MINUTES

VRE Operations Board Meeting
PTRC Headquarters – Prince William County, Virginia
March 21, 2014

**Members Present**

<table>
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<tr>
<th>Name</th>
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<tr>
<td>Sharon Bulova (NVTC)</td>
<td>Fairfax County</td>
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<tr>
<td>Maureen Caddigan (PTRC)</td>
<td>Prince William County</td>
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<td>John Cook (NVTC)</td>
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<td>Wally Covington (PTRC)*</td>
<td>Prince William County</td>
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<td>John D. Jenkins (PTRC)</td>
<td>Prince William County</td>
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<td>Matt Kelly (PTRC)</td>
<td>City of Fredericksburg</td>
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<td>Paul Milde (PTRC)</td>
<td>Stafford County</td>
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<td>Jennifer Mitchell</td>
<td>DRPT</td>
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<td>Suhas Naddoni (PTRC)</td>
<td>City of Manassas Park</td>
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<td>Paul Smedberg (NVTC)</td>
<td>City of Alexandria</td>
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<td>J. Walter Tejada (NVTC)*</td>
<td>Arlington County</td>
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**Members Absent**

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<tr>
<td>Gary Skinner (PTRC)</td>
<td>Spotsylvania County</td>
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<td>Bob Thomas (PTRC)</td>
<td>Stafford County</td>
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<td>Jonathan Way (PTRC)</td>
<td>City of Manassas</td>
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**Alternates Present**

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<tr>
<td>Paul Trampe (PTRC)</td>
<td>Spotsylvania County</td>
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<td>Marc Aveni (PTRC)</td>
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<td>Meg Bohmke (PTRC)</td>
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<td>Brad Ellis (PTRC)</td>
<td>City of Fredericksburg</td>
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<td>Jay Fisette (NVTC)</td>
<td>Arlington County</td>
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<td>Frank C. Jones (PTRC)</td>
<td>City of Manassas Park</td>
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<td>Tim Lovain (NVTC)</td>
<td>City of Alexandria</td>
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<td>Michael C. May (PTRC)</td>
<td>Prince William County</td>
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<td>Jeff McKay (NVTC)</td>
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<td>Martin E. Nohe (PTRC)</td>
<td>Prince William County</td>
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<td>Kevin Page</td>
<td>DRPT</td>
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**Staff and General Public**

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<tr>
<td>Doug Allen – VRE</td>
<td>Ann King – VRE</td>
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<td>Anthony Ayala – VRE</td>
<td>Bryan Jungwirth – VRE</td>
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<td>Donna Boxer – VRE</td>
<td>Mike Lake – Fairfax County</td>
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<td>Nancy Collins – Stafford County</td>
<td>Lezlie Lamb – VRE</td>
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<td>Kelley Coyner – NVTC staff</td>
<td>Bob Leibbrandt – Prince William County</td>
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<tr>
<td>Rich Dalton – VRE</td>
<td>Steve MacIasac – VRE counsel</td>
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<td>Patrick Durany - Prince William County</td>
<td>Betsy Massie – PRTC staff</td>
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<td>Arnold Gilbo – Keolis</td>
<td>Dick Peacock – Citizen</td>
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<td>Rhonda Gilchrest – NVTC staff</td>
<td>Aimee Perron Seibert –The Hillbridge Group</td>
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<td>Al Harf – PRTC staff</td>
<td>Lynn Rivers – Arlington County</td>
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<td>Chris Henry – VRE</td>
<td>Scott Schenk – Free Lance Star</td>
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<td>Tom Hickey – VRE</td>
<td>Brett Shorter – VRE</td>
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<td>Gerri Hill – VRE</td>
<td>Alex Sugatan – VRE</td>
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<td>Pierre Holloman – Alexandria</td>
<td>Joe Swartz – VRE</td>
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* Delineates arrival following the commencement of the Board meeting. Notation of exact arrival time is included in the body of the minutes.
Chairman Milde called the meeting to order at 9:33 A.M. Following the Pledge of Allegiance, Roll Call was taken.

Approval of the Agenda – 3

The amended agenda removed the following two items: #8D “Authorization to Execute a Force Account Agreement with CSX for the Lorton Station Platform Extension Project” and #8F “Authorization to Execute a Force Account Agreement with CSX for the L’Enfant Storage Track Project.”

Mr. Kelly moved, with a second by Ms. Bulova, to approve the amended agenda. The vote in favor was cast by Board Members Bulova, Caddigan, Cook, Jenkins, Kelly, Milde, Mitchell, Naddoni, Smedberg and Trampe.

Approval of the Minutes of the January 17, 2014 Operations Board Meeting – 4

Ms. Bulova moved approval of the minutes and Ms. Caddigan seconded. The vote in favor was cast by Board Members Bulova, Caddigan, Cook, Jenkins, Kelly, Milde, Mitchell and Smedberg. Mr. Naddoni and Dr. Trampe abstained.

Chairman’s Comments – 6

Chairman Milde reported that VRE’s Legislative Reception in Richmond was very successful with Governor McAuliffe attending and pledging his support for VRE and transit in general.

Chairman Milde reported that the Joint Audit Committee (JAC) held a meeting prior to this meeting. He asked Mr. Cook, who serves as committee chair, to give a status report. Mr. Cook stated that today’s meeting focused on the Commissions’ work on the Management Audit. Mr. Harf and Ms. Coyner are serving as the Selection Committee and will recommend a contract award soon. Since the Management Audit is a Commission Audit, the contract award will go directly to the Commissions for approval. If any VRE Board Members have any questions or concerns, please contact a JAC member. Mr. Cook explained that the Selection Committee is working hard to get a contract in place so the audit can begin this summer. It is anticipated that the work will take six months. Once the contract has been awarded the Joint Audit Committee will meet with the contractor at the end of April, followed by meetings with VRE Board Members during the month of May.

Chairman Milde stated that there has been some discussion of changing the VRE meeting schedule since it is difficult to reach quorum in August, which is what happened last year and the meeting had to be cancelled. The recommendation is to hold a Board Meeting in July and not in August. In accordance with the VRE By-Laws, this change can be accomplished by a resolution passed by the Operations Board. Ms. Bulova and Mr. Cook both expressed their support for the meeting schedule change. A copy of Resolution #CC-03-2014 was distributed among Board Members, which added a July 2014 meeting and cancelled the August 2014 meeting.
Mr. Cook moved, with a second by Ms. Caddigan, to approve the resolution. The vote in favor was cast by Board Members Bulova, Caddigan, Cook, Jenkins, Kelly, Milde, Mitchell, Naddoni, Smedberg and Trampe.

[Mr. Covington arrived at 9:36 A.M.]

Chief Executive Officer’s Report – 7

Mr. Allen introduced two new staff members: Tom Hickey, Chief Development Officer, and Bryan Jungwirth, Director of Public Affairs and Government Relations.

Mr. Allen explained that VRE continues to focus on improving safety. Following several incidents at Metro North, the Federal Railroad Administration (FRA) has released a report following an in-depth review of Metro North operations and safety. The report is referred to as a “Deep Dive” and includes a number of recommendations. FRA has distributed it to all commuter railroads. VRE staff has reviewed the report and held discussions with its host railroads and Keolis to make sure they are also reviewing the recommendations and evaluating VRE Operations. Mr. Allen stated that it is important for VRE to avoid complacency and continue to run a safe operation. On April 14th the FRA Administrator will hold a briefing in New York with commuter rail Chief Executive Officers and Chief Operating Officers. Mr. Allen and Mr. Dalton plan on attending.

Mr. Allen reported that on-time performance (OTP) for the month of February was in the mid-90 percent range and ridership reached between 19,000-20,000 daily trips. There have been 33 weather related events compared to five events last year. VRE suspended service on two days (February 13 and March 3) and has had several “S” schedule days with limited service. The budget for snow removal has been depleted, although VRE has identified some contingency funding.

Mr. Allen stated that VRE staff continues to work with DRPT staff to identify potential funding sources to advance VRE’s System Plan, including funding for the second platforms on the CSX line in exchange for CSX agreement to allow the Potomac Shores Station to be built. VRE is also working with DRPT on the multi-year agreements for the track access fees, which will be presented to the Commonwealth Transportation Board for approval in the Six-Year Improvement Plan (SYIP).

Mr. Allen also reported that Jennifer Mitchell and Kelley Coyner were given a system tour where they visited Union Station, the Ivy City Storage Yard and traveled by train down the Fredericksburg line. Ms. Mitchell stated that it was a great opportunity to see some of the projects (i.e. platform extensions) that are part of the SYIP and to see the entire corridor. Mr. Allen invited Board Members who are interested in receiving a similar tour to contact staff.
Mr. Allen announced that the annual Meet the Management events will kick-off on April 30th and run through mid-June. Mr. Smedberg stated that he participated last year and he found it was helpful to hear directly from the riders. It personally gave him a whole new perspective of VRE. He encouraged other Board Members to participate in this year's events.

Mr. Allen also reported that VRE staff has been working with Transportation Planning Board (TPB) staff to include the VRE System Plan in the draft Constrained Long Range Plan. The CLRP will be going out for a 30-day public comment period.

Mr. Smedberg stated that he is impressed with the development of the CEO Report.

[Mr. Tejada arrived at 9:49 A.M.]

VRE Riders’ and Public Comment – 8

Dick Peacock expressed his support for the Alexandria King Street Pedestrian Tunnel and encouraged the Board to approve the action requested for Agenda Item #8E. He observed that the project includes upgrading the eastern VRE/Amtrak platform but noted that the westbound platform is also in need of improvements and encouraged VRE to include it in the work now to save time and money. Mr. Peacock discussed ideas for posting signs to make bus connections easier for passengers, which will create more connectivity between transit services. He stated that he understands that funding is an issue, but the Long Bridge project is worthwhile. Mr. Peacock asked if VRE’s advertising revenue has increased over the past year. Mr. Allen replied that advertising revenue over the last year was approximately $128,000. The new contract, which action is being requested later in the agenda, is expected to bring in $150,000 in revenue for the next year.

Authorization to Execute an Amended Operating Access Agreement with Norfolk Southern – 8A

Mr. Allen explained that Resolution #8A-03-2014 would recommend that the Commissions authorize him to execute an amended Operating Access Agreement with Norfolk Southern Corporation for track access with a retroactive effective date of July 1, 2013.

Mr. Allen stated that the original Operating Access agreement in 1989 has been amended and extended numerous times with the major issue over the level of liability coverage. He then reviewed some of the terms of the new agreement. The current level of liability coverage of $250 million will be maintained. The agreement will have a five-year term with an additional five-year option, which can be exercised if both parties can agree to renew the agreement if no material changes are necessary. The escalation rate will now be based on the American Association of Railroad (AAR) index. The agreement now also clearly defines deadhead trains, which will allow VRE to reposition equipment by coupling two consists together if necessary without additional charges. Norfolk Southern
representatives have also required the effective date of the new agreement become retroactive to July 1, 2013.

In response to a question from Ms. Bulova, Mr. Dalton explained that since 2005 the fees have kept at an annual escalation rate of four percent. The rates will remain the same with the new agreement and are comparable to the rates VRE pays CSX. Chairman Milde noted that for FY 2015 the rate will not go up that high. Mr. Allen explained that based on the AAR index for FY 2015 the rate will only increase by 0.1 percent. Mr. Smedberg asked if the AAR index is generally accepted by the commuter rail industry and if there is a cap limit. Mr. Allen explained that it is industry standard and there is no cap on the index but there should not be much fluctuation and should be gradual since the index is tied more directly to costs of maintaining the rail infrastructure. Mr. Dalton stated the AAR index has been used in VRE’s Amtrak Operating Agreement for years.

Mr. Cook asked if VRE has thought to seek sovereign immunity as local governments can do in regards to the liability coverage. Mr. MacIsaac explained that the Commissions are subject to the Tort Claims Act so there is a cap on the Commissions’ liability. The liability coverage in this agreement is to indemnify Norfolk Southern.

Ms. Bulova moved, with a second by Mr. Smedberg, to approve Resolution #8A-03-2014. The vote in favor was cast by Board Members Bulova, Caddigan, Cook, Covington, Jenkins, Kelly, Milde, Mitchell, Naddoni, Smedberg, Tejada and Trampe.

Authorization to Award a Contract for Construction of the Lorton Station Platform Extension Project – 8B

Mr. Allen stated that Resolution #8B-03-2014 would authorize him to execute a contract with Hammerhead Construction of Dulles, Virginia for the construction of the Lorton Station Platform Extension project in an amount of $901,800, plus a ten percent contingency of $90,180, for a total amount not to exceed $991,980. Resolution #8B-03-2014 would accomplish this. Mr. Allen also stated that VRE has used this contractor in the past and they do good work.

Ms. Bulova moved, with a second by Ms. Caddigan, to approve the resolution. The vote in favor was cast by Board Members Bulova, Caddigan, Cook, Covington, Jenkins, Kelly, Milde, Mitchell, Naddoni, Smedberg, Tejada and Trampe.

Authorization to Execute an Agreement for Utility Relocation Work for the Lorton Station Platform Extension Project – 8C

Mr. Allen reported that Resolution #8C-03-2014 would authorize him to execute a utility relocation agreement with CenturyLink for the Lorton Station Platform Extension project in an amount of $60,604, plus a 10 percent contingency of $6,060, for a total amount not to
exceed $66,664. Funding for this project is included in VRE’s Capital Improvement Program as part of the Lorton Station Expansion project.

Ms. Bulova moved, with a second by Ms. Caddigan, to approve Resolution #8C-03-2014. The vote in favor was cast by Board Members Bulova, Caddigan, Cook, Covington, Jenkins, Kelly, Milde, Mitchell, Naddoni, Smedberg, Tejada and Trampe.

Authorization to Execute a Force Account Agreement with CSX Transportation for the Alexandria King Street Pedestrian Tunnel Project – 8E

Mr. Allen stated that the Operations Board is being asked to authorize him to execute a force account agreement with CSX Transportation for the Alexandria King Street Pedestrian Tunnel project in an amount of $227,091, plus a ten percent contingency of $22,709, for a total amount not to exceed $249,800. Resolution #8E-03-2014 would accomplish this. Mr. Allen explained that this action will allow CSX Transportation to provide engineering and design review services as well as flagging services during the environmental field work. This effort is necessary to refine the engineering and project cost estimates.

Mr. Smedberg moved, with a second by Ms. Bulova, to approve Resolution #8E-03-2014. The vote in favor was cast by Board Members Bulova, Caddigan, Cook, Covington, Jenkins, Kelly, Milde, Mitchell, Naddoni, Smedberg, Tejada and Trampe.

Mr. Smedberg thanked staff from VRE, the City of Alexandria and DRPT for their work on this project.

Authorization to Execute a Contract for Advertising Sales Revenue – 8G

Mr. Allen stated that Resolution #8G-03-2014 would authorize him to award a contract for five base years with four renewable one-year options to CBS Outdoor Advertising of New York for the sale of advertising space on VRE trains and platforms. He explained that VRE currently has a contract with CBS Outdoor which will expire on December 31, 2014. This original procurement was issued by WMATA in 2010 with PRTC and VRE as optional parties to that contract.

Mr. Allen further explained that WMATA issued a new advertising procurement in October 2013. Following a competitive procurement process, WMATA’s General Manager approved the new contract award to CBS Outdoor again. It is estimated that VRE’s revenue will increase to $150,000 for the first year. Currently, VRE earns about $128,000 per year generated by sale of advertising on platforms and trains.

Mr. Tejada asked about who controls the ads and the messages. Mr. Jungwirth explained that VRE has an advertising policy and has control of content. Mr. Cook asked Mr. MacIsaac if there has been a legal review of VRE’s policy to make sure it’s not too restrictive under
the First Amendment. Mr. MacIsaac responded that it is always subject to a potential challenge and WMATA certainly has had a number of them. VRE is operating under WMATA’s policy so VRE does not have extraordinary veto power and has to take the good with the bad. That is one of the potential downsides. Mr. Cook observed that VRE is ultimately responsible. He encouraged legal counsel to look at it closely. Chairman Milde stated that it would be better if VRE had more control. Ms. Bulova noted that it is a trade off for the revenue it generates.

Ms. Bulova moved, with a second by Mr. Naddoni, to approve Resolution #8G-03-2014. The vote in favor was cast by Board Members Bulova, Caddigan, Cook, Covington, Jenkins, Kelly, Milde, Mitchell, Naddoni, Smedberg, Tejada and Trampe.

**Authorization to Award a GEC VI Task Order for Project Management Services – 8H**

Mr. Allen reported that the VRE Operations Board is being asked to authorize him to execute a contract with STV/Ralph Whitehead Associates of Douglasville, PA for Project Management Services in the amount of $167,000, plus a ten percent contingency of $16,700, for a total amount not to exceed $183,700. Resolution #8H-03-2014 would accomplish this.

The VRE Development Department is currently managing 28 design and construction projects requiring engineering expertise and that volume is expected to increase in upcoming months. There are currently two Project Manager vacancies in the department. Up to two temporary Project Managers are recommended in order to avoid delay to ongoing projects as well as to advance new projects coming on-line without interruption.

In response to a question from Mr. Smedberg, Mr. Allen explained that recruitment efforts are underway to fill these vacancies and hopefully these positions will be filled in a few months. This action will help keep projects moving forward and is a short-term solution.

Chairman Milde noted that this is budget neutral. He asked why two of the five GEC VI contractors were not solicited for this task order. Mr. Allen explained those two contractors are performing the work and cannot provide oversight on themselves.

Mr. Jenkins moved, with a second by Ms. Bulova, to approve Resolution #8H-03-2014. The vote in favor was cast by Board Members Bulova, Caddigan, Cook, Covington, Jenkins, Kelly, Milde, Mitchell, Naddoni, Smedberg, Tejada and Trampe.

**Recommendation that the Commissions Authorize Execution of NVTA Project Agreements – 8I**

Mr. Allen stated that the VRE Operations Board is being asked to recommend that the Commissions authorize him to execute the project agreements for the VRE projects
included in the first round of NVTA approved projects. Resolution #8I-03-2014 would accomplish this.

Mr. Allen reported that in 2013 NVTA approved its initial FY 2014 program of highway and transit projects. Four VRE projects totaling $30,500,000 were selected for funding; fleet expansion (nine additional coaches), Lorton station second platform, Alexandra station pedestrian tunnel and platform improvements, and Gainesville-Haymarket expansion study. At this time VRE is not advancing the funding for NVTA funding for the coaches, since VRE has developed another funding plan for this procurement.

Mr. Smedberg moved, with a second by Ms. Bulova, to approve Resolution #8I-03-2014. The vote in favor was cast by Board Members Bulova, Caddigan, Cook, Covington, Jenkins, Kelly, Milde, Mitchell, Naddoni, Smedberg, Tejada and Trampe.

Ms. Bulova thanked VRE and jurisdictional staff, as well as legal counsel, for finding ways to use NVTA funding for VRE projects, since there are legislative restrictions on how the funds can be used. On behalf of the jurisdictions not part of NVTA, Chairman Milde thanked NVTA for funding these projects, which will improve VRE service.

Legislative Update – 9A

Mr. Jungwirth reported that the Federal commuter benefit was reduced from $245 to $130 per month when the Tax Relief Act expired earlier this year. However, the parking benefit remains at $250 per month. He stated that Chairman Milde sent a letter on behalf of the VRE Operations Board to the Congressional Delegation requesting passage of legislation to establish permanent parity between the parking and transit portions of the commuter benefit. Legislation to establish parity has been introduced in both the Senate (S1116) and the House of Representatives (HR2288). A parity provision could also be included in other tax related legislation such as a tax extenders bill.

Mr. Jungwirth gave an overview of the Administration’s plan regarding the Reauthorization of the Federal Surface Transportation Program which includes a 70 percent boost for transit ($72 billion) over four years, $19 billion for rail programs and $9 billion in competitive funding--$5 billion for the TIGER program and $4 billion in “competitively awarded funding over four years to incentivize innovation and local policy reforms to encourage better performance, productivity, and cost-effectiveness in our transportation systems.” The real question is how this is paid for since the Highway Trust Fund and its mass transit account will run out of funding soon. Tax reform is being considered. He predicted that it will be difficult to obtain federal funding in the future.

On the state legislative level, Mr. Jungwirth reported that HB2, which will require a statewide prioritization process for project selection for highway systems funds allocated by the Commonwealth Transportation Board (CTB), was passed by both houses and is awaiting the Governor’s signature. This bill does not apply to transit funding. He also reported that HB 957 is also awaiting the Governor’s signature. This legislation sponsored
by Delegate Eileen Filler-Corn, originally sought repeal of HB 2152 (weighted voting) but now with substitute language delays the effective date of HB 2152.

Ms. Aimee Perron Siebert of The Hillbridge Group, VRE’s legislative consultant, reported that the General Assembly adjourned on March 7th without passing a budget bill. Governor McAuliffe has called a Special Session on the budget to convene on March 24th. The budget amendment, introduced by Senator Colgan, to provide $2 million in VRE project development funding to identify current and future VRE core capacity issues remains subject to future budget negotiations. The funding request was in the Senate version of the Caboose budget bill but is not in the House version. It is her understanding similar bills will be presented for a vote on March 24th but the VRE piece will not be included because that provision will be moved into the biennial budget bill. After three days, it will go to conference. She will continue to monitor this.

Chairman Milde stated that it does not appear that there is support for the weighted vote issue to be completely repealed so VRE needs to decide what, if any, action it should take. Ms. Bulova suggested scheduling time for a discussion and asked Mr. Allen to work with Mr. MacIsaac, Mr. Harf and Ms. Coyner to look at the pros and cons associated with the different options. There is concern about opening up the Master Agreement. Chairman Milde suggested conducting a Closed Session at next month’s meeting.

Ms. Bulova asked if state law trumps the Master Agreement. Mr. MacIsaac explained that VRE must comply with the weighted voting when the legislation goes into effect and advised that the Master Agreement should be amended to comply with state law. If the Board wishes to seek legislative options during the next General Assembly Session, the Board should begin discussions by next October or November.

Mr. Cook stated that he would like to see the proposed options in writing. He also suggested that VRE consult jurisdictional legal counsel to see if there would be any legal challenges at the jurisdictional level, which could impact any VRE vote.

Mr. MacIsaac stated that it would be helpful for VRE to sit down with DRPT staff to hear their intentions. He can begin discussions with his jurisdictional colleagues. The big question is if some jurisdictions will reconsider signing the Master Agreement when it is amended. Ms. Mitchell stated that DRPT’s goal is to minimize any disruption to the Master Agreement. She would also like to see how the weighted vote is calculated on the basis of funding. There may be some interpretations that are more reasonable than others if the legislation cannot be changed in the next General Assembly Session.

Mr. Kelly agreed that it will be important to get unanimous votes by all the jurisdictions to approve any Master Agreement amendment. Mr. Covington stated that if the Master Agreement needs to be amended, then it would be a good opportunity to look at the whole Master Agreement and determine if there are any changes needed in light of the McAuliffe Administration’s vision of mass transit in Virginia. Ms. Bulova observed that it will be complicated enough to discuss the weighted voting issue and expressed concern about opening up other issues. Mr. Cook stated that there may be broader discussions that are
needed especially in light of the upcoming Management Audit. Chairman Milde expressed his opinion that the nature of the state funding contribution be reviewed as part of this implementation.

TIGER Grant for Long Bridge Expansion – 9B

Mr. Allen reported that the VRE System Plan identified expansion of railroad capacity in the Long Bridge corridor between the VRE Alexandria station and L’Enfant station, including expansion of the bridge across the Potomac River. The District of Columbia Department of Transportation (DDOT) has been advancing the Long Bridge Study, a comprehensive study of existing two-track bridge and identification of long-term improvements to expand the capacity of the bridge for commuter rail, intercity passenger rail, freight and other multi-modal uses. The study is expected to be completed in the next several months. The next step in planning for the expansion of the bridge is NEPA analysis and refinement of the bridge concepts developed in the current DDOT study.

Mr. Allen stated that VRE staff recently met with DDOT staff to discuss partnership on the submission of a FY 2014 TIGER planning grant application to continue the planning for the Long Bridge expansion. Input and concurrence is sought from the VRE Operations Board. Should VRE partner with DDOT, a memorandum of understanding (MOU) or similar document will be developed to formalize VRE’s relationship with DDOT on the TIGER grant application and resulting study, if the grant application is successful. The MOU will be brought to the VRE Operations Board for authorization.

Mr. Allen stated that the Long Bridge is important to VRE since VRE operates the most trains across the bridge and it is a key component of the VRE system and any expansion.

Mr. Jenkins asked who owns the Long Bridge and how much influence would VRE have to use it unimpeded. Mr. Allen replied that CSX owns the bridge. Part of the study will also look at a potential second bridge. It is hoped CSX will be involved in the discussions. Mr. Jenkins expressed his support but would like to see VRE have some control over the end result.

Mr. Smedberg asked if there are any legal considerations in terms of entering into an agreement with DDOT given it is an out of state entity. Mr. MacIsaac replied that the Commissions are authorized to operate outside of state territory.

Mr. Smedberg asked about VRE staff commitment for this project. Mr. Allen responded that Tom Hickey will take a major role and Christine Hoeffner will have a support role. Mr. Harf noted that TIGER grant applications are due April 28th, an asked if the Operations Board will be asked to authorize the grant application. Mr. Allen stated that the applications will be submitted by DDOT. Authorization from the Operations Board will be needed to enter into an agreement with DDOT to fund VRE’s share. Mr. Harf asked if Commission support will be needed. Mr. MacIsaac stated that staff hasn’t gotten to that level of detail to know if the funding level will require Commission approval.
Mr. Tejada encouraged VRE to be cautious and supportive of this regional project. Building infrastructure takes time so it is good to proceed with the study as VRE looks for ways to increase capacity. If there is multi-modal usage on the Long Bridge, he hopes it can be used to connect the trolley systems between District of Columbia and Arlington. Having access for pedestrians and bicycles is also important.

Mr. Covington left the meeting at 10:52 A.M. and did not return.

**Closed Session – 10**

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

Pursuant to the Virginia Freedom of Information Act (Sections 2.2-3711A (6) (7) and (29) of the Code of Virginia); the VRE Operations Board authorizes a Closed Session for the purpose of discussing one matter involving the expenditure of public funds where competition and bargaining is involved and where discussion in public would adversely affect VRE’s financial interests and its bargaining position and negotiating strategy; and for consultation with legal counsel concerning the award of a contract for mobile ticketing.

The vote in favor was cast by Board Members Bulova, Caddigan, Cook, Jenkins, Kelly, Milde, Mitchell, Naddoni, Smedberg, Tejada and Trampe.

The Board entered into Closed Session at 10:53 A.M. and returned to Open Session at 11:45 A.M.

Mr. Cook moved, with a second by Mr. Kelly, the following certification:

The VRE Operations Board certifies that, to the best of each member’s knowledge and with no individual member dissenting, at the just concluded Closed Session:

1. Only public business matters lawfully exempted from open meeting requirements under Chapter 37, Title 2.2 of the Code of Virginia were discussed; and

2. Only such public business matters as were identified in the motion by which the Closed Session was convened were heard, discussed or considered.

The vote in favor was cast by Board Members Bulova, Caddigan, Cook, Jenkins, Kelly, Milde, Mitchell, Naddoni, Smedberg, Tejada and Trampe.
Operations Board Members’ Time – 11

Mr. Kelly stated that he received another inquiry from two members of the Caroline County Board of Supervisors in regards to the status of the County joining VRE. In was his understanding that VRE was going to send a letter to the County conveying that expansion south is not in the VRE System Plan. Mr. Allen stated that he will follow-up on this.

Mr. Jenkins congratulated staff on the format and professional presentation of the VRE CEO Report. He asked if VRE is sharing it with jurisdictional staff. Mr. Allen stated that they will also share it with NVTC and PRTC Commissioners. Mr. Jenkins suggested VRE staff work with the jurisdictional economic development staff to find ways to give VRE more exposure.

[Ms. Caddigan left the meeting at 11:46 A.M. and did not return.]

Dr. Trampe announced that negotiations with the landlord for the parking lot at the Spotsylvania Station seem to be concluding and should be finalized soon. This will open the way for construction to begin.

Adjournment

Without objection, Chairman Milde adjourned the meeting at 11:47 A.M.

Approved this 18th day of April, 2014.

_____________________________
Paul Milde
Chairman

_____________________________
Gary Skinner
Secretary
CERTIFICATION

This certification hereby acknowledges that the minutes for the March 21, 2014 Virginia Railway Express Operations Board Meeting have been recorded to the best of my ability.

Rhonda Gilchrest
Virginia Railway Express
Operations Board

Resolution
CC-03-2014

2014 VRE Operations Board Meeting Schedule Change

WHEREAS, per the Bylaws of the VRE Operations Board, meetings are held the third Friday of each month except July; and,

WHEREAS, VRE Operations Board Members’ jurisdictions do not typically meet in the month of August; and

WHEREAS, achieving a quorum for VRE Operations Board action in the month of August is not always possible; and,

WHEREAS, the potential exists for a detrimental postponement of VRE business throughout the months of July and August; and,

WHEREAS, the Bylaws of the VRE Operations Board state “The Operations Board may change the date, time or place of any regular meeting to another, when such meeting conflict with any holiday, or any such change is otherwise deemed necessary by the Operations Board”; and,

WHEREAS, the Bylaws of the VRE Operations Board further state “Such changes to, deletion of, or addition of a regular meeting may be accomplished by adoption of a resolution changing, deleting or establishing a regular meeting date”.

NOW, THEREFORE, BE IT RESOLVED THAT, the VRE Operations Board does hereby establish a regular meeting to be held on July 18, 2014.

BE IT FURTHER RESOLVED THAT, the VRE Operations Board does hereby delete the regular meeting that was to be held on August 15, 2014.

Approved this 21st day of March 2014

[Signature]
Paul Milde
Chairman

[Signature]
Gary Skinner
Secretary
Virginia Railway Express
Operations Board

Resolution
8A-03-2014

Authorization to Execute an Amended Operating
Access Agreement with Norfolk Southern

WHEREAS, the Commission currently have an amended Operating Access Agreement with Norfolk Southern Corporation with Commission authority to extend through July 31, 2014; and,

WHEREAS, following detailed negotiations with Norfolk Southern Corporation representatives an agreement has been reached for a new amended and restated Operating Access Agreement; and,

WHEREAS, the new Agreement allows for renewal after 5 years if no major changes are necessary to the existing Agreement; and,

WHEREAS, escalation of the base payment and train mile fees are now based on the AAR index adjusted annually; and,

WHEREAS, funding for the Norfolk Southern track access fees has been included in the FY 2014 and FY 2015 budgets, including an estimated annual escalation of 4%.

WHEREAS, funding for additional fiscal years will be included in the annual budgets submitted for approval to the VRE Operations Board and Commissions.

NOW, THEREFORE, BE IT RESOLVED THAT, The VRE Operations Board is being asked to recommend that the Commissions authorize the Chief Executive Officer to execute an amended Operating Access Agreement with Norfolk Southern Corporation for track access with an effective date of July 1, 2013.

Approved this 21st day of March 2014

[Signature]
Paul Milde
Chairman

[Signature]
Gary Skinner
Secretary
Virginia Railway Express
Operations Board

Resolution
8B-03-2014

Authorization to Award a Contract for Construction of the
Lorton Station Platform Extension Project

WHEREAS, due to current ridership demand along with future growth projections, VRE and Fairfax County have initiated a platform extension and second platform project at the Lorton VRE station; and,

WHEREAS, this project will accommodate ridership growth as well as provide flexibility for railroad operations; and,

WHEREAS, the plans were finalized and issued for bidding on January 8, 2014; and,

WHEREAS, award of a construction contract is required in order to begin construction of the platform extension project.

NOW, THEREFORE, BE IT RESOLVED THAT, the VRE Operations Board does hereby authorize the Chief Executive Officer to execute a contract with Hammerhead Construction for the construction of the Lorton Station Platform Extension project in an amount of $901,800, plus a 10% contingency of $90,180 for a total amount not to exceed $991,980.

Approved this 21st day of March 2014

Paul Milde
Chairman

Gary Skinner
Secretary
Virginia Railway Express
Operations Board

Resolution
8C-03-2014

Authorization to Execute an Agreement for Utility Relocation Work for the Lorton Station Platform Extension Project

WHEREAS, due to current ridership demand along with future growth projections, VRE and Fairfax County have initiated a platform extension and second platform project at the Lorton VRE station; and,

WHEREAS, this project will accommodate ridership growth as well as provide flexibility for railroad operations; and,

WHEREAS, the plans were issued for bidding in January of 2014 and bids were received in March of 2014; and,

WHEREAS, the platform extension project requires the relocation of communications utilities; and,

WHEREAS, this authorization will allow CenturyLink to relocate their communications facilities presently in conflict with the proposed platform extension.

NOW, THEREFORE, BE IT RESOLVED THAT, the VRE Operations Board does hereby authorize the Chief Executive Officer to execute a utility relocation agreement with CenturyLink for the Lorton Station Platform Extension project in an amount of $60,604, plus a 10% contingency of $6,060, for a total amount not to exceed $66,664.

Approved this 21st day of March 2014

Paul Milde
Chairman

Gary Skinner
Secretary
Virginia Railway Express
Operations Board

Resolution
8E-03-2014

Authorization to Execute a Force Account Agreement with CSX for the Alexandria King Street Pedestrian Tunnel Project

WHEREAS, VRE sought and received funding from the Virginia Department of Transportation and Northern Virginia Transportation Authority for design and construction of the King Street Station pedestrian tunnel project; and,

WHEREAS, the project will improve ADA access, eliminate the at-grade track crossing, upgrade the eastern VRE/Amtrak platform, and improve capacity and operational flexibility; and,

WHEREAS, on May 18, 2012, the Operations Board approved the issuance of a task order for a feasibility study and the study was completed in January of 2013; and,

WHEREAS, on December 20, 2013, the Operations Board approved the issuance of a task order that will complete the final design and provide construction management; and,

WHEREAS, this authorization will allow CSX Transportation to provide engineering and design review services as well as flagging services during the environmental field work.

NOW, THEREFORE, BE IT RESOLVED THAT, the VRE Operations Board does hereby authorize the Chief Executive Officer to execute a force account agreement with CSX Transportation to provide engineering, design review and flagging services for the Alexandria King Street Pedestrian Tunnel project in an amount of $227,091, plus a 10% contingency of $22,709, for a total amount not to exceed $249,800.

Approved this 21st day of March 2014

Paul Milde
Chairman

Gary Skinner
Secretary
Virginia Railway Express
Operations Board

Resolution
8G-03-2014

Authorization to Execute a Contract for Advertising Sales Revenue

WHEREAS, VRE currently has a contract with CBS Outdoor Advertising of New York for the sale of advertising space on VRE trains and platforms; and,

WHEREAS, the expiration date of the existing CBS Outdoor contract is December 31, 2014 but will terminate effective June 30, 2014 upon award of a new contract; and,

WHEREAS, WMATA issued an RFP that included mandatory options for VRE and PRTC so that larger advertising clients could be attracted than each agency would attract individually; and,

WHEREAS, WMATA completed a competitive procurement and awarded a contract to CBS Outdoor on January 15, 2014; and

WHEREAS, VRE estimates the revenue from this contract to be approximately $150,000 for the first year of the new contract.

NOW, THEREFORE BE IT RESOLVED THAT, the VRE Operations Board authorizes the VRE Chief Executive Officer to award a five year base contract with four renewable one year options to CBS Outdoor Advertising of New York for the sale of advertising space on VRE trains and platforms to be effective July 1, 2014.

Approved this 21st day of March 2014

[Signature]
Paul Milde
Chairman

[Signature]
Gary Skinner
Secretary
Virginia Railway Express
Operations Board

Resolution
8H-03-2014

Authorization to Award a GEC VI Task Order for
Project Management Services

WHEREAS, the Virginia Railway Express is currently engaged in a number of design
and construction projects requiring engineering expertise; and,

WHEREAS, two Project Manager vacancies currently exist in the VRE Development
Department, which are the positions responsible for direction and coordination of
said projects; and,

WHEREAS, VRE’s recruitment processes are unlikely to fill these vacancies in less
than six weeks; and,

WHEREAS, said projects have an immediate need for VRE oversight to continue
progress and avoid delay;

NOW, THEREFORE, BE IT RESOLVED THAT, the VRE Operations Board is being
asked to authorize the Chief Executive Officer to award a GEC VI Task Order to
STV/Ralph Whitehead Associates of Douglasville, PA for Project Management
Services in the amount of $167,000, plus a 10% contingency of $16,700, for a
total amount not to exceed $183,700.

Approved this 21st day of March 2014

Paul Milde
Chairman

Gary Skinner
Secretary
WHEREAS, the passage of House Bill (H.B.) 2313 requires the NVTA to fund highway projects that contribute to congestion relief and emergency evacuation or mass transit capital projects that increase capacity; and,

WHEREAS, NVTA approved an initial FY 2014 project list in July 2013 that included funding for VRE projects; and,

WHEREAS, NVTA has developed a Standard Project Agreement for Funding and Administration that will be executed for each approved project.

NOW, THEREFORE, BE IT RESOLVED THAT, the VRE Operations Board recommends that the Commissions authorize the Chief Executive Officer of VRE to make any necessary corrections to project amounts or descriptions for the initial FY 2014 projects, and to execute the agreements for Gainesville-Haymarket expansion project development, Lorton station second platform project and the Alexandria station tunnel and platform improvements project on behalf of the Commissions.

Approved this 21st day of March 2014

[Signature]

Paul Milde
Chairman

[Signature]

Gary Skinner
Secretary