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, 

Virginia Railway Express
Operations Board

Resolution
3-05-2020

Resolution Finding Need to Conduct May 15, 2020 Meeting Electronically
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 May 15, 2020, to discuss and transact the business of the Operations Board listed on the May 15, 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 May 15, 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 May 15, 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 15th day of May 2020

______________________________
Gary Skinner
Chairman

______________________________
Jeanine Lawson
Secretary
To: Chairman Skinner and the VRE Operations Board  
From: Rich Dalton  
Date: May 15, 2020  
Re: Recommend Authorization to Extend the Amended and Restated Operating/Access Agreement with CSX Transportation

Recommendation:
The VRE Operations Board is asked to recommend the Commissions authorize the Acting Chief Executive Officer to execute a one-year extension of the existing Amended and Restated Operating/Access Agreement with CSX Transportation (CSXT) through June 30, 2021.

Summary:
VRE's current operating access agreement with CSXT expires June 30, 2020, and staff recommends extending the current agreement for one year. During the one-year extension, staff will work with the Department of Rail and Public Transportation (DRPT), CSXT and the new Virginia Rail Authority (VRA) to transition operating and access authority.

Background:
VRE has an Operating/Access Agreement with CSXT related to VRE operations in the Fredericksburg to Washington corridor. That agreement, entered into in 1994, has been amended and extended several times. In June 2011, a new amended and restated agreement was executed with a five-year term ending June 30, 2016.

In May of 2016, the VRE Operations Board recommended, and the Commissions subsequently authorized, the VRE CEO to execute an amendment to extend the current
agreement through June 30, 2017. In May of 2017, the VRE Operations Board recommended, and the Commissions subsequently authorized, the VRE CEO to execute an amendment to extend the current agreement through June 30, 2018. In April of 2018, the VRE Operations Board recommended, and the Commissions subsequently authorized, the VRE CEO to execute an amendment to extend the current agreement through June 30, 2019. In May of 2019, the VRE Operations Board recommended, and the Commissions subsequently authorized, the VRE CEO to execute an amendment to extend the current agreement through June 30, 2020.

In December of 2019, the Commonwealth of Virginia announced the Virginia Rail Improvement Program. One of the many elements of the program is the acquisition of CSXT right-of-way in the Commonwealth. During the 2020 Virginia General Assembly session, the VRA was established. Among its many responsibilities, the VRA will manage the right-of-way, including operating agreements, acquired by the Commonwealth. This extension will also include the implementation of new seasonal schedules for the Fredericksburg line afternoon trains to mitigate the effects of heat orders during the summer months.

Throughout the one-year extension period, VRE will continue to work with the Commonwealth, including DRPT and VRA, and CSXT on the necessary agreements to continue VRE operations, consistent with the Virginia Rail Improvement Plan. This extension will allow time to complete the agreements in FY 2021.

**Fiscal Impact:**

Funding is provided for in the approved FY 2021 budget for CSXT track access fees.
Virginia Railway Express
Operations Board

Resolution
8A-05-2020

Recommend Authorization to Extend the Amended and Restated Operating/Access Agreement with CSX Transportation

WHEREAS, the Commissions currently have an Amended and Restated Operating/Access Agreement with CSX Transportation relating to VRE operations in the Fredericksburg to Washington corridor, with the agreement ending June 30, 2020; and,

WHEREAS, in December of 2019, the Commonwealth of Virginia announced the Virginia Rail Improvement Plan which includes the acquisition of CSX Transportation right-of-way in the Commonwealth; and,

WHEREAS, during the 2020 Virginia General Assembly session, the Virginia Rail Authority was established; and,

WHEREAS, the Virginia Rail Authority will manage the right-of-way acquired by the Commonwealth, including operating access agreements with VRE; and,

WHEREAS, VRE staff is currently working with the Commonwealth and CSX Transportation on agreements to continue VRE service consistent with the Virginia Rail Improvement Plan; and,

WHEREAS, necessary funding has been incorporated into the FY 2021 budget to allow VRE to continue its operations over CSX Transportation tracks via this extension;

NOW, THEREFORE, BE IT RESOLVED THAT, the VRE Operations Board does hereby recommend the Commissions 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 May 15, 2020, and that meeting by electronic means is authorized because the items on the May 15, 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 May 15, 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,
Resolution 8A-05-2020 continued

BE IT FURTHER RESOLVED THAT, the VRE Operations Board does hereby recommend the Commissions authorize the Acting Chief Executive Officer to execute an extension of the existing Restated and Amended Operating/Access Agreement with CSX Transportation through June 30, 2021 in a form approved by legal counsel.

Approved this 15th day of May 2020

______________________________
Gary Skinner
Chairman

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Jeanine Lawson
Secretary
To: Chairman Skinner and the VRE Operations Board  
From: Rich Dalton  
Date: May 15, 2020  
Re: Recommend Authorization to Execute an Agreement with Amtrak for Access and Storage at Washington Union Terminal

**Recommendation:**

The VRE Operations Board is asked to recommend the Commissions authorize the Acting Chief Executive Officer to enter into a five-year agreement, with an option to extend for another five-year term, with Amtrak for access and mid-day storage at Washington Union Terminal.

**Summary:**

VRE's current agreement with Amtrak for access and storage at Washington Union Terminal expires on June 30, 2020. The Agreement, executed in 2015, included an option for an additional five-year term. The preferred method, as determined by VRE legal counsel, was to update the current agreement instead of amending. The majority of the updates reflect the implementation of policies by the Northeast Corridor Commission related to the Passenger Rail Investment and Improvement Act of 2008. The proposed agreement will be for five years with an option to extend for another five-year term. There are no material changes from the previous agreement relative to cost, general provisions and scope of work.

**Background:**

In 2015, VRE and Amtrak executed a five-year agreement with an option for VRE to extend for an additional five-year term. VRE and Amtrak legal counsel determined the preferred method to renew, or exercise the option term, was to update the existing agreement. Since
August of 2019, VRE and Amtrak staffs have met monthly to negotiate a new agreement. Both parties have now reached consensus on the terms of a new agreement that provides VRE with continued access into Washington Union Terminal (WUT) as well as the existing level of mid-day storage. The term of the agreement is for five-years with the option for VRE to extend for an additional five-year term upon advance notice to Amtrak. The current Agreement with Amtrak will expire on June 30, 2020.

The proposed agreement is like the previous agreement. The number of trains VRE can operate into and out of Washington Union Terminal is 7,600-8,000. If VRE operates below or above this level, a fixed rate per train will be assessed or credited. Access fees are established by the cost allocation methodology mandated by Section 212 of the 2008 Passenger Rail Improvement Act, consistent with the previous agreement. Storage rights will remain the same as they are today. Amtrak has the right to notify VRE in the event they require a reduction in the number of units stored by no more than twenty units per year. VRE may request extensions of time in order to complete its relocation to an alternative storage site. Amtrak also agrees to work with VRE to design and construct an alternative storage site.

During the mid-day layover, Amtrak will provide coach cleaning and limited maintenance of the equipment including locomotive daily inspections and use of ground power. Amtrak will also provide limited mechanical repairs on an as needed basis to correct defects that would otherwise prevent the movement of the equipment back to VRE maintenance and storage facilities. VRE will fund dedicated support personnel including one Trainmaster, one Station Manager, one Sr. Space and Equipment Control Analyst and a part time Assistant Superintendent of Mechanical. Partial reimbursement for other support personnel include a Financial Analyst and a Sr. Project Specialist. Other fees include general and administrative costs, management fees, train rescues, and qualifications training, as requested.

The Step-Up Program will be maintained for all VRE/Amtrak Cross Honor trains. The step-up fee, similar to support personnel and other fees, will be adjusted in accordance with the AAR Quarterly Index of Chargeout Prices and Wage Rates. The increase may be reduced in the event the Commonwealth participates in a different arrangement for permitting VRE passengers on VRE/Amtrak Cross Honor trains. Amtrak will continue to pay a prorated cost for Amtrak passengers using VRE station facilities.

**Fiscal Impact:**

The current budget for FY 2021 includes funding under the Amtrak Access and Storage for the first year. Funding for future years will be included in each proposed annual budget.
 Recommends Authorization to Execute an Agreement with Amtrak for Access and Storage at Washington Union Terminal

WHEREAS, VRE’s current access and storage agreement with Amtrak expires June 30, 2020; and,

WHEREAS, the current agreement includes access and mid-day storage at Washington Union Terminal; and,

WHEREAS, the current agreement includes an option for an additional five-year term; and,

WHEREAS, it was determined by VRE legal counsel the preferred approach was to develop a new agreement to include updated policies by the Northeast Corridor Commission in accordance with the Passenger Rail Investment and Improvement Act of 2008; and,

WHEREAS, a new agreement has been reached for a five-year term with an option to extend the term an additional five years upon advanced written notice to Amtrak; and,

WHEREAS, the new agreement will provide VRE with continued access and mid-day storage and other services at Washington Union Terminal;

NOW, THEREFORE, BE IT RESOLVED THAT, the VRE Operations Board does hereby recommend the Commissions 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 May 15, 2020, and that meeting by electronic means is authorized because the items on the May 15, 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 May 15, 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 hereby recommends the Commissions authorize the Acting Chief Executive Officer to enter into a five-year agreement, with an option to extend for an additional five-year term subject to further
Resolution 8B-05-2020 continued

approval by the Commissions, with Amtrak for access and mid-day storage at Washington Union Terminal in a form approved by legal counsel.

Approved this 15th day of May of 2020

______________________________
Gary Skinner
Chairman

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Jeanine Lawson
Secretary
To: Chairman Skinner and the VRE Operations Board
From: Rich Dalton
Date: May 15, 2020
Re: Recommend Authorization to Execute an Amendment for the Second Option Period and the First Year of the Second Option Period of the Contract for Operating Services for Commuter Rail

Recommendation:
The VRE Operations Board is asked to recommend the Commissions authorize the Acting Chief Executive Officer to amend the Contract for Operating Services for Commuter Rail with Keolis Rail Services Virginia, LLC (KRSV) by approving the second five-year option period and approving up to $16,591,500 for the first year of the second option period, for a total contract value not to exceed $196,003,057 through June 30, 2021.

Summary:
This action will authorize the award of the second and final five-year option period and continue the contracted services for management, supervision and certified locomotive engineers and conductors to operate VRE commuter rail trains for FY 2021.

Background:
On October 16, 2009, following a competitive solicitation process, the VRE Operations Board recommended, and the Commissions subsequently approved, a five-year contract with KRSV for commuter rail operations and maintenance with two five-year option periods. The maintenance activities were later removed from this contract in 2016 and those services are now included in a separate contract with KRSV. The second option period for this contract, which now only covers operating services, will start July 1, 2020. This is the final five-year option period of the operating services contract.
The work performed under this contract includes providing certified locomotive engineers and conductors to operate VRE commuter rail trains. The contract also includes Federal Railroad Administration reporting and claims management. Below is a list of the amendments, contract modifications and proposed actions for this contract:

<table>
<thead>
<tr>
<th>Date</th>
<th>Description</th>
<th>Amount</th>
<th>Authorized Value (Cumulative)</th>
</tr>
</thead>
<tbody>
<tr>
<td>10-16-2009</td>
<td>1st Contract Year &amp; Mobilization</td>
<td>$18,459,348</td>
<td>$18,459,348</td>
</tr>
<tr>
<td>12-17-2010</td>
<td>Amendment (a)</td>
<td>$2,085,000</td>
<td>$20,544,348</td>
</tr>
<tr>
<td>5-20-2011</td>
<td>2nd Contract Year</td>
<td>$17,954,527</td>
<td>$38,498,875</td>
</tr>
<tr>
<td>4-20-2012</td>
<td>3rd Contract Year (b)</td>
<td>$18,008,591</td>
<td>$56,507,466</td>
</tr>
<tr>
<td>4-19-2013</td>
<td>4th Contract Year</td>
<td>$18,974,041</td>
<td>$75,481,507</td>
</tr>
<tr>
<td>4-18-2014</td>
<td>5th Contract Year (c)</td>
<td>$20,115,047</td>
<td>$95,596,554</td>
</tr>
<tr>
<td>5-15-2015</td>
<td>1st Year of the First Option Period (6th Contract Year)</td>
<td>$20,931,000</td>
<td>$116,527,554</td>
</tr>
<tr>
<td>5-20-2016</td>
<td>2nd Year of the First Option Period (7th Contract Year)</td>
<td>$15,463,003</td>
<td>$131,990,557</td>
</tr>
<tr>
<td>4-21-2017</td>
<td>3rd Year of First Option Period (8th Contract Year)</td>
<td>$15,416,000</td>
<td>$147,406,557</td>
</tr>
<tr>
<td>4-20-2018</td>
<td>4th Year of the First Option Period (9th Contract Year)</td>
<td>$15,718,000</td>
<td>$163,124,557</td>
</tr>
<tr>
<td>5-17-2019</td>
<td>5th Year of the First Option Period (10th Contract Year)</td>
<td>$16,287,000</td>
<td>$179,411,557</td>
</tr>
<tr>
<td>5-15-2020</td>
<td>1st Year of the Second Option Period (11th Contract Year) (e)</td>
<td>$16,591,500</td>
<td>$196,003,057</td>
</tr>
</tbody>
</table>

(a) Amendment included service enhancements, higher than anticipated insurance costs; items included in the original negotiations, contingency funds, and removed the requirement that Keolis indemnify VRE for all liability claims arising from the contract service with a value of up to $5,000,000.

(b) FY 2013 budget amended mid-year for service enhancements resulting in the lengthening of two trains. This increased the FY 2013 contract budget amount to $18,248,591. Authorization available from prior year approvals.

(c) FY 2015 budget includes adding the new Fredericksburg line train for half of the fiscal year.

(d) FY 2017 budget reflects the amended agreement removing the maintenance of equipment and facilities maintenance functions.

(e) Pending Approval

This action will increase the contract value by $16,591,500 for a cumulative amount not to exceed $196,003,057. The year over year increase is due to a contractually mandated increase of 2.46% based on the Consumer Price Index for the fixed cost components of the contract.
**Fiscal Impact:**

Funding for the first year of the second option period (11\textsuperscript{th} year) is included in the approved FY 2021 operating budget. The total amount budgeted for train operations is $16,591,500.
Recommend Authorization to Execute an Amendment for the Second Option Period and the First Year of the Second Option Period of the Contract for Operating Services for Commuter Rail

WHEREAS, on October 16, 2009, the VRE Operations Board approved a five-year contract, with two five-year option periods, with Keolis Rail Services Virginia for VRE operations and maintenance services and mobilization in the amount of $18,459,348 through June 30, 2011; and,

WHEREAS, a contract amendment was approved on December 17, 2010 in the amount of $2,085,000; and,

WHEREAS, on May 20, 2011, the Operations Board approved the second contract year, through June 30, 2012, in the amount of $17,954,527, for a total contract value not to exceed $38,498,875; and,

WHEREAS, on April 20, 2012, the Operations Board approved the third contract year, through June 30, 2013, in the amount of $18,008,591, for a total contract value not to exceed $56,507,466; and,

WHEREAS, on April 19, 2013, the Operations Board approved the fourth contract year, through June 30, 2014, in the amount of $18,974,041, for a total contract value not to exceed $75,481,507, and;

WHEREAS, on April 18, 2014, the Operations Board approved the fifth contract year, through June 30, 2015, in the amount of $20,115,047, for a total contract value not to exceed $95,596,554; and,

WHEREAS, on May 15, 2015, the Operations Board approved the first year of the first option period, through June 30, 2016, in the amount of $20,931,000, for a total contract value not to exceed $116,527,554; and,

WHEREAS, on May 20, 2016, the Operations Board further authorized amending the agreement to remove the requirements for the Maintenance of Equipment and Facilities; and,

WHEREAS, on May 20, 2016, the Operations Board approved the second year of the first option period, through June 30, 2017, in the amount of $15,463,003, for a total contract value not to exceed $131,990,557; and,
Resolution 8C-05-2020 continued

WHEREAS, on April 21, 2017, the Operations Board approved the third year of the first option period, through June 30, 2018, in the amount of $15,416,000, for a total contract value not to exceed $147,406,557; and,

WHEREAS, on April 20, 2018, the Operations Board approved the fourth year of the first option period, through June 30, 2019, in the amount of $15,718,000, for a total contract value not to exceed $163,124,557; and,

WHEREAS, on May 17, 2019, the Operations Board approved the fifth year of the first option period, through June 30, 2020, in the amount of $16,287,000, for a total contract value not to exceed $179,411,557; and,

WHEREAS, approval of this resolution will award the second and final five-year option period; and,

WHEREAS, approval of this resolution will allow for continued train operations in FY 2021;

NOW, THEREFORE, BE IT RESOLVED THAT, the VRE Operations Board does hereby recommend the Commissions 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 May 15, 2020, and that meeting by electronic means is authorized because the items on the May 15, 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 May 15, 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 recommend the Commissions authorize the Acting Chief Executive Officer to execute the second five-year option period of the Contract for Operating Services for Commuter Rail; and,

BE IT FURTHER RESOLVED THAT, the VRE Operations Board does hereby recommend the Commissions authorize the Acting Chief Executive Officer to amend the Contract for Operating Services for Commuter Rail with Keolis Rail Services Virginia, LLC by approving up to $16,591,500 for the first year of the second option period, for a total Contract value not to exceed $196,003,057 through June 30, 2021.
Resolution 8C-05-2020 continued

Approved this 15th day of May 2020

______________________________
Gary Skinner
Chairman

______________________________
Jeanine Lawson
Secretary
To: Chairman Skinner and the VRE Operations Board  
From: Rich Dalton  
Date: May 15, 2020  
Re: Recommend Authorization to Execute an Amendment for the Fifth Year of the Contract for Maintenance Services for Commuter Rail  

Recommendation:

The VRE Operations Board is asked to recommend the Commissions authorize the Acting Chief Executive Officer to amend the Contract for Maintenance Services for Commuter Rail with Keolis Rail Services Virginia, LLC (KRSV) by increasing the total contract authorization by $9,012,749, for a total amount not to exceed $39,920,852, through June 30, 2021.

Summary:

This action will authorize contracted services for the maintenance, inspection and repair of VRE locomotives, passenger rail cars and maintenance facilities for FY 2021.

Background:

On January 15, 2015, the VRE Operations Board recommended, and the Commissions subsequently authorized, the Chief Executive Officer to execute a Contract with KRSV for Maintenance Services for Commuter Rail.

The work performed under this contract includes daily and periodic servicing, inspection and repairs of locomotives and passenger rail cars. Lifecycle maintenance and extensive rolling stock repair work are included in this contract through a task order process. In addition to locomotive and passenger rail car work, the scope of work includes inspection, maintenance and repair of facilities equipment including yard tracks and buildings. There are no material changes to the scope of work for the upcoming fiscal year.
On May 20, 2016, the VRE Operations Board recommended, and the Commissions subsequently authorized an amended start date for the first year of the Contract to July 1, 2016, and the total Contract amount for the first year of $7,252,371. Below is a list of the amendments, contract modifications and proposed action for this Contract:

<table>
<thead>
<tr>
<th>Date</th>
<th>Description</th>
<th>Amount</th>
<th>Authorized Value (Cumulative)</th>
</tr>
</thead>
<tbody>
<tr>
<td>May 20, 2016</td>
<td>1st Contract Year &amp; Mobilization</td>
<td>$7,252,371</td>
<td>$7,252,371</td>
</tr>
<tr>
<td>April 21, 2017</td>
<td>2nd Contract Year</td>
<td>$7,092,267</td>
<td>$14,344,638</td>
</tr>
<tr>
<td>April 20, 2018</td>
<td>3rd Contract Year</td>
<td>$7,674,000</td>
<td>$22,018,638</td>
</tr>
<tr>
<td>May 17, 2019</td>
<td>4th Contract Year</td>
<td>$8,889,465</td>
<td>$30,908,103</td>
</tr>
<tr>
<td>May 15, 2020 (a)</td>
<td>5th Contract Year</td>
<td>$9,012,749</td>
<td>$39,920,852</td>
</tr>
</tbody>
</table>

(a) Pending Approval

This action will increase the contract value by $9,012,749 for a cumulative amount not to exceed $39,920,852, through the fifth year of the base five-year contract. The year over year increase is primarily due to a contractually mandated annual increase of 2.46% based on the Consumer Price Index.

**Fiscal Impact:**

Funding is provided for in both the FY 2021 Operating budget under ‘Maintenance Services for Commuter Rail’ and the Capital Improvement Program (CIP) for ‘Asset Management – Rolling Stock Equipment’ and ‘Asset Management – Facilities,’ which includes funding for the fifth year of this work.

<table>
<thead>
<tr>
<th>FY 2021 Operating Budget: Maintenance Services for Commuter Rail</th>
<th>$7,832,285</th>
</tr>
</thead>
<tbody>
<tr>
<td>FY 2021 Capital Improvement Program: Asset Management – Rolling Stock Equipment and Asset Management – Facilities</td>
<td>$1,180,464</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>$9,012,749</strong></td>
</tr>
</tbody>
</table>
Virginia Railway Express  
Operations Board  
Resolution  
8D-05-2020  

Recommend Authorization to Execute an Amendment for the Fifth Year of the Contract for Maintenance Services for Commuter Rail

WHEREAS, in 2015, the VRE Operations Board recommended, and the Commissions approved, a five-year Contract for Maintenance Services for Commuter Rail with Keolis Rail Services Virginia, LLC; and,

WHEREAS, the Contract start date and total authorization was amended in May of 2016; and,

WHEREAS, on April 21, 2017, the Operations Board recommended, and the Commissions subsequently approved the second contract year, through June 30, 2018, in the amount of $7,092,267, for a total contract value not to exceed $14,344,638; and,

WHEREAS, on April 20, 2018, the Operations Board recommended, and the Commissions subsequently approved the third contract year, through June 30, 2019, in the amount of $7,674,000, for a total contract value not to exceed $22,018,638; and,

WHEREAS, on May 17, 2019, the Operations Board recommended, and the Commissions subsequently approved the fourth contract year, through June 30, 2020, in the amount of $8,889,465 for a total contract value not to exceed $30,908,103; and,

WHEREAS, the current Contract authorization runs through June 30, 2020; and,

WHEREAS, the increase in Contract authorization will allow for continued maintenance services and life cycle maintenance work scheduled for FY 2021;

NOW, THEREFORE, BE IT RESOLVED THAT, the VRE Operations Board does hereby recommend the Commissions 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 May 15, 2020, and that meeting by electronic means is authorized because the items on the May 15, 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 May 15, 2020 Operations Board Meeting Agenda are encompassed within the continuity of operations ordinances adopted by member localities of the Virginia
Resolution 8D-05-2020 continued

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 recommend the Commissions authorize the Acting Chief Executive Officer to amend the Contract for Maintenance Services for Commuter Rail with Keolis Rail Services Virginia, LLC by increasing the total Contract authorization by $9,012,749, for a total amount not to exceed $39,920,852 through June 30, 2021.

Approved this 15th day of May 2020

______________________________
Gary Skinner
Chairman

______________________________
Jeanine Lawson
Secretary
To: Chairman Skinner and the VRE Operations Board
From: Rich Dalton
Date: May 15, 2020
Re: Recommend Authorization to Amend the Agreement with the City of Manassas for the Operation and Maintenance of the Manassas Parking Facility

Recommendation:
The VRE Operations Board is asked to recommend the Commissions authorize the Acting Chief Executive Officer to amend the agreement with the City of Manassas for the operation and maintenance of the parking facility.

Summary:
Approval of this resolution will recommend the Commissions authorize the Acting Chief Executive Officer to amend the agreement with the City of Manassas for the operation and maintenance of the parking facility located in the City of Manassas. The amendment will permit the installation of fixed bicycle storage spaces and extend the term of the agreement for five years. The resolution will also authorize the amendment to include a provision allowing the agreement to be automatically extended for an additional five years, through June 2030, unless either party provides notice to the other of its request not to automatically extend the term.

Background:
In October 2009, the City of Manassas and the Commissions executed an agreement for the operation and maintenance of the parking facility adjacent to the Manassas train station. Maintenance costs are shared based on the percentage of spaces allocated to VRE and to the City.
In June 2015 the Commissions authorized execution of an amendment to the agreement extending it for five years and reallocating parking spaces between public parking and VRE commuter use. As a result, VRE commuter spaces increased by 100 and the second floor was re-designated for public use to support downtown retail.

The City of Manassas has developed a plan to install fixed bicycle lockers in the parking facility. Therefore, in addition to extending the agreement for an additional five years, the amended agreement will stipulate the cost to purchase, install and maintain the bicycle lockers will be at the sole expense and responsibility of the City of Manassas.

If authorized by the Operations Board and the Commissions, this resolution will allow the Acting Chief Executive Officer to amend the agreement with the City of Manassas to permit the installation of fixed bicycle storage spaces and extend the term for five years. The resolution will also authorize the amendment to include a provision allowing the agreement to be automatically extended for an additional five years, through June 2030, unless either party provides notice to the other of its request not to automatically extend the term.

**Fiscal Impact:**

This resolution will not increase the estimated annual operation and maintenance cost for the parking facility. The estimated cost for FY 2021 is $100,200 for VRE’s share of the operation and maintenance cost. This cost is included in the approved FY 2021 budget, and future costs for the operation and maintenance of the facility will be included in subsequent annual budgets.
Recommend Authorization to Amend the Agreement with the City of Manassas for the Operation and Maintenance of the Manassas Parking Facility

WHEREAS, the City of Manassas and the Commissions executed an agreement in October 2009 for the operation and maintenance of a joint use parking facility in the City of Manassas; and,

WHEREAS, the agreement was amended in July 2015 extending it for five years; and,

WHEREAS, both parties wish to extend the agreement for an additional term of five years; and,

WHEREAS, both parties wish to amend the agreement to permit the addition of designated bicycle storage inside the parking facility to be installed and maintained by the City of Manassas;

NOW, THEREFORE, BE IT RESOLVED THAT, the VRE Operations Board does hereby recommend the Commissions 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 May 15, 2020, and that meeting by electronic means is authorized because the items on the May 15, 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 May 15, 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 recommend the Commissions authorize the Acting Chief Executive Officer to amend the agreement with the City of Manassas for the operation and maintenance of the Manassas Parking Facility to extend the agreement an additional five years and to allow the City of Manassas to add designated bicycle storage inside the parking facility; and,
Resolution 8E-05-2020 continued

BE IT FURTHER RESOLVED THAT, the VRE Operations Board does hereby recommend the Commissions authorize the Chief Executive Officer to include, within the amendment, a provision allowing the agreement to be automatically extended for an additional five years, through June 2030, unless either party provides notice to the other of its request not to automatically extend the term.

Approved this 15th day of May 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: May 15, 2020
Re: Authorization to Execute an Amendment for the Second Two-Year Option to the Contract for Financial Auditing Services

Recommendation:
The VRE Operations Board is asked to authorize the Acting Chief Executive Officer to amend the contract with PBMares, LLP of Harrisonburg, Virginia, for Financial Auditing Services, to exercise the second and final two-year option period.

Summary:
Staff recommends VRE exercise the second and final two-year option period for financial auditing services with PBMares. Operations Board approval is required in this instance before the option can be exercised; however, no additional budget authorization is needed.

Background:
PBMares, formerly PBGH, LLP, has audited VRE’s financial statements since 2003. In March 2015, following a joint solicitation led by NVTC on behalf of both Commissions and VRE, the Operations Board authorized the CEO to execute a contract with PBMares for financial auditing services. The contract is for a base period of three years with options to extend for up to four additional years, in two-year increments. The authorization included a total not to exceed amount of $415,100 covering all seven potential years of the contract, plus contingency.

The three-year base period of the contract expired in May 2018, at which time the contract was amended (pursuant to Resolution 8D-04-2018) to exercise the first two-year option period. This first option period expires on May 26, 2020, and staff recommends VRE exercise the second and final two-year option period. For most VRE
contracts with option years, the CEO exercises the options at his discretion without returning to the Operations Board, since the full budget, inclusive of the options, has already been approved. However, as part of its authorization of the financial auditing services contract in 2015, the Operations Board specifically required that Board approval be received before exercising any options for this contract.

**Fiscal Impact:**

The original Board authorization for the audit services contract included a total not to exceed amount of $415,100 covering all seven potential years of the contract, plus contingency. Therefore, no additional funding authorization is required. The approved FY 2021 budget for Audit & Accounting Fees includes funding of $58,000 for this activity. Funding for future years will be included in each proposed annual budget.
Authorization to Execute an Amendment for the Second Two-Year Option to the Contract for Financial Auditing Services

WHEREAS, in March 2015, the VRE Operations Board authorized the Chief Executive Officer to execute a contract with PBMares, LLP for financial auditing services for a base period of three years with options to extend for up to four additional years, in two-year increments, with a total not to exceed amount of $415,100 inclusive of contingency and all option years; and,

WHEREAS, the VRE Operations Board required that Board approval be received before exercising any options for this contract; and,

WHEREAS, in April 2018, the VRE Operations Board authorized the CEO to amend the contract to exercise the first two-year option period, following the expiration of the base period; and,

WHEREAS, the first two-year option period will expire on May 26, 2020; and,

WHEREAS, approval of this resolution will authorize the second and final two-year option period;

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 May 15, 2020, and that meeting by electronic means is authorized because the items on the May 15, 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 May 15, 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,
Resolution 8F-05-2020 continued

BE IT FURTHER RESOLVED THAT, the VRE Operations Board does hereby authorize the Acting Chief Executive Officer to amend the contract with PBMares, LLP of Harrisonburg, Virginia, for Financial Auditing Services to exercise the second and final two-year option period.

Approved this 15th day of May 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: May 15, 2020

Re: Authorization to Execute a Contract for Mechanical Engineering Consulting Services

Recommendation:

The VRE Operations Board is asked to authorize the Acting Chief Executive Officer (CEO) to execute a contract with STV, Inc. of Fairfax, VA for the provision of Mechanical Engineering Consulting Services (MEC VII) for a base year and four option years in an amount not to exceed $6 million per year for a total not to exceed amount of $30 million for the five-year term of the contract. The option years may be exercised at the discretion of the Chief Executive Officer.

Summary:

Approval of this resolution will authorize the Acting CEO to execute the MEC VII contract for the provision of Mechanical Engineering Consulting Services.

The MEC VII contract will be a task order agreement. VRE Operations Board approval is required prior to award of each task order in excess of the Chief Executive Officer’s spending authority.

Background:

In April 2015, the VRE Operations Board authorized the award of the MEC VI contract following a competitive solicitation process. The MEC VI contract will expire in May 2020.

On December 20, 2019, the VRE Operations Board authorized the Acting CEO to issue a Request for Proposals (RFP) for MEC VII. In accordance with Section 2.2-4303 of the Virginia Public Procurement Act, these services must be procured through RFP because
they include Professional Services. Upon completion of evaluation of proposals, negotiations are conducted with the highest ranked firm deemed to be fully qualified and best suited among those submitting Proposals, based on the factors specified in the evaluation criteria. Price is not a criterion for evaluation of Professional Services proposals. After receipt of the best and final offer from the top-ranked firm, an analysis is performed to compare the proposed labor rates with the independent cost estimate to determine if the proposed labor rates are fair and reasonable.

A mailing list of more than fifty prospective Offerors was established for the solicitation to ensure access to adequate sources of services. On January 27, 2020, an RFP was issued, and proposals were due on February 26, 2020. Three responses were received.

Evaluation of the proposals received was performed by the Technical Evaluation Team (TET), which consisted of four VRE staff members.

The TET met to discuss and evaluate the Proposals using the following criteria:

- Capability and expertise of the firm and proposes team/subcontractor(s).
- Knowledge, qualifications and relevant experience of the firm’s project manager and key personnel.
- Overall project approach and understanding of the Scope of Work.
- The firm’s organization and management plan.

Interviews were conducted with each of the firms that submitted a proposal. It was determined the proposal from STV, Inc was technically compliant and unanimously selected as the highest ranked.

Below is the final ranking of firms who submitted a proposal for Mechanical Engineering Consulting Services.

<table>
<thead>
<tr>
<th>Offerors</th>
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<tbody>
<tr>
<td>STV, Inc</td>
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<tr>
<td>Raul V. Bravo + Associates, Inc.</td>
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<tr>
<td>LTK Engineering Services</td>
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</tbody>
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STV, Inc. has previously performed work under MEC III, MEC IV, MEC V and MEC VI contracts for VRE.
VRE staff has certified the highest ranked Offeror's labor rates are fair and reasonable based on the cost estimate for this contract.

The MEC VII contract will be a task order agreement with a not to exceed amount of $6 million per year for a term up to five years. VRE Operations Board approval is required prior to award of each task order in excess of the Chief Executive Officer's spending authority. The contract will be for a base year and four option years, with the VRE CEO exercising the option years at his discretion.

**Fiscal Impact:**

There is no fiscal impact to executing the MEC VII contract. Funds supporting the Mechanical Engineering Consulting Services contract are budgeted through specific projects in VRE’s adopted CIP or approved annual operating budget. Each task order recommendation for authorization by the Operations Board will include specific funding information.
Virginia Railway Express
Operations Board

Resolution
8G-05-2020

Authorization to Execute a Contract for Mechanical Engineering Consulting Services

WHEREAS, VRE requirements for mechanical engineering consulting services include both specific work and system wide improvements; and,

WHEREAS, use of a mechanical engineering consultant has proven to be more efficient than executing numerous, separate procurements; and,

WHEREAS, the current mechanical engineering consulting services contract, MEC VI, will expire in May 2020; and,

WHEREAS, this mechanical engineering consulting services contract will include tasks to develop standards and maintain existing equipment in a state of good repair and support projects that expand capacity; and,

WHEREAS, it was determined that the proposal from STV, Inc. received in response to the Request for Proposals was technically compliant and unanimously selected as the highest ranked; and,

WHEREAS, the Operations Board’s approval of this procurement does not represent its independent assessment of the candidate’s responses to the solicitation or of each step in the procurement process followed by staff; rather, the Operations Board’s action is premised upon its conclusion, after review of the information before it, that the process used by the staff was in accordance with law and that the staff recommendation appears to be reasonable;

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 May 15, 2020, and that meeting by electronic means is authorized because the items on the May 15, 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 May 15, 2020 Operations Board Meeting Agenda are encompassed within the continuity of operations ordinances adopted by member localities of the Virginia Railway Express Operations Board
Resolution 8G-05-2020 continued

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, MEC VII, with STV, Inc. of Fairfax, VA for the provision of mechanical engineering consulting services for a base year and four option years in an amount not to exceed $6 million per year for a total not to exceed amount of $30 million for the five year term of the contract; option years may be exercised at the discretion of the Chief Executive Officer.

Approved this 15th day of May 2020

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Gary Skinner
Chairman

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Jeanine Lawson
Secretary
Agenda Item 8-H
Action Item

To: Chairman Skinner and the VRE Operations Board
From: Rich Dalton
Date: May 15, 2020
Re: Authorization to Amend the Contract for Engineering and Environmental Services for the Rolling Road Platform Extension

Recommendation:

The VRE Operations Board is asked to authorize the Acting Chief Executive Officer to execute a contract amendment with Dewberry Engineers Inc., formerly Dewberry Consultants LLC, of Fairfax, Virginia, for Engineering and Environmental Services for the Rolling Road Platform Extension in the amount of $100,250, plus a 10 percent contingency of $10,025, for a total amount of $110,275, to complete design services. This will increase the total authorization for this contract from $442,900 to a total amount not to exceed $553,175.

Summary:

Design efforts identified several elements requiring additional work such as the condition of the existing platform and stairs and changes to VRE’s project delivery process.

VRE requested Dewberry submit a proposal to accomplish the additional required work. Dewberry’s proposed cost was compared to the level of effort anticipated and determined by VRE staff to be fair and reasonable.

Background:

VRE has instituted a program of station improvements in accordance with the VRE System Plan 2040. In April 2016, the VRE Operations Board authorized the CEO to execute a contract for Engineering and Environmental Services for the Rolling Road Platform Extension with Dewberry. Under this contract, Dewberry was tasked to provide conceptual
design, environmental analysis and engineering services for an extension of the VRE Rolling Road Station platform in Fairfax County to accommodate eight-car trains.

During the design phase, additional required design work was deemed necessary due to the condition of the existing platform. Concrete repairs, stair replacement and canopy roof upgrades were identified as essential to the project. VRE also requested additional design changes to be shown on the project construction plans to comply with VRE’s new project delivery process.

VRE requested Dewberry submit a proposal to accomplish the additional required work described herein. Dewberry’s proposed cost was compared with the Independent Cost Estimate prepared by VRE staff and determined to be fair and reasonable.

**Fiscal Impact:**

Funding is provided through federal Congestion Management/Air Quality (CMAQ) grant VA-90-X046, and associated state match (#72513-12) for the design and construction of the Rolling Road platform extension.
Virginia Railway Express
Operations Board

Resolution
8H-05-2020

Authorization to Amend the Contract for Engineering and Environmental Services for the Rolling Road Platform Extension

WHEREAS, the VRE System Plan 2040 calls for the extension of all platforms to accommodate eight-car trains in order to enhance operational efficiency and flexibility; and,

WHEREAS, In April 2016, the VRE Operations Board authorized the CEO to execute a contract for Engineering and Environmental Services for the Rolling Road Platform Extension with Dewberry Consultants LLC, now Dewberry Engineers Inc., of Fairfax, VA; and,

WHEREAS, additional work was deemed necessary during final design due to the condition of the existing platform; and,

WHEREAS, VRE has received a proposal from Dewberry for completion of design services and has deemed it to be fair and reasonable;

NOW, THEREFORE, BE IT RESOLVED THAT, the VRE Operations Board does hereby recommend the Commissions 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 May 15, 2020, and that meeting by electronic means is authorized because the items on the May 15, 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 May 15, 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 amendment with Dewberry Engineers Inc., formerly Dewberry Consultants LLC, of Fairfax, Virginia, for Engineering and Environmental Services for the Rolling Road Platform Extension in the amount of $100,250, plus a 10 percent contingency of $10,025, for a total amount of $110,275, to
Resolution 8H-05-2020 continued

complete design services. This will increase the total authorization for this contract from $442,900 to a total amount not to exceed $553,175.

Approved this 15th day of May 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: May 15, 2020
Re: Authorization to Amend the GEC VII Task Order for Design Services for Alexandria Station Improvements

Recommendation:

The VRE Operations Board is asked to authorize the Acting Chief Executive Officer to amend the current Task Order for Design Services for Alexandria Station Improvements executed with HDR Engineering, Inc. under the General Engineering Consulting Services (GEC VII) contract in the amount of $299,142, plus a 10 percent contingency of $29,914, for a total of $329,056. This will increase the total authorization for this task order from $893,200, to a total amount not to exceed $1,222,256.

Summary:

Final Design efforts have identified several elements requiring additional effort and stakeholder coordination. Factors including electrical and fire alarm systems, condition of the existing tunnel and stairs, and further coordination with the State Historic Preservation Officer (SHPO) have resulted in additional costs.

VRE requested HDR submit a proposal to accomplish the additional required work, and this action will authorize the Acting CEO to amend the task order to address the increased costs.

Background:

Alexandria Union Station, which serves both VRE and Amtrak trains, requires significant investment to improve passenger safety and accessibility as well as operational flexibility. VRE has three primary objectives at Alexandria: 1) eliminate the existing at-grade crossing while ensuring passenger safety and compliance with the Americans with
Disabilities Act (ADA) for individuals accessing the center platform; 2) modify both the center and station platform heights to achieve Federal Railroad Administration and CSXT required clearances, meet ADA requirements, and eliminate the need for step boxes; and 3) allow passenger trains to serve the station on any of three tracks.

After a detailed review of alternative concepts and consultation with stakeholders, VRE rescoped its original efforts at the station. The project is now known as the Alexandria Station Improvements Project. Instead of constructing a new tunnel, the existing tunnel – which is structurally sound and meets ADA requirements – will be retrofitted with elevators at each end. A modified concept for the center platform better addresses the varying track bed heights. The three primary objectives noted above will be met in full, and a future pedestrian connection to Metrorail will not be precluded.

The Scope of Services for this task order includes design of two new elevators to access the existing pedestrian tunnel, from the station and center platforms; reconstruction of the center platform to improve compliance with ADA requirements and to widen it to the east to improve passenger access to trains on Track 1; and modifications to the station platform to improve compliance with ADA requirements.

In January 2019, the VRE Operations Board authorized the Chief Executive Officer to issue a task order under the GEC VII contract to HDR Engineering, Inc. for design services for the Alexandria Station Improvements. The authorization was in the amount of $812,000, plus a 10 percent contingency of $81,200, for a total amount not to exceed $893,200.

VRE requested HDR submit a proposal to accomplish the additional required work described herein. HDR’s proposed cost was compared to the level of effort anticipated and determined by VRE staff to be fair and reasonable.

**Fiscal Impact:**

VRE’s planning and design efforts to date for the Alexandria Station have been supported by FHWA Section 130 (Railway-Highway Crossings Program) funds received through a Locally Administered Project (LAP) grant with VDOT totaling $8.7 million. VDOT is transitioning the administration of the remaining Section 130 funds over to DRPT, and DRPT intends to consolidate the remaining Section 130 funds with the $21.9 million of SMART SCALE funding VRE has been allocated for Alexandria Station (as one component of the broader Fredericksburg Line Capacity Expansion project). The GEC design task order will be supported with these consolidated funds, and DRPT has committed to ensuring there are no gaps in funding eligibility as the transition occurs.
Virginia Railway Express
Operations Board

Resolution
8I-05-2020

Authorization to Amend the GEC VII Task Order for Design Services for Alexandria Station Improvements

WHEREAS, the Alexandria Station Improvements will be designed and constructed to eliminate the at-grade crossing between the station platform and the center platform, improve passenger access to Track 1 and provide Americans with Disabilities Act compliant access on the platforms; and,

WHEREAS, consultant design services are necessary to advance the project towards construction; and,

WHEREAS, Final Design efforts have identified several elements requiring additional design work and additional stakeholder coordination and HDR Engineering, Inc. has presented an acceptable proposal to perform the additional required work;

NOW, THEREFORE, BE IT RESOLVED THAT, the VRE Operations Board does hereby recommend the Commissions 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 May 15, 2020, and that meeting by electronic means is authorized because the items on the May 15, 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 May 15, 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 Design Services for Alexandria Station Improvements executed with HDR Engineering, Inc. under the General Engineering Consulting Services contract in the amount of $299,142, plus a 10 percent contingency of $29,914, for a total of $329,056. This will increase the total authorization for this task order from $893,200, to a total amount not to exceed $1,222,256.
Resolution 81-05-2020 continued

Approved this 15th day of May 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: May 15, 2020  
Re: Authorization to Execute a Contract for Construction Management Services for the Lifecycle Overhaul and Upgrade Facility

Recommendation:
The VRE Operations Board is asked to authorize the Acting Chief Executive Officer to execute a contract with Gannett Fleming, Inc. of Fairfax, VA for Construction Management Services for the Lifecycle Overhaul and Upgrade Facility in the amount of $2,997,228, plus a 10 percent contingency of $299,723, for a total amount not exceed $3,296,951.

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, CSX Transportation and VRE 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 construct 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.. Currently these
critical maintenance activities must be undertaken at offsite locations, requiring additional time and expense.

The purchase of the land needed to expand the Crossroads MSF was accomplished at the end of 2019, with the corresponding documentation, filings, recordings, and subsequent submittals with Spotsylvania County occurring during the first three months of 2020.

The engineering design and environmental phases of the project have been completed by STV, Inc. An Invitation for Bids (IFB) for construction of the LOU Facility is anticipated to be advertised in June 2020.

The purpose of this contract is to provide Construction Management Support from pre-construction through acceptance and occupancy of the facility. VRE anticipates a construction contract of 24 months from notice to proceed to project closeout. In addition, pre-construction and post-construction services are anticipated to be approximately 3 months in duration each.

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

On December 15, 2017, the VRE Operations Board authorized the Chief Executive Officer (CEO) to issue a Request for Proposals (RFP) for Construction Management Services for the Lifecycle Overhaul and Upgrade Facility.

In accordance with FTA guidance, these services must be procured through a Request for Proposals (RFP) because they include Professional Services. Upon completion of evaluation of proposals, negotiations are conducted with the highest ranked firm deemed to be fully qualified and best suited among those submitting Proposals, based on the factors specified in the evaluation criteria. Price is not a criterion for evaluation of Professional Services proposals. 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.

A mailing list of more than fifty prospective Offerors was established for the solicitation to ensure access to adequate sources of services. On February 10, 2020, an RFP was issued, and proposals were due on March 12, 2020. Three responses were received.

Evaluation of the Proposals received was performed by the Technical Evaluation Team (TET), which consisted of four VRE staff members.

The TET met to discuss and evaluate the Proposals using the following criteria:

- Capability, Expertise and Past Performance of the Prime Firm and Proposed Team/Subcontractor(s)
- Knowledge, Qualifications and Relevant Experience of the Proposed Project Manager and Key Personnel
- Project Approach and Understanding
Interviews were conducted with the two highest ranked firms. It was determined that the proposal and interview from Gannett Fleming, Inc. was technically compliant and selected to be best value for the project.

Below is the final ranking of firms who submitted a proposal to provide Construction Management Services for the Lifecycle Overhaul and Upgrade Facility.

<table>
<thead>
<tr>
<th>Offerors</th>
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<tbody>
<tr>
<td>1. Gannett Fleming, Inc. of Fairfax, VA</td>
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<tr>
<td>2. Michael Baker International, Inc. of Alexandria, VA</td>
</tr>
<tr>
<td>3. WSP USA Inc. of Herndon, VA</td>
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</tbody>
</table>

VRE staff has certified the highest ranked Offeror’s price is fair and reasonable based on the cost estimate for this project.

This authorization allows work to begin.

**Fiscal Impact:**

Funding for the LOU project, including construction management services, is provided through VRE’s federal formula funds and associated state and local matching funds, as indicated in VRE’s approved FY 2020-2025 Capital Improvement Program (CIP).
Virginia Railway Express
Operations Board

Resolution
8J-05-2020

Authorization to Execute a Contract 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 construct a new building at the Crossroads Maintenance and Storage Facility fully dedicated to lifecycle maintenance activities; and,

WHEREAS, an Invitation for Bid for project construction is anticipated to be advertised in June 2020; and,

WHEREAS, the VRE Operations Board authorized the Chief Executive Officer to issue a Request for Proposals for Construction Management Services for the Lifecycle Overhaul and Upgrade Facility in December 2017; and,

WHEREAS, the Operations Board’s approval of this procurement does not represent its independent assessment of the candidate’s responses to the solicitation or of each step in the procurement process followed by staff; rather, the Operations Board’s action is premised upon its conclusion, after review of the information before it, that the process used by the staff was in accordance with law and that the staff recommendation appears to be reasonable;

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 May 15, 2020, and that meeting by electronic means is authorized because the items on the May 15, 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 May 15, 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 Gannett Fleming, Inc. of Fairfax, VA for Construction Management Services for the Lifecycle Overhaul and Upgrade Facility in the amount of $2,997,228, plus a 10 percent contingency of $299,723, for a total amount not exceed $3,296,951.

Approved this 15th day of May 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: May 15, 2020
Re: Spending Authority Report for February through April 2020

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 February 20, 2020, VRE issued a Blanket Purchase Order to Verizon Wireless in an amount not to exceed $100,000 for wireless voice and data services as well as associated devices and accessories. The Purchase Order was issued in accordance with the cooperative purchasing provision of an existing Fairfax County Public Schools contract.

- On February 26, 2020, VRE issued a Task Order in the amount of $92,515 to STV Incorporated, under the General Engineering Consulting Services Contract, to provide design services for VRE Headquarters renovations.

- On March 16, 2020, VRE issued a Purchase Order in the amount of $59,486 to JMA Rail Products for the purchase of 32 electronic fuel injector assemblies for VRE’s fleet of MP36PH-3C locomotives.

- On March 17, 2020, VRE issued a Task Order in the amount of $68,606 to Michael Baker International, under the General Engineering Consulting Services Contract, to provide construction management services for the Benchmark Road Slope Stabilization Project.

- On March 20, 2020, VRE issued a Task Order in the amount of $59,963 to Michael Baker International, under the General Planning Consulting Services Contract, to provide
general planning support, to include developing grant applications, as well as review of studies, cost estimates and stakeholder outreach strategies previously developed by others.

On March 25, 2020, VRE issued a Blanket Purchase Order in an amount not to exceed $75,000 to JMA Rail Products to purchase main engine air, fuel and oil filters on an as-needed basis for VRE’s fleet of MP36PH-3C locomotives.

On March 30, 2020, VRE issued a Purchase Order in the amount of $89,280 to Harco Manufacturing to purchase 12 diesel oxidation catalyst elements for VRE’s fleet of MP36PH-3C locomotives.

On April 1, 2020, VRE issued a Task Order in the amount of $95,152 to HDR Engineering, Inc. under the General Engineering Consulting Services contract, to provide design services for the L’Enfant Station waiting area.

On April 1, 2020, VRE issued a Task Order in the amount of $62,612 to Fresh Air Duct Cleaning, LLC, under the Custodial and Seasonal Services for VRE Facilities contract, to replace signage at the Franconia-Springfield, Woodbridge and Leeland Road Stations.

On April 13, 2020, VRE issued a Task Order in the amount of $90,759 to Vanasse Hangen Brustlin, Inc., under the General Planning Consulting Services contract, to provide concept design for the proposed relocation of the future Manassas Park Parking Garage.

On April 30, 2020, VRE issued a Task Order in the amount of $79,827 to Michael Baker International, under the General Planning Consulting Services contract, to provide aviation planning and related services for the Broad Run Expansion Project.