VRE OPERATIONS BOARD MEETING

May 15, 2020

The meeting will begin momentarily

Meeting materials are available at
vre.org/about/board/board-agenda-minutes/2020/May
Welcome from VRE’s Operations Board Chairman

Opening Remarks

Gary Skinner
Spotsylvania County
Roll Call

Walter Alcorn
Fairfax County

Preston Banks
Manassas Park

Andrea Bailey
Prince William County

Elizabeth Bennett-Parker
Alexandria

Meg Bohmke
Stafford County

Katie Cristol
Arlington County

Margaret Franklin
Prince William County

Matt Kelly
Fredericksburg

Jeanine Lawson
Prince William County

Jennifer Mitchell
Virginia DRPT

Cindy Shelton
Stafford County

Gary Skinner
Spotsylvania County

Ralph Smith
Manassas

Dan Storck
Fairfax County

James Walkinshaw
Fairfax County
Resolution Finding the Need to Conduct the May 15, 2020 Operations Board Meeting Electronically

The declared emergency makes it both impracticable and unsafe for the VRE Operations Board to assemble in a single location on May 15, 2020, to discuss and transact the business of the VRE Operations Board.

Meeting by electronic means is authorized because the nature of the declared emergency makes it both impracticable and unsafe for the Operations Board to assemble in a single location on May 15, 2020, to discuss and transact the business of the Operations Board listed on the May 15, 2020 Operations Board Meeting Agenda.

Meeting by electronic means is authorized because the items on the May 15, 2020 Operations Board Meeting Agenda are statutorily required or necessary to continue operations of the Operations Board and the discharge of the Operations Board’s lawful purposes, duties, and responsibilities.

Items on the May 15, 2020 Operations Board Meeting Agenda are encompassed within the continuity of operations ordinances adopted by several member localities of the Virginia Railway Express Operations Board to assure the continued operation of the government during the disaster posed by the public health emergency resulting from COVID-19.

VIRGINIA RAILWAY EXPRESS

Action Item 3

Rich Dalton
VRE Acting CEO

Stephen MacIsaac
VRE Counsel
Approval of Agenda for May 15, 2020

- Approval of Minutes from February 21, 2020 Meeting
- Chief Executive Officer’s Report
- Public Comment
- Action Items:
  - Authorization to Extend the Amended and Restated Operating/Access Agreement with CSX Transportation
  - Authorization to Extend the Access and Storage Agreement with Amtrak
  - Authorization to Execute an Amendment for the Second Option Period and the First Year of the Second Option Period of the Contract for Operating Services for Commuter Rail
  - Authorization to Execute an Amendment for the Fifth Year of the Contract for Maintenance Services for Commuter Rail
- Authorization to Execute an Amendment for the Fifth Year of the Contract for Maintenance Services for Commuter Rail
- Authorization to Amend the Agreement with the City of Manassas for the Operation and Maintenance of the Parking Facility
- Authorization to Execute an Amendment for the Second Two-Year Option to the Contract for Financial Auditing Services
- Authorization to Execute a Contract for Mechanical Engineering Consulting Services
- Authorization to Amend the Contract for Engineering and Environmental Services for the Rolling Road Station Platform Extension
- Authorization to Amend the GEC VII Task Order for Design Services for Alexandria Station Improvements
- Information Items:
  - Spending Authority Report
  - Report Electronically Submitted Public Comments
Approval of Minutes

MINUTES
VIRGINIA RAILWAY EXPRESS
OPERATIONS BOARD MEETING
February 21, 2020
14700 Potomac Mills Road, Woodbridge, VA 22191

Members Present
* Walter Alcorn (NVTC)
* Andrea Bailey (PRTC)
* Preston Banks (PRTC)
* Elizabeth Bennet-Parker (NVTC)
* Meg Bohmke (PRTC)
* Katie Cristol (NVTC)
* Margaret Franklin (PRTC)
* Matt Kelly (PRTC)
* Cindy Shelton (PRTC)
* Gary Skinner (PRTC)
* Ralph Smith (PRTC)
* Dan Storck (NVTC)
* James Walkinshaw (NVTC)

Jurisdiction
Fairfax County
Prince William County
City of Manassas Park
City of Alexandria
Stafford County
Arlington County
Prince William County
City of Fredericksburg
Stafford County
Spotsylvania County
City of Manassas
Fairfax County
Fairfax County

Members Absent
Jeanine Lawson (PRTC)
Jennifer Mitchell (DRPT)

Alternates Present
* Victor Angry (PRTC)
* Michael McLaughlin (DRPT)
Ann Wheeler (PRTC)

Prince William County
Commonwealth of Virginia

Gary Skinner
VRE Operations Board Chairman
Spotsylvania County
COVID-19

• Response and Update

Financial Position

• FY 2020 and FY 2021

Welcome Back

• The safe and healthy way
“S” SCHEDULE WEEKLY RIDERSHIP

March 16 – May 8

Agenda Item 6
ON-TIME PERFORMANCE

March & April Comparisons

- **Manassas Line**
  - March 2019: 87%
  - March 2020: 95%
  - April 2019: 39%
  - April 2020: 2%

- **Fredericksburg Line**
  - March 2019: 93%
  - March 2020: 76%
  - April 2019: 76%
  - April 2020: 94%

- **Systemwide**
  - March 2019: 82%
  - March 2020: 89%
  - April 2019: 57%
  - April 2020: 90%

Agenda Item 6
**Virginia Railway Express: Fiscal Year 2020 Projections - Impact of COVID-19 Pandemic**  
*As of 5/6/2020 - No Emergency State/Federal Assistance Included*

### Key Operating Assumptions
- "S schedule" operations (half as many trains) continue in May-June 2020
- Diesel fuel costs approximately half of normal, extra $20K per month cleaning expense
- Necessary services such as security/facilities maintenance/janitorial continued, but some discretionary expenses reduced
- Ridership remains down ~95% from usual levels

### Revenues and Expenses

<table>
<thead>
<tr>
<th></th>
<th>July-March (actual)</th>
<th>April (estimated)</th>
<th>May</th>
<th>June</th>
<th>projected</th>
<th>FY2020 Total</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Revenues</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Passenger Fares</td>
<td>$ 32,031,790</td>
<td>$ 800,000</td>
<td>$ 300,000</td>
<td>$ 300,000</td>
<td>$ 33,431,790</td>
<td></td>
</tr>
<tr>
<td>Advertising/Other</td>
<td>$ 205,866</td>
<td></td>
<td></td>
<td></td>
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<td>$ 205,866</td>
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<tr>
<td>Subtotal Directly Generated Revenue</td>
<td>$ 32,237,656</td>
<td>$ 800,000</td>
<td>$ 300,000</td>
<td>$ 300,000</td>
<td>$ 33,637,656</td>
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<tr>
<td>Jurisdictional Subsidy</td>
<td>$ 9,929,666</td>
<td>$ 1,103,296</td>
<td>$ 1,103,296</td>
<td>$ 1,103,296</td>
<td>$ 13,239,555</td>
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</tr>
<tr>
<td>Interest</td>
<td>$ 1,138,330</td>
<td>$ 50,000</td>
<td>$ 50,000</td>
<td>$ 50,000</td>
<td>$ 1,288,330</td>
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<tr>
<td><strong>Total Operating Revenue</strong></td>
<td>$ 67,453,807</td>
<td>$ 5,048,730</td>
<td>$ 4,775,130</td>
<td>$ 3,848,730</td>
<td>$ 81,126,395</td>
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</tbody>
</table>

<table>
<thead>
<tr>
<th></th>
<th>FY2020 Total</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Expenses</strong></td>
<td></td>
</tr>
<tr>
<td>Access Fees (CSXT, NS, Amtrak)</td>
<td>$ 1,790,000</td>
</tr>
<tr>
<td>Keolis Operations/Maint. Contracts</td>
<td>$ 1,950,000</td>
</tr>
<tr>
<td>VRE Personnel Expenses</td>
<td>$ 650,000</td>
</tr>
<tr>
<td>Diesel Fuel</td>
<td>$ 140,000</td>
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<tr>
<td>Additional Cleaning</td>
<td>$ 20,000</td>
</tr>
<tr>
<td>All Other Expenses</td>
<td>$ 1,900,000</td>
</tr>
<tr>
<td><strong>Subtotal Direct Operating Expenses</strong></td>
<td>$ 57,661,455</td>
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<tr>
<td><strong>Debt Service</strong></td>
<td>$ 5,256,803</td>
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<tr>
<td><strong>Total Operating Expenses</strong></td>
<td>$ 62,918,258</td>
</tr>
<tr>
<td><strong>Net surplus (deficit) from operations</strong></td>
<td>$ 4,535,549</td>
</tr>
</tbody>
</table>
FISCAL YEAR 2021 OUTLOOK

- Ridership/Revenue
- CARES Act
- Deferred Actions
- Outlook

Rich Dalton
VRE Acting CEO
WELCOME BACK

Agenda Item 6

WELCOME BACK!

THIS SEAT IS READY FOR YOU.

- Cleaned twice daily
- Supports social distancing
- Same relaxing service

Learn more: vre.org/ready

VIRGINIA RAILWAY EXPRESS
Public Comment

Gary Skinner
VRE Operations Board Chairman
Spotsylvania County
Authorization to Extend the Amended and Restated Operating/Access Agreement with CSX Transportation

Recommendation:
The VRE Operations Board is asked to recommend the Commissions authorize the Acting CEO to execute a one-year extension of the existing amended and restated Operating/Access Agreement with CSX Transportation (CSXT) through June 30, 2021.

Summary:
VRE’s current operating access agreement with CSXT expires June 30, 2020. Staff recommends extending the current agreement for one year, during which time VRE will work with the Department of Rail and Public Transportation, CSXT and the new Virginia Rail Authority to transition operating and access authority.
Authorization to Execute an Agreement with Amtrak for Access and Storage at Washington Union Terminal

Recommendation:
The VRE Operations Board is asked to recommend the Commissions authorize the Acting CEO to enter into a five-year agreement, including an option to extend for another five-year term, with Amtrak for access and midday storage at Washington Union Terminal.

Summary:
The existing access and storage agreement, which expires on June 30, 2020, includes an option for an additional five-year term. Most of the updates reflect the implementation of policies by the Northeast Corridor Commission related to the Passenger Rail Investment and Improvement Act of 2008. The proposed agreement will be for five years with an option to extend for another five-year term. There are no material changes from the previous agreement relative to cost, general provisions and scope of work.
Authorization to Execute an Amendment for the Second Option Period and the First Year of the Second Option Period to the Contract for Operating Services for Commuter Rail

Recommendation:
The VRE Operations Board is asked to recommend the Commissions authorize the Acting CEO to amend the Contract for Operating Services for Commuter Rail with Keolis Rail Services Virginia, LLC by approving both the second five-year option period and up to $16,591,500 for the first year of the second option period, for a total contract value not to exceed $196,003,057 through June 30, 2021.

Summary:
This action recommends the award of the second and final five-year option period and continuation of the contracted services for management, supervision and certified locomotive engineers and conductors to operate VRE commuter rail trains for fiscal year 2021.
Authorization to Execute an Amendment for the Fifth Year of the Contract for Maintenance Services for Commuter Rail

Recommendation:
The VRE Operations Board is asked to recommend the Commissions authorize the Acting CEO to amend the Contract for Maintenance Services for Commuter Rail with Keolis Rail Services Virginia, LLC by increasing the total contract authorization by $9,012,749, for a total amount not to exceed $39,920,852, through June 30, 2021.

Summary:
This action recommends the authorization of contracted services for the maintenance, inspection and repair of VRE locomotives, passenger rail cars and maintenance facilities for fiscal year 2021.
Authorization to Amend the Agreement with the City of Manassas for the Operation and Maintenance of the Manassas Parking Facility

Recommendation:
The VRE Operations Board is asked to recommend the Commissions authorize the Acting CEO to amend the agreement with the City of Manassas for the operation and maintenance of the Manassas parking facility.

Summary:
The amendment permits installation of fixed bicycle storage spaces and extends the term of the agreement for five years. The resolution includes a provision allowing the agreement to be automatically extended for an additional five years, through June 2030, unless either party provides notice to the other of its request not to automatically extend the term.
Authorization to Execute an Amendment for the Second Two-Year Option to the Contract for Financial Auditing Services

**Recommendation:**
The VRE Operations Board is asked to recommend the Commissions authorize the Acting CEO to amend the contract with PBMares, LLP of Harrisonburg, Virginia, for financial auditing services, to exercise the second and final two-year option period.

**Summary:**
This action will recommend the Commissions authorize the Acting CEO to VRE exercise the second and final two-year option period for financial auditing services with PBMares. Operations Board approval is required in this instance before the option can be exercised; however, no additional budget authorization is needed.
Authorization to Execute a Contract for Mechanical Engineering Consulting Services

Recommendation:
The VRE Operations Board is asked to recommend the Commissions authorize the Acting CEO to execute a contract with STV, Inc. of Fairfax, Virginia for the provision of mechanical engineering consulting services for a base year and four option years in an amount not to exceed $6 million per year for a total not to exceed amount of $30 million for the five-year term of the contract. The option years may be exercised at the discretion of the CEO.

Summary:
This action will recommend executing a contract for the provision of mechanical engineering consulting services. The contract will be a task order agreement. VRE Operations Board approval is required prior to award of each task order in excess of the CEO’s spending authority.
Authorization to Amend the Contract for Engineering and Environmental Services for the Rolling Road Platform Extension

Recommendation:
The VRE Operations Board is asked to recommend the Commissions authorize the Acting CEO to execute a contract amendment with Dewberry Engineers Inc., formerly Dewberry Consultants LLC, of Fairfax, Virginia, for engineering and environmental services for the Rolling Road platform extension in the amount of $100,250, plus a 10 percent contingency of $10,025, for a total amount of $110,275, to complete design services. This will increase the total authorization for this contract from $442,900 to a total amount not to exceed $553,175.

Summary:
Design efforts identified several elements requiring additional work such as the condition of the existing platform and stairs and changes to VRE’s project delivery process. VRE requested Dewberry submit a proposal to accomplish the additional required work. Dewberry’s proposed cost was compared to the level of effort anticipated and determined by VRE staff to be fair and reasonable.
Authorization to Amend the GEC VII Task Order for Design Services for Alexandria Station Improvements

Recommendation:
The VRE Operations Board is asked to recommend the Commissions authorize the Acting CEO to amend the current task order for design services for the Alexandria Station Improvements executed contract in the amount of $299,142, plus a 10 percent contingency of $29,914, for a total of $329,056. This will increase the total authorization for this task order from $893,200, to a total amount not to exceed $1,222,256.

Summary:
Final Design activities have identified elements requiring additional effort and stakeholder coordination. Factors – including electrical and fire-alarm systems, condition of existing tunnel and stairs, and further coordination with the State Historic Preservation Officer - have increased costs. VRE requested HDR submit a proposal to accomplish the additional required work. This action authorizes the Acting CEO to amend the task order to address the increased costs.
Authorization to Execute a Contract for Construction Management Services for the Lifecycle Overhaul and Upgrade Facility

Recommendation:
The VRE Operations Board is asked to recommend the Commissions authorize the Acting CEO to execute a contract with XXX for construction management services for the Lifecycle Overhaul and Upgrade Facility in the amount of XXX.

Summary:
The Lifecycle Overhaul and Upgrade (LOU) Facility construction requires a dedicated construction manager to provide oversight for the safe implementation of the project in conformity with plans, specifications, CSX Transportation and VRE requirements.
Spending Authority Report
February-April 2020

February

• Blanket Purchase Order to Verizon Wireless for wireless voice and data services as well as associated devices and accessories.
• Task Order to STV Incorporated to provide design services for VRE Headquarters renovations.

Rich Dalton
VRE Acting CEO
Spending Authority Report
February-April 2020

March

• Purchase Order to JMA Rail Products for the purchase of 32 electronic fuel injector assemblies for VRE’s fleet of MP36PH-3C locomotives.

• Task Order Michael Baker International to provide construction management services for the Benchmark Road Slope Stabilization Project.

• Task Order to Michael Baker International to provide general planning support.

• Blanket Purchase Order to JMA Rail Products to purchase main engine air, fuel and oil filters for VRE’s fleet of MP36PH-3C locomotives.

• Purchase Order to Harco Manufacturing to purchase 12 diesel oxidation catalyst elements for VRE’s fleet of MP36PH-3C locomotives.
Spending Authority Report
February-April 2020

April

• Task Order to HDR Engineering, Inc. to provide design services for the L’Enfant Station waiting area.

• Task Order to Fresh Air Duct Cleaning, LLC to replace signage at the Franconia-Springfield, Woodbridge and Leeland Road stations.

• Task to Vanasse Hangen Brustlin, Inc. to provide concept design for the proposed relocation of the future Manassas Park parking garage.

• Task Order to Michael Baker International to provide aviation planning and related services for the Broad Run Expansion Project.
Public Comment

Gary Skinner
VRE Operations Board Chairman
Spotsylvania County
Board Member Comment

Agenda Item 11

Walter Alcorn
Fairfax County

Preston Banks
Manassas Park

Andrea Bailey
Prince William County

Elizabeth Bennett-Parker
Alexandria

Meg Bohmke
Stafford County

Katie Cristol
Arlington County

Margaret Franklin
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Matt Kelly
Fredericksburg

Jeanine Lawson
Prince William County

Jennifer Mitchell
Virginia DRPT

Cindy Shelton
Stafford County

Gary Skinner
Spotsylvania County

Ralph Smith
Manassas

Dan Storck
Fairfax County

James Walkinshaw
Fairfax County
CEO Search Committee Meeting

Katie Cristol
VRE Operations Board
CEO Search Committee Chair
Arlington County
The livestream will recommence following this closed committee meeting
VRE OPERATIONS BOARD CEO SEARCH COMMITTEE MEETING

May 15, 2020

Reconvened