# Minutes

## VRE Operations Board Meeting

PRTC Headquarters – Prince William County, Virginia

September 18, 2015

<table>
<thead>
<tr>
<th>Members Present</th>
<th>Jurisdiction</th>
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<tbody>
<tr>
<td>Sharon Bulova (NVTC)</td>
<td>Fairfax County</td>
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<tr>
<td>Maureen Caddigan (PRTC)</td>
<td>Prince William County</td>
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<tr>
<td>John C. Cook (NVTC)</td>
<td>Fairfax County</td>
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<td>John D. Jenkins (PRTC)</td>
<td>Prince William County</td>
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<tr>
<td>Matt Kelly (PRTC)</td>
<td>City of Fredericksburg</td>
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<td>Paul Milde (PRTC)</td>
<td>Stafford County</td>
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<td>Suhas Naddoni (PRTC)</td>
<td>City of Manassas Park</td>
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<td>Martin Nohe (PRTC)*</td>
<td>Prince William County</td>
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<tr>
<td>Gary Skinner (PRTC)</td>
<td>Spotsylvania County</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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<td>Bob Thomas (PRTC)</td>
<td>Stafford County</td>
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<td>Jonathan Way (PRTC)</td>
<td>City of Manassas</td>
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<tr>
<th>Members Absent</th>
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<tr>
<td>Jennifer Mitchell</td>
<td>DRPT</td>
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<th>Alternates Present</th>
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<tr>
<td>Todd Horsley</td>
<td>DRPT</td>
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<th>Alternates Absent</th>
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<tr>
<td>Marc Aveni (PRTC)</td>
<td>City of Manassas</td>
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<tr>
<td>Meg Bohmke (PRTC)</td>
<td>Stafford County</td>
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<td>Jay Fisette (NVTC)</td>
<td>Arlington County</td>
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<td>Frank C. Jones (PRTC)</td>
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<td>Jeanine Lawson (PRTC)</td>
<td>Prince William County</td>
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<td>Tim Lovain (NVTC)</td>
<td>City of Alexandria</td>
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<td>Michael C. May (PRTC)</td>
<td>Prince William County</td>
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<tr>
<td>Jeff McKay (NVTC)</td>
<td>Fairfax County</td>
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<tr>
<td>Paul Trampe (PRTC)</td>
<td>Spotsylvania County</td>
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<tr>
<td>Billy Withers (PRTC)</td>
<td>City of Fredericksburg</td>
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<th>Staff and General Public</th>
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<tr>
<td>Khadra Abdulle – VRE</td>
<td>John Kerins – Keolis</td>
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<td>Doug Allen – VRE</td>
<td>Lezlie Lamb – VRE</td>
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<td>Donna Boxer – VRE</td>
<td>Bob Leibrandt – Prince William County</td>
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<tr>
<td>Alex Buchanan – VRE</td>
<td>Steve MacIsaac – VRE legal counsel</td>
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<tr>
<td>Nancy Collins – Stafford County</td>
<td>Eric Marx – PRTC staff</td>
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<tr>
<td>Kelley Cognier – NVTC staff</td>
<td>Betsy Massie – PRTC staff</td>
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<tr>
<td>Rich Dalton – VRE</td>
<td>Dick Peacock – Citizen</td>
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<td>James Davenport – Prince William County</td>
<td>Alexis Rice – VRE</td>
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<tr>
<td>John Duque – VRE</td>
<td>Lynn Rivers – Arlington County</td>
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<tr>
<td>Patrick Durany – Prince William County</td>
<td>Brett Shorter – VRE</td>
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<tr>
<td>Rhonda Gilchrest – NVTC Staff</td>
<td>Alex Sugatan – VRE</td>
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<td>Chris Henry – VRE</td>
<td>Joe Swartz – VRE</td>
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<td>Tom Hickey – VRE</td>
<td>Melvin Waldrop – PFM</td>
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<td>Christine Hoffner – VRE</td>
<td>Jennifer Young – VRE</td>
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<td>Bryan Jungwirth – 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 Cook called the meeting to order at 9:31 A.M. Following the Pledge of Allegiance, Roll Call was taken.

Approval of the Agenda – 3

Chairman Cook stated the Agenda has been amended to move Agenda Item #9C “Financial Plan Discussion” to before Agenda Item #8C “Referral of the Preliminary FY 2017 VRE Operating and Capital Budget to the Commissions.”

Mr. Skinner moved, with a second by Ms. Bulova, to approve the amended Agenda. The vote in favor was cast by Board Members Bulova, Caddigan, Cook, Horsley, Jenkins, Kelly, Milde, Naddoni, Skinner, Smedberg, Tejada, Thomas and Way.

Approval of the Minutes of the July 17, 2015 Operations Board Meeting – 4

Mr. Kelly moved approval of the minutes and Ms. Bulova seconded. The vote in favor was cast by Board Members Bulova, Cook, Jenkins, Kelly, Milde, Skinner, Smedberg and Way. Board Members Caddigan, Horsley, Tejada and Thomas abstained.

Chairman’s Comments – 5

Chairman Cook gave an update on the Positive Train Control (PTC) issue. The House and Senate are handling the PTC deadline issue differently in their legislation and VRE is continuing to monitor this important issue. The Operations Board will have a Closed Session at the October meeting where Mr. MacIsaac will give a briefing on the legal ramifications of the PTC deadline. VRE is on track with its portion of the PTC work and continues to coordinate with the host railroads.

Chairman Cook announced VRE will again run excursion trains at the annual Clifton Days being held on October 11th. He also noted the Executive Committee will consider nominations for the Board Member Recognition Program at its October meeting. Board Members wishing to submit nominations should contact staff or Executive Committee members.

Chief Executive Officer’s Comments – 6

Mr. Allen reviewed VRE’s recent staff activity related to safety and security:

- Attended a meeting with a rail industry security working group hosted by the Canadian National Railway, which focused on updates on industry-wide comprehensive security plans.
- Provided classroom and hands-on equipment training to the Nokesville Volunteer Fire Department.
- Hosted a team of researchers from the U.S. Department of Transportation’s Volpe Center Research Group who evaluated VRE as part of the development of a new pilot behavior-based safety program being sponsored by the Federal Railroad Administration (FRA).
- Attended and presented at the FRA Right-of-Ways Fatality Prevention Workshop, to further research on how to combat trespassers on railroad right-of-ways.
- Initiated a trespassing abatement blitz in coordination with Fairfax County Police in the Burke Centre area.
- Participated in the Washington Union Station Facilities Emergency and Planning Table Talk exercise hosted by Amtrak.
- Partnered with CSXT and Prince William County in a crossing safety event at Cherry Hill Road handing out flyers to educate motorists regarding safety in crossing railroad tracks.

Mr. Allen reported heat restrictions impacted on-time performance (OTP) for the month of July (86 percent) but OTP bounced back for the month of August at 93 percent. Average daily ridership remained constant during July and August at just below 18,000.

Mr. Allen reviewed the coordination for the Pope’s visit September 22-24. VRE will run standard service but will reconfigure equipment to meet the demand for longer trains earlier in the morning and afternoon. VRE staff will also be at the stations to assist passengers.

Mr. Allen reported progress continues on the Third Track Project and the Spotsylvania Station. The new arrangement is working well with the contractor and the new subcontractor is making good progress in a safe manner on the third track project. The Spotsylvania Station is nearing completion and staff is working with the County on setting a date for the opening.

Mr. Allen stated the annual Master Agreement survey is scheduled for October 7th. It may need to be rescheduled if there is a government shut-down.

Mr. Allen reported the Mobile Ticketing App continues to be successful with almost 8,000 downloads. Mr. Smedberg asked about the reliability of the app. Mr. Allen responded the reliability is very good and VRE has not experienced any significant issues.

Chairman Cook stated there has been a suggestion to move the start time of the Operations Board meeting to 9:00 A.M. instead of 9:30 A.M. He asked if there is any interest in changing the time. Board Members expressed their opinions.

Mr. Skinner moved, with a second by Mr. Kelly, to change the start time to 9:00 A.M. The vote in favor was cast by Board Members Bulova, Caddigan, Horsley, Jenkins, Kelly, Milde, Naddoni, Skinner, Smedberg, Tejada, Thomas and Way. Mr. Cook voted no.

VRE Riders’ and Public Comment – 7

Mr. Peacock announced October 1st is the sixth anniversary of the Amtrak Lynchburg train. VRE riders should be encouraged to use this train with a step-up ticket. He also noted all VRE stations need to have security cameras. He expressed his disappointment the safety fence is not yet installed around the Burke Centre Station.

Mr. Allen reported staff has been working with Norfolk Southern to obtain approval to install the fence. There will be no additional costs associated with the delay. Mr. Skinner
explained when working with the host railroads, it is on their time frame. He agreed the fence needs to be installed.

**Authorization to Execute a Contract for Elevator Rehabilitation or Replacement at Franconia-Springfield and Rippon Stations – 8A**

Mr. Allen asked the Operations Board to authorize him to execute a contract with Nichols Contracting, Inc. of Sandy Springs, Maryland for elevator rehabilitation or replacement at Franconia-Springfield and Rippon Stations in the amount of $1,078,480, plus a ten percent contingency of $107,848, for a total amount not to exceed $1,186,328. Resolution #8A-09-2015 would accomplish this.

Ms. Bulova moved, with a second by Ms. Caddigan, to approve Resolution #8A-09-2015. The vote in favor was cast by Board Members Bulova, Caddigan, Cook, Horsley, Jenkins, Kelly, Milde, Naddoni, Skinner, Smedberg, Tejada, Thomas and Way.

**Authorization to Execute a Contract for Replacement of Platform Canopies, Gutters and Downspouts at L’Enfant and Leeland Road Stations – 8B**

Chairman Cook stated he will recuse himself from the discussion and vote on this item because his law firm has done work for one of the companies that submitted a bid. He passed the gavel to Mr. Skinner.

Mr. Allen asked the VRE Operations Board to authorize him to execute a contract with Elite Sheet Metal Works, Inc. of Beltsville, Maryland for replacement of platform canopies, gutters and downspouts at L’Enfant and Leeland Road stations in the amount of $286,400, plus a ten percent contingency of $28,640, for a total amount not to exceed $315,040. Resolution #8B-09-2015 would accomplish this.

Mr. Milde moved, with a second by Ms. Bulova, to approve Resolution #8B-09-2015. The vote in favor was cast by Board Members Bulova, Caddigan, Horsley, Jenkins, Kelly, Milde, Naddoni, Skinner, Smedberg, Tejada, Thomas and Way. Mr. Cook did not vote.

Mr. Skinner passed the gavel back to Chairman Cook.

**Financial Plan Discussion – 9C**

Mr. Allen explained the purpose of this discussion is to seek consensus of next steps in the development of the Financial Plan. He asked Donna Boxer, VRE’s Chief Financial Officer, and Melvin Waldrup, Senior Management Consultant at Public Financial Management (PFM) to give a presentation.

Ms. Boxer stated PFM used a financial model to develop five scenarios: Baseline, Ridership Equal, Natural Growth, Modified Service Expansion; and System Plan 2040. She explained the Baseline scenario was not actually modelled: with only a three percent subsidy and three percent fare increase every other year there is not enough funding in out years to sustain the current system.
Mr. Waldrup stated the recommendation is to develop a financial plan for the Natural Growth and System Plan 2040 scenarios and report back to the Operations Board at a future meeting. He reviewed the key takeaways from the work already done:

- Increasing operating expenses such as contracted transit operations and access fees are the primary drivers of additional revenue needs.
- Each scenario shares a common universe of needed capital investment totaling approximately $2.6 billion.
- Each existing type of revenue source has limitations.
- Reliance primarily on fare to meet additional funding needs creates unintended consequences.
- Higher ridership due to enhanced service levels could defray future operating and capital costs.
- VRE needs additional dedicated revenue beyond the sources which exist today, even if it is to maintain the status quo.

Mr. Milde asked about the projected ridership for a $2.6 million investment. Mr. Waldrup responded the projected ridership is 19,300. Mr. Allen explained every scenario requires $2.6 billion. Chairman Cook stated $2.6 million annually is the minimum to keep current service. Additional capital is needed to grow ridership (scenarios Modified Service Expansion and System Plan 2040) and it increases up to $4.1 billion in investment to reach 52,000 average daily riders.

In response to a question from Chairman Cook, Mr. Waldrup stated under the Ridership Equal scenario the average fare is projected at $20.56 in 2040 (in FY 2016 dollars) compared to today's average fare of $7.90. This will make VRE a premium service.

Ms. Bulova asked for comparative data between managed toll lanes and the average projected VRE fares. Mr. Milde stated historically VRE has been able to show its service is less costly and a good value compared to constructing a highway lane. $20 as an average daily fare is comparable to a driver paying a toll on the I-95 HOT Lanes on the worst day of traffic. He always believed rail was considerably less expensive than other modes of travel. These projections don't reflect that. Chairman Cook stated it is important to remember it is a comparison in today's dollars to fares 20 years in the future. He suggested Mr. Waldrup review the Ridership Equal scenario to explain why costs go up so much to keep ridership where it is today.

Mr. Waldrup explained Ridership Equal in based on two objectives: to maintain ridership at 19,300 and to not run an operating deficit. With these two objectives PFM used an elasticity of demand equation to compute the required fare levels. The other scenarios didn’t reach $20.56 in fares. Therefore, VRE would get a better return on its investment in the other scenarios.

In response to a question from Mr. Jenkins, Mr. Allen explained each scenario has different projected ridership. Ms. Boxer stated the Natural Growth scenario gets ridership up to 31,000. Chairman Cook observed the last three scenarios have basically the same operating cost levels, so once VRE reaches that level, it’s the capital investments that get VRE from 31,000 to 52,000 average daily ridership.
Mr. Kelly noted jurisdictions are being pulled from many different directions (school boards, police and fire departments, etc.) for needed funding and to fill funding gaps. The bottom line is that under no scenario does the funding plan meet the needs. He asked why VRE continues to accept the current dynamic. We have paid hundreds of millions of dollars to make improvements on the rail lines, yet there is no commitment from CSXT and NS on additional usage. He believes VRE should be able to negotiate better terms with the host railroads.

Ms. Boxer stated that a single average annual unfunded amount has been calculated for each of the scenarios that combines both operating and capital costs for which additional funding must be identified. The amounts are as follows:

- Ridership Equal - $20.3M
- Natural Growth – $44.2M
- Modified Service Expansion - $61.9M
- System Plan 2040 - $61.2M

Ms. Boxer stated a strength of the forecasting model is that it includes operating costs associated with the additional capital costs. It does not include debt service at this point, because it is based on capital costs being paid with available resources as they occur. Chairman Cook stated having an estimate of debt service would be helpful. Mr. Allen explained the next step is to provide more refined analysis that would include these details. He also explained the term “unfunded” should be expected in the Financial Plan because it is projecting out 20-30 years.

[Mr. Nohe arrived at 10:31 A.M.]

Mr. Smedberg suggested the Board dedicate a future meeting to this issue sometime after November.

Mr. Milde asked about fuel costs and why it increases so much in the future. Ms. Boxer stated fuel prices are expected to rise but also VRE would be adding additional train service in the System 2040 scenario (92 trains versus today’s 32 trains).

Mr. Nohe observed we define our needs by what we are willing to pay. He suggested VRE set an expenditure policy on behalf of the jurisdictions. Chairman Cook stated at some point the Board will have to choose a path and decide the direction it wants to take for the future. That decision will need to happen in the next several months. The recommendation is to proceed with two scenarios (Natural Growth and System Plan 2040) and have PFM return with the refined analysis.

Mr. Milde asked if there is a way to have a cost benefit formula to measure each extension or each train trip, to choose only those trains that maintain a 50 percent fare box recovery. He asked for analysis on the cost per rider per train. In response to a question from Mr. Skinner, Ms. Boxer stated reverse commute service is included in System Plan 2040 scenario. Ms. Caddigan asked staff to provide the expectations for jurisdictional subsidies in dollar amounts.

Mr. Way expressed concern about the comparison between Natural Growth and System Plan that triples the number of trips but only doubles the implemental costs. He also
questioned the cost of service versus revenue for the additional off-peak trains. Ms. Boxer stated the assumption is that they will not be full loads.

Chairman Cook reviewed the recommendation to continue with detailed analysis of the Natural Growth and System Plan 2040 scenarios. A 90-minute session will be held at the January meeting which will include a presentation and discussion. It will be important for Board Members to read materials ahead of time. There were no objections.

Referral of the Preliminary FY 2017 VRE Operating and Capital Budget to the Commissions – 8C

Mr. Allen asked the Operations Board to authorize him to refer the FY 2017 VRE Operating and Capital Budget to the Commissions for their consideration, so the Commission, in turn, can refer the budget to the jurisdictions for their review and comment. Resolution #8C-09-2015 would accomplish this.

Ms. Boxer gave a presentation on the budget. At this time there is still $2.8 million unfunded but a balanced budget will be presented in December. There is a proposed five percent subsidy increase which was projected in the six-year plan. She reviewed federal and state funding, capital projects, major assumptions and key budget issues. Four full time positions are being recommended. In response to a question from Mr. Smedberg, Ms. Boxer answered there is no anticipated staff expansion in the IT Department for FY 2017. There was an IT position added last year.

Ms. Boxer stated the Capital Committee will look at the capital projects in detail at their meeting in November. The budget will come back to the Operations Board for discussion and action in December.

Ms. Boxer stated there have been some personnel changes in the Finance Department. She introduced Khadra Abdulle, Senior Financial Analyst and Alex Buchanan, Accounting Supervisor. Brett Shorter has shifted from Finance to the Safety and Security Department as the new System Safety and Security Administrator.

[Mr. Smedberg left the room at 11:00 A.M.]

Mr. Skinner asked at what point ridership affects the budget. He anticipates ridership will increase with the opening of the Spotsylvania Station and wondered if the projections should be increased to 20,000. Ms. Boxer responded the assumption is 19,700 average daily riders, which is about a 1,200 increase from the FY 2015 budget.

Mr. Kelly understands that jurisdictional subsidies have not increased since 2009, but the reason is the jurisdictions could not afford an increase. Any subsidy increase to the City of Fredericksburg will be difficult. Mr. Way agreed and noted there is also a serious funding issue at PRTC.

Mr. Milde expressed his concern about adding so many full time positions in one year. Mr. Tejada suggested VRE look into a sponsorship program for railcars and facilities. Ms. Boxer stated VRE has an advertising program but the revenue is relatively small at approximately $150,000 annually.
Chairman Cook stated the budget will come back in December for action. Board Members were encouraged to read the materials ahead of time and submit to staff any questions or comments prior to the meeting.

Ms. Bulova moved, with a second by Mr. Milde, to approve the resolution. The vote in favor was cast by Board Members Bulova, Caddigan, Cook, Horsley, Jenkins, Kelly, Milde, Naddoni, Nohe, Skinner, Tejada, Thomas and Way.

**New Spending Authority Report – 9A**

Mr. Allen reminded the Operations Board that in May 2015 the Board approved increasing his spending authority from $50,000 to $100,000. Any purchases over $50,000 would be communicated to the Board as an information item. The written materials provide this information. There were no questions.

**2015 Customer Service Survey Results – 9B**

Mr. Allen reported VRE conducted its annual on-board customer service survey on May 6th. Ms. Bulova observed VRE received a good report card. She suggested VRE issue a press release and also to post results on VRE’s website.

Mr. Kelly observed although it is a small percentage, those areas that dropped all relate to communication with the public. Mr. Allen stated staff will focus on ways to improve these scores.

**Draft 2016 Legislative Agenda – 9D**

Mr. Allen stated the Operations Board will be asked to take action on the Draft 2016 Legislative Agenda at the October meeting. Federal issues include extending the Positive Train Control deadline, Commuter Benefits Equity, and Reauthorization of a Long-Term Federal Transportation and Infrastructure Authorization Bill, Commuter Rail Liability Insurance Limit, and Definition of the Northeast Corridor. State Issues include creating a “protective floor” for the regional 2.1 percent motor fuels tax; securing additional VRE capital and operating funding; and seeking a legislative change to State law related to architectural and engineering term contracting.

**Website Redesign Update – 9E**

Mr. Allen reported the redesigned VRE website will launch this fall. Since there is not enough time, staff will return at a future date to give the presentation. There were no objections.

**Gainesville-Haymarket Extension Update – 9F**

Mr. Allen gave an update on the work being done. VRE’s consultant AECOM began work on the Gainesville-Haymarket Extension Planning and Environmental Services. VRE is also establishing advisory committees. The HB2 Project application for the Gainesville-
Haymarket project is also being finalized. He reported there has been good coordination related to the Gainesville-Haymarket location, I-66 Project and the Dominion Power issue.

Management Audit Recommendations Update – 9G

Chairman Cook noted the written materials review the activities that have occurred on Management Audit recommendations. There were no questions.

Closed Session – 10

Mr. Skinner moved, with a second by Mr. Kelly, the following motion:

Pursuant to the Virginia Freedom of Information Act (Sections 2.2-3711A (1) and (7) of the Code of Virginia), the VRE Operations Board authorizes a Closed Session for the purpose of consultation with legal counsel and necessary staff concerning Case No. CL-15001416 pending in the Circuit Court of Alexandria and Case No. CL-15000383-00 pending in the Circuit Court of Spotsylvania County and for the purpose of discussing a personnel matter.

The vote in favor was cast by Board Members Bulova, Caddigan, Cook, Horsley, Jenkins, Kelly, Milde, Naddoni, Nohe, Skinner, Tejada, Thomas and Way.

The Board entered into Closed Session at 11:35 A.M. and returned to Open Session at 11:50 A.M. Mr. Smedberg rejoined the meeting during the Closed Session.

Mr. Skinner moved, with a second by Mr. Smedberg, 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, Horsley, Jenkins, Kelly, Milde, Naddoni, Nohe, Skinner, Smedberg, Tejada, Thomas and Way.

The Board entered into Closed Session at 11:22 A.M. and returned to Open Session at 11:48 A.M. Mr. Smedberg rejoined the meeting during the Closed Session.

Mr. Smedberg moved, with a second by Ms. Caddigan, to amend the VRE Chief Executive Officer’s contract based on the recommendation from the Operations Board.
Chairman Cook stated the Board had an opportunity during the Closed Session to have a dialogue with Mr. Allen to convey that the Board is extremely pleased with Mr. Allen’s performance.

The Board then voted on the motion and it passed. The vote in favor was cast by Board Members Bulova, Caddigan, Cook, Horsley, Jenkins, Kelly, Milde, Naddoni, Nohe, Skinner, Smedberg, Tejada, Thomas and Way.

Operations Board Members Time – 11

There were no comments.

Adjournment

Without objection, Chairman Cook adjourned the meeting at 11:50 A.M.

Approved this 16th day of October 2015.

_____________________________
John C. Cook
Chairman

_____________________________
Paul Smedberg
Secretary

CERTIFICATION

This certification hereby acknowledges that the minutes for the September 18, 2015 Virginia Railway Express Operations Board Meeting have been recorded to the best of my ability.

_____________________________
Rhonda Gilchrest

Rhonda Gilchrest