



**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  
March 18, 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
Martin Nohe (PRTC)*	Prince William County
Paul Smedberg (NVTC)	City of Alexandria
Bob Thomas (PRTC)	Stafford County
Jonathan Way (PRTC)	City of Manassas

Members Absent	Jurisdiction
Jennifer Mitchell	DRPT
Suhas Naddoni (PRTC)	City of Manassas Park
Gary Skinner (PRTC)	Spotsylvania County

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	
Doug Allen – VRE	Christine Hoeffner – VRE
Tracy Baynard – McGuire Woods	John Kerins – Keolis
Donna Boxer – VRE	Mike Lake – Fairfax County DOT
Nancy Collins – Stafford County	Lezlie Lamb – VRE
Kelley Coyner – NVTC Staff	Mike Lambert – HDR
Unwanna Dabney – Parsons Brinckerhoff	Bob Leibbrandt – Prince William County
Rich Dalton – VRE	Steve MacIsaac – VRE legal counsel
James Davenport – Prince William County	Eric Marx – PRTC staff
Patrick Durany – Prince William County	Matthew McDermott – Amec Foster Wheeler
George Frye – Drummac, Inc.	Jason Mumford – AECOM
Rhonda Gilchrest – NVTC Staff	Kristen Nutter – VRE
Patricia Happ – NVCT Staff	Alexis Rice – VRE
Chris Henry – VRE	Lynn Rivers – Arlington County
Tom Hickey – VRE	Alex Sugatan – VRE
	Joe Swartz – VRE

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

Vice-Chairman Smedberg called the meeting to order at 9:06 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, Kelly, Milde, Smedberg, Thomas and Way.

#### Approval of the Minutes of the February 19, 2016 Operations Board Meeting – 4

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

#### Chairman's Comments – 5

Vice-Chairman Smedberg stated Chairman Skinner sends his apologies for not being able to attend the meeting because of a work commitment. Vice-Chairman Smedberg announced there will be a CEO Evaluation Committee meeting immediately following this meeting.

#### Chief Executive Officer's Comments – 6

Mr. Allen reported on safety and security activities for the month of February, including the kick-off of VRE's annual Roadway Worker Protection safety training for employees and contractor staff who work near tracks.

Mr. Allen reported overall on-time performance (OTP) for the month of February was 89 percent system-wide with 93 percent on the Manassas Line and 85 percent on the Fredericksburg Line. Average Daily Ridership for February was just under 18,000. He also gave an update on the preparations VRE made for the Metrorail shutdown due to safety inspections on March 16<sup>th</sup>. VRE ridership was actually less than normal that day, most likely due to federal worker having telework and liberal leave options.

Mr. Allen announced the successful conclusion to the procurement protest filed by RailPlan International Inc. concerning the award of the contract to Keolis Rail Services, Virginia for life cycle maintenance of VRE rail equipment. After a two day hearing last week in the Alexandria Circuit Court, the judge ruled in favor of VRE. The successful outcome enables VRE to proceed with award of the life cycle maintenance contract to Keolis. While RailPlan has the opportunity to file an appeal of the case within 30 days, this is not expected. VRE will award the contract to Keolis sometime after the 30-day appeal deadline.

Mr. Allen stated VRE has installed Positive Train Control (PTC) equipment on 17 of its 22 locomotives and one of 21 cab cars. VRE is working with the PTC system provider to identify a third party solution for a network system necessary to integrate VRE's PTC equipment with the host railroads' dispatching system.

Mr. Allen also announced VRE received five new railcars on March 17<sup>th</sup>, which will be put into revenue service sometime in early April following field qualification testing. These new railcars will allow VRE to rotate cars out of service to install PTC equipment. In response to a question from Mr. Way, Mr. Allen stated staff is confident VRE's PTC system will be compatible with the host railroads' PTC implementation. Amtrak has a different PTC system, but VRE will not need to connect to that system because VRE service in Amtrak territory runs below the required speed for PTC.

#### VRE Riders' and Public Comment – 7

There were no comments.

#### Consent Agenda – 8

Ms. Cristol requested Item #8A be pulled from the Consent Agenda for discussion.

On a motion by Mr. Kelly and a second by Mr. Way, the Board unanimously approved the following Consent Agenda Items:

- Resolution #8B-03-2016: Authorization to Issue a Request for Proposals for Graphic Design Services
- Resolution #8C-03-2016: Authorization to Issue an Invitation for Bids for Delivery of Lubricating Oil for VRE Locomotives

The vote in favor was cast by Board Members Bulova, Caddigan, Cook, Cristol, Kelly, Milde, Smedberg, Thomas and Way.

#### Authorization to Issue a Request for Proposals for Planning and Design Services for Crystal City Station Improvements – 8A

Mr. Allen asked the Operations Board to authorize him to issue a Request for Proposals (RFP) for planning and design consulting services for improvements to the Crystal City VRE Station. Resolution #8A-03-2016 would accomplish this.

A station assessment study is currently underway to identify design concepts to expand both access and circulation at the existing station platform in the short-term, as well as future platform needs for an expanded four-track configuration in the long-term. Future VRE station improvements will be coordinated with Arlington County's plans to add a second entrance to the Crystal City Metro Station, in the vicinity of Crystal Drive and 18<sup>th</sup> Street South, as well as proposed Crystal City Potomac Yard Transitway station stops to enhance multimodal connections where possible.

Ms. Cristol stated she is pleased to see this moving forward and that it is being coordinated with plans for a second Metro entrance and the transitway. She asked about the public engagement component, including meeting with the Arlington Transportation Commission. Mr. Allen stated VRE staff will meet with these types of organizations, as well as jurisdictional staff, as part of its standard practice to engage the public.

Ms. Cristol moved, with a second by Ms. Caddigan, to approve Resolution #8A-03-2016. The vote in favor was cast by Board Members Bulova, Caddigan, Cook, Cristol, Kelly, Milde, Smedberg, Thomas and Way.

Authorization to Execute a Sole Source Contract with KC Constructors for Construction of Station Improvements and Retaining Wall for the Powell's Creek-Arkendale Third Track Project – 9A

Mr. Allen asked the Operations Board to authorize him to execute a contract with KC Constructors for construction of retaining walls for the Powell's Creek-Arkendale third track project and station elements for Quantico Station for an amount of \$8,000,000, plus a 10 percent contingency of \$800,000, for a total amount not to exceed \$8,800,000. Resolution #9A-03-2016 would accomplish this.

Funding for this work comes from a \$9.5M Intercity Passenger Rail Operating and Capital (IPROC) grant from DRPT. In response to a question from Vice-Chairman Smedberg, Mr. Hickey explained there is \$700,000 of the \$9.5M Commonwealth IPROC grant that has not been allocated for this contract; but if not used for this project, the funds will go back to the Commonwealth.

Mr. Allen stated a sole source determination has been made in accordance with state and federal requirements, as well as VRE Procurement Policies, and public notice will be provided. He explained CSXT, DRPT and VRE are collaborating to construct 11 miles of third track between Arkendale and Powell's Creek in Prince William County under the leadership of DRPT and funded by an American Recovery and Reinvestment Act (AARA) grant. The project is currently proceeding into the construction phase, which will be done by CSXT's construction contractor KC Constructors (KCC).

Board Members had questions about the sole source determination. Both Mr. Milde and Mr. Way expressed their concerns. Mr. Hickey explained the redesigned track and passenger facilities at Quantico must be constructed at the same location and time as the third track improvements being constructed by KCC. Using multiple contractors simultaneously in a confined right-of-way could result in conflicts that would delay project completion and possibly impact train operations. CSXT is working under contract to DRPT and must complete the track project by March 2017 or the grant funds will be lost. CSXT feels it is best to have one contractor dealing with safety issues, flagging, train control and clearances as integrated projects. Mr. Allen also stated there are rules and procedures that must be followed for a sole source contract. VRE staff has made sure KCC is qualified and the price is reasonable.

[Mr. Nohe arrived at 9:26 A.M.]

Mr. Cook stated this information is helpful but he would prefer written documentation for the public record outlining the rationale for a sole source procurement. He would like to see this information provided in the future for all sole source contracts. Mr. Hickey stated VRE's Sole Source Certification can be provided.

Ms. Cristol asked how VRE benchmarks a reasonable cost for a sole source contract. Mr. Hickey explained VRE starts the process with an independent cost estimate done by VRE's

consulting engineers. If a sole source is within 10 percent of that estimate, then it is considered a reasonable cost. Mr. Kelly observed construction costs are standardized so the prices won't vary much even if the contract goes out to bid. Other contractors would have set up and staging costs. Mr. Milde noted the contractor is already there doing work, so they should be able to offer a discount. Mr. Nohe observed as a practical matter, although they are administratively two projects, they are essentially one integrated project. Because of the different funding sources, it cannot be a change order.

Ms. Caddigan moved, with a second by Ms. Bulova, to approve Resolution #9A-03-2016, with the understanding written documentation will be added to the public record. The vote in favor was cast by Board Members Bulova, Caddigan, Cook, Cristol, Kelly, Nohe, Smedberg and Way. Mr. Milde and Mr. Thomas voted no.

#### Authorization to Execute a Contract for Shop and Yard Program Management Support Services – 9B

Mr. Allen asked the Operations Board to authorize him to execute a contract with Thomas E. Frawley Consulting, LLC of Berwyn, PA for Shop and Yard Program Management Support Services for a base period of five years with the option to extend two additional one-year periods not to exceed seven years in the amount not to exceed \$433,440, plus a 10 percent contingency of \$43,344, for a total amount not to exceed \$476,784. Resolution #9B-03-2016 would accomplish this.

Mr. Cook observed VRE had a mailing list of 101 prospective offerors but only one response was received. Mr. Hickey reviewed some of the reasons given by prospective offerors for not submitting a proposal. He stated the primary reason given was whomever was awarded this contract would not be eligible to submit proposals for future VRE projects related to the design and construction of shop or yard facilities.

Mr. Way moved, with a second by Ms. Bulova, to approve Resolution #9B-03-2016. The vote in favor was cast by Board Members Bulova, Caddigan, Cook, Cristol, Kelly, Milde, Nohe, Smedberg, Thomas and Way.

#### Endorsement of Prince William County's Transportation Land-Use Connection Grant Application – 9C

Mr. Allen asked the Operations Board to endorse the application being submitted by Prince William County for the FY 2017 National Capital Regional Transportation Planning Board's Transportation Land-Use Connections (TLC) program to develop a plan to improve connectivity around future VRE stations along the Gainesville-Haymarket Extension. Resolution #9C-03-2016 would accomplish this.

Mr. Cook asked if there are other applications competing for these grant funds from VRE or the jurisdictions. Mr. Allen stated he is not aware of any other applications. Mr. Cook asked for the future a statement be included in the written materials noting if there are any other jurisdictions applying for the same grant.

Ms. Caddigan moved, with a second by Mr. Nohe, to approve Resolution #9C-03-2016. The vote in favor was cast by Board Members Bulova, Caddigan, Cook, Cristol, Kelly, Milde, Nohe, Smedberg, Thomas and Way.

Authorization to Execute a Sole Source Contract for Locomotive Head End Power Top Deck Overhaul Kits – 9D

Mr. Allen asked the Operations Board to authorize him to execute a Sole Source Contract with Alban Power Systems of Virginia for delivery of Head End Power (HEP) Top Deck Overhaul Kits in the amount of \$671,063, plus a 10 percent contingency of \$67,106, for a total amount not to exceed \$738,169. Resolution #9D-03-2016 would accomplish this.

Mr. Allen explained VRE's locomotives are equipped with Caterpillar C27 HEP engines to provide electrical power to the passenger cars. Caterpillar has an agreement established with their dealers that prohibits them from competing outside of their region for sales and service. As such, a sole source determination to use Alban Power Systems of Virginia has been made in accordance with state and federal requirements, as well as VRE Procurement Policies, and public notice will be provided. In response to a question from Ms. Cristol, Mr. Dalton explained that Alban Power Systems is the only Caterpillar dealer VRE can contract with because of the Caterpillar provisions.

Mr. Way moved, with a second by Ms. Caddigan, to approve Resolution #9D-03-2016. The vote in favor was cast by Board Members Bulova, Caddigan, Cook, Cristol, Kelly, Milde, Nohe, Smedberg, Thomas and Way.

Authorization to Issue an MEC VI Task Order for Engineering Oversight for New VRE Passenger Railcars – 9E

Mr. Allen asked the Operations Board to authorize him to execute a Task Order with STV Incorporated under the MEC VI Contract for engineering oversight of the purchase of nine new passenger railcars in the amount of \$1,092,937, plus a 10 percent contingency of \$109,293, for a total amount not to exceed \$1,202,203. Resolution #9E-03-2016 would accomplish this.

Mr. Nohe moved, with a second by Ms. Cristol, to approve Resolution #9E-03-2016. The vote in favor was cast by Board Members Bulova, Caddigan, Cook, Cristol, Kelly, Milde, Nohe, Smedberg, Thomas and Way.

Authorization to Issue a Request for Proposals for Program Management Consulting Services – 9F

Mr. Allen stated the current VRE six-year Capital Improvement Plan (FY2017 – FY2022) includes 32 projects and nearly \$1.7 billion in expenditures for stations, parking lots, track, signals, bridges, yards and maintenance facilities. These projects are all related to fulfillment of either an agreement with CSXT or the System Plan 2040. Given the number and complexity of the projects anticipated for the next six years, VRE needs to expand its program management capacity for successful management and project delivery. Hiring a Program Management Consultant will augment VRE's in-house staff as needed and will be more cost-effective than hiring additional VRE permanent staff.

In response to a question from Mr. Way, Mr. Allen assured the Board under the terms of the contract VRE will only pay for services rendered. There is also an “escape clause” in the contract allowing VRE to terminate the contract if VRE is not pleased with the contractor’s work.

Mr. Milde moved, with a second by Mr. Way, to approve Resolution #9F-03-2016. The vote in favor was cast by Board Members Bulova, Caddigan, Cook, Cristol, Kelly, Milde, Nohe, Smedberg, Thomas and Way.

[Mr. Jenkins arrived at 10:02 A.M.]

Authorization to Execute a Force Account Agreement with CSX Transportation to Convert an Existing Temporary Track into a VRE Storage Track – 9G

Mr. Allen stated Resolution #9G-03-2016 would authorize him to execute a Force Account Agreement with CSXT to design and construct the conversion of an existing temporary track immediately south of L’Enfant Station into a VRE storage track for an amount of \$2,937,323, plus a 10 percent contingency of \$293,733, for a total amount not to exceed \$3,231,056.

Mr. Allen stated in addition to a nearly completed VRE train storage track north of the L’Enfant Station, CSXT has identified an existing temporary track south of the station built for the Virginia Avenue tunnel project that can be converted for use as a VRE storage track. Once completed, VRE will have the ability to eliminate the current deadhead train moves, resulting in a savings in track access fees, fuel, and other operating costs of approximately \$450,000 annually. Beyond this work, VRE will need to install wayside power connections for trainsets during layover. Approval for design and construction of the wayside power will be sought at a future meeting.

In response to a question from Vice-Chairman Smedberg, Mr. Dalton stated the south track storage will hold two six-car consists and the north track storage will hold one train consist. Vice-Chairman Smedberg also asked about the local match. Ms. Boxer explained that the local match is included in VRE’s annual budget.

Mr. Way moved, with a second by Ms. Bulova, to approve Resolution Z#9G-03-2016. The vote in favor was cast by Board Members Bulova, Caddigan, Cook, Cristol, Jenkins, Kelly, Milde, Nohe, Smedberg, Thomas and Way.

Gainesville-Haymarket Extension Project Update – 10A

Ms. Hoeffner gave a detailed presentation on the Gainesville-Haymarket Extension Project. Work is currently underway to identify and analyze station sites, evaluate various service plans and the resulting ridership, and determine the railroad infrastructure needed to support the extension. Part of the analysis is looking at alternatives for either maintaining service to Broad Run with added branch service to Gainesville-Haymarket, or eliminating Broad Run as a revenue station and extending the existing line from the Manassas station to Gainesville-Haymarket.

Mr. Nohe stated he realizes these types of issues will be discussed in detail at the Policy Advisory Committee meeting, but he is concerned with the public perception of eliminating service to Broad Run. The station is an asset and the public does not like their taxpayer assets to go away. The proximity to the airport also provides an opportunity for transit mode connectivity for the long-term. Mr. Allen stated this is only one scenario the Policy Advisory Committee will discuss.

Mr. Way asked, if VRE is constrained with two-tracks within the existing right-of-way to Gainesville-Haymarket, which of the service plan alternatives would that eliminate from consideration. Mr. Allen stated VRE needs to get Norfolk Southern support to get the right-of-way for a third track. If there is no third track potential, VRE may not get Norfolk Southern approval. Mr. Kelly asked about VRE's train slots being used by the Commonwealth and he asked to see the Norfolk Southern agreement and documentation.

[Mr. Nohe left during the presentation.]

Mr. Way asked if the recent changes in Virginia law regarding proffers impact VRE. Ms. Hoeffner stated staff is aware the General Assembly passed legislation and staff is looking at how it might impact VRE.

Mr. Cook observed that the study needs to look at the impact to the inner jurisdictions. If riders can't get on the trains in the inner jurisdictions, it will become a subsidy issue. He also stated he'd like to see a big red line added to the timeline showing the place where the project stops without funding in place. This project can only go forward if the System Plan 2040 can be implemented. There must be a funding plan approved during the next General Assembly Session before final design can begin.

#### Spending Authority Report – 10B

Mr. Allen reported on two purchases greater than \$50,000: an Amendment to an Independent Contractor Agreement with Ray Chambers for Federal Legislative Consulting Services; and an Amended Purchase Order to ORX Railway Corporation for Traction Motor Combo Repair Services.

#### Operations Board Members Time – 11

There were no comments.

#### Closed Session – 12

A Closed Session was not needed.

#### Adjournment

Mr. Way moved, with a second by Ms. Caddigan, to adjourn. Without objection, Vice-Chairman Smedberg adjourned the meeting at 10:37 A.M.

Approved this 15<sup>th</sup> day of April 2016.



Signature on File  
Gary F. Skinner  
Chairman

Signature on File  
Maureen Caddigan  
Secretary

#### CERTIFICATION

This certification hereby acknowledges that the minutes for the March 18, 2016 Virginia Railway Express Operations Board Meeting have been recorded to the best of my ability.



Rhonda Gilchrest