



VIRGINIA RAILWAY EXPRESS
OPERATIONS BOARD

VRE Operations Board Meeting

November 20, 2020

Audit Committee Meeting – 8:45 am

Operations Board Meeting - 9:00 am

Virtual Meeting Via WebEx

1. Call to Order
2. Roll Call
3. Resolution Finding Need to Conduct November 20, 2020 VRE Operations Board Meeting Electronically
4. Approval of Agenda
5. Approval of Minutes from the October 16, 2020 VRE Operations Board Meeting
6. Chairman's Comments
7. Chief Executive Officer's Report
8. Virginia Railway Express Riders' and Public Comment
9. Action Items:
 - A. Accept the FY 2020 Audited Financial Statements and Auditor's Report and Authorization to Forward to the Commissions
 - B. Recommend Authorization to Execute a Passenger Rail Operations and Access Agreement
 - C. Recommend Authorization to Execute a Passenger Rail Improvements and Funding Agreement



Northern Virginia
Transportation Commission
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Arlington, VA 22201
703-524-3322



Virginia Railway Express
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VRE.org



Potomac and Rappahannock
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14700 Potomac Mills Road
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- D. Recommend Approval of the 2021 VRE Legislative Agenda
 - E. Authorization to Amend the Contract for Engineering and Environmental Services for the Manassas Park Station Parking Expansion Project
 - F. Authorization to Issue a GEC VIII Task Order for Construction Management Services for the Rolling Road Station Improvement Project
 - G. Authorization to Amend the Contracts for the Delivery of Diesel Fuel for VRE Locomotives
- 10. Information Items:
 - A. FY 2022 Budget Update
 - B. Spending Authority Report
 - C. Update: Recommend Authorization to Execute an Agreement for Design, Construction, Operation, and Maintenance of a Parking Garage at the VRE Manassas Park Station.
 - 11. Closed Session
 - 12. Operations Board Member's Time

**The Next VRE Operations Board Meeting
December 18, 2020 - 9:00 am via WebEx**



MINUTES
VIRGINIA RAILWAY EXPRESS
OPERATIONS BOARD MEETING
November 20, 2020
Via WebEx

Members Present

*Walter Alcorn (NVTC)
*Andrea Bailey (PRTC)
*Preston Banks (PRTC)
*Elizabeth Bennet-Parker (NVTC)
*Meg Bohmke (PRTC)
*Katie Cristol (NVTC)
*Margaret Franklin (PRTC)
*Jeanine Lawson (PRTC)
*Jennifer Mitchell (DRPT)**
*Gary Skinner (PRTC)
*Ralph Smith (PRTC)
*Dan Storck (NVTC)
*James Walkinshaw (NVTC)

Members Absent

Matt Kelly (PRTC)
Cindy Shelton (PRTC)

Alternates Present

Alternates Absent

Canek Aguirre (NVTC)
Victor Angry (PRTC)
Pete Candland (PRTC)
Hector Cendejas (PRTC)
Deborah Frazier (PRTC)
Libby Garvey (NVTC)
Jason Graham (PRTC)
Michael McLaughlin (DRPT)
Jeff McKay (NVTC)
Pam Sebesky (PRTC)

Jurisdiction

Fairfax County
Prince William County
City of Manassas Park
City of Alexandria
Stafford County
Arlington County
Prince William County
Prince William County
Commonwealth of Virginia
Spotsylvania County
City of Manassas
Fairfax County
Fairfax County

City of Fredericksburg
Stafford County

City of Alexandria
Prince William County
Prince William County
City of Manassas Park
Spotsylvania County
Arlington County
City of Fredericksburg
Commonwealth of Virginia
Fairfax County
City of Manassas

*Voting Member

**Delineates arrival/departure following the commencement of the Operations Board Meeting. Notation of exact arrival/departure time is included in the body of the minutes.

Staff and General Public

Dwight Buracker - PBMares
Rich Dalton – VRE
John Duque - VRE
Chris Henry – VRE
Robert Hostelka – VRE
Lezlie Lamb – VRE

Steve MacIsaac – VRE Legal Counsel
Kate Mattice – NVTC
Kristin Nutter – VRE
Dr. Bob Schneider – PRTC
Mark Schofield – VRE
Joe Swartz – VRE

Chairman Skinner called the meeting to order at 9:01 a.m. The Roll Call followed.

Resolution Finding Need to Conduct November 20, 2020 Meeting Electronically – 3

Mr. Dalton briefed the Operations Board on the Resolution Finding Need to Conduct November 20, 2020 Meeting Electronically.

Ms. Bailey moved, with a second by Ms. Bennett-Parker to approve Resolution #03-11-2020, Finding Need to Conduct November 20, 2020 Meeting Electronically.

The vote in favor was cast by Members Alcorn, Bailey, Banks, Bennett-Parker, Bohmke, Cristol, Franklin, Lawson, Skinner, Smith, Storck, and Walkinshaw.

Approval of the Agenda – 4

Ms. Bohmke moved, with a second by Ms. Bennett-Parker to approve the agenda as presented. There was no discussion on the motion.

The vote in favor was cast by Members Alcorn, Bailey, Banks, Bennett-Parker, Bohmke, Cristol, Franklin, Lawson, Skinner, Smith, Storck, and Walkinshaw.

Approval of the Minutes of the October 16, 2020 VRE Operations Board Meeting – 5

Ms. Lawson moved, with a second by Ms. Bennett-Parker to approve the Minutes from October 16, 2019.

The vote in favor was cast by Members Alcorn, Banks, Bennett-Parker, Bohmke, Cristol, Franklin, Lawson, Mitchell, Skinner, Smith, Storck, and Walkinshaw. Ms. Bailey abstained.

Chairman's Comments – 6

The Chairman reminded the Board that the Nominating Committee is working to develop a slate of VRE Operations Board Officers for 2021, which the Board will be asked to vote on at the December Operations Board meeting.

Chief Executive Officer's Report – 7

Mr. Dalton briefed the Operations Board on the following items of interest:

- Safety/ COVID-19 update
- Ridership
- Performance
- Project Spotlight: Enterprise Resource Planning
- "Welcome Back" initiative

- Staff Appreciation

Public Comment Time – 8

The Chairman noted public comments were accepted through the Public Comments form available on the VRE website November Agenda page. The Public Comment period began on Friday, November 13th and closed at 8:00 a.m. the morning of the meeting. The Chairman asked the Clerk to read into the record any comments that had been received.

Ms. Lamb read a comment submitted by Karen Williams of Fairfax:

It appears all the senior leadership at VRE (Directors and above) are white. What will VRE, NVTC and PRTC do to ensure racial diversity in senior management positions at VRE? Shouldn't leadership look like a representation of the people?

Action Items - 9

Accept the FY 2020 Audited Financial Statements and Auditor's Report and Authorization to Forward to the Commissions – 9A

Ms. Lawson moved, with a second by Mr. Bailey, to accept the FY 2020 Comprehensive Annual Financial Report and associated information from the auditor's and to authorize the Chief Executive Officer (CEO) to forward this information to the Commissions for their consideration.

The vote in favor was cast by Members Alcorn, Bailey, Banks, Bennett-Parker, Bohmke, Cristol, Franklin, Lawson, Skinner, Smith, Storck, and Walkinshaw.

Recommend Authorization to Execute a Passenger Rail Operations and Access Agreement – 9B

Ms. Cristol moved, with a second by Ms. Bailey, to recommend the Commissions authorize the CEO to execute an agreement with the Virginia Passenger Rail Authority, or alternatively, the Department of Rail and Public Transportation for later assignment to the Virginia Passenger Rail Authority, for Passenger Rail Operations and Access

The vote in favor was cast by Members Alcorn, Bailey, Banks, Bennett-Parker, Bohmke, Cristol, Franklin, Lawson, Skinner, Smith, Storck, and Walkinshaw.

Recommend Authorization to Execute a Passenger Rail Improvements and Funding Agreement– 9C

Ms. Bailey moved, with a second by Mr. Storck, to recommend the Commissions authorize the CEO to execute an agreement with the Virginia Passenger Rail Authority, or alternatively, with the Department of Rail and Public Transportation for later assignment to the Virginia Passenger Rail Authority, for Passenger Rail Improvements and Funding.

The vote in favor was cast by Members Alcorn, Bailey, Banks, Bennett-Parker, Bohmke, Cristol, Franklin, Lawson, Skinner, Smith, Storck, and Walkinshaw.

Recommend the Commissions Approve the 2021 VRE Legislative Agenda – 9D

Ms. Bennett-Parker moved to amend the 2021 Legislative Agenda to "include support for removing the state limit on how often Members may participate electronically when there is a physical quorum present, while retaining VRE's authority to govern such participation with additional guidelines or restrictions"; and to recommend the Commissions approve the 2021 VRE Legislative Agenda as

amended, and authorize the CEO to actively pursue the elements set forth. There was no objection to the amendment, and Ms. Bennett-Parker's motion was seconded by Ms. Franklin.

The vote in favor was cast by Members Alcorn, Bailey, Banks, Bennett-Parker, Bohmke, Cristol, Franklin, Lawson, Skinner, Smith, Storck, and Walkinshaw.

[Jennifer Mitchell joined the meeting at 10:09 a.m.]

Authorization to Amend the Contract for Engineering and Environmental Services for the Manassas Park Station Parking Expansion Project – 9E

Mr. Banks moved, with a second by Ms. Bennett-Parker, to authorize the CEO to execute a contract amendment with Vanesse Hangen Brustlin, Inc for Engineering and Environmental Services for the Manassas Park Station Parking Expansion project in the amount of \$525,947, plus a ten percent contingency for a total of \$578,542, for 60 percent relocation design of the parking garage, increasing the total authorization to an amount not to exceed \$2,784,986.

The vote in favor was cast by Members Alcorn, Bailey, Banks, Bennett-Parker, Bohmke, Cristol, Franklin, Lawson, Skinner, Smith, Storck, and Walkinshaw. Ms. Mitchell did not respond.

Authorization to Issue a GEC VIII Task Order for Construction Management Services for the Rolling Road Station Improvement Project – 9F

Ms. Bailey moved, with a second by Ms. Bennett-Parker, to authorize the CEO to issue a GEC VIII Task Order to STV, Inc. for Construction Management Services for the Rolling Road Station Improvement project in the amount of \$487,817, plus a ten percent contingency, for a total not to exceed \$536,599.

The vote in favor was cast by Members Alcorn, Bailey, Banks, Bennett-Parker, Bohmke, Cristol, Franklin, Lawson, Skinner, Smith, Storck, and Walkinshaw.

Authorization to Amend the Contracts for the Delivery of Diesel Fuel for VRE Locomotives – 9G

Ms. Bohmke moved, with a second by Ms. Lawson, to authorize the CEO to amend the two contracts for the Delivery of Diesel Fuel for VRE locomotives, to exercise the second option year on each contract. The contract option with James River Solution is in the amount of \$1,785,000, with a ten percent contingency, for a total not to exceed \$1,963,500 for a period of one year; and the contract option with Griffith Energy Services, Inc. is in the amount of \$1,190,000, with a ten percent contingency, for a total not to exceed \$1,309,000, for a period of one year, beginning July 1, 2021.

The vote in favor was cast by Members Alcorn, Bailey, Banks, Bennett-Parker, Bohmke, Cristol, Franklin, Lawson, Mitchell, Skinner, Smith, Storck, and Walkinshaw.

Information Items – 10

FY 2022 Budget Update – 10A

Staff provided an update to the VRE Operations Board on the status of the FY 2022 Operating and Capital Budgets.

Spending Authority Report – 10B

The following purchases greater than \$50,000, but less than \$200,000 were made in October:

- VRE amended an existing Task Order with STV Incorporated under the Mechanical Engineering Consulting Services (MEC) VII contract for National Transit Database (NTD) and Asset Management Reporting, Phase VI. To increase the total commitment for this Task Order to \$147,939 and expanded the scope of work to include mobilization for facility condition assessments and Transit Asset Management (TAM) related SOP updates.
- VRE issued a Task Order in the amount of \$95,232 to NVE, Inc. under the Maintenance Services for VRE Facilities contract to renovate the reception area at the VRE Alexandria Headquarters Office.
- VRE amended an existing Task Order with Fresh Air Duct Cleaning, LLC under the Custodial and Seasonal Services for VRE Facilities contract for specialized cleaning services in response to the COVID-19 pandemic at VRE's Alexandria Headquarters Office, Fredericksburg Office, and Crossroads Warehouse. The amendment extended the term of this Task Order by 36 weeks and increased the total commitment to an amount not to exceed \$97,940.

Update: Recommend Authorization to Execute an Agreement for Design, Construction, Operation, and Maintenance of a Parking Garage at the VRE Manassas Park Station – 10C

At the October 16, 2020 VRE Operations Board meeting the Operations Board recommended the Commissions authorize the CEO to execute an agreement for design, construction, operation, and maintenance of a parking garage at the Manassas Park VRE Station. At the time, VRE and City staff were working through final language in preparation for authorization by the Commissions at their November 5, 2020 meetings. The language was not finalized in time and the Recommendation was removed from both Commissions' November 5th meeting Agendas; but is expected to go forward to both Commissions for authorization at their December 3, 2020 Commission meetings.

Closed Session – 11

Ms. Bennett-Parker moved, with a second by Ms. Bailey, pursuant to the Virginia Freedom of Information Act (Section 2.2-3711.A (1) of the Code of Virginia,) to convene a closed meeting for the purpose of discussing one personnel matter involving an appointee of the Board.

The vote in favor was cast by Members Alcorn, Bailey, Banks, Bennett-Parker, Bohmke, Cristol, Franklin, Lawson, Mitchell, Skinner, Smith, Storck, and Walkinshaw.

Ms. Bennett-Parker moved, with a second by Ms. Cristol, to certify that to the best of each member's knowledge and with no individual member dissenting, at the just concluded Closed Session, only public business matters lawfully exempted from open meeting requirements under the Freedom of Information Act were discussed; and, only such public business matters as were identified in the motion by which the Closed Session was convened were heard, discussed or considered.

The vote in favor was cast by Members Alcorn, Banks, Bennett-Parker, Cristol, Franklin, Lawson, Mitchell, Skinner, Smith, Storck, and Walkinshaw.

Board Members' Time -12

Ms. Bennett-Parker asked staff to explore capability to enable video participation during the Board Meetings.

Ms. Cristol stated it had been a while since Railcars had been discussed and asked for a future update on the procurement VRE is participating on with Metra.

Ms. Franklin assured the public VRE Operations Board Members take the need for diversity at all levels of management very seriously. She stated diversity in Transportation is an ongoing discussion and expressed hope to engage further on the topic.

Ms. Lawson followed up on the efforts of the Nominating Committee.

Mr. Storck supported Ms. Franklin's comments on the importance of diversity at VRE and noted the Board's efforts in the CEO recruiting activities earlier this year produced a diverse slate of candidates.

There were no further remarks.

Ms. Bennett Parker moved, with a second by Ms. Mitchell, to adjourn the meeting.

The vote in favor was cast by Members Alcorn, Banks, Bennett-Parker, Cristol, Franklin, Lawson, Mitchell, Skinner, Smith, Storck, and Walkinshaw.

Approved this 18th day of December 2020

Gary Skinner
Chair

Jeanine Lawson
Secretary

CERTIFICATION

This certification hereby acknowledges the minutes for the November 20, 2020 Virginia Railway Express Operations Board Meeting have been recorded to the best of my ability.



Lezlie M. Lamb



VIRGINIA RAILWAY EXPRESS
OPERATIONS BOARD

Agenda Item 9-A
Action Item

To: Chairman Skinner and the VRE Operations Board

From: Rich Dalton

Date: November 20, 2020

Re: Accept the FY 2020 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 2020 Comprehensive Annual Financial Report and associated information from the auditors and to authorize the Chief Executive Officer to forward this information to the Commissions for their consideration.

Summary:

The audit of VRE's FY 2020 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 2020 audit was conducted by the firm of PBMares, LLP. A three-year jointly procured contract with PBMares 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 20 meeting. The auditors also met with the VRE Audit Committee on November 20, 2020, prior to the Operations Board meeting to review the statements and their opinion.



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Fiscal Impact:

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

**Virginia Railway Express
Operations Board**

**Resolution
9A-11-2020**

**Accept the FY 2020 Audited Financial Statements and Auditor's Report
and Authorization to Forward to the Commissions**

WHEREAS, the 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 FY 2020 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;

NOW, THEREFORE, BE IT RESOLVED THAT, the VRE Operations Board accepts the FY 2020 Comprehensive Annual Financial Report and associated information from the auditors and hereby authorizes the Chief Executive Officer to forward this information to the Commissions for their consideration.

Approved this 20th day of November 2020

Gary Skinner
Chairman

Jeanine Lawson
Secretary



VIRGINIA RAILWAY EXPRESS
OPERATIONS BOARD

Agenda Item 9-B
Action Item

To: Chairman Skinner and the VRE Operations Board

From: Rich Dalton

Date: November 20, 2020

**Re: Recommend Authorization to Execute a Passenger Rail
Operations and Access Agreement**

Recommendation:

The VRE Operations Board is asked to recommend the Commissions authorize the Chief Executive Officer to execute an agreement with the Virginia Passenger Rail Authority, or alternatively the Department of Rail and Public Transportation for later assignment to the Virginia Passenger Rail Authority, for Passenger Rail Operations and Access.

Summary:

The Agreement includes provisions to enable VRE trains to operate on right-of-way acquired by the Commonwealth of Virginia from CSX Transportation. The Agreement also provides the right for VRE to manage VRE station facilities located in the right-of-way and to increase VRE service once planned improvements within the railroad corridor are completed. Finally, it is anticipated the Agreement will be executed with the Department of Rail and Public Transportation (DRPT) and later assigned to the Rail Authority when practical.

Background:

Since 1992, the Commissions have been engaged in operating and planning the expansion of service for the Virginia Railway Express (VRE). In 2002, the Commissions and CSX Transportation (CSXT) established a corridor improvement program overseen by a corridor task force which included representatives of the Commonwealth of Virginia. The purpose of the corridor task force was to identify and fund capital improvement projects in the RF&P corridor to expand passenger rail. The Commonwealth of Virginia, acting through the Department of Rail and Public Transportation (DRPT), has worked collaboratively with



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the Commissions to advance commuter rail service, and beginning in 2009, began sponsoring the additional inter-city passenger rail service through the 'Amtrak Virginia' program.

The Commonwealth of Virginia, acting through the new Virginia Passenger Rail Authority ("Rail Authority"), will enter into a comprehensive rail agreement with CSXT for the purchase of approximately half of CSXT's interest in the railroad tracks and other railroad assets along the corridor. This agreement will effectively split the corridor longitudinally. The agreement includes a series of specific rail infrastructure improvement projects to facilitate the separation of freight and passenger rail services along the corridor, where feasible, so the two services may operate side-by-side on separate dedicated railroad tracks and other infrastructure and facilities. This separation will improve the reliability and capacity of both freight and passenger rail.

VPRA Agreement:

The Commissions currently have Operations and Access Agreements in place with CSXT, Norfolk Southern Railway (NS) and Amtrak. The agreement with the Rail Authority will be similar in nature permitting operations and access to the newly acquired right-of-way. The agreement includes the following key Sections:

Operations

The Commissions shall operate the Service through one or more Operators. The Commissions will be free to select an Operator at their discretion, in consultation with the Rail Authority, based upon criteria designed to obtain an Operator qualified to operate trains on property of Class One railroads. Operation of the Service shall at all times comply with CSXT's operating rules for the near term, CSXT will continue to dispatch, provide maintenance of way and all other services to operate the right-of-way owned by the Commonwealth. As such, VRE will continue to have an Access agreement with CSXT as the Planned Improvements (e.g. 3rd and 4th tracks) have not been constructed. As the Planned Improvements are completed (e.g. Long Bridge, Franconia-Springfield Bypass), VRE will operate less on CSXT right-of-way and more on Rail Authority owned right-of-way.

The Rail Authority shall not be responsible for or liable to the Commissions, or its Operator, or any passenger for the consequences of any delays or cancellations of the Service due to conflicts with CSXT's freight service, Amtrak's inter-city passenger service, weather, labor difficulties, track or equipment failure, conflicting schedules or missed connections of Amtrak trains or of trains of CSXT, or from other causes.

The Rail Authority acknowledges the importance to the Commissions' commuter rail service of on-time performance and agrees to endeavor to provide an average monthly on-time performance of 90%. In the event an average on-time performance of 90% is not met in any month, the parties shall meet during the next month to discuss the reasons why the on-time performance average was not met and what steps can be taken to meet or exceed that average.

Term

This Agreement shall continue in effect until the Commissions cease to operate VRE service. At or about the fifth anniversary of this Agreement, representatives of the Commissions and the Rail Authority shall meet to review operation of this Agreement and discuss possible modifications. Modifications agreed upon by the parties shall be set forth in a written amendment to this Agreement.

Track Dispatching and Maintenance Fee

The periodic fee paid by the Commissions to the Rail Authority covering the Rail Authority's costs to dispatch and maintain the Rail Authority owned tracks (and other railroad assets made available by the Rail Authority and utilized by the Commissions) attributable to the Service. The Track Dispatching and Maintenance Fee will equal the amounts charged by CSXT or other contractors to the Rail Authority for dispatching and maintenance within the VRE territory minus any portion of such amounts paid to the Rail Authority by Amtrak. The fees are projected to be at or below the current fees VRE pays to CSXT.

Passenger Station Facility Lease

The Passenger Station Facility Lease Agreement is part of the Passenger Operations and Access Agreement. The purpose of this Lease Agreement is to establish the terms and conditions on which the Commissions shall lease certain real property and certain improvements owned by the Rail Authority, including the Legacy Station Sites, and for the construction, maintenance, and operation of commuter rail facilities.

The term of this Lease Agreement will be coterminous with the Passenger Operations and Access Agreement. Annual rental amounts shall be one dollar per year per station site.

STATION SITE	ADDRESS	LEASED FACILITIES
Leeland	275 Leeland Road Falmouth, VA 22405	Land
Brooke	1721 Brooke Road Stafford, VA 22554	Land
Rippon	15511 Farm Creek Drive Woodbridge, VA 22191	Land
Woodbridge	1040 Express Way Woodbridge, VA 22191	Land
Fredericksburg	200 Lafayette Boulevard Fredericksburg, VA 22401	East Platform
Quantico	550 Railroad Avenue Quantico, VA 22134	Station Building and Land
Lorton	8990 Lorton Station Boulevard Lorton, VA 22079	Land
Franconia-Springfield	6880 Frontier Drive Springfield, VA 22150	Land

Crystal City	1503 Crystal Drive Arlington, VA 22202	Land
Alexandria	110 Callahan Drive Alexandria, VA 22301	East Platform
L'Enfant	6th and 7th Street at C Street, SW Washington, DC 20024	Land
L'Enfant Storage Tracks	Washington, DC	Land
Spotsylvania	9442 Crossroads Parkway Fredericksburg, VA 22408	Land

Planned Improvements

The table below list the Planned Improvements the Rail Authority intends to carry out, in cooperation with CSXT, and with funding from the Commissions and other sources:

Project Name	Project Limits
L'Enfant Fourth Track and Station Improvements	CFP 112.2 – CFP 111.5
New Long Bridge for Passenger Rail	CFP 111.5 – CFP 110.1
Alexandria Fourth Track	CFP 110.1 – CFP 104.3
Franconia Springfield Bypass	CFP 98.8 – CFP 96.2
Railroad Bridge Over Newington Road	CFP 96.2 – CFP 95.1
Franconia to Lorton Third Track	CFP 95.1 – CFP 92.3
Railroad Bridge Over Route 1	CFP 91.1 – CFP 90.1
Neabsco Creek to Woodbridge Third Track – Siding D	CFP 88.7 - CFP 84.8
Aquia Creek Third Track – Siding E	CFP 70.7 – CFP 68.1
Potomac Creek Third Track – Siding A	CFP 65.2 – CFP 61.3
Crossroads Third Track – Siding F	CFP 52.8 – CFP 48.7

Planned Additional Service

The Rail Authority will make available to the Commissions train slots identified in the Service Plan. As the Planned Improvements are completed, the Rail Authority will provide additional train slots to the Commissions.

Timeline	Fredericksburg Line	Manassas Line
Post-Acquisition	One Round Trip	One Round Trip
Phase 1 – 2026*	Two Round Trips	Three Round Trips
Phase 1 – 2026* (Weekend Service)	Two Round Trips	Two Round Trips
Phase 2 – 2030*	Two Round Trips	

**Estimated completion of Planned Improvements*

As the Planned Improvements are completed, the Rail Authority will provide written notice to the Commissions of their right to begin additional service. The Commissions in turn shall: (i) on or before the Planned Additional Service Long Stop Date (12 months after notice), adopt a budget allocating funds to support the corresponding components of the Planned Additional Service, and (ii) begin such corresponding components of the Planned Additional Service no later than the beginning of the Fiscal Year immediately following the Fiscal Year during which the budget in (i) was adopted.

If the conditions of (i) and (ii) are not met, the Rail Authority may elect, unilaterally, to use the unused Planned Additional Service components for commuter or inter-city passenger rail service. The Rail Authority may utilize the train slots for a Substitute Operating Period – up to five-years.

The Commissions and the Rail Authority shall work in good faith to agree upon access and use of any Commission-owned passenger rail facilities for such commuter or inter-city passenger rail service during any Substitute Operating Period. If the Commissions do not meet conditions (i) and (ii) above because the Rail Authority does not discount the Contract Fee in the Fiscal Year in which the Planned Additional Service component(s) is required to begin, then the Commissions' obligation to meet conditions (i) and (ii) shall be tolled until the Fiscal Year in which the full eighty four percent (84%) Contract Fee discount is provided.

Indemnity/Liability/Default Provisions

The Commissions shall indemnify the Virginia Indemnitees [*The Commonwealth of Virginia, the Commonwealth Transportation Board, the Rail Authority, and any of the officers, directors, employees, agents, or servants of such entities*] against any Losses or potential Losses by a Virginia Indemnatee, related in any way to or arising from the Commissions' acts or failure to act (i) related in any way to the Commissions' operation of passenger facilities, or (ii) in providing the Service, including, without limitation, for the Commissions' failure to comply with this Agreement or applicable law.

Similar to existing Operating Access Agreements with CSXT, NS and Amtrak the Commissions maintain a policy or policies of liability insurance, with annual aggregate limits of at least \$295,000,000.00 or as otherwise modified by law. All insurance policies shall name the Rail Authority as an additional insured. The Plan is administered by the Depart of Risk Management for the Commonwealth in accordance with Section 2.2-1839 of the Code of Virginia.

If the Commissions are in material breach of this Agreement for Safety, not obtaining the required insurance coverages or substantial lack of adherence to other general provisions, the Rail Authority may suspend the Service until the Commissions have commenced or effected a cure to the reasonable satisfaction of the Rail Authority. The Rail Authority may terminate this Agreement if the Commissions have failed to cure or to commence a cure within 180 days of the notice of material breach. However, even if this Agreement is not terminated, nothing shall compel the Rail Authority to lift any

suspension of the Service until the Commissions have effected a cure with respect to the applicable material breach, or until the Commissions have commenced a cure and are diligently pursuing completion – in either case to the reasonable satisfaction of the Rail Authority.

Assignment

This Agreement may be initially with DRPT and then assigned by DRPT to the Rail Authority which would be responsible for all obligations and activities contemplated by this Agreement.

Fiscal Impact:

As noted above, the track dispatching and maintenance fees paid by VRE to the Rail Authority are expected to be the same or less than the track access fees currently paid to CSXT. Thus, the funding currently provided in the approved FY 2021 budget for CSXT track access fees should be sufficient for both CSXT and Rail Authority fees under the new access arrangement. The FY 2022 budget that will be presented to the Operations Board for recommendation in December will reflect any additional information that is available regarding the allocation of access costs between CSXT and the Rail Authority, but the total budgeted expense will incorporate normal annual cost increases (e.g., inflation) over the FY 2021 value.

VRE currently pays 100 percent of contractual access fees to all three of its host railroads (CSXT, Norfolk Southern, and Amtrak) and then is reimbursed by the Commonwealth for 84 percent of those fees from grant funding sources. This leaves the net 16 percent to be funded directly from VRE passenger fares and local subsidy. While this grant funding arrangement is expected to continue with the three existing host railroads, the Rail Authority may pursue a modified arrangement where only a net fee is charged to VRE for dispatching and maintenance and no grant reimbursement is required.

**Virginia Railway Express
Operations Board**

**Resolution
9B-11-2020**

**Recommend Authorization to Execute a Passenger
Rail Operations and Access Agreement**

WHEREAS, the Commissions currently have an Amended and Restated Operating/Access Agreement with CSX Transportation relating to VRE operations in the Fredericksburg to Washington corridor; and,

WHEREAS, in December of 2019, the Commonwealth of Virginia announced the Virginia Rail Improvement Plan which includes the acquisition of CSX Transportation right-of-way in the Commonwealth; and,

WHEREAS, during the 2020 Virginia General Assembly session, the Virginia Passenger Rail Authority (“Rail Authority”) was established; and,

WHEREAS, the Rail Authority will manage the right-of-way acquired by the Commonwealth in the Fredericksburg to Washington corridor, including the Operating and Access agreement with VRE; and,

WHEREAS, once the right-of-way is acquired by the Commonwealth, the Commissions will need to have an Operating and Access Agreement in place with the Rail Authority; and,

WHEREAS, executing this agreement will ensure continued seamless operation of VRE service.

NOW, THEREFORE, BE IT RESOLVED THAT, the VRE Operations Board does hereby recommend the Commissions find that, in accordance with recently adopted amendments to budget bills HB 29 and 30, meeting by electronic means is authorized because the nature of the declared emergency makes it both impracticable and unsafe for the Operations Board to assemble in a single location on November 20, 2020, and that meeting by electronic means is authorized because the items on the November 20, 2020, Operations Board Meeting Agenda are statutorily required or necessary to continue operations of the Operations Board and the discharge of the Operations Board’s lawful purposes, duties, and responsibilities; and further find that meeting by electronic means is authorized because the items on the November 20, 2020, Operations Board Meeting Agenda are encompassed within the continuity of operations ordinances adopted by member localities of the Virginia Railway Express Operations Board to assure the continued operation of the government during the disaster posed by the public health emergency resulting from COVID-19; and,

BE IT FURTHER RESOLVED THAT, the VRE Operations Board recommends the Commissions authorize the Chief Executive Officer to execute an agreement with the Virginia Passenger Rail Authority, or alternatively the Department of Rail and Public Transportation for later assignment to the Virginia Passenger Rail Authority, for Passenger Rail Operations and Access, subject to approval as to form by legal counsel.

Approved this 20th day of November 2020

Gary Skinner
Chairman

Jeanine Lawson
Secretary



VIRGINIA RAILWAY EXPRESS
OPERATIONS BOARD

Agenda Item 9-C
Action Item

To: Chairman Skinner and the VRE Operations Board

From: Rich Dalton

Date: November 20, 2020

**Re: Recommend Authorization to Execute a Passenger Rail
Improvements and Funding Agreement**

Recommendation:

The VRE Operations Board is asked to recommend the Commissions authorize the Chief Executive Officer to execute an agreement with the Virginia Passenger Rail Authority, or alternatively the Department of Rail and Public Transportation for later assignment to the Virginia Passenger Rail Authority, for Passenger Rail Improvements and Funding.

Summary:

The Passenger Rail Improvements and Funding Agreement ("Funding Agreement") includes provisions for the Commissions to fund a portion of the Planned Improvements and the purchase of real property for right-of-way acquired by the Commonwealth from CSX Transportation (CSXT). The Commissions will utilize Commuter Rail Operating and Capital (CROC) funds for both a debt issuance and on a pay-as-you-go (PAYGO) basis as the source of the funding commitment. Once complete, the Planned Improvements will allow a significant increase in VRE service in accordance with the term of a separate Operating and Access Agreement with the Virginia Passenger Rail Authority ("Rail Authority"). Finally, it is anticipated the Agreement will be executed with the Department of Rail and Public Transportation (DRPT) and later assigned to the Rail Authority when practical.

Background:

Since 1992, the Commissions have been engaged in operating and planning the expansion of service for the Virginia Railway Express (VRE). In 2002, the Commissions and CSX



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Transportation (CSXT) established a corridor improvement program overseen by a corridor task force which included representatives of the Commonwealth of Virginia. The purpose of the corridor task force was to identify and fund capital improvement projects in the RF&P corridor to expand passenger rail. The Commonwealth of Virginia, acting through the Department of Rail and Public Transportation (DRPT), has worked collaboratively with the Commissions to advance commuter rail service, and beginning in 2009, began sponsoring the additional inter-city passenger rail service through the 'Amtrak Virginia' program.

The Commonwealth of Virginia, acting through the new Virginia Passenger Rail Authority ("Rail Authority"), will enter into a comprehensive rail agreement with CSXT for the purchase of approximately half of CSXT's interest in the railroad tracks and other railroad assets along the corridor. This agreement will effectively split the corridor longitudinally. The agreement includes a series of specific rail infrastructure improvement projects to facilitate the separation of freight and passenger rail services along the corridor, where feasible, so the two services may operate side-by-side on separate dedicated railroad tracks and other infrastructure and facilities. This separation will improve the reliability and capacity of both freight and passenger rail.

Recognizing the benefits to VRE of this agreement and the expected gains in reliability and capacity, VRE and DRPT began discussions last year on a VRE funding contribution. When VRE's FY 2021 budget was adopted by the Operations Board, staff were directed to continue discussions and develop an agreement with DRPT that would utilize a mix of debt proceeds and cash to contribute towards the Planned Improvements – identified below as Supported Program Elements.

Commuter Rail Operating and Capital (CROC) Fund

CROC was created by the General Assembly in 2018 for the benefit of commuter railroads in the Commonwealth of Virginia. CROC funds can be used for commuter rail operations, for capital projects on a cash or PAYGO basis, and as the backing for a debt issuance. By law, no more than 66 percent of annual CROC funding can be committed to debt service.

CROC is currently funded at \$15 million per year from fuel taxes collected in NVTC and PRTC regions. VRE and the Commissions have already committed the FY 2019-2021 CROC funds (3 years x \$15 million = \$45 million total) to the VRE Crystal City and L'Enfant Station capital projects on a PAYGO basis. No commitments have yet been made for CROC funds in FY 2022 and beyond.

CROC-Backed Debt

Under the proposed Funding Agreement, the Commissions will issue CROC-Backed Debt as permitted under Va. Code § 33.2-3502. The proceeds from the CROC-Backed Debt will be transferred to the Rail Authority and will be used to purchase real property within the VRE service area from CSXT. The Commissions will use best efforts to issue the CROC-Backed Debt no later than November 15, 2021, and shall issue the CROC-Backed Debt no later than November 15, 2022, provided the Commission and the Rail Authority both agree the

issuance of the CROC-Backed Debt will generate sufficient proceeds and otherwise reasonably satisfy the objectives of the Funding Agreement. Future action by the Commissions will be required before CROC-Backed Debt could be issued.

Financing structures for the CROC-Backed Debt may include public bonds, privately-placed bonds, bank financing, and financings under federal or state programs such as TIFIA, RRIF and the Virginia Resources Authority (VRA). The CROC-Backed Debt may be credit enhanced, supported by reserves, issued in one or more taxable or tax-exempt series, or otherwise structured and offered so as to achieve the objectives of the Funding Agreement. The Commissions shall be solely responsible for and make all debt service payments from appropriated CROC funds pursuant to the final financing agreements. The Commonwealth and the Rail Authority shall have no liability for any CROC-Backed Debt, nor will member jurisdictions of the Commissions.

CROC PAYGO Contributions

In addition to the one-time commitment of proceeds from the CROC-Backed Debt, VRE and the Commissions will also contribute CROC funds to the Rail Authority on an ongoing basis. Beginning in FY 2022 and continuing through FY 2031 (ten years total), any available CROC amounts not already committed to debt service will be transferred on a quarterly basis to the Rail Authority to support key elements of the rail improvement program (see below). The Commissions may substitute an alternative capital funding source in place of the CROC funds for all or part of any required CROC PAYGO Contribution to the Rail Authority, provided the total equivalent amount of the required CROC PAYGO Contribution is otherwise provided.

Supported Program Elements

CROC-Backed Debt Proceeds will be used by the Rail Authority to support acquisition costs of the Real Property within the VRE operating territory. However, if in the reasonable opinion of the Commissions' tax and bond counsel, such use of the CROC-Backed Debt Proceeds jeopardizes the tax-exempt status of the CROC-Backed Debt, then the Commissions and the Rail Authority may collaborate in good faith to agree on alternative uses of the CROC-Backed Debt Proceeds.

CROC PAYGO Contributions will be used to support the following Supported Program Elements, and this list of program elements supported by the CROC PAYGO Contributions may be amended in the future upon mutual agreement of the Commissions and the Rail Authority:

- a. New Long Bridge for Passenger Rail
- b. Alexandria Fourth Track
- c. Franconia Springfield Bypass

In accordance with Va. Code § 33.2-3501(B), the Commissions and the Rail Authority will collaborate to ensure those assets funded by the Commissions through this Funding

Agreement shall be subject to the continuing use of the Commissions for the useful life of such assets.

Assignment

This Agreement may be initially entered into with DRPT and later assigned by DRPT to the Rail Authority which would be responsible for all obligations and activities contemplated by this Agreement.

Fiscal Impact:

There is no immediate fiscal impact from recommending the Funding Agreement to the Commissions. The Funding Agreement only identifies the general structure of the funding contribution VRE will make to the Rail Authority in support of the Transforming Rail in Virginia Program. Once additional financial analysis and due diligence work is completed, the Operations Board and the Commissions will be asked to approve a more detailed financing structure for the CROC-Backed Debt Issuance.

However, the Funding Agreement does represent a significant step toward a major financial commitment by VRE and the Commissions to the Rail Authority and to improved passenger rail service in Virginia. In broad terms, VRE will be committing the entire \$15 million of its annual CROC funds for a ten year period (approximately FY 2022 to FY 2031), plus up to half of its annual CROC funds (\$7.5 million per year) for an additional twenty years after that as debt service. During the first ten years, CROC will be unavailable as a funding source to support existing or new services, unless a replacement source for the required PAYGO contribution can be identified. After the first ten years (i.e., once the PAYGO contributions are complete), a portion of the CROC funds will revert to VRE and be available to support new and expanded service.

**Virginia Railway Express
Operations Board**

**Resolution
9C-11-2020**

**Recommend Authorization to Execute a Passenger
Rail Improvements and Funding Agreement**

WHEREAS, in December of 2019, the Commonwealth of Virginia announced the Virginia Rail Improvement Plan which includes the acquisition of CSX Transportation right-of-way in the Commonwealth; and,

WHEREAS, during the 2020 Virginia General Assembly session, the Virginia Passenger Rail Authority ("Rail Authority") was established; and,

WHEREAS, once the right-of-way is acquired by the Commonwealth, the Rail Authority will work collaboratively with CSX Transportation to construct Planned Improvements, in part, for the benefit of additional VRE service; and,

WHEREAS, the Commissions will provide a funding contribution to the Rail Authority to fund a portion of the Supported Program Elements and the purchase of real property; and,

WHEREAS, the Commissions will commit annual Commuter Rail Operating and Capital (CROC) funds for a CROC-Backed Debt issuance as well as pay-as-you-go contributions,

NOW, THEREFORE, BE IT RESOLVED THAT, the VRE Operations Board does hereby recommend the Commissions find that, in accordance with recently adopted amendments to budget bills HB 29 and 30, meeting by electronic means is authorized because the nature of the declared emergency makes it both impracticable and unsafe for the Operations Board to assemble in a single location on November 20, 2020, and that meeting by electronic means is authorized because the items on the November 20, 2020, Operations Board Meeting Agenda are statutorily required or necessary to continue operations of the Operations Board and the discharge of the Operations Board's lawful purposes, duties, and responsibilities; and further find that meeting by electronic means is authorized because the items on the November 20, 2020, Operations Board Meeting Agenda are encompassed within the continuity of operations ordinances adopted by member localities of the Virginia Railway Express Operations Board to assure the continued operation of the government during the disaster posed by the public health emergency resulting from COVID-19; and,

BE IT FURTHER RESOLVED THAT, the VRE Operations Board is asked to recommend the Commissions authorize the Chief Executive Officer to execute an agreement with the Virginia Passenger Rail Authority, or alternatively the Department of Rail and Public

Transportation for later assignment to the Virginia Passenger Rail Authority, for Passenger Rail Improvements and Funding, subject to approval as to form by legal counsel.

Approved this 20th day of November 2020

Jeanine Lawson
Secretary

Gary Skinner
Chairman



VIRGINIA RAILWAY EXPRESS
OPERATIONS BOARD

Agenda Item 10-C
Information Item

To: Chairman Skinner and the VRE Operations Board

From: Rich Dalton

Date: November 20, 2020

Re: Update: Recommend Authorization to Execute an Agreement for Design, Construction, Operation, and Maintenance of a Parking Garage at the VRE Manassas Park Station.

At the October 16, 2020, VRE Operations Board meeting the Operations Board recommended to the Commissions authorization to execute an agreement for design, construction, operation, and maintenance of a parking garage at the VRE Manassas Park Station – *Resolution 9C-10-2020*. At that time, VRE and City staff were working through final contract language in preparation for authorization of the final agreement by the Commissions at their November 5, 2020, meeting. The final contract language was not finalized in time for the Commission meetings and the resolution was removed from both Commissions agenda.

VRE and City staff have worked collaboratively to address the City's request to have the ability to reacquire the Garage Parcel used for the construction of the parking garage in the event VRE service at the Manassas Park Station was discontinued. VRE and City staff are proposing a ground lease of the Garage Parcel, and other requirements of the City, in the event VRE service was discontinued. The Section of the Agreement addressing this issue is below:

Section 2 Garage Parcel

- a. The City and the VRE will enter into a ground lease for the Garage Parcel, whereby the VRE will lease the Garage Parcel for the purposes of constructing, operating and maintaining the Garage. The term of such ground lease will continue for as long as the VRE uses the Garage for commuter rail patron parking. The ground lease must be fully executed prior to issuance by the VRE of a competitive solicitation for construction of the Garage.



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- b. The ground lease for the Garage Parcel will include a provision that, if the VRE either (i) determines that it no longer requires use of the Garage Parcel for commuter rail patron parking and provides written notice to the City of the same, or (ii) the VRE does not use the Garage for commuter rail patron parking for a period of one year, then the ground lease will terminate and the City will acquire ownership of all improvements constructed on the Garage Parcel, including the Garage, at no additional cost, subject to the requirement that the City will thereafter use the Garage in accordance with the conditions imposed by the grant funding entities that provided funds to design and construct the Garage.

Prior to soliciting for construction of the parking garage, staff will bring to the VRE Operations Board a recommendation to the Commissions to authorize a ground lease with the City of Manassas Park as identified in Section 2a.

Unless otherwise directed, VRE staff will bring the final agreement to both Commissions for approval at their December 3, 2020, meetings.



VIRGINIA RAILWAY EXPRESS
OPERATIONS BOARD

Agenda Item 9-E
Action Item

To: Chairman Skinner and the VRE Operations Board

From: Rich Dalton

Date: November 20, 2020

Re: Authorization to Amend the Contract for Engineering and Environmental Services for the Manassas Park Station Parking Expansion Project

Recommendation:

The VRE Operations Board is asked to authorize the Chief Executive Officer to execute a contract amendment with Vanasse Hangen Brustlin, Inc. (VHB), of Vienna, VA, for Engineering and Environmental Services for the Manassas Park Station Parking Expansion Project in the amount of \$525,947, plus a 10 percent contingency of \$52,595, for a total amount of \$578,542 for 60 percent relocation design of the parking garage, increasing the total authorization to an amount not to exceed \$2,784,986.

Summary:

The City of Manassas Park has requested that VRE relocate the parking garage to a new site adjacent to the previously designed site due to proposed development by the City. The proposed site relocation requires the garage design to be updated to a 60 percent design level using the new site location.

Background:

On June 17, 2016, the VRE Operations Board authorized the CEO to execute a contract with VHB for the Base Task of assessing future parking demand for the Manassas Park Station and evaluation of concepts for expanding parking. Preparation of preliminary design plans for the preferred alternative, and preparation of National Environmental Policy Act (NEPA) documentation to evaluate the potential impacts of expanding parking were included in the contract as Optional Task A. The preparation of final engineering plans was also included in the contract as Optional Task B.



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Authorization to exercise Optional Task A was received from the Operations Board on January 27, 2017. The scope of work for Optional Task A was completed in August 2018. On September 21, 2018, the VRE Operations Board authorized the CEO to exercise Optional Task B for final design and other ancillary tasks such as procurement support and limited construction administration services.

While completing the work for Optional Task B, the City of Manassas Park approached VRE about the potential relocation of the proposed parking garage to an adjacent site. At the time of this request, VRE was ready to submit 60 percent design plans and initial permitting requests to the City. Due to this relocation request, the existing 60 percent design plans need to be updated.

VRE requested VHB submit a proposal to accomplish the scope of the relocation design. The proposal submitted by VHB was reviewed by VRE staff and deemed to be responsive to all aspects required of the relocation design. The proposed cost was also compared with the Independent Cost Estimate prepared by VRE staff and determined to be fair and reasonable.

Fiscal Impact:

The original 60 percent design plans were funded through a standard project agreement (SPA) with the Northern Virginia Transportation Authority (NVTA). This SPA is intended to fund the complete (100 percent) design of the parking garage, with construction of the garage subsequently being funded through the I-66 Outside the Beltway (OTB) Concessionaire payment.

After being approached by the City of Manassas Park regarding the potential relocation and redesign, VRE staff coordinated with NVTA staff on the appropriate process for continued funding of the project. VRE's work under the NVTA SPA has been put on hold, and all funding for the relocation design will be provided through a separate agreement with the City of Manassas Park. Once the relocation design has reached 60 percent, and all parties are in agreement, the remaining design work to achieve 100 percent design will be funded through the NVTA SPA.

**Virginia Railway Express
Operations Board**

**Resolution
9E-11-2020**

**Authorization to Amend the Contract for Engineering and Environmental
Services for the Manassas Park Station Parking Expansion Project**

WHEREAS, following completion of 60 percent design on a new parking garage at the Manassas Park Station, VRE was approached by the City of Manassas Park regarding a change in the proposed location of the parking garage; and,

WHEREAS, additional design efforts are required due to the proposed relocation of the parking garage site; and,

WHEREAS, VRE executed a contract with Vanasse Hangen Brustlin, Inc. (VHB) in July 2016 to provide Engineering and Environmental Services for the VRE Manassas Park Station Parking Expansion Project, and Optional Tasks A and B of the contract for preliminary design and final design were previously exercised with the authorization of the VRE Operations Board; and,

WHEREAS, VRE has received a proposal from VHB for the Optional Task B services, and staff has deemed it to be fair and reasonable;

NOW, THEREFORE, BE IT RESOLVED THAT, the VRE Operations Board does hereby authorize the Chief Executive Officer to execute a contract amendment with Vanasse Hangen Brustlin, Inc. of Vienna, Virginia, for Engineering and Environmental Services for the Manassas Park Station Parking Expansion Project in the amount of \$525,947, plus a 10 percent contingency of \$52,595, for a total amount of \$578,542 for 60 percent relocation design of the parking garage, increasing the total authorization to an amount not to exceed \$2,784,986.

Approved this 20th day of November 2020

Gary Skinner
Chairman

Jeanine Lawson
Secretary



VIRGINIA RAILWAY EXPRESS
OPERATIONS BOARD

Agenda Item 9-F
Action Item

To: Chairman Skinner and the VRE Operations Board

From: Rich Dalton

Date: November 20, 2020

Re: Authorization to Issue a GEC VIII Task Order for Construction Management Services for the Rolling Road Station Improvement Project

Recommendation:

The VRE Operations Board is asked to authorize the Chief Executive Officer to issue a General Engineering Consulting Services (GEC VIII) Task Order to STV Incorporated of Fairfax, Virginia, for Construction Management Services for the Rolling Road Station Improvement Project in the amount of \$487,817, plus a 10 percent contingency of \$48,782, for a total not to exceed \$536,599.

Summary:

The design for the Rolling Road Station Improvement Project is complete, and construction is anticipated to begin soon. Construction Management Services are being procured now to assist VRE staff in the management of the construction contractor.

Background:

The existing platform at Rolling Road Station can accommodate trains up to five cars in length. This prohibits train crews from opening all doors on longer trains at the station, which prolongs dwell times at the station and reduces railroad capacity. In June 2016, VRE began design of the following improvements at the station:

1. Extension of the existing platform by approximately 300 feet to accommodate longer trains
2. Installation of additional canopy coverage with new LED lighting



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3. Construction of a second walkway access from the parking lot to the extended platform
4. Rehabilitation of the existing platform and canopy structures

Construction management services are necessary to support VRE staff during construction with on-site representation, monitoring construction activities, documenting and reporting daily activities, tracking pay item quantities and assistance in ensuring quality standards and contract requirements are being met. In September 2020, the VRE Operations Board authorized execution of GEC VIII contracts to provide on-call engineering, planning, environmental and construction management services. STV Incorporated was awarded a contract under GEC VIII for the Construction Management Program Area.

At VRE's request, STV submitted a task order proposal to provide construction management services for the Rolling Road Station Improvement Project. A cost analysis was subsequently performed by VRE staff to compare the proposed cost with the independent cost estimate, and it was determined that STV's proposal is fair and reasonable.

Fiscal Impact:

Funding of \$2.0 million for the project is provided through federal Congestion Mitigation/Air Quality (CMAQ) grant VA-90-X046, and associated state match (#72513-12) for the design and construction of the Rolling Road platform extension. Additional CMAQ funding of \$3.0 million necessary to fully fund the project has recently been transferred from the Lorton Second Platform project and is in the process of being applied to a new grant.

**Virginia Railway Express
Operations Board**

**Resolution
9F-11-2020**

**Authorization to Issue a GEC VIII Task Order for Construction
Management Services for the Rolling Road Station Improvement Project**

WHEREAS, the existing platform at Rolling Road Station can accommodate trains up to five cars in length, prohibiting train crews from opening all doors on longer trains at the station; and,

WHEREAS, a platform extension and other improvements are necessary at Rolling Road Station to accommodate present train consists and longer trains planned for the future; and,

WHEREAS, construction management services are necessary to support VRE staff during construction; and,

WHEREAS, the VRE Operations Board authorized execution of a General Engineering Consulting Services (GEC VIII) contract with STV Incorporated in September 2020 to provide Construction Management Services on an on-call basis through the award of task orders; and,

WHEREAS, STV Incorporated has presented an acceptable proposal, which is deemed to be fair and reasonable, to perform construction management services for the Rolling Road Station Improvement Project;

NOW, THEREFORE, BE IT RESOLVED THAT, the VRE Operations Board does hereby authorize the Chief Executive Officer to issue a General Engineering Consulting Services (GEC VIII) Task Order to STV Incorporated of Fairfax, Virginia for Construction Management Services for the Rolling Road Station Improvement Project in the amount of \$487,817, plus a 10 percent contingency of \$48,782, for a total not to exceed \$536,599.

Approved this 20th day of November 2020

Gary Skinner
Chairman

Jeanine Lawson
Secretary



VIRGINIA RAILWAY EXPRESS
OPERATIONS BOARD

Agenda Item 9-G
Action Item

To: Chairman Skinner and the VRE Operations Board

From: Rich Dalton

Date: November 20, 2020

Re: Authorization to Amend the Contracts for the Delivery of Diesel Fuel for VRE Locomotives

Recommendation:

The VRE Operations Board is asked to authorize the Chief Executive Officer to amend the two contracts for the Delivery of Diesel Fuel for VRE Locomotives to exercise the second option year on each contract. Each option year will begin July 1, 2021, and end June 30, 2022. The contract option with James River Solutions of Ashland, Virginia, for the delivery of diesel fuel to the Crossroads Maintenance and Storage Facility is recommended in the amount of \$1,785,000, plus a 10 percent contingency of \$178,500, for a total amount not to exceed \$1,963,500. The contract option with Griffith Energy Services, Inc. of Columbia, Maryland for the delivery of diesel fuel to the Broad Run Maintenance and Storage Facility is recommended in the amount of \$1,190,000, plus a 10 percent contingency of \$119,000, for a total amount not to exceed \$1,309,000.

Summary:

Both diesel fuel supply contracts afford VRE the option to reduce fuel cost volatility by locking in future fixed prices for fuel directly with the suppliers (James River Solutions and Griffith Energy Services). Fixed prices cannot be locked in for a period that is beyond the current term of the contract. By exercising the second option year of both contracts now, VRE will have the ability, if desired, to execute fixed price agreements for fuel through the end of FY 2022.

Background:

On December 20, 2019, the VRE Operations Board authorized the Chief Executive Officer to exercise the first option year of the contracts with James River Solutions in an amount not to exceed \$2,580,600, and Griffith Energy Services in an amount not to exceed \$1,720,400.



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The first option year of these contracts expires on June 30, 2021. Both contracts are for a base period of one year with the option to extend for four additional one-year periods, with VRE Operations Board approval required to exercise each option year.

Exercising the second option year of each contract prior to June 2021 will allow VRE, if desired, to enter into fixed price agreements for the delivery of fuel in FY 2022. The total cost of the second option year of the diesel fuel contracts, not including the requested 10 percent contingency, is based on an estimated price of \$1.75 per gallon for 1.7 million gallons of diesel fuel.

Staff continues to work with VRE's external fuel consultant to develop policies and procedures related to hedging fuel price risk through investment in futures contracts (or similar instruments) rather than entering into fixed price agreements.

Fiscal Impact:

The total of the requested contract option year authorization for James River Solutions (\$1,785,000) and Griffith Energy Services (\$1,190,000) is \$2,975,000, not including the requested 10 percent contingency. Funding in this amount is included in the proposed FY 2022 budget for Mechanical Operations that is expected to be recommended by the Operations Board in December 2020 and approved by the commissions in January 2021. Funding for future years will be included in each proposed annual budget.

**Virginia Railway Express
Operations Board**

**Resolution
9G-11-2020**

**Authorization to Amend the Contracts for the
Delivery of Diesel Fuel for VRE Locomotives**

WHEREAS, on December 20, 2019, the VRE Operations Board authorized the Chief Executive Officer to exercise the first option year of the diesel fuel supply contracts with James River Solutions and Griffith Energy Services; and,

WHEREAS, the first option year for each contract will expire on June 30, 2021; and,

WHEREAS exercising the second option year of each contract now, before the expiration of the prior option year, will give VRE the ability to enter into fixed price agreements for diesel fuel through the end of FY 2022;

NOW, THEREFORE, BE IT RESOLVED THAT, the VRE Operations Board does hereby authorize the Chief Executive Officer to amend the two contracts for the Delivery of Diesel Fuel for VRE Locomotives to exercise the second option year of each contract; and,

BE IT FURTHER RESOLVED THAT, the contract option with James River Solutions of Ashland, Virginia for the delivery of diesel fuel to the Crossroads Maintenance and Storage Facility is recommended in the amount of \$1,785,000, plus a 10 percent contingency of \$178,500, for a total amount not to exceed \$1,963,500 for a period of one year; and,

BE IT FURTHER RESOLVED THAT, the contract option with Griffith Energy Services, Inc. of Columbia, Maryland for the delivery of diesel fuel to the Broad Run Maintenance and Storage Facility is being recommended in the amount of \$1,190,000, plus a 10 percent contingency of \$119,000, for a total amount not to exceed \$1,309,000 for a period of one year.

Approved this 20th day of November 2020

Gary Skinner
Chairman

Jeanine Lawson
Secretary



VIRGINIA RAILWAY EXPRESS
OPERATIONS BOARD

Agenda Item 9-D
Action Item

To: Chairman Skinner and the VRE Operations Board

From: Rich Dalton

Date: November 20, 2020

**Re: Recommend the Commissions Approve the 2021 VRE
Legislative Agenda**

Recommendation:

The VRE Operations Board is asked to recommend the Commissions approve the 2021 VRE Legislative Agenda and authorize the Chief Executive Officer to actively pursue the elements set forth in the attached document.

Background:

Annually, VRE prepares a Legislative Agenda to communicate VRE's legislative priorities in coordination with the Commissions and member jurisdictions. The Legislative Agenda, which addresses State and Federal issues, is attached.

Fiscal Impact:

There is no direct funding impact associated with adopting this agenda item.



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**Virginia Railway Express
Operations Board**

**Resolution
9D-11-2020**

Recommend the Commissions Approve the 2021 VRE Legislative Agenda

WHEREAS, VRE is an essential part of regional transportation network for the Northern Virginia and DC Metropolitan region; and,

WHEREAS, VRE serves residents throughout the Commonwealth to provide a meaningful public transportation option; and,

WHEREAS, it is essential for VRE to educate and advocate for desired legislative and regulatory outcomes with members of Congress and their staff, with staff of federal entities, in the Virginia General Assembly and with the Governor and his administration; and,

WHEREAS, VRE has coordinated its Legislative Agenda with the staffs of the Commissions and member jurisdictions;

NOW, THEREFORE, BE IT RESOLVED THAT, the VRE Operations Board does hereby recommend the Commissions find that, in accordance with recently adopted amendments to budget bills HB 29 and 30, meeting by electronic means is authorized because the nature of the declared emergency makes it both impracticable and unsafe for the Operations Board to assemble in a single location on November 20, 2020, and that meeting by electronic means is authorized because the items on the November 20, 2020 Operations Board Meeting Agenda are statutorily required or necessary to continue operations of the Operations Board and the discharge of the Operations Board's lawful purposes, duties, and responsibilities; and further find that meeting by electronic means is authorized because the items on the November 20, 2020 Operations Board Meeting Agenda are encompassed within the continuity of operations ordinances adopted by member localities of the Virginia Railway Express Operations Board to assure the continued operation of the government during the disaster posed by the public health emergency resulting from COVID-19; and,

BE IT FURTHER RESOLVED THAT, the VRE Operations Board does hereby recommend the Commissions approve the 2021 VRE Legislative Agenda ***as amended***, and authorize the Chief Executive Officer to actively pursue the elements set forth in the attached document.

Approved this 20th day of November 2020

Jeanine Lawson
Secretary

Gary Skinner
Chairman

**Virginia Railway Express
2021 Legislative Agenda
State Funding and Legislative Issues**

COVID-19 Pandemic Response

Monitor, evaluate and respond to legislative proposals pertaining to the COVID-19 pandemic that would impact VRE's operations, such as sick leave policies, hazard pay, and employee liability issues.

Support the maintenance of state funding and any necessary flexibility needed for public transportation in general, and VRE specifically, as the Commonwealth deals with the fiscal impact of the pandemic.

State Capital Funding

Protect state funding for the Long Bridge expansion plan and *Transforming Rail in Virginia* projects passed in the 2020 legislative session.

Safeguard funding for the Commuter Rail Operating and Capital (C-ROC) fund to ensure the Long Bridge expansion project continues to move forward and mitigate VRE revenue impacts resulting from lower ridership throughout the COVID-19 pandemic.

Virginia Passenger Rail Authority (VPRA)

Engage with and educate the staff of and gubernatorial appointees to VPRA about VRE's operations. Monitor, analyze and respond to proposed legislation or VPRA policy affecting VRE's fiscal or operational position. Support VRE's CEO in his capacity as an ex-officio member of VPRA.

Meetings Held Through Electronic Communication Means

Coordinate with VRE's parent commissions and other stakeholders on legislative proposals that would increase the flexibility of VRE and other public bodies to make policies that better accommodate the needs of their board members while remaining open and transparent to the public. ***This includes support for removing the state limit on how often Members may participate electronically when there is a physical quorum present, while retaining VRE's authority to govern such participation with additional guidelines or restrictions.***

Northern Virginia Transportation Authority (NVTa) Funding

Support actions by NVTa and others to fully restore funding for NVTa.

Virginia Transit Association (VTA)

Analyze VTA and others' proposals to increase funding for public transportation and create programs that will increase ridership.

Transportation Authorities

Monitor, evaluate and respond to proposals to create additional transportation authorities that would include VRE jurisdictions.

**Virginia Railway Express
2021 Legislative Agenda
Federal Funding, Legislative and Regulatory Issues**

Surface Transportation Reauthorization

Partner with industry stakeholders and associations to advocate for robust funding levels and appropriate policies to support commuter rail and mass transit. Efforts will include, but are not limited to, participating in association committee meetings, providing comments to policy and regulatory position documents, and collaborating on legislative advocacy.

Surface Transportation Board (STB) Authority

Educate Congress and the administration on the imperative of preserving STB's jurisdiction over VRE

and other common carrier commuter railroads. This will come in the form of letters to Members of Congress and committees of jurisdiction, as well as in-person or virtual meetings to discuss VRE's position and circumstance.

Monitor industry, congressional, and administration efforts affecting the ability of VRE, and similar commuter railroads, to seek relief from the STB when negotiating with Amtrak. As necessary, submit comments to regulatory bodies to advocate for preserving STB jurisdiction over VRE.

Amtrak On-Time-Performance

Monitor and, as needed, submit comments to Amtrak and the Federal Railroad Administration regarding joint efforts to develop on-time-performance metrics and measurements which will be enforced by the STB.

Federal Grant Programs

Work with the U.S. Department of Transportation (DOT), Virginia's congressional delegation, relevant congressional committees, and regional stakeholders to educate and secure administration and congressional support for discretionary grant applications submitted by VRE or with VRE as a key partner.

U.S. DOT Rulemaking

Track and comment on proposed guidance, rulemakings, or requests for comment from U.S. DOT helping to advance permit streamlining and regulatory reforms applicable to VRE's operations and Capital Improvement Program.

Liability Insurance Reform

Coordinate with the American Public Transportation Association and other stakeholders to investigate potential liability insurance reforms, with the goal of producing research on possible legislative and regulatory solutions to the industry's current struggles with attaining sufficient insurance to meet regulatory mandates and the increasing cost of doing so.

COVID-19 Relief

Monitor and, as appropriate, advocate for congressional and administration support for commuter rail and mass transit as the industry manages the impacts of COVID-19. Track and provide comments on congressional action specifically for front-line transit workers, including but not limited to, hazard pay for essential workers.