



COMMONWEALTH of VIRGINIA

Virginia Passenger Rail Authority

DJ Stadtler
Executive Director

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Jennifer DeBruhl
Chairperson

MINUTES

Meeting of the Board of the Virginia Passenger Rail Authority

Wednesday, August 30, 2023 · 10:30 am

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

The Virginia Passenger Rail Authority Board held a regular, in-person meeting (with certain members participating remotely) on August 30, 2023, at Truist Place, 919 East Main Street, Richmond, VA 23219.

MEMBERS PRESENT IN-PERSON

Jennifer DeBruhl (Chair), Sharon Bulova, Sandy Bushue, Rich Dalton, John Delandro, Patricia Doersch, Thelma Drake, Rod Hall, Cynthia Moses-Nedd, James Spore, John Watkins

John Delandro arrived at 10:56 a.m. and left at 1:41 p.m.

Jennifer DeBruhl departed at 2:32 p.m.

MEMBERS PARTICIPATING ELECTRONICALLY

Bruno Maestri, Beth Rhinehart, Charles Payne (see the attached approval forms noting the reasons for remote participation and the location from which each participated)

Bruno Maestri arrived virtually at 12:15 p.m. and departed at 2:21 p.m.

MEMBERS ABSENT

Victor Cardwell

VIRGINIA PASSENGER RAIL AUTHORITY STAFF

DJ Stadtler, Michael McLaughlin, Steve Pittard, Joan Panik, Michael Westermann, Jeremy Latimer, Shannon Perry, Selma Nuhanovic, Geoff Pelletier, Wini Jenkins, Jason Cheeks

GUESTS/OTHERS PRESENT

Jay Corbalis, with JB Smith

CALL TO ORDER/ROLL CALL

Chairperson DeBruhl presided and called the meeting to order at 10:30 a.m. Ms. Douglas called roll and confirmed an in-person quorum was physically present.

BOARD CHAIR WELCOME

Presented by: Jennifer DeBruhl, Board Chairperson

Ms. DeBruhl welcomed all in attendance in person and virtually.

Chairperson DeBruhl welcomed two new Board members, Sandy Bushue, and Beth Rhinehart.

PUBLIC COMMENT

Jay Corbalis, with JB Smith, provided public comment. He congratulated VPRA on the increased ridership of Virginia Regional trains. He also noted that there is concern regarding the ongoing Federal budget negotiations, which could impact Amtrak service on the Northeast Corridor.

MOTION TO APPROVE PREVIOUS MEETING MINUTES

A motion was made by Sharon Bulova and seconded by Rod Hall to approve the previous board meeting minutes from May 25, 2023. The motion was carried unanimously, with the vote in favor cast by Sharon Bulova, Patricia Doersch, Thelma Drake, Rod Hall, Cynthia Moses-Nedd, James Spore, and John Watkins. Sandy Bushue abstained, and Charles Payne and Beth Rhinehart, each participating remotely, were unable to vote on the motion due to technical problems.

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.

There has been a tremendous ridership increase happening in collaboration with VRE and Amtrak.

Annual Incentive Plan (AIP) goals are on track to be completed by their respective dates, and drafted FY24 AIP goals were reviewed.

SWaM/DBE spend for FY23 showed a 24% usage of SWaM/DBE vendors.

MANAGEMENT RESERVE POLICY

Presented by Steve Pittard, Virginia Passenger Rail Authority

This policy documents what VPRA has already been doing. The addition of a policy allows the Board to have oversight and increases the transparency into the Management Reserve procedures. A Management Reserve goal of 5% is recommended.

A motion was made by Patricia Doersch and seconded by Sharon Bulova to approve the adoption of the Management Reserve Policy. The motion was carried unanimously, with the

vote in favor cast by Sharon Bulova, Sandy Bushue, John Delandro, Patricia Doersch, Thelma Drake, Rod Hall, Cynthia Moses-Nedd, Charles Payne, Beth Rhinehart, James Spore, and John Watkins.

BYLAW REVISIONS

Presented by: Michael Westermann, Virginia Passenger Rail Authority

A review of eight modifications to the VPRA bylaws was conducted.

A motion was made by James Spore and seconded by Sharon Bulova to approve the adoption of the revised VPRA Bylaws. The motion was carried unanimously, with the vote in favor cast by Sharon Bulova, Sandy Bushue, John Delandro, Patricia Doersch, Thelma Drake, Rod Hall, Cynthia Moses-Nedd, Charles Payne, Beth Rhinehart, James Spore, and John Watkins.

COMMITTEE ASSIGNMENTS AND OFFICER ELECTION

Presented by: Jennifer DeBruhl, Chairperson

Ms. DeBruhl reviewed proposed committee assignments for the Personnel and Compensation Committee as follows:

Victor Cardwell – Chair

Rod Hall – Vice-Chair

Member – Charles Payne

A motion was made by John Watkins and seconded by Cynthia Moses-Nedd to approve the VPRA committee assignments. The motion was carried unanimously, with the vote in favor cast by Sharon Bulova, Sandy Bushue, John Delandro, Patricia Doersch, Thelma Drake, Rod Hall, Cynthia Moses-Nedd, Charles Payne, Beth Rhinehart, James Spore, and John Watkins.

Ms. DeBruhl reviewed proposed VPRA Officer candidates as follows:

Sharon Bulova – Vice Chair

James Spore – Secretary

Steve Pittard – Treasurer

A motion was made by Patricia Doersch and seconded by Thelma Drake to approve the VPRA Officer elections. The motion was carried unanimously, with the vote in favor cast by Sharon Bulova, Sandy Bushue, John Delandro, Patricia Doersch, Thelma Drake, Rod Hall, Cynthia Moses-Nedd, Charles Payne, Beth Rhinehart, James Spore, and John Watkins.

NEWPORT NEWS BUDGET ADJUSTMENT

Presented by: *Steve Pittard, Virginia Passenger Rail Authority and Mike McLaughlin, Virginia Passenger Rail Authority*

The city of Newport News and VPRA are partnering to construct a replacement passenger train station featuring intermodal connectivity. This funding commitment supports the track, platform, and train service facilities.

A motion was made by Thelma Drake and seconded by James Spore to approve Capital Grant Budget Adjustment for Newport News Station, Platform, and Service Facility Project. The motion was carried unanimously, with the vote in favor cast by Sharon Bulova, Sandy Bushue, John Delandro, Patricia Doersch, Thelma Drake, Rod Hall, Cynthia Moses-Nedd, Charles Payne, Beth Rhinehart, James Spore, and John Watkins.

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 and considering the performance of a specific public officer of VPRA, and that the VPRA Chief Administrative Officer and General Counsel attend the Closed Session."

1. *A Board member must SECOND the motion, and a ROLL CALL VOTE shall be taken on the motion.*
- *If a majority votes in favor of the motion, the Chair announces that the Board is moving into Closed Session.*
 - *Only those matters directly related to the motion can be discussed in Closed Session. Nothing else can be discussed at that time.*

A motion was made by Sharon Bulova and seconded by Patricia Doersch to move into a closed session. The motion was carried unanimously, with the vote in favor cast by Sharon Bulova, Sandy Bushue, John Delandro, Patricia Doersch, Thelma Drake, Rod Hall, Cynthia Moses-Nedd, Charles Payne, Beth Rhinehart, James Spore, and John Watkins.

The Board moved into closed session at 12:55 p.m. on August 30, 2023.

RECONVENE IN AN OPEN SESSION

The chairperson reconvened the open session meeting at 1:24 p.m. on August 30, 2023. 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 with the statement. Those indicating agreement were Sharon Bulova, Sandy Bushue, John Delandro, Patricia Doersch, Thelma Drake, Rod Hall, Cynthia Moses-Nedd, Charles Payne, Beth Rhinehart, James Spore, and John Watkins.

EXECUTIVE DIRECTOR PERFORMANCE REVIEW AND COMPENSATION

A motion was made by Sharon Bulova and seconded by John Delandro to adopt the recommended adjustments to Executive Director compensation, which recommended adjustments were made by the Personnel and Compensation Committee during its annual evaluation of the Executive Director's performance during performance year 2023. The motion was carried unanimously, with the vote in favor cast by Sharon Bulova, Sandy Bushue, John Delandro, Patricia Doersch, Thelma Drake, Rod Hall, Cynthia Moses-Nedd, Charles Payne, Beth Rhinehart, James Spore, and John Watkins.

CAPITAL PROJECT UPDATES

Presented by: *Mike McLaughlin, Virginia Passenger Rail Authority, and Wini Jenkins, Virginia Passenger Rail Authority*

Milestones for Long Bridge Procurement, Franconia Bypass Procurement, and an S-Line over were completed.

FRANCONIA BYPASS CM/CG

Presented by: *Geoff Pelletier, Virginia Passenger Rail Authority*

An overview of the Franconia project with renderings was provided. Key scope items were reviewed as well as how VPRA will coordinate with VRE and CSX for this project.

A motion was made by Rod Hall and seconded by Sharon Bulova to authorize VPRA to receive NVTA Grant Funding for the Franconia-Springfield Passenger Rail Bypass project originally awarded to DRPT. The motion was carried unanimously, with the vote in favor cast by Sharon Bulova, Sandy Bushue, John Delandro, Patricia Doersch, Thelma Drake, Rod Hall, Cynthia Moses-Nedd, Charles Payne, Beth Rhinehart, James Spore, and John Watkins.

A motion was made by Sharon Bulova and seconded by Cynthia Moses-Nedd to approve the Franconia-Springfield Passenger Rail Bypass Project Application for NVTA Regional Funds in the FY2024 – 2029 Six Year Program. The motion was carried unanimously, with the vote in

favor cast by Sharon Bulova, Sandy Bushue, Patricia Doersch, Thelma Drake, Rod Hall, Cynthia Moses-Nedd, Charles Payne, Beth Rhinehart, James Spore, and John Watkins.

SERVICE PERFORMANCE UPDATE

Presented by: Jeremy Latimer, Virginia Passenger Rail Authority

Jeremy Latimer shared updates on VRE and Amtrak performance on the Northeast corridor.

He provided additional information on heat orders, Washington Union Station issues, and coordination of maintenance and construction work.

ADJOURNMENT

Ms. Bulova, the Vice Chairperson, adjourned the meeting at 2:32 p.m. All presentations to the Board and meeting videos can be found at <http://vpra.virginia.gov/about/board-meetings> and on the VPRA YouTube site.

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