



VRE is a transportation partnership of the Northern Virginia Transportation Commission and the Potomac and Rappahannock Transportation Commission.

2021 ANNUAL REPORT

Virginia Railway Express 1500 King Street, Alexandria, VA 22314



www.vre.org

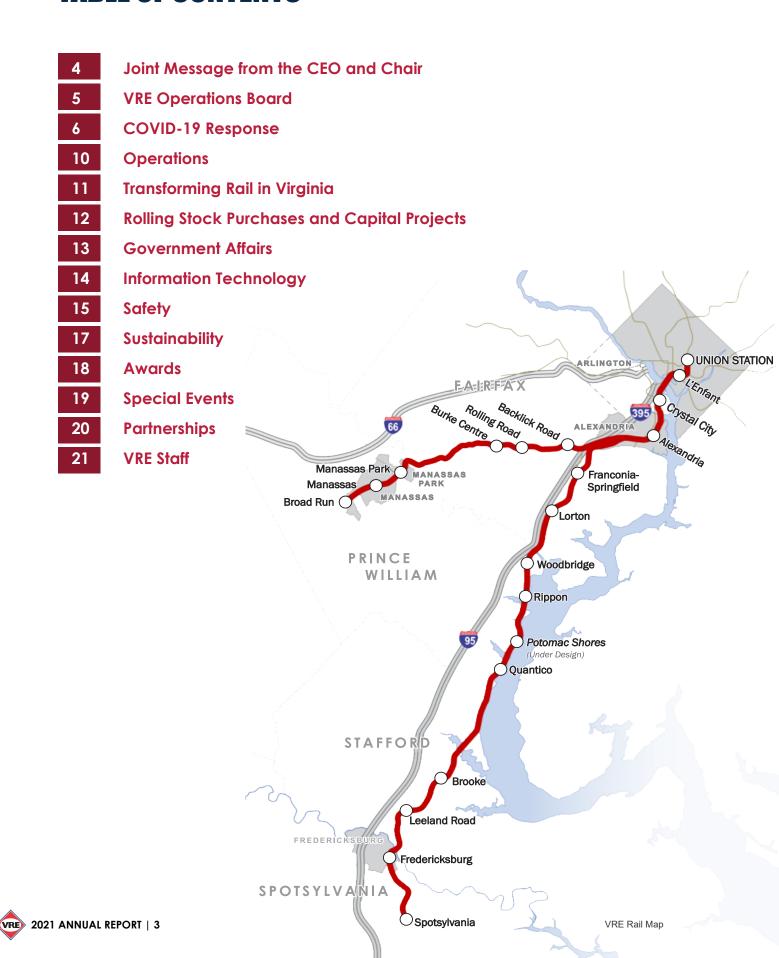


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JOINT MESSAGE FROM THE CEO AND CHAIR

While COVID-19 had not been completely derailed by year's end, VRE had returned to some semblance of "normal" in our service and operations. Trains were again running on a regular schedule, our Operations Board was back to in-person meetings, and staff in several departments began returning to the office.

Our service looked a little different in 2021 than the year prior. Gone were the social distancing decals on platforms and railcars, though masks remained a requirement onboard. A new schedule, which took effect in October, was designed to reduce track congestion – the major cause of VRE train delays – and allow for the future addition of a round-trip train on both the Fredericksburg and Manassas lines.

Many of the adjustments we made in 2020 continued to serve us well and a few even came with a silver lining. While monthly board meetings were no longer virtual, we continued to stream them to VRE's YouTube channel, providing greater access and transparency to those we serve. The creativity demanded of staff to effectively respond to the pandemic led to several industry awards. And the reduction in staff working at headquarters allowed us to expedite renovations.

2021 saw VRE break ground on several capital projects – at the Quantico and Rolling Road stations and our Crossroads yard – to enhance passenger convenience, comfort and safety. We reached planning milestones on our Crystal City and L'Enfant station improvement projects, as well as Long Bridge, a critical state rail project that VRE will help fund. Twenty-one new, state-of-the-art railcars will eventually join our fleet following approval of the purchase by VRE's board and parent commissions. Despite all the progress, a few challenges remained. Ridership was rebounding, but slowly; and our budget was balanced, in part due to federal assistance.

That said, there is light at the end of the pandemic tunnel and VRE is well situated to regain its status as the travel mode of choice for some 18,000+ daily commuters in Central and Northern Virginia. A long history of strong financial management and stewardship by the Operations Board and partnerships with a range of stakeholders have laid the foundation for future success. We have navigated 2021 with aplomb and look forward to greater accomplishments moving forward.



Rich Dalton VRE CEO



Elizabeth Bennett-Parker VRE Operations Board Chair

VRE OPERATIONS BOARD

A new executive committee, with a fresh agenda, took the helm of the VRE Operations Board in January. The board, chaired by Alexandria Vice Mayor Elizabeth Bennett-Parker, navigated a return to in-person meetings and advanced numerous projects and initiatives, detailed in the pages that follow, to ensure VRE's sustainability and growth.



Walter Alcorn Fairfax County



Andrea Bailey
Prince William County



Preston Banks Manassas Park



Elizabeth Bennett-Parker Alexandria



Meg Bohmke Stafford County



Katie Cristol Arlington County



Margaret Franklin Prince William County



Matt Kelly Fredericksburg



Cindy Lamb Stafford County



Jeanine Lawson
Prince William County



Jennifer Mitchell Virginia DRPT



Gary Skinner Spotsylvania County



Ralph Smith Manassas



Dan Storck Fairfax County

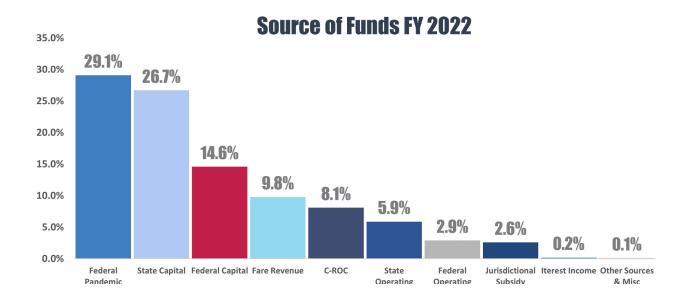


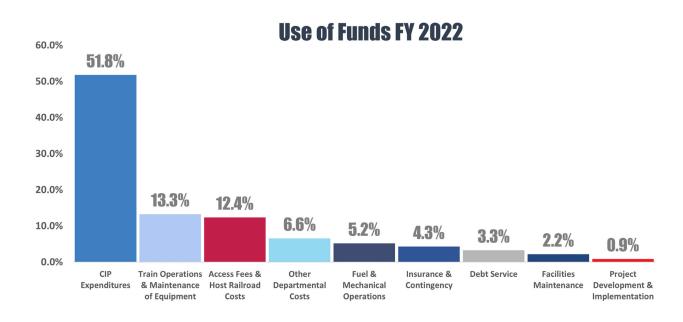
James Walkinshaw Fairfax County

COVID-19 RESPONSE

The allocation of federal pandemic relief funds has allowed VRE to achieve a balanced budget for fiscal year 2022, which began July 1, 2021. Within the \$185.9 operating and capital budget, as approved by VRE's parent commissions, those federal funds were being used in three ways:

- Providing relief to VRE member jurisdictions through a reduction of roughly \$13.5 million, or 74 percent, in their annual subsidies
- Replacing the 84 percent state track access fee reimbursement, totaling \$15.6 million
- Overing a 75-80 percent decline in farebox revenue over pre-pandemic times.





Despite the pandemic's challenges, VRE received an unmodified opinion for an audit of its fiscal year 2021 financial statements from PBMares LLP in December. The opinion letter states that VRE's statements, in all material respects, fairly and accurately present the financial position of the organization. This opinion is the best outcome of a financial audit.

Federal pandemic recognition

In one of his first appearances as U.S. Secretary of Transportation, Pete Buttigieg invited leaders from VRE, Amtrak, Metro and MARC – as well as their frontline workers – to an event at Union Station where he expressed his gratitude to them for placing themselves at risk to ensure the safe and healthy travels of essential personnel.

Prior to the event, he met privately with transportation leaders from the four agencies to discuss their legislative priorities and reiterated the Biden Administration's support for a second COVID-19 relief package.



Additional federal COVID-19 relief funds

The need for additional federal public transportation funding brought together industry leaders, including CEO Rich Dalton and U.S. Sen. Mark Warner, who was involved in negotiating details of the second COVID-19 relief package. The senator shared details of the legislation, which ultimately passed, and spoke to the possibility of an additional bill focused exclusively on infrastructure.



COVID-19 protocols and future plans

VRE CEO Rich Dalton (left) joined U.S. Sen. Mark Warner (right) and other Northern Virginia transportation leaders to discuss the need for additional

federal public transportation funding

U.S. Representative Rob Wittman, from Virginia's 1st Congressional District, joined CEO Rich Dalton aboard Fredericksburg train 309 in March to discuss COVID-19 protocols and future plans. He was impressed with the measures VRE had implemented, such as social distancing decals on railcars and platforms and deep cleaning measures, to protect passenger health and safety.

COVID-19 vaccinations available March 2021

COVID-19 vaccinations were made available to staff in March through a partnership with the Health Department in the City of Alexandria, where VRE's headquarters is located. Staff received an invitation for the two-dose Pfizer or single-dose Johnson & Johnson and, later in the year, for a booster.







VRE returned to a full-service schedule on June 1.

After running a reduced-service schedule for nearly 15 months, VRE resumed full-service operations - 32 daily trains on its two lines - on June 1, increasing commuting options as people slowly returned to offices. The more convenient schedule allowed passengers to maintain social distancing, even as ridership began to increase.



Capacity limits and social distancing relaxed. Onboard mask requirements remained in place.

Following changes to federal guidelines, VRE relaxed capacity limits on platforms and railcars in June. While social distancing was no longer required, it was easily observed as ridership remained low. None of VRE's trains operated above 35 percent capacity. VRE also relaxed facemask requirements outdoors on station platforms. Facemasks continued to be required inside stations and onboard VRE trains, as the federal government extended its mandate to March 2022.



OPERATIONS

Ridership began to recover, albeit slowly, in 2021. Average daily ridership (ADR) grew from 1,179 in January to a high of 3,036 in November. While far from the pre-pandemic ADR of +18,000, it was markedly better than April 2020's ADR of 460.

As the number of daily trains increased from 16 to 32 in June, track congestion worsened, reducing VRE's on-time performance to a low of 80 percent in August. A schedule change in October, designed to improve fluidity in the rail corridors, pushed reliability to 92 percent in December. It also laid the foundation for a future round-trip train on each line as part of the Transforming Rail in Virginia program.

2021 AVERAGE DAILY RIDERSHIP



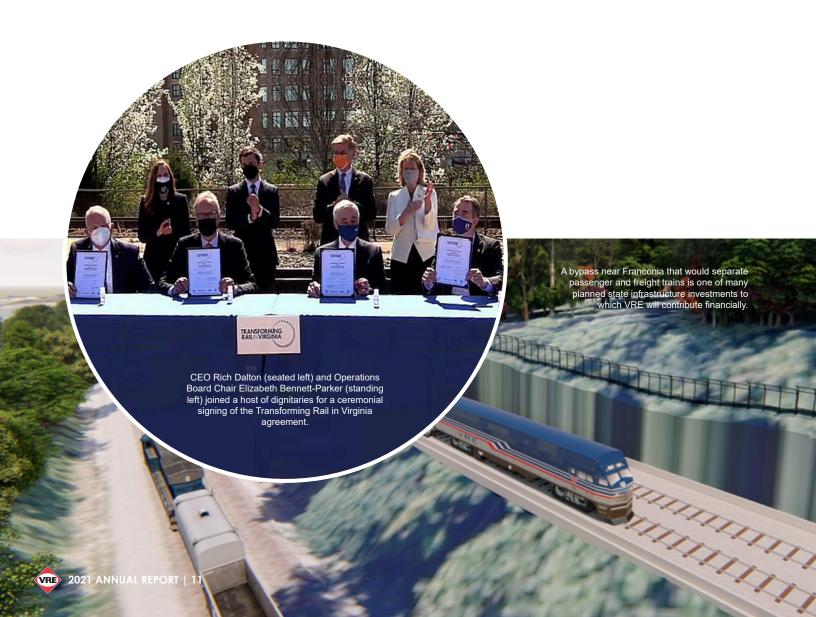
TRANSFORMING RAIL IN VIRGINIA

Operations Board Chair Elizabeth Bennett-Parker and CEO Rich Dalton joined a host of federal, state and industry leaders in March to celebrate the official launch of the Transforming Rail in Virginia (TRV) initiative. Governor Ralph Northam, the CEOs of Amtrak, CSX Transportation and VRE participated in a symbolic signing ceremony at Alexandria's Union Station.

As a major beneficiary of TRV, VRE's Operations Board had committed to provide significant financial support for the \$3.7 billion program. In March 2021, VRE executed both an operating/access and funding agreement with the commonwealth. Under the funding agreement, VRE committed to utilizing its dedicated Commuter Rail Operating and Capital (C-ROC) funds to support TRV infrastructure improvements.

Using C-ROC funds to support TRV through a bond issuance was the subject of an October Operations Board briefing. The bond issuance will be backed by half of the \$15 million in C-ROC funds received annually from the regional fuels tax. Based on market conditions at year's end, this planned issuance would allow for an upfront contribution of roughly \$130 million. The remaining \$7.5 million each year would go toward planned infrastructure improvements on a "pay-go" basis for 10 years, bringing the total contribution to \$205 million. That, combined with more than \$800 million in improvements spelled out in VRE's six-year Capital Improvement Program, would bring VRE's contribution to rail improvements in Virginia to over \$1 billion.

The Technical Advisory Committee for the commonwealth's \$1.9 billion Long Bridge project, a second crossing over the Potomac River dedicated primarily to passenger rail, launched in June with VRE at the table. The consultant shared an animated flyover with participants demonstrating the project's complexities.



ROLLING STOCK PURCHASES AND CAPITAL PROJECTS

VRE's parent commissions authorized the purchase of 21state-of-the-art railcars in June for an amount not to exceed \$84.6 million. These multilevel 148-seat passenger railcars with restrooms are 100 percent compatible and interoperable with VRE's existing fleet and include enhanced passenger amenities.

Ground was broken on three major capital projects in 2021. Featuring 33,000 square feet of maintenance space, the Lifecycle Overhaul and Upgrade Facility will allow VRE to cost-effectively maintain rolling stock, as well as systems and components, in a state of good repair. It will optimize maintenance and reduce costs by allowing the in-house replacement of items before they fail. Construction should be complete by March 2023.

Service and safety will be enhanced through the construction of a new center platform, ADA-compliant pedestrian bridges, existing platform extension, and third track at VRE's Quantico station. These improvements will allow the station to accommodate additional passengers and more frequent and longer trains. Construction should be complete by December 2023.

A platform extension will accommodate eight-car trains at the Rolling Road station. Rehabilitation and repair of the existing platform, replacement of stairs and the existing

VRF ordered 21 new state-of-the-art passenger railcars with enhanced passenger amenities



canopy roof, and an upgrade of the lighting and communication systems should be complete by May 2022.

Four other capital projects reached milestones. In December VRE's Crystal City station replacement project received a class II categorical exclusion under the National Environmental Protection Act from the Federal Transit Administration, meaning the project appears to pose no significant social, economic, or environmental impacts and may move to the next stage in final design.

The L'Enfant station fourth track project alternatives analysis for VRE's busiest station, which serves 45 percent of passengers, launched in April. The end result will be a preferred alternative to enhance rail operations and increase capacity at the station.

A contract with TranSystems for final design at Broad Run was signed in September. The project, which will accommodate ridership growth and increase service reliability, includes improvements to the Maintenance and Storage Facility, station platform, parking lot, as well as the addition of a third main track.

VRE's Alexandria headquarters renovation wrapped up in December. The redesigned reception area is evocative of a VRE railcar. The rearrangement of office space and cubicles will accommodate existing staff and allow for growth.

A City of Manassas project that would complete a missing link for safe and direct bicycle and pedestrian access between the city and VRE's Broad Run station received a \$74,000 grant from the Metropolitan Washington Council of Governments' Transportation Planning Board in September.





GOVERNMENT AFFAIRS

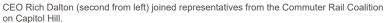
A federally mandated adjustment to the excess insurance liability cap for commuter and passenger railroads left VRE and other rail systems scrambling to identify insurers to provide the additional \$28.6 million in annual coverage by the end of March. Due to a confluence of factors in the insurance marketplace, this type of liability protection can be expensive and difficult to secure. VRE partnered with several industry associations to provide federal policy makers with a foundational understanding of this complex issue and options to stem the crisis. CEO Rich Dalton joined colleagues from the Commuter Rail Coalition on Capitol Hill in December to urge Congress to resolve the matter.

With a federal infrastructure package languishing in Congress, Operations Board Chair Elizabeth Bennett-Parker, CEO Rich Dalton and Chief of Staff Joe Swartz joined U.S. Sens. Mark Warner and Tim Kaine for a September roundtable to draw attention to ways in which the legislation could improve the region's transportation network. The chair noted the additional funds for discretionary grant programs included in the bipartisan bill would give VRE an opportunity to advance the commonwealth's \$3.7 billion Transforming Rail in Virginia initiative, allowing VRE to eventually operate more frequent daily trains and weekend service. President Biden signed the \$1 trillion bill in November.

The General Assembly approved a two-year state budget in February that included significant funding for commuter rail. The HB1800 Conference Report contained a provision allowing for the transfer of up to \$83,500,000 to the Department of Rail and Public Transportation, acting on behalf of the Virginia Passenger Rail Authority, "to improve commuter rail service on the Virginia Railway Express Manassas Line."

VRE shared its legislative priorities with newly elected members of the General Assembly and others in the business community during a briefing hosted by its two parent commissions in December. CEO Rich Dalton stressed the success of the Transforming Rail in Virginia program is contingent on continued state funding for the Long Bridge expansion project and several dozen associated projects. He also noted the importance of safeguarding the Commuter Rail Operating and Capital Fund and diversifying its revenue sources.







CEO Rich Dalton spoke to VRE's legislative priorities at a briefing for new state lawmakers.



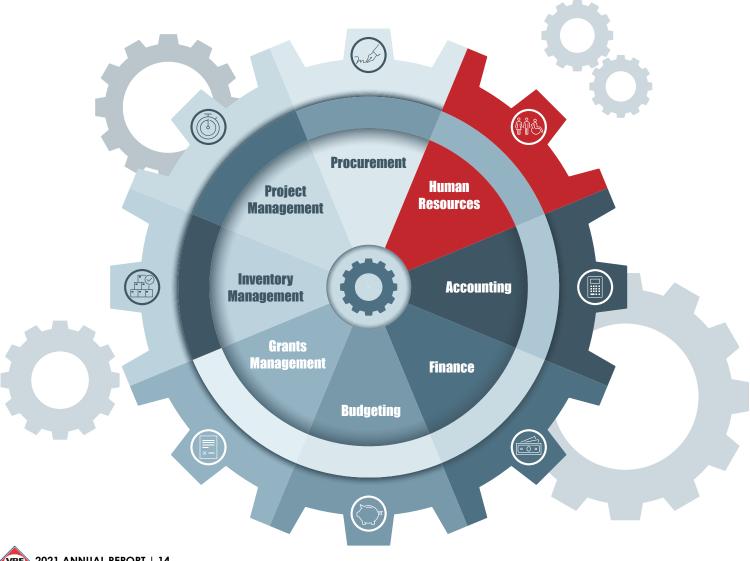
INFORMATION TECHNOLOGY

VRE introduced a new version of VRE Mobile, a ticketing app, in January with AmericanEagle.com as the developer. Work on an updated website, which will launch in 2022, began in the fall. The intent is to integrate the app, website, and other technologies to provide more real-time information about VRE service and improve the passenger experience.

With installation of the new automatic passenger count system complete, VRE staff began exploring ways to make the data available internally and share it with passengers through VRE Mobile and platform monitors. As ridership returns, VRE will certify the system with the National Transit Database so the data can be used for ridership reporting.

Perhaps the most significant accomplishment of 2021 was the September launch of a new enterprise resource planning system, allowing VRE to better track and report expenditures, enhancing accountability and saving valuable staff resources. Once the financials went live, staff began work on the equipment asset management phase, to integrate inventory and warehouse into the system, with a targeted implementation date of spring 2022.

A new enterprise resource planning system, allowed VRE to better track and report expenditures, enhancing accountability and saving valuable staff resources









SCAN ME





#RAILSAFETY

SAFETY

Rail safety was the topic of a May workshop with members of Boy Scout Troop 2016 from Chantilly. VRE staff helped scouts check off several requirements for the Railroading Merit Badge. The scouts observed the arrival and departure of train 335 at Burke Centre and a fire extinguisher demonstration before breaking for some pizza.

September's Rail Safety Week focus was teenagers. The message – the only thing that belongs on the tracks is a train – was communicated through 15- and 30-second public service announcements (PSA) created in partnership with Operation Lifesaver. The PSA, which was placed as a non-skippable ad on streaming services, received nearly 376,000 views. School districts within VRE's nine jurisdictions amplified the message on their social media platforms.

VRE works regularly with first responders in each of its jurisdictions to enhance their understanding of the rail system so they can effectively respond to an emergency. In September VRE partnered with the City of Manassas Fire Department, engaging them in a morning educational session and an afternoon hands-on practice session. In November VRE hosted Prince William County emergency dispatchers for a safety coordination event. Incident command protocols, communication practices, host railroad coordination, railroad terminology, and rescue tactics were among the topics covered.

VRE also works with law-enforcement partners to familiarize them with the most important elements of the railroad and rail equipment to perform their jobs safely should an emergency occur. More than 100 teams – dogs and handlers – from federal, state and local government agencies throughout the National Capital region participated in a K-9 training at Broad Run in October. The K-9 teams completed a simulated search for explosives onboard VRE locomotives and railcars and throughout the storage facility. A similar but smaller event occurred at the Crossroads Yard in December.

VRE's Keolis mechanical team celebrated a safety milestone, six injury-free years at Broad Run, in October. It was a significant accomplishment given that over the last decade an average of 4,250 U.S. railroad workers were injured on the job each year. VRE managers honored the accomplishment with an award ceremony and food-truck dinner at the yard.







SUSTAINABILITY

VRE initiated several projects to help achieve its goal of identifying and incorporating opportunities to enhance sustainability. Analyses, launched in 2021, allowed staff to move ahead with projects resulting in the conservation and preservation of resources.

Upgrades to LED lighting at stations continued and, in December, the Operations Board approved the purchase of LED emergency lights for VRE's fleet of passenger railcars. The change from fluorescent to LED will improve lighting, promote longer tube life, and reduce energy consumption and carbon emissions. Plans were undertaken to make similar lighting changes at VRE's headquarters and Fredericksburg office, and in yard lights at the Broad Run and Crossroads maintenance and storage facilities.

Updates to a 2012 study, due next year, will incorporate current and emerging technologies and identify opportunities for converting to alternative energy sources to power stations and other facilities.





VRE was honored with three prestigious awards, two related to the pandemic. The American Public Transportation Association recognized VRE for its 3-D Train Tour in the "Shoestring Tactic: Best Marketing and Communications on COVID-19" category. The idea was to increase the comfort level of former and prospective riders by letting them know what they can expect from the moment they arrive on the platform and then board the train.

VRE was the recipient of an award from the Virginia Green Travel Alliance for its environmentally friendly railcar disinfectant system. Acidic electrolyzed water, a potent yet nonirritating disinfectant, is now used to clean our railcars overnight. Produced on demand, this product uses only salt, tap water, and electricity and eliminates the environmental impact from the distribution and disposal of hazardous conventional chemicals.

For the 14th consecutive year, VRE earned a Certificate of Achievement for Excellence in Financial Reporting for its Annual Comprehensive Financial Report. The certificate, awarded by the Government Finance Officers Association, is the highest form of recognition in governmental accounting and financial reporting and given to agencies whose reports demonstrate a spirit of transparency and full disclosure.



VRE staff answer questions from potential contractors and vendors during its annual Rail Industry Day.

SPECIAL EVENTS

VRE and the Department of Rail and Public Transportation (DRPT) joined forces in February to present Rail Industry Day, an opportunity for members of the contracting community to learn more about upcoming projects and procurements. Nearly 350 potential contractors attended the virtual event. The webinar included projects such as the Long Bridge expansion, track projects, station improvements, parking expansion, and a general planning consultant procurement. It also addressed DRPT and VRE's procurement policies and subcontractor utilization goals for firms qualifying under the federal Disadvantaged Business Enterprises or state Small, Women-owned and Minority-owned programs.

After a year hiatus due to the pandemic, VRE participated in two popular special events. June's hot weather did not deter folks from attending the 26th Annual Manassas Heritage Railway Festival. While VRE did not operate excursion trains to Clifton, the locomotive and static display attracted many, including kids who knew a lot about locomotive generators and motors.

The return of the Clifton Day Festival, the first Saturday in October, saw VRE offer service to and from the event at stations between Manassas and Rolling Road. It is the only day of the year when trains stop in the historic town. Riding VRE has long been the best way to get to Clifton on festival day, as parking fills up quickly.

After much consideration, VRE opted not to run its Santa Trains in 2021, as the presence of yet another COVID-19 variant, omicron, and the lack of a vaccine for children under five, posed potential health risks. Santa Trains should resume in 2022.





PARTNERSHIPS

VRE has a long history of successful partnerships with a variety of organizations and agencies, many of which have strengthened over the last year. CEO Rich Dalton continues to represent the commuter rail service on the Northeast Corridor Commission as a non-voting representation and the Virginia Passenger Rail Authority as an ex-officio board member. With a voice at the table, VRE has been able to contribute to solutions and help advance rail projects in the commonwealth and as far north as Boston, Massachusetts.

Close coordination with Virginia's DRPT, whose director represented the commonwealth on the VRE Operations Board, lead to VRE's participation as a funder of the Long Bridge project, which is critical to VRE's sustainability and growth.

Because VRE operates service in corridors used by both passenger and freight trains, VRE management and its operations team continued to collaborate with colleagues at Amtrak, CSX Transportation and Norfolk Southern. Together these organizations worked through VRE's return to full service in June and schedule change in October.

With its conductors and engineers supplied by Keolis Rail Services Virginia, VRE touched base with Keolis multiple times a day. Daily meetings, following the conclusion of morning service, allowed for the resolution of issues. The new "What's Up Wednesday" newsletter provided service- and passenger-related reminders in a rapidly changing environment.

The VRE Coordinating Committee, comprised of staff from its parent commissions, nine member jurisdictions and the commonwealth, continued to meet virtually in 2021. These monthly meetings allowed staff to gain a better understanding of agenda items and prepare their Operations Board members for upcoming meetings.

At the Commuter Rail Coalition (CRC) annual meeting in June, CEO Rich Dalton was elected to the board of directors as an at-large member for a two-year term. CRC represents the interests, needs and benefits of the nation's commuter railroads, which deliver half a billion passenger trips each year.

VRE again participated in the annual Northern Virginia Joint Transportation Meeting, which allows the public to learn more about projects designed to improve mobility in the region. During the December virtual meeting, CEO Rich Dalton updated attendees about VRE's planned improvements and financial support of Transforming Rail in Virginia.

VRE staff partnered with the Virginia Transit Association (VTA) in the development of its legislative agenda and determination of recipients of various awards. Several VRE staff members, as part of their continuing education, participated in VTA's September conference, which included a keynote speech by Governor Ralph Northam.





VRE STAFF

An initiative to identify areas of opportunity and develop and execute informed strategies to enhance and sustain VRE as a diverse, equitable and inclusive employer launched in 2021. The project included an evaluation of current organizational policies, practices, and various aspects of the workforce, including employee experiences. Results and recommendations will be shared in 2022.

To help mitigate the pandemic's toll on connections between staff members, many of whom worked remotely, VRE held two health and wellness check-ins during 2021. The events gave new hires an opportunity to meet colleagues with whom they had only exchanged emails or spoken with via online platforms. Teambuilding exercises and tenure milestone recognitions were part of the events.

The inaugural Tour de VRE, a 75-mile bike ride to raise awareness and financial support for triple negative breast cancer, launched in October. The ride, which started at Washington, D.C. Union Station and concluded at VRE's Fredericksburg station, celebrated the life of Maria Bohigas Foster, the spouse of VRE Project Manager Kip Foster, who succumbed to the disease in August.



Efforts were undertaken to enhance and sustain VRE as a diverse, equitable and inclusive employer.













Virginia Railway Express

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