VRE OPERATIONS BOARD
AUDIT COMMITTEE
MEETING
November 20, 2020

The meeting will begin momentarily

Meeting materials are available at
vre.org/about/board/board-agenda-minutes/2020/November
VRE OPERATIONS BOARD AUDIT COMMITTEE MEETING

November 20, 2020

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VRE OPERATIONS BOARD MEETING

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Call to Order
by VRE
Operations Board Chairman

Gary Skinner
Spotsylvania County
Roll Call

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

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 November 20, 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 November 20, 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 November 20, 2020 to discuss and transact the business of the Operations Board listed on the November 20, 2020 Operations Board meeting agenda.

Meeting by electronic means is authorized because the items on the November 20, 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 November 20, 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.
Approval of Agenda

1. Call to Order
2. Roll Call
3. Finding Need to Conduct November 20, 2020 VRE Operations Board Meeting Electronically
4. Approval of Agenda
5. Approval of Minutes from the October 16, 2020 VRE Operations Board Meeting
6. Chairman’s Comments
7. Chief Executive Officer’s Report
8. Virginia Railway Express Riders’ and Public Comment
9. Action Items:
   A. Accept the FY 2020 Audited Financial Statements and Auditor’s Report and Authorization to Forward to the Commissions
   B. Recommend Authorization to Execute a Passenger Rail Operations Access Agreement
   C. Recommend Authorization to Execute a Passenger Rail Improvements and Funding Agreement
   D. Recommend Approval of the 2021 Legislative Agenda
   E. Authorization to Amend the Contract for Engineering and Environmental Services for the Manassas Park Station Parking Expansion Project
   F. Authorization to Issue a GEC VIII Task Order for Construction Management Services for the Rolling Road Station Improvement Project
   G. Authorization to Amend the Contracts for the Delivery of Diesel Fuel for VRE Locomotives
10. Information Items:
    A. FY 2022 Budget Update
    B. Spending Authority Report
    C. Update: Authorization to Execute an Agreement for Design, Construction, Operation and Maintenance of a Parking Garage at the VRE Manassas Park Station
11. Closed Session
12. Operations Board Members’ Time
Approval of Minutes

October 16, 2020
WebEx Electronic Meeting with YouTube Live-Stream

Members Present
*Walter Alcorn (NVTC)
*Preston Banks (PRTC)
*Elizabeth Bennet-Parker (NVTC)
*Meg Bohmke (PRTC)
*Katie Cristol (NVTC)
*Margaret Franklin (PRTC)
*Jeanine Lawson (PRTC)
*Jennifer Mitchell (DRPT)
*Gary Skinner (PRTC)
*Cindy Shelton (PRTC)
*Ralph Smith (PRTC)
*Dan Storck (NVTC)
*James Walkinshaw (NVTC)

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

Members Absent
Andrea Bailey (PRTC)
Matt Kelly (PRTC)

Jurisdiction
Prince William County
City of Fredericksburg

Gary Skinner
VRE Operations Board Chairman
Spotsylvania County
Chairman’s Comments

• Welcome to the November 2020 VRE Operations Board meeting

• Please note that the Operations Board will be voting on officers for 2021 at the December meeting

• Ms. Lawson is chairing the Nominating Committee

• Wishing everyone a happy and healthy Thanksgiving

Gary Skinner
Spotsylvania County
CEO Report

- Safety/COVID-19 Update
- Ridership
- Performance
- Project Spotlight
- Welcome Back
- Staff Appreciation

Rich Dalton
VRE CEO
Agenda Item 7

RAIL SAFETY / COVID-19 UPDATE
MONTHLY RIDERSHIP

March - October 2020

- March: 192,815
- April: 10,117
- May: 10,154
- June: 18,093
- July: 23,287
- August: 24,716
- September: 27,987
- October: 29,383

VIRGINIA RAILWAY EXPRESS
MONTHLY AVERAGE DAILY RIDERSHIP

March - October 2020

March: 8,764
April: 460
May: 508
June: 822
July: 1,109
August: 1,177
September: 1,333
October: 1,399

Agenda Item 7

PHASES 1 & 2
PHASE 3

2020
ON-TIME PERFORMANCE

October Comparisons

- Manassas Line: 77% (October 2019) vs. 95% (October 2020)
- Fredericksburg Line: 81% (October 2019) vs. 94% (October 2020)
- Systemwide: 79% (October 2019) vs. 94% (October 2020)
VRE PROJECT SPOTLIGHT
ENTERPRISE RESOURCE PLANNING
WELCOME BACK
STAFF APPRECIATION

A Salute to Our Veterans
Agenda Item 7

STAFF APPRECIATION
Agenda Item 7

STAFF APPRECIATION
Public Comment

Gary Skinner
VRE Operations Board Chairman
Spotsylvania County
Accept the FY 2020 Audited Financial Statements and Auditor’s Report, and Authorization to Forward to the Commissions

Recommendation:
The VRE Operations Board is asked to accept the FY 2020 Comprehensive Annual Financial Report and associated information from the auditors and to authorize the CEO to forward this information to the Commissions for their consideration.

Summary:
The audit of VRE’s FY 2020 financial statements has been completed and the auditors have issued an unmodified opinion. Their opinion letter states the VRE 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.
Recommend Authorization to Execute a Passenger Rail Operations Access Agreement

Recommendation:
The VRE Operations Board is asked to recommend to the Commissions to authorize the CEO to execute an agreement with the Virginia Passenger Rail Authority (Rail Authority), or alternatively the Department of Rail and Public Transportation (DRPT) for later assignment to the Rail Authority, for passenger rail operations and access.

Summary:
The agreement includes provisions to enable VRE trains to operate on right-of-way acquired by the Commonwealth of Virginia from CSX Transportation. The agreement also provides the right for VRE to manage VRE station facilities located in the right-of-way and to increase VRE service once planned improvements within the railroad corridor are completed. It is anticipated the agreement will be executed with DRPT and later assigned to the Rail Authority when practical.
Recommend Authorization to Execute a Passenger Rail Operations Access Agreement

- Operations
- Term
- Track Dispatching and Maintenance Fees
- Passenger Station Facility Lease
- Planned Improvements
- Planned Additional Service
- Indemnity/Liability/Default Provisions
Recommend Authorization to Execute a Passenger Rail Improvements and Funding Agreement

**Recommendation:**
The VRE Operations Board is asked to recommend the Commissions authorize the CEO to execute an agreement with the Virginia Passenger Rail Authority (Rail Authority), or alternatively the Department of Rail and Public Transportation (DRPT) for later assignment to the Rail Authority, for passenger rail improvements and funding.

**Summary:**
The Passenger Rail Improvements and Funding Agreement includes provisions for the Commissions to fund a portion of the planned improvements and the purchase of real property for right-of-way acquired by the Commonwealth of Virginia from CSX Transportation. The Commissions will utilize Commuter Rail Operating and Capital funds for both a debt issuance and on a pay-as-you-go basis as the source of the funding commitment. Once complete, the planned improvements will allow a significant increase in VRE service in accordance with the term of a separate Operating and Access Agreement with the Rail Authority. It is anticipated the funding agreement will be executed with DRPT and later assigned to the Rail Authority when practical.
Recommend Authorization to Execute a Passenger Rail Improvements and Funding Agreement

- Commuter Rail Operating and Capital (CROC) Fund
- CROC-Backed Debt
- CROC PAYGO Contribution
- Supported Program Elements
- Future Agreements
Recommend Approval of the 2021 VRE Legislative Agenda

**Recommendation:**
The VRE Operations Board is asked to recommend the Commissions approve the 2021 VRE Legislative Agenda and authorize the CEO to actively pursue the elements set forth in the attached document.

**Summary:**
VRE prepares an annual Legislative Agenda to communicate the rail system’s state and federal legislative priorities in coordination with the Commissions and member jurisdictions.
Draft 2021 VRE Legislative Agenda

State Funding and Legislative Issues

- COVID-19 Pandemic Response
- State Capital Funding
- Virginia Passenger Rail Authority
- Meetings Held Through Electronic Communication Means
- Northern Virginia Transportation Authority Funding
- Virginia Transit Association
- Transportation Authorities
Draft 2021 VRE Legislative Agenda

Federal Funding, Legislative and Regulatory Issues

- Surface Transportation Reauthorization
- Surface Transportation Board (STB) Authority
- Amtrak On-Time Performance
- Federal Grant Programs
- U.S. DOT Rulemaking
- Liability Insurance Reform
- COVID-19 Relief
Action Item 9E

Authorization to Amend the Contract for Engineering and Environmental Services for the Manassas Park Station Parking Expansion Project

Recommendation:
The VRE Operations Board is asked to authorize the CEO to execute a contract amendment with Vanasse Hangen Brustlin, Inc., of Vienna, Virginia for Engineering and Environmental Services for the Manassas Park Station Parking Expansion Project in the amount of $525,947, plus a 10 percent contingency of $52,595, for a total amount of $578,542 for 60 percent relocation design of the parking garage, increasing the total authorization to an amount not to exceed $2,784,986.

Summary:
The City of Manassas Park has requested that VRE relocate the parking garage to a new site adjacent to the previously designed site due to proposed development by the city. The proposed site relocation requires the garage design to be updated to a 60 percent design level using the new site location.
Authorization to Issue a GEC VIII Task Order for Construction Management Services for the Rolling Road Station Improvement Project

Recommendation:
The VRE Operations Board is asked to authorize the CEO to issue a General Engineering Consulting Services (GEC VIII) task order to STV Incorporated of Fairfax, Virginia for construction management services for the Rolling Road Station Improvement Project in the amount of $487,817, plus a 10 percent contingency of $48,782, for a total not to exceed $536,599.

Summary:
The design for the Rolling Road Station Improvement Project is complete and construction is anticipated to begin soon. Construction management services are being procured now to assist VRE staff in the management of the construction contractor.
Authorization to Amend the Contracts for the Delivery of Diesel Fuel for VRE Locomotives

Recommendation:
The VRE Operations Board is asked to authorize the CEO to amend two contracts for the delivery of diesel fuel for VRE locomotives to exercise the second option year on each contract, both of which begin July 1, 2021, and end June 30, 2022.

- The contract option with James River Solutions of Ashland, Virginia for delivery of diesel fuel to the Crossroads Maintenance and Storage Facility is recommended in the amount of $1,785,000, plus a 10 percent contingency of $178,500, for a total amount not to exceed $1,963,500.

- The contract option with Griffith Energy Services, Inc. of Columbia, Maryland for the delivery of diesel fuel to the Broad Run Maintenance and Storage Facility is recommended in the amount of $1,190,000, plus a 10 percent contingency of $119,000, for a total amount not to exceed $1,309,000.
Fiscal Year 2022 Budget Update

The key assumptions and projections presented as part of the preliminary FY 2022 budget have not changed, and daily ridership and passenger revenue have remained steady at reduced levels throughout the fall. Federal CARES Act funding remains available to backstop lost passenger revenue and support VRE operations through FY 2022. Staff will:

• discuss how the ongoing pandemic will require deviations from normal budget adoption processes

• provide additional detail on the FY 2022-2027 Capital Improvement Program (CIP)

VRE has moved from a period of project planning and development into one of project implementation, which will last for many years. The commonwealth’s Transforming Rail in Virginia program, which will ultimately separate freight and passenger rail operations along the Fredericksburg Line, has reduced or eliminated many VRE station projects. These changes resulted in a smaller, more focused CIP, with fewer projects and greater focus on construction.
FY 2022 OPERATING BUDGET

- Ridership and revenue steady since late summer:
  - 1500 daily riders
  - $600,000 to $700,000 monthly revenue
  - On pace for 20-25% of normal annual revenue in FY 2021

- Not expecting significant ridership increase until fourth quarter (April 2021)

- Expecting revenue recovery in FY 2022 but still below 50% of normal

- State operating assistance increased for FY 2021, uncertain for FY 2022
FY 2022 OPERATING BUDGET

- Operating budget has a few large expense areas that drive most of the total cost, including:
  - Keolis operations and maintenance
  - Host railroad access fees
  - Mechanical operations and diesel fuel
  - Insurance
- Staff have worked to defer/eliminate discretionary expenses, particularly consulting support
- Total FY 2022 operating budget (not including debt service) currently $84.0 million, down from $85.1 million in FY 2021
FY 2022 OPERATING BUDGET

- Process changes compared to a normal year:
  1. No Master Agreement survey – using prior year jurisdictional subsidy allocation
  2. Budget is not “balanced” in the usual sense – funding gap to be filled with federal CARES Act funds
  3. Budgeted farebox recovery below 50%
## FY 2022-2027 CIP

<table>
<thead>
<tr>
<th>Program Name</th>
<th>Project Name</th>
<th>Project Cost</th>
<th>Funded</th>
<th>Unfunded</th>
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## FY 2022-2027 CIP

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<tr>
<th>Program Name</th>
<th>Project Name</th>
<th>Project Cost</th>
<th>Funded</th>
<th>Unfunded</th>
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<td>New York Avenue Midday Storage Facility</td>
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<td>Broad Run Expansion (BRX)</td>
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<td>SIX-YEAR CIP TOTAL</td>
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<td><strong>$816,789,290</strong></td>
<td><strong>$694,889,126</strong></td>
<td><strong>$123,674,875</strong></td>
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Spending Authority Report

On September 18, 2020, the VRE Operations Board approved increasing the CEO’s delegated spending authority from $100,000 to $200,000. It was resolved as part of that increased delegation that any purchase or contract award in the range of $50,000 to $200,000 would be communicated to the board as an information item.

• On October 14, 2020, VRE amended an existing task order with STV Incorporated under the Mechanical Engineering Consulting Services (MEC) VII contract for National Transit Database (NTD) and Asset Management Reporting, Phase VI. The amendment increased the total commitment for this task order to $147,939 and expanded the scope of work to include mobilization for facility condition assessments and Transit Asset Management related SOP updates.

• On October 23, 2020, VRE issued a task order in the amount of $95,232 to NVE, Inc. under the Maintenance Services for VRE Facilities contract to renovate the reception area at the VRE Alexandria headquarters office.
Spending Authority Report (continued)

- On October 29, 2020, VRE amended an existing task order with Fresh Air Duct Cleaning, LLC under the Custodial and Seasonal Services for Facilities contract for specialized cleaning services in response to the COVID-19 pandemic at VRE’s Alexandria headquarters office, Fredericksburg office and Crossroads warehouse. The amendment extended the term of this task order by 36 weeks and increased the total commitment to an amount not to exceed $97,940.
Update: Recommend Authorization to Execute an Agreement for Design, Construction, Operation and Maintenance of a Parking Garage at the VRE Manassas Park Station

At the October 16, 2020, VRE Operations Board meeting, the board recommended to the Commissions that they authorize execution of an agreement for design, construction, operation, and maintenance of a parking garage at the VRE Manassas Park Station – Resolution 9C-10-2020. At that time, VRE and city staff were working through final contract language in preparation for authorization of the final agreement by the Commissions at their November 5, 2020, meeting. The final contract language was not finalized in time for the Commission meetings and the resolution was removed from both Commissions’ agendas.

VRE and city staff have worked collaboratively to address the city’s request to have the ability to reacquire the garage parcel used for the construction of the parking garage in the event VRE service at the Manassas Park Station was discontinued. VRE and city staff are proposing a ground lease of the garage parcel, and other requirements of the city, in the event VRE service was discontinued.
VRE OPERATIONS BOARD
CLOSED SESSION

November 20, 2020

The livestream will recommence following this portion of the meeting.
### Agenda Item 12

#### Board Member Comment

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<thead>
<tr>
<th>Member</th>
<th>County</th>
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<tbody>
<tr>
<td>Walter Alcorn</td>
<td>Fairfax County</td>
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<tr>
<td>Andrea Bailey</td>
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<tr>
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VRE OPERATIONS BOARD MEETING

November 20, 2020

The meeting has adjourned.