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February 2, 2023

Sent Via E-Mail: kkopycinski@odrc.state.oh

Personal & Confidential

Mr. Ken Kopycinski
Operations Manager
Ohio Department of Rehabilitation & Corrections (ODRC)
XVCC+6M, 4545 Fisher Rd D
Columbus, OH 43228

Re: Proposal for "P" Endorsement Training – ODRC Staff

Dear Mr. Kopycinski:

This letter is to memorialize the basic terms and conditions under which Capital Transportation Academy, a commercial driver training academy located at 1170 North Cassady Avenue, Columbus, OH, 43219, will propose and offer to enter into a contractual agreement (the "**Agreement**") with the Ohio Department of Corrections (ODRC), to provide specific commercial driver training in support of ODRC staff members (the "**Trainee**") obtaining a passenger ("P") endorsement for their CDL license.

This letter is intended to describe to the understanding Capital Transportation Academy has regarding the needs of the "P" endorsement training including specific responsibilities, roles, and allocation of resources needed.

The following is submitted to ODRC for review and consideration. Upon completion of your review and our mutual approval of the basic terms and conditions, Capital Transportation Academy would like to execute an agreement formalizing the terms and conditions set forth herein.

1. **Structure of the Business Relationship.** Capital Transportation Academy will provide commercial driver training services to ODRC pursuant to the terms defined in this letter through an eventual contractual agreement. ODRC will compensate Capital Transportation Academy for the provision of commercial driver training services pursuant to the terms defined in this letter and agreed to in a contractual agreement.
2. **"P" Endorsement Commercial Driver Training Services.** Capital Transportation Academy will safely, lawfully, and professionally provide commercial driver training services to ODRC staff as set forth in this letter. Capital Transportation Academy will provide commercial driver training in accordance with the Federal Motor Carrier Safety Administration (FMCSA) 49 CFR Appendix C to Part 380, Passenger Endorsement Training Curriculum, Entry Level Driver Training Rule (ELDT), and pursuant to Ohio

Administrative Code (OAC) 4501-7-28 – Training Required for the Operation of Commercial Motor Vehicles and Passenger Endorsement Training.

The "P" endorsement training services will be provided to any ODRC staff who have obtained their Class "A" commercial driver's license (CDL) training at Capital Transportation Academy and wish to add the "P" endorsement to their license.

3. **Description of "P" Endorsement Training.** The commercial driver training services will consist of Capital Transportation Academy Licensed CDL Instructors providing educational instruction to selected ODRC staff, in a group training environment, to prepare them for the State of Ohio CDL passenger "P" endorsement driving examination. The educational instruction will consist of eight (8) clock hours of classroom theory instruction and up to forty (40) clock hours of behind-the-wheel (BTW) training for each ODRC group enrolled in the passenger endorsement training program. The BTW training will include pre-trip inspection, instruction on the skills pad range performing backing maneuvers, along with road instruction driving on streets and highways under normal traffic conditions utilizing a passenger vehicle (passenger shuttle bus or school bus).

Training Location / Training Group Size / Training Schedule. The "P" endorsement training will be provided to ODRC staff in groups of up to four (4) trainees per group training session. The training will take place at Capital Transportation Academy's training academy located at 1170 North Cassady Avenue, Columbus, OH 43219. The training schedule class start dates will be based on CTA's CDL Instructor and resource availability to conduct the training.

4. **Passenger Endorsement Training Program.**

Classroom Training

The classroom training will consist of eight (8) hours of instruction, as required by Ohio CDL training rules and regulations, on day one (1) of the training program. The theory instruction for passenger endorsement training will meet all of the curriculum standards set forth in "Title 49 of the Code of Federal Regulations, Appendix C to Part 380" and the "Commercial Driver's License Curriculum Guideline", including but not limited to:

1. Post-Crash Procedures
2. Other Emergency Procedures
3. Vehicle Orientation
4. Pre-Trip, Enroute, and Post-Trip Inspection
5. Fueling
6. Idling
7. Baggage and/or Cargo Management
8. Passenger Safety Awareness Briefing
9. Passenger Management
10. Americans With Disabilities Act (ADA) Compliance
11. Hours of Service (HOS) Requirements
12. Safety Belt Safety
13. Distracted Driving
14. Railroad (RR)-Highway Grade Crossings and Drawbridges
15. Weigh Stations
16. Security and Crime
17. Roadside Inspections

18. Penalties and Fines

Classroom Final Examination

Each Trainee will be required to successfully complete a comprehensive final examination that measures driver knowledge. The final examination shall be representative of the entire scope of knowledge of the curriculums and consist of twenty-five (25) content-based questions. The final examination will be conducted at the completion of the theory training. During the examination, no Trainee being tested shall be permitted to refer to any materials that may contain answers to the questions.

Each Trainee shall answer eighty (80) per cent or more of the final examination questions correctly to constitute successful completion. If a Trainee fails the final exam, the Trainee may be offered no more than two additional opportunities to pass without further education. The Trainee may not re-take the same exam the student had previously taken and failed. Trainees may not be provided a final examination less than a calendar day from the last attempt.

“P” Endorsement Written Examination

Upon completing the classroom theory training from Day 1 of the training program and upon receiving a passing grade on the final examination at the end of classroom training, each trainee will go to an Ohio BMV location in Columbus, OH on Day 2 to take the “P” endorsement written examination. Should a trainee not successfully pass the exam on the first attempt, they will have the opportunity to re-take the written examination at the Ohio BMV location throughout the week until they have successfully passed the examination. The trainees will immediately return to skills training at Capital Transportation Academy once they leave the Ohio BMV location. Each trainee must successfully pass the “P” Endorsement written exam as a prerequisite to CTA scheduling a trainee’s driving examination.

Behind-The-Wheel (BTW) Skills Training

After successfully completing the classroom portion of the training, the Trainee will begin the skills portion of the training which consists of pre-trip inspection, backing maneuver training, and road training.

The BTW training will consist of pre-trip inspection, backing maneuver training, and road training to include exercises related to basic vehicle control skills and mastery of basic maneuvers necessary to operate the vehicle safely. Activities in this unit will take place on a driving skills range or Ohio public roads and include the following instruction:

1. Vehicle Orientation
2. Pre-Trip, Enroute, and Post-Trip Inspection
3. Baggage and/or Cargo Management
4. Passenger Safety Awareness Briefing
5. Passenger Management
6. Railroad-Highway Grade Crossings

Behind-The-Wheel (BTW) Skills Proficiency

As a licensed CDL training enterprise, Capital Transportation Academy is required to document BTW skills proficiency for each Trainee at the conclusion of the training program.

After successfully completing the hours of instruction offered for BTW training, and successfully passing the “P” Endorsement written examination at an Ohio BMV location, a Capital Transportation Academy licensed CDL Instructor is required to oversee a BTW skills proficiency demonstration by each Trainee where the Trainee must show proficiency in all areas of range and road skills. Successful completion of the skills proficiency demonstration will be based on the Trainee’s ability to demonstrate proficiency in proper techniques for all range and road skills and topics.

A CDL Licensed Instructor shall determine and document that the student has demonstrated proficiency in all topics of BTW instruction. The proficiency demonstration shall occur at the end of the student's training on the last day of instruction. The demonstration shall be, at a minimum, two hours in length with thirty minutes allocated for pre-trip.

Should a trainee not be proficient in all skills and topics, Capital Transportation Academy will offer a follow-up proficiency demonstration for the Trainee. Trainees who are unable to demonstrate proficiency will not be eligible to take their “P” endorsement driving examination at an Ohio CDL examination site. Capital Transportation Academy will present non-proficient trainees to ODRC for further training consideration at an additional cost for remedial training.

Passenger Endorsement Driving Examination

After successfully completing the program hours of instruction, demonstrating BTW skills and topic proficiency at Capital Transportation Academy, and after successfully passing the Ohio BMV Passenger “P” Endorsement written examination, each Trainee will be scheduled for a passenger endorsement driving examination at a State of Ohio licensed CDL driving examination site.

The driving examination will consist of three phases including: pre-trip inspection, range skills, and road driving.

Should a Trainee not complete all three (3) components of the driving examination on the first attempt, the Trainee will be scheduled for a follow-up driving examination a minimum of two (2) calendar days out from the first examination, per current Ohio law which went into effect on December 1, 2022. The date of the follow-up examination will be dependent on availability of examination spots at a State of Ohio licensed CDL driving examination site.

Should a Trainee fail to successfully pass their State of Ohio driving examination for passenger endorsement within two (2) attempts, Capital Transportation Academy will present the Trainee to ODRC to determine if ODRC wishes to schedule and pay for additional “P” Endorsement driving examination attempts (see Section 9 for compensation).

5. **Roles and Responsibilities.** The business relationship will include the following roles and responsibilities to ensure the training program is successfully preparing Trainees to complete their passenger endorsement training and driving examination.

Capital Transportation Academy Responsibilities

- (1) All Capital Transportation Academy CDL Instructors, training curriculum, training materials, training equipment, facilities, and skills ranges will be licensed and compliant with the State of Ohio Department of Public Safety (ODPS) and Federal Motor Carrier Safety Administration (FMCSA)
- (2) Capital Transportation Academy management will be responsible for the supervision of all Capital Transportation Academy CDL Instructors who provide training for ODRC Trainees
- (3) Capital Transportation Academy will follow all local, state, and federal laws and regulations in providing the commercial driver passenger endorsement training services for ODRC
- (4) Capital Transportation Academy will schedule all State of Ohio driving examinations for each Trainee based on the availability of driving examination spots available at licensed Ohio CDL examination sites
- (5) Capital Transportation Academy will document each Trainee's training records according to the requirements of the Ohio Department of Public Safety (ODPS) for documenting commercial driver training

ODRC Responsibilities

- (1) ODRC will ensure each Trainee has completed the necessary prerequisites for participation in the passenger endorsement training program, including:
 - Trainee has successfully obtained a State of Ohio Class "A" CDL license after completing the Class "A" CDL Training at Capital Transportation Academy per State of Ohio contract ITB008796
 - Trainee has a current valid Department of Transportation (DOT) medical card
 - Trainee has passed a DOT drug & alcohol screening that is (1) performed by ODRC medical staff, or (2) a 3rd party medical professional certified to perform DOT examinations and is listed on the National Registry of Certified Medical Examiners (CME's), within the past 90 days
- (2) ODRC will notify Capital Transportation Academy of all approved candidates for "P" Endorsement training

6. **Term of Agreement.** Capital Transportation Academy will provide commercial driver training for ODRC Trainees for a one (1) year period beginning January 1, 2023, through June 30, 2024. Upon completion of the term, Capital Transportation Academy and ODRC may mutually agree upon two (2) additional 2-year terms prior to the expiration of the agreement.
7. **Insurance.** Capital Transportation Academy will maintain insurance coverage as required by the Ohio Department of Public Safety (ODPS) for conducting commercial driver training. Capital shall provide to ODRC with a certificate of insurance, specifying coverages, as required, indicating the State of Ohio is included as additional insured on said policy.
8. **Compensation – Passenger "P" Endorsement Training.** The compensation to be paid to Capital Transportation Academy for passenger endorsement commercial driver group

training services will be Ten Thousand Dollars and No Cents (\$10,000.00), to include training for up to two (2) Trainees in a group training session.

Compensation for additional Trainee's in the group, up to a maximum of four (4) trainees per group training session, will be Two Thousand Five Hundred Dollars and No Cents (\$2,500.00) per additional trainee.

9. **Compensation – Additional “P” Endorsement Driving Exam Attempts.** Should a trainee not pass their “P” Endorsement driving examination within the allotted two (2) attempts, and upon approved from ODRC for the additional expenditure, the compensation to be paid to Capital Transportation Academy for up to four (4) clock hours of remedial behind-the-wheel “P” endorsement training and one (1) additional “P” Endorsement driving examination attempt at a State of Ohio commercial driving exam site will be Five Hundred Dollars and No Cents (\$500.00).
10. **Invoicing/Payment.** Capital Transportation Academy will submit invoices at the beginning of each passenger endorsement training session for all ODRC Trainees who started the group session. ODRC shall approve and pay each invoice within thirty (30) days of receipt of said invoice. Each invoice will line-item each employee who is receiving training and the invoice will include the start date of the training session.

Once a Trainee is enrolled in the group training program, Capital Transportation Academy will be fully compensated for providing services for the Trainee, regardless of the training outcome, including a Trainee that leaves service with ODRC, fails to complete the program for any reason, or fails to obtain their “P” endorsement for any reason.
11. **Termination.** Capital Transportation Academy and ODRC may cancel the training services agreement, for any reason, with 90-days written notice to the other party.
12. **Compliance with Laws.** Capital Transportation Academy agrees to comply with all federal, state, and local laws, rules, and regulations applicable to commercial driver training throughout the term of the Agreement between Capital Transportation Academy and ODRC.
13. **Definitive Agreement Documentation.** Capital Transportation Academy and ODRC shall work diligently to negotiate and finalize definitive documentation for the execution of a written Agreement which is mutually satisfactory to Capital Transportation Academy and ODRC.
14. **Governing Law and Jurisdiction.** The Agreement will be governed by the laws of the State of Ohio, without giving effect to any conflict of law principles. The Parties agree that the exclusive jurisdiction for any dispute arising under the Agreement will be in Franklin County, Ohio.

15. **Notices.** Any notices to be provided under this LOI, or in the pending Agreement, shall be provided to the following:

Capital Transportation, Inc.

Richard M. Crockett

President & CEO

1170 North Cassady Avenue

Columbus, OH 43219

Email: rcrockett@capital-trans.com

Phone: (614) 258-0400

Fax#: (614) 258-8331

ODRC

(ODRC STAFF INFO)

16. **Confidentiality / Protection of Work / Copyright Notices.** Capital Transportation Academy and ODRC agree to include a confidentiality and protection of work clause in the Agreement to ensure protection of the provisions, terms or information set forth in this letter, as well as to protect all Capital Transportation Academy training materials, processes, procedures, and intellectual property from unauthorized use. Capital Transportation Academy recognizes any confidentiality is subject to public record laws.
17. **Other Clauses.** Capital Transportation Academy and ODRC agree to consider other clauses in the Agreement to ensure both parties interests are considered. The Agreement will also contain more details regarding the training services, methods, curriculum, and schedules.