



**Virginia Railway  
Express**

Martin E. Nohe  
Chairman

Katie Cristol  
Vice-Chairman

Maureen Caddigan  
Secretary

John C. Cook  
Treasurer

Sharon Bulova  
Mark Dudenhefer  
John D. Jenkins  
Matt Kelly  
Wendy Maurer  
Jennifer Mitchell  
Suhas Naddoni  
Pamela Sebesky  
Gary Skinner  
Paul C. Smedberg

#### **Alternates**

Ruth Anderson  
Pete Candland  
Jack Cavalier  
Hector Cendejas  
Libby Garvey  
Jeanine Lawson  
Tim Lovain  
Jeff McKay  
Michael McLaughlin  
Cindy Shelton  
Paul Trampe  
Billy Withers  
Mark Wolfe

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 20, 2018

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
Wendy Maurer (PRTC)	Stafford County
Suhas Naddoni (PRTC)	City of Manassas Park
Martin E. Nohe (PRTC)	Prince William County
Pamela Sebesky (PRTC)	City of Manassas
Paul Smedberg (NVTC)	City of Alexandria

Members Absent	Jurisdiction
Mark Dudenhefer (PRTC)	Stafford County
Jennifer Mitchell	DRPT
Gary Skinner (PRTC)	Spotsylvania County

Alternates Present	Jurisdiction
Jeanine Lawson (PRTC)	Prince William County
Michael McLaughlin	DRPT
Paul Trampe (PRTC)	Spotsylvania County

Alternates Absent	Jurisdiction
Ruth Anderson (PRTC)	Prince William County
Pete Candland (PRTC)	Prince William County
Jack Cavalier (PRTC)	Stafford County
Hector Cendejas (PRTC)	City of Manassas Park
Libby Garvey (NVTC)	Arlington County
Tim Lovain (NVTC)	City of Alexandria
Jeff McKay (NVTC)	Fairfax County
Cindy Shelton (PRTC)	Stafford County
Billy Withers (PRTC)	City of Fredericksburg
Mark Wolfe (PRTC)	City of Manassas

Staff and General Public	
Doug Allen – VRE Monica Backmon – NVTA Paolo Belita – Prince William County Nydia Blake – Prince William County Colin Burch – DRPT Rich Dalton – VRE Andrew D’huyvetter – NVTC John Duque – VRE Rhonda Gilchrest – NVTC Chris Henry – VRE Tom Hickey – VRE Christine Hoeffner – VRE Pierre Holloman – Arlington County Todd Horsley – DRPT Robert Hostelka – VRE Todd Johnson – First Transit John Kerins – Keolis	Cindy King – VRE Mike Lake – Fairfax County DOT Lezlie Lamb – VRE Bob Leibbrandt – Prince William County Steve MacIsaac – VRE Legal Counsel Betsy Massie – PRTC Kate Mattice – NVTC Kristen Nutter – VRE Aimee Perron Seibert – The Hillbridge Group Bob Schneider – PRTC Mark Schofield – VRE Darrell Smith – SDG Sonali Soneji – VRE Joe Swartz – VRE Neil Villerin – NVE Norine Walker – VRE Ciara Williams – DRPT

Chairman Nohe called the meeting to order at 9:08 A.M. Following the Pledge of Allegiance, Roll Call was taken.

#### Approval of the Agenda – 3

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

#### Approval of the Minutes of the March 16, 2018 Operations Board Meeting – 4

Ms. Cristol 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, McLaughlin, Sebesky and Smedberg Trampe. Ms. Maurer, Mr. Nohe and Mr. Trampe abstained.

#### Chairman's Comments –5

The Board stepped out of the room to take an official Operations Board photo. When they came back in, Ms. Sebesky apologized for having to leave to attend an event in Manassas.

[Ms. Sebesky left the meeting at 9:15 A.M.]

Chairman Nohe asked Mr. Smedberg, Chair of the CEO Evaluation Committee, to update the Board on the CEO evaluation process. Mr. Smedberg asked Board Members to respond to the survey regarding Mr. Allen's performance. The committee is also conducting a compensation study.

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

Mr. Allen reviewed recent VRE security and safety initiatives:

- VRE held preparedness training for Virginia State Police troopers and canine units;
- VRE and Keolis personnel participated in Positive Train Control (PTC) classroom training (PTC implementation is still on track to meet the deadline); and
- VRE's Office of Development completed a safety certification, so as they are designing new facilities, they will design with safety in mind.

Mr. Allen reported average daily ridership for the month of March was 19,000 with on-time performance (OTP) of 92 percent.

Mr. Allen stated the 2018 General Assembly Session has concluded. He observed the success VRE was able to achieve during this Session started at the Operations Board level several years ago by developing a long-range vision and financial analysis, which laid the groundwork for being able to communicate VRE's needs to the jurisdictions, constituents, local elected officials, and legislators. He thanked Ms. Perron Seibert and Mr. Swartz for all their hard work during the Session. He asked Ms. Perron Seibert to give an update.

Ms. Perron Seibert reported the General Assembly considered the Governor's amendments and vetoes at the Reconvened Session on April 18<sup>th</sup>. For VRE, all the technical amendments were passed and no changes were made to the VRE funding structure in the original omnibus transportation legislation. Annually, \$15 million will be deposited into the newly created Commuter Rail Operating and Capital fund (CROC) for VRE to use for operating and capital. PRTC jurisdictions will receive additional gas tax funds that total a little above \$7 million annually and can be used for transportation.

[Ms. Lawson arrived at 9:22 A.M.]

Ms. Perron Seibert stated member jurisdictions will probably have some operational questions about the Maintenance of Effort (MOE) provision and will need to work through its implementation. Mr. Kelly stated he looks forward to continuing conversations on how the MOE will be implemented. Chairman Nohe observed there are several provisions of the legislation that need clarification, including how the MOE will be interpreted for FAMPO jurisdictions. He also stated clarification is also needed as to when the legislation goes into effect, since it says it goes into effect 30 days after Maryland and the District adopt parallel legislation. Both jurisdictions adopted parallel legislation but they don't go into effect until 2020.

Ms. Bulova observed that many Board Members wear multiple hats. Depending on which hat is being worn, one is either delighted or disappointed in the final legislation passed. It is good news for VRE with additional funding. She congratulated VRE leadership on being prepared to take advantage of opportunities during the Session. If one is wearing a NVTA hat, there is disappointment with the amount of regional funding being taken from NVTA. If wearing a NVTC hat, one is impressed with NVTC's new authority and a larger role in transportation and transit. She hopes future legislative sessions can address some of the disappointing aspects of the bill.

Ms. Cristol stated the loss of NVTA funds will also be an impact to VRE, since it has two projects in the NVTA project list for the upcoming six-year plan. Chairman Nohe stated NVTA is on the brink of adopting its first six-year plan and was anticipating funding approximately \$1.5 billion in projects before this legislation passed. Ms. Backmon stated the legislation reduces the anticipated funding from \$1.5 billion to \$1.2 billion. Chairman Nohe stated there will be a substantial impact on the number of projects to be funded, the type of projects to be funded, and how quickly the projects can move ahead. He also discussed how it will impact the statewide Smart Scale program, which will impact other parts of the Commonwealth.

[Mr. Naddoni arrived at 9:24 A.M.]

The Board further discussed the implications to NVTA funding. Mr. Swartz stated the Crystal City project scored well and VRE was counting on NVTA funding since no other source of funding has been identified. The Woodbridge project did not score as well. Mr. Allen stated VRE is trying to coordinate the Crystal City project with the Commonwealth's fourth track project, which is part of the Atlantic Gateway project. In response to a question from Mr. Cook, Ms. Backmon clarified the change will impact future projects in the six-year plan and the previously approved project list will not be affected.

In response to a question from Mr. Smedberg, Ms. Perron Seibert stated the state budget has not been adopted yet, but she does not anticipate a budgetary fix to the NVTa funding issue.

Mr. Kelly discussed the financial impacts to the City of Fredericksburg. He understands the political dynamics, but this legislation resulted in no new state funding and fixed the problem with local dollars. He questioned how far VRE should go in praising the General Assembly since the problem still remains. The outcome of this legislation really affects the smaller jurisdictions, especially as the Commonwealth approaches the fiscal cliff.

Mr. Allen gave a few more highlights of recent meetings. VRE staff met with the congressional delegation, and he is in the process of meeting with the CAO's of the jurisdictions. VRE also participated in a quarterly meeting with CSX and DRPT and it was a productive meeting. He is scheduled to participate in the Transportation Leadership Forum on April 23<sup>rd</sup>.

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

There were no rider comments.

#### Consent Agenda – 8

On a motion by Mr. Kelly and a second by Ms. Maurer, the Operations Board unanimously approved the following Consent Agenda:

- Resolution #8A-04-2018: Authorization to Issue an Invitation for Bids for the Purchase of Railcar End Body Door Diaphragm Kits
- Resolution #8B-04-2018: Authorization to Issue an Invitation for Bids for Construction of Benchmark Road Slope Stabilization
- Resolution #8C-04-2018: Authorization to Issue an Invitation for Bids for Construction of Rolling Road Platform Extension
- Resolution #8D-04-2018: Authorization to Execute an Amendment for the First Two-Year Option to the Contract for Financial Auditing Services

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

#### Authorization to Issue a Task Order for Financial Modeling Platform – 9A

Mr. Allen stated the Operations Board is being asked to authorize him to issue a Task Order to PFM Solutions LLC (an affiliate of PFM) for a financial modeling platform in the amount of \$245,000, plus a contingency of \$7,000 (for two years of an additional seat license if needed), for a total not to exceed \$252,000. Resolution #9A-04-2018 would accomplish this.

Mr. Allen explained VRE wishes to migrate to a new, more robust financial modeling platform to support long-term financial planning. Under this task order, PFM will

implement their proprietary software, which will support a comprehensive update to VRE's 2040 financial plan as well as a decision support for future budget and Capital Improvement Program (CIP) formulation.

Ms. Cristol moved, with a second by Ms. Bulova, to approve Resolution #9A-04-2018.

Ms. Cristol stated, as Chair of the Capital Committee, she is excited to see this action item, which will allow greater capacity to model scenarios of evolving variables in real-time. It has been difficult for the Capital Committee and the Operations Board to try to understand these projects and the variety of sources of funding with all the variables. This software will help facilitate a greater discussion by the Capital Committee as well as the Operations Board.

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, Maurer, McLaughlin, Naddoni, Nohe, Smedberg and Trampe.

Authorization to Issue a GEC-VII Task Order for Construction Management Services for the Rolling Road Station Improvement Project – 9B

Mr. Allen stated the Operations Board is being asked to authorize him to issue a General Engineering Consulting Contract (GEC-VII) task order for construction management services for the Rolling Road Station Improvement Project to STV Incorporated in the amount of \$197,918, plus a 10 percent contingency of \$19,792, for a total amount not to exceed \$217,710. Resolution #9B-04-2018 would accomplish this.

Mr. Cook moved, with a second by Mr. Smedberg, to approve Resolution #9B-04-2018. The vote in favor was cast by Board Members Bulova, Caddigan, Cook, Cristol, Jenkins, Kelly, Maurer, McLaughlin, Naddoni, Nohe, Smedberg and Trampe.

Authorization to Execute an Agreement for Data Networking Hardware and Associated Software Licenses – 9C

Mr. Allen stated the Operations Board is being asked to authorize him to execute an agreement with Saitech, Inc., of Fremont, California to acquire Cisco data network components and associated software licenses in the amount of \$214,978, plus a 10 percent contingency of \$21,498, for a total not to exceed \$236,476. Resolution #9C-04-2018 would accomplish this.

Ms. Maurer moved, with a second by Mr. Smedberg, to approve Resolution #9C-04-2018.

In response to a question from Mr. Smedberg, Mr. Hostelka stated that the software package will be updated every five years and will accommodate future changes. The software supports everything from a data network perspective that happens at the stations and headquarters, such as ticket vending machines and security cameras.

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, Maurer, McLaughlin, Naddoni, Nohe, Smedberg and Trampe.

Authorization to Execute a Contract and Task Order for Maintenance Services for VRE Facilities – 9D

Mr. Allen stated the Operations Board is asked to authorize him to execute a contract with NVE, Inc. of Herndon, Virginia for Maintenance Services for VRE facilities in an amount not to exceed \$3,525,414, for a base period of three years with the option to extend for one additional two-year period. This contract includes base work along with task order work. VRE staff will return to the Board for authorization to exercise the two-year option period and associated funding. Resolution #9D-04-2018 would accomplish this.

The resolution would also authorize the CEO to issue an initial task order under this contract for comprehensive on-call services, including miscellaneous repair, installation and inspection services, electrical, lighting, generator and plumbing service and repairs. HVAC service and repairs and elevator service and repairs, in an amount of \$665,000, plus a five percent contingency of \$33,250, for a total not to exceed \$698,250.

Ms. Bulova moved, with a second by Ms. Caddigan, to approve Resolution #9D-04-2018.

Mr. McLaughlin noted VRE only received a single proposal. He stated it is important for VRE's procurement department to be doing everything it can to receive multiple responses, which contains costs. Ms. Nutter gave an overview of the competitive procurement process, which included 20 contractors attending the pre-proposal conference. Staff surveyed them to determine why they did not submit a proposal and staff is satisfied with the results. The main reason was the magnitude of the maintenance program that spans the entire VRE service area, where some offerors were only interest servicing specific segments of the required work.

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, Maurer, McLaughlin, Naddoni, Nohe, Smedberg and Trampe.

Authorization to Execute a Contract and Task Order for Custodial and Seasonal Services for VRE Facilities – 9E

Mr. Allen stated the Operations Board is asked to authorize him to execute a contract with Fresh Air Duct Cleaning, LLC of Capitol Heights, Maryland for custodial and seasonal services for VRE facilities in an amount not to exceed \$6,370,219, for a base period of three years with the option to extend for one additional two-year period. VRE staff will return to the Board for authorization to exercise the two-year option period and associated funding. Resolution #9E-04-2018 would accomplish this.

The resolution also will authorize the CEO to issue an initial task order under this contract for on-call services, including miscellaneous repair and installation services, custodial,

landscaping, additional facility cleaning, trash removal and painting services, in an amount of \$190,000, plus a five percent contingency of \$9,500, for a total not to exceed \$199,500.

Ms. Bulova moved, with a second by Mr. Kelly, to approve Resolution #9E-04-2018. The vote in favor was cast by Board Members Bulova, Caddigan, Cook, Cristol, Jenkins, Kelly, Maurer, McLaughlin, Naddoni, Nohe, Smedberg and Trampe.

Authorization to Execute an Amendment to the Vendor Agreement for Sale of Fare Media with The Convention Store (CommuterDirect) – 9F

Chairman Nohe stated this item and Agenda Item #10B “Broad Run Station Expansion Project Update” will be addressed in Closed Session later in the Agenda.

Authorization to Execute an Amendment to the Contract for Wayside Power Construction at L’Enfant North Storage Track – 9G

Mr. Allen stated the Operations Board is asked to authorize him to execute an amendment to the contract with C3M Power Systems, LLC of Capitol Heights, Maryland, for the construction of the L’Enfant North Storage Track Wayside Power, increasing the contract value by \$8,300, from \$576,406, for a total amount not to exceed \$584,706. Resolution #9G-04-2018 would accomplish this.

Mr. Allen further explained the L’Enfant North Storage Track Wayside Power project has experienced delays due to permitting requirements, the acquisition of unanticipated materials, and other factors. C3M Power Systems has submitted a change order to purchase an extension of the insurance required for working in the railroad right-of-way, as well as for the purchase and installation of a small electrical module for the control cabinet, which was identified as a need at the time of final testing of the system.

Mr. Smedberg asked about coordination with Amtrak and the other railroads. Mr. Allen stated there is coordination, which will include railroad worker protection, as needed, while work is being done.

Mr. Smedberg moved, with a second by Ms. Bulova, to approve Resolution #9G-04-2018. The vote in favor was cast by Board Members Bulova, Caddigan, Cook, Cristol, Jenkins, Kelly, Maurer, McLaughlin, Naddoni, Nohe, Smedberg and Trampe.

Recommend Authorization to Execute an Amendment for the Fourth Year of the First Option Period of the Contract for Operating Services for Commuter Rail – 9H

Mr. Allen stated the Operations Board is being asked to recommend the Commissions authorize him to amend the Contract for Operation Services for Commuter Rail with Keolis Rail Services Virginia, LLC (KRSV) by approving up to \$15,718,000 for the fourth year of the first option period, for a total contract value not to exceed \$163,124,557 through June 30, 2019. Resolution #9H-04-2018 would accomplish this.

Mr. Smedberg moved, with a second by Mr. Kelly, to approve Resolution #9H-04-2018.

Because of the scale of this work, Mr. Smedberg stated it would be helpful for staff to give an update on the contract when returning for future amendments. Mr. Allen offered to give a brief update. He stated VRE is receiving great service from Keolis on operations and maintenance (next agenda item). He gave some background on the contract for newer Board Members. Several years ago, when VRE transitioned to a life-cycle maintenance approach, the contract was divided into two contracts (operations and maintenance). Keolis won both of those contracts. Keolis has performed its work well. VRE continues to receive good feedback from riders about the interaction between the crew and riders, which is very important especially for safety reasons.

Chairman Nohe stated both contracts (operating and maintenance) were originally multi-year contracts, but the Operations Board decided to have them come back every year for review and adoption.

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, Maurer, McLaughlin, Naddoni, Nohe, Smedberg and Trampe.

#### Recommend Authorization to Execute an Amendment for the Third Year of the Contract for Maintenance Services for Commuter Rail – 9I

Mr. Allen stated the Operations Board is asked to recommend the Commissions authorize him to amend the Contract for Maintenance Services for Commuter Rail with Keolis Rail Services Virginia, LLC (KRSV) by increasing the total contract authorization by \$7,674,000, for a total amount not to exceed \$22,018,638, through June 30, 2019. Resolution #9I-04-2018 would accomplish this.

Mr. Smedberg moved, with a second by Ms. Bulova, to approve Resolution #9I-04-2018. The vote in favor was cast by Board Members Bulova, Caddigan, Cook, Cristol, Jenkins, Kelly, Maurer, McLaughlin, Naddoni, Nohe, Smedberg and Trampe.

#### Transit Development Plan Update – 10A

Mr. Allen introduced the project manager, Sonali Soneji, who gave a brief update on the Transit Development Plan (TDP). Ms. Soneji explained DRPT requires VRE to update its TDP as a condition of receiving state funding. VRE has initiated a major update of its TDP in accordance with DRPT requirements encompassing two time frames: a six-year (FY 2020-2025) fiscally-constrained plan; and a 10-year (FY 2020-2029) fiscally-unconstrained plan forecasting longer-term capital and operating needs.

Ms. Soneji explained the TDP is also valuable to VRE for internal use to connect all daily actions and initiatives to the long-range vision laid out in the System Plan. Much has happened since 2011 when VRE adopted its last full TDP. She reviewed the changes VRE has experienced over the last six years.

Ms. Soneji reported VRE held its first of two TDP stakeholder workshops. In response to a question from Mr. Smedberg, she stated staff from member jurisdictions, NVTC, PRTC, DRPT, NVTA, TPB, FAMPO, WMATA, MARC and other transit providers participated in the

workshop. The host railroads were invited but did not attend. In response to a question from Mr. Smedberg, Ms. Soneji replied Keolis can be invited to the second workshop, which is anticipated in the May or June timeframe. The TDP will be brought back for adoption at the November Operations Board meeting.

#### Spending Authority Report –10C

The written report includes the following:

- Blanket Purchase Order for an amount not to exceed \$56,600, to ACRO Service Corp for temporary staffing services for grant account support.
- Purchase Order of \$63,760, to Roadway Worker Training, LLC to provide mandated FRA Roadway Worker Protection Training.
- Task Order of \$86,616 to Keolis Rail Services Virginia to replace the emergency access markings located on the roof of each passenger railcar.

There were no questions or comments.

#### Closed Session – 11

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

Pursuant to the Virginia Freedom of Information Act (Sections 2.2-3711A (3), (6) and (7) of the Code of Virginia), the VRE Operations Board authorizes a Closed Session for the purpose of discussion of two procurement issues and discussion or consideration of the investment of public funds where competition or bargaining is involved, where, if made public initially, the financial interest of the governmental unit would be adversely affected.

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

The Board entered into Closed Session at 10:17 A.M. and returned to Open Session at 11:18 A.M. [Ms. Bulova left the meeting during the Closed Session and did not return.]

Mr. Kelly moved, with a second by Ms. Maurer, 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 Caddigan, Cook, Cristol, Jenkins, Kelly, Maurer, McLaughlin, Naddoni, Nohe, Smedberg and Trampe.

Authorization to Execute an Amendment to the Vendor Agreement for Sale of Fare Media with The Convention Store (CommuterDirect) – 9F

Mr. Kelly moved, with a second by Mr. Smedberg to approve Resolution #9F-04-2018, which authorizes the VRE CEO to execute an amendment for a one-year extension of the Vendor Agreement for Sale of Fare Media with The Convention Store, Inc. to finalize negotiations from a RFP for Fare Media Sales. The vote in favor was cast by Board Members Caddigan, Cook, Cristol, Jenkins, Kelly, Maurer, McLaughlin, Naddoni, Nohe, Smedberg and Trampe.

Operations Board Member Time – 12

There were no comments.

Adjournment

Without objection, Chairman Nohe adjourned the meeting at 11:20 A.M.

Approved this 18<sup>th</sup> day of May 2018.

<Signature on File>

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Martin Nohe  
Chairman

<Signature on File>

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Maureen Caddigan  
Secretary

**CERTIFICATION**

This certification hereby acknowledges the minutes for the April 20, 2018 Virginia Railway Express Operations Board Meeting have been recorded to the best of my ability.

*Rhonda Gilchrest*

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Rhonda Gilchrest