



**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
May 20, 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
Paul Smedberg (NVTC)	City of Alexandria

Members Absent	Jurisdiction
Jennifer Mitchell	DRPT
Bob Thomas (PRTC)	Stafford County
Jonathan Way (PRTC)	City of Manassas

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	Mike Lake – Fairfax County
Tracy Baynard – McGuire Woods	Lezlie Lamb – VRE
Matt Bell – Fairfax County Citizen	Bob Leibbrandt – Prince William County
Ralph Beverage –	Steve MacIsaac – VRE legal counsel
Donna Boxer – VRE	Eric Marx – PRTC staff
Rich Dalton – VRE	Betsy Massie – PRTC
Patrick Durany – Prince William County	Kate Mattice – NVTC staff
Rhonda Gilchrest – NVTC Staff	Matthew McDermott – Amec Foster Wheeler
Chris Henry – VRE	Kristen Nutter – VRE
Tom Hickey – VRE	Lynn Rivers – Arlington County
Robert Hostelka – VRE	Alex Sugatan – VRE
John Kerins – Keolis	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.

Chairman Skinner called the meeting to order at 9:13 A.M. Following the Pledge of Allegiance, Roll Call was taken.

Chairman Skinner suggested beginning the meeting with information items while waiting for Mr. Milde's arrival to meet quorum requirements. There were no objections.

Chairman's Comments – 5

Chairman Skinner announced Dick Peacock, a true friend of VRE and a constant advocate, passed away on May 6, 2016. A memorial service will be held in June and flowers will be sent on behalf of VRE and the Operations Board.

Ms. Bulova stated Mr. Peacock was an avid VRE advocate. He was part of the Friends of VRE, which was established in the mid 1980's to build public support of VRE. Once service began, he then became a voice of the passengers at Operations Board meetings. Ms. Caddigan stated it was a privilege to know Mr. Peacock and noted even when he was very ill, he attended VRE Operations Board meetings to share his thoughts about VRE service. Mr. Allen stated on behalf of the staff, he expressed their gratitude for Mr. Peacock's friendliness, helpfulness and holding VRE accountable, which showed he cared about VRE and its riders. The Board then held a moment of silence in honor of Mr. Peacock.

Chairman Skinner welcomed Kate Mattice, who is serving as NVTC's Acting Executive Director.

Chairman Skinner stated the Hamilton to Crossroads third track section is complete and opened for train operations this week. He thanked staff and the jurisdictions for their help with this project. Mr. Allen noted it was a team effort but recognized Mr. Skinner's efforts, as well as Rich Dalton, Tom Hickey, Kip Foster and Steve MacIsaac for their excellent work.

Chairman Skinner announced the CEO Evaluation Committee will meet immediately following this meeting in the small conference room. Committee members include Mr. Smedberg (chair), Ms. Caddigan, Mr. Cook, Mr. Kelly and Mr. Way.

Chief Executive Officer's Report –6

Mr. Allen stated following a suggestion by Mr. Cook, staff is working with the City of Manassas to install a bench with a memorial plaque in remembrance of Dick Peacock near the Manassas Train Station.

Mr. Allen reported on safety and security activities for the month of April, including:

- VRE staff attended the Federal Railroad Administration's Rail Safety Advisory Committee meeting
- VRE/Keolis Rail Services Virginia continued with operating rules and transportation security training classes for crews
- VRE hosted TSA staff at the new Spotsylvania station to familiarize them with the layout and the safety/security provisions

- VRE staff provided Passenger Train Emergency Response training to personnel from the Manassas Fire Department

Mr. Allen reported overall on-time performance (OTP) for the month of April was 88 percent and Average Daily Ridership was 17,843. He also reported VRE is scheduled to present the Financial Plan to the full Commonwealth Transportation Board at their June 28th work session.

Mr. Allen announced the Certificate of Achievement for Excellence in Financial Reporting has been awarded to the VRE Department of Finance by the Government Finance Officers Association for its comprehensive annual financial report. The Certificate of Achievement is the highest form of recognition in the area of governmental accounting and financial reporting and its attainment represents a significant accomplishment by a government and its management. He congratulated Donna Boxer and her staff on the excellent work they do on behalf of VRE.

Mr. Allen reported the annual Meet the Management events are underway. VRE has held events at Union Station, L'Enfant and Crystal City. VRE will be at the Alexandria Station on May 25th, Franconia-Springfield on June 1st, and will wrap up this year's series with an early morning Meet the Management at Spotsylvania on June 8th. Mr. Smedberg stated it is a rewarding experience to hear from the passengers and he encouraged Board Members to participate.

Mr. Allen noted the Northern Virginia Transportation Authority (NVTA) recommended advancement of the Manassas Park parking garage project. He also stated WMATA released its Safe Track Plan, an intensive maintenance plan which will result in service disruptions throughout the system. VRE staff has looked at ways for VRE to provide relief for current Metro users. VRE cannot run additional trains but staff is looking at capacity within its existing service and finding ways to communicate with the public on how to use the system with VRE's Mobile Ticketing App.

Mr. Allen asked Ms. Boxer to present information requested on the diesel fuel price risk management contract approved last month. Ms. Boxer provided some historical context and data on VRE's diesel fuel hedging. In response to a question from Ms. Cristol, Ms. Boxer reviewed the services the diesel fuel price risk management consultant.

[Mr. Milde arrived at 9:35 A.M.]

Approval of the Agenda – 3

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

Approval of the Minutes of the April 15, 2016 Operations Board Meeting – 4

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

VRE Riders' and Public Comment – 7

There were no comments.

Authorization to Amend the Contract with Scheidt & Bachmann to Upgrade the Fare Collections System for Europay Mastercard Visa Compliance – 8A

Mr. Allen asked the Operations Board to authorize him to amend the contract with Scheidt & Bachmann (S&B) to upgrade the fare collections system for Europay Mastercard Visa compliance. This amendment increases the authorization by \$1,193,270, plus a 10 percent contingency of \$119,327, for a total amount not to exceed \$1,312,570, increasing the total contract authorization from \$11,930,916 to \$13,243,513. Resolution #8A-05-2016 would accomplish this.

Mr. Smedberg moved, with a second by Ms. Bulova, to approve Resolution #8A-05-2016.

In response to a question from Mr. Smedberg, Mr. Henry stated the system should be implemented and running by the end of the year. Ms. Bulova observed this is being funded by federal funds with corresponding state and local match.

The 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 and Smedberg.

Authorization to Amend the Contract with Scheidt & Bachmann to Host the Fare Collection Servers – 8B

Mr. Allen asked the Operations Board to authorize him to amend the Fare Collection System contract with Scheidt & Bachmann to include hosting the fare collection servers in the S&B cloud based data center. The amendment increases the authorization amount by \$129,850 per year for two years (one base year and one option year), plus a 10 percent contingency of \$12,985 per year, for a total authorization increase of \$285,670, increasing the total contract authorization from \$13,243,513 (includes authorization amount from Action #8A) to \$13,529,183. Resolution #8B-05-2016 would accomplish this.

Mr. Allen stated staff analysis has determined it is in the best interest of VRE to transition the current fare collection servers to the S&B cloud based data center instead of upgrading the current servers. This will provide resiliency and redundancy for the fare collection servers, as well as shift any transit risk and liability for PCI compliance from VRE to S&B.

In response to a question from Mr. Smedberg, Mr. Allen explained the \$129,850 increase is for hosting the information on the S&B cloud based data center.

Ms. Bulova moved, with a second by Mr. Smedberg, to approve Resolution #8C-05-2016. The vote in favor was cast by Board Members Bulova, Caddigan, Cook, Cristol, Jenkins, Kelly, Milde, Naddoni, Nohe, Skinner and Smedberg.

Authorization to Execute a MEC VI Task Order for Transit Asset Management Development and NTD Reporting – 8C

Mr. Allen asked the Operations Board to authorize him to execute a Task Order with STV Incorporated, under the MEC VI Contract for engineering support, for the development and implementation of VRE's Transit Asset Management Program (TAMP) and National Transit Database (NTD) reporting in compliance with new federal requirements for maintaining transit assets in a state of good repair. The Task Order amount is \$431,665, plus a five percent contingency of \$21,583, for a total amount not to exceed \$453,248. Resolution #8C-05-2016 would accomplish this.

Mr. Smedberg asked about the five percent contingency. Mr. Allen explained this task order has a defined process and staff doesn't expect much variation so a 10 percent contingency is not needed. In response to a question from Chairman Skinner, Mr. Allen stated Keolis will be following the guidelines of VRE's life cycle maintenance plan.

Mr. Smedberg moved, with a second by Ms. Bulova, to approve Resolution #8C-05-2016. The vote in favor was cast by Board Members Bulova, Caddigan, Cook, Cristol, Jenkins, Kelly, Milde, Naddoni, Nohe, Skinner and Smedberg.

Authorization to Amend the Contract for Construction of the Lorton Station Platform Extension Project – 8D

Mr. Allen asked the Operations Board to authorize him to execute a contract amendment with Hammerhead Construction of Virginia, Inc. of Leesburg, Virginia, for the construction of the Lorton Station Platform Extension project in an amount of \$180,000, plus a 10 percent contingency of \$18,000, for a total amount not to exceed \$198,000. This will increase the existing Board authorization from \$991,980, to an overall amount not to exceed \$1,189,980. Resolution #8D-05-2016 would accomplish this.

Mr. Allen explained the Operations Board executed the construction contract to Hammerhead Construction in April 2014. Notice to Proceed was delayed due to further analysis being needed to resolve potential physical conflicts between the present platform location and the future third track being designed by DRPT as part of the DC2RVA High Speed Rail project, as well as difficulty acquiring a Right of Entry and flagging support from CSX Transportation. These two issues have been satisfactorily resolved and VRE is ready to issue the Notice to Proceed. A change order is necessary to account for price increases incurred over the past two years. VRE construction management consultants have reviewed these price changes and indicated they are fair and justified.

Ms. Bulova moved, with a second by Ms. Caddigan, to approve Resolution #8D-05-2016. The vote in favor was cast by Board Members Bulova, Caddigan, Cook, Cristol, Jenkins, Kelly, Milde, Naddoni, Nohe, Skinner and Smedberg.

Authorization to Execute a Task Order for Renovations to VRE Headquarters' Communications and Server Rooms – 8E

Mr. Allen asked the Operations Board to authorize him to execute a Task Order with NV Enterprises under the Facilities Maintenance Services contract for construction services to

renovate the VRE headquarters' communications and server rooms in the amount of \$145,465, plus a 10 percent contingency of \$14,547, for a total amount not to exceed \$160,012. Resolution #8E-05-2016 would accomplish this.

In response to a question from Ms. Cristol, Mr. Allen provided more information about VRE's headquarters space and plans for the future. VRE owns its current office condominium space at Suite 202, 1500 King Street.

Ms. Cristol moved, with a second by Ms. Bulova, to approve Resolution #8E-05-2016. The vote in favor was cast by Board Members Bulova, Caddigan, Cook, Cristol, Jenkins, Kelly, Milde, Naddoni, Nohe, Skinner and Smedberg.

Authorization to Execute a Lease for Additional Office Space – 8F

Mr. Allen asked the Operations Board to authorize him to execute a lease for 590 square feet of office space located on the third floor of 1500 King Street. The office space is owned by the Society of General Internal Medicine. The lease will be for an initial annual rate of \$19,200 and a total amount not to exceed \$57,600, for the initial 36-month term. Two one-year options for renewal are included in the proposed lease. Resolution #8F-05-2016 would accomplish this.

Mr. Allen stated the opportunity to lease this space on the third floor would provide space to fulfill the needs of additional meeting and storage space.

Ms. Cristol moved, with a second by Ms. Bulova, to approve Resolution #8F-05-2016. The vote in favor was cast by Board Members Bulova, Caddigan, Cook, Cristol, Jenkins, Kelly, Milde, Naddoni, Nohe, Skinner and Smedberg.

Authorization to Execute a Supplemental GEC VI Task Order for VPDES Industrial Stormwater General Permit Compliance – 8G

Mr. Allen asked the Operations Board to authorize him to execute a Supplemental Task Order 1B for Virginia Pollutant Discharge Elimination System (VPDES) Industrial Stormwater General Permit Compliance. This is a supplemental task order to AECOM's Task Orders 1 and 1A under the GEC VI contract. Task Order 1 was executed in the amount of \$49,773, and Supplemental Task Order 1A was executed in the amount of \$48,772. Supplemental Task Order 1B will be for \$57,427 (\$50,000, plus a five percent contingency based on the sum total in the amount of \$7,427). The amended Task Order 1 total amount (Task Order 1 plus Supplemental Task Orders 1A and 1B) is not to exceed \$155,972. Resolution #8G-05-2016 would accomplish this.

Ms. Caddigan moved, with a second by Mr. Smedberg to approve Resolution #8G-05-2016. The vote in favor was cast by Board Members Bulova, Caddigan, Cook, Cristol, Jenkins, Kelly, Milde, Naddoni, Nohe, Skinner and Smedberg.

Recommend Authorization to Execute the Second Year of the First Option Period for Transit Operations and Amend the Existing Contract to Remove Maintenance Services – 8H

Mr. Allen requested the VRE Operations Board recommend the Commissions authorize him to modify the current Operations and Maintenance Contract with Keolis Rail Services Virginia, LLC by 1) amending the existing agreement to remove the maintenance of equipment and facilities functions, which will now be contracted separately (Action #8I); and 2) authorize up to \$15,463,003 for the second year of the first option period for a total contract value not to exceed \$131,990,557 for Transit Operations through June 30, 2017. Resolution #8H-05-2016 would accomplish this.

Mr. Allen reminded Board Members VRE received a protest of the award to Keolis by one of the offerors, RailPlan International, Inc. (RPI). As VRE CEO, Mr. Allen rejected the protest and RPI filed suit in Alexandria Circuit Court. On March 1, 2016, the Alexandria Circuit Court ruled in favor of VRE awarding the contract to Keolis. Now that the appeal period has ended, VRE can award the contract to Keolis. The intent is to amend the current O&M contract by removing the maintenance functions, which will be acted upon in the next agenda item. The contract would be for train operations only going forward.

Ms. Bulova moved, with a second by Mr. Smedberg, to approve Resolution #8H-05-2016. The vote in favor was cast by Board Members Bulova, Caddigan, Cook, Cristol, Jenkins, Kelly, Milde, Naddoni, Nohe, Skinner and Smedberg.

Recommend Authorization to Amend the First Year of the Contract for Maintenance Services for Commuter Rail – 8I

Mr. Allen asked the VRE Operations Board to recommend the Commissions authorize him to amend the previously authorized, but not executed, first year of the contract for maintenance services with Keolis Rail Services Virginia, LLC (KRSV). The amendment changes the start date from July 1, 2015 to July 1, 2016, and increases the contract authorization for the first year of the contract by \$841,768, for a total amount not to exceed \$7,252,371, through June 30, 2017. Resolution #8I-05-2016 would accomplish this.

Mr. Allen reminded Board Members in June 2014 the Operations Board authorized the issuance of a RFP for Maintenance Services for Commuter Rail in order to separate the Operating and Maintenance (O&M) functions into two contracts. As explained in the previous action item, VRE is now able to award the contract to Keolis. This action amends the original start date of July 1, 2015 to July 1, 2016.

Mr. Allen explained the additional costs relate to rolling stock equipment preventative maintenance in FY 2017 consistent with the life cycle maintenance plan, reflect a full year of cost for the additional Fredericksburg line train, and adjustment of start date of the first year of the contract for maintenance services to July 1, 2016.

Ms. Bulova moved, with a second by Ms. Caddigan, to approve Resolution #8I-05-2016. The vote in favor was cast by Board Members Bulova, Caddigan, Cook, Cristol, Jenkins, Kelly, Milde, Naddoni, Nohe, Skinner and Smedberg.

Recommend Authorization to Extend the Amended and Restated Operating Access Agreement with CSX Transportation – 8J

Mr. Allen asked the VRE Operations Board to recommend the Commissions authorize him to execute a one-year extension of the existing Amended and Restated Operating Access Agreement with CSX Transportation (CSXT) through June 30, 2017. Resolution #8J-05-2016 would accomplish this.

Mr. Allen stated throughout the one-year extension period, VRE, CSXT, and DRPT will meet to determine capacity enhancement projects, prioritize these projects, establish methodologies to identify how the capacity enhancements will result in additional service for VRE and identify potential funding sources. VRE staff anticipates these elements will be integrated into the new Amended and Restated Agreement.

Ms. Caddigan moved, with a second by Mr. Smedberg, to approve Resolution #8J-05-2016. The vote in favor was cast by Board Members Bulova, Caddigan, Cook, Cristol, Jenkins, Kelly, Milde, Naddoni, Nohe, Skinner and Smedberg.

Recommend Authorization to Execute a Memorandum of Agreement with the District of Columbia Department of Transportation and the Virginia Department of Rail and Public Transportation for Phase III of the Long Bridge Expansion Study – 8K

Mr. Allen asked the VRE Operations Board to recommend the Commissions authorize him to execute a Memorandum of Agreement (MOA) with the District of Columbia Department of Transportation (DDOT) and the Virginia Department of Rail and Public Transportation (DRPT) to conduct Phase III of the Long Bridge Expansion Study. The MOA fixes VRE's financial contribution for the non-federal match to the TIGER VI grant awarded for this phase of the Study at \$300,000 and defines a substantial contributing role for VRE in the management of the Study. Resolution #8K-05-2016 would accomplish this.

Mr. Allen stated DDOT, DRPT and VRE have negotiated terms for VRE's partnership with DDOT and DRPT with respect to the management of the TIGER VI grant and Phase III of the Study. These terms have been captured in a draft MOA, which has been reviewed by VRE's legal counsel and is being reviewed by the legal counsel of DDOT and DRPT.

Ms. Caddigan moved, with a second by Ms. Bulova, to approve Resolution #8K-05-2016. The vote in favor was cast by Board Members Bulova, Caddigan, Cook, Cristol, Jenkins, Kelly, Milde, Naddoni, Nohe, Skinner and Smedberg.

Spending Authority Report – 9A

The written memorandum provides information on the expenditure to Amtrak Railroad Contractors for \$61,926 for Emergency Replacement of Pedestrian Grade Crossings. There were no questions.

Board Member Annual Orientation Briefing – 9B

Mr. Allen gave an orientation briefing to the Board, which is a Management Audit recommendation, on the overview of VRE as an organization and as an Operations Board.

Mr. MacIsaac provided information on the procurement process and delegation of authority.

Operations Board Members Time – 11

Mr. Naddoni asked a question about the schedule and process for NVTAF funding for the Manassas Park parking garage project, which Mr. Allen addressed. Mr. Hickey stated the project will be added to the list of projects in the next CEO Report.

Closed Session – 12

Mr. Smedberg moved, with a second by Ms. Bulova, the following motion:

Pursuant to the Virginia Freedom of Information Act (Sections 2.2-3711A (3) of the Code of Virginia), the VRE Operations Board authorizes a Closed Session for the purpose of discussing two matters involving the acquisition of real property for public purposes specifically commuter rail storage and maintenance where discussion in an Open Meeting would adversely affect the bargaining position or negotiating strategy of VRE.

The vote in favor was cast by Board Members Bulova, Caddigan, Cook, Cristol, Jenkins, Kelly, Milde, Naddoni, Nohe, Skinner and Smedberg.

The Board entered into Closed Session at 10:21 A.M. and returned to Open Session at 10:33 A.M.

Mr. Smedberg moved, with a second by Ms. Bulova, the following certification:

The VRE Operations Board certifies that, to the best of each member's knowledge and with no individual member dissenting, at the just concluded Closed Session:

1. Only public business matters lawfully exempted from open meeting requirements under Chapter 37, Title 2.2 of the Code of Virginia were discussed; and
2. 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 Board Members Bulova, Caddigan, Cook, Cristol, Jenkins, Kelly, Milde, Naddoni, Nohe, Skinner and Smedberg.

Adjournment

Without objection, Chairman Skinner adjourned the meeting at 10:34 A.M.

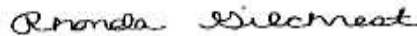
Approved this 17th day of June 2016.

Gary F. Skinner
Chairman

Maureen Caddigan
Secretary

CERTIFICATION

This certification hereby acknowledges that the minutes for the May 20, 2016 Virginia Railway Express Operations Board Meeting have been recorded to the best of my ability.



Rhonda Gilchrest