



**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
Pete Burrus
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 November 18, 2016

Members Present	Jurisdiction
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
Gary Skinner (PRTC)	Spotsylvania County
Paul Smedberg (NVTC)	City of Alexandria
Bob Thomas (PRTC)	Stafford County
Jonathan Way (PRTC)	City of Manassas

Members Absent	Jurisdiction
Sharon Bulova (NVTC)	Fairfax County
Jennifer Mitchell	DRPT
Martin Nohe (PRTC)	Prince William County

Alternates Present	Jurisdiction
Pete Burrus	DRPT

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
Billy Withers (PRTC)	City of Fredericksburg

Staff and General Public	
Khadra Abdulle – VRE	Gerri Hill – VRE
Doug Allen – VRE	Pierre Holloman – City of Alexandria
Monica Backmon – NVTA	Scott Kalkwarf – NVTC
Donna Boxer – VRE	John Kerins – Keolis
David Brickley – former Board Member	Mike Lake – Fairfax County
Alex Buchanan – VRE	Lezlie Lamb – VRE
Jacob Craig – VRE	Bob Leibbrandt – Prince William County
Rich Dalton – VRE	Steve MacIsaac – VRE legal counsel
Paul Dean – VRE	Eric Marx – PRTC
Julie Elliott – Stafford County	Betsy Massie – PRTC
Mike Garber – PB Mares, LLP	Matthew McDermott – Amec Foster Wheeler
Rhonda Gilchrest – NVTC	Sonali Soneji – VRE
Chris Henry – VRE	Alex Sugatan – VRE
Kim Herman – Stafford County	Joe Swartz – VRE
Tom Hickey – VRE	Melvin Waldrop – PFM Group

* 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.

Approval of the Agenda – 3

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

Approval of the Minutes of the October 21, 2016 Operations Board Meeting – 4

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

Chairman's Comments – 5

Chairman Skinner stated this would be the last Operations Board meeting for Mr. Way. Mr. Way joined VRE in 2008 representing the City of Manassas and served as Chairman of the Capital Committee since its inception. On behalf of the Operations Board, Chairman Skinner thanked Mr. Way for his service. Mr. Allen also expressed staff's appreciation for Mr. Way's contributions to VRE.

Ms. Lamb read Resolution #5A-11-2016 into the record recognizing Jonathan Way for his distinguished service on the Operations Board. On a motion by Mr. Kelly moved, with a second by Mr. Cook, the Operations Board unanimously adopted the resolution. Mr. Way was presented with a framed copy of the resolution and a framed photo of a VRE locomotive in front of the Manassas VRE Station.

Chairman Skinner announced Ms. Cristol has been appointed to serve as Chair of the Capital Committee, which will meet immediately after this meeting.

Chairman Skinner introduced David Brickley, who was selected last year the Operations Board to be honored as part of the VRE's Board Recognition Program. Mr. Brickley was presented with his nameplate, which will be added to the front of a VRE locomotive. He is a founding member of VRE and served as Board Chairman during his tenure. In his role as a member of the Virginia House of Delegates, Mr. Brickley was instrumental in getting key legislation passed that helped establish VRE. Mr. Brinkley thanked the Board for this honor and gave a brief history of his involvement with creating a commuter service in Northern Virginia since 1974.

Chairman Skinner announced the Joint NVTC/PRTC Legislative Briefing will be held on December 12th at 9:30 A.M. at the Springfield Hilton.

Chief Executive Officer's Report –6

Mr. Allen highlighted the good work Rich Dalton, Eric Johnson and Gerri Hill are doing on station maintenance to keep VRE assets in a state of good repair. He also announced Fairfax

County has completed adding parking capacity at the Lorton Station. The County is hosting a ribbon cutting ceremony on December 1st at the station.

Mr. Allen reported on recent visits to state legislators, including Delegate Christopher Peace, Chair of the Appropriations Subcommittee, and Delegate Mark Sickles to convey the findings of VRE's Financial Plan and its needs for the future. Mr. Allen reported overall on-time performance (OTP) for the month of October was 92 percent with Average Daily Ridership at 19,377. He announced Santa Trains will be held on December 10th with tickets going on sale Monday November 21st. Since this annual event is so popular, VRE is adding 1000 more tickets.

Mr. Allen introduced Jacob Craig, VRE's new Project Manager. He also gave an update on meetings associated with the Gainesville-Haymarket Extension Study.

Mr. Allen also stated the Virginia Transit Association is planning to hold a reception for General Assembly members at the Main Street Station in Richmond on January 23rd. VRE is coordinating with VTA and CSX to possibly provide a train to view and board at the event. Mr. Allen noted VRE has recently conducted several orientation tours for elected officials. Board members interested in a tour should contact staff. Mr. Milde and Mr. Naddoni expressed interest.

VRE Riders' and Public Comment – 7

There were no comments.

Authorization to Issue an Invitation for Bids for the Purchase of Rebuilt Locomotive Air Compressors – 8A

Mr. Allen asked the Operations Board to authorize him to issue an Invitation for Bids (IFB) for the purchase of 20 rebuilt locomotive air compressors. Resolution #8A-11-2016 would accomplish this. VRE's locomotives will begin reaching their six-year mark in the last half of FY 2017.

Mr. Kelly moved, with a second by Ms. Cristol, to approve Resolution #8A-11-2016. The vote in favor was cast by Board Members Burrus, Caddigan, Cook, Cristol, Jenkins, Kelly, Milde, Naddoni, Smedberg, Skinner, Thomas and Way.

Authorization to Forward the FY 2016 Audited Financial Statements and Auditor's Report to the Commissions – 8B

Mr. Allen asked the Operations Board to accept the FY 2016 Comprehensive Annual Financial Report (CAFR) and associated information from the auditors and to authorize him to forward this information to the Commissions for their consideration.

Mr. Allen introduced Mike Garber from VRE's audit firm, PBMAres, LLP. Mr. Garber reviewed the results of the FY 2016 audited financial statements and stated PBMAres has issued an unqualified opinion. Their opinion letter states VRE's statements, in all material respects, fairly and accurately present the financial position of the organization. This

opinion is the best possible outcome of a financial audit. Mr. Garber reported he met with the Audit Committee prior to this meeting and gave a detailed briefing on the audit.

Ms. Caddigan moved, with a second by Mr. Milde, to approve Resolution #8B-11-2016.

Mr. Cook requested a friendly amendment to the motion to authorize staff to implement the recommendations in the management letter. There were no objections. The Board then voted on the amended motion and it passed. The vote in favor was cast by Board Members Burrus, Caddigan, Cook, Cristol, Jenkins, Kelly, Milde, Naddoni, Smedberg, Skinner, Thomas and Way.

Authorization to Amend the Contract for Land Acquisition Services for the Crossroads Yard Expansion – 8C

Mr. Allen asked the Operations Board to authorize him to amend the contract with Johnson, Mirmiran and Thompson, Inc. (JMT) of Richmond, Virginia, for Land Acquisition Services for the Crossroads Yard Expansion in the amount of \$44,586, plus a 10 percent contingency of \$4,458, for a total amount of \$49,044, added to the original contract amount of \$99,980, resulting in a total cumulative amount not to exceed \$149,024. Resolution #8C-11-2016 would accomplish this.

Mr. Allen explained VRE is seeking to acquire additional property adjacent to the Crossroads Maintenance and Storage Facility as it plans for longer and more trains to accommodate ridership growth. This contract amendment is needed because of additional work required by the Federal Transit Administration.

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

Authorization to Execute a Contract for Repair and Overhaul of Air Brake Equipment –8D

Mr. Allen asked the Operations Board to authorize him to execute a contract with Wabtec Global Services, a division of Westinghouse Air Brake Corporation of Columbia, South Carolina, for Repair and Overhaul of Air Brake Equipment in the amount of \$962,449, plus a 10 percent contingency of \$96,245, for a total amount not to exceed \$1,058,694. The contract will be for a base year and four option years, with the CEO exercising the option years at his discretion. Resolution #8D-11-2016 would accomplish this.

Mr. Milde moved, with a second by Mr. Naddoni, to approve Resolution #8D-11-2016. The vote in favor was cast by Board Members Burrus, Caddigan, Cook, Cristol, Jenkins, Kelly, Milde, Naddoni, Smedberg, Skinner, Thomas and Way.

Authorization to Amend the CSX Transportation Operating Access Agreement and Master Facilities Lease Agreement –8E

Mr. Allen asked the Operations Board to recommend the Commissions authorize him to execute an amendment to the CSX Operating Access Agreement to reflect train schedule

changes and to the Master Facilities Lease Agreement to add the L'Enfant Storage tracks in a form approved by legal counsel. Resolution #8E-11-2016 would accomplish this.

In response to a question from Mr. Burrus, Mr. Dalton gave a brief description of the minor time changes to the schedule. An example, the departure times at Spotsylvania Station will be shifted two minutes earlier.

Mr. Kelly commented on the need to expand the Fredericksburg station platforms. He would like to see a master plan developed with CSX. Mr. Allen stated CSX has agreed in concept to lengthening the Fredericksburg platforms to put them back to their original length as part of a state of good repair project. Mr. Kelly asked staff to provide information to Fredericksburg staff. Mr. Allen stated he is happy to meet with them.

Mr. Kelly moved, with a second by Mr. Thomas, to approve Resolution #8E-11-2016. The vote in favor was cast by Board Members Burrus, Caddigan, Cook, Cristol, Jenkins, Kelly, Milde, Naddoni, Smedberg, Skinner, Thomas and Way.

Authorization to Amend the Norfolk Southern Operating Access Agreement –8F

Mr. Allen requested the Operations Board to recommend the Commissions authorize him to execute an amendment to the April 30, 2014 Norfolk Southern Operating Access Agreement to reflect train schedule changes for the VRE Manassas and Fredericksburg line trains in a form approved by legal counsel. Resolution #8F-11-2016 would accomplish this.

Mr. Kelly moved, with a second by Mr. Thomas, to approve Resolution #8F-11-2016. The vote in favor was cast by Board Members Burrus, Caddigan, Cook, Cristol, Jenkins, Kelly, Milde, Naddoni, Smedberg, Skinner, Thomas and Way.

Authorization to Amend the Amtrak Access and Storage Agreement –8G

Mr. Allen requested the Operations Board recommend the Commissions authorize him to execute an amendment to the July 1, 2015 Amtrak Access and Storage Agreement to reflect schedule changes for the VRE Manassas and Fredericksburg line trains in a form approved by legal counsel. Resolution #8G-11-2016 would accomplish this.

Ms. Caddigan moved, with a second by Mr. Thomas, to approve Resolution #8G-11-2016. The vote in favor was cast by Board Members Burrus, Caddigan, Cook, Cristol, Jenkins, Kelly, Milde, Naddoni, Smedberg, Skinner, Thomas and Way.

Approval of 2017 VRE Operations Board Meeting Schedule Changes – 8H

Mr. Allen asked the Operations Board to approve the changes to the 2017 Operations Board meeting schedule to move the date of the January 2017 meeting from January 20th to January 27, 2017 since the Presidential Inauguration is on the 20th. The action would also add a regular meeting on July 21, 2017 and delete the August 18, 2017 meeting. Resolution #8H-11-2016 would accomplish this.

Mr. Kelly moved, with a second by Ms. Cristol, to approve Resolution #8H-11-2016. The vote in favor was cast by Board Members Burrus, Caddigan, Cook, Cristol, Jenkins, Kelly, Milde, Naddoni, Smedberg, Skinner, Thomas and Way.

Mr. Smedberg left the meeting at 10:10 A.M. and did not return.

Manassas Park Parking Expansion Project – 9A

Ms. Soneji gave a presentation on the progress of the parking expansion project at the Manassas Park station. In support of the City of Manassas Park, VRE is conducting a two-year NVTa funded study addressing the need to expand parking at the Manassas Park Station. She reviewed the six site options. The City of Manassas Park endorsed Site 5/Bays Site, which is city-owned, as the preferred alternative. Ms. Soneji stated the alternative analysis is expected to be completed by December 2016 and final design for the proposed facility is expected to be completed by summer 2018.

Board Members discussed access from the proposed site to the station platform. Ms. Cristol asked about funding for construction. Mr. Allen stated VRE and the City of Manassas Park will partner together to identify options for funding, which could include funding from the City, NVTa, or as part of a future Smart Scale application. Mr. Burrus suggested VRE consider doing cost comparisons between expanding the existing parking facility versus a new site location.

Mr. Naddoni thanked Ms. Soneji, Mr. Hickey and the consultants for their work on the study. There is a real need for additional parking capacity at Manassas Park. He stated the City of Manassas Park is supportive of this project. Mr. Allen noted riders using this station come from Manassas Park, Manassas, Fairfax County and Prince William County.

FTA Procurement System Review of PRTC/VRE – 9B

Mr. Allen stated PRTC and VRE went through a FTA review of their procurement process. Both organizations are in the process of implementing the recommendations.

Spending Authority Report – 9C

Mr. Allen stated the reportable expenditures from late September and October are described in the written agenda report.

Departing Board Member Recognition

Chairman Skinner stated it is important to recognize the service of departing Board Members. The Executive Committee discussed this and recommends the Board present a plaque to departing members. They looked at several options and recommends Option 2.

Ms. Caddigan moved, with a second by Mr. Thomas, to authorize staff to implement a process of providing plaques (Option 2) to departing Board Members in recognition of their service to VRE. The vote in favor was cast by Board Members Burrus, Caddigan, Cook, Cristol, Jenkins, Kelly, Milde, Naddoni, Skinner, Thomas and Way.

Closed Session – 10

Ms. Caddigan moved, with a second by Mr. Kelly, the following motion:

Pursuant to the Virginia Freedom of Information Act (Sections 2.2-3711A (1) and (7) of the Code of Virginia), the VRE Operations Board authorizes a Closed Session to discuss a personnel matter concerning appointees of the Board and to consult with counsel concerning the requirements of the state and local government Conflict of Interest Act applicable to the VRE Operations Board and VRE staff.

The vote in favor was cast by Board Members Burrus, Caddigan, Cook, Cristol, Jenkins, Kelly, Milde, Naddoni, Skinner, Thomas and Way.

The Board entered into Closed Session at 10:26 A.M. and returned to Open Session at 10:54 A.M.

Ms. Caddigan moved, with a second by Mr. Kelly, 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 Burrus, Caddigan, Cook, Cristol, Jenkins, Kelly, Milde, Naddoni, Skinner, Thomas and Way.

Operations Board Members Time – 11

Board Members expressed their appreciation to Mr. Way for his service to VRE.

Adjournment

Without objection, Chairman Skinner adjourned the meeting at 10:56 A.M.

Approved this 16th day of December 2016.

<Signature on File>

Gary F. Skinner
Chairman

<Signature on File>

Maureen Caddigan
Secretary

CERTIFICATION

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



Rhonda Gilchrest