



GUAM REGIONAL TRANSIT AUTHORITY

GOVERNMENT OF GUAM

Lourdes A. Leon Guerrero, Governor
Joshua F. Tenorio, Lieutenant Governor
Celestin C. Babauta, Executive Manager



SPECIAL BOARD MEETING December 29, 2020, 2:00 pm Google Meet Agenda

- I. Meeting Call to Order**
- II. Roll Call of Members**
- III. Review of Minutes November 17, 2020**
- IV. Unfinished Business**
 - A. Adoption of Drug and Alcohol Program
 - B. Fixed Route Contract
 - C. Executive Manager Employment Agreement Contract
- V. Adjournment**

GRTA Board of Directors Special Meeting 12/29/2020 2PM via Google Meet

Attendance

Chairman Alejo Sablan

Vice Chairman David Arentz – Called GRTA office landline

Director Rudy Paco

Director Bernadette Wiemann

Director Kevin Susuico

The screenshot shows a Google Meet interface with the following details:

- Meeting Title: Guam Regional Transit Authority ...
- Participant Count: People (16)
- Buttons: Chat, Mute, Video Off, etc.
- Participant List (from top to bottom):
 - Myra Hernandez (Nou) - Muted, Video Off
 - 1671-***-***39 - Muted, Video Off
 - Alejo Sablan - Muted, Video Off
 - Anne Wien - Muted, Video Off
 - Bernadette Wiemann - Muted, Video Off
 - Britney Nicole Salas - Muted, Video Off
 - Celestin Babautz - Muted, Video Off
 - Gerry Partido - Muted, Video Off
 - Jeff Schindler - Muted, Video Off
 - John Louie Dizon - Muted, Video Off
 - Karla Borja - Muted, Video Off
 - Kevin Susuico - Muted, Video Off
 - Mana Louella Losinio - Muted, Video Off
 - Mark Crisostomo - Muted, Video Off
 - Octavia Jones - Muted, Video Off
 - Richard Ybanez - Muted, Video Off
 - Shatanna Palacios - Muted, Video Off



GUAM REGIONAL TRANSIT AUTHORITY

Post Office Box 2896 Hagatna, Guam 96932
Telephone: (671) 475-4686 / 475-4616 Facsimile: (671) 475-4600



SIGN IN SHEET
GRTA BOARD OF DIRECTORS SPECIAL MEETING
December 29, 2020 - 2:00pm
Google Meet

GRTA STAFF

GRTA STAFF		
Celestin Babauta <i>Executive Manager</i>	Present	celestin.babauta@grta.guam.gov
Rally Pilipina <i>Chief Planner</i>		rally.pilipina@grta.guam.gov
Jeff Schindler <i>Administrative Officer</i>	Present	jeff.schindler@grta.guam.gov
Myra Hernandez <i>Private/Board Secretary</i>	Present	myra.hernandez@grta.guam.gov
Jennifer Cruz <i>Administrative Assistant</i>	Present	jennifer.cruz@grta.guam.gov
Mark Crisostomo <i>Transportation Supervisor</i>	Present	mark.crisostomo@grta.guam.gov
Jacqueline Taitano <i>Program Coordinator II</i>		jacqueline.taitano@grta.guam.gov
Virgilio Penafiel <i>Special Projects Coordinator</i>	Present	virgil.penafiel@grta.guam.gov
John Louie L. Dizon <i>Program Coordinator I</i>	Present	john.dizon@grta.guam.gov
Marlon Molinos <i>Program Coordinator I</i>		marlon.molinos@grta.guam.gov
ShaiAnna Palacios <i>Planner I</i>	Present	shaianna.palacios@grta.guam.gov
Rolando Dydasco <i>Auto Mechanic Supervisor</i>		rolando.dydasco@grta.guam.gov
Margaret Nauta <i>Customer Service Supervisor</i>	Present	margaret.nauta@grta.guam.gov
Richard Ybanez <i>Special Projects Coordinator</i>	Present	richard.ybanez@grta.guam.gov
Harry Crisostomo <i>Bus Driver Supervisor</i>		harry.crisostomo@grta.guam.gov
Cynthia Terlaje <i>Word Processing Secretary</i>		cynthia.terlaje@grta.guam.gov
Oglavia Jones	present	
Britney Salas	present	



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Celestin C. Babauta, Interim Executive Manager



Board of Directors Regular Meeting

Tuesday, November 17, 2020 at 2:00 pm

Virtual Meeting – Google Meet

Meeting Minutes

- I. **Call to order:**
Chairman Alejo Sablan called the meeting to order at 2:07 pm.
- II. **Roll Call:**
GRTA Board Members present: Chairman Alejo Sablan, Vice-Chairman David Arentz, Director Kevin Susuico and Director Rudy Paco. A quorum was established.
- III. **Opening Remarks:**
Chairman Sablan welcomed the Board, GRTA staff and the public for joining the meeting. He mentioned the October 12, 2020 Board Meeting was cancelled due to an illness of a Board member and lack of quorum.
- IV. **Review of Minutes:**
Board Members reviewed the September 8, 2020 meeting minutes. Director Kevin Susuico motioned to approve the minutes and Vice Chairman Arentz seconded it. Meeting minutes was approved with 4 yeas and 0 nays.
- V. **Public Participation – 3 minutes per individual:**
No public comments were made.
- VI. **Interim Executive Manager's Report:**
 - A. **Transportation Management System (TMS):** Staff Member Virgil Penafiel informed the Board, the GRTA staff had a meet and greet with the Australian Routematch Support team. Interim Executive Manager Celestin Babauta mentioned in the event we need assistance we are able to contact the staff from the Australian Routematch Support team since they are in the same time zone. Please see attached report from Staff Member Virgil Penafiel.
 - B. **Paratransit/Ridership/Complaints:** As of November 12, 2020, GRTA has a total of 628 paratransit riders, total fixed route ridership for October 2020 is 4,160, 50 complaints, all complaints are closed. Interim Executive Manager Babauta explained regarding Fixed Route complaints, we work with our contractor to try to resolve and address the complaints. Please see attached report from Staff Member Jackie Taitano.
 - C. **Maintenance/Vehicle Fleet:** As of November 17, 2020, GRTA has 10 operational MV1's and 9 Arbocs. Please see attached report from Staff Member Rolando Dydasco.



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- D. **Transit Management Center:** Interim Executive Manager Babauta informed the Board GRTA provided 3,855 rides for persons with disabilities for the month of October 2020. From the 3,855 rides, 2,475 were for medical appointments, 552 were for work and 828 for other reasons. Please see attached report from Staff Member Margaret Nauta.
- E. **Budget:** Interim Executive Manager Celestin Babauta informed the Board for Fiscal Year 2021, GRTA's local budget has been reduced from 3.2 million dollars to 2.9 million dollars. Please see attached report from Staff Member Jennifer Cruz.
- F. **Procurement:** Interim Executive Manager Celestin Babauta mentioned GRTA currently has two bus procurements, one for \$489,522.60 which is on protest and the other is the Emergency Procurement in the amount of \$437,400. He is hopeful to procure the buses by January or February 2021 timeframe. Please see attached report from Staff Member Jennifer Cruz.
- G. **Projects:** Interim Executive Manager Celestin Babauta informed the Board the Drug and Alcohol Program Policy was reviewed by our Legal Counsel. He recommended we forward the documents over to Department of Administration (DOA) to have them look at it from a Government of Guam perspective. Please see attached report from Staff Member John Dizon.
- H. **Advertising:** Interim Executive Manager Babauta informed the Board, Graphic Center completed the proposed advertisements on one of our buses that is being used for Fixed Route. We are pending feedback from Legal Counsel regarding the Advertisement Policy. Please see attached report from Staff Member Richard Ybanez.

VII. **Old Business:**

- A. **Adoption of Paratransit Services Standard Operating Procedures -Includes No-Show Policy:** Director Kevin Susuico moved to approve the Paratransit Services Standard Operating Procedures and Director Rudy Paco seconded the motion. The Paratransit Services Standard Operating Procedures was approved with 4 yeas and 0 nays. No other discussions were made. Please see attached SOP.
- B. **Adoption of Advertising Policy:** No discussion made. Postponed pending review by Legal Counsel.
- C. **Adoption of Drug and Alcohol Program:** No discussion made. Postponed pending review by DOA Human Resources Administrator.

VIII. **New Business:**

- A. **Hiring of GRTA Executive Manager:** Chairman Alejo Sablan stated the Executive Manager job announcement was posted in the paper on May 18, 2020 and May 20, 2020 with a deadline to submit applications and resumes on May 27, 2020. Two applicants submitted their applications and resumes before the May 27, 2020 deadline. During the review committee meeting, the Board discovered one of the applicants did not meet the statutory requirements under subsection 6202 regarding the minimum education requirements. The remaining confirmed applicant is Mr. Celestin Babauta who is GRTA's present Interim Executive Manager. Chairman Sablan motioned to hire the qualified applicant, Mr. Celestin Babauta for two years with the option to extend with the same salary he is currently receiving which is \$88,408 per annum plus benefits. The Executive Manager position is an unclassified employee (subsection 6203 (b)), who serves at the pleasure of the GRTA Board of



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Directors. Chairman Sablan recommends that the legal counsel prepare a Draft Employment Agreement for the Board and Mr. Babauta's review. Contract will be effective as of the date signed. Vice-Chairman David Arentz seconded the motion. No other discussions were made. The hiring of Mr. Celestin Babauta as GRTA's Executive Manager was approved with 4 yeas and 0 nays.

- IX. **Executive Session:** Chairman Sablan called a recess at 3:05pm.
- X. **Adjournment:** Chairman Alejo Sablan reconvened the meeting at 3:38pm adjourned the meeting at 3:39pm.

Alejo C. Sablan, Chairman
Guam Regional Transit Authority Board of Directors

12/30/2020
Date



GUAM REGIONAL TRANSIT AUTHORITY
GOVERNMENT OF GUAM

Lourdes A. Leon Guerrero, Governor
Joshua F. Tenorio, Lieutenant Governor
Celestin C. Babauta, Executive Manager



RESOLUTION NO.: 2020-004

WHEREAS, the Guam Regional Transit Authority is duly established under 12 GCA CHAPTER 6 and is thereby empowered to apply for and receive Federal Transit Administration (FTA) of the U.S. Department of Transportation (DOT) financial assistance; and

WHEREAS, 49 C.F.R. Part 655 and 40, as amended, requires GRTA to prepare and establish a Drug and Alcohol Testing Policy subject to DOT approval; and

WHEREAS, the Guam Regional Transit Authority desires to adopt a policy to establish guidelines to maintain a drug- and alcohol-free workplace in compliance with the Drug-Free Workplace Act of 1988 and the Omnibus Transportation Employee Testing Act of 1991; and

WHEREAS, the Guam Regional Transit Authority desires to comply with all applicable Federal regulations governing workplace anti-drug and alcohol programs in the transit industry including the Federal Transit Administration of the U.S. Department of Transportation regulations published in 49 C.F.R. Part 655, as amended, that mandates urine drug testing and breath alcohol testing for safety-sensitive positions, and prohibits performance of safety-sensitive functions when there is a positive test result, and the regulations published in 49 C.F.R. Part 40, as amended, that sets standards for the collection and testing of urine and breath specimens; and

WHEREAS, the Guam Regional Transit Authority also intends its policy to comply with the applicable requirements of the Drug-Free Workplace Act of 1988.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE GUAM REGIONAL TRANSIT AUTHORITY:

1. That the Guam Regional Transit Authority Drug and Alcohol Testing Policy which is attached hereto as Exhibit "A" is hereby accepted and approved by the Board of Directors, the governing body of the Guam Regional Transit Authority.



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Joshua F. Tenorio, Lieutenant Governor
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BE IT FURTHER RESOLVED BY THE BOARD OF DIRECTORS OF THE GUAM REGIONAL TRANSIT AUTHORITY:

1. That a copy of this Resolution and the Guam Regional Transit Authority Drug and Alcohol Testing Policy attached hereto be submitted to GRTA's Drug and Alcohol Testing Program Manager for notice and dissemination to all affected employees, as required by federal regulations.

DULY AND REGULARLY ADOPTED ON THIS 29TH DAY OF DECEMBER 2020.

Alejo Sablan
Board Chairman

David Arentz
Board Vice-Chairman

Rudy Paco
Board Member

Kevin Susuico
Board Member

Bernadette Wiemann
Board Member

Attest:

Celestin Babauta
GRTA's Executive Manager

AMENDMENT NO. 2
2021 FIXED ROUTE TRANSIT OPERATIONS
IFB NO. GSA-065-15
BETWEEN
GUAM REGIONAL TRANSIT AUTHORITY and KLOPPENBURG ENTERPRISES INC.
Period Covers: January 1, 2021 – December 31, 2021

This Amendment No. 2 is made by and between the Guam Regional Transit Authority ("GRTA") and Kloppenburg Enterprises Inc. ("KEI").

RECITALS:

WHEREAS, the GRTA and KEI entered into a written agreement dated December 31, 2019 ("**Agreement**"), whereby KEI agreed to provide fixed route transit services to GRTA on the terms and conditions contained therein, a copy of which is attached hereto and incorporated herein as Exhibit "**A**";

WHEREAS, the parties current agreement is scheduled to expire on Thursday, December 31, 2020; and

WHEREAS, GRTA desires to extend the term of the Agreement and KEI agrees to continue to provide services upon the terms and conditions contained herein.

NOW THEREFORE, in consideration of the foregoing recitals and mutual terms, covenants, and conditions contained herein, the parties agree as follows:

- 1. Extension of Term.** The parties hereby agree to extend the term of the Agreement an additional period of one year.
- 2. Adjusted Number of Routes.** During the extended term of this Amendment No. 2 KEI shall operate three (3) GRTA fixed Routes at \$47.00 per hour on the terms and conditions contained in the Agreement. Attached hereto and incorporated herein by reference is Exhibit "**B**" that defines and describes the three (3) GRTA Routes for the calendar year 2021.
- 3. GRTA's Obligations.** GRTA agrees to provide:
 - 3 Vehicles, fuel and maintenance to transport Fixed Route riders.
 - Communications equipment.
 - Dispatching customer service support.
 - Written materials to assist riders in utilizing the system including, but not limited to, schedules and maps.
- 4. KEI's Obligations.** KEI agrees to provide:
 - Qualified drivers and leadership supervisory personnel.

- Copies of GRTA's Pre and Post vehicle inspection Checklist forms.
- Supervisory personnel present at all fixed route incidents when requested.
- Require its drivers to report to GRTA before each shift to pickup vehicles and communications equipment.

5. **Effectiveness of Agreement.** Except as provided herein, all other terms and conditions contained in the Agreement and IFB No. GSA-065-15 and Addendum No. 1 remain in full force and effect as if restated herein.

IN WITNESS WHEREOF, the parties have entered this Amendment No. 2 on the dates indicated by their respective names, which shall only become effective on the dates signed by the General Manager of the Guam Regional Transit Authority.

Kloppenburg Enterprises Inc.:

Printed Name: Brad Kloppenburg

Title: President & COO

Signature:  12/31/2020

Guam Regional Transit Authority:

Printed Name: Celestin C. Babauta

Title: Executive Manager

Signature:  12/31/2020

EMPLOYMENT AGREEMENT

This Employment Agreement (“Agreement”) is made and entered by and between the Board of Directors for the Guam Regional Transit Authority (“GRTA Board”) and Celestin C. Babauta (“Mr. Babauta”) (individually, a “Party” and collectively, the “Parties”).

RECITALS

WHEREAS, the GRTA Board of Director desires to hire an Executive Manager;

WHEREAS, Mr. Babauta has served as the GRTA’s Interim Executive Manager for a number of years;

WHEREAS, Mr. Babauta is qualified to serve as Executive Manager; and

WHEREAS, the GRTA Board is satisfied with Mr. Babauta’s performance, has determined that he meets or exceeds the minimum statutory qualifications, and at its November 17, 2020 Regular Board meeting voted to hire him as its Executive Manager (“Executive Manager”).

NOW THEREFORE, in consideration of the mutual and agreements herein, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

AGREEMENTS

1. **Services.** The GRTA Board hereby appoints Executive Manager to act as its sole and exclusive Executive Manager, representative and advisor in all matters include but not limited to rendering advise, guidance, counsel, directions and any other services needed by the Board. The Executive Manager hereby agrees to provide the following services (“Services”) to the GRTA Board:

- a. Carry out the “powers and duties of Executive Manager” mandated by Public Law 30-5 as well as other duties required by the Board;
- b. Schedule monthly GRTA Board of Directors Meetings;
- c. Create annual fiscal year GRTA budget proposal for GRTA Board of Directors review and approval;
- d. Submit approved budget to Bureau of Budget and Management Review (BBMR) for Governor’s review and submission to the legislature;
- e. Brief the GRTA Board of Directors on approved Guam legislative fiscal year budget;
- f. Create Federal Transit Administrator (“FTA”) formula grant application for the GRTA Board of Directors review and approval;
- g. Brief the GRTA Board of Directors on FTA approved grant application; and

h. Ensure that all applicable FTA and local reports are submitted on time.

The Executive Manager shall conduct the Services in accordance with the specifications of the Board of Directors and the Executive Manager shall at all times observe and comply with all federal and Guam laws or regulations applicable to this Agreement.

2. **Standard of Performance.** The Executive Manager hereby agrees that it shall follow the highest professional standards in performing all Services to be provided under this Agreement.

3. **Term.** This Agreement is effective on the date written below and shall be for a term of two (2) years. The GRTA Board of Directors, in its sole discretion, may offer to extend this Agreement an additional one (1) year upon the terms and conditions contained herein.

Notwithstanding any other language contained herein, GRTA reserves the right to terminate the Agreement at any time without cause in accordance with 4 Guam Code Annotated Sections 2103.15 and 2106.

4. **Compensation and Benefits.** Employee's status shall be that of an unclassified employee of the Government of Guam, in the service of GRTA, subject to the specific provisions contained herein, which shall be controlling if in conflict with other rules and regulations. GRTA shall pay Executive Manager a salary in the amount of Eighty-Eight Thousand and Four Hundred and Eight Dollars & 00/100 (\$88,408.00) per annum, subject to the availability of funds, payable bi-weekly through the Government of Guam's payroll system.

Employee shall be eligible to receive the same employee benefits available to other unclassified employees, including annual and sick leave; the option of enrolling in the Government of Guam's medical, dental, and life insurance programs; and participation in the Government of Guam Retirement System.

5. **Notices.** All notices sent in accordance with the Contract or this Agreement shall be sent to the Party to receive such notice at the addresses set forth below or to such other address as either Party may specify in writing, and shall be presumed to have been given three (3) calendar days after mailing, provided mailing was by certified mail, with a copy transmitted by electronic mail, addressed to the intended recipient at its address set forth below:

Celestin C. Babauta:

Email: celestin.babauta@grta.guam.gov

542 South Marine Corps Drive

Upper Tumon, Tamuning, Guam 96913

GRTA Board of Directors:

Chairman Alejo C. Sablan

Email: sablanac671@gmail.com

6. **Miscellaneous.**

a. This Agreement is made under and shall be governed and construed in accordance with the laws of Guam.

b. This Agreement represents the entire agreement of the parties and supersedes any other agreement or understandings, oral or written.

c. This Agreement may not be assigned, in whole or in part, by Employee.

d. If any provision of this Agreement shall be deemed by a court of competent jurisdiction to be invalid or unenforceable, then such provision shall be deemed stricken and the Agreement shall be enforced according to its valid and subsisting terms and provisions.

e. The failure of either party to insist upon strict compliance with any term, provision, or condition of this Agreement shall not be construed as a waiver of either party's rights and remedies under this Agreement.

f. Time is of the essence concerning the provisions of this Agreement.

7. **Employee Warranty.** Employee warrants that he has not been convicted of a sex offense under the provisions of Chapter 25 of Title 9 of the Guam Code Annotated, or of an offense defined in Article 2 of Chapter 28 of Title 9 of the Guam Code Annotated, or been convicted of an offense with the same elements as heretofore defined in any other jurisdiction, or is listed on the Sex Offender Registry. If Employee is convicted subsequent to an award of contract, then he warrants to notify GRTA of the conviction within twenty-four (24) hours of the conviction, and will cease providing services on government property.

(Remainder of page left intentionally blank)

IN WITNESS THEREOF, the Parties have executed this Employment Agreement effective the day and year the Governor of Guam affixes her signature.

EMPLOYEE:



CELESTIN C. BABAUTA

Date: 1/24/21

**CERTIFIED FUNDS AVAILABLE:
ACCOUNT NUMBER:**

5208A219977SE208-111/113
TOTAL: \$88,408.00

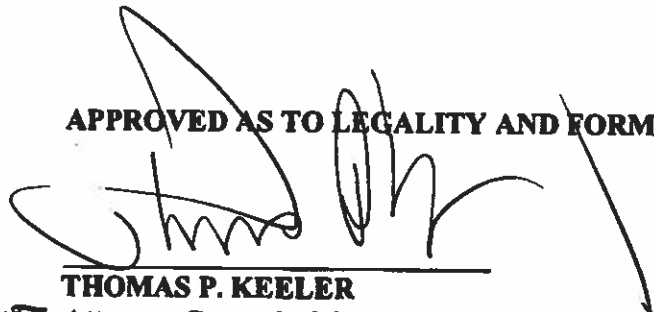
**GUAM REGIONAL TRANSIT
AUTHORITY**



JEFFREY A. SCHINDLER
Administrative Officer

Date: 1/26/21

APPROVED AS TO LEGALITY AND FORM:



THOMAS P. KEELER
Asst. Attorney General of Guam

Date: 1/27/21

APPROVED:

OFFICE OF THE GOVERNOR



LOURDES A. LEON GUERRERO
Governor of Guam

Date: 1/30/2021