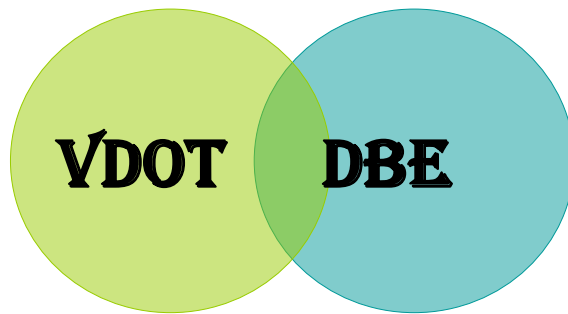


VDOT/DBE Task Force Committee Charter



January 30, 2015

**TRANSPORTATION DISADVANTAGED BUSINESS ENTERPRISE
ADVISORY COMMITTEE
CHARTER**

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Article I — Preamble

The preservation of increasing the number of certified businesses in the commonwealth as well as increasing the total dollars allocated to Disadvantaged Business Enterprise (DBE) vendors as a percentage of all discretionary spending or contract dollars will require informed decision making in addition to the commitment to analyze topics and foster resolutions. An emphasis to refocus avenues of communications and to obtain mutually beneficial solutions on DBE matters is needed by both the public and private sectors.

To fulfill the expectations set forth, a joint Committee of upper and middle management in the Virginia Department of Transportation (VDOT) and the Transportation Disadvantaged Business Enterprise Advisory Committee (TDAC) is formed to improve business and operational functions.

This charter is documented to support and promote better communications and understanding of the mission, goals, and operating procedures for all interested parties in contracting with VDOT. It is not intended to be a comprehensive listing of all the duties and responsibilities of contracting operations by VDOT or by TDAC. All members must work together to yield a positive institution that is responsive to the changes and demands of the transportation program we live in.

All parties involved in transportation contracting must have a willingness to discuss mutual problems and share possible solutions with each other. The real benefit of such a joint venture is the willingness and the ability to take the ideas discussed and develop those ideas into solutions tailored for specific problems.

Article II — Background

VDOT's role in DBE matters involves establishing an overall goal based on clear evidence of ready, willing, and able DBEs to participate on DOT-assisted projects. VDOT also monitors DBE contractor involvement during the performance of a contract. VDOT's role in business development efforts are to facilitate and augment the growth and development of DBEs to attain a high level of self-sufficiency and proficiency to compete for contracts within and outside of the DBE program marketplace. These processes allow VDOT to offer conferences, seminars, and workshops in order to enhance contracting knowledge, share technical and regulatory information, and offer training on topics including, but not limited to bidding and estimating, leadership, and construction law.

The industry's role in DBE matters involves the successful bidding of contracts and the satisfactory completion of the project provisions and contract specifications within specified time limits at an approved contract dollar amount. The successful contractor uses various methods to complete the project, including his own construction crews, subcontractors, skilled and unskilled laborers, hired equipment, suppliers, manufacturers, fabricators, and

other members of the industry. The contractor uses a number of business processes to complete the project including work schedules, delivery schedules, alternate work plans in case of inclement weather, and inventory control.

Article III — Mission

The mission of the Committee is for the industry and VDOT officials to collaborate and communicate effectively to assure that Virginia's taxpayers are traveling on the safest highways possible and that tax dollars are wisely spent. By working together, both the public and private sectors of the Committee will discuss mutual transportation problems and jointly share and develop solutions to the problems while also having all consultants and contractors participate to the fullest extent possible.

Article IV — Purpose and Objectives

The purpose of the Committee is to work together in a partnering fashion to address both industry and VDOT issues related to the DBE program.

To this end, the objective of the Committee is to promote and adopt beneficial and cost effective transportation strategies in addition to increasing contract opportunities and contract awards among Virginia's DBE/SWaM firms in the transportation industry. The Committee will also foster an open and frank communications environment where officials in government and the industry share information on new and innovative as well as proven technologies and practices. This open dialogue and sharing of information will help to safeguard the highways of the Commonwealth of Virginia and assure that transportation funds and programs are efficiently and effectively utilized.

Article V — Goals

The Goals of the Committee are to provide a partnership forum to:

1. Maintain and promote open communications and cooperation among the members of the DBE industry and VDOT.
2. Provide recommendations to the Commissioner and/or appropriate departments on operational and administrative changes that may impact the DBE program.
3. Promote and maintain excellence in providing business opportunities, education, and professional development processes within a partnering environment.
4. Enhance the uniformity of processes for planning, measurement, acceptance, and payment of work and materials.
5. Utilize excellent quality control programs as support for acceptance of work and materials.
6. Facilitate the use of new or alternate methods and processes where taking risks are not detrimental.
7. Encourage use of reciprocity agreements between VDOT and industry companies to reduce duplication of business processes and bureaucracy.
8. Encourage open discussions of the budget and spend plan processes and payments.
9. Ensure best value is received from the investment of public dollars.
10. Promote the utilization of innovation, teamwork, diversity, advocacy, and communication.

Article VI — Membership

Section A - Organizations

The Committee is made up of participants from the Virginia Department of Transportation (VDOT) and the Transportation Disadvantaged Business Enterprise Advisory Committee (TDAC).

Membership is comprised of six VDOT positions and five industry positions:

VDOT

- ◆ Sandra D. Norman, Civil Rights
- ◆ Jennifer Debruhl, Local Assistance
- ◆ Kerry Bates, Construction
- ◆ Jeff Rodgers, Consultant

- ◆ Lisa Pride, Administrative Services

- ◆ Rob Cary, DA Representative

TDAC

- ◆ Devon Henry, Team Henry Enterprises
- ◆ Molly Morgan, Morgan Oil Company
- ◆ Derek Francis - Devon
- ◆ Joe Lewis – Business Transformation Group
- ◆ Tandrumn Reid – Quinn Consulting Services

Comments from individuals outside the Committee such as local governments, industry associations, contractors, producers, fabricators, suppliers, and manufacturers are encouraged. Feedback on Committee proceedings is also encouraged.

Section B - Committee Framework

Committee members shall commit their time and schedules to be present at regular Committee meetings and actively participate in agenda topics.

Committee meetings shall be co-chaired by a member of VDOT and TDAC chosen by the Deputy Commissioner. Co-Chairpersons exercise control over meetings and the general direction of Committee decisions.

Committee members actively participate in discussion items and provide functional expertise in matters relating to DBE contracts, including project award, funding, performance, maintenance activities, deliverables, and overall business operations.

Article VII — Order of Business

Section A - Meeting Format

The order of business at the meetings of the Committee will be determined by the Co-Chairpersons. A typical meeting agenda may be as follows:

Committee Meeting
Day of Week, Date
City, State

Agenda

1. Welcome & Introductions
2. Close-out of old business
3. Program format for current meeting
4. Distribution of agenda topics
5. Issues and concerns
6. Open discussion
7. Assign deliverables and schedule deadlines
8. Discussion of new business
9. Parking lot (discussion of items that have been tabled)
10. Determine purpose/date/place of next meeting

Section B - Frequency of Meetings

The Committee shall hold at least four meetings per year. These meetings will generally take place on a quarterly basis, unless otherwise scheduled.

Additional meetings may be held at the discretion of the Co-Chairpersons or by the consensus of the full Committee.

Committee meetings should be coordinated with other scheduled VDOT and DBE meetings as well as national organizations or regional Committees to avoid scheduling conflicts. Meetings during heavy peaks of the construction season should also be avoided.

Section C - Standards of Practice

The following items are suggested practices for the Committee to consider:

- Periodically publish the results of Committee's decisions.
- Maintain a website open to the public as well as to all interested parties of the DBE profession.
- Identify items that the Committee needs to approve and items that the Co-Chairpersons can approve.
- Speakers should have copies of their presentation available for general distribution to Committee members and for filing/printing of the proceedings.

Section D - Record Keeping

It shall be the Co-Chairpersons' responsibility, or their designees, to assure that meeting minutes are properly recorded, filed, and readily available to all Committee members in both paper and electronic format. This documentation should include a listing of all meeting attendees, a synopsis of proceedings, a record of approved action items and decisions, and the meeting date(s)/location/times. Copies of papers or presentations discussed at meetings should be specifically documented in the meeting minutes and a copy of the paper or presentation retained and maintained for future reference. Consideration should also be made as to whether meeting minutes should be posted to a public or internal website.

Article VII — Ethics Statement

Members of the Committee pledge to:

- Participate in an open and honest dialogue.
- Obey the laws of the Commonwealth of Virginia and the United States of America.
- Live and work according to the highest standards of professional conduct.
- Place service before profit, honor and standing of the resurfacing profession before personal advantage, and public welfare above all other consideration.
- Place the values and benefits of the Committee's efforts ahead of personal, private, or parochial interests.

Article IX — Signatures

We, the undersigned, in the pursuit of Professionalism, Quality and Partnerships in the Mutual Interests and Benefits of Resurfacing, have agreed to abide by the Charter and Business Practices and Protocols outlined within this document and lead our respective agencies in the pursuits of such Mutual Interests and Benefits.

VDOT Representative

Sandra D. Norman, Civil Rights Division Administrator

Date

TDAC Representative

Devon Henry, TDAC President

Date