



## COMMONWEALTH of VIRGINIA

### *Virginia Passenger Rail Authority Board*

Jennifer DeBruhl  
Chairperson

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#### **MINUTES**

#### **Meeting of the Board of the Virginia Passenger Rail Authority**

Thursday, July 21, 2022, · 10:00 am

Truist Place · 919 East Main Street · Richmond, Virginia 23219

The Virginia Passenger Rail Authority Board held a regular meeting using electronic and in-person communications means on July 21, 2022. The primary location was Truist Place, 919 East Main Street, Richmond, VA 23219.

#### **MEMBERS PRESENT**

The Chair Jennifer DeBruhl, Sharon Bulova, Rich Dalton, John Delandro, Patricia Doersch, Thelma Drake, Jay Fiset, Rod Hall, Wick Moorman, Charles Payne, John Watkins

#### **MEMBERS PARTICIPATING ELECTRONICALLY**

James Spore, Bruno Maestri

#### **MEMBERS ABSENT**

Cynthia Moses-Nedd, Victor Cardwell

#### **VIRGINIA PASSENGER RAIL AUTHORITY STAFF**

DJ Stadtler, Michael McLaughlin, Steve Pittard, Joan Panik, Michael Westermann, Jeremy Latimer, Ashwini Tamhane, Zach Collier, John Kearney, John Kostyniuk

#### **DEPARTMENT OF RAIL AND PUBLIC TRANSPORTATION STAFF**

Andrew Wright, Emily Stock

#### **GUESTS/OTHERS PRESENT**

None

#### **CALL TO ORDER/ROLL CALL**

Chairperson DeBruhl presided and called the meeting to order at 10:00 a.m. Ms. Douglas called roll and confirmed a quorum was present.

## **PUBLIC COMMENT**

There were no public comments presented or received.

## **BOARD CHAIR WELCOME**

*Presented by: Jennifer DeBruhl, Board Chairperson*

Ms. DeBruhl welcomed all in attendance in person and virtually. She asked that the new Board members introduce themselves.

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## **MOTION TO APPROVE PREVIOUS MEETING MINUTES**

A motion was made by Sharon Bulova and seconded by Wick Moorman to approve the previous board meeting minutes. The motion was carried unanimously, with the vote in favor cast by Sharon Bulova, John Delandro, Patricia Doersch, Thelma Drake, Jay Fiset, Wick Moorman, Charles Payne, Jim Spore, and John Watkins.

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## **EXECUTIVE DIRECTOR'S REPORT**

*Presented by: DJ Stadtler, Executive Director, Virginia Passenger Rail Authority*

Mr. Stadtler presented the Executive Director's report to brief the board about administrative updates, Amtrak performance data, capital project updates, and financial updates for the previous month.

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## **Motion to Approve DBE and SWaM Goals**

A motion was made by Wick Moorman and seconded by John Delandro to approve the DBE and SWaM goals. The motion was carried unanimously with the vote in favor cast by Sharon Bulova, John Delandro, Patricia Doersch, Thelma Drake, Jay Fiset, Rod Hall, Wick Moorman, Charles Payne, James Spore, and John Watkins.

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## **PERSONNEL AND COMPENSATION UPDATE**

*Presented by: Joan Panik and Pam Ash, Virginia Passenger Rail Authority*

Ms. Panik and Ms. Ash presented an update on the State of Talent in VPRA and the compensation study that VPRA has been engaged in completing.

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## **UPDATED MEETING POLICY**

*Presented by: Michael Westermann, Virginia Passenger Rail Authority*

Mr. Westermann presented information regarding remote participation and a draft all-virtual meeting policy.

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## **Motion to Adopt Remote Participation and All-Virtual Meeting Policy**

A motion was made by Sharon Bulova and seconded by Thelma Drake to adopt the remote

participation and all-virtual meeting policy. The motion was carried unanimously with the vote in favor cast by Sharon Bulova, John Delandro, Patricia Doersch, Thelma Drake, Jay Fiset, Rod Hall, Wick Moorman, Charles Payne, James Spore, and John Watkins.

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### **COMMITTEE ASSIGNMENTS**

*Presented by: Michael Westermann, Virginia Passenger Rail Authority*

Mr. Westermann presented information regarding VPRA Committee Assignments for the Finance Committee and Personnel and Compensation Committee.

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### **MOTION TO APPROVE VPRA FINANCE AND AUDIT COMMITTEE ASSIGNMENTS**

A motion was made by Sharon Bulova and seconded by Wick Moorman to approve the VPRA Finance and Audit Committee assignments and for Patricia Doersch to serve as Board Treasurer. The motion was carried unanimously with the vote in favor cast by Sharon Bulova, John Delandro, Patricia Doersch, Thelma Drake, Jay Fiset, Rod Hall, Wick Moorman, Charles Payne, James Spore, and John Watkins.

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### **MOTION TO APPROVE VPRA PERSONNEL AND COMPENSATION COMMITTEE ASSIGNMENTS**

A motion was made by Sharon Bulova and seconded by Patricia Doersch to approve the VPRA Personnel and Compensation Committee assignments. The motion was carried unanimously with the vote in favor cast by Sharon Bulova, John Delandro, Patricia Doersch, Thelma Drake, Jay Fiset, Rod Hall, Wick Moorman, Charles Payne, James Spore, and John Watkins.

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### **VRE PROJECT FUNDING AGREEMENTS**

*Presented by: Steve Pittard, Virginia Passenger Rail Authority*

Mr. Pittard presented information regarding VPRA Project Funding agreements with VRE.

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### **MOTION TO APPROVE AUTHORIZATION TO ENTER INTO FUNDING AGREEMENTS SUPPORTING VRE PROJECTS**

A motion was made by Sharon Bulova and seconded by Rod Hall to approve authorization to enter into funding agreements supporting VRE projects. The motion was carried unanimously with the vote in favor cast by Sharon Bulova, John Delandro, Patricia Doersch, Thelma Drake, Jay Fiset, Rod Hall, Wick Moorman, Charles Payne, James Spore, and John Watkins.

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### **MOTION TO APPROVE AUTHORIZATION TO ENTER INTO MASTER FUNDING AGREEMENT FOR VRE TRACK ACCESS FEES**

A motion was made by Sharon Bulova and seconded by Rod Hall to approve authorization to enter into master funding agreement for VRE track access fees. The motion was carried unanimously with the vote in favor cast by Sharon Bulova, John Delandro, Patricia Doersch, Thelma Drake, Jay Fisetete, Rod Hall, Wick Moorman, Charles Payne, James Spore, and John Watkins.

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### **UPDATE ON INVESTMENT POLICY**

*Presented by: Steve Pittard, Virginia Passenger Rail Authority*

Mr. Pittard presented information regarding VPRA Investment Policy updates.

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### **MOTION TO APPROVE INVESTMENT POLICY MODIFICATIONS**

A motion was made by Sharon Bulova and seconded by Patricia Doersch to approve investment policy modifications. The motion was carried unanimously with the vote in favor cast by Sharon Bulova, John Delandro, Patricia Doersch, Thelma Drake, Jay Fisetete, Rod Hall, Wick Moorman, Charles Payne, James Spore, and John Watkins.

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### **MOTION FOR CLOSED SESSION**

Following the presentations, Sharon Bulova made the following motion:

*I move that the Board convene in a Closed Session pursuant to Section 2.2-3711 (A)(1) of the Code of Virginia, for the purpose of discussing the performance of a specific public officer and that legal counsel and the VPRA chief administrative officer attend the Closed Session because their presence is deemed necessary and will aid the Board in its consideration of these matters.*

The motion was seconded by Rod Hall and carried unanimously with the vote in favor by Sharon Bulova, John Delandro, Patricia Doersch, Thelma Drake, Jay Fisetete, Rod Hall, Wick Moorman, Charles Payne, James Spore, and John Watkins.

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The Board suspended the open session at 12:22 p.m. on July 21, 2022, to move into a closed session.

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## **RECONVENE IN AN OPEN SESSION**

The vice-chairperson reconvened the open session meeting at 1:15 p.m. on July 21, 2022. Upon reconvening the meeting, the vice-chairperson made the following statement:

*"We are now going to take a roll call vote, and I ask that each member indicate their agreement with the following:*

*To the best of my knowledge, during the Closed Meeting, the only matters heard, discussed, or considered were those matters lawfully exempted from open meeting requirements under the Virginia Freedom of Information Act, and only those public business matters as were identified in the motion by which the Closed Meeting was convened."*

The roll was then called, with all members indicating their agreement to the statement. Those indicating agreement were Sharon Bulova, John Delandro, Patricia Doersch, Thelma Drake, Jay Fiset, Rod Hall, Wick Moorman, Charles Payne, James Spore, and John Watkins.

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## **MOTION TO ADOPT PERSONNEL AND COMPENSATION COMMITTEE RECOMMENDATION FOR BONUS FOR EXECUTIVE DIRECTOR**

A motion was made by Wick Moorman and seconded by Sharon Bulova to adopt the Personnel and Compensation Committee recommendation for bonus for Executive Director. The vote was carried with the vote in favor cast by Sharon Bulova, John Delandro, Patricia Doersch, Thelma Drake, Jay Fiset, Rod Hall, Wick Moorman, Charles Payne, James Spore, and John Watkins. Thelma Drake and John Watkins abstained.

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## **MOTION TO ADJUST THE ANNUAL SALARY OF THE EXECUTIVE DIRECTOR**

A motion was made by Wick Moorman and seconded by Sharon Bulova to approve adjusting the annual salary of the Executive Director in accordance with the recommendation of the Personnel and Compensation Committee. The vote was carried with the vote in favor cast by Sharon Bulova, Patricia Doersch, Thelma Drake, Jay Fiset, Rod Hall, Wick Moorman, Charles Payne, James Spore, and John Watkins. John Delandro abstained.

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## **RISK MANAGEMENT**

*Presented by: John Kearney, Virginia Passenger Rail Authority*

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## **STATE RAIL PLAN**

*Presented by: Emily Stock, Department of Rail and Public Transportation*

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## **SERVICE PERFORMANCE**

*Presented by: Jeremy Latimer, Virginia Passenger Rail Authority*

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## **UPCOMING BOARD MEETING DATES**

*Presented by: DJ Stadtler, Virginia Passenger Rail Authority*

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## **ADJOURNMENT**

Ms. Debruhl, the Chairperson, adjourned the meeting at 3:02 p.m. All presentations to the Board and meeting video can be found at <http://vpra.virginia.gov/about/board-meetings> and on the [VPRA YouTube site](#).

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