To:    Chairman Milde and the VRE Operations Board

From:  Doug Allen

Date:  December 19, 2014

Re:    Authorization to Issue a Request for Proposals for Exterior Cleaning of VRE Locomotives and Railcars

Recommendation:

The VRE Operations Board is asked to authorize the Chief Executive Officer to issue a Request for Proposals (RFP) for exterior cleaning of locomotives and railcars.

Background:

In accordance with VRE Public Procurement Policies and Procedures, an RFP is the preferred method of procurement for this solicitation due primarily to the on-call requirements and the variable nature of the work. Upon completion of evaluation of proposals, negotiations are conducted with the two highest ranked firms deemed to be fully qualified and best suited among those submitting Proposals, on the basis of the factors specified in the evaluation criteria. Price will be considered in context of technical performance for this service to achieve a best value determination. After receipt of the best and final offer from the top-ranked firm, a cost analysis is performed to compare the proposed cost with the independent cost estimate to determine that the proposed cost is fair and reasonable.

The scope of work for the RFP includes on-call services for the cleaning of exterior surfaces including diaphragms, trucks, undercar equipment and windows. The scope of work also
includes on-call services for graffiti removal. This work supplements the use of the automatic train washing equipment during inclement weather and for special events.

On April 12, 2012, VRE awarded a contract to East Coast Power Washing, LLC of Kill Devil Hills, NC for one base year with two one year options. The last option of this contract will expire on April 12, 2015; therefore, VRE must now complete a competitive solicitation for continuation of these services.

Upon receipt of the proposals, VRE will return to the Board for authorization to award the contract in an effort to continue the services without interruption.

**Fiscal Impact:**

Funding is provided for in the current budget for repair and maintenance of rolling stock. Funding for future years will be included in each proposed annual budget.
Virginia Railway Express
Operations Board

Resolution
8A-12-2014

Authorization to Issue a Request for Proposals for Exterior Cleaning of VRE Locomotives and Railcars

WHEREAS, VRE has a need for exterior cleaning of locomotives and railcars; and,

WHEREAS, a current contract exists to provide exterior cleaning on an as needed basis; and,

WHEREAS, the existing contract expires on April 12, 2015;

NOW, THEREFORE, BE IT RESOLVED THAT, the VRE Operations Board does hereby authorize the Chief Executive Officer to issue a Request for Proposals for exterior cleaning of locomotives and railcars.

Approved this 19th day of December 2014

____________________________________
Paul Milde
Chairman

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Gary Skinner
Secretary
To: Chairman Milde and the VRE Operations Board

From: Doug Allen

Date: December 19, 2014

Re: Authorization to Issue a Request for Proposals for Disaster Management Services

Recommendation:

The VRE Operations Board is asked to authorize the Chief Executive Officer to issue a Request for Proposals (RFP) for Disaster Management Services.

Background:

In accordance with VRE Public Procurement Policies and Procedures, an RFP is the preferred method of procurement for this solicitation since there are different approaches to the desired service and an evaluation of technical merit is required. Upon completion of evaluation of proposals, negotiations are conducted with the highest ranked firm deemed to be fully qualified and best suited among those submitting Proposals, on the basis of the factors specified in the evaluation criteria. Price will be considered in context of technical performance for this service to achieve a best value determination. After receipt of the best and final offer from the top-ranked firm, a cost analysis is performed to compare the proposed cost with the independent cost estimate to determine that the proposed cost is fair and reasonable.

The scope of work for the RFP includes services for victim and family support in addition to operations recovery assistance in the event of a train related disaster. Specifically, the
The scope of services will include establishing a disaster operations center, establishing a toll free number for families to get updates on victims, arranging memorial services, facilitating collection and return of personal effects, providing crisis intervention and logistical support and consulting with VRE on the overall recovery of services.

The National Transportation Safety Board (NTSB) and the railroad industry in general recommend each rail system have a process to mobilize victim support services following a rail disaster. Traditionally, these services are provided by disaster response companies who have the ability to mobilize resources on short notice.

On June 27, 2012, VRE awarded a contract to Kenyon International Emergency Services of Houston, TX for a base year with two one year options. The last extension of this contract will expire on June 27, 2015. Therefore, VRE must now complete a competitive solicitation for continuation of these services.

Upon receipt of the proposals, VRE will return to the Board for authorization to award the contract in an effort to continue the services without interruption.

**Fiscal Impact:**

Funding for the fixed price elements is provided for in the current operating budget for Safety and Security. Funding for future years will be included in each proposed annual budget.

Funding for the variable price elements, should they become necessary, would be through a combination of insurance proceeds and operating funds.
Virginia Railway Express
Operations Board

Resolution
8B-12-2014

Authorization to Issue a Request for Proposals
for Disaster Management Services

WHEREAS, VRE currently has a disaster management services company under contract; and,

WHEREAS, VRE requires continuing disaster management services as recommended by the National Transportation Safety Board; and,

WHEREAS, the current contract will expire on June 27, 2015;

NOW, THEREFORE, BE IT RESOLVED THAT, the VRE Operations Board does hereby authorize the Chief Executive Officer to issue a Request for Proposals for disaster management services.

Approved this 19th day of December 2014

_____________________________________
Paul Milde
Chairman

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Gary Skinner
Secretary
To: Chairman Milde and the VRE Operations Board  
From: Doug Allen  
Date: December 19, 2014  
Re: Authorization to Issue a Request for Proposals for Architectural / Engineering Services for Facility Design Guidelines and Standard Specifications

**Recommendation:**

The VRE Operations Board is asked to authorize the Chief Executive Officer to issue a Request for Proposals (RFP) for architectural / engineering services to develop Facility Design Guidelines and Standard Specifications for VRE stations and facilities.

**Background:**

In accordance with VRE Public Procurement Policies and Procedures, an RFP is the preferred method of procurement for this solicitation since there are different approaches to the desired service and an evaluation of technical merit is required. Upon completion of evaluation of proposals, negotiations are conducted with the two highest ranked firms deemed to be fully qualified and best suited among those submitting Proposals, on the basis of the factors specified in the evaluation criteria. Price will be considered in context of technical performance for this service to achieve a best value determination. After receipt of the best and final offer from the top-ranked firm, a cost analysis is performed to compare the proposed cost with the independent cost estimate to determine that the proposed cost is fair and reasonable.
VRE Station Design Guidelines were developed in 2002, focused primarily on existing stations platform and parking design. While improvements to existing station facilities such as platform extensions are continuing to be advanced, a wide range of new station improvements are also being advanced that are not covered by the current set of design guidelines. Major improvements such as second platforms, pedestrian bridges and tunnels, and parking structures are being planned and designed to expand system capacity and implement the VRE System Plan 2040. Therefore, an update of station-related design guidelines is warranted.

Regulatory requirements such as the Americans with Disabilities Act (ADA) and VRE plans such as the System Safety Program Plan (SSPP) also have an effect on station and site design. The updated design guidelines will address regulatory changes and internal requirements that have come about since 2002.

A number of design elements (i.e., signage, lighting, fencing, audio-visual communications systems, bicycle facilities) found at VRE stations and other VRE facilities are not addressed in the 2002 Design Guidelines. The updated guidelines will be expanded to include these additional elements.

Except for historic stations (Fredericksburg, Manassas, Quantico, Alexandria and Washington Union Station), VRE station platforms were designed and constructed based upon a common design module with relatively little variability from station to station. Having a standardized design for features that will be replicated at multiple locations – platform extensions, second platforms, new stations – will facilitate the timely and cost-effective implementation of VRE’s aggressive program to expand system capacity. The preparation of standard design drawings for such features is included in the scope of the architectural / engineering services provided under this contract.

The updated guidelines and standards will emphasize safety and follow accepted engineering practices used by CSXT, Norfolk Southern, AREMA, and Amtrak. A design review process will also be developed for use by VRE staff in advancing the design and construction of improvements at VRE stations and facilities. A user-friendly document with extensive graphics, including illustrations and photographs, will be developed to provide clear direction on station design, design of certain other VRE facilities and serve as VRE’s policy document for design development and review. The guidelines will reinforce and augment the design standards and specifications of VRE’s host railroads (i.e., Amtrak, CSXT and Norfolk Southern), as well as the localities and agencies having jurisdiction in the areas occupied by VRE.

Upon receipt of the proposals, VRE will return to the Board with a request for authorization to award the contract.
**Fiscal Impact:**

Funding for the project is provided in the FY 2015 Budget and approved Capital Improvement Program using VRE system funds for Project Development.
Virginia Railway Express
Operations Board

Resolution
8C-12-2014

Authorization to Issue a Request for Proposals for
Architectural / Engineering Services for Facility Design
Guidelines and Standard Specifications

WHEREAS, in January 2014 the VRE Operations Board adopted the VRE System Plan 2040
which calls for expanding VRE system capacity to support long-term growth in ridership
and service expansion; and,

WHEREAS, the design and construction of an extensive program of improvements to VRE
stations and other facilities is required to accommodate the planned ridership growth; and,

WHEREAS, a current, consistent, comprehensive set of design guidelines and standards is
necessary to facilitate the timely and cost-effective implementation of planned VRE system
improvements; and,

WHEREAS, funds for the architectural / engineering services necessary to develop the
design guidelines and standards are available through the FY 2015 Budget and approved
Capital Improvement Program using VRE system funds for Project Development;

NOW, THEREFORE, BE IT RESOLVED THAT, the VRE Operations Board does hereby
authorize the VRE Chief Operating Officer to issue a Request for Proposals for Architectural

Approved this 19th day of September 2014

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Paul Milde
Chairman

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Gary Skinner
Secretary
To: Chairman Milde and the VRE Operations Board  
From: Doug Allen  
Date: December 19, 2014  
Re: Authorization to Issue an Invitation for Bids for L’Enfant Wayside Power Construction

Recommendation:

The VRE Operations Board is asked to authorize the Chief Executive Officer to issue an Invitation for Bids (IFB) for Wayside Power construction at the L’Enfant Station.

Background:

Since 2007 VRE, CSXT and PEPCO have been planning and designing this project. The project will consist of CSXT installing new turn out tracks, a stub track, new signals and replacement signals, track and switches to allow VRE to utilize the existing north side storage track for VRE’s mid-day storage. VRE’s work will involve the installation of Wayside Power to enable the system to become operational.

In November 2014, the Board Approved Item 9-C Authorization to Execute an Amendment to the Project Addendum to the Construction agreement with CSX for the L’Enfant Storage Track Project. This approval enables VRE and CSXT to execute the construction agreement and to move forward on the construction of the track and signal work and the Wayside Power.

CSXT has begun ordering the long lead time items anticipating construction by CSXT forces to begin in Spring 2015. Utilizing the same CSXT flaggers during the track and signal
construction, a contractor will be able to implement VRE’s Wayside Power construction. VRE’s construction contractor will provide electrical service equipment, electrical distribution switchgear, wires and conduits, power pedestals, and civil engineering support. Regular coordination meetings have begun between VRE and CSXT to make sure all of the work can be accomplished as quickly as possible.

Some of the equipment for the Wayside Power was purchased by VRE previously and has been in storage at VRE’s Crossroads Storage Yard. VRE will conduct the pre-bid meeting for the contract at Crossroads so that contractors can inspect and determine if and what materials they will be using for the Wayside Power construction.

Invitation for Bids is the preferred and normal method of procurement suitable when seeking bids to provide goods and services at a firm-fixed price. This method is utilized when there is a complete, adequate, precise specification or purchase description. Award is made on the basis of price alone without discussions or negotiations with the Bidders. Upon receipt of the bids, VRE will return to the Board for authorization to award the construction contract.

**Fiscal Impact:**

Funding is provided in the approved Capital Improvement Program through several federal formula grants (VA-05-0038, VA-05-0041 & 0042, VA-90-X307, VA-90-352, and VA-90-X401) with accompanying state and local match.
WHEREAS, in November 2014 the VRE Operations Board resolved that VRE Execute an Amendment to the Project Addendum to the Construction agreement with CSX for the L’Enfant Storage Track Project; and,

WHEREAS, VRE, CSXT and PEPCO have been planning and designing this project since 2007; and,

WHEREAS, CSXT has begun ordering their long lead time construction materials for construction to begin in Spring 2015 involving turn out tracks, a stub track, new signals and replacement signals, track, and switches; and,

WHEREAS, VRE and PEPCO will be able to work in parallel to construct the Wayside Power elements of the project utilizing the same CSXT flaggers; and,

WHEREAS, funds for the construction necessary to create the operational system for mid-day and emergency VRE storage just north of the L’Enfant Station are available;

NOW, THEREFORE, BE IT RESOLVED THAT, the VRE Operations Board does hereby authorize the VRE Chief Operating Officer to issue an Invitation for Bids for L’Enfant Wayside Power Construction and associated track work.

Approved this 19th day of December 2014

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Paul Milde
Chairman

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Gary Skinner
Secretary
To: Chairman Milde and the VRE Operations Board

From: Doug Allen

Date: December 19, 2014

Re: Authorization to Award a GEC VI Task Order for FTA Core Capacity Grant Support

Recommendation:

The VRE Operations Board is asked to authorize the Chief Executive Officer to award a Task Order under the GEC VI to Parsons Brinckerhoff for FTA Core Capacity Grant Support in an amount up to $82,000, plus a 10% contingency of $8,200, for a total amount not to exceed $90,200.

Background:

The VRE System Plan 2040 identified general areas where the VRE system is at or near capacity and constrains future service growth. The FTA Major Capital Investment Core Capacity grant funding program is intended for major, corridor-based capital investments that are located in a corridor that is at or over capacity or will be within five (5) years.

The System Plan identifies capital projects, including rail infrastructure, station, yard and equipment projects that will increase existing VRE system and operating capacity. It is believed many of those projects, implemented individually or in combination with one another, are eligible for funding under the FTA Core Capacity program. This task order will help VRE determine how best to leverage planned investments to provide additional funds to advance other major strategic system improvements such as the Long Bridge across the Potomac River.
An assessment of the VRE capacity-related projects identified in the System Plan is needed to identify the mix of capital investments that best address the goals of the FTA Core Capacity program and develop the most competitive project for a Core Capacity grant application.

This task order will provide consultant services for the assessment of VRE capital and capacity needs and develop a strategy to optimize the investments planned in the VRE FY 2016-2021 Capital Improvement Plan for an eligible Core Capacity project. Parsons Brinckerhoff (PB) was selected for this task assignment as nationally-recognized experts in the FTA Core Capacity program and their prior experience preparing the System Plan 2040.

The proposed cost to develop a VRE Core Capacity project strategy under this task order is $50,000. Our initial focus will be on leveraging our current capital investments for the implementation of the Long Bridge project. PB proposed optional services in the amount of $32,000 to be exercised, if needed to evaluate and develop additional Core Capacity projects, should the initial assessment identify multiple projects suitable for funding through the FTA grant program.

Acceptance of the full proposal is recommended in the amount of $82,000, plus a 10% contingency of $8,200, for a total authorization of $90,200. An initial notice to proceed will be issued only for the base task with one or more additional notice(s) to be issued at a later date for optional tasks if warranted.

**Fiscal Impact:**

Funding for the project is provided in the FY 2015 Budget and approved Capital Improvement Plan through DRPT Technical Assistance Grant funding with VRE funds as match.
Virginia Railway Express
Operations Board

Resolution
8E-12-2014

Authorization to Award a GEC VI Task Order for
FTA Core Capacity Grant Support

WHEREAS, the VRE System Plan 2040 identified areas where VRE system capacity is at or near capacity and constrains future service growth; and,

WHEREAS, the FTA Major Capital Investment Core Capacity grant funding program is intended for major, corridor-based capital investments that are located in a corridor that is at or over capacity or will be within five (5) years; and,

WHEREAS, it is believed many of the major system investments identified in the VRE System Plan, implemented individually or in combination with one another, are eligible for funding under the FTA Core Capacity program; and,

WHEREAS, expert technical advice is needed to assist in assessing VRE capital needs and capacity and developing the optimal strategy for a FTA Core Capacity grant application; and,

WHEREAS, this task order will engage such technical experts to develop a VRE Core Capacity project strategy;

NOW, THEREFORE, BE IT RESOLVED THAT, the VRE Operations Board does hereby authorize the Chief Executive Officer to award a task order under the GEC VI contract to Parsons Brinckerhoff for FTA Core Capacity Grant Support in an amount of up to $82,000 plus a 10% contingency of $8,200, for a total not to exceed $90,200.

Approved this 19th day of December 2014

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Paul Milde
Chairman

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Gary Skinner
Secretary
Agenda Item 8-F  
Consent Item

To: Chairman Milde and the VRE Operations Board  
From: Doug Allen  
Date: December 19, 2014  
Re: Authorization to Participate in a Joint Request for Proposals for Auditing Services

Recommendation:

The VRE Operations Board is asked to authorize the Chief Executive Officer to participate in a joint Request for Proposals (RFP) for auditing services for a period of three years with options to extend for up to four additional years, in two year increments. The solicitation will be issued by the Northern Virginia Transportation Commission (NVTC) on behalf of both Commissions and VRE. The intention is for VRE, NVTC and the Potomac and Rappahannock Transportation Commission (PRTC) to each have separate contracts with the auditor chosen to provide the requested services.

Background:

In May 2008, VRE entered into a contract with PBMares (formally PBGH) for the audit of the VRE financial statements, as the result of a joint solicitation issued by NVTC for the audits of the VRE and NVTC financial statements. The contract was for a three-year period with options to extend for up to four additional years. The last year of the extension was for the recently completed audit of the FY 2014 financial statements. (PBMares also serves as the auditor for PRTC, but as the result of a separate procurement.)
As joint owners of VRE, NVTC and PRTC each recognize a portion of VRE as a fund in their audited financial statements. Contracting all three engagements with the same firm will result in the most cost effective approach and will help to ensure timely completion of the audits.

NVTC and VRE staff recently polled member jurisdictions about their policies and practices regarding auditing services. The jurisdictions largely follow the recommendations of the Government Finance Officers Association (GFOA). These best practices include the recommendation to enter into multiyear agreements of at least five years in duration. Such agreements allow for greater continuity and help to minimize the potential for disruption in connection with the audit. Multiyear agreements can also help to reduce audit costs by allowing auditors to recover certain “start-up” costs over several years, rather than over a shorter period. At the conclusion of the contract, a competitive procurement process is recommended whereby participation of all qualified firms, including the current auditors, is sought.

While the perception that auditor independence may be enhanced by required audit firm rotation at the end of the audit contract, the GFOA recognizes the frequent lack of competition among audit firms fully qualified to perform public-sector audits and meeting a government’s unique selection criteria. The GFOA further recommends that the audit procurement process should be structured so that the principal factor in the selection of an auditor is the auditor’s ability to perform a quality audit. Accordingly, the GFOA does not recommend the mandatory rotation of auditors. Those jurisdictions polled by NVTC and VRE also follow the GFOA’s recommendation in this regard.

In accordance with the VRE Public Procurement Policies and Procedures, and the recommendations of the GFOA, an RFP is the preferred method of procurement for this solicitation since there are different approaches to the desired service and an evaluation of technical merit is required. Price will be considered in context of technical performance for this service to achieve a best value determination.

**Services**

NVTC, VRE and PRTC each require an audit of their financial statements to be performed annually in accordance with Government Auditing Standards. The selected firm will issue an audit opinion on the financial statements, a report on the internal control over financial reporting and on compliance, and a report on compliance for major federal programs for NVTC and PRTC (federal programs for VRE are audited through PRTC). If requested, additional accounting or auditing services may be provided at the option of the audit firm, but only if the firm’s independence is not impaired by performing those services.

**Schedule and Selection Process:**

To accommodate the schedule of all three entities, it is expected that the RFP will be issued in early January 2015, with proposals due in early February, and contracts executed in March or early April. NVTC, VRE and PRTC will enter into separate contracts, which are
expected to be with the mutually selected firm. This schedule will allow time for the
selected firm to properly plan and staff the engagements so that the audits may be
conducted in the most efficient and effective manner.

A selection committee will be established to rate the proposing firms and ultimately make a
recommendation to the audit committees. Members of the selection committee will be
responsible for reviewing and rating all proposals received, and will need to be available
for interviews and oral presentations of the top rated firms. The selection committee
should be made up of individuals with a complete understanding of NVTC, VRE and PRTC’s
operations and activities. It is also important that the members understand the specific
audit and reporting requirements that must be followed, are familiar with current auditing
standards, have an understanding of various audit approaches and procedures, and have
experience dealing with a variety of auditing firms and personnel. Members possessing
these qualities will allow the committee to best assess the proposing firms’ ability to
perform a quality audit, which the GFOA states should be the principal factor in the
selection of an auditor. Staff recommends that the selection committee be comprised of
financial staff from NVTC, VRE, PRTC and the NVTA.

NVTC approved the issuance of the RFP at their November meeting and PRTC approved the
issuance at their meeting in December.

**Fiscal Impact:**

Funding for auditing services is provided in the current budget for audit and accounting
fees in the Finance and Administration department. Funding for future years will be
included in each proposed annual budget.
Virginia Railway Express  
Operations Board  

Resolution  
8F-12-2014  

Authorization to Participate in Joint  
Request for Proposals for Auditing Services  

WHEREAS, in May 2008, VRE entered into a contract with PBMares (formally PBGH) for the audit of the VRE financial statements, as the result of a joint solicitation issued by NVTC for the audits of the VRE and NVTC financial statements; and,

WHEREAS, the contract was for a three-year period with options to extend for up to four additional years; and,

WHEREAS, the last extension was for the audit of the FY 2014 financial statements;

NOW, THEREFORE, BE IT RESOLVED THAT, the VRE Operations Board does hereby authorize the VRE Chief Executive Officer to participate in a joint Request for Proposals (RFP) for auditing services, issued by the Northern Virginia Transportation Commission (NVTC), for a period of three years with options to extend for up to four additional years, in two year increments.

Approved this 19th day of December, 2014

________________________________________  
Paul Milde  
Chairman

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Gary Skinner  
Secretary
To: Chairman Milde and the VRE Operations Board
From: Doug Allen
Date: December 19, 2014

Re: Authorization to Execute Contract Options for Purchase and Delivery of Locomotive Fuel to VRE Yards

Recommendation:

The VRE Operations Board is asked to authorize the Chief Executive Officer to execute the first option year with James River Solutions of Ashland, VA for fuel at the Crossroads Yard and Griffith Energy Services, Inc. of Manassas, VA for fuel for the Broad Run Yard for the year ending June 30, 2016. The Contract option with James River Solutions is being recommended in an amount not to exceed $3,000,000 for a period of one year. The Contract option with Griffith Energy Services, Inc. is being recommended in an amount not to exceed $2,200,000 for the period of one year.

Background:

On April 18, 2014, the VRE Operations Board authorized execution of Contracts with James River Solutions in an amount not to exceed $2,880,000, and Griffith Energy Services in an amount not to exceed $2,520,000, for the first contract year. Both Contracts are for a base year plus four one year options with the VRE Operations Board approval required for each option year. On July 1, 2014, Contracts for the delivery of locomotive fuel at both VRE yards were executed. The base year for these Contracts expires on June 30, 2015.
Both Contracts allow VRE to lock in future fixed prices for fuel. VRE continues to work with a consultant to assist in this process. VRE has been able to reduce cost volatility through the use of this fixed price mechanism as the fixed price is based on futures purchased by our suppliers. Exercising the options years now allows VRE to maximize the use of this mechanism. The total cost of the first option year is based on an estimated cost of $3.25 per gallon for 1.6M gallons.

**Fiscal Impact:**

Funding for this option year is provided for in the proposed FY 2016 operating budget for equipment operations-fuel.
Virginia Railway Express
Operations Board

Resolution
8G-12-2014

Authorization to Execute Contract Options for Purchase
and Delivery of Locomotive Fuel to VRE Yards

WHEREAS, the first option year Contracts to provide fuel at VRE yards will begin on July 1, 2015; and,

WHEREAS, exercising the option years before expiration of the prior base year will allow VRE to maximize the use of the fuel hedging mechanism to reduce cost volatility;

NOW, THEREFORE, BE IT RESOLVED THAT, the VRE Operations Board hereby authorizes the Chief Executive Officer to execute the first option year for the purchase and delivery of locomotive fuel at the Crossroads yard to James River Solutions in an amount not to exceed $3,000,000.

BE IT FURTHER RESOLVED THAT, the VRE Operations Board hereby authorizes the Chief Executive Officer to execute the first option year for the purchase and delivery of locomotive fuel at the Broad Run yard to Griffith Energy Services, Inc. in an amount not to exceed $2,200,000.

Approved this 19th day of December 2014

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Paul Milde
Chairman

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Gary Skinner
Secretary
To: Chairman Milde and the VRE Operations Board
From: Doug Allen
Date: December 19, 2014
Re: Approval of 2015 VRE Officers

Recommendation:

The VRE Operations Board is asked to approve the nominees for the 2015 VRE Officers as recommended by the Nominating Committee. The nominees are as follows:

Chairman: John Cook (NVTC)
Vice Chairman: Gary Skinner (PRTC)
Secretary: Paul Smedberg (NVTC)
Treasurer: Maureen Caddigan (PRTC)

Installation of the 2015 VRE Officers shall take place at the January 16, 2015 VRE Operations Board Meeting.

Background:

According to the VRE Bylaws, each of the Commissions shall provide two officers from among its Operations Board Members. The offices of Chairman and Vice Chairman shall not be held at the same time by members representing the same jurisdiction or the same appointing Commission and the office of Chairman shall be rotated each year between the two Commissions.
Virginia Railway Express  
Operations Board  

Resolution  
9A-12-2014  

Approval of 2015 VRE Officers  

WHEREAS, the VRE Bylaws provides for the annual election of Officers to serve as Chairman, Vice Chairman, Secretary and Treasurer; and,  

WHEREAS, the Office of Chairman shall be rotated each year between the two Commissions; and,  

WHEREAS, the Chairman appointed a Nomination Committee and that Committee has made its recommendation of 2015 VRE Officers to the Operations Board;  

NOW, THEREFORE, BE IT RESOLVED THAT, the VRE Operations Board does hereby affirm the election of John Cook as Chairman, Gary Skinner as Vice Chairman, Paul Smedberg as Secretary and Maureen Caddigan as Treasurer to serve as the 2015 VRE Officers to be installed at the January 16, 2015 Operations Board Meeting.  

Approved this 19th day of December 2014  

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Paul Milde  
Chairman  

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Gary Skinner  
Secretary
To: Chairman Milde and the VRE Operations Board

From: Doug Allen

Date: December 19, 2014

Re: Authorization to Execute a Lease Agreement for Parking at the Fredericksburg Station Lot E

Recommendation:

The VRE Operations Board is asked to authorize the Chief Executive Officer to execute a Lease Agreement with Jack and Mona Albertine for forty (40) parking spaces near the Fredericksburg Station at 406-408 Lafayette Boulevard in the amount of $57,709 for a two (2) year term commencing on February 8, 2015.

Background:

In January 2011, the Operations Board approved a three (3) year Lease Agreement for forty (40) parking spaces owned by Jack and Mona Albertine approximately two (2) blocks from the Fredericksburg Station at the intersection of Lafayette Boulevard and Charles Street. The Lease Agreement commenced on February 8, 2011 through February 7, 2014. The parking spaces were subsequently leased for an additional year by VRE through February 2015.

Lot E represents the second largest leased lot available to riders. Therefore, VRE staff is requesting permission to execute a two (2) year Lease Agreement to be effective immediately upon the expiration of the existing agreement with Jack and Mona Albertine. The rental rate of $59.23 per space per month will escalate at a rate of 3% at the end of the first year of the Lease Agreement.
**Fiscal Impact:**

Funding is provided for in the FY 2015 operating budget and the operating budget for the subsequent fiscal years.
Virginia Railway Express  
Operations Board  

Resolution  
9B-12-2014  

Authorization to Execute a Lease Agreement for  
Parking at the Fredericksburg Station Lot E  

WHEREAS, the parking lot owned by Jack and Mona Albertine presently serves riders originating from Fredericksburg and is approximately two (2) blocks from the station; and,  

WHEREAS, the existing Lease Agreement for Lot E will expire on February 7, 2015; and,  

WHEREAS, VRE staff is requesting permission to execute a new two (2) year Lease Agreement to commence immediately upon expiration of the existing agreement;  

NOW, THEREFORE, BE IT RESOLVED THAT, the VRE Operations Board does hereby authorize the Chief Executive Officer to execute a Lease Agreement with Jack and Mona Albertine for forty (40) parking spaces in the amount of $57,709 for a two (2) year term.  

Approved this 19th day of December 2014  

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Paul Milde  
Chairman  

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Gary Skinner  
Secretary
To: Chairman Milde and the VRE Operations Board

From: Doug Allen

Date: December 19, 2014

Re: Authorization to Extend a Lease Agreement for Parking at the Rippon Station

Recommendation:

The VRE Operations Board is asked to authorize the Chief Executive Officer to extend a Lease Agreement with KP Big Crest Lane, LLC for 320 parking spaces at the Rippon Station in the amount of $168,173 for one year.

Background:

In May 2002, the Operations Board approved a three year Lease Agreement with Hazel Land for 320 parking spaces at the Rippon VRE Station. These additional spaces were to be instrumental in reducing the parking shortage at the station where the parking lot was routinely 97% full. The lot was constructed by Hazel Land and opened in March 2004, which also commenced the term of the Lease Agreement. The Lease was subsequently assigned by Hazel Land to KP Big Crest Lane, LLC and extended for eight years through the end of February 2015 with the approval of the Operations Board in November 2006, February 2009, February 2010, January 2011, December 2011, January 2013, and October 2013.

In March 2011, a Proffer Statement / Development Plan submitted by KP Big Crest Lane, LLC was approved by Prince William County, which includes the construction of a parking
garage by KP Big Crest Lane, LLC on the County owned property on which the current parking lot for the VRE Rippon Station is located. The Plan further stipulates that until such time that the parking garage is constructed and available for use, KP Big Crest Lane, LLC shall continue to allow VRE to lease the surface parking directly adjacent to the County owned parking lot at an annual increase in rent of two percent (2%) per year.

VRE staff is requesting permission to extend this Lease Agreement for one year, at a cost not to exceed $168,173.00 during that period.

**Fiscal Impact:**

Funding is provided for in the FY 2015 operating budget and the operating budget for the subsequent fiscal year.
WHEREAS, in May 2002, the Operations Board approved a three year lease with Hazel Land for 320 parking spaces at the Rippon Station; and,

WHEREAS, these additional spaces were instrumental in reducing the parking shortage at Rippon where the parking lot was routinely 97% full; and,

WHEREAS, the lease has been renewed several times since with the current extension set to expire at the end of February 2015; and,

WHEREAS, VRE staff is requesting permission to extend the Lease Agreement for one additional year through February 28, 2016;

NOW, THEREFORE, BE IT RESOLVED THAT, the VRE Operations Board does hereby authorize the Chief Executive Officer to extend the lease agreement with KP Big Crest Lane, LLC in the amount of $168,173 for one year.

Approved this 19th day of December 2014

_____________________________
Paul Milde
Chairman

_____________________________
Gary Skinner
Secretary
PROFFER STATEMENT

RE: PRA #PLN2009-00022, Rippon Center
Record Owner: KP Big Crest Lane, LLC
Property: GPINs 8390-89-8533 and 8390-89-3734
Woodbridge Magisterial District
11.04 Acres PMR, Planned Mixed Residential
Date: February 10, 2011

The undersigned hereby proffers that the use and development of the subject Property shall be in
strict conformance with the following conditions and shall supersede all other proffers made
prior hereto on the subject Property. In the event the above referenced rezoning is not granted as
applied for by Applicant, these proffers shall be withdrawn and are null and void, and the
proffers associated with REZ #2006-00098 shall remain in full force and effect. The headings
of the proffers set forth below have been prepared for convenience of reference only and shall not
control or affect the meaning or be taken as an interpretation of any provision of the proffers.
Any improvements proffered herein below shall be provided at the time of development of the
portion of the site served by the improvement, unless otherwise specified. The terms "Applicant"
and "Developer" shall include all future owners and successors in interest.

References in this Proffer Statement to plans and exhibits shall include the following:

1. Master PMR Zoning Plan – Rippon Center, prepared by Urban Ltd. and dated
   June 2008, last revised February 3, 2011, consisting of the following sheets:

   a. Land Use Plan ("Land Use Plan")
   b. Transportation & Utility Plan ("Transportation Plan")
   c. Open Space & Landscape Plan ("Open Space Plan")

   All development on the Property shall be in substantial conformance with the
   above referenced plans. Minor modifications, including the exact location of
   travelways, roads, building locations and community amenities configuration,
   shall be determined at the time of final site/subdivision plan.

2. "Conceptual Elevations – Rippon Center, prepared by The Preston Partnership
   LLC and dated March 16, 2010 ("Building Elevations")

3. "Rippon VRE Station Parking Scheme", prepared by Walker Parking Consultants
   and dated August 24, 2009 ("VRE Parking Scheme Plan")

APPROVED

PROFFER/DEVELOPMENT PLAN

[Signature]
3-15-2011

Signed

OFFICE OF PLANNING
TRANSPORTATION

1. Rippon Boulevard

a. Provided that all necessary Virginia Department of Transportation ("VDOT") and Prince William County ("County") approvals are obtained, the Applicant shall provide, within existing right of way, three lanes along the frontage of the Property. Said improvements shall include one westbound lane and two eastbound lanes along the frontage of the Property. Said improvements shall be provided in the form of construction of pavement and/or striping of existing pavement, shall be shown on the first final site plan for the Property, and shall be constructed as a part of said site plan.

b. If requested by the Virginia Department of Transportation (VDOT) or Prince William County and provided all necessary approvals are obtained, the Applicant shall install stop signs at the intersection of Rippon Boulevard and Farm Creek Drive as required. Said stop signs shall be shown on the first final site plan submitted for the Property and shall be installed in conjunction with the improvements shown on said site plan.

c. If requested by the County and VDOT at any single time during the development of the Property, the Applicant shall conduct a traffic signal warrant study for the intersection of Rippon Boulevard and Farm Creek Drive and shall submit said study to the County and VDOT for review and approval. In the event the warrant study concludes that a traffic signal is warranted at said intersection, and if so requested by the County and VDOT and not otherwise provided in connection with the construction of other developments in the area, the Applicant shall be responsible for the provision and installation of said signal, at no cost to the County or VDOT. In the event said signal is not warranted based on the warrant study, the Applicant shall have no further obligation with reference to said signalization.

d. At the request of and subject to approval by VDOT and/or Prince William County, the Applicant shall stripe the existing pavement within the existing right of way from the entrance to Land Bay 2 on Rippon Boulevard to the western boundary of the property identified with Prince William County Geographic Parcel Identification Number 8390-77-8069 in such a fashion resulting in four (4) lanes.

e. The Applicant shall make a monetary contribution to the Prince William Board of County Supervisors in the amount of $500,000 to be used for the design and construction of improvements to Rippon Boulevard. Said contribution shall be made in two payments as follows:

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PROFFER/DEVELOPMENT PLAN

[Signature]

Date
3-15-2011

OFFICE OF PLANNING
1. The first payment in the amount of $300,000 shall be made on the 60th day following Final Rezoning of the Property by the Board of County Supervisors as requested by the Applicant. "Final Rezoning", as the term is used herein, shall be defined as that zoning which is in effect on the day following the last day upon which the Prince William Board of County Supervisors' decision granting the rezoning may be contested in the appropriate court or, if contested, the day following entry of a final court order affirming the decision of the Board of Supervisors which has not been appealed, or if appealed, the day following which the decision has been affirmed on appeal.1

2. The second payment in the amount of $200,000 shall be made within thirty (30) days of receipt of a written request from the County provided there are approved plans for Rippon Boulevard improvements and the balance of the funding is available to commence construction of the said improvements.2

2. If required and approved by the County at the time of final site plan, the Applicant shall provide a left turn lane at the entrance to Land Bay 1 on Farm Creek Drive. Said turn lane, if required, shall be shown on the final site/subdivision plan for Land Bay 1 and may be provided in the form of striping of existing pavement.

3. Subject to proffers #3.a and #3.b below, Applicant shall make a per unit monetary contribution to the Prince William Board of County Supervisors in the amount of $5,258.00 per multi-family unit constructed on the Property to be used for transportation improvements. The proffered monetary contributions shall be applied to capital projects in the area of the subject rezoning that are identified in the Capital Improvement Program, 6-year road plan or other capital improvements projects adopted by the Board. The Board may also budget and appropriate these contributions or portion thereof to other specific capital projects. Said contribution shall be paid prior to issuance of building permits and shall be based on the total number of residential units for which the building permit is being issued. This obligation is additionally subject to modification as set forth in proffer #4.a below and as further specified as follows:

a. Applicant shall not be obligated to make the per unit monetary contribution for Land Bay 2 units to obtain building permits if Applicant develops Land Bay 2 prior to the Prince William Board of County Supervisors ("Board") electing to execute the Agreement referenced in proffer #4.a below. If the Board elects not to execute the Agreement after Applicant has commenced construction of Land Bay 2, payment of the Land Bay 2 per unit contribution shall be made as set forth in proffer #3.b below.

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1 This payment was made on 10/02/06 (Prince William County Receipt #2007009858).
2 This payment was made on 9/2/10 (Prince William County Receipt #2011006206).
b. If, after development of Land Bay 2, Applicant is ready to proceed with development of Land Bay 1 (which triggers the obligation to construct the VRE garage), and the County and/or VRE have determined that they do not want the VRE garage constructed, the Applicant shall have no further obligation to construct the VRE garage. In such event, upon receipt of written notice from the County and VRE, within sixty (60) days of said notice, Applicant shall make the per unit monetary contribution based on the total number of units then constructed in Land Bay 2.

Further, in such event, Applicant shall make the per unit monetary contribution for the units in Land Bay 1. Payment shall be made prior to the issuance of residential building permits for Land Bay 1. Said contribution shall be based on the total number of units for which the building permit is being issued.

4. Virginia Railway Express ("VRE") Parking Spaces

a. In lieu of the transportation contribution recommended by the Policy Guide for Monetary Contributions as set forth in proffer #3 above and provided all necessary approvals are obtained, including the execution of the Agreement with the County dated March 15, 2011 and incorporated herein by reference and all approvals as set forth therein, the Applicant shall construct a parking garage on the County owned property on which the current parking lot for the Rippon VRE Station is located. The layout of the parking garage, surface parking and on-site circulation shall be as generally shown on the VRE Parking Scheme Plan, or as otherwise may be agreed to by the Applicant and VRE. Said parking garage and associated on-site circulation and surface parking shall be constructed prior to or concurrent with the construction of the first building in Land Bay 1.

b. The parking garage shall include the design and functional elements set forth below:

(1) The parking garage shall accommodate a minimum of 600 parking spaces, to include parking for motorcycles as requested by VRE at the time of site plan, plus the on-site circulation and a minimum of 175 surface parking spaces as generally shown on the VRE Station Parking Scheme, or as otherwise agreed to by the Applicant and VRE, and as approved by the County.

(2) The parking garage shall be constructed with precast spandrel panels with integral color (buff) and a light sandblast finish on the exterior face. Any stair towers shall have roofs that generally match the existing VRE station roof in material, form and color. The entrances to the garage shall have decorative iron work at the spandrel panel above the entrance, painted to match the stair tower roofs.

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[Signature]
3-15-2011
Signed

Date
OFFICE OF PLANNING
(3) The parking garage shall include two (2) elevators in the southeast corner of the garage.

(4) Bicycle rack(s) to accommodate a minimum of nine (9) bicycles shall be provided in the parking garage. Said bicycle rack(s) shall be fastened to the concrete inside the first level of the parking garage at the corners, with the exact location to be determined at the time of site plan. This obligation may be satisfied by relocating any existing bicycle racks located at the VRE station at the time the garage is constructed. In the event new racks are installed, such racks shall be of a wave or ribbon-type loop rack or similar style, or a style mutually agreed to by the Applicant and VRE.

c. Until such time that the parking garage is constructed and available for use, the Applicant shall allow VRE to continue to use the surface parking spaces in Land Bay 1 on a lease basis having the same terms and conditions as the existing lease except that the Applicant shall have the right to an annual increase in rent of two percent (2%) per year.

d. Upon construction of the parking garage and the spaces being available for commuter use, the temporary surface parking lot in Land Bay 1 may be removed and the Applicant shall have the right to develop Land Bay 1 in accordance with the approved zoning.

e. With reference to the obligations to VRE as set forth above in this proffer #4, modifications may be made to specific provisions, details and commitments as mutually agreed to by the Applicant and VRE.

f. In conjunction with the provision of the parking garage, the Applicant shall work with representatives of VRE to develop an interim parking and construction staging plan that allows for some of the existing surface parking spaces in the VRE parking lot on the County owned property (GPINs 8390-88-6844 & 8390-88-9871) to continue to be used by VRE customers during construction of the garage to the extent feasible from a safety, engineering and practical standpoint. The feasibility of an interim parking plan shall be addressed at the time the final site plan for the garage is submitted to the County.

5. At the time the site plan is filed for the VRE station parking garage, the Applicant shall contact representatives of the Potomac and Rappahannock Transportation Commission ("PRTC"), or other bus company providing public bus service in the County, to determine whether there are plans to provide bus service to the Rippon VRE Station. In the event there are plans to provide such service and subject to approval of the County, the Applicant shall provide a bus shelter on the site of the VRE station parking garage in a location proximate to the kiss and ride area.

APPROVED
PROFFER/DEVELOPMENT PLAN

David J. McHettrey
Signed

3-15-2011

Date

OFFICE OF PLANNING
USES AND SITE DEVELOPMENT

6. The maximum number of residential units constructed on the Property shall not exceed 550 units.

7. The maximum height of all buildings, including parking structures, constructed on the Property shall be seventy feet (70'), exclusive of parapet walls and rooftop equipment. The residential buildings shall be a maximum of five (5) stories.

8. The Applicant shall construct a minimum of 47,000 square feet of nonresidential gross floor area (gfa) on the Property. Said nonresidential gfa shall be constructed in Building A, Land Bay 1, and shall be a maximum of 17,000 square feet of retail space and a minimum of 30,000 square feet of employment/office space. For purposes of this proffer, employment uses shall include the following: data and computer services; medical and dental offices or clinics; offices; brokerages; professional services such as lawyers, engineers, accountants; financial institutions, research and development (non-hazmat); hotel; business, professional and trade schools, colleges and university; trade or convention center, business equipment sales and servicing; packaging center; artist and photographer studios; art galleries; civic clubs; governmental agencies; and other uses determined by the Planning Director and the Director of Economic Development to be bona fide employment uses and/or whose primary customers are businesses, consistent with the goals of the Economic Development Plan. First floor or ground floor retail uses shall be allowed as permitted and regulated in the B-1, General Business District. At the time the site plan is filed for Land Bay 1, Building A and Building B shall be shown on said site plan for approval. Construction of Building A shall commence prior to or concurrent with construction of Building B. Once construction has commenced on Building A, the Applicant shall diligently pursue completion of the building.

9. Handicapped parking spaces shall be provided in connection with development of the Property in accordance with the Prince William County Design and Construction Standards Manual.

10. At the time the existing VRE parking lot located on the Property is removed, the removed materials shall be disposed of properly in accordance with applicable county, state and federal regulations.

11. Vehicular and pedestrian access shall be maintained at all times during development of the Property to ensure continuous public access to the VRE commuter rail station and parking lot on the County owned property located adjacent to the Property.

12. The Applicant shall post the Property during development to require all construction traffic to access the Property from Farm Creek Drive via Featherstone Drive so as to discourage construction traffic on Rippon Boulevard.

APPROVED

PROFFER/DEVELOPMENT PLAN

David J. McHattieing
Signed

3-15-2011

Date

OFFICE OF PLANNING
13. The easternmost entrance to Land Bay 1 through the County owned property (GPINs 8390-88-6844 & 8390-88-9871) as shown on the Land Use Plan shall be for emergency access purposes only and said entrance shall be signed for emergency access.

COMMUNITY DESIGN

14. All development on the Property shall be in substantial conformance with the layout set forth on the Land Use Plan. Minor modifications, including the exact location of travelways, roads, building locations and community amenities configuration, shall be determined at the time of final site/subdivision plan. More substantial variation from the Land Use Plan may be approved by the Planning Director, or his designee, provided the integrity of the overall site layout is not compromised.

15. The architectural style, design and materials of the buildings constructed on the Property shall be in substantial accordance with the Building Elevations, except as may be modified pursuant to proffer #14 above. Minor modifications shall be permitted to building features such as, but not limited to, the number, location and dimensions of windows and balcony tiers in order to accommodate the mix of units in each building, building and garage locations, canopies, and the like. Compliance with this proffer shall be evidenced with the submission to the Planning Office of building elevations at least two weeks prior to the issuance of the building permit.

16. The Applicant shall provide pedestrian connections between the residential and nonresidential uses on the Property and a connection to the VRE station via the Potomac National Heritage Scenic Trail (PNHST), and such connections shall be shown on the respective final site plans.

17. Landscaping shown on the final site plans shall include drought resistant species, and indigenous species or species appropriate to the location and climate of the area and landscaping shall be shown on each final site plan.

18. The Applicant shall remove any graffiti from the Property. Graffiti shall be deemed any inscription or marking on walls, buildings or structures not permitted by the sign regulations in Section 32-250.20 et seq of the Zoning Ordinance. Any graffiti is to be reported to the Prince William County Police Department before removal.

19. Trash dumpsters on the Property shall be screened utilizing materials compatible with those utilized on the buildings served by the dumpsters.

20. The layout and design of all street furniture (by way of example and not limitation, street furniture may include seating, lighting, trash receptacles and the like) located along the public walkways along the frontages of the Property shall be shown on the final site/subdivision plan for each section of walkway and shall be approved by the Planning Director, or his designee, such approval not to be unreasonable withheld.

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[Signature]

Date

3-15-2011

OFFICE OF PLANNING
21. As a condition of the issuance of a building permit release letter, the Applicant shall incorporate acoustical measures into the design, materials and construction techniques used for the units which are projected to be impacted by railroad noise, hereby defined as those units having levels projected to be greater than 70 dBA within the units without acoustical measures, in order to help reduce interior noise to a one hour average level not to exceed 45 dBA.

PARKS AND RECREATION

22. The Applicant shall make a monetary contribution to the Prince William Board of County Supervisors in the amount of $2,679.00 per residential unit constructed on the Property to be used for parks and recreation facilities. Said contribution shall be made prior to and as a condition of the issuance of the building permit for each building or portion of a building constructed on the Property and the amount paid shall be based on the number of units in each building or portion of a building.

23. Applicant shall provide recreational amenities for the residential units located on the Property, said amenities to include, at a minimum, a swimming pool, business center and fitness center. Said amenities shall be shown no later than on the final site plan for Building B, Land Bay 1, or as otherwise applicable.

24. The Applicant shall construct the Potomac Heritage National Scenic Trail through the Property and, subject to approval of the owner of the adjacent parcels (GPIs 8390-88-6844 and 8390-88-9871) in accordance with the Agreement with the County dated March 15, 2011 and incorporated herein by reference, off-site to the VRE station in the location and of a width as generally shown on the Transportation Plan. Subject to the approval of VDOT and the County, construction of said trail shall include the provision of a painted crossing of Farm Creek Drive and the installation of Pedestrian Crossing signs on Farm Creek Drive. Said trail shall be constructed of concrete and/or asphalt. The Potomac Heritage Trail shall be shown on the final site plan for each building in Land Bay 1 and shall be constructed at the time the building located adjacent to each segment of the trail is constructed. The off-site portion of the trail shall be constructed at the time of construction of Building B. The Applicant shall grant a public access easement on the Property to the County to allow for access and use of said trail by the general public. Maintenance of the said trail (both the on-site and that portion of the off-site trail located immediately adjacent to and running parallel to Building B, subject to County and/or VDOT approval) shall be the responsibility of the Applicant.

25. Subject to the approval of VRE and the County, the Applicant shall be responsible for the cost and installation of up to ten (10) signs reserving up to a maximum of ten (10) VRE parking spaces provided pursuant to proffer #4 above specifically for visitors to the Potomac Heritage National Scenic Trail and the Featherstone National Wildlife Refuge, the location of said spaces to be determined by VRE and the County.

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PROFFER/DEVELOPMENT PLAN

[Signature]

Signed

3-15-2011

Date

OFFICE OF PLANNING
26. The Applicant shall construct an extended platform with stairs and ramp from the VRE station platform east of the tracks to the ground located immediately adjacent to the platform, as generally shown on Attachment C, in order to help facilitate pedestrian access to the Featherstone National Wildlife Refuge. Access stairs off the back of the Rippon VRE platform shall be built using concrete and steel and applicable building codes shall apply. Plans for the stairs/ramp shall be approved by VRE prior to construction. The Applicant's obligation to file a site plan reflecting this improvement and to construct said improvement is contingent upon the County or others obtaining all required approvals and/or permits for such improvement and access.

ENVIRONMENTAL

27. Applicant shall make a monetary contribution to the Prince William Board of County Supervisors in the amount of $75.00 per acre for water quality monitoring, stream restoration projects and/or drainage improvements. Said contribution shall be paid prior to and as a condition of the issuance of the first land development permit for each plan and shall be based on the acreage reflected on each such approved plan.

LIBRARIES

28. The Applicant shall make a monetary contribution to the Prince William Board of County Supervisors in the amount of $381.00 per residential unit constructed on the Property to be used for library purposes. Said contribution shall be paid prior to and as a condition of the issuance of a building permit for each building or portion of a building constructed on the Property and the amount paid shall be based on the number of units in each said building or portion of a building.

FIRE & RESCUE

29. The Applicant shall make a monetary contribution to the Prince William Board of County Supervisors in the amount of $510.00 per residential unit constructed on the Property and a contribution of $0.56 per square foot of nonresidential gross floor area ("gfa"), excluding parking garages, to be used for fire and rescue purposes. Said contribution shall be paid prior to and as a condition of the issuance of a building permit for each building or portion of a building constructed on the Property and the amount paid shall be based on the number of units in each residential building or portion of a building and the gfa in each nonresidential building or portion of a nonresidential building.

30. Each residential building constructed on the Property shall include at least one elevator large enough to accommodate a standard hospital gurney lying flat plus emergency personnel. Such elevator shall be shown on each building plan prior to the issuance of the building permit. The obligation created hereby shall be reflected with a note on all final site/subdivision plans for any buildings on the Property.

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PLOFFER/DEVELOPMENT PLAN
David J. McElhinny
Signed
3-15-2011
Date
OFFICE OF PLANNING
POLICE

31. The Applicant shall provide the Police Department with "field office" facilities to be located in the first level of retail space in Building A. The "field office" facilities shall consist of a maximum of 1,500 square feet of gross floor area and shall include finished space for two (2) offices, two (2) bathrooms, a storage room and a conference room. The "field office" space shall be provided at no cost to the Police Department. All operational expenses (i.e., real estate taxes, utilities, common area fees, etc.) shall be the responsibility of the Applicant or an owners association established for the development. The Police Department shall be responsible for any expenses incurred in connection with interior improvements and/or alterations after initial occupancy by the Police Department.

32. The Applicant shall provide a minimum of four (4) and a maximum of six (6) parking spaces as determined by the Police Department either adjacent to Building A or in the adjacent parking structure. Said spaces shall be for the exclusive use of the Police Department. The "field office" space and associated parking spaces shall be shown on the final site plan for Building A and shall be available no later than at the time construction of the said building is completed and an occupancy permit is issued for fifty percent (50%) of the cumulative net floor area constructed in Building A.

SCHOOLS

33. The Applicant shall make a monetary contribution to the Prince William Board of County Supervisors in the amount of $2,342.00 per residential unit constructed on the Property to be used for school facilities. Said contribution shall be made on a per unit basis prior to and as a condition of the issuance of a building permit for each building or portion of a building constructed on the Property and the amount paid shall be based on the number of units in each said building or portion of a building.

AFFORDABLE HOUSING

34. The Applicant shall make a monetary contribution to the Prince William Board of County Supervisors in the amount of $250.00 per residential unit constructed on the Property to be used for the Housing Preservation and Development Fund. Said contribution shall be paid prior to and as a condition of the issuance of a building permit for each building or portion of a building constructed on the Property and the amount paid shall be based on the number of units in each said building or portion of a building.

APPROVED
PROFFER/DEVELOPMENT PLAN

[Signature]

Date
3-19-2011

Signed

OFFICE OF PLANNING
WATER AND SEWER

35. The Property shall be served by public sanitary sewer and water and the Applicant shall be responsible for the costs and construction of those on and off-site improvements required in order to provide such service for the demand generated by the development on the Property.

36. Acceptance and approval of this rezoning application by the Board of County Supervisors authorizes extension and construction of water and sewer lines and facilities necessary to serve this property pursuant to the Virginia Code Section 15.2-2232 and the Prince William County Code Section 32-201.13.1. The general locations of these facilities are as shown on the Transportation & Utilities Plan with the exact locations to be determined based on final engineering and as approved by Prince William County.

MISCELLANEOUS

37. In the event the monetary contributions set forth in the Proffer Statement are paid to the Prince William Board of County Supervisors ("Board") within eighteen (18) months of the approval of this rezoning, as applied for by the Applicant, said contributions shall be in the amounts as stated herein. Any monetary contributions set forth in this Proffer Statement which are paid to the Prince William Board of County Supervisors ("Board") after eighteen (18) months following the approval of the previous rezoning (REZ #PLN2006-00098) on July 11, 2006 shall be adjusted in accordance with the Urban Consumer Price Index ("CPI-U") published by the United States Department of Labor. At the time any such contributions are paid, they shall be adjusted by the percentage change in the CPI-U from the date eighteen (18) months after the approval of said rezoning (said adjusted date being January 11, 2008) to the most recently available CPI-U to the date the contributions are paid, subject to a cap of 6 percent (6%) per year, noncompounded.

WAIVERS/MODIFICATIONS

38. Modification of Section 250.31 of the Zoning Ordinance and Sections 802.11 and 802.12 of the DCSM to waive all internal buffers between uses on the Property, to waive the buffer around any community recreation amenity, and to modify the buffer between the Property and the adjacent properties to the north (identified with GPINs 8391-80-9705), the west (identified with GPIN 8390-88-1569), the east (identified with GPINS 8390-89-5889 and 8390-98-9871) and the south (identified with GPINs 8390-88-6844 and 8390-98-9871) as shown on the Open Space Plan.

39. Pursuant to Sections 700.25 and 306.12(3) of the Zoning Ordinance, modified development standards for the mid-rise residential buildings (Housing Type H) are approved. The modified development standards are set forth on Attachment A.

APPROVED

PROFFER/DEVELOPMENT PLAN

Signed

Date

OFFICE OF PLANNING

3-15-2011
40. Pursuant to Sections 700.25 and Sections 401 and 402 of the Zoning ordinance, modified development standards for the office and commercial retail building, as applicable, are approved. The modified development standards are set forth on Attachment B.

41. Waiver of Section 306.10 of the Zoning Ordinance to allow one housing type on the Property.

42. Waiver of Section 602.07.E &K of the DCSM to allow a waiver of right and left turn lanes at site entrances and to reduce the minimum separation between entrances on Farm Creek Drive.

(P0096043:DOC/12 Poffers.v12 001966 000105)
2/10/11

APPROVED
PROFFER/DEVELOPMENT PLAN

Signed

Date
OFFICE OF PLANNING

3-15-2011
KP Big Crest Lane, LLC, a Delaware Limited Liability Company

By: KETTLER Riverside Parke, LLC, a Virginia limited liability company, its Managing Member

By: Robert C. Kettler, Manager

By: Richard W. Hausler, Manager

APPROVED
PROFFER/DEVELOPMENT PLAN

David J. McGeough
Signed

3-15-2011

DATE

OFFICE OF PLANNING
ATTACHMENT A
MID-RISE RESIDENTIAL BUILDINGS
LAND BAYS 1 & 2

EXISTING/PROPOSED ZONING DISTRICT:

PMR URBAN HIGH
[LAND BAYS 1 AND 2]

MIN. LOT AREA / UNIT (>46 UNITS):
900 SF

PROPOSED LOT AREA / UNIT (>46 UNITS):
700 SF*

*ASSUMES A MAXIMUM OF 320 UNITS IN LAND BAY 2

MAX. LOT COVERAGE:
75%

PROPOSED LOT COVERAGE:
+

MAX. BLDG. HEIGHT ALLOWED:
100'

MAX. BLDG. HEIGHT PROPOSED:
100'

MIN. SETBACK FROM STREET TO DWELLING:
35'

PROPOSED SETBACK FROM PUBLIC STREET R/W:
12'++

PROPOSED SETBACK FROM F.O.C. OF PRIVATE ACCESSWAYS
6'++

MIN. PARKING SETBACK TO DWELLING:

STRUCTURED LOT
SURFACE LOT
0'
12'

PROP. PARKING SETBACK TO DWELLING:

STRUCTURED LOT
SURFACE LOT
0'
12'++

MIN. SIDE SETBACK:
25'

PROP. SIDE SETBACK:
12''

MIN. REAR SETBACK:
50'

PROP. REAR SETBACK:
45''

MIN. LOT WIDTH PER STRUCTURE:
150'

PROVIDED LOT WIDTH
>600'

MIN. DISTANCE BETWEEN BUILDINGS:

PROP. DISTANCE BETWEEN BUILDINGS:
MAX. HEIGHT
50'++

+AS SHOWN ON PMR MASTER ZONING PLAN
++MODIFICATION REQUESTED OF ZONING STANDARD. A MINIMUM OF 50'
SHALL BE MAINTAINED BETWEEN THE COMMERCIAL AND RESIDENTIAL
BUILDINGS LOCATED WITH LAND BAY 1

APPROVED
PROFFER/DEVELOPMENT PLAN

David J. McHattie
Signed

3-15-2011
Date

OFFICE OF PLANNING
ATTACHMENT B
MID-RISE OFFICE/COMMERCIAL BUILDING
LAND BAY 1

EXISTING/PROPOSED ZONING DISTRICT:

MIN. LOT SIZE: NONE
MIN. LOT WIDTH OR DEPTH: NONE

MAX. LOT COVERAGE: 80%
PROPOSED LOT COVERAGE: +

MAX. FLOOR AREA RATIO (FAR): 0.65
PROPOSED FLOOR AREA RATIO (FAR): +

MAX. BLDG. HEIGHT ALLOWED: 70'
MAX. BLDG. HEIGHT PROPOSED: 70'

MIN. SETBACK FROM STREET R/W: 20'
PROPOSED SETBACK FROM STREET R/W: 12'''

SIDE/REAR ABUTTING AGR./RES. DISTRICTS: 25'
PROPOSED SIDE/REAR TO THESE DISTRICTS: ''''

+AS SHOWN ON PMR MASTER ZONING PLAN. THE COMMERCIAL BUILDING IN LAND BAY 1 SHALL BE DEVELOPED PER THE O(M) STANDARDS
++MODIFICATION REQUESTED OF ZONING STANDARD. A MINIMUM OF 50' SHALL BE MAINTAINED BETWEEN THE COMMERCIAL AND RESIDENTIAL BUILDINGS LOCATED WITH LAND BAY 1

APPROVED
PROFFER/DEVELOPMENT PLAN

Signed

Date
OFFICE OF PLANNING
PLAN VIEW

EXISTING STATION PLATFORM

RAMP END VIEW

STAIR VIEW

RAMP SECTION

SHALL BE PROVIDED PER ADA STANDARDS.

NOTICE: DIMENSIONS SHOWN ARE APPROXIMATE BASED ON ASSESSMENT.

30'

20'

5'

16

RAMP

RAMP

DATE OF PLANNING

OFFICE OF PLANNING

APPROVED

SIGNED

3-15-2011

McLeod

3025
PLANNED MIX RESIDENTIAL DISTRICT

WOODBRIDGE MAGISTERIAL DISTRICT
PRINCE WILLIAM COUNTY, VIRGINIA

RIPON CENTER

APPROVED
PROFFER/DEVELOPMENT PLAN

Signed
7-15-2011

OFFICE OF PLANNING
NOTES:
1. PHYSICAL IMPROVEMENTS SHOWN HEREON ARE APPROXIMATE AND TAKEN FROM PRIOR PLANS OF RECORD. NO SURVEY INFORMATION HAS BEEN PROVIDED TO TIE THESE IMPROVEMENTS TO HORIZONTAL / VERTICAL DATUM.
2. HEIGHT OF PLATFORM HAS BEEN APPROXIMATED FROM PLANS OF RECORD. ADDITIONAL STEPS AND/OR RAMP LENGTH MAY BE REQUIRED.

CONSERVANCY ACCESS EXHIBIT
(No. Hillside County, Virginia)

GRAPHIC SCALE
1:200

PROPOSED DEVELOPMENT PLAN

APPROVED

2-15-2011

Date

OFFICE OF PLANNING

Signed
To: Chairman Milde and the VRE Operations Board

From: Doug Allen

Date: December 19, 2014

Re: Authorization to Execute a Lease for Office Space

Recommendation:

The VRE Operations Board is asked to authorize the Chief Executive Officer to execute a lease for office space and parking at 127 South Peyton Street with Independent Insurance Agents and Brokers of America for 3,302 rentable square feet at an initial annual rate of $94,405 and a not-to-exceed amount of $291,796 for the initial thirty-six (36) month term including a three percent annual escalation. Two one-year options for renewal are included in the lease that, if recommended, will be brought to the Operations Board for action at a later date.

Background:

VRE needs additional space (offices, conference room, records storage space, etc.) for the following reasons:

- VRE Headquarters at 1500 King Street is fully occupied
- The planned expansion of the Communication Room to accommodate customer service and security will reduce existing office space
- There is no additional space available for sale or lease elsewhere in the 1500 King Street Condominium to allow for expansion of the current VRE Headquarters
- New staff positions provided for in FY 2016 budget will require additional office space
Proximity to the VRE General Offices was a vital consideration in order to maintain staff efficiency, cohesion and coordination. The Office of Development was chosen to move as they have less daily interaction with the operations and customer service functions that must remain close to Communications Room and General Offices.

Three locations were identified within a three-block walk of the current office for which terms and conditions were requested. 127 South Peyton Street was the closest location and offered the lowest cost per rentable square foot ($27.50), subject to annual escalations of three percent. The initial term of the lease is for three years with the right to renew for an additional two years. In addition to the base rate, there is $300 per month charge for three parking spaces and periodic access to two larger meeting rooms at no additional charge. Cleaning and routine maintenance for the office suite is included in the base rate.

The first year base rate ($90,805) plus parking ($3,600) amounts to $94,405. Applying the three percent annual escalation, the second and third year charges will be $97,237 and $100,154, respectively, totaling $291,796 for the initial three-year term.

VRE will incur additional expenses to establish and maintain a secondary office space. These include one-time costs for furnishings, communication and IT equipment (estimated to be $86,400) and recurring operating costs for IT licenses, communications lines, and printer/copier lease (estimated to be $48,000 per year). These costs are included in the proposed amended FY 2015 operating budget.

**Fiscal Impact:**

Funding for the lease is provided in the proposed amended FY 2015 operating budget and will be included in subsequent budgets on an annual basis.
WHEREAS, VRE has expanded beyond the size of its current Headquarters at 1500 King Street; and,

WHEREAS, accommodating VRE growth is critical to continuing its business activities in an efficient and timely manner; and,

WHEREAS, sufficient space is available at 127 South Peyton Street adjacent to the current VRE Headquarters;

NOW, THEREFORE, BE IT RESOLVED THAT, the VRE Operations Board authorizes the Chief Executive Officer to enter into a lease for office space and parking at 127 South Peyton Street with Independent Insurance Agents and Brokers of America for 3,302 of rentable square feet for an amount not to exceed $291,796 for an initial period of thirty-six (36) months.

Approved this 19th Day of December 2014

_______________________________
Paul Milde
Chairman

_____________________________
Gary Skinner
Secretary
To: Chairman Milde and the VRE Operations Board

From: Doug Allen

Date: December 19, 2014

Re: Adoption of Proposed VRE Title VI Major Service Change and Fare/Service Equity Policy and Authorization to Seek Public Review and Comment

Recommendation:

The VRE Operations Board is asked to provisionally adopt the proposed VRE Title VI Major Service Change and Fare/Service Equity Policy and authorize the CEO to seek public comment. The purpose of this policy is to determine whether potential fare and major service changes will have a disparate impact based on race, color, or national origin; or disproportionate burden on low-income populations.

Background:

The VRE Title VI Major Service Change and Fare/Service Equity Policy will be incorporated into the PRTC Title VI Program. PRTC is required to submit their Title VI Program to the Federal Transit Administration (FTA) every three years with the next submittal due by March 31, 2015. The requirement for these policies became effective October 1, 2012, after PRTC's last submittal, so this is the first time PRTC and VRE have been required to have these policies in place.

The requirement for these policies comes from FTA Circular 4702.1B, “Title VI Requirements and Guidelines for Federal Transit Administration Recipients.” The FTA now
requires recipients to adopt and utilize three Title VI policies to serve as the guiding principles of an analysis of equity in major service and fare changes.

The Objective of each policy is as follows:

1. The Major Service Change Policy defines a major service change, identifies which service changes are subject to an equity analysis, and defines an adverse effect.
2. The Disparate Impact Policy establishes a threshold for determining when adverse effects of fare and major service changes are borne disproportionately by minority populations.
3. The Disproportionate Burden Policy establishes a threshold for determining when adverse effects of fare and major service changes are borne disproportionately by low income populations.

A copy of the proposed VRE Title VI Major Service Change and Fare/Service Equity Policy is provided as Attachment 1.

The Circular also requires the public participate in the formation of these policies. With the Operations Board’s approval, the proposed VRE Title VI Major Service Change and Fare/Service Equity Policy will be posted publicly and advertised in publications to provide for public inspection for a period of 30 days and VRE will accept public comments for 45 days from the date of publication.

Management is recommending the VRE Operations Board provisionally adopt the policies, subject to a finding that the public review process does not result in any public comments that necessitate reconsideration or modification of the policies as proposed. If reconsideration is needed, the CEO will return to the Board with a modified policy at a future Operations Board meeting.

**Fiscal Impact:**

None
Virginia Railway Express  
Operations Board  
Resolution  
9E-12-2014  

Adoption of Proposed VRE Title VI Major Service Change and Fare/Service Equity Policy and Authorization to Seek Public Review and Comment

WHEREAS, VRE's Title VI Major Service Change and Fare/Service Equity Policy will be incorporated into PRTC's Title VI Program and submitted to the Federal Transit Administration (FTA); and,

WHEREAS, Title VI of the Civil Rights Act of 1964, 49 CFR Section 21 and FTA Circular 4702.1B requires any FTA recipient that operates 50 or more fixed route vehicles in peak service and serving a population of 200,000 or greater to evaluate any fare change and any major service change at the planning and programming stages to determine whether those changes have a discriminatory impact; and,

WHEREAS, the Regulations prescribe that the public be invited to review and comment on the Major Service Change, Disparate Impact and Disproportionate Burden Policies as proposed;

NOW, THEREFORE, BE IT RESOLVED THAT, the VRE Operations Board does hereby provisionally adopt the VRE Title VI Major Service Change and Fare/Service Equity Policy.

BE IT FURTHER RESOLVED THAT, the VRE Operations Board does hereby authorize the CEO to invite public comment on the VRE Title VI Major Service Change and Fare/Service Equity Policy and does direct him to return to the Operations Board following the public review process and advise whether said public comments warrant any changes to the policies as provisionally adopted.

Approved this 19th day of December 2014

______________________________  
Paul Milde  
Chairman

______________________________  
Gary Skinner  
Secretary
Purpose of the Policy

The purpose of the Major Service Change and Fare/Service Equity Policy is to a) define thresholds for determining major service changes, and b) determine whether potential fare and major service changes will have a disparate impact based on race, color, or national origin; or disproportionate burden on low-income populations.

These thresholds and determinations are required by Federal law, as described in Federal Transit Administration (FTA) Circular 4702.1B, “Title VI Requirements and Guidelines for Federal Transit Administration Recipients”, which became effective October 1, 2012. The Circular requires any FTA recipient that operated 50 or more fixed route vehicles in peak service and serving a population of 200,000 or greater to evaluate any fare change and any major service change at the planning and programming stages to determine whether those changes have a discriminatory impact. For changes to existing transit fares, the FTA requires VRE to prepare and submit fare equity analyses for all potential fare adjustments. VRE is required to have established guidelines or thresholds for what is considered a “major” service change. For “major” service changes, FTA requires VRE to prepare and submit an equity analysis, which includes an analysis of adverse effects.

Definitions (As provided in the FTA Circular 4702.1B)

Adverse Effect is defined as a geographical or time-based reduction in service which includes but is not limited to span of service changes, frequency changes, route segment elimination, rerouting, or route elimination.

Disparate Impact refers to a facially neutral policy or practice that disproportionately affects members of a group identified by race, color, or national origin, where VRE’s policy or practice lacks a substantial legitimate justification and where there exist one or more alternatives that would serve the same legitimate objective but with less disproportionate effect on the basis of race, color, or national origin.

Disparate Treatment refers to actions that result in circumstances where similarly situated persons are intentionally treated differently (i.e., less favorably) than others because of race, color, or national origin.

Disproportionate Burden refers to a neutral policy or practice that disproportionately affects low-income populations more than non-low-income populations. A finding of disproportionate burden requires the recipient to evaluate alternatives and mitigate burdens where practicable.
Low-income Person means a person whose median household income is at or below the U.S. Department of Health and Human Services (HHS) poverty guidelines.

Low-income Population refers to any readily identifiable group of low-income persons who live in geographic proximity, and, if circumstances warrant, geographically dispersed/transient persons (such as migrant workers or Native Americans) who will be similarly affected by a proposed FTA program, policy or activity.

Minority Persons include those persons who self-identify as being one or more of the following ethnic groups: American Indian and Alaska Native, Asian, Black or African American, Hispanic or Latino, Native Hawaiian and Other Pacific Islander, as defined in the FTA Title VI Circular.

Minority Populations means any readily identified group of minority persons who live in geographic proximity and, if circumstances warrant, geographically dispersed/transient populations (such as migrant workers or Native Americans) who will be similarly affected by a proposed DOT program, policy, or activity.

Service Area – the entire area in which VRE is authorized to provide public transportation service under appropriate local, state, and Federal law.

Service Level – Refers to the span of service (hours of operation), days of operation, trips and headways (service frequency) for a transit route or the regional transit service.

Service Span – The span of hours over which service is operated (e.g., 6 a.m. to 10 p.m.). The service span may vary by weekday, or Saturday, or Sunday.

Proposed Policies:

A. **Major Service Change Policy**

All major increases or decreases in transit service are subject to a Title VI Equity Analysis prior to Board approval of the service change. A Title VI Equity Analysis completed for a major service change must be presented to VRE’s Operations Board for its consideration and included in VRE’s Title VI Program with a record of the action taken by the Board.

A major service change is defined as any change in service meeting at least one of the following criteria:

1. An adjustment of service that equates to a reduction or addition of 25 percent (25%) or greater total revenue train miles per day.
2. A 25 percent (25%) or greater reduction or increase in the number of stops at a station per day.
Any change that is a temporary or interim change due to construction, maintenance projects, natural or catastrophic disasters, or seasonal and special events is exempted from the definition and is not considered a “major service change.”

**B. Disparate Impact Policy**

The purpose of this policy is to establish a threshold which identifies when adverse effects of a major service change or any fare change are borne disproportionately by minority populations.

VRE will consider a proposed major service change to be disparate if the minority population affected is 20 percent (20%) greater than the service area average for minority populations.

VRE will consider a proposed fare change to be disparate if the difference between the average fare increase (as a percent change) for minority riders is greater than 5% of the average fare increase (as a percent change) for non-minority riders.

If VRE finds a potential disparate impact, the agency will take steps to avoid, minimize or mitigate impacts, and then reanalyze the modified service plan to determine whether the impacts were avoided, minimized, or mitigated. If VRE chooses not to alter the proposed changes, the agency may implement the service or fare change if there is substantial legitimate justification for the change AND the agency can show that there are not alternatives that would have less of an impact on the minority population and would still accomplish the agency’s legitimate program goals.

**C. Disproportionate Burden Policy**

The purpose of this policy is to establish a threshold which identifies when adverse effects of a major service change or any fare change are borne disproportionately by low-income populations.

VRE will consider a proposed major service change to be disproportionate if the low-income population affected is 20 percent (20%) greater than the service area average for low-income populations.

VRE will consider a proposed fare change to be disproportionate if the difference between the average fare increase (as a percent change) for low-income riders is greater than 5% of the average fare increase (as a percent change) for non-low-income riders.

If VRE finds a potential disproportionate burden, the agency will take steps to avoid, minimize or mitigate impacts, and then reanalyze the modified service plan to determine whether the impacts were avoided, minimized, or mitigated. If VRE chooses not to alter the proposed changes, the agency may implement the service or fare change if there is substantial legitimate justification for the change AND the agency can show that there are
no practical alternatives that would have less of an impact on the low-income population and would still accomplish the agency’s legitimate program goals.
To: Chairman Milde and the VRE Operations Board

From: Doug Allen

Date: December 19, 2014

Re: Adoption of the VRE Operations Board Member Recognition Program

Recommendation:

Adoption of the proposed VRE Operations Board Member Recognition Program and approval of nominated members.

Background:

The purpose of this item is to establish a program to recognize and honor members of the VRE Operations Board who played key roles in establishing the VRE service and whose extraordinary efforts contributed to its success. VRE will honor these members of the Operations Board by placing their names on VRE’s locomotives.

The VRE Operations Board’s Executive Committee has nominated a list of former and current VRE Operations Board members (attached) to receive recognition under the new program.

Fiscal Impact:

Adopting this program has minimal fiscal impact.
Virginia Railway Express  
Operations Board  

Resolution  
9F-12-2014

Adoption of the VRE Operations Board  
Member Recognition Program

WHEREAS, the VRE Operations Board is grateful for all Operations Board members’ service to the VRE; and,

WHEREAS, the VRE Operations Board wants to recognize extraordinary service of early and long tenured Operations Board members with significant accomplishments; and,

WHEREAS, the VRE Operations Board wants to honor these members by placing their names on VRE locomotives;

NOW, THEREFORE, BE IT RESOLVED THAT, the VRE Operations Board does hereby adopt the VRE Operations Board Member Recognition Program, Attachment 1.

BE IT FURTHER RESOLVED THAT, the VRE Operations Board does hereby approve the list, Attachment 2, of former and current VRE Operations Board members nominated by the VRE Operations Board Executive Committee for recognition under the new program.

Approved this 19th day of December 2014

______________________________  
Paul Milde  
Chairman

______________________________  
Gary Skinner  
Secretary
VRE Operations Board
Member Recognition Program

Purpose:
To recognize and honor members of the VRE Operations Board who have played key roles in establishing the VRE service and whose extraordinary efforts have contributed to its success.

Eligibility:
Early or long-tenured members of the VRE Operations Board who have played key roles in establishing VRE and in its success.

Form of Recognition:
Name placed on a VRE locomotive.

Selection:
Nomination by the VRE Operations Board Executive Committee and approval by the VRE Operations Board.
Executive Committee Nominations for VRE Operations Board Recognition Program

- Edwin King – Prince William County (Original Member)
- James Hugh Payne Sr. – City of Manassas (First Elected City of Manassas Member)
- Bernard Cohen – VA House of Delegates (Original Member)
- Bob Gibbons – Stafford County (First Elected Stafford Member)
- Sally H. Cooper – VDOT (Original Member)
- Sharon Bulova – Fairfax County (Original and Continuously Serving Member)
- John Jenkins – Prince William County (Long Serving Member)
- Hilda Barg – Prince William County (Long Serving Member)
- Elaine McConnell – Fairfax County (Long Serving Member - previously recognized)
To: Chairman Milde and the VRE Operations Board

From: Doug Allen

Date: December 19, 2014

Re: Referral of the Revised FY 2015 and Recommended FY 2016 VRE Operating and Capital Budgets to the Commissions and Localities

Recommendation:

The VRE Operations Board is being asked to adopt the revised FY 2015 VRE Operating and Capital Budget and the recommended FY 2016 VRE Operating and Capital Budget and refer them to the Commissions for their consideration and subsequent referral to the jurisdictions for their formal review and adoption.

Background:

In accordance with the VRE Master Agreement, which outlines the process for annual budget approval, the preliminary FY 2016 VRE Operating and Capital Budget was initially prepared for review at the September VRE Operations Board. Since that time, it has been discussed at every monthly meeting of the Operations Board and the CAO Taskforce. The CAO Taskforce met on December 10th to present their final recommendations and discuss VRE responses to those recommendations.

Discussion:

The FY 2016 budget totals $128.4 million. Based on the VRE Operations Board discussions, the recommended budget (Option A) includes a 4% fare increase and no subsidy increase.
An alternative to this (Option B) would include a 3% fare increase and a 2% subsidy increase. Information on this alternative is presented in this report. The major assumptions for the recommended budget are as follows:

- Jurisdictional subsidy of $16,428,800; no increase compared to the FY 2015 level
- A 4% fare increase and a projected average daily ridership of 19,300 passengers, which results in a total of $38.9M in fare revenue
- Federal 5307 and 5337 (State of Good Repair) funding of $21.1 million
- Tiered capital matching funds from the State of the non-federal share for new projects
- State operating funds of $8.1 million, which is a 10% decrease to the FY 2015 funding level of $9.0 million
- Fuel estimated at $3.25/gallon for a total cost of $5.3 million
- Grant funding from all sources for track access costs at 84%; equal to the level provided in FY 2015
- Addition of three FTE employees to the departments of equipment operations department to replace contract staff currently in the material management function at the Crossroads yard – proposal is cost neutral. Additionally, three FTE employees in Finance, Contracts, and Safety and Security.

The multi-year CIP includes both programmed and unprogrammed projects. The programmed projects include those that are funded through federal formula grants received annually by VRE; through already allocated funds from other programs, such as CMAQ or NVTA; or through other expected sources. The unprogrammed projects are those that are pending a discretionary allocation by a funding authority or for which a funding source has not yet been identified.

During the next year, a Financial Plan will be developed which will compare the capital and operating needs associated with the implementation of System Plan 2040 and compare these needs to available funding sources. The Financial Plan will quantify the need for new funding streams and evaluate alternatives, including additional debt financing. No new debt financing is included in the current CIP, pending the development of the Financial Plan.

The programmed capital projects for FY 2016, including required local match, are outlined below. Funding sources are FTA formula funds, unless otherwise indicated.

- Rolling stock (nine expansion railcars) - $23.6M
- Facilities infrastructure - $5.4M
- Equipment storage - $3.4M
- Capital reserve contribution - $3.0 (local funds only)
- Lorton platform improvements - $1.5M (CMAQ)
- Rippon platform improvements - $2.3M (CMAQ)
- Brooke/Leeland Second Platform - $5.0M (REF)
The FY 2016 budget exceeds the prior year budget by $442k; or exceeds the FY 2015 budget by $2.4M net of the one-time mobilization expense. Material expenditure line item changes are noted below; adjustments are in comparison to the FY 2015 adopted budget.

- Train Operations/Maintenance of Equipment are budgeted at a net increase of $700k to reflect a 1.7% increase in accordance with the CPI contract requirements plus costs for the Fredericksburg line train
- Access fee costs increased by $1.1M to reflect an estimated increase to the AAR index for Amtrak (estimated) and Norfolk Southern (actual) and the contractual increase of 4% for CSX plus the additional Fredericksburg line train for three months
- Program Development increased by $620k to reflect funding for additional consulting and other professional services, primarily one-time costs funded by the Project Development capital budget
- Facilities Maintenance increased as reflected by the initial results of the condition assessment of all facilities. Revised by $620k primarily due to increases in:
  - Repairs and maintenance for stations and facilities of $350k
  - The transfer of budget from the Passenger Support Services for office maintenance of $110k
  - Additional rent for the Alexandria office expansion of $120k
- Non-Operating Expenses decreased by $3.0M to reflect:
  - The elimination of the one-time funding of $2.0M in mobilization
  - The elimination of the operating reserve contribution of $550k
  - Reduction in insurance liability premiums of $250k
  - Reduction in the contingency budget of $200k

The budget also includes a six-year financial forecast for the period FY 2015 through FY 2021. A six-year forecast was prepared which includes a 5% fare increase in FY 2018 and FY 2020 and a 5% subsidy increase in FY 2017.

The FY 2016 budget assumes no subsidy increase. The subsidy is a result of the October 2014 master agreement survey. The projected FY 2016 jurisdictional subsidy for option A is as follows:
Another alternative would be to reduce the fare increase from 4% to 3% and increase the subsidy by the difference, which would be approximately 2%, resulting in the projected jurisdictional subsidy for Option B as follows:

<table>
<thead>
<tr>
<th>Jurisdiction</th>
<th>FY 2015 Subsidy</th>
<th>FY 2016 Subsidy</th>
<th>Inc/(Dec)</th>
<th>% Change</th>
</tr>
</thead>
<tbody>
<tr>
<td>Prince William County</td>
<td>$ 5,485,333</td>
<td>$ 5,309,674</td>
<td>(175,659)</td>
<td>-3.3%</td>
</tr>
<tr>
<td>Fairfax County</td>
<td>4,852,953</td>
<td>4,847,284</td>
<td>(5,669)</td>
<td>-0.1%</td>
</tr>
<tr>
<td>Stafford County</td>
<td>2,689,391</td>
<td>2,855,607</td>
<td>166,216</td>
<td>5.8%</td>
</tr>
<tr>
<td>Spotsylvania County</td>
<td>1,401,382</td>
<td>1,303,888</td>
<td>(97,494)</td>
<td>-7.5%</td>
</tr>
<tr>
<td>Manassas</td>
<td>686,944</td>
<td>766,491</td>
<td>79,547</td>
<td>10.4%</td>
</tr>
<tr>
<td>Manassas Park</td>
<td>401,762</td>
<td>576,699</td>
<td>174,937</td>
<td>30.3%</td>
</tr>
<tr>
<td>Fredericksburg</td>
<td>581,244</td>
<td>439,366</td>
<td>(141,878)</td>
<td>-23.2%</td>
</tr>
<tr>
<td>Alexandria</td>
<td>133,894</td>
<td>133,894</td>
<td>0</td>
<td>0.0%</td>
</tr>
<tr>
<td>Arlington</td>
<td>195,897</td>
<td>195,897</td>
<td>0</td>
<td>0.0%</td>
</tr>
<tr>
<td>Total Subsidy</td>
<td>$ 16,428,800</td>
<td>$ 16,428,800</td>
<td>0</td>
<td>3.3%</td>
</tr>
</tbody>
</table>

FY 2015 Amended Budget

The FY 2015 budget has been revised to reflect current projections for revenue and expenses. The major changes are as follows:

- Decreased state operating funds in the amount of $1.6M
- Transfer from prior year surplus of $1.1M due to expansion of the Alexandria office and station security cameras
- Capital projects increased by $900k. Studies are funded from project development funds adopted in the FY15 budget. Projects include:
  - Long Bridge study (match): $300k
  - Core Capacity study (match): $125k
  - Security cameras: $500k
• Operating costs were decreased by a net amount of $1.2M, primarily due to the following:
  o Train Operations, Track Access, and Equipment Operations decreased by $1.4M due to revising the start date of the Fredericksburg line train from Oct 2014 to January 2015
  o Facilities increased by $550k due to office expansion (rental costs of additional office space plus improvements to the communications room)
  o Safety and Security costs increased by $150k for Broad Run station foliage removal in accordance with the recommendation of the Threat and Vulnerability Assessment and for 24/7 security coverage at the train yards
  o Decrease in Contingency by $450k
  o Increase in salaries and fringes by $80k to reflect the inclusion of the proposed positions from the FY 2016 budget for three months of FY 2015
Virginia Railway Express
Operations Board

Resolution
9G-12-2014 Option A

Referral of the Revised FY 2015 and Recommended FY 2016 VRE Operating and Capital Budgets to the Commissions and Localities

WHEREAS, the VRE Master Agreement requires that the Commissions be presented with a fiscal year budget for their consideration at their respective January meetings prior to the commencement of the subject fiscal year; and,

WHEREAS, the VRE Chief Executive Officer has provided the VRE Operations Board with the FY 2016 Operating and Capital Budget within the key issues developed in concert with the jurisdictional chief administrative officers; and,

WHEREAS, the FY 2016 budget proposes a 4% fare increase and no jurisdictional subsidy increase; and,

WHEREAS, the FY 2016 Six Year Financial Forecast states a subsidy increase is projected for FY 2017; and,

WHEREAS, VRE staff recommends a budget built on an average daily ridership of 19,300 and 34 trains;

NOW, THEREFORE, BE IT RESOLVED THAT, the VRE Operations Board does hereby recommend that the Commissions adopt the revised FY 2015 and recommended FY 2016 VRE Operating and Capital Budgets and forward the FY 2016 budget to the local jurisdictions for inclusion in their budgets and appropriations in accordance with the Master Agreement; and,

BE IT FURTHER RESOLVED THAT, the VRE Operations Board recommends that the Commissions authorize the Executive Directors of both PRTC and NVTC to submit to the Transportation Planning Board of the National Capital Region and to the Federal Transit Administration or other federal agencies, the appropriate Transit Improvement Program and grant applications for FY 2015 and FY 2016; and,
BE IT FURTHER RESOLVED THAT, the VRE Operations Board recommends that the Commissions authorize the Executive Director of NVTC to submit to the Commonwealth the approved budget as part of the FY 2016 state aid grant applications; and,

BE IT FURTHER RESOLVED THAT, the VRE Operations Board recommends that the Commissions authorize the Chief Executive Officer of VRE to submit appropriate projects to the Northern Virginia Transportation Authority or other funding authorities on behalf of the Commissions.

Approved this 19th day of December 2014

_______________________________
Paul Milde
Chairman

______________________________
Gary Skinner
Secretary
Virginia Railway Express
Operations Board

Resolution
9G-12-2014 Option B

Referral of the Revised FY 2015 and Recommended
FY 2016 VRE Operating and Capital Budgets
to the Commissions and Localities

WHEREAS, the VRE Master Agreement requires that the Commissions be presented with a fiscal year budget for their consideration at their respective January meetings prior to the commencement of the subject fiscal year; and,

WHEREAS, the VRE Chief Executive Officer has provided the VRE Operations Board with the FY 2016 Operating and Capital Budget within the key issues developed in concert with the jurisdictional chief administrative officers; and,

WHEREAS, the FY 2016 budget proposes a 3% fare increase and a 2% jurisdictional subsidy increase; and,

WHEREAS, the FY 2016 Six Year Financial Forecast states a subsidy increase is projected for FY 2017; and,

WHEREAS, VRE staff recommends a budget built on an average daily ridership of 19,300 and 34 trains;

NOW, THEREFORE, BE IT RESOLVED THAT, the VRE Operations Board does hereby recommend that the Commissions adopt the revised FY 2015 and recommended FY 2016 VRE Operating and Capital Budgets and forward the FY 2016 budget to the local jurisdictions for inclusion in their budgets and appropriations in accordance with the Master Agreement; and,

BE IT FURTHER RESOLVED THAT, the VRE Operations Board recommends that the Commissions authorize the Executive Directors of both PRTC and NVTC to submit to the Transportation Planning Board of the National Capital Region and to the Federal Transit Administration or other federal agencies, the appropriate Transit Improvement Program and grant applications for FY 2015 and FY 2016; and,

BE IT FURTHER RESOLVED THAT, the VRE Operations Board recommends that the Commissions authorize the Executive Director of NVTC to submit to the Commonwealth the approved budget as part of the FY 2016 state aid grant applications; and,
BE IT FURTHER RESOLVED THAT, the VRE Operations Board recommends that the Commissions authorize the Chief Executive Officer of VRE to submit appropriate projects to the Northern Virginia Transportation Authority or other funding authorities on behalf of the Commissions.

Approved this 19th day of December 2014

_____________________________________
Paul Milde
Chairman

_____________________________________
Gary Skinner
Secretary
Virginia Railway Express

Recommended Budget

For Fiscal Year 2016

and

Amended Budget

For Fiscal Year 2015

December 19, 2014
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Mission Statement

The Virginia Railway Express, a joint project of the Northern Virginia Transportation Commission and the Potomac and Rappahannock Transportation Commission, will provide safe, cost-effective, accessible, customer-responsive, reliable rail passenger service as an integral part of a balanced, intermodal regional transportation system.

Goals for Fiscal Year

- Achieve at least a 50 percent operating ratio (cost recovery).
- Operate trains on time greater than 90 percent of time.
- Achieve at least 19,300 average daily ridership
- Strive to attain the following financial ratios over the course of the Six-Year Plan:
  - Debt service as a percent of annual budget not greater than 20%
  - Working capital reserves that are on average not less than 2 months of operating expenditures, with a goal of increasing to 3 months over a 10 year period
  - Percent of pay-as-you-go financing equal to a minimum of 20% of the total funded portion of the capital program over the term of the capital program
  - Risk management reserves equal to amounts imposed by the Commonwealth, currently set at $10 million.
Budget Assumptions

Major Assumptions in FY 2016 Budget:

1. Subsidy level of $16,428,800; no increase from the FY 2015 subsidy
2. 4% fare increase is requested
3. State funding for operations is projected at $8.1M. State recommends reducing FY 2016 projections by 10% of the FY 2015 award. The state capital match is tiered but the majority of the capital projects are budgeted at 16% of gross.
4. Average daily ridership of 19,300 assumes a 34 revenue train operation and an overall 36 train schedule
5. No fare increase is proposed. Fare revenue is budgeted at $38.9M
6. Train Operations/Maintenance of Equipment contract costs are budgeted at a net increase of $690k to reflect a CPI increase of 2% and the addition of one Fredericksburg line train for a full year (previously budgeted in FY 2015 for nine months).
7. Fuel cost projections are in the amount of $5.3M, based on a cost per gallon of $3.25
8. Included is $16.7M of track access funding for total grants of 84% of costs

Sources by Jurisdiction:

<table>
<thead>
<tr>
<th>Jurisdiction</th>
<th>FY 2015</th>
<th>FY 2016</th>
<th>Net</th>
<th>Percent</th>
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</thead>
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<tr>
<td>Fairfax County</td>
<td>$4,852,953</td>
<td>$4,847,284</td>
<td>$(5,669)</td>
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<tr>
<td>Fredericksburg</td>
<td>581,244</td>
<td>439,366</td>
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<td>-24.4%</td>
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<td>Manassas</td>
<td>686,944</td>
<td>766,491</td>
<td>79,547</td>
<td>11.6%</td>
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<tr>
<td>Manassas Park</td>
<td>401,762</td>
<td>576,699</td>
<td>174,937</td>
<td>43.5%</td>
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<tr>
<td>Prince William County</td>
<td>5,485,333</td>
<td>5,309,674</td>
<td>(175,659)</td>
<td>-3.2%</td>
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<tr>
<td>Stafford County</td>
<td>2,689,391</td>
<td>2,855,607</td>
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<td>Spotsylvania County</td>
<td>1,401,382</td>
<td>1,303,888</td>
<td>(97,494)</td>
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<tr>
<td>Alexandria</td>
<td>133,894</td>
<td>133,894</td>
<td>-</td>
<td>0.0%</td>
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<tr>
<td>Arlington</td>
<td>195,897</td>
<td>195,897</td>
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<td>0.0%</td>
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<tr>
<td>Total</td>
<td>$16,428,799</td>
<td>$16,428,799</td>
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**Source and Use of Funds**

<table>
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<tr>
<th>Source</th>
<th>Amount</th>
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<tr>
<td>Fare Increase</td>
<td>4%</td>
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<td>Subsidy Increase</td>
<td>$ -</td>
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<tr>
<td>Number of Trains</td>
<td>34</td>
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<tr>
<td>Average Daily Ridership</td>
<td>19,300</td>
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**Sources**

<table>
<thead>
<tr>
<th>Source</th>
<th>Amount</th>
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<tr>
<td>Fare Revenue</td>
<td>$ 38,890,000</td>
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<tr>
<td>Local Subsidy</td>
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<tr>
<td>Jurisdictions - Capital Programs</td>
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<tr>
<td>State Operating Grant</td>
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<td>State Capital Grant used for Debt and Other</td>
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<td>Federal/State Capital Funding for Track Access</td>
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<td>23,362,200</td>
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<td>Other Income</td>
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**Total Sources** $ 128,431,611

**Uses**

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<td>Operating Expenses</td>
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<td>Debt Service</td>
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<td>Federal Capital Program</td>
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<td>Operating Reserve and Other</td>
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**Total Uses** $ 128,431,611

**Six-Year Financial Plan**

The final FY 2016 budget recommendation includes a six-year financial plan as required by the Master Agreement. The six-year financial plan was reviewed with the CAO Budget Task Force. The VRE capital planning process reflects current priorities identified by the Operations Board as well as long-term planning assumptions through 2040 as outlined in the System Plan.
### Jurisdictions

<table>
<thead>
<tr>
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<th>[Col 2]</th>
<th>[Col 3]</th>
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<td>Population %</td>
<td>Contributore's Potential Share of Net Costs %</td>
<td>Contributore's Potential Share of Net Costs $</td>
<td>Contributore's Maximum Share of Net Costs $</td>
<td>October 100 Weight Participants' Ridership Aggregate</td>
<td>% of Costs</td>
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<td>1.0005%</td>
<td>$521,388</td>
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<td>Contributors' Total</td>
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<tr>
<td>[Col 7]</td>
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<td>[Col 10]</td>
<td>[Col 11]</td>
<td>[Col 12]</td>
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<tr>
<td>Participants:</td>
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<tr>
<td>Population 2013 Update</td>
<td>Population %</td>
<td>Participants' Normalized %</td>
<td>Survey Participants' AM Ridership</td>
<td>Aggregate</td>
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<td>Manassas Park</td>
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<tr>
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<tr>
<td>Stafford County</td>
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<td>Spotsylvania</td>
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<tr>
<td>Participants' Total</td>
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### Costs

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<tr>
<th>[Col 12]</th>
<th>[Col 13]</th>
<th>[Col 14]</th>
<th>[Col 15]</th>
<th>[Col 16]</th>
<th>[Col 17]</th>
<th>[Col 18]</th>
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<td>Participators' Aggregate Gross Costs</td>
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<tr>
<td>%</td>
<td>$</td>
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<td></td>
<td></td>
<td></td>
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<td></td>
</tr>
<tr>
<td>Alexandria</td>
<td>$29,689,413</td>
<td>$16,901,418</td>
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<td>$737,428</td>
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<tr>
<td>Arlington</td>
<td>61.10%</td>
<td>$2,967,955</td>
<td>$129,495</td>
<td>$152,665</td>
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<tr>
<td>Fairfax County</td>
<td>23.12%</td>
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<tr>
<td>Fredericksburg</td>
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<td>Manassas</td>
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<td>Prince William County</td>
<td>11.84%</td>
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<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Stafford County</td>
<td>11.84%</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Spotsylvania</td>
<td>11.84%</td>
<td></td>
<td></td>
<td></td>
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<tr>
<td>Total</td>
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<td>$128,431,611</td>
<td>$73,112,810</td>
<td>$3,189,093</td>
<td>$52,128,808</td>
<td>$320,791</td>
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### Subsidy Calculation

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<th>[Col 20]</th>
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<th>[Col 22]</th>
<th>[Col 23]</th>
<th>[Col 24]</th>
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<tr>
<td>Occ Survey Participants' Net Fare Revenue %</td>
<td>Pay FY 2016 Budget Based on 101/14 Survey</td>
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</tr>
<tr>
<td>Alexandria</td>
<td>19.96%</td>
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<tr>
<td>Arlington</td>
<td>4.56%</td>
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<tr>
<td>Fairfax County</td>
<td>3.62%</td>
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<tr>
<td>Fredericksburg</td>
<td>3.16%</td>
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<tr>
<td>Manassas</td>
<td>2.52%</td>
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<tr>
<td>Manassas Park</td>
<td>2.18%</td>
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<td></td>
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</tr>
<tr>
<td>Prince William County</td>
<td>2.31%</td>
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<tr>
<td>Stafford County</td>
<td>2.15%</td>
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<tr>
<td>Spotsylvania</td>
<td>2.13%</td>
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<tr>
<td>Total</td>
<td>100.0000%</td>
<td>$35,700,007</td>
<td>$51,799,017</td>
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<td>$16,428,800</td>
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### Forest

<table>
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<tr>
<th>[Col 25]</th>
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</thead>
<tbody>
<tr>
<td>Participants Residents' &quot;System-wide&quot;</td>
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<tr>
<td>$35,700,007.08</td>
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<tr>
<td>3,189,992.92</td>
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2015 $38,890,010.00
## FY16 Sources and Use

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<tr>
<th>Leases</th>
<th>16,690,000</th>
<th>Amtrak</th>
<th>6,390,000</th>
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<tbody>
<tr>
<td>Total Access Fees</td>
<td>-</td>
<td>NS</td>
<td>3,340,000</td>
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<tr>
<td>Total</td>
<td>16,690,000</td>
<td>CSX</td>
<td>6,960,000</td>
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<tr>
<td>Total</td>
<td>16,690,000</td>
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### LEVEL OF SERVICE FOR FY16
- 34 trains
- 19,300 average daily riders

<table>
<thead>
<tr>
<th>SOURCES OF FUNDS</th>
<th>STATE</th>
<th>FEDERAL</th>
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<tbody>
<tr>
<td><strong>USES OF FUNDS</strong></td>
<td><strong>STATE</strong></td>
<td><strong>FEDERAL</strong></td>
</tr>
<tr>
<td><strong>FARE</strong></td>
<td><strong>INCOME</strong></td>
<td><strong>INTEREST</strong></td>
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<tr>
<td><strong>INCOME</strong></td>
<td><strong>INTEREST</strong></td>
<td><strong>MISC</strong></td>
</tr>
<tr>
<td>Operating Expenses</td>
<td>75,401,741</td>
<td>38,890,000</td>
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<tr>
<td>Non-Operating Expenses</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Operating Reserve</td>
<td>1,931,357</td>
<td>77,254</td>
</tr>
<tr>
<td>Non-Operating Summary</td>
<td>6,714,870</td>
<td>-</td>
</tr>
<tr>
<td>Total Expenses (Subtotal)</td>
<td>82,116,611</td>
<td>38,890,000</td>
</tr>
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</table>

### Capital Projects:
- Facilities Infrastructure: 5,420,000
- Rolling Stock (Nine Railcars)*: 23,625,000
- Equipment Storage: 3,406,000
- Life Cycle Maintenance: 1,900,000
- Security Enhancements: 100,000
- Transit Enhancements: 100,000
- Capital Reserve Contribution: 3,000,000

### Capital Project Summary:
- Lorton Platform: 1,500,000
- Rippon Platform: 2,288,000
- Brooke-Leeland Second Platform: 4,976,000
- CMAQ Summary: 8,764,000

### TOTAL:
- 128,431,611 | 38,890,000 | 20,000 | 165,000 | 16,428,800 | 2,015,000 | - | 8,100,000 | 22,798,568 | 10,848,500 | 21,159,342 | 8,006,400 | 128,431,611

*Other source is from the FY14 surplus

**FY15 subsidy**
- surplus (deficit) | 16,428,800 | 0

### Soft Capital Projects
<table>
<thead>
<tr>
<th>Program</th>
<th>Funding</th>
<th>Federal Amt</th>
<th>State Amt</th>
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<tr>
<td>Debt Service 11 Cabcars</td>
<td>1,931,357</td>
<td>5337</td>
<td>1,545,086</td>
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<tr>
<td>Access Lease funding</td>
<td>16,690,000</td>
<td>SSTP/State</td>
<td>10,848,500</td>
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<tr>
<td>Debt Service 60 Railcars</td>
<td>1,947,113</td>
<td>5337</td>
<td>1,557,690</td>
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<tr>
<td>Debt Service 60 Railcars</td>
<td>2,725,958</td>
<td>5307</td>
<td>2,180,766</td>
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<td>Grant &amp; Project Management</td>
<td>300,000</td>
<td>5307</td>
<td>240,000</td>
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<td>Grant &amp; Project Management</td>
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<td>280,000</td>
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<td>Subtotal</td>
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<td>23,362,200</td>
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<td>Capital Projects/Endmarks</td>
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7
## VRE Fiscal Year 2016 Proposed Program Budget

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<tr>
<th>Revenue:</th>
<th>FY 2014 Amended</th>
<th>FY 2014 Actual</th>
<th>FY 2015 Budget</th>
<th>FY 2016 Proposed</th>
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<tbody>
<tr>
<td>VRE - Non-Departmental</td>
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</tr>
<tr>
<td>Fare Revenue</td>
<td>36,800,000</td>
<td>37,092,475</td>
<td>36,900,000</td>
<td>38,890,000</td>
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<tr>
<td>Miscellaneous Revenue</td>
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<td>197,915</td>
<td>165,000</td>
<td>185,000</td>
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<tr>
<td>Appropriation from Reserve</td>
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<td>Jurisdictional Revenue</td>
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<td>16,428,800</td>
<td>16,428,800</td>
<td>16,428,800</td>
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<td>Other Revenue</td>
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<tr>
<td>State Operating Grant</td>
<td>10,385,975</td>
<td>16,428,516</td>
<td>10,300,000</td>
<td>8,100,000</td>
</tr>
<tr>
<td>Federal Grants - Operations and Debt</td>
<td>15,457,429</td>
<td>15,889,835</td>
<td>15,945,167</td>
<td>16,653,042</td>
</tr>
<tr>
<td>State Grants - Operations and Debt</td>
<td>6,151,244</td>
<td>14,570</td>
<td>3,040,133</td>
<td>4,297,908</td>
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<tr>
<td>Federals Grants - Capital Program</td>
<td>23,773,167</td>
<td>5,336,696</td>
<td>24,356,000</td>
<td>23,362,200</td>
</tr>
<tr>
<td>State Grants - Capital Program</td>
<td>1,672,605</td>
<td>183,262</td>
<td>12,421,400</td>
<td>18,570,760</td>
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<tr>
<td>Interest Income</td>
<td>15,900</td>
<td>28,055</td>
<td>15,700</td>
<td>20,000</td>
</tr>
<tr>
<td>Total Revenue</td>
<td>147,166,263</td>
<td>98,747,637</td>
<td>127,969,631</td>
<td>128,451,611</td>
</tr>
</tbody>
</table>

| Expenditures: | | | | |
| VRE - Non-Departmental | | | | |
| Liability Insurance | 4,400,000 | 3,833,978 | 4,200,000 | 3,950,000 |
| Operating Reserve/Contingency | 1,461,891 | - | 1,908,152 | 1,040,091 |
| Capital Reserve | 4,232,175 | 4,232,175 | - | - |
| Other | 88,050 | 2,000,000 | - | - |
| VRE-Financing/Administration Fees | 2,371 | - | - | - |
| Total VRE - Non-Departmental | 10,034,060 | 8,256,623 | 8,186,152 | 4,960,091 |

| Executive Management | | | | |
| Salaries/Fringes | 475,000 | 532,157 | 506,000 | 814,000 |
| Travel/Training/Employee Expenses | 34,000 | 18,992 | 24,000 | 24,000 |
| Board Member Expenses | 3,000 | 4,394 | 3,000 | 15,000 |
| Office Administration Expenses | 165 | 277,000 | 74,000 | 175,000 |
| Legal/Audit | 75,000 | 77,455 | 75,000 | 75,000 |
| Consulting/Professional/Other | 33,000 | 15,782 | 32,000 | 62,000 |
| Total Executive Management | 620,000 | 648,885 | 687,000 | 1,085,000 |

| Passenger Support Services | | | | |
| Salaries/Fringes | 270,000 | 299,867 | 277,000 | - |
| Travel/Training/Employee Expenses | 18,300 | 4,233 | 15,600 | - |
| Administration | 226,000 | 267,288 | 75,000 | - |
| Office Professional Expenses | 72,000 | 43,303 | 73,000 | - |
| Total Passenger Support Services | 586,300 | 617,671 | 445,100 | - |

| Chief of Staff/Public Affairs | | | | |
| Salaries/Fringes | 342,000 | 243,370 | 372,000 | 365,000 |
| Travel/Training/Employee Expenses | 7,500 | 7,130 | 15,500 | 15,500 |
| PR/Special Events/Consulting | 150,500 | 183,029 | 55,500 | 60,500 |
| Total Chief of Staff/Public Affairs | 500,000 | 408,929 | 441,000 | 459,000 |

| Marketing | | | | |
| Salaries/Fringes | 147,000 | 139,737 | 153,000 | 133,000 |
| Travel/Training/Employee Expenses | 19,135 | 4,243 | 13,500 | 13,500 |
| Production/Media/Public Relations/Other | 250,000 | 148,688 | 250,000 | 255,000 |
| Special Events/Other | 5,000 | 3,170 | 25,000 | 21,000 |
| Total Marketing | 415,135 | 295,838 | 450,000 | 402,000 |

| Program Development | | | | |
| Salaries/Fringes | 384,000 | 255,320 | 402,000 | 557,000 |
| Travel/Training/Employee Expenses | 7,000 | 5,998 | 6,000 | 12,100 |
| Professional Services/Consulting/Other | 408,750 | 306,320 | 541,225 | 969,460 |
| Total Program Development | 879,750 | 567,328 | 590,125 | 1,568,560 |

| Operations and Communications | | | | |
| Salaries/Fringes | 451,000 | 453,723 | 469,750 | 760,000 |
| Travel/Training/Employee Expenses | 17,000 | 11,671 | 18,500 | 38,000 |
| Printing/Admin/Other | 30,000 | 122,879 | 45,000 | 165,000 |
| Leases/Events | 105,000 | 49,623 | 76,000 | 56,000 |
| Professional Services | 145,000 | 74,901 | 115,000 | 143,250 |
| Ticket Stock/RAM/Fare Collection | 665,000 | 645,456 | 835,000 | 865,000 |
| Total Customer Communications | 1,413,000 | 1,355,103 | 1,611,250 | 2,047,250 |

| Budget and Finance | | | | |
| Salaries/Fringes | 881,000 | 885,144 | 921,000 | 1,005,000 |
| Travel/Training/Employee Expenses | 9,500 | 12,333 | 9,500 | 11,500 |
| Audit/Review of Service Agreements/Consulting | 157,000 | 164,616 | 157,000 | 201,500 |
| Retail Sales/TLC Commissions | 1,495,000 | 1,493,186 | 1,440,000 | 1,495,000 |
| Bank Discounts/Other | 277,500 | 338,437 | 290,500 | 253,000 |
| Total Budget and Finance | 2,832,000 | 2,895,756 | 2,909,500 | 3,116,000 |

<p>| Communication and Info Tech | | | | |
| Salaries/Fringes | 230,000 | 247,771 | 246,000 | 408,000 |
| Travel/Training/Employee Expenses | 18,500 | 9,438 | 18,500 | 14,000 |
| Computer Equipment/Software | 250,000 | 169,005 | 175,000 | 210,000 |
| Consulting/Communications | 792,000 | 857,522 | 720,000 | 955,000 |
| Total Communication and Info Tech | 1,292,500 | 1,226,466 | 1,159,500 | 1,677,000 |</p>
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<thead>
<tr>
<th>Category</th>
<th>FY 2014 Amended</th>
<th>FY 2014 Actual</th>
<th>FY 2015 Budget</th>
<th>FY 2016 Proposed</th>
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<tr>
<td><strong>Engineering and Construction</strong></td>
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<td></td>
<td></td>
<td></td>
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<tr>
<td>Salaries/Fringe</td>
<td>642,000</td>
<td>329,119</td>
<td>670,000</td>
<td>498,000</td>
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<td>Travel/Training/Employee Expenses</td>
<td>36,000</td>
<td>7,490</td>
<td>23,000</td>
<td>24,000</td>
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<td>Total Construction and Construction</td>
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<td>336,509</td>
<td>693,000</td>
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<td><strong>Facilities Maintenance</strong></td>
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<td></td>
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<tr>
<td>Salaries/Fringe</td>
<td>119,000</td>
<td>127,878</td>
<td>151,000</td>
<td>159,000</td>
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<tr>
<td>Travel/Training/Employee Expenses</td>
<td>5,000</td>
<td>5,155</td>
<td>6,400</td>
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<tr>
<td>Total Facilities Maintenance</td>
<td>114,000</td>
<td>132,033</td>
<td>157,400</td>
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<td><strong>Procurement and Contract Admin</strong></td>
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<tr>
<td>Salaries/Fringe</td>
<td>312,000</td>
<td>352,556</td>
<td>348,000</td>
<td>451,000</td>
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<tr>
<td>Travel/Training/Employee Expenses</td>
<td>5,500</td>
<td>2,435</td>
<td>5,500</td>
<td>8,000</td>
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<td><strong>Equipment Operations</strong></td>
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<td></td>
<td></td>
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<tr>
<td>Salaries/Fringe</td>
<td>572,000</td>
<td>626,922</td>
<td>873,000</td>
<td>801,000</td>
</tr>
<tr>
<td>Travel/Training/Employee Expenses</td>
<td>39,000</td>
<td>21,151</td>
<td>49,000</td>
<td>62,000</td>
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<td>Consulting/Admin/Warehouse Management</td>
<td>90,000</td>
<td>94,796</td>
<td>120,000</td>
<td>92,500</td>
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<tr>
<td><strong>Safety and Security</strong></td>
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<tr>
<td>Salaries/Fringe</td>
<td>116,000</td>
<td>127,058</td>
<td>125,000</td>
<td>215,000</td>
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<td>Travel/Training/Employee Expenses</td>
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<td>132,186</td>
<td>136,000</td>
<td>232,000</td>
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<tr>
<td>Professional Services</td>
<td>102,000</td>
<td>89,320</td>
<td>104,000</td>
<td>104,000</td>
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<tr>
<td>Total PRTC</td>
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<td>89,320</td>
<td>104,000</td>
<td>104,000</td>
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<tr>
<td><strong>NYTC</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Professional Services</td>
<td>80,000</td>
<td>80,000</td>
<td>80,000</td>
<td>80,000</td>
</tr>
<tr>
<td>Total NYTC</td>
<td>80,000</td>
<td>80,000</td>
<td>80,000</td>
<td>80,000</td>
</tr>
<tr>
<td><strong>Train Operations</strong></td>
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<td></td>
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</tr>
<tr>
<td>Contract Operations and Maintenance</td>
<td>14,639,128</td>
<td>14,213,422</td>
<td>15,013,988</td>
<td>15,060,000</td>
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<tr>
<td><strong>Amtrak</strong></td>
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<td></td>
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<tr>
<td>Contract Operations and Maintenance</td>
<td>4,459,000</td>
<td>4,242,326</td>
<td>4,582,042</td>
<td>4,640,000</td>
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<tr>
<td><strong>Maintenance of Equipment</strong></td>
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<tr>
<td>Maintenance of Equipment</td>
<td>4,401,320</td>
<td>4,150,665</td>
<td>5,227,725</td>
<td>5,871,000</td>
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<tr>
<td><strong>CIP Expenditures</strong></td>
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<td></td>
<td></td>
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<tr>
<td>CIP Expenditures</td>
<td>60,415,016</td>
<td>-</td>
<td>48,410,050</td>
<td>48,315,000</td>
</tr>
<tr>
<td><strong>CIP VRE - Non-Departmental</strong></td>
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<tr>
<td>Allowance for Unaudited Accounts</td>
<td>50,000</td>
<td>810</td>
<td>50,000</td>
<td>50,000</td>
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<td><strong>Total Expenditures</strong></td>
<td>147,166,263</td>
<td>81,036,453</td>
<td>127,959,651</td>
<td>128,431,611</td>
</tr>
</tbody>
</table>
Assumptions for Six Year Financial Forecast

1. **Operating ratio maintained at 50% or higher**

2. **Level of Service**
   a. 34 trains for FY 2016
   b. 34 trains for FY 2017
   c. 34 trains for FY 2018
   d. 34 trains for FY 2019
   e. 34 trains for FY 2020
   f. 34 trains for FY 2021

3. **Operating Costs**
   a. Increase in base costs varies by year, based on annual ridership increase
   b. Keolis, Amtrak, fuel, track leases and debt service tracked separately

4. **Fare Revenue**
   a. Increased 4% in FY 2016 and 5% in FY 2018 and FY 2020

5. **Other Revenue:**
   a. Interest income increases at 0% per year
   b. Other income increases 0% per year

6. **Grant Income:**
   a. Access lease funding equal to 84% of access lease expenses – assumes Commonwealth to fund track access lease cost for all additional trains
   b. Federal capital program is shown as in six year CIP
      i. Level funding compared from FY 2015 – FY 2021
   c. State operating based on grant with a 3% annual increase
   d. State capital grant matched at 16% in FY 2016 – FY 2021 with exception of track access fees and state-only projects

7. **Local Subsidy:**
   a. No increase in FY 2016, FY 2018 – FY2021
   b. 5% increase in FY 2017
## FY16 Six Year Financial Forecast

<table>
<thead>
<tr>
<th>Description</th>
<th>FY15</th>
<th>FY16</th>
<th>FY17</th>
<th>FY18</th>
<th>FY19</th>
<th>FY20</th>
<th>FY21</th>
</tr>
</thead>
<tbody>
<tr>
<td>Number of Trains</td>
<td>34</td>
<td>34</td>
<td>34</td>
<td>34</td>
<td>34</td>
<td>34</td>
<td>34</td>
</tr>
<tr>
<td>Manasses Line</td>
<td>18</td>
<td>18</td>
<td>18</td>
<td>18</td>
<td>18</td>
<td>18</td>
<td>18</td>
</tr>
<tr>
<td>Fredericksburg Line</td>
<td>16</td>
<td>16</td>
<td>16</td>
<td>16</td>
<td>16</td>
<td>16</td>
<td>16</td>
</tr>
<tr>
<td>Average Daily Ridership</td>
<td>19,200</td>
<td>19,300</td>
<td>20,100</td>
<td>20,800</td>
<td>21,400</td>
<td>21,800</td>
<td>22,200</td>
</tr>
<tr>
<td>Average Fare Price</td>
<td>7.60</td>
<td>8.00</td>
<td>8.00</td>
<td>8.40</td>
<td>8.40</td>
<td>8.82</td>
<td>8.82</td>
</tr>
<tr>
<td>Potential Operating Ratio</td>
<td>50%</td>
<td>56%</td>
<td>57%</td>
<td>60%</td>
<td>60%</td>
<td>62%</td>
<td>61%</td>
</tr>
</tbody>
</table>

### Use of Funds for Operations

- **Net Operating Expenses**: 23,751,395, 23,880,741, 23,572,164, 24,232,979, 24,959,968, 25,708,797, 26,480,030
- **Budgeted Operating Reserves**: 554,533, 0, 84,358, 269,465, 278,253, 287,332, 296,713 (17% reserve)
- **Insurance**: 4,200,000, 3,850,000, 4,350,000, 4,450,000, 4,600,000, 4,750,000, 4,850,000
- **Antrak**: 4,825,942, 4,840,000, 4,825,600, 5,018,624, 5,219,369, 5,428,144, 5,645,269
- **Contracted Train Operations**: 20,241,112, 15,060,000, 15,511,800, 15,977,154, 16,456,469, 16,950,163, 17,458,688
- **Maintenance of Equipment**: 5,871,000, 5,871,000, 6,047,130, 6,228,544, 6,415,400, 6,607,062, 6,806,098
- **Fuel**: 5,932,250, 5,310,000, 5,522,400, 5,743,296, 5,973,028, 6,211,949, 6,460,472
- **Track Lease Expense**: 15,202,520, 16,690,000, 17,050,000, 18,050,000, 19,770,000, 19,250,000, 20,310,000
- **Debt Service**: 6,714,870, 6,714,870, 6,714,870, 6,714,870, 6,714,870, 6,714,870, 6,714,870

**Total Operating Costs**: 81,579,601, 82,116,011, 83,943,321, 86,684,931, 89,387,356, 92,179,096, 95,022,075

### Sources of Funds For Operations

- **Fare Revenue**: 36,600,000, 38,860,000, 40,500,000, 44,000,000, 45,300,000, 48,400,000, 49,300,000
- **Interest Income**: 15,300, 20,000, 20,000, 20,000, 20,000, 20,000, 20,000
- **Other Income**: 405,000, 165,000, 165,000, 165,000, 165,000, 165,000, 165,000
- **Other**: 7,598,600, 1,070,000
- **State Operating Grant**: 10,300,000, 8,100,000, 9,343,000, 8,593,290, 8,851,089, 9,116,621, 9,390,120
- **Federal Grants**: 10,141,682, 10,848,500, 11,284,000, 11,732,500, 12,200,500, 12,688,000, 13,201,500
- **Total Operating Revenues**: 74,783,401, 69,124,851, 79,470,651, 74,806,941, 76,143,785, 80,430,318, 82,267,417

**Surplus/(Deficit) for Operations**: (6,796,200) (12,391,700) (13,472,670) (11,864,390) (12,952,570) (11,748,768) (12,754,658)

- **Local Subsidy**: 16,428,800, 16,428,800, 17,250,040, 17,250,040, 17,250,240, 17,250,240, 17,250,240

**Net subsidy available for capital match**: 9,632,600, 3,457,040, 3,777,570, 5,365,850, 4,297,670, 5,501,472, 4,496,562

### Use of Funds for Capital Program

- **Capital Cost Base Program**: 46,410,000, 46,315,000, 32,039,000, 30,009,000, 28,264,000, 26,465,000, 23,896,000
- **Total Capital Program Costs**: 46,410,000, 46,315,000, 32,039,000, 30,009,000, 28,264,000, 26,465,000, 23,896,000

### Sources of Funds for Capital Program

- **Federal Grants**: 0%
- **Federal funding**: 24,356,000, 23,362,200, 24,306,000, 22,602,400, 20,211,200, 18,796,000, 16,716,000
- **Federal funding - Track Access**: 65%
- **Local/Other Funds**: 945,000
- **Net local subsidy available for capital match**: 9,632,600, 3,457,040, 3,777,570, 5,365,850, 4,297,670, 5,501,472, 4,496,562

**Total Sources of Funding for Capital Program**: 46,410,001, 46,315,001, 32,048,771, 31,067,050, 29,793,060, 28,288,873, 26,822,783

**Add'l funds required to fund Operations and Capital**: 0 (0) 9,770 1,598,050 529,870 1,733,672 727,782

**Cumulative Total to Fully Fund Ops and Cap**: 0 (0) 9,770 1,598,050 2,137,689 3,871,361 4,590,143

**Note**: Capital Program does not include debt service
Debt and Financial Ratios

Strive to attain the following financial ratios over the course of the Six-Year Plan:

- Operating cost ratio higher than 50%
- Debt service as a percent of annual budget not greater than 20%
- Working capital reserves that are on average not less than 2 months of operating expenditures, with a goal of increasing to 3 months over a 10 year period
- Percent of pay-as-you-go financing equal to a minimum of 20% of the total funded portion of the capital program over the term of the capital program

<table>
<thead>
<tr>
<th>Description</th>
<th>FY16</th>
<th>FY17</th>
<th>FY18</th>
<th>FY19</th>
<th>FY20</th>
<th>FY21</th>
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</thead>
<tbody>
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<td>Operating cost ratio (cost recovery) higher than 50%</td>
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<td></td>
<td></td>
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<tr>
<td>Projected</td>
<td>56%</td>
<td>57%</td>
<td>60%</td>
<td>60%</td>
<td>62%</td>
<td>61%</td>
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<tr>
<td>Debt service limited to 20% of annual operating costs:</td>
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<tr>
<td>Total operating costs</td>
<td>82,116,611</td>
<td>83,943,321</td>
<td>86,664,931</td>
<td>89,387,356</td>
<td>92,179,086</td>
<td>95,022,075</td>
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<td>6,714,870</td>
<td>6,714,870</td>
<td>6,714,870</td>
<td>6,714,870</td>
<td>6,714,870</td>
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<tr>
<td>Existing debt service as a % of operating costs</td>
<td>8.2%</td>
<td>8.0%</td>
<td>7.7%</td>
<td>7.5%</td>
<td>7.3%</td>
<td>7.1%</td>
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<td>Working capital reserves not less than 2 months and goal of 3 months by 2023</td>
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<tr>
<td>Number of months</td>
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<td>2.5</td>
<td>2.5</td>
<td>2.4</td>
<td>2.4</td>
<td>2.4</td>
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<tr>
<td>PAYGO equal to a minimum of 20% of the funded portion of the CIP over the 6-year period:</td>
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<tr>
<td>Funded portion of CIP</td>
<td>46,315,000</td>
<td>32,039,000</td>
<td>30,009,000</td>
<td>28,264,000</td>
<td>26,495,000</td>
<td>23,890,000</td>
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<td>PAYGO %</td>
<td>100%</td>
<td>100%</td>
<td>100%</td>
<td>100%</td>
<td>100%</td>
<td>100%</td>
</tr>
</tbody>
</table>
Virginia Railway Express

Amended Fiscal Year 2015 Budget

December 19, 2014
Amended Budget Assumptions for FY 2015

☐ Revenue

- The state operating grant is decreased by $1.6M to reflect the lower grant award
- Decrease to federal funds of $2.3M and increase to state funds of $2.6M to reflect revision in federal/state funding for track access
- Decrease in fare revenue due to both postponement of the Fredericksburg line train ($238k) and reduction in the state participation for the Step-up subsidy ($120k) for a total of $358k

☐ Expenses

- Train Operations, Track Access, and Equipment Operations decreased by $1.4M due to revising the start date of the Fredericksburg line train
- Facilities increased by $550k due to office expansion (rental costs of additional office space plus improvements to the communications room)
- Safety and Security costs increased by $150k for Broad Run station foliage removal in accordance with the recommendation of the Threat and Vulnerability Assessment and for 24/7 security coverage at the train yards
- Decrease in Contingency by $450k
- Funding for FY 2016 additional positions added for three months in FY 2015 for a total cost of $82k, which is funded from contingency

☐ Capital Program

- Capital projects increased by $8k. Major revisions include:
  o Security cameras: $500k
  o Decrease of Project Development funds: $452k

☐ Use of FY 2014 Surplus

- $1.1M for expanding office space in Alexandria and security cameras for both stations and yards in the FY 2015 amended budget
- $945k for the local match for the nine expansion railcars in the FY 2016 budget
- $1.1M for programmed one-time expenses in FY 2016, primarily in Project Development
- $4.7M additional surplus to be contributed to the capital reserve
VRE Fiscal Year 2015 Proposed Amended Budget

<table>
<thead>
<tr>
<th>Revenue:</th>
<th>FY 2015 Budget</th>
<th>FY 2015 Amended</th>
<th>Changes</th>
</tr>
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<tbody>
<tr>
<td><strong>VRE - Non-Departmental</strong></td>
<td></td>
<td></td>
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<tr>
<td>Fare Revenue</td>
<td>36,900,000</td>
<td>36,662,000</td>
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<tr>
<td>Miscellaneous Revenue</td>
<td>165,000</td>
<td>165,000</td>
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<tr>
<td>Appropriation from Reserve</td>
<td>2,000,000</td>
<td>2,677,000</td>
<td>677,000</td>
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<tr>
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<td>16,428,800</td>
<td>16,428,800</td>
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<td>Other Revenue</td>
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<td>2,832,000</td>
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<td>State Operating Grant</td>
<td>10,300,000</td>
<td>8,700,000</td>
<td>(1,600,000)</td>
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<tr>
<td>Federal Grants - Operations and Debt</td>
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<td>13,489,542</td>
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<td>State Grants - Operations and Debt</td>
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<td>2,454,055</td>
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<td>Federal Grants - Capital Program</td>
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<td>State Grants - Capital Program</td>
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<td>13,558,200</td>
<td>1,136,800</td>
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<tr>
<td><strong>Total Revenue</strong></td>
<td>127,989,601</td>
<td>125,787,031</td>
<td>(1,202,570)</td>
</tr>
</tbody>
</table>

| Expenditures:                           |                |                 |             |
| **VRE - Non-Departmental**              |                |                 |             |
| Liability Insurance                     | 4,200,000      | 4,200,000       | -           |
| Operating Reserve/Contingency           | 1,936,152      | 1,324,082       | (612,070)   |
| Other                                   | 2,000,000      | 2,000,000       | -           |
| VRE-Financing-Administration Fees       | -              | -               | -           |
| **Total VRE - Non-Departmental**        | 8,136,152      | 7,524,082       | (612,070)   |

| Executive Management                    |                |                 |             |
| Salaries/Fringes                        | 506,000        | 506,000         | -           |
| Travel/Training/Employee Expenses       | 24,000         | 24,000          | -           |
| Board Member Expenses                   | 3,000          | 3,000           | -           |
| Legal/Audit                             | 75,000         | 75,000          | -           |
| Consulting/Professional/Other           | 279,000        | 279,000         | -           |
| **Total Executive Management**          | 887,000        | 887,000         | -           |

| Passenger Support Services              |                |                 |             |
| Salaries/Fringes                        | 277,000        | 277,000         | -           |
| Travel/Training/Employee Expenses       | 15,600         | 15,600          | -           |
| Communication/Other                     | 79,000         | 79,000          | -           |
| Office Administration Expenses          | 73,500         | 73,500          | -           |
| **Total Passenger Support Services**    | 445,100        | 445,100         | -           |

| Chief of Staff/Public Affairs           |                |                 |             |
| Salaries/Fringes                        | 372,000        | 372,000         | -           |
| Travel/Training/Employee Expenses       | 13,500         | 13,500          | -           |
| PR/Special Events/Consulting            | 55,500         | 55,500          | -           |
| **Total Chief of Staff/Public Affairs** | 441,000        | 441,000         | -           |

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### VRE Fiscal Year 2015 Proposed Amended Budget

<table>
<thead>
<tr>
<th>Category</th>
<th>FY 2015 Budget</th>
<th>FY 2015 Amended</th>
<th>Changes</th>
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<tr>
<td><strong>Marketing</strong></td>
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<tr>
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<td>153,000</td>
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<td>Production/Media/Promotion/Other</td>
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<td>Special Events/Other</td>
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<td><strong>Planning</strong></td>
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<td><strong>Operations and Communications</strong></td>
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<td>Salaries/Fringes</td>
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<td>Travel/Training/Employee Expenses</td>
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<td>Printing/Admin/Other</td>
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<td><strong>Budget and Finance</strong></td>
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<td>Salaries/Fringes</td>
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<td>Travel/Training/Employee Expenses</td>
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<td>Other Professional Services/Other Expenses</td>
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<td>Salaries/Fringes</td>
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<tr>
<td>Travel/Training/Employee Expenses</td>
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<td>Office/Other Professional Service</td>
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<td>Station Electricity/Utilities/Taxes</td>
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<td>Repairs and Maintenance</td>
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<td>4,242,000</td>
<td>547,000</td>
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</table>
### VRE Fiscal Year 2015 Proposed Amended Budget

<table>
<thead>
<tr>
<th></th>
<th>FY 2015 Budget</th>
<th>FY 2015 Amended</th>
<th>Changes</th>
</tr>
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<tbody>
<tr>
<td><strong>Purchasing and Contract Admin</strong></td>
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<td>Utilities</td>
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<td>Diesel Fuel</td>
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<tr>
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<tr>
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<td>Yard/Station Security</td>
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<td><strong>Total Safety and Security</strong></td>
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<td><strong>Total PRTC</strong></td>
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<tr>
<td><strong>NVTC</strong></td>
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<tr>
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<td>80,000</td>
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<td><strong>Total NVTC</strong></td>
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<tr>
<td><strong>Train Operations/Maint of Equipment</strong></td>
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</tr>
<tr>
<td>Contract Operations and Maintenance</td>
<td>20,241,112</td>
<td>20,029,362</td>
<td>(211,750)</td>
</tr>
<tr>
<td><strong>Total Keolis</strong></td>
<td>20,241,112</td>
<td>20,029,362</td>
<td>(211,750)</td>
</tr>
<tr>
<td><strong>Amtrak</strong></td>
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</tr>
<tr>
<td>Contract Operations and Maintenance</td>
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<tr>
<td><strong>Total Amtrak</strong></td>
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<tr>
<td><strong>Amtrak Access Fees</strong></td>
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</tr>
<tr>
<td>Access Fees</td>
<td>6,000,000</td>
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<td>(72,000)</td>
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<tr>
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<td>(72,000)</td>
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<td><strong>Norfolk Southern</strong></td>
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<tr>
<td>Access Fees</td>
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<td>-</td>
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<tr>
<td>Contract Operations and Maintenance</td>
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<tr>
<td><strong>Total Norfolk Southern</strong></td>
<td>3,210,000</td>
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</tbody>
</table>
VRE Fiscal Year 2015 Proposed Amended Budget

<table>
<thead>
<tr>
<th></th>
<th>FY 2015 Budget</th>
<th>FY 2015 Amended</th>
<th>Changes</th>
</tr>
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<td>CSXT</td>
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<tr>
<td>Access Fees</td>
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<tr>
<td>Contract Operations and Maintenance</td>
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<td>CIP Expenditures</td>
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<td>Allowance for Doubtful Accounts</td>
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<tr>
<td>Total Expenditures</td>
<td>127,989,601</td>
<td>126,787,031</td>
<td>(1,202,570)</td>
</tr>
</tbody>
</table>
To: Chairman Milde and the VRE Operations Board

From: Doug Allen

Date: December 19, 2014

Re: Closed Session

Pursuant to the Virginia Freedom of Information Act (Sections 2.2-3711.A (7) and (29) of the Code of Virginia), I move that the VRE Operations Board convene a closed meeting for the purpose of discussing one matter requiring consultation with legal counsel concerning the requirements of the Virginia Public Procurement Act, and discussion of the award of a public contract involving the expenditure of public funds,

Moved

Seconded

Vote __ Unanimous

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 the Freedom of Information Act 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.

Moved

Seconded

Vote __ Unanimous