

MOTION:

SECOND:

**RE: ACCEPT AND AUTHORIZE DISTRIBUTION OF THE VIRGINIA RAILWAY EXPRESS
FY2019 COMPREHENSIVE ANNUAL FINANCIAL REPORT**

ACTION:

WHEREAS, the Virginia Railway Express (VRE) Operations Board has contracted with the firm of PBMares, LLC for the audit of its financial statements; and

WHEREAS, the audit of the VRE FY2019 financial statements has been completed; and

WHEREAS, the auditors have issued an unmodified opinion that the VRE statements, in all material respects, fairly and accurately present the financial position of the commuter rail operation; and

WHEREAS, the VRE Operations Board recommends the following action.

NOW, THEREFORE, BE IT RESOLVED that the Potomac and Rappahannock Transportation Commission accepts VRE's FY2019 Comprehensive Annual Financial Report and associated information from the auditors and hereby authorizes the Acting Chief Executive Officer to forward these documents to interested groups, firms, and members of the public.

Votes:

Ayes:

Abstain:

Nays:

Absent from Vote:

Alternate Present Not Voting:

Absent from Meeting:



VIRGINIA RAILWAY EXPRESS
OPERATIONS BOARD

Agenda Item 9-A
Action Item

To: Chair Cristol and the VRE Operations Board

From: Rich Dalton

Date: November 15, 2019

Re: Accept the FY 2019 Audited Financial Statements and Auditor's Report and Authorization to Forward to the Commissions

Recommendation:

The VRE Operations Board is asked to accept the FY 2019 Comprehensive Annual Financial Report (CAFR) and associated information from the auditors and to authorize the Acting Chief Executive Officer to forward this information to the Commissions for their consideration.

Summary:

The audit of VRE's FY 2019 financial statements has been completed and the auditors have issued an unmodified opinion. Their opinion letter states the VRE statements, in all material respects, fairly and accurately present the financial position of the organization. This opinion is the best outcome of a financial audit.

Background:

The FY 2019 audit was conducted by the firm of PBMares, LLP. PBMares has served as the auditor for VRE, PRTC and NVTC for the last several years. A new three-year contract for the audits of the VRE, PRTC and NVTC financial statements was approved in April 2015, with four years of optional renewals.

The audited financial statements and associated reports were forwarded to all members of the Operations Board prior to the November 15 meeting. The auditors also met with the VRE Audit Committee on November 15, 2019, prior to the Operations Board meeting to review the statements and their opinion.



Northern Virginia
Transportation Commission
2300 Wilson Blvd., Suite 230
Arlington, VA 22201
703-524-3322



Virginia Railway Express
1500 King Street, Suite 202
Alexandria, VA 22314
703-684-1001
VRE.org



Potomac and Rappahannock
Transportation Commission
14700 Potomac Mills Road
Woodbridge, VA 22192
703-580-6121

Fiscal Impact:

There is no financial impact to the presentation of these audited financial statements.



VIRGINIA RAILWAY EXPRESS

COMPREHENSIVE ANNUAL FINANCIAL REPORT

FOR THE YEARS ENDED JUNE 30, 2019 AND 2018

A COMMUTER RAIL SERVICE JOINTLY OWNED AND OPERATED BY THE NORTHERN VIRGINIA TRANSPORTATION COMMISSION AND THE POTOMAC AND RAPPAHANNOCK TRANSPORTATION COMMISSION. HEADQUARTERED IN ALEXANDRIA, VA.





Government Finance Officers Association

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Virginia Railway Express

For its Comprehensive Annual
Financial Report
for the Fiscal Year Ended

June 30, 2018

Christopher P. Morill

Executive Director/CEO

VIRGINIA RAILWAY EXPRESS

Comprehensive Annual Financial Report

YEARS ENDED JUNE 30, 2019 AND 2018



Prepared by:

Department of Finance

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Introductory Section



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VIRGINIA RAILWAY EXPRESS

October 29, 2019

To the Honorable Operations Board Members and Commissioners
The Virginia Railway Express
The Northern Virginia Transportation Commission
The Potomac and Rappahannock Transportation Commission

We are pleased to present the comprehensive annual financial report for the fiscal year ended June 30, 2019, for the Virginia Railway Express (VRE). VRE is a commuter rail service jointly owned and operated by the Northern Virginia Transportation Commission (NVTC) and the Potomac and Rappahannock Transportation Commission (PRTC), collectively referred to as “the Commissions.” NVTC and PRTC are political subdivisions of the Commonwealth of Virginia. VRE is not a legal entity and is considered a joint venture of the two Commissions for accounting purposes. As used in this report, VRE refers to those activities that are carried out jointly or individually by NVTC and PRTC to operate the commuter rail activities described below.

The report consists of management’s representations concerning the finances of VRE. Consequently, management assumes responsibility for the completeness and reliability of all the information presented in this report. To provide a reasonable basis for making these representations, VRE’s management has established a comprehensive internal control framework that is designed to protect VRE’s assets from loss, theft, or misuse and to gather sufficient reliable information for the preparation of VRE’s financial statements in conformity with accounting principles generally accepted in the United States of America. The internal control structure is designed to provide reasonable, but not absolute, assurance that these objectives are met. The concept of reasonable assurance recognizes the cost of a control should not exceed the benefits likely to be derived. The evaluation of costs and benefits requires estimates and judgments by management.

VRE’s financial statements have been audited by PBMares, LLP, a firm of licensed certified public accountants, and have earned an unmodified opinion. The independent auditor’s report is located at the front of the financial section of this report.

Management’s Discussion and Analysis (MD&A) immediately follows the independent auditor’s report. This letter of transmittal is designed to complement the MD&A and should be read in conjunction with it.

Profile of Virginia Railway Express

VRE provides commuter rail service on two railroad lines originating near Fredericksburg and Manassas, Virginia, and terminating at Union Station in Washington, DC. VRE began operations in 1992 with 16 daily trains and 1,800 average daily ridership. During fiscal year 2019, VRE operated 32 daily trains in revenue service and carried an average daily ridership of 18,053 over 248 service days.

VRE is owned by the Commissions. Certain functions have been delegated to the VRE Operations Board, which consists of representatives of the Commissions who are also representatives of all contributing and participating jurisdictions, plus the Virginia Secretary of Transportation or their designee. VRE is managed by the Chief Executive Officer, who is a contract employee of both Commissions. PRTC is the recipient of federal grants for the commuter rail service, and NVTC is the recipient of state grants for the commuter rail service, with certain minor exceptions. All non-contract staff are employees of PRTC.

In accordance with the Master Agreement that created VRE, the Operations Board must prepare and submit a preliminary annual budget to the Commissions and the contributing and participating jurisdictions by September 30 of the preceding fiscal year for review and comment. A final recommended budget is prepared by December 1 for consideration by the Operations Board and the Commissions by February 1, followed by transmittal to the jurisdictions for appropriation. In addition, the Operations Board is required to have an annual audit performed of the financial activities related to the commuter rail service.

Economic Conditions

Major Initiatives

During fiscal year 2019, VRE focused on improving its rolling stock, facilities and systems in order to ensure the financial health and operational safety of the current rail service and to allow for future system expansion.

- **Facilities:** Following completion of construction, the L'Enfant North Storage Track entered service in fiscal year 2019, creating mid-day storage space for one trainset and allowing for the elimination of two non-revenue train moves per day. VRE completed an expansion of its 1500 King Street offices, which created additional office space and an improved layout and infrastructure for staff. VRE also completed installation of a Parking Counter system, which provides real-time parking lot utilization data to customers and staff. Work continued on the Midday Storage Facility, a vital multi-year project to construct a replacement storage facility for VRE trains in Washington, DC. VRE made substantial progress toward the completion of the Slater's Lane Track Crossover project, which will provide operational flexibility to VRE and other passenger and freight operations. This project was subsequently completed and placed into service in September of 2019. Work also continued on the design and engineering for expansion of several VRE stations and station platforms to allow for future system growth.
- **Systems:** Substantial work continued in fiscal year 2019 on the installation of Positive Train Control (PTC) devices on VRE's locomotives and cab cars, as VRE works toward full compliance with the mandates created by the Rail Safety Improvement Act of 2008. VRE also continues to move forward on implementation of automated systems to count passengers on the trains. This system will provide real-time information to customers and staff and allow for more efficient utilization of VRE's capacity. VRE launched its mobile ticketing system in fiscal year 2015, and by the end of fiscal year 2019, the mobile ticketing system now accounts for 34 percent of passenger revenue.

VRE continues to advance the engineering, environmental clearances, and design work for both the Manassas Line Capacity Expansion project (funded primarily through the I-66 Outside the Beltway concessionaire payment) and the Fredericksburg Line Capacity Expansion project (funded primarily through the Commonwealth's SMART SCALE and Rail Enhancement Fund programs). Both expansion efforts have also received critical funding from the Northern Virginia Transportation Authority (NVTA). These expansions will provide new railcars for longer trains, additional parking facilities at key stations, longer platforms to speed passenger boarding and alighting, storage and maintenance facility expansions, and real-time information along the I-66 corridor. Taken together, these projects will increase VRE's capacity to carry additional riders while requiring only modest additional operating expense.

As part of the passage of HB1539 in March 2018, the Virginia legislature approved the creation of the new Commuter Rail Operating and Capital (C-ROC) Fund. C-ROC funding is dedicated to "retaining, maintaining, improving, and developing commuter rail-related infrastructure improvements and operations" that are "essential to the Commonwealth's continued economic growth, vitality, and competitiveness." VRE is the only commuter railroad currently operating in Virginia and the only eligible recipient of funding from the C-ROC Fund. C-ROC funding may be used to support the cost of commuter rail operations as well as to make necessary capital investments and improvements, either on a pay-as-you-go basis or through the issuance of debt. C-ROC funding may be used as matching funds for state and federal grants.

\$15 million annually is dedicated to the C-ROC Fund from gasoline tax revenues that are generated in the NVTC and PRTC regions. This funding is then disbursed from the C-ROC Fund to VRE for its use on operating and capital projects. Funding of \$1.25 million per month began flowing into the C-ROC Fund on July 1, 2018.

VRE received the first \$11.25 million of C-ROC funds in fiscal year 2019, with \$3.75 million in C-ROC receivables at the end of the fiscal year. To date, VRE has programmed \$45 million of current and future C-ROC funds (covering fiscal years 2019, 2020, and 2021) towards its L'Enfant and Crystal City station improvement projects.

Long-Term Financial Planning

In order to prioritize investment needs and identify future growth opportunities, the VRE System Plan 2040 was prepared and adopted by the VRE Operations Board in January 2014. The plan assesses the future long-term ridership demand for VRE service and identifies the service expansions and capital investments necessary to accommodate that demand. The plan provides a framework for VRE system investments and actions VRE should pursue through 2040 to best meet regional travel needs.

The investments recommended in the System Plan are grouped into three phases. Phase 1 includes near-term investments that will maximize the capacity of the existing VRE system (e.g., by lengthening existing trains and platforms), while Phases 2 and 3 are focused on investments to significantly expand system capacity to support long-term service and ridership growth through 2040. VRE is committed to major joint investments in the CSX corridor in Phases 2 and 3 that will relieve key capacity bottlenecks, including the Long Bridge crossing of the Potomac River. During fiscal year 2016, a companion Financial Plan was completed that identified the costs, revenues, and funding gaps associated with System Plan 2040 and several alternate service and capital investment profiles during the same timeframe. This Financial Plan was critical to making the case to the legislature for the creation of the C-ROC during fiscal year 2018. VRE has refreshed the original Financial Plan to update the key assumptions in the modeling regarding ridership, costs, project schedules, and funding sources, and these results were used to guide programming and funding decisions for C-ROC in the fiscal year 2020 budget.

In February 2019, a major update to the six-year Transit Development Plan (TDP) for VRE was adopted by the Operations Board. The new TDP, which covers fiscal years 2020 through 2025, complies with Virginia Department of Rail and Public Transportation (DRPT) requirements for recipients of state transit operating and capital assistance and assists in the preparation of inputs to the state Six-Year Improvement Program (SYIP) for transportation. The TDP is updated annually to reflect current agency priorities and costs and to extend the TDP financial plan an additional year to maintain a six-year planning horizon.

Financial Environment

As the regional road network has become more crowded over the last 25 years – particularly in the critical Interstate 95/395 and Interstate 66 Corridors of Statewide Significance – the VRE commuter rail system has provided a competitive alternative for Virginia commuters. VRE ridership remains strong due to investments in new equipment and regular maintenance of existing equipment, a focus on reliability and on-time performance, and strong customer service, as well as growth in the overall economy of the Washington region.

Although subsidy funding from the local jurisdictions is constrained, VRE continues to work with regional, state, and federal partners to identify additional revenue sources. As a result, future VRE budgets will reflect a balance between meeting service needs, maintaining the system in a state of good repair, setting fares at a reasonable level, and incorporating new funding sources into the strategic direction set by the Operations Board and the Commissions. The C-ROC dedicated funding offers VRE the opportunity to fund projects that may not be eligible for other sources of funding, as well as to provide a local match that can leverage state and federal funding for larger projects.

The focus of the VRE Operations Board and VRE management continues to be the provision of safe and reliable commuter rail service. Public transit plays a vital role in addressing the region's need to reduce congestion and improve air quality. VRE enhances regional mobility by removing the estimated equivalent of one full lane of traffic on both Interstate 95 and Interstate 66 during peak periods.

As noted by the Commonwealth Transportation Board (CTB) in its review of VRE's Financial Plan, existing VRE service is equivalent to about 36 miles of interstate capacity, worth up to \$5.4 billion, and with additional investment could be worth up to \$14 billion and equivalent to 96 lane miles of travel demand if the full System Plan 2040 is implemented.

Awards and Acknowledgement

The Government Finance Officers Association of the United States and Canada (GFOA) awarded a Certificate of Achievement for Excellence in Financial Reporting to the Virginia Railway Express for its comprehensive annual financial report for the fiscal year ended June 30, 2018. In order to be awarded a Certificate of Achievement, a government must publish an easily readable and efficiently organized comprehensive annual financial report. This report must satisfy both accounting principles generally accepted in the United States of America and applicable legal requirements.

A Certificate of Achievement is valid for a period of one year only. We believe that our current comprehensive annual financial report continues to meet the Certificate of Achievement Program's requirements and we are submitting it to the GFOA to determine its eligibility for another certificate.

This report could not have been prepared without the dedicated cooperation of the entire Finance staff. We would also like to thank the VRE Operations Board and the Commissions for their continued support in planning and conducting the financial operations of VRE in a responsible, progressive fashion.

Respectfully submitted,



Rich Dalton
Deputy CEO and
Chief Operating Officer



Mark Schofield
Chief Financial Officer



Alexander E. Buchanan
Comptroller

DIRECTORY OF PRINCIPAL OFFICIALS AND KEY PERSONNEL

Operations Board

Officers

Chairman	Hon. Katie Cristol, Arlington County
Vice-Chairman	Hon. Gary Skinner, Spotsylvania County
Secretary	Hon. John Cook, Fairfax County
Treasurer	Hon. Jeanine Lawson, Prince William County

Members

Hon. Preston Banks, City of Manassas Park
Hon. Elizabeth Bennett-Parker, City of Alexandria
Hon. Sharon Bulova, Fairfax County
Hon. Maureen Caddigan, Prince William County
Hon. Mark Dudenhefer, Stafford County
Hon. Matt Kelly, City of Fredericksburg
Hon. Wendy Maurer, Stafford County
Jennifer Mitchell, VDRPT
Hon. Martin Nohe, Prince William County
Hon. Pamela Sebesky, City of Manassas
Hon. Gary Skinner, Spotsylvania County

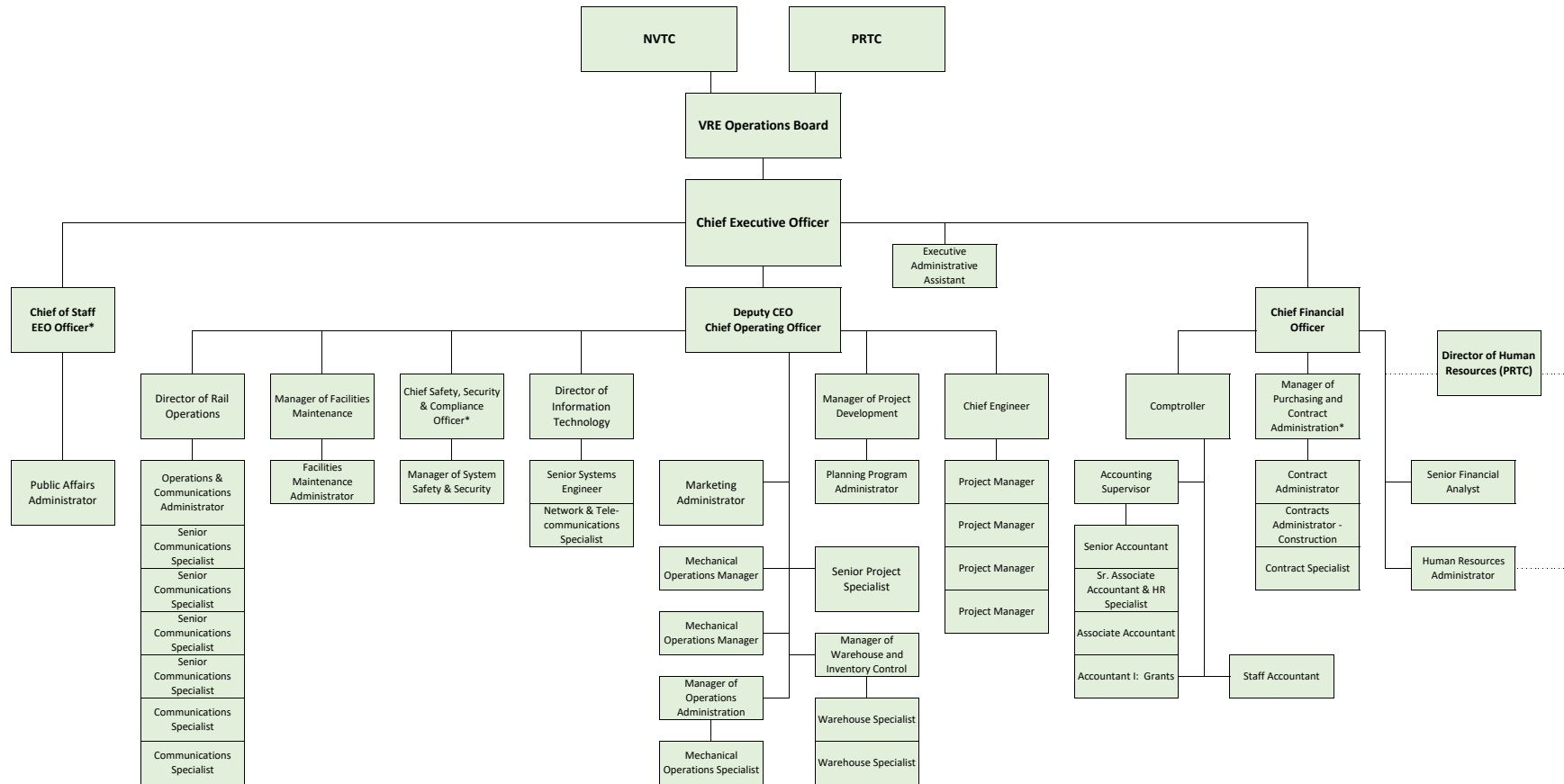
Alternates

Hon. Canek Aguirre, City of Alexandria
Hon. Ruth Anderson, Prince William County
Hon. Victor Angry, Prince William County
Hon. Pete Candland, Prince William County
Hon. Jack Cavalier, Stafford County
Hon. Hector Cendejas, City of Manassas Park
Hon. Libby Garvey, Arlington County
Hon. Jason Graham, City of Fredericksburg
Hon. Jeff McKay, Fairfax County
Mike McLaughlin, VDRPT
Hon. Cindy Shelton, Stafford County
Hon. Paul Trampe, Spotsylvania County
Hon. Mark Wolfe, City of Manassas

Management

Chief Executive Officer	Doug Allen
Deputy CEO & Chief Operating Officer	Richard Dalton
Chief of Staff	Joe Swartz
Chief Financial Officer	Mark Schofield
Comptroller	Alexander E. Buchanan
Director, Rail Operations	Chris Henry

**Virginia Railway Express
Organizational Chart
Draft FY2019**



* Note: Chief Safety, Security and Compliance Officer reports to the CEO in matters related to safety and security
 Manager of Purchasing and Contract Administration reports to the CEO in matters related to their duties as DBE liason
 Chief of Staff reports to the CEO in matters related to EEO

Financial Section



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INDEPENDENT AUDITOR'S REPORT

To the Honorable Operations Board Members and Commissioners
The Northern Virginia Transportation Commission
The Potomac and Rappahannock Transportation Commission

Report on the Financial Statements

We have audited the accompanying financial statements of the Virginia Railway Express (VRE), a joint venture of the Northern Virginia Transportation Commission and the Potomac and Rappahannock Transportation Commission, as of and for the years ended June 30, 2019 and 2018, and the related notes to the financial statements, which collectively comprise the VRE's basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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 of America; the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States; and the *Specifications for Audits of Authorities, Boards, and Commissions* issued by the Auditor of Public Accounts of the Commonwealth of Virginia. Those standards and specifications require we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the VRE's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the VRE's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of VRE, as of June 30, 2019 and 2018, and the respective changes in financial position and cash flows thereof for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require the Management's Discussion and Analysis and the required supplementary information on pages 9-18 and 58-63, respectively, be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audits of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance on them.

Other Information

Our audits were conducted for the purpose of forming an opinion on the financial statements that collectively comprise VRE's basic financial statements. The introductory section and statistical section listed in the table of contents are presented for purposes of additional analysis and are not a required part of the basic financial statements. These sections have not been subjected to the auditing procedures applied in the audits of the basic financial statements and, accordingly, we do not express an opinion or provide any assurance on them.

Other Reporting Required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued our report dated October 29, 2019 on our consideration of the VRE's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is solely to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the VRE's internal control over financial reporting and compliance.

PBMares, LLP

Harrisonburg, Virginia
October 29, 2019



MANAGEMENT'S DISCUSSION AND ANALYSIS

The following Management's Discussion and Analysis (MD&A) provides the reader with an overview of the activities and performance of the Virginia Railway Express (VRE) for the fiscal year ended June 30, 2019. Readers are encouraged to consider the information presented here in conjunction with additional information furnished in the letter of transmittal on pages 1-4 of this report and the financial statements, which begin on page 19.

Financial Operations and Highlights

- Operating revenues decreased by 0.4 percent compared to the prior year, from \$42,490,170 to \$42,304,835. Ridership decreased 4.9 percent from 4,705,529 to 4,477,266, reflecting the effects of the 2018-19 Federal Government shutdown and service disruptions related to implementation of Positive Train Control, as well as other service-related challenges. Average daily ridership was 18,053 in fiscal year 2019 compared to 18,974 in fiscal year 2018.
- Operating expenses decreased by 1.7 percent from \$79,049,691 to \$77,681,532, as the result of reduced State of Good Repair expenditures, offset by regular contractual increases; rising diesel fuel costs; and increases in rolling stock repair and maintenance costs.
- Non-operating revenue increased by 32.9 percent from \$50,722,503 to \$67,401,206 primarily as the result of the first year of the new \$15 million per year Commuter Rail Operating and Capital (C-ROC) Fund.
- Capital grants and assistance decreased by 68.9 percent from \$23,197,414 to \$7,263,131 as a result of not purchasing grant funded new railcars or major construction costs in fiscal year 2019. In fiscal year 2018 VRE received delivery of nine grant funded railcars and completed construction of the Lorton Station main platform extension project. VRE continues to have many capital projects in early stages of development that have not yet initiated major construction.
- The operating loss before depreciation and amortization was \$35,376,697, a decrease from the previous year of 3.2 percent. Local, federal, and state support is accounted for as non-operating income and is used to offset these losses.
- VRE's total net position increased by \$18,556,452 from \$375,646,196 to \$394,202,648, or 4.9 percent, primarily as the result of grants and contributions for capital improvements, and the effect of the Commuter Rail Operating and Capital (C-ROC) Fund. At the end of the fiscal year, unrestricted net position was \$97,970,676, an increase of \$25,223,572.
- During the fiscal year, capital assets, net of accumulated depreciation and amortization, decreased by 3.1 percent, as the combined result of low capital expenditures during the fiscal year and the recognition of annual depreciation and amortization.

Overview of the Basic Financial Statements

This discussion and analysis is intended to serve as an introduction to the basic financial statements of the Virginia Railway Express. VRE's basic financial statements also include notes that provide more detail for some of the information contained in the basic statements.

Basic Financial Statements. VRE's statements are prepared in conformity with accounting principles generally accepted in the United States of America (GAAP) as applied to an enterprise using the accrual basis of accounting. Under this basis, revenues are recognized in the period in which they are earned, and expenses are recognized in the period in which they are incurred.

VRE's basic financial statements are the Statements of Net Position; the Statements of Revenues, Expenses and Changes in Net Position; and the Statements of Cash Flows. Comparative data for the prior fiscal year is provided for all three statements.

The Statements of Net Position reports VRE's net position, the difference between assets and deferred outflows of resources, and liabilities and deferred inflows of resources. Net position is one way to measure financial position, but the reader should also consider other indicators, such as the rate of growth of operating subsidies, passenger fare levels, ridership, general economic conditions, and the age and condition of capital assets.

The Statements of Revenues, Expenses and Changes in Net Position report all of the revenues earned and expenses incurred during the reporting periods.

The Statements of Cash Flows provide information on cash receipts and cash payments during the reporting periods.

The basic financial statements can be found on pages 19-22 of this report.

Notes to the Basic Financial Statements. The notes provide additional information that is essential to a full understanding of the data provided in the basic financial statements. The notes to the basic financial statements can be found on pages 23-57 of this report.

Financial Analysis

Statements of Net Position

As noted earlier, net position may serve over time as an indicator of financial strength, although other indicators should be considered as well. A condensed summary of VRE's Statements of Net Position at June 30, 2019, 2018, and 2017 is shown below. The earliest year presented was restated for implementation of GASB Statement No. 75.

Condensed Statements of Net Position

	2019	2018	2017
ASSETS AND DEFERRED OUTFLOWS OF RESOURCES:			
Current and other assets	\$ 123,251,966	\$ 95,835,889	\$ 91,338,135
Capital assets, net	341,997,029	352,798,880	346,205,344
Deferred outflows of resources	840,915	884,315	646,262
Total assets and deferred outflows of resources	466,089,910	449,519,084	438,189,741
LIABILITIES AND DEFERRED INFLOWS OF RESOURCES:			
Current portion of long-term debt	3,730,497	3,716,789	3,666,190
Other current liabilities	10,778,148	8,642,749	11,011,792
Noncurrent liabilities	57,164,548	61,216,736	63,455,771
Deferred inflows of resources	214,069	296,614	-
Total liabilities and deferred inflows of resources	71,887,262	73,872,888	78,133,753
NET POSITION:			
Net investment in capital assets	282,554,207	289,271,966	279,920,481
Restricted	13,677,765	13,627,126	11,249,729
Unrestricted	97,970,676	72,747,104	68,885,778
Total net position, as restated	\$ 394,202,648	\$ 375,646,196	\$ 360,055,988

Current Year

Net position increased by approximately \$18.6 million, or 4.9 percent during the current fiscal year, due mainly to capital contributions used to fund system improvements and the new Commuter Rail Operating and Capital (C-ROC) Fund.

The largest portion of VRE's net position, \$282.6 million or 71.7 percent, represents its investment in capital assets (e.g., land, buildings, improvements, rolling stock, equipment, software, and accumulated depreciation and amortization), less the related indebtedness outstanding used to acquire those capital assets. VRE uses these assets to provide services to its riders; consequently, these assets are not available for future spending. The resources required to repay this debt must be provided annually from operations and federal (with PRTC as grantee), state and local support since it is unlikely the capital assets themselves will be liquidated to pay liabilities.

Restricted net position increased approximately \$0.05 million or 0.4 percent. The majority of VRE's restricted net position, \$10.5 million, represents resources that are restricted for the liability insurance plan.

Capital assets, net of accumulated depreciation and amortization, decreased approximately \$10.8 million or 3.1 percent as the result of low capital expenditures during the fiscal year and the recognition of annual depreciation and amortization.

Current liabilities increased approximately \$2.1 million or 17.4 percent as the result of increases in Accounts Payable and Payables to Commissions, as well as other minor line items.

Noncurrent liabilities and deferred inflows of resources decreased approximately \$4.1 million or 6.7 percent because of scheduled note and capital lease repayments during the year.

Prior Year

Net position increased by approximately \$15.6 million, or 4.3 percent during the previous year, due mainly to capital contributions used to fund system improvements.

The largest portion of VRE's net position, \$289.3 million or 77.0 percent, represents its investment in capital assets (e.g., land, buildings, improvements, rolling stock, equipment, software, and accumulated depreciation and amortization), less the related indebtedness outstanding used to acquire those capital assets. VRE uses these assets to provide services to its riders; consequently, these assets are not available for future spending. The resources required to repay this debt must be provided annually from operations and federal (with PRTC as grantee), state and local support since it is unlikely the capital assets themselves will be liquidated to pay liabilities.

Restricted net position increased approximately \$2.4 million or 21.1 percent, primarily related to establishment of the Virginia Resources Authority (VRA) debt service reserve as part of the refinancing of the Federal Railroad Administration (FRA) Bond. The majority of VRE's restricted net position, \$10.5 million, represents resources that are restricted for the liability insurance plan.

Capital assets, net of accumulated depreciation and amortization, increased approximately \$6.6 million or 1.9 percent as the result of the delivery of nine additional railcars, and the completion of the Lorton Station main platform expansion project.

Current liabilities decreased approximately \$2.3 million or 15.8 percent as the result of minor changes in various line items.

Noncurrent liabilities and deferred inflows of resources decreased approximately \$1.9 million or 3.0 percent because of scheduled note and capital lease repayments during the year and the refinancing of the Federal Railroad Administration (FRA) Bond.

Statements of Revenues, Expenses and Changes in Net Position

The following financial information was derived from the Statements of Revenues, Expenses and Changes in Net Position and reflects how VRE's net position changed during the current and two prior fiscal years.

	2019	2018	2017
Operating revenues:			
Passenger revenue	\$ 41,990,599	\$ 42,221,002	\$ 42,280,669
Equipment rentals and other	314,236	269,168	301,621
Total operating revenues	42,304,835	42,490,170	42,582,290
Nonoperating revenues:			
Subsidies:			
Commonwealth of Virginia	17,447,509	17,145,270	18,265,581
Federal – with PRTC as grantee	15,229,460	15,362,802	15,937,225
Jurisdictional contributions	17,767,748	17,250,240	17,250,240
Commuter Rail Operating and Capital Fund	15,000,000	-	-
Regional transportation funding (NVTa)	194,506	766,586	461,889
Interest income	1,761,983	749,062	384,457
Gain (loss) on disposal of assets	-	(551,457)	3,500
Total nonoperating revenues, net	67,401,206	50,722,503	52,302,892
Total revenues	109,706,041	93,212,673	94,885,182
Operating expenses:			
Contract operations and maintenance	26,946,284	26,917,081	25,873,933
Other operations and maintenance	16,579,038	17,492,047	14,461,209
Property leases and access fees	16,698,897	16,693,442	16,236,606
Insurance	3,945,668	3,766,321	3,970,753
Marketing and sales	2,574,583	2,529,388	2,532,214
General and administrative	10,937,062	11,651,412	10,904,945
Total operating expenses	77,681,532	79,049,691	73,979,660
Other expenses:			
Depreciation and amortization	18,542,805	18,201,071	17,737,170
Interest, financing costs and other	2,188,383	3,147,164	3,217,756
Total other expenses	20,731,188	21,348,235	20,954,926
Total expenses	98,412,720	100,397,926	94,934,586
Surplus (Deficit) before capital contributions and extraordinary item	11,293,321	(7,185,253)	(49,404)
Capital grants and assistance:			
Commonwealth of Virginia grants	1,417,527	13,010,326	3,033,657
Federal grants – with PRTC as grantee	3,541,398	9,559,056	15,204,474
Regional transportation funding (NVTa)	2,304,206	615,190	651,163
In-kind and other local contributions	-	12,842	162,839
Total capital grants and assistance	7,263,131	23,197,414	19,052,133
Change in net position	18,556,452	16,012,161	19,002,729
Net position – beginning of year, as restated	375,646,196	359,634,035	341,053,259
Net position – end of year	\$ 394,202,648	\$ 375,646,196	\$ 360,055,988

The earliest year presented was restated for implementation of GASB Statement No. 75.

Revenues

Current Year

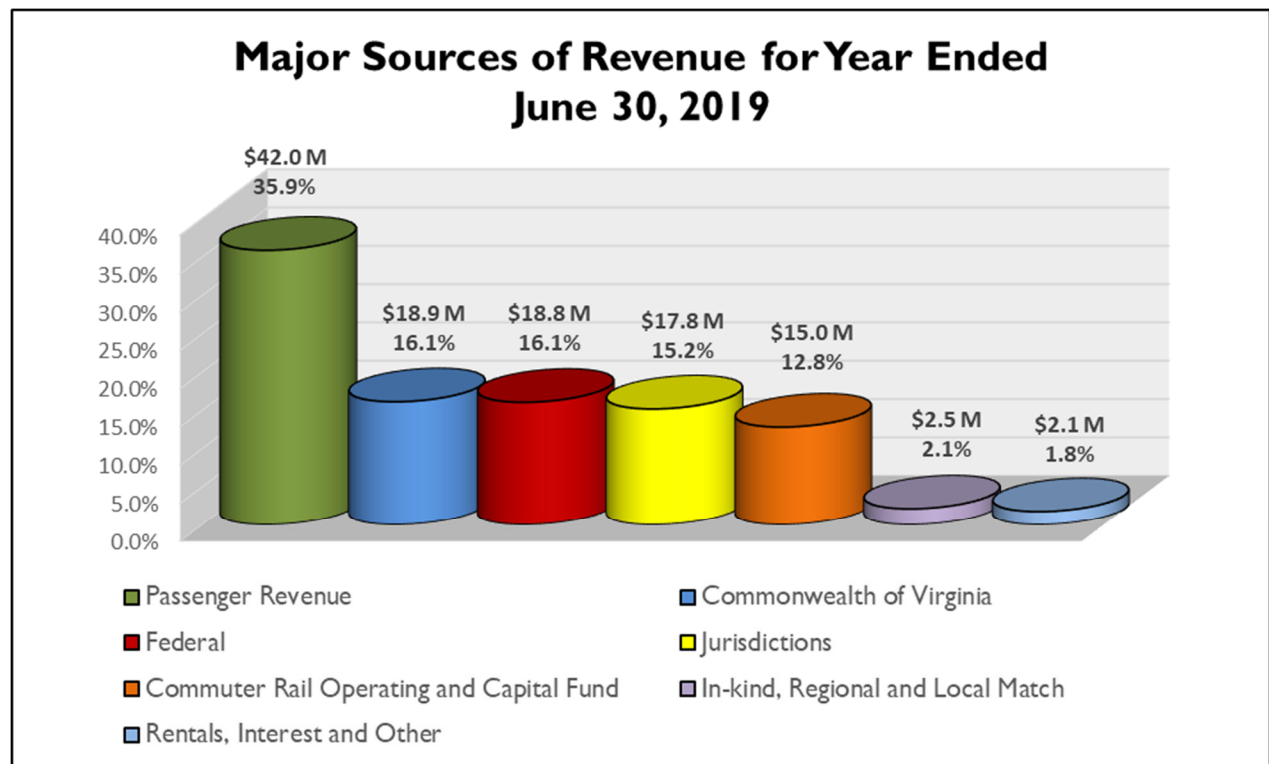
Total revenues for the current fiscal year increased approximately \$16.5 million or 17.7 percent. Operating revenues totaled approximately \$42.3 million, a decrease of 0.4 percent from the prior year. Jurisdictional subsidies and contributions to project operating costs increased by \$0.5 million. State, federal and regional subsidies decreased by \$0.4 million, primarily as the result of a decrease in regionally funded operating expenditures. Fiscal year 2019 was the first year of the Commuter Rail Operating and Capital (C-ROC) Fund, which totals \$15.0 million that VRE will receive each year going forward.

Passenger revenue decreased approximately \$0.2 million or 0.5 percent, reflecting the effects of the 2018-19 Federal Government shutdown and service disruptions related to implementation of Positive Train Control, as well as other service-related challenges. Ridership decreased by 4.9 percent as the result of the same factors. Average daily ridership was 18,053 in fiscal year 2019 compared to 18,974 in fiscal year 2018.

	June 30,		
	2019	2018	2017
Ridership	4,477,266	4,705,529	4,761,035
% Increase (Decrease)	(4.9%)	(1.2%)	7.2%

Capital grants and assistance decreased approximately \$15.9 million or 68.7 percent; this decrease is attributed to not purchasing grant funded new railcars nor incurring major construction costs in fiscal year 2019. In fiscal year 2018 VRE received delivery of nine grant funded railcars and completed construction of the Lorton Station main platform extension project. VRE continues to be in a period with many current projects in early stages of development and not yet having initiated major construction.

The following chart shows the major sources of revenue for the year ended June 30, 2019:



Prior Year

Total revenues for the previous fiscal year decreased approximately \$1.7 million or 1.8 percent. Operating revenues totaled approximately \$42.5 million, a decrease of 0.2 percent from the prior year. Jurisdictional subsidies and contributions to project operating costs were unchanged from fiscal year 2017. State, federal and regional subsidies decreased by \$1.4 million, primarily as the result of a decrease to the state operating assistance grant.

Passenger revenue decreased approximately \$0.05 million or 0.1 percent, reflecting three fewer service days in fiscal year 2018, and a year of generally stable and consistent service levels, transit subsidies and local transportation conditions. Ridership decreased by 1.2 percent as the result of the same factors. Average daily ridership was 18,974 in fiscal year 2018 compared to 18,968 in fiscal year 2017, or essentially unchanged.

Capital grants and assistance increased approximately \$4.1 million or 21.8 percent; this increase is attributed to the delivery of nine grant funded railcars, compared to five in the prior year, and the completion of the Lorton Station main platform expansion project. VRE continues to be in a period with many current projects in early stages of development and not yet having initiated major construction.

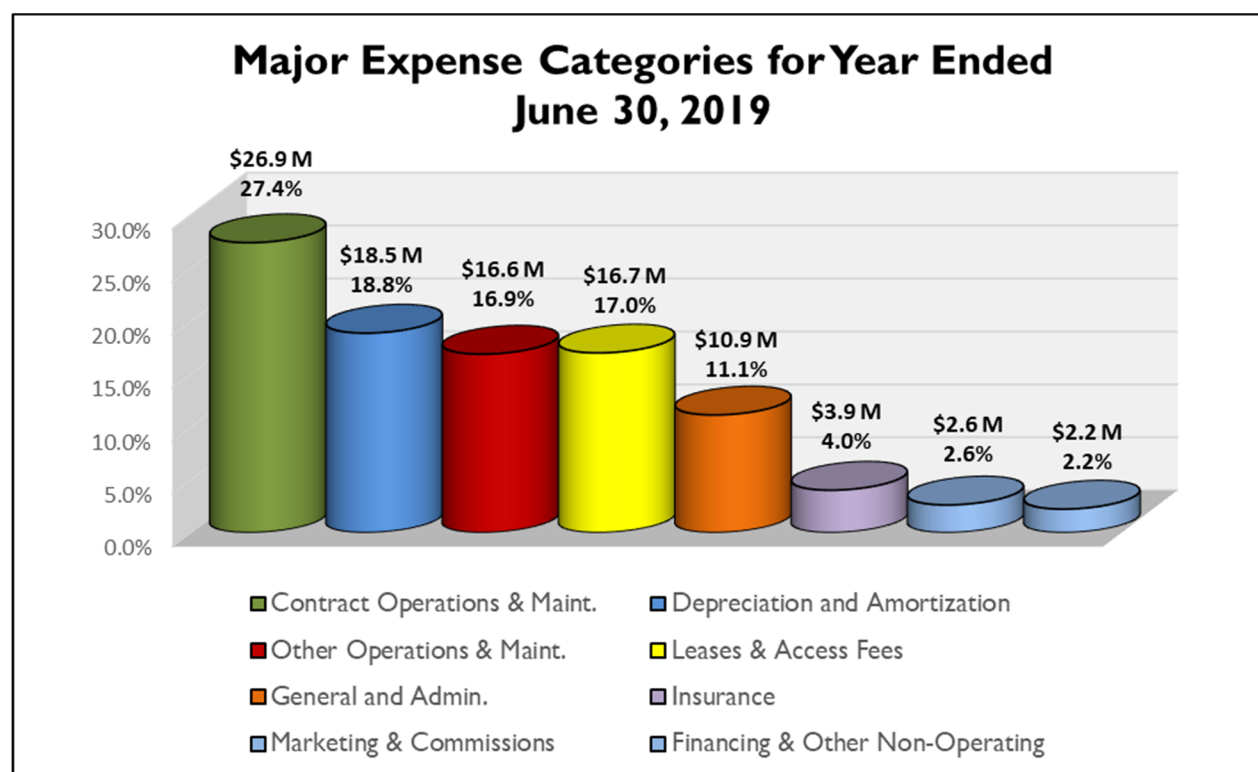
Expenses

Current Year

Total operating and other expenses, including depreciation and amortization, decreased by approximately \$2.0 million or 2.0 percent. Operating expenses decreased by approximately \$1.4 million or 1.7 percent. Total operating expenses were approximately \$77.7 million compared to \$79.0 million for the prior fiscal year.

Contract operations and maintenance increased by approximately \$29,000 or 0.1 percent, reflecting annual contractual increases offset by reductions in contracted maintenance task orders, reduced Amtrak Step-Up ticket costs and reduced earned incentive payments. Property lease and access fee costs were essentially flat as the result of regular contractual increases offset by elimination of two daily non-revenue trains due to completion of the L'Enfant North storage track, and a generally stable level of service. Other operations and maintenance costs decreased by \$0.9 million or 5.2 percent due primarily to an decrease in asset management maintenance expenses. General and administrative costs decreased by \$0.7 million or 6.1 percent due to decreased consulting and professional services costs. Depreciation and amortization increased by approximately \$0.3 million or 1.9 percent and net interest and financing costs decreased by approximately \$1.0 million or 30.5 percent, as a result of the Virginia Resources Authority (VRA) debt refinance in fiscal year 2019

The following chart shows the major expense categories for the year ended June 30, 2019:



Prior Year

Total operating and other expenses, including depreciation and amortization, increased by approximately \$5.5 million or 5.8 percent in the previous year. Operating expenses increased by approximately \$5.1 million or 6.9 percent. Total operating expenses were approximately \$79.0 million compared to \$74.0 million for the prior fiscal year.

Contract operations and maintenance increased by approximately \$1.0 million or 4.0 percent, reflecting contractual increases, increased maintenance efforts and enhancements to train operations and maintenance services. Property lease and access fee costs increased by approximately \$0.5 million or 2.8 percent as the result of regular contractual increases and a generally stable level of service. Other operations and maintenance costs increased by \$3.0 million or 21.0 percent due primarily to an increase in asset management maintenance expenses, increases in diesel fuel costs and increased costs of railcar maintenance. General and administrative costs increased by \$0.7 million or 6.8 percent due to increased consulting and professional services costs. Depreciation and amortization increased by approximately \$0.5 million or 2.6 percent and net interest and financing costs decreased by approximately \$0.1 million or 2.2 percent.

Capital Assets and Debt Administration

Capital Assets

VRE's investment in capital assets as of June 30, 2019 totals approximately \$342 million (net of accumulated depreciation and amortization). Investment in capital assets includes the items identified in the table below. Acquisitions are funded from a variety of sources, including loans and grants from various government agencies and other local sources.

	2019	2018	2017
Rolling stock	\$ 285,279,918	\$ 285,279,918	\$ 270,949,091
Vehicles	145,560	117,043	167,422
Facilities	109,851,787	105,935,704	103,480,888
Track and signal improvements	83,434,528	83,434,528	83,485,350
Equipment and software	12,126,666	12,126,666	12,126,666
Construction in progress	30,741,671	27,297,997	23,904,164
Equity in property of others	5,787,287	5,787,287	5,787,287
Furniture, equipment and software	6,053,916	5,711,211	5,550,152
	533,421,333	525,690,354	505,451,020
Less accumulated depreciation and amortization	(191,424,304)	(172,891,474)	(159,245,676)
Total capital assets, net	\$ 341,997,029	\$ 352,798,880	\$ 346,205,344

Current Year

During fiscal year 2019, capital assets decreased approximately \$10.8 million or 3.1 percent, as the combined result of new project construction and the recognition of annual depreciation and amortization. Completed projects totaling approximately \$4.2 million were transferred from construction in progress to their respective capital accounts and an additional \$63,115 was charged directly to the capital accounts. No capital assets were sold in fiscal year 2019.

The major completed projects during the fiscal year were the L'Enfant North Storage (Yard) Track & Wayside Power (\$3.7 million), the VRE Headquarters Suite 201 Office Renovation (\$0.3 million) and the Automated Parking Counter (APC) system (\$0.2 million).

The major additions to construction in progress during the fiscal year were costs related to the Slater's Lane track improvements (\$1.4 million); ongoing work toward implementation of Positive Train Control (PTC) (\$1.4 million); work supporting fare collection EMV compliance (\$0.5 million), and ongoing development work for the Midday Storage Yard project (\$0.5 million).

Additional information on VRE's capital assets and contractual commitments can be found in Notes 3 and 10 to the financial statements.

Prior Year

During fiscal year 2018, capital assets increased approximately \$6.6 million or 1.9 percent, as the combined result of new project construction and the recognition of annual depreciation and amortization. Completed projects totaling approximately \$21.2 million were transferred from construction in progress to their respective capital accounts and an additional \$0.3 million was charged directly to the capital accounts. Seven fully depreciated Gallery-style railcars were sold to Foxville & Northern Railroad Company in Pelion, SC, in fiscal year 2018.

The major completed projects during the fiscal year were the delivery of nine Gallery railcars (\$18.8 million) that were placed into service, and the Lorton Station main platform expansion (\$2.4 million).

The major additions to construction in progress during the fiscal year were costs related to acquisition of nine new Gallery railcars (\$18.3 million); the Lorton Station main platform expansion (\$1.3 million); work toward both the L'Enfant Storage Track North (\$0.8 million); ongoing work toward implementation of Positive Train Control (PTC) (\$0.8 million); and development work for the Midday Storage Yard project (\$0.6 million).

VRE sold obsolete and surplus inventory consisting of locomotive and railcar parts (a non-capital asset) in fiscal year 2018 for a net loss on sale of \$564,707. These parts were determined to be no longer useful to VRE, and VRE solicited offers from railroad operators and recycling firms to either sell or scrap the parts. VRE sold the surplus parts for \$1.00 to Foxville & Northern Railroad Company, which covered all costs of removing and transporting the surplus parts.

Additional information on VRE's capital assets can be found in Note 3 to the financial statements.

Debt Administration

At June 30, 2019, VRE had total debt outstanding of \$54,392,413.

The Northern Virginia Transportation Commission (NVTC) and the Potomac and Rappahannock Transportation Commission (PRTC) are co-lessees of the capital lease for rolling stock, which is secured by the related equipment.

The promissory note for the purchase of 60 Gallery railcars was issued by NVTC, but both NVTC and PRTC were signatories. This note was previously designated to the Federal Railroad Administration (FRA) as lender but was delegated to the Build America Bureau of the United States Department of Transportation in fiscal year 2017. This delegation had no effect on the terms of the note. The note was secured by the revenues of VRE and the rolling stock.

In fiscal year 2018, VRE entered into a financing agreement with the Virginia Resources Authority (VRA) for the purposes of refunding the FRA promissory note and reducing VRE's debt service costs. As required by the authorizing resolutions of the Commissions and jurisdictions, the VRA refunding loan did not extend the term of the original borrowing and achieved net present value debt service savings of not less than three percent. The FRA note was refunded in full with the proceeds from the VRA financing, and VRE has pledged its revenues to the repayment of the principal, premium, and interest on the local bond purchased by VRA.

The capital leases for multifunction copiers are secured by the related equipment.

	2019	2018	2017
Bond payable	\$ 44,360,000	\$ 46,640,000	\$ -
Capital leases	10,032,413	11,469,202	12,844,704
Note payable	-	-	53,440,159
Total	\$ 54,392,413	\$ 58,109,202	\$ 66,284,863

See Note 4 for additional information related to long-term debt activity.

Economic Factors and Next Year's Budget

Population growth in Northern Virginia, especially in the outer suburbs, continues to remain robust. In combination with the congestion on major highways and on-going highway construction projects, this growth will continue to support demand for VRE's service. The constraining factors to VRE growth are station parking, availability of seats, storage capacity, and the availability of subsidy funds.

The local subsidy for fiscal year 2020 remained constant at \$17,767,748. Fares were increased by an average of 3.0 percent in fiscal year 2020; the previous general fare increase was 3.0 percent in fiscal year 2018. In fiscal year 2019 VRE began to receive funding from the Commonwealth of Virginia Commuter Rail Operating and Capital (C-ROC) Fund as a result of Virginia HB1539, which will continue in fiscal year 2020. Additional sources of funding will be available in fiscal year 2020 from federal, state and regional sources, although the amounts received will continue to vary from year to year.

Requests for Information

This financial report is designed to provide a general overview of VRE's finances for all those interested. Questions concerning any of the information provided in this report or requests for additional information should be addressed to the Chief Financial Officer, Virginia Railway Express, 1500 King Street, Suite 202, Alexandria, Virginia 22314-2730 or by e-mail to mschofield@vre.org.

Basic Financial Statements

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VIRGINIA RAILWAY EXPRESS

STATEMENTS OF NET POSITION

June 30, 2019 and 2018

ASSETS AND DEFERRED OUTFLOWS OF RESOURCES	2019	2018
Current Assets:		
Cash and cash equivalents	\$ 75,278,280	\$ 51,186,348
Accounts receivable:		
Due from PRTC	13,690,788	13,007,142
Commonwealth of Virginia grants	8,033,524	9,824,555
Commonwealth Rail Operating and Capital (C-ROC) Fund	3,750,000	-
Trade receivables, net of allowance for doubtful accounts	3,136,008	2,687,658
Other receivables	2,344,239	1,776,165
Inventory	2,846,838	3,289,547
Prepaid expenses and other	174,015	144,779
Restricted cash, cash equivalents and investments	13,677,765	13,627,126
Total current assets	122,931,457	95,543,320
Noncurrent Assets:		
Pension asset	320,509	292,569
Capital assets:		
Rolling stock	285,279,918	285,279,918
Vehicles	145,560	117,043
Facilities	109,851,787	105,935,704
Track and signal improvements	83,434,528	83,434,528
Equipment and software	12,126,666	12,126,666
Construction in progress	30,741,671	27,297,997
Equity in property of others	5,787,287	5,787,287
Furniture, equipment and software	6,053,916	5,711,211
	533,421,333	525,690,354
Less accumulated depreciation and amortization	(191,424,304)	(172,891,474)
Total capital assets, net	341,997,029	352,798,880
Total noncurrent assets	342,317,538	353,091,449
Total assets	465,248,995	448,634,769
Deferred Outflows of Resources:		
Loss on refunding	424,280	455,136
Pension plan	340,985	371,696
Other postemployment benefits	75,650	57,483
Total deferred outflows of resources	840,915	884,315
Total assets and deferred outflows of resources	\$ 466,089,910	\$ 449,519,084

**LIABILITIES, DEFERRED INFLOWS OF RESOURCES
AND NET POSITION**

	2019	2018
Current Liabilities:		
Accounts payable	\$ 3,086,899	\$ 2,561,150
Payable to Commissions	2,030,009	1,390,585
Compensated absences	27,783	78,442
Accrued expenses	3,154,443	2,342,368
Accrued interest	602,003	567,826
Unearned revenue	1,877,011	1,702,378
Current portion of bonds payable	2,240,000	2,280,000
Current portion of capital lease obligations	1,490,497	1,436,789
Total current liabilities	14,508,645	12,359,538
Noncurrent Liabilities:		
Other postemployment benefits	431,852	416,035
Bonds payable	47,594,689	50,232,848
Capital lease obligations	8,541,916	10,032,413
Compensated absences	596,091	535,440
Total noncurrent liabilities	57,164,548	61,216,736
Total liabilities	71,673,193	73,576,274
Deferred Inflows of Resources:		
Pension plan	174,477	250,454
Other postemployment benefits	39,592	46,160
Total deferred inflows of resources	214,069	296,614
Net Position:		
Net investment in capital assets	282,554,207	289,271,966
Restricted for liability insurance plan	10,527,621	10,536,336
Restricted for debt service	2,029,382	1,996,544
Restricted grants or contributions	1,120,762	1,094,246
Unrestricted assets	97,970,676	72,747,104
Total net position	394,202,648	375,646,196
Total liabilities, deferred inflows of resources and net position	\$ 466,089,910	\$ 449,519,084

VIRGINIA RAILWAY EXPRESS

STATEMENTS OF REVENUES, EXPENSES AND CHANGES IN NET POSITION Years Ended June 30, 2019 and 2018

	2019	2018
Operating Revenues:		
Passenger revenue	\$ 41,990,599	\$ 42,221,002
Equipment rentals and other	314,236	269,168
Total operating revenues	42,304,835	42,490,170
Operating Expenses:		
Contract operations and maintenance	26,946,284	26,917,081
Other operations and maintenance	16,579,038	17,492,047
Property leases and access fees	16,698,897	16,693,442
Insurance	3,945,668	3,766,321
Marketing and sales	2,574,583	2,529,388
General and administrative	10,937,062	11,651,412
Total operating expenses	77,681,532	79,049,691
Operating loss before depreciation and amortization	(35,376,697)	(36,559,521)
Depreciation and Amortization	(18,542,805)	(18,201,071)
Operating loss	(53,919,502)	(54,760,592)
Nonoperating Revenues (Expenses):		
Subsidies:		
Commonwealth of Virginia grants	17,447,509	17,145,270
Federal grants – with PRTC as grantee	15,229,460	15,362,802
Jurisdictional contributions	17,767,748	17,250,240
Commuter Rail Operating and Capital (C-ROC) Fund	15,000,000	-
Regional transportation funding (NVTa)	194,506	766,586
Interest income:		
Operating funds	1,360,241	616,228
Insurance trust	221,184	132,037
Commonwealth Rail Operating and Capital (C-ROC) Fund	117,075	-
Other restricted funds	63,483	797
Loss on disposal of assets	-	(551,457)
Interest, amortization and other nonoperating expenses, net	(2,188,383)	(3,147,164)
Total nonoperating revenues, net	65,212,823	47,575,339
Capital Grants and Assistance:		
Commonwealth of Virginia grants	1,417,527	13,010,326
Federal grants – with PRTC as grantee	3,541,398	9,559,056
Regional transportation funding (NVTa)	2,304,206	615,190
Local contributions	-	12,842
Total capital grants and assistance	7,263,131	23,197,414
Change in net position	18,556,452	16,012,161
Net Position, beginning of year	375,646,196	359,634,035
Net Position, ending	\$ 394,202,648	\$ 375,646,196

See Notes to Financial Statements.

VIRGINIA RAILWAY EXPRESS

STATEMENTS OF CASH FLOWS Years Ended June 30, 2019 and 2018

	2019	2018
Cash Flows from Operating Activities:		
Receipts from customers	\$ 41,793,057	\$ 41,737,415
Payments to suppliers	(70,609,174)	(69,908,763)
Payments to employees	(6,996,624)	(8,269,352)
Net cash used in operating activities	(35,812,741)	(36,440,700)
Cash Flows From Noncapital Financing Activities:		
Governmental subsidies	52,694,170	39,309,935
Cash Flows From Capital and Related Financing Activities:		
Acquisition and construction of capital assets	(5,498,100)	(28,146,040)
Capital grants and assistance	17,235,557	34,648,457
Proceeds from sale of capital assets	-	3,500
Principal paid on capital lease obligations	(1,436,789)	(1,375,502)
Principal paid on notes	-	(1,712,817)
Principal paid on bonds	(2,280,000)	-
Interest paid on capital lease obligation	(510,516)	(575,103)
Interest paid on bonds and notes	(2,010,993)	(1,998,887)
Net cash provided by capital and related financing activities	5,499,159	843,608
Cash Flows From Investing Activities:		
Interest received on investments	1,761,983	749,062
Increase in cash and cash equivalents	24,142,571	4,461,905
Cash and Cash Equivalents, beginning	64,813,474	60,351,569
Cash and Cash Equivalents, ending	\$ 88,956,045	\$ 64,813,474
Reconciliation of Operating Loss to Net Cash Used In Operating Activities:		
Operating loss	\$ (53,919,502)	\$ (54,760,592)
Adjustments to reconcile operating loss to net cash used in operating activities:		
Depreciation and amortization	18,542,805	18,201,071
Pension benefit (expense)	(104,719)	87,465
Other postemployment benefit (expense)	(7,470)	10,061
(Increase) decrease in:		
Accounts receivable	(448,350)	(670,264)
Other receivables	(238,061)	51,912
Inventory	442,709	74,467
Prepaid expenses and other	(29,236)	(183)
Deferred outflows of resources – pension contributions	31,513	8,492
Deferred outflows of resources – other postemployment benefit contributions	(1,448)	(27,301)
Increase (decrease) in:		
Accounts payable and accrued expenses	(255,615)	718,575
Unearned revenue	174,633	(134,403)
Net cash used in operating activities	\$ (35,812,741)	\$ (36,440,700)
Schedule of Noncash Capital Activities:		
Capital assets acquired through accounts payable	\$ 1,926,271	\$ 392,387
Capital assets acquired through accrued liabilities	728,471	73,500
Deferred loss acquired via refinance	-	462,851
Premium on bond acquired via refinance	-	5,972,388
Note payable repaid via refinance	-	51,727,342

VIRGINIA RAILWAY EXPRESS

NOTES TO FINANCIAL STATEMENTS

Note 1. Summary of Significant Accounting Policies

Reporting Entity

The Virginia Railway Express (VRE) is accounted for as a joint venture of the Northern Virginia Transportation Commission (NVTC) and the Potomac and Rappahannock Transportation Commission (PRTC). Pursuant to a Master Agreement signed in 1989, NVTC and PRTC (the Commissions) jointly own and operate VRE. VRE provides commuter rail service on two railroad lines, one originating in Fredericksburg and one originating in Manassas, Virginia, and both terminating at Union Station, Washington, D.C. The service uses existing tracks of the CSX Transportation Corporation (CSX), and the Norfolk Southern Railway Company, under respective operating access agreements. Trains are operated and maintained pursuant to an agreement between the Commissions and Keolis Rail Services Virginia, LLC, and Amtrak provides the Commissions with access to storage at Union Station and other services.

Assets for VRE operations have been purchased in the name of the Commissions and funded primarily by grants, loans or other financing arrangements for which one or both Commissions have served as grantee, issuer, borrower, or in other related capacities. In order to present a full and accurate picture of VRE operations and in accordance with the Master Agreement and related Appendices that established VRE, all financial transactions related to the commuter rail program are combined in this report. In addition, an allocation of the VRE assets, liabilities and operations are reflected in the financial reports of the Commissions based on asset ownership, named entity on debt instruments, and sources of funding.

VRE is managed by the Commissions. Certain functions have been delegated to the VRE Operations Board, which consists of representatives of all contributing and participating jurisdictions and one representative of the Commonwealth of Virginia's Department of Rail and Public Transportation. The system is not currently configured for fare revenue alone to produce positive operating income. In addition to fares, the system is financed with proceeds from the Commuter Rail Revenue Bonds, a federal loan (refinanced in fiscal year 2018 to a bond), lease financing, Federal (with PRTC as grantee) and Commonwealth of Virginia (with NVTC as grantee) grants, NVTA regional grants, and jurisdictional contributions apportioned through a formula based on ridership, supplemented by voluntary donations from contributing jurisdictions. Grants and contributions fund both operations and capital projects. Participating jurisdictions include the counties of Fairfax, Prince William, Spotsylvania and Stafford; and the cities of Manassas, Manassas Park and Fredericksburg, Virginia. Contributing jurisdictions include Arlington County and the City of Alexandria.

In July 2007, the Commissions adopted amendments to the VRE Master Agreement that expanded the Operations Board to include all member jurisdictions and provided for board representation proportionate to system ridership, and weighted voting proportionate to jurisdictional subsidy. In addition, the amendments apportioned jurisdictional subsidies on system ridership only, rather than the former 90 percent system ridership and 10 percent population formula. The amendment to the subsidy formula was phased in over four years, beginning in fiscal year 2008. The amendments also allowed for greater autonomy for the Operations Board, with progressively more decisions made by the Board without referral to PRTC and NVTC.

VIRGINIA RAILWAY EXPRESS

NOTES TO FINANCIAL STATEMENTS

Note 1. Summary of Significant Accounting Policies (Continued)

Measurement Focus, Basis of Accounting

VRE prepares its financial statements using the accrual basis of accounting. The activities of VRE are similar to those of proprietary funds of local jurisdictions. The Governmental Accounting Standards Board (“GASB”) is the accepted standard-setting body for establishing governmental accounting and financial reporting principles.

Revenues and expenses: VRE distinguishes operating revenues and expenses from nonoperating items. Operating revenues and expenses are those that result from providing services in connection with VRE’s principal ongoing operation. The principal operating revenues of VRE are fares paid by customers which result in passenger revenues. Passenger revenues are recorded as revenue at the time services are performed. Cash received for services in advance is deferred until earned.

Operating revenues and expenses also include all revenues and expenses not associated with capital and related financing, noncapital financing, subsidies, or investing activities.

Revenue recognition: Intergovernmental revenues, consisting primarily of Federal (with PRTC as grantee) and Commonwealth of Virginia (with NVTC as grantee) grants, designated for payment of specific expenses, are recognized at the time the expenses are incurred. Capital grants and assistance are recognized as additions are made to capital assets and other contributions are included in the Statements of Revenues, Expenses and Changes in Net Position when expended. Any excess of grant revenues or expenses at year end are recorded as unearned revenue or accounts receivable, respectively.

Cash and investments: VRE considers all highly liquid investments with maturities of three months or less to be cash equivalents. Investments in U.S. government securities and commercial paper are carried at fair value based on quoted market prices. The investment in the Local Government Investment Pool (LGIP or Pool), is reported at amortized cost.

Restricted cash and cash equivalents: Restricted cash, cash equivalents and investments of \$13,677,765 and \$13,627,126 at June 30, 2019 and 2018, respectively, are comprised of funds related to the balance in the Liability Insurance Plan, a small liability claims account, a debt service reserve fund for the VRA Bond and funds related to a property transfer with restricted future uses.

Allowance for uncollectible accounts: VRE calculates its allowance for uncollectible accounts using historical collection data and specific account analysis. The allowance was \$210,000 and \$211,000 at June 30, 2019 and 2018, respectively.

Inventory: VRE has purchased an inventory of spare parts for rolling stock that is maintained and managed at the Commission’s warehouse located at the Crossroads yard and warehouse facility. Inventory is stated at cost, which approximates market, and is valued using the first-in-first-out method.

Prepaid expenses: Certain payments to vendors reflect costs applicable to future accounting periods and are recorded as prepaid expenses in the financial statements using the consumption method.

VIRGINIA RAILWAY EXPRESS

NOTES TO FINANCIAL STATEMENTS

Note 1. Summary of Significant Accounting Policies (Continued)

Measurement Focus, Basis of Accounting (Continued)

Capital assets: For constructed assets, all costs necessary to bring assets to the condition and location necessary for the intended use are capitalized. Asset costs include allocation of certain common construction costs based on the relationship of associated direct costs. Assets constructed directly by jurisdictions in satisfaction of system financial responsibilities have been capitalized at the acquisition value as of the date of donation.

When assets are substantially complete and ready for use, these costs are transferred from construction in progress to property and equipment and depreciated or amortized. Major improvements and replacements of property are capitalized. Maintenance, repairs and minor improvements and replacements are expensed.

Costs of improvements to track, stations and signal facilities owned by the railroads have been capitalized in recognition of the increased efficiency afforded VRE operations over their useful lives. The Commissions retain a residual interest in these assets such that net salvage value will be reimbursed by the railroads upon cessation of commuter rail service. Similarly, shared investment in jurisdictional facilities (“equity in property of others”) recognizes the right of access for commuter rail patrons granted to the Commissions. This category also represents investment in Amtrak infrastructure and facilities that provides primary benefit to the commuter rail service and for which VRE has an expectation of continued use.

VRE capitalizes assets that have an initial cost of \$5,000 or more per unit and a useable life of two or more years, with the exception of software purchases, which are only capitalized if the initial cost is \$15,000 or more.

Interest is capitalized on qualifying construction in progress projects until the projects have reached the point of substantial completion. For those projects financed with tax-exempt debt, the amount of capitalized interest equals the difference between the interest cost associated with the borrowing to finance the project and the interest earned from temporary investment of the debt proceeds. Capitalized interest is amortized using the straight-line method over the useful life of the asset.

Depreciation and amortization of all exhaustible equipment, buildings and intangibles is charged as an expense against operations using the straight-line method over the following estimated useful lives:

Rolling stock	8-25 years
Vehicles	5 years
Facilities	30-40 years
Track and signal improvements	30 years
Equipment and software	3-5 years
Equity in property of others	3-35 years
Furniture, equipment and software	3-10 years

When, in the opinion of management, certain assets are impaired, any estimated decline in value is accounted for as a non-operating expense. There were no impaired assets as of June 30, 2019 and 2018.

VIRGINIA RAILWAY EXPRESS

NOTES TO FINANCIAL STATEMENTS

Note 1. Summary of Significant Accounting Policies (Continued)

Measurement Focus, Basis of Accounting (Continued)

Compensated absences: VRE employees are granted vacation leave based on length of employment. Employees with less than ten years of service may carry over a total of 225 hours of leave from year to year, while those with more than ten years may carry over 300 hours. Excess leave may convert to sick leave or may be paid out with the approval of the Chief Executive Officer. Employees may accumulate sick leave without limitation. Employees who separate in good standing after five or more years of service will be paid for 25 percent of their sick leave credit in excess of 450 hours. Certain employees may accumulate compensatory leave for overtime worked. Compensated absences are accrued when incurred.

Deferred outflows/inflows of resources: In addition to assets, the Statements of Net Position will sometimes report a separate section for deferred outflows of resources. This separate financial statement element, deferred outflows of resources, represents a consumption of net position that applies to a future period and so will not be recognized as an outflow of resources (expenditure) until then. VRE has five items that qualify for reporting in this category. The first item relates to the deferred loss on refinancing. The remaining four items relate to the pension plan and group life insurance program (GLI) other postemployment benefits (OPEB) plan. See Notes 5 and 6 for details regarding these items.

In addition to liabilities, the Statements of Net Position will sometimes report a separate section for deferred inflows of resources. This separate financial statement element, deferred inflows of resources, represents an acquisition of net position that applies to a future period and so will not be recognized as an inflow of resources (revenue) until that time. VRE has five items that qualify for reporting in this category. See Notes 5 and 6 for details regarding these items.

Pensions: For purposes of measuring the net pension asset or liability, deferred outflows of resources and deferred inflows of resources related to pensions, and pension expense, information about the fiduciary net position of the Virginia Retirement System (VRS) VRE's Retirement Plan and the additions to/deductions from the VRS VRE's Retirement Plan net fiduciary position have been determined on the same basis as they were reported by VRS. For this purpose, benefit payments (including refunds of employee contributions) are recognized when due and payable in accordance with the benefit terms. Investments are reported at fair value. Since VRE is combined with PRTC for reporting purposes to VRS, amounts and disclosures included in this report are for PRTC as a whole unless otherwise indicated.

Group life insurance program (GLI): The VRS GLI is a multiple employer, cost-sharing OPEB plan. It provides coverage to state employees, teachers, and employees of participating political subdivisions. The GLI was established pursuant to Section 51.1-500 et seq. of the *Code of Virginia*, as amended, and which provides the authority under which benefit terms are established or may be amended. The GLI is a defined benefit plan that provides a basic GLI benefit for employees of participating employers. For purposes of measuring the net GLI OPEB liability, deferred outflows of resources and deferred inflows of resources related to the GLI OPEB, and GLI OPEB expense, information about the fiduciary net position of the VRS GLI OPEB and the additions to/deductions from the VRS GLI OPEB's net fiduciary position have been determined on the same basis as they were reported by VRS. In addition, benefit payments are recognized when due and payable in accordance with the benefit terms. Investments are reported at fair value.

VIRGINIA RAILWAY EXPRESS

NOTES TO FINANCIAL STATEMENTS

Note 1. Summary of Significant Accounting Policies (Continued)

Estimates and assumptions: The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Subsequent events: VRE has evaluated subsequent events through October 29, 2019, which was the date the financial statements were available to be issued.

Note 2. Cash, Cash Equivalents and Investments

Deposits: Deposits with banks are covered by the Federal Deposit Insurance Corporation (FDIC) and collateralized in accordance with the Virginia Security for Public Deposits Act (the “Act”), Section 2.2-4400 et., seq. of the *Code of Virginia*. Under the Act, banks and savings institutions holding public deposits in excess of the amount insured by the FDIC must pledge collateral to the Commonwealth of Virginia Treasury Board. Financial institutions may choose between two collateralization methodologies and depending upon that choice, will pledge collateral that ranges in the amounts from 50 percent to 130 percent of excess deposits. Accordingly, all deposits are considered fully collateralized.

Investments: Statutes authorize local governments and other public bodies to invest in obligations of the United States or agencies thereof, obligations of the Commonwealth of Virginia or political subdivisions thereof, obligations of the International Bank for Reconstruction and Development (World Bank), the Asian Development Bank, the African Development Bank, “prime quality” commercial paper and certain corporate notes, bankers’ acceptances, repurchase agreements, and the State Treasurer’s Local Government Investment Pool (LGIP).

The VRE Operations Board has adopted a formal investment policy. The goal of the policy is to minimize risk and to ensure the availability of cash to meet VRE’s expenditures, while generating revenue from the use of funds which might otherwise remain idle. The primary objectives of VRE’s investment activities, in priority order, are: safety, liquidity and yield. The policy specifies eligible and ineligible investments; diversification requirements; maximum length of time for various types of investments; and the process for purchasing securities.

VIRGINIA RAILWAY EXPRESS

NOTES TO FINANCIAL STATEMENTS

Note 2. Cash, Cash Equivalents and Investments (Continued)

Credit risk: The investment policy specifies credit quality for certain types of investments, as described below, in accordance with the *Code of Virginia*, and the policy specifies the qualifications for institutions providing depository and investment services. In addition, the Chief Financial Officer must conduct a quarterly review of the condition of each authorized financial institution and broker/dealer.

Investment	Credit Quality
Savings account or CD's of any bank or savings and loan association within the Commonwealth of Virginia	Bank or savings and loan association must be a "qualified public depository"
Bankers' acceptances	Institution must be "prime quality" as determined by one or more recognized rating services
Commercial paper	Must be "prime quality" as rated by two of the following: Moody's (prime 1); S&P (A-1); Fitch (F-1); Duff and Phelps (D-1)
Corporate notes	Must be "high quality" as defined by ratings of at least AA by S&P and Aa by Moody's
Negotiable certificates of deposit and negotiable bank deposit notes	Must have ratings of at least A-1 by S&P and P-1 by Moody's for short term instruments and AA by S&P and Aa by Moody's for long term instruments

Custodial credit risk: For deposits, custodial credit risk is the risk that in the event of a failure of a depository financial institution, VRE may not recover its deposits. All cash of VRE is maintained in accounts collateralized in accordance with the Virginia Security for Public Deposits Act, Section 2.2-4400 et seq. of the *Code of Virginia* or covered by federal depository insurance. Under the Act, banks holding public deposits in excess of the amounts insured by FDIC must pledge collateral in the amount of 50 percent of excess deposits to a collateral pool in the name of the State Treasury Board. If any member bank fails, the entire collateral pool becomes available to satisfy the claims of governmental entities. With the ability to make additional assessments, the multiple bank collateral pool functions similarly to depository insurance. The Commonwealth of Virginia Treasury Board is responsible for monitoring compliance with the collateralization and reporting requirements of the Act. At June 30, 2019 and 2018, the book balance of VRE's deposits with banks was \$3,875,117 and \$5,363,234, respectively.

Interest rate risk: In accordance with its investment policy, VRE manages its exposure to declines in fair values by limiting the maturity of various investment vehicles, as indicated in the chart below. Interest rate risk does not apply to LGIP since it is an external investment pool classified in accordance with GASB Statement No. 79.

VIRGINIA RAILWAY EXPRESS

NOTES TO FINANCIAL STATEMENTS

Note 2. Cash, Cash Equivalents and Investments (Continued)

Concentration of credit risk: VRE's investment policy provides limitations on the percentage of the portfolio that can be invested in each type of security, as indicated in the following chart.

The limitations provided in the investment policy for maximum maturity and percentage of the portfolio for each category of investment, are as follows:

Investment	Length of Maturity	Percent Allowed
Bonds, notes, and other evidence of indebtedness of the United States	60 months or less	100%
Bonds, notes, and other evidence of indebtedness of the Commonwealth of Virginia	60 months or less	100%
Bonds, notes, and other evidence of indebtedness of any county, city, town, district, authority or other public body of the Commonwealth of Virginia	36 months or less	100%
Bonds and notes of FNMA and FHLB	36 months or less	75%
Savings accounts or CD's of any bank or savings and loan association within the Commonwealth of Virginia	12 months or less	20%
Money market mutual funds	13 months or less	60%
Repurchase agreements	24 months or less	20%
Bankers' acceptances	24 months or less	10%
Prime Quality Commercial Paper (no more than 5% from one issuer)	270 days or less	35%
High Quality Corporate Notes	24 months or less	50%
Certificates representing ownership in treasury bond principal	24 months or less	50%
LGIP	N/A	100%
Negotiable CD's and negotiable bank deposit notes	24 months or less	25%

At June 30, 2019 and 2018, VRE had investments of \$72,579,677 and \$46,971,792, respectively, in the LGIP. The LGIP is a professionally managed money market fund that invests in qualifying obligations and securities as permitted by Virginia statutes. Pursuant to Section 2.2-4605 of the *Code of Virginia*, the Treasury Board of the Commonwealth sponsors the LGIP and has delegated certain functions to the State Treasurer. The LGIP reports to the Treasury Board at the Treasury Board's regularly scheduled monthly meetings. VRE's investments in the LGIP are stated at amortized cost and classified as cash and cash equivalents. The LGIP has been assigned an "AAAm" rating by Standard & Poor's. The maturity of the LGIP is less than one year.

The Commonwealth of Virginia Department of Treasury manages the VRE Insurance Trust. State statutes govern the portion of assets invested in the Commonwealth's pooled accounts, while the remainder is invested by an external portfolio manager. At June 30, 2019 and 2018, VRE had \$10,471,870 and \$10,481,904, respectively, invested in the Insurance Trust. From fiscal year 2011 through fiscal year 2015, any earnings on these investments were retained by the Commonwealth of Virginia. In fiscal years 2019 and 2018, earnings on the Insurance Trust in the amount of \$221,184 and \$132,037, respectively, were credited to VRE. The Insurance Trust Fund has not been assigned a rating.

VIRGINIA RAILWAY EXPRESS

NOTES TO FINANCIAL STATEMENTS

Note 2. Cash, Cash Equivalents and Investments (Continued)

In accordance with the requirements of the Financing Agreement between the Virginia Resources Authority (VRA) and NVTC, a debt service reserve fund (DSRF) was established for the benefit of VRA. On the closing date of the VRA financing, VRE transferred \$2 million into the DSRF from its existing cash reserves. The funds in the DSRF shall be used solely to cure any deficiencies in the payment by VRE of any principal, premium, or interest associated with the VRA financing. The funds in the DSRF are held in custody at U.S. Bank and are managed by PFM Asset Management LLC through the Virginia State Non-Arbitrage Program (SNAP). The Virginia Treasury Board sponsors SNAP to provide comprehensive investment management, accounting and arbitrage rebate calculation services for the proceeds of tax-exempt borrowings and other financings of Virginia Issuers subject to Section 148 (and related sections) of the Internal Revenue Code. The funds in the DSRF are invested in U.S. Treasury notes rated AA+ by Standard and Poor's maturing in under two (2) years and in the SNAP Fund, a AAAM rated local government investment pool that complies with GASB Statement 79. At June 30, 2019 and 2018, VRE had \$2,029,382 and \$1,996,544, respectively, invested in the VRA Debt Service Reserve Fund.

As of June 30, 2019 and 2018, the carrying values and maturity of VRE's investments were as follows:

Investment Type	2019	
	Fair Value	Maturities Less than 1 Year
LGIP	\$ 72,579,677	\$ 72,579,677
Insurance trust fund – pooled funds	10,471,870	10,471,870
VRA debt service reserve fund	2,029,382	2,029,382
Total investments	\$ 85,080,929	\$ 85,080,929

Investment Type	2018	
	Fair Value	Maturities Less than 1 Year
LGIP	\$ 46,971,792	\$ 46,971,792
Insurance trust fund – pooled funds	10,481,904	10,481,904
VRA debt service reserve fund	1,996,544	1,996,544
Total investments	\$ 59,450,240	\$ 59,450,240

When applicable, VRE categorizes its fair value measurements within the fair value hierarchy established by GAAP. The hierarchy is based on the valuation inputs used to measure the fair value of the asset. Level 1 inputs are quoted prices in active markets for identical assets; Level 2 inputs are significant other observable inputs; and Level 3 inputs are significant unobservable inputs.

VRE has the following investment subject to fair value measurements:

- U.S. Treasury securities of \$2,029,382 as of June 30, 2019, which are valued using quoted prices in an active market for identical assets (Level 1 inputs).

VIRGINIA RAILWAY EXPRESS

NOTES TO FINANCIAL STATEMENTS

Note 3. Capital Assets

Capital asset activity for the year ended June 30, 2019 was as follows:

	Beginning Balance	Increases	Deletions	Transfers	Ending Balance
Capital assets not being depreciated or amortized:					
Construction in progress	\$ 27,297,997	\$ 7,677,839	\$ -	\$ (4,234,165)	\$ 30,741,671
Capital assets being depreciated or amortized:					
Rolling stock	285,279,918	-	-	-	285,279,918
Vehicles	117,043	28,517	-	-	145,560
Facilities	105,935,704	8,195	-	3,907,888	109,851,787
Track and signal improvements	83,434,528	-	-	-	83,434,528
Equipment and software	12,126,666	-	-	-	12,126,666
Equity in property of others	5,787,287	-	-	-	5,787,287
Furniture, equipment and software	5,711,211	26,403	(9,975)	326,277	6,053,916
Total capital assets being depreciated or amortized	498,392,357	63,115	(9,975)	4,234,165	502,679,662
Less accumulated depreciation or amortization for:					
Rolling stock	81,935,325	11,600,882	-	-	93,536,207
Vehicles	47,090	26,260	-	-	73,350
Facilities	41,525,449	3,244,560	-	-	44,770,009
Track and signal improvements	29,377,559	2,816,709	-	-	32,194,268
Equipment and software	11,379,622	538,162	-	-	11,917,784
Equity in property of others	3,803,913	164,593	-	-	3,968,506
Furniture, equipment and software	4,822,516	151,639	(9,975)	-	4,964,180
Total accumulated depreciation or amortization	172,891,474	18,542,805	(9,975)	-	191,424,304
Total capital assets being depreciated or amortized, net	325,500,883	(18,479,690)	-	4,234,165	311,255,358
Totals	\$ 352,798,880	\$ (10,801,851)	\$ -	\$ -	\$ 341,997,029

Note: The chart above reflects the completion of the L'Enfant north storage track project at a value of \$3.7 million, completion of the VRE Headquarters Suite 202 office renovation project at a value of \$326,000 and the completion of the Automated Parking Counter system project at a value of \$244,000.

The chart also reflects a reduction of approximately \$10,000 in furniture, equipment and software asset value. This reduction is due to the expiration of a 3-year capital lease for an office copier machine. Subsequent to the end of the lease term, the copier was purchased by VRE for under \$5,000 and was not capitalized.

VRE did not sell or otherwise dispose of any assets in fiscal year 2019.

VIRGINIA RAILWAY EXPRESS

NOTES TO FINANCIAL STATEMENTS

Note 3. Capital Assets (Continued)

Capital asset activity for the year ended June 30, 2018 was as follows:

	Beginning Balance	Increases	Deletions	Transfers	Ending Balance
Capital assets not being depreciated or amortized:					
Construction in progress	\$ 23,904,164	\$ 24,562,151	\$ -	\$ (21,168,318)	\$ 27,297,997
Capital assets being depreciated or amortized:					
Rolling stock	270,949,091	-	(4,476,608)	18,807,435	285,279,918
Vehicles	167,422	28,286	(78,665)	-	117,043
Facilities	103,480,888	93,933	-	2,360,883	105,935,704
Track and signal improvements	83,485,350	-	(50,822)	-	83,434,528
Equipment and software	12,126,666	-	-	-	12,126,666
Equity in property of others	5,787,287	-	-	-	5,787,287
Furniture, equipment and software	5,550,152	161,059	-	-	5,711,211
Total capital assets being depreciated or amortized	481,546,856	283,278	(4,606,095)	21,168,318	498,392,357
Less accumulated depreciation or amortization for:					
Rolling stock	75,187,199	11,224,734	(4,476,608)	-	81,935,325
Vehicles	105,175	20,580	(78,665)	-	47,090
Facilities	38,389,881	3,135,568	-	-	41,525,449
Track and signal improvements	26,563,391	2,814,168	-	-	29,377,559
Equipment and software	10,672,766	706,856	-	-	11,379,622
Equity in property of others	3,636,668	167,245	-	-	3,803,913
Furniture, equipment and software	4,690,596	131,920	-	-	4,822,516
Total accumulated depreciation or amortization	159,245,676	18,201,071	(4,555,273)	-	172,891,474
Total capital assets being depreciated or amortized, net	322,301,180	(17,917,793)	(50,822)	21,168,318	325,500,883
Totals	\$ 346,205,344	\$ 6,644,358	\$ (50,822)	\$ -	\$ 352,798,880

Note 4. Long-Term Debt Obligations

The following is a summary of long-term liability activity for the year ended June 30, 2019:

	Beginning Balance	Increases	Decreases	Ending Balance	Due Within One Year
Capital leases	\$ 11,469,202	\$ -	\$ (1,436,789)	\$ 10,032,413	\$ 1,490,497
Bond payable	46,640,000	-	(2,280,000)	44,360,000	2,240,000
Unamortized premium	5,872,848	-	(398,159)	5,474,689	-
	63,982,050	-	(4,114,948)	59,867,102	3,730,497
Compensated absences	613,882	407,532	(397,540)	623,874	27,783
	\$ 64,595,932	\$ 407,532	\$ (4,512,488)	\$ 60,490,976	\$ 3,758,280

VIRGINIA RAILWAY EXPRESS

NOTES TO FINANCIAL STATEMENTS

Note 4. Long-Term Debt Obligations (Continued)

Federal arbitrage regulations apply to the Gallery IV capitalized lease.

Capitalized Lease – Gallery IV (11 cars)

\$25,100,000 capitalized lease obligation; \$965,679 due semi-annually, including interest at 4.59%, maturing in 2025, collateralized with Gallery IV railcars with a carrying value of \$14,072,353.

\$ 10,029,785

Future minimum lease payments as of June 30, 2019 are as follows:

Years Ending June 30,	Amount
2020	\$ 1,931,357
2021	1,931,357
2022	1,931,357
2023	1,931,357
2024	1,931,357
2025	<u>1,931,357</u>
Total minimum lease payments	11,588,142
Less amount representing interest	<u>1,558,357</u>
Present value of lease payments	<u>\$ 10,029,785</u>

Capitalized Lease – Copiers

\$63,450 capitalized lease obligations; \$1,329 due monthly, interest at 9.39%, maturing in 2020; collateralized with two multifunction copiers with a carrying value of \$0.

\$ 2,628

Future minimum lease payments as of June 30, 2019 are as follows:

Years Ending June 30,	Amount
2020	<u>\$ 2,658</u>
Total minimum lease payments	2,658
Less amount representing interest	<u>30</u>
Present value of lease payments	<u>\$ 2,628</u>

VIRGINIA RAILWAY EXPRESS

NOTES TO FINANCIAL STATEMENTS

Note 4. Long-Term Debt Obligations (Continued)

Note Payable – Gallery IV (60 cars)/VRA Bond Payable

In fiscal year 2008, VRE entered into an agreement with the Federal Railroad Administration (FRA) for a loan of up to \$72.5 million to purchase 50 Gallery railcars; in fiscal year 2009 the terms were amended to include ten additional Gallery railcars. A series of sixteen promissory notes were originally authorized and during fiscal year 2012 the balances on the individual notes were combined into a consolidated note. The note was secured by the revenues of VRE and the railcars.

In fiscal year 2018, VRE entered into a financing agreement with the Virginia Resources Authority (VRA) for the purposes of refunding the FRA consolidated promissory note and reducing VRE's debt service costs. As required by the authorizing resolutions of the Commissions and jurisdictions, the VRA refunding loan did not extend the term of the original borrowing and achieved net present value debt service savings of not less than three percent. The FRA note was refunded in full with the proceeds from the VRA financing, and VRE has pledged its revenues to the repayment of the principal, premium, and interest on the local bond purchased by VRA.

VRA Bond payable, \$46,640,000 Bond, due in variable bi-annual amounts, plus a bi-annual variable interest rate of 3.13% to 5.13% through October 1, 2032.

The carrying value of the railcars was \$65,406,906 at June 30, 2019. \$ 44,360,000

Mandatory debt service on Bond payable requirements as of June 30, 2019 are as follows:

Years Ending June 30,	Principal	Interest	Total Required
2020	\$ 2,240,000	\$ 2,050,400	\$ 4,290,400
2021	2,350,000	1,939,481	4,289,481
2022	2,475,000	1,815,841	4,290,841
2023	2,605,000	1,685,666	4,290,666
2024	2,745,000	1,548,572	4,293,572
2025-2029	16,035,000	5,420,978	21,455,978
2030-2033	15,910,000	1,254,106	17,164,106
Subtotal	44,360,000	15,715,044	60,075,044
Unamortized premium	5,474,689	-	-
Total	\$ 49,834,689	\$ 15,715,044	\$ 60,075,044

VIRGINIA RAILWAY EXPRESS

NOTES TO FINANCIAL STATEMENTS

Note 5. Pension Plan

Name of Plan: Virginia Retirement System (VRS)

Identification of Plan: Agent Multiple-Employer Pension Plan

Administering Entity: Virginia Retirement System (System)

A. Plan Description

All full-time, salaried permanent employees of VRE are automatically covered by a VRS Retirement Plan upon employment. This plan is administered by the Virginia Retirement System (the System) along with plans for other employer groups in the Commonwealth of Virginia. Members earn one month of service credit for each month they are employed and for which they and their employer pay contributions to VRS. Members are eligible to purchase prior service, based on specific criteria as defined in the *Code of Virginia*, as amended. Eligible prior service that may be purchased includes prior public service, active military service, certain periods of leave, and previously refunded service.

The System administers three different benefit structures for covered employees – Plan 1, Plan 2, and Hybrid. Each of these benefit structures has a different eligibility criteria. The specific information for each plan and the eligibility for covered groups within each plan are set out in the table below:

PLAN 1	PLAN 2	HYBRID RETIREMENT PLAN
About Plan 1	About Plan 2	About the Hybrid Retirement Plan
Plan 1 is a defined benefit plan. The retirement benefit is based on a member's age, creditable service and average final compensation at retirement using a formula.	Plan 2 is a defined benefit plan. The retirement benefit is based on a member's age, creditable service and average final compensation at retirement using a formula.	The Hybrid Retirement Plan combines the features of a defined benefit plan and a defined contribution plan. <ul style="list-style-type: none">• The defined benefit is based on a member's age, creditable service and average final compensation at retirement using a formula.• The benefit from the defined contribution component of the plan depends on the member and employer contributions made to the plan and the investment performance of those contributions.• In addition to the monthly benefit payment payable from the defined benefit plan at retirement, a member may start receiving distributions from the balance in the defined contribution account, reflecting the contributions, investment gains or losses, and any required fees.

VIRGINIA RAILWAY EXPRESS

NOTES TO FINANCIAL STATEMENTS

Note 5. Pension Plan (Continued)

A. Plan Description (Continued)

PLAN 1	PLAN 2	HYBRID RETIREMENT PLAN
<p>Eligible Members Employees are in Plan 1 if their membership date is before July 1, 2010, and they were vested as of January 1, 2013, and they have not taken a refund.</p> <p>Hybrid Opt-In Election Non-hazardous duty covered Plan 1 members were allowed to make an irrevocable decision to opt into the Hybrid Retirement Plan during a special election window held January 1 through April 30, 2014.</p> <p>The Hybrid Retirement Plan's effective date for eligible Plan 1 members who opted in was July 1, 2014.</p> <p>If eligible deferred members returned to work during the election window, they were also eligible to opt into the Hybrid Retirement Plan.</p> <p>Members who were eligible for an optional retirement plan (ORP) and had prior service under Plan 1 were not eligible to elect the Hybrid Retirement Plan and remain as Plan 1 or ORP.</p>	<p>Eligible Members Employees are in Plan 2 if their membership date is on or after July 1, 2010, or their membership date is before July 1, 2010, and they were not vested as of January 1, 2013.</p> <p>Hybrid Opt-In Election Eligible Plan 2 members were allowed to make an irrevocable decision to opt into the Hybrid Retirement Plan during a special election window held January 1 through April 30, 2014.</p> <p>The Hybrid Retirement Plan's effective date for eligible Plan 2 members who opted in was July 1, 2014.</p> <p>If eligible deferred members returned to work during the election window, they were also eligible to opt into the Hybrid Retirement Plan.</p> <p>Members who were eligible for an optional retirement plan (ORP) and have prior service under Plan 2 were not eligible to elect the Hybrid Retirement Plan and remain as Plan 2 or ORP.</p>	<p>Eligible Members Employees are in the Hybrid Retirement Plan if their membership date is on or after January 1, 2014. This includes:</p> <ul style="list-style-type: none"> • Political subdivision employees.* • Members in Plan 1 or Plan 2 who elected to opt into the plan during the election window held January 1 through April 30, 2014; the plan's effective date for opt-in members was July 1, 2014. <p>*Non-Eligible Members Some employees are not eligible to participate in the Hybrid Retirement Plan. They include:</p> <ul style="list-style-type: none"> • Political subdivision employees who are covered by enhanced benefits for hazardous duty employees <p>Those employees eligible for an optional retirement plan (ORP) must elect the ORP plan or the Hybrid Retirement Plan. If these members have prior service under Plan 1 or Plan 2, they are not eligible to elect the Hybrid Retirement Plan and must select Plan 1 or Plan 2 (as applicable) or ORP.</p>

VIRGINIA RAILWAY EXPRESS

NOTES TO FINANCIAL STATEMENTS

Note 5. Pension Plan (Continued)

A. Plan Description (Continued)

PLAN 1	PLAN 2	HYBRID RETIREMENT PLAN
<p>Retirement Contributions Employees contribute 5% of their compensation each month to their member contribution account through a pre-tax salary reduction. Member contributions are tax-deferred until they are withdrawn as part of a retirement benefit or as a refund. The employer makes a separate actuarially determined contribution to VRS for all covered employees. VRS invests both member and employer contributions to provide funding for the future benefit payment.</p>	<p>Retirement Contributions Same as Plan 1.</p>	<p>Retirement Contributions A member's retirement benefit is funded through mandatory and voluntary contributions made by the member and the employer to both the defined benefit and the defined contribution components of the plan. Mandatory contributions are based on a percentage of the employee's creditable compensation and are required from both the member and the employer. Additionally, members may choose to make voluntary contributions to the defined contribution component of the plan, and the employer is required to match those voluntary contributions according to specified percentages.</p>
<p>Creditable Service Creditable service includes active service. Members earn creditable service for each month they are employed in a covered position. It also may include credit for prior service the member has purchased or additional creditable service the member was granted. A member's total creditable service is one of the factors used to determine their eligibility for retirement and to calculate their retirement benefit. It also may count toward eligibility for the health insurance credit in retirement, if the employer offers the health insurance credit.</p>	<p>Creditable Service Same as Plan 1.</p>	<p>Creditable Service <u>Defined Benefit Component</u> Under the defined benefit component of the plan, creditable service includes active service. Members earn creditable service for each month they are employed in a covered position. It also may include credit for prior service the member has purchased or additional creditable service the member was granted. A member's total creditable service is one of the factors used to determine their eligibility for retirement and to calculate their retirement benefit. It also may count toward eligibility for the health insurance credit in retirement, if the employer offers the health insurance credit.</p> <p><u>Defined Contribution Component</u> Under the defined contribution component, creditable service is used to determine vesting for the employer contribution portion of the plan.</p>

VIRGINIA RAILWAY EXPRESS

NOTES TO FINANCIAL STATEMENTS

Note 5. Pension Plan (Continued)

A. Plan Description (Continued)

PLAN 1	PLAN 2	HYBRID RETIREMENT PLAN
<p>Vesting Vesting is the minimum length of service a member needs to qualify for a future retirement benefit. Members become vested when they have at least five years (60 months) of creditable service. Vesting means members are eligible to qualify for retirement if they meet the age and service requirements for their plan. Members also must be vested to receive a full refund of their member contribution account balance if they leave employment and request a refund.</p> <p>Members are always 100% vested in the contributions they make.</p>	<p>Vesting Same as Plan 1.</p>	<p>Vesting <u>Defined Benefit Component</u> Defined benefit vesting is the minimum length of service a member needs to qualify for a future retirement benefit. Members are vested under the defined benefit component of the Hybrid Retirement Plan when they reach five years (60 months) of creditable service. Plan 1 or Plan 2 members with at least five years (60 months) of creditable service who opted into the Hybrid Retirement Plan remain vested in the defined benefit component.</p> <p><u>Defined Contribution Component</u> Defined contribution vesting refers to the minimum length of service a member needs to be eligible to withdraw the employer contributions from the defined contribution component of the plan.</p> <p>Members are always 100% vested in the contributions they make.</p> <p>Upon retirement or leaving covered employment, a member is eligible to withdraw a percentage of employer contributions to the defined contribution component of the plan, based on service.</p> <ul style="list-style-type: none"> • After two years, a member is 50% vested and may withdraw 50% of employer contributions. • After three years, a member is 75% vested and may withdraw 75% of employer contributions. • After four or more years, a member is 100% vested and may withdraw 100% of employer contributions. <p>Distribution is not required by law until age 70½.</p>

VIRGINIA RAILWAY EXPRESS

NOTES TO FINANCIAL STATEMENTS

Note 5. Pension Plan (Continued)

A. Plan Description (Continued)

PLAN 1	PLAN 2	HYBRID RETIREMENT PLAN
<p>Calculating the Benefit The Basic Benefit is calculated based on a formula using the member's average final compensation, a retirement multiplier and total service credit at retirement. It is one of the benefit payout options available to a member at retirement.</p> <p>An early retirement reduction factor is applied to the Basic Benefit if the member retires with a reduced retirement benefit or selects a benefit payout option other than the Basic Benefit.</p>	<p>Calculating the Benefit See definition under Plan 1.</p>	<p>Calculating the Benefit <u>Defined Benefit Component</u> See definition under Plan 1</p> <p><u>Defined Contribution Component</u> The benefit is based on contributions made by the member and any matching contributions made by the employer, plus net investment earnings on those contributions.</p>
<p>Average Final Compensation A member's average final compensation is the average of the 36 consecutive months of highest compensation as a covered employee.</p>	<p>Average Final Compensation A member's average final compensation is the average of their 60 consecutive months of highest compensation as a covered employee.</p>	<p>Average Final Compensation Same as Plan 2. It is used in the retirement formula for the defined benefit component of the plan.</p>
<p>Service Retirement Multiplier The retirement multiplier is a factor used in the formula to determine a final retirement benefit. The retirement multiplier for non-hazardous duty members is 1.70%.</p>	<p>Service Retirement Multiplier Same as Plan 1 for service earned, purchased or granted prior to January 1, 2013. For non-hazardous duty members the retirement multiplier is 1.65% for creditable service earned, purchased or granted on or after January 1, 2013.</p>	<p>Service Retirement Multiplier <u>Defined Benefit Component</u> The retirement multiplier for the defined benefit component is 1.0%.</p> <p>For members who opted into the Hybrid Retirement Plan from Plan 1 or Plan 2, the applicable multipliers for those plans will be used to calculate the retirement benefit for service credited in those plans.</p>
<p>Normal Retirement Age Age 65.</p>	<p>Normal Retirement Age Normal Social Security retirement age.</p>	<p>Normal Retirement Age <u>Defined Benefit Component</u> Same as Plan 2.</p> <p><u>Defined Contribution Component</u> Members are eligible to receive distributions upon leaving employment, subject to restrictions.</p>

VIRGINIA RAILWAY EXPRESS

NOTES TO FINANCIAL STATEMENTS

Note 5. Pension Plan (Continued)

A. Plan Description (Continued)

PLAN 1	PLAN 2	HYBRID RETIREMENT PLAN
Earliest Unreduced Retirement Eligibility Age 65 with at least five years (60 months) of creditable service or at age 50 with at least 30 years of creditable service.	Earliest Unreduced Retirement Eligibility Normal Social Security retirement age and have at least five years (60 months) of creditable service or when their age and service equal 90.	Earliest Unreduced Retirement Eligibility Defined Benefit Component Normal Social Security retirement age and have at least five years (60 months) of creditable service or when their age and service equal 90. Defined Contribution Component Members are eligible to receive distributions upon leaving employment, subject to restrictions.
Earliest Reduced Retirement Eligibility Age 55 with at least five years (60 months) of creditable service or age 50 with at least 10 years of creditable service.	Earliest Reduced Retirement Eligibility Age 60 with at least five years (60 months) of creditable service.	Earliest Reduced Retirement Eligibility Defined Benefit Component Age 60 with at least five years (60 months) of creditable service. Defined Contribution Component Members are eligible to receive distributions upon leaving employment, subject to restrictions.
Cost-of-Living Adjustment (COLA) in Retirement The COLA matches the first 3% increase in the Consumer Price Index for all Urban Consumers (CPI-U) and half of any additional increase (up to 4%) up to a maximum COLA of 5%. Eligibility: For members who retire with an unreduced benefit or with a reduced benefit with at least 20 years of creditable service, the COLA will go into effect on July 1 after one full calendar year from the retirement date. For members who retire with a reduced benefit and who have less than 20 years of creditable service, the COLA will go into effect on July 1 after one calendar year following the unreduced retirement eligibility date.	Cost-of-Living Adjustment (COLA) in Retirement The COLA matches the first 2% increase in the Consumer Price Index for all Urban Consumers (CPI-U) and half of any additional increase (up to 2%), for a maximum COLA of 3%. Eligibility: Same as Plan 1.	Cost-of-Living Adjustment (COLA) in Retirement Defined Benefit Component Same as Plan 2. Defined Contribution Component Not applicable. Eligibility: Same as Plan 1 and Plan 2.

VIRGINIA RAILWAY EXPRESS

NOTES TO FINANCIAL STATEMENTS

Note 5. Pension Plan (Continued)

A. Plan Description (Continued)

PLAN 1	PLAN 2	HYBRID RETIREMENT PLAN
Cost-of-Living Adjustment (COLA) in Retirement (Continued)	Cost-of-Living Adjustment (COLA) in Retirement (Continued)	Cost-of-Living Adjustment (COLA) in Retirement (Continued)
<p><u>Exceptions to COLA Effective Dates:</u> The COLA is effective July 1 following one full calendar year (January 1 to December 31) under any of the following circumstances:</p> <ul style="list-style-type: none"> • The member is within five years of qualifying for an unreduced retirement benefit as of January 1, 2013. • The member retires on disability. • The member retires directly from short-term or long-term disability under the Virginia Sickness and Disability Program (VSDP). • The member is involuntarily separated from employment for causes other than job performance or misconduct and is eligible to retire under the Workforce Transition Act or the Transitional Benefits Program. • The member dies in service and the member's survivor or beneficiary is eligible for a monthly death-in-service benefit. The COLA will go into effect on July 1 following one full calendar year (January 1 to December 31) from the date the monthly benefit begins. 	<p><u>Exceptions to COLA Effective Dates:</u> Same as Plan 1.</p>	<p><u>Exceptions to COLA Effective Dates:</u> Same as Plan 1 and Plan 2.</p>
<p>Disability Coverage Members who are eligible to be considered for disability retirement and retire on disability, the retirement multiplier is 1.7% on all service, regardless of when it was earned, purchased or granted.</p>	<p>Disability Coverage Members who are eligible to be considered for disability retirement and retire on disability, the retirement multiplier is 1.65% on all service, regardless of when it was earned, purchased or granted.</p>	<p>Disability Coverage Eligible political subdivision (including Plan 1 and Plan 2 opt-ins) participate in the Virginia Local Disability Program (VLDP) unless their local governing body provides an employer-paid comparable program for its members.</p> <p>Hybrid members (including Plan 1 and Plan 2 opt-ins) covered under VLDP are subject to a one-year waiting period before becoming eligible for non-work related disability benefits.</p>

VIRGINIA RAILWAY EXPRESS

NOTES TO FINANCIAL STATEMENTS

Note 5. Pension Plan (Continued)

A. Plan Description (Continued)

PLAN 1	PLAN 2	HYBRID RETIREMENT PLAN
Purchase of Prior Service Members may be eligible to purchase service from previous public employment, active duty military service, an eligible period of leave or VRS refunded service as creditable service in their plan. Prior creditable service counts toward vesting, eligibility for retirement and the health insurance credit. Only active members are eligible to purchase prior service. Members also may be eligible to purchase periods of leave without pay.	Purchase of Prior Service Same as Plan 1.	Purchase of Prior Service <u>Defined Benefit Component</u> Same as Plan 1, with the following exceptions: <ul style="list-style-type: none"> Hybrid Retirement Plan members are ineligible for ported service. <u>Defined Contribution Component</u> Not applicable.

B. Employees Covered by Benefit Terms

As of the June 30, 2017 actuarial valuation, the following employees were covered by the benefit terms of the pension plan:

	Number
Inactive Members or Their Beneficiaries Currently Receiving Benefits	23
Inactive Members:	
Vested	17
Non-vested	26
Active elsewhere in VRS	9
Total inactive members	52
Active Members	99
Total covered employees	174

VIRGINIA RAILWAY EXPRESS

NOTES TO FINANCIAL STATEMENTS

Note 5. Pension Plan (Continued)

C. Contributions

The contribution requirement for active employees is governed by Section 51.1-145 of the *Code of Virginia*, as amended, but may be impacted as a result of funding options provided to political subdivisions by the Virginia General Assembly. Employees are required to contribute 5.00% of their compensation toward their retirement. VRE elected to not phase in the increase, but rather provided a 5.00% salary increase to all employees on July 1, 2012.

VRE's contractually required contribution rate for the year ended June 30, 2019 was 4.93% of covered employee compensation. This rate was based on an actuarially determined rate from an actuarial valuation as of June 30, 2017.

This rate, when combined with employee contributions, was expected to finance the costs of benefits earned by an employee during the year, with an additional amount to finance any unfunded accrued liability. Contributions to the pension plan from VRE were \$205,842 and \$237,355 for the years ended June 30, 2019 and 2018, respectively.

D. Net Pension Asset/Liability

VRE's net pension asset is calculated separately for each employer and represents that particular employer's total pension liability determined in accordance with GASB Statement No. 68, less that employer's fiduciary net position. For political subdivisions, the net pension liability (asset) was measured as of June 30, 2018. The total pension liability used to calculate the net pension liability (asset) was determined by an actuarial valuation performed as of June 30, 2017 rolled forward to the measurement date of June 30, 2018.

E. Actuarial Assumptions

The total pension liability for VRE's retirement plan was based on an actuarial valuation as of June 30, 2017, using the Entry Age Normal Actuarial cost method and the following assumptions, applied to all periods included in the measurement and rolled forward to the measurement date of June 30, 2018.

Inflation	2.5%
Salary increases, including inflation	3.5% - 5.35%
Investment rate of return	7.0 percent, net of pension plan investment expenses, including inflation

* Administrative expenses as a percent of the market value of assets for the last experience study were found to be approximately 0.06% of the market assets for all of the VRS plans. This would provide an assumed investment return rate for GASB purposes of slightly more than the assumed 7.0%. However, since the difference was minimal, and a more conservative 7.0% investment return assumption provided a projected plan net position that exceeded the projected benefit payments, the long-term expected rate of return on investments was assumed to be 7.0% to simplify preparation of pension liabilities.

VIRGINIA RAILWAY EXPRESS

NOTES TO FINANCIAL STATEMENTS

Note 5. Pension Plan (Continued)

E. Actuarial Assumptions (Continued)

Mortality Rates

Mortality Rates:	15% of deaths are assumed to be service related.
- Pre-retirement:	RP-2014 Employee Rates at age 80, Healthy Annuitant Rates at ages 81 and older projected with scale BB to 2020; males 95% of rates; females 105% of rates
- Post-retirement:	RP-2014 Employee Rates to age 49, Healthy Annuitant Rates at ages 50 and older projected with scale BB to 2020; males set forward 3 years; females 1.0% increase compounded from ages 70 to 90
- Post-disablement:	RP-2014 Disabled Life Mortality Table Projected with scale BB to 2020; males set forward 2 years, 110% of rates; females 125% of rates.

The actuarial assumptions used in the June 30, 2017 valuation were based on the results of an actuarial experience study for the period of July 1, 2012 through June 30, 2016. Changes to the actuarial assumptions as a result of the experience study are as follows:

Mortality Rates (Pre-retirement, post-retirement healthy, and disabled)	Update to a more current mortality table – RP-2014 projected to 2020
Retirement Rates	Lowered rates at older ages and changed final retirement from 70 to 75
Withdrawal Rates	Adjusted rates to better fit experience at each year age and service through nine years of service
Disability Rates	Lowered rates
Salary Scale	No change

F. Long-Term Expected Rate of Return

The long-term expected rate of return on pension System investments was determined using log-normal distribution analysis in which best-estimate ranges of expected future real rates of return (expected returns, net of pension System investment expense and inflation) are developed for each major asset class. These ranges are combined to produce the long-term expected rate of return by weighting the expected future real rates of return by the target asset allocation percentage and by adding expected inflation. The target asset allocation and best estimates of arithmetic real rates of return for each major asset class are summarized in the following table:

VIRGINIA RAILWAY EXPRESS

NOTES TO FINANCIAL STATEMENTS

Note 5. Pension Plan (Continued)

F. Long-Term Expected Rate of Return (Continued)

Long-Term Expected Rate of Return (Continued)

Asset Class (Strategy)	Target Allocation	Arithmetic Long-Term Expected Rate of Return	Weighted Average Long-Term Expected Rate of Return
Public Equity	40.00%	4.54%	1.82%
Fixed Income	15.00%	0.69%	0.10%
Credit Strategies	15.00%	3.96%	0.59%
Real Assets	15.00%	5.76%	0.86%
Private Equity	15.00%	9.53%	1.43%
Total	100.00%		4.80%
		Inflation	2.50%
		* Expected arithmetic nominal return	7.30%

* The above allocation provides a one-year return of 7.30%. However, one-year returns do not take into account the volatility present in each of the asset classes. In setting the long-term expected return for the system, stochastic projections are employed to model future returns under various economic conditions. The results provide a range of returns over various time periods that ultimately provide a median return of 6.83%, including expected inflation of 2.50%.

VIRGINIA RAILWAY EXPRESS

NOTES TO FINANCIAL STATEMENTS

Note 5. Pension Plan (Continued)

G. Discount Rate

The discount rate used to measure the total pension asset was 7.00%. The projection of cash flows used to determine the discount rate assumed that System member contributions will be made per the VRS Statutes and the employer contributions will be made in accordance with the VRS funding policy at rates equal to the difference between actuarially determined contribution rates adopted by the VRS Board of Trustees and the member rate. Consistent with the phased-in funding provided by the General Assembly for state and teacher employer contributions; political subdivisions were also provided with an opportunity to use an alternate employer contribution rate. For the year ended June 30, 2018, the alternate rate was the employer contribution rate used in fiscal year 2012 or 90% of the actuarially determined employer contribution rate from the June 30, 2015, actuarial valuations, whichever was greater. From July 1, 2018 on, participating employers are assumed to continue to contribute 100% of the actuarially determined contribution rates. Based on those assumptions, the pension plan's fiduciary net position was projected to be available to make all projected future benefit payments of current active and inactive employees. Therefore, the long-term expected rate of return was applied to all periods of projected benefit payments to determine the total pension liability.

H. Changes in the Net Pension (Asset) Liability

	Total Pension Liability	Plan Fiduciary Net Position	Net Pension Liability (Asset)
Balance at June 30, 2017	\$ 16,411,809	\$ 16,921,826	\$ (510,017)
Changes for the year:			
Service cost	796,518	-	796,518
Interest	1,132,348	-	1,132,348
Difference between expected and expected and actual experience	108,387	-	108,387
Contributions – employer	-	413,760	(413,760)
Contributions – employee	-	411,106	(411,106)
Net investment income	-	1,265,980	(1,265,980)
Benefit payments, including refunds of employee contributions	(470,829)	(470,829)	-
Administrative expense	-	(10,415)	10,415
Other changes	-	(1,150)	1,150
Net changes	1,566,424	1,608,452	(42,028)
Balance at June 30, 2018	\$ 17,978,233	\$ 18,530,278	\$ (552,045)

The information above is derived from the actuarial valuation report for the Potomac and Rappahannock Transportation Commission, which consolidates information for both PRTC and VRE employees. No separate data on funding progress is available solely for VRE. VRE has recorded a net pension asset of \$320,509 on its Statements of Net Position based on a percentage of contributions to the plan for fiscal year 2018. VRE's percentage of total contributions to the plan was 58.06 percent. This percentage was used to allocate a portion of the net pension asset to VRE.

VIRGINIA RAILWAY EXPRESS

NOTES TO FINANCIAL STATEMENTS

Note 5. Pension Plan (Continued)

I. Sensitivity of the Net Pension (Asset) Liability to Changes in the Discount Rate

The following presents VRE's portion of the net pension asset/liability, using the discount rate of 7.00 percent, as well as what VRE's net pension (asset) liability would be if it were calculated using a discount rate that is 1-percentage-point lower (6.00 percent) or 1-percentage-point higher (8.00 percent) than the current rate:

	1% Decrease (6.00%)	Current Discount Rate (7.00%)	1% Increase (8.00%)
Plan's net pension (asset) liability	\$ 1,149,458	\$ (320,509)	\$ (1,535,282)

J. Pension Expense and Deferred Outflows and Inflows of Resources Related to Pensions

For the year ended June 30, 2019, VRE recognized pension expense of (\$78,973). VRE also reported deferred outflows and inflows of resources from the following sources:

	Deferred Outflows of Resources	Deferred Inflows of Resources
Differences between expected and actual experience	\$ 135,143	\$ -
Changes of assumptions	-	76,301
Net difference between projected and actual earnings on pension plan investments	-	98,176
Employer contributions subsequent to the measurement date	205,842	-
Total	\$ 340,985	\$ 174,477

The \$205,842 reported as deferred outflows of resources related to pensions resulting from VRE's contributions subsequent to the measurement date will be recognized as a decrease of the net pension liability in the year ending June 30, 2020. Other amounts reported as deferred outflows of resources related to pensions will be recognized in pension expense as follows:

Year Ending June 30,	Amount
2020	\$ 52,903
2021	3,616
2022	(95,027)
2023	(826)
	\$ (39,334)

K. Pension Plan Data

Information about the VRS Political Subdivision Retirement Plan is also available in the separately issued VRS 2018 Comprehensive Annual Financial Report (CAFR). A copy of the 2018 VRS CAFR is publicly available through the About VRS link on the VRS website at www.varetire.org, or a copy may be obtained by submitting a request to the VRS Chief Financial Officer at P.O. Box 2500, Richmond, Virginia 23218-2500.

VIRGINIA RAILWAY EXPRESS

NOTES TO FINANCIAL STATEMENTS

Note 6. Group Life Insurance Program

A. Plan Description

The VRS Group Life Insurance Program (GLI) is an other postemployment benefits (OPEB) plan. All full-time, salaried permanent employees of VRE are automatically covered by the GLI upon employment. This plan is administered by the Virginia Retirement System (the System), along with pensions and other OPEB plans, for public employer groups in the Commonwealth of Virginia.

In addition to the Basic GLI benefit, members are also eligible to elect additional coverage for themselves as well as a spouse or dependent children through the Optional GLI. For members who elect the optional GLI coverage, the insurer bills employers directly for the premiums. Employers deduct these premiums from the members' paychecks and pay the premiums to the insurer. Since this is a separate and fully insured program, it is not included as part of the GLI OPEB.

The specific information for GLI OPEB, including eligibility, coverage and benefits is set out in the table below:

GROUP LIFE INSURANCE PROGRAM PLAN PROVISIONS	
Eligible Employees	<p>The GLI was established July 1, 1960, for state employees, teachers and employees of political subdivisions that elect the program.</p> <p>Basic GLI coverage is automatic upon employment. Coverage ends for employees who leave their position before retirement eligibility or who take a refund of their accumulated retirement member contributions and accrued interest.</p>
Benefit Amounts	<p>The benefits payable under the GLI have several components.</p> <ul style="list-style-type: none">• Natural Death Benefit – The natural death benefit is equal to the employee's covered compensation rounded to the next highest thousand and then doubled.• Accidental Death Benefit – The accidental death benefit is double the natural death benefit.• Other Benefit Provisions – In addition to the basic natural and accidental death benefits, the program provides additional benefits provided under specific circumstances. These include:<ul style="list-style-type: none">○ Accidental dismemberment benefit○ Safety belt benefit○ Repatriation benefit○ Felonious assault benefit○ Accelerated death benefit option
Reduction in Benefit Amounts	<p>The benefit amounts provided to members covered under the GLI are subject to a reduction factor. The benefit amount reduces by 25% on January 1 following one calendar year of separation. The benefit amount reduces by an additional 25% on each subsequent January 1 until it reaches 25% of its original value.</p>
Minimum Benefit Amount and Cost-of-Living Adjustment (COLA)	<p>For covered members with at least 30 years of creditable service, there is a minimum benefit payable under GLI. The minimum benefit was set at \$8,000 by statute. This amount is increased annually based on the VRS Plan 2 COLA and was increased to \$8,279 effective July 1, 2018.</p>

VIRGINIA RAILWAY EXPRESS

NOTES TO FINANCIAL STATEMENTS

Note 6. Group Life Insurance Program (Continued)

B. Contributions

The contribution requirements for the GLI are governed by Sections 51.1-506 and 51.1-508 of the *Code of Virginia*, as amended, but may be impacted as a result of funding provided to state agencies and school divisions by the Virginia General Assembly. The total rate for the GLI was 1.31% of covered employee compensation. This was allocated into an employee and an employer component using a 60/40 split. The employee component was 0.79% (1.31% X 60%) and the employer component was 0.52% (1.31% X 40%). Employers may elect to pay all or part of the employee contribution, however, the employer must pay all of the employer contribution. Each employer's contractually required employer contribution rate for the year ended June 30, 2019 was 0.52% of covered employee compensation. This rate was based on an actuarially determined rate from an actuarial valuation as of June 30, 2017. The actuarially determined rate, when combined with employee contributions, was expected to finance the costs of benefits payable during the year, with an additional amount to finance any unfunded accrued liability. Contributions to the GLI from VRE were \$28,749 and \$27,301 for the years ended June 30, 2019 and June 30, 2018, respectively.

C. GLI OPEB Liabilities, GLI OPEB Expense, and Deferred Outflows of Resources and Deferred Inflows of Resources Related to the Group Life Insurance Program OPEB

At June 30, 2019, VRE reported a liability of \$431,852 for its proportionate share of the net GLI OPEB liability. The net GLI OPEB liability was measured as of June 30, 2018 and the total GLI OPEB liability used to calculate the net GLI OPEB liability was determined by an actuarial valuation as of that date. The covered employer's proportion of the net GLI OPEB liability was based on the covered employer's actuarially determined employer contributions to the GLI for the year ended June 30, 2018 relative to the total of the actuarially determined employer contributions for all participating employers. At June 30, 2018, the participating employer's proportion was 28,120 or 0.04670% as compared to \$26,631 or 0.04678% at June 30, 2017.

For the year ended June 30, 2019, VRE recognized GLI OPEB expense of \$19,830. Since there was a change in the proportionate share between measurement dates, a portion of the GLI OPEB expense was related to deferred amounts from changes in proportion.

At June 30, 2019, the employer reported deferred outflows of resources and deferred inflows of resources related to the GLI OPEB from the following sources:

	Deferred Outflows of Resources	Deferred Inflows of Resources
Net difference between expected and actual experience	\$ 21,319	\$ 7,309
Changes of assumptions	-	18,274
Net difference between projected and actual earning on GLI OPEB program investments	-	14,009
Changes in proportion	25,582	-
Employer contributions subsequent to measurement date	28,749	-
	<u>\$ 75,650</u>	<u>\$ 39,592</u>

The information above is derived from the actuarial valuation report for the Potomac and Rappahannock Transportation Commission, which consolidates information for both PRTC and VRE employees. No separate data on funding progress is available solely for VRE. VRE has recorded a net GLI OPEB liability of \$431,852 on its Statements of Net Position based on a percentage of contributions to the plan for fiscal year 2018. VRE's percentage of total contributions to the plan was 60.9 percent. This percentage was used to allocate a portion of the net GLI OPEB liability to VRE.

VIRGINIA RAILWAY EXPRESS

NOTES TO FINANCIAL STATEMENTS

Note 6. Group Life Insurance Program (Continued)

C. GLI OPEB Liabilities, GLI OPEB Expense, and Deferred Outflows of Resources and Deferred Inflows of Resources Related to the Group Life Insurance Program OPEB (Continued)

The \$28,749 reported as deferred outflows of resources related to the GLI OPEB resulting from the employer's contributions subsequent to the measurement date will be recognized as a reduction of the net GLI OPEB liability in the fiscal year ending June 30, 2020. Other amounts reported as deferred outflows of resources and deferred inflows of resources related to the GLI OPEB will be recognized in the GLI OPEB expense in future reporting periods as follows:

Year Ending June 30,	Amount
2020	\$ (609)
2021	(609)
2022	(609)
2023	3,044
2024	4,874
Thereafter	1,218
	<u>\$ 7,309</u>

D. Actuarial Assumptions

The total GLI OPEB liability was based on an actuarial valuation as of June 30, 2017, using the Entry Age Normal actuarial cost method and the following assumptions, applied to all periods included in the measurement and rolled forward to the measurement date of June 30, 2018.

Inflation	2.5%
Salary increases, including inflation:	
Locality – general employees	3.5%-5.35%
Investment rate of return	7.0%, net of investment expenses, including inflation*

* Administrative expenses as a percent of the market value of assets for the last experience study were found to be approximately 0.06% of the market assets for all of the VRS plans. This would provide an assumed investment return rate for GASB purposes of slightly more than the assumed 7.0%. However, since the difference was minimal, and a more conservative 7.0% investment return assumption provided a projected plan net position that exceeded the projected benefit payments, the long-term expected rate of return on investments was assumed to be 7.0% to simplify preparation of the OPEB liabilities.

Mortality Rates – Non-Largest Ten Locality Employers – General Employees

Pre-Retirement: RP-2014 Employee Rates to age 80, Healthy Annuitant Rates to 81 and older projected with Scale BB to 2020; males 95% of rates; females 105% of rates.

Post-Retirement: RP-2014 Employee Rates to age 49, Healthy Annuitant Rates at ages 50 and older projected with Scale BB to 2020; males set forward three years; females 1.0% increase compounded from ages 70 to 90.

Post-Disablement: RP-2014 Disability Life Mortality Table projected with Scale BB to 2020; males set forward two years, 110% of rates; females 125% of rates.

VIRGINIA RAILWAY EXPRESS

NOTES TO FINANCIAL STATEMENTS

Note 6. Group Life Insurance Program (Continued)

D. Actuarial Assumptions (Continued)

The actuarial assumptions used in the June 30, 2017 valuation were based on the results of an actuarial experience study for the period from July 1, 2012 through June 30, 2016. Changes to the actuarial assumptions as a result of the experience study are as follows:

Mortality Rates (pre-retirement, post-retirement healthy, and disabled)	Updated to a more current mortality table – RP-2014 projected to 2020
Retirement Rates	Lowered retirement rates at older ages and extended final retirement age from 70 to 75
Withdrawal Rates	Adjusted termination rates to better fit experience at each age and service year
Disability Rates	Lowered disability rates
Salary Scale	No change

E. Net GLI OPEB Liability

The net OPEB liability (NOL) for the GLI represents the program's total OPEB liability determined in accordance with GASB Statement No. 74, less the associated fiduciary net position. As of the measurement date of June 30, 2018, NOL amounts for the GLI are as follows (amounts expressed in thousands):

	<u>GLI OPEB Program</u>
Total GLI OPEB liability	\$ 3,113,508
Plan fiduciary net position	<u>1,594,773</u>
Employers' net GLI OPEB liability	<u>\$ 1,518,735</u>

Plan fiduciary net position as a percentage of the total GLI OPEB liability	51.22%
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The total GLI OPEB liability is calculated by the System's actuary, and each plan's fiduciary net position is reported in the System's financial statements. The net GLI OPEB liability is disclosed in accordance with the requirements of GASB Statement No. 74 in the System's notes to the financial statements and required supplementary information.

VIRGINIA RAILWAY EXPRESS

NOTES TO FINANCIAL STATEMENTS

Note 6. Group Life Insurance Program (Continued)

F. Long-Term Expected Rate of Return

The long-term expected rate of return on the System's investments was determined using a log-normal distribution analysis in which best-estimate ranges of expected future real rates of return (expected returns, net of System's investment expense and inflation) are developed for each major asset class. These ranges are combined to produce the long-term expected rate of return by weighting the expected future real rates of return by the target asset allocation percentage and by adding expected inflation. The target asset allocation and best estimate of arithmetic real rates of return for each major asset class are summarized in the following table:

Asset Class (Strategy)	Target Allocation	Arithmetic Long-Term Expected Rate of Return	Weighted Average Long-Term Expected Rate of Return
Public Equity	40.00%	4.54%	1.82%
Fixed Income	15.00%	0.69%	0.10%
Credit Strategies	15.00%	3.96%	0.59%
Real Assets	15.00%	5.76%	0.86%
Private Equity	15.00%	9.53%	1.43%
Total	100.00%		4.80%
		Inflation	2.50%
		* Expected arithmetic nominal return	7.30%

* The above allocation provides a one-year return of 7.30%. However, one-year returns do not take into account the volatility present in each of the asset classes. In setting the long-term expected return for the System, stochastic projections are employed to model future returns under various economic conditions. The results provide a range of returns over various time periods that ultimately provide a median return of 6.83%, including expected inflation of 2.50%.

G. Discount Rate

The discount rate used to measure the total GLI OPEB liability was 7.00%. The projection of cash flows used to determine the discount rate assumed that member contributions will be made per the VRS guidance and the employer contributions will be made in accordance with the VRS funding policy at rates equal to the difference between actuarially determined contribution rates adopted by the VRS Board of Trustees and the member rate. Through the fiscal year ending June 30, 2018, the rate contributed by VRE for the GLI OPEB will be subject to the portion of the VRS Board-certified rates that are funded by the Virginia General Assembly which was 100% of the actuarially determined contribution rate. From July 1, 2019 on, employers are assumed to continue to contribute 100% of the actuarially determined contribution rates. Based on those assumptions, the GLI OPEB's fiduciary net position was projected to be available to make all projected future benefit payments of eligible employees. Therefore, the long-term expected rate of return was applied to all periods of projected benefit payments to determine the total GLI OPEB liability.

VIRGINIA RAILWAY EXPRESS

NOTES TO FINANCIAL STATEMENTS

Note 6. Group Life Insurance Program (Continued)

H. Sensitivity of VRE's Proportionate Share of the Net OPEB Liability to Changes in the Discount Rate

The following presents VRE's proportionate share of the net GLI OPEB liability using the discount rate of 7.00%, as well as what VRE's proportionate share of the net GLI OPEB liability would be if it were calculated using a discount rate that is one percentage point lower (6.00%) or one percentage point higher (8.00%) than the current rate:

	1% Decrease (6.00%)	Current Discount Rate (7.00%)	1% Increase (8.00%)
VRE's proportionate share of the GLI net OPEB liability	\$ 564,636	\$ 431,852	\$ 324,041

I. Group Life Insurance Program Fiduciary Net Position

Detailed information about the GLI's Fiduciary Net Position is available in the separately issued VRS 2018 Comprehensive Annual Financial Report (CAFR). A copy of the 2018 VRS CAFR may be downloaded from the VRS website at <http://www.varetire.org/Pdf/Publications/2018-annual-report.pdf>, or by writing to the System's Chief Financial Officer at P.O. Box 2500, Richmond, Virginia, 23218-2500.

Note 7. Operating Leases and Agreements

Operating Access Agreements with CSX Transportation and Norfolk Southern railroads provide the Commissions the right to use tracks owned by the railroads in the provision of commuter rail passenger service. These agreements require the Commissions to pay the railroads a monthly base fee and to reimburse the railroads for any incremental cost incurred by the railroads as a result of providing track access for commuter rail service. For the years ended June 30, 2019 and 2018, annual track usage fees totaled approximately \$9,875,000 and \$9,888,000, respectively, and facility and other identified costs totaled approximately \$639,000 and \$571,000, respectively. The decrease in track usage fees primarily reflects both normal annual increases to the base fees, offset by the elimination of two non-revenue daily train movements as a result of the L'Enfant Storage Track North project entering service in fiscal year 2019.

The agreement between Amtrak and the Commissions for access to and storage of equipment at Union Station and midday services and electrical power became effective on July 1, 2015. For the years ended June 30, 2019 and 2018, costs for track access and equipment storage totaled approximately \$6,597,000 and \$6,628,000, respectively, and midday maintenance, utility and other services totaled approximately \$4,515,000 and \$4,965,000, respectively. Cost adjustments will be made in fiscal year 2020 to reflect changes to various published cost indices and the number of trains that have access to and are stored and serviced at the terminal. After October 1, 2015, charges for terminal access are determined in accordance with the cost-sharing arrangement for the Northeast Corridor passenger rail infrastructure mandated by the Passenger Rail Investment and Improvement Act of 2008 (PRIIA).

The Commissions signed a contract with Keolis Rail Services Virginia, LLC, for train operations and maintenance for a five-year period beginning July 1, 2015. Separate contracts for maintenance of equipment and facilities became effective for the period beginning July 1, 2016. The cost of train operations and maintenance for the years ended June 30, 2019 and 2018 totaled approximately \$22,512,000 and \$22,060,000, respectively. Costs are based on an annual budget prepared in advance. Costs in fiscal year 2019 reflect contractual increases and added services, including a focus on asset management programs. Costs for fiscal year 2020 will be adjusted for service additions or deletions and annual changes to the Consumer Price Index.

VIRGINIA RAILWAY EXPRESS

NOTES TO FINANCIAL STATEMENTS

Note 8. Related Party Transactions

VRE reimburses the Commissions for expenditures made on behalf of VRE. During 2019 and 2018, these payments included \$7,643,259 and \$7,187,956 of salary-related costs and \$6,100 and \$6,131 of administrative costs, respectively, which are functionally classified with similar payments made directly to vendors and contractors. In addition, VRE pays the Commissions for direct labor and associated indirect costs incurred for services rendered under budgeted activities for VRE. These staff support payments totaled \$80,000 to NVTC for both periods, and \$119,881 and \$110,833 to PRTC during 2019 and 2018, respectively.

VRE also contracts with PRTC for connecting bus service to selected stations on an as needed basis. PRTC bus service costs amounted to approximately \$656 and \$9,624 in 2019 and 2018, respectively. Amounts payable to NVTC and PRTC were \$14,781 and \$2,015,228, respectively, at June 30, 2019 and \$7,168 and \$1,383,417, respectively, at June 30, 2018.

Note 9. Liability Insurance Plan

VRE is exposed to various risks of loss related to torts; theft of, damage to and destruction of assets; and natural disasters. The Virginia Department of Treasury, Division of Risk Management has established the terms of VRE's Commuter Rail Operations Liability Plan (the Insurance Plan). The Insurance Plan consists of a combination of self-insurance reserves and purchased insurance in amounts actuarially determined to meet the indemnification requirements of the Operating Access Agreements and the Purchase of Services Agreement and VRE's own need for liability and property coverage. The Commissions indemnify each of the railroads in an amount up to the passenger rail liability cap (currently at \$295,000,000) for any claims against persons or property associated with commuter rail operations. Settled claims have not exceeded commercial coverage during any of the past three fiscal years. The liability for incurred but not reported claims was approximately \$133,000 at June 30, 2019 and \$140,000 at June 30, 2018.

The Division of Risk Management manages the Insurance Trust Fund pursuant to provisions of the Insurance Plan. Since November 2006, all plan assets have been invested in the Department of Treasury common pool. Activity in the Insurance Trust Fund for the years ended June 30, 2019 and 2018 was as follows:

	2019	2018
Beginning balance, July 1	\$ 10,481,904	\$ 10,416,871
Contribution to reserves	3,700,000	3,700,000
Insurance premiums paid	(3,714,256)	(3,742,259)
Claims mitigation and losses incurred	(189,035)	-
Investment income	221,184	132,037
Actuarial and administrative charges	(27,927)	(24,745)
Ending balance, June 30	<u>\$ 10,471,870</u>	<u>\$ 10,481,904</u>

An actuarial study is performed annually to determine the adequacy of the Insurance Trust Fund for the risk retained and to determine the required contribution to reserves.

VIRGINIA RAILWAY EXPRESS

NOTES TO FINANCIAL STATEMENTS

Note 10. Contingencies and Contractual Commitments

At June 30, 2019, there were disputes between VRE and certain vendors. The amounts of any settlements, should they occur, are not determinable at this time. However, such amounts are not expected to be material in relation to the recorded amounts.

The Commissions have outstanding commitments for construction of facilities and equipment. A combination of Federal and Commonwealth of Virginia grants and local funds will be used to finance these capital projects. The following is a summary of the more significant contractual commitments, net of expenses incurred as of June 30, 2019:

Stations and Parking Lots	\$ 3,979,508
Rolling Stock	6,650,353
Maintenance and Layover Yards	3,302,179
Track and Signal Improvements	102,601
Other Administrative	<u>451,160</u>
Total	<u>\$ 14,485,801</u>

The Commissions have received proceeds from several federal and state grant programs. In the event of an audit of these grants, certain costs may be questioned as not being appropriate expenses under the grant agreements. Such findings may result in the refund of grant monies to the grantor agencies. Based on VRE's policies and past experience, management believes that no refunds would be due in the case of an audit and, accordingly, no provision has been made in the accompanying financial statements for the refund of grant monies.

The federal grant agreements control the use and disposal of property acquired with federal grant funds. If property is removed from service prior to the end of its useful life, the grant recipient may be required to return to the grantor agency the federal assistance expended on that property. In addition, permission of the grantor agency is required if property is disposed of prior to the end of its useful life or at any time for an amount in excess of \$5,000.

The Master Agreement for the use of Commonwealth of Virginia Transportation Funds controls the use and disposal of property acquired with state grant funds. If any project equipment are not used for the purpose for which they were purchased for the duration of their useful lives, the Commonwealth has the option of requiring the grantee to relinquish title to the project equipment or remit an amount equal to the proportional share of the fair market value based upon the ratio of participation by the state. For facilities, the Commonwealth requires an amount equal to the proportional share of fair market value based upon the ratio of participation by the state to be remitted.

VIRGINIA RAILWAY EXPRESS

NOTES TO FINANCIAL STATEMENTS

Note 11. Pending GASB Statements

At June 30, 2019, the Governmental Accounting Standards Board (GASB) had issued statements not yet implemented by the VRE reporting entity. The statements which might impact VRE are as follows:

GASB Statement No. 87, *Leases*, will increase the usefulness of VRE's financial statements by requiring reporting of certain lease assets and liabilities and deferred inflows of resources for leases that previously were classified as operating leases. Statement No. 87 will be effective for fiscal years beginning after December 15, 2019.

GASB Statement No. 89, *Accounting for Interest Cost Incurred Before the End of a Construction Period*, will (1) enhance the relevance and comparability of information about capital assets and the cost of borrowing for a reporting period and (2) to simplify accounting for interest cost incurred before the end of a construction period. Statement No. 89 will be effective for fiscal years beginning after December 31, 2019.

GASB Statement No. 90, *Majority Equity Interests*, is intended to improve the consistency and comparability of reporting a government's majority equity interest in a legally separate organization and to improve the relevance of financial statement information for certain component units. Statement No. 90 will be effective for fiscal years beginning after December 15, 2018.

GASB Statement No. 91, *Conduit Debt Obligations*, will provide a single method of reporting conduit debt obligations by issuer and eliminate diversity in practice associated with (1) commitments extended by issuer, (2) arrangements associated with conduit debt obligations, and (3) related note disclosures. Statement No. 91 will be effective for fiscal years beginning after December 15, 2020.

VRE has not yet determined the effect of these statements on its financial statements.

Note 12. Subsequent Events

In July 2019, the VRE Operations Board authorized the Chief Executive Officer to execute a contract with Simmons Machine Tool Corporation of Albany, New York, to fabricate, manufacture, install and test a Wheel Truing Machine for the Lifecycle Overhaul and Upgrade (LOU) Facility for a total amount not to exceed \$2,540,438, inclusive of contingency.

In July 2019, the VRE Operations Board authorized the Chief Executive Officer to execute a Sole Source Contract with REACH NOW for Maintenance and Hosting Support of the VRE Mobile Ticketing Application. The contract is for one base year and four option years for an estimated cost of \$3,244,972, inclusive of contingency.

In August 2019, VRE was repaid \$1.37 million in Railroad Rehabilitation and Improvement Financing (RRIF) Loan Credit Risk Premium funds. This cost was previously expensed in fiscal year 2013 in accordance with implementation of GASB 65 and was not considered likely to be repaid to VRE. This repayment will be accounted for as an unusual event revenue in fiscal year 2020.

VIRGINIA RAILWAY EXPRESS

NOTES TO FINANCIAL STATEMENTS

Note 12. Subsequent Events (Continued)

In September 2019, VRE, in collaboration with CSX, completed and placed into service the Slater's Lane Track Crossover project. This project will provide operational flexibility to VRE and other passenger and freight operations. The project will be capitalized in fiscal year 2020.

In September 2019, the VRE Operations Board authorized the Chief Executive Officer to amend the Passenger Tariff to replace the current 5-Day Pass with a 7-Day Pass and the Monthly Pass in VRE Mobile with a 31-Day Pass. The current estimate of the potential impact on annual fare revenue is slightly less than \$500,000 per year.

In September 2019, The VRE Operations Board was asked to authorize the Chief Executive Officer to execute a contract with Vanasse Hangen Brustlin (VHB) of Watertown, MA for the Base Task of preliminary engineering and environmental services for the VRE Crystal City Station Improvements Project for a total amount not to exceed \$1,368,716, inclusive of contingency.

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Required Supplementary Information

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VIRGINIA RAILWAY EXPRESS

SCHEDULE OF CONTRIBUTIONS - VIRGINIA RETIREMENT SYSTEM

	Fiscal Year June 30,				
	2015	2016	2017	2018	2019
Contractually required contribution (CRC)	\$ 460,763	\$ 478,465	\$ 419,283	\$ 413,760	\$ 354,543
Contributions in relation to the CRC	460,763	478,465	419,283	413,760	354,543
Contribution deficiency (excess)	\$ -	\$ -	\$ -	\$ -	\$ -
Covered payroll	\$ 7,265,941	\$ 7,785,947	\$ 8,627,885	\$ 8,875,155	\$ 9,076,294
Contributions as a percentage of covered payroll	6.34%	6.15%	4.86%	4.66%	3.91%

Notes to Schedule:

- (1) This schedule is presented to illustrate the requirement to show information for 10 years. However, until a full 10-year trend is compiled, the Commission will present information for those years for which information is available.
- (2) The information on this schedule is derived from the actuarial valuation report for the Potomac & Rappahannock Transportation Commission, which consolidates information for both PRTC and VRE employees. No separate data on funding progress is available solely for VRE.

VIRGINIA RAILWAY EXPRESS

SCHEDULE OF CHANGES IN NET PENSION (ASSET) LIABILITY - AND RELATED RATIOS VIRGINIA RETIREMENT SYSTEM

	Fiscal Year June 30,				
	2014	2015	2016	2017	2018
Total Pension Liability					
Service cost	\$ 722,134	\$ 743,258	\$ 778,686	\$ 756,831	\$ 796,518
Interest	763,704	850,266	942,652	1,051,830	1,132,348
Changes of assumptions	-	-	-	(243,263)	108,387
Differences between expected and actual experience	-	92,275	284,843	38,724	-
Benefit payments, including refunds of employee contributions	(222,525)	(275,932)	(456,078)	(436,912)	(470,829)
Net change in total pension liability	1,263,313	1,409,867	1,550,103	1,167,210	1,566,424
Total pension liability - beginning	11,021,316	12,284,629	13,694,496	15,244,599	\$ 16,411,809
Total pension liability - ending (a)	<u>\$ 12,284,629</u>	<u>\$ 13,694,496</u>	<u>\$ 15,244,599</u>	<u>\$ 16,411,809</u>	<u>\$ 17,978,233</u>
Plan Fiduciary Net Position					
Contributions - employer	\$ 528,296	\$ 460,763	\$ 478,465	\$ 419,283	\$ 413,760
Contributions - employee	414,844	494,240	375,574	407,825	411,106
Net investment income	1,697,173	603,590	259,738	1,829,732	1,265,980
Benefit payments, including refunds of employee contributions	(222,525)	(275,932)	(456,078)	(436,912)	(470,829)
Administrative expense	(8,482)	(7,442)	(8,396)	(9,970)	(10,415)
Other	89	(131)	(107)	(1,654)	(1,150)
Net change in plan fiduciary net position	2,409,395	1,275,088	649,196	2,208,304	1,608,452
Plan fiduciary net position - beginning	10,379,843	12,789,238	14,064,326	14,713,522	16,921,826
Plan fiduciary net position - ending (b)	<u>12,789,238</u>	<u>14,064,326</u>	<u>14,713,522</u>	<u>16,921,826</u>	<u>18,530,278</u>
PRTC's net pension (asset) liability - ending (a) - (b)	<u>\$ (504,609)</u>	<u>\$ (369,830)</u>	<u>\$ 531,077</u>	<u>\$ (510,017)</u>	<u>\$ (552,045)</u>
Plan fiduciary net position as a percentage of the total pension liability	104.11%	102.70%	96.52%	103.11%	103.07%
Covered payroll	\$ 6,582,460	\$ 7,265,941	\$ 7,785,947	\$ 8,627,885	\$ 8,875,155
PRTC's net pension (asset) liability as a percentage of covered payroll	7.67%	5.09%	-6.82%	5.91%	6.22%

Notes to Schedule:

- (1) This schedule is presented to illustrate the requirement to show information for 10 years. However, until a full 10-year trend is compiled, the Commission will present information for those years for which information is available.
- (2) The information on this schedule is derived from the actuarial valuation report for the Potomac & Rappahannock Transportation Commission, which consolidates information for both PRTC and VRE employees. No separate data on funding progress is available solely for VRE.

VIRGINIA RAILWAY EXPRESS

SCHEDULE OF THE VRE'S SHARE OF NET OPEB LIABILITY - GROUP LIFE INSURANCE PROGRAM

	Fiscal Year June 30,	
	2017	2018
Total Group Life Insurance OPEB Liability		
The Commission's Portion of the Net GLI OPEB Liability	0.04678%	0.04626%
The Commission's Proportionate Share of the Net GLI OPEB Liability	\$ 703,000	\$ 709,000
The Commission's Covered Payroll	\$ 8,627,885	\$ 8,875,155
The Commission's Proportionate Share of the Net GLI OPEB Liability as a Percentage of its Covered Payroll	8.15%	7.99%
Plan Fiduciary Net Position as a Percentage of the Total GLI OPEB Liability	48.86%	51.22%

Notes to Schedule:

- (1) This schedule is presented to illustrate the requirement to show information for 10 years. However, until a full 10-year trend is compiled, the Commission will present information for those years for which information is available.
- (2) The information on this schedule is derived from the actuarial valuation report for the Potomac & Rappahannock Transportation Commission, which consolidates information for both PRTC and VRE employees. No separate data on funding progress is available solely for VRE.
- (3) The amounts presented have a measurement date of the previous fiscal year.

VIRGINIA RAILWAY EXPRESS

**SCHEDULE OF AUTHORITY CONTRIBUTIONS - OPEB -
GROUP LIFE INSURANCE PROGRAM**

	Fiscal Year June 30,									
	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019
Contractually required contribution (CRC)	\$ 20,469	\$ 25,277	\$ 25,929	\$ 34,313	\$ 34,887	\$ 38,509	\$ 41,266	\$ 44,865	\$ 46,151	\$ 47,196
Contributions in relation to the CRC	20,469	25,277	25,929	34,313	34,887	38,509	41,266	44,865	46,151	47,196
Contribution deficiency (excess)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Employer's covered payroll	\$ 5,685,905	\$ 5,744,800	\$ 5,892,844	\$ 6,474,129	\$ 6,582,460	\$ 7,265,941	\$ 7,785,947	\$ 8,627,885	\$ 8,875,155	\$ 9,076,294
Contributions as a percentage of covered payroll	0.27%	0.28%	0.28%	0.48%	0.48%	0.48%	0.48%	0.52%	0.52%	0.52%

Note to Schedule:

- (1) The information on this schedule is derived from the actuarial valuation report for the Potomac & Rappahannock Transportation Commission, which consolidates information for both PRTC and VRE employees. No separate data on funding progress is available solely for VRE.

VIRGINIA RAILWAY EXPRESS

NOTES TO REQUIRED SUPPLEMENTARY INFORMATION – VIRGINIA RETIREMENT SYSTEM Year Ended June 30, 2019

Note 1. Changes of Benefit Terms

There have been no actuarially material changes to the System benefit provisions since the prior actuarial valuation.

Note 2. Changes of Assumptions

The following changes in actuarial assumptions were made effective June 30, 2016 based on the most recent experience study of the System for the four-year period ended June 30, 2016:

Non-Hazardous Duty

Mortality Rates (Pre-retirement, post-retirement healthy, and disabled)	Update to a more current mortality table – RP-2014 projected to 2020
Retirement Rates	Lowered rates at older ages and changed final retirement from 70 to 75
Withdrawal Rates	Adjusted rates to better fit experience at each year age and service through nine years of service
Disability Rates	Lowered rates
Salary Scale	No change

Note 3. Contractually Required Contributions

The actuarially determined contribution rates are calculated as of June 30, one year prior to the beginning of the fiscal year in which contributions are reported.

Methods and assumptions used to determine contribution rates:

Non-Hazardous Duty

Mortality Rates:	15% of deaths are assumed to be service related.
Pre-retirement:	RP-2014 Employee Rates at age 80, Healthy Annuitant Rates at ages 81 and older projected with scale BB to 2020; males 95% of rates; females 105% of rates.
Post-retirement:	RP-2014 Employee Rates to age 49, Healthy Annuitant Rates at ages 50 and older projected with scale BB to 2020; males set forward 3 years; females 1.0% increase compounded from ages 70 to 90.
Post-disablement:	RP-2014 Disability Mortality Rates projected with scale BB to 2020; males set forward 2 years, 110% of rates; females 125% of rates.

VIRGINIA RAILWAY EXPRESS

NOTES TO REQUIRED SUPPLEMENTARY INFORMATION – OTHER POSTEMPLOYMENT BENEFITS Year Ended June 30, 2019

Note 1. Group Life Insurance Program

A. Changes of Benefit Terms

There have been no actuarially material changes to the Virginia Retirement System benefit provisions since the prior actuarial valuation.

B. Changes of Assumptions

The following changes in actuarial assumptions were made effective June 30, 2016 based on the most recent experience study of the Virginia Retirement System for the four-year period ended June 30, 2016:

Non-Largest Ten Locality Employers – General Employees

Mortality Rates (pre-retirement, post-retirement healthy, and disabled)	Updated to a more current mortality table – RP-2014 projected to 2020
Retirement Rates	Lowered retirement rates at older ages and extended final retirement age from 70 to 75
Withdrawal Rates	Adjusted termination rates to better fit experience at each age and service year
Disability Rates	Lowered disability rates
Salary Scale	No change

Statistical Section



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STATISTICAL SECTION

This portion of Virginia Railway Express' Comprehensive Annual Financial Report presents detailed information as a context for understanding what the information in the financial statements, note disclosures, and required supplemental information says about VRE's overall financial health. Unless otherwise noted, the information in these schedules is derived from the Comprehensive Annual Financial Reports for the relevant year.

Contents	Page
Financial Trends	
These schedules contain trend information to help the reader understand how VRE's financial performance has changed over time.	65 – 68
Other Statistical Information	
These schedules and service area map provide other information useful to certain readers of VRE's financial statements.	69 – 70
Demographic and Economic Information	
These schedules offer demographic and economic indicators to assist the reader understand the environment within which VRE's financial activities take place.	71 – 73
Debt Service Requirements	
These schedules provide information regarding the VRE's debt service requirements related to the 2018 Virginia Resource Authority Bonds.	74 – 75

VIRGINIA RAILWAY EXPRESS

SCHEDULE OF CHANGE IN NET POSITION

Last Ten Fiscal Years

(Unaudited)

	June 30,									
	2019	2018	2017	2016	2015	2014	2013	2012	2011	2010
Operating Revenues:										
Passenger revenue	\$ 41,990,599	\$ 42,221,002	\$ 42,280,669	\$ 37,696,913	\$ 36,700,191	\$ 37,093,476	\$ 34,733,106	\$ 34,721,591	\$ 32,368,123	\$ 30,019,730
Equipment rentals and other	314,236	269,168	301,621	240,052	418,569	197,915	239,381	304,184	200,069	247,375
Total operating revenues	42,304,835	42,490,170	42,582,290	37,936,965	37,118,760	37,291,391	34,972,487	35,025,775	32,568,192	30,267,105
Nonoperating Revenues:										
Subsidies:										
Commonwealth of Virginia grants	17,447,509	17,145,270	18,265,581	16,572,077	14,401,957	19,330,105	14,967,197	12,711,602	12,806,509	13,153,781
Federal grants - with PRTC as grantee	15,229,460	15,362,802	15,937,225	13,917,534	13,688,723	15,931,876	18,559,490	17,181,121	16,157,284	14,525,795
Jurisdictional contributions	17,767,748	17,250,240	17,250,240	16,428,800	16,456,986	16,428,800	16,428,800	15,943,917	16,070,307	16,376,968
Commuter Rail Operating and Capital (C-ROC) Fund	15,000,000	-	-	-	-	-	-	-	-	-
Regional transportation funding (NVTa)	194,506	766,586	461,889	542,671	-	-	-	-	-	-
Capital Grants and Assistance:										
Commonwealth of Virginia grants	1,417,527	13,010,326	3,033,657	9,826,429	14,694,277	-	-	-	-	-
Federal grants - with PRTC as grantee	3,541,398	9,559,056	15,204,474	22,125,460	17,764,759	5,420,552	1,269,732	9,997,070	40,136,130	15,437,312
Regional transportation funding (NVTa)	2,304,206	615,190	651,163	-	-	-	-	-	-	-
Federal grants - NVTC and other	-	-	-	-	-	-	-	-	3,308,513	402,355
In-kind and other local contributions	-	12,842	162,839	851,659	1,079,885	2,637,809	328,031	46,924	406,331	680,631
Interest income:										
Operating funds	1,360,241	616,228	285,495	93,677	34,337	27,860	18,573	16,813	14,675	23,893
Insurance trust	221,184	132,037	98,560	69,444	-	-	-	-	-	65,164
Commuter Rail Operating and Capital (C-ROC) Fund	117,075	-	-	-	-	-	-	-	-	-
Other restricted funds	63,483	797	402	197	59	196	772	1,161	384	586
Gain (loss) on sale of assets	-	(551,457)	3,500	-	(60,293)	1,500	(769,042)	(358,382)	(271,606)	(393,419)
Total nonoperating revenues	74,664,337	73,919,917	71,355,025	80,427,948	78,060,690	59,778,698	50,803,553	55,540,226	88,628,527	60,273,066
Total revenues	116,969,172	116,410,087	113,937,315	118,364,913	115,179,450	97,070,089	85,776,040	90,566,001	121,196,719	90,540,171
Operating Expenses:										
Contract operations and maintenance	26,946,284	26,917,081	25,873,933	24,082,615	22,782,752	23,151,332	21,751,488	21,093,606	21,405,930	20,291,361
Other operations and maintenance	16,579,038	17,492,047	14,461,209	13,662,606	14,334,954	14,891,502	12,785,223	14,594,826	12,949,155	12,055,009
Property leases and access fees	16,698,897	16,693,442	16,236,606	15,175,732	14,318,788	13,924,017	13,504,023	13,123,367	11,756,531	9,482,367
Insurance	3,945,668	3,766,321	3,970,753	4,046,198	3,964,673	3,991,969	4,022,072	3,491,620	4,049,906	3,864,366
Marketing and sales	2,574,583	2,529,388	2,532,214	2,393,332	2,267,729	2,012,321	1,872,343	2,211,354	1,502,434	1,259,048
General and administrative	10,937,062	11,651,412	10,904,945	10,514,343	7,968,298	7,793,040	6,784,379	7,111,871	5,964,956	5,642,360
Depreciation and amortization	18,542,805	18,201,071	17,737,170	16,953,565	15,391,195	14,706,458	14,465,445	13,373,129	12,218,203	11,337,406
Total operating expenses	96,224,337	97,250,762	91,716,830	86,828,391	81,028,389	80,470,639	75,184,973	74,999,773	69,847,115	63,931,917
Nonoperating (Revenues) Expenses:										
Interest and amortization	2,188,383	3,147,164	3,217,756	3,384,762	3,534,644	4,026,724	4,683,094	6,524,348	5,566,829	5,682,935
Total nonoperating expenses, net	2,188,383	3,147,164	3,217,756	3,384,762	3,534,644	4,026,724	4,683,094	6,524,348	5,566,829	5,682,935
Special items	-	-	-	1,882,945	-	3,660,786	-	-	-	-
Total expenses	98,412,720	100,397,926	94,934,586	92,096,098	84,563,033	88,158,149	79,868,067	81,524,121	75,413,944	69,614,852
Change in net assets							\$ 5,907,973	\$ 9,041,880	\$ 45,782,775	\$ 20,925,319
Change in net position	\$ 18,556,452	\$ 16,012,161	\$ 19,002,729	\$ 26,268,815	\$ 30,616,417	\$ 8,911,940				

Note: Years after fiscal year 2010 reflect change in classification of *Gain (loss) on sale of assets*.

Interest costs in fiscal year 2012 restated to comply with GASB 65.

Source: VRE's Audited Financial Statements.

VIRGINIA RAILWAY EXPRESS

SCHEDULE OF COMPONENTS OF NET POSITION

Last Ten Fiscal Years

(Unaudited)

	June 30,									
	2019	2018	2017	2016	2015	2014	2013	2012	2011	2010
Net investment in capital assets	\$ 282,554,207	\$ 289,271,966	\$ 279,920,481	\$ 274,136,653	\$ 254,085,092	\$ 220,069,396	\$ 220,007,440	\$ 220,396,390	\$ 213,710,235	\$ 165,407,433
Restricted for liability insurance plan	10,527,621	10,536,336	10,470,506	10,439,990	10,487,532	10,454,171	10,294,874	10,156,492	10,052,968	9,511,797
Restricted for debt service	2,029,382	1,996,544	-	-	-	6,731,166	6,563,328	6,408,466	6,259,239	5,980,313
Restricted grants or contributions	1,120,762	1,094,246	779,223	779,223	-	-	140,270	951,342	600,250	34,619
Unrestricted assets	97,970,676	72,747,104	68,885,778	55,697,393	50,211,820	46,973,386	35,845,639	28,056,773	24,277,019	20,676,168
Total net assets							<u>\$ 272,851,551</u>	<u>\$ 265,969,463</u>	<u>\$ 254,899,711</u>	<u>\$ 201,610,330</u>
Total net position	<u>\$ 394,202,648</u>	<u>\$ 375,646,196</u>	<u>\$ 360,055,988</u>	<u>\$ 341,053,259</u>	<u>\$ 314,784,444</u>	<u>\$ 284,228,119</u>				

Note: Method of reporting was revised for fiscal year 2011.

Fiscal year 2012 balance restated to comply with GASB 63.

Source: VRE's Audited Financial Statements.

VIRGINIA RAILWAY EXPRESS

SCHEDULE OF OUTSTANDING DEBT

Last Ten Fiscal Years

(Unaudited)

	June 30,									
	2019	2018	2017	2016	2015	2014	2013	2012	2011	2010
Revenue Bonds:										
\$37,625,000 Commuter Rail Revenue Bond, Series 1993	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 5,065,000
\$31,700,000 Commuter Rail Revenue Bond, Series 1998	-	-	-	-	-	6,555,000	12,775,000	18,685,000	24,295,000	24,425,000
Bonds Payable:										
\$46,640,000 Virginia Resources Authority (VRA) Bond 2018	44,360,000	46,640,000	-	-	-	-	-	-	-	-
\$5,972,388 Unamortized Premium on VRA Bond 2018	5,474,689	5,872,848	-	-	-	-	-	-	-	-
Capital Leases:										
\$25,100,000 Capitalized Lease Obligation	10,029,785	11,451,643	12,810,417	14,108,906	15,349,786	16,535,611	17,668,825	18,751,762	19,786,652	20,775,627
\$74,425 Capitalized Lease Obligation	2,628	17,559	34,287	50,048	64,331	-	-	-	-	-
Notes Payable:										
\$900,000 SunTrust Bank	-	-	-	-	-	-	-	320,000	380,000	440,000
\$63,844,842 FRA Notes	-	-	53,440,159	55,628,942	57,709,856	59,698,580	61,595,765	63,409,659	63,305,611	63,749,851
Outstanding as of June 30	<u>\$ 59,867,102</u>	<u>\$ 63,982,050</u>	<u>\$ 66,284,863</u>	<u>\$ 69,787,896</u>	<u>\$ 73,123,973</u>	<u>\$ 82,789,191</u>	<u>\$ 92,039,590</u>	<u>\$ 101,166,421</u>	<u>\$ 107,767,263</u>	<u>\$ 114,455,478</u>
Debt per Capita:										
Outstanding as of June 30	\$ 59,867,102	\$ 63,982,050	\$ 66,284,863	\$ 69,787,896	\$ 73,123,973	\$ 82,789,191	\$ 92,039,590	\$ 101,166,421	\$ 107,767,263	\$ 114,455,478
Total Participating Jurisdictional Population	N/A	N/A	2,338,048	2,318,029	2,306,144	2,291,535	2,272,215	2,238,627	2,189,988	2,159,228
Debt per Capita	<u>N/A</u>	<u>N/A</u>	<u>\$ 28.35</u>	<u>\$ 30.11</u>	<u>\$ 31.71</u>	<u>\$ 36.13</u>	<u>\$ 40.51</u>	<u>\$ 45.19</u>	<u>\$ 49.21</u>	<u>\$ 53.01</u>
Outstanding Debt as a Percentage of Personal Income:										
Outstanding as of June 30	\$ 59,867,102	\$ 63,982,050	\$ 66,284,863	\$ 69,787,896	\$ 73,123,973	\$ 82,789,191	\$ 92,039,590	\$ 101,166,421	\$ 107,767,263	\$ 114,455,478
Total Personal Income	N/A	N/A	151,975,906,000	147,322,413,000	145,965,828,309	140,070,303,000	137,641,320,000	135,296,802,000	126,548,575,000	125,509,757,000
Total Outstanding Debt as a Percentage of Personal Income	<u>N/A</u>	<u>N/A</u>	<u>0.04%</u>	<u>0.05%</u>	<u>0.05%</u>	<u>0.06%</u>	<u>0.07%</u>	<u>0.07%</u>	<u>0.09%</u>	<u>0.09%</u>

The population data for each participating jurisdiction can be found in the following reports.

- (1) Fairfax County fiscal year 2018 Comprehensive Annual Financial Report, Statistical Section, Table 4.1, page 295
- (2) Prince William County fiscal year 2018 Comprehensive Annual Financial Report, Statistical Section, Table 16, page 269
- (3) City of Manassas fiscal year 2018 Comprehensive Annual Financial Report, Statistical Section, Table 14, page 163
- (4) City of Manassas Park fiscal year 2018 Comprehensive Annual Financial Report, Statistical Section, Table 13, page 201
- (5) Stafford County fiscal year 2018 Comprehensive Annual Financial Report, Statistical Section, Table S-15, page 196
- (6) City of Fredericksburg fiscal year 2018 Comprehensive Annual Financial Report, Statistical Section, Table 15, page 209
- (7) Spotsylvania County fiscal year 2018 Comprehensive Annual Financial Report, Statistical Section, Table S-13, page 165
- (8) City of Alexandria fiscal year 2018 Comprehensive Annual Financial Report, Statistical Section, Table XIV, page 230
- (9) Arlington County fiscal year 2018 Comprehensive Annual Financial Report, Statistical Section, Table K, page 283

VIRGINIA RAILWAY EXPRESS

SCHEDULE OF JURISDICTIONAL CONTRIBUTIONS Last Ten Fiscal Years (Unaudited)

	June 30,									
	2019	2018	2017	2016	2015	2014	2013	2012	2011	2010
Fairfax County	\$ 5,385,794	\$ 6,099,300	\$ 5,160,910	\$ 4,847,284	\$ 4,852,953	\$ 4,747,684	\$ 4,511,265	\$ 4,876,961	\$ 4,906,693	\$ 4,995,535
City of Fredericksburg	436,568	417,278	483,524	439,366	581,244	427,728	339,064	420,566	405,980	508,503
City of Manassas	785,898	684,586	749,372	766,491	686,944	757,804	642,662	817,993	871,611	883,443
City of Manassas Park	511,311	474,718	511,777	576,699	401,762	574,709	441,702	566,504	544,763	537,496
Prince William County	6,183,745	5,363,372	5,968,406	5,309,674	5,485,333	5,748,203	4,761,324	5,859,007	6,384,660	6,173,028
Stafford County	2,475,127	2,344,514	2,647,221	2,855,607	2,689,391	2,529,281	1,892,640	2,505,805	2,634,002	2,971,727
Spotsylvania County	1,632,635	1,520,191	1,382,749	1,303,888	1,401,382	1,313,600	3,510,352	577,020	-	-
City of Alexandria	144,807	140,589	140,589	133,894	133,894	133,894	133,894	129,944	130,974	124,737
Arlington County	211,863	205,692	205,692	195,897	195,897	195,897	195,897	190,117	191,624	182,499
Total contributions	\$ 17,767,748	\$ 17,250,240	\$ 17,250,240	\$ 16,428,800	\$ 16,428,800	\$ 16,428,800	\$ 16,428,800	\$ 15,943,917	\$ 16,070,307	\$ 16,376,968

Source: VRE's Department of Finance

VIRGINIA RAILWAY EXPRESS

SCHEDULE OF MISCELLANEOUS STATISTICS

Last Ten Fiscal Years

(Unaudited)

	June 30,									
	2019	2018	2017	2016	2015	2014	2013	2012	2011	2010
Rolling Stock (Owned or Leased)										
Locomotives	20	20	20	20	20	20	20	22	25	20
Railcars	100	100	98	100	93	91	91	91	101	95
Total rolling stock	120	120	118	120	113	111	111	113	126	115
Stations	19	19	19	19	18	18	18	18	18	18
Parking Spaces	10,795	10,796	10,796	10,743	9,243	9,030	9,030	8,824	8,824	8,691
Employees	50	50	49	45	39	37	37	37	37	37
Ridership and Fare Revenue Data (1):										
Total Ridership	4,477,266	4,705,529	4,761,035	4,441,858	4,618,169	4,547,911	4,643,898	4,771,987	4,517,366	4,033,230
Average Daily Ridership	18,053	18,974	18,968	17,767	18,547	18,119	18,878	19,088	18,377	16,673
Average Fare Per Trip	\$ 9.38	\$ 8.97	\$ 8.88	\$ 8.49	\$ 7.95	\$ 8.16	\$ 7.48	\$ 7.28	\$ 7.17	\$ 7.44

(1) The methodology for calculating passenger trips was changed during fiscal year 2011 and fiscal year 2012 to more accurately reflect boardings and detrainings prior to the inner city stations. This increased total ridership and decreased average fare per trip. The methodology for calculating Average Daily Ridership (ADR) was changed in fiscal year 2012 to count days with limited train service ("S" schedule). This resulted in a lower ADR than would have been calculated under the prior method.

(2) In fiscal year 2019, restriping of Leeland Road commuter parking lot occurred, resulting in one less available parking space.

Source: VRE staff



VIRGINIA RAILWAY EXPRESS

PRINCIPAL EMPLOYERS OF PARTICIPATING JURISDICTIONS

**Current Year and Nine Years Ago
(Unaudited)**

Employers	2018			2009		
	Rank	Employees	Percentage of Total Jurisdictional Employment	Rank	Employees	Percentage of Total Jurisdictional Employment
U.S. Federal Government (1) (3) (4) (5)	1	42,580 - 53,077+	N/A	1	33,693 - 33,693	N/A
Fairfax County Public Schools (1)	2	24,715	N/A	2	23,014	N/A
Fairfax County Government (1)	3	12,552	N/A	4	11,393	N/A
Booz-Allen Hamilton (1) (2)	4	6,700 - 11,699	N/A	3	8,450 - 11,450	N/A
Inova Health System (1)	5	7,000 - 10,000	N/A	5	7,000 - 10,000	N/A
Capital One (1)	6	5,000 - 9,999	N/A	-	-	N/A
Federal Home Loan Mortgage (1)	7	5,000 - 9,999	N/A	8	4,000 - 6,999	N/A
General Dynamics (1)	8	5,000 - 9,999	N/A	10	1,000 - 3,999	N/A
George Mason University (1)	9	5,000 - 9,999	N/A	-	-	N/A
Deloitte (2)	10	9,400	N/A	-	-	N/A
Northrop Grumman (1)	-	-	N/A	6	7,000 - 10,000	N/A
Lockheed Martin (1) (2)	-	-	N/A	7	5,761 - 68,760	N/A
Science Applications International Corp. (1)	-	-	N/A	9	4,000 - 6,999	N/A

Sources:

(1) through (9) extracted and combined from the following sources:

- (1) County of Fairfax fiscal year 2018 Comprehensive Annual Financial Report, Statistical Section, Table 4.2, page 296
- (2) County of Arlington fiscal year 2018 Comprehensive Annual Financial Report, Statistical Section, Table L, page 284
- (3) County of Prince William fiscal year 2018 Comprehensive Annual Financial Report, Statistical Section, Table 17, page 270
- (4) County of Stafford fiscal year 2018 Comprehensive Annual Financial Report, Statistical Section, Table S-17, page 198
- (5) City of Alexandria fiscal year 2018 Comprehensive Annual Financial Report, Statistical Section, Table XIX, page 235
- (6) City of Spotsylvania fiscal year 2018 Comprehensive Annual Financial Report, Statistical Section, Table S-14, page 166
- (7) City of Manassas fiscal year 2018 Comprehensive Annual Financial Report, Statistical Section, Table 15, page 164
- (8) City of Manassas Park fiscal year 2018 Comprehensive Annual Financial Report, Statistical Section, Table 15, page 1202
- (9) City of Fredericksburg fiscal year 2018 Comprehensive Annual Financial Report, Statistical Section, Table 16, page 210

VIRGINIA RAILWAY EXPRESS

DEMOGRAPHICS AND ECONOMIC STATISTICS OF PARTICIPATING JURISDICTIONS

Fiscal Years 2010 to 2018

(Unaudited)

	Fairfax County (1)	Prince William County (2)	City of Manassas (3)	City of Manassas Park (4)	Stafford County (5)	City of Fredericksburg (6)	Spotsylvania County (7)	City of Alexandria (8)	Arlington County (9)
2018									
Population	N/A	460,457	N/A	16,528	145,699	28,360	133,783	154,500	225,200
Personal Income (in thousands)	N/A	\$29,405,835	N/A	\$489,906	\$6,841,181	\$1,339,442	\$6,318,518	N/A	\$19,814,447
Per Capita Personal Income	N/A	\$54,754	N/A	\$29,641	\$46,954	\$47,230	\$47,230	N/A	\$87,986
Unemployment Rate	N/A	2.9%	2.8%	2.8%	3.3%	4.3%	3.2%	2.4%	2.5%
2017									
Population	1,142,888	456,126	41,501	16,591	144,612	28,297	133,033	152,200	222,800
Personal Income (in thousands)	\$86,834,344	\$28,317,142	\$2,196,606	\$478,667	\$6,657,002	\$1,313,009	\$6,283,096	N/A	\$19,896,040
Per Capita Personal Income	\$75,978	\$53,969	\$52,929	\$28,851	\$46,034	\$46,401	\$47,230	N/A	\$89,300
Unemployment Rate	3.0%	3.5%	3.4%	3.4%	3.6%	4.6%	3.8%	2.9%	2.6%
2016									
Population	1,138,652	449,864	41,483	15,827	142,380	28,118	131,405	149,900	220,400
Personal Income (in thousands)	\$85,311,224	\$26,935,423	\$2,128,617	\$456,625	\$6,425,740	\$1,256,818	\$6,206,206	N/A	\$18,601,760
Per Capita Personal Income	\$74,923	\$52,546	\$51,313	\$28,851	\$45,131	\$44,698	\$47,230	\$83,167	\$84,400
Unemployment Rate	3.2%	3.7%	3.4%	3.9%	4.0%	4.8%	4.2%	2.9%	2.9%
2015									
Population	1,142,234	441,627	41,764	15,625	142,299	28,213	130,032	147,650	216,700
Personal Income (in thousands)	\$85,675,546	\$25,621,125	\$2,101,356	\$440,062	\$6,296,162	\$1,201,676	\$6,015,371	N/A	\$18,614,530
Per Capita Personal Income	\$75,007	\$50,315	\$50,315	\$28,164	\$44,246	\$42,593	\$46,261	\$82,253	\$85,900
Unemployment Rate	3.1%	4.4%	4.1%	4.4%	5.2%	6.2%	4.8%	3.5%	3.4%
2014									
Population	1,137,538	433,621	42,081	14,992	138,423	28,132	128,880	144,000	215,000
Personal Income (in thousands)	\$81,620,627	\$24,377,908	\$2,042,822	\$420,586	\$6,091,966	\$1,215,809	\$5,746,085	N/A	\$18,554,500
Per Capita Personal Income	\$71,752	\$48,545	\$48,545	\$28,054	\$44,010	\$43,218	\$44,595	\$80,506	\$86,300
Unemployment Rate	3.5%	4.8%	5.0%	4.5%	5.2%	5.9%	5.5%	4.6%	3.5%
2013									
Population	1,130,924	425,681	41,725	15,125	135,311	27,307	127,445	142,000	221,045
Personal Income (in thousands)	\$80,982,075	\$23,468,904	\$1,973,426	\$407,528	\$5,900,913	\$1,116,665	\$5,557,586	N/A	\$18,234,223
Per Capita Personal Income	\$71,607	\$47,296	\$47,296	\$26,944	\$43,610	\$40,893	\$43,608	\$77,419	\$82,491
Unemployment Rate	3.7%	5.2%	5.4%	5.0%	5.1%	8.2%	6.3%	4.7%	4.0%

	Fairfax County (1)	Prince William County (2)	City of Manassas (3)	City of Manassas Park (4)	Stafford County (5)	City of Fredericksburg (6)	Spotsylvania County (7)	City of Alexandria (7)	Arlington County (8)
2012									
Population	1,118,602	418,107	40,742	14,409	132,719	26,024	125,833	140,800	216,004
Personal Income (in thousands)	\$77,012,392	\$23,464,178	\$1,965,150	\$393,452	\$5,674,401	\$1,064,199	\$5,546,730	N/A	\$17,273,192
Per Capita Personal Income	\$68,847	\$48,234	\$48,234	\$27,306	\$42,755	\$40,893	\$44,080	\$81,896	\$79,967
Unemployment Rate	4.4%	5.3%	5.6%	4.7%	4.9%	8.8%	6.5%	4.6%	3.5%
2011									
Population	1,100,692	410,454	39,358	13,759	129,772	25,691	124,534	140,100	210,280
Personal Income (in thousands)	\$71,145,429	\$22,755,668	\$1,888,948	\$371,204	\$5,439,653	\$1,050,582	\$5,363,398	N/A	\$15,707,916
Per Capita Personal Income	\$64,637	\$47,994	\$47,994	\$26,979	\$41,917	\$40,893	\$43,068	\$78,383	\$74,700
Unemployment Rate	4.7%	5.7%	6.1%	5.2%	5.2%	10.3%	7.0%	4.8%	3.9%
2010									
Population	1,081,726	402,002	37,821	13,195	128,961	24,286	122,397	139,993	212,200
Personal Income (in thousands)	\$72,577,324	\$21,375,534	\$1,761,021	\$360,685	\$5,265,160	\$954,391	\$5,074,943	N/A	\$15,217,499
Per Capita Personal Income	\$67,094	\$46,562	\$46,562	\$27,335	\$40,828	\$39,298	\$41,463	\$76,362	\$71,713
Unemployment Rate	5.1%	6.1%	7.0%	5.8%	5.7%	9.6%	7.0%	4.8%	4.3%

Note; Data for participating jurisdictions not available for 2019.

Sources:

- (1) Fairfax County fiscal year 2018 Comprehensive Annual Financial Report, Statistical Section, Table 4.1, page 295
- (2) Prince William County fiscal year 2018 Comprehensive Annual Financial Report, Statistical Section, Table 16, page 269
- (3) City of Manassas fiscal year 2018 Comprehensive Annual Financial Report, Statistical Section, Table 14, page 163
- (4) City of Manassas Park fiscal year 2018 Comprehensive Annual Financial Report, Statistical Section, Table 13, page 201
- (5) Stafford County fiscal year 2018 Comprehensive Annual Financial Report, Statistical Section, Table S-15; page 196
- (6) City of Fredericksburg fiscal year 2018 Comprehensive Annual Financial Report, Statistical Section, Table 15, page 209
- (7) Spotsylvania County fiscal year 2018 Comprehensive Annual Financial Report, Statistical Section, Table S-13, page 165
- (8) City of Alexandria fiscal year 2018 Comprehensive Annual Financial Report, Statistical Section, Table XIV, page 230
- (9) Arlington County fiscal year 2018 Comprehensive Annual Financial Report, Statistical Section, Table K, page 283

VIRGINIA RAILWAY EXPRESS

PLEDGED REVENUE COVERAGE

(unaudited)

Fiscal Year Ended				Net Revenues	Annual VRA	
June 30,	Revenues ⁽¹⁾	Less: Operating	Expenses ⁽²⁾	Available for	Debt Service	Coverage
				Debt Service		
2019	\$ 107,517,658	\$	77,681,532	\$ 29,836,126	\$ 4,290,993	695%
2018	90,065,509		79,049,691	11,015,818	n/a	n/a

Notes:

(1) Includes operating and net non-operating revenues (subsidies and interest income)

(2) Net of depreciation and amortization

VIRGINIA RAILWAY EXPRESS

WORKING CAPITAL RESERVE FUND

(unaudited)

Fiscal Year Ended June 30,	Cash & Cash Equivalents	Operating Expenses	Less: Depreciation/ Amortization	Cash Expenses	90 Days of Cash Expenses (25%)	Ratio
2019	\$ 75,278,280	\$ 96,224,337	\$ 18,542,805	\$ 77,681,532	\$ 19,420,383	3.9x
2018	51,186,348	97,250,762	18,201,071	79,049,691	19,762,423	2.6x

Compliance Section



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**INDEPENDENT AUDITOR'S REPORT ON
INTERNAL CONTROL OVER FINANCIAL REPORTING
AND ON COMPLIANCE AND OTHER MATTERS
BASED ON AN AUDIT OF FINANCIAL STATEMENTS
PERFORMED IN ACCORDANCE WITH
GOVERNMENT AUDITING STANDARDS**

To the Honorable Operations Board Members and Commissioners
The Northern Virginia Transportation Commission
The Potomac and Rappahannock Transportation Commission

We have audited, in accordance with the auditing standards generally accepted in the United States of America; the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States; and the *Specifications for Audits of Authorities, Boards, and Commissions*, issued by the Auditor of Public Accounts of the Commonwealth of Virginia, the financial statements of Virginia Railway Express (VRE), as of and for the year ended June 30, 2019, and the related notes to the financial statements, which collectively comprise VRE's basic financial statements, and have issued our report thereon dated October 29, 2019.

Internal Control over Financial Reporting

In planning and performing our audit of the financial statements, we considered VRE's internal control over financial reporting (internal control) to determine the audit procedures that are appropriate in the circumstances for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of VRE's internal control. Accordingly, we do not express an opinion on the effectiveness of VRE's internal control.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements on a timely basis. A material weakness is a deficiency, or a combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of VRE's financial statements will not be prevented, or detected and corrected on a timely basis. A significant deficiency is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether VRE's financial statements are free from material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit and, accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

Purpose of this Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of VRE's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering VRE's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

PBMares, LLP

Harrisonburg, Virginia
October 29, 2019



A Transportation Partnership