VRE OPERATIONS BOARD MEETING

May 21, 2021 – 9:00 A.M.

VIA WebEx

1. Roll Call

2. Consent Agenda
   A. Resolution Finding Need to Conduct May 21, 2021 Meeting Electronically
   B. Approval of Agenda
   C. Authorization to Issue a Request for Proposals for a Construction Manager/General Contractor for the Alexandria Station Improvements Project
   D. Authorization to Issue a Request for Proposals for General Planning Consulting Services

3. Approval of Minutes from the April 16, 2021 VRE Operations Board Meeting

4. Chair’s Comments

5. Chief Executive Officer’s Report

6. Virginia Railway Express Riders’ and Public Comment

7. Action Items:
   A. Authorization to Execute a Contract for Delivery of Lubricating Oil for VRE Locomotives
   B. Authorization to Execute an Excess Facilities Agreement with Rappahannock Electric Cooperative for LOU Facility Electric Service
C. Recommend Authorization to Enter into a Right of Way Easement Agreement with Rappahannock Electric Cooperative for LOU Facility Electric Service

D. Recommend Authorization to Execute an Amendment for the First Option Period of the Contract for Maintenance Services for Commuter Rail and the First Year of the First Option Period

E. Recommend Authorization to Execute an Amendment for the Second Year of the Second Option Period of the Contract for Operating Services for Commuter Rail

F. Recommend Authorization to Execute a Contract for New Railcars

G. Referral of the Amended FY 2022 VRE Operating Budget to the Commissions

8. Information Items:
   A. Spending Authority Report
   B. Board Electronic Participation Policy

9. Closed Session

10. Operations Board Member’s Time

The Next VRE Operations Board Meeting will be on June 25, 2021- 9:00 A.M.
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 March 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 May 21, 2021, to discuss and transact the business of the Operations Board listed on the May 21, 2021 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 21, 2021 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 21, 2021 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 21st day of May 2021

______________________________
Elizabeth Bennett-Parker
Chair

______________________________
James Walkinshaw
Secretary
Agenda Item 2-C
Consent Item

To: Chair Bennett-Parker and the VRE Operations Board
From: Rich Dalton
Date: May 21, 2021
Re: Authorization to Issue a Request for Proposals for a Construction Manager/General Contractor for the Alexandria Station Improvements Project

Recommendation:

The VRE Operations Board is asked to authorize the Chief Executive Officer to issue a Request for Proposals (RFP) to procure a Construction Manager/General Contractor (CM/GC) for the Alexandria Station Improvements Project.

Summary:

This resolution will authorize VRE to commence a competitive procurement process necessary for selection of a CM/GC, the alternate delivery method recommended by VRE staff for construction of the Alexandria Station Improvements Project.

Background:

In January 2019, the VRE Operations Board authorized the Chief Executive Officer to issue a task order under the General Engineering Consulting Services (GEC) VII contract to HDR Engineering, Inc. for design services for the Alexandria Station Improvements Project.

The scope of work of the design task order included providing an Americans with Disabilities Act (ADA) compliant, grade-separated pedestrian tunnel and elevator access between the two platforms at the VRE/Amtrak station in Alexandria as well as modifying
and extending the east platform at the station to accommodate eight-car trains and enable the platform to service two trains simultaneously, from a track on each side of the platform. The west platform adjacent to the station building will also be modified to raise its height relative to the top of rail as part of the project.

An alternative delivery method has been recommended for the Alexandria Station Improvements Project to engage a CM/GC while the final design effort is in progress to enable the CM/GC to participate in constructability reviews, coordination of schedule timelines, and value engineering services, with the goal of containing the eventual construction cost and lessening the potential for change orders during construction.

The work as described would constitute the first phase of the CM/GC contract (the "pre-construction services" phase) and, once the design is complete, the CM/GC would then provide a "Guaranteed Maximum Price" (GMP) for project construction. The actual construction will be the second phase of the GM/GC contract. During this second phase, the CM/GC is responsible for managing the project and its subcontractors within the GMP, which is the cap the CM/GC will be paid for completing the project. Any additional cost beyond the GMP is the responsibility of the CM/GC.

VRE staff believes the CM/GC project delivery method is preferable to the traditional Design-Bid-Build method for the Alexandria Station Improvements Project because of the complexity of the project, which requires a larger amount of design control, with full involvement from VRE, the designer (HDR) and the CM/GC. Having the CM/GC involved earlier enhances value engineering, constructability, and scheduling thereby resulting in a lower project cost through greater coordination and collaboration.

In accordance with Section 2.2-4382 of the Virginia Public Procurement Act and Section 6.14 of the PRTC/VRE Public Procurement Policy and Procedures Manual, a CM/GC must be procured through a two-step competitive procurement process. In the first step, companies shall be requested to submit their qualifications in response to a Request for Qualifications (RFQ) advertised by VRE. The RFQ shall contain the criteria to be used to evaluate responses and other relevant information, including any unique capabilities or qualifications that will be required of the CM/GC.

Based upon the information submitted and any other relevant information, VRE will select no more than five companies deemed fully qualified and most suitable for the project. Only those companies that are prequalified shall be invited to respond to the RFP to be advertised by VRE as step two of the procurement process. Upon completion of evaluation of proposals received in response to the RF, negotiations are conducted with the two highest ranked companies deemed to be best suited among those submitting proposals, based on the factors specified in the evaluation criteria. The price for pre-construction services will be considered and included within the evaluation criteria identified in the RFP.
Upon receipt and evaluation of the proposals, staff will return to the Operations Board to request authorization to execute the first phase of the contract for pre-construction services. Authorization to proceed with phase two work (actual construction) will be sought separately once the GMP is negotiated.

**Fiscal Impact:**

Initial funding for the Alexandria Station Improvements project was provided through Federal Highway Administration (FHWA) Section 130 for the improvement of rail safety and rail crossings. These funds were originally managed through the Virginia Department of Transportation (VDOT) but are now being administered by the Virginia Department of Rail and Public Transportation (DRPT). The project is also supported by Smart Scale funds, as part of the Fredericksburg Line Capacity Expansion program, and by Federal Transit Administration (FTA) State of Good Repair funds (Section 5337).
Authorization to Issue a Request for Proposals for a Construction Manager/General Contractor for the Alexandria Station Improvements Project

WHEREAS, the Alexandria Station Improvements Project 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, to begin pre-construction services and subsequent construction of the project, a Construction Manager/General Contractor alternate delivery method is being recommended; and,

WHEREAS, in accordance with Section 2.2-4382 of the Virginia Public Procurement Act, a Construction Manager/General Contractor must be procured through a two-step competitive solicitation process;

NOW, THEREFORE, BE IT RESOLVED THAT, the VRE Operations Board does hereby acknowledge that competitive negotiation is required in accordance with the Virginia Public Procurement Act; and,

BE IT FURTHER RESOLVED THAT, the VRE Operations Board does hereby authorize the Chief Executive Officer to issue a Request for Proposals to procure a Construction Manager/General Contractor for the Alexandria Station Improvements Project.

Approved this 21st day of May 2021

________________________
Elizabeth Bennett-Parker
Chair

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James Walkinshaw
Secretary
To: Chair Bennett-Parker and the VRE Operations Board

From: Rich Dalton

Date: May 21, 2021

Re: Authorization to Issue a Request for Proposals for General Planning Consulting Services

Recommendation:
The VRE Operations Board is asked to authorize the Chief Executive Officer to issue a Request for Proposals (RFP) for General Planning Consulting Services.

Summary:
Approval of this resolution will authorize the procurement process for professional services related to planning and preliminary design activities.

Background:
VRE uses General Planning Consulting (GPC) Services contracts to provide on-call planning, environmental and preliminary engineering design services. VRE has found the use of GPC contracts to be more efficient than completing numerous, separate procurements. GPC contracts enable VRE to access specialized skills and expertise from consultants as an extension of staff on an as-needed basis. GPC contracts are not intended as a procurement mechanism for all projects, and separate procurements will continue to be issued using the RFP process when appropriate.

VRE has employed a succession of GPC contracts over the years, each awarded to multiple consultants, allowing tasks to be assigned based on specific areas of expertise and qualifications. The current GPC contracts (VRE-017-002) will expire in November 2021 and a new competitive solicitation process must be initiated.
The GPC solicitation will encompass two primary specialization areas in support of VRE’s ongoing system planning and Capital Improvement Program: 1) strategic and operations planning and 2) stations and facilities planning and preliminary design.

The GPC contracts will be awarded to teams comprised of a prime and subconsultants that provide the comprehensive suite of services VRE requires for each specialization area. The selection of a consultant team to provide strategic and operations planning services and a consultant team to provide stations and facilities planning and preliminary design services (two contracts in total) will be based on a competitive selection process that evaluates the qualifications and expertise required by VRE.

In accordance with Section 2.2-4303 of the Virginia Public Procurement Act, 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 in each specialization area deemed to be fully qualified and best suited among those submitting Proposals, based on the factors specified in the evaluation criteria. Cost is not a criterion for evaluation of Professional Services proposals. After receipt of the best and final offer from the top-ranked firm in each specialization area, a cost analysis is performed to compare the proposed cost with the independent cost estimate to determine the proposed cost is fair and reasonable.

Following evaluation of proposals, VRE staff will return to the Operations Board with a recommendation for award. Each contract will be a task order agreement with a not to exceed value of $6 million per year for a term of up to five years. VRE Operations Board approval of individual task orders issued under the contracts is required prior to award if the task order is in excess of the Chief Executive Officer’s spending authority.

**Fiscal Impact:**

There is no fiscal impact associated with the issuance of this solicitation. Funding for individual task orders would be drawn from federal, state and/or local funds defined for specific projects in the VRE operating and capital budgets.
Virginia Railway Express
Operations Board Resolution

2D-05-2021

Authorization to Issue a Request for Proposals for
General Planning Consulting Services

WHEREAS, it is the experience of VRE that General Planning Consulting Services contracts are an efficient and cost-effective means of performing planning, environmental and preliminary engineering design services required for a limited duration or in a timely manner on an as-needed basis; and,

WHEREAS, competitive procurement for new GPC contracts to support system planning and design of capital projects must be initiated due to the pending expiration of the current GPC contracts and in order to continue to advance strategic and operational planning activities and planned system improvements; and,

WHEREAS, in accordance with Section 2.2-4303 of the Virginia Public Procurement Act, these services must be procured through a Request for Proposals;

NOW, THEREFORE, BE IT RESOLVED THAT, the VRE Operations Board does hereby acknowledge that competitive negotiation is required in accordance with the Virginia Public Procurement Act; and,

BE IT FURTHER RESOLVED THAT, the VRE Operations Board does hereby authorize the Chief Executive Officer to issue a Request for Proposals for General Planning Consulting Services to support planning and preliminary design activities.

Approved this 21st day of May 2021

__________________________
Elizabeth Bennett-Parker
Chair

__________________________
James Walkinshaw
Secretary
MINUTES
VIRGINIA RAILWAY EXPRESS
OPERATIONS BOARD MEETING
April 16, 2021
Virtual Meeting via Webex

Members Present
*Andrea Bailey (PRTC)  
*Preston Banks (PRTC)  
*Elizabeth Bennett-Parker (NVTC)  
*Meg Bohmke (PRTC)**  
*Katie Cristol (NVTC)  
*Margaret Franklin (PRTC)**  
*Matt Kelly (PRTC)  
*Jeanine Lawson (PRTC)  
Jennifer Mitchell (DRPT)  
*Cindy Shelton (PRTC)  
*Gary Skinner (PRTC)  
*Ralph Smith (PRTC)  
*Dan Storck (NVTC)  
*James Walkinshaw (NVTC)  

Jurisdiction
Prince William County  
City of Manassas Park  
City of Alexandria  
Stafford County  
Arlington County  
Prince William County  
City of Fredericksburg  
Prince William County  
Commonwealth of Virginia  
Stafford County  
Spotsylvania County  
City of Manassas  
Fairfax County  
Fairfax County

Members Absent
Walter Alcorn (NVTC)  

Alternates Present
*Michael McLaughlin (DRPT)  

Alternates Absent
Canek Aguirre (NVTC)  
Victor Angry (PRTC)  
Pete Candland (PRTC)  
Hector Cendejas (PRTC)  
Deborah Frazier (PRTC)  
Libby Garvey (NVTC)  
Jason Graham (PRTC)  
Jeff McKay (NVTC)  
Alanna Mensing (PRTC)  
Pam Sebesky (PRTC)  

Commonwealth of Virginia  
City of Alexandria  
Prince William County  
Prince William County  
City of Manassas Park  
Spotsylvania County  
Arlington County  
City of Fredericksburg  
Fairfax County  
City of Manassas Park  
City of Manassas  

*Voting Member  
**Indicates arrival/departure following the commencement of the Operations Board Meeting. Notation of exact arrival/departure time is included in the body of the minutes.
Staff and General Public

Rich Dalton – VRE
John Duque – VRE
Karen Finucan-Clarkson – VRE
Chris Henry – VRE
Robert Hostelka - VRE
Lezlie Lamb – VRE
Steve Maclsaac – VRE Legal Counsel
Kate Mattice – NVTC

Kristin Nutter – VRE
Dallas Richards - VRE
Dr. Bob Schneider – PRTC
Mark Schofield – VRE
DJ Stadler - VPRA
Alex Sugatan - VRE
Joe Swartz – VRE
Shannon Valentine – Commonwealth of Virginia

Chair Bennett-Parker called the meeting to order at 9:00 A. M. The Roll Call followed.

Consent Agenda – 2

- Resolution Finding Need to Conduct the April 16, 2021 Meeting Electronically – 2A
- Approval of the Agenda – 2B
- Authorization to Issue an Invitation for Bids for Repair and Overhaul of Air Brake Equipment – 2C
- Authorization to Issue an Invitation for Bids for Rehabilitation of Wheelsets and Traction Motor Assemblies – 2D

Ms. Bailey moved, with a second by Ms. Shelton, to approve the Consent Agenda. The vote in favor was cast by Members Bailey, Banks, Bennett-Parker, Bohmke, Cristol, Kelly, Lawson, McLaughlin, Shelton, Skinner, Smith, Storck and Walkinshaw.

Approval of the Minutes of the March 19, 2021 VRE Operations Board Meeting – 3

Ms. Bailey moved, with a second by Ms. Cristol, to approve the Minutes from March 19, 2021 VRE Operations Board meeting. The vote in favor was cast by Members Bailey, Banks, Bennett-Parker, Bohmke, Cristol, Kelly, Lawson, McLaughlin, Shelton, Skinner, Smith, Storck and Walkinshaw.

Chair’s Comments – 4

Chair Bennett-Parker announced there would be a Closed Session later in the meeting; and reminded participants there would be a meeting of the Finance Committee following the Operations Board meeting.

Chair Bennett-Parker related her participation representing VRE at a ceremony marking the signing of agreements that will allow the Transforming Rail in Virginia initiative to progress. U.S. Transportation Secretary Pete Buttigieg, Governor Ralph Northam, Virginia Transportation Secretary Shannon Valentine, DRPT Director Jennifer Mitchell, U.S Representative Don Beyer and the CEOs of VRE, Amtrak and CSX were on hand to celebrate this historic achievement.

Chair Bennett-Parker introduced Virginia Passenger Rail Authority Executive Director, DJ Stadler. Director Stadler spent twelve years as an Executive Vice President at Amtrak and prior to that, worked for the Federal Railroad Administration.
Chief Executive Officer’s Report – 5

- Safety COVID-19 Update
- Ridership
- Performance
- Project Spotlight: Railcar Procurement

Public Comment Time – 6

Chair Bennett-Parker stated that in the virtual meeting environment, Public Comments were being accepted electronically through the VRE Website. The Chair asked the Clerk to read any comments received into the record. Ms. Lamb read a comment from Mr. John Avila from Lorton (attached.)

Action Items - 7

Authorization to Exercise a Contract Option and Amend a Task Order for Maintenance Services for VRE Facilities - 7A

Ms. Bailey moved, with a second by Ms. Shelton, to authorize the CEO to exercise a contract option and amend a task order for Maintenance Services for VRE Facilities. The vote in favor was cast by Members Bailey, Banks, Bennett-Parker, Bohmke, Cristol, Kelly, Lawson, McLaughlin, Shelton, Skinner, Smith, Storck and Walkinshaw.

Authorization to Exercise a Contract Option for Custodial and Seasonal Services for VRE Facilities – 7B

Ms. Bailey moved, with a second by Ms. Bohmke, to authorize the CEO to exercise a contract option for Custodial and Seasonal Services for VRE Facilities. The vote in favor was cast by Members Bailey, Banks, Bennett-Parker, Bohmke, Cristol, Kelly, Lawson, McLaughlin, Shelton, Skinner, Smith, Storck and Walkinshaw.

Authorization to Exercise a Right of Entry Agreement for MCBQ Construction Activities Adjacent to the VRE Quantico Station Parking Lot– 7C

Ms. Bailey moved, with a second by Ms. Cristol, to authorize the CEO to exercise a Right of Entry Agreement with the United States of America/Navy/NAVFAC for temporary construction activities, environmental sampling and any other non-permanent actions required for construction activities related to the Marine Corps Base Quantico parking project adjacent to the VRE Quantico Station southern parking lot. The vote in favor was cast by Members Bailey, Banks, Bennett-Parker, Bohmke, Cristol, Kelly, Lawson, McLaughlin, Shelton, Skinner, Smith, Storck and Walkinshaw.

Information Items - 8

Spending Authority Report – 8A

In, the following purchases greater than $50,000 but less than $200,000 were made:

- On March 9, 2021, VRE issued a Task Order to Vanasse Hangen Brustlin, Inc. in an amount not to exceed $71,004 under the General Planning Consulting Services (GPC) contract to provide real estate acquisition negotiation services for the proposed purchase of the Contractors Storage LLC properties associated with the Broad Run Expansion project.
On March 18, 2021, VRE amended an existing Task Order for Passenger Car Truck Overhaul Oversight with STV Incorporated under the Mechanical Engineering Consulting Services (MEC) contract to increase the total commitment for this Task Order by $30,037 to an amount not to exceed $122,148.

On March 18, 2021, VRE amended an existing Task Order for General Engineering Services with STV Incorporated under the Mechanical Engineering Consulting Services (MEC) contract to increase the total commitment for this Task Order by $67,141 to an amount not to exceed $165,351.

On March 18, 2021, VRE amended an existing Task Order for Engineering Services for Life Cycle Maintenance with STV Incorporated under the Mechanical Engineering Consulting Services (MEC) contract to increase the total commitment for this Task Order by $65,815 to an amount not to exceed $163,537.

On March 26, 2021, VRE issued a Sole Source Purchase Order to Winchester Interconnect in the amount of $99,994 to acquire new communication and multiple unit cables for VRE’s fleet of locomotives and railcars.

On March 31, 2021, VRE issued a Blanket Purchase Order to Railroad Friction Products in an amount not to exceed $60,000 to acquire new brake shoes on an as needed basis for VRE’s fleet of locomotives and railcars.

Construction Manager/General Contractor (CM/GC) Alternative Delivery Method – 8B

VRE Chief Engineer, Dallas Richards, briefed the Operations Board on VRE’s plan to implement the Construction Manager/General Contractor (CM/GC) alternative delivery method for the Alexandria Station Improvement Project and subsequently other projects in the Capital Improvement Program.

Use of Federal Relief Funds in the FY 2022 Operating Budget – 8C

VRE Chief Financial Officer, Mark Schofield, briefed the Operations Board on a plan staff is recommending, to utilize available federal pandemic relief funds to replace local jurisdiction operating subsidy and state reimbursement of track access fees in VRE’s FY 2022 budget.

Closed Session – 9

Vice-Chair Lawson moved, with a second by Ms. Bailey, pursuant to the Virginia Freedom of Information Act (Section 2.2-3711.A (6) and (8) of the Code of Virginia,) to convene a closed meeting for the purpose of discussing the investment of public funds related to the provision of commuter rail services where competition or bargaining is involved, where, if made public initially, the financial interest of the Commissions would be adversely affected; and, for the consultation with legal counsel and staff concerning the terms and conditions of an agreement for the provision of such public funds.

The vote in favor was cast by Members Bailey, Banks, Bennett-Parker, Bohmke, Cristol, Kelly, Lawson, McLaughlin, Shelton, Skinner, Smith, Storck and Walkinshaw.

Vice-Chair Lawson moved, with a second by Ms. Bailey to certify that to the best of each member’s knowledge and with no individual member dissenting, at the just concluded Closed Session, only public business matters lawfully exempted from open meeting requirements under the Freedom of Information Act were discussed; and, only such public business matters as were identified in the motion by which the Closed Session was convened were heard, discussed, or considered.
The vote in favor was cast by Members Bailey, Banks, Bennett-Parker, Bohmke, Cristol, Kelly, Lawson, McLaughlin, Skinner, Smith, Storck and Walkinshaw.

[Ms. Shelton left during the Closed Session]

Board Members’ Time – 10

Chair Bennett-Parker asked if Members had any additional business.

Ms. Cristol moved, with a second by Ms. Bailey, to adjourn the meeting.

The vote in favor was cast by Members Bailey, Banks, Bennett-Parker, Bohmke, Cristol, Kelly, Lawson, McLaughlin, Skinner, Smith, Storck and Walkinshaw.

Approved this 21st day of May 2021

_____________________________
Elizabeth Bennett-Parker
Chair

_____________________________
James Walkinshaw
Secretary

CERTIFICATION

This certification hereby acknowledges the minutes for the April 16, 2021 Virginia Railway Express Operations Board Meeting have been recorded to the best of my ability.

Lezlie M. Lamb
A response was submitted for the form "Public Comments"

(REQUIRED) First and Last Name: John Avila

City or County of residence: Lorton

Comments: Are there any plans to add afternoon departures on the Fredericksburg line between 4:40 and 6:00? (I told a coworkers that there was a gap between those trains and she responded "so they're not running trains during rush hour?") Now that I am fully vaccinated and traffic is picking up I'm looking forward to taking VRE again, but the current afternoon schedule requires me either to leave work at the earliest possible moment or to stay late.

Acknowledgement Yes
The Virginia Railway Express, a joint project of the Northern Virginia Transportation Commission and the Potomac Rappahannock Transportation Commission, will provide safe, cost-effective, accessible, reliable, convenient, and customer responsive commuter-oriented rail passenger service. VRE contributes to the economic vitality of its member jurisdictions as an integral part of a balanced, intermodal regional transportation system.
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**CEO REPORT | MAY 2021**

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PERFORMANCE AT A GLANCE

PARKING UTILIZATION

The total number of parking spaces used in the VRE system during the month, divided by the total number of parking spaces available.

AVERAGE DAILY RIDERSHIP

The average number of boardings each operating day inclusive of Amtrak Step-Up boardings and reduced, “S” schedule, service.

Same month, previous year: 460

ON-TIME PERFORMANCE

Percent of trains arriving at their destination within five minutes of the schedule.

Same month, previous year: 94%

SYSTEM CAPACITY

The percent of peak hour train seats occupied. The calculation excludes reverse flow and non-peak hour trains.

OPERATING RATIO

Year-to-date operating revenues divided by year-to-date operating expenses, which represents the share of operating costs paid by the riders.

Board-approved goal: 52%

April 2021
ON-TIME PERFORMANCE

OUR RECORD

<table>
<thead>
<tr>
<th></th>
<th>April 2021</th>
<th>March 2021</th>
<th>April 2020</th>
</tr>
</thead>
<tbody>
<tr>
<td>Manassas Line</td>
<td>93%</td>
<td>93%</td>
<td>95%</td>
</tr>
<tr>
<td>Fredericksburg Line</td>
<td>93%</td>
<td>93%</td>
<td>93%</td>
</tr>
<tr>
<td>Systemwide</td>
<td>93%</td>
<td>93%</td>
<td>94%</td>
</tr>
</tbody>
</table>

PRIMARY REASON FOR DELAY

VRE operated 396 trains in April. Our on-time rate for April was 93 percent.

Twenty-eight trains arrived more than 5 minutes late to their final destinations. Of those late trains, 12 were on the Manassas Line (43 percent), and 16 were on the Fredericksburg Line (57 percent).

Train interference, once again, was the leading cause of delay as it has over the last three months.

LATE TRAINS

<table>
<thead>
<tr>
<th></th>
<th>System Wide</th>
<th>Fredericksburg Line</th>
<th>Manassas Line</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Feb</td>
<td>Mar</td>
<td>Apr</td>
</tr>
<tr>
<td>Total late trains</td>
<td>25</td>
<td>28</td>
<td>28</td>
</tr>
<tr>
<td>Average minutes late</td>
<td>16</td>
<td>25</td>
<td>14</td>
</tr>
<tr>
<td>Number over 30 minutes</td>
<td>2</td>
<td>5</td>
<td>3</td>
</tr>
<tr>
<td>Heat restrictions</td>
<td>0</td>
<td>1</td>
<td>5</td>
</tr>
</tbody>
</table>

*Includes trains that were delayed due to operational testing and passenger handling.
ON-TIME PERFORMANCE

VRE SYSTEM

FREDERICKSBURG LINE

MANASSAS LINE
AVERAGE DAILY RIDERSHIP

VRE SYSTEM

FREDERICKSBURG LINE

MANASSAS LINE
RIDERSHIP UPDATES

Average daily ridership in April was 1,498. We continue to operate an “S” Schedule Plus (which includes trains 300 and 307), as necessitated by the COVID-19 pandemic. The steady increase in ridership continues as we topped the March daily average of 1,379.

<table>
<thead>
<tr>
<th></th>
<th>April 2021</th>
<th>March 2021</th>
<th>April 2020</th>
</tr>
</thead>
<tbody>
<tr>
<td>Monthly Ridership</td>
<td>32,956</td>
<td>31,714</td>
<td>10,117</td>
</tr>
<tr>
<td>Average Daily Ridership</td>
<td>1,498</td>
<td>1,379</td>
<td>460</td>
</tr>
<tr>
<td>Full Service Days</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>“S” Service Days</td>
<td>22</td>
<td>23</td>
<td>22</td>
</tr>
</tbody>
</table>

SUMMONSES ISSUED

SUMMONSES WAIVED OUTSIDE OF COURT

<table>
<thead>
<tr>
<th>Reason for Dismissal</th>
<th>Occurrences</th>
</tr>
</thead>
<tbody>
<tr>
<td>Passenger showed proof of a monthly ticket</td>
<td>0</td>
</tr>
<tr>
<td>One-time courtesy</td>
<td>0</td>
</tr>
<tr>
<td>Per the request of the conductor</td>
<td>0</td>
</tr>
<tr>
<td>Defective ticket</td>
<td>0</td>
</tr>
<tr>
<td>Per ops manager</td>
<td>0</td>
</tr>
<tr>
<td>Unique circumstances</td>
<td>0</td>
</tr>
<tr>
<td>Insufficient information</td>
<td>0</td>
</tr>
<tr>
<td>Lost and found ticket</td>
<td>0</td>
</tr>
<tr>
<td>Other</td>
<td>0</td>
</tr>
<tr>
<td>Total Waived</td>
<td>0</td>
</tr>
</tbody>
</table>

MONTHLY SUMMONSES COURT ACTION

Due to the COVID-19 pandemic there was no court action in April.
TRAIN UTILIZATION

FREDERICKSBURG LINE

MANASSAS LINE
PARKING UTILIZATION

FREDERICKSBURG LINE

<table>
<thead>
<tr>
<th>Location</th>
<th>Number of Spaces</th>
<th>Number in Use</th>
</tr>
</thead>
<tbody>
<tr>
<td>Spotsylvania</td>
<td>1500</td>
<td>0</td>
</tr>
<tr>
<td>Fredericksburg</td>
<td>750</td>
<td>0</td>
</tr>
<tr>
<td>Leeland Road</td>
<td>500</td>
<td>0</td>
</tr>
<tr>
<td>Brooke</td>
<td>250</td>
<td>0</td>
</tr>
<tr>
<td>Quantico</td>
<td>1250</td>
<td>0</td>
</tr>
<tr>
<td>Rippon</td>
<td>1000</td>
<td>0</td>
</tr>
<tr>
<td>Woodbridge</td>
<td>750</td>
<td>0</td>
</tr>
<tr>
<td>Lorton</td>
<td>500</td>
<td>0</td>
</tr>
</tbody>
</table>

MANASSAS LINE

<table>
<thead>
<tr>
<th>Location</th>
<th>Number of Spaces</th>
<th>Number in Use</th>
</tr>
</thead>
<tbody>
<tr>
<td>Broad Run</td>
<td>1000</td>
<td>0</td>
</tr>
<tr>
<td>Manassas</td>
<td>750</td>
<td>0</td>
</tr>
<tr>
<td>Manassas Park</td>
<td>500</td>
<td>0</td>
</tr>
<tr>
<td>Burke Centre</td>
<td>250</td>
<td>0</td>
</tr>
<tr>
<td>Rolling Road</td>
<td>1250</td>
<td>0</td>
</tr>
<tr>
<td>Backlick Road</td>
<td>1000</td>
<td>0</td>
</tr>
</tbody>
</table>
FINANCIAL REPORT FOR MARCH 2021

Fare revenue through the first nine months of FY 2021 (March 2021) is approximately $1.9 million below budget (an unfavorable variance of -26%) and is 83% below the same period in FY 2020.

The coronavirus (COVID-19) pandemic continues to have a material negative impact on VRE ridership. Ridership has remained significantly below pre-pandemic levels during the third quarter, with average daily ridership of 1,131 in February and 1,379 in March, as compared to average daily ridership of 18,692 in February 2020 (the last full month not affected by the pandemic). We expect to report significant ridership and revenue impacts related to the pandemic throughout the remainder of FY 2021 and into FY 2022.

The operating ratio through the first nine months of FY 2021 is 9%, which is below VRE's amended budgeted operating ratio of 12% for the full twelve months of the fiscal year. VRE is normally required to budget a minimum operating ratio of 50%, but this requirement has been waived for FY 2021 and FY 2022 as a result of the pandemic.

A summary of the FY 2021 financial results through March, including information on major revenue and expense categories, appears on the next page. Please note that these figures are preliminary and unaudited.
Operating Revenue

<table>
<thead>
<tr>
<th></th>
<th>CURR. MO. ACTUAL</th>
<th>CURR. MO. BUDGET</th>
<th>YTD ACTUAL</th>
<th>YTD BUDGET</th>
<th>YTD $ VARIANCE</th>
<th>YTD % VARIANCE</th>
<th>TOTAL FY21 BUDGET</th>
</tr>
</thead>
<tbody>
<tr>
<td>Passenger Ticket Revenue</td>
<td>458,763</td>
<td>888,845</td>
<td>5,375,380</td>
<td>7,226,693</td>
<td>(1,851,314)</td>
<td>-25.6%</td>
<td>9,700,000</td>
</tr>
<tr>
<td>Other Operating Revenue</td>
<td>-</td>
<td>27,490</td>
<td>149,841</td>
<td>223,506</td>
<td>(73,665)</td>
<td>-33.0%</td>
<td>300,000</td>
</tr>
<tr>
<td>Subtotal Operating Revenue</td>
<td>458,763</td>
<td>916,335</td>
<td>5,525,221</td>
<td>7,450,199</td>
<td>(1,924,979)</td>
<td>-25.8%</td>
<td>10,000,000</td>
</tr>
</tbody>
</table>

Jurisdictional Subsidy (1)                    -                    -    13,893,386    13,893,386                  -   0.0%    13,893,386
Federal/State/Other Jurisdictional Subsidy   2,978,161            3,073,883    24,709,049    25,301,945       (592,895)  -2.3%     34,209,656
Appropriation from Reserve/Other Income      2,326,388            2,933,717    22,901,929    23,852,396       (950,467)  -4.0%     32,015,783
Interest Income                            8,508                22,908        112,678       186,255         (73,577)     -39.5%     250,000

Total Operating Revenue                     5,771,821            6,946,844    67,142,263    70,684,181       (3,541,918) -5.0%     90,368,825

Operating Expenses

<table>
<thead>
<tr>
<th></th>
<th>CURR. MO. ACTUAL</th>
<th>CURR. MO. BUDGET</th>
<th>YTD ACTUAL</th>
<th>YTD BUDGET</th>
<th>YTD $ VARIANCE</th>
<th>YTD % VARIANCE</th>
<th>TOTAL FY21 BUDGET</th>
</tr>
</thead>
<tbody>
<tr>
<td>Departmental Operating Expenses</td>
<td>6,347,261</td>
<td>6,520,042</td>
<td>58,455,057</td>
<td>64,313,336</td>
<td>5,858,279</td>
<td>9.1%</td>
<td>84,147,987</td>
</tr>
<tr>
<td>Debt Service</td>
<td>518,403</td>
<td>518,403</td>
<td>4,665,629</td>
<td>4,665,629</td>
<td>-</td>
<td>0.0%</td>
<td>6,220,838</td>
</tr>
<tr>
<td>Other Non-Departmental Expenses</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>0.0%</td>
<td>-</td>
</tr>
<tr>
<td>Total Operating Expenses</td>
<td>6,865,664</td>
<td>7,038,445</td>
<td>63,120,686</td>
<td>68,978,965</td>
<td>5,858,279</td>
<td>8.5%</td>
<td>90,368,825</td>
</tr>
</tbody>
</table>

Net income (loss) from Operations          (1,093,844)          (91,602)          4,021,578    1,705,216       2,316,361     -

Operating Ratio

<table>
<thead>
<tr>
<th>Budgeted</th>
<th>12%</th>
</tr>
</thead>
<tbody>
<tr>
<td>Goal</td>
<td>50%</td>
</tr>
</tbody>
</table>

(1) Total jurisdictional subsidy is $18,300,780. Portion shown as budgeted and actual are attributed to Operating Fund only.
## INVESTMENT REPORT FOR MARCH 2021

### VRE Investment Portfolio
**As of March 31, 2021**

<table>
<thead>
<tr>
<th>Investment Type</th>
<th>Institution</th>
<th>Amount</th>
<th>Comments</th>
<th>Rate</th>
</tr>
</thead>
<tbody>
<tr>
<td>Checking Account</td>
<td>PNC</td>
<td>$11,829,514</td>
<td>Operating checking account</td>
<td>0.00%</td>
</tr>
<tr>
<td>LGIP (Local Government Investment Pool)</td>
<td>LGIP</td>
<td>$61,728,394</td>
<td>Operating and capital reserve</td>
<td>0.10%</td>
</tr>
<tr>
<td>LGIP (Local Government Investment Pool)</td>
<td>LGIP</td>
<td>$2,529,543</td>
<td>Proceeds from Woodbridge K&amp;R Lot &amp; RRIF CRP</td>
<td>0.10%</td>
</tr>
<tr>
<td>LGIP (Local Government Investment Pool)</td>
<td>LGIP</td>
<td>$56,736</td>
<td>Revolving account for small liability claims</td>
<td>0.10%</td>
</tr>
<tr>
<td>LGIP (Local Government Investment Pool)</td>
<td>LGIP</td>
<td>$39,203,854</td>
<td>Commuter Rail Operating and Capital (C-ROC) Fund</td>
<td>0.10%</td>
</tr>
<tr>
<td>VRA Debt Service Reserve Fund</td>
<td>U.S. BANK</td>
<td>$2,012,606</td>
<td>VRA Bond Payable - Debt service reserve fund</td>
<td>Var.Rate</td>
</tr>
<tr>
<td>Insurance Trust Fund</td>
<td>DRM</td>
<td>$10,165,050</td>
<td>Minimum required balance of $10 million</td>
<td>0.61%</td>
</tr>
<tr>
<td><strong>Total portfolio</strong></td>
<td></td>
<td><strong>$127,525,696</strong></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Notes:**

- PNC contract allows for earnings credit of 0.35% on average monthly balance as an offset to banking service costs. Earnings credit through March was 0.18%.
- LGIP account earnings calculated based on the monthly average balance.
- VRA Debt Service Reserve interest earnings are at multiple variable rates applicable to individual investments held by the money market fund.
- Insurance trust fund rate based on interest earned through three quarters and annualized to the full fiscal year.

**Percentage of portfolio:**

- Checking-PNC: 9.3%
- LGIP: 81.2%
- VRA Debt Service Reserve: 1.6%
- Insurance trust fund: 8.0%
COMMUTER RAIL OPERATING AND CAPITAL (C-ROC) FUND QUARTERLY REPORT

Background
Dedicated C-ROC funding for VRE began on July 1, 2018. The C-ROC Fund receives $15 million annually ($1.25 million monthly) from fuel taxes collected in the NVTC and PRTC regions. C-ROC funds are received from the Department of Motor Vehicles (DMV) and are held by NVTC for VRE in a separate account, in accordance with §33.2-1525.A of the Code of Virginia. The VRE Operations Board and Commissions approve the projects that are to be funded in whole or in part by the C-ROC, and VRE provides a quarterly report on the C-ROC Fund, including disbursements received, amounts expended, the purpose of the expenditures, and investment and interest earnings.

C-ROC Fund as of March 31, 2021
A summary of the C-ROC Fund through the third quarter of FY 2021 is presented below. Due to lags in the determination of total fuel tax revenue by DMV and the transfer of funds from DMV to NVTC/VRE, total C-ROC funds received may be less than total funds earned.

<table>
<thead>
<tr>
<th>Period</th>
<th>Funds Earned</th>
<th>Funds Received</th>
<th>Interest Earned</th>
<th>Expenditures</th>
<th>C-ROC Account Balance</th>
</tr>
</thead>
<tbody>
<tr>
<td>FY 2021 (Jul-Mar)</td>
<td>$11,250,000</td>
<td>$8,750,000</td>
<td>$42,602</td>
<td>$0</td>
<td>$39,203,854</td>
</tr>
<tr>
<td>Life to Date</td>
<td>$41,250,000</td>
<td>$38,750,000</td>
<td>$453,854</td>
<td>$0</td>
<td>$39,203,854</td>
</tr>
</tbody>
</table>

The VRE Operations Board and the Commissions have approved the commitment of $45 million in C-ROC funding to key capital projects – $30 million for the L’Enfant Station and Fourth Track project and $15 million for the Crystal City Station Improvements project. This commitment reflects three years of projected C-ROC funding (FY 2019 through FY 2021), and expenditures will be reflected above when construction commences on these projects.
FY 2021 YEAR-END FINANCIAL FORECAST

Each quarter, the VRE Operations Board receives a summary of year-to-date operating revenues and expenses relative to budget. At the midpoint of the fiscal year, an amended budget is prepared for Operations Board approval based on actual results as of that date. This FY 2021 year-end forecast of revenues and expenses is based on the amended budget approved by the Operations Board in December 2020.

Based on revenues and expenses to date, well as projected activity over the final three months of the fiscal year, the net operating position for FY 2021 is forecast at $0.0 million (i.e., no surplus or deficit). This includes projections based upon the effects of the COVID-19 pandemic on VRE and the projected use of Federal pandemic relief funds to replace lost passenger revenues. The primary drivers of the forecasted year-end variance are described below.

Operating Revenues – $7.3 million negative variance
- Fare Revenue in FY 2021 is forecast at $7.2 million for the year, approximately $2.5 million (or 34.0%) below the amended budget level. Ridership has been negatively affected by the COVID-19 pandemic that started in March 2020, and while daily ridership has begun to increase in the fourth quarter of FY 2021, the overall “return of ridership” is slower than previously expected. Revenue projections for the final three months of FY 2021 are conservative given the current uncertainty.
- Federal Relief Fund Revenue (CARES Act) and Other Revenues (which includes leases, advertising, interest on investments, and other internal and external non-fare sources) are forecast to be below budget by $3.7 million or 12.7%. This is primarily due to lower than budgeted CARES Act relief funding, which in turn is due to lower than budgeted operating expenses. Interest earnings are below budget due to lower interest rates. Advertising and lease revenues are also under budget for the year.
- Federal and State Revenue is forecast to be below budget by $1.1 million or 3.4%, primarily due to lower than budgeted access fee costs resulting in lower required reimbursements, as well as lower than expected grant and project management reimbursement.

Operating Expenses – $7.4 million positive variance
- The largest single projected expense variance is Step-Up Ticket Costs, which was budgeted at $1.2 million for FY 2021 and is forecast to be under budget by $1.2 million (i.e., zero expense). This is due to the COVID-related suspension of the VRE-Amtrak Step-Up Agreement in July 2020.
- The second largest projected expense variance is in Diesel Fuel, which was budgeted at $3.0 million for FY 2021 and is forecast to be under budget by $1.1 million or 38%. Diesel Fuel use has been affected by the reduced service levels during the COVID pandemic. Additionally, diesel fuel prices stayed within a relatively narrow, lower than budgeted, range in FY 2021. VRE continues to mitigate diesel fuel price variability using fixed price delivery contracts.
- All other operating expenses are forecast to be under budget by $5.1 million, or 7.4% of budgeted operating expenditures:
  - Executive Management costs are forecast to be $0.7 million below budget. This variance is primarily due to vacant positions during FY 2021 and lower than projected spending on COVID-specific mitigation costs and legal fees.
  - System Safety & Security costs are forecast to be $0.6 million below budget. This variance is due to a vacant staff position during FY 2021; savings related to the renewal of certain security contracts, and planned activities that did not move forward due to contractual constraints.
Amtrak Access Fee costs are projected to be $0.5 million below budget, due primarily to lower than projected Access Fee costs related to the Northeast Corridor PRIIA cost sharing model, as well as cost reductions related to Federal aid relief for the PRIIA model for fourth quarter FY 2021.

Mechanical Operations costs (exclusive of Diesel Fuel) are forecast to be $0.5 million below budget. This variance is due to savings related to Positive Train Control and planned spending on Lifecycle and Overhaul Facility furniture and fixtures not being expected to occur in FY 2021.

Project Development and Project Implementation are projected to be $0.5 million under budget (combined), primarily due to a vacant position in the Development group, as well as lower than projected consulting costs for both groups.

Keolis Maintenance of Equipment is projected to be $0.4 million under budget, primarily due to lower expenditures on as-needed task orders as well as lower than projected facilities maintenance costs.

Total projected savings for Finance, Accounting and Human Resources is projected to be $0.4 million, due primarily to a vacant position during FY 2021 as well as lower than projected Fare Collection-related costs due to the lower ridership and ticket sales related to COVID.

CSX Transportation access costs are forecast to be $0.3 million below budget. This is related to lower contractual cost increase than was forecast for the FY 2021 contract.

Information Systems costs are projected to be $0.2 million below budget, due to a vacant position during FY 2021 as well as lower than projected hardware maintenance and software Licensing and maintenance costs.

Marketing is projected to be $0.2 million below budget, primarily related to lower-than-expected printing and media advertising costs.

Other net departmental savings are projected at $0.8 million, spread over multiple departments at variance lower than $0.2 million each.

Non-Operating Expenses – $0.1 million negative variance

Certain ‘non-operating’ expenses that are not part of the Capital Improvement Program (CIP) are also included in the year-end forecast. The forecast of $0.1 million combined negative variance on these items includes additional FY 2021 insurance costs of $184,061 offset by unused Bad Debt expense of $50,000.

As noted during the adoption of the FY 2022 budget, VRE has sufficient federal pandemic relief funds to backfill any continued reductions in passenger fare revenues during FY 2022 and ensure that there is no operating deficit at year end. These funds are available not only from the CARES Act, but also from the Coronavirus Response and Relief Supplemental Appropriations Act (CRRSA) and the American Rescue Plan Act (ARPA).

The chart on the following page summarizes actual to budget data by major category.
### FY21 Year End Operating Budget Projection (in millions)

<table>
<thead>
<tr>
<th>Description</th>
<th>Revised Budget</th>
<th>Current Estimate</th>
<th>Variance</th>
<th>%</th>
</tr>
</thead>
<tbody>
<tr>
<td>Fare Revenue</td>
<td>$9.7</td>
<td>$7.2</td>
<td>$(2.5)</td>
<td>-34.4%</td>
</tr>
<tr>
<td>Local Subsidy*</td>
<td>13.9</td>
<td>13.9</td>
<td>0.0</td>
<td>0.0%</td>
</tr>
<tr>
<td>Fed/State Revenue</td>
<td>34.2</td>
<td>33.1</td>
<td>(1.1)</td>
<td>-3.4%</td>
</tr>
<tr>
<td>Fed Relief Funds/Other Rev.</td>
<td>32.6</td>
<td>28.9</td>
<td>(3.7)</td>
<td>-12.7%</td>
</tr>
<tr>
<td><strong>Total Revenue</strong></td>
<td><strong>$90.4</strong></td>
<td><strong>$83.1</strong></td>
<td><strong>$(7.3)</strong></td>
<td><strong>-8.7%</strong></td>
</tr>
<tr>
<td>Operating Expenses</td>
<td>$77.3</td>
<td>$69.9</td>
<td>$7.4</td>
<td>10.6%</td>
</tr>
<tr>
<td>Non-Operating Expenses</td>
<td>6.8</td>
<td>7.0</td>
<td>(0.1)</td>
<td>-1.9%</td>
</tr>
<tr>
<td>Debt Service</td>
<td>6.2</td>
<td>6.2</td>
<td>0.0</td>
<td>0.0%</td>
</tr>
<tr>
<td>Contribution to Op. Reserve</td>
<td>0.0</td>
<td>0.0</td>
<td>0.0</td>
<td>0.0%</td>
</tr>
<tr>
<td><strong>Total Expenses</strong></td>
<td><strong>$90.4</strong></td>
<td><strong>$83.1</strong></td>
<td><strong>$7.3</strong></td>
<td><strong>8.0%</strong></td>
</tr>
</tbody>
</table>

Net Income (Loss)  

$0.0 | $0.0 | $0.0

(1) Total jurisdiction subsidy is $18,300,780. Portion shown as budgeted and actual are attributed to Operating Fund only.
FACILITIES UPDATE

The following is a status update of VRE facilities projects.

Completed projects:

1. Replacement of signage at Fredericksburg office and gravel parking lot
2. Cleaning of pavilion exterior at Spotsylvania Station
2. Replacement of lighting at Broad Run MASF service & inspection building

Projects scheduled to be completed this quarter:

1. Replacement of west platform and canopy lighting at Woodbridge Station
2. Submission of IFB package for canopy roof replacement at Backlick Road Station
3. Replacement of deck joint sealant at Manassas Station parking garage
4. Submission of IFB package for replacement of tactile warning strips at various stations

Projects scheduled to be initiated this quarter:

1. Minor stair steel repairs and caulking at Franconia-Springfield Station
2. Painting of Franconia-Springfield Station
3. Minor structural repairs at Woodbridge and Manassas parking garages
4. Repairs and testing of dry standpipes at Woodbridge and Manassas parking garages
5. Repair of platform sealant at Rippon Station
6. Minor concrete repairs at Rippon and Brooke Stations
7. Painting of Brooke Station
8. Replacement of privacy fence in lower parking lot at Brooke Station
9. Pavement repairs and restriping at Fredericksburg Lot G
10. Repair of platform sealer delamination at Spotsylvania Station
11. Replacement of lighting at Manassas Station parking garage
12. Repair of minor cracks and sealant on platform at Manassas Station
13. Issuance of general signage services Request for Quotes
Ongoing projects:

1. Design of waiting area at L’Enfant Station
2. Replacement of signage at Woodbridge Station
3. Replacement of waste and recycling receptacles at various stations
4. Design of final phases of renovations to Alexandria headquarters
5. Overhaul of emergency generators at Woodbridge and Manassas Stations, Alexandria Headquarters and Fredericksburg office
UPCOMING PROCUREMENTS

- Renewal of locomotive head end power engine systems
- Program management consulting services
- Canopy roof replacement at the Backlick Road Station
- Modernization of VRE Woodbridge Station east elevator
- Forklift trucks
- Passenger car wheelchair lift assemblies
- Purchase of LED light fixtures
- Variable Messaging System replacement
- Tactile strip replacements
- Construction management services for Fredericksburg Station platform rehabilitation
- Construction of Fredericksburg Station platform rehabilitation
CAPITAL PROJECTS UPDATES

The following is a status update of VRE capital projects.

Completed projects or major project milestones:

1. Construction initiated on Lifecycle Overhaul & Upgrade Facility (LOU)
2. Construction initiated on Quantico Station Improvements

Projects or project phases scheduled to be completed this quarter:

3. Franconia-Springfield Station Improvements draft 100% plans and specifications
4. Broad Run Expansion (BRX) Section 106 Consultation
5. Construction of Benchmark Road Slope Stabilization Complete (Hamilton to Crossroads overall project/funding closeout and stakeholder concurrence anticipated this quarter)

Projects or project phases scheduled to be initiated this quarter:

6. Execution of Contract for Construction of Quantico Station Improvements and Pre-NTP activities - NTP forthcoming
7. Execution of Contract for Construction of Lifecycle Overhaul & Upgrade Facility (LOU) and Pre-NTP activities - NTP forthcoming
8. Board Authorization, Execution of Contract for Construction of Rolling Road Station Improvements and Pre-NTP activities – NTP forthcoming
9. Execution of Contract and NTP for CM for Construction of Quantico Station Improvements
Ongoing projects:

10. Broad Run Expansion (BRX)
11. Manassas Park Parking Improvements
12. Rolling Road Station Improvements
13. Crossroads Maintenance and Storage Facility (MSF) – land acquisition completed
14. Lifecycle Overhaul & Upgrade Facility (LOU)
15. Quantico Station Improvements
16. Franconia-Springfield Station Improvements
17. Alexandria Station Improvements
18. Alexandria Station Track 1 Access (Slaters Lane)
19. Crystal City Station Improvements
20. L’Enfant Train Storage Track - South
21. L’Enfant Station Improvements
22. New York Avenue Midday Storage Facility
23. Potomac Shores VRE Station – design by others
24. Washington Union Station Improvements Environmental Impact Statement – study by others
25. DC2RVA Environmental Impact Statement – study by others
26. Long Bridge Project – study by others

Projects Progress Report Follows
# PASSENGER FACILITIES

<table>
<thead>
<tr>
<th>PROJECT</th>
<th>DESCRIPTION</th>
<th>CD</th>
<th>PE</th>
<th>EC</th>
<th>RW</th>
<th>FD</th>
<th>CN</th>
</tr>
</thead>
<tbody>
<tr>
<td>Alexandria Station Improvements</td>
<td>Eliminate at-grade track crossing, add elevators, modify platforms.</td>
<td>◆</td>
<td>◆</td>
<td>◆</td>
<td>N/A</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Franconia-Springfield Station Improvements</td>
<td>Extend both platforms and widen East Platform for future third track.</td>
<td>◆</td>
<td>◆</td>
<td>◆</td>
<td>N/A</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Potomac Shores Station Improvements</td>
<td>New VRE station and parking in Prince William County provided by private developer.</td>
<td>◆</td>
<td>◆</td>
<td>◆</td>
<td>N/A</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Quantico Station Improvements</td>
<td>Extend existing platform, construct new second platform with pedestrian overpass.</td>
<td>◆</td>
<td>◆</td>
<td>◆</td>
<td>N/A</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Manassas Park Parking Improvements</td>
<td>Parking garage to increase parking capacity to 1,100 spaces.</td>
<td>◆</td>
<td>◆</td>
<td>◆</td>
<td>N/A</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Rolling Road Station Improvements</td>
<td>Extend existing platform and rehabilitate existing station</td>
<td>◆</td>
<td>◆</td>
<td>◆</td>
<td>N/A</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Crystal City Station Improvements</td>
<td>Replace existing side platform with new, longer island platform.</td>
<td>◆</td>
<td>◆</td>
<td>◆</td>
<td>N/A</td>
<td></td>
<td></td>
</tr>
<tr>
<td>L'Enfant Station Improvements</td>
<td>Replace existing platform with wider, longer island platform. Add fourth track (VA-LE)</td>
<td>◆</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>N/A</td>
</tr>
</tbody>
</table>

**PHASE:**  
- CD - Conceptual Design  
- PE - Preliminary Engineering  
- EC - Environment Clearance  
- RW - Right of Way Acquisition  
- FD - Final Design  
- CN - Construction

**STATUS:**  
- ◆ Completed  
- ◆ Underway  
- ◆ On Hold

---

1 Total project cost estimate in adopted FY2020 CIP Budget; percentage complete based on VRE Operations Board authorization

2 Does not include minor (< $50,000) operating expenditures

* $2,181,630 authorization divided across the "Penta-Platform" program stations
<table>
<thead>
<tr>
<th>Total I</th>
<th>Funded</th>
<th>Unfunded</th>
<th>Authorized</th>
<th>Expended</th>
<th>Percent Complete</th>
<th>Project Completion Date</th>
<th>STATUS</th>
</tr>
</thead>
<tbody>
<tr>
<td>31,875,014</td>
<td>31,875,014</td>
<td>-</td>
<td>2382759</td>
<td>2193257</td>
<td>90%</td>
<td>2nd QTR 2023</td>
<td>Getting ready for Alternate delivery CMGC Procurement. CSX and City of Alexandria review progressing.</td>
</tr>
<tr>
<td>13,000,000</td>
<td>13,000,000</td>
<td>-</td>
<td>*</td>
<td>940,681</td>
<td>35%</td>
<td>4th QTR 2023</td>
<td>FD underway with anticipated completion 2nd QTR 2021. Ongoing coordination with DRPT projects.</td>
</tr>
</tbody>
</table>

No costs for VRE. Private developer providing station.  30%  TBD

Potomac Shores VRE Station design underway to include parking structure. 90% Design Submittal received and under review by CSX and VRE.

| 25,983,000 | 25,983,000 | 0        | 2,238,144  | 670,225   | 30%             | 4th QTR 2022           | Progressing towards 60% design at relocated site.                                                                                   |
| 5,000,000  | 2,000,000  | 3,000,000 | 640,503    | 418,887   | 70%             | 4th QTR 2021           | Contractor working on pre-NTP submittals.                                                                                           |
| 49,940,000 | 19,098,463 | 30,841,537| 1,584,619  | 1,366,909 | 30%             | 2nd QTR 2024           | PE & EC anticipated completion 3rd QTR 2021. 60% Design anticipated afterwards.                                                      |
| 70,650,000 | 62,465,721 | 8,184,279 | 130,501    | 65,150    | 50%             | 2nd QTR 2023           | DRPT LONP received. Real estate research in progress under LONP.                                                                     |
## TRACK AND INFRASTRUCTURE

<table>
<thead>
<tr>
<th>PROJECT</th>
<th>DESCRIPTION</th>
<th>PHASE</th>
<th>CD</th>
<th>PE</th>
<th>EC</th>
<th>RW</th>
<th>FD</th>
<th>CN</th>
</tr>
</thead>
<tbody>
<tr>
<td>Hamilton-to-Crossroads Third Track</td>
<td>2¼-miles of new third track with CSXT design and construction of signal and track tie-ins.</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>N/A</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

## MAINTENANCE AND STORAGE FACILITIES

<table>
<thead>
<tr>
<th>PROJECT</th>
<th>DESCRIPTION</th>
<th>PHASE</th>
<th>CD</th>
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</tr>
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<tr>
<td>L’Enfant Train Storage Track - South</td>
<td>Conversion of CSXT track to VRE storage track and as well as signal and wayside-power work.</td>
<td></td>
<td></td>
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<td>Lifecycle Overhaul &amp; Upgrade Facility</td>
<td>New LOU facility to be added to the Crossroads MSF.</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Crossroads Maintenance and Storage Facility - Land Acquisition</td>
<td>Acquisition of 19.5 acres of land, construction of two storage tracks and related site improvements.</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>New York Avenue Midday Storage Replacement Facility</td>
<td>Midday storage facility replacement for Ivy City storage facility.</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
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## ROLLING STOCK

<table>
<thead>
<tr>
<th>PROJECT</th>
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<td>Passenger Railcar Procurement</td>
<td>Acquisition of 29 new railcars.</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
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<tr>
<td>Positive Train Control</td>
<td>Implement Positive Train Control for all VRE locomotives and control cars.</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
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## PLANNING, COMMUNICATIONS AND IT

<table>
<thead>
<tr>
<th>PROJECT</th>
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<tr>
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<td>NEPA and PE for expanding commuter rail service capacity in Western Prince William County</td>
<td></td>
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<td>Implementation of a new mobile ticketing system.</td>
<td></td>
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1. Total project cost estimate in adopted FY2020 CIP Budget; percentage complete based on VRE Operations Board authorization
2. Does not include minor (< $50,000) operating expenditures
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<tr>
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<th>PHASE</th>
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</thead>
<tbody>
<tr>
<td>Broad Run Expansion (was Gainesville-Haymarket Extension)</td>
<td>NEPA and PE for expanding commuter rail service capacity in Western Prince William County</td>
<td>◆ ◆ ◆ - - -</td>
</tr>
<tr>
<td>Mobile Ticketing</td>
<td>Implementation of a new mobile ticketing system.</td>
<td>◆ N/A N/A N/A ◆ ◆</td>
</tr>
</tbody>
</table>

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1 Total project cost estimate in adopted FY2020 CIP Budget; percentage complete based on VRE Operations Board authorization
2 Does not include minor (< $50,000) operating expenditures
To: Chair Bennett-Parker and the VRE Operations Board
From: Rich Dalton
Date: May 21, 2021
Re: Authorization to Execute a Contract for Delivery of Lubricating Oil for VRE Locomotives

---

**Recommendation:**

The VRE Operations Board is asked to authorize the Chief Executive Officer to execute a contract with Cadence Petroleum Group of Ashland, Virginia, for the delivery of lubricating oil for VRE locomotives in the amount of $457,895, plus a 10 percent contingency of $45,790, for a total amount not to exceed $503,685. The contract will be for a base year and four option years, with the CEO exercising the option years at his discretion.

**Summary:**

VRE requires main engine, head end power engine, traction motor and air compressor lubricating products to be delivered to its Maintenance and Storage Facilities to support the operation of VRE’s fleet of locomotives. The current contract for this service expires in October 2021. Therefore, the term of the contract with Cadence Petroleum will commence upon expiration of the current contract.

**Background:**

VRE locomotives consume various types of lubricating oils. Therefore, routine bulk delivery to VRE’s Maintenance and Storage Facilities in Bristow and Fredericksburg, Virginia, is required.

On March 31, 2021, an Invitation for Bids (IFB) for the delivery of lubricating oil was issued. A mailing list of six prospective bidders was established for the solicitation to ensure access to adequate sources of services. Additionally, the IFB was advertised on eVA,
Virginia’s e-procurement portal. Bids were due on April 30, 2021, and three responses were received.

The bid tabulation is as follows:

<table>
<thead>
<tr>
<th>Bidders</th>
<th>Bid Amount (per Contract Year)</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Cadence Petroleum Group</td>
<td>$91,579.00</td>
</tr>
<tr>
<td>2. Jones Petroleum Services, LLC</td>
<td>$116,966.00</td>
</tr>
<tr>
<td>3. Quarles Petroleum, Inc.</td>
<td>$128,373.00</td>
</tr>
</tbody>
</table>

After review of the bids, it was determined Cadence Petroleum Group was the lowest responsive-responsible bidder. Staff has certified the price offered by Cadence Petroleum Group is fair and reasonable as compared to the cost estimate.

**Fiscal Impact:**

Funding for lubricating oil is provided through the FY2022 budget for locomotive repairs and maintenance.
Virginia Railway Express
Operations Board Resolution

7A-05-2021

Authorization to Execute a Contract for Delivery of
Lubricating Oil for VRE Locomotives

WHEREAS, VRE requires the delivery of main engine, head end power engine, traction motor and air compressor lubricating products to its Maintenance and Storage Facilities to support the operation of VRE’s fleet of locomotives; and,

WHEREAS, the current contract for the delivery of lubricating oil expires in October 2021; and,

WHEREAS, on March 31, 2021, an Invitation for Bids was issued and three bids were received on April 30, 2021; and,

WHEREAS it was determined Cadence Petroleum Group was the lowest responsive-responsible bidder;

NOW, THEREFORE, BE IT RESOLVED THAT, the VRE Operations Board does hereby authorize the Chief Executive Officer to execute a contract with Cadence Petroleum Group of Ashland, VA for the Delivery of Lubricating Oil for VRE Locomotives in the amount of $457,895, plus a 10 percent contingency of $45,790, for a total amount not to exceed $503,685. The contract will be for a base year and four option years, with the CEO exercising the option years at his discretion.

Approved this 21st day of May 2021

______________________________
Elizabeth Bennett-Parker
Chair

______________________________
James Walkinshaw
Secretary
To: Chair Bennett-Parker and the VRE Operations Board

From: Rich Dalton

Date: May 21, 2021

Re: Authorization to Execute an Excess Facilities Agreement with Rappahannock Electric Cooperative for LOU Facility Electric Service

Recommendation:

The VRE Operations Board is asked to authorize the Chief Executive Officer to execute an Excess Facilities Agreement with the Rappahannock Electric Cooperative (REC) for additional electric service facilities necessary to accommodate the new Lifecycle Overhaul and Upgrade (LOU) Facility.

Summary:

Rolling stock maintenance activities at the LOU Facility will significantly increase the demand for electric power at VRE’s Crossroads Maintenance and Storage Facility (MSF). This action will authorize VRE to execute an agreement with REC for the installation and maintenance of additional electric service facilities at the Crossroads MSF beyond those that REC normally provides to its customers.

Background:

Rolling stock maintenance activities at the LOU Facility will significantly increase the demand for electric power at VRE’s Crossroads MSF. In order to receive the additional electric service, which is beyond what REC normally provides to its customers, VRE must enter into two agreements with REC: a Right of Way Easement Agreement (which is being separately recommended to the Operations Board for approval by the
Commissions), and an Excess Facilities agreement which sets forth the costs of installing and maintaining the new infrastructure.

REC is already in the process of upgrading their power transmission facilities to accommodate VRE’s additional demand. This work includes upgrading overhead lines from Summit Substation on Massaponax Church Road to Benchmark Road and installing new underground 35kv conductors from Benchmark Road to the entrance of Crossroads MSF. The cost of these investments outside of VRE’s property is being borne by REC.

Within Crossroads MSF, new transformers are needed at various locations, and these sites must be connected to the main feeder at the yard entrance. The new transformers will provide additional power for wayside power and lighting for the additional storage tracks. Also, additional power is needed for the new wheel truing machine, 30-ton overhead crane and drop table to be constructed within the LOU facility. The costs of purchasing and installing these new facilities inside the yard are being charged to VRE under the proposed Excess Facilities Agreement. Some existing electric facilities within the yard are being removed, and REC has provided a salvage credit against the total cost. VRE will also have a single primary meter at the yard entrance, which will eliminate multiple meters with minimum charges for each transformer.

Whenever such Excess Facilities are provided to a customer, the charges associated with the facilities are governed by “Schedule EF” which is filed by REC with the Virginia State Corporation Commission. Schedule EF offers two rate options for VRE: A) pay a monthly charge equal to 1.43% of the new installed cost of the facilities, or B) pay a one-time charge equal to the new installed cost plus a monthly charge equal to 0.82% of the new installed cost. VRE will be obligated by the terms of the agreement for a minimum of seven years, and the agreement will continue as long as the facilities are needed by VRE. The electric facilities erected within the right-of-way will remain the property of REC.

REC has provided an estimated new installed cost of the additional facilities within the Crossroads MSF of $264,780. This includes material costs of $272,245, labor costs of $43,114, and a salvage credit of $50,579. Given current interest rates and the expectation that the LOU Facility will be in use for decades to come, option B is preferred for VRE. Option B requires a one-time payment of $264,780, and a monthly charge of $2,171.20 per month for as long as the facilities are needed.

**Fiscal Impact:**

Funding for the LOU project, including construction, is provided through VRE’s federal formula funds and associated state and local matching funds, as indicated in VRE’s approved FY 2022-2027 Capital Improvement Program. The initial one-time payment for electric facilities installation will be funded through these existing capital funds. The ongoing monthly payments will be included in future operating budgets as part of the regular operations and maintenance costs of the LOU Facility.
Virginia Railway Express
Operations Board Resolution

7B-05-2021

Authorization to Execute an Excess Facilities Agreement with
Rappahannock Electric Cooperative for LOU Facility Electric Service

WHEREAS, VRE has adopted a lifecycle maintenance strategy for its rolling stock; and,

WHEREAS, VRE is in the process of constructing a new building at the Crossroads Maintenance and Storage Facility dedicated to lifecycle maintenance activities; and,

WHEREAS, additional electric service is required for the new Lifecycle Overhaul and Upgrade Facility; and,

WHEREAS, in order to provide the additional electric service required for the Lifecycle Overhaul and Upgrade Facility, the Rappahannock Electric Corporation is in the process of bringing a new feeder line to the Crossroads Maintenance and Storage Facility, as well as transformers and other equipment beyond what REC normally provides to its customers;

NOW, THEREFORE, BE IT RESOLVED THAT, the VRE Operations Board does hereby authorize the Chief Executive Officer to execute an Excess Facilities Agreement with the Rappahannock Electric Cooperative for additional electric service facilities at Crossroads Maintenance and Storage Facility necessary to accommodate the new Lifecycle Overhaul and Upgrade Facility.

Approved this 21st day of May 2021

__________________________
Elizabeth Bennett-Parker
Chair

__________________________
James Walkinshaw
Secretary
To: Chair Bennett-Parker and the VRE Operations Board

From: Rich Dalton

Date: May 21, 2021

Re: Recommend Authorization to Enter into a Right of Way Easement Agreement with Rappahannock Electric Cooperative for LOU Facility Electric Service

Recommendation:

The VRE Operations Board is asked to recommend the Commissions authorize the Chief Executive Officer to enter into a Right of Way Easement Agreement with the Rappahannock Electric Cooperative (REC) for an electric utility easement at Crossroads Maintenance and Storage Facility for the Lifecycle Overhaul and Upgrade (LOU) Facility electric service.

Summary:

This action will recommend authorizing VRE, on behalf of PRTC and NVTC, to enter into a Right of Way Easement Agreement with REC for an easement that encompasses a 15-foot wide right of way through a portion of the lands at Crossroads Maintenance and Storage Facility for installation of new electric service for the LOU Facility that is currently being constructed.

Background:

A new electrical feeder and transformers will be installed by REC at Crossroads Maintenance and Storage Facility. These improvements are necessary to accommodate the LOU Facility and the associated storage yard expansion. The facilities constructed within the right of way will remain the property of REC.
**Fiscal Impact:**

Funding for the LOU project, including construction, is provided through VRE’s federal formula funds and associated state and local matching funds, as indicated in VRE’s approved FY 2021-2027 Capital Improvement Program.

No fiscal impact from this agreement is anticipated.
Virginia Railway Express
Operations Board Resolution

7C-05-2021

Recommend Authorization to Enter into a Right of Way Easement Agreement with Rappahannock Electric Cooperative for LOU Facility Electric Service

WHEREAS, VRE has adopted a lifecycle maintenance strategy for its rolling stock; and,

WHEREAS, VRE is in the process of constructing a new building at the Crossroads Maintenance and Storage Facility fully dedicated to lifecycle maintenance activities; and,

WHEREAS, the VRE Operations Board previously approved execution of a contract with Clark Construction Group, LLC for construction of the Lifecycle Overhaul and Upgrade Facility, and construction began in December 2020; and,

WHEREAS, new electric service is required for the Lifecycle Overhaul and Upgrade Facility and the associated yard expansion; and,

WHEREAS, Rappahannock Electric Cooperative is in the process of bringing a feeder line to the Crossroads Maintenance and Storage Facility in order to provide the new service required for the Lifecycle Overhaul and Upgrade Facility and the corresponding storage yard expansion;

NOW, THEREFORE, BE IT RESOLVED THAT, the VRE Operations Board does hereby recommend the Commissions authorize the Chief Executive Officer to enter into a Right of Way Easement Agreement with the Rappahannock Electric Cooperative for an electric utility easement at Crossroads Maintenance and Storage Facility for the Lifecycle Overhaul and Upgrade Facility electric service.

Approved this 21st day of May 2021

________________________
Elizabeth Bennett-Parker
Chair

________________________
James Walkinshaw
Secretary
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Agenda Item 7-D  
Action Item

To: Chair Bennett-Parker and the VRE Operations Board  
From: Rich Dalton  
Date: May 21, 2021  
Re: Recommend Authorization to Execute an Amendment for the First Option Period of the Contract for Maintenance Services for Commuter Rail and the First Year of the First Option Period

**Recommendation:**

The VRE Operations Board is asked to recommend the Commissions authorize the Chief Executive Officer to amend the contract for Maintenance Services for Commuter Rail with Keolis Rail Services Virginia, LLC (KRSV) by approving the first five-year option period, and approving up to $8,980,774 for the first year of the first option period, for a total contract value not to exceed $48,901,626 through June 30, 2022.

**Summary:**

This action will authorize the award of the first (of two) five-year option periods and continue the contracted services for the maintenance, inspection, and repair of VRE locomotives, passenger railcars and maintenance facilities for FY 2022.

**Background:**

On January 15, 2015, following a competitive solicitation process, the VRE Operations Board recommended, and the Commissions subsequently authorized, the CEO 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 railcars. Lifecycle maintenance and extensive rolling stock repair work are included in this contract through a task order process. In addition to locomotive and passenger railcar 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</td>
<td>5th Contract Year</td>
<td>$9,012,749</td>
<td>$39,920,852</td>
</tr>
<tr>
<td>May 21, 2021 (a)</td>
<td>1st Year of the 1st Option Period (6th Year)</td>
<td>$8,980,774</td>
<td>$48,901,626</td>
</tr>
</tbody>
</table>

(a) Pending Approval

This action will increase the contract value by $8,980,774 for a cumulative amount not to exceed $48,901,626 through the six years that includes the first year of the first five-year option period. The year over year increase is primarily due a contractually mandated annual increase of 1.20% based on the Consumer Price Index.

**Accomplishments:**

Keolis Rail Services Virginia’s contract for Maintenance Services is eligible to exercise the option for the first, five-year extension to commence on July 1, 2021.

While KRSV originally began providing both train operations and maintenance services to VRE on July 1, 2010, under a single contract, it is important to note the Maintenance Services portion of the contract was later removed and competitively re-procured. The contract for Maintenance Services was subsequently awarded to Keolis and commenced on July 1, 2016. The new, separate contract changed the pricing structure from a Cost-Plus to a Fixed Price contract.

From the beginning and continuing under the new contract to present day, KRSV has been a collaborative partner who has consistently improved in its ability and understanding of the needs of VRE and works proactively with VRE to address issues affecting service. KRSV maintains a strong commitment to the safety of passengers, employees and third parties with comprehensive training combined with employee engagement to create a “Safety Culture” that has resulted in no significant accidents or injuries during the life of this contract.
KRSV has been a reliable partner over the past year in adapting to the service and process changes driven by the COVID-19 pandemic. KRSV was amenable and flexible in developing new work and inspection protocols to keep passengers and employees safe and our equipment clean and disinfected.

In addition to safety, KRSV’s Mechanical Team has provided superior maintenance and servicing of our trains. In our rider surveys, both equipment condition and cleanliness get the highest of all the survey scores, ranging consistently within the 90-95 percentile; and, they have achieved equipment reliability over the past five years enabling a 99.4% on-time performance rate within their contract scope.

KRSV’s Mechanical Team has also worked closely with VRE Staff in the development and implementation of our Life-Cycle Maintenance Program and has positioned itself to perform capital improvement projects for VRE that previously required the use of third-party vendors. For example, they recently managed the installation of Automated Passenger Counters on the entire VRE fleet and completed the task on budget and ahead of schedule.

Similarly, in 2019, they assisted VRE in the implementation of the Positive Train Control (PTC) System and worked closely with our PTC vendor and the host railroads to ensure the equipment was available and functioning correctly. KRSV’s personnel have developed a deep expertise in this technology and play a significant role in the success of the PTC system functionality.

KRSV demonstrates continuous improvement in its management approach and has maintained ISO 9001 certification since 2015. Their managers are professional, technically strong, exceptional in their transparency, and share their ideas, information, and data for service improvement.

KRSV works seamlessly with VRE and has proven to be a valuable partner in our efforts to improve safety, customer service, operations, maintenance and change management, which is why we recommend exercising the first five-year option period for their Maintenance Services contract.

**Fiscal Impact:**

Funding is provided for in the FY 2022 Operating Budget for Maintenance Services for Commuter Rail and the CIP Budget for Asset Management – Rolling Stock Equipment and Asset Management - Facilities includes funding for the sixth year of this work.

<table>
<thead>
<tr>
<th>FY 2022 Operating Budget:</th>
<th>$7,898,500</th>
</tr>
</thead>
<tbody>
<tr>
<td>Maintenance Services for Commuter Rail</td>
<td></td>
</tr>
<tr>
<td>FY 2022 CIP Budget:</td>
<td>$1,082,274</td>
</tr>
<tr>
<td>Asset Management – Rolling Stock Equipment and Asset Management - Facilities</td>
<td></td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>$8,980,774</strong></td>
</tr>
</tbody>
</table>
Recommend Authorization to Execute an Amendment for the First Option Period of the Contract for Maintenance Services for Commuter Rail and the First Year of the First Option Period

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 (KRSV); 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, on May 15, 2020, the Operations Board recommended, and the Commissions subsequently approved, the fifth contract year, through June 30, 2021, in the amount of $9,012,749 for a total contract value not to exceed $39,920,852; and,

WHEREAS, the current contract authorization runs through June 30, 2021; and,

WHEREAS, the increase in contract authorization will allow for continued maintenance services and life cycle maintenance work scheduled for FY 2022;

NOW, THEREFORE, BE IT RESOLVED THAT, the VRE Operations Board does hereby recommend the Commissions authorize the Chief Executive Officer to amend the Contract for Maintenance Services for Commuter Rail for the first option period of five years; and,

BE IT FURTHER RESOLVED THAT, the VRE Operations Board does hereby recommend the Commissions authorize the 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 $8,980,774 for the first year of the first five-year option period, for a total contract value not to exceed $48,901,626 through June 30, 2022.

Approved this 21\textsuperscript{st} day of May 2021

\underline{Elizabeth Bennett-Parker}
Chair

\underline{James Walkinshaw}
Secretary
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To: Chair Bennett-Parker and the VRE Operations Board

From: Rich Dalton

Date: May 21, 2021

Re: Recommend Authorization to Execute an Amendment for the Second 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 Chief Executive Officer to amend the Contract for Operating Services for Commuter Rail with Keolis Rail Services Virginia, LLC (KRSV) by approving up to $16,787,500 for the second year of the second option period, for a total contract value not to exceed $212,790,557 through June 30, 2022.

Summary:

This action will authorize the contracted services for management, supervision and certified locomotive engineers and conductors to operate VRE commuter rail trains for FY 2022.

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 and these services are now included in a separate contract for maintenance services. The second option period for operating services started July 1, 2020. This is the final five-year option period for this contract. This contract includes the necessary management and supervision along with certified locomotive engineers and conductors to operate VRE commuter rail trains. The contract also includes Federal Railroad Administration (FRA) required
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) (d)</td>
<td>$15,463,003</td>
<td>$131,990,557</td>
</tr>
<tr>
<td>4-21-2017</td>
<td>3rd Year of the First Option Period (8th 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 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 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 Year)</td>
<td>$16,591,500</td>
<td>$196,003,057</td>
</tr>
<tr>
<td>5-21-2021</td>
<td>2nd Year of the Second Option Period (12th Year) (e)</td>
<td>$16,787,500</td>
<td>$212,790,557</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 $16,787,500 for a cumulative amount not to exceed $212,790,557. The year over year increase is due to a contractually mandated increase of 1.20% based on the Consumer Price Index for the fixed cost components of the contract.

**Fiscal Impact:**

Funding for the second year of the second option period of the contract (12th year) is included in the FY 2022 operating budget. The total amount budgeted for train operations is $16,787,500.
Virginia Railway Express
Operations Board Resolution

7E-05-2021

Recommend Authorization to Execute an Amendment for the Second 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 5-year contract 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 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 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 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 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,
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, 2019, in the amount of $16,287,000, for a total contract value not to exceed $179,411,557; and,

WHEREAS, on May 15, 2020, the Operations Board approved the second and final option period; and,

WHEREAS, on May 15, 2020, the Operations Board approved the first year of the second option period through June 30, 2021, in an amount of $16,591,500, for total contract value not to exceed $196,003,057; and,

WHEREAS, approval of this resolution will allow for continued VRE train operations in FY 2022.

NOW, THEREFORE, BE IT RESOLVED THAT, the VRE Operations Board does hereby recommend the Commissions authorize the Chief Executive Officer to amend the Contract for Operating Services for Commuter Rail with Keolis Rail Services Virginia, LLC (KRSV) by increasing the total contract authorization by $16,787,500 for the second year of the second option period, for a total Contract value not to exceed $212,790,557 through June 30, 2022.

Approved this 21st day of May 2021

_______________________________
Elizabeth Bennett-Parker
Chair

_______________________________
James Walkinshaw
Secretary
To: Chair Bennett-Parker and the VRE Operations Board

From: Rich Dalton

Date: May 21, 2021

Re: Recommend Authorization to Execute a Contract for New Passenger Railcars

Recommendation:
The VRE Operations Board is being asked to recommend the Commissions authorize the Chief Executive Officer to execute a contract with Alstom Transportation Inc. of New York, New York, for 21 New Passenger Railcars in the amount of $80,594,822, plus a five percent contingency of $4,029,741, for a total amount not to exceed $84,624,563.

Summary:
The resolution will recommend the Commissions authorize VRE to execute a contract with Alstom Transportation Inc. to design, manufacture and deliver a base order of 21 new multilevel passenger railcars, specifically trailer cars with restrooms, with a total 148 seats per car.

Background:
In April 2004, the VRE Operations Board authorized the issuance of a Request for Proposals (RFP) for the procurement of 11 bi-level cab cars with an option for an additional 50 bi-level railcars. In October 2004, Sumitomo Corporation of North America was awarded the contract and in March 2005, the Operations Board exercised the option for the full 50 railcars. All 61 cars were delivered by September 2008.

In March 2008, the VRE Operations Board authorized the issuance of an RFP for the procurement of 10 additional gallery railcars to replace the Kawasaki railcars sold to Maryland (MTA). Sumitomo Corporation of North America was the sole proposer and was awarded the contract in August 2008. The 10 railcars were delivered in February 2010.
In May 2011, the VRE Operations Board authorized the issuance of an RFP for the procurement of nine additional gallery railcars, with an option for 41 gallery railcars. Sumitomo Corporation of Americas was the sole proposer and was awarded a contract in February 2012. With this procurement, VRE completed the replacement of ex-Metra gallery railcars (15) and purchased additional railcars to lengthen existing trains (14). A total of 29 railcars were purchased and delivered during the five-year contract term. VRE’s current fleet consists of 100 gallery style passenger railcars.

Consistent with System Plan 2040 Phase I, VRE staff identified projects and potential funding sources to purchase additional railcars to lengthen existing trains. In 2017, VRE was recommended and subsequently awarded funding for two major expansion programs. First, SMARTSCALE 2016 provides funding for VRE Fredericksburg Line capacity improvement projects including platform extensions, second platforms, parking expansions, additional train storage, and 11 passenger railcars or 1,430 additional seats. Second, the Transform 66 Outside the Beltway Concessionaire Funding Project provides funding for VRE Manassas Line capacity improvement projects including expansion of the Broad Run Maintenance and Storage Facility, Broad Run Station parking, a platform extension at the Manassas Station, construction of the Manassas Park Station parking garage, and 10 passenger railcars or 1,300 additional seats.

On April 12, 2019, the VRE Operations Board authorized the CEO to participate in an RFP through a joint procurement with Chicago Metra for new passenger railcars. Since VRE’s and Chicago Metra’s requirements for new passenger railcars were similar, and both organizations had a need for additional seating capacity, a joint procurement allowed for reduced administrative effort while providing both organizations with greater purchasing power.

On March 20, 2019, Metra published RFP 37383 for New Push-Pull Commuter Rail Cars. On June 19, 2019, Chicago Metra issued Addendum Number 3 to this RFP introducing VRE as a joint procurement partner. Many other changes were also included in this Addendum to identify VRE’s specifications and to highlight any variations between the cars sought by Chicago Metra and VRE. Proposals were due on November 8, 2019. Three responses were received.

Evaluation of the proposals received was performed by six evaluation committees, which consisted of one voting and one non-voting representative of VRE and two to seven Chicago Metra representatives. VRE’s Mechanical Engineering Consultant, STV Incorporated, participated in the evaluation committees as a non-voting member providing input and recommendations throughout the evaluation period.

The evaluation committees met to discuss and evaluate the proposals on the basis of the following elements:

- Compliance with Specifications
- Firm’s Qualifications and Experience, Key Personnel Qualifications and Experience, Proposed Staffing Plan
- Manufacturing/Remanufacturing Capabilities
- Production and Delivery Schedule
- Warranty and Field Support
- Training

During the evaluation process, interviews were conducted with all three firms that responded to the RFP.

The evaluation committees then reported their scores and findings to the Selection Committee consisting of one VRE staff member and six Metra staff members. Based upon the combined evaluation committees’ scores and the price evaluation scores, the Selection Committee determined it would be in Metra’s and VRE’s best interest to request a Best and Final Offer and initiate negotiations with Alstom Transportation Inc.

Below is the final ranking of firms who submitted a proposal for New Push-Pull Commuter Rail Cars.

<table>
<thead>
<tr>
<th>Offerors</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Alstom Transportation Inc.</td>
</tr>
<tr>
<td>2. Bombardier Transit Corp.</td>
</tr>
<tr>
<td>3. CRRC Sifang America, Inc.</td>
</tr>
</tbody>
</table>

The Offerors’ proposed pricing was in the range of $80,000,000 to $140,000,000. Complete pricing information may not be publicly disclosed until after execution of a contract.

In January 2021, Chicago Metra sought and obtained the authorization of its Board of Directors to purchase a base order of 200 cars from Alstom Transportation, with the option to buy up to 300 additional cars.

At about the same time, in January 2021, VRE awarded a Task Order to STV Incorporated to undertake an investigation of railcar fleet expansion alternatives. STV provided a report in March detailing their investigation and findings. The report included market availability of used and refurbished passenger railcars and potential suppliers that could rebrand, retrofit or refurbish used passenger railcars for integration into the VRE system. The report also detailed carbody materials, Americans with Disabilities Act (ADA) compliance, boarding heights, life expectancy and estimated costs for acquisition and refurbishing. VRE staff analyzed this report and it is our recommendation that new passenger railcars should be purchased as they will provide the best return on investment. Additionally, based on comparison with the cost information yielded by the alternative’s analysis and comparison with VRE’s cost estimate, VRE staff has certified that Alstom Transportation’s price is fair and reasonable.
The model of the new passenger railcars, the Alstom Coradia multilevel, will be 100% compatible and interoperable with VRE's existing fleet of locomotives and gallery style passenger railcars. The railcars are also interoperable with the tracks of our host railroads and with all existing platforms in our service area. As future run through service expansion to Maryland is considered, these passenger railcars are interoperable with many of the tracks and low-level boarding platforms north of our service area.

The Coradia multilevel railcar will feature a stainless steel carbody and structural design to meet the latest Federal Railroad Administration (FRA) crashworthiness standards. To improve passenger flow, increase safety, and reduce time spent boarding and alighting, the lower floor and doors of the passenger railcars are nearly level with the platform. The railcars also include carborne lifts on each side to assist passengers with wheelchairs, mobility aids and other power-driven mobility devices. These lifts are located in a wide vestibule area adjacent to a dedicated seating area for users of these devices and a fully accessible restroom compliant to the latest ADA requirements.

The interior of the Coradia multilevel railcar will be constructed with materials, touchless features and treatments that promote easier cleaning and a sanitary interior. The railcars will be designed for modern day comfort combined with passenger amenities including video screens, bike racks, bag storage, cup holders, arm rests and more.

VRE's contract with Alstom Transportation to acquire new Coradia Multilevel cars will be for a base order of 21 trailer cars with restrooms, with the option to purchase up to 48 additional cars, consisting of 44 trailer cars with restrooms and four cab control cars with restrooms. VRE staff will return to the Operations Board at a later date if it is determined to be in VRE's best interest to exercise option order quantities.

**Fiscal Impact:**

As noted above, initial funding for the 21 railcars (11 on the Fredericksburg Line and 10 on the Manassas Line) was secured through the Commonwealth’s SMARTSCALE and I-66 Outside the Beltway Concession programs. Taken together, these two programs are providing $63.0 million in grant funds for the railcar purchase. These programs provide 100% funding with no match required.

The remaining $21.6 million necessary to advance this contract with Alstom will come from reprogrammed prior year federal funds, specifically funding received under the Section 5307 Urbanized Area Formula Program. VRE receives federal funding each year from both the Section 5307 program and the Section 5337 State of Good Repair program. Section 5337 funds cannot be used to purchase expansion railcars, but Section 5307 funds are more flexible and can be used for this purpose. Specifically, these federal funds will be reprogrammed from three sources:

- **Funds in existing grants for railcar purchases:** VRE has a small amount of unused federal funds remaining in grants from the previous railcar purchase from Sumitomo. These funds can be applied to the proposed Alstom purchase and then the old grants can be closed out. Total railcar costs that could be covered through
this source are approximately $3.3 million (representing $2.7 million of federal funds, assuming an 80% federal share).

- **Funds currently programmed for Washington Union Terminal (WUT):** VRE has been programming funds in the CIP each year since FY 2018 in anticipation of participation with Amtrak and MARC in major rehabilitation and replacement projects in and around Union Station. These WUT joint projects have not advanced as quickly as originally anticipated, and a portion of the prior year federal funds can be put to a more immediate use on the railcars. Specifically, VRE has programmed $8 million of FY 2019 and FY 2020 Section 5307 funds (representing $10 million of total cost at an 80% match) to WUT joint projects. These funds have not yet been assigned to any specific effort at WUT and can be reprogrammed to the railcars. Future allocations of federal funds, if necessary, can be programmed to WUT joint projects as they are defined.

- **Funds currently programmed for Midday Storage:** Since FY 2016, VRE has programmed a significant amount of both Section 5337 and Section 5307 funds to the Midday Storage/New York Avenue Yard project. This project has also been delayed relative to original expectations due to a number of factors, most recently the major changes resulting from the Transforming Rail in Virginia program. Given the expected timeline and scope changes for this project, VRE staff have determined that limited prior year allocations of Section 5307 funds can be reprogrammed from the Midday Storage project to the railcar purchase without impeding the progress or future completion of the project. Given $13.3 million in total cost covered by the two preceding sources, approximately $6.6 million of 5307 funding (representing $8.3 million of total cost at an 80% match) will be reprogrammed from Midday Storage, most likely from FY 2017 and 2018 allocations.

VRE will coordinate with DRPT and/or VPRA staff on securing the necessary match funding to the federal grants, either through modification of existing matching grants or applications for new grants. If any portion of such state match funding is not made available, VRE has sufficient funding available in the Capital Reserve to provide the required match.
Recommend Authorization to Execute a Contract for New Passenger Railcars

WHEREAS, VRE has identified a need to purchase additional passenger railcars to increase seating capacity; and,

WHEREAS, the purchase of additional passenger railcars is part of a program of projects to increase capacity and ridership on both the Fredericksburg and Manassas lines; and,

WHEREAS, VRE worked with Chicago Metra to incorporate VRE’s requirement within their Request for Proposals for the purchase of additional passenger railcars to increase capacity for both organizations; and,

WHEREAS, on June 19, 2019 an addendum was issued to Metra’s Request for Proposals identifying it as a joint procurement with VRE and 3 proposals were subsequently received in response to the solicitation on November 8, 2019; and,

WHEREAS, following a comprehensive evaluation process conducted by Metra and VRE, it was determined that the proposal from Alstom Transportation Inc. received in response to the Request for Proposals was technically compliant and 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 recommend the Commissions authorize the Chief Executive Officer to execute a contract with Alstom Transportation Inc. of New York, New York for the purchase of 21 New Passenger Railcars in the amount of $80,594,822, plus a five percent contingency of $4,029,741, for a total amount not to exceed $84,624,563.
Approved this 21st day of May 2021

_________________________________
Elizabeth Bennett-Parker
Chair

______________________________
James Walkinshaw
Secretary
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To: Chair Bennett-Parker and the VRE Operations Board

From: Rich Dalton

Date: May 21, 2021

Re: Referral of the Amended FY 2022 VRE Operating Budget to the Commissions

Recommendation:
The VRE Operations Board is asked to adopt the amended FY 2022 VRE Operating Budget and to refer the amended budget to the Commissions for their consideration and approval.

Summary:
The FY 2022 Operating and Capital Budgets were originally adopted by the Operations Board in December 2020 and by the Commissions in January 2021. Since that time, the federal government has approved additional pandemic relief funds for transit providers, and VRE is incorporating a portion of these revenues into the FY 2022 operating budget. Total planned expenditures in FY 2022 are unchanged, and the budget remains balanced, with all expenditures funded by reasonably expected revenue sources. If the amended budget is approved by the Commissions in June, the jurisdictions can make their first-half FY 2022 subsidy contributions to VRE on July 1, 2021, at the lower amended amount.

Background:
The COVID-19 pandemic has had a significant negative impact on the ridership and fare revenue of transit operators across the country, including VRE. Emergency funding for transit agencies was included in the Coronavirus Aid, Relief, and Economic Security (CARES) Act of March 2020, and VRE was allocated $86.1 million in grant funding from the CARES Act. In addition to backfilling lost passenger revenue in the fourth quarter of FY
2020 and all of FY 2021, CARES Act funds have been programmed in the VRE operating budget for FY 2022 in anticipation of a continued period of lower ridership as the region recovers from the pandemic.

At the time of the passage of VRE’s FY 2022 budget in December 2020, negotiations were ongoing in Congress over a second pandemic relief package, but the outcome was uncertain. The original FY 2022 budget did not assume any relief funding beyond the original CARES Act, and full contributions from local and state funding partners were included, including local jurisdictional subsidy and state access fee reimbursement.

In late December 2020, the Coronavirus Response and Relief Supplemental Appropriations Act (CRRSAA) was signed into law. Using the same regional allocation methodology as the CARES Act, VRE will receive approximately $70 million in grant funding from CRRSAA. With these additional federal funds, VRE can provide relief to its local and state funding partners. The specific amendments to the FY 2022 operating budget are:

1) Eliminate the operating portion of the $18.3 million total jurisdictional subsidy. Jurisdictional subsidy contributions to VRE are used to support day-to-day operations, to provide the required local match for grants (including debt service), and to make the annual contribution to the capital reserve. The pandemic relief funding will offset the operating portion of the subsidy, which represents approximately 74% of the total or $13.5 million.

2) VRE will not seek track access fee reimbursement from the Commonwealth in FY 2022. VRE normally receives 84% reimbursement of the access fees paid to CSX, Norfolk Southern, and Amtrak. Total budgeted access fees in FY 2022 are $18.6 million, so the pandemic relief funds will offset $15.6 million of state reimbursements.

The table below summarizes the amended jurisdictional subsidy amounts for FY 2022, totaling $4.8 million. Each jurisdiction’s contribution has been reduced proportionally from the originally adopted amounts. Attachment A summarizes the amended ‘Sources and Uses of Funds’ for FY 2022.

<table>
<thead>
<tr>
<th>Jurisdiction</th>
<th>Original FY 2022 Subsidy</th>
<th>Operating Subsidy Relief (74%)</th>
<th>Amended FY 2022 Subsidy</th>
</tr>
</thead>
<tbody>
<tr>
<td>Fairfax County</td>
<td>$6,379,017</td>
<td>($4,721,011)</td>
<td>$1,658,006</td>
</tr>
<tr>
<td>Prince William County</td>
<td>$5,930,777</td>
<td>($4,389,276)</td>
<td>$1,541,501</td>
</tr>
<tr>
<td>Stafford County</td>
<td>$2,477,175</td>
<td>($1,833,319)</td>
<td>$643,856</td>
</tr>
<tr>
<td>Spotsylvania County</td>
<td>$1,503,754</td>
<td>($1,112,905)</td>
<td>$390,849</td>
</tr>
<tr>
<td>Manassas</td>
<td>$807,234</td>
<td>($597,421)</td>
<td>$209,813</td>
</tr>
<tr>
<td>Manassas Park</td>
<td>$468,364</td>
<td>($346,629)</td>
<td>$121,735</td>
</tr>
<tr>
<td>Fredericksburg</td>
<td>$367,089</td>
<td>($271,677)</td>
<td>$95,412</td>
</tr>
<tr>
<td>Arlington County</td>
<td>$218,219</td>
<td>($161,500)</td>
<td>$56,719</td>
</tr>
<tr>
<td>Alexandria</td>
<td>$149,151</td>
<td>($110,384)</td>
<td>$38,767</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>$18,300,780</strong></td>
<td><strong>($13,544,122)</strong></td>
<td><strong>$4,756,658</strong></td>
</tr>
</tbody>
</table>
In addition to CARES Act and CRRSAA relief funds, VRE will also receive funding from the recent American Rescue Plan Act (ARPA). VRE and PRTC staff are currently working with regional partners to finalize the allocation of the ARPA funding. The Federal Transit Administration has advised that the ARPA funds have deadlines for obligation and use that the CARES and CRRSAA funds do not, so VRE may choose to reprioritize the use of funds from the various relief packages in order to meet those deadlines. Staff will advise the Operations Board of any material impact such reprioritization may have on VRE’s budget. In accordance with VRE’s normal annual budget process, staff also expects to return to the Operations Board in December 2021 for further amendments to the FY 2022 budget along with the adoption of the FY 2023 budget.

**Fiscal Impact:**

The proposed amendments to VRE operating revenues in FY 2022 will incorporate federal pandemic relief funds that had not been signed into law at the time of the original adoption of the FY 2022 budget. Total planned expenditures in FY 2022 remain unchanged, and the budget remains balanced, with all expenditures funded by reasonably expected revenue sources.
Whereas, the FY 2022 VRE Operating and Capital Budgets were adopted by the Operations Board in December 2020 and by the Commissions in January 2021; and,

Whereas, the FY 2022 VRE Operating Budget includes federal pandemic relief funds from the Coronavirus Aid, Relief, and Economic Security (CARES) Act to supplement reduced passenger fare revenues; and,

Whereas, subsequent to the budget adoption action by the Operations Board in December 2020, additional federal pandemic relief for transit providers was signed into law through the Coronavirus Response and Relief Supplemental Appropriations Act (CRRSAA) and the American Rescue Plan Act (ARPA); and,

Whereas, by utilizing these additional federal funds, VRE can provide relief to local and state funding partners in FY 2022; and,

Whereas, VRE, the Commissions, and the local jurisdictions wish to reflect these new pandemic relief revenues in the FY 2022 budget prior to the start of the fiscal year on July 1; and,

Whereas, total planned expenditures in FY 2022 remain unchanged, and the budget remains balanced, with all expenditures funded by reasonably expected revenue sources;

NOW, THEREFORE, BE IT RESOLVED THAT, the VRE Operations Board does hereby recommend the Commissions adopt the amended FY 2022 VRE Operating Budget.

Approved this 21st day of May 2021

______________________________
Elizabeth Bennett-Parker
Chair

______________________________
James Walkinshaw
Secretary
## FY 2022 Amended Sources and Uses - July 1, 2021 Amendment

### Access and Lease Fees

<table>
<thead>
<tr>
<th>Access and Lease Fees</th>
<th>Amtrak</th>
<th>NS</th>
<th>CSX</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>6,830,000</td>
<td>3,244,000</td>
<td>8,544,000</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>18,618,000</strong></td>
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</tbody>
</table>

### Level of Service for FY 2022

<table>
<thead>
<tr>
<th>32 Trains</th>
<th>6,000 Average Daily Riders</th>
</tr>
</thead>
</table>

### Sources of Funds

<table>
<thead>
<tr>
<th>SOURCES OF FUNDS</th>
<th>STATE</th>
<th>FEDERAL</th>
<th>TOTAL</th>
</tr>
</thead>
<tbody>
<tr>
<td>Level of Service for FY 2022</td>
<td>32 Trains</td>
<td>6,000 Average Daily Riders</td>
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</table>

### Level of Service

<table>
<thead>
<tr>
<th>USES OF FUNDS</th>
<th>FARE INCOME</th>
<th>INTEREST</th>
<th>MISCELLANEOUS</th>
<th>LOCAL SUBSIDY</th>
<th>OTHER SOURCES</th>
<th>NVTA FUNDING</th>
<th>STATE CROC FUNDING</th>
<th>STATE OPERATING</th>
<th>STATE CAPITAL</th>
</tr>
</thead>
<tbody>
<tr>
<td>Operating Expenses</td>
<td>83,441,604</td>
<td>18,236,000</td>
<td>350,000</td>
<td>300,000</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>10,000,000</td>
<td>-</td>
</tr>
<tr>
<td>Non-Operating Expenses:</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Operating Reserve</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
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<tr>
<td>Debt Service MUFG - Gallery IV - 11 Cabcars</td>
<td>1,931,357</td>
<td>77,254</td>
<td>309,017</td>
<td>1,545,086</td>
<td>-</td>
<td>-</td>
<td>-</td>
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<tr>
<td>Debt Service VRA - 60 Railcars (Local)</td>
<td>99,072</td>
<td>99,072</td>
<td>99,072</td>
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<td>-</td>
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<td>-</td>
<td>-</td>
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<tr>
<td>Debt Service VRA - 60 Railcars (Fed/State/Local)</td>
<td>4,191,769</td>
<td>4,191,769</td>
<td>4,191,769</td>
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<td>-</td>
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<tr>
<td>Non-Operating Summary</td>
<td>6,222,198</td>
<td>4,898,501</td>
<td>979,700</td>
<td>5,418,501</td>
<td>528,300</td>
<td>54,035,604</td>
<td>83,441,604</td>
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<tr>
<td><strong>Total Expenses (Subtotal)</strong></td>
<td>89,663,802</td>
<td>18,236,000</td>
<td>350,000</td>
<td>300,000</td>
<td>10,000,000</td>
<td>979,700</td>
<td>5,418,501</td>
<td>54,035,604</td>
<td>89,663,802</td>
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</tbody>
</table>

### Capital Projects

<table>
<thead>
<tr>
<th>Capital Projects:</th>
<th></th>
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</tr>
</thead>
<tbody>
<tr>
<td>Crystal City Station Improvements</td>
<td>13,018,750</td>
<td>520,750</td>
<td>2,083,000</td>
<td>10,415,000</td>
</tr>
<tr>
<td>New York Avenue Midday Storage Facility</td>
<td>12,664,073</td>
<td>506,563</td>
<td>4,305,785</td>
<td>7,851,725</td>
</tr>
<tr>
<td>Washington Union Station Improvements</td>
<td>5,000,000</td>
<td>200,000</td>
<td>1,000,000</td>
<td>1,000,000</td>
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<tr>
<td>L'Enfant Station Improvements</td>
<td>2,438,708</td>
<td>97,548</td>
<td>390,193</td>
<td>1,950,966</td>
</tr>
<tr>
<td>Equipment Asset Management Program</td>
<td>2,090,000</td>
<td>83,600</td>
<td>334,400</td>
<td>670,683</td>
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<tr>
<td>Security Enhancements</td>
<td>1,571,000</td>
<td>105,000</td>
<td>4,200</td>
<td>84,000</td>
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<tr>
<td>Unprogrammed CROC Funds</td>
<td>15,000,000</td>
<td>15,000,000</td>
<td>-</td>
<td>-</td>
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<tr>
<td>Capital Reserve Contribution</td>
<td>3,000,000</td>
<td>3,000,000</td>
<td>-</td>
<td>-</td>
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<tr>
<td><strong>Capital Project Summary</strong></td>
<td>53,316,531</td>
<td>4,412,661</td>
<td>979,700</td>
<td>8,830,178</td>
</tr>
</tbody>
</table>

### CMAQ/REF/PROC

<table>
<thead>
<tr>
<th>CMAQ/REF/PROC</th>
<th></th>
<th></th>
<th></th>
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</thead>
<tbody>
<tr>
<td>Broad Run Expansion (CMAQ)</td>
<td>2,000,000</td>
<td>-</td>
<td>400,000</td>
<td>2,400,000</td>
</tr>
<tr>
<td>Brooke Station Improvements (CMAQ)</td>
<td>311,394</td>
<td>-</td>
<td>62,679</td>
<td>250,715</td>
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<tr>
<td>Leeland Road Station Improvements (CMAQ)</td>
<td>311,394</td>
<td>-</td>
<td>62,679</td>
<td>250,715</td>
</tr>
<tr>
<td>Fleet Expansion Coaches (SmartScale)</td>
<td>15,855,000</td>
<td>-</td>
<td>15,855,000</td>
<td>-</td>
</tr>
<tr>
<td>Alexandria Station Improvements (Smart Scale)</td>
<td>6,284,000</td>
<td>-</td>
<td>6,284,000</td>
<td>-</td>
</tr>
<tr>
<td>Leeland Road Parking Improvements (Smart Scale)</td>
<td>5,159,178</td>
<td>-</td>
<td>5,159,178</td>
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</tr>
<tr>
<td>Quantico Station Improvements (Smart Scale)</td>
<td>5,150,700</td>
<td>-</td>
<td>5,150,700</td>
<td>-</td>
</tr>
<tr>
<td>Crossroad MIP Expansion (Smart Scale)</td>
<td>5,057,000</td>
<td>-</td>
<td>5,057,000</td>
<td>-</td>
</tr>
<tr>
<td>Leeland Road Station Improvements (Smart Scale)</td>
<td>2,749,725</td>
<td>-</td>
<td>2,749,725</td>
<td>-</td>
</tr>
<tr>
<td><strong>Summary</strong></td>
<td>42,882,391</td>
<td>40,780,961</td>
<td>2,101,430</td>
<td>2,101,430</td>
</tr>
<tr>
<td><strong>TOTAL</strong></td>
<td>185,862,724</td>
<td>18,236,000</td>
<td>350,000</td>
<td>300,000</td>
</tr>
</tbody>
</table>
On September 18, 2020, the VRE Operations Board approved increasing the Chief Executive Officer’s delegated spending authority from $100,000 to $200,000. It was resolved as part of that increased delegation that any purchase or contract award in the range of $50,000 to $200,000 would be communicated to the Board as an information item.

- On April 2, 2021, VRE amended an existing Task Order for Monitoring and Support for Positive Train Control with STV Incorporated under the Mechanical Engineering Consulting Services (MEC) contract to increase the total commitment for the Task Order by $80,033 to an amount not to exceed $179,328.

- On April 9, 2021, VRE issued a Task Order in the amount of $61,477 to STV Incorporated under the Mechanical Engineering Consulting Services (MEC) contract to conduct a Railcar Air Filtration System Analysis and to subsequently provide recommended enhancements aimed at improving particulate filtration efficiency.

- On April 9, 2021, VRE executed a contract in the amount of $102,296 with Matrix Metals LLC to acquire a total of 400 equalizer seats, which are utilized by VRE’s fleet of passenger railcars. Equalizing beams are an important part of the railcar suspension system which link the suspension of two adjacent axles to share the load. The ends of the equalizing beams are seated atop a forged steel plate called an equalizer seat, and the height of a railcar can be altered by changing the thickness of the equalizer seats.

- On April 12, 2021, VRE issued a Sole Source Purchase Order to Paragon Products, LLC in the amount of $55,753 to acquire new fuel pumps for VRE’s fleet of locomotives.
• On April 12, 2021, VRE executed a Relocation Agreement with CenturyLink in an amount not to exceed $182,095 to relocate telecommunications facilities to accomplish construction of Quantico Station Improvements.

• On April 27, 2021, VRE issued a Task Order in the amount of $60,000 to PFM Financial Advisors LLC under the Financial Advisory Services contract for a one-year subscription to allow for continued use of the Synario Financial Modeling Platform to support long-term financial planning efforts.

• On April 28, 2021, VRE issued a Blanket Purchase Order in an amount not to exceed $60,255 to ADT to provide on-call maintenance and repair services for the existing security camera equipment at VRE’s station locations.
The bylaws of the Operations Board of the Virginia Railway Express were adopted on February 18, 1989. The bylaws outline the rights, powers, and duties of the Operations Board, subject to the limitations and restrictions set forth in the Master Agreement, as well as detail the membership, term, manner of acting, and process for meetings. The bylaws were last revised in April 2013. Since that time, the VRE Master Agreement has been updated and legislation has been passed impacting public meetings. As such, the attached changes to the bylaws are being proposed. They include:

- Updated language relevant to the changes in state law having to do with electronic meetings.
- Changing the month the Operations Board does not meet from July to August.
- Updating the weighted vote language to include the change giving the Commonwealth’s vote the same weight as the jurisdiction with the highest subsidy (changed in the Master Agreement in 2014).

Also attached for your consideration is a draft Operations Board Electronic Participation Policy.

As set forth in the bylaws, the procedure for amendments of the bylaws requires consideration by the Operations Board at one meeting followed by consideration and action at a second meeting. A redline version of the bylaws and a draft Operations Board Electronic Participation Policy are being provided at this time for Operations Board members to consider. Following discussion at the May meeting, a final draft of the revised bylaws and Operations Board Electronic Participation Policy will be presented in June for action.