WHEREAS, on March 12, 2020, the Governor of Virginia declared a state of emergency in Virginia in response to the spread of novel coronavirus, or COVID-19, a communicable disease of public health threat as so declared by the State Health Commissioner on February 7, 2020 ("COVID-19"); and,

WHEREAS, in subsequent Executive Orders, particularly Executive Order Nos. 53 and 55, as amended, the Governor of Virginia, among other measures designed to ensure safe physical distancing between individuals, prohibited public and private in person gatherings of 10 or more individuals and ordered all individuals in Virginia to remain at their place of residence, with limited exceptions, to mitigate the impacts of COVID-19 and prevent its spread; and,

WHEREAS, the Virginia Railway Express Operations Board finds that it has a responsibility to demonstrate to the public, through the Board’s conduct, the importance of maintaining proper physical distance from others and to avoid gathering in public where the risks of infection are highest, and to take measures that promote physical distancing in order to protect the public health and mitigate the impacts and spread of COVID-19, including, among others, conducting meetings electronically whenever possible; and,

WHEREAS, on April 22, 2020, the Virginia General Assembly adopted, and the Governor signed, budget bill amendments to HB 29 that expressly authorize “any public body, including any state, local, [or] regional body” to “meet by electronic communication means without a quorum of the public body . . . physically assembled at one location when the Governor has declared a state of emergency . . . , provided that (i) the nature of the declared emergency makes it impracticable or unsafe for the public body . . . to assemble in a single location; (ii) the purpose of the meeting is to discuss or transact the business statutorily required or necessary to continue operations of the public body . . . and the discharge of its lawful purposes, duties, and responsibilities” among other provisions; and,
WHEREAS, jurisdictions of the Virginia Railway Express Operations Board have adopted continuity of government ordinances pursuant to Va. Code Ann. § 15.2-1413 which ordinances, among other provisions, authorize regional bodies of which the locality is a member to meet electronically to transact business to assure the continuity of government;

NOW, THEREFORE, BE IT RESOLVED, the Virginia Railway Express Operations Board hereby finds that meeting by electronic means is authorized because the nature of the declared emergency makes it both impracticable and unsafe for the Operations Board to assemble in a single location on June 19, 2020, to discuss and transact the business of the Operations Board listed on the June 19, 2020 Operations Board Meeting Agenda; and,

BE IT FURTHER RESOLVED, the Virginia Railway Express Operations Board hereby finds that meeting by electronic means is authorized because the items on the June 19, 2020 Operations Board Meeting Agenda are statutorily required or necessary to continue operations of the Operations Board and the discharge of the Operations Board’s lawful purposes, duties, and responsibilities; and,

BE IT FURTHER RESOLVED, the Virginia Railway Express Operations Board hereby finds that the items on the June 19, 2020 Operations Board Meeting Agenda are encompassed within the continuity of operations ordinances adopted by several member localities of the Virginia Railway Express Operations Board to assure the continued operation of the government during the disaster posed by the public health emergency resulting from COVID-19.

Approved this 19th day of June 2020

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Gary Skinner  
Chairman

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Jeanine Lawson  
Secretary
Agenda Item 9-A
Action Item

To: Chairman Skinner and the VRE Operations Board
From: Rich Dalton
Date: June 19, 2020
Re: Authorization to Execute a Contract for Seat Bottoms for Passenger Railcars

Recommendation:
The VRE Operations Board is asked to authorize the Acting Chief Executive Officer to execute a contract with FELLFAB Corporation of Atlanta, Georgia, for Seat Bottoms for Passenger Railcars in the amount of $1,072,675, plus a 10 percent contingency of $107,268, for a total amount not to exceed $1,179,943.

Summary:
The VRE Operations Board adopted a life cycle maintenance strategy for VRE rolling stock in January 2014 to maintain VRE locomotives and passenger railcars at the highest level of reliability throughout the equipment lifecycle. The passenger railcar seat bottoms are reaching the end of their useful life under VRE’s Life Cycle Maintenance (LCM) Program. This authorization will allow VRE to purchase a total of 6,528 seat bottoms to retrofit 71 passenger railcars.

Background:
VRE purchased 71 Gallery IV passenger railcars between 2006 and 2010. Each passenger railcar has on average 91 bottom seat cushions. After thousands of hours spent supporting the weight of seated passengers, as well as wear and tear from riders sitting down and getting up, the foam struts break down, lose their ability to bear weight and are unable to return to their original dimensions.
Under VRE’s LCM Program, these seat bottoms have reached the end of their useful life and need replacement. The scope of work includes the purchase and delivery of seat bottoms to retrofit 71 passenger railcars. Installation of the seat bottoms will be performed by VRE’s maintenance services contractor, Keolis Rail Services Virginia.

On December 15, 2017, the VRE Operations Board approved a request to issue an Invitation for Bids (IFB) for the Purchase and Delivery of Seat Bottoms for Passenger Railcars. A mailing list of five prospective Bidders was established for the solicitation to ensure access to adequate sources of services. On January 17, 2020, an IFB was issued and bids were due on May 29, 2020. Two responses were received.

The staff has certified the lowest bid price is fair and reasonable.

The bid tabulation is as follows:

<table>
<thead>
<tr>
<th>Bidders</th>
<th>Bid Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. FELLFAB Corporation</td>
<td>$1,072,675</td>
</tr>
<tr>
<td>2. KSU N.A. LLC</td>
<td>$1,236,608</td>
</tr>
</tbody>
</table>

After review of the bids, it was determined FELLFAB Corporation was the lowest responsive-responsible bidder.

**Fiscal Impact:**

Funding for the Seat Bottoms for Passenger Rail Cars is provided through existing Federal formula funds (Section 5337- State of Good Repair) with associated state and local matching funds.
Virginia Railway Express
Operations Board

Resolution
9A-06-2020

Authorization to Execute a Contract for
Seat Bottoms for Passenger Railcars

WHEREAS, the VRE Operations Board adopted a life cycle maintenance strategy in January 2014 to maintain VRE locomotives and passenger railcars at the highest level of reliability throughout the equipment lifecycle; and,

WHEREAS, passenger seat bottom cushions have lost their ability to bear weight and are unable to return to their original dimensions; and,

WHEREAS, the VRE Operations Board authorized the Chief Executive Officer to issue an Invitation for Bids for the purchase and delivery of seat bottoms for passenger railcars on December 15, 2017; and,

WHEREAS, an Invitation for Bids was issued on January 17, 2020 with bids due May 29, 2020; and,

WHEREAS, it was determined FELLFAB Corporation was the lowest responsive-responsible bidder;

NOW, THEREFORE, BE IT RESOLVED THAT, the VRE Operations Board does hereby find that, in accordance with recently adopted amendments to budget bills HB 29 and 30, meeting by electronic means is authorized because the nature of the declared emergency makes it both impracticable and unsafe for the Operations Board to assemble in a single location on June 19, 2020, and that meeting by electronic means is authorized because the items on the June 19, 2020 Operations Board Meeting Agenda are statutorily required or necessary to continue operations of the Operations Board and the discharge of the Operations Board’s lawful purposes, duties, and responsibilities; and further find that meeting by electronic means is authorized because the items on the June 19, 2020 Operations Board Meeting Agenda are encompassed within the continuity of operations ordinances adopted by member localities of the Virginia Railway Express Operations Board to assure the continued operation of the government during the disaster posed by the public health emergency resulting from COVID-19; and,

BE IT FURTHER RESOLVED THAT, the VRE Operations Board does hereby authorize the Acting Chief Executive Officer to execute a contract with FELLFAB Corporation of Atlanta, Georgia, for Seat Bottoms for Passenger Railcars in the amount of $1,072,675, plus a 10 percent contingency of $107,268, for a total amount not to exceed $1,179,943.
Approved this 19\textsuperscript{th} day of June 2020

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Gary Skinner
Chairman

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Jeanine Lawson
Secretary
To: Chairman Skinner and the VRE Operations Board

From: Rich Dalton

Date: June 19, 2020

Re: Authorization to Execute a Sole Source Contract for Central Diagnostic Cloud Services for VRE Locomotives

Recommendation:
The VRE Operations Board is asked to authorize the Acting Chief Executive Officer to execute a Sole Source Contract with Wabtec Railway Electronics of Germantown, Maryland for Central Diagnostic Cloud Services for VRE Locomotives for a term of three years in the amount of $406,221, plus a 10 percent contingency of $40,622, for a total amount not to exceed $446,843.

Summary:
The Central Diagnostic System (CDS) is designed to provide real-time information on locomotive health and to alert technicians to potential issues needing attention. The basic CDS features consist of recording and displaying fault codes and monitoring data from the Locomotive Control System, Head End Power (HEP) System, and Cab Signal System. Additionally, the system provides preventive maintenance and troubleshooting information to assist in effectively pinpointing and resolving problems. Combined, these features increase locomotive reliability and system on-time performance.

Background:
In 2017, with the authorization of the Operations Board, VRE executed a sole source contract to upgrade from “physical” to “cloud” based storage, increasing database security and monthly automated CDS monitoring. For the last three years MotivePower, Inc., now Wabtec Railway Electronics, has maintained VRE’s upgraded CDS operating system.
The CDS operating system is designed, manufactured and serviced exclusively by the original equipment manufacturer, Wabtec Railway Electronics. As such, Wabtec is the only vendor able to support this system.

This non-competitive procurement is in accordance with the following section of the VRE Public Procurement Policy and Procedures Manual:

6.8.2.1 The item is available only from one responsible source because: (a) It involves a unique or innovative concept or capability not available from another source. Unique or innovative concept means a new, novel, or changed concept, approach, or method that is the product of original thinking, the details of which are kept confidential or are patented or copyrighted, and is available to the recipient only from one source and has not in the past been available to the recipient from another source.

**Fiscal Impact:**

Funding for these services is provided in the FY 2021 operating budget for Mechanical Operations for Repairs and Maintenance locomotive budget. Funding for subsequent fiscal years will be included in the annual budget process.
Virginia Railway Express
Operations Board

Resolution
9B-06-2020

Authorization to Execute a Sole Source Contract for
Central Diagnostic Cloud Services for VRE Locomotives

WHEREAS, the Central Diagnostic System is designed to increase on-time reliability and the performance of VRE’s locomotives; and,

WHEREAS, the Central Diagnostic System provides preventive maintenance and troubleshooting data used to diagnose problems; and,

WHEREAS, the Central Diagnostic System provides select VRE and Wabtec Railway Electronics personnel critical information such as GPS location, fault codes and descriptions, operator actions, and other reference information; and,

WHEREAS, Wabtec Railway Electronics maintains VRE’s cloud based central diagnostic operating system; and,

WHEREAS, in accordance with state and federal requirements, and VRE Procurement Policies, a determination has been made, and public notice thereof will be provided, that Wabtec Railway Electronics is the original equipment manufacturer and the only contractor able to provide Central Diagnostic Cloud Services for VRE’s locomotives;

NOW, THEREFORE, BE IT RESOLVED THAT, the VRE Operations Board does hereby find that, in accordance with recently adopted amendments to budget bills HB 29 and 30, meeting by electronic means is authorized because the nature of the declared emergency makes it both impracticable and unsafe for the Operations Board to assemble in a single location on June 19, 2020, and that meeting by electronic means is authorized because the items on the June 19, 2020 Operations Board Meeting Agenda are statutorily required or necessary to continue operations of the Operations Board and the discharge of the Operations Board’s lawful purposes, duties, and responsibilities; and further find that meeting by electronic means is authorized because the items on the June 19, 2020 Operations Board Meeting Agenda are encompassed within the continuity of operations ordinances adopted by member localities of the Virginia Railway Express Operations Board to assure the continued operation of the government during the disaster posed by the public health emergency resulting from COVID-19; and,

BE IT FURTHER RESOLVED THAT, the VRE Operations Board does hereby authorize the Acting Chief Executive Officer to execute a Sole Source Contract with Wabtec Railway Electronics of Germantown, Maryland for Central Diagnostic Cloud Services for VRE
Locomotives for a term of three years in the amount of $406,221, plus a 10 percent contingency of $40,622, for a total amount not to exceed $446,843.

Approved this 19th day of June 2020

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Gary Skinner
Chairman

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Jeanine Lawson
Secretary
To: Chairman Skinner and the VRE Operations Board  
From: Rich Dalton  
Date: June 19, 2020  
Re: Authorization to Amend the Maintenance Services for VRE Facilities Task Order for On-Call Services  

Recommendation:

The VRE Operations Board is asked to authorize the Acting Chief Executive Officer to amend the current Task Order for On-Call Services executed with NVE, Inc. (NVE) under the Maintenance Services for VRE Facilities contract in the amount of $300,000, plus a five percent contingency of $15,000, for a total of $315,000. This will increase the total authorization for this task order from $698,250, to a total amount not to exceed $1,013,250.

Summary:

This amendment to the on-call services task order will enable continued, comprehensive repair, installation and inspection services of small to medium effort to be performed through the base term of the contract with NVE at VRE rail stations, maintenance and storage facilities, and office locations.

Background:

On April 20, 2018, the VRE Operations Board authorized the Chief Executive Officer to execute a contract with NVE for Maintenance Services for VRE Facilities for a base period of three years with the option to extend for one additional two-year period. This contract includes base work along with task order work.
Concurrently, the Operations Board authorized the Chief Executive Officer to issue a task order for On-Call Services to NVE under the Maintenance Services for VRE Facilities contract. The authorization was in the amount of $665,000, plus a five percent contingency of $33,250, for a total amount not to exceed $698,250. The Scope of Services for this task order includes miscellaneous repair, installation and inspection services, electrical, lighting, generator and plumbing service and repairs, as well as HVAC and elevator service and repairs, which are performed on an as-needed basis.

Over the course of the Task order for On-Call Services, substantial work has been completed and the initial authorization is nearly depleted. Additional work is required to continue to adequately maintain VRE’s facilities. Additional task order authorization is requested to enable continued On-Call Services to be performed through the base term of the contract, which will end in May 2021.

**Fiscal Impact:**

Funding is provided for in the current operating budget for Facilities Maintenance.
Authorization to Amend the Maintenance Services for VRE Facilities Task Order for On-Call Services

WHEREAS, on April 20, 2018, the Operations Board authorized a new five-year contract with a base period of three years and one two-year option for Maintenance Services for VRE Facilities with NVE, Inc.; and,

WHEREAS, the Operations Board concurrently authorized issuance of a task order for On-Call Services for miscellaneous repair, installation and inspection services at VRE rail stations, maintenance and storage facilities, and office locations; and,

WHEREAS, additional task order authorization is requested to enable continued On-Call Services to be performed through the base term of the contract;

NOW, THEREFORE, BE IT RESOLVED THAT, the VRE Operations Board does hereby find that, in accordance with recently adopted amendments to budget bills HB 29 and 30, meeting by electronic means is authorized because the nature of the declared emergency makes it both impracticable and unsafe for the Operations Board to assemble in a single location on June 19, 2020, and that meeting by electronic means is authorized because the items on the June 19, 2020 Operations Board Meeting Agenda are statutorily required or necessary to continue operations of the Operations Board and the discharge of the Operations Board’s lawful purposes, duties, and responsibilities; and further find that meeting by electronic means is authorized because the items on the June 19, 2020 Operations Board Meeting Agenda are encompassed within the continuity of operations ordinances adopted by member localities of the Virginia Railway Express Operations Board to assure the continued operation of the government during the disaster posed by the public health emergency resulting from COVID-19; and,

BE IT FURTHER RESOLVED THAT, the VRE Operations Board does hereby authorize the Acting Chief Executive Officer to amend the current Task Order for On-Call Services executed with NVE, Inc. under the Maintenance Services for VRE Facilities contract in the amount of $300,000, plus a five percent contingency of $15,000, for a total of $315,000. This will increase the total authorization for this task order from $698,250, to a total amount not to exceed $1,013,250.
Approved this 19th day of June 2020

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Gary Skinner
Chairman

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Jeanine Lawson
Secretary
To: Chairman Skinner and the VRE Operations Board

From: Rich Dalton

Date: June 19, 2020

Re: Authorization to Execute a Contract for an Enterprise Resource Planning Software Solution and Technology Services

Recommendation:
The VRE Operations Board is asked to authorize the Acting Chief Executive Officer to execute a contract with Tyler Technologies, Inc. of Plano, Texas, for the purchase and implementation of an Enterprise Resource Planning (ERP) Software Solution and Technology Services in the amount of $1,450,320, plus a 20% contingency of $290,064, for a total amount not to exceed $1,740,384.

Summary:
VRE currently utilizes multiple, non-integrated software systems to manage its business functions. An analysis was performed to help identify existing gaps within VRE’s current information systems. A consultant assisted VRE in defining the specifications for an ERP solution to streamline current VRE systems and department functions. These types of software license/maintenance agreements fall under an exception to VRE’s Purchasing Policies and Procedures and do not require a competitive solicitation process. Staff evaluated vendors and determined the integrated ERP system Munis® and associated technology services from Tyler Technologies, Inc. were compliant with VRE’s requirements and selected Munis® as the best value for VRE.

Background:
VRE currently utilizes multiple, non-integrated software systems to manage its business functions. In 2017, VRE began reviewing current information technology systems to
determine the requirements for an Enterprise Resource Planning (ERP) tool within the organization.

The Operations Board authorized VRE to execute a task order with STV Inc. in November 2017 to perform an analysis aimed at identifying existing gaps within information systems that support VRE’s enterprise resources. The purpose of the task order was to assist VRE in defining the specifications for an ERP solution to streamline current VRE systems and department functions. The new ERP solution must provide business process management that allows VRE to use a system of integrated applications to manage the business and automate many back office functions including; finance, budgeting, accounting, procurement, human resources, accounts payable, accounts receivable and other related areas.

STV conducted a gap analysis and a survey of all VRE employees to assess needs and gather requirements. The gap analysis revealed VRE’s need to implement a single system of record for the VRE enterprise. A single system will facilitate linking business data throughout the organization and allow each department to seamlessly collaborate with other functions and departments. The system is intended to replace multiple standalone legacy applications such as Mitchell Humphrey’s Financial Management System for accounting, MicroMain’s Inventory Management software, and dozens of Excel and Word files.

The analysis further showed VRE would benefit greatly from a new system that will provide efficiency for staff through the creation of a single source of real-time data for integrated financials, procurement, inventory management, and invoice processing. Additionally, the vendor self-service functionality will allow vendors to manage their contact information, access procurement opportunities, review awarded purchases orders and submit invoices to VRE electronically.

The new system must be scalable and capable of integrating with existing VRE applications such as e-Builder, the Microsoft Office Suite, Keolis software, SharePoint, and electronic messaging systems. It also must allow for future integration capability with other new program interfaces as the need arises, and shall provide key performance indicators through data analytics, reporting and dashboards as visual cues for the organization’s performance.

Because software license/maintenance agreements are classified as an exception to VRE’s Purchasing Policies and Procedures, they do not require a competitive solicitation process, and authorization for a Request for Proposals was therefore not sought from the Operations Board. However, VRE staff did formally evaluate the functionality of the ERP solutions offered by eleven potential vendors, of which eight vendors ultimately responded to a Request for Information.

After software demonstrations in September 2019, VRE narrowed the search to five vendors. A second round of demonstrations was conducted with representation from all departments within VRE, which further narrowed the search to three vendors.
A final round of follow-up discussions was conducted with the three vendors, and a final evaluation of the ERP software solutions was performed by the Technical Evaluation Team (TET), consisting of VRE staff from multiple departments and the ERP Project Manager.

The TET completed a survey ranking the top three vendors. It was determined the integrated ERP system, Munis®, and associated technology services from Tyler Technologies, Inc. were compliant with VRE’s specifications and technical requirements and unanimously selected to be the best value for VRE.

**Ranking of the final three firms:**

1. Tyler Technologies, Inc. – Plano, Texas
2. Oracle NetSuite – San Mateo, California
3. Acumatica – Bellevue, Washington

VRE will be taking advantage of the discount/pricing structure from an existing cooperative contract executed between Sourcewell and Tyler Technologies. Sourcewell is a service cooperative originally created by the Minnesota legislature as a local unit of government. Sourcewell conducts competitive solicitations for goods and services and ultimately awards cooperative contracts that include provisions allowing the resultant contracts to be utilized by educational, governmental and non-profit entities throughout the country.

The proposal from Tyler Technologies consists of twenty-four months of initial analysis, design, data migration and implementation of various ERP modules as well as annual software licensing fees, for a term of five years. The system will be provided via the Software as a Service (SaaS) model hosted by the vendor in the cloud, reducing VRE’s burden to maintain servers, software and cybersecurity patches.

**Fiscal Impact:**

Funding for the design and implementation of an ERP system is provided for in the approved FY 2020 Capital Improvement Program (CIP) through the “ERP Implementation” project, which has a total budget of $2.8 million funded primarily through prior year capital reserve contributions. Funding for future years will be included in each proposed annual budget in the Software Maintenance line item under Information Technology.
Virginia Railway Express
Operations Board

Resolution
9D-06-2020

Authorization to Execute a Contract for an Enterprise Resource Planning Software Solution and Technology Services

WHEREAS, VRE currently manages its business functions with multiple, non-integrated software systems; and,

WHEREAS, VRE has performed an analysis to define the specifications for an Enterprise Resource Planning (ERP) solution; and,

WHEREAS, the analysis showed VRE would benefit greatly from an ERP system to provide efficiency for staff through the creation of a single source of data for integrated financials, procurement, inventory management and invoice processing, and one that is scalable and capable of integrating with existing VRE applications; and,

WHEREAS, software license/maintenance agreements are classified as an exception to VRE’s Purchasing Policies and Procedures and do not require a competitive solicitation process; and,

WHEREAS, the VRE Technical Evaluation Team reviewed and evaluated proposed software solutions from a range of potential providers and unanimously recommended the Munis® ERP system provided by Tyler Technologies, Inc.; and,

WHEREAS, the VRE Operations Board relies upon staff to have complied with all applicable laws, regulations, policies and procurement procedures that pertain to this action in the development of its recommendation to the VRE Operations Board;

NOW, THEREFORE, BE IT RESOLVED THAT, the VRE Operations Board does hereby find that, in accordance with recently adopted amendments to budget bills HB 29 and 30, meeting by electronic means is authorized because the nature of the declared emergency makes it both impracticable and unsafe for the Operations Board to assemble in a single location on June 19, 2020, and that meeting by electronic means is authorized because the items on the June 19, 2020 Operations Board Meeting Agenda are statutorily required or necessary to continue operations of the Operations Board and the discharge of the Operations Board’s lawful purposes, duties, and responsibilities; and further find that meeting by electronic means is authorized because the items on the June 19, 2020 Operations Board Meeting Agenda are encompassed within the continuity of operations ordinances adopted by member localities of the Virginia
Railway Express Operations Board to assure the continued operation of the government during the disaster posed by the public health emergency resulting from COVID-19; and,

BE IT FURTHER RESOLVED THAT, the VRE Operations Board does hereby authorize the Acting Chief Executive Officer to execute a contract with Tyler Technologies, Inc. of Plano, Texas, for the purchase and implementation of an Enterprise Resource Planning (ERP) Software Solution and Technology Services in the amount of $1,450,320, plus a 20% contingency of $290,064, for a total amount not to exceed $1,740,384.

Approved this 19th day of June 2020

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Gary Skinner
Chairman

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Jeanine Lawson
Secretary
To: Chairman Skinner and the VRE Operations Board
From: Rich Dalton
Date: June 19, 2020
Re: Authorization to Issue a Task Order for Accounting and Financial Support Services for Enterprise Resource Planning Implementation

Recommendation:
The VRE Operations Board is asked to authorize the Acting Chief Executive Officer to issue a Task Order to RSM US LLP ("RSM") for Accounting and Financial Support Services for ERP Implementation in the amount of $286,500, with a 10 percent contingency of $28,650, for a total amount not to exceed $315,150.

Summary:
VRE is initiating the implementation of an organization-wide Enterprise Resource Planning (ERP) software solution. Specialized consulting support services through this Task Order are necessary to ensure the new ERP software system meets audit requirements, incorporates modernized policies and procedures for accounting and finance, and provides effective support for the goals and objectives of VRE.

Background:
In a concurrent action, the VRE Operations Board is being asked to authorize the purchase and implementation of an ERP software solution. VRE currently utilizes multiple, non-integrated software systems to manage its business functions. The proposed ERP solution will provide business process management that allows VRE to use a system of integrated applications to manage the business and automate many back office functions including accounting, budgeting, grants management, procurement, inventory, human resources, asset management, and other related areas.
Managing a successful implementation of this new organization-wide software while also ensuring that critical day-to-day financial functions and internal controls can be maintained by VRE staff requires additional resources and expertise. Specifically, VRE needs these additional resources to achieve two distinct goals:

Integrity: The conversion of mission-critical data from existing legacy systems (particularly accounting and inventory) to the new system must be closely managed to mitigate risk. Support is needed to guarantee the continuity and integrity of data and to ensure system compliance with all legal and audit requirements.

Modernization: VRE must take advantage of this opportunity to improve its efficiency and analytical capability and not simply recapitulate existing processes in a new system. External expertise is needed to review existing accounting and finance policies and procedures, recommend improvements that follow industry best practices, and support VRE staff during the design, testing, and implementation of these processes.

Prince William County has an existing task order contract with RSM for internal audit services, and the critical services of ensuring audit compliance and mitigating internal risk fall within the scope of that contract. RSM also has extensive in-house expertise with assisting in ERP system implementations and data migrations. The Prince William County contract was awarded following a competitive Request for Proposals solicitation process and includes a rider clause that extends the contract to other public entities for the purpose of cooperative purchasing.

The Scope of Services for this task order includes the following items over an 18-month timeframe:

- Data discovery and mapping of current VRE business processes, workflows, and supporting technologies
- Development of detailed future process workflows and future requirements (roles, processes, technologies, and data)
- Development of prioritized business initiatives and creation of an operational plan for conversion and transition
- Coordination with the technology team to determine configurations for the new system, define roles, and document standard procedures
- Manage the migration of data from the legacy systems into the new system
- Assist in the development of User Acceptance Test plans in accordance with project goals and oversee finance-specific test cases in accordance with testing plans
- Assist VRE finance staff in final deployment and cutover
- Assist ERP vendor (Tyler Technologies) and VRE staff where needed in system training

**Fiscal Impact:**

Funding for the design and implementation of an ERP system is provided for in the approved FY 2020 Capital Improvement Program (CIP) through the “ERP Implementation” project, which has a total budget of $2.8 million funded primarily through prior year capital
reserve contributions. Although the primary expenditure under this project is the purchase and implementation of the ERP software, directly associated consulting support as outlined here is also included in the expected cost of the project.
Virginia Railway Express
Operations Board

Resolution
9E-06-2020

Authorization to Issue a Task Order for Accounting and Financial Support Services for Enterprise Resource Planning Implementation

WHEREAS, VRE is initiating the implementation of an organization-wide Enterprise Resource Planning software solution; and,

WHEREAS, specialized consulting support services are necessary to ensure the new Enterprise Resource Planning software system meets audit requirements, incorporates modernized policies and procedures for accounting and finance, and provides effective support for the goals and objectives of VRE; and,

WHEREAS, Prince William County has an existing task order contract with RSM US LLP for internal audit services which includes a rider clause that extends the contract to other public entities for the purpose of cooperative purchasing; and,

WHEREAS, the critical services of ensuring audit compliance and mitigating internal risk fall within the scope of the Prince William County contract, and RSM has extensive expertise with assisting in ERP system implementations and data migrations;

NOW, THEREFORE, BE IT RESOLVED THAT, the VRE Operations Board does hereby find that, in accordance with recently adopted amendments to budget bills HB 29 and 30, meeting by electronic means is authorized because the nature of the declared emergency makes it both impracticable and unsafe for the Operations Board to assemble in a single location on June 19, 2020, and that meeting by electronic means is authorized because the items on the June 19, 2020 Operations Board Meeting Agenda are statutorily required or necessary to continue operations of the Operations Board and the discharge of the Operations Board’s lawful purposes, duties, and responsibilities; and further find that meeting by electronic means is authorized because the items on the June 19, 2020 Operations Board Meeting Agenda are encompassed within the continuity of operations ordinances adopted by member localities of the Virginia Railway Express Operations Board to assure the continued operation of the government during the disaster posed by the public health emergency resulting from COVID-19; and,

BE IT FURTHER RESOLVED THAT, the VRE Operations Board does hereby authorize the Acting Chief Executive Officer to issue a Task Order to RSM US LLP for Accounting and Financial Support Services for Enterprise Resource Planning Implementation in the amount $286,500, with a 10 percent contingency of $28,650, for a total amount not to exceed $315,150.
Approved this 19th day of June 2020

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Gary Skinner
Chairman

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Jeanine Lawson
Secretary
To: Chairman Skinner and the VRE Operations Board
From: Rich Dalton
Date: June 19, 2020
Re: Authorization to Execute a Letter of Intent Regarding the Design, Funding and Construction of the Planned VRE Crystal City Station

Recommendation:
The VRE Operations Board is asked to authorize the Acting Chief Executive Officer to execute a Letter of Intent (LOI) with JBG-SMITH (JBGS) regarding the design, funding, and construction of the planned VRE Crystal City Station.

Summary:
A new VRE Crystal City Station has been proposed on JBGS property. VRE and JBGS intend to collaborate on the station design to support the broader vision that JBGS is pursuing for National Landing (i.e. Crystal City, Pentagon City, and adjacent areas) while ensuring that VRE's design requirements are met. Ongoing coordination will minimize redesign costs and overall disruption of VRE and JBGS activities.

Background:
VRE is currently designing the new Crystal City Station and has been collaborating with JBGS. Ongoing coordination on the final design and construction of the station is advisable to:

1. Avoid undue disruption to JBGS tenants and ensure structural integrity of existing buildings and below grade structures during construction
2. Ensure the construction and operation of portions of the station does not impair ongoing building operations regarding loading, access, etc.
3. Minimize redesign costs and overall disruption for ongoing or planned VRE and JBGS projects that overlap or are adjacent to each other
4. Ensure the architecture and design of the station not only supports VRE needs but also serves as a gateway to National Landing from Ronald Reagan National Airport

A non-binding LOI will identify a process by which VRE and JBGS can make informed decisions about their commitments to collaboratively design, fund, and construct the Station. Once consensus is reached, these commitments are proposed to be documented in a binding agreement.

The process involves the following steps:
1. VRE has shared the concept design for the station that is being advanced. JBGS will independently develop a design incorporating enhancements that better meet their vision for the station. Both designs will be developed to a sufficient level of detail to be able to identify a reasonable cost estimate for each design.
2. In July 2020, the VRE team will undertake a comparative evaluation of the two designs considering various aspects including costs, functionality, safety, constructability, and ongoing maintenance considerations.
3. VRE and JBGS will review the VRE team’s recommendations to incorporate or reject any enhancements proposed by JBGS, as well as the estimated cost for elements recommended to be incorporated into the design (i.e. “betterments”). Once consensus is reached, JBGS will respond in writing regarding its intention to fund the identified betterments and VRE will then incorporate all such betterments committed to by JBGS into its design.

The LOI also includes recommendations on how the binding agreement should address the responsibility and timeline for funding and construction of agreed upon betterments, as well as a process for settling disputes regarding responsibilities for any schedule variances and cost overruns. Additional considerations addressed by the LOI include JBGS’ willingness and interest in:
1. Managing the development and construction of any/all components of the station outside the active track corridor subject to all applicable procurement requirements.
2. Performing routine maintenance under a service agreement with VRE subject to all applicable procurement requirements.
3. Naming the new station “National Landing Station” consistent with the renaming of the Crystal City Business Improvement District, and funding reasonable costs associated with updating maps, signage and other materials for this purpose.
4. Providing public access easements over JBGS property, access for maintenance and operation activities upon request, as well as temporary construction access at no cost to VRE.
5. Obtaining approval of a site plan amendment by Arlington County as necessary provided JBGS is compensated for such costs.
6. Requesting factual information from VRE so that JBGS can seek credit from Arlington County as part of their entitlement process.
7. Not precluding the extension of the pedestrian bridge from the station to National Airport, nor the expansion of passenger rail service, either by VRE, or by other operators such as Amtrak or MARC.

**Fiscal Impact:**

JBGS is willing to fund the cost of certain design elements, materials, features and other aspects that VRE is willing to incorporate into the project that go beyond the conventional VRE station design standards, and which VRE alone would not have cause or financial ability to incorporate into the project. The final amount and timing of funding to be provided by JBGS has not been identified in the LOI but are proposed to be included in a future binding agreement between VRE and JBGS.
Virginia Railway Express
Operations Board

Resolution
9F-06-2020

Authorization to Execute a Letter of Intent Regarding the Design, Funding and Construction of the Planned VRE Crystal City Station

WHEREAS, a new VRE Crystal City Station has been proposed on JBG-SMITH property; and,

WHEREAS, VRE and JBG-SMITH intend to collaborate on the station design; and,

WHEREAS, the station design will aim to support the broader vision that JBG-SMITH is pursuing for National Landing (i.e. Crystal City, Pentagon City, and adjacent areas) while ensuring that VRE’s design requirements are met; and,

WHEREAS, ongoing coordination will minimize redesign costs and overall disruption of VRE and JBGS activities; and,

WHEREAS, a Letter of Intent will identify the collaboration process;

NOW, THEREFORE, BE IT RESOLVED THAT, the VRE Operations Board does hereby find that, in accordance with recently adopted amendments to budget bills HB 29 and 30, meeting by electronic means is authorized because the nature of the declared emergency makes it both impracticable and unsafe for the Operations Board to assemble in a single location on June 19, 2020, and that meeting by electronic means is authorized because the items on the June 19, 2020 Operations Board Meeting Agenda are statutorily required or necessary to continue operations of the Operations Board and the discharge of the Operations Board’s lawful purposes, duties, and responsibilities; and further find that meeting by electronic means is authorized because the items on the June 19, 2020 Operations Board Meeting Agenda are encompassed within the continuity of operations ordinances adopted by member localities of the Virginia Railway Express Operations Board to assure the continued operation of the government during the disaster posed by the public health emergency resulting from COVID-19; and,

BE IT FURTHER RESOLVED THAT, the VRE Operations Board does hereby authorize the Acting Chief Executive Officer to execute a Letter of Intent with JBG-SMITH regarding the design, funding, and construction of the planned VRE Crystal City Station in a form approved by legal counsel.
Approved this 19th day of June 2020

______________________________
Gary Skinner
Chairman

______________________________
Jeanine Lawson
Secretary
To: Chairman Skinner and the VRE Operations Board
From: Rich Dalton
Date: June 19, 2020
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 May 5, 2020, VRE amended an existing Task Order with Vanasse Hangen Brustlin, Inc. under the General Planning Consulting Services Contract, increasing the total commitment to $95,528, to provide real estate services for the Broad Run Expansion Project.

- On May 15, 2020, VRE issued an Emergency Purchase Order to Spraying Systems Co. (Patho-Sans) in the amount of $53,000 to acquire an electrolyzed water sanitizing system to be utilized for the purpose of enhanced cleaning and disinfecting of VRE’s rolling stock and yard facilities.
A presentation will be made to the VRE Operations Board on the topic of VRE’s coordination with the Commonwealth of Virginia on the Transforming Rail in Virginia Plan.