To: Chairman Smedberg and the VRE Operations Board  
From: Doug Allen  
Date: December 15, 2017  
Re: Authorization to Issue an Invitation for Bids for the Purchase and Delivery of Seat Bottoms for Passenger Railcars

Recommendation:

The VRE Operations Board is asked to authorize the Chief Executive Officer to issue an Invitation for Bids (IFB) for the purchase and delivery of seat bottoms for 21 Cab Cars and 50 Trailer cars.

Summary:

The original seat bottom cushions on VRE's 21 Cab Cars, and 50 Trailer Cars are approaching the end of their useful life.

Background:

VRE Gallery IV passenger cars are equipped with variable combinations of three types of seats: double-passenger seats, single-passenger seats and flip-seats. After years of use, the bottom part of the seats have become worn and the foam padding has deteriorated, making the seat bottoms hard and uncomfortable for passengers to sit on. VRE's Life Cycle Maintenance team recommends replacing these seat bottoms.

An IFB 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 based on price alone without discussions or negotiations with the Bidders.

The scope of work for this IFB includes a one-time delivery of 2,848 double-passenger seat bottoms, 2,977 single-passenger seat bottoms, and 710 flip seat bottoms. The seat bottoms
will connect to the existing frames without modification, meet current Code of Federal Regulations (CFR) and American Public Transportation Association (APTA) standards, and will meet or exceed flammability, smoke emission and toxicity requirements. Upon receipt of the bids, staff will return to the Board to request authorization to award the contract.

**Fiscal Impact:**

Funding is provided through the Equipment Asset Management Program, which is funded through an annual allocation of FTA 5337 (State of Good Repair) grants and state and local matching funds.
Virginia Railway Express  
Operations Board  

Resolution  
8A-12-2017  

Authorization to Issue an Invitation for Bids for the 
Purchase and Delivery of Seat Bottoms for Passenger Railcars  

WHEREAS, each of VRE’s Gallery IV Cab and Trailer Cars are equipped with variable 
combinations of three types of seats; and,  

WHEREAS, the original seat bottoms on 21 Cab Cars and 50 Trailers Cars have become 
worn and the foam padding has deteriorated; and,  

WHEREAS, VRE’s lifecycle maintenance team recommends the replacement of seat 
bottoms for 71 cars;  

NOW, THEREFORE, BE IT RESOLVED THAT, the VRE Operations Board does hereby 
authorize the Chief Executive Officer to issue an Invitation for Bids for the purchase and 
delivery of 21 Cab Car and 50 Trailer car seat bottoms for passenger railcars.  

Approved this 15th day of December 2017  

______________________________  
Paul Smedberg  
Chairman  

______________________________  
Katie Cristol  
Secretary
To: Chairman Smedberg and the VRE Operations Board

From: Doug Allen

Date: December 15, 2017

Re: Authorization to Issue a Request for Proposals for Construction Management Services for the Lifecycle Overhaul and Upgrade Facility

__________________________________________________________________________

Recommendation:

The VRE Operations Board is asked to authorize the Chief Executive Officer to issue a Request for Proposals (RFP) for Construction Management Services for the Lifecycle Overhaul and Upgrade (LOU) Facility for a period of 510 calendar days (17 months).

Summary:

The Lifecycle Overhaul and Upgrade (LOU) Facility construction requires a dedicated construction manager to provide oversight for the safe implementation of the project in conformity with plans, specifications, and CSX Transportation requirements.

Background:

In January 2014, the VRE Operations Board adopted a lifecycle maintenance strategy for VRE rolling stock. The basis of this strategy is to maintain VRE locomotives and passenger cars at the highest level of reliability throughout the lifecycle of the equipment.

To fully implement this strategy, VRE will add a new building at the Crossroads Maintenance and Storage Facility (MSF) fully dedicated to lifecycle maintenance activities such as removal, repair and reinstallation of main engines, head end power units, trucks, car bodies, main generators, auxiliary generators, traction motors, etc., along with associated track work.

The engineering design and environmental phases have been completed by STV, Inc. Authorization to issue an Invitation for Bid (IFB) for construction of the LOU facility is
anticipated to be requested once the acquisition of the property adjacent to the existing Crossroads Yard needed for the project is imminent. The appraisal of the property is currently under review by FTA.

The purpose of this request for a proposal is to provide Construction Management Support from pre-construction through to opening. For the purposes of this RFP, VRE anticipates a construction contract of 14 months from notice to proceed to project closeout. In addition, pre-construction services are anticipated to be approximately 3 months in duration.

As determined in accordance with VRE Public Procurement Policies and Procedures, an Invitation for Bids (IFB) is neither practicable nor fiscally advantageous to VRE and 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, based on 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 the proposed cost is fair and reasonable.

The scope of work for the RFP includes Project Administration, Pre-Construction Services, Safety and Security Monitoring, Project Documentation, Construction Observation and Regulatory Compliance, Contractor Oversight, and Project Closeout.

Upon receipt and evaluation of the proposals, staff will return to the Board to request authorization to award the contract.

**Fiscal Impact:**

Funding is provided through Federal Formula funds and State Mass Transit grants.
Virginia Railway Express
Operations Board

Resolution
8B-12-2017

Authorization to Issue a Request for Proposals for Construction Management Services for the Lifecycle Overhaul and Upgrade Facility

WHEREAS, the VRE Operations Board adopted a lifecycle maintenance strategy for VRE rolling stock; and,

WHEREAS, VRE will add a new building at the Crossroads Maintenance and Storage Facility (MSF) fully dedicated to lifecycle maintenance activities; and,

WHEREAS, the building construction is anticipated to be advertised in Spring 2018, pending property acquisition is completed; and,

WHEREAS, in anticipation of the building construction, VRE would like to engage a consultant to provide Construction Management Support from pre-construction through project closeout;

NOW, THEREFORE, BE IT RESOLVED THAT, the VRE Operations Board does hereby acknowledge the determination made by the VRE Contract Administrator in accordance with the VRE Public Procurement Policies and Procedures that competitive bidding is not practicable, nor fiscally advantageous to VRE, and that competitive negotiation is the appropriate method to procure these services; and,

BE IT FURTHER RESOLVED THAT, the VRE Operations Board does hereby authorize the Chief Executive Officer to issue a Request for Proposals for Construction Management Services for the Lifecycle Overhaul and Upgrade (LOU) Facility.

Approved this 15th day of December 2017

____________________________
Paul Smedberg
Chairman

____________________________
Katie Cristol
Secretary
To: Chairman Smedberg and the VRE Operations Board

From: Doug Allen

Date: December 15, 2017

Re: Referral of the Amended FY 2018 and Recommended FY 2019 VRE Operating and Capital Budgets to the Commissions and Localities

Recommendation:

The VRE Operations Board is asked to adopt the revised FY 2018 VRE Operating and Capital Budget and the recommended FY 2019 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; and to recommend the Commissions authorize the Executive Directors of NVTC and PRTC to take the necessary actions to apply for federal and state grant funding.

Summary:

Following the presentation of the preliminary FY 2019 budget in September and the budget update in November, staff is presenting the recommended FY 2019 operating and capital budget for adoption and referral. The recommended budget is balanced, with no funding gap and all projected uses of funding in FY 2019 supported by reasonably expected sources of funding. The FY 2019 budget includes a 3% increase in total jurisdictional subsidy and no increase in passenger fares, except for a $1 increase in the cost of an Amtrak Step-Up ticket.

Background:

In accordance with the VRE Master Agreement, which outlines the process for annual budget approval, the preliminary FY 2019 VRE Operating and Capital Budget was prepared for review at the September VRE Operations Board meeting. Since that time, it has been discussed at subsequent meetings of the Operations Board, the Chief Administrative Officers’ (CAO) Taskforce, and the Capital Committee, which reviewed the
capital program in November. The CAO Taskforce met on December 7 to present their final recommendations and discuss VRE responses to those recommendations.

**Discussion:**

The recommended FY 2019 Operating and Capital Budget totals $149.5 million. The budget includes no increase in passenger fares (except for a $1 increase in the Amtrak Step-Up ticket) and projected average daily ridership of 19,000 passengers, which results in projected annual fare revenue of $42.4 million. The budget also includes a 3% increase in total jurisdictional subsidy from $17,250,240 in FY 2018 to $17,767,748 in FY 2019.

The recommended FY 2019 operating budget of $88.5 million (which includes $6.7 million in debt-related expenses) represents an increase of $3.5 million or 4.2% over the FY 2018 operating budget. This expense growth is primarily the result of contractual cost increases in the access fees VRE pays to Amtrak, CSX, and Norfolk Southern, as well as increases for contracted train operations and maintenance services. Other major assumptions in FY 2019, and significant changes compared to the prior fiscal year, are provided in the FY 2019 Recommended Budget document.

In accordance with the Master Agreement, VRE conducts an annual passenger survey to determine the jurisdiction of residence of its riders. The results of this survey are used to allocate the local jurisdiction subsidy. The recommended FY 2019 subsidy by individual jurisdiction, which incorporates data from the passenger survey conducted on October 4, 2017, is provided in Attachment A, which also includes prior year subsidy and ridership data for comparison. As the attachment demonstrates, the allocation for FY 2018 was impacted by WMATA’s SafeTrack program, which resulted in a temporary increase in the number of VRE riders from Fairfax County. Following the completion of SafeTrack, the allocation of subsidy by jurisdiction is back in line with FY 2017 (i.e., pre-SafeTrack) results.

**Six-Year Financial Forecast**

The FY 2019 budget document also includes a six-year financial forecast for the period FY 2019 through 2024. The forecast assumes the continuation of biennial 3% fare increases (in FY 2020, 2022, and 2024) and biennial 3% local subsidy increases (in FY 2019, 2021 and 2023). The forecast assumes modest capacity enhancements through lengthening of some existing trains, but no change in overall service level beyond the current 32 daily trains. The primary issue in the six-year financial forecast is the projected decline (absent any legislative action) in future State funding for capital projects and reimbursement of access fees.

**Capital Budget and CIP**

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

In July 2017, VRE’s Manassas Line Capacity Expansion and Real-Time Traveler Information Project was recommended to receive approximately $128 million in funding from the I-66 Outside the Beltway (OTB) concessionaire payment. However, the I-66 OTB project reached financial close later than expected, and the Commonwealth Transportation Board (CTB) will not meet until January 2018 to give its final approval on the projects to be funded through the concessionaire payment. Therefore, this $128 million cannot yet be shown as a committed funding source in the FY 2019 – 2024 CIP, and those projects are currently shown as partially or totally unfunded. However, VRE staff remain confident the CTB will recommend the Manassas Line project for funding and expect to return to the Operations Board in the future with those projects showing committed I-66 OTB funding.

The FY 2019-2024 CIP illustrates the capital funding challenges facing VRE in the coming years, since currently identified funding falls short of the system’s capital needs. Projects included in the CIP are prioritized with an emphasis on passenger safety, regulatory requirements, and maintaining current equipment and facilities in a state of good repair. However, the shortfall makes it difficult for VRE to adequately reinvest to maintain the system’s reliability and safety, while also making enhancements, adding capacity to serve new ridership demands and adhering to commitments to participate in the expansion of the railroad infrastructure.

The total cost of all the projects in the FY 2019-2024 CIP is approximately $2.3 billion. Of this total, $191 million has already been expended in prior years (or is expected to be expended in FY 2018), $466 million is available from committed or reasonably expected funding sources, and $1.64 billion is currently unfunded (including I-66 OTB funds). The table below separates the CIP into two categories – those which are already underway or are likely to be substantially underway within the six-year timeframe, and future projects whose initiation and completion is more uncertain. The latter category includes unfunded major joint corridor projects such as Long Bridge and Occoquan Third Track.

<table>
<thead>
<tr>
<th>CIP Category</th>
<th>Total Project Costs</th>
<th>FY2019 and Future</th>
<th>Life to Date (including FY18)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td>Committed</td>
<td>Unfunded (I-66 OTB)</td>
</tr>
<tr>
<td>Active Six-Year Projects</td>
<td>$915,080,604</td>
<td>$190,252,773</td>
<td>$465,134,864</td>
</tr>
<tr>
<td>Future Projects</td>
<td>1,384,760,459</td>
<td>300,000</td>
<td>650,000</td>
</tr>
<tr>
<td>TOTAL CIP</td>
<td>$2,299,841,063</td>
<td>$190,552,773</td>
<td>$465,784,864</td>
</tr>
</tbody>
</table>
Total programmed capital funding of $60.9 million in the FY 2019 recommended budget is distributed across the following investment categories and funding types as follows, where Formula includes federal formula funds with the associated state and local match and Discretionary includes all other regional, state, or federal funds distributed through a competitive or other non-formula-based process, as well as VRE funding.

<table>
<thead>
<tr>
<th>Category</th>
<th>Amount</th>
<th>Formula (with match)</th>
<th>Discretionary/ VRE</th>
<th>Category % of Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>Asset Management</td>
<td>$5,915</td>
<td>$5,915</td>
<td>$0</td>
<td>10%</td>
</tr>
<tr>
<td>Replacement/Enhancement</td>
<td>33,413</td>
<td>29,863</td>
<td>3,550</td>
<td>55%</td>
</tr>
<tr>
<td>Capacity Expansion</td>
<td>18,615</td>
<td>0</td>
<td>18,615</td>
<td>31%</td>
</tr>
<tr>
<td>Capital Reserve</td>
<td>3,000</td>
<td>0</td>
<td>3,000</td>
<td>5%</td>
</tr>
<tr>
<td><strong>TOTAL CIP</strong></td>
<td><strong>$60,943</strong></td>
<td><strong>$35,778</strong></td>
<td><strong>$25,165</strong></td>
<td><strong>100%</strong></td>
</tr>
</tbody>
</table>

figures in thousands

The programmed funding in the FY 2019 recommended capital budget is approximately $12.5 million higher than the approved FY 2018 budget, which is primarily the result of new funding available through the SmartScale program for Quantico Station improvements, the Alexandria Pedestrian Tunnel, and Fleet Expansion Coaches. SmartScale funding for these projects is also being included in the FY 2018 amended budget, as described below.

**FY 2018 Amended Budget**

Proposed amendments to the FY 2018 budget reflect updated projections for year-end revenue and expenses after four months of actual results. The net impact of all changes to the operating budget is an increase in total operating expenses of approximately $365,000. This increase is offset by higher projected passenger fare revenues, and there is no change to the approved FY 2018 local subsidy. Detailed information on the changes is provided in the FY 2019 Recommended Budget document, which includes the FY 2018 Amended Budget.

The FY 2018 Amended Budget includes additional state capital funding from the Rail Enhancement Fund (REF) and the SmartScale program, as well as Board-authorized funding from VRE’s capital reserve and from the sale of the Woodbridge Kiss-and-Ride property. The Amended Budget also incorporates a small reduction in the federally-funded security enhancement project from $105,000 to $101,010 (which includes associated reductions in required state and local match). These capital funding amendments are summarized in the table below:
## Project Funding Source Amendment Amount Increase / (Decrease)

### FUNDING INCREASES

<table>
<thead>
<tr>
<th>Project</th>
<th>Funding Source</th>
<th>Amendment Amount</th>
<th>Increase / (Decrease)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Quantico Station Improvements</td>
<td>SmartScale</td>
<td>$1,899,745</td>
<td></td>
</tr>
<tr>
<td>Alexandria Pedestrian Tunnel</td>
<td>SmartScale</td>
<td>7,853,000</td>
<td></td>
</tr>
<tr>
<td>Fleet Expansion Coaches</td>
<td>SmartScale</td>
<td>2,000,000</td>
<td></td>
</tr>
<tr>
<td>L’Enfant Station Improvements</td>
<td>REF</td>
<td>1,113,000</td>
<td></td>
</tr>
<tr>
<td>Fourth Track VA to LE</td>
<td>REF</td>
<td>1,113,000</td>
<td></td>
</tr>
<tr>
<td>Crystal City Station Improvements</td>
<td>REF</td>
<td>707,000</td>
<td></td>
</tr>
<tr>
<td>Crystal City Station Improvements</td>
<td>Capital Reserve</td>
<td>303,000</td>
<td></td>
</tr>
<tr>
<td>Broad Run Expansion</td>
<td>Capital Reserve</td>
<td>750,000</td>
<td></td>
</tr>
<tr>
<td>EMV Compliance (Fare Collection System)</td>
<td>Capital Reserve</td>
<td>518,000</td>
<td></td>
</tr>
</tbody>
</table>

### FUNDING REDUCTIONS

<table>
<thead>
<tr>
<th>Project</th>
<th>Funding Source</th>
<th>Amendment Amount</th>
<th>Increase / (Decrease)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Security Enhancements</td>
<td>Federal (incl state/local match)</td>
<td>(3,990)</td>
<td></td>
</tr>
</tbody>
</table>

**TOTAL FY 2018 CAPITAL AMENDMENT** $16,252,755
Virginia Railway Express
Operations Board

Resolution
9A-12-2017

Referral of the Amended FY 2018 and Recommended FY 2019 VRE Operating and Capital Budgets to the Commissions and Localities

WHEREAS, the VRE Master Agreement requires 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 2019 Operating and Capital Budget within the guidelines developed in cooperation with the chief administrative officers of the local jurisdictions; and,

WHEREAS, the FY 2019 budget proposes a 3% increase in the total jurisdictional subsidy over the FY 2018 contribution level; and,

WHEREAS, the FY 2019 budget proposes an increase to the amount charged to VRE passengers for Amtrak Step-Up tickets from $7 to $8, effective the first week of July 2018, with the start of the FY 2019 budget; and,

WHEREAS, apart from the Amtrak Step-Up increase described above, the FY 2019 budget proposes no other changes to passenger fares; and,

WHEREAS, VRE staff recommends a budget based on a service level of 32 daily trains and average daily ridership of 19,000 trips;

NOW, THEREFORE, BE IT RESOLVED THAT, the VRE Operations Board does hereby recommend the Commissions adopt the FY 2019 VRE Operating and Capital Budget in the following amounts and forward this budget to the local jurisdictions for inclusion in their budgets and appropriations in accordance with the Master Agreement; and,

<table>
<thead>
<tr>
<th>Budget Type</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Operating Budget</td>
<td>$88,522,679</td>
</tr>
<tr>
<td>Capital Budget</td>
<td>60,942,515</td>
</tr>
<tr>
<td>Total Operating and Capital</td>
<td>$149,465,194</td>
</tr>
</tbody>
</table>
Resolution 9A-12-2017 continued

**BE IT FURTHER RESOLVED THAT**, the VRE Operations Board does hereby recommend the Commissions adopt the amended FY 2018 Operating and Capital Budget in the following amounts; and,

- Operating Budget $85,346,443
- Capital Budget $64,675,346
- Total Operating and Capital $150,021,789

**BE IT FURTHER RESOLVED THAT**, the VRE Operations Board does hereby recommend 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 2018 and FY 2019; and,

**BE IT FURTHER RESOLVED THAT**, the VRE Operations Board does hereby recommend the Commissions authorize the Executive Director of NVTC to submit to the Commonwealth the approved budget as part of the FY 2019 state aid grant applications.

**BE IT FURTHER RESOLVED THAT**, the VRE Operations Board does hereby recommend 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 15th day of December 2017

______________________________
Paul Smedberg
Chairman

___________________________
Katie Cristol
Secretary
# Attachment A - Subsidy and Ridership by Jurisdiction FY 2017 - 2019

<table>
<thead>
<tr>
<th>Jurisdiction</th>
<th>FY 2017</th>
<th>FY 2018</th>
<th>FY 2019</th>
<th>Change FY17 to FY19</th>
<th>Change FY18 to FY19</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Subsidy</td>
<td>Subsidy</td>
<td>Subsidy</td>
<td>Net +/-</td>
<td>% Change</td>
</tr>
<tr>
<td></td>
<td>Percent</td>
<td>Percent</td>
<td>Percent</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Fairfax County</td>
<td>$5,160,910</td>
<td>$6,099,300</td>
<td>$5,385,794</td>
<td>$224,884</td>
<td>4.36%</td>
</tr>
<tr>
<td>Prince William County</td>
<td>30%</td>
<td>35%</td>
<td>30%</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Stafford County</td>
<td>2,647,222</td>
<td>2,344,514</td>
<td>2,475,127</td>
<td>(172,095)</td>
<td>-6.50%</td>
</tr>
<tr>
<td>Spotsylvania County</td>
<td>1,382,749</td>
<td>1,520,191</td>
<td>1,632,635</td>
<td>249,886</td>
<td>18.07%</td>
</tr>
<tr>
<td>Manassas</td>
<td>749,371</td>
<td>684,586</td>
<td>785,898</td>
<td>36,527</td>
<td>4.87%</td>
</tr>
<tr>
<td>Manassas Park</td>
<td>511,777</td>
<td>474,718</td>
<td>511,311</td>
<td>(466)</td>
<td>-0.09%</td>
</tr>
<tr>
<td>Fredericksburg</td>
<td>483,524</td>
<td>417,278</td>
<td>436,568</td>
<td>(46,956)</td>
<td>-9.71%</td>
</tr>
<tr>
<td>Arlington</td>
<td>205,692</td>
<td>205,692</td>
<td>211,863</td>
<td>6,171</td>
<td>3.00%</td>
</tr>
<tr>
<td>Alexandria</td>
<td>140,589</td>
<td>140,589</td>
<td>144,807</td>
<td>4,218</td>
<td>3.00%</td>
</tr>
<tr>
<td>Other</td>
<td>9,695</td>
<td>10,458</td>
<td>9,591</td>
<td>(104)</td>
<td>-1.08%</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Riders</td>
<td>Riders</td>
<td>Riders</td>
<td>Net +/-</td>
<td>% Change</td>
</tr>
<tr>
<td></td>
<td>Percent</td>
<td>Percent</td>
<td>Percent</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Fairfax County</td>
<td>2,163</td>
<td>2,777</td>
<td>2,122</td>
<td>(41)</td>
<td>-1.90%</td>
</tr>
<tr>
<td>Prince William County</td>
<td>3,095</td>
<td>3,061</td>
<td>2,995</td>
<td>(100)</td>
<td>-3.24%</td>
</tr>
<tr>
<td>Stafford County</td>
<td>1,603</td>
<td>1,610</td>
<td>1,517</td>
<td>(86)</td>
<td>-5.36%</td>
</tr>
<tr>
<td>Spotsylvania County</td>
<td>990</td>
<td>1,183</td>
<td>1,159</td>
<td>169</td>
<td>17.09%</td>
</tr>
<tr>
<td>Manassas</td>
<td>428</td>
<td>418</td>
<td>416</td>
<td>(12)</td>
<td>-2.79%</td>
</tr>
<tr>
<td>Manassas Park</td>
<td>280</td>
<td>294</td>
<td>264</td>
<td>(16)</td>
<td>-5.67%</td>
</tr>
<tr>
<td>Fredericksburg</td>
<td>359</td>
<td>337</td>
<td>359</td>
<td>(0)</td>
<td>-0.00%</td>
</tr>
<tr>
<td>Other</td>
<td>777</td>
<td>778</td>
<td>759</td>
<td>(18)</td>
<td>-2.32%</td>
</tr>
</tbody>
</table>

$17,250,240 100%  $17,250,240 100%  $17,767,748 100%  $517,508 3.00%  $517,508 3.00%
Agenda Item 9-B
Action Item

To: Chairman Smedberg and the VRE Operations Board
From: Doug Allen
Date: December 15, 2017
Re: Recommend Approval to Refinance VRE RRIF Loan

Recommendation:

The VRE Operations Board is asked to recommend the Commissions approve a debt financing agreement with the Virginia Resources Authority (VRA) for the purpose of achieving debt service savings through a refinancing of VRE’s existing Railroad Rehabilitation and Improvement Financing (RRIF) loan that was used to purchase railcars.

Summary:

A Term Sheet, which sets forth the proposed terms and conditions of the VRA loan, is included with this Board item as Attachment 1. These terms and conditions are subject to further negotiation and clarification between VRE and VRA, and a final Term Sheet with any mutually-agreed upon revisions will be provided to the Commissions in advance of the request for final approval. VRE staff and bond counsel also have engaged with VRA’s bond counsel and drafted resolutions for the Commissions and for the individual VRE member jurisdictions, which are included for reference as Attachment 2.

Background:

NVTC, with the consent of PRTC and the VRE Participating and Contributing Jurisdictions, entered into a financing agreement with the FRA through its Railroad Rehabilitation and Improvement Financing (RRIF) program in 2007 and borrowed a total of $69.0 million for new VRE railcars delivered between 2008 and 2012. The current outstanding principal balance on the loan is approximately $52 million, and the loan is now administered by the Build America Bureau of USDOT.
VRE and its financial advisor, PFM, analyzed several refinancing options for this loan and determined a refinancing through the Virginia Resources Authority (VRA) pooled bond program is the most cost-effective option to maximize savings. VRA’s borrowing program has financed over $7.5 billion of infrastructure projects for borrowers in the Commonwealth including cities, counties, towns, and regional authorities responsible for financing water and sewer, solid waste and regional jail projects.

The VRA program allows borrowers to realize low interest rates attributable to VRA’s high credit ratings (AAA/AA) and to share the upfront costs of issuance with other borrowers in the program. Other aspects of the program also streamline the borrowing process for users – in particular, there is no need for VRE to get a public credit rating or develop detailed disclosure documents as would be required by the public sale of municipal bonds. Six member localities of VRE have used the VRA program for their own infrastructure needs, including Fairfax County, City of Manassas, Prince William County, Stafford County, City of Manassas Park, and the City of Fredericksburg, according to VRA’s most recently published official statement (dated November 1, 2017). In 2012, PRTC also utilized VRA financing to purchase buses.

The current annual debt service (principal and interest) on the RRIF loan is $4.8 million. Approximately $3.74 million of this debt service is paid using Federal transit formula funds (5307/5337), $0.75 million is paid with state transit capital funds, and the remaining $0.3 million is met using local subsidy dollars. This mix of funding would continue to be used to pay the lower total amount of annual debt service on the VRA loan.

**VRA Application and Term Sheet:**

VRE has applied to VRA for their spring 2018 bond sale. The application includes financial information and other background regarding VRE’s operations and legal structure. VRE would be a new participant in VRA’s program and a unique borrower compared to others they have underwritten, especially given the joint operating arrangement among the Commissions and the member localities that is embodied in the VRE Master Agreement.

Based on the terms and conditions in the Term Sheet, debt service on the VRA loan would be payable on a semi-annual basis, and the final maturity of the loan would not exceed the final maturity on the existing RRIF loan. This structure would create roughly level annual savings for VRE, a typical approach many of VRE’s member jurisdictions use when they refinance their own debt. Based on current market conditions and the terms and conditions outlined in the Term Sheet, this proposed refinancing would generate net present value savings of at least 3% of the refunded principal, which is a typical threshold for such refinancings.

**Next Steps:**

VRE will be reviewing the proposed terms and conditions of the loan with VRA, and a final Term Sheet with any mutually-agreed upon revisions will be provided to the Commissions.
in advance of the request for final approval in January. After the Commissions consider resolutions of approval, each member’s governing body will need to consider a resolution of support for the loan. VRE staff are working with jurisdiction representatives to coordinate logistics and timing for those meetings in January or February. VRE staff are also available to answer questions about the proposed refinancing and are able to arrange conference calls with our financial advisor and bond counsel if needed.
Virginia Railway Express
Operations Board

Resolution
9B-12-2017

Recommend Approval to Refinance VRE RRIF Loan

WHEREAS, the Northern Virginia Transportation District Commission (“NVTC”), with the consent of the Potomac and Rappahannock Transportation District Commission (“PRTC,” and, together with NVTC, the “Commissions”) and the Participating and Contributing Jurisdictions, entered into a financing agreement with the Federal Railroad Administration pursuant to its Railroad Rehabilitation and Improvement Financing program in 2007 and subsequently borrowed a total of $68,953,913 pursuant to a series of draws under the program for railcars delivered between 2008 and 2012 (collectively, the “FRA Loan”); and,

WHEREAS, the FRA Loan is now administered by the U.S. Department of Transportation’s Build America Bureau; and,

WHEREAS, the VRE Master Agreement provides that the Commissions shall utilize reasonable debt financing to the extent that such financing is advantageous to VRE and is in the interest of the parties to the Master Agreement, but requires the Commissions not incur debt related to VRE without the consent of all Participating and Contributing Jurisdictions; and,

WHEREAS, VRE staff has recommended the FRA Loan be refinanced with the proceeds of a loan to be obtained from the Virginia Resources Authority (“VRA”) in an amount not to exceed $54,000,000, for a term not to exceed 15 years from its delivery date, and generating net present value savings of at least 3% of the refunded principal (collectively, the “VRA Loan”), as set forth in the VRA Term Sheet dated December 12, 2017; and,

WHEREAS, the VRE Operations Board recognizes the value of the VRA refinancing option to the VRE, due to the estimated savings of 12% of net present value, and also recognizes the need to move forward quickly in order to accommodate VRE schedule;

NOW, THEREFORE, BE IT RESOLVED THAT, the VRE Operations Board does hereby recommend that the VRA Loan, upon the terms and conditions set forth in the draft VRA Term Sheet dated December 12, 2017, with such changes thereto as may be authorized by the Commissions, be approved by the Commissions for the purpose of refinancing the FRA Loan subject to reasonable and responsible resolution of issues currently under negotiation.
Resolution 9B-12-2017 continued:

Approved this 15\textsuperscript{th} day of December 2017

______________________________  
Paul Smedberg  
Chairman

______________________________  
Katie Cristol  
Secretary
Below is an outline of the proposed principal terms and conditions for the type of financing requested in the Northern Virginia Transportation Commission application for funding from the spring Series 2018 Virginia Pooled Financing Program (“VPFP”), which has been authorized by the Credit Committee of Virginia Resources Authority (“VRA”), subject to receipt and satisfactory review of the City of Manassas Park fiscal year 2016 audited financial statements. The final terms and conditions will be set forth in the Local Bond Sale and Financing Agreement between VRA and the Northern Virginia Transportation Commission, which will be executed in advance of the VPFP spring Series 2018 bond issue pricing in May 2018. The following proposed terms are valid through June 30, 2018.

**Borrower:**

Northern Virginia Transportation Commission (the “Borrower”), as co-owner of the Virginia Railway Express (“VRE”), the provisions for which are detailed in the Master Agreement for Provision of Commuter Rail Services in Northern Virginia document originally dated October 3, 1989, as amended (the “Master Agreement”).

**Amount:**

Requested proceeds of up to $52,000,000 plus costs of issuance.

(Any changes in the Requested Proceeds amount should be submitted no later than March 23, 2018)

**Purpose:**

To refinance the Borrower’s promissory note payable to the Federal Railroad Administration issued in fiscal year 2008, together with related expenses (the “Project”).

**Security:**

Gross pledge of Borrower revenues properly allocable to VRE in accordance with generally accepted accounting principles or resulting from the ownership or operation of VRE, specifically including: (1) fares and other operating revenues, (2) contributions to costs of VRE by the below defined Participating Jurisdictions and Contributing Jurisdictions, (3) federal, state, and local grants, subsidies, or other governmental revenues received with respect to VRE that can be legally pledged and (4) any investment or other income allocable to VRE that can be legally pledged (collectively, the “Gross Revenues”);

Equity-funded local debt service reserve equal to $2,000,000 to be held by the VPFP trustee;

Moral obligation pledges as described below.

December 12, 2017
Moral Obligation Pledges: Moral obligation pledges of the Counties of Fairfax, Prince William, Stafford, and Spotsylvania, and the Cities of Fredericksburg, Manassas, and Manassas Park (collectively, the “Participating Jurisdictions”) evidenced in resolutions of the governing body of each locality that acknowledge and consent to the following: (1) the issuance of the proposed debt, (2) VRA’s treatment of the Master Agreement and the related, subject to appropriation, financial responsibilities of the Participating Jurisdictions as a “local obligation” within the meaning of Section 62.1-199 of the Code of Virginia of 1950, as amended, which will enable VRA to invoke the “state-aid intercept” in the event of a non-payment under the master agreement that results in a payment default on the proposed VRA loan, and (3) VRA’s status as a third party beneficiary of the Master Agreement;

It is understood that the County of Arlington and the City of Alexandria (collectively, the “Contributing Jurisdictions”) are not providing moral obligation support for the proposed loan.

Rate Covenant: Net revenues available for debt service consisting of Gross Revenues less cash-based operating and maintenance expenses (“Net Revenues Available for Debt Service”) shall be 100% of Borrower’s annual debt service on the proposed loan and any other debt obligations secured by a pledge of Gross Revenues, inclusive of contributions from the Participating Jurisdictions and Contributing Jurisdictions (the “Rate Covenant”);

In the event that the Borrower does not meet the Rate Covenant based on results of the Borrower’s annual audited financial statements, the Borrower agrees to take immediate action to adjust the VRE budget to restore compliance with the Rate Covenant, including increasing VRE fares and / or taking action under Section III(D) of the Master Agreement to seek supplemental appropriations from all Participating Jurisdictions that provided funding in support of VRE in the then current budget year and the most recent prior fiscal year.

December 12, 2017
Qualified Independent Consultant Report:
If as of the end of any fiscal year, the Borrower is not in compliance with the revenue covenant, the Borrower will within 30 days of receipt of the annual audited financial statements request a consultant report with recommendations to bring the Borrower into compliance with the rate covenant.

Liquidity Covenant:
Borrower covenants to maintain no less than 60 days of budgeted annual cash operating expenses (excluding budgeted annual debt service) restricted for use as a working capital reserve fund (the “Working Capital Reserve Fund Requirement”) consistent with VRE’s financial planning practices in its six-year plan; VRA will test compliance as of the end of the Borrower’s fiscal year (each June 30) based on audited financial statements, and if at any time during the life of the proposed loan the Borrower maintains an amount less than the Working Capital Reserve Fund Requirement, the Borrower covenants to replenish the related, restricted funds to the Working Capital Reserve Fund Requirement within six months of completion of the audited financial statements that showed non-compliance.

Parity Provisions:
In addition to the necessary local approvals required to issue additional debt, the Borrower may issue parity bonds on behalf of VRE provided that while the proposed VRA 2018 loan is outstanding: (1) Borrower provides evidence of historical compliance with the Rate Covenant, (2) Borrower provides evidence of historical compliance with the Working Capital Reserve Fund Requirement, and (3) Borrower will provide a third-party independent consultant certification that during the first three complete fiscal years following the completion of the improvements to be financed with the parity debt, the projected Net Revenues Available for Debt Service will be sufficient to meet the Rate Covenant.

Other Conditions:
Notice to VRA prior to the pricing of the VPFP spring Series 2018 bond issue if the Borrower becomes aware of any threatened or filed litigation with respect to the Project.

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1 In the event of threatened or filed litigation with respect to the Borrower or the Project, VRA reserves the right to withdraw or alter the terms of this commitment in its sole discretion.

December 12, 2017
Notice to VRA of intent to participate in the VPFP spring Series 2018 bond issue no later than March 30, 2018 through the execution of the Borrower’s Local Bond Sale and Financing Agreement related to the proposed loan;

Loan commitment is contingent on receipt and satisfactory review of the fiscal year 2016 audited financial statements of the City of Manassas Park.

Other Highlighted Documentation:
Certified copies of the Borrower, Potomac and Rappahannock Transportation Commission, Participating Jurisdictions, and Contributing Jurisdictions local resolutions authorizing the proposed financing.

Legal Opinions:
Customary opinions as to authorization, validity, no litigation, and no private activity and other matters requested by VRA

General Covenants:
To include those customary for these types of transactions, including events of taxability and others that are appropriate in the context of the financing

Payment Dates:
April 1 - Interest
October 1 – Principal and interest

Final Local Bond Maturity:
No later than October 1, 2032

VRA Loan Origination Fee:
12.5 basis points of par amount and added to costs of issuance (not to exceed $25,000)

Annual Administrative Fee:
12.5 basis points of outstanding principal and payable semi-annually

Annual Pass-through fees:
Annual trustee fees; allocable costs associated with arbitrage rebate calculations

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2 If a material adverse change has occurred in the financial condition of the Borrower as indicated in the financial statements, application and other information furnished to VRA between the date of the Borrower’s loan application to the VPFP and the VPFP bond pricing, VRA reserves the right to withdraw or alter the terms of this commitment in its sole discretion.

December 12, 2017
Acknowledgement:

The foregoing terms and conditions are hereby acknowledged the ______ day of _________________, 2017 / 2018.

By: ___________________________________

Its: ________________________________

Peter D’Alema
Director of Program Management
Virginia Resources Authority
1111 East Main Street
Suite 1920
Richmond, VA 23219
804-616-3446
pdalema@virginiaresources.org

VRA Contact:
RESOLUTION OF
NORTHERN VIRGINIA TRANSPORTATION DISTRICT COMMISSION

WHEREAS, the Northern Virginia Transportation District Commission (“NVTC”) and the Potomac and Rappahannock Transportation District Commission (“PRTC,” and, together with NVTC, the “Commissions”) jointly own and operate the Virginia Railway Express (the “VRE”) commuter rail service in Northern Virginia and the District of Columbia pursuant to the “Master Agreement for Provision of Commuter Rail Services in Northern Virginia – Establishment of the Virginia Railway Express” dated as of October 3, 1989, as amended (the “Master Agreement”), among the Commissions and the Participating and Contributing Jurisdictions described in such Master Agreement; and,

WHEREAS, NVTC, with the consent of PRTC and the Participating and Contributing Jurisdictions, entered into a financing agreement with the Federal Railroad Administration pursuant to its Railroad Rehabilitation and Improvement Financing program in 2007 and subsequently borrowed a total of $68,953,913 pursuant to a series of draws under the program for railcars delivered between 2008 and 2012 (collectively, the “FRA Loan”); and,

WHEREAS, the FRA Loan is now administered by the U.S. Department of Transportation’s Build America Bureau; and

WHEREAS, the Master Agreement provides that the Commissions shall utilize reasonable debt financing to the extent that such financing is advantageous to the VRE and is in the interest of the parties to the Master Agreement, but requires that the Commissions not incur debt related to the VRE without the consent of all Participating and Contributing Jurisdictions; and,

WHEREAS, the Commissions have determined to refinance the FRA Loan with the proceeds of a loan to be obtained from the Virginia Resources Authority (“VRA”) in an amount not to exceed $54,000,000, for a term not to exceed 15 years from its delivery date, and generating net present value savings of at least 3% of the refunded principal (collectively, the “VRA Loan”).

NOW, THEREFORE, BE IT RESOLVED BY NORTHERN VIRGINIA TRANSPORTATION DISTRICT COMMISSION, AS FOLLOWS:

1. The VRA Loan, upon the terms and conditions set forth in the VRA Term Sheet dated ________, 2017 (a copy of which has been provided to the Commissions), with such changes thereto as may be approved in writing by the Chairman, Vice Chairman or Executive Director of NVTC, is hereby authorized.

2. The Chairman, Vice Chairman or Executive Director of NVTC is authorized to determine and approve the final details of the VRA Loan, including, without limitation, the aggregate principal amount of the VRA Loan, the interest rates on the VRA Loan, the dates (including payment dates) of the VRA Loan documents and the amounts and prices of any optional or mandatory prepayments, provided, however, that the aggregate principal amount of the VRA Loan shall not exceed $54,000,000, its term shall not exceed 15 years from its delivery date, it shall generate net present value savings of at least 3% of the refunded principal, and its other terms and conditions shall be substantially as provided in the VRA Term Sheet described above. The
VRA Loan will require that the Commissions grant the VRA security interests in the participating jurisdictions’ jurisdictional payments under the Master Agreement. The approval of the Chairman, Vice Chairman or Executive Director of NVTC of such details shall be conclusively evidenced by the execution and delivery of the loan documents for the VRA Loan, which VRA Loan documents shall be prepared or reviewed by VRE’s bond counsel and reviewed by its general counsel, it being acknowledged and understood that the repayment obligations of the VRA Loan and the related financing covenants will be evidenced by a local bond to be issued by NVTC and a local bond sale and financing agreement to be negotiated and entered into by NVTC and VRA. The consummation of the VRA Loan shall be subject to the consent of the Participating and Contributing Jurisdictions as described in the recitals to this Resolution.

3. The Chairman, Vice Chairman or Executive Director of NVTC is authorized to approve, execute and deliver on behalf of NVTC and, if required, the Secretary or any Assistant Secretary of NVTC is authorized to affix and attest the seal of NVTC to the VRA Loan documents described above and such other documents, instruments or certificates as they deem necessary or appropriate, in consultation with VRE’s bond counsel and general counsel, to carry out the VRA Loan transaction authorized by this resolution. The approval of the Chairman, Vice Chairman or Executive Director of NVTC shall be conclusively evidenced by the execution and delivery of such documents, instruments or certificates. Such officers of NVTC and the Executive Director are further authorized to do and perform such other things and acts as they deem necessary or appropriate, in consultation with VRE’s bond counsel and general counsel, to carry out the VRA Loan transaction authorized by this resolution. All of the foregoing previously approved, executed, delivered, done or performed by such officers of NVTC or the Executive Director are in all respects hereby approved, ratified and confirmed.

4. This resolution shall take effect immediately upon its adoption.

Adopted this _____ day of ________, 2018.

____________________________________
Authorized Officer, Northern Virginia Transportation District Commission
RESOLUTION OF
POTOMAC AND RAPPAHANNOCK TRANSPORTATION DISTRICT COMMISSION

WHEREAS, the Northern Virginia Transportation District Commission ("NVTC") and the Potomac and Rappahannock Transportation District Commission ("PRTC," and, together with NVTC, the "Commissions") jointly own and operate the Virginia Railway Express (the "VRE") commuter rail service in Northern Virginia and the District of Columbia pursuant to the "Master Agreement for Provision of Commuter Rail Services in Northern Virginia – Establishment of the Virginia Railway Express" dated as of October 3, 1989, as amended (the "Master Agreement"), among the Commissions and the Participating and Contributing Jurisdictions described in such Master Agreement; and,

WHEREAS, NVTC, with the consent of PRTC and the Participating and Contributing Jurisdictions, entered into a financing agreement with the Federal Railroad Administration pursuant to its Railroad Rehabilitation and Improvement Financing program in 2007 and subsequently borrowed a total of $68,953,913 pursuant to a series of draws under the program for railcars delivered between 2008 and 2012 (collectively, the "FRA Loan"); and,

WHEREAS, the FRA Loan is now administered by the U.S. Department of Transportation’s Build America Bureau; and

WHEREAS, the Master Agreement provides that the Commissions shall utilize reasonable debt financing to the extent that such financing is advantageous to the VRE and is in the interest of the parties to the Master Agreement, but requires that the Commissions not incur debt related to the VRE without the consent of all Participating and Contributing Jurisdictions; and,

WHEREAS, the Commissions have determined to refinance the FRA Loan with the proceeds of a loan to be obtained from the Virginia Resources Authority ("VRA") in an amount not to exceed $54,000,000, for a term not to exceed 15 years from its delivery date, and generating net present value savings of at least 3% of the refunded principal (collectively, the "VRA Loan").

NOW, THEREFORE, BE IT RESOLVED BY POTOMAC AND RAPPAHANNOCK TRANSPORTATION DISTRICT COMMISSION, AS FOLLOWS:

1. The VRA Loan, upon the terms and conditions set forth in the VRA Term Sheet dated ________, 2017 (a copy of which has been provided to the Commissions), with such changes thereto as may be consented to in writing by the Chairman, Vice Chairman or Executive Director of PRTC, is hereby authorized.

2. The Chairman, Vice Chairman or Executive Director of PRTC is authorized to consent to the final details of the VRA Loan, including, without limitation, the aggregate principal amount of the VRA Loan, the interest rates on the VRA Loan, the dates (including payment dates) of the VRA Loan documents and the amounts and prices of any optional or mandatory prepayments, provided, however, that the aggregate principal amount of the VRA Loan shall not exceed $54,000,000, its term shall not exceed 15 years from its delivery date, it shall generate net present value savings of at least 3% of the refunded principal, and its other terms and conditions shall be substantially as provided in the VRA Term Sheet described above. The VRA Loan will require
that the Commissions grant the VRA security interests in the participating jurisdictions’ jurisdictional payments under the Master Agreement. The consent of the Chairman, Vice Chairman or Executive Director of PRTC of such details shall be conclusively evidenced by the execution and delivery of certain of the loan documents for the VRA Loan, which VRA Loan documents shall be prepared or reviewed by VRE’s bond counsel and reviewed by its general counsel, it being acknowledged and understood that the repayment obligations of the VRA Loan and the related financing covenants will be evidenced by a local bond to be issued by NVTC and a local bond sale and financing agreement to be negotiated and entered into by NVTC and VRA. The consummation of the VRA Loan shall be subject to the consent of the Participating and Contributing Jurisdictions as described in the recitals to this Resolution.

3. The Chairman, Vice Chairman or Executive Director of PRTC is authorized to approve, execute and deliver on behalf of PRTC, and, if required, the Secretary or any Assistant Secretary of PRTC is authorized to affix and attest the seal of PRTC to, the VRA Loan documents described above and such other documents, instruments or certificates as they deem necessary or appropriate, in consultation with VRE’s bond counsel and general counsel, to consent to and facilitate the VRA Loan transaction authorized by this resolution. The consent of the Chairman, Vice Chairman or Executive Director of PRTC shall be conclusively evidenced by the execution and delivery of such documents, instruments or certificates. Such officers of PRTC and the Executive Director are further authorized to do and perform such other things and acts as they deem necessary or appropriate, in consultation with VRE’s bond counsel and general counsel, to consent to and facilitate the VRA Loan transaction authorized by this resolution. All of the foregoing previously consented to, approved, executed, delivered, done or performed by such officers of PRTC or the Executive Director are in all respects hereby consented to, approved, ratified and confirmed.

4. This resolution shall take effect immediately upon its adoption.

Adopted this ____ day of ___________, 2018.

Authorized Officer, Potomac and Rappahannock Transportation District Commission
RESOLUTION APPROVING ISSUANCE OF REFINANCING DEBT FOR VIRGINIA RAILWAY EXPRESS EQUIPMENT

WHEREAS, the Northern Virginia Transportation District Commission (“NVTC”) and the Potomac and Rappahannock Transportation District Commission (“PRTC,” and, together with NVTC, the “Commissions”) jointly operate the Virginia Railway Express (the “VRE”) commuter rail service in Northern Virginia pursuant to the Master Agreement dated as of October 3, 1989, as amended (the “Master Agreement”), among the Commissions and the Participating and Contributing Jurisdictions described in such Master Agreement; and,

WHEREAS, NVTC, with the consent of PRTC and the Participating and Contributing Jurisdictions, entered into a financing agreement with the Federal Railroad Administration pursuant to its Railroad Rehabilitation and Improvement Financing program in 2007 and subsequently borrowed a total of $68,953,913 pursuant to a series of draws under the program for railcars delivered between 2008 and 2012 (collectively, the “FRA Loan”); and,

WHEREAS, the FRA Loan is now administered by the U.S. Department of Transportation’s Build America Bureau; and

WHEREAS, the [County] [City] of __________, Virginia, is a [Participating] [Contributing] Jurisdiction under the terms of the Master Agreement; and,

WHEREAS, the Commissions have recommended to the Participating and Contributing Jurisdictions the refinancing of the FRA Loan with the proceeds of a loan to be obtained from the Virginia Resources Authority (“VRA”); and,

WHEREAS, the Master Agreement provides that the Commissions shall utilize reasonable debt financing to the extent that such financing is advantageous to the VRE and is in the interest of the parties to the Master Agreement, but requires that the Commissions not incur debt related to the VRE without the consent of all Participating and Contributing Jurisdictions.

NOW, THEREFORE, BE IT RESOLVED THAT __________, Virginia consents, in accordance with the terms of the Master Agreement, to the incurrence of a VRA loan by NVTC to refinance the FRA Loan upon substantially the terms and conditions described in the VRA Term Sheet dated as of __________ __, 201__, accepted by the Commissions as of __________ __, 2018 and presented to this meeting (the “VRA Loan”); and,

BE IT FURTHER RESOLVED THAT it is acknowledged that the repayment obligations of the VRA Loan and the related financing covenants will be evidenced by a local bond to be issued by NVTC and a local bond sale and financing agreement to be negotiated and entered into by NVTC and VRA; and,
BE IT FURTHER RESOLVED THAT the consent to the VRA Loan is contingent upon the achievement of net present value debt service savings of not less than three percent (3%) of the outstanding principal amount of the FRA Loan; and,

BE IT FURTHER RESOLVED THAT as required by VRA as a condition to the making of the VRA Loan, the [County] [City] further consents to the Commissions’ granting to VRA of security interests in the Commissions’ rights to participating jurisdictions’ jurisdictional payments under the Master Agreement; and,

BE IT FURTHER RESOLVED THAT as required by VRA as a condition to the making of the VRA Loan, the [County] [City] agrees that VRA shall be deemed a third party beneficiary of the Master Agreement for purposes of repayment of the VRA Loan; and,

[PARTICIPATING JURISDICTIONS ONLY (I.E. NOT ARLINGTON OR ALEXANDRIA): BE IT FURTHER RESOLVED THAT as a condition to the making of the VRA Loan, the [County] [City] further acknowledges that (i) the VRA Loan may be payable from and will be secured by amounts derived pursuant to the Master Agreement, (ii) VRA would not make the VRA Loan without the security and credit enhancement provided by the Participating Jurisdictions under the Master Agreement, and (iii) VRA is treating the [County’s] [City’s] obligations under the Master Agreement as a “local obligation” pursuant to Section 62.1-199 of the Code of Virginia of 1950, as amended. In the event of the failure of the [County] [City] to appropriate a payment under the Master Agreement that causes a nonpayment on the VRA Loan, VRA may institute the “state-aid intercept” process set forth in Section 62.1-216.1 of the Code of Virginia of 1950, as amended, under which the Governor may cause the Comptroller to withhold all further payment to the [County] [City] of funds appropriated and payable by the Commonwealth to the [County] [City] until the unpaid sum is obtained. The funds so withheld will be directed to VRA to cure the nonpayment; and,]

BE IT FURTHER RESOLVED THAT the appropriate officers of the [County] [City] are authorized to execute and deliver such agreements, instruments and certificates as may be necessary to accomplish the foregoing.
To: Chairman Smedberg and the VRE Operations Board

From: Doug Allen

Date: December 15, 2017

Re: Authorization to Execute an Agreement with Amtrak to Conduct Ground Surveys for the Midday Storage Facility Project

Recommendation:

The VRE Operations Board is asked to authorize the Chief Executive Officer to execute an agreement with the National Passenger Railroad Corporation (Amtrak) allowing collection of ground surveys for a midday storage facility in an estimated amount of $278,881, plus a 10% contingency of $27,888, for a total not to exceed of $306,769.

Summary:

This item provides an agreement with Amtrak to provide access, flagging, and other support activities during the collection of field data in support of the proposed Midday Storage Replacement Facility.

Background:

VRE’s equipment is currently stored during middays in or around the Ivy City Complex in Washington DC. The space currently used by VRE will be used by Amtrak for their new high-speed equipment, which is on order and expected by 2021. VRE, in collaboration with Amtrak, is developing a midday storage replacement facility site for its rolling stock north of Washington Union Station between the Northeast Corridor and New York Avenue NE. As part of project development, VRE is refining initial conceptual designs by conducting preliminary engineering and environmental studies as authorized by VRE Operations Board resolution #9B-07-2017.

This agreement will allow VRE’s contractor to conduct ground surveys so that further design of a preferred layout can continue through the project development process. Amtrak will provide flagging and other support activities during the collection of field data.
**Fiscal Impact:**

This project is included in VRE’s Capital Improvement Program under Equipment Storage with funds drawn from VRE’s FY 2017 Federal 5307 funds.
Virginia Railway Express  
Operations Board  

Resolution  
9C-12-2017  

Authorization to Execute an Agreement with Amtrak to Conduct Ground Surveys for the Midday Storage Facility Project

WHEREAS, VRE’s equipment is currently stored during middays in or around the Ivy City Complex; and,

WHEREAS, the space currently used by VRE will be used by Amtrak for their new high-speed equipment, which is on order and expected by 2021; and,

WHEREAS, VRE in collaboration with Amtrak is developing a midday storage replacement facility site for rolling stock north of Washington Union Station between the Northeast Corridor and New York Avenue NE; and,

WHEREAS, as part of project development, VRE is refining initial conceptual designs by conducting preliminary engineering and environmental studies as authorized by VRE Operations Board resolution #9B-07-2017; and,

WHEREAS, this agreement will allow VRE’s contractor to conduct ground surveys so that further design of a preferred layout can continue through the project development process; and,

WHEREAS, Amtrak will provide flagging and other support activities during the collection of field data;

NOW, THEREFORE, BE IT RESOLVED THAT, the VRE Operations Board does hereby authorize the Chief Executive Officer to execute an agreement with the National Passenger Railroad Corporation (Amtrak) allowing collection of ground surveys for a midday storage facility in an estimated amount of $278,881, plus a 10% contingency of $27,888, for a total not to exceed of $306,769.

Approved this 15th day of December 2017

______________________________
Paul Smedberg  
Chairman

______________________________
Katie Cristol  
Secretary
Agenda Item 9-D
Action Item

To: Chairman Smedberg and the VRE Operations Board
From: Doug Allen
Date: December 15, 2017
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 fourth option year for the Purchase and Delivery of Locomotive Fuel Contracts with James River Solutions of Ashland, VA for fuel at the Crossroads Yard and Griffith Energy Services, Inc. of Manassas, VA for fuel at the Broad Run Yard for the year ending June 30, 2019. The Contract option with James River Solutions is being recommended in an amount not to exceed $2,507,500, for a period of one year. The Contract option with Griffith Energy Services, Inc. is being recommended in an amount not to exceed $1,742,500, for a period of one year.

Summary:

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, James River Solutions and Griffith Energy Services.

Background:

On July 1, 2017, the VRE Operations Board authorized execution of Contract Amendments with James River Solutions in an amount not to exceed $2,808,105, and Griffith Energy Services in an amount not to exceed $1,951,395, for the third option year of the contracts. The third option year for these contracts expires on June 30, 2018. Both contracts have one one-year option remaining. The VRE Operations Board’s approval is required for each option year.
Exercising the option years now allows VRE to maximize the fuel hedging mechanism. The total cost of the fourth option year is based on an estimated cost of $2.50 per gallon for 1.7M gallons.

**Fiscal Impact:**

The total of the requested contract option year authorizations for James River Solutions ($2,507,500) and Griffith Energy Services ($1,742,500) is $4,250,000. Funding is included in the proposed FY2019 Operating Budget for Equipment Operations – Fuel, in the amount of $4,250,000.
Virginia Railway Express
Operations Board

Resolution
9D-12-2017

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

WHEREAS, the third option year for the contracts to provide fuel at VRE yards expires on
June 30, 2018; and,

WHEREAS, both contracts have one one-year option remaining; and,

WHEREAS, the fourth option year for the contracts would begin on July 1, 2018; and,

WHEREAS, exercising the option years before expiration of the prior option 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 does hereby
authorize the Chief Executive Officer to execute the fourth option year for the Purchase and
Delivery of Locomotive Fuel Contract for the Crossroads yard with James River Solutions in
an amount not to exceed $2,507,500, for a period of one year; and,

BE IT FURTHER RESOLVED THAT, the VRE Operations Board does hereby authorize the
Chief Executive Officer to execute the fourth option year for the Purchase and Delivery of
Locomotive Fuel Contract for the Broad Run yard with Griffith Energy Services, Inc. in an
amount not to exceed $1,742,500.

Approved this 15th day of December 2017

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Paul Smedberg
Chairman

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Katie Cristol
Secretary
To: Chairman Smedberg and the VRE Operations Board

From: Doug Allen

Date: December 15, 2017

Re: Authorization to Extend the 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 parking at the Rippon Station in the amount of $178,466 for one year.

Summary:

This Lease Agreement is for 320 parking spaces that serve riders boarding at the Rippon Station.

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 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 eleven years through the end of February 2018 with the approval of the Operations Board in December 2016.

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 recommends extending the Lease Agreement for one year, at a cost not to exceed $178,466 during that period. The monthly rental cost per space is consistent with the cost paid for leased parking at other VRE stations and is thus deemed fair and reasonable.

**Fiscal Impact:**

Funding is provided for in the FY 2018 operating budget under the Station Parking Fees line item. Funding for the subsequent fiscal year is included in the proposed FY 2019 budget.
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 2018; and,

WHEREAS, VRE staff is requesting permission to extend the Lease Agreement for one additional year through February 28, 2019;

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 $178,466 for one year.

Approved this 15th day of December 2017

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Paul Smedberg
Chairman

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Katie Cristol
Secretary
To: Chairman Smedberg and the VRE Operations Board

From: Doug Allen

Date: December 15, 2017

Re: Authorization to Execute an Agreement for Project Controls Software License and Related Integration and Training

Recommendation:

The VRE Operations Board is asked to authorize the Chief Executive Officer to execute an Agreement to acquire e-Builder project controls software licenses and related training in the amount of $202,028, plus a 10% contingency of $20,203, for a total not to exceed $222,231.

Summary:

The purpose of the Agreement is purchase of project controls software (specifically e-Builder Software Suite) licensing for an initial one-year period and related training for software users under US General Services Administration (GSA) cooperative purchasing schedules. The e-Builder project controls software will provide a centralized, consistent, and comprehensive tool to organize, monitor, and manage VRE capital improvement projects through planning, design, and construction.

Background:

Project controls—methods for monitoring and reporting adherence to budget, schedule, and scope, and for managing project documents and correspondence—are the foundation for good project management. VRE traditionally has charged its Project Managers to maintain project controls on a project-by-project basis. The adopted VRE System Plan 2040 calls for a significant expansion of the number and complexity of capital improvement projects managed by VRE, requiring a more centralized, consistent, and comprehensive approach to project controls.

VRE desires an established, off-the-shelf software package for project controls that is
familiar to contractors (who will be called upon to populate with their project information), easy to use by VRE staff and compatible with the Enterprise Resource Plan (ERP) managed by VRE Information Technology (IT). VRE staff evaluated several alternative software packages and determined that the e-Builder System is best suited for VRE’s purposes since it is used by many of our consultants and contractors, will integrate with the forthcoming ERP system, and is used for project controls by several VRE member jurisdictions.

The scope of services for this Agreement includes:

1. Acquisition of the e-Builder software package and requisite licenses for its use;
2. Assistance in integrating the e-Builder software package with the VRE ERP; and
3. Training for VRE employees or designated users.

VRE is eligible to acquire the e-Builder software package along with associated integration services and training under the GSA Cooperative Purchasing Program (Schedules 70 and 84) in accordance with VRE Public Procurement Policies and Procedures. The term of the initial agreement will be for 12 months from notice-to-proceed, with annual renewals required for licenses.

**Fiscal Impact:**

Funding is provided through the FY 2018 operating budget for software license and related training. Funding for future years will be included in each proposed annual IT operating budget for software license and the Office of Development operating budget for any additional training as-needed.
Virginia Railway Express
Operations Board

Resolution
9F-12-2017

Authorization to Execute an Agreement for Project Controls Software License and Related Integration and Training

WHEREAS, the adopted VRE System Plan 2040 calls for a significant expansion of the number and complexity of capital improvement projects managed by VRE; and,

WHEREAS, VRE requires a more centralized, consistent, and comprehensive approach to monitoring, managing, and reporting of project progress; and,

WHEREAS, a project control software package integrated with VRE’s Enterprise Resource Plan for Information Technology will greatly facilitate that task; and,

WHEREAS, the e-Builder project control software package, along with requisite integration and training services, is available through a US General Services Administration (GSA) cooperative purchasing schedule in accordance with VRE Public Procurement Policies and Procedures;

NOW, THEREFORE, BE IT RESOLVED THAT, the VRE Operations Board does hereby authorize the Chief Executive Officer to Execute an Agreement to acquire e-Builder project control software through a GSA cooperative purchasing schedule in the amount of $202,028, plus a 10% contingency of $20,203, for a total not to exceed $222,231.

Approved this 15th day of December 2017

_____________________________________
Paul Smedberg
Chairman

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Katie Cristol
Secretary
To: Chairman Smedberg and the VRE Operations Board

From: Doug Allen

Date: December 15, 2017

Re: Authorization to Amend the Mechanical Engineering Consulting Services Contract (MEC VI)

Recommendation:

The VRE Operations Board is asked to authorize the Chief Executive Officer to amend the Mechanical Engineering Consulting Services Contract (MEC VI) in accordance with the revised Virginia Public Procurement Act (VPPA).

Summary:

The VPPA was amended on October 1, 2016, to increase the allowable maximum aggregate value of all Task Orders initiated to $6,000,000 per year for Professional Engineering contracts. This action would amend the MEC VI contract’s annual limit to $6,000,000 as well as the total not to exceed amount to $23,000,000 over the five-year term of the contract.

Background:

In April of 2015, the VRE Operations Board approved a contract for mechanical engineering consulting services (MEC VI). The contract term is for five years or $5,000,000, whichever occurs first. This amendment would increase the annual limit of the contract to $6,000,000 and the total not to exceed amount to $23,000,000 over the five-year term of the contract.

VRE uses Mechanical Engineering Consulting (MEC) contracts to provide on-call mechanical engineering, project management, project oversight for new rolling stock procurements, support for the implementation and ongoing operation of Positive Train Control, rolling stock configuration management, ongoing implementation of life-cycle maintenance, transit asset management and other system-wide improvements. VRE has
found the use of MEC contracts to be more efficient than completing numerous, separate procurements.

**Fiscal Impact:**

There is no specific Fiscal Impact associated with this action as funding for each Task Order issued under MEC VI is identified separately for each Task Order. Depending on the project for which the Task Order is issued, funding may come from grant funds, VRE operating or capital funds, or a combination thereof.
WHEREAS, the use of Mechanical Engineering Consulting contracts at VRE has proven to be an efficient and cost-effective means of performing mechanical engineering related activities required for a limited duration or needed in a timely manner on an as-needed basis; and,

WHEREAS, in April of 2015, the VRE Operations Board authorized execution of the current Mechanical Engineering Consulting Services contract (MEC VI); and,

WHEREAS, the MEC VI contract term is five years with a not to exceed amount of $5,000,000; and,

WHEREAS, HB 907, which passed during the 2016 legislative session and was signed by the Governor in March 2016, amended the Virginia Public Procurement Act granting Transportation Commissions, and thus VRE, an exception that allows the aggregate value of all Task Orders initiated under Professional Engineering contracts to be set at a maximum of $6,000,000 per year;

NOW, THEREFORE, BE IT RESOLVED THAT, the VRE Operations Board does hereby authorize the Chief Executive Officer to amend the Mechanical Engineering Consulting Services contract (MEC VI) to the maximum limit of $6,000,000 per year for the remaining life of the existing contract and a total contract amount not to exceed $23,000,000.

Approved this 15th day of December 2017

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Paul Smedberg
Chairman

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Katie Cristol
Secretary
To: Chairman Smedberg and the VRE Operations Board  
From: Doug Allen  
Date: December 15, 2017  
Re: VRE Operations Board Resolution of Support for Prince William County’s Application for Route 28 Corridor Improvements Funding for NVTA FY 2018-2023 Six Year Program  

Recommendation:

The VRE Operations Board is asked to support Prince William County’s application for the Route 28 Corridor Improvements (Fitzwater Drive to Pennsylvania Avenue) project for funding consideration in the Northern Virginia Transportation Authority (NVTA) Fiscal Year (FY) 2018-2023 Six Year Program (SYP).

Summary:

NVTA issued a Call for Projects for its FY 2018-2023 SYP on October 4, 2017. Applications are due at 12:00 Noon on December 15, 2017. NVTA requires resolutions of support for project applications by the governing body of the submitting jurisdiction or agency. Prince William County staff have asked for a resolution of support from the VRE Operations Board as an interested stakeholder in the project. This request will provide funding to widening Route 28, including providing pedestrian and bicycle facilities, between Fitzwater Drive and Pennsylvania Avenue near the VRE Broad Run station.

Background:

To be eligible for NVTA SYP funding, a project must be included in TransAction, the NVTA’s long-range transportation plan for northern Virginia. The VRE Manassas Line Rail Capacity Enhancements project (TransAction Project ID 300) increases VRE frequencies to 20 minutes in the peak period and includes the following related infrastructure components:
• Construct track capacity enhancements (including modification or expansion of track, signals, bridges, structures, etc.) from Alexandria/AF to Manassas Line terminus, including existing Broad Run VRE station
• Purchase additional rolling stock in support of eight-car trains and peak service improvements (TIP reflects purchases for eight-car trains in peak hour, additional needed beyond CLRP commitment
• Construct/expand VRE equipment storage and maintenance facilities in Manassas and midday storage in Washington, DC
• Construct station/platform, parking and multimodal access improvements at VRE Manassas Line stations, including expansion of existing Broad Run VRE station/parking/multimodal access
• Improve information sharing through ITS/TSM enhancements for improved communications
• Rail improvements in support of I-81 / Route 29 Intercity Passenger Rail (DRPT/AMTRAK).

The Route 28 Corridor Improvements project will improve access to the VRE Broad Run station by widening the segment of Route 28 between Fitzwater Dr. and Pennsylvania Ave., including the provision of pedestrian and bicycle facilities, as a component of the VRE Manassas Line Rail Capacity Enhancements project. Prince William County will request funding from NVTA in the amount of $15,000,000 for construction of the proposed improvements. Concurrent with the expansion of Route 28, VRE will be advancing the expansion of the Broad Run station and maintenance and storage facility capacity. The two projects complement each other in support of future VRE growth.

**Fiscal Impact:**

The endorsement of the Prince William County NVTA project has no fiscal impact.
WHEREAS, the passage of House Bill 2313 requires the NVTA to fund highway projects that have been both included in TransAction and evaluated for congestion relief and emergency evacuation by VDOT or mass transit capital projects that increase capacity; and,

WHEREAS, NVTA has issued a Call for Projects to agencies and jurisdictions for consideration for funding with expected FY2018 through FY2023 revenues; and,

WHEREAS, Prince William County plans to apply for funding in the amount of $15,000,000 for construction of the Route 28 Corridor Improvements (Fitzwater Drive to Pennsylvania Avenue) project; and,

WHEREAS, the project will improve multimodal access to the VRE Broad Run station by widening the segment of Route 28 between Fitzwater Drive and Pennsylvania Avenue, including the provision of pedestrian and bicycle facilities, as a component of the VRE Manassas Line Rail Capacity Enhancements (TransAction Project ID 300); and,

WHEREAS, Prince William County staff have requested a resolution of support for the project from the VRE Operations Board for inclusion with its application to NVTA;

NOW, THEREFORE, BE IT RESOLVED THAT, the VRE Operations Board does hereby endorse and support Prince William County’s application for the Route 28 Corridor Improvements (Fitzwater Drive to Pennsylvania Avenue) for funding consideration in the NVTA FY 2018-2023 Six Year Program.

Approved this 15th day of December 2017

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Paul Smedberg
Chairman

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Katie Cristol
Secretary
To: Chairman Smedberg and the VRE Operations Board

From: Doug Allen

Date: December 15, 2017

Re: VRE Operations Board Resolution of Support for Arlington County's Application for Crystal City Metrorail Station East Entrance and Intermodal Connections Funding for NVTA FY 2018-2023 Six Year Program

Recommendation:

The VRE Operations Board is asked to support Arlington County's application for the Crystal City Metrorail Station East Entrance and Intermodal Connections for funding consideration in the Northern Virginia Transportation Authority (NVTA) Fiscal Year (FY) 2018-2023 Six Year Program (SYP).

Summary:

NVTA issued a Call for Projects for its FY2018-2023 SYP on October 4, 2017. Applications are due at 12:00 Noon on December 15, 2017. NVTA requires resolution of support for project applications by the governing body of the submitting jurisdiction or agency. Arlington County staff have asked for a resolution of support from the VRE Operations Board as an interested stakeholder in the project.

This request will provide funding to design and construct a second entrance to the Crystal City Metrorail Station, located at the corner of Crystal Drive and 18th Street South. The new, east entrance will expand station capacity and enhance transit access and connectivity in Crystal City with VRE and the Crystal City Potomac Yard Transitway. The new Metrorail station entrance is aligned with the preferred site for the proposed VRE Crystal City Station, approved by the VRE Operations Board on October 20, 2017.

Background:

The Crystal City Metrorail Station East Entrance and Intermodal Connections (TransAction
Project Title Crystal City Metrorail Station Second Entrance, TransAction ID 89) will expand station access and provide more capacity for the station and efficiency for Metrorail operations. The Crystal City Metrorail Station East Entrance will provide better connectivity to Crystal Drive and development anticipated in the Crystal City Sector Plan, as well as to the VRE Crystal City Station and Crystal City Potomac Yard Transitway station on Crystal Drive. A later phase of the project includes a direct pedestrian connection between Crystal City and Ronald Reagan Washington National Airport (DCA).

The planned location for the east entrance is on the northwest corner of the intersection of 18th Street South and Crystal Drive. The project is in the concept development and engineering analysis phase. The estimated cost to complete the design and construction of the new entrance is $87 million. Arlington County staff will begin working with WMATA to develop a Memorandum of Agreement that will outline agency roles and responsibilities for design and construction of the entrance.

**Fiscal Impact:**

The endorsement of the Arlington County NVTA project has no fiscal impact.
Virginia Railway Express
Operations Board

Resolution
9I-12-2017

VRE Operations Board Resolution of Support for
Arlington County’s Application for Crystal City Metrorail Station East
Entrance and Intermodal Connections Funding for NVTA
FY 2018-2023 Six Year Program

WHEREAS, the passage of House Bill 2313 requires the NVTA to fund highway projects that have been both included in TransAction and evaluated for congestion relief and emergency evacuation by VDOT or mass transit capital projects that increase capacity; and,

WHEREAS, NVTA has issued a Call for Projects to agencies and jurisdictions for consideration for funding with expected FY2018 through FY2023 revenues; and,

WHEREAS, Arlington County plans to apply for funding in the amount of $87,000,000 to complete design and construction for the Crystal City Metrorail Station East Entrance and Intermodal Improvements (TransAction Project Title Crystal City Metrorail Station Second Entrance and Intermodal Connections, TransAction ID 89); and,

WHEREAS, the new entrance is aligned with and enhances connectivity to the preferred site for the relocated VRE Crystal City station; and,

WHEREAS, Arlington County staff have requested a resolution of support for the project from the VRE Operations Board for inclusion with its application to NVTA;

NOW, THEREFORE, BE IT RESOLVED THAT, the VRE Operations Board does hereby endorse and support Arlington County’s application for the Crystal City Metrorail Station East Entrance and Intermodal Connections project for funding consideration in the NVTA FY2018-2023 Six Year Program.

Approved this 15th day of December 2017

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Paul Smedberg
Chairman

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Katie Cristol
Secretary
To: Chairman Smedberg and the VRE Operations Board  
From: Doug Allen  
Date: December 15, 2017  
Re: Approval of 2018 VRE Officers

Recommendation:

The VRE Operations Board is asked to approve the nominees for the 2018 VRE Officers as recommended by the Nominating Committee. The nominees are as follows:

Chairman:  
Martin Nohe (PRTC)

Vice Chairman:  
Katie Cristol (NVTC)

Secretary:  
Maureen Caddigan (PRTC)

Treasurer:  
John Cook (NVTC)

Immediate Past Chairman:  Paul Smedberg (NVTC)

Installation of the 2018 VRE Officers shall take place at the January 19, 2018 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
9J-12-2017

Approval of 2018 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 2018 VRE Officers to the Operations Board;

NOW, THEREFORE, BE IT RESOLVED THAT, the VRE Operations Board does hereby affirm the election of Martin Nohe as Chairman, Katie Cristol as Vice Chairman, Maureen Caddigan as Secretary, John Cook as Treasurer and Paul Smedberg as Immediate Past Chairman to serve as the 2018 VRE Officers to be installed at the January 19, 2018 Operations Board Meeting.

Approved this 15th day of December 2017

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Paul Smedberg
Chairman

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Katie Cristol
Secretary
To: Chairman Smedberg and the VRE Operations Board
From: Doug Allen
Date: December 15, 2017
Re: Spending Authority Report

On May 15, 2015, the VRE Operations Board approved increasing the Chief Executive Officer’s spending authority from $50,000 to $100,000. It was resolved any purchase of greater than $50,000 would be communicated to the Board as an information item.

- On November 7, 2017, VRE issued a Task Order in the amount of $59,771 to Vanasse Hangen Brustlin, Inc. under the General Planning Consulting Contract for preliminary site investigations and development of a project implementation plan for L’Enfant Station and track improvements.
- On November 21, 2017, VRE issued a Task Order in the amount of $75,000 to Kensington Consulting, LLC for Facility Design Consultation and Assessment which will provide hazard, risk and other safety and security assessments for new and redeveloped VRE facilities.
- On November 27, 2017, VRE issued a Task Order in the amount of $88,776 to RPI Group, Inc. for Management of Inventory of Security Camera and Access Control Components to include inventory control, physical and software assessments and storage in a climate controlled environment.
- On November 30, 2017, VRE amended a Blanket Purchase Order with Digilink, Inc., from $50,000 to an amount not to exceed $100,000 for printing services for VRE marketing materials to include the RIDE Magazine, posters, flyers and brochures.