



**Virginia Railway
Express**

Gary Skinner
Chairman

Paul Smedberg
Vice-Chairman

Maureen Caddigan
Secretary

Sharon Bulova
Treasurer

John C. Cook
Katie Cristol
John Jenkins
Matt Kelly
Paul Milde
Jennifer Mitchell
Suhas Naddoni
Martin Nohe
Bob Thomas
Jonathan Way

Alternates

Marc Aveni
Jay Fisette
Todd Horsley
Frank Jones
Jeanine Lawson
Jeff McKay
Wendy Maurer
Paul Trampe
Billy Withers

Doug Allen
Chief Executive Officer

1500 King Street, Suite 202
Alexandria, VA 22314-2730

MINUTES

VRE Operations Board Meeting PRTC Headquarters – Prince William County, Virginia April 15, 2016

Members Present	Jurisdiction
Sharon Bulova (NVTC)	Fairfax County
Maureen Caddigan (PRTC)	Prince William County
John C. Cook (NVTC)	Fairfax County
Katie Cristol (NVTC)	Arlington County
Matt Kelly (PRTC)	City of Fredericksburg
Paul Milde (PRTC)*	Stafford County
Gary Skinner (PRTC)	Spotsylvania County
Jonathan Way (PRTC)	City of Manassas

Members Absent	Jurisdiction
John D. Jenkins (PRTC)	Prince William County
Jennifer Mitchell	DRPT
Suhas Naddoni (PRTC)	City of Manassas Park
Martin Nohe (PRTC)	Prince William County
Paul Smedberg (NVTC)	City of Alexandria
Bob Thomas (PRTC)	Stafford County

Alternates Present	Jurisdiction
Todd Horsley	DRPT
Billy Withers (PRTC)	City of Fredericksburg

Alternates Absent	Jurisdiction
Marc Aveni (PRTC)	City of Manassas
Jay Fisette (NVTC)	Arlington County
Frank C. Jones (PRTC)	City of Manassas Park
Jeanine Lawson (PRTC)	Prince William County
Jeff McKay (NVTC)	Fairfax County
Wendy Maurer (PRTC)	Stafford County
Paul Trampe (PRTC)	Spotsylvania County

Staff and General Public	
Doug Allen – VRE	Pierre Holloman – City of Alexandria
Alex Buchanan – VRE	Donald Irby – VRE
Kelley Coyner – NVTC Staff	Mike Lake – Fairfax County
Unwanna Dabney – Parsons Brinckerhoff	Lezlie Lamb – VRE
Rich Dalton – VRE	Mike Lambert – HDR
James Davenport – Prince William County	Bob Leibbrandt – Prince William County
John Duque – VRE	Steve MacIsaac – VRE legal counsel
Paul Garnett – Keolis	Eric Marx – PRTC staff
Arnold Gilbo – Keolis	Betsy Massie – PRTC
Rhonda Gilchrest – NVTC Staff	Matthew McDermott – Amec Foster Wheeler
Chris Henry – VRE	Carolyn Peet – VRE
Tom Hickey – VRE	Lynn Rivers – Arlington County
Sarah Higgins – VRE	Joe Swartz – VRE
Gerri Hill – VRE	Cambria Ungaro – VRE
Christine Hoeffner – VRE	Detrius Williams – VRE

* Delineates arrival following the commencement of the Board meeting. Notation of exact arrival time is included in the body of the minutes.

Chairman Skinner called the meeting to order at 9:04 A.M. Following the Pledge of Allegiance, Roll Call was taken.

Approval of the Agenda – 3

Mr. Kelly moved, with a second by Ms. Bulova, to approve the Agenda. The vote in favor was cast by Board Members Bulova, Caddigan, Cook, Cristol, Horsley, Kelly, Skinner and Way.

Approval of the Minutes of the March 18, 2016 Operations Board Meeting – 4

Ms. Caddigan moved, with a second by Mr. Kelly, to approve the Minutes. The vote in favor was cast by Board Members Bulova, Caddigan, Cook, Cristol, Horsley, Kelly and Way. Mr. Skinner abstained.

[Mr. Milde arrived at 9:06 A.M.]

Chairman's Comments – 5

Chairman Skinner announced that the Commonwealth Transportation Board is holding public hearings across the Commonwealth on the Six-Year Improvement Program (SYIP). Mr. Cook will provide testimony of behalf of VRE at the Northern Virginia hearing on May 2nd. Chairman Skinner stated he will provide VRE's testimony at the hearing in Fredericksburg on May 10th.

Chairman Skinner stated that following email notification to Operations Board members, VRE's TIGER grant application went directly to the Commissions for action. Due to the timing of the program announcement on March 8th and the deadline for submission of April 29, 2016, a formal recommendation from the VRE Operations Board was not possible prior to taking it to the Commissions. Both NVTC and PRTC approved the submission of the application at their April 7th meetings. VRE's application is for the Alexandria, Brooke and Leeland Road Station improvements.

Chairman Skinner stated the third track project in Spotsylvania is close to completion. CSX is expected to take control of the switches on May 5th. He thanked Mr. Dalton and the rest of the VRE staff for a job well done on this project.

Chief Executive Officer's Report –6

Mr. Allen reported on safety and security activities for the month of March, including Passenger Emergency Preparedness Training by the Transportation Security Administration (TSA) for VRE crews. Topics covered included unattended packages, behavior recognition techniques, handling emergency situations, and managing violence on trains. This is the second year VRE has hosted training by the TSA.

Mr. Allen reported overall on-time performance (OTP) for the month of March was 93 percent and Average Daily Ridership for March was 18,160. He gave a briefing on a major

delay during evening service on April 1st caused by a switch malfunction which prevented trains from departing Union Station.

Mr. Allen stated he and Mr. Swartz will attend the Commonwealth Transportation Board (CTB) meeting on April 19th in Lynchburg to meet with the CTB Rail Committee. The General Assembly approved budget language for a VRE impact analysis where the Commonwealth Transportation Board will look at VRE's long range Strategic Plan and Financial Plan. VRE service parallels I-95, I-395 and I-66, which are considered Corridors of Statewide Significance. Chairman Skinner invited Board Members to stay after the meeting to review the draft presentation.

Mr. Allen stated VRE has submitted comments in response to the Surface Transportation Board's (STB) proposed *Policy Statement on Implementing Intercity Passenger Train On Time Performance Preference Provisions*. For purposes of the law, a commuter train is prioritized the same as a freight train. Absolute preference of Amtrak trains over VRE trains would likely result in dramatic and negative impacts to VRE service. The problem comes when there are delays and Amtrak trains get priority. STB's policy statement is a move in the right direction from the perspective of the commuter railroads not operated by Amtrak. VRE will reach out to the Northern Virginia Congressional delegation to seek a change in the definition in the law.

Mr. Allen reported that he, Mr. Dalton and Mr. MacIsaac travelled to Jacksonville, Florida to meet with CSXT representatives to discuss the renewal of the Operating and Access Agreement. CSXT is agreeable to a one-year extension. Also discussed was the intention to reconvene quarterly Corridor Task Force (CSXT, DRPT and VRE) meetings to identify and coordinate specific future projects for the Fredericksburg corridor.

Mr. Allen stated VRE submitted a letter of endorsement for the Commonwealth's FASTLANE grant application for its Atlantic Gateway project, which includes corridor-wide enhancements to improve I-95/I-395 from Fredericksburg to the Pentagon. This program of projects includes VRE related projects such as the Long Bridge project. VRE also submitted a letter of endorsement for Prince William County's FASTLANE grant application for U.S. Route 15 improvements in the Gainesville-Haymarket area. This project will consist of widening of a 0.6 mile-long stretch of Route 15 from two lanes to four lanes and building an overpass over the existing Norfolk Southern tracks.

Mr. Allen gave an update on the Gainesville-Haymarket Extension Study. The Policy Advisory Committee met and discussed potential station locations. He also met with Prince William County Supervisor Pete Candland to discuss a potential yard location in the Rural Crescent area.

Mr. Allen introduced a new employee, Donald Irby, who is VRE's Mechanical Operations Specialist. Mr. Irby is a retired Army National Guard where he worked as a Logistics Manager. Mr. Allen also acknowledged Norine Walker, VRE's Project Manager, who is leading the Alexandria Station Pedestrian Tunnel project and the Lifecycle Overhaul and Upgrade Facility at Crossroads. Before coming to VRE, Ms. Walker did engineering work on the Woodrow Wilson Bridge and PRTC's western facility. She is co-authoring a book featuring civil engineering contributions to the Washington, DC area to commemorate the

American Society of Civil Engineering's 100th anniversary. Most notably, she has recently been named a Fellow of the American Society of Civil Engineering.

In response to a question from Mr. Milde, Mr. Allen provided more information about the Corridor Task Force, which would identify improvements for the corridor. In response to a question from Mr. Way, Mr. Allen stated costs of a one-year extension to the CSXT Operating and Access Agreement would be on the same terms.

VRE Riders' and Public Comment – 7

There were no comments.

Authorization to Execute the Third Option Year for Custodial and seasonal Services Contract – 8A

Mr. Allen asked the Operations Board to authorize him to execute the third option year for the Custodial and Seasonal Services contract with Fresh Air Duct Cleaning, LLC of Capitol Heights, Maryland in the amount of \$2,400,000, for a total contract amount not to exceed \$7,760,000. Resolution #8A-04-2016 would accomplish this.

Mr. Milde moved, with a second by Ms. Bulova, to approve Resolution #8A-04-2016. The vote in favor was cast by Board Members Bulova, Caddigan, Cook, Cristol, Horsley, Kelly, Milde, Skinner and Way.

Authorization to Execute the Third Option Year for Facilities Maintenance Services Contract – 8B

Mr. Allen asked the Operations Board to authorize him to execute the third option year for the Facilities Maintenance Services contract with NV Enterprises of Herndon, Virginia in the amount of \$1,100,000, for a total contract amount not to exceed \$4,400,000. Resolution #8B-04-2016 would accomplish this.

Ms. Bulova moved, with a second by Mr. Way, to approve the resolution.

In response to a question from Chairman Skinner, Mr. Allen replied that maintenance of the head house is included in this contract.

The Board then voted on the motion and it passed. The vote in favor was cast by Board Members Bulova, Caddigan, Cook, Cristol, Horsley, Kelly, Milde, Skinner and Way.

Authorization to Execute a Contract for Diesel Fuel Price Risk Management Consulting Services – 8C

Mr. Allen asked the Operations Board to authorize him to execute a contract with Linwood Capital, LLC of Minneapolis, Minnesota for diesel fuel price risk management consulting services in the annual amount of \$21,600 for a base year and nine one-year option periods for a total amount not to exceed \$216,000 over a ten-year period, with the option years exercised by the CEO, at his discretion. Resolution #8C-04-2016 would accomplish this.

Mr. Milde moved, with a second by Ms. Bulova, to approve Resolution #8C-04-2016.

Ms. Cristol asked for an estimate of how much VRE has saved in fuel costs over the last 10 years using this type of service. Mr. Dalton explained it's more about minimizing price volatility for at least a portion of the fuel purchase. Cost savings are a by-product. Ms. Cristol observed if it is to insulate VRE from volatility, VRE could do that with a contingency fund and she stated if VRE is paying for these services, there should be a way to recoup some of these costs. Mr. Dalton stated staff can provide some historical data. Mr. Way and Mr. Milde stated they would also like to see this data.

The Board then voted on the motion and it passed. The vote in favor was cast by Board Members Bulova, Caddigan, Cook, Cristol, Horsley, Kelly, Milde, Skinner and Way.

Authorization to Execute a Contract for Engineering and Environmental Services for the Rolling Road Platform Extension – 8D

Mr. Allen asked the Operations Board to authorize him to execute a contract with Dewberry Consultants LLC of Fairfax, Virginia, to provide engineering and environmental services for the VRE Rolling Road Station platform extension in the amount of 402,636, plus a 10 percent contingency of \$40,264, for a total amount not to exceed \$422,900. Resolution #8D-04-2016 would accomplish this.

Ms. Bulova moved, with a second by Mr. Cook, to approve Resolution #8D-04-2016. The vote in favor was cast by Board Members Bulova, Caddigan, Cook, Cristol, Horsley, Kelly, Milde, Skinner and Way.

Authorization to Execute a Construction Agreement with Harbor Station Communities, LLC for Oversight of the Construction of the Potomac Shores Station – 8E

Mr. Allen asked the Operations Board to authorize him to execute a Construction Agreement with Harbor Station Communities, LLC (Developer) for construction oversight by VRE, and coordinate oversight, Right of Entry (ROE) and flagging services with CSXT, as the Developer constructs the Potomac Shores Station. Resolution #8E-04-2016 would accomplish this.

Ms. Caddigan moved, with a second by Mr. Milde, to approve Resolution #8E-04-2016. The vote in favor was cast by Board Members Bulova, Caddigan, Cook, Cristol, Horsley, Kelly, Milde, Skinner and Way.

Authorization to Execute a Construction Agreement with CSX Transportation for the Potomac Shores Station – 8F

Mr. Allen asked the Operations Board to authorize him to execute a construction agreement with CSX Transportation for construction oversight and flagging services by CSXT and Right-of-Entry (ROE) to CSXT Right-of-Way (ROW) by the developer and their construction contractor for the Potomac Shores Station. CSXT has provided an estimated amount of \$854,818, plus a 10 percent contingency of \$85,482, for a total amount not to exceed \$940,300, with all costs being reimbursed by Harbor Station Communities, LLC, the developer of Potomac Shores. Resolution #8F-04-2016 would accomplish this.

Mr. Way asked if there is a performance bond requirement for the developer. Ms. Caddigan stated it is covered in the proffer agreement. Ms. Cristol stated she assumes this proffer agreement would be grandfathered in and protected from the new anti-proffer legislation passed this last General Assembly Session. She asked if the new legislation will hinder proffers with developers on future projects. Mr. Allen stated proffers are done by the jurisdictions and not VRE. The Board discussed implications of the new legislation. Mr. Cook encouraged VRE staff to become familiar with the new proffer rules and requirements.

Ms. Caddigan moved, with a second by Ms. Cristol, to approve Resolution #8F-04-2016. The vote in favor was cast by Board Members Bulova, Caddigan, Cook, Cristol, Horsley, Kelly, Milde, Skinner and Way.

Ms. Caddigan thanked staff for their work with the developer on this project.

Authorization to Execute a Construction Agreement with CSX Transportation for Quantico Station Improvements and Third Track Retaining Walls – 8G

Mr. Allen asked the Operations Board to authorize him to execute a construction agreement with CSX Transportation for construction review and flagging services by CSXT and Right-of-Entry (ROE) to CSXT Right-of-Way (ROW) by VRE and our construction contractor for construction of Quantico Station Improvements, along with Retaining Wall 13 and Retaining Wall 19 as part of the Arkendale to Powell's Creek Third Track efforts, CSXT has provided an estimated amount of \$523,319, plus a 10 percent contingency of \$52,332, for a total amount not to exceed \$575,651. Resolution #8G-04-2016 would accomplish this.

Ms. Caddigan and Mr. Milde co-moved the approval of Resolution #8G-04-2016. Ms. Cristol seconded the motion. The vote in favor was cast by Board Members Bulova, Caddigan, Cook, Cristol, Horsley, Kelly, Milde, Skinner and Way.

Authorization to Execute an Amendment to the Sole Source Agreement for Electric Service at L'Enfant Storage Track – 8H

Mr. Allen requested the VRE Operations Board authorized him to amend the sole source agreement with Potomac Electric Power Company (Pepco) for the provision of electric services to the new L'Enfant Storage Track increasing the agreement value by \$65,600, plus a 10 percent contingency of \$6,560, for a total amount of \$72,160, resulting in an amended total contract amount not to exceed \$191,939. Resolution #8H-04-2016 would accomplish this.

Ms. Bulova moved, with a second by Mr. Skinner, to approve Resolution #8H-04-2016. The vote in favor was cast by Board Members Bulova, Caddigan, Cook, Cristol, Horsley, Kelly, Milde, Skinner and Way.

TIGER Grant Application for Alexandria, Brooke, and Leeland Road Station Improvements – 9A

Mr. Allen stated this was discussed in his earlier remarks.

Spending Authority Report – 9B

Mr. Allen reported there were no expenditures to report for the month of March 2016.

Closed Session – 10

A Closed Session was not needed.

Operations Board Members Time – 11

There were no comments.

Adjournment

Ms. Cristol moved, with a second by Ms. Bulova, to adjourn. Without objection, Chairman Skinner adjourned the meeting at 9:47 A.M.

Approved this 20th day of May 2016.

Signature on File

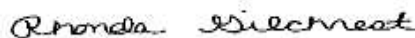
Gary F. Skinner
Chairman

Signature on File

Maureen Caddigan
Secretary

CERTIFICATION

This certification hereby acknowledges that the minutes for the April 15, 2016 Virginia Railway Express Operations Board Meeting have been recorded to the best of my ability.



Rhonda Gilchrest