



**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

M I N U T E S

VRE Operations Board Meeting PRTC Headquarters – Prince William County, Virginia June 17, 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
John D. Jenkins (PRTC)	Prince William County
Matt Kelly (PRTC)	City of Fredericksburg
Paul Milde (PRTC)	Stafford County
Suhas Naddoni (PRTC)	City of Manassas Park
Martin Nohe (PRTC)	Prince William County
Gary Skinner (PRTC)	Spotsylvania County
Bob Thomas (PRTC)	Stafford County
Jonathan Way (PRTC)	City of Manassas

Members Absent	Jurisdiction
Jennifer Mitchell	DRPT
Paul Smedberg (NVTC)	City of Alexandria

Alternates Present	Jurisdiction

Alternates Absent	Jurisdiction
Marc Aveni (PRTC)	City of Manassas
Jay Fisette (NVTC)	Arlington County
Todd Horsley	DRPT
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
Billy Withers (PRTC)	City of Fredericksburg

Staff and General Public	
Khadra Abdulle – VRE	John Kerins – Keolis
Doug Allen – VRE	Mike Lake – Fairfax County
Monica Backmon – NVTA	Lezlie Lamb – VRE
Donna Boxer – VRE	Bob Leibbrandt – Prince William County
Alex Buchanan – VRE	Steve MacIsaac – VRE legal counsel
Rich Dalton – VRE	Diana Marquez – VRE
James Davenport – Prince William County	Eric Marx – PRTC staff
Patrick Durany – Prince William County	Betsy Massie – PRTC
Rhonda Gilchrest – NVTC Staff	Kate Mattice – NVTC staff
Chris Henry – VRE	Matthew McDermott – Amec Foster Wheeler
Tom Hickey – VRE	Lynn Rivers – Arlington County
Gerri Hill – VRE	Sonali Soneji – VRE
Christine Hoeffner – VRE	Alex Sugatan – VRE
Naquana Jenkins – VRE	Joe Swartz – VRE
Maggie Kasperski – VRE	Melvin Waldrop – PFM

* 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 9:15 A.M. Chairman Skinner led the Board in a moment of silence for the tragic events in Orlando, Florida. Following the Pledge of Allegiance, Roll Call was taken.

Approval of the Agenda – 3

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

Approval of the Minutes of the May 20, 2016 Operations Board Meeting – 4

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

Chairman's Comments – 5

Chairman Skinner announced the memorial service for Dick Peacock will be held on July 30th. VRE continues to work with the City of Manassas to install a bench near the train station in honor of Mr. Peacock.

Chairman Skinner stated the CEO Evaluation Committee met before this meeting and the following members were present: Paul Smedberg (Chair), Maureen Caddigan, John Cook, Matt Kelly, and Jonathan Way. He announced the Capital Committee will meet immediately following this meeting.

Chief Executive Officer's Report –6

Mr. Allen reported on safety and security activities for the month of May, including a rail crossing safety outreach blitz in Spotsylvania. He reported overall on-time performance (OTP) for the month of May was 90 percent and Average Daily Ridership was just over 18,000. VRE ran sold-out excursion trains for the annual Manassas Rail Festival on June 6th, worked with the Manassas Police Department to ensure safety, and provided information about VRE and the Gainesville-Haymarket Extension. He also introduced Maggie Kasperski, VRE's new Marketing and Strategic Communications Administrator.

Mr. Allen stated VRE will be giving a presentation at the next Commonwealth Transportation Board (CTB) meeting on VRE's 2040 Plan and financial analysis. DRPT has hired a contractor to review VRE's work and report back to the CTB.

Mr. Allen gave an update on VRE's activities in response to WMATA's SafeTrack work which began on June 4th. VRE has seen an increase in ridership of about six percent and expects additional ridership increases when work begins on the Blue and Yellow Metrorail lines.

Mr. Allen recognized Naquana Jenkins, Senior Communications Specialist, who saved the life of a choking Keolis employee by performing the Heimlich maneuver. Mr. Allen

presented Ms. Jenkins with a framed Certificate of Commendation. Mr. Allen stated that VRE takes safety very seriously and staff receives training in CPR and use of AED machines.

VRE Riders' and Public Comment – 7

There were no comments.

Authorization to Issue a Supplemental Task Order for Electrical Repair Services – 8A

Mr. Allen asked the Operations Board to authorize him to issue Supplemental Task Order 1D under the Facilities Maintenance Contract to NV Enterprises for electrical repair services in an amount of \$90,000, plus a five percent contingency of \$4,500, for a total of \$94,500. This brings the total not to exceed amount for Task Orders (plus Supplemental Task Orders 1A, 1B, 1C and 1D) to \$439,500. Resolution #8A-06-2016 would accomplish this.

Ms. Caddigan moved, with a second by Ms. Bulova, to approve Resolution #8A-06-2016. The vote in favor was cast by Board Members Bulova, Caddigan, Cook, Cristol, Jenkins, Kelly, Milde, Naddoni, Nohe, Skinner, Thomas and Way.

Authorization to Issue a Supplemental Task Order for Handyman Services – 8B

Mr. Allen asked the Operations Board to authorize him to issue Supplemental Task Order 2D under the Facilities Maintenance Contract to NV Enterprises for handyman services in an amount of \$30,000, plus a five percent contingency of \$1,500, for a total of \$31,500. This brings the total not to exceed amount for Task Order 2 (including Supplemental Task Orders 2A, 2B, 2C and 2D) to \$130,500. Resolution #8B-06-2016 would accomplish this.

Ms. Bulova moved, with a second by Ms. Caddigan, to approve Resolution #8C-06-2016.

In response to a question from Chairman Skinner, Mr. Allen stated the budget includes a total amount for facilities and maintenance and these types of actions draw down from the budgeted total.

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

Authorization to Execute a Contract for Engineering and Environmental Services for the Manassas Park Station Parking Extension Project – 8C

Mr. Allen asked the Operations Board to authorize him to execute a contract with Vanasse Hangen Brustlin, Inc., of Vienna, Virginia, to provide engineering and environmental services for the VRE Manassas Park Station Parking Expansion project in the amount of \$165,584, plus a 10 percent contingency of \$16,558, for a total amount not to exceed \$182,142. Resolution #8C-06-2016 would accomplish this.

Mr. Naddoni moved, with a second by Mr. Jenkins, to approve Resolution #8C-06-2016. The vote in favor was cast by Board Members Bulova, Caddigan, Cook, Cristol, Jenkins, Kelly, Milde, Naddoni, Nohe, Skinner, Thomas and Way.

Mr. Way stepped out of the room at 9:31 A.M.

Authorization to Execute a Contract for Station Platform LED Lighting Upgrades – 8D

Mr. Allen asked the Operations Board to authorize him to execute a contract with Capital Tristate Lighting and Supply of Upper Marlboro, Maryland for an initial order of 70 lamps and associated supplies in the amount of \$120,335, plus a 10 percent contingency of \$12,034, for a total amount not to exceed \$132,369. Resolution #8D-06-2016 would accomplish this.

Ms. Bulova observed only one bid was received. Mr. Allen stated staff conducted a survey to determine why there was only a single bid and conducted an historical and market price analysis, which was determined to be fair and reasonable.

Ms. Cristol asked about what the initial order covers and about the FTA grant. Mr. Allen stated, if needed, staff will come back for authorization for an additional drawdown for more lamps and supplies. Ms. Boxer stated this is being funded by a renewable 5307 federal grant which is a guaranteed funding stream.

Mr. Naddoni moved, with a second by Ms. Bulova, to approve Resolution #8D-06-2016. The vote in favor was cast by Board Members Bulova, Caddigan, Cook, Cristol, Jenkins, Kelly, Milde, Naddoni, Nohe, Skinner and Thomas.

Mr. Way returned to the meeting at 9:33 A.M.

Authorization to Amend the General Engineering Consulting Services Contracts – 8E

Mr. Allen asked the Operations Board to authorize him to amend 14 separate General Engineering Consulting Services Contracts (GEC VII) in accordance with the recently revised Virginia Public Procurement Act (VPPA). The VPPA amendment increased the maximum aggregate value of all task orders initiated under the 14 GEC contracts from \$500,000 to \$6,000,000 per year. Since it is possible for one contract to use all the aggregate \$6,000,000 limit, each contract will be amended to allow this increase to the aggregate limit of \$6,000,000 per year for a one-year base period of four annual renewals for a total not to exceed \$30,000,000. Resolution #8E-06-2016 would accomplish this.

Ms. Bulova moved, with a second by Ms. Caddigan, to approve Resolution #8E-06-2016. The vote in favor was cast by Board Members Bulova, Caddigan, Cook, Cristol, Jenkins, Kelly, Milde, Naddoni, Nohe, Skinner, Thomas and Way.

Authorization to Execute a Revised Agreement for Utility Relocation for the Lorton Station Platform Extension Project – 8F

Mr. Allen asked the Operations Board to authorize him to execute a revision to the previously authorized Utility Relocation Agreement with CenturyLink for the Lorton

Station Platform Extension project. The increase is for \$89,772, plus a 10 percent contingency of \$8,977, for a total of \$98,749. The revised agreement requires Board authorization to increase from \$66,664 to an amount not to exceed \$165,413. Resolution #8F-06-2016 would accomplish this.

Ms. Bulova moved, with a second by Mr. Naddoni, to approve Resolution #8F-06-2016. The vote in favor was cast by Board Members Bulova, Caddigan, Cook, Cristol, Jenkins, Kelly, Milde, Naddoni, Nohe, Skinner, Thomas and Way.

Recommend Authorization to Amend the Contract for New Passenger Railcars and to Execute an Assignment Agreement to Assign Options to Purchase Additional Railcars to Chicago Metra – 8G

Mr. Allen asked the Operations Board to recommend the Commissions authorize him to execute a contract amendment with Sumitomo Corporation of the Americas to assign up to 21 passenger railcar options to Chicago's Metra in a form approved by legal counsel and to also enter into an assignment agreement with Metra to assign the options. Resolution #8G-06-2016 would accomplish this.

Mr. Allen explained VRE will not exercise the additional options to this contract because of funding and storage constraints. Chicago Metra uses the same Gallery style passenger railcar manufactured by Nippon-Sharyo. Metra approached VRE about assigning the remaining options from VRE's contract with Sumitomo to Metra.

Mr. Kelly moved, with a second by Ms. Bulova, to approve Resolution #8G-06-2016. The vote in favor was cast by Board Members Bulova, Caddigan, Cook, Cristol, Jenkins, Kelly, Milde, Naddoni, Nohe, Skinner, Thomas and Way.

Recommend Authorization to Execute an Agreement After Certificate to Transfer Property at the Woodbridge VRE Station to VDOT and to Accept VDOT Permit for Continued Operation of Kiss and Ride at Woodbridge VRE Station – 8H

Mr. Allen requested the VRE Operations Board recommend the Commissions authorize him to execute an Agreement After Certificate to complete the transfer of VRE property at the Woodbridge VRE station to the Virginia Department of Transportation and to accept a VDOT permit for continued operation of the bus loop and kiss-and-ride area at the VRE Woodbridge station. Resolution #8H-06-2016 would accomplish this.

Mr. Allen explained VDOT has been working with VRE and DRPT to acquire property at the Woodbridge VRE station for Phases I and II of a grade-separated highway interchange for the intersection of Route 1 and Route 123. Phase I is presently ongoing and has no effect on the station. For Phase II, VDOT needs the VRE property presently used for a bus loop and short-term kiss-and-ride parking along Route 1. VDOT has agreed to compensate VRE for the property in an amount equal to VRE's appraisal (\$1,068,280).

In response to a question from Chairman Skinner, Mr. MacIsaac explained because the original property purchase and bus loop and kiss-and-ride project were federally funded, the Federal Transit Administration (FTA) has a financial interest in this agreement. Part of

the funds will be given back to FTA, but FTA will allow those funds to be turned back into another VRE project.

In response to a question from Ms. Cristol, Mr. Allen stated there is another kiss-and-ride lot on the other side of the tracks.

Ms. Caddigan moved, with a second by Ms. Cristol, to approve Resolution #8H-06-2016. The vote in favor was cast by Board Members Bulova, Caddigan, Cook, Cristol, Jenkins, Kelly, Milde, Naddoni, Nohe, Skinner, Thomas and Way.

Spending Authority Report – 9A

Mr. Allen reported on the following expenditures, including a blank purchase order to MotivePower for Central Diagnostic Services for VRE locomotives for \$100,000 and a purchase order to Nippon Sharyo for Gallery IV car repairs for \$80,194. There were no questions.

Mr. Kelly left the meeting at 9:42 A.M. and did not return.

Gainesville-Haymarket Extension Update – 9B

Mr. Allen stated a work session on the Gainesville-Haymarket Extension (GHX) is planned following the July 2016 meeting to gain input from the Operations Board on preferences for specific stations, service and maintenance and equipment storage alternatives and refinements desired to optimize those alternatives. GHX-specific goals and how the extension contributes to achieving them as well as how it aligns with the long-term vision set out in the VRE System Plan 2040 will also be discussed.

Ms. Hoeffner gave an overview of the current Alternative Analysis phase of the project. Mr. Cook reminded Board Members under current planning the Gainesville-Haymarket Extension does not happen unless VRE implements the full System Plan. He observed that the project overview shows construction to begin in 2020. Mr. Cook stated he would like to see construction schedules for the capacity enhancements for VRE's existing system, such as platform extensions and station improvements, that come before expanding service.

The Operations Board discussed the pros and cons of express service, as well as funding sources. Mr. Nohe noted there is a value to having a study document overviewing what can be done and the best way to do the project. He asked about the shelf life of this type of study document. Mr. Allen responded it typically lasts for about five years, but new environmental issues would need to be addressed.

Mr. Cook stated the Operations Board has spent the last year developing a financial plan and putting together a strong legislative agenda to make the case that VRE needs \$50 million annually of state funding to maintain and build the system. VRE needs to keep this message strong.

Mr. Way expressed his hope that at least one-third of the July work session will be focused on the economics of the various alternatives, including the economic viability of the project. Chairman Skinner cautioned on relying on proffers, in light of the new proffer legislation.

Mr. Nohe stated regardless of the outcome, he thinks the study is going well and VRE is getting a realistic picture and creating realistic expectations.

Operations Board Members Time – 11

Mr. Naddoni thanked VRE staff for attending a work session of the Manassas Park parking garage project. The Manassas Park City Council and city staff are exited for this project.

On behalf of Mr. Smedberg, Mr. Cook announced the CEO Evaluation Committee will meet again next month. The Committee will make a recommendation to the Operations Board for action at its September meeting.

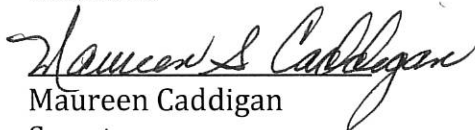
Adjournment

Without objection, Chairman Skinner adjourned the meeting at 10:22 A.M.

Approved this 15th day of July 2016.



Gary F. Skinner
Chairman



Maureen Caddigan
Secretary

CERTIFICATION

This certification hereby acknowledges that the minutes for the June 17, 2016 Virginia Railway Express Operations Board Meeting have been recorded to the best of my ability.



Rhonda Gilchrest