	19.0

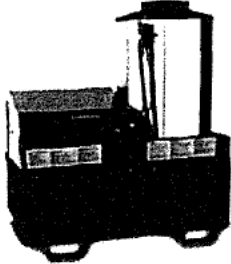
On-Site and Off-Site Maintenance

As noted above, all Veolia Maintenance activities will take place on-site; we will not utilize off-site Maintenance.

Veolia Transportation – Equipment List for MetroAccess Service Delivery

Electric Steam Power Washers

Quantity: 1 at Cabin Branch, 1 at Farrington, 1 at Michigan, 1 at Ardwick-Ardmore, 1 at Lindbergh



- 2000 PSI at 4.0 GPM
- 5.0 HP Baldor Electric Motor 208-230 or 460 V / 1 or 3 Phases (2 year warranty)
- Triplex Plunger Pump (5 year warranty)
- Liquid Propane or Natural Gas Fired Burner
- Upstream Chemical Injection with Metering Valve
- Trigger Gun and 41" Dual Lance Wand
- Nozzles – 0°, 15°, 25°, 40°
- 50 FT of 3/8" Wire Braided Pressure Hose w/swivel connector and bend restrictors
- Schedule 80 Coil
- Stainless Steel Control Box Cover
- Split Stainless-Steel Outer Coil Wrap
- Polyethylene Float Tank
- Steel Chassis with Powder Coat Paint
- Belt Drive
- Available Option: Hose Reel with Bracket ([view](#))
- Dimensions: 41"L x 26"W x 52 "H
- Shipping Dimensions: 58"L x 33"W x 56"H

Refrigerant Recovery Machine

Quantity: 2 at Cabin Branch, 1 at Farrington, 1 at Michigan, 1 at Ardwick-Ardmore, 1 at Lindbergh

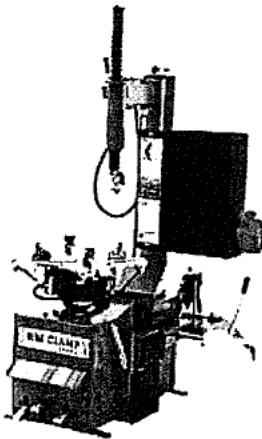


4-Port, Height (In.) 20, Depth (In.) 10-1/2, Width (In.) 12-1/2, Hose Connection 1/4 In. Male Port, Motor HP 1/2, Voltage 115, Operating Temp. Range (F) 0 to 105, Requires Connection Hoses & Recovery Tank, Oil-less Compressor

Grainger Item #	5VF78
Brand	ROBINAIR
Mfr. Model #	25200B
UNSPSC #	23111507

Tire Changer

Quantity: 1 at Cabin Branch, 1 at Farrington, 1 at Michigan, 1 at Ardwick-Ardmore, 1 at Lindbergh

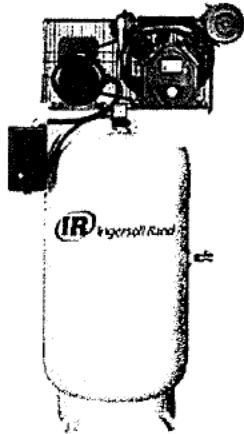


Air Operated, Tire Rim Dia. 6 In-22 In External And 8 In-26 In Internal In., 14-15 Max. Flow CFM @ 150 PSI, Motor Voltage 110, Motor Amps 13, Changes Passenger Car Tires, Number of Pieces 1

Grainger Item #	2MGT1
Brand	COATS
Mfr. Model #	50XAF1
UNSPSC #	25191703
Country of Origin	USA

Electric Air Compressor

Quantity: 2 at Cabin Branch, 1 at Farrington, 1 at Michigan, 1 at Ardwick-Ardmore, 1 at Lindbergh

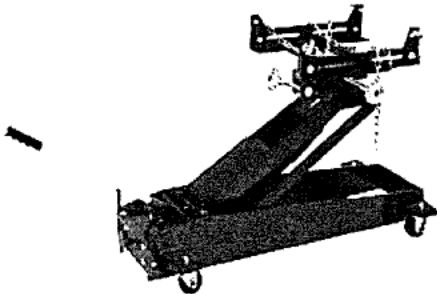


Base Model, Type 30, 2-Stage, Cast iron, 7-1/2 HP, Max. Pressure (PSI) 175, 24.0 Free Air CFM @ 175 PSI, 24 Free Air CFM @ Max. Pressure, Voltage 230, 1 Phase, Amps AC 40.0, Tank (Gal.) 80, Vertical Tank Type, (F)NPT Outlet (In.) 3/4, Oil Capacity (Oz.) 43

Grainger Item #	4M310
Brand	INGERSOLL-RAND
Mfr. Model #	2475N7.5
UNSPSC #	40151601
Catalog Page No.	3721
Country of Origin	USA

Transmission Jack

Quantity: 2 at Cabin Branch, 1 at Farrington, 1 at Michigan, 1 at Ardwick-Ardmore, 1 at Lindbergh



Automotive, Lifting Capacity 2000 Lb, Lifting Range 7 7/8 to 33 1/4 In, Base Size 40 3/4 X 19 1/8 In, Min Height 7 7/8 In, Max Height 33 1/4 In, Width 40 3/4, Length 19 1/8 In, Height 7 7/8, Head Adjustable Can be Tilted Forward and Back And Side To Side For Optimum Alignment of Transmission Bolt Patterns And Pins, ANSI/ASME PALD

Grainger Item #	1ZKY3
Brand	WESTWARD
Mfr. Model #	1ZKY3
Ship Weight (lbs.)	194.0

OTC Battery Tester

Quantity: 2 at Cabin Branch, 1 at Farrington, 1 at Michigan, 1 at Ardwick-Ardmore, 1 at Lindbergh

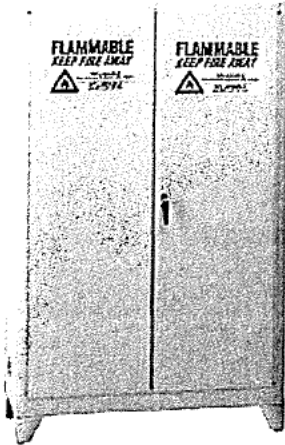


Deluxe Kit, 12 to 24 Voltage Range, Works With Charging, Starting and Diode Systems, 50 to 2000 Cold Cranking Amps, Large for Less Scrolling and Back Light Display, Height 14 In, Width 17 In, Depth 5 In, Includes 24 Volt Heavy-Duty Battery Tester, 15 Ft Test Leads, Molded Lactic Carrying Case, Infrared Wireless Printer

Grainger Item #	1EAP7
Brand	OTC
Mfr. Model #	3168-HD
Ship Weight (lbs.)	7.67
Country of Origin	USA

Safety Cabinet

Quantity: 6 at Cabin Branch, 3 at Farrington, 1 at Michigan, 1 at Ardwick-Ardmore, 1 at Lindbergh

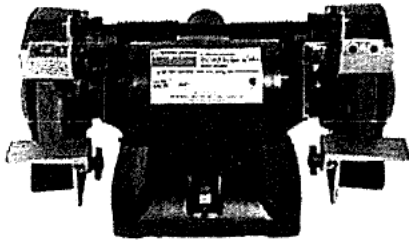


Tower, Flammable Liquid, Capacity 12 Gal., Sump Capacity 2.6 Gal., Height 39 In., Width 23 In., Depth 18 In., Self-Closing, 1-Door, Door Opening Height 29.76 In., Door Opening Width 19.837 In., 3 Point w/Button Latch Key Lock Type, Color Yellow, Steel Construction, Number of Shelves 1, Additional Shelf 3KN38, Fusible Link Type, For Use With Flammable Liquids, OSHA, NFPA Code 30 Standards, Includes 4 In Adjustable Legs

Grainger Item #	4HPT8
Brand	EAGLE
Mfr. Model #	1924LEGS
UNSPSC #	24112401
Country of Origin	USA

Bench Grinder

Quantity: 4 at Cabin Branch, 2 at Farrington, 1 at Michigan, 1 at Ardwick-Ardmore, 1 at Lindbergh



Wheel Dia 8 In, Max RPM 3450, 3/4 HP, Voltage 115/230, 7/3.5 Amps AC, 1 Phase, 60 Hz, Arbor Hole 5/8 In, Face Wheel Dimensions 1 In, Wheels Center-Center 16 1/2 In, Length 21 In, Height 13 In, Dust Collection, Exhaust Port 2 1/2 In, Includes Adjustable, Ratcheting Tool Rests, Adjustable Eye Shields With Hurricane Bolts, Spark Arrestors, 36 And 60 Grit Grinding Wheels, Single Point Dust Collection, 6 Ft Cord

Grainger Item #	2LKR9
Brand	DAYTON
Mfr. Model #	2LKR9
UNSPSC #	27112704

Oxygen Acetylene Torch

Quantity: 1 at Cabin Branch, 1 at Farrington, 1 at Michigan, 1 at Ardwick-Ardmore, 1 at Lindbergh

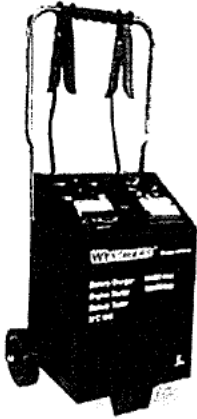


Fuel Acetylene, Cutting Attachment SC229 , Cutting Tips SC12-1, SC12-2, Heating Head N/A, Pressure Regulator 30-100-540 Oxygen, 30-15-510 Fuel, Torch Handle N/A, Welding Nozzles N/A, ETL, UL, Includes 2CZN1 Cutting Torch, SC12-1 & 2 Cutting Tips, 30-100-540 Oxygen Regulator, 30-15-510 Fuel Regulator, Lighter, Goggles, 3/16 In. Twin Hose, Tip Cleaner

Grainger Item #	6FKT6
Brand	SMITH
Mfr. Model #	HTAS-30510
Ship Weight (lbs.)	20.0
Country of Origin	USA

Battery Charger

Quantity: 2 at Cabin Branch, 1 at Farrington, 1 at Michigan, 1 at Ardwick-Ardmore, 1 at Lindbergh

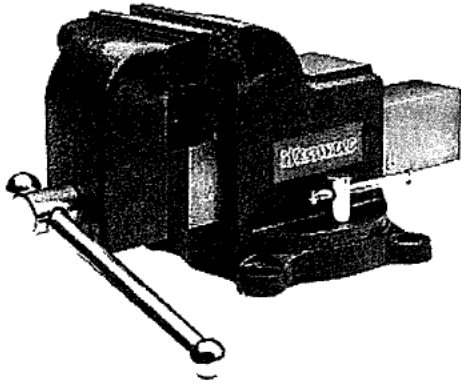


Starter/Tester, 60 UL Rated Amps 6V, 2/40/60 UL Rated Amps 12V, 250 UL Rated Amps Start, Taper to Amps 35/20/1, Voltage Rating 120, (M), Charge Time 6V 1/2 to 1 hr., Charge Time 12V 1/2 to 3/4 hr., AC Cord 6 Ft., 3 Conductor, Input 8.5A, Overall Width 16 In., Overall Height 37 In., Overall Depth 14 In., For Use in Service Stations, Maintenance Shops, Farm/Fleet, Cable Length 72 In., Test Feature Indicates Battery Percent Of Charge Level, Timer 2 Hour, UL Listed

Grainger Item #	1JYU1
Brand	WESTWARD
Mfr. Model #	1JYU1
UNSPSC #	26111704

Utility Workshop Bench Vise

Quantity: 6 at Cabin Branch, 2 at Farrington, 1 at Michigan, 1 at Ardwick-Ardmore, 1 at Lindbergh



Jaw Opening 8 In, Jaw Width 8 In, Throat Depth 3-1/2 In, Pipe Capacity 3/8 To 3 In, 360 Deg Swivel, Dual Lock Down Base, Jaw Type Serrated, Jaw Material Steel, Color Gray, Built In Pipe Jaws, Chrome Plated Screw Handles

Grainger Item #	6RA23
Brand	WESTWARD
Mfr. Model #	6RA23
UNSPSC #	27112102

Wet/Dry Vacuum

Quantity: 3 at Cabin Branch, 2 at Farrington, 1 at Michigan, 1 at Ardwick-Ardmore, 1 at Lindbergh



Industrial, Commercial, Peak HP 5.0, Tank 12 gals., 11.3 Amps @ 120V, 60 Hz, Static Pressure 59 In., 190 CFM @ 2.5-In. Orifice, Tank Type Plastic, Hose Dimensions 1-1/2 In. x 12 ft., Ultra-Web Cartridge Filter and High Efficiency Disposable Filter Bag

Grainger Item #	9DKK9
Brand	SHOP VAC
Mfr. Model #	9625110
UNSPSC #	47121604

Step Ladder

Quantity: 4 at Cabin Branch, 2 at Farrington, 2 at Michigan, 2 at Ardwick-Ardmore, 2 at Lindbergh



Height 86 In., Top Step Height 59 In., Number of Steps 5, Platform Depth 15-3/4 In., Platform Length 14-3/4 In., Bottom Width 24-1/2 In., Base Spread 47-1/2 In., Storage Size Length 91-1/4 In., Storage Size Width 24-1/2 In., Storage Size Depth 6 In., Bar Height 26-5/8 In., Load Capacity 300 lb., Aluminum, Brushed, ANSI Type 1A, Includes 12 x 15 In. Foldout Tray

Grainger Item #	12M625
Mfr. Model #	12M625
UNSPSC #	30191505

Floor Drill Press

Quantity: 1 at Cabin Branch, 1 at Farrington, 1 at Michigan, 1 at Ardwick-Ardmore, 1 at Lindbergh

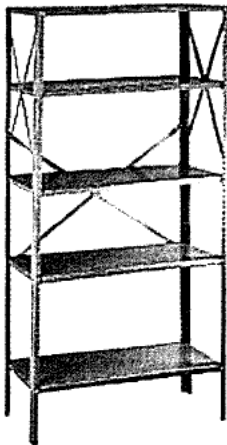


Swing 15 In, Motor HP 1/2, Voltage 115, 8 Amps AC, Capacity Cast Iron 5/8 In, Capacity Steel 5/8 In, Spindle Speeds 12, 250-3100 RPM, Chuck Size 5/8 In, Spindle Taper MT2, Spindle Travel 3 1/8 In, Spindle to Table 25 1/4 In, Quill Dia 1 27/32 In, Table Work Surface 13 1/4 x 13 1/4 In, Belt Table Tilt Angle Left/Right 45 Deg, Table Slots 5/8 X 1-3/16 In, Overall Height 63 1/4 In, Overall Width 14 9/32 In, Overall Depth 27 In, Includes Laser, Hex Wrenches, AAA Batteries

Grainger Item #	1KEN5
Brand	WESTWARD
Mfr. Model #	1KEN5
UNSPSC #	23153301

Commercial Shelving

Quantity: 36 at Cabin Branch, 18 at Farrington, 18 at Michigan, 18 at Ardwick-Ardmore, 18 at Lindbergh



Load Capacity per Shelf 375 Pounds, Number of Shelves 5, Height 75 Inches, Width 36 Inches, Depth 18 Inches, Open, Gray

Grainger Item #	7D382
Brand	EDSAL
Mfr. Model #	2960
UNSPSC #	24102004

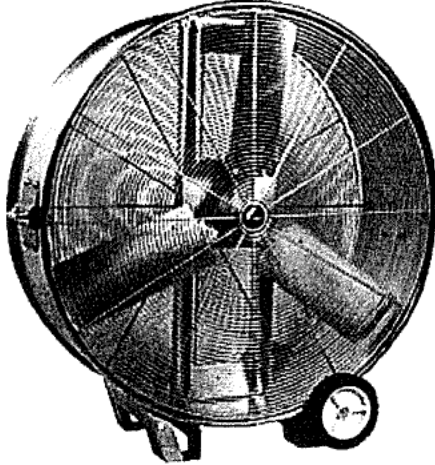
Automotive scan tool software

Quantity: 1 at Cabin Branch, 1 at Farrington, 1 at Michigan, 1 at Ardwick-Ardmore, 1 at Lindbergh

AutoEnginuity's® Scan Tool is a professional Windows® PC diagnostics scan tool for all OBDII (OBD2) and EOBD IV+ compliant vehicles. AutoEnginuity's® Scan Tool allows you to read the vehicle's diagnostic trouble codes, live vehicle sensors (including wide-band O2 sensors), actuate bi-directional controls, reset adaptations, and view inspection/maintenance system test results to quickly determine what service the vehicle requires.

Mobile Shop fan

Quantity: 6 at Cabin Branch, 4 at Farrington, 2 at Michigan, 2 at Ardwick-Ardmore, 2 at Lindbergh



Air Circulator, Commercial, Direct Drive, Propeller Dia 42 In, Propeller Material Steel, CFM Low 11000, CFM High 16000, Sones @ 0000-In SP @ 5 Ft 24, 115 Voltage, 60 Hz, 1 Phase, Operating Amps 8.9/6.1, Motor HP 3/4, Motor RPM 1075/750, Number of Blades 3, Mounting Location Floor, Max Ambient Temp 104 F, Width 43 1/2 In, Height 43 1/2 In, Max Depth 19 1/2 In, Cord Length 10 Ft, Includes Mounting Accessory

Mfr. Model #

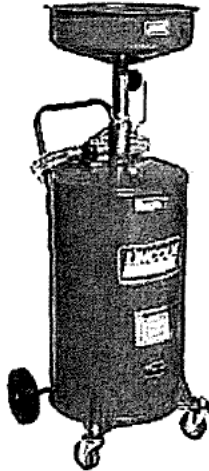
7AP11

UNSPSC #

40101602

Waste Oil Receiver

Quantity: 1 at Cabin Branch, 1 at Farrington, 1 at Michigan, 1 at Ardwick-Ardmore, 1 at Lindbergh

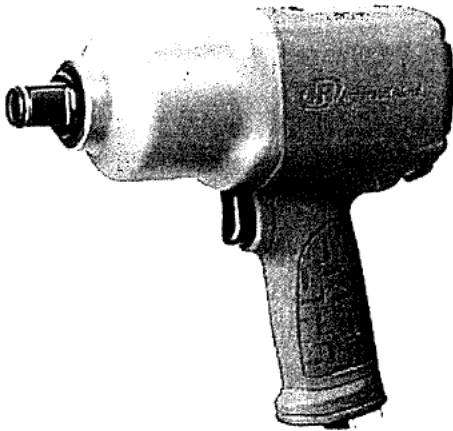


Capacity 18 Gal., Steel Construction, Dia. 14 In, Height 72 In., Air Input Range 150 Max PSI, Sight Gauge, Features Preset Regulator and Telescoping Bowl From 45" to 72", Includes Air Regulator, Hose, Safety Valve and Casters

Grainger Item #	3YEY4
Brand	LINCOLN
Mfr. Model #	3601
UNSPSC #	47131909

3/4 Pneumatic Impact Wrench

Quantity: 2 at Cabin Branch, 1 at Farrington, 1 at Michigan, 1 at Ardwick-Ardmore, 1 at Lindbergh

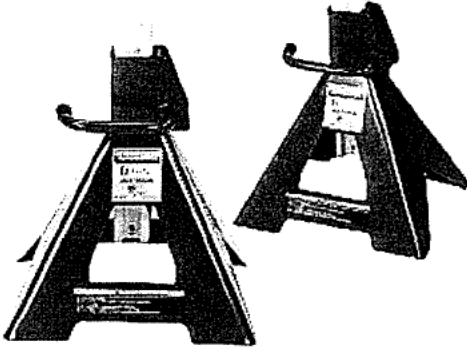


Standard Duty, Pistol Grip Style, Standard Anvil, Square Drive Size (In.) 3/4, Torque Range (Ft.-Lb.) 200 to 1000, Max. Torque (Ft.-Lb.) 1350, Average CFM @ 15 Second Run Time 8.5, CFM @ Full Load 32, Free Speed (RPM) 6300, Ring/Thru-hole Retainer Type, Required Pressure (PSI) 90, Air Inlet (In.) 3/8, Min. Hose (In.) 1/2, Overall Length (In.) 8.5, Composite Handle Material, Composite Housing, Weight (Lbs.) 7.4

Grainger Item #	13E913
Brand	INGERSOLL-RAND
Mfr. Model #	2145QIMAX
UNSPSC #	27131501

Vehicle Stand

Quantity: 20 at Cabin Branch, 6 at Farrington, 4 at Michigan, 4 at Ardwick-Ardmore, 4 at Lindbergh



Ratchet Style, Lifting Capacity 6 Tons, Lifting Height Min 16 3/8 In, Lifting Height Max 25 3/8 In, Base Size 13 x 10 1/2 In, Saddle Size 5 x 1 In, Sturdy Steel Base And Frame, ANSI/ASME PALD, Package 2

Grainger Item #	4CWN4
Brand	HEIN-WERNER
Mfr. Model #	HW93506
UNSPSC #	24101612

Under Axle Jack

Quantity: 2 at Cabin Branch, 1 at Farrington, 1 at Michigan, 1 at Ardwick-Ardmore, 1 at Lindbergh

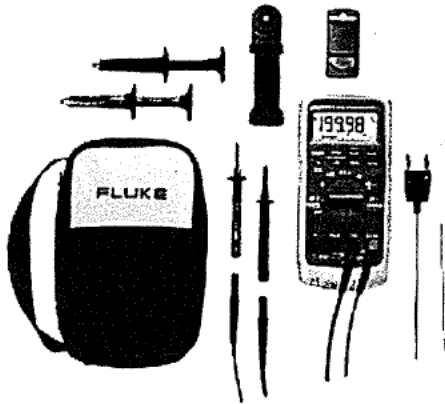


Self-Retracting, Lifting Capacity 22 tons, Lifting Capacity On Top (T) 22, Lifting Height Max. 20-7/8, Lifting Height Min. 17-3/4, Height (Closed) (In.) 10.63, Max. Height (In.) 10.63, Handle Length 49-1/2 In., Retractable Handle Lock Positions, 90-145 Cylinder

Grainger Item #	14R916
Brand	OTC
Mfr. Model #	1788A
UNSPSC #	24101612

Digital Multimeter Kit,

Quantity: 2 at Cabin Branch, 1 at Farrington, 1 at Michigan, 1 at Ardwick-Ardmore, 1 at Lindbergh

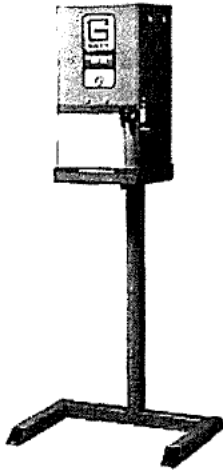


Voltage 0.1 mV - 1000 V AC, Voltage 0.1 mV - 1000 V DC, 0.1 uA - 10 Amps AC, 0.1 uA - 10 Amps DC, Resistance 0.1 - 50 M Ohms, Basic DC Accuracy 0.05%, 20, 000 Counts, True RMS, Auto Ranging, Safety Rating CAT IV 600 V, CAT III 1000 V, Special Features Optimized For Adjustable Speed Motor Drive Testing, Audible Continuity, Peak Hold, LCD Display, Bar Graph, Includes Yellow Meter Boot, Test Leads, Alligator Clips, Temp Probe, Magnetic Hanging Strap, Battery and Instructions

Grainger Item #	1PEK9
Brand	FLUKE
Mfr. Model #	Fluke-87-V/E2
UNSPSC #	41113630

Oil Filter Crusher

Quantity: 2 at Cabin Branch, 1 at Farrington, 1 at Michigan, 1 at Ardwick-Ardmore, 1 at Lindbergh

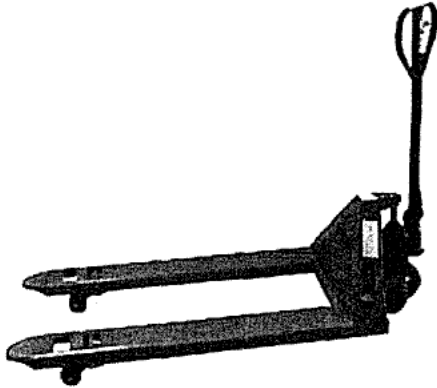


Air Operated, Frame Capacity (Tons) 11, Frame Type Steel, Total Height (In.) 69-1/2, Total Width (In.) 15, Used For Crushing, Material Steel, Includes Mounting Stand

Grainger Item #	11N146
Brand	GRAY
Mfr. Model #	QP-50
UNSPSC #	40161504

Hand Pallet Truck

Quantity: 1 at Cabin Branch, 1 at Farrington, 1 at Michigan, 1 at Ardwick-Ardmore, 1 at Lindbergh



Fork Height Lowered 2 3/4 In, Fork Height Raised 7 1/2 In, Width Between Forks 14 3/8 In, Fork Width 6 1/4 In, Fork Length 48 In, Width Across Forks 27 In, Main Wheel Size 7 1/8 In, Mold-On Polyurethane Tread On Cast Steel Wheel, Flow Handle, Load Capacity 4400 Lb, Blue Powder Coat Finish, Frame Material Steel, Overall Length 60 In, Overall Width 27 In

Grainger Item #	5LA79
Mfr. Model #	5LA79
UNSPSC #	24101505

Spill Containment Pallet

Quantity: 2 at Cabin Branch, 2 at Farrington, 2 at Michigan, 2 at Ardwick-Ardmore, 2 at Lindbergh



Load Capacity 8000 Pounds, Spill Capacity 66 Gallons, Length 51 1/2 Inches, Height 8 Inches, Width 51 1/2 Inches, Four Drum, Polyethylene, Includes Drain Plug

Grainger Item #	3KN29
Brand	EAGLE
Mfr. Model #	1645
UNSPSC #	24101905

Evacuation Pump

Quantity: 4 at Cabin Branch, 1 at Farrington, 1 at Michigan, 1 at Ardwick-Ardmore, 1 at Lindbergh

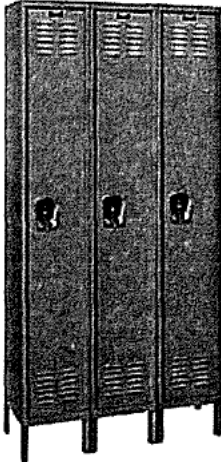


Refrigeration and Air Conditioning, 1/2 HP, Displacement 4 CFM, 1/4 In x 3/8 In Intake Male SAE Flare, Length 14 In, Height 12 In, Width 6 1/2 In, Voltage 115, 60 Hz, Oil Capacity 18 Oz, 7 Full Load Amps, 1 Phase, Heavy Duty, Aluminum Body Material, Check Valve, Cord Length 6 Ft, Powder Coat Finish, Max Flow 3.8 CFM, Ultimate Pressure Torr 0.025

Grainger Item #	1AKD9
Price (ea.)	\$360.50
Brand	J/B
Mfr. Model #	DV-4E
UNSPSC #	40151503

Wardrobe Locker

Quantity: 50 at Cabin Branch, 14 at Farrington, 10 at Michigan, 10 at Ardwick-Ardmore, 10 at Lindbergh



Unassembled, 3 Wide, 3 Openings, Single Tier, Number of Frames 3, Hooks per Opening 1 Double Prong Ceiling Hook and 2 Single Prong Hooks, Multi-Point Automatic Locking System, Opening Width 9-1/4 In., Opening Depth 11 In., Opening Height 57 In., Overall Width 36 In., Overall Depth 12 In., Overall Height 66 In., Color Gray, Material Cold Rolled Steel, Powder Coat Finish, 6 In. Legs, SS Recessed Handle, Accommodates Built-In Cylinder Lock and/or Padlock

Brand	HALLOWELL
Mfr. Model #	U3226-1HG
UNSPSC #	56101520

Industrial Workbench

Quantity: 16 at Cabin Branch, 4 at Farrington, 2 at Michigan, 2 at Ardwick-Ardmore, 2 at Lindbergh

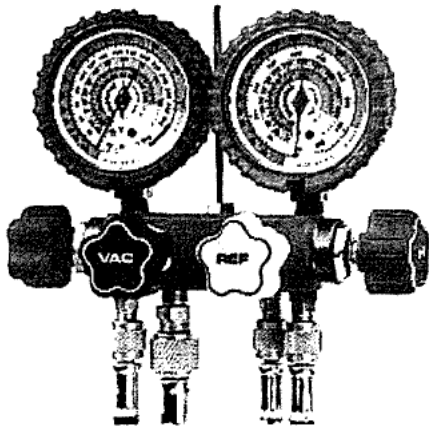


Type Steel, Top Width 60 Inches, Top Depth 30 Inches, Overall Height 30 1/2 to 34 1/2 Inches, With Adjustable Height Straight Leg

Grainger Item #	7D175
Brand	EDSAL
Mfr. Model #	1000S
UNSPSC #	24102006

HVAC Service Manifold

Quantity: 4 at Cabin Branch, 2 at Farrington, 1 at Michigan, 1 at Ardwick-Ardmore, 1 at Lindbergh



Hose Length 60 Inches, Number of Hoses 4, Number of Valves 4, Gauges High Side 0-800, Gauges Low Side 30 to 500 Inches Hg, For Use With R410A, R22, R404A

Grainger Item #	3KU64
Brand	IMPERIAL
Mfr. Model #	644-C
UNSPSC #	41112508

Bottle Jack

Quantity: 4 at Cabin Branch, 2 at Farrington, 2 at Michigan, 2 at Ardwick-Ardmore, 2 at Lindbergh



Side Pump, Lifting Capacity 12 Tons, Lifting Height Min. 9-3/8 In., Lifting Height Max. 18-1/2 In., Hydraulic Stroke 6 In., Extension Screw 3-1/8 In., Base Size 5-1/4 In. x 5-1/8 In., Durable Baked Blue Enamel Finish, ASME/ANSI-PALD Standards

Grainger Item #

3ZC62

Brand

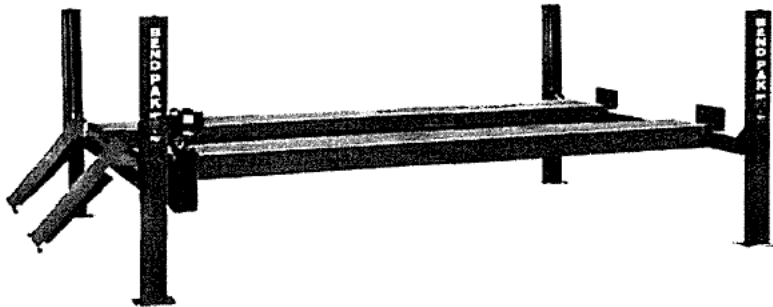
WESTWARD

Mfr. Model #

3ZC62

4 Post Vehicle Lift

Quantity: 10 at Cabin Branch, 6 at Farrington, 4 at Michigan, 5 at Ardwick-Ardmore, 4 at Lindbergh



FEATURES + BENEFITS

- Requires 241in.L x 154in.W floor space
- Rail-kit for optional accessories
- Electric/hydraulic power system
- Single hydraulic cylinder mounted under runway
- Internal "anti-sway" slider blocks in each column
- Heavy-duty aircraft cables
- Oversized, self-lubricating cable sheaves
- Rugged 4in. sheave axles
- Multiposition safety locks
- Nonskid runway surface
- Push-button safety release
- Adjustable runways
- Recommended rolling jack for this unit is Item# 144265, sold separately

KEY SPECS

Lift Capacity (lbs.)	18,000
Runway Dimensions L x W (in.)	204 x 24
Overall Height (in.)	48
Overall Width (in.)	154
Overall Length (in.)	241
Manufacturer Warranty	12 months parts / 12 months labor
Ship Weight	4830.0 lbs

CDRL SD-10 – Safety Plans

Parking Plan

As indicated in the above site plans, all personal vehicles and revenue vehicles at each of the five proposed facilities will be separated at all times. Each facility has a fenced, secure area for storage of all revenue vehicles. Additionally, each facility has a clearly delineated one-way traffic pattern, in the yard and through all buildings, to maximize safety and efficiency.

These plans have all been drafted utilizing Veolia's experienced Safety professionals, who examined each site plan to confirm that they minimized the risk of accidents, injury and other issues that could potentially disrupt service. In addition to Safety, all facilities will meet WMATA and all relevant local and federal environmental guidelines.

Parking Security

The revenue vehicle parking lots at each facility will be fenced and gated with the ability to be locked. Each facility will have 24 hour security coverage.

Environmental Compliance

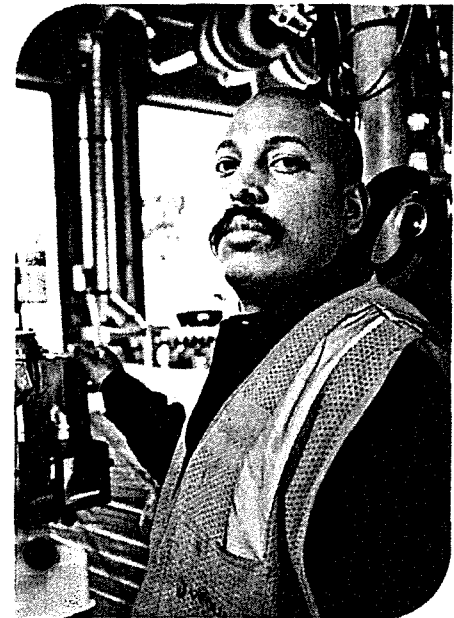
All of Veolia's proposed facilities will meet WMATA and all relevant local, state and federal environmental guidelines. Veolia's Environmental Management System will be implemented by Veolia's corporate environmental compliance team. The Table of Contents from this proprietary manual has been included on the CD Appendix with our proposal.

CDRL SD-11 – Vehicle Inspection Plans

Monthly Inspection Plans

Veolia will conduct monthly safety inspections of the WMATA fleet, regardless of the vehicle mileage. This safety inspection, which closely follows Veolia’s “A” PMI inspection, includes, but is not limited to:

- › Reviewing DVIRs for safety-related issues
- › Checking all interior and exterior lighting
- › Confirming that all dash panel switches are operational
- › Inspecting condition of all safety equipment, including fire extinguisher and first aid kit
- › Cycling the wheelchair lift
- › Checking condition of all mobility device securement equipment
- › Inspecting emergency exit and roof hatch
- › Checking engine compartment and all components within
- › Inspect front and rear undercarriage, including steering components, suspension and frame
- › Check tire condition, confirm proper tire tread depth and inflation; tighten wheel lugs to manufacturer torque specifications
- › Check brake system and foundation
- › Road test vehicle, including brake efficiency test



A sample of Veolia’s A PMI inspection form for paratransit vehicles has been included at the end of this section. This form will be customized for WMATA’s monthly safety inspection.

Fleet Maintenance Information System

Veolia utilizes Ron Turley & Associates, Inc. (RTA) Fleet Management Software as its company-wide, networked platform for maintenance management systems. RTA provides vehicle schedules for the PMI program, ensures on-time compliance, maintains vehicle histories, manages the parts inventory and tracks fuel, oil and other consumables. This system enables us to maximize the efficiency of the maintenance operation while maintaining a high standard of quality in fleet repairs and cleaning.

Through use of the RTA software, Veolia can identify both short and long term maintenance savings. Short term cost savings are realized by minimizing maintenance costs through more effective PM scheduling, improving labor performance, and parts inventory reduction. Long-term savings are achieved by more effective tracking and processing of claims on new vehicles and part replacement warranties. These savings can result in lower overall costs to WMATA.

The software is composed of the following six “modules” to aid in maintenance control:

- > **Vehicle Inventory:** Keeps track of all fleet information such as history, current vehicle status and scheduled maintenance. Provides for file updating, future service scheduling, and cost tracking.
- > **Work Orders:** Plans and schedules PM. Creates work orders and invoices.
- > **Parts Inventory:** Tracks inventory and generates requisitions for parts to be reordered. Tracks cores and warranty parts and gives failure statistics. Includes report forms.
- > **Fueling:** Tracks inventory, accounting and consumption of fuel. Calculates fuel taxes and vehicle cost per mile.
- > **Tires:** Tracks inventory. Compiles “cost per mile” reports to compare manufacturers.
- > **Operator Verification Reports:** Allows employees to record information from pre-trip vehicle inspections.

The RTA system creates separate work orders in addition to the hard copies generated by Technicians. Every work order is entered into the system by Vehicle Maintenance Reporting Standards (VMRS) codes to assist in trend analysis and data manipulation. The system provides a record of the historical repairs by VMRS code made to each vehicle, sub-fleet or the entire fleet. This data helps us determine trends and track defective parts.

A work order screen shot from RTA is shown below:

Facility 0001 - Work Orders - WO # 0057726

File Edit View Tools Help Window Control

Save Print Exit Master View WO History WOnotes CheckList Viewer Save Tab Columns Status

Work Order #: 0001 - 0057726 Customer: 0001 Priority: 5 DRIVER REPORT

Vehicle: 0001 - 156 Name: Reason: 4 DRIVER'S REPORT

Department: FIXED ROUTE Vendor: 0001

Year: 2000 Posting date: 06/25/2009

Make: GILLIG Shop ID: All

Model: PHANTOM Status: Open

Created by: BHILTON Lines: 01

PM	Due Status	VMRS Code	Template WO
F	PAST DUE	066-010-000	None Listed

Post Labor - Line # 0057726-01 - 016.000.000 SUSPENSION

Post Utilities

Exit Parts Tires Miscellaneous Varnity Varnity Varnity Reverse LineTotals WOTotals Save Tab Columns DownTime

Mechanic Information

Number: Name: Labor Rate: .00 Hours to Post: 0.00

Abbreviation: Rate: 0.00 Hours Worked: 0.00

Total: 0.00

OK

Line Transactions | Work Order Transactions

Line	Type	Date Posted	Name	Item/ID	Hrs/Qty	Pice/Wage	Total
01	P	06/25/2009	SHOCK ABSORBER	0001-50-19517-005	1.000	53.270	53.
01	L	06/25/2009	RICHARD CABRERA	0001-000000014 RICH	1.500	42.000	63.

Enter mechanic's number or abbreviation. F1=List

Vehicle Files

Thorough vehicle history records are maintained for all revenue vehicles in each fleet. Such records include dates and details of all preventive maintenance inspections, all safety and pre- and post-trip inspections, work orders, repair records, and records of any accidents in which the particular vehicle was involved.

Vehicle maintenance record files contain, at a minimum:

- > Make, model, serial number, license number, WMATA fleet number
- > Date placed in service and life miles
- > Rebuilds and major component replacements
- > PM Inspection reports and audits
- > Repair Orders with a copy of the Driver Vehicle Inspection Reports (DVIR) if applicable, including warranty repairs
- > Road call reports
- > Completed DVIRS are filed in chronological order by vehicle number (with retention for three months)
- > Oil analysis reports
- > Component change-out records
- > Vehicle accident reports

Reporting and Analysis

The Maintenance team is responsible for analyzing the output and trends inherent in the maintenance operation. It is only through such analysis that we can determine the information needed to program capital and operating budgets as well as fully understand the dynamics of the maintenance operation. Veolia benchmarks a number of key indicators to measure the performance of the fleet.

Maintenance benchmarks used for the paratransit fleet include:

- > Miles between roadcalls
- > Cost per mile
- > Percentage operable air conditioners
- > PMI currency
- > Staff hours/PMI
- > Inventory value/vehicle
- > Miles per gallon
- > Component failures/100,000 miles
- > Component failures trends
- > Repeat work statistics
- > Mechanical complaints/100,000 customers
- > Inventory turnover

Specialized reports can be extracted from the system, such as work order summaries, work order history, workload forecast, along with related man-hour and cost data. RTA is designed to support and integrate the various needs of a maintenance organization. The system provides accurate and timely information for the management team to be able to utilize cost effective measures in reducing down time for all equipment and facilities.

Maintenance Schedules

Please see CDRL SD-8 above for detailed information regarding Veolia's maintenance schedules for minor and major vehicle maintenance, repair and inspection.

CDRL SD-12 – Registration, Inspection, and Violation Work Plans

Veolia will provide labor to complete all required vehicle registrations, governmental, and emissions inspections. Vehicle registrations (license tags), as well as state and local safety and emissions inspections will be maintained in a current jurisdiction for all dedicated vehicles under Veolia's care and control. We will report the registration and inspection status of all dedicated vehicles to the Director of MACS on a monthly basis and provide copies of all registration and inspection renewals as they are completed.

CDRL SD-13 – Bulk Fuel Plans

As required by the RFP, Veolia will provide above ground fuel storage tanks of at least 12,500 gallons at each of our five proposed operating facilities. The locations of these tanks are noted on the facility site plans shown in our response to CDRL SD-9. As required by the RFP, each facility will have a fuel storage capacity of at least 12,500 gallons, and all tanks will be equipped with the computerized inventory and dispensing mechanisms capable of generating the fuel usage reports required by WMATA.

Veolia's Service Lane Supervisor at each facility will be responsible for placing bulk fuel orders with WMATA's Service Operations Manager at least 24 hours in advance of needing them, and in order to support continuous operations, we will identify (at least 30 days prior to start-up) bulk fuel suppliers near each facility that will be able to deliver fuel in the event of a delivery delay from WMATA's fuel supplier or in the event that Veolia fails to give proper notice to WMATA's Service Operations Manager. Veolia will pay for any fuel which we have to order from an outside supplier which results from our failure to order fuel in accordance with the procedures and timelines established by WMATA.

Finally, in accordance with RFP requirements, Veolia will implement any required card-based fuel systems required by WMATA, either in the event of an interruption of availability from WMATA's primary fuel supplier or in the event that WMATA has implemented its Continuity of Operations Plan (COOP). Veolia's experience with fuel card systems is described in our response to CDRL SD14 later in this proposal.)

CDRL SD-14 – Cardkey Fuel Management Plans

Veolia's contract with our leasing company includes an electronic fuel card program. Fuel cards are co-branded with the leasing company and Wright Express (known as WEX). This program provides a convenient and secure method of purchasing fuel for commercial vehicles through the use of point of sale data transfer while enhancing our ability to control credit card usage through the use of individually assigned PINs. The WEX program manages, tracks and controls fuel purchases. Cards are accepted at over 90% of the fueling stations in the US (over 350,000) and Canada.

Today Veolia uses fuel cards for all non-revenue vehicles whether company owned or leased. Various Veolia managed properties have assigned fuel cards as a way to manage fuel when on-site fueling is not an option or for back-up purposes when fuel deliveries are not consistent.

As stated in our response to the prior CDRL SD-13, we will identify a bulk fuel supplier for use on this project in the event of a delayed delivery from WMATA's fuel supplier or as a result of our failure to order fuel in time. However, we are also prepared to implement a card-based system by which Operators or Service Lane Technicians can fuel vehicles off-site. At least 30 days prior to start-up, Veolia will identify appropriate venues for off-site fueling of our revenue vehicles and support fleet. Our goal will be to identify fuel suppliers who are in close proximity to our facilities and who can implement the following card-based fuel system.

Fuel cards are assigned by vehicle and limits set by vehicle fuel type and tank capacity. Each card is limited for the purchase of products and services selected for business purposes. Strict authorization controls are established as to the financial limits and number of transactions allowed per day. Operators are provided a unique PIN which links the Operator to card transactions. Cards and PINs can be issued, canceled, or revoked only by assigned individuals. Monthly usage and exception reports are sent to assigned individuals at our locations and Veolia's Corporate Office. Fuel exceptions and suspicious activity are monitored and reported on a daily basis.

Veolia intends to implement a two-card lock system. Once in place, Veolia's card-based fueling plan will work as follows:

- There will be two cards for each vehicle. One set of cards will be held in a locked vault by the Division Director. The other will be held in a different locked vault by the Maintenance Manager.
- When circumstances warrant, the Maintenance Manager (in conjunction with the Division Director) will implement off-site fueling, at which point, the Maintenance Manager and Division Director will each retrieve their fuel cards so that they can be distributed to the Operators and on board vehicles.
- The Service Lane Supervisor will be responsible for placing one fuel card inside each vehicle and for distributing the other cards to Dispatch.

- When Dispatch assigns a vehicle to an Operator, the Dispatcher will provide the Operator with the fuel card that corresponds to the vehicle to which he/she has been assigned.
- At the end of each day, the Operator will be responsible for refueling the vehicle at the designated fueling site prior to returning the vehicle to the yard.
- At the designated fueling station, the Operator will swipe the fuel card (which will work just like a credit card). The system will then prompt for the entry of the Operator's PIN number. The system will next prompt the Operator to swipe the vehicle card, and then prompt the Operator to enter the vehicle's odometer reading. Please note: each card is limited for the purchase of products and services selected for business purposes. Strict authorization controls are established as to the financial limits and number of transactions allowed per day.
- When the Operator returns to the yard, he/she will turn in the fuel card, along with the vehicle keys, completed paperwork and any other work-related items.
- At the end of each month, Veolia will get an invoice from each fuel supplier, along with a report sorted by vehicle and then by Operator showing all fuel purchased, prices paid, etc. We will make this information available to WMATA in accordance with any requirements set forth in the contract.

Since Veolia is responsible for fueling of Supervisor vehicles and other support vehicles, we will implement this same approach for non-revenue vehicles.

Proximity to Fueling Locations

The map below indicates our proposed facilities and their close proximity to WMATA fueling sites. Our facilities are marked with blue markers, and the fueling sites are yellow fuel pump icons. Please note: If WMATA accepts our Gaithersburg facility, we will work with WMATA to identify a nearby off-site fueling location in the event of a disruption of the on-site fuel supply.



CDRL SD-15 – System Safety Program Plans and COOP

Veolia recognizes the requirements set forth in the RFP to develop and provide (prior to start-up) a System Safety Program Plan (SSPP) and a Continuity of Operations Plan (COOP) for the Metro Access project.

COOP

In our response to CDRL-SD1, we discussed the elements of the COOP we are proposing to develop for this project. Our COOP will state our understanding that it is WMATA's intention to operate Metro Access services as long as doing so is safe for riders, employees and the public. Thus, the focus of our COOP will be to identify strategies for avoiding service interruptions, strategies for mitigating service interruptions when they are unavoidable, and the channels we will establish and maintain for communicating with and for taking direction from WMATA and the Metro Access OCC contractor during an severe weather event or some other emergency, and the procedures which we will use to ensure full coordination among and cooperation with other Metro Access service delivery providers. The COOP will specifically address the following topics:

- › Definition of the events (e.g. weather, earthquake, mechanical failure or damage that renders a facility partially or wholly inoperable, terrorist act, etc.) that triggers the execution of the COOP
- › Overall managerial responsibility, lines of authority and alternate lines of authority to be in place during a covered event
- › Plans for relocating work among operating and maintenance facilities, including at least two routes between each pair of facilities—assuming there is more than one facility
- › Plans for coordinating with other service delivery providers and the Metro Access OCC
- › Routes to be used in case of an evacuation



Our COOP will be developed by Project Manager, [REDACTED] with input from other key staff, including our Regional Director of Maintenance, our Regional Director of Safety and Training, our Environmental Compliance and Sustainability team, etc. This plan will be submitted to WMATA with sufficient time for review and comment, prior to start-up.

SSPP

Veolia is providing a sample SSPP within the proposal appendices. Our SSPP already addresses many of the topics included in the WMATA SSPP which was included as Exhibit F-1 to the RFP.

Veolia's Project Manager [REDACTED] with help from Regional Director of Safety And Training [REDACTED] and our two proposed Safety and Training Managers will develop a draft SSPP based on the Veolia sample and with adaptations made (as necessary) to address the items WMATA has called out within the RFP. We will submit this plan at least 30 days prior to start-up.

The RFP did not require any other safety-related documentation, but as a company committed to safety first of all, we want to share our safety program, philosophy, practices and results with you. We know that for WMATA, safety is the most important service you provide to the riders you serve, and we want you to view us as a partner in this regard. We know that no amount of timely service and no amount of savings make up for an unsafe system. As a result, we have invested heavily in a safety program that leads the industry. Details follow.

Safety Program

The foundation of our commitment to safety is embodied in our comprehensive Safety Policies and Procedures Manual. We have included a copy on the CD Appendix included with our proposal due to the relevance of the content and to demonstrate our commitment to safety as a core value of our business. We encourage you to review this document.

At Veolia, we are focused and dedicated to a "safety first" attitude as an essential element for all our employees – from transporting our customers safely – to maintaining secure facilities and protecting the environment.

Veolia is committed to leading the way to provide World Class Safety for our customers. It is our mission to keep our employees, customers and the surrounding public safe at all times.

Through a comprehensive training program for all Veolia employees, we follow rigorous safety procedures in everything we do.

Veolia requires a safe working environment and if our policies and procedures are not followed, we enforce them and re-train an employee if necessary. A safe working environment is the right thing to do and as a company; Veolia has invested significant resources in training, employee development, incentive programs, and developing annual safety audits to ensure that we are accountable for our performance.

The principal responsibilities of Veolia's Safety and Training Manager include:

- › Training employees to operate the MetroAccess services safely and efficiently.

- Teaching employees to embrace Veolia's safety culture.
- Monitoring Veolia's safety program for the MetroAccess services and supporting environmental compliance.

Safety Performance

Veolia's Major Safety Awards

A few of the numerous significant awards we have won for our safety performance include:

- 2007 CEO Who "Gets It" Award: awarded by the National Safety Council, one of only nine given in North America, in recognition of our World-Class Safety programs.
- Veolia manages the Phoenix Transit System, which won APTA's Safety Gold Award in 2009.
- The Regional Transit Commission of Las Vegas, where we have operated 100% of the vehicle service for 15 years, has won APTA's "Safest System in the U.S." award three times.
- The Metropolitan Transit System of San Diego, where we operate 50% of the city's vehicle service, was awarded Outstanding Public Transportation System of the Year in 2009.
- In 2010 the Dial-A-Ride Transit service in Columbia SC, won the State Department of Transportation's Para-Transit Operation of the year award.
- The New Orleans Regional Transit Authority, where we have operated the U.S.'s first Delegated Management transit model, was awarded the 2012 Transit Security Administration (TSA) "Gold Standard" Award for a perfect score in strong transit security program and commitment to passenger safety. The RTA was recognized by the TSA for receiving the highest rating on the Baseline Assessment for Security Enhancement (BASE) program.

Operator training and safety is an ongoing process that reinforces our policies and procedures and provides a mechanism to update Operators on new policies, procedures and/or regulations. This will apply to all MetroAccess Operators.

The essential elements of the Veolia Operations Safety Program are:

- Operator selection through an established process of screening, interviews and testing.
- Using a proven training curriculum for new Operators.
- Assessing the skill and training needs of experienced Operators.
- Proactive, well-managed drug and alcohol abuse programs.
- A quality assurance program to monitor Operator driving behavior and vehicle readiness and safety.
- Accident analysis and determining accident preventability.

- Operator retraining, as needed.
- Initial background check, with background check renewals every four years.

Standards Enforcement

Veolia's on-site management team at MetroAccess ensures that Supervisors regularly monitor Operator performance through road observations. All Operators are given road ride checks using standardized road/ride procedures. In addition, a ride check is performed following a complaint by a motorist or customer and after an accident, if associated with contributory driving.

Throughout all Veolia facilities, there are visible and tangible reminders that safety is our most important asset. We utilize every opportunity to keep Veolia employees focused on safety, including:

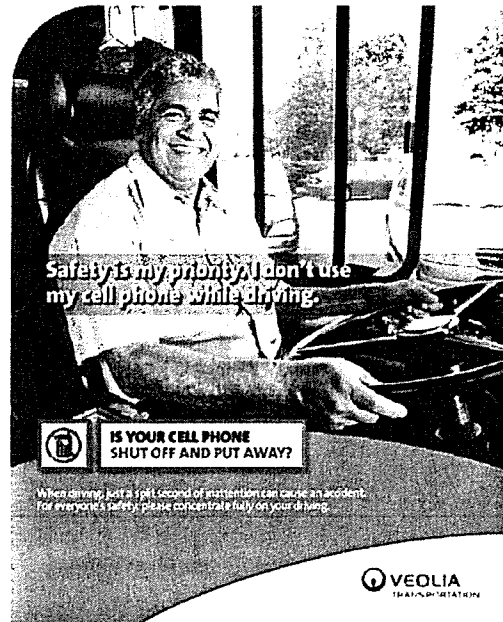
- Safety message themed floor mats, posters, flyers and notices
- News articles posted on bulletin boards
- Photographs
- Accident trend maps
- Safety slogans
- Our preventable accident-free days counter
- High visibility striping and safety chains for potentially unsafe areas

Public spaces are kept clear of clutter, and personal protective equipment (PPE) is available and its use is required in designated safety areas or whenever performing safety sensitive work.

All personnel are required to have a spotter whenever backing or maneuvering in tight locations. If a spotter is unavailable, employees are instructed to utilize safety cones to mark off danger areas.

Safety messages and announcements are made several times each day by our Supervisors. One-on-one and small group meetings on safety-related issues are held periodically at the facility and on route by the Supervisors, Safety and Training Manager and General Manager.

We will establish a Safety Committee for MetroAccess comprised of Operators, Supervisors, Maintenance personnel, and staff that will meet each month to inspect the facility, review accidents that may have occurred, and discuss any safety related ideas



and potential solutions. We will also conduct regularly scheduled safety meetings where we will discuss current safety related topics and conduct annual refresher training.

Safety Motivational Initiatives that Build a Culture of Safety

Having a culture of world-class safety means that every Veolia employee has an important stake in, and a clear understanding of, the principles and practices of safety whether they are on the road or behind the desk. We have many ongoing programs and initiatives to motivate and educate, as highlighted below.

- > **300:29:1:** This foundational principle underlies behavior-based safety programs around the world, and was developed by [REDACTED] in 1931. The core idea is that a major focus on eliminating the seemingly minor unsafe acts will dramatically defer or avoid minor accidents that could lead to a major accident. We use this important principle to educate employees that we must all focus on every action we take in all domains, because even seemingly trivial acts can accumulate and result in an accident. We focus our employees on taking personal responsibility to identify even the smallest unsafe acts (e.g., occasionally following too close, using signals a moment too late, taking a turn a little too quickly, etc.) that they and others commit.

**300 unsafe acts lead to;
29 minor accidents or injuries,
that leads to; 1 major accident,
injury or fatality.**

Prevent the 300

**300
29
1**

World-Class Safety. It's Our Culture.

 **VEOLIA**
TRANSPORTATION

- > **Campaigns and Motivational Materials:** We reinforce this fundamental safety principle with motivational materials such as posters, banners, patches, laminated cards, management presentations and more. In our "Seasons of Safety" program, we continually find new ways to bring this key principle to life and engage employees.
- > **Regular Safety Meetings:** Mandatory for all operations employees, with key messages and tight agendas.
- > **Road Evaluations:** At minimum, every vehicle Operator must have at least one road evaluation every six months.
- > **Mirror Checks:** In early 2009, we installed mirror checks in every Veolia facility, ensuring that this critical safety component is checked daily.
- > **Right Turn Test:** Space permitting, all of our lots have a "Right Turn Test" that requires Operators to make a right turn effectively around a PVC pole, thus focusing them on safety before they leave for their route.
- > **Hot Spot Maps:** We post highly visible "Hot-Spot" maps in every location, identifying road hazards and intersections deemed most dangerous.

- **Newsletters:** In addition to these programs, employees receive newsletters that champion the safety accomplishments of our people across the country, and a quarterly magazine from the National Safety Council, which helps keep important safety topics foremost in their mind.

Recognition for Safe Operations – “The Safety Café “

The Safety Café is a corporate-designed program that works in conjunction with our local preventable accident free record. Each time any Veolia location goes 90 or more days without a preventable accident, regional and corporate managerial staff will visit that location to cook a meal for all the employees. This offers our employees a chance to meet staff and executives from across Veolia. It also allows Veolia leadership a chance to meet local employees and congratulate them for an excellent, safe, job well done.

DRIVE Safety Program

DRIVE is an acronym for an initiative that is a component of Veolia’s overall suite of activities focused on improving our safety culture. The objective of DRIVE is to engage all of our employees in actively and relentlessly reducing unsafe practices and behaviors at their locations and to improve what we refer to as the “Safety Culture Index.”

The Safety Culture Index (SCI) is a proprietary tool for measuring safety and is comprised of four metrics:

- Accident Frequency Ratio (AFR) – Measured as accidents per 100,000 miles operated
- Injury Frequency Ratio (IFR) – Measured as employee injuries per 200,000 employee hours worked
- Percentage of accidents resulting in bodily injuries
- Percentage of employee injuries resulting in a loss-time injury

The first two metrics quantify the number of accidents or injuries which occur, and the last two metrics quantify the percentage of accidents or injuries which are “severe.” Many programs focus on the number of occurrences, but DRIVE seeks to reduce both the number and severity of incidents.

How DRIVE Works

DRIVE is an employee-led, management-supported program established at each of our operating locations and designed to unlock the wisdom of our frontline staff while empowering them to take action. It is organized around the premise that by engaging our front-line employees, including Operators, Mechanics, Service Workers, and office staff to identify and resolve even the most minor of safety issues, we can improve our safety culture.



The structure of the DRIVE program is simple, straight-forward and powerful:

- A team of between five and eight employees is established at the location. This team is comprised of employees from various departments and from all levels, from the front line to management.
- The local DRIVE Team meets to identify up to 12 safety-related items or behaviors which will be monitored on an at-least daily basis. Examples may include proper storage of hoses within the shop, cleanliness of the shop, behaviors which Operators use when operating or parking vehicles on the lot, proper use of Personal Protective Equipment, etc.
- The local DRIVE Team then creates a DRIVE Report Card that includes the items they have selected for monitoring. This form is developed from a standardized template, which is designed to answer one basic question for each of the selected items: “Is the monitored behavior safe or unsafe?”
- Once the DRIVE Report Card is created, each member of the DRIVE Team uses the DRIVE Report Card to monitor and document whether or not coworkers are performing the identified tasks in a safe or unsafe manner. Other employees, who are not on the DRIVE Team can also use the DRIVE Inspection Form to conduct and document inspections. For example, an Extra Board or Light Duty employee might be asked to take a form and “take a walk” to observe and document the items on the form.
- Employees conducting DRIVE inspections do not intervene during the tour; instead, they document and post their safety observations, using the simple DRIVE Report Card.
- As DRIVE Report Cards are completed and collected, data from the observations is entered into a simple monitoring tool which is designed to create graphical representations of performance. Over time, these graphs are intended to show whether or not the location’s overall behavior on the selected items is improving or not.
- When a location’s performance needs improvement in any area, the DRIVE Team creates a specific action plan or campaign to address that action.
- Once the location’s behavior is consistently safe, the DRIVE Team can identify a new item to monitor, and the process repeats itself.

How DRIVE Rewards Employees

As stated earlier, DRIVE is intended to improve the location’s Safety Culture Index (SCI). Veolia measures the SCI for each participating location, and when the SCI improves, the company provides money, which the location can use for recognition items and/or to celebrate the success of the DRIVE effort.

As is the case with the rest of the DRIVE program, all decisions are made at the local level, and the DRIVE Team is empowered to choose how its location will be rewarded. Examples can include barbecues, Veolia logo items, movie passes, gift cards or any other item—other than actual cash.

How Veolia Supports DRIVE

Prior to the launch of the DRIVE program at a given location, its DRIVE Team receives in-person training from Veolia's corporate and regional staff who oversees DRIVE. The DRIVE Team also receives the complete package of standardized forms, additional support materials, and a communications program. These tools are essential to ensure success.

How DRIVE Was Created

Employees from across the country helped to create the DRIVE program. This team came up with the name of the program and the meaning for each letter in the acronym. DRIVE stands for:

- > **D** = Dedication
- > **R** = Requirements
- > **I** = Instruction
- > **V** = Values
- > **E** = Equipment

Each letter of the acronym represents an area of program focus that works to more readily engage employees and achieve World Class Safety, and all of the observations that DRIVE teams make are organized into these five categories.

Results of the DRIVE Program

Locations that have implemented DRIVE have experienced positive results. For example, at our Charleston Area Regional Transit Authority location in Charleston, SC, the DRIVE program results have included earnings of \$24,465 and an improved Safety Culture index by 48%. Employees have purchased a large screen television, stereo system, cookouts and miscellaneous giveaways at the Charleston location.

We have seen big improvements in safety at most locations where DRIVE has been introduced. During the initial phase of the program, locations where DRIVE was deployed saw a 17% reduction in accident frequency compared to only 2% at other locations. Any improvements, whether great or small, are leading to improved safety for our passengers, our employees and the communities where we operate, and ultimately, this is the most important indicator of success for the DRIVE program.

Safety Leadership Program

The Veolia Transportation Safety Leadership Program teaches Supervisors and staff that they are all Safety and Risk Managers, and that they represent our greatest opportunity to reduce or eliminate the risks our employees face each day.

As Supervisors and Managers we decide:

- > Who our Operators are
- > How well they are trained
- > Acceptable behavior
- > The safety norms
- > When and if to take action with an Operator

As we see it, the majority of preventable accidents are the fault of management, not our Operators. Everything we do, or do not do, as managers creates norms – an accepted way of doing things in a particular setting. Good leaders establish and maintain norms related to safety. When we make safety a high priority, so do our employees.

The Veolia Safety Leadership Program is a multi-segment training program requiring several hours of study, with proficiency testing at the end of each section, including a final exam which requires a minimum score of 90 to complete successfully.

The on-board ride and trail check process is the heart of the Safety Leadership Program. It offers a highly effective opportunity for Veolia Safety Supervisors and staff to evaluate the safety performance, customer service delivery, and overall quality of the service we provide. Once an Operator completes the training program, these evaluations are the primary tools we have to decide acceptable behavior, establish and reinforce safety norms, and most importantly, they offer us the opportunity to take action to correct unsafe behaviors and commend safe ones. Veolia safety policy requires that at least one on-board and on trail-check observation are performed for each Operator every six months.



Safety-Sensitive Personnel

As previously discussed, Veolia conducts a background check on all personnel to ensure that they meet minimum standards and are qualified to perform the service. Furthermore, all safety sensitive personnel participate in regular, random drug/alcohol screening programs in keeping with FTA requirements.

Risk Control Program

All accidents or incidents involving MetroAccess vehicles are investigated by management staff. The Safety and Training Manager will conduct interviews with involved parties and police as necessary to obtain needed facts. On a monthly basis, Veolia will:

- > Perform safety inspections at each operating facility

- > Review all accidents and incidents
- > Hold regional safety committee meetings

In addition, we will review each Operator's Driver's license records twice every year to ensure consistency with Veolia and client requirements and randomly check Operator's licenses at report times.

Other elements of the risk control program include security measures, both on board vehicles and at the operating facility and drug and alcohol testing. The Veolia Employee Handbook (included on the CD Appendix with our proposal) provides detailed information on risk control and safety procedures for the Operators. These elements are covered in detail during initial training.

We Measure Safety Performance to Keep Safety in the Spotlight

We believe in the old adage that you can't manage what you don't measure. We rigorously measure safety performance data at all our locations. Veolia utilizes a nationwide shared database called "Web Risk™" which allows all of our locations to record all accident and injury data following prescribed, consistent procedures. This facilitates analyzing our performance and progress for individual locations, regions and nationwide, so we can tightly monitor our performance, compare performance of comparable locations, and develop improvement plans where needed. This data also enables us to create actionable "Dashboards" enabling each location to see its performance versus its peers.

Veolia's *Web Risk*™ Database tracks our safety compliance and provides notifications online to all Veolia properties.

Another very important component of our proprietary "WebRisk" database is our compliance database. All safety-sensitive people across the country, (e.g. Operators, Supervisors, etc.) are in this database, along with every type of permit that has an expiration date.

For each employee, this database includes vital permits and licenses such as commercial Operator's license dates, and DOT physical dates, dates for the Operator's annual road evaluation, annual motor vehicle records checks, and more.

When any employee's permits, licenses or evaluations approach an expiration date, an email alert is automatically sent to his or her Supervisors, per the following schedule:

- > 60 days before any expiration of any permit, license or evaluation, an automatic alert is sent via email to the employee's Safety and Training Manager or Supervisor.
- > 30 days prior to expiration, an alert is sent to both their Safety and Training Manager and their General Manager.

- › Within five days of expiration, the Safety and Training Manager, General Manager and Regional Vice President are notified.

Veolia Trains Managers to Build a Culture Where Safety is the Priority

A culture of safety is heavily influenced by the attitudes and practices of leaders and managers. Managers must be knowledgeable in proper practices and procedures so they can be a resource and example for the staff they manage. For managers and team leaders, we have designed two important programs:

- › **“Leading the Way to World-Class Safety”** is our training program designed for all members of management, including Supervisors, Managers, Directors, and General Managers. All local, regional and corporate managers are required to take this training, all the way through up to our CEO. This intense six-hour program instructs leaders on the key principles of safety and all aspects of Veolia’s approach. This ensures that we all realize our crucial role in safety regardless of the department in which we work, and that we share core principles and beliefs. Online tests assess the safety knowledge of each participant.
- › At our **Safety Manager’s Academy**, local Safety Managers from around the country are trained, tested and certified in a comprehensive training experience that includes all the aspects of safety management at Veolia. This includes delivering our powerful Operator Development Program for training vehicle Operators, understanding policies and procedures, audit processes, data and trend analysis, core principles such as 300:29:1, and more. At the same time, participants learn techniques for fostering a safety culture at their respective locations and how to sustain an environment where employees feel personally responsible for and committed to safety.

Safety Innovation

Because Veolia’s various locations experience similar challenges on a day-to-day basis, we are able to continually cultivate new and innovative training programs for our Operators. For example, our mirror check station protocol was developed at a property in North Carolina. This simple, inexpensive design made of PVC pipes and orange traffic cones has now been implemented at every single Veolia operatin location. The mirror check allows an Operator to ensure that his/her mirrors are positioned exactly where they need to be in order to safely see everything around them.

Another example of our efforts to continuously improve is our “Slips, Trips and Falls” DVD. After reviewing data in our WebRisk program, we noticed a trend in similar types of on-the- job accidents. We developed an informational DVD that was deployed nation-wide to every employee and have seen a significant decrease in these types of incidents. These are just a few examples of how Veolia will always be looking for a way to improve safety or the service.

Accident Prevention

The foundation of our commitment to safety and accident prevention is embodied in our comprehensive Safety Policies and Procedures Manual (included on the CD Appendix).

- > **People:** Employee selection, training and development are the foundation to building a safety culture. At minimum, every Operator must have at least one road evaluation every six months – various safety tools to prevent accidents have been implemented.
- > **Meetings:** Mandatory for all operations employees, with key messages and tight agendas.
- > **Maintenance Safety:** Accident prevention goes beyond vehicle accident preventability

People

Operator training and safety is an ongoing process that reinforces our policies and procedures and provides a mechanism to update Operators on new policies, procedures and/or regulations. The essential elements of the Veolia's Safety Program are the following:

- > Operator selection through an established process of screening, interviewing and testing.
- > Proven training curriculum for new Operators.
- > Assessments of experienced Operators' skill levels and training needs.
- > Comprehensive and professionally-managed vehicle maintenance program.
- > Proactive, well-managed drug and alcohol abuse programs.
- > QA program to monitor Operator driving behavior and vehicle readiness and safety.
- > Accident analysis to determine accident preventability.
- > Operator retraining as needed.
- > Annual license verifications.

Meetings

Monthly Safety Meetings - Monthly safety meetings are organized with the participation of all Operators and other staff members under the supervision of the Safety and Training Manager and General Manager. Specific topics of the month are discussed and an update on the accidents of the month is given and addressed. It is during those monthly safety meetings that the awards for the safety recognition program are distributed. Safety committee agendas can be distributed to WMATA in advance of the meeting.

Regional Safety Committee - Veolia's Regional Safety Committee oversees the safety practices and standards of all the Veolia operations. Conference calls are conducted every month to review the performance of each contract and discuss any safety related topic. The committee also includes representatives from each of our regional locations.

This committee will conduct an annual audit of the WMATA contract from a safety perspective. Operator records and accident reports will be reviewed to determine if reevaluation is warranted based on their performance.

Maintenance Safety

Veolia recognizes that accident prevention extends to the maintenance area. Veolia has developed a comprehensive maintenance safety program to prevent accidents in the workplace. We maintain current Material Safety Data Sheets (MSDS) for each product. Also, our vendors and subcontractors are required to provide an updated set of MSDS for anyone in contact with chemicals in our facilities.

Bulletins, posters and handouts are also distributed and posted frequently, providing clear messages that reinforce safe maintenance and shop standards.

Accident and Incident Reporting and Investigation

As an organization committed to world class safety, Veolia takes the investigation of incidents very seriously, and we have dedicated procedures in place for our Supervisors and Managers to use when responding to and/or investigating accidents or incidents, including vehicle accidents, passenger injuries and other incidents which cause injury, damage or delays in service.

Accident Procedures

- Operators will stop the vehicle and notify Dispatch immediately after an accident occurs; including if the vehicle comes into contact with any type of object or pedestrian, no matter how slight or minor the accident, and whether or not damage occurs.
- Dispatch staff will determine the severity of the accident and notify the appropriate emergency, fire and police authorities.
- Dispatch staff will notify the appropriate Supervisor or Manager and ensure that a Supervisor responds to the scene.
- The Supervisor and appropriate individuals will travel to the scene and conduct a thorough investigation of the accident.
- All Supervisor vehicles are equipped with complete accident investigation kits that will include at a minimum:
 - Reflective vest
 - First aid kit
 - Body Fluids Spill Kit
 - Map
 - Accident forms
 - Cellular phone or radio
 - Digital camera
 - Customer Comment Cards

Supervisors at the scene must review and approve any statement of facts or events prior to submitting it to the police as part of a police report.

Accident Investigation

The following is a summary of the procedures which Supervisors use when responding to and investigating the scene of an accident.

The responding Supervisor's responsibilities include:

- Provide any needed assistance to injured employees, passengers or members of the public.
- Take pictures of the accident scene in order to establish the positions of all vehicles involved the condition of all vehicles and fixed objects involved the condition of all involved employees, passengers and members of the public, and any other details which may be relevant to the investigation.
- Interview and document statements from employees, passengers, involved members of the public and any other bystanders.
- Collect information from other involved parties regarding vehicle damage and contact information for the relevant insurance carrier(s).
- Communicate situation status with appropriate WMATA officials via Dispatch staff.
- Follow up with injured parties and/or medical providers as to the status of any injured parties.
- Determine need for drug and alcohol tests per Veolia guidelines.
- Determine whether or not vehicle can continue in service and arrange with dispatch for the continuation of the route.
- Complete all post-accident paperwork, including the Supervisor's Accident Report and the Operator's Accident Report. (In some instances, these documents may be completed at the office rather than at the accident scene.)
- Accident Reports should include comprehensive information about the accident and Operator involved, as well as the other Operator(s), vehicle(s) and witnesses to the accident.

Appropriate management personnel review the accident details to determine preventability as soon as reasonably possible, but employees are not permitted to return to service until a decision of preventability is determined. Post-accident training is provided to employees involved in a preventable accident.

Primary responsibility for accident investigation is assigned to the Safety and Training Manager, who has been trained in accident investigation. In the event that he/she is not available, a Supervisor will conduct the investigation.

Accident Notification Process

In the event of an accident, our Supervisors and Dispatchers will:

- Notify the local police and emergency vehicles, as required
- Notify the General Manager, Safety and Training Manager, and Operations Supervisor.
- Notify WMATA officials to keep them apprised of the current situation that may have an adverse impact on our customers. WMATA will be notified immediately regarding accidents or incidents of a serious nature.

Investigation and Follow Up

Veolia understands that we are acting in the capacity of independent contractors for WMATA. This entails fiduciary responsibilities and the responsibility to manage all risk in a professional and timely manner according to WMATA's and Veolia's guidelines.

Evaluating Safety Failures

The Safety and Training Manager reviews information from the accident investigation report and secures additional information as needed to make a determination of preventability. The Regional Safety Director is also consulted when necessary. A determination of the amount of damage to all vehicles and severity of injuries, if any, is also made as a part of the evaluation process.

All accident investigations must be done in a timely manner to be effective; the Safety Department recommends within 48 hours of receipt of the initial report. Failure on the part of the Operator to immediately report an accident or to make a statement to the Safety and Training Department in a timely manner is a cause for discipline separate from accident circumstances.

Definitions

- **Preventability:** The Operator failed to do everything reasonable as a professional Operator to prevent the accident.
- **Non-Preventable:** The accident would have occurred regardless of the actions or lack of action of the Operator.

Passenger Safety During Roadcalls

We always attempt to act as quickly and safely as possible in the event of a roadcall situation. A Supervisor is generally the first responder; their mission is to manage the care and safety of the passenger and they are directed to go immediately to the scene of the breakdown. The Maintenance staff is also contacted for a possible quick maintenance solution.

The Maintenance staff speaks directly to the Operator and attempts to troubleshoot the problem over the radio if possible. If a repair cannot be made within minutes of the call, another vehicle is sent to pick up the passengers and complete the trip. The Supervisor is present when the switch off occurs to ensure passenger safety and apologize for the inconvenience.

CDRL SD-16 – Electronic Documentation and Archive System Plan

For the electronic archival and retrieval of printed documents, Veolia is proposing the Documentum system from ECM. This server-based electronic content management system will meet the functionality requirements of the RFP and will allow the storage of all project documents, including completed Operator manifests, dispatch logs, customer comment forms, subcontracts, invoices, reports and all the rest.

Documents can be scanned and tagged in order to facilitate search and retrieval by date, by title, by key words and/or by document type. In addition, settings regarding access, confidentiality and automatic electronic shredding can be configured to coincide with legal and/or contractual requirements. Documentum also offers the capability of easily attaching documents to emails, and with Documentum Mobile, documents can be retrieved and managed from an IOS or Android mobile device. Because Documentum is a server-based application, Veolia would store it on servers at our Milwaukee Data Center, thereby ensuring that documents will be available at all times and not subject to the risks associated with documents stored on a server at one of our local facilities.

Veolia's start-up price assumes the configuration of the system, and our ongoing price assumes the cost of the Documentum equipment and ongoing license fees. Veolia will create direct access for uploading, archiving, retrieving and downloading documents for our Project Manager, and for all direct reports. In addition, we will provide access to Documentum for other key Veolia staff as well as up to two representatives from WMATA and from the QA Contractor. More information about the Documentum ECM system is included the Appendix section of our proposal.

CDRL SD-17 – Performance Plan

The RFP asked Proposers to address our approaches for delivering exceptional service to MetroAccess riders. Based on Veolia's understanding of the MetroAccess project and our experience with similar projects across the country, we believe that we can and will deliver safe and reliable MetroAccess service on your behalf. Here is a summary of the approaches and tools Veolia will use to deliver the service that WMATA expects and that your customers need and deserve.

Coordination

When we look at performance from the perspective of the rider and WMATA, we have to look at the entire performance of the system, not just that of the individual contractor. We know we will do our part but we also know it is the coordination among contractors and between contractors and the OCC which will ultimately define the success of the program as a whole.



Since the OCC will be a big part of the success story, coordination between the Contractors and OCC is critical. We suggest several steps here.

- We recommend a Board of Contractors be established which meets regularly with the OCC leadership, QA and WMATA to present issues, resolve service delivery problems and assists in finding solutions to OCC's challenges be they scheduling, resource availability or perhaps Operator training. Performance on the street is what matters to a customer. Therefore, the OCC needs to manage the scheduling, resource allocation, and dispatching functions in a way that makes the Contractor successful. Our success is their success.
- Develop a procedures manual with input from all players which carefully defines the command and control structure of the program. This will be important both in defining the final scope of the service and OCC contracts but, more importantly, in defining how day-to-day interactions will need to be conducted. The procedures should define not only who is responsible for a function but the manner and method information or directives are provided to support that responsibility. For example, saying a Contractor can start their day serving a passenger anywhere within the service area may be technically true. However, scheduling in such a manner adds needless cost to the operation, increases the chances for service delays and ultimately will impact service quality. Therefore, a method and procedure for assigning first trips on runs needs to be developed as good practice for the OCC and the Contractors.

- > Develop a Contractor Charter that defines the rules of engagement among contractors. No one wins if poor employees hop from Contractor to Contractor. It also does not further the cause if employers raid each other's talent and resources. This is more than a "play nice" charter but rather defined standard of conduct for the WMATA program. As the RFP intends, we only win if we all are successful.

Safety First!

As stated in the Executive Summary of our proposal, safety is our first priority to our passengers, to our employees and to the public. We will never do anything to compromise safety, and we will make safety a consideration for everything we do. Specific programs we will put in place to ensure the safest service possible include:

- > **300/29/1 Campaign to Eliminate Unsafe Acts** - The core idea is that a major focus on eliminating the seemingly minor unsafe acts will dramatically defer or avoid minor accidents that could lead to a major accident.
- > **DRIVE Safety Teams** - DRIVE is an acronym for an initiative that is a component of Veolia's overall suite of activities focused on improving our safety culture. The objective of DRIVE is to engage all of our employees in actively and relentlessly reducing unsafe practices and behaviors at their locations and to improve what we refer to as the "Safety Culture Index."
- > **Monthly Safety Meetings** - Mandatory for all operations employees, with key messages and tight agendas
- > **Effective DriveCam management** – Veolia has budgeted for a DriveCam Administrator whose job it will be to review all DriveCam clips to determine which occurrences represent coachable unsafe acts. These clips will be referred to the involved Operator's Safety and Training Manager for review and follow-up. Operators who commit minor unsafe acts will be coached; Operators who commit multiple unsafe acts (such as unnecessary rapid braking) or more significant unsafe acts (such as rolling through a stop sign) will be subject to retraining. Employees who commit serious safety infractions will be retrained and/or counseled, and depending on severity, may be subject to discipline up to and including termination. In addition to employee coaching, the DriveCam Administrator and Safety and Training Managers will analyze clips to determine any recurrent patterns of unsafe acts, which will form the basis for presentations during safety meetings and/or annual refresher training campaigns.
- > **Celebration of Safety Achievements** – The Safety Café is a corporate-designed program that works in conjunction with our local preventable accident free record. Each time any Veolia location goes 90 or more days without a preventable accident, regional and corporate managerial staff will visit that location to cook a meal for all the employees.

Ardwick Ardmore, Hyattsville MD		
Budget and Expenses		
SOFT COSTS	Line Item Budget	Total
Architectural and Engineering Services		
Geotech Investigation - soil cores and asphalt design guidelines		
Testing/Observation During Construction		
ALTA/Topo Survey with contours		
Project Management		
Reimbursable (copies, correspondence, misc items)		
Legal		
Subtotal		
CONSTRUCTION		
Wash Bay - build new one on outside of existing facility		
Wash Bay Equipment (Ross and White with Dryers)		
CMU (concrete block) wall for isolating wash		
Trench drain and concrete rework		
Sand Oil and Sewer Line (distance is assumed)		
Power and Lighting		
GC & OFP		
Subtotal		
Maintenance and Indoor Parking		
Interior Heaters and Fans		
New Drains		
Lighting		
CO2 Sensors and Air Evacuation		
Assumes lighting is in working order		
Power for Lifts and Equipment (includes panel and circuits)		
Maintenance Breakroom		
Maintenance Bathrooms		
GC & OFP		
Subtotal		
Office and Administration		
Office And Dispatch		
GC & OFP		
Subtotal		
Fuel Station		
Explosion Proof Lighting and power		
Tanks and Electronic Monitoring		
Concrete pads		
GC & OFP		
Subtotal		
Exterior Improvements		
Fencing		
Lighting		
Exterior Lot Improvements		
Subtotal		
Subtotal Construction		
DIRECT COSTS		
Municipal and Plan Review Fee		
Subtotal		
TOTAL PROJECT COST		
CONTINGENCY 7%		
TOTAL PROJECT COST		

Cabin Branch, Marlboro MD	
Budget and Expenses	
SOFT COSTS	Line Item Budget: Total
Architectural and Engineering Services	
Geotech Investigation - soil cores and asphalt design guidelines	
Testing/Observation During Construction	
ALTA/Topo Survey with contours	
Project Management	
Reimbursable (copies, correspondence, misc items)	
Legal	
Subtotal	
CONSTRUCTION	
Wash Bay	
Wash Bay Equipment (Ross and White with Dryers)	
CMU (concrete block) wall for Isolating wash	
Trench drain and concrete rework	
Sand Oil and Sewer Line (distance is assumed)	
Power and Lighting	
GC & OFF	
Subtotal	
Maintenance and Indoor Parking	
Interior Heaters and Fans	
New Drains	
Lighting	
CO2 Sensors and Air evacuation	
Assumes lighting is in working order	
Power for Lifts and Equipment (Includes panel and circuits)	
Maintenance Breakroom	
Maintenance Bathrooms	
GC & OFF	
Subtotal	
Office and Administration	
Office and Administration	
GC & OFF	
Subtotal	
Fuel Station	
Explosion Proof Lighting and Power	
Concrete Pad for New Tank	
New 10k Tank and Electronic Monitoring	
Recertification & Upgrades of Existing Tanks	
GC & OFF	
Subtotal	
Exterior Improvements	
Fencing	
Vacant Lot Work	
IF VEOLIA INSTALLS LOT IMPROVEMENTS	
Exterior Lot Improvements	
Subtotal	
Subtotal Construction	
DIRECT COSTS	
Municipal and Plan Review Fee	
Subtotal	
TOTAL PROJECT COST	
CONTINGENCY 7%	
TOTAL PROJECT COST	

Facility Transition Plan

Veolia has located five facilities capable of servicing all six tiers of service as proposed by WMATA. We understand that the scope of service will be based on the final selection of contractors and that, in the end, WMATA will want a distribution of facilities that strategically locates resources throughout the MetroAccess region. For purposes of the proposal, we have identified facilities throughout the region to offer WMATA the greatest flexibility possible. For each identified facility we have already negotiated the business terms of a lease and developed a leasehold improvement plan. Veolia has letters of intent for each facility but remain flexible as to the final set of facilities to be secured through a lease. Our goal is to begin operating from the facility a minimum of 30 days in advance of start-up.

Once awarded a final scope of services, Veolia will take the following steps as part of the start-up.

- > **Execute a final lease agreement** – Veolia will finalize its lease agreements to be co-terminus with the full term (including the option) of the MetroAccess contract and to be assignable to WMATA. It is our goal to take possession of each location upon award in order to immediately begin developing the location.
- > **Finalize leasehold improvements**. A set of leasehold improvements have been identified for each site. These plans will be developed on the final sites in order to obtain building and occupancy permits as required by the sites. We have hired PJ Danehy and Associates to oversee the implementation of the improvement plan.

A detailing of the work to be performed by facility is contained in the following tables:

We also recognize we cannot disrupt their responsibilities to fully complete their assignments with their current employer. *It is Veolia's policy not to hire any incumbent employee who does not complete their responsibilities with MV or other MetroAccess providers.* We do not want service to deteriorate through the transition if some employees are tempted to take unscheduled leaves of absence.

Veolia will schedule classroom sessions for incumbent employees designed to accomplish several objectives:

- Complete all paperwork including applicant and I-9 information, health benefit enrollment, license validation, drug screening and any other content required to complete a full employment record.
- An overview of their new employer including our Code of Conduct, Rules and Policies, and Managing Within the Law seminars.
- A detailed review of our safety policies and procedures including railroad crossing safety, accident reporting, and traffic laws.
- Reinforcement of customer service skills including Going for Green customer service and ADA training.
- A review of Operating Rules and Procedures including pre-trip inspections, Check in/out procedures and more. .

Middle Management Training

Middle managers are responsible for the daily management of the operation. Middle Managers include Supervisors, Dispatchers, Maintenance Foreman and Instructors. Training for this group of managers will be conducted prior to service start. Training will focus on operating procedures, use of technology in support of their duties, job responsibilities and specialized training as required in the RFP.

Uniforms and Equipment

Taking care of the details is an important part of a transition's success. One of those details is making sure uniforms are fitted and delivered on time. Veolia will present our proposed uniform for WMATA approval including identifying shoulder patch and name tag. Veolia will make every effort to utilize a certified small and local business uniform supplier to outfit our employees with new uniforms. This is a monumental task which we will begin as soon as an employee accepts our offer of employment. We will measure prior to training, use training sessions to catch any employees who have slipped through the cracks and offer other times as may be needed. Uniforms will be distributed prior to service start. We will have on hand extra uniforms to distribute as may be needed in case sizing is wrong or deliveries are delayed.

Screening

Once a potential employee has applied with Veolia we can start the screening process. Veolia will comply with all screening requirements of both WMATA and Veolia company policy. All employees, whether in a safety sensitive position or not, are required to meet the qualifications required of those employees in a safety sensitive position. The steps of the screening process include:

- Completed application conducted in-person in the presence of a Veolia employee.
- In-person interview to review the application, verification of education level and ability to speak and write English, the expectations of the position, compensation policies and answer any questions that may arise. The interview becomes our first chance to understand the applicant and whether they appear to be a good fit for the position for which they apply.
- Background employee work history check
- Employee criminal record check on a local, County, State and Federal level for all safety sensitive positions. (We understand that WMATA also performs criminal background checks. However, given the volume of checks to be conducted over a very short time, we are assuming the responsibility for initial checks prior to contract start-up. At WMATA's request, we will remove this step and allow applicants to proceed through the process before submitting them for a background check to WMATA.)
- MVR record check from the licensing entity.
- Verification of continuous possession of certifications including CDL and technician certifications

Once an employee meets the minimum criteria for each of the checks and is considered a good hiring choice, a tentative offer of employment is made and the applicant is sent for a drug screen and DOT physical. Veolia follows the drug screening procedures as approved by FTA and WMATA.

Operator Training

CDRL SD-7 fully defines the program all new Veolia employees will receive. Two training efforts exist, one for new hires and one for incumbent employees transferring to Veolia. New hire employees will follow the full training program outlined in the training section of this proposal. Incumbent employees will receive recertification training on key aspects of the operation. A transition however is a unique period in which we must define for incumbent employees the expectations and responsibilities of being a Veolia employee. Before starting this effort, Veolia training staff will want to meet with WMATA personnel to better understand for ourselves the expectations of WMATA and identify particular training needs based on weaknesses observed by the WMATA staff. Training is an investment in people and we want to make sure we get the most from that investment and not squander an opportunity.

We also recognize with multiple providers we will be in competition to attract the best employees. This recruitment effort starts at these meetings where we will offer refreshments, provide videos and literature on Veolia, have representatives of our local management team and answer questions prospective employees may have about Veolia and our proposal. More importantly, we will bring Operators and Technicians from our other Veolia locations to participate in the sessions. These employees, all of whom have experienced a transition in the recent past, will provide a one on one exchange between employees who were in the same position of transitioning employees. The honest discussion, asking the hard questions, helps reduce employee anxiety over the changes to come and reassures employees that change can be good.

Tracking

As any Human Resource Manager will tell you, the onboarding of employees sounds much easier than it is. The process requires not only the completion of an application but also supplemental forms, payroll information, verification documentation, training documentation, uniform distribution, contact information and much more. Completing all the required tasks for one person is a lot. Multiplying it times 450 employees becomes a logistical challenge. Veolia uses TALEO, a talent management and recruiting tool, to track each applicant's progress through the process. TALEO tracks each individual applicant, stores their critical application information, and monitors their progress through the process. This tool ensures we can verify the completion of critical steps in the onboarding process. This includes drug screens, physicals, reference checks, license verification and background checks. The system also produces automatically our EEOC reports.

New Recruits

It is Veolia's expectation and desire to fill a majority of open hourly and middle manager positions with incumbent employees. There will be a need, however, to recruit new employees as well. We do not know what the attrition rate for MV will be. We will establish recruitment offices either at our permanent facilities or, if not yet ready to be occupied, in a nearby temporary office. These offices will intake applications and answer questions that arise in a prompt and accurate manner. From this effort we will be able to determine our potential hiring needs and estimate the size of the recruitment effort that will be required.

Our recruitment effort will involve holding job fairs throughout the DC area and within the vicinity of our proposed facilities. We will advertise the events in the Washington Post and the numerous local community and minority newspapers that exist in the area. We will also advertise through local cable networks.

Applicant In-taking

The relationship between an employer and their employee begins at their first interaction. First impressions count so it is important the applicant in-take process be professional in both the people who conduct it and the space in which they operate. Applications will be done in-person. Recognizing our need to attract quality applicants, we will conduct the in-take process during all hours from 7 a.m. until 9 p.m. in order to accommodate working employees.

Critical Path

The critical path is the combination of transition activities that ensures the critical success factors are achieved in a timely manner. In order to be ready for a July 1 transition, a lot has to happen. Our experience transitioning systems like Nassau County, NY and New Orleans has taught us valuable lessons about not only *what* needs to happen but also the nuances of *how* it needs to happen. We must not only be good logistical thinkers but also good listeners to fully appreciate the concerns and anxieties of your staff, the incumbent employees, the customers and local community leaders. The critical path issues include:

- > **Operations and Maintenance employee onboarding** which includes screening, hiring, training and uniforms.
- > **Facility start-up** including the finalizing of leases and the build-out of leasehold improvements where necessary to bring on-line functional facilities supporting operations and maintenance.
- > **Union negotiations** to finalize not only the compensation package of our employees but also the rules under which they will work to achieve the MetroAccess quality standards.
- > **Management team** placement and the establishment of clear lines of authority and reporting.
- > **Fleet inspection** and transition to protect WMATA's assets and establish a baseline standard for acceptable vehicle condition.
- > **Asset and inventory purchase** in preparation of supporting the needs of the fleet and operations.
- > **Safety Plan** to establish a strong safety culture within our operation supported by processes and procedures.
- > **OCC – Contractor Interaction Plan** defining the rules of engagement between these two critical functions.

Operations and Maintenance Employee Onboarding Employee Relationship Building

An operation is only as good as the people you bring on board. The success or failure of a transition is dependent on having enough well trained employees, ready for deployment with a positive attitude. For WMATA, our first activity will be to set up several *Meet Veolia* "meet and greet" sessions at hotel meeting spaces throughout the service area. The exact locations will be determined after negotiations so we understand which parts of the current service operators will be reduced. Our meeting sessions will be close to these vacating facilities. The purpose of these sessions will be to put a face and a name to Veolia.

The table below indicates Veolia’s staffing and training details by tier:

	Tier 1	Tier 2	Tier 3	Tier 4	Tier 5
<i>Drivers Required</i>	187	363	550	770	1,100
Incumbant					
% Transferring from MV	50%	50%	60%	70%	80%
# transferring from MV	94	182	330	539	880
Students/Class	25	25	25	25	25
Classes Required	4	8	14	22	36
Classroom Hours/Class	12	12	12	12	12
Classroom Hours	48	96	168	264	432
% of Make-Up Hours	20%	20%	20%	20%	20%
Make-Up Hours	10	20	34	53	87
Total Classroom Hours	58	116	202	317	519
Classroom Trainers*	1	1	1	2	4
BTW hours/transferring driver	2	2	2	2	2
Total BTW hours/transferring drivers	188	364	660	1078	1760
BTW Trainers*	2	2	4	7	11
*Assumes 1 month for completion					

New Hires	93	181	220	231	220
Trainees (75% graduation rate)	125	241	293	308	293
Trainees/Class	25	25	25	25	25
Classes Required	5	10	12	13	12
Classroom Hours/Class	60	60	60	60	60
Classroom Hours	300	600	720	780	720
% Make-Up Hours	20%	20%	20%	20%	20%
Make-Up Hours	60	120	144	156	144
Total Classroom Hours	360	720	864	936	864
Classroom Trainers**	1	2	3	3	3
Skills Training Class Size	3	3	3	3	3
Skills Training Classes Required	42	81	98	103	98
Hours/Skills Training Class	20	20	20	20	20
Skills Training Hours	840	1620	1960	2060	1960
Skills Trainers Required**	3	5	6	7	6
Revenue Training Class Size	1	1	1	1	1
Revenue Training Classes Required	125	241	293	308	293
Revenue Training Hours/Class	40	40	40	40	40
Revenue Training Hours Required	5000	9640	11720	12320	11720
Revenue Trainers Required**	16	30	37	39	37
**Assumes completion in 2 months					

Total Staffing Requirement					
Classroom Trainers	2	3	4	5	7
BTW Skills Trainers	3	5	6	7	6
Revenue Trainers	18	32	41	46	48
Total Trainers	23	40	51	58	61

This RFP represents a continued evolution of the MetroAccess program. The service took a major leap from the pure brokerage model to a primarily single contractor model. The pendulum swing from one model to another now finds itself swinging to the center, further refining the delivery system to increase accountability, higher levels of quality assurance and the infusion of greater resources provided through multiple providers.

The main objectives to be achieved through the transition are as follows:

- > Onboarding our proposed management team to the MetroAccess project.
- > Establishing viable operating facilities from which to operate service.
- > Negotiating and executing subcontracts with key subcontractors so that all parties can be on board and fully operational prior to start-up.
- > Negotiating collective bargaining agreement(s)
- > Hiring and training all incumbent employees who wish to apply and transfer to Veolia.
- > Recruiting, hiring, onboarding and training any additional employees needed to operate MetroAccess service.
- > Working with WMATA and MV to conduct vehicle turnover inspections and at WMATA's request, take whatever steps are necessary to bring the fleet to WMATA's operating standards.
- > Finalizing and submitting, for WMATA review and approval, all required policies, procedures and plans.
- > Implementing all value-add technologies included in our base proposal, including VDS, Veolia Vision, RTA and IntelliRide.
- > Begin providing service on July 1, 2013

Since this contract is a negotiated procurement, there are many details that will be finalized as part of the negotiating process. Key among these is the size and shape of the service to be awarded. Veolia has developed five separate levels of service requiring varying levels of facility and staffing resources. For purposes of discussion, however, we have chosen Tier 3 as a reference point recognizing that the final award could be different. Later in this section we outline the difference in resource requirements by tier to demonstrate our understanding of the varying levels of service. A detailed final plan will be provided upon learning the size and nature of the award resulting from negotiations.

CDRL SD-22 – Start-Up/Transition Plans

Veolia's transition plan is designed to identify the tasks that must be accomplished in order to meet our commitment to transition MetroAccess service by July 1, 2013. For purposes of planning, we are assuming the award will provide for a minimum 90-day transition window from the point of contract execution or Notice to Proceed. Key milestones for the project are as follows:

Contract Award	March 31, 2013
Incumbent Employee Meeting	April 1-4, 2013
Facility Phase 1 complete	April 5, 2013
Complete initial fleet inspection	April 26, 2013
Complete incumbent employee screening	May 3, 2013
Offer letters complete	May 10, 2013
Occupy facilities	June 1, 2013
Collective Bargaining Agreement negotiated	June 15, 2013
IT systems installed	June 15, 2013
Training complete	June 21, 2013
Run Assignment Pick completed	June 28, 2013
Uniforms distributed	June 28, 2013
Turnover Inspection completed	June 30, 2013
Transition completed	July 1, 2013

Transition Objectives

The success of a transition is best measured by those impacted by the change. Ultimately it is the riding customer that objectively judges the success of a transition. The before and after comparisons are inevitable and receiving comments from riders such as from those in Nassau County, New York is a gratifying reward for the hard work that culminates an extensive transition effort.

“Some riders said they already had noticed an improvement since Veolia took over.

██████████ 41, of Freeport, thought ‘the bus drivers are much nicer’ than when the system was operated by the MTA.

And ██████████ of Roosevelt, who waited at Mineola for the N40/41, said buses appeared to be more punctual and orderly than in months.” January 4, 2012 by

██████████ Newsday

A third monitor can be dedicated to monitoring route pull outs and return to garage. Timely pull outs are critical to maintaining on time performance. This monitor allows the Dispatcher to easily track which routes are approaching pull out time and ensure they are covered.

Veolia Vision Use Help

Feb-18-2008 **07:34:55** **Veolia Vision Pull Out/In Display** Incidents **194**

Save Settings

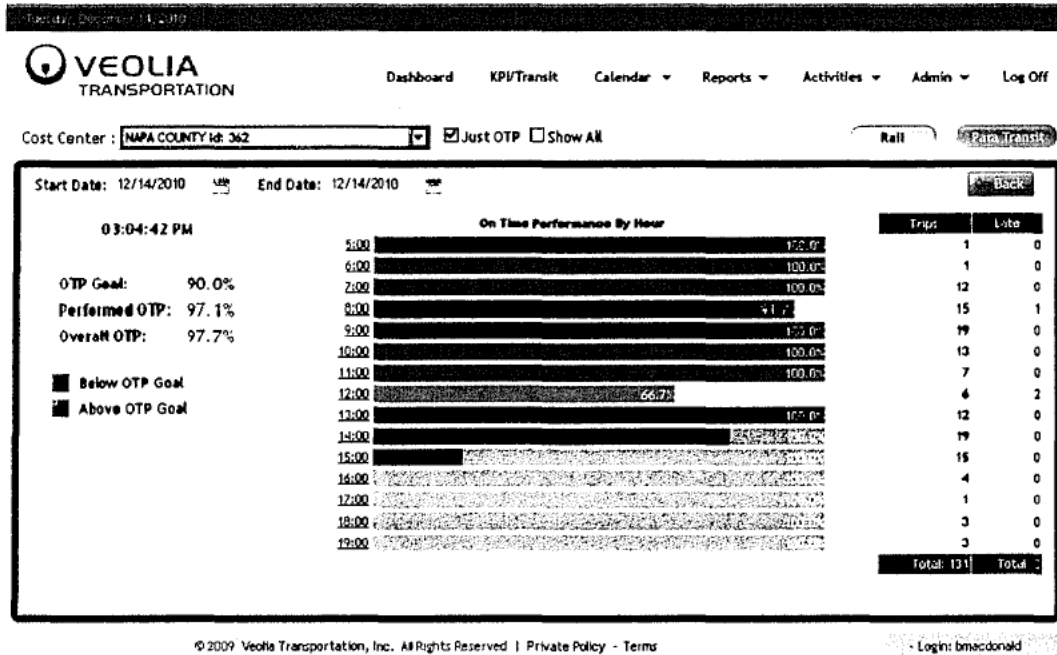
Error	MinL...	Route	Type	STime	ETime	ATI...	Name	City	Spac...	Vio	Time Left
⊗ Pull Out	0	66530	POut	07:35	07:35			IRVINE			0
⊗ Pull Out	0	67330	POut	06:36	07:38			IRVINE			4
⊗ Pull Out	0	24320	POut	06:45	07:39			IRVINE			4
⊗ Pull Out	0	53920	POut	06:30	07:41			IRVINE			7
⊗ Pull Out	0	68430	POut	07:54	07:54			IRVINE			19
⊗ Pull Out	0	24720	POut	06:45	07:56			IRVINE			21
⊗ Pull Out	0	68330	POut	08:16	08:16			IRVINE			41
⊗ Pull In	0	27800	Pin	09:45	08:56			IRVINE			81
⊗ Pull Out	0	65430	POut	08:51	09:06			IRVINE			92
⊗ Pull In	0	27700	Pin	09:45	09:09			IRVINE			94
⊗ Pull In	0	46500	Pin	10:00	09:20			IRVINE			105
⊗ Pull Out	0	693FR	POut	05:45	09:26			IRVINE			111
⊗ Pull In	0	30360	Pin	12:15	09:28			IRVINE			113
⊗ Pull In	0	26600	Pin	10:00	09:32			IRVINE			117
⊗ Pull Out	0	68730	POut	08:34	09:41			IRVINE			126
⊗ Pull In	0	26400	Pin	09:45	09:43			IRVINE			129
⊗ Pull In	0	36300	Pin	10:00	09:44			IRVINE			129
⊗ Pull In	0	68130	Pin	11:45	09:46			IRVINE			131
⊗ Pull In	0	50260	Pin	13:00	09:47			IRVINE			132
⊗ Pull In	0	36400	Pin	10:00	09:52			IRVINE			138
⊗ Pull In	0	36600	Pin	10:00	09:55			IRVINE			141
⊗ Pull In	0	67130	Pin	12:45	09:57			IRVINE			142

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Additional monitors can be configured to show configured alert trips, late appointments, etc.

Veolia will also install Veolia Vision at our facility(ies) so that we can monitor the status of our own pull-out's and so that we can assist the OCC Dispatchers in monitoring for late runs and trips that may need to be managed in order to preserve on-time performance later in the day.

The on time performance screens can be displayed on wall mounted monitors in the dispatch center and made available via a browser for monitoring by off-site personnel. The monitor allows the user to "drill down" into specific hour time periods to see individual late trips in need of attention. The system designed to use Trapeze's predictive calculations for future trips to allow dispatchers to monitor late runs as they occur and reschedule trips in future time periods to resolve problems before they actually impact service.



In addition to the on time performance by hour display, a monitor can be dedicated to just displaying late trips. The late trip displays shows all late pickups and appointments allowing the Dispatcher to quickly respond to service issues.

Veolia Vision Late Trip Display

07:33:06

Error	MinL	Route	Type	STime	ETime	ATI	Client Name	City	Spac	Vio	Time Left
PU Late	6	51060	PU	07:36	07:42	KI		BUENA PARK	WH1	Ser	3
PU Late	7	50760	PU	07:37	07:45	PI		COSTA MESA	WH1		4
PU Late	11	35130	PU	07:37	07:48	VI		BUENA PARK	WH1	Ser	4
Unsch	0		PU	07:37		AJ		MISSION VIEJO	AM1		4
PU Late	5	51760	PU	07:38	07:43	CI		ORANGE	AM1	Ser	5
PU Late	6	51060	PU	07:39	07:46	LI		BUENA PARK	WH1	Ser	6
PU Late	6	40480	PU	07:40	07:47	TK		MISSION VIEJO	WH1		7
PU Late	6	51060	PU	07:42	07:49	VJ		BUENA PARK	WH1	Ser	10
PU Late	8	55830	PU	07:43	07:52	MI		GARDEN GR.	WH1	CAP	11
PU Late	11	65330	PU	07:45	07:56	JA		COSTA MESA	WH1	Ser	12
Appoint	9	53020	DO	07:46	07:54	JA		CYPRESS	AM1	RL9,SL9	12
PU Late	6	41560	PU	07:45	07:52	CI		LAGUNA NIG...	AM1	Ser	12
PU Late	6	51060	PU	07:46	07:53	HI		BUENA PARK	WH1		13
PU Late	19	30860	PU	07:50	08:09	KE		COSTA MESA	AM1		17
Appoint	5	20820	DO	07:50	07:56	GI		ANAHEIM	AM1	RL5,SL5	17
Appoint	5	20820	DO	07:50	07:55	RI		ANAHEIM	AM1	RL5,SL5	17
Appoint	13	50860	DO	07:50	08:03	VI		SANTA ANA	AM1	RL13,SL	17
PU Late	7	30660	PU	07:50	07:58	SV		FULLERTON	AM1		17
PU Late	5	51060	PU	07:51	07:58	BI		BUENA PARK	WH1		18
Appoint	11	40660	DO	07:50	08:03	NI		LAGUNA NIG...	AM1	RL11,SL	18
PU Late	11	35130	PU	07:52	08:03	BA		BUENA PARK	AM1		19
PU Late	5	67030	PU	07:52	07:57	FI		SANTA ANA	AM1	Ser	19

Information Exchange

Veolia believes that there are a myriad of channels through which we can and should exchange information with the OCC. These range from informal emails and conversations between Veolia staff and OCC Dispatchers, to structured multi-provider meetings where providers and the OCC can come together to discuss the program and ideas for making service run more smoothly and/or where WMATA and/or the QA Contractor can provide data on each provider's performance and/or work with the group to resolve problems.

The following is a summary of the specific channels we would recommend for MetroAccess:

- On at least a monthly basis, WMATA and/or the QA Contractor should host a meeting to include representatives of the OCC and all providers so that the group can discuss system performance and resolve problems. During these meetings, providers should be invited to make recommendations regarding scheduling of service, system parameters, etc.
- Each provider should have a weekly meeting with appropriate staff from the OCC where they can individually resolve routine operational challenges. These would be informal meetings geared toward very specific operational issues and concerns.
- Veolia and the OCC should consider a staff exchange program where OCC Dispatchers and Veolia Window Dispatchers, Supervisors and Drivers trade jobs for a few days or a week in order to gain a better appreciation for the bigger picture of how MetroAccess service gets delivered.
- The OCC should establish specific channels to accept emailed or faxed feedback from Operators and other staff regarding specific scheduling issues, tight running times, wrong addresses, etc.
- Veolia and the OCC should strive to keep each other informed as to the status of service in real time, e.g. when service is running late or anticipated to run late, when an Operator fails to make a timely pull-out, etc.

Technology that Promotes Cooperation and Improved Service Quality

Throughout this proposal, we have provided information on Veolia's IntelliRide™ technology for monitoring and managing the service provided by our taxi subcontractors. Because IntelliRide provides real-time access to the status of every trip assigned to taxi, including whether the trip has picked up, where the vehicle is before, during and after the trip, when a trip is completed, etc., we are able to assist the OCC in better managing those trips which are assigned to our taxi subcontractors.

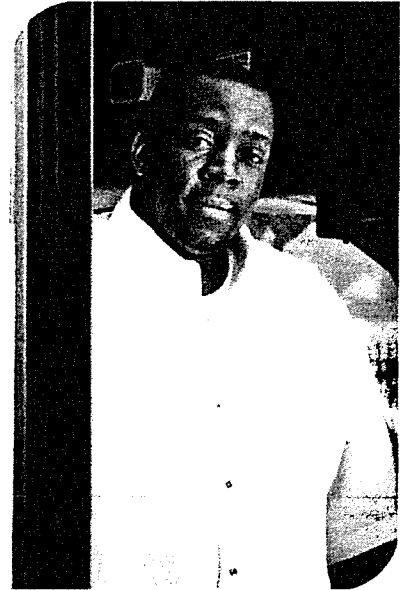
In addition to IntelliRide, we are proposing to provide our Veolia Vision™ software to the Operations Control Center and to install it at our facility(ies) as well. Veolia Vision is a customized application that is fully integrated with Trapeze. The application has enhanced effectiveness when used in conjunction with MDTs/AVL.

CDRL SD-21 – MACS-OCC Interface Plans

Because we operate as the paratransit broker in places like Pittsburgh, San Francisco and Oakland, and because we operate as a service provider in a brokered system in Seattle, we understand the critical importance of all service providers and the Operations Control Center working together. Therefore, Veolia will cooperate fully with the MetroAccess Operations Control Center.

We understand that the Operations Control Center is responsible for accepting all trip requests, scheduling all service, assignment of all trips to service delivery providers, the dispatching of all service delivery provider Operators once they enter revenue service, the reassignment of trips in the event that doing so proves necessary and for making critical decisions during weather or other unanticipated emergency circumstances.

Given these understandings, we will assign primary responsibility for coordination with the MetroAccess OCC to our Operations Managers. Our Operations Managers oversee all on-street supervision, our Window Dispatchers and all Operators, so they are key to every operational decision we make, every policy we implement, every procedure we follow, so they are the best people to bring a broad open-minded perspective to our daily working relationship with the OCC.



The RFP asked Proposers to describe approaches for providing feedback to the OCC that will help to improve the overall safety, quality and reliability of service. From our perspective, the key to effective cooperation is open communication among Veolia Operations personnel so that comprehensive feedback is gathered and open communication between Veolia and the OCC so that effective feedback is properly communicated.

In order to ensure that we are obtaining the best possible information to pass on to the OCC, Veolia's Operations Managers and Safety and Training Managers will develop a suggestion box where Operators can leave suggestions about how to make routes more effective. We will also watch completed manifests for notes left by the Operator. Finally, we will invite Operators to speak up during monthly safety meetings. We will also recirculate OCC feedback to our staff so that all are aware of the OCC's decisions or findings regarding comments we have passed to them.

A Commitment to Transparency

As the operator of your service, we believe we have a responsibility of transparency. To this end, we will provide you and the QA Contractor the option of having access to view Veolia KPI data and reports. We will also provide you with access to data and reports from DriveCam, LISTEN and any other significant database or reporting tool we establish for this project.

At WMATA's option, Veolia will use IPSOS Marketing to conduct phone and email-generated surveys which IPSOS Loyalty will evaluate. In order to ensure that the survey data is representative of our service, IPSOS will take the following steps:

- Conduct a minimum of 800 surveys per year with the goal of obtaining at least 600 completed and valid surveys.
- Riders will be surveyed from all parts of the MetroAccess service area and in accordance with the distribution of riders throughout the service area.
- The survey format will be standardized for all participants.
- Completed surveys will be provided to IPSOS who will be responsible for entering and tabulating results and for conducting all data analysis.
- IPSOS will provide the results to Veolia and WMATA directly.

A Commitment to Continuous Improvement

The force that converts a Quality Assurance Program from a measurement tool into a valuable tool is the commitment to use the data from the QA Plan to drive continuous improvement.

Veolia is an organization that cares about quality. Given this fact and the reality that retaining our business depends on our ability to maintain and improve operational, maintenance and safety performance, Veolia is committed to continuous improvement. Here are the steps we will take to implement a cycle of continuous improvement at Metro Access.

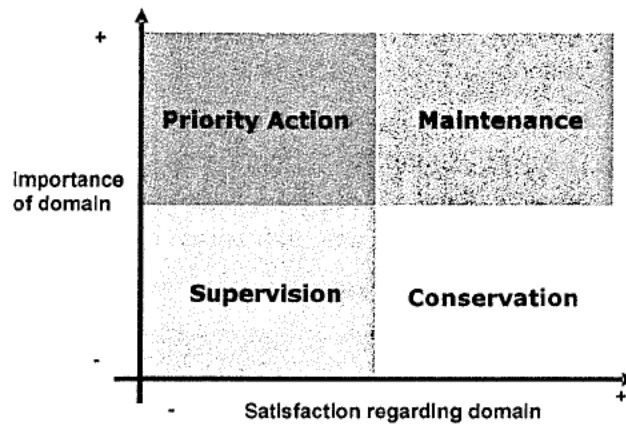
- Every employee is evaluated annually, and a portion of each employee's annual evaluation is performance against the prior year's goals. In addition, each employee is required to set new goals for the coming year, and these goals form the basis for next year's evaluation. This approach of evaluating based on goal-setting and achievement against goals raises the bar for each employee each year.
- Veolia will establish simple methods for reporting overall performance on key performance indicators to all of our employees—and including those on the front line. Examples of metrics we will report routinely include:
 - System safety, including our Safety Culture Index and the number of days since our last accident and workplace injury
 - On-time performance
 - Customer satisfaction
- We will celebrate success. Most of Veolia's programs, including DRIVE and our employee safety, attendance and customer satisfaction programs include rewards and recognition for success.

Priority Action – Those satisfaction domains that passengers think are very important to them, but that we are not doing well in.

Supervision – Those satisfaction domains that passengers think we are not doing very well in, but are not particularly important to them.

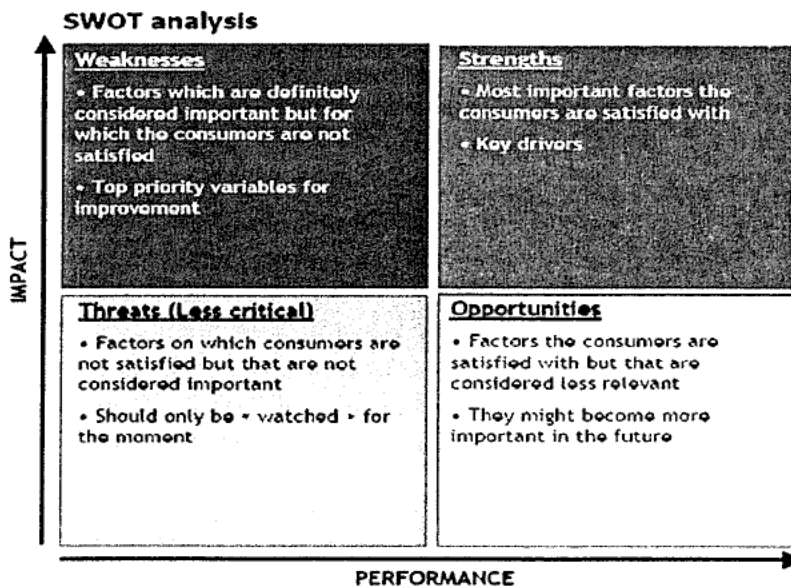
Maintenance – Those satisfaction domains that are important to passengers and they feel that we are doing a good job with – we want to maintain this.

Conservation – Those satisfaction domains that are not particularly important to passengers, but that they feel we are doing a good job with. It is not necessary to add initiatives surrounding these domains, but to simply conserve our efforts. We know that we can move emphasis from these items to focus more on the priority actions.



SWOT Analysis

This sophisticated regression matrix then allows us to prioritize our efforts in a SWOT Analysis (Strengths, Weaknesses, Opportunities, and Threats).



Veolia's Mystery Riders will observe and report on the following aspects of service delivery:

- > Timeliness of service
- > Operator courtesy
- > Fare policy enforcement
- > Quality and safety of driving
- > Condition and cleanliness of the vehicle
- > Compliance with ADA requirements (including lift deployment as requested)

Once Mystery Rider reports are completed, data from the forms will be entered into a database which will tabulate results and provide customized reports to Veolia on a next-day basis. These reports will allow Veolia to review findings by day, by route, by location, by type of performance (e.g. safety, customer service, vehicle condition, ADA compliance, etc.), thereby allowing Veolia to assess current service, to identify areas of concern, to enhance training and to implement other campaigns, and to assess the effectiveness of any campaigns or corrective actions taken.

The Mystery Rider Checklist will be customized based on input from Veolia, WMATA and the QA Contractor, prior to start-up.

Annual Customer Satisfaction Surveys

Veolia has partnered with a global leader in satisfaction surveys, IPSOS Loyalty, to:

- > Develop a custom survey for Veolia that measures the 20 domains or levers of passenger satisfaction. (The 20 domains of satisfaction were identified through meticulous research, interviews and focus groups of global Veolia management, transportation authorities and passengers from around the world.)
- > Develop a thorough sampling and methodology plan to ensure that results were comparable for benchmarking.
- > Develop a sophisticated regression matrix based on statistics that allows us to plot what customers feel are most important to them for their satisfaction and then show how satisfied they are in each of those corresponding domains.
- > This toolkit is being used in several of our operations currently. The result is an analysis that shows us where to concentrate our efforts for our action planning and management strategy.

Here is a summary of the methodology for incorporating LISTEN into our QA approach.

- Working with WMATA, Veolia's Manager of QA and Customer Service will design a library of complaint categories which includes clear definitions for each complaint or comment category.
- Veolia will develop a database (either within WMATA's Trapeze CS or within the Listen program) that includes all complaint categories.
- All Veolia staff will be trained as to which complaint categories are applicable to which types of complaints. The emphasis of this training will be consistent application of the complaint categories.
- Every comment or complaint will be entered into the complaint category database. This database will track complaints by date, by route, by vehicle, by driver, by location, by category and by passenger. The database will also allow a complaint to be categorized in multiple categories.
- Veolia will develop customized reports that allow for a comprehensive analysis of complaints and comments and for trending by day of week, route, location, Operator, vehicle, category and passenger. We will use this data to identify any consistencies that point to trends which should be addressed through specific campaigns or other QA tools, such as the Mystery Rider Program.
- Over time, we will continue to analyze LISTEN data in order to determine the impacts of other QA programs and other special campaigns are having on overall levels of customer comments and complaints. This will allow us to enhance those efforts which are effective and/or to discontinue those which are not.

Mystery Rider Program

At WMATA's option, Veolia will anonymously and covertly monitor service quality utilizing eligible MetroAccess riders whom we will train for this purpose. In collaboration with WMATA and/or the QA Contractor, we will design metrics for the audit checklist that will meet and exceed WMATA's desired objectives for all services included in this contract.

Because secret riders will book their trips on MetroAccess through the OCC, Veolia will not know when or where these individuals ride the system. Veolia's only requirement is that secret riders take at least 10 trips per month and that they document at least half of these trips, using a standardized report form and format.

Service quality monitors or Mystery Riders will be invisible to Operators and other personnel and will be professionally trained to complete a comprehensive checklist. Mystery Riders will be instructed to not stand out, to communicate with the Operator much as other paratransit riders do, and to fill out their forms between rides from quick notes taken while on board and unobserved by Operators and other passengers.

Internal Maintenance QA Program

Veolia's corporate maintenance program includes a heavy emphasis on Quality Assurance. A more detailed explanation of our Maintenance QA Program can be found in our Maintenance Manual. Here is a summary of the key QA components.

Oversight of Maintenance QA Activities

With support and oversight from regional and corporate staff, our Maintenance Managers will be primarily responsible for reviewing the quality of maintenance activities using both statistical and observation methods. The Maintenance Managers will be responsible for reviewing data to identify trends by Technician, vehicle type, shift, parts and other maintenance elements that impact on the reliability of the fleet. They will also make personal observations about how the work is being performed to ensure PMIs are being performed according to procedures and the repairs of identified defects are performed correctly.

Please see CDRL-8 for a complete discussion of Veolia's Maintenance QA activities.

Using DRIVE to Measure, Monitor and Improve Safety Performance

As stated in our response to CDRL SD-10, DRIVE is intended to help us monitor and improve safety. Here is a summary of how we will use DRIVE as a QA tool.

First, our local DRIVE team will create a DRIVE Report Card which will be used to track daily observations of twelve pre-determined safety-related behaviors or indicators. These Report Cards will be designed to gather a "yes" or "no" for whether each behavior was observed, thus creating very simple data which can be entered into the DRIVE database and tracked.

Over time, the Local DRIVE Team will track the performance on the twelve safety behaviors and track those trends against overall accident and incident frequency and severity statistics in order to measure the impact to which behaviors are impacting overall safety.

Finally, as the DRIVE Team launches specific safety-related campaigns, data from the DRIVE Report Cards will continue to be monitored in order to determine the effectiveness of new safety campaigns.

Using LISTEN as a Customer Service Quality Assurance Tool

Veolia's LISTEN program is designed as a comprehensive approach for accepting, researching, resolving and communicating about customer experiences and complaints. Our Manager of QA and Customer Service will also use it as a Quality Assurance tool.

Coordination with WMATA's QA Contractor

We understand that WMATA will be hiring a company to operate as a Quality Assurance management organization for the Metro Access program, and we pledge our support to these efforts. Although we do not know the specifics of how that QA Contractor will operate, we expect that we will need to meet (either in a one-on-one forum or with the QA Contractor, WMATA and potentially other service delivery providers as well) in order to agree on how the QA Contractor will carry out its duties, procedures and expectations for the process, desired data outcomes, procedures for addressing deficiencies, etc.

Once all parties are in agreement on how the system-wide QA process will work, we will do all within our power to support this process, including:

- > Attendance at any and all QA meetings
- > Delivery of all required documentation, data and reports
- > Provision to WMATA and the QA Contractor of at least read access to all Veolia systems used to monitor and manage our performance on this contract
- > Preparation and submission of required reports

Internal Quality Assurance Program

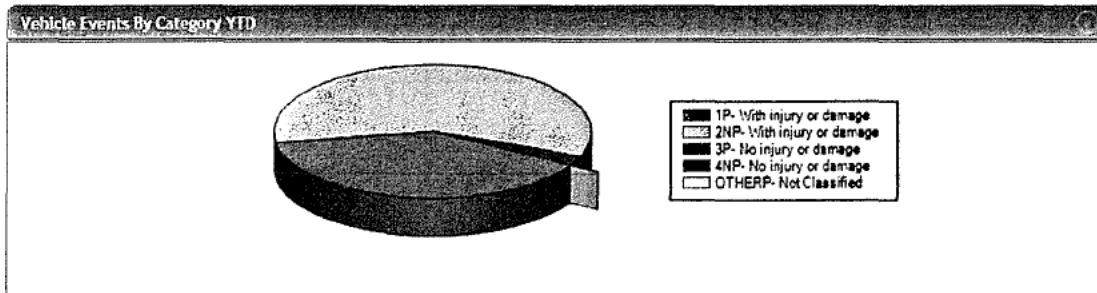
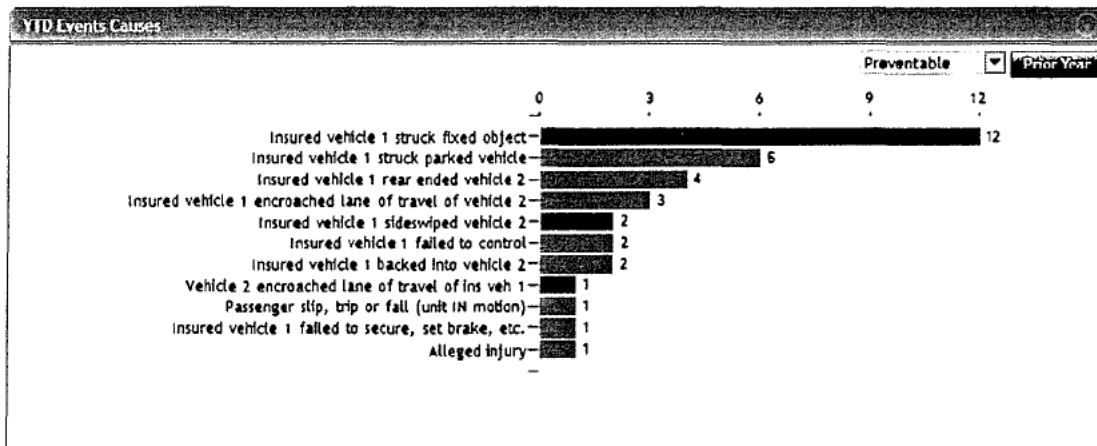
Veolia's Manager of Quality Assurance and Customer Service (with the support of the QA and Customer Service Department and other key staff in the Operations and Maintenance areas) will focus on benchmarking, measuring and reporting Veolia's performance on all aspects of service, including operations, maintenance, dispatch, supervision, training HR and ADA compliance.

Before any QA efforts can begin, performance must be benchmarked. Prior to start-up, Veolia's Manager of QA and Customer Service will develop a monthly KPI report that tracks the data which will be measured and managed throughout the course of the contract. KPI's will be aligned with the performance standards in the Metro Access contract and with overall company safety, operations and maintenance goals. Once the KPI's are determined, the Manager of QA and Customer Service will work with appropriate local and regional Operations, Maintenance, Safety and IT staff to develop the methods for gathering data.

During the first 90 days of operations, the focus of Veolia's QA program will be benchmarking of performance. Once all KPI's are properly benchmarked, the focus will be on monitoring, measuring and managing performance.

Efforts which will be used for managing performance will include:

- > Posting of daily, weekly, quarterly performance at all facilities
- > Use of internal company improvement efforts such as our DRIVE Safety Teams to initiate targeted campaigns to improve performance
- > Celebration of success



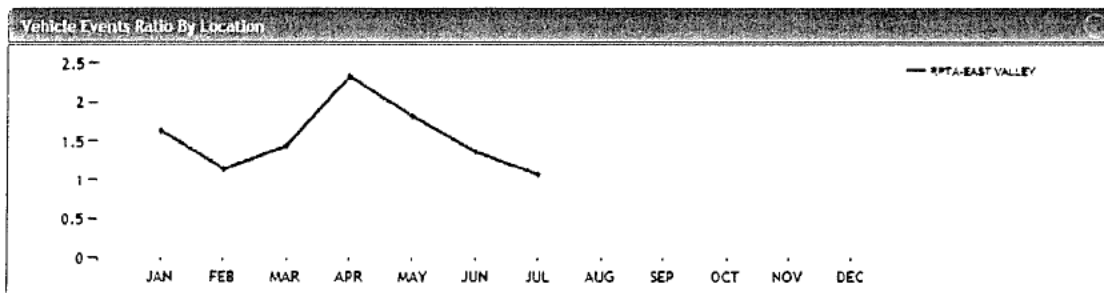
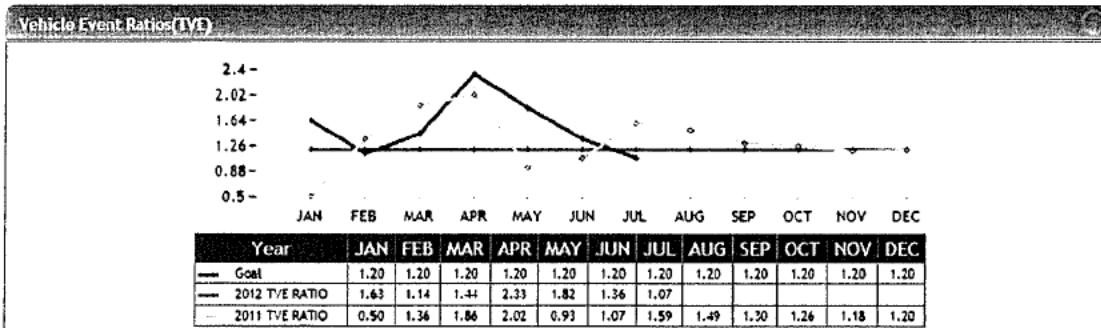
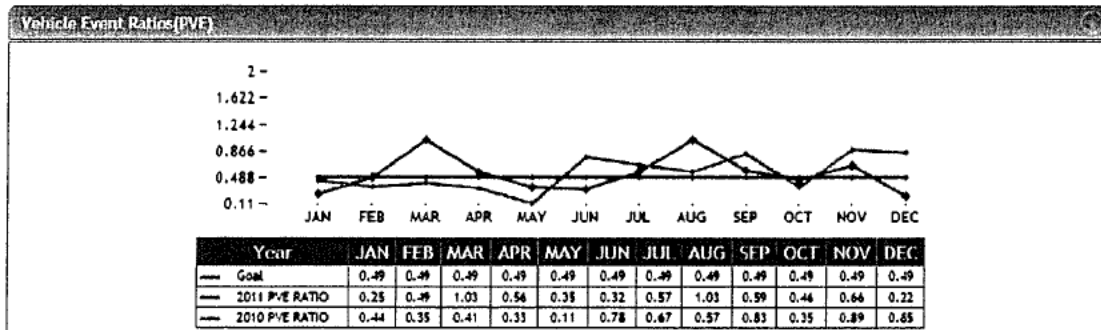
QA Monitoring Activities

At the heart of our Metro Access Quality Assurance Program are a series of programs designed to actively gather data about our operational, maintenance and safety performance and to monitor our performance over time. These programs include the following—each of which is described in greater detail below.

- > Operational and Maintenance Audits conducted by internal staff and WMATA's QA Contractor
- > Internal Maintenance QA Program
- > DRIVE program for measuring, monitoring and improving safety performance
- > Using Listen to measure, monitor and improve customer service
- > AT WMATA's option, a Mystery rider program
- > At WMATA's option, annual customer satisfaction surveys conducted by Ipsos Marketing

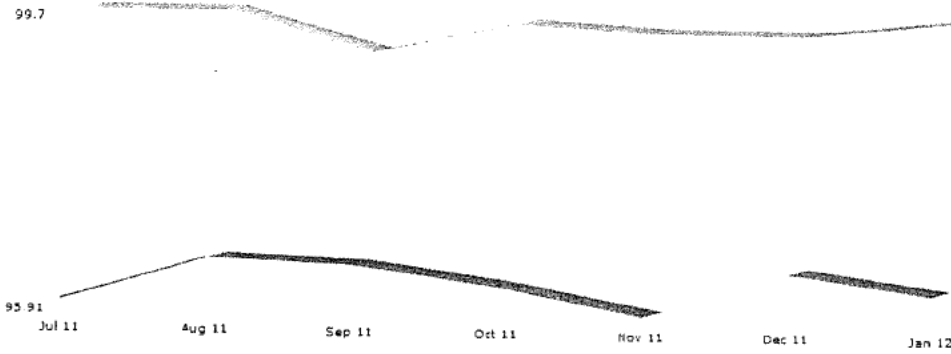
Safety Key Performance Indicators

In addition to closely monitoring efficiency, Veolia also closely watches Safety KPIs to work towards goal compliance and identify trends. In addition to being able to continuously monitor the performance standard of Preventable Accidents per 100,000 miles, the safety dashboard also provides an overview of total vehicle accidents and employee events. Management can also see leading incident causes and a breakdown of preventable versus non-preventable events. Examples of the Safety dashboard are provided below.



Bar

YTD Contract OTP

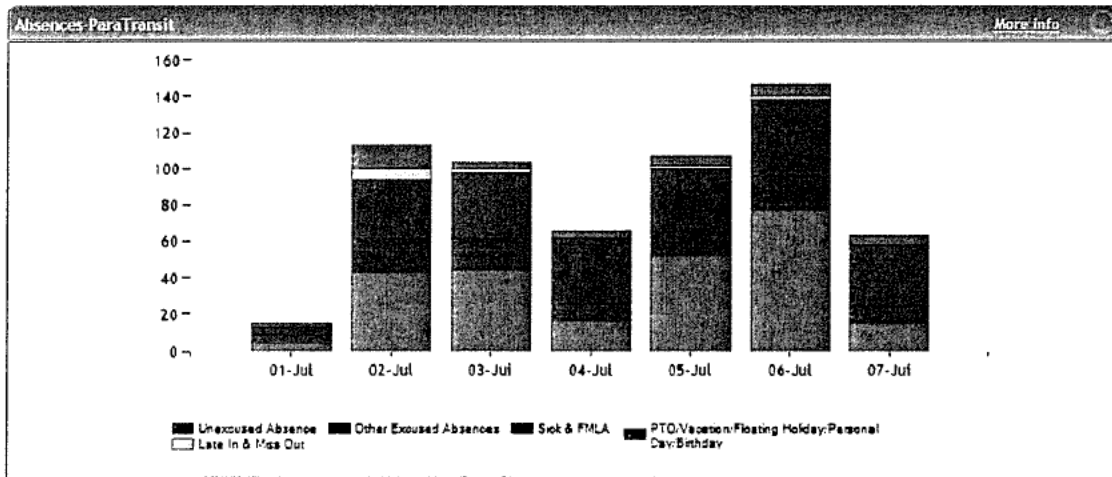
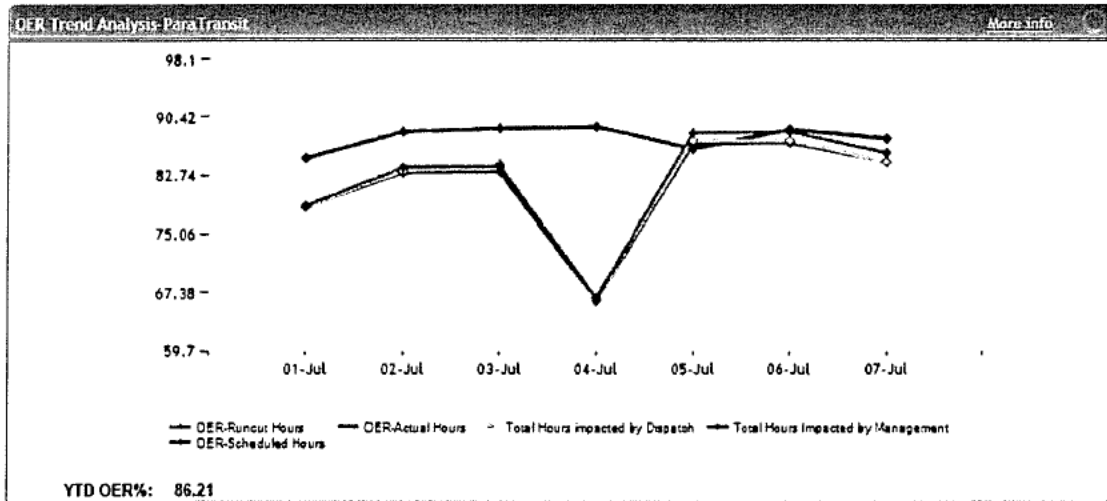


MBCR SPRINTER

	J	A	S	O	N	D	J
MBCR	96.03	96.59	96.52	96.26	95.91	96.49	96.23
SPRINTER	99.70	99.70	99.20	99.60	99.50	99.50	99.70

Our KPI's are based on the contract requirements and our industry experience. For data points that cannot be captured automatically, Veolia will enter statistics related to On-Time Performance and Complaints directly from reports produced by those systems. This will allow corporate and local management to monitor all contract performance standards in one, readily accessible location. The KPI's can be provided for different reporting time frames.

Examples of our KPI Dashboards are presented below:



In addition to supervising our Customer Service and taxi monitoring staff, the Manager of QA and Customer Service will be responsible for carrying out the following duties:

- Attending public meetings and special events to provide direct assistance to passengers and/or to obtain feedback about service.
- Reviewing, researching and responding to customer comments and complaints.
- At WMATA's option, conducting (either directly or through the use of part-time subcontracted employees) on-board secret ride checks.
- At WMATA's option, conducting (either directly or through the use of part-time subcontractors) on-board customer satisfaction surveys.
- Gathering required data from Trapeze and other sources for the preparation of the annual National Transit Database report.
- Reviewing data and reports from other Veolia systems (including KPI Dashboards and SmartDrive) to measure and monitor operational performance and to identify performance trends.
- Preparing data and reports as required.

Availability of Comprehensive Data to Support the QA Process

One of the keys to an effective QA program is the timely availability of comprehensive operational data. Recognizing this fact, Veolia utilizes a number of systems which collect and report data which we can use to measure virtually every aspect of our performance. These data sources include, but are not limited to: WMATA's Trapeze environment, Veolia's RTA Maintenance Management System, our Veolia Dispatch System (VDS) software, WMATA's DriveCam system, our WebRisk safety and certification tool, our Listen Customer Relationship Management system and much more.

Given that the real challenge of effective QA is not access to data but the ability to take a large volume of data from a myriad of data sources and boil it all down into a few key performance indicators that we can use to assess our performance, to identify concerns and to measure progress as we implement corrective actions, Veolia has invested significant corporate resources into the creation of a tool that we believe will offer tremendous value to ourselves as we manage our performance on this contract and to you as you supervise our performance.

Veolia's KPI tool is called KPI Dashboards, and it is part of our Veolia Vision suite of transit technologies. The following is a summary of how KPI Dashboards will be used to measure and monitor our performance on this project.

Veolia has a web-based system (Veolia Dashboard) that helps managers and staff understand how their individual performance contributes to the success of each contract. The system will help Managers and employees to be cognizant of our contract performance and has direct impact on their bonus program. We hold our local team accountable for an efficient and cost-beneficial operation of your "trusted" assets.

CDRL SD-20 – QA Interface Plans

The term “quality assurance” means many things to many people. At Veolia, we take a very broad view of quality assurance. Everything that we or our subcontractors and vendors do—from the hiring of Operators to the cleaning of buses--can be done well, or it can be done poorly. Given this fact, we view quality assurance as the sum total of the efforts we take to ensure the quality of anything and everything we do. Accordingly, our Quality Assurance Program encompasses not only vehicle maintenance or vehicle cleanliness, but it includes those things as well as operational excellence, safety, training and all the rest. In short, our QA Program is designed to monitor every aspect of our performance that either contributes to or detracts from the safety, quality and reliability of the service we deliver.

What follows is a description of the programs and processes we have developed for measuring, for monitoring and for improving the quality of the service we will provide to Metro Access riders. It is our expectation that this Quality Assurance Program will evolve as the service evolves and as we become more familiar with the fleet, with the facilities, with the operating conditions, with your customers’ expectations and with you as our client. To that end, we will update this document at least annually or more often as necessary.

Overview of Quality Assurance Program

Veolia’s Quality Assurance Program will include the following components. Each of these components will be described below.

- Dedicated staff to oversee QA program efforts.
- Data dashboards that enable effective measurement and monitoring of operational, maintenance, safety and other aspects of performance.
- Internal and external methods for measuring and monitoring performance.
- An organizational commitment to continuously monitor and improve performance.
- A commitment to transparency for WMATA and your QA Contractor.

Dedicated Staffing

Veolia’s Quality Assurance Program will be overseen by our Manager of Quality Assurance and Customer Service who will report to our Manager of Administrative Services [REDACTED]. The Manager of Quality Assurance and Customer Service Department will be comprised of a staff of two full-time Taxi Compliance Monitors and two full-time Customer Service Specialists. In addition, the QA and Customer Service Department will be able to draw on our Street Supervisors and other staff for service monitoring and other related duties.

- > Whisper-Test
 - Sound level comparable to an idling car
 - Exercises at a quiet 61 decibels at 23 feet
 - Low-speed exercise mode for quieter weekly tests
- > Automotive-Style Engine
 - Powerful Generac in-line 4-cylinder liquid-cooled engine
 - Operates at half the speed of other engines (1800 vs. 3600 RPM)
- > Aluminum Enclosure
 - Corrosion-resistant material ideal for salty air conditions
 - Sound attenuated acoustically designed enclosure
- > Hour Meter
 - Monitors for service and maintenance intervals
- > Automatic Shutdown
 - High coolant temp, low coolant, low oil pressure and overspeed

MDC and AVL Maintenance

A number of Veolia's operating locations utilize Mentor Rangers, so we are very familiar with maintenance on these critical pieces of equipment. Our IT Manager and his staff will customize our current MDC AVL maintenance policies and procedures for use at MetroAccess.

Semi-Annual Audits of WMATA Assets

Prior to start-up, Veolia's IT Manager and Maintenance Managers will prepare and submit a procedure for conducting WMATA's Semi-Annual Audit of WMATA-owned assets. Although subject to WMATA approval, we anticipate conducting these semi-annual audits using similar procedures to those we use for conducting our own annual maintenance audits with the exception that we will invite WMATA to participate as an observer. In addition, Veolia's policy will stipulate that we will be financially responsible for any lost or damaged assets.

CDRL SD-19 – Technology Staffing and IT Plans

Staffing Plan

Veolia understands the requirement to provide 24/7 IT staffing as well as expertise in Trapeze and related MDT technology management. We also need to be properly staffed in order to support our own technology infrastructure, to maintain our own systems and to provide help-desk support for our own employees.

Veolia's IT Department for this project will be comprised of our Manager of Information Technologies, a full-time Trapeze Support Specialist and four full-time IT Specialists. Our IT Department will be housed at our Cabin Branch facility, both because it is our primary facility and because of its close proximity to the MetroAccess OCC, making issues of technology coordination easier to manage quickly and productively. Although our IT staff will be based at Cabin Branch, all will be expected to travel to any of our satellite facilities, to the MetroAccess OCC and to any of our taxi subcontractor locations to assist with technology issues as necessary.

In order to ensure 24/7 coverage, the IT Manager will work during business hours; our Trapeze Specialist will work during hours when our role on the project is most vulnerable to a Trapeze system failure, presumably late afternoon and early evening times when the MetroAccess OCC is transmitting next-day schedules to providers and taxi subcontractors. Our four IT Specialists will work schedules that are designed to ensure maximum coverage; the IT Manager and the Trapeze Specialist will provide coverage during business hours and the IT Specialists will cover early mornings, late nights and weekends. We will also coordinate IT vacation schedules to ensure against coverage gaps. Finally, we will use corporate IT resources to back up our local team in the event of an unanticipated coverage gap.

Connections with WMATA's VPN

Each Veolia facility will have a dedicated MPLS circuit available for connecting to WMATA's VPN network with additional band width to support connections to Veolia's corporate servers and systems. Veolia's IT Manager will be responsible for maintaining all networks and for trouble-shooting network connectivity problems.

24-Hour Operations and Emergency Power Back-up

As stated above, Veolia will provide 24/7 on-site IT support for this project. Additionally, we will provide high-capacity gas-powered generators at each facility. These generators will be sufficient to power all critical systems necessary to keep the MetroAccess system operational. A brief product description for the generators we will provide follows:

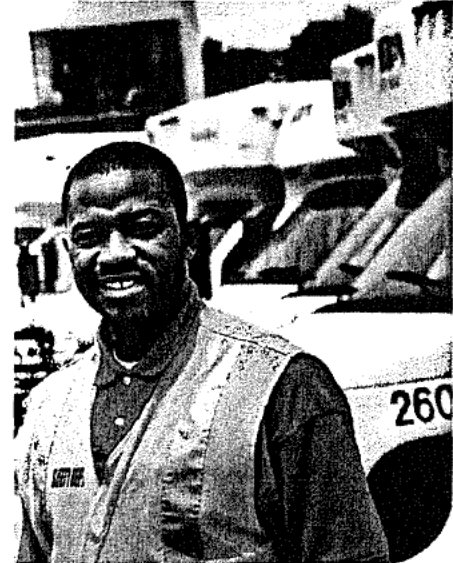
- › Premium-Grade Standby Generator
 - Designed for small commercial buildings with 120/208 service
 - Runs off natural gas or LP fuel source

- Procedures for redeploying vehicles – including two routes between any and all facilities.
- Evacuation routes for all facilities – At least two per facility.
- Preparation procedures for all severe weather events that can be predicted, including procedures for employees to use to secure their own families and possessions.
- Procedures for reducing/terminating service.
- Procedures for securing fleets, facilities and other assets.
- Procedures for resuming service.
- Procedures for serving special needs passengers during severe weather events.
- List of contact numbers for key management team members and other key contacts.

CDRL SD-18 – Severe Weather Operations Plan

Veolia operates fixed-route, paratransit and other transportation services throughout the world in a myriad of weather conditions, including extreme cold, snow, rain, wind and heat. We also have extensive experience preparing for and responding to extreme weather events such as earthquakes, hurricanes and tornados. We recognize both the operational realities imposed by these weather conditions and the extra challenges they can pose for people with disabilities.

As required by the RFP, Veolia will follow all WMATA policies and procedures regarding severe winter operations, and we will not curtail operations without direction from WMATA and/or the MetroAccess Operations Control Center. Furthermore, we will ensure that all severe weather planning and preparedness activities as well as actual operations, the cessation of operations in advance of or during a serious weather event, and the restoration of operations after a weather event has occurred will be conducted in full compliance with all WMATA rules and our own company procedures.



As stated in CDRL SD-1, the development of a Continuity of Operations Plan (COOP), which is also the plan that will address severe weather operations, can only be done once facility locations and service levels are known. However, prior to start-up, our Regional Safety Director [REDACTED], our Project Manager [REDACTED] and our entire local management team will collaborate on the development of a contextually specific Severe Weather Operations Plan. We will provide this plan to WMATA for approval, and we will revise and resubmit it annually or more often as needed. At a minimum, our Severe Weather Operations Plan will address the following topics:

- > Policy statement clarifying that Veolia will operate service in accordance with direction from WMATA and the MetroAccess Operations Control Center.
- > Organizational structure and key lines of authority and responsibility and how these will change in the event that key managers are not present.
- > Definitions of key terms.
- > Summary of the types of weather events covered by the SWOP.
- > Vulnerability assessment for each of our facilities for each type of severe weather event.
- > Preparedness plans for each type of weather event that can be predicted or expected.

In addition, we will use our monthly safety meetings, individual coaching sessions and annual refresher training as opportunities to discuss unsafe behaviors and to provide training on how to operate more safely. Finally, we will monitor our performance, post it prominently in each facility and celebrate success when we have it.

Preventable Incident Frequency

As stated earlier, Veolia is committed to the creation of a culture of safety where unsafe acts are eliminated. Typically, preventable incidents (by definition) result from an unsafe act, or at a minimum, from an act or from the failure to act in a way that could have avoided the incident. Veolia's overall safety program and particular our DRIVE Safety Team initiatives and our DriveCam management will be specifically focused on not only the elimination of unsafe acts but also on the development and implementation of targeted campaigns to address specific behaviors which contribute to a lack of system safety.

Submission of Monthly Reports

Veolia's Director of Administrative Services [REDACTED] will be responsible for preparing and submitting all required reports in accordance with WMATA requirements. Prior to start-up, Veolia will work with WMATA and the QA Contractor to establish a master list of all required data and reports, their frequency and the data sources for each submittal. Veolia will also identify a Manager who is primarily responsible for each item. We will enter the due dates for all reports in our corporate Outlook reminder system so that all Managers with access to the system receive reminders on the day before weekly reports are due, one week before monthly reports are due, two weeks before quarterly reports are due and one month before annual reports are due. We will also make timely submittal of reports an element in the annual evaluation of each Manager who has primary responsibility for report and data generation and submittal.

Timeliness of Preventative Maintenance Inspections

Veolia will use its RTA maintenance management system to ensure compliance with all required safety and preventative maintenance inspections. Safety inspections will be scheduled monthly and preventative maintenance inspections will be automatically scheduled to occur between 2,700 and 3,000 miles after the prior inspection. After a vehicle is serviced on the day before a scheduled inspection, the Utility Worker servicing the vehicle will deliver it to the vehicle maintenance parking area rather than to the Service Ready parking area, and the vehicle will be shown as unavailable on the Vehicle Status Board within Dispatch. On the day of service, Veolia Dispatch will check the status board for all vehicles, and they will not be able to assign an Operator to any vehicle that is shown as unavailable.

Vehicle Cleanliness

Veolia recognizes that riders judge the quality and safety of service, at least in part, based on the cleanliness and overall condition of the vehicle. Vehicle interiors will be cleaned daily, and vehicle exteriors will be washed at least twice per week—more often in rainy or snowy weather—when dirt, mud and road salt tends to detract from vehicle cleanliness.

Vehicle Body Damage

Every vehicle inspection performed by Veolia, including pre and post trip Operator inspections, monthly safety inspections and all 3,000 mile interval PM inspections will include an examination of the vehicle for body damage. In the event of major body damage that interferes with the safe operation of the vehicle, broken glass or graffiti, the vehicle will be removed from revenue service until repairs can be made. Minor body damage will be repaired within one to five days. Major body damage will generally be repaired within ten days.

DC Vehicle Inspections

Veolia will ensure that all vehicles display a front and rear license tag, a valid and up-to-date inspection sticker and a registration card. In order to stay current, we will enter vehicle registration information into our RTA maintenance system and/or into our WebRisk system. WebRisk is designed to manage licenses, certifications and training credentials. The system is designed to send email reminders beginning 30 days prior to the expiration of a license or certification and then to send additional warnings (including warnings to Supervisors and Managers) at pre-determined intervals, with the goal of ensuring that no license or certification expires without the knowledge of the company's management.

Traffic Related Violations

Veolia understands that we are liable for any traffic violations incurred by our Operators. We will also not tolerate Operators who practice unsafe behaviors and who are sited for doing so. Veolia will pull all Operator DMV records on a semi-annual basis, and we will remove any Operator who has accumulated more than one moving violation within a year.

Incident Frequency

The keys to eliminating incidents are: prevention through proper driving and service delivery techniques, putting safety ahead of schedule, and the elimination of unsafe acts which can contribute to more serious accidents, incidents and injuries. As described earlier in our response to this CDRL and throughout the proposal, Veolia will use our comprehensive Operator and staff training programs, our DRIVE Safety teams, DriveCam clip review and a continuous emphasis on safety to reduce the number of unsafe acts and resulting accidents and incidents.

Productivity

Although the OCC has primary responsibility for productivity, Veolia can assist in the following ways:

- First, we will provide our IntelliRide taxi management technology so that the OCC can feel confident about assigning any trips to taxi that either don't fit on an existing route or which would require the OCC to open up a route that would be inherently unproductive.
- Second, we will actively monitor our own routes so we can pick up the slack any time the system needs help.
- Thirdly, we will work with our Operators to ensure that they understand the critical link between factors like on-time-performance, effective map-reading and navigation and policy enforcement have with overall productivity.
- Finally, we will use every communication channel at our disposal to identify opportunities to improve system productivity.

Veolia Vision Technology

Veolia Vision technology (described in CDRL SD-19) to assist the OCC in monitoring our routes.

Missed Runs

Veolia has developed realistic staffing assumptions to support this project based on the service data provided in Exhibit B-1 of the RFP and on the terms contained in the collective bargaining agreement between the ATU and MV Transportation. Our Operator staffing plan has ample hours to cover paid time off as well as a 10% Extraboard to cover other unplanned absences. We recognize that the success of the MetroAccess program depends on the service delivery providers making service, and we will commit to doing our part.

Complaints

Veolia's Manager of Quality Assurance and Customer Service will be responsible for providing responses to all complaints within two business days, and although the standard for the contract is 95%, the standard for Veolia is 100% -- unless data is not available to determine the circumstances of the complaint. In order to ensure compliance with WMATA's two-day turn-around expectation, Veolia will also cross-train our Safety and Training Managers as well as our Customer Service Specialists to research, resolve and report on customer comments and complaints, and each day, a staff member will be designated to provide the complaint and comment responses for the next business day.

Service Always

Within the MetroAccess statistics provided by WMATA was a statistic that 21% of scheduled trips are never taken. This figure is relatively high and may be an indicator of a lack of confidence on the part of MetroAccess riders, 21% of whom are scheduling trips and then either not going or finding other ways to travel. Based on our experience and your performance standards (as set forth in RFP Section VI.12.1, we will address your service-related expectations as follows:

On-Time Performance (Including Extremely Late and Missed Trips)

In a brokered or split call center/multiple provider system, the keys to delivering on-time service are:

- › The effectiveness of the schedules.
- › The ability of the service delivery provider to remain fully staffed.
- › The ability of the service provider to make pull-outs on-time,
- › The ability of Operators to follow their manifests,
- › The effectiveness of Dispatchers to anticipate problems and make adjustments early.

Given these factors, Veolia will support effective scheduling by encouraging and providing feedback from Operators and other staff regarding schedule effectiveness and through the willingness to provide assistance with tasks like travel time verification.

Veolia will use the recruitment, screening and training protocols described in CDRL SD-4 to ensure that we have a fully staffed work force, comprised of Operators who know the MetroAccess service area and who are capable of operating service in accordance with MetroAccess expectations.

Finally, we will provide Veolia Vision (described in our response to CDRL SD-21) which will help us manage our own pull-out process and which we and the OCC can use to more quickly identify potential service problems early and then to make adjustments. Regarding extremely late and missed trips, we will work with our corporate Business Technology team ([REDACTED]) to design a screen for the OCC which will display Veolia's late trips in order of expected lateness rather than merely by scheduled pick-up time. This way, trips that are either the latest or which are likely to become very late will be prioritized ahead of trips which are only marginally late. This will help Dispatchers to prioritize their efforts to resolve major service problems before they become major.

Michigan Ave NE, Washington DC		
Budget and Expenses		
SOFT COSTS	Line Item Budget	Total
Architectural and Engineering Services		
Geotech Investigation - soil cores and asphalt design guidelines		
Testing/Observation During Construction		
ALTA/Topo Survey with contours		
Project Management		
Reimbursable (copies, correspondence, misc items)		
Legal		
Subtotal		
CONSTRUCTION		
Wash Bay - build new one on outside of existing facility		
Wash Bay Equipment (Ross and White with Dryers)		
CMU (concrete block) wall for isolating wash		
Trench drain and concrete rework		
Sand Oil and Sewer Line (distance is assumed)		
Power and Lighting		
GC & OFP		
Subtotal		
Maintenance and Indoor Parking		
Interior Heaters and Fans		
New Drains		
Lighting		
CO2 Sensors and Air evacuation		
Power for Lifts and Equipment (includes panel and circuits)		
Maintenance Breakroom/Lockers		
Maintenance Bathrooms		
GC & OFP		
Subtotal		
Office and Administration		
Office and Dispatch		
GC & OFP		
Subtotal		
Fuel Station		
Explosion Proof Lighting and power		
Concrete pads		
GC & OFP		
Subtotal		
Exterior Improvements		
Fencing		
Paving Lot		
Lighting		
Subtotal		
Subtotal Construction		
DIRECT COSTS		
Municipal and Plan Review Fee		
Subtotal		
TOTAL PROJECT COST		
	CONTINGENCY 7%	
TOTAL PROJECT COST		

Farrington Ave, Alexandria Virginia		
Budget and Expenses		
SOFT COSTS	Line Item Budget	Total
Architectural and Engineering Services		
Geotech Investigation - soil cores and asphalt design guidelines		
Testing/Observation During Construction		
ALTA/Topo Survey with contours		
Project Management		
Reimbursable (copies, correspondence, misc items)		
Legal		
Subtotal		
CONSTRUCTION		
Wash Bay		
Wash Bay Equipment (Ross and White with Dryers)		
CMU (concrete block) wall for isolating wash		
Trench drain and concrete rework		
Sand Oil and Sewer Line (distance is assumed)		
Power and Lighting		
GC & OFF		
Subtotal		
Maintenance and Indoor Parking		
Interior Heaters and Fans		
New Drains		
Lighting		
CO2 Sensors and Air evacuation		
Power for Lifts and Equipment (includes panel and circuits)		
Maintenance Breakroom/Lockers		
Maintenance Bathrooms		
GC & OFF		
Subtotal		
Office and Administration		
Office and Dispatch		
GC & OFF		
Subtotal		
Fuel Station		
Explosion Proof Lighting and power		
Concrete pads		
GC & OFF		
Subtotal		
Exterior Improvements		
Fencing		
Drive In Ramp		
Exterior Lot Improvements		
Subtotal		
Subtotal Construction		
DIRECT COSTS		
Municipal and Plan Review Fee		
Subtotal		
TOTAL PROJECT COST		
		CONTINGENCY 7%
TOTAL PROJECT COST		

Lindbergh Ave	
Budget and Expenses	
SOFT COSTS	Line Item Budget Total
Architectural and Engineering Services	
Geotech Investigation - soil cores and asphalt design guidelines	
Testing/Observation During Construction	
ALTA/Topo Survey with contours	
Project Management	
Reimbursable (copies, correspondence, misc items)	
Legal	
Subtotal	
CONSTRUCTION	
Wash Bay	
Wash Bay Equipment (Ross and White with Dryers)	
CMU (concrete block) wall for isolating wash	
Trench drain and concrete rework	
Sand Oil and Sewer Line (distance is assumed)	
Power and Lighting	
GC & OFP	
Subtotal	
Maintenance and Indoor Parking	
Interior Heaters and Fans	
New Drains	
Lighting	
CO2 Sensors and Air evacuation	
Assumes lighting is in working order	
Power for Lifts and Equipment (includes panel and circuits)	
Maintenance Breakroom	
Maintenance Bathrooms	
GC & OFP	
Subtotal	
Office and Administration	
Subtotal	
Fuel Station	
Explosion Proof Lighting and Power	
Concrete Pad for New Tank	
New Electronic Monitoring	
Recertification & Upgrades of Existing Tanks	
GC & OFP	
Subtotal	
Exterior Improvements	
Fencing	
Exterior Lot Improvements	
Subtotal	
Subtotal Construction	
DIRECT COSTS	
Municipal and Plan Review Fee	
Subtotal	
TOTAL PROJECT COST	
CONTINGENCY 7%	
TOTAL PROJECT COST	

Union negotiations

Veolia prides itself on fostering strong relationships with our union. We have reached out to the ATU as part of our due diligence process and have reviewed all contracts currently in place with existing contractors. We have a good understanding of employee expectations and will be prepared to enter negotiations immediately upon being awarded a contract. Our negotiating team will be headed by [REDACTED] the industry's leading labor relations expert having negotiated literally hundreds of transit collective bargaining unit agreements across the United States.

Upon being notified of award, Veolia will meet with union leadership to define the events that will occur through the transition process. This will include inviting union participation in our employee Open House, establishing a schedule for negotiations and target dates for reaching an agreement and a vote. Our emphasis in negotiations will be to achieve operating rules that reflect the dynamic nature of paratransit, especially the building of flexibility in work assignments to achieve greater productivity.

“ I appreciate the “can-do” approach offered by Veolia, it was necessary in reaching this much needed labor agreement.”

[REDACTED]
City of Phoenix

Management Team Placement

Having the management team in place through the transition period is critical. Since we are proposing a team made primarily of current Veolia employees, we have the control to ensure the team is in place and participating in the transition from Day One. [REDACTED] our proposed Project Manager, has been through major transitions in Nassau County, Atlanta, and Cincinnati and is well-versed in what is involved in a major transition. So why is this important? Transitions proceed at a pace unlike any other period of a contract's life. It requires extensive coordination of a diverse array of resources. The transition requires the coordination of over 100 Veolia non-resident technical staff as they address each facet of the turnover from employee onboarding, fleet inspections, training, IT systems installation and inventory turnover.

As the current Area Vice President, [REDACTED] has the added experience of having worked within this Region, meaning he has a working relationship with Region Vice President [REDACTED] and his regional support team. We do not underestimate the value of such familiarity with the team and knowing the resources that can be brought into a project to ensure its success.

The corporate Human Resources team will be responsible for arranging the relocation of all team members. Their role will be to make the move of the team as easy as possible to ensure they can begin their new position without the burden of worrying about their personal relocation situation.

In addition to the top managers for this project, it is important we quickly establish the middle management team responsible for the daily management of the system. It is important we retain the knowledge present in the existing operation so we can build and improve upon it in the future. We will hold special get acquainted meetings with this group, starters, supervisors and foreman, to encourage their remaining within the MetroAccess system. We will seek WMATA's advice and observations on personnel and put each member through a series of interviews with our experts to find and retain the best employees possible.

Vehicle Transition Plan

The transition of WMATA assets from one contractor to another is an important responsibility of the transition. Our approach is to view the transition as an important step in protecting WMATA's assets. This means being sure the fleet is turned over in a condition that is acceptable to WMATA. The inspection portion of the transition plan will involve three steps, detailed below. Veolia will conduct the inspections or, at its own expense, hire a third party to perform these duties. While we are capable of performing this task ourselves, we have learned that a third party sometimes removes politics from the process by removing the motives behind the findings of an inspection.

Records Inspection

Veolia requests WMATA provide a twelve month history of vehicle servicing and repair of the fleet. It will be Veolia's responsibility to review these records to determine if potential deficiencies have occurred or if there appears to be a pattern of failures that may need to be reviewed through the inspection process. We request the opportunity to review these records prior to the next step of the process.

Visual Inspection

Veolia along with WMATA's incumbent counterpart will inspect each vehicle. We suggest a meeting among all parties to review the Vehicle Acceptance Check List in order to have concurrence on the front end among all parties to avoid potential disagreements once the inspection process has begun. It is important that the acceptance Check List reflects the standard to which the incumbent will turn over the fleet and Veolia will be expected to maintain it on a go forward basis. The inspection will focus on safety checks for brakes, air systems, tires, fluid levels, broken glass, body damage and other items included in the Vehicle Acceptance Check List. During the inspection process Veolia will take photographs of each vehicle documenting the condition of the vehicle at the time of the inspection.

Veolia has developed a tablet-based electronic inspection process to facilitate the process. The tablet, which we call VTAB™, can be built on the inspection form agreed to by all parties. The electronic inspection allows us to document the condition, take photographs, create a "To Do" list and organize the data in a virtual vehicle file that can be shared among all parties.

The tablet also allows for each party to apply their electronic signature as approving or disagreeing with the result. The data can then be organized so WMATA can review all areas of disagreement and efficiently evaluate the defects and make the appropriate call as to whether a repair is justified. The tablet also allows documentation of follow-up inspections and final acceptance. WMATA will have access to all inspection information and records.

The fleet inspection will occur during the first 30 days of the transition period.

Turnover Inspection

Upon completion of the first inspection, both parties will sign off that agreed upon fixes have been made. On the evening of the turnover, a quick visual inspection will be made to ensure no new damage has occurred. At this point all parties will reach a mutual agreement that the vehicle is being turned over in a condition consistent with the RFP and the responsibility for maintenance from that point on is Veolia's. Should additional repairs be required, Veolia will either reserve a maintenance bay for the incumbent to complete the repairs or Veolia will complete the repairs themselves and invoice the incumbent for the work performed. We have transitioned many fleets and have not had issues with such an arrangement.

Capital Asset Purchases and Inventory Control

While WMATA provides the revenue equipment, there will be a need for Veolia to purchase small equipment, tools and vehicle and building inventory. We have budgeted for a large list of equipment which includes:

FACILITY	Farrington	Michigan Ave.	Cabin Branch	Ardwick	Gaithersburg
Bus Wash - Paratransit	1	1	1	1	1
Fuel Tanks	1	1	1	1	1
Shop Truck	1	1	2	1	1
Parts Truck	1		1		
Hotsey Steam Cleaner	1	1	1	1	1
Freon Recovery And Recharge System	1	1	2	1	1
Tire Machine	1	1	1	1	1
Large Shop Compressor	1	1	2	1	1
Waste Oil Equipment (Storage)	1	1	1	1	1
275 Gal Double Wall Oil Tanks With Air Pumps	3	3	3	3	3
1T Hydraulic Transmission Jack	1	1	2	1	1
Auto Meter Battery Load Tester	1	1	2	1	1
Flammable Storage Lockers	3	1	6	1	1
ABS Brake System Tester	1	1	1	1	1
Bench Grinder + Stand	2	1	4	1	1
AC Torch Set	1	1	1	1	1
Battery Charger	1	1	2	1	1
Battery Cart	1	1	2	1	1
Bench Vice (Heavy Duty)	2	1	6	1	1
Shop Vac	2	1	3	1	1
Step Ladders	2	2	4	2	2
Dayton Drill Press	1	1	1	1	1
Air Hoses 1/2"	6	6	12	6	6
First Aid Kits	2	2	4	2	2

FACILITY	Farrington	Michigan Ave.	Cabin Branch	Ardwick	Gaithersburg
Shelving Unit, 24"	18	18	36	18	18
MT2500 Scan Tool	1	1	1	1	1
Large Shop Floor Fans	4	2	6	2	2
Oil Drain Pan W/ Pump	3	2	6	2	2
3/4" Air Impact Wrench	1	1	2	1	1
Large Slam Puller	1	1	1	1	1
1/2" Drill	1	1	2	1	1
Drill Bit Set	1	1	1	1	1
Welding Hood	1	1	1	1	1
10 Ton Jack Stands	6	4	20	4	4
Creepers	2	2	2	2	2
Jumper Cables	2	2	4	2	2
3/8" Air Hose	8	8	12	8	8
out fit service truck	1	1	2	1	1
Nuts, Bolts, Wire	1	1	1	1	1
Arc Welder			1		
Truck Tire Repair Kit	2	1	2	1	1
Greenfield Tap And Die Set	1	1	1	1	1
Air Chisel And Punch	1	1	1	1	1
Drill Bits	1	1	1	1	1
Tire Iron	2	2	4	2	2
Seal Driver & Remover	1	1	2	1	1
Fire Extinguishers	8	6	10	6	6
Brooms	6	6	8	6	6
Tables - Layout, Welding & Receiving	1	1	1	1	1
Bus Lifts	6	4	10	5	4
Fork Lift			1		
High Pressure Washer Heated	1	1	1	1	1
450 Gal Double Walled Waste Oil Tank W Pump	1	1	1	1	1
10 Ton Hydraulic Floor Jack	1	1	2	1	1
Heavy Duty Volt Meter	1	1	2	1	1
Oil Filter Crusher	1	1	2	1	1
Grease, Oil, ATF And Coolant Pump	4	4	4	4	4
Safety Equipment	2	2	4	2	2
Lubrication & Grease Reels	9	3	24	3	3
Pallet Truck	1	1	1	1	1
1 Drum Spill Tray W/Dolly	2	2	2	2	2
4 Drum Spill Skid Pad	2	2	6	2	2
2 Drum Spill Skid Pad	2	2	6	2	2
Air Conditioning System Vacuum Pump	1	1	4	1	1
Lockers For Maintenance	14	10	50	10	10
Steel Shop Work Benches	4	2	16	2	2
Air Conditioning System Gauge Set	2	1	4	1	1
Shop Desk	1	1	2	1	1
10 Ton Bottle Jack	2	2	4	2	2
Cable Ratchet Puller	1	1	3	1	1
Chairs Break Room	8	5	12	5	5
SmartDrive Units	120	60	300	60	60
Office Supply Cabinet			1		
Desk			3		
Calculator			3		
Visitor Chair			6		
Bulletin Board			2		
Microwave			1		
Refrigerator	1	1	1	1	1
Ice Machine			1		
shop RTA/ Computers: Desktop Workstation	4	4	8	4	4

Veolia will negotiate with the incumbent contractor to obtain all unused inventory. We will establish minimum levels of each item. Should the current contractor choose to keep its inventory, Veolia is prepared to buy new inventory at levels required to maintain the fleet without delay.

Safety Training Plan for all Areas

Safety is a reflection of the values of a company. The care we demonstrate to our passengers and our employees is a reflection of the kind of company we are. Veolia has a comprehensive safety program encompassing all aspects of our operations. Throughout the transition we will introduce our 300:29:1 prevention program. The concept is if we can focus on unsafe acts we can prevent 29 serious incidents and one tragic event. The program has successfully reduced our accident and injury rates. Throughout the transition our Vice President of Safety Shelly Hall will oversee the implementation of our safety programs. Each location within our MetroAccess operation will develop a comprehensive safety plan built on a single Veolia standard which mirrors the standards set by WMATA. Our comprehensive safety program includes:

- > 300:29:1
- > DRIVE employee-based safety awareness program
- > Lock out, tag out
- > MSD data sheets and training
- > Shop safety procedures
- > Elements of our Operator training safety program
- > Accident procedures and reporting procedures
- > WebRisk reporting and analysis

Details of our safety program can be found in the Safety and Security Programs section of the proposal.

OCC – Contractor Interaction Plan

The WMATA contract represents a different way of doing things for the MetroAccess program. We noted earlier that the goal of the RFP is to bring greater resources and accountability to the program. For the services to be successful, the contractors, the OCC, the QA group and WMATA staff will have to work hand in hand to ensure a seamless system for MetroAccess customers. Creating this seamless system starts as part of the transition.

Veolia proposes weekly meetings among the relevant parties to discuss issues and concerns on all sides. A short list of issues that will need to be addressed include:

- > Communication protocols
- > Resource assignment and schedule development
- > Methods for maintaining service efficiency and reduced deadhead
- > Reporting

- > Standards attainment
- > Recruitment and retention

Transition Management

Role and Responsibility of Transition Manager

The role of the Transition Manager is to track tasks against the transition plan timeline, coordinate corporate resources to those tasks and provide executive assistance to the transition process. As those who have been involved in transitions know, the pace and intensity to the transition process can often lead Managers to become so focused on individual tasks that they lose sight of the bigger picture. It is the Transition Manager's role to see the forest from the trees to ensure all the moving parts are working in sync with the others. The Transition Manager must keep communication among all the parties flowing. WMATA, incumbent Contractors, new contractors, taxi providers, QA staff, Veolia's corporate technical resources and the local team must be interacting efficiently to make sure tasks are completed on time with little disruption of current operations.

Veolia knows the importance of a successful transition and has assigned one of our most experienced leaders to this project to oversee the process. Veolia Region Vice President [REDACTED] who has extensive experience overseeing paratransit operations and working in the DC metropolitan area, will serve as our Transition Manager. He will work in conjunction with [REDACTED] local team to track progress, draw in resources and keep communication lines open. Assigning a senior member of our team to this project is a demonstration of the importance we place on WMATA as a customer and the transition as a whole. [REDACTED] will serve as liaison among internal departments, the local Veolia team, incumbent contractors and WMATA staff. While [REDACTED] is the operational leader of the group, [REDACTED] serves to organize the effort and ensure we keep to the implementation timetable we have established for the transition.

Tracking Tools

Veolia uses three primary tools to support the transition process. We have discussed two of these tools, TALEO and VTAB. The third management tool is MS Project. Veolia uses Project as the primary tracking software showing tasks to be completed, targeted completion dates, and resource lead assignments. We have found the tool very useful because of its ability to show how tasks are dependent on each other, often impacting the completion of critical paths. The start-up plan included in this section details the WMATA transition plan. The plan illustrates the tasks to be performed, each task's dependency on other tasks, the targeted dates for task completion in order to meet the transition deadline, and the resource leads of each task.

Transition Communication

Veolia conducts weekly transition meetings on two levels. First, we conduct a meeting with all the principles of the start-up team. This includes the local staff, the region staff and the technical team leaders supporting the effort. Typically these calls last many hours as the group reviews the transition plan tasks, report on progress, raise issues and concerns and decide on a course correction or resource allocation as may be needed.

The Transition Manager distributes the plan each week showing completed tasks and progress on uncompleted tasks. We also identify tasks or issues to be addressed in our second set of meetings help between Veolia and WMATA.

Second, we will meet weekly with designated WMATA staff to report on our progress, provide a copy of the updated transition progress plan, and discuss issues that may arise. Typically these are three way meetings with the incumbent so issues can be raised and resolved quickly.

Transition Staffing

Corporate Resources

While the daily management of service is a local team effort, transitions are efforts of an entire corporation. The quantity of tasks and the defined timeframe to complete them requires an “all hands on deck” effort. We are fortunate to have extensive experience in this area with each corporate and regional department well trained in knowing what needs to be done and how to get there. Key members of our corporate start-up team include the following task leaders.

Transition Management – [REDACTED]

[REDACTED] will be assigned to manage the start-up process. As an accomplished transit manager and industry leader that has worked for Veolia but also many other contractor entities [REDACTED] has the understanding and temperament to manage the transition.

Contract Negotiations – Regional Vice President [REDACTED]

[REDACTED] will be the point person with WMATA authorized to negotiate contractual issues and commit the company.

Safety – Vice President of Safety [REDACTED]

[REDACTED] will oversee the safety training process and verify the installation of all safety programs.

Operations – Area Vice President [REDACTED]

[REDACTED] will be in charge of operations implementation including work assignments, Dispatcher and Supervisor onboarding, and operating procedures implementation.

Maintenance – Vice President of Technical Services [REDACTED] and Senior Director of Maintenance [REDACTED]

[REDACTED] will be responsible for leading efforts in fleet transition inspection, inventory transition, technician onboarding, process and procedure implementation and mechanic training. They will draw upon numerous corporate resources. They have extensive transition experience including Nassau County, New Orleans and Mesa, AZ.

Employee Recruitment – Regional HR Manager [REDACTED] Senior Vice President of HR [REDACTED] Director of Benefits and Compensation [REDACTED]

[REDACTED] will be responsible for overseeing the employee onboarding process. This includes recruitment, applicant interviews, background checks and drug screens, benefits program placement, uniforms and other activities related to the onboarding process. All three have completed start-ups in York Region, Canada and Nassau County within the past two years and have a deep understanding of the challenges of the onboarding process.

Labor Relations – [REDACTED]

[REDACTED] will lead our negotiations with the union. [REDACTED] is the labor relations leader in the transit industry having negotiated 350+ agreements across the country.

Environmental Compliance – [REDACTED]

[REDACTED] will conduct all environmental assessments required of the transition. [REDACTED] is part of our environmental compliance group.

Information Technology – Vice President of Business Technology [REDACTED] and Director of Business Technology [REDACTED]

[REDACTED] will be responsible for implementing the numerous IT systems Veolia will bring to the project. Their team will implement the Veolia Vision products and train local personnel on their use.

Purchasing – Vice President of Purchasing [REDACTED]

[REDACTED] will be responsible for initial inventory purchases, negotiations with MV Transportation and establishing restocking levels.

Proposed Levels of Effort

While we highlighted the leadership positions in the transition, the participants in the actual effort are far more extensive. We are providing a list of all Veolia staff we will involve, their area of expertise and whether or not they have participated in a transition.

Area of Focus	Resource	Transition Experience
Transition Management Maintenance	[REDACTED]	Yes
		Yes
		Yes
		Yes
		Yes
		Yes
Maintenance Training Safety	[REDACTED]	Yes
		Yes
Purchasing	[REDACTED]	Yes

Area of Focus	Resource	Transition Experience
Recruitment - Onboarding		Yes
		Yes
		Yes
Benefits		Yes
		Yes
Payroll		Yes
IT Network		Yes
		Yes
IT Systems		Yes
		Yes
		Yes
Operations		Yes
		Yes
		Yes
Operations Training		Yes
Scheduling		Yes
Employee Training		Yes
		Yes
Labor		Yes
Facility Systems		Yes
Environmental		Yes
Customer Service	Yes	
Communications	Yes	
Regulatory compliance	Yes	
Taxi	Yes	
Risk Management		
Legal	Yes	

Lessons Learned

With every transition we learn more about what to expect the next time. After each transition we conduct an extensive debrief with our participants to learn how we can do it better and more efficiently next time. It is in sessions like these that we adopted new processes like TALEO talent management software and the organization of our weekly calls. Some of the major takeaways from previous transitions which we will apply to WMATA are the following.

Managing the Fear Factor

Transitions can be considered a risky period for both employees and clients alike. They can also be viewed as an opportunity for renewal and a course correction. We have learned:

- **You can never communicate too much.** Update boards for incumbent employees lets everyone know what's going on. Weekly meetings with clients ensure everyone is kept abreast of progress and issues are raised and resolved quickly. Open lines of contact with the incumbent management makes sure service quality is maintained before and after the transition date.
- **Don't burn out the local team.** Service transitions require a very intense effort in a relatively short period of time. Burning out the local team before the day-to-day service effort begins is no way to start a contract. An investment up front in added technical resources insures a solid transition. Veolia proposes a staffing plan with budgeted resources to provide the additional transition management, recruiting, training, safety and maintenance resources necessary to support the transition effort.
- **Resources and experience matter.** We make a point to talk about the experience of the individuals that will participate in a transition for a very good reason. Having been through a start-up or transition, one learns what to expect, who can be relied upon to deliver, what resistance they will encounter, and most importantly, how to deal with issues in order to get the job done. Experience matters. Paper resources and good intentions don't make a start-up successful.
- **Transparency is critical.** Transitions require a collaborative partnership among the incoming contractor, WMATA, the union, the employees and the incumbent. Honest, straightforward and transparent communication is key to ensuring issues are resolved quickly and effectively. No one has anything to hide. Put it all out on the table in plain sight for all to see and work together to achieve a seamless transition.
- **Expect the unexpected, because that's often the way it will go.** We all know what they say about best-laid plans. Knowing the critical path and identifying backup strategies if the planned approach isn't going to make it is essential to the success of a transition. For this to work we have to identify problems early. This is the importance of the weekly meetings. The variables are many and complex. Less incumbent operators apply; Vehicle repairs are more extensive than MV anticipated; employees at the drug-screening clinic go on strike. Almost anything can impact a transition schedule. The key to success starts with identifying the critical path. A good transition process not only identifies this path but also identifies potential threats and alternative approaches to keep the transition on track. Transition planning is an active process that neither begins nor ends with the development of the plan presented in this proposal. The plan will change which is why we conduct weekly, all staff transition meetings to reallocate resources or revise our approach.

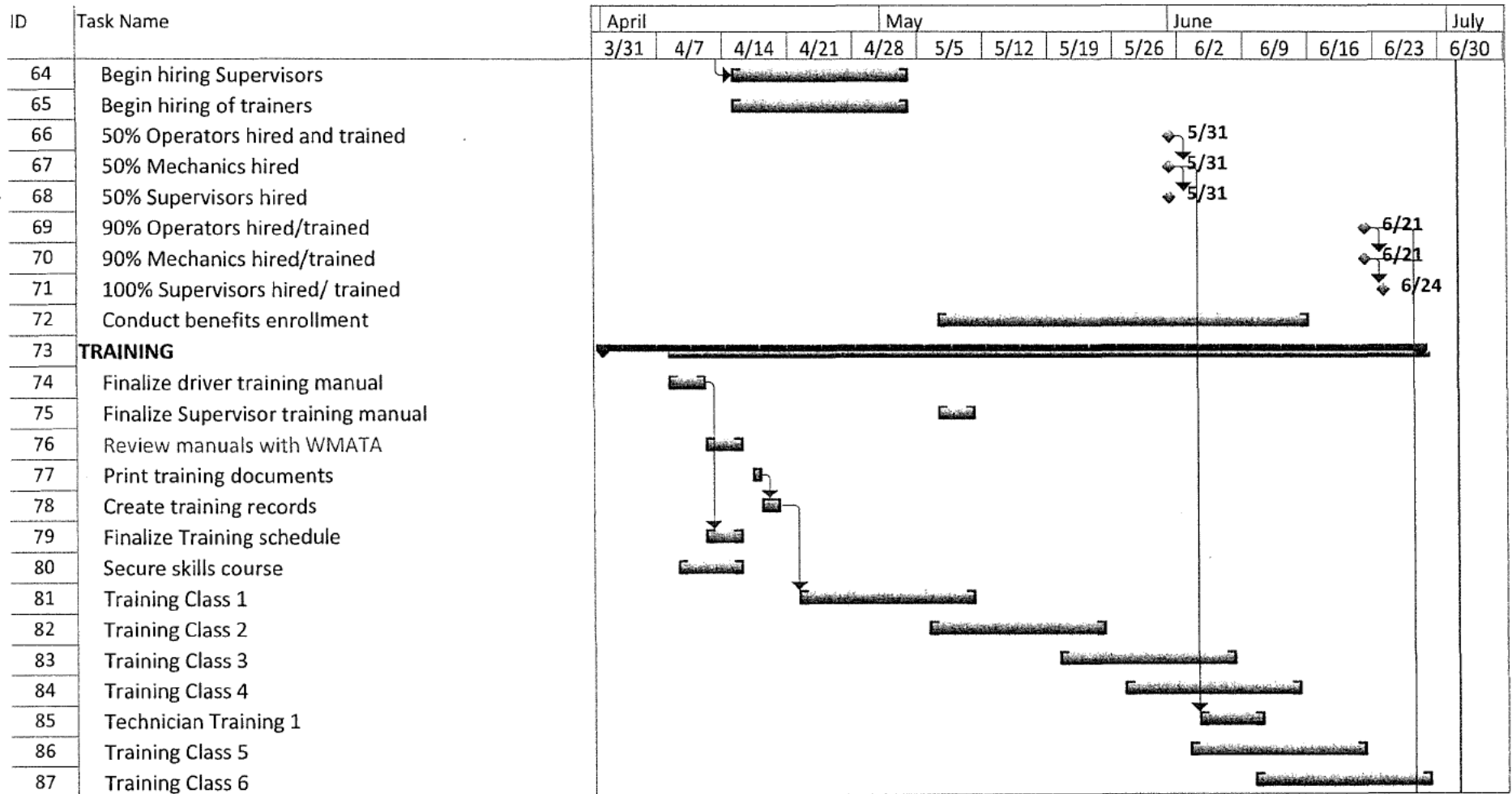
Veolia Operations Transition Plan

ID	Task Name	April					May				June				July
		3/31	4/7	4/14	4/21	4/28	5/5	5/12	5/19	5/26	6/2	6/9	6/16	6/23	6/30
1	Notice to proceed signed														
2	Kickoff meeting		■												
3	Veolia team Update Meeting		■	■	■	■	■	■	■	■	■	■	■	■	
17	Transition Update Mtg w WMATA		■	■	■	■	■	■	■	■	■	■	■	■	
31	Transition Update- All vendors		■	■	■	■	■	■	■	■	■	■	■	■	
45	STAFFING	—————													
46	Presentation of Startup Team		◆	4/2											
47	Startup Team on-site		◆	4/3											
48	Management Team On Site		◆	4/3											
49	EMPLOYEE ONBOARDING	—————													
50	Create Applicant webpage														
51	Schedule employee meet and greet														
52	Conduct Meet and Greet sessions														
53	Setup TALEO														
54	Order screening tests														
55	Establish uniform account														
56	Print application/position fact sheet														
57	Revise hiring targets														
58	Prepare print advertising														
59	Notify clinic of pending screenings														
60	Advertise openings														
61	Begin screening walk-ins														
62	Interview for Supervisor positions														
63	Begin hiring of mechanics and fueler/washers														

Project: WMATA Operations
Date: Mon 8/20/12

Task	—————	External Milestone	◆	Manual Summary Rollup	—————
Split	.....	Inactive Task	.....	Manual Summary	—————
Milestone	◆	Inactive Milestone	.....	Start-only	┌
Summary	—————	Inactive Summary	.....	Finish-only	┐
Project Summary	—————	Manual Task	—————	Deadline	↓
External Tasks	—————	Duration-only	.....	Progress	—————

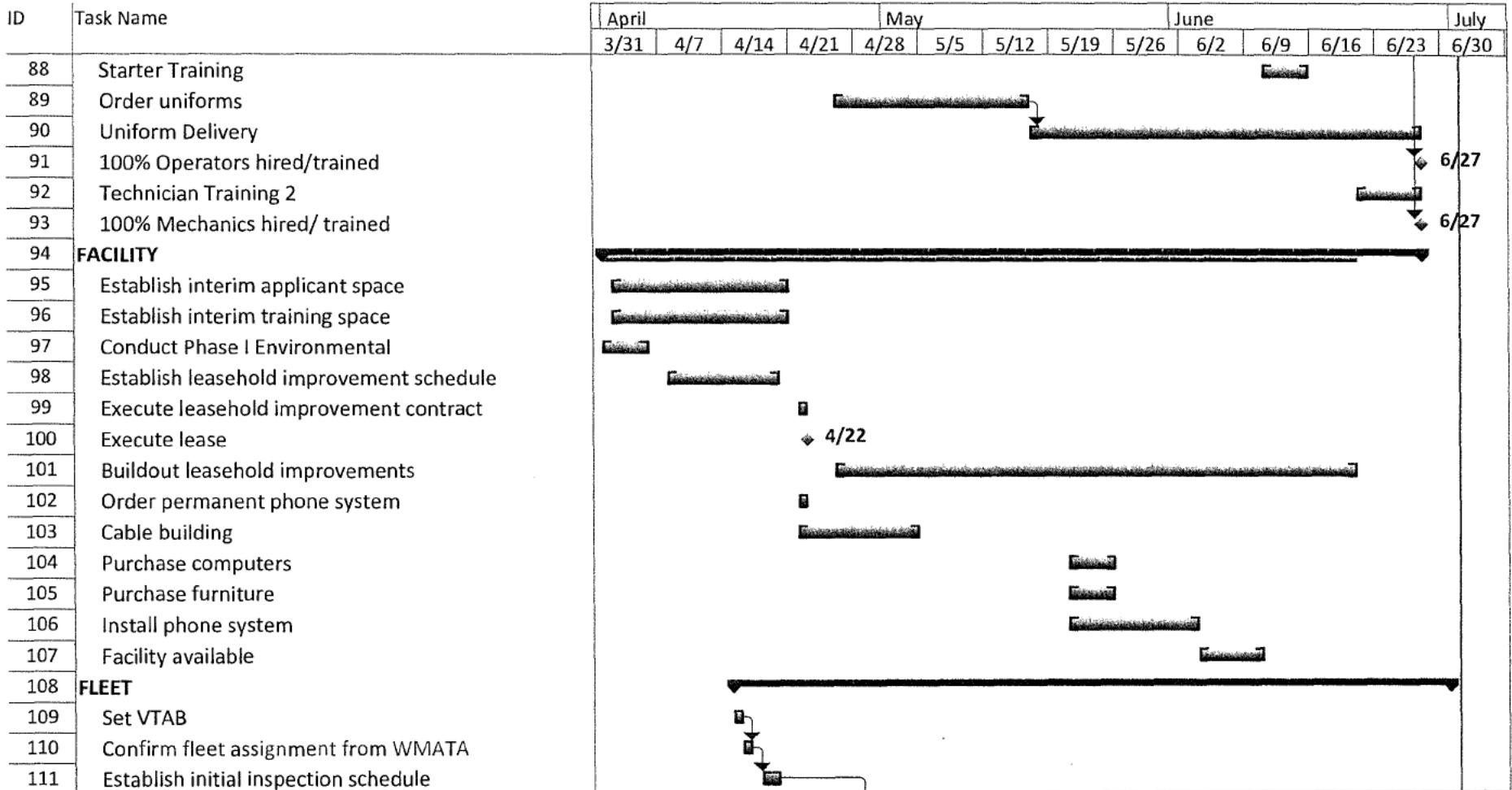
Veolia Operations Transition Plan



Project: WMATA Operations
Date: Mon 8/20/12

Task		External Milestone		Manual Summary Rollup	
Split		Inactive Task		Manual Summary	
Milestone		Inactive Milestone		Start-only	
Summary		Inactive Summary		Finish-only	
Project Summary		Manual Task		Deadline	
External Tasks		Duration-only		Progress	

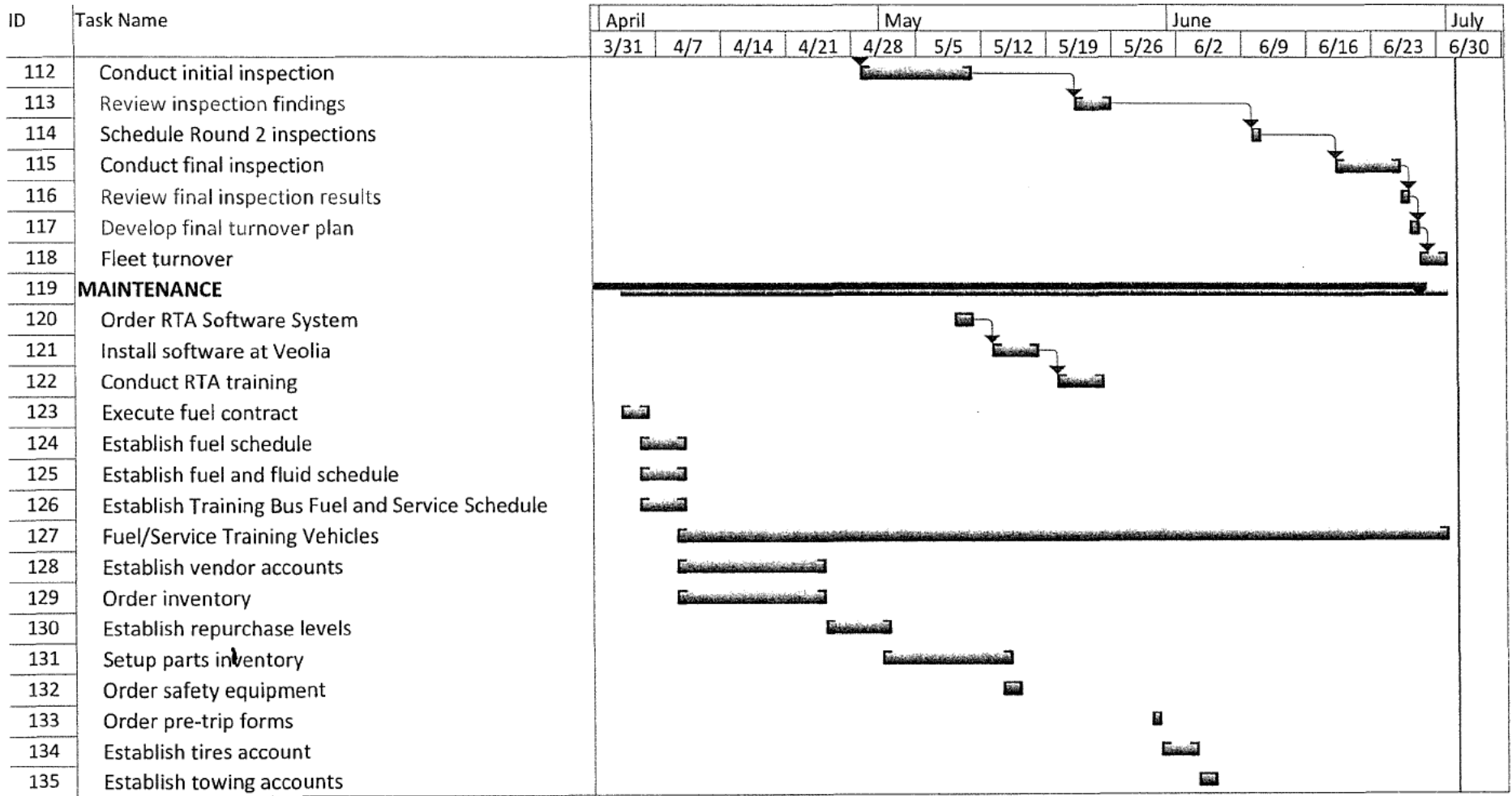
Veolia Operations Transition Plan



Project: WMATA Operations
Date: Mon 8/20/12

Task		External Milestone		Manual Summary Rollup	
Split		Inactive Task		Manual Summary	
Milestone		Inactive Milestone		Start-only	
Summary		Inactive Summary		Finish-only	
Project Summary		Manual Task		Deadline	
External Tasks		Duration-only		Progress	

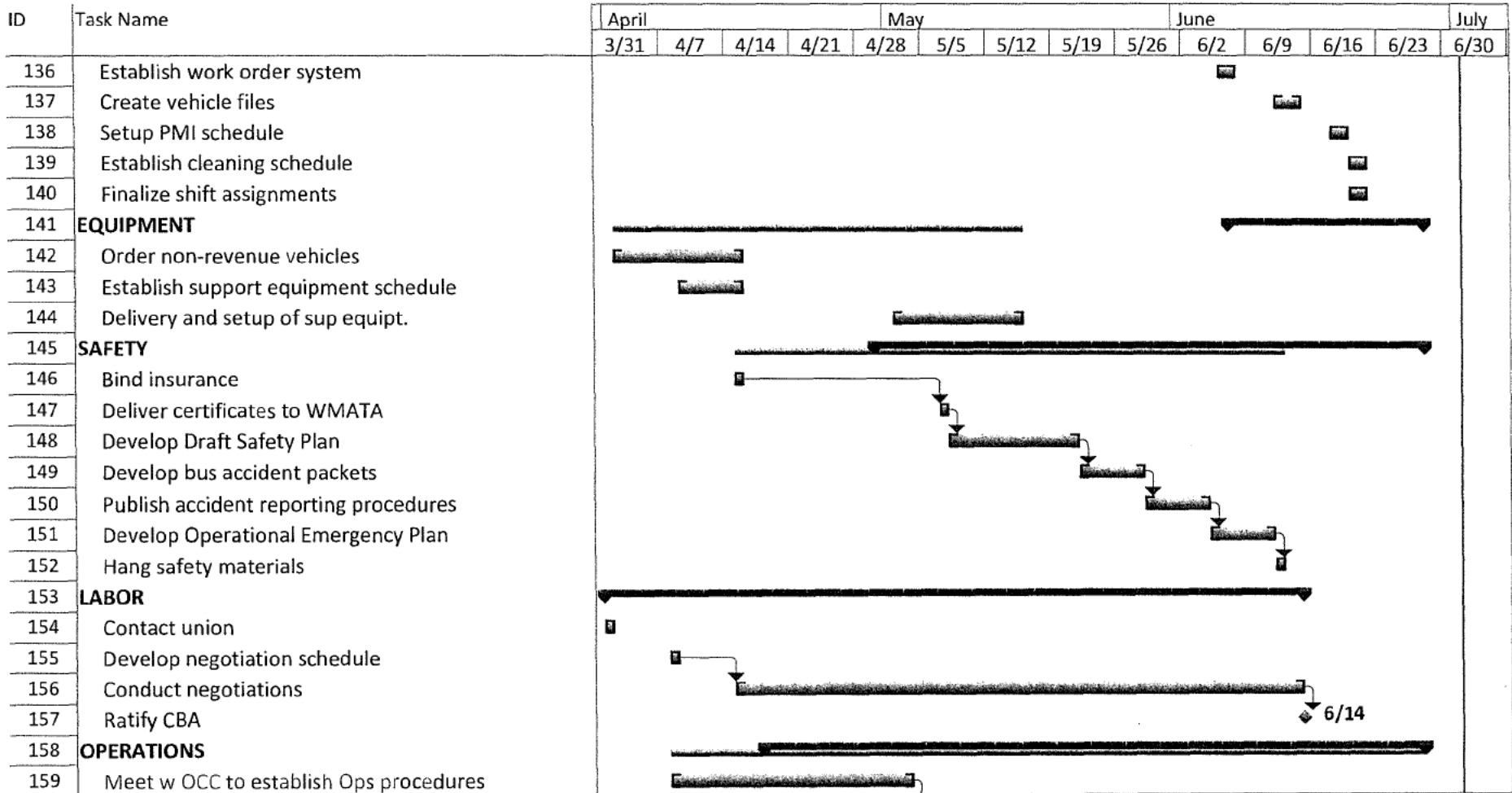
Veolia Operations Transition Plan



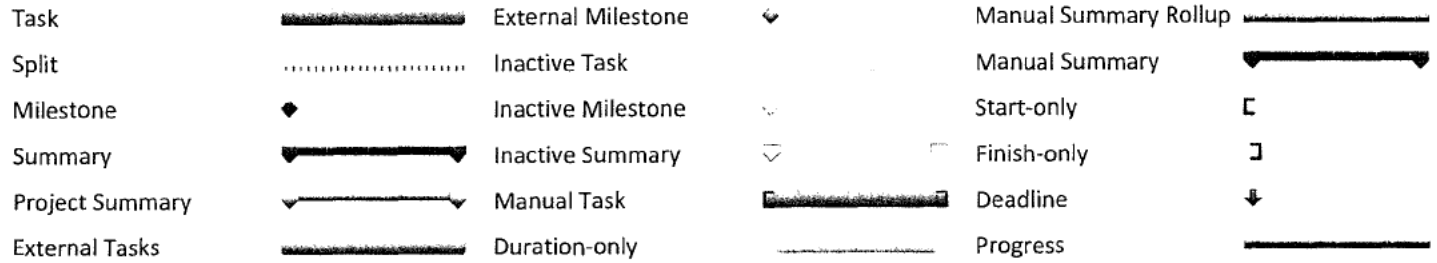
Project: WMATA Operations
Date: Mon 8/20/12

Task	█	External Milestone	▼	Manual Summary Rollup	█
Split	.....	Inactive Task		Manual Summary	█
Milestone	◆	Inactive Milestone	▼	Start-only	□
Summary	█	Inactive Summary	▼	Finish-only	□
Project Summary	█	Manual Task	█	Deadline	↓
External Tasks	█	Duration-only	.....	Progress	█

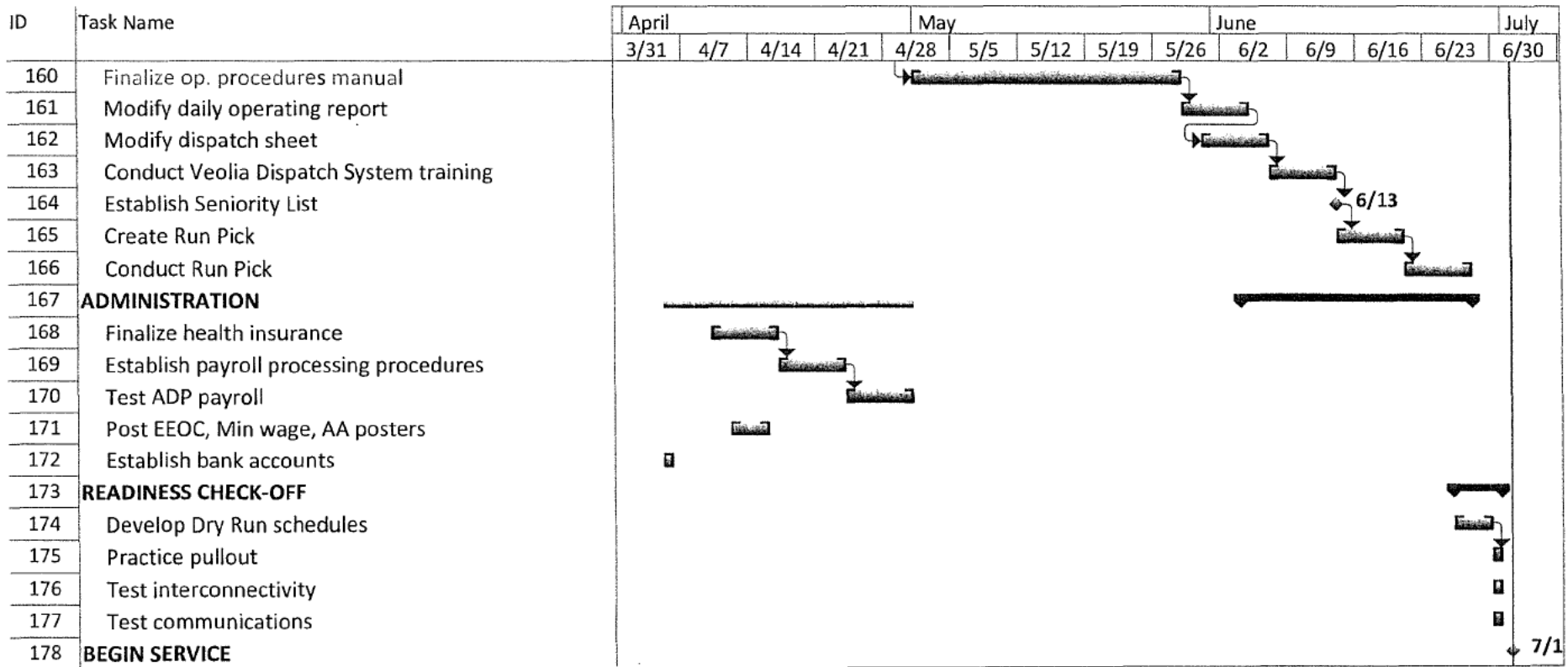
Veolia Operations Transition Plan



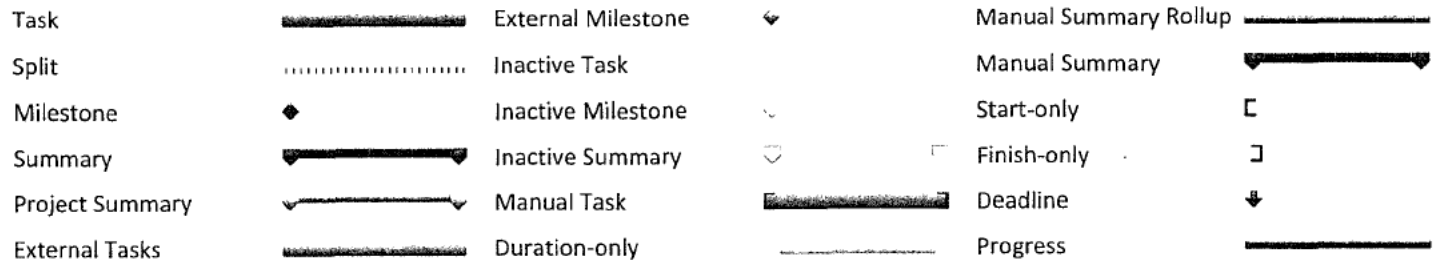
Project: WMATA Operations
Date: Mon 8/20/12



Veolia Operations Transition Plan



Project: WMATA Operations
Date: Mon 8/20/12



Appendix Table of Contents

- > Paratransit Client List
- > Corporate and Regional Support Staff Resumes
- > Documentum Information
- > Intelliride Information

Appendix Included on Proposal CD:

- > Veolia Safety Manual
- > Veolia Maintenance Manual
- > Veolia Sample Safety, Security and Emergency Preparedness Plan
- > Veolia Drug and Alcohol Policy Manual
- > Going for Green Facilitator's Guide
- > Sample Employee Handbook







PROFESSIONAL EXPERIENCE:

2005 - Present

Regional Vice President

Veolia Transportation Inc. Mid-Atlantic, Baltimore, Maryland

- ✓ Area covers the Mid-Atlantic region of the United States with current locations in Connecticut, District of Columbia, Maryland, New Jersey and Virginia.
- ✓ Day to day management of the Mid-Atlantic region corporate operations and personnel.
- ✓ Manage, direct, lead and evaluate 15 management personnel and have ultimate responsibility for 1510 employees.
- ✓ Manage the financial performance of the operation including budget analysis and development, profit/loss responsibility and cost analysis.
- ✓ Responsible for development and negotiation of multi year contracts including activities for growth in the region.
- ✓ Implement of strategic plans for the region.
- ✓ Monitor and analyze contract service levels and performance.
- ✓ Advise corporate management on regional development issues, various contract matters, and potential markets.
- ✓ Serve as Mid-Atlantic's regional liaison for government awarded contracts and client relations.
- ✓ Oversee the Mid-Atlantic operations compliance to city, state and federal laws.

1997 – 2004

Area General Manager – Mid Atlantic




- ✓ Areas of responsibility included Washington, DC; Eastern Pennsylvania (Philadelphia, Harrisburg, Allentown, York, Lancaster, Lehigh Valley); Maryland; Virginia
- ✓ \$50 million annual gross revenue and 1,500 vehicles located in 16 operating terminals (Union and Non-Union)
- ✓ Top 5 lowest Accident Frequency Ratio nationwide
- ✓ Budget design and implementation, variance reporting, quarterly forecasting
- ✓ Analyzed Key Performance Indicators: monitor drivers' wages, maintenance overtime, etc. as well as ensure employee and vehicle compliance
- ✓ Restructured contracts to minimize company risk and control variable expenses such as fuel and insurance
- ✓

- ✓ Received prestigious President's Special Recognition Award for dedication to service – only two have ever been awarded
- ✓ Leader of Start-up Team for District of Columbia Public Schools Special Education School Bus Operations (700 employees, \$20 million annual revenue, largest start-up in Laidlaw history) – 1999
- ✓ Oversaw lease/maintenance contract in Washington, DC – 400 vehicles


1995 – 1997

Regional Manager

- 
- ✓ Assumed leadership upon sale of Shaw Bus to National School Bus
 - ✓ Led employees through the transition in business practices from a sole proprietor to a corporate environment
 - ✓ Expanded sales increasing gross revenues by 70% after sale of Shaw Bus
 - ✓ Managed Fixed Route Transit System
 - ✓ Identified and trained key employees, implementing a departmentalized management structure
 - ✓ National School Bus was acquired by Laidlaw Transit in 1997.

1979 – 1995

Vice President of Operations / Board of Directors

- 
- ✓ Directed school bus operations – approximately 100 vehicles servicing Baltimore City, Howard County, Baltimore County, Johns Hopkins University and Hospital and various parochial schools
 - ✓ Managed Interstate Motor coach operations
 - ✓ Oversaw safety initiatives, driver compliance, accident investigation, driver recruitment and retention
 - ✓ Assisted in design of computerized dispatch/payroll system
 - ✓ Increased revenues by maximizing utilization of assets; increased charter sales, various ancillary sales
 - ✓ Tenure included work in the positions of dispatch manager, dispatcher, motor coach operator, school bus driver and maintenance
 - ✓ Shaw Bus Service was acquired by National School Bus in 1995

Professional Experience:

2008 – 2012

**Veolia Transportation
Senior Director of Maintenance**

- ✓ Lead national efforts in the development of best practices in the areas of shop operations, resource utilization, and the utilization of RTA software.
- ✓ Assist Regional Directors and General Managers in utilizing monthly reporting metrics to build improvement strategies for maintenance departments.
- ✓ Assist with the development of Regional Maintenance Directors in the areas of process management, utilization of RTA and utilization of reporting metrics.
- ✓ Assist with the acquisition and development of new business in the areas of fleet assessment, operational assessment and facility assessments.
- ✓ Support Purchasing Department with assessment and requirements for replacement parts materials and non-revenue fleet selection focused placed on green technologies when applicable.
- ✓ Assist with identifying and the development of training requirements at all levels of the maintenance organization
- ✓ Assist in creating consistency in shop procedures, tooling and supervision practices.
- ✓ Conduct maintenance audits at selected locations to ensure compliance to Veolia policies.
- ✓ Enforce compliance with all safety and environmental policies in all fleet maintenance activities.

2008 – 2012

**Veolia Transportation
Regional Director of Maintenance – South Central Region**

- ✓ Responsible for maintenance oversight and client relations for multi-state region including Texas, Georgia, North Carolina, Mississippi, Louisiana and Florida; overseeing 24 locations with approximately 1,500 vehicles and 800 employees.



2006 – 2008

Veolia Transportation – RPTA, Mesa, Arizona
Director of Maintenance

- ✓ Reduced out of service vehicles from an average of 52 to an average of 38.
- ✓ Instituted programs to enable the achievement of the Maintenance incentives as high as 20,000 per month.
- ✓ Implemented programs to reduce fuel and maintenance costs by 31%.
- ✓ Implemented and managed repair programs that increased road call mileage by 40%.
- ✓ Reduced inventory by 1000,000 from original inventory.
- ✓ Developed new procedure and implemented Veolia's standardized processing in parts procurement.
- ✓ Increased PM quality from scores of 30% to an average of 99%.

2000 – 2006

Veolia – ATC/Vancom – Cobb County, GA
Director of Maintenance/Assistant General Manager

- ✓ Financially revitalized the maintenance department from a \$700,000 budget overrun to a \$120,000 under budget operation.
- ✓ Developed and instituted mechanic certification program.
- ✓ Designed and developed capital procurement programs saving the company in excess of \$400,000 annually.
- ✓ Stabilized labor/management relations by increasing communication and participation with union officials.

- ✓ Development incentive programs for mechanics resulting in improved morale and employee retention.
- ✓ Revitalized the fleet from a 750 mean miles between road calls to current operating statistic of 12,000 mean miles between road calls.
- ✓ Redesigned preventative maintenance program.

1997 – 2000

Veolia – ATC/Vancom – Las Vegas, Nevada
Maintenance Foreman

1991 – 1997

[REDACTED]
Equipment Service Mechanic and Foreman



Education and Certificates:

- ✓ AMEREX Fire Suppression
- ✓ Carrier Transit A/C Systems
- ✓ CSA International Natural Gas Cylinder and Facility Inspection
- ✓ Cummins Power Plant
- ✓ Detroit Diesel (WTEC & DDEC World Transmission)
- ✓ EPA Refrigeration Certification (Type 1 & 2 and R12)
- ✓ Hymer Articulated Coach Joint
- ✓ I/O Controls Diagnosis and Repair
- ✓ Kroll Articulated Joint
- ✓ Lift U Wheelchair Lift and Equipment
- ✓ NABI Electronic Controls
- ✓ New Flyer (Allen Bradley Electrical Diagnosis)
- ✓ Ricon Wheelchair Lift and Equipment
- ✓ Suttrak A/C Systems
- ✓ Thermo-King Coach Air Conditioning
- ✓ Twin Vision Destination Sign Diagnosis and Repair
- ✓ Vansco Electronic Multiplexing

████████████████████
Director of Safety and Training - Eastern Region

Professional Experience:

2006 - Present

**Veolia Transportation Services, Inc.
*Director of Safety and Training – Eastern Region***

- ✓ Responsible for the direction of safety, training, and compliance activities for 17 properties in the Northeast Region of the United States.
- ✓ Developed the Compliance Assessment (COMPASS) computerized audit program for nationwide use.
- ✓ Developed a precision driving skills manual for behind the wheel trainers.
- ✓ Developed courseware for classroom instructor and behind the wheel instructor training courses.
- ✓ Organized and resourced the development of an accident responder training course.
- ✓ Developed special goals course software for adjunct faculty training, storm water regulations, new vehicle familiarization training, specialized safety meeting PowerPoint presentations, etc.
- ✓ Successfully implement Operator Development Program throughout the Region ahead of the implementation schedule.
- ✓ Assisted with the creation of Regional standing operation protocols for OSHA compliance, OSHA programs, employee injury control program, critical incident alert protocol, clinic audit procedures, SSEPP, etc.
- ✓ Instrumental in the development of an Accident Tracking and Recording System (ATARS), a computerized accident reporting and trending instrument. ATARS was the framework for a successor web-based application known as WebRisk, now utilized throughout the company.
- ✓ Designed and implemented a monthly safety poster program.
- ✓ Introduced creative "best practices" to improve driver training programs.
- ✓ Created systems to insure compliance with FTA and FMCSA regulations governing operations in the Northeast Region.

- ✓ Provided 360 degree feedback to senior management on safety compliance issues and annual COMPASS audit results.
- ✓ Assisted general managers and safety managers with the attainment of training and safety goals.

1994 - 2006

Driver Development and Safety Supervisor

- ✓ Responsible for managing driver training and safety programs for a six terminal school bus operation (450 drivers) in South Central Pennsylvania.
- ✓ Successfully implemented pro-active safety initiatives that have reduced preventable accidents by 25% over the past 4 years.
- ✓ Organized, resourced, and implemented an employee safety council, annual safety survey, unsafe act reporting protocol, and safety bonus program, successfully cultivating an employee/management safety partnership.
- ✓ Responsible for supervision and over-watch of driver compliance, OSHA compliance, insurance claims, and Penn DOT-mandated regulations.
- ✓ Skilled accident investigator and loss prevention specialist with extensive experience.
- ✓ Certified Instructor Coordinator for Intermediate Units 12, 13, and 15, responsible for curriculum development, trainer certification, and driver training/licensing.
- ✓ Experienced course writer, researched and developed programs of instruction pertaining to safety leadership, accident investigation, loss prevention, and safety-focused driver training.
- ✓ Successfully facilitated hands-on employee safety meetings affording employees opportunities to practice vital accident avoidance driving skills.
- ✓ Staff supervision duties include 2 field safety supervisors and 25 driver trainers.

- ✓ District staff trainer, responsible for sustaining staff competency in a variety of industry-related subjects (bloodborne pathogens, right to know, etc.)
- ✓ Certified auditor, responsible for monitoring compliance of OSHA, DOT, and company mandated safety regulations in PA and NJ facilities.

1994 - 2006

[REDACTED]

Instructor

- ✓ Instructed Social Studies, grade levels 9 through 11, including gifted and independent study classes.

1994 - 2006

[REDACTED]

Senior Non-Commissioned Officer

- ✓ Master Sergeant in the [REDACTED] with 26 years of continuous service.
- ✓ Senior Instructor/Writer [REDACTED] Military Academy, [REDACTED] [REDACTED] administered all reserve component field artillery training in a 13 state area (1996-1998). Operations Sergeant, [REDACTED] Military Academy [REDACTED] [REDACTED] responsible for training management, resource utilization, scheduling, safety, and instructor evaluation.
- ✓ Extensive experience with logistics, test development, long-range planning, feasibility studies, utilization plans, scheduling, and maintenance.
- ✓ Certified senior military instructor specializing in Officer Candidate and military leadership curriculum/training.
- ✓ Soldier of the year [REDACTED] 1991.

Education and Skills

- ✓ Bachelor of Science, History-Education, Mt. St. Mary's College
- ✓ Masters Equivalency, Western Maryland College, [REDACTED]
- ✓ Graduate, Sergeants Major Academy, Ft Bliss, TX, [REDACTED]
- ✓ Penn DOT certified CDL 3rd Party Examiner
- ✓ Penn DOT certified Instructor Coordinator (IU 12, 13, and 15)



Professional Experience:

2006 - Present **Veolia Transportation Services, Inc.**
Regional Director of Human Resources
(Baltimore, MD)

- ✓ Manage activities of direct reports to execute daily functions of Mid-Atlantic Regional HR office.
- ✓ Manage budget and interests of Veolia and its employees in accordance with HR policies and governmental laws and regulations such as EEOC, OSHA, Affirmative Action, ADA and FMLA.

1991 – 2004 
Director of Human Resources

- ✓ Formulated and implemented policies and objectives governing all HR practices for 6,000-employee company, including employee relations, recruitment, organizational planning, succession planning, job design, manpower forecasting, compensation analysis, collective bargaining.
- ✓ Managed activities of direct reports to execute daily functions and activities of HR office and assigned special projects/tasks as needed.

1989 
Physician Recruiter

- ✓ Responsible for recruiting radiologists, anesthesiologists, pediatricians, orthopedic surgeons, pathologists, and several other specialty physicians permanently assigned to hospitals and clinics in 13 different states.

1986 - 1988 
Regional Recruiting Manager

- ✓ Responsible for recruitment of radiologists, anesthesiologists, pediatricians, orthopedic surgeons, pathologists, and several other specialty physicians permanently assigned to hospitals and clinics in 13 different states.

Education

- ✓ Bachelor of Science, University of Abidjan.



Professional Experience:

2010 - Present

Veolia Transportation Services, Inc
Vice President – Labor Relations

- ✓ Responsible for all aspects of labor relations services provided to 100+ transit customer systems; including: 13(c) agreements, interest and grievance arbitrations, advice and counsel to clients on labor matters; researching questions of labor law, training and development of management staff, reviewing regulatory and statutory matters related to labor law.

1999 - present

Professional Transit Management



Founder and Chief Executive Officer

- ✓ Serve as PTM's senior labor counsel and lead all labor services activities for management clients and labor clients. (PTM was purchased by Veolia Transportation in 2008.)
- ✓ Involved in all aspects of transit labor relations, including: 13(c) agreements, interest and grievance arbitrations, advice and counsel to clients on labor matters; researching questions of labor law, training and development of management staff, reviewing regulatory and statutory matters related to labor law.
- ✓ Negotiated over 300 collective bargaining agreements in 30 different states with 13 different international unions.

1974 - 1999



- ✓ Vice President, Labor Relations, 1993-1999
- ✓ Executive Vice President, Transit Management, 1987-1993
- ✓ Labor Counsel, 1974-1987

1970 - 1974



Attorney, Labor Law

- ✓ Practice included arbitrations, strikes, NLRB matters, EEOC proceedings and matters related to the Economic Stabilization Act and Cost of Living Council.



EDUCATION

- ✓ University of Cincinnati, College of Law – Juris Doctor
- ✓ Notre Dame University – Bachelor of Science, Business Administration

PROFESSIONAL AFFILIATIONS

- ✓ American Public Transit Association - Present transit labor report annually to General Managers' and Board members' seminars
- ✓ Lectured on contract negotiation techniques at Carnegie-Mellon and Indiana Universities
- ✓ Active member of APTA Labor, Legal Affairs and 13 (c) committees.

Professional Experience

2007 – Present

Veolia Transportation Services, Inc.
Director of Business Improvement

- ✓ Provide software support and oversight for Veolia Transportation's paratransit and demand response systems using technological applications.
- ✓ Responsible for providing integration between operations and software packages including Ecolane DRT, Trapeze Software, Route Match, Stratagen and Veolia proprietary software.
- ✓ Responsible for driving business unit improvement at each division that will result in Veolia Transportation's continued leadership position in the transit industry.

2004 – 2007

Director of IT Projects

- ✓ Coordinate support for over 100 operating divisions.
- ✓ Design, develop, and maintain Application Service Provider (ASP) infrastructure for remote operations.
- ✓ Oversee development of the operational tools to support paratransit functions.
- ✓ Provide analysis and consulting services related to use of Trapeze and other paratransit software products.

2000 – 2004

Director of Paratransit

- ✓ Oversee development of the PASS product.
- ✓ Coordinate all activities related to Paratransit software within Trapeze.
- ✓ Consult with transit properties and internal staff on management and productivity issues.

1999 – 1999

[REDACTED]
Customer Care Manager

- ✓ Managed 15 person staff responsible for providing support to Trapeze software users.
- ✓ Responsible for developing and monitoring a \$2.5 million budget for both Paratransit and Fixed Route divisions.
- ✓ Coordinated software development and consulting tasks for [REDACTED] Paratransit customer base.

1994 – 1998

[REDACTED]
Project Manager

- ✓ Managed all phases in the implementation of automated scheduling, reservations, and dispatching systems for transit authorities.
- ✓ Developed custom software. Provided technical support to installed systems.
- ✓ Consulted with transit authorities on management and productivity issues.

1992 - 1994

[REDACTED]
Special Transit Service Systems Administrator

- ✓ Managed 25 person staff responsible for reservations and data collection.
- ✓ Analyzed staffing needs, conducted performance appraisals, and designed programs to improve efficiency.
- ✓ Coordinated the department's implementation of the Americans with Disabilities Act (ADA).
- ✓ Coordinated selection and implementation of a new automated reservations, dispatch, and scheduling computer system.

1992 – 1992

[REDACTED]
Special Projects Contractor (Oct '92 - Dec '92)

- ✓ Developed monitoring procedures for the Special Transit Service (STS) division to ensure compliance with the Americans with Disabilities Act (ADA).

1992 – 1992

Personnel Specialist

- ✓ Contracted with the Human Resources Department to provide job descriptions in compliance with the ADA.
- ✓ Revised existing descriptions and created missing descriptions.

1992 – 1992

Boarding & Alighting Project Administrator

- ✓ Coordinated activities for two boarding and alighting studies.
- ✓ Hired and supervised contracted data entry staff, supervised data collection contractor, and provided technical computer support for generating reports related to the study.

1991 – 1992

Programmer

- ✓ Contracted with the STS department to review and analyze their current automated scheduling system.
- ✓ Designed programs and studies to evaluate the effectiveness of automated scheduling with the existing system.
- ✓ Developed and conducted a nationwide survey of other transit authorities to determine current scheduling capabilities and trends.
- ✓ Assisted in the development of Capital Metro's initial ADA plan.

1990 – 1991

Personnel Specialist

- ✓ Screened applicants for available positions, developed advertisements/job postings, and performed other duties related to the hiring process.
- ✓ Developed an automated applicant tracking system.

Education

- ✓ Bachelor of Arts in Business Management, The University of Texas at Austin, College of Business Administration



Professional Experience

2007 to present

**Veolia Transportation Services, Inc.
Vice President of Business Improvement**

- ✓ Provides direction and assistance to executives and general managers, involving technical and operational functions in relation to service performance, analysis and best business practices.
- ✓ Assists with the development of bids by identifying appropriate service and technology needs.
- ✓ Stays abreast of evolving technologies and reviews company operations to make recommendations for the development of new technologies to assist and improve operations; and identifies synergies from existing technologies for possibly deployment.
- ✓ Oversees a team of industry experts that ensure operations meet the contractual requirements established by each individual site and monitors identified areas for increasing performance.

2005 to 2007



Executive Vice President IT

- ✓ Responsible for oversight of all [redacted] operational IT functions and programs.
- ✓ Provides direction and assistance to executives and general managers, involving all IT functions, including service performance and analysis and best business practices.
- ✓ Assist with preparation of bids for new contracts by developing staffing levels, capital start-up and overall operating scenario.
- ✓ Ensures that all client communications are accurate, timely and meet the needs of all client personnel.
- ✓ Ensures operations meet the contractual requirements and established goals and measurements for continued and improved performance.

2003 to 2005



Vice President of Operations,

- ✓ Responsible for oversight of all [redacted] contracts as assigned.



- ✓ Provided direction and assistance to general managers, including contracts, service performance, labor relations and personnel matters.
- ✓ Assist with preparation of bids for new contracts by developing staffing levels and overall operating scenario.
- ✓ Ensures that all client communications are accurate, timely and meet the needs of all client personnel.
- ✓ Ensures management services are provided according to local governing board policies, as well as maintaining quality client relationships.

2003 to 2005

Senior Vice President/Owner

- ✓ Provides oversight of all transportation business.
- ✓ Develops management plans, oversees transportation market development and markets transportation services to the industry.
- ✓ Investigates new transportation acquisitions and oversees transportation consulting initiatives.
- ✓ Participates in the development and establishment of corporate policies and strategic direction

2002

Program Manager,

- ✓ Administration and management of Medicaid capitated transportation with the Commonwealth of Virginia providing operations management of over 9,000 non-emergency medical transportation trips per day.
- ✓ Subcontracting with up to 300 private transportation providers.
- ✓ Budget responsibility exceeding \$26 million

1995 to 2003

Director of Operational Consulting

- ✓ Assisted with the merger of [redacted] and [redacted] eventually managing the consulting division.
- ✓ Provided consulting services to transit properties both nationally and internationally on productivity and service improvements.



- ✓ Oral presentations to public and governing bodies

1991 to 1995

[REDACTED]
Client Support Manager/Operations Manager

- ✓ Responsible for monitoring and implementation of all Paratransit software contracts throughout the U.S. and Canada; contract management and negotiations.
- ✓ Defining and monitoring software development as specified by contracts.
- ✓ Organizing, controlling and scheduling daily operations of staff located throughout the U.S. and Canada.

1980 to 1991

[REDACTED]
Transportation Director

- ✓ Management of airport and public transportation services (fixed route and paratransit)
- ✓ Budget responsibilities exceeding \$5 million.
- ✓ Capital budgeting and acquisition, grant writing and monitoring; oral presentations to public and governing bodies.

1978 to 1980

[REDACTED]
In-State Office Manager

- ✓ Coordination of in-state activities for U.S. Senator; processing and investigation of constituent requests.
- ✓ Monitored professional intern program.
- ✓ Dealt with all levels of political entities and public groups

Education and Training

- ✓ Education & Career Development, Arizona State University
- ✓ Bachelor of Science – Psychology/Pre-Law



Professional Experience

2012 – present

**Veolia Transportation Services, Inc.
*Vice President – Paratransit and Intelliride***

- ✓ Develop and write business proposals for paratransit projects and contract renewals.
- ✓ Develop opportunities to implement Veolia's Intelliride product which involves service delivery utilizing non-dedicated vehicles such as taxis, sedans, and other for-hire vehicles
- ✓ Provides technical assistance, personnel training and internal consulting to Veolia projects across the country in the areas of service delivery to passengers with disabilities, paratransit eligibility certification, call center management and service quality.

2006 – 2012

**Veolia Transportation Services, Inc.
*Business Development Manager***

- ✓ Developed and write business proposals for new projects and contract renewals, including development of price proposals.
- ✓ Projected staffing needs and develop work schedules for Operators, Schedulers, Dispatchers, Supervisors, Mechanics and other operations and maintenance staff for proposals.
- ✓ Participated in oral interviews.

2003 – 2006

**Veolia Transportation Services, Inc. – ATC/Vancom
*Director of Business Improvement***

- ✓ Managed company's business improvement strategies, including Process Improvement teams and a team-based strategy called "Action Workout; oversee and direct activities of 30 Action Workout Coaches.
- ✓ Provided training to employees pertaining to company's business improvement strategies.
- ✓ Provided management support to local projects on an as-needed basis, primarily in the areas of call center management, paratransit operations and customer service.

2001 – 2003

[REDACTED]
Management Associate

- ✓ Provided corporate management support and training to local projects in the areas of call center operations, ADA compliance, and disability community relations.
- ✓ Assisted company's East Bay project in Oakland, CA, to streamline its eligibility certifications process, and to improve performance in its paratransit reservations and customer service call center.
- ✓ Provided consulting services for welfare-to-work transportation programs in Sandoval County, NM and for the University of New Mexico. Developed a service plan for a coordinated rural transportation system in Sandoval County, NM.

2000 – 2001

[REDACTED]
General Manager

- ✓ Directed all activities of \$800,000 annual project, which provided transportation to welfare recipients, people with disabilities and commuters in and around Albuquerque.
- ✓ Managed activities of staff and two outside transportation contractors.
- ✓ Negotiated coordinated agreements with other municipalities, tribal governments, and social service agencies, to provide additional transportation services to special needs populations.

1996 – 2000

[REDACTED]
Director of Accessibility Programs/ADA Coordinator

- ✓ Directed all aspects of County's specialized transportation program, which served seniors, people with disabilities and other transportation disadvantaged citizens; Created and staffed **[REDACTED]** senior and disability community Advisory Board.
- ✓ Managed division budget of \$8 million; directed staff of 15 as well as three outside transportation contractors.
- ✓ Developed and negotiated agency contracts for paratransit management and transportation services; designed and implemented agency's functional ADA paratransit eligibility certification procedures.
- ✓ Established program which trained individuals with disabilities to independently use **[REDACTED]** buses.

1995 – 1996

[REDACTED]
Paratransit Services Coordinator

- ✓ Managed [REDACTED] ADA paratransit program.
- ✓ Designed and implemented Joint Powers Authority with [REDACTED] [REDACTED] to jointly administer ADA paratransit services in combined service area.
- ✓ Developed interagency agreements with other transit agencies to share paratransit costs in overlapping service areas.
- ✓ Served as staff liaison to two disability community advisory boards.
- ✓ Made presentations to [REDACTED] management, the Board, disability organizations and members of the public.
- ✓ Represented [REDACTED] on regional transit staff committees.

1993 – 1994

[REDACTED]
Transportation Planner

- ✓ Planned projects as part of [REDACTED] ADA Key Station Plan.
- ✓ Served as Project Manager for [REDACTED] Muni Talking Signs Demonstration Project.
- ✓ Reviewed station improvement and [REDACTED] extension station projects for ADA compliance and path-of-travel accessibility.
- ✓ Served as staff liaison to disability community advisory committee; made presentations to disability organizations and members of the public.
- ✓ Represented [REDACTED] on regional transit committees.

Education

- ✓ Bachelor of Arts - Indiana University/Purdue University at Indianapolis

Professional Experience:

2006 – Present

Veolia Transportation Services, Inc.
Environmental Project Manager, North America

- ✓ Responsible to the Director of Sustainable Development for providing support, information, auditing services, training, communications, planning, and general oversight to 60 plus Veolia Transportation properties in areas of environmental compliance, sustainable development, and associated research.
- ✓ Provided on-site visitation for purposes of physical inspection and documentation, records review, hands-on guidance, and assessment for on-going operations and/or cessation of site operations.

2003 – 2006

Maintenance Manager/Assistant General Manager - King County

- ✓ Assistant General Manager in day-to-day management activities, operations, personnel issues, client relations, and public affairs for ATC of King County.
- ✓ Directed Maintenance operations, budget, procurement, and benchmarking activities for Paratransit fleet of 120 vehicles, as well as up to 300 (non-revenue) vehicles.
- ✓ Directed a department of 20 plus personnel in maintaining a Paratransit fleet in accordance with all applicable federal/local regulations and in keeping with the contractual obligations as dictated by the client.
- ✓ Ensured environmental compliance for four different locations, including detailed audits, permitting, reporting, and interfacing with ATC Corporate, Washington State Department of Ecology, landlords, and contractors.

2000 – 2002

Assistant Information Officer/Communications Editor

- ✓ Promoted to prioritize and edit all communications for 2000 employees at 40+ sites on behalf of the executive-level decision-and policy-makers for this world-class nuclear installation and facility.
- ✓ Advised senior management in all areas of communications, publications, and community liaison and media relations.
- ✓ Prepared articles for publication in regional 8200-reader newspaper, as well as for worldwide release on the Navy Newswire Service.

- ✓ Also wrote and published 47 technical/engineering-orientated and human interest feature articles.

1996 – 2000

[REDACTED]
Reactor Laboratories Division Leader

- ✓ Supervised the operations, administration and maintenance for the chemistry control aspect of a shipboard nuclear reactor, its associated support fluids and steam generating systems, and provided statistical trend analyses and recommendations to senior management.
- ✓ Advised and made recommendations to executive officers on job sequencing and scheduling, strategic planning, inspections/audits, mission operations and continuous training. Result: 100% success rates of organizational and mission readiness.
- ✓ Oversaw all radiological control operations, including maintaining and repairing nuclear systems, conducting radiation and contamination surveys, testing for exposure, and providing timely and regular reports and documentation.
- ✓ One of 4 certifying/examining authorities required for plant certification programs. Trained and developed cross-functional teams.
- ✓ Named one of the top three trainers organization-wide.

1995 -1996

[REDACTED]
Reactor Laboratories Division Leader

- ✓ Tasked with establishing and maintaining nuclear plant conditions necessary for the safe and effective deactivation of systems and components.
- ✓ Acted as primary liaison between shipboard operations and Puget Sound Naval Shipyard supply, logistics, support and maintenance operations.

1993 – 1995

[REDACTED]
Radioactive Material Shipper/Radiological Controls Shift Supervisor

- ✓ Responsible for administering all radioactive material shipments and ensuring compliance with all Washington State, Federal DOT, and Department of the Navy regulations.
- ✓ Played instrumental role in formulating radioactive/hazardous materials planning in conjunction with the EPA, Puget Sound Naval Shipyard, Naval Sea Systems Command, and the State of Washington.

Education:

- ✓ Master of Business Administration, [REDACTED] City University
- ✓ Bachelor of Arts [REDACTED] Puget Sound Christian College



Training:

- ✓ ATC Maintenance University
- ✓ Naval Nuclear Power School
- ✓ Nuclear Power Training Unit
- ✓ Engineering Technician Manager School
- ✓ Quality Assurance Inspector
- ✓ Total Quality Leadership
- ✓ Radioactive Material Shipping

Certifications:

- ✓ Quality Manager, American Society for Quality (2002-2005):
Certification Number 6669

Professional Experience

2005 – Present

Veolia Transportation Services, Inc.
Director of Environmental Services – North America

- ✓ Responsible for all environmental compliance and sustainable development concerns for 87+ Veolia Transportation transit, paratransit, vehicles on demand, and five rail services in 19 states in the U.S., and transit & school bus operations in two providences in Canada.
- ✓ Responsibilities include environmental interpretation, technical research, emergency response, compliance, sustainable development, property investigation/auditing, and policy & training development.
- ✓ Extensive experience in Superfund remediation and reimbursement; have recaptured \$4.8 million in 80 Superfund reimbursement claims to-date.

1991 – 2005

Corporate Environmental Director

- ✓ Responsible for overseeing environmental compliance at 40+ ATC/Vancom, Inc. facilities in 16 states.
- ✓ Responsibilities include environmental interpretation, technical research, emergency response, compliance, property investigation/auditing, and policy & training development.
- ✓ Extensive experience in Superfund remediation and reimbursement.
- ✓ Recaptured \$3 million in 79 Superfund reimbursement claims to-date.

1987 – 1991

Regional Director of Maintenance & Corporate Environmental Director

- ✓ Responsible for 11 shops and maintenance on 1000+ vehicles including, school busses, transit and highway coaches, Para transit, vans, and cars in the Midwest and East coast regions.
- ✓ Instrumental in startup of 2 shops in New York and 3 in Connecticut. Responsible for corporate environmental compliance and training of all facilities.

1986 - 1987

[REDACTED]
Shop Manager

- ✓ Responsible for 15 shop employees, and maintenance on 117 vehicles, including school busses, transit coaches, Para transit, vans, and cars.
- ✓ Responsibilities included all phases of repair including body shop and recovery.

1985 - 1986

[REDACTED]
Amtran Limo Sales & Service Shop Manager

- ✓ Responsible for 11 shop employees, and maintenance on 109 vehicles, including school busses, transit coaches, par transit, vans, and cars.
- ✓ Responsible for delivery, maintenance and warranty of O'Garra stretched Lincoln Continental limousines.

1982-1985

[REDACTED]
Bus Mechanic

- ✓ All phases of school bus repairs, NIASE General Truck Mechanic Certified.

1981-1982

[REDACTED]
Shop Manager

- ✓ Responsible for 6 shop employees, and maintenance on 178 vehicles, including school busses, vans, and cars. Responsibilities included all phases of repair.

1978-1981

[REDACTED]
Assistant Shop Manager – Bus Mechanic

- ✓ Indirectly responsible for 4 shop employees, and maintenance on 79 school busses.

1976-1978

[REDACTED]
Truck/Bus Mechanic

- ✓ Responsibilities included all phases of light and heavy duty truck and school bus repairs.

1972-1976

[REDACTED]
Shop Manager/ Sergeant E-5, MOS/3522



Education and Training

- ✓ Marine Corps Service Support School – Automotive Mechanics
- ✓ Non-Commission Officers Training Class
- ✓ NIASE General Truck Mechanic Certified
- ✓ Liquid Petroleum (LP-Propane) Certified
- ✓ Interaction Management Program
- ✓ Drug Awareness Program
- ✓ Environmental Compliance Symposium
- ✓ EAP Training Program
- ✓ Hazardous Waste Management Compliance Training
- ✓ EPA - UST Compliance Symposium
- ✓ Sexual Harassment Program
- ✓ Hazard Communication Train-the-Trainer Compliance Course
- ✓ Hazardous Waste Management Training Certified
- ✓ Michigan Storm Water Management Industrial Site Operator Certified
- ✓ OSHA 40 Hour Hazardous Waste Site Worker Certified
- ✓ Hazard Communication Train-the-Trainer Compliance Certified
- ✓ OSHA Hazardous Waste Annual
- ✓ Compressed Natural Gas (CNG) Certified
- ✓ Professional Environmental Property Assessor Certified
- ✓ U.S. Environmental 24 Hour Laws & Regulation Compliance Course
- ✓ Supervisor's Fatigue Awareness Seminar
- ✓ OSHA General Industry Safety & Health Course
- ✓ Environmental 40 Hour Compliance Course (Environmental Boot Camp)
- ✓ Environmental 40 Hour Compliance Course (Beyond Boot Camp)
- ✓ Storm Water Discharge Regulations Course
- ✓ Clean Air Compliance Course
- ✓ Clean Water Compliance Course
- ✓ Managing Hazardous Materials Course
- ✓ ISO 14001: Implementing and Auditing Your EMS Course
- ✓ Environmental 36 Hour Compliance Course

Associations

- ✓ Member of the National Association of Environmental Professionals
- ✓ Member of the National Ground Water Association
- ✓ Member of the U.S. Department of the Interior Geological Survey Earth Science Corps

EMC DOCUMENTUM RECORDS MANAGER

Policy-based control of the lifecycle of typical and formal records for information governance

ESSENTIALS

- Set security on records by changing an attribute on the record; further define role-based security on records
- Simplifies record declarations for physical, email, and electronic documents
- Enables fast and accurate search and retrieval of typical and formal records with nested access to allow or disallow viewing of confidential information
- Limit what types of content can be linked into the file plan; the structure of file plans can also be regulated
- Allows records to be retained according to any compliance requirement
- Certified against DoD5015.2, Baseline Records Management (formerly Chapter 2) and Classified Records (formerly Chapter 4)
- Records managed through their lifecycle can migrate their content to different types of hardware
- Seamless SharePoint interface to manually declare formal records in EMC Documentum

Many organizations today face the very real risk of being audited or sued. The growing volume of digital information combined with a growing body of regulations has altered the records management landscape. If Records Management used to be about maintaining a subset of documents as records within a controlled and organized system, it is now much more likely to mean that records managers are engaged in information management and playing an active role in managing all of an organization's content regardless of type or location. As a result, companies must ask themselves some very important questions:

- Are we managing all of our content with a single set of policies?
- Are we destroying materials as soon as regulations and good business practices allow reducing storage loads and protecting against litigation thereby reducing risk?
- Could we supply information relevant to an official inquiry without incurring substantial discovery costs or disrupting normal business functions?
- Can we audit and monitor our organization's actual record-keeping practice to measure compliance with our stated policies?

RECORDS MANAGEMENT SOLUTIONS FOR COMPLIANCE AND REDUCED RISK

EMC® Documentum® records management solutions help organizations comply with legal and regulatory requirements for content retention and disposition. These solutions capture and manage records generated by business processes, enterprise applications, and end users, allowing for as much automation or human involvement as desired while managing and securing that content throughout its lifecycle. Our records management solutions also expand classic records management with features that track and have the notion of a working paper that is a precursor to a formal record where these items are destroyed on a given schedule unless they are declared as records. This helps to reduce discovery costs and mitigate legal risks.

KEY BENEFITS

Compliance: Avoid non-compliance and reduce the likelihood of penalties and sanctions during litigation and audits.

Risk mitigation: Reduce your "content liability" by disposing of records and non-records once content has fulfilled any and all regulatory and compliance obligations. Protect your organization with information control.

EMC Documentum Records Manager provides tools that help fight content accumulation:

- Document disposition dates
- Superseding of prior versions
- Reports, notifications, and reminders
- DoD-compliant forms
- Naming, Extended Security, and Containment policies
- Disposition console
- Automation
- Digital shredding

Automation: Automate the capture and classification of records to reduce the burden on end users. Empower end users without overwhelming them and reduce the incidence of human error to ensure consistency.

Comprehensive management: Manage all records regardless of content type or location, including electronic records, email, and physical records (paper, microfiche, digital media). Also, content can be managed with containment policies to easily segregate content types and manage them separately, if required.

Centralized management: Find and manage critical business information that could otherwise be lost in personal mailboxes, hard drives, and network folders; federate disparate repositories regardless of type or location.

Flexibility: Customer-centric design allows you to define solutions to suit your specific needs and grow the solution as you require.

Seamless integrations: Leverage the assets of your broader information management infrastructure. The in-place design means not having to worry about complex integrations to include SharePoint.

EASILY ENFORCE POLICIES TO CREATE, SAFEGUARD, ACCESS, AND DESTROY RECORDS

EMC Documentum Records Manager makes it easy to control the entire lifecycle of corporate records—creation, safeguard, access, and destruction of records—according to a broad range of system-enforced policies. Companies can comply with regulatory and corporate recordkeeping requirements, leverage uniform policies across all content types, and take advantage of a pervasive solution built on a modular, service-oriented architecture that provides flexibility without increasing complexity.

Feature	Benefit
Platform unification	Simplify user retrieval with files that remain in place and preserve audit trail integrity for document creation.
Physical records support	Extend the solution beyond electronic records to manage paper, microfiche, and other types of physical records.
Classification	Organize records manually or automatically to specify authorities and disposition instructions.
Management of compound records	Improve consistency and clarity by managing multiple documents as a single record—ideal for case files, loan applications, design documents, bids, and proposals.
Records disposal	Ensure timely disposal with automation tools for identifying eligible records, requesting authorizations, and scheduling regular deletions.
Microsoft integrations	Declare records directly within Microsoft® Office products and Microsoft SharePoint® Server.
Automated capture	Leverage user activities without impeding productivity—integrating with line-of-business (LOB) systems with little or no customization.

INTEGRATION WITH THE EMC DOCUMENTUM ENTERPRISE CONTENT MANAGEMENT PLATFORM

Records Manager is fully integrated with the EMC Documentum enterprise content management platform—combining the discipline of records management with the power of enterprise content management. This combination enables organizations to achieve greater efficiencies and utilization.

The Documentum platform provides world-class scalability, reliability, and availability as well as broad compatibility with virtually all industry-standard components of your IT infrastructure. The platform nature of Documentum solutions means you can apply records management policies consistently across an unlimited range of content sources, from user-authored documents to web content, email, or LOB systems.

A pervasive tool built on a modular, service-oriented architecture, EMC Documentum Records Manager enables you to control the entire corporate records lifecycle according to system-enforced policies.

RELATED DOCUMENTUM PRODUCTS

EMC Documentum Retention Policy Services: Allows you to retain and dispose of records and non-records alike, according to easily configurable policies that are automatically applied to content files.

EMC Documentum Information Rights Management Services: Controls, secures, and tracks sensitive information wherever it resides—within a workgroup, across departments and agencies, or with partners and suppliers outside the firewall.

EMC Documentum Trusted Content Services: Encrypts content within the repository while allowing full-text indexing and searching. Ideal for complying with HIPAA requirements and protecting information even when stored on backup tapes.

EMC Documentum Federated Search Services: Quickly accesses relevant information across countless sources with a single query executed from an easy-to-use, web-based interface.

EMC Documentum Physical Records Services: Enable management of paper and electronic records using common interfaces and common policies.

EMC MyDocumentum for Microsoft SharePoint: Easy and seamless direct access to the Documentum content server natively through the SharePoint user interface.

EMC Documentum xCP Family: Accelerates the development of case management applications and automates business processes to improve efficiency and compliance.

WHY ARCHITECTURE MATTERS

While classic records management systems were static in their use, today's organizations are looking for a system that fulfills their distinct records management needs and priorities. The unique architecture of Documentum Records Manager allows you to incorporate records management capabilities across a wide variety of business processes and purposes, enabling your organization to meet its individual requirements.

EMC believes the architecture matters, and here is what we've done:

Architectural principles	Why it matters	Example
Modular architecture Aggregates similar record-keeping functionality within discrete, plug-and-play modules.	Simplifies and speeds deployment, enabling sites to install the functionality they want without complicating the configuration, administration, or user interface.	Align the recordkeeping controls with your regulatory environment; or start simple and add functionality if and when it becomes relevant.
Assured federated records management Allows users to connect disparate records repositories and maintain integrity.	Ties disparate repositories together and allows the records in those repositories to be managed in-place. Helps reduce costs related to discovery during litigation by making information easily searchable and retrievable. Ensures the integrity of record objects.	Tie together Documentum with other vendor, legacy, and home-grown repositories for centralized management of records spread across an enterprise.
Policy frameworks Tailor or enhance system behavior by adding business logic through the applied policy manager according to clear, standardized framework guidelines.	Simplifies extensions and customizations without needing a Documentum developer.	Add different notification recipients such as an in-house business application simply by adding a policy to the existing Action Framework.
	Enables customization based on multiple varied attributes, including policy qualifiers.	Apply policies by object type or other conditions. For example, apply different naming rules for different levels in the file plan or automate the appropriate record classification by document type such as Invoices or contracts.
Flexible interface Java-based and Web Services-based interfaces that extend existing Documentum functionality while adhering to standard Documentum practices.	Enables integration via Web Services or Records Manager Application Programming Interface.	Enable partner applications or internal business systems to incorporate the records declaration via API or as a web service within their application.
	Enables integration with common user interfaces such as Microsoft Office or SharePoint to allow end users to continue working in the environment to which they are accustomed.	Add records functionality such as DOD 5015.2 policies to an existing Documentum environment.

CONTACT US

Find out how your business can use EMC Documentum Records Manager to improve efficiency while reducing exposure and risk.

To learn more, visit www.EMC.com or call 800.607.9546 (outside the U.S.:

+1.925.600.5802).

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EMC DOCUMENTUM D2

Modern and configurable ECM user experience

ESSENTIALS

Deliver Rapid Value

- Decrease the time required to deliver solutions with configuration versus coding

Enable the New User

- Manage content without the complexity
- Reduce training costs and increase productivity

Enhance Documentum

- Achieve greater consistency of ECM rules and policies with wider user adoption and simplified information management

With technology investments under close scrutiny, you need to ensure that your Enterprise Content Management systems can quickly deliver significant value. Yet many ECM deployments suffer from long and costly deployment cycles and poor usability. Users end up resorting to non-compliant workarounds that force critical content assets "into the wild", increasing workloads and elevating cost and risk. User acceptance and the ability to rapidly deploy changes are therefore critical to the success of your ECM Initiatives.

Documentum D2 is the advanced, intuitive and configurable content-centric application client for Documentum ECM. D2 offers a highly intuitive and personalizable user experience that makes knowledge workers more productive, reduces training costs, and accelerates user adoption of ECM applications. Powerful configuration eliminates the need for custom code, yielding rapid deployment and dramatically lower costs for system maintenance.

REMOVING THE COMPLEXITY FROM ECM

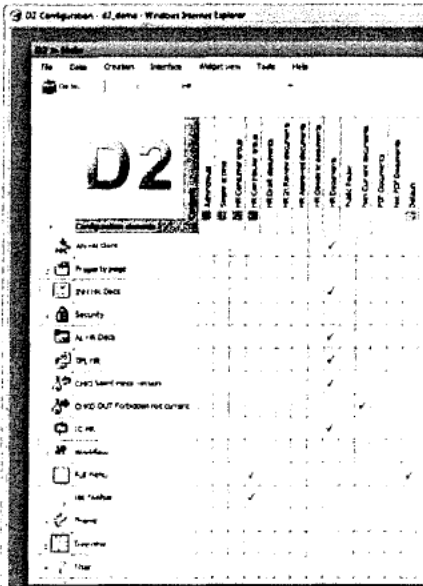
Documentum D2 takes the complexity out of ECM with a powerful configuration framework for creating purpose-built content solutions without the need for time-consuming customizations. This unique approach enables organizations to respond more rapidly to changing business needs and accelerate time-to-value for ECM deployments.

POWERFUL CONFIGURATION

Using a familiar spreadsheet-like interface, business analysts can quickly configure an application by setting the properties that control document sets, creation rules, dynamic security models, distribution lists, document lifecycles, inheritance, auto-naming, auto-linking, and more. A single configuration matrix can address a wide range of content-centric solution needs—ranging from business-critical to non-controlled content—all without custom code.

FASTER TIME TO VALUE

Configuration empowers both business analysts and systems administrators to change applications without having to engage specialized developers or wait for long development cycles. Changes to the configuration are experienced immediately in the application for rapid response to shifting requirements. During solution definition, this instant feedback directly involves users and helps to ensure that requirements are accurately captured.

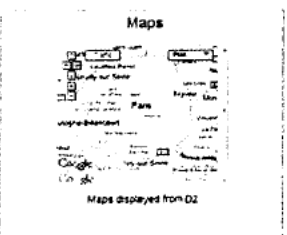
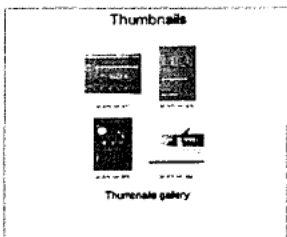
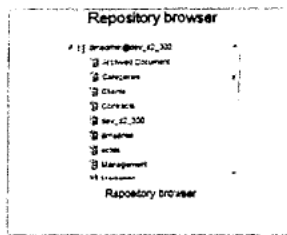


Simplify ECM with powerful configuration

DATA SHEET

EMC²

SAMPLE WIDGETS

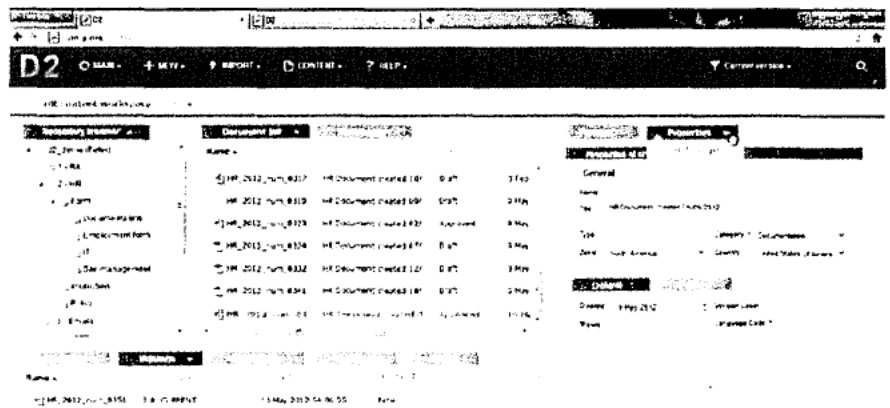


INTUITIVE AND PERSONALIZED

Documentum D2 makes ECM effortless by delivering a modern and intuitive user experience that is personalized for Documentum repository users when accessing their enterprise content. The flexible widget-based user interface drives increased user adoption and reduces training costs, while simplified access to content makes knowledge work far more productive.

Key components of the user interface include:

- **Widgets:** Enable modular layout and implement the content viewing, document management, and workflow capabilities of the product. Available widgets include repository browser, property sheets, document lists, search, tasks, etc.
- **External Content:** Google Gadgets extend the widget set and can be added to any workspace to provide access to external content and applications, such as maps, weather, social media accounts, calculators, calendars, etc.
- **Workspaces:** Provide the containers for widgets, allowing flexible layout options for different applications and user preferences. Multiple workspaces can be open simultaneously. Mashups of internal and external content can be achieved by mixing and matching widgets and gadgets in a workspace.
- **Themes:** Define consistent appearance for the user interface with color settings for headers, tabs, widgets, and backgrounds.



Personalize tasks with flexible workspace layout

Content administrators will appreciate the improved governance that comes from D2's ease of use and automated document control, including:

- Intelligent thumbnail previews and instantaneous viewing of content
- Instant application deployment of highly configured rules and content policies
- Configurable metadata and import screens for document types
- Advanced workflow, lifecycle and auditing capabilities all configurable for the content or user type
- Simple and advanced cross-repository search with configurable search screens and custom search forms
- Automated features for controlled content, such as property inheritance, auto-naming, auto-numbering, and auto-linking
- Microsoft Office integration and PDF publishing (available with the optional D2 +Pack)
- Simplified creation of relations and virtual documents

CONTACT US

See how EMC Documentum D2 can help you quickly access and manage your enterprise content. To learn more, visit www.EMC.com/ECM, or call 800.607.9546 (outside the US: +1.925.6005802).

SIMPLIFIED INFORMATION MANAGEMENT

D2's configuration is also used to define business rules and content policies to handle both basic and advanced information management needs. Use D2 for a variety of content-centric applications, such as tracking documents through review and approval workflows, quickly finding content through search and navigation with dynamic security filters, and managing controlled documents in regulated Industries such as Life Sciences.

Common policies can be defined globally to ensure consistency across applications. New applications can be quickly introduced, as only the differences to the global rule set need to be validated. And as rules change, D2's configuration can be quickly updated and instantly deployed. No more lengthy delays while application changes are coded and tested. Configuration changes are reflected immediately in the user interface and application behavior.

DOCUMENTUM MADE EASY

D2 is the new face of Documentum, combining the power of Documentum's market leading ECM platform with a modern and intuitive user experience.

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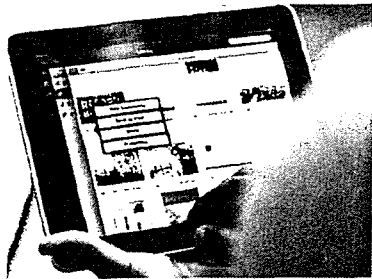
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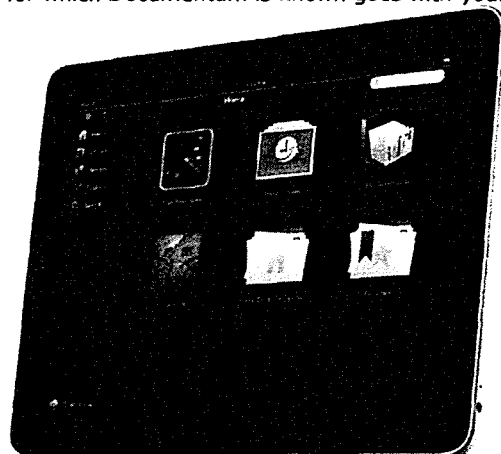
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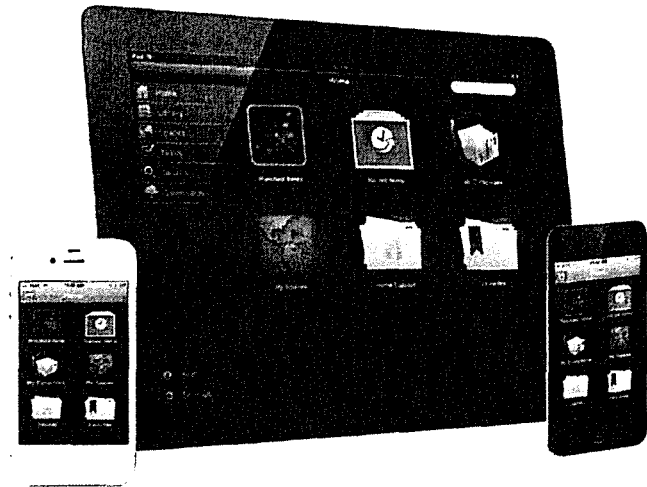
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WASHINGTON METROPOLITAN AREA TRANSIT AUTHORITY
SUPPLY AND SERVICE CONTRACT RFP CQ12068/KAM



WASHINGTON METROPOLITAN AREA TRANSIT AUTHORITY
SOLICITATION, OFFER AND AWARD

CONTRACT NO.	SOLICITATION NO. RFP CQ12169/KAM	DATE ISSUED June 1, 2012	ADDRESS OFFER TO OFFICE OF PROCUREMENT Office of Procurement 600 Fifth Street, N.W. Washington, DC 20001
	<input checked="" type="checkbox"/> ADVERTISED <input type="checkbox"/> NEGOTIATED		

SOLICITATION

Sealed offer in original and TWO (2) copies for furnishing the supplies or services in the schedules will be received at Authority until 2:00 P.M. local time August 17, 2012
(Hour) (Date)

If this is an advertised solicitation, offers will be publicly opened at that time.
CAUTION - LATE OFFERS: See paragraph 6 of Solicitation Instructions.

All offers are subject to the following:

1. The Solicitation Instructions which are attached.
2. The General Provisions, which are attached.
3. The Schedule included herein and/or attached hereto.
4. Such other provisions, representations, certifications, and specifications, as are attached or incorporated herein by reference.

Bidder's Phone Number [REDACTED] Bidder's Fax Number [REDACTED]

SCHEDULE

ITEM NO.	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
	METROACCESS PARATRANSIT SERVICE FOR MARYLAND, VIRGINIA, AND THE DISTRICT OF COLUMBIA <small>(See continuation of schedule on page 13)</small>				

DUN & BRADSTREET ID NUMBER: 830637174

OFFEROR

Name and Address Veolia Transportation Services, Inc. <small>(Street, city, county, state, and zip code)</small> 720 El Butterfield Rd. #300 Lombard, IL 60148	Name and Title of Person Authorized to Sign Offer (Print or Type) [REDACTED] Senior Vice President <hr/> Signature [REDACTED] Offer Date [REDACTED]
<input type="checkbox"/> Check if remittance is different from above — enter such address in Schedule	

AWARD (To be completed by the Authority)

ACCEPTANCE AND AWARD ARE HEREBY MADE FOR THE FOLLOWING ITEM(S):

ITEM NO.	QUANTITY	UNIT	UNIT PRICE

The total amount of this award is \$ _____

Name of Contracting Officer (Print of Type)

WASHINGTON METROPOLITAN TRANSIT AUTHORITY

AWARD DATE

**REPRESENTATIONS AND CERTIFICATIONS
(NON-FEDERALLY FUNDED SUPPLY/SERVICE/CONSTRUCTION CONTRACTS)**

REPRESENTATIONS

Instructions: Check or complete all applicable boxes or blocks on this form and submit it with your offer.

1. TYPE OF BUSINESS ORGANIZATION

By submission of this offer, the offeror represents that it operates as an individual, a partnership, a limited liability company, a joint venture, a nonprofit organization, or a corporation, incorporated under the laws of the State of Maryland.

2. AFFILIATION AND IDENTIFYING DATA

Each offeror shall complete (a), (b) if applicable, and (c) below, representing that:

(a) It is, is not, owned or controlled by a parent company. For this purpose, a parent company is defined as one which either owns or controls the activities and basic business policies of the offeror. To own another company means the parent company must own at least a majority, i.e., more than 50 percent, of the voting rights in that company. To control another company, such ownership is not required; if another company is able to formulate, determine or veto basic business policy decisions of the offeror, such other company is considered the parent of the offeror. This control may be exercised through the use of dominant minority voting rights, use of proxy voting, contractual arrangements or otherwise.

(b) If the offeror is owned or controlled by a parent company, it shall insert in the space below the name and main office address of the parent company:

Veolia Environnement
Veolia Transport
Name of Parent Company
36-38 avenue Kleber
75016, Paris France
Main Office Address (including ZIP Code)

(c) If the offeror has no parent company, it shall provide in the applicable space below its own Employer's Identification Number (E.I.N.), (i.e., number used on Federal Tax Returns or, if it has a parent company, the E.I. No. of its parent company).

*The SIREN number for VE (French equivalent to EIN) is 403 210 032
Offeror E.I. Number: 52-1493194 or, Parent Company's E.I. Number: *

(d) If a Data Universal Numbering Systems (DUNS), number has not been established for the address entered on the Solicitation, Offer, and Award Form, the Authority will arrange for the assignment of this number after award of a contract and will notify the Contractor accordingly.

CERTIFICATIONS

3. COVENANT AGAINST GRATUITIES

By submission of this offer, the offeror certifies, and in the case of a joint offer, each party thereto certifies as to its own organization, that in connection with this procurement:

Neither it nor any of its employees, representatives or agents have offered or given gratuities (in the form of entertainment, gifts or otherwise) to any director, officer or employee of the Authority with the

WASHINGTON METROPOLITAN AREA TRANSIT AUTHORITY
SUPPLY AND SERVICE CONTRACT RFP CQ12169/KAM

view toward securing favorable treatment in the awarding, amending, or the making of any determination with respect to the performing of the contract.

4. CONTINGENT FEE

By submission of this offer, the offeror certifies, and in the case of a joint offer, each party thereto certifies as to its own organization, that in connection with this procurement:

- (a) It has, has not, employed or retained any company or persons (other than a full-time, bona fide employee working solely for the offeror) to solicit or secure this contract, and
- (b) It has, has not, paid or agreed to pay any company or person (other than a full-time, bona fide employee working solely for the offeror) any fee, commission, percentage, or brokerage fee contingent upon or resulting from the award of this contract.

5. CERTIFICATION OF INDEPENDENT PRICE DETERMINATION

(a) By submission of this offer, the offeror certifies, and in the case of a joint offer, each party thereto certifies as to its own organization, that in connection with this procurement:

- (1) The prices in this offer have been arrived at independently, without, for the purpose of restricting competition, any consultation, communication, or agreement with any other offeror or with any other competitor, as to any matter relating to such prices;
- (2) Unless otherwise required by law, the prices which have been quoted in this offer have not been knowingly disclosed by the offeror and will not be knowingly disclosed by the offeror prior to the opening of bids (in the case of a sealed bid solicitation) or prior to award (in the case of a negotiated procurement), directly or indirectly, to any other offeror or to any competitor; and
- (3) No attempt has been made or will be made by the offeror to induce any other person or firm to submit or not to submit an offer for the purpose of restricting competition.

(b) Each person signing this offer certifies that:

- (1) He or she is the person in the offeror's organization responsible within that organization for the decision as to the prices being offered herein and that he/she has not participated, and will not participate, in any action contrary to (a)(1) through (a)(3) above; or
- (2) He or she is not the person in the offeror's organization responsible within that organization for the decision as to the prices being offered herein, but that he/she has been authorized in writing to act as agent for the persons responsible for such decision in certifying that such persons have not participated; and will not participate, in any action contrary to (a)(1) through (a)(3) above, and as their agent does hereby so certify.

6. NONDISCRIMINATION ASSURANCE

By submission of this offer, the offeror certifies, and in the case of a joint offer, each party thereto certifies as to its own organization, in connection with this procurement that it will not discriminate on the basis of race, color, creed, national origin, sex, age in the performance of this contract. The offeror is required to insert the substance of this clause in all subcontracts and purchase orders. Failure by the contractor to carry out these requirements is a material breach of this contract, which may result in the termination of this contract or such other remedy as the Authority deems appropriate. The offeror further agrees by submitting this offer that it will include this certification, without modification, in all subcontracts and purchase orders.

WASHINGTON METROPOLITAN AREA TRANSIT AUTHORITY
SUPPLY AND SERVICE CONTRACT RFP CQ12169/KAM

7. BUY AMERICA ACT CERTIFICATION - NOT APPLICABLE

The Buy America requirements apply to federally assisted construction contracts, and acquisition of goods or rolling stock contracts valued at more than \$100,000.

- (a) By submission of this offer, the offeror certifies, and in the case of a joint offer, each party thereto certifies as to its own organization, that in connection with this procurement it will comply with 49 U.S.C. 5323(j) and 49 C.F.R. Part 661, which provide that Federal funds may not be obligated unless steel, iron, and manufactured products used in FTA-funded projects are produced in the United States, unless a waiver has been granted by FTA or the product is subject to a general waiver. General waivers are listed in 49 C.F.R. 661.7. Separate requirements for rolling stock are set out at 49 U.S.C. 5323(j)(2)(C) and 49 C.F.R. 661.11.
- (b) An offeror must submit to the Authority the appropriate Buy America certification (below) with all bids or offers on FTA-funded contracts, except those subject to a general waiver. Offers that are not accompanied by a completed Buy America certification must be rejected as nonresponsive. This requirement does not apply to lower tier subcontractors. Mark the applicable certifications below:

(1) **Certification requirement for procurement of steel, iron, or manufactured products:**

Certificate of Compliance with 49 U.S.C. 5323(j)(1)

The bidder or offeror hereby certifies that it will meet the requirements of 49 U.S.C. 5323(j)(1) and the applicable regulations in 49 CFR Part 661.5.

Certificate of Non-Compliance with 49 U.S.C. 5323(j)(1)

The bidder or offeror hereby certifies that it cannot comply with the requirements of 49 U.S.C. 5323(j)(1) and 49 C.F.R. 661.5, but it may qualify for an exception pursuant to 49 U.S.C. 5323(j)(2)(A), 5323(j)(2)(B), or 5323(j)(2)(D), and 49 C.F.R. 661.7.

(2) **Certification requirement for procurement of buses, other rolling stock and associated equipment:**

Certificate of Compliance with 49 U.S.C. 5323(j)(2)(C)

The bidder or offeror hereby certifies that it will comply with the requirements of 49 U.S.C. 5323(j)(2)(C) and the regulations at 49 C.F.R. Part 661.11.

Certificate of Non-Compliance with 49 U.S.C. 5323(j)(2)(C)


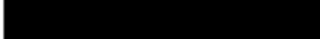
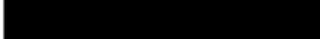
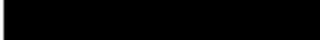
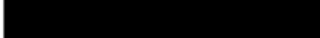
The bidder or offeror hereby certifies that it cannot comply with the requirements of 49 U.S.C. 5323(j)(2)(C) and 49 C.F.R. 661.11, but may qualify for an exception pursuant to 49 U.S.C. 5323(j)(2)(A), 5323(j)(2)(B), or 5323(j)(2)(D), and 49 C.F.R. 661.7.

SIGNATURE BLOCK FOR ALL REPRESENTATIONS AND CERTIFICATIONS	
Name of Offeror:	Veolia Transportation Services, Inc.
Name and Title of Authorized Representative:	
Title	8.22.12
	Date

PRE-AWARD EVALUATION DATA

RFP No. CQ12169/KAM

PROJECT DESCRIPTION: MetroAccess Service for Maryland, Virginia and District of Columbia

1. Name of Firm Veolia Transportation Services, Inc.
2. Address: 720 E. Butterfield Rd., Suite 300, Lombard, IL 60148
3. Individual Partnership Corporation Joint Venture
4. Date Organized 12/5/1986
State in which incorporated Maryland
5. Names of Officers or Partners:
 - a.  CEO
 - b.  President & COO
 - c.  EVP, CFO and Treasurer
 - d.  - EVP and Secretary
 - e.  Senior Vice President
 - f. _____
6. How long has your firm been in business under its present name? Six years
7. Attach as SCHEDULE ONE a list of similar current contracts which demonstrates your technical proficiency, each with contract amount, name of contracting party, character or type of work and percentage of completion.
8. Attach as SCHEDULE TWO a list of similar contracts, each with contract amount, name of contracting party, and character or type of work for similar contracts completed in the last two years.
9. In the last two years have you ever been denied an award where you were low bidder/ Offeror? No
If the answer is YES, attach as SCHEDULE THREE the full particulars regarding each occurrence.
10. Have you ever failed to complete, in the last two years, any contract on which you were the low bidder/Offeror? No
If the answer is YES, attach as SCHEDULE FOUR, the full particulars regarding each occurrence.
11. Financial resources available as working capital for the Contract:
 - a. Cash on hand: \$ 27.2M
 - b. Sources of credit: Veolia TransDev (parent company)

WASHINGTON METROPOLITAN AREA TRANSIT AUTHORITY
SUPPLY AND SERVICE CONTRACT RFP CQ12169/KAM

12. Attach as SCHEDULE FIVE certified financial statements available for the last 2 years and letters from banks regarding credit as required by the Pre-Award Information article.
13. What percentage of work (contract amount) do you intend performing with your own personnel? %. 90%
14. Attach as SCHEDULE SIX a list of all principal subcontractors and the percentage and character of work (contract amount) which each will perform. Principal items of work shall include, but not be limited to, those items listed in the Pre-Award Information article of the Request for Proposal/Invitation for Bid.
15. If the Contractor or subcontractor is a joint venture, submit PRE-AWARD EVALUATION DATA forms for each member of the joint venture.

The above information is confidential and will not be divulged to any unauthorized personnel.

The undersigned certifies to the accuracy of all information.

COMPANY: Veolia Transportation Services, Inc.

SIGNATURE:

NAME:

TITLE: Senior Vice President

DATE: 8.22.12

WASHINGTON METROPOLITAN AREA TRANSIT AUTHORITY
SUPPLY AND SERVICE CONTRACT RFP CQ12169/KAM

WASHINGTON METROPOLITAN AREA TRANSIT AUTHORITY

SOLICITATION, OFFER AND AWARD

CONTINUATION SHEET

THE UNDERSIGNED ACKNOWLEDGES RECEIPT OF THE FOLLOWING AMENDMENTS

TO SOLICITATION RFP CQ12169/KAM

Amendment Number	<u>001</u>	Dated	<u>6.7.12</u>
Amendment Number	<u>002</u>	Dated	<u>6.19.12</u>
Amendment Number	<u>003</u>	Dated	<u>6.29.12</u>
Amendment Number	<u>004</u>	Dated	<u>7.13.12</u>
Amendment Number	<u>005</u>	Dated	<u>7.30.12</u>
Amendment Number	<u>006</u>	Dated	<u>8.2.12</u>
	<u>007</u>		<u>8.8.12</u>

Failure to acknowledge receipt of all amendments may render the offer unacceptable.

Schedule 1

Client Name	Veolia Client Since	Contact Person	Phone	Email	Contract Value
Antelope Valley Transit Authority	2006				10,347,127
Baltimore City Health Department	1994				7,117,583
Butte County Association of Governments	1987				5,233,231
Capital Area Transit	1998				330,000
Central Midlands Transit Authority	2002				8,777,963
Charleston Area Regional Transportation Authority	1999				13,064,288
Chatham Area Transit - Savannah	2008				7,414,300
City of Jackson Transit System (JATRAM)	2009				155,592
City of Phoenix Public Transit Department (Valley Metro)	1972				73,000,000
City of Tempe Transit Division - dba Valley Metro (TIM - Tempe in Motion)	1998				31,165,591
City of Tucson	1999				430,000
Cobb County Department of Transportation Authority	2000				15,015,166
Dallas Area Rapid Transit	2001				24,382,086
East Bay Brokerage	1995				4,610,948
Foothill Transit	1987				7,248,979
Greater Attleboro Taunton Regional Transit Authority	2004				160,009
Greater Bridgeport Transit Authority	2004				1,954,749
Greensboro Transit Authority	1999				14,315,514
Gwinnett County Transit	2006				9,948,898
Hardee, Highlands, Okeechobee & Desola Counties	1997				411,820
Jefferson Parish	1949				13,389,131
Kansas City Area Transportation Authority	2008				6,000,000
King County Department of Transportation - King County Metro	1996				22,055,265
Knoxville Area Transit	2001				188,949
Lexington Transit Authority (LexTran)	2003				275,413
Liberty County Transit	2010				1,310,000
Los Angeles Department of Transportation	2006				35,622,635
Maryland Transit Administration	1988				17,261,947
Mountain Metropolitan Transit (MMT)	2009				3,762,194
Napa County Transportation and Planning Agency	2008				4,924,875
Nassau County	2012				95,000,000

Schedule 1

Client Name	Veolia Client Since	Contact Person	Phone	Email	Contract Value
New Orleans Regional Transit Authority	2008				\$ 57,995,882
Orange County Transportation Authority	2006				\$ 37,016,558
Port Authority of Allegheny County	1979				\$ 1,354,293
Redding Area Bus Authority	1997				\$ 3,137,004
River Parishes Transit Authority	2009				\$ 1,001,688
San Francisco Municipal Transportation Agency - Muni	2000				\$ 2,894,443
Sonoma County Transit	1989				\$ 6,860,375
South Bend Public Transportation Corp.	1999				\$ 249,969
Union County Department of Human Service	2000				\$ 3,314,009
VA Boston Healthcare System	1999				\$ 787,493
Valley Metro/Regional Public Transit Authority - Mesa	2006				\$ 35,055,006
Valley Regional Transit (VRT)	2005				\$ 166,287
Victor Valley Transit Authority	1998				\$ 9,800,000
Waukesha Metro Transit Commission	2000				\$ 44,503
Winston-Salem Transit Authority	1972				\$ 233,413
Worcester Regional Transit Authority	2002				\$ 401,880
Yolo County Transportation District	2006				\$ 6,860,403
York Region Rapid Transit Corporation	2005				\$ 22,470,000
Yuba Sutter Transit Authority	1998				\$ 4,136,464

Schedule 2

Client Name	Contract Value
Greater Richmond Transit Company	\$ 633,486.00
Cape Cod Regional Transit Authority	\$ 283,839.00
Southwest Ohio Regional Transit Authority	\$ 270,240.00
Cape Fear Public Transportation Authority (WAVE)	\$ 177,337.00
Concord Kannapolis Area Transit	\$ 1,929,932.00
Dallas Area Rapid Transit	\$ 24,382,086.00

Schedule 5 - Financial Statements
and Letter from Financial Institution



CONSOLIDATED FINANCIAL STATEMENTS

Veolia Transportation, Inc. and Subsidiaries
Years Ended December 31, 2011 and 2010
With Report of Independent Auditors

Ernst & Young LLP

 **ERNST & YOUNG**

Veolia Transportation, Inc. and Subsidiaries

Consolidated Financial Statements

Years Ended December 31, 2011 and 2010

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Report of Independent Auditors

The Board of Directors and Shareholder
Veolia Transportation, Inc. and Subsidiaries

We have audited the accompanying consolidated statements of financial position of Veolia Transportation, Inc. and Subsidiaries (the Company) as of December 31, 2011 and 2010, and the related consolidated statements of comprehensive income, changes in equity, and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Company's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Veolia Transportation, Inc. and Subsidiaries at December 31, 2011 and 2010, and the consolidated results of their operations and their cash flows for the years then ended, in conformity with International Financial Reporting Standards.

June 22, 2012

Veolia Transportation, Inc. and Subsidiaries

Consolidated Statements of Financial Position
(Dollars in Thousands, Except Per Share Information)

		December 31	
	Notes	2011	2010
Assets			
Current assets:			
Cash and cash equivalents	4	\$ 28,368	\$ 40,417
Restricted cash	2	20,485	18,897
Accounts receivable, net of allowance for doubtful accounts of \$7,124 and \$8,092 in 2011 and 2010, respectively	5	154,093	142,779
Inventories		25,119	25,283
Due from affiliates	11	35,040	32,266
Prepaid expenses and other current assets	6	24,929	30,251
Total current assets		<u>288,034</u>	<u>289,893</u>
Property and equipment, net	7	69,595	64,151
Other assets	15	29,960	30,219
Deferred tax assets, net	10	62,301	57,625
Intangible assets, net	8	85,432	88,601
Goodwill	9	246,197	227,739
Total assets		<u>\$ 781,519</u>	<u>\$ 758,228</u>

		December 31	
	Notes	2011	2010
Liabilities and equity			
Current liabilities:			
Accounts payable		\$ 49,199	\$ 42,959
Accrued payroll and related expenses	12	74,226	79,096
Book overdrafts	4	4,944	4,357
Other accrued expenses and liabilities	13	25,415	25,719
Current portion of obligations under capital lease	16	172	242
Current portion of claims reserves	14	37,021	40,273
Due to affiliates	11	1,551	2,442
Total current liabilities		<u>192,528</u>	<u>195,088</u>
Obligations under capital leases, net of current portion	16	1,173	1,248
Claims reserves, net of current portion	14	41,296	27,007
Employee pension liabilities	15	20,214	20,969
Other liabilities	15	30,654	26,438
Deferred tax liabilities	10	45,749	39,534
Due to affiliates	11	310,000	320,000
Total liabilities		<u>641,614</u>	<u>630,284</u>
Equity:			
Common stock, \$1 par value, 5,000 shares authorized, 1,000 shares issued and outstanding		1	1
Additional paid-in capital		133,881	133,881
Retained earnings (accumulated deficit)		9,416	(5,044)
Accumulated other comprehensive loss		(4,772)	(2,497)
Total equity attributable to shareholder		<u>138,526</u>	<u>126,341</u>
Noncontrolling interests		1,379	1,603
Total equity		<u>139,905</u>	<u>127,944</u>
Total liabilities and equity		<u>\$ 781,519</u>	<u>\$ 758,228</u>

See accompanying notes.

Veolia Transportation, Inc. and Subsidiaries

Consolidated Statements of Comprehensive Income
(In Thousands)

		Year Ended December 31	
	Notes	2011	2010
Revenues		\$ 1,392,982	\$ 1,309,534
Operating expenses:			
Cost of operations		1,205,545	1,129,268
Selling, general, and administrative expenses		125,231	121,087
Depreciation and amortization	17	23,299	21,139
Total operating expenses		<u>1,354,075</u>	<u>1,271,494</u>
Operating income		38,907	38,040
Other expense (income):			
Interest expense, net	18	4,113	5,377
Other, net	19	<u>1,295</u>	<u>(358)</u>
Income before income taxes		33,499	33,021
Income tax expense (benefit)	10	<u>9,790</u>	<u>(6,310)</u>
Net income for the year		23,709	39,331
Other comprehensive income (loss):			
Actuarial changes in employee benefit obligations, net of tax		<u>(3,066)</u>	<u>(2,497)</u>
Total comprehensive income		<u>\$ 20,643</u>	<u>\$ 36,834</u>
Net income attributable to:			
Shareholder		\$ 14,460	\$ 34,027
Noncontrolling interests		<u>9,249</u>	<u>5,304</u>
		<u>\$ 23,709</u>	<u>\$ 39,331</u>
Total comprehensive income attributable to:			
Shareholder		\$ 12,185	\$ 31,530
Noncontrolling interests		<u>8,458</u>	<u>5,304</u>
		<u>\$ 20,643</u>	<u>\$ 36,834</u>

See accompanying notes.

Veolia Transportation, Inc. and Subsidiaries

Consolidated Statements of Changes in Equity
(In Thousands, Except Per Share Information)

	Attributable to Shareholder					Total Equity
	Common Stock	Additional Paid-In Capital	Retained Earnings (Accumulated Deficit)	Accumulated Other Comprehensive Income (Loss)	Noncontrolling Interests	
Balance at January 1, 2010	\$ 1	\$ 133,881	\$ (24,724)	\$ -	\$ 109,158	\$ 110,319
Net income	-	-	34,027	-	34,027	39,331
Other comprehensive loss:						
Actuarial changes in employee benefit obligations	-	-	-	(2,497)	(2,497)	(2,497)
Dividend paid to VENAO (Note 2)	-	-	(14,347)	-	(14,347)	(14,347)
Dividends paid to noncontrolling interests	-	-	-	-	(4,862)	(4,862)
Balance at December 31, 2010	1	133,881	(5,044)	(2,497)	126,341	127,944
Net income	-	-	14,460	-	14,460	23,709
Other comprehensive loss:						
Actuarial changes in employee benefit obligations	-	-	-	(2,275)	(2,275)	(3,066)
Dividends paid to noncontrolling interests	-	-	-	-	(8,682)	(8,682)
Balance at December 31, 2011	1	133,881	9,416	(4,772)	138,526	139,905

Balance at January 1, 2010
 Net income
 Other comprehensive loss:
 Actuarial changes in employee benefit obligations
 Dividend paid to VENAO (Note 2)
 Dividends paid to noncontrolling interests
 Balance at December 31, 2010
 Net income
 Other comprehensive loss:
 Actuarial changes in employee benefit obligations
 Dividends paid to noncontrolling interests
 Balance at December 31, 2011

See accompanying notes.

Veolia Transportation, Inc. and Subsidiaries

Consolidated Statements of Cash Flows
(In Thousands)

	Year Ended December 31		
	Notes	2011	2010
Operating activities			
Net income		\$ 23,709	\$ 39,331
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	17	23,299	21,139
Gain on disposition of property and equipment		(828)	(407)
Deferred income taxes	10	2,613	(13,771)
Foreign currency exchange gains on notes due to affiliate	19	—	(1,222)
Changes in operating assets and liabilities, net of effects of acquired businesses:			
Accounts receivable	5	(10,955)	(16,511)
Inventories		284	(3,081)
Prepaid expenses and other current assets	6	6,097	(5,223)
Accounts payable		6,092	1,756
Book overdrafts	4	587	4,357
Accrued payroll and related expenses	12	(5,578)	17,969
Other accrued expenses and liabilities	13	796	2,113
Claims reserves	14	10,753	5,560
Other assets and other liabilities		(499)	9,350
Net cash provided by operating activities		56,370	61,360
Investing activities			
Acquisition of businesses, net of cash acquired	3	(15,466)	(1,219)
Payments of contingent consideration on acquisitions	3	(3,350)	(1,519)
Purchases of property and equipment	7	(24,770)	(23,971)
Proceeds from sales of property and equipment		1,383	3,164
Purchases of intangible assets (taxicab permits)	8	(136)	85
Increase in restricted cash	2	(1,588)	(402)
Net cash used in investing activities		(43,927)	(23,862)

Veolia Transportation, Inc. and Subsidiaries

Consolidated Statements of Cash Flows (continued)
(In Thousands)

	Year Ended December 31		
	Notes	2011	2010
Financing activities			
Payments under capital lease obligations	16	\$ (145)	\$ (259)
Repayment of borrowings assumed in business acquisitions		(2,000)	-
Proceeds from borrowings from VTSA	11	-	320,000
Repayments of borrowings to VENAO	11	-	(320,000)
Change in other amounts due to affiliates, net	11	(13,665)	(7,435)
Dividend paid to VENAO	2	-	(14,347)
Dividends paid to noncontrolling interests		(8,682)	(4,862)
Net cash used in financing activities		(24,492)	(26,903)
Net (decrease) increase in cash and cash equivalents		(12,049)	10,595
Cash and cash equivalents at beginning of year		40,417	29,822
Cash and cash equivalents at end of year		\$ 28,368	\$ 40,417
Supplemental schedule of cash flow information			
Interest paid, including payments to affiliates		\$ 4,113	\$ 5,547
Income taxes paid, including payments to affiliates		4,516	2,928
Noncash increase in contingent consideration payable on acquisitions		1,500	2,500
Noncash settlement of amount due to VTSA		10,000	-

See accompanying notes.

Veolia Transportation, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (In Thousands)

Year Ended December 31, 2011

1. Organization and Basis of Presentation

Veolia Transportation, Inc. and Subsidiaries (the Company) is a direct, wholly owned subsidiary of Veolia Transport S.A. (VTSA). The Company is headquartered and incorporated in the United States of America.

Prior to July 1, 2010, the Company was a direct wholly owned subsidiary of Veolia Environment North America Operations, Inc. (VENAO). VENAO is a wholly owned subsidiary of Veolia Environnement S.A. (VE or the Parent), a corporation based in Paris, France. VE is publicly traded on the Paris Stock Exchange, with American Depository Receipts also traded on the New York Stock Exchange.

On June 30, 2010, VENAO distributed its 100% ownership interest in the Company to VTSA, resulting in a "spin-off" of the Company from VENAO. As a result of the "spin-off," the Company became a separate tax-paying entity in the U.S. as of July 1, 2010. The change in ownership did not change the recorded amounts of assets and liabilities, except with respect to income taxes (see Note 2).

Until March 4, 2011, VTSA was also a wholly owned subsidiary of VE. However, effective March 4, 2011, VTSA was merged with Transdev, a leader in public transportation with significant operations in Europe, Canada, and Australia. The newly formed company is known as Veolia Transdev (jointly owned by VE and Caisse des Depots) and has 119,000 employees and operations in 28 countries on 5 continents, which makes it the largest private sector provider of passenger transportation solutions in the world.

The accompanying consolidated financial statements include the accounts of the Company's wholly owned and majority-owned subsidiaries, which are organized into the following divisions: (1) Transit, (2) Rail, and (3) On Demand/Retail. The Company consolidates all subsidiaries in which it has a controlling financial interest represented by a majority of the voting equity interests. Noncontrolling interests are presented separately in the accompanying consolidated financial statements and represent the 40% equity not owned by the Company in the Massachusetts Bay Commuter Railroad LLC (MBCR) and the 25% equity not owned by the Company in the Canadian-based York BRT transit business. Intercompany transactions and balances have been eliminated.

Veolia Transportation, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued) (In Thousands)

1. Organization and Basis of Presentation (continued)

The Company's Transit division consists of its wholly owned subsidiaries, Veolia Transportation Services, Inc. (VTS), Shuttleport, and VTS – Canada, as well as a 75% ownership interest in York BRT Services LP (York). VTS provides transit and paratransit services (including buses, vans, mini-coaches, motor coaches, and sedans) in principal locations such as Las Vegas, Orange County, Denver, San Diego, Los Angeles, Seattle, Dallas, Phoenix, New Orleans, Maryland, Georgia, South Carolina, and Virginia. Shuttleport provides intra-airport transportation services under long-term contracts at principal locations such as Phoenix, San Jose, Oakland, and St. Louis. VTS – Canada provides transit services in Ontario, Canada. York provides transit service in Newmarket, Ontario.

The Company's Rail division consists of its wholly owned subsidiaries, Connex Railroad LLC (Connex Rail), Veolia Transportation Maintenance and Infrastructure, Inc. (VTMI), Veolia Transportation Services, Inc. – Rail (VTS-Rail), and a 60% ownership interest in MBCR. VTS-Rail operates light commuter rail services in many of the principal locations where VTS provides transit and paratransit services. MBCR is a partnership among the Company, Bombardier Transport, Inc., and Alternative Concepts, Inc. Allocation of net profits is shared 60% (the Company), 20% (Bombardier Transport, Inc.), and 20% (Alternative Concepts, Inc.). Distributions are made to the partners first for tax liabilities and then for the priority returns to partners who have provided bonds or have made additional capital contributions (as of December 31, 2011, no additional capital contributions have been made). Also, other distributions may be made at the discretion of the MBCR Board of Directors. All distributions are subject to available cash restrictions, whereby MBCR's liabilities cannot exceed the fair value of its assets after the distributions are made.

Pursuant to an agreement with the Massachusetts Bay Transportation Authority (MBTA), MBCR manages and operates the commuter railroad system in Massachusetts, providing customer service, transportation, engineering, mechanical, and other services for an initial five-year period. The agreement has financial penalty clauses for not meeting performance and other standards in several areas. These include penalties of up to \$10 per incident for late or canceled trains, inadequate train staffing, mechanical problems, failure to follow procedures, or submitting reports and many other requirements. During January 2010, the MassDOT Board (formerly known as the MBTA Board of Directors) authorized the general manager of the MBTA to execute an amendment to the Amended and Restated Operating Agreement that includes: (i) an extension for the final two option years allowed under the contract, bringing the final term to June 30, 2013; (ii) a fixed inflation factor for each of the final two option years; and (iii) new

Veolia Transportation, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued) (In Thousands)

1. Organization and Basis of Presentation (continued)

provisions increasing scope. The amendment, executed as of January 29, 2010, includes provisions designed to improve reliability of locomotives and coaches and to improve the force account work processes. MBCR revenues were \$306,017 and \$287,063 in 2011 and 2010, respectively, representing 22% of the Company's revenues during 2011 and 2010.

The Company's On Demand/Retail division consists of Veolia Transportation On Demand, Inc. (VTOD) and its wholly owned subsidiaries, SuperShuttle International, Inc. (SuperShuttle) and Supertaxi, Inc. (Supertaxi). SuperShuttle provides shuttle services at major airports around the United States. Supertaxi provides taxicab services in principal locations such as Baltimore, Denver, Kansas City, Pittsburgh, Orlando, Colorado Springs, and Jacksonville.

The consolidated financial statements were authorized by the Company's chief financial officer and available to be issued on June 22, 2012. The Company evaluated subsequent events through the date the financial statements were available to be issued.

Accounting Standards

Management of the Company believes these consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB) as of December 31, 2011. IFRS includes International Accounting Standards (IAS) and the related interpretations issued by the Standards Interpretation Committee (SIC) and the International Financial Reporting Interpretations Committee (IFRIC).

The accounting principles and valuation rules applied in preparing the Company's consolidated financial statements for the year ended December 31, 2011, are identical to those applied as of December 31, 2010, with the exception of the following standards, amendments and interpretations, which came into effect as of January 1, 2011:

- IAS 24 revised, *Related Party Disclosures*
- Amendments resulting from the 2008-2010 annual improvement process (excluding amendments to IFRS 3 and IAS 27 adopted in 2010)
- Amendments to IFRIC 14, IAS 19 – *The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction*

Veolia Transportation, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)
(In Thousands)

1. Organization and Basis of Presentation (continued)

The first-time application of these standards, interpretations, and amendments did not have a material impact on the Company's consolidated financial statements.

The following standards and amendments will be adopted as of January 1, 2012, or later:

- IFRS 9, *Financial Instruments: Classification and Measurement of Financial Assets and Liabilities (phase 1)*
- IFRS 10, *Consolidated Financial Statements*
- IFRS 11, *Joint Arrangements*
- IFRS 12, *Disclosure of Interests in Other Entities*
- IFRS 13, *Fair Value Measurement*
- Amendments to IAS 28, *Investments in Associates*
- Amendments to IAS 19, which propose eliminating the possibility of deferring the recognition of actuarial gains and losses (the corridor approach)
- Amendments to IAS 12, *Income Taxes: Recovery of Underlying Assets*
- Amendments to IFRS 9, *Financial Instruments*, which proposes to push back the mandatory effective date of application of the standard to fiscal years beginning on or after January 1, 2015
- Amendments to IFRS 7, *Financial Instruments – Disclosures, Transfers of Financial Assets*
- Amendments to IFRS 7, related to the offsetting of financial assets and liabilities and disclosures on transition to IFRS 9

The Company is currently assessing the potential impact of the first-time application of these standards and related amendments.

Veolia Transportation, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)
(In Thousands)

2. Significant Accounting Policies and Selected Balance Sheet Information

Cash and Cash Equivalents

Cash and cash equivalents are defined as cash and liquid investments with maturities of three months or less when purchased that are readily convertible into cash. Book overdrafts are presented in current liabilities on the accompanying consolidated statements of financial position.

Restricted Cash

Restricted cash amounted to \$20,485 and \$18,897 at December 31, 2011 and 2010, respectively, and is excluded from cash and cash equivalents in the accompanying consolidated statements of financial position. At December 31, 2011 and 2010, restricted cash includes \$438 and \$59, respectively, of cash segregated by MBCR to be used at the discretion of the MBTA and \$20,047 and \$18,838, respectively, of cash restricted for purposes of the Company's insurance programs.

Revenue Recognition and Accounts Receivable

The Company generates the majority of its revenue from the Transit division, involving various service contracts for the operations, management, and maintenance of buses, vans, mini-coaches, motor coaches, and sedans. Revenue is recognized based on actual service hours when performed at fixed hourly rates.

In the Company's Rail division, MBCR has an agreement with the MBTA (see Note 1) to provide continuous train service for a term period at a fixed price. This agreement represents a service transaction, and, as such, MBCR recognizes revenue based on the proportional performance model. MBCR determines the level of performance based on an output measure. Based on contractual requirements, MBCR determined that the most appropriate measure of output was "trains run," and, accordingly, MBCR uses that as the method of recognizing revenue. Unbilled revenue, included in prepaid expenses and other current assets in the accompanying consolidated statements of financial position, represents the difference between the fixed price paid by the MBTA and revenue recognized. Unbilled revenue was \$361 and \$1,353 at December 31, 2011 and 2010, respectively. MBCR also receives reimbursement from the MBTA for certain expenses. These reimbursements are recognized as revenue when the related expense is incurred and were \$25,417 and \$23,480 during 2011 and 2010, respectively. Penalties assessed to MBCR, if any, are recorded as a reduction of revenue.

Veolia Transportation, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued) (In Thousands)

2. Significant Accounting Policies and Selected Balance Sheet Information (continued)

The Company also generates revenue from its taxicab, limousine, and shuttle operations within the On Demand/Retail division. The Company recognizes revenue weekly as services are provided to taxicab drivers who are affiliated with the Company through its Taxicab Association. If the Company owns the vehicle, then the driver must also pay the Company a daily fee for the use of the taxicab. SuperShuttle's drivers are independent contractors who pay all of their business expenses to operate as a unit franchisee. The unit franchise model requires franchisees to take responsibility for all operating costs of vehicles and also to pay license and certain system fees (for centralized reservation and dispatch services, among others) to SuperShuttle. In addition, the unit franchisees reimburse SuperShuttle for vehicle expenses, including fuel, maintenance, insurance, and airport fees. The unit franchisees are also required to pay an initial security deposit as collateral against unpaid fees.

Allowance for Doubtful Accounts

The Company grants credit to the majority of its customers, and collateral is generally not required. The Company provides an allowance for doubtful accounts by charging operations with amounts equal to the estimated losses or allowances expected to be incurred in the collection or settlement of the accounts. The estimated allowances are based on historical collection experience and a review of the current status of the existing receivables and contracts. Customer accounts are written off against the allowance for doubtful accounts when an account is determined to be uncollectible.

Inventories

Inventories comprise supply parts and are stated at the lower of cost or net realizable value. Cost is determined using the average cost method.

Veolia Transportation, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)
(In Thousands)

2. Significant Accounting Policies and Selected Balance Sheet Information (continued)

Property and Equipment

Components of property and equipment are carried at cost, less accumulated depreciation and any accumulated impairment losses, in accordance with IAS 16, *Property, Plant, and Equipment*. Depreciation, for financial reporting purposes, is provided using the straight-line basis over the estimated useful lives of the respective components (or the shorter of the estimated useful lives or the lease terms, where applicable, for leasehold improvements), which are as follows:

<u>Asset Description</u>	<u>Estimated Useful Lives</u>
Buildings and leasehold improvements	20 years
Vehicles	3–12 years
Computers	3 years
Furniture and fixtures	5–10 years

The estimated useful lives are reviewed periodically and may be adjusted prospectively if appropriate.

Property and equipment are tested for impairment when there is any indication that their recoverable amount may be less than their carrying amount. No impairment losses were recognized during 2011 or 2010.

Leases that do not transfer substantially all of the risks and rewards of ownership are classified as operating leases, and the related payments are recognized as an expense on a straight-line basis over the lease term.

Intangible Assets

Separately acquired intangible assets, such as taxicab permits, are initially recognized in the consolidated statements of financial position at historical cost, in accordance with IAS 38, *Intangible Assets*.

Trademarks, contracts, taxicab permits, operating permits, and other identifiable intangible assets of acquired companies are recognized in the consolidated statements of financial position at fair value, determined by qualified experts when material. The valuations are performed using generally accepted methods based on expected future cash flows.

Veolia Transportation, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued) (In Thousands)

2. Significant Accounting Policies and Selected Balance Sheet Information (continued)

Amortization of finite-lived intangible assets is recognized over the respective useful lives, generally three to seven years, and is included in depreciation and amortization on the consolidated statements of comprehensive income.

Finite-lived intangible assets are tested for impairment when there is any indication that their recoverable amount may be less than their carrying amount. Indefinite-lived intangible assets are tested for impairment annually during the fourth quarter and on an interim basis if indicators of impairment exist. No impairment losses were recognized during 2011 or 2010.

Goodwill

Goodwill is initially measured as the excess of the cost of an acquired business over the fair value of the identifiable net assets acquired. Goodwill is not amortized but is subject to an annual impairment test, or more frequently if an impairment indicator is identified. There have been no impairment losses recognized during the current or prior periods.

Impairment of Assets

In accordance with IAS 36, *Impairment of Assets*, the recoverable amount of long-lived assets is assessed as follows:

- All depreciable and amortizable property and equipment and finite-lived intangible assets are reviewed at each balance sheet date to determine whether there is any indication that the asset may be impaired. Indications of impairment are identified on the basis of external or internal information. If such an indication exists, the Company tests the asset or group of assets for impairment by comparing the carrying amount to the higher of fair value, less costs to sell, or the value-in-use (the present value of future cash flows in use, including disposal value). If the recoverable amount of an asset or cash-generating unit (CGU) is lower than its carrying amount, an impairment loss is recognized.
- Goodwill and indefinite-lived intangible assets are tested for impairment annually and on an interim basis if there is any indication that the asset may be impaired.

Impairment tests relating to goodwill are performed at the level of the CGU. A CGU is the smallest group of assets that generates cash inflows that are largely independent of those cash flows from other assets or groups of assets. Goodwill is allocated to a CGU when initially recognized.

Veolia Transportation, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued) (In Thousands)

2. Significant Accounting Policies and Selected Balance Sheet Information (continued)

Business Combinations

In accordance with IFRS 3R, *Business Combinations*, business combinations are accounted for using the purchase method. All identified acquired assets, liabilities, and contingent liabilities are recognized at fair value as of the date of acquisition. Preliminary fair value estimates are adjusted within a maximum of 12 months following the date of acquisition. Acquisition-related costs are expensed when incurred.

If the cost of acquisition is higher than the fair value of assets acquired and liabilities assumed at the date of acquisition, the excess is recorded as goodwill. If the cost of acquisition is lower than the fair value of assets acquired and liabilities assumed at the date of acquisition, the negative goodwill is immediately recognized in the consolidated statements of comprehensive income.

Income Taxes

The operations of the Company and certain affiliates were included in the consolidated federal income tax return of VENA O until June 30, 2010 (see Note 1). The Company also participated in a tax-sharing arrangement with VENA O. For purposes of these consolidated financial statements until June 30, 2010, income taxes payable to VENA O, if any, were calculated as if the Company was a stand-alone taxpayer (see Note 10) and actual federal taxes paid were determined at the VENA O consolidated level.

Effective July 1, 2010, the Company and VENA O terminated the tax-sharing agreement. As a result, the Company paid VENA O \$15,747 to settle amounts owed for current and prior period income taxes determined by the tax-sharing agreement. The difference between the amount paid to VENA O as compared to the consolidated income taxes payable, calculated as if the Company had been a stand-alone taxpayer, was \$14,347 as of July 1, 2010. This amount was recognized as a dividend paid to VENA O in the consolidated statement of changes in equity for the year ended December 31, 2010.

Subsequent to July 1, 2010, the Company prepares and files its own consolidated income tax return. Current income tax assets and liabilities represent amounts expected to be recovered or paid to the taxing authorities. The tax rates and tax laws used are those that are enacted or substantively enacted at the reporting date where the Company operates and generates taxable income. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions when appropriate.

Veolia Transportation, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued) (In Thousands)

2. Significant Accounting Policies and Selected Balance Sheet Information (continued)

Deferred income taxes are recorded for temporary differences between the tax bases and reporting bases of consolidated assets and liabilities using the liability method. Deferred tax assets are recognized when it is probable that they will be recovered at a reasonably determinable date. Future tax benefits arising from the utilization of tax loss carryforwards (including amounts available for carryforward without time limit) are recognized only when they can reasonably be expected to be realized. Tax loss carryforwards are recognized to the extent that forecasted taxable income in the reasonably foreseeable future supports the probable utilization of the tax loss carryforwards at the reporting date.

Provisions for Contingencies

A provision is recorded when the Company has a present obligation as a result of a past event and when a reliable estimate can be made of the amount of the obligation. If the obligation is not probable and cannot be reliably estimated but remains possible, it is classified as a contingent liability and disclosed in the notes to the consolidated financial statements (see Note 16). Provisions are determined on a case-by-case basis.

Claims Reserves

The Company has insurance coverage for automobile liabilities and workers' compensation claims in excess of certain occurrence deductibles. Provisions are recorded each period for incidents and claims below the occurrence deductibles. Provisions represent management's best estimate of the ultimate settlement of the developed claims reported to third-party administrators, as well as those claims that have been incurred but not reported. Such provisions are recorded on an undiscounted basis and reflected in the accompanying consolidated statements of financial position as current or noncurrent claims reserves, depending on when the claims are expected to be settled.

Foreign Currency

Foreign currency transactions are recorded using the official exchange rate in effect at the date the transaction is recorded. Gains or losses on foreign currency transactions are presented in other, net on the consolidated statements of comprehensive income.

At year-end, assets and liabilities denominated in foreign currency are translated into the reporting currency at year-end exchange rates. Foreign currency translation relating to the Company's Canadian operations were not material at December 31, 2011 and 2010.

Veolia Transportation, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)
(In Thousands)

2. Significant Accounting Policies and Selected Balance Sheet Information (continued)

Fair Value of Financial Instruments

The Company's financial instruments consist primarily of cash and cash equivalents, restricted cash, accounts receivable, accounts payable, and debt instruments, including amounts due to and from affiliates. The book values of these financial instruments (except for debt) are considered to be representative of their respective fair values. None of the Company's debt instruments have readily ascertainable market values; however, the carrying values are considered to approximate their respective fair values. See Note 11 for the terms and carrying values of the Company's various borrowings from affiliates. It was not practicable to estimate the fair value of the notes due from and to affiliates.

Use of Estimates

The preparation of financial statements requires management of the Company to make estimates and assumptions that are reflected in the reported amounts of assets and liabilities at the date of the financial statements and revenues and expenses for the reporting period and related disclosures. Actual results could differ from those estimates.

These estimates mainly concern:

- The recoverable amount of accounts receivable (see Note 5)
- The recoverable amount of property and equipment, intangible assets, and goodwill (see Notes 7, 8, and 9)
- Income taxes (see Note 10)
- Self-insurance costs or claims reserves (see Note 14)
- Employee benefits (see Note 15)
- Contingencies and legal matters (see Note 16)

Veolia Transportation, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued) (In Thousands)

3. Acquisitions

In prior years, the Company obtained financing from its affiliates for the purpose of executing a strategy of significantly expanding its presence in the United States to provide various transit, paratransit, taxicab, and shuttle services. The Company believes that its ability to acquire companies experienced in providing these services will allow it to gain the necessary credentials and access to the public authorities in order to achieve its long-term objective of being a premier provider of transportation services in the United States.

The results of the acquired businesses discussed below are included in the Company's consolidated financial statements since the dates of their respective acquisitions. Additional disclosures of operating results and carrying values of assets and liabilities prior to acquisition of these businesses have not been presented because, in the opinion of management, such information was not practical to obtain nor material to the Company's actual operating results or consolidated financial statement position.

Golden Touch

On May 15, 2008, the Company acquired all of the issued and outstanding stock in Golden Touch Transportation of New York, Inc. (Golden Touch) for \$23,682 paid at closing, plus contingent consideration up to \$4,500 payable to the previous owners if Golden Touch reaches certain operating targets during any of the annual periods ended May 31, 2012. Golden Touch operates shared ride transportation at airports in New York and New Jersey.

Golden Touch met the operating targets necessary to earn \$4,000 of the contingent consideration through December 31, 2011. During 2010, the Company recorded a liability of \$1,500 for contingent consideration payable, which was paid during 2011. During 2011, the Company recorded a liability of \$1,500 for the remaining contingent consideration payable, which was paid during 2012.

After a preliminary allocation of initial purchase price paid to identifiable tangible and intangible assets at fair value, the Company recorded goodwill of \$18,584 during 2008. In 2009, the Company revised the purchase price allocation relating to the Golden Touch acquisition, resulting in the reclassification of \$6,517 from goodwill, \$640 from customer contracts, and \$143 from other net tangible asset categories, and a corresponding increase of \$7,300 to trademarks. As a result of recognizing an additional \$6,660 of identifiable intangible assets, the

Veolia Transportation, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued) (In Thousands)

3. Acquisitions (continued)

Company recorded a corresponding increase to deferred tax liabilities and goodwill of \$2,681 during 2009. After the revisions to the allocation of purchase price and considering the contingent consideration recorded, the total excess purchase price, or goodwill, of approximately \$18,748 reflects the premium paid by the Company to acquire a significant business engaged in providing shared ride transportation services to and from airports in New York and New Jersey.

The following summarizes the final purchase price allocation to acquired assets and liabilities:

Cash and cash equivalents	\$ 1,610
Accounts receivable	3,869
Prepaid expenses and other assets	2,360
Property and equipment	372
Intangible assets	10,000
Goodwill (not deductible for tax purposes)	18,748
Total assets acquired	<u>36,959</u>
Accounts payable	3,369
Accrued expenses	1,358
Deferred tax liabilities, net	3,581
Other liabilities	969
Total liabilities assumed	<u>9,277</u>
Purchase price	<u>\$ 27,682</u>

Pittsburgh Cab

On December 28, 2008, the Company acquired all of the issued and outstanding stock in YC Holdings, Inc. (Pittsburgh Cab) for \$9,161 paid at closing, plus contingent consideration up to \$1,500 payable to the previous owners of Pittsburgh Cab if certain operating targets are achieved over periods subsequent to the acquisition date. Pittsburgh Cab operates shared ride transportation and taxicab services at Pittsburgh International Airport.

After the preliminary allocation of the purchase price to identifiable tangible and intangible assets at fair value, the Company recorded goodwill in the amount of approximately \$7,592 at December 31, 2008, reflecting the estimated premium paid in order to acquire a significant business engaged in providing transportation services to and from Pittsburgh International Airport.

Veolia Transportation, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)
(In Thousands)

3. Acquisitions (continued)

In 2009, the Company revised its purchase accounting allocation relating to the Pittsburgh Cab acquisition, which resulted in a reclassification from goodwill of \$6,200 with increases of \$2,800 to trademarks, \$3,300 to operating permits, and \$100 to customer contracts. In addition, the Company adjusted certain acquired identifiable assets and liabilities to fair value during 2009, resulting in a net increase to goodwill of \$785 as of the acquisition date. As a result of recognizing an additional \$6,200 of identifiable intangible assets during 2009, the Company recorded a corresponding increase to deferred tax liabilities and goodwill of \$2,409.

Pittsburgh Cab met the operating targets necessary to earn \$350 and \$1,000 of the contingent purchase price payments for 2011 and 2010, respectively. As a result, the purchase price paid increased by \$1,000 in 2010 and \$350 in 2011 with a corresponding increase to goodwill.

After the revisions to the allocation of purchase price to identifiable tangible and intangible assets at fair value, the excess purchase price, or goodwill, of approximately \$5,936 reflects the premium paid by the Company to acquire a significant business engaged in shared ride transportation and taxicab services at Pittsburgh International Airport.

The following summarizes the revised allocation of the purchase price to acquired assets and liabilities:

Cash and cash equivalents	\$ 367
Accounts receivable	922
Prepaid expenses and other current assets	32
Property and equipment	2,667
Intangible assets	6,200
Goodwill (not deductible for tax purposes)	5,936
Total assets acquired	<u>16,124</u>
Accounts payable	272
Current portion of claims reserves	895
Accrued expenses	2,475
Deferred tax liabilities, net	1,971
Total liabilities assumed	<u>5,613</u>
Purchase price	<u>\$ 10,511</u>

Veolia Transportation, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued) (In Thousands)

3. Acquisitions (continued)

Other Acquisitions

On September 27, 2010, the Company acquired for \$1,200 certain contracts and customer relationships of GTS NY, which met the definition of an acquired business. GTS NY is a provider of shuttle services in New York City. In the opinion of management, the acquisition of these contracts strengthens the Company's position as a shuttle service provider in this market. The acquired contracts do not generate significant income. Accordingly, an immaterial amount of the purchase price was allocated to acquired contracts.

On June 23, 2011, the Company acquired the assets of Associated Transportation of Florida (ATF) for \$706. ATF is a provider of shuttle services in Orlando, Florida. The allocation of the purchase price to acquired identifiable tangible and intangible assets at fair value is preliminary, pending completion of the valuation of intangible assets.

On September 30, 2011, the Company acquired Unified Dispatch Inc. (UDI) for a purchase price of \$4,000. UDI is the market leader in passenger communications systems for the North American taxi industry. The allocation of the purchase price to acquired identifiable tangible and intangible assets at fair value is preliminary, pending completion of the valuation of intangible assets.

On November 4, 2011, the Company acquired RDSM Transportation (dba Yellow Cab) for \$6,500 paid at closing plus the assumption of \$1,300 of debt that was immediately repaid. RDSM Transportation is a provider of taxi services in Colorado Springs, Colorado. The allocation of the purchase price to acquired identifiable tangible and intangible assets at fair value is preliminary, pending completion of the valuation of intangible assets.

On November 16, 2011, the Company acquired Checker Yellow Cab of Jacksonville (Checker) for \$4,400 paid at closing plus the assumption of \$700 of debt that was immediately repaid. Checker is a provider of taxi services in Jacksonville, Florida. The allocation of the purchase price to acquired identifiable tangible and intangible assets at fair value is preliminary, pending completion of the valuation of intangible assets.

The goodwill for the aforementioned acquisitions represents the premium paid for existing businesses in markets where the Company has not historically had a presence (see Note 9).

Veolia Transportation, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)
(In Thousands)

4. Cash and Cash Equivalents

Components of cash and cash equivalents are as follows:

	December 31	
	2011	2010
Cash and cash equivalents	\$ 28,368	\$ 40,417
Book overdrafts	(4,944)	(4,357)
Cash and cash equivalents, net of overdrafts	\$ 23,424	\$ 36,060

5. Accounts Receivable

Accounts receivable were aged as follows:

	December 31	
	2011	2010
On time	\$ 138,535	\$ 130,082
Overdue zero to six months	14,419	10,905
Overdue six months to one year	3,273	865
Overdue more than one year	4,990	9,019
Accounts receivable, gross	\$ 161,217	\$ 150,871

The Company's accounts receivable are generated from services provided to a wide variety of customers (see Note 1). Consequently, the Company believes there is no significant concentration of credit risk.

Changes in the allowance for doubtful accounts were as follows:

	2011	2010
Allowance for doubtful accounts on January 1	\$ (8,092)	\$ (8,992)
Additions	(1,807)	(1,443)
Utilizations	2,775	2,343
Allowance for doubtful accounts on December 31	\$ (7,124)	\$ (8,092)

Veolia Transportation, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)
(In Thousands)

6. Prepaid Expenses and Other Current Assets

Prepaid expenses and other current assets consist of the following:

	December 31	
	2011	2010
Prepaid insurance	\$ 5,045	\$ 3,342
Deposits	3,281	3,889
Miscellaneous receivables	1,068	4,512
Escrow accounts	184	722
State income tax receivable	6	1,727
Receivable due from SuperShuttle's franchisees	2,174	1,747
Unbilled revenue	361	1,353
Prepaid rent	1,101	325
Other	11,709	12,634
	<u>\$ 24,929</u>	<u>\$ 30,251</u>

Miscellaneous receivables represent amounts due from certain customers for reimbursement of employee-related liabilities assumed and paid by the Company during 2011 and 2010 relating to new transit contracts.

Veolia Transportation, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)
(In Thousands)

7. Property and Equipment

The following table presents a summary of the changes in property and equipment, net for the year ended December 31, 2011:

	January 1 2011	Capital Expenditures (Depreciation Expense)	Retirements	Acquisitions/ Purchase Accounting Adjustments (Note 3)	Other	December 31 2011
Cost:						
Land	\$ 915	\$ -	\$ -	\$ -	\$ -	\$ 915
Buildings	7,753	51	-	-	-	7,804
Vehicles	65,059	20,907	(6,898)	1,160	2,514	82,742
Computers	8,752	2,005	(352)	27	(2,514)	7,918
Office furniture and equipment	9,001	1,313	-	11	-	10,325
Leasehold improvements	7,285	494	-	-	-	7,779
Total	98,765	24,770	(7,250)	1,198	-	117,483
Accumulated depreciation and amortization:						
Buildings	(1,271)	(279)	-	-	-	(1,550)
Vehicles	(23,827)	(14,979)	6,358	-	-	(32,448)
Computers	(2,893)	(1,792)	337	-	-	(4,348)
Office furniture and equipment	(3,371)	(1,576)	-	-	-	(4,947)
Leasehold improvements	(3,252)	(1,343)	-	-	-	(4,595)
Total	(34,614)	(19,969)	6,695	-	-	(47,888)
Net value	\$ 64,151	\$ 4,801	\$ (555)	\$ 1,198	\$ -	\$ 69,595

Veolia Transportation, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)
(In Thousands)

7. Property and Equipment (continued)

The following table presents a summary of the changes in property and equipment, net for the year ended December 31, 2010:

	January 1 2010	Capital Expenditures (Depreciation Expense)	Retirements	Acquisitions/ Purchase Accounting Adjustments (Note 3)	Other	December 31 2010
Cost:						
Land	\$ 915	\$ -	\$ -	\$ -	\$ -	\$ 915
Buildings	7,677	1,476	(1,400)	-	-	7,753
Vehicles	62,543	13,583	(11,067)	-	-	65,059
Computers	5,398	4,364	(1,010)	-	-	8,752
Office furniture and equipment	6,086	3,729	(814)	-	-	9,001
Leasehold improvements	6,567	819	(101)	-	-	7,285
Total	89,186	23,971	(14,392)	-	-	98,765
Accumulated depreciation and amortization:						
Buildings	(1,006)	(265)	-	-	-	(1,271)
Vehicles	(19,989)	(13,556)	9,718	-	-	(23,827)
Computers	(2,249)	(1,604)	960	-	-	(2,893)
Office furniture and equipment	(2,462)	(1,446)	537	-	-	(3,371)
Leasehold improvements	(1,871)	(1,467)	86	-	-	(3,252)
Total	(27,577)	(18,338)	11,301	-	-	(34,614)
Net value	\$ 61,609	\$ 5,633	\$ (3,091)	\$ -	\$ -	\$ 64,151

Veolia Transportation, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)
(In Thousands)

8. Intangible Assets

The following table presents a summary of the changes in intangible assets, net for the year ended December 31, 2011:

	January 1 2011	Additions (Amortization Expense)	Acquisitions/ Purchase Accounting Adjustments (Note 3)	Other	December 31 2011
Cost:					
Contracts	\$ 39,148	\$ -	\$ -	\$ (100)	\$ 39,048
Trademarks	60,425	2	-	260	60,687
SuperShuttle franchises	8,050	-	-	100	8,150
Taxicab and operating permits	14,872	134	-	(91)	14,915
Other	241	-	26	(181)	86
Total	122,736	136	26	(12)	122,886
Accumulated amortization:					
Contracts	(29,195)	(2,102)	-	(40)	(31,337)
Trademarks	-	-	-	-	-
SuperShuttle franchises	(4,791)	(1,228)	-	(40)	(6,059)
Taxicab and operating permits	-	-	-	-	-
Other	(149)	-	-	91	(58)
Total	(34,135)	(3,330)	-	11	(37,454)
Net value	\$ 88,601	\$ (3,194)	\$ 26	\$ (1)	\$ 85,432

Veolia Transportation, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)
(In Thousands)

8. Intangible Assets (continued)

The following table presents a summary of the changes in intangible assets, net for the year ended December 31, 2010:

	January 1 2010	Additions (Amortization Expense)	Acquisitions/ Purchase Accounting Adjustments (Note 3)	Other	December 31 2010
Cost:					
Contracts	\$ 30,208	\$ 8,940	\$ -	\$ -	\$ 39,148
Trademarks	60,425	-	-	-	60,425
SuperShuttle franchises	8,050	-	-	-	8,050
Taxicab and operating permits	14,787	85	-	-	14,872
Other	266	-	-	(25)	241
Total	113,736	9,025	-	(25)	122,736
Accumulated amortization:					
Contracts	(27,751)	(1,499)	-	55	(29,195)
Trademarks	-	-	-	-	-
SuperShuttle franchises	(3,500)	(1,291)	-	-	(4,791)
Taxicab permits	-	-	-	-	-
Other	(172)	(11)	-	34	(149)
Total	(31,423)	(2,801)	-	89	(34,135)
Net value	\$ 82,313	\$ 6,224	\$ -	\$ 64	\$ 88,601

Effective July 1, 2010, the Company entered into a new five-year contract with the city of Phoenix to provide transit services (Phoenix Transit). In connection with this new contract, the Company agreed to assume certain employee benefit obligations (see Note 15) in exchange for \$7,500 and future payments with a present value of \$10,060 to be received from the city of Phoenix. The difference between the employee benefit obligations assumed by the Company of \$26,500 and the fair value of consideration received or to be received from the city of Phoenix was \$8,940, which was recorded as an intangible asset representing the Company's cost of acquiring this new contract. This amount will be amortized over the five-year term of the Phoenix Transit contract, offsetting the revenues earned over the same period.

Veolia Transportation, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)
(In Thousands)

8. Intangible Assets (continued)

Trademarks, taxicab permits, and operating permits have indefinite lives and, as such, are not being amortized. Taxicab permits and operating permits are owned by the Company and are required to operate taxicabs or to provide shuttle services in airport terminals. The trademarks, taxicab permits, and operating permits are considered to have indefinite lives because the Company does not intend to discontinue the use of these trademarks or lose its existing permits.

Intangible assets relating to contracts and the SuperShuttle franchises are being amortized on a straight-line basis over three to seven years through December 31, 2013.

Total amortization expense recorded during 2011 and 2010 was \$3,330 and \$2,801, respectively, related to these identifiable intangible assets. The estimated future amortization expense of these intangible assets in each of the next five years is as follows:

2012	\$	3,174
2013		3,166
2014		2,749
2015		741
2016		—

Veolia Transportation, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)
(In Thousands)

9. Goodwill

The changes to the carrying amount of goodwill during 2011 and 2010 were as follows:

Balance at December 31, 2009	\$ 223,020
Addition due to adjustment of purchase price allocation relating to the 2009 acquisition of Houston SuperShuttle (Note 3)	19
Addition due to the increase in contingent consideration relating to the 2009 acquisition of Pittsburgh Cab (Note 3)	1,000
Addition due to the increase in contingent consideration relating to the 2008 acquisition of Golden Touch (Note 3)	2,500
Addition due to the allocation of purchase price relating to the 2010 acquisition of GTS NY (Note 3)	<u>1,200</u>
Balance at December 31, 2010	227,739
Addition due to the increase in contingent consideration relating to the 2009 acquisition of Pittsburgh Cab (Note 3)	350
Addition due to the increase in contingent consideration relating to the 2008 acquisition of Golden Touch (Note 3)	1,500
Addition due to the preliminary allocation of purchase price relating to the 2011 acquisition of ATF (Note 3)	706
Addition due to the preliminary allocation of purchase price relating to the 2011 acquisition of UDI (Note 3)	3,629
Addition due to the preliminary allocation of purchase price relating to the 2011 acquisition of RDSM Transportation (Note 3)	7,318
Addition due to the preliminary allocation of purchase price relating to the 2011 acquisition of Checker (Note 3)	<u>4,955</u>
Balance at December 31, 2011	<u>\$ 246,197</u>

Veolia Transportation, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)
(In Thousands)

10. Income Taxes

Current and deferred taxes have been presented by the Company on a stand-alone basis. The provision (benefit) for income taxes consists of the following:

	Year Ended December 31	
	2011	2010
Current:		
Federal	\$ 4,189	\$ 3,423
State	2,404	3,419
Foreign	584	619
	<u>7,177</u>	<u>7,461</u>
Deferred:		
Federal	2,315	(12,202)
State	298	(1,569)
	<u>2,613</u>	<u>(13,771)</u>
Total	<u>\$ 9,790</u>	<u>\$ (6,310)</u>

The differences in the provision (benefit) for income taxes and the amounts determined by applying the federal statutory rate for both 2011 and 2010 to income before income taxes are as follows:

	Year Ended December 31	
	2011	2010
Income tax at federal statutory rate	\$ 11,725	\$ 11,557
State taxes	1,344	2,951
Non-deductible items	781	232
Excess tax benefit of deductible goodwill	—	(1,312)
Changes in net deferred tax assets recognized	(632)	(13,771)
Other	(3,428)	(5,967)
	<u>\$ 9,790</u>	<u>\$ (6,310)</u>

Veolia Transportation, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)
(In Thousands)

10. Income Taxes (continued)

Deferred income taxes recognized in the accompanying consolidated statements of financial position consist of the following:

	December 31	
	2011	2010
Deferred tax assets:		
Accrued expenses not currently deductible	\$ 17,977	\$ 14,629
Claims reserves	29,832	25,323
Allowance for doubtful accounts	1,209	1,651
Pension	7,985	8,283
Net operating loss and tax credit carryforwards	9,082	13,429
Other	6,260	6,346
Total deferred tax assets	<u>72,345</u>	<u>69,661</u>
Deferred tax liabilities:		
Property and equipment	2,948	2,808
Intangible and other assets (pension-related)	6,021	7,151
Finite-lived intangible assets	1,075	2,077
Indefinite-lived intangible assets (excluding goodwill)	24,140	24,971
Tax-deductible goodwill	21,609	14,563
Total deferred tax liabilities	<u>55,793</u>	<u>51,570</u>
Net deferred tax assets	<u>\$ 16,552</u>	<u>\$ 18,091</u>

At December 31, 2011 and 2010, the Company had U.S. federal net operating loss carryforwards of approximately \$18,517 and \$31,429, respectively, which begin to expire in 2019.

At both December 31, 2011 and 2010, the Company had net operating loss carryforwards in various states aggregating approximately \$56,177, which begin to expire in 2012.

Veolia Transportation, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)
(In Thousands)

11. Transactions With Affiliates and Related Parties

Amounts due from affiliates are as follows:

	December 31	
	2011	2010
VTSA (net cash advances)	\$ 34,812	\$ 32,038
VT Canada, Inc.	228	228
	\$ 35,040	\$ 32,266

Until July 1, 2010, the Company had a cash pooling arrangement with VENAO whereby excess cash was swept by VENAO on a nightly basis and invested on behalf of the Company at interest rates ranging from 0.5% to 2.0% over the federal funds rate. On July 1, 2010, the cash pooling arrangement with VENAO was terminated, and the Company advanced its excess cash to VTSA. The cash advances will be repaid by VTSA to the Company on demand and as necessary. At December 31, 2011 and 2010, the net cash advanced to VTSA was \$34,812 and \$32,038 respectively.

Interest (income) expense, net recognized under these arrangements amounted to \$(5) and \$(43) in 2011 and 2010, respectively.

VT Canada, Inc., a subsidiary of VTSA provides transportation services in Quebec, Canada. The Company performs certain services on behalf of VT Canada, Inc., and, as a result, the receivable due from VT Canada, Inc. represents the amounts due for such services and cash advances at December 31, 2011 and 2010.

Amounts due to affiliates are as follows:

	December 31	
	2011	2010
VTSA (long-term loan)	\$ 310,000	\$ 320,000
VE insurance captive, Codeve	179	1,302
Veolia Environment S.A.	1,372	1,140
	\$ 311,551	\$ 322,442

Veolia Transportation, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)
(In Thousands)

11. Transactions With Affiliates and Related Parties (continued)

Until July 1, 2010, the Company had long-term borrowings of \$320,000 due to VENAO, bearing interest at a quarterly adjusted rate of 1.00% over the U.S. 90-day LIBOR rate. On July 1, 2010, VTSA advanced the Company \$320,000, which was used to repay in full the amounts borrowed from VENAO. The long-term loan with VTSA also bears interest at a quarterly adjusted rate of 1.00% over the U.S. 90-day LIBOR rate. The principal balance of the note with VTSA is due and payable on December 31, 2017. On September 15, 2011, VTSA settled \$10,000 of the outstanding principal against other amounts due from VTSA to the Company.

Interest expense under these long-term loans was \$4,185 and \$4,339 during 2011 and 2010, respectively. In addition, VENAO and VTSA both charged the Company a loan utilization fee of 0.35% of the outstanding balance during 2010. During 2010, the loan utilization fee paid to VENAO and VTSA was \$563 and \$572, respectively. There was no loan utilization fee charged to the Company during 2011.

In prior years, the Company used Codeve, an affiliate, as its insurance captive. The payable due to Codeve at December 31, 2011 and 2010, represents amounts for claims paid by Codeve on behalf of the Company.

Amounts payable to Veolia Environment S.A. at December 31, 2011 and 2010, represent unpaid guarantor service fees.

The Company was charged \$13,658 and \$13,106 in 2011 and 2010, respectively, by VTSA for management fees and trademark royalty fees, which were included as components of selling, general, and administrative expenses in the consolidated statements of comprehensive income. At December 31, 2011 and 2010, all outstanding management fees and trademark royalty fees had been paid to VTSA.

The Company leases two office buildings from the family of the Company's chief executive officer. The Company paid and expensed \$300 during 2011 and 2010 under two operating lease agreements to rent two buildings with a remaining term of 10 years on both leases (at the same rate) at December 31, 2011.

Veolia Transportation, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)
(In Thousands)

12. Accrued Payroll and Related Expenses

Accrued payroll and related expenses consist of the following:

	December 31	
	2011	2010
Accrued wages	\$ 18,386	\$ 28,060
Accrued vacation	30,629	21,409
Medical reserve and benefits	9,786	11,372
Accrued bonus	6,626	6,691
Other payroll-related accruals	8,799	11,564
	\$ 74,226	\$ 79,096

13. Other Accrued Expenses and Liabilities

Other accrued expenses and liabilities consist of the following:

	December 31	
	2011	2010
Income taxes payable	\$ 4,254	\$ 1,480
Contingent consideration payable – Pittsburgh Cab	–	1,000
Contingent consideration payable – Kansas City Transportation Group	400	900
Contingent consideration payable – Golden Touch	1,500	1,500
Customer refunds	2,608	4,984
Other	16,653	15,855
	\$ 25,415	\$ 25,719

Veolia Transportation, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)
(In Thousands)

14. Claims Reserves

The Company is self-insured for auto liability, general liability, and workers' compensation up to \$2,500 per claim for transit claims and \$4,000 for the Federal Employers Liability Act rail claims.

The following presents the changes in the provisions recorded for claims outstanding for the years ended December 31, 2011 and 2010:

	Auto Liability/ General Liability	Workers' Compensation	Other	Total Claims Reserves
January 1, 2010	\$ 33,517	\$ 27,761	\$ 442	\$ 61,720
Additions	41,509	12,881	-	54,390
Utilization	(35,958)	(12,671)	(201)	(48,830)
December 31, 2010	39,068	27,971	241	67,280
Additions	46,765	13,117	-	59,882
Utilization	(35,340)	(13,702)	(87)	(49,129)
Acquisitions	284	-	-	284
December 31, 2011	\$ 50,777	\$ 27,386	\$ 154	\$ 78,317

15. Employee Benefit Plans

The Company sponsors the Veolia Transportation, Inc. 401(k) Plan for Non-Collectively Bargaining Employees (the Non-Union Plan) and the Veolia Transportation, Inc. 401(k) Plan for Collectively Bargaining Employees (the Union Plan). The Non-Union Plan covers the majority of non-union employees. Excluded are properties with local plans that cover non-union employees and at least one property that does not offer their non-union employees any defined-contribution plan. The Union Plan covers only certain collective bargaining employees at certain locations. Participants of both Plans may contribute 1% to 90% of their eligible compensation. The Company's Plans have various matching or hourly based employer contribution formulas based on location and employee/union group covered. Employer contributions paid under these plans were \$9,360 and \$7,439 and were expensed during the years ended December 31, 2011 and 2010, respectively.

Veolia Transportation, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued) (In Thousands)

15. Employee Benefit Plans (continued)

In addition, the Company sponsors two non-qualified Executive Top Hat Plans, a Supplemental Employee Retirement Plan (the SERP), and a Deferred Compensation Plan (the DC Plan). The SERP does not provide for any employee contributions, only an annual employer contribution of 5% of the participant's annual pay. The Company paid and expensed SERP contributions of \$913 and \$1,026 during 2011 and 2010, respectively. The DC Plan allows employee contributions between 1% and 20% of pay, and up to 100% for the annual bonus payment for the year, to be paid the following year. Employer contributions of 3% of the employees' pay are earned by the participant regardless if a participant elects to defer employee-based compensation or not. The Company paid and expensed DC Plan contributions of \$629 and \$611 during 2011 and 2010, respectively. At December 31, 2011 and 2010, the Company had a cumulative obligation for the SERP and DC Plan of \$17,770 and \$15,745, respectively, included in other liabilities on the consolidated statements of financial position. In addition, the Company has invested the contributions to the SERP and DC Plan into insurance policies, with such policies having a cash surrender value of \$16,223 and \$14,869 at December 31, 2011 and 2010, respectively, included in other non-current assets on the consolidated statements of financial position.

SuperShuttle, a subsidiary of the Company, has a 401(k) plan, which covers all employees 21 years of age and older who have completed six months of service. Employees may voluntarily contribute pretax earnings to the 401(k) plan, subject to the maximum Internal Revenue Service (IRS) limit. The Company may contribute additional amounts at its sole discretion. There were no Company contributions paid or expensed during the years ended December 31, 2011 and 2010.

MBCR sponsors a 401(k) Profit Sharing Plan and Trust (the Profit Sharing Plan) for management employees. All employees who have attained 21 years of age are eligible to participate. The Profit Sharing Plan allows participants to defer up to 40% of their compensation through a salary reduction arrangement, subject to IRS limitations. MBCR makes matching contributions of up to 5.0% of employee compensation and discretionary contributions of up to 1.5% of employee compensation to the Profit Sharing Plan, which vests after one year of service. For the years ended December 31, 2011 and 2010, MBCR made and expensed contributions of approximately \$888 and \$853, respectively, to the Profit Sharing Plan.

MBCR also has a 401(k) Profit Sharing Plan and Trust that covers substantially all union employees. Union employees who have attained 21 years of age and have completed one year of service are eligible to participate. Participants may defer up to 40% of their compensation through a salary reduction arrangement, subject to IRS limitations.

Veolia Transportation, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)
(In Thousands)

15. Employee Benefit Plans (continued)

MBCR sponsors a postretirement health plan (the Health Plan) for all employees. Employees are eligible for the Health Plan when they have attained 30 years of railroad service and 60 years of age. The Health Plan covers medical expenses for employees and their dependents while the employee is age 60 to 65, with a lifetime cap of \$100 (the cap) per union employee and \$500 for salaried employees. When the employee reaches age 65, the employee and any dependents are no longer eligible to receive benefits, even if they have not reached the cap. MBCR records expense using the terminal accounting liability assumption method. This assumes that MBCR will be responsible only for those employees retiring within the life of the contract with the MBTA. There was no waiting period for employees who transferred from Amtrak for any of the plans. MBCR recorded an expense under the Health Plan of approximately \$3,086 and \$3,155 for the years ended December 31, 2011 and 2010, respectively. No plan assets existed at December 31, 2011. MBCR has recorded a postretirement liability of approximately \$5,568 and \$4,787 at December 31, 2011 and 2010, respectively, which represents the discounted benefits earned under the contract term but not yet paid, and is included in other liabilities in the accompanying consolidated statements of financial position at December 31, 2011 and 2010, respectively. The Health Plan's estimated liability was based on a discount rate of 2.75% at December 31, 2011 and 2010. Expected postretirement benefit payments for fiscal years 2012 and 2013 are approximately \$2,280 and \$2,240, respectively. At December 31, 2011, the estimated remaining undiscounted liability is \$6,162, which represents the unpaid benefits earned during the contract term but not yet paid.

Connex Rail, a subsidiary of the Company, sponsors two 401(k) Savings Plans that became effective on July 1, 2005. The Non-Union Plan covers all non-union employees, while the Union Plan covers only certain collective bargaining employees at certain locations. Non-Union Plan participants may contribute 1% to 40% of their compensation. The Company provides a 100% matching contribution of the first 5% of employee deferrals. The Non-Union Plan also allows for after-tax contributions between 1% and 10% of pay. The Union Plan participants may contribute 1% to 40% of their compensation as well. The Union Plan does not allow for any after-tax contributions or Company-matching contributions. Matching contributions in the amounts of approximately \$6 and \$61 were paid and expensed for the years ended December 31, 2011 and 2010, respectively.

Effective July 1, 2010, the Company entered into a new five-year contract to provide transit services to the city of Phoenix (Phoenix Transit). As part of the new operating contract, the Company assumed the pension obligations of a frozen pension plan, previously sponsored by the city of Phoenix.

Veolia Transportation, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)
(In Thousands)

15. Employee Benefit Plans (continued)

Interest on outstanding pension obligations and the expected return on assets are recognized in operating income. The Company's policy is to recognize actuarial gains and losses in other comprehensive income, which is a component of total comprehensive income. The following table summarizes the components of the total pension cost recognized in the consolidated statements of comprehensive income related to the Phoenix Transit pension plan:

	Year Ended December 31	
	2011	2010
Service cost	\$ —	\$ —
Interest cost	4,195	2,011
Expected return on assets	(4,049)	(1,858)
Actuarial loss recognized in other comprehensive income	1,706	1,815
Total pension cost recognized	<u>\$ 1,852</u>	<u>\$ 1,968</u>

The following table summarizes the funded status and amounts recognized in the consolidated statements of financial position related to the Phoenix Transit pension plan:

	December 31	
	2011	2010
Benefit obligation at the beginning of the year	\$ 85,777	\$ —
Benefit obligations assumed under new contract	—	81,866
Interest cost	4,195	2,011
Actuarial loss	2,223	4,740
Benefits paid	(5,116)	(2,840)
Benefit obligation at the end of the year	<u>87,079</u>	<u>85,777</u>
Fair value of plan assets at the beginning of the year	64,808	—
Fair value of plan assets assumed under new contract	—	55,366
Contributions to the plan	2,700	7,500
Actual return on plan assets	4,473	4,782
Benefits paid	(5,116)	(2,840)
Fair value of plan assets at the end of the year	<u>66,865</u>	<u>64,808</u>
Underfunded status of the Phoenix Transit pension plan	<u>\$ (20,214)</u>	<u>\$ (20,969)</u>

Veolia Transportation, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)
(In Thousands)

15. Employee Benefit Plans (continued)

The discount rate used to determine the Phoenix Transit pension benefit obligations was reduced from 5.0% at December 31, 2010, to 4.8% at December 31, 2011, resulting in an actuarial loss. The assumed long-term rate of return was 6.34% in 2011 and 2010. The Company expects the Phoenix Transit pension plan to reach fully funded status by the end of the five-year contract term through a combination of cash contributions and returns on plan assets. The plan assets are invested in mutual funds and are valued using quoted prices in the market.

16. Commitments and Contingencies

Leases

The Company leases vehicles to its franchised drivers through the SuperShuttle business. Such lease arrangements are accounted for as operating leases, whereby the Company recognizes lease revenue as a component of revenues on the consolidated statements of comprehensive income. The leased vehicles are included within property and equipment, net on the consolidated statements of financial position, with depreciation included as a component of cost of operations on the consolidated statements of comprehensive income. Lease revenue for the years ended December 31, 2011 and 2010, is less than 1% of consolidated revenues.

The Company leases certain equipment accounted for as capital leases. At December 31, 2011 and 2010, the remaining book value of equipment capitalized under these leases was \$479 and \$529, respectively. Depreciation of these capital lease assets is included in depreciation and amortization of property and equipment and was not material in 2011 and 2010.

The Company also leases office space, certain vehicles, and equipment under noncancelable operating leases that expire through 2021. Rent expense under all operating leases totaled \$24,035 and \$21,999 during 2011 and 2010, respectively.

Veolia Transportation, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)
(In Thousands)

16. Commitments and Contingencies (continued)

Future minimum payments under all noncancelable leases consisted of the following at December 31, 2011:

	Capital Leases	Operating Leases
Year ending December 31:		
2012	\$ 239	\$ 24,501
2013	243	19,932
2014	241	14,335
2015	168	10,137
2016	162	6,994
Thereafter	675	18,087
Total future minimum lease payments	1,728	\$ 93,986
Less interest component	383	
Present value of future minimum lease payments	1,345	
Less current portion of capital lease obligations	172	
Capital lease obligations, net of current portion	\$ 1,173	

Financial Assurance

The Company satisfies certain of its financial assurance obligations through the use of bonds. The Company pays annual premiums to obtain performance bonds underwritten by insurance carriers. These premiums are expensed over the life of the bond. At December 31, 2011 and 2010, the Company had coverage under performance bonds of \$78,260 and \$71,720, respectively. In addition, the Company had outstanding letters of credit amounting to \$150,148 and \$172,950 at December 31, 2011 and 2010, respectively.

Contingencies

The Company is subject to contingencies, including legal proceedings and claims arising out of the normal course of business, that cover a variety of matters, including, among others, contract, self-insurance, and employee claims. In the opinion of management, the amount of any ultimate liability or other action arising from these matters will not materially affect the financial position of the Company. It is possible, however, that future results of operations could be materially affected by unexpected changes in conditions or events and strategies related to these contingencies.

Veolia Transportation, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)
(In Thousands)

16. Commitments and Contingencies (continued)

Connex Rail had been named in a number of civil lawsuits seeking unspecified amounts of damages related to a rail accident that occurred on September 12, 2008, while operating the MetroLink rail service in Los Angeles. Under U.S. federal laws, the maximum aggregate liability for all claims arising from the accident is limited to \$200 million. On February 2, 2011, the order of the U.S. District Court of the Central District of California issued on January 3, 2011, became effective, resulting in the approval of the \$200 million compensation fund for the victims and their families. The compensation fund is fully covered by insurance proceeds, and accordingly, neither the obligation nor the compensation fund are reflected in the accompanying consolidated financial statements. During 2009, the Company paid and expensed \$500 related to certain insurance deductibles associated with the incident. In the opinion of management, the federal court's action ends the Company's involvement in this litigation, and the Company has been fully discharged from any further liability.

17. Depreciation and Amortization

Depreciation and amortization expense included in operating expenses was as follows:

	Year Ended December 31	
	2011	2010
Property and equipment depreciation	\$ 19,969	\$ 18,338
Contracts amortization	2,102	1,499
Franchises amortization	1,228	1,291
Other amortization	-	11
	<u>\$ 23,299</u>	<u>\$ 21,139</u>

Veolia Transportation, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)
(In Thousands)

18. Interest Expense, Net

Interest expense, net consists solely of income and expense related to financial assets and liabilities, including cash and cash equivalents and borrowings due to or due from affiliates and capital lease obligations:

	Year Ended December 31	
	2011	2010
Interest income	\$ (229)	\$ (170)
Interest expense	4,342	5,547
	\$ 4,113	\$ 5,377

19. Other, Net

Other, net consists of the following:

	Year Ended December 31	
	2011	2010
Foreign currency exchange gains on notes due to affiliate	\$ -	\$ (1,222)
Parent guarantee fees paid to VE	912	489
Miscellaneous expense	383	375
	\$ 1,295	\$ (358)

20. Employees

Employee costs included in operating expenses were as follows:

	Year Ended December 31	
	2011	2010
Included in cost of operations	\$ 839,391	\$ 812,074
Included in selling, general, and administrative expenses	56,155	56,254
	\$ 895,546	\$ 868,328

The Company employed a total weighted-average number of employees of 15,086 and 14,260 during 2011 and 2010, respectively.

Veolia Transportation, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

(In Thousands)

21. Executive Committee Compensation

The aggregate compensation paid to members of the Company's executive committee for services in all capacities and included in selling, general, and administrative expense during 2011 and 2010 was as follows:

	<u>Total Fixed Compensation</u>	<u>Total Variable Compensation</u>	<u>In-Kind Benefits</u>	<u>Total Compensation</u>
Compensation in 2011	\$ 1,861	\$ 736	\$ 238	\$ 2,835
Compensation in 2010	1,853	676	235	2,764

In addition to the above compensation paid, a SERP contribution of 5% of fixed and variable compensation and a deferred compensation contribution of 3% of fixed and variable compensation was accrued during 2011 and 2010 and included as a component of other liabilities on the consolidated statements of financial position at December 31, 2011 and 2010.

Ernst & Young LLP

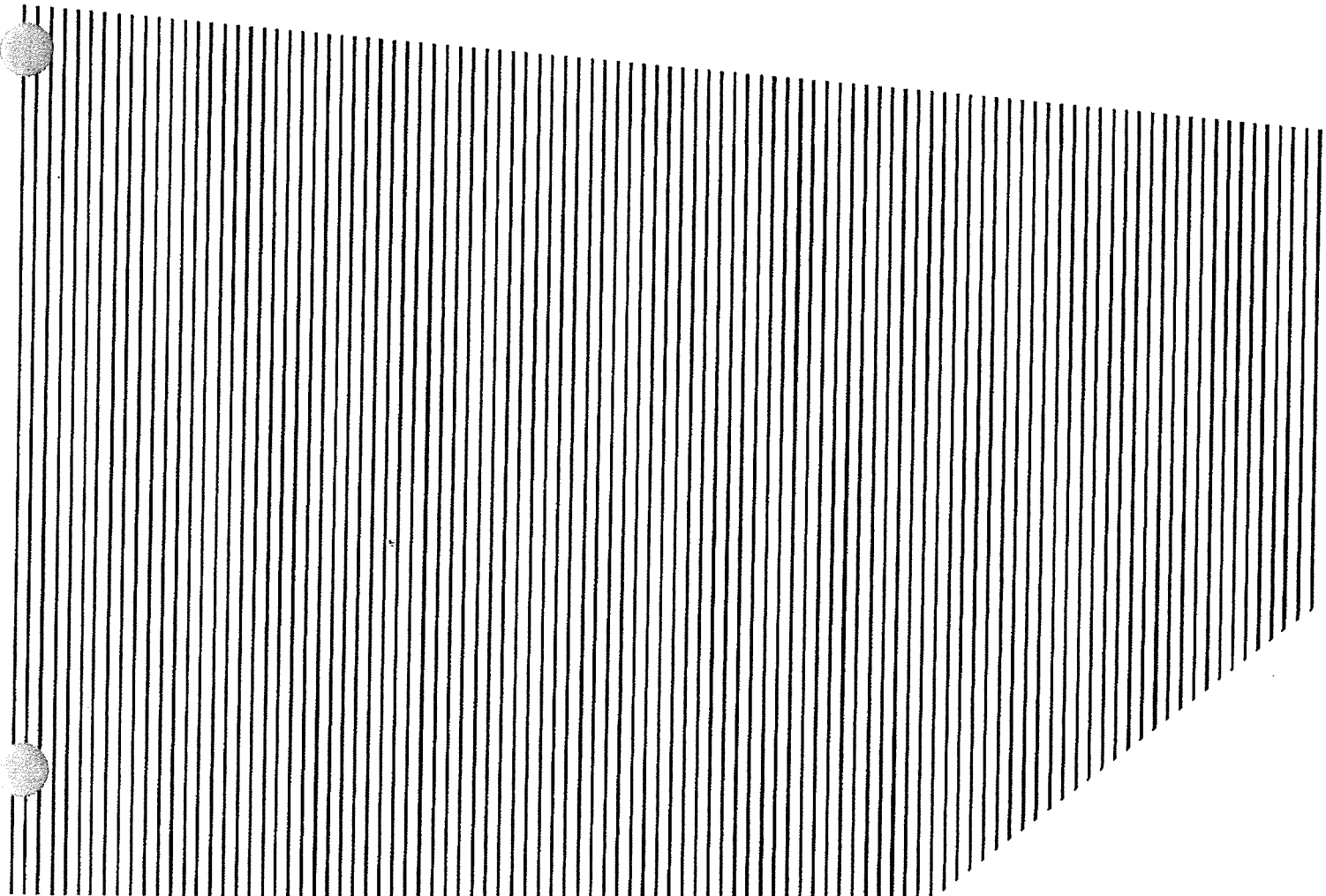
Assurance | Tax | Transactions | Advisory

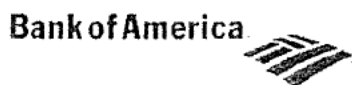
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August 22, 2012

[REDACTED]
WMATA Office of Procurement & Materials
600 Fifth Street, N.W.
Washington, DC 20001

Re: Veolia Transportation Services, Inc.

To Whom It May Concern:

Bank of America N.A. has had a relationship with Veolia Environnement, SA and its subsidiaries since 2004, acting as the Administrative Agent for the \$1.25 Billion Senior Credit Facility which is available to Veolia Environnement SA, and certain of its U.S. subsidiaries, including Veolia Transportation Services, Inc. (the "Borrowers"). As of August 22, 2012, the Borrowers have over \$801 Million of available liquidity under this commitment for direct borrowings and issuance of standby letters of credit subject to certain conditions. The Credit Facility has been handled as agreed and is satisfactory. In addition, the companies have historically maintained average depository balances in the mid to low seven figures and have handled their accounts appropriately.

Should you have any questions or require additional information, please do not hesitate to call me at [REDACTED] or by email at [REDACTED]@baml.com.

Sincerely,

[REDACTED]
Managing Director
Bank of America, NA
100 Federal Street
Boston, MA 02110

Schedule 6 - Principle Subcontractors and Percentage of Work

As indicated in our proposal, Veolia intends to subcontract with Red Top Cab, Barwood Cab, Sun Cab and Yellow Paratransit to provide taxi services as part of our MetroAccess operations. The anticipated percentages of work distributed is as follows:

Red Top Cab = 2.5%

Barwood Cab = 2.5%

Sun Cab = 2.5%

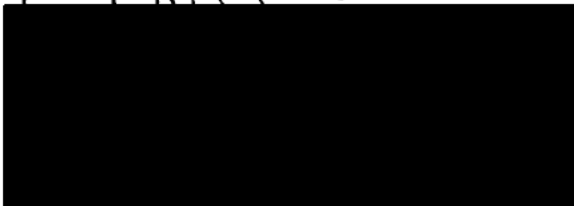
Yellow Paratransit = 2.5%



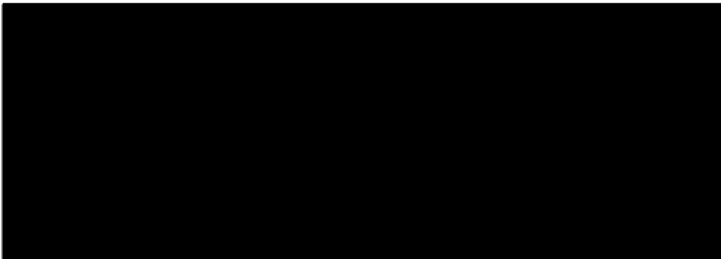
PROOF OF PUBLICATION

I, [REDACTED] of The Washington Examiner, (Virginia Edition) a newspaper in the area of Virginia, published in the English language and located in the Virginia area, and entered in a newspaper of record according to the Laws and Regulations of the United States of America for 52 successive weeks or more prior to the issue of June 29, 2012 certify that the notice of:

**MetroAccess Paratransit Service
For Veolia Transportation Services, Inc.**
Attached hereto has been published on June 29, 2012



June 29, 2012



Advertisement #: 735830
End Date: June 29, 2012
Run Dates: June 29, 2012
**MetroAccess Paratransit Service
Veolia Transportation Services, Inc.**

Requesting Sub-bids from Certified Small Business and Local Preference Program Vendors for:

MetroAccess Paratransit Service
Owner: Washington Metropolitan Area Transit Authority
Bid Date: August 17, 2012

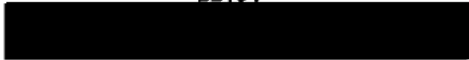
Veolia Transportation is seeking proposals from certified Small Business & Local Preference Program vendors to provide services that include, but are not limited to: uniforms; office supplies; automotive parts and accessories; support activities for transportation; automotive painting, repair and body work; consumable fluids (lubricants); support vehicles; tires; janitorial services; grounds keeping services; landscaping services; general contracting services; and bus washing chemicals.

The RFP for Contract Operation of WMATA's Metro Access services may be reviewed at: www.wmata.com/business/procurement_and_contracting/solicitations/view.cfm?solicitation_id=2970.

Please email a letter of interest, detailed information regarding supplies/services available and current certification information to [REDACTED] Veolia Transportation at [REDACTED]@veoliatransdev.com by Fri., July 6, 2012. All proposals will be evaluated fairly.

June 29, 2012 735830

1015 15th Street NW, Suite 500, Washington, DC 20005 • 6850 Versar Center 3rd floor, Springfield, VA 22151



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DO NOT DISCARD

AFFIDAVIT OF PUBLICATION

AD# 14652510

DISTRICT OF COLUMBIA, ss.
Personally appeared before me, [REDACTED]
a Notary Public in and for the District of Columbia,

[REDACTED] who is being duly sworn according to law, an oath says that he is
an AUTHORIZED AGENT of THE WASHINGTON TIMES, L.L.C., publisher of

The Washington Times

Circulated daily, in the City of Washington, District of Columbia,
and that the advertisement, of which the annexed is a true copy,
was published in said newspaper 1 time(s) on the following dates:

2012 JUNE 29

at the rate of \$ 2.91 per line

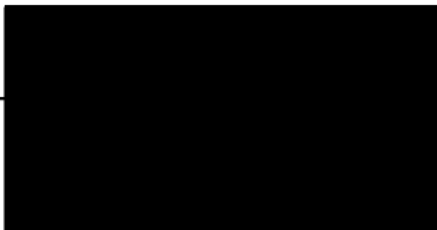
Total Cost \$ 186.24 Dollars



Subscribed and sworn to before me

JUNE 29, 2012

Notary Public



My Commission expires _____



Legal Notice

Requesting Sub-bids from Certified Small Business and Local Preference Program Vendors for:

MetroAccess Paratransit Service
Owner: Washington Metropolitan Area Transit Authority
Bid Date: August 17, 2012

Veolia Transportation is seeking proposals from certified Small Business & Local Preference Program vendors to provide services that include, but are not limited to: uniforms; office supplies; automotive parts and accessories; support activities for transportation; automotive painting; repair and body work; consumable fluids (lubricants); support vehicles; tires; janitorial services; grounds keeping services; landscaping services; general contracting services; and bus washing chemicals.

The RFP for Contract Operation of WMATA's Metro Access services may be reviewed at: www.wmata.com/business/procurement

Ad # 11525603 Name VEOLIA TRANSPORTATION
Class 825 PO# Authorized by

Size 66 Lines

T0001
Account 2010114363

PROOF OF PUBLICATION

District of Columbia, ss., Personally appeared before me, a Notary Public in and for the said District, [REDACTED] well known to me to be CIRCULATION BILLING ASSIST. MGR of The Washington Post, a daily newspaper published in the City of Washington, District of Columbia, and making oath in due form of law that an advertisement containing the language annexed hereto was published in said newspaper on the dates mentioned in the certificate herein.

I Hereby Certify that the attached advertisement was published in The Washington Post, a daily newspaper, upon the following date(s) at a cost of \$788.24 and was circulated in the Washington metropolitan area.

Published 1 time(s). Date(s): 29 of June 2012

Account 2010114363 [REDACTED]

Witness my hand and official seal this 29 day of June [REDACTED]

My commission expires [REDACTED]

Requesting Sub-bids from Certified Small Business and Local Preference Program Vendors for: MetroAccess Paratransit Service Owner: Washington Metropolitan Area Transit Authority Bid Date: August 17, 2012 Veolia Transportation is seeking proposals from certified Small Business & Local Preference Program vendors to provide services that include, but are not limited to: uniforms; office supplies; automotive parts and accessories; support activities for transportation; automotive painting, repair and body work; consumable fluids (lubricants); support vehicles; tires; janitorial services; grounds keeping services; landscaping services; general contracting services; and bus washing chemicals. The RFP for Contract Operation of WMATA's Metro Access services may be reviewed at: www.wmata.com/business/procurement_and_contracting/solicitations/view.cfm?solicitation_id=2970. Please email a letter of interest, detailed information regarding supplies/services available and current certification information to [REDACTED] Veolia Transportation at [REDACTED]@veoliatransdev.com by Fri., July 6, 2012. All proposals will be evaluated fairly.

Trade Journal Ad

Published on www.trade.dbegoodfaith.com, 08/29/2012 at 10:49AM

Trade Journal Ad

Veolia Transportation Services, Inc. is Seeking Qualified Certified Small Business, Local Preference Program Vendors

Bid Due Date : 07/13/2012 at 05:00 P.M Bid No : RFP No. CQ12169/KAM

Contact Estimator :

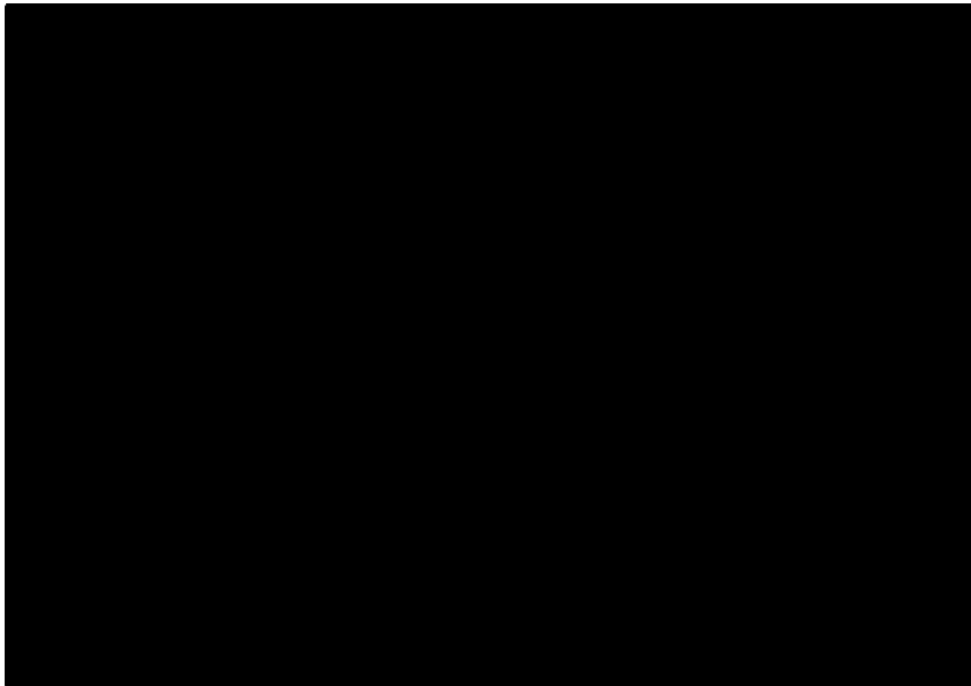
Project Name : MetroAccess Paratransit Service
 Agency Name : Washington Metropolitan Area Transit Authority
 Project City : Washington
 Project County : District of Columbia
 Project State : MD
 Project Details :

Veolia Transportation is seeking proposals from certified Small Business & Local Preference Program vendors to provide services that include, but are not limited to: uniforms; office supplies; automotive parts and accessories; support activities for transportation; automotive painting, repair and body work; consumable fluids (lubricants); support vehicles; tires; janitorial services; grounds keeping services; landscaping services; general contracting services; and bus washing chemicals. The RFP for Contract Operation of WMATA's Metro Access services may be reviewed at: www.wmata.com/business/procurement_and_contracting/solicitations/view.cfm?solicitation_id=2970. Please email a *letter of interest*, detailed information regarding supplies/services available and current certification information to [REDACTED] Veolia Transportation at [REDACTED]@veoliatransdev.com by Fri., July 6, 2012. All proposals will be evaluated fairly.

Contact Details : [REDACTED]
 1095 Nimitzview Drive
 Cincinnati, OH 45230
 [REDACTED]

We are an equal opportunity employer.

From:
To:



Subject: WMATA - VEOLIA Business
Date: Tuesday, August 07, 2012 1:49:59 PM

Good Afternoon,

Veolia Transportation is currently working on a bid for Washington Metropolitan Area Transit Authority (WMATA) and would like to confirm your interest in doing business with our company. If so, please respond with a brief description of your business along with contact information. Thank you.

[Redacted]
Purchasing Associate

Veolia Transportation Services Inc.
720 E. Butterfield Road, Suite 300
Lombard, IL 60148



[Redacted]@veoliatransdev.com

Good Faith Efforts for WMATA Small Business & Local Preference Program

1. Veolia placed advertisements in three local newspapers with good circulation throughout the entire WMATA service area. Publication dates are shown below, and copies of the advertisements are included in the attachments.
 - a. Washington Examiner – June 29, 2012
 - b. Washington Times – June 29, 2012
 - c. Washington Post – June 29, 2012
2. Veolia also placed an advertisement on GoodFaith.com which ran from June 29 through July 29, 2012. A copy of this ad is attached.
3. Veolia contacted WMATA's Small and Local Preference Programs Office and obtained a listing of certified firms who had indicated the ability to provide any or all of the following categories of goods or services:
 - a. Autos and parts
 - b. Cleaning supplies
 - c. Cleaning services
 - d. Uniforms
 - e. Computers and software
 - f. Lubricants
 - g. Office equipment and supplies
 - h. Telecommunications
 - i. Tools
 - j. Vehicle washing systems
 - k. Computer equipment
 - l. Construction services
4. Upon receiving a list of potential SLPP suppliers from WMATA's SLPP Office, Veolia's Corporate Purchasing Department sent the attached email to all firms on August 7, 2012.
5. Of the 107 SLPP certified firms contacted, a total of 8 emails were returned as undeliverable. Another 17 responded, with 3 indicating that they did not want to commit at this time.
6. Based on these efforts, we have identified the certified firms listed below for participation in our service delivery proposals. For each SLPP firm, we are identifying the good or service we expect to purchase, the amount of money we expect to spend (based on Service Tier 3) and the total participation level this represents (total expected spend/total ten year project revenue).

8. Recognizing that we have not yet achieved the SLPP participation goal for this project, we propose to engage in the following SLPP outreach and good faith activities.
 - a. Within 30 days of a notice of award, we will hold a SLPP vendor fair in the community(ies) where we will be locating facilities. We will advise the SLPP Office of the time, date and location of our event. SLPP Office representatives will be invited to attend and/or to send out announcements to their networks.
 - b. We will actively solicit for all available SLPP opportunities, and we will update the SLPP Office as to our progress in accordance with any reporting requirement set forth in the RFP.
 - c. We will involve Veolia's Supplier Diversity Office to assist us in specific targeted SLPP outreach for this project. Efforts will include direct mail, email, postings on website, phone calls, etc.