



COMMONWEALTH of VIRGINIA

Virginia Passenger Rail Authority

DJ Stadtler
Executive Director

919 East Main Street, Suite 2400
Richmond, Virginia 23219

(804) 303-8700
www.vpra.virginia.gov

Zach Trogdon
Interim Chairperson

MINUTES

Meeting of the Board of the Virginia Passenger Rail Authority

Tuesday, August 27, 2024 · 10:30 am

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 27, 2024, at 919 East Main Street, Richmond, VA 23219.

MEMBERS PRESENT IN-PERSON

Zach Trogdon, (Interim Chair), Sharon Bulova, Sandy Bushue, Victor Cardwell, Rich Dalton, Thelma Drake, D.J. Jordan, Bruno Maestri, Cynthia Moses-Nedd, Charles Payne, Beth Rhinehart, James Spore, John Watkins

Beth Rhinehart joined in person at 10:34 a.m.

Charles Payne joined in person at 10:45 a.m.

Bruno Maestri left the meeting at 2:42 p.m.

MEMBERS PARTICIPATING ELECTRONICALLY

Patricia Doersch (see the attached approval form noting the reason for remote participation and the location from which she participated)

MEMBERS ABSENT

John Delandro

VIRGINIA PASSENGER RAIL AUTHORITY STAFF

DJ Stadtler, Michael McLaughlin, Steve Pittard, Joan Verbonitz, Michael Westermann, John Kostyniuk, Slade Greenway, Lamar Bates, Gerica Goodman, Colin Burch, Jason Cheeks, Jonathan Capek, and Mary Estelle Douglas.

GUESTS/OTHERS PRESENT

John Lawson, Deputy Secretary of Transportation

CALL TO ORDER/ROLL CALL

Interim Chairperson Trogdon presided and called the meeting to order at 10:30 a.m. Mary Estelle Douglas called Roll and confirmed an in-person quorum was physically present.

BOARD CHAIR WELCOME

Presented by: Zach Trogdon, Interim Board Chairperson

Zach Trogdon welcomed everyone and asked the newest Board member, D.J. Jordan, to introduce himself.

PUBLIC COMMENT

VPRA received a written public comment, which it shared with the Board via a document given to them at the Board meeting.

MOTION TO APPROVE PREVIOUS MEETING MINUTES

A motion was made by Sharon Bulova and seconded by Thelma Drake to approve the Board meeting minutes from June 4, 2024. The motion was carried, with the vote in favor cast by Sharon Bulova, Sandy Bushue, Victor Cardwell, Patricia Doersch, Thelma Drake, D.J. Jordan, Cynthia Moses-Nedd, Beth Rhinehart, James Spore, and John Watkins.

OFFICER ELECTIONS & COMMITTEE ASSIGNMENTS

Presented by: Zach Trogdon, Interim Board Chair

Zach Trogdon presented the slate of proposed officers for the VPRA Board:

Board Chair: Zach Trogdon
Board Vice Chair: Thelma Drake
Board Secretary: Patricia Doersch
Board Treasurer: Steve Pittard

A motion was made by Sandy Bushue and seconded by Victor Cardwell to approve the slate of officers presented by Zach Trogdon. The motion was carried, with the votes in favor cast by Sharon Bulova, Sandy Bushue, Victor Cardwell, Patricia Doersch, Thelma Drake, D.J. Jordan, Cynthia Moses-Nedd, Beth Rhinehart, James Spore, and John Watkins.

Zach Trogdon presented the slate of proposed committee assignments for the Finance and Audit Committee and Personnel and Compensation Committee:

Finance and Audit Committee

Chair – Patty Doersch
John Watkins
John Delandro
Cynthia Moses-Nedd
D.J. Jordan
Zach Trogdon – (ex-officio)
Thelma Drake – (ex-officio)

Personnel and Compensation Committee

Chair – Beth Rhinehart
Victor Cardwell
Charlie Payne
Sandy Bushue
Zach Trogdon – (ex-officio)
Thelma Drake – (ex-officio)

A motion was made by John Watkins and seconded by Cynthia Moses-Nedd to approve the committee assignments presented by Zach Trogdon. The motion was carried, with the votes in favor cast by Sharon Bulova, Sandy Bushue, Victor Cardwell, Patricia Doersch, Thelma Drake, D.J. Jordan, Cynthia Moses-Nedd, Beth Rhinehart, James Spore, and John Watkins.

EXECUTIVE DIRECTOR'S REPORT

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

DJ Stadtler presented the Executive Director's report to brief the Board about administrative updates, SWaM and DBE information, Amtrak performance data, capital project updates, and financial updates for the previous month.

Thelma Drake asked for a comparison of United States ridership numbers to those of Virginia.

DJ Stadtler reviewed the proposed DBE and SWaM goal for FY2025.

A motion was made by Victor Cardwell and seconded by Charles Payne to approve the adoption of DBE and SWaM goals for FY25. D.J. Jordan asked for more information about VPRR Procurement processes and how the goal would impact the staff, after which Mr. Cardwell withdrew his initial motion. A new motion was then made to defer until the next Board meeting. Sandy Bushue seconded the motion, and the motion carried, with the vote in favor cast by Sharon Bulova, Sandy Bushue, Victor Cardwell, Patricia Doersch, Thelma Drake, D.J. Jordan, Cynthia Moses-Nedd, Charlie Payne, Beth Rhinehart, James Spore, and John Watkins.

VPRA will prepare a briefing to share with the Board about the procurement process and provide more information about SWaM and DBE.

DJ Stadtler continued with the review of the Executive Director's Review.

Sandy Bushue asked about funding for Newport News Station, and DJ Stadtler responded.

DJ Stadtler then discussed the FY25 State Supported Agreement between VPRA and Amtrak.

A motion was made by Sharon Bulova and seconded by James Spore to authorize DJ Stadtler to execute the FY25 State Supported Agreement between VPRA and Amtrak. The motion carried, with the vote in favor cast by Sharon Bulova, Sandy Bushue, Victor Cardwell, Patricia Doersch, Thelma Drake, D.J. Jordan, Cynthia Moses-Nedd, Charlie Payne, Beth Rhinehart, James Spore, and John Watkins.

Thelma Drake asked about outreach regarding railroad safety based on a discussion about the car strike in Ashland. She also asked why nobody at the site of the incident called the railroad. Gerica Goodman responded that VPRA works with many safety agencies and will continue providing more outreach to the public. DJ Stadtler responded that a final report has not been received.

Sandy Bushue asked for a document outlining VPRA's various funding sources, and Steve Pittard responded. Steve Pittard will send the Board information showing this information.

NORFOLK SOUTHERN TRANSACTION UPDATE

Presented by DJ Stadtler, Virginia Passenger Rail Authority

DJ Stadtler reviewed what the proposed deal with Norfolk Southern would allow VPRA to accomplish in New River Valley.

MOTION FOR CLOSED SESSION

[Overview of Proposed Legal Agreements with Norfolk Southern and VRE Commissions](#)

Following the presentation, Sharon Bulova made the following motion:

"I move that the Board convene in a Closed Session pursuant to Va. Code Sec. 2.2-3711(A)(29) for the discussion of the execution of two VPRA contracts under negotiation, which are:

- 1. a comprehensive rail agreement with Norfolk Southern for the acquisition of the Manassas Line and the construction of a passenger rail station in Christiansburg, and*
- 2. a funding agreement with VRE to contribute funds for VPRA's acquisition of certain territory in northern Virginia,*

in each case, such contracts involving the expenditure of public funds, and discussion of the terms or scope of such contract, where discussion in an open session would adversely affect the bargaining position or negotiating strategy of VPRA.

The motion was seconded by John Watkins to move into a closed session. The motion was carried unanimously, with the vote in favor cast by Sharon Bulova, Sandy Bushue, Victor Cardwell, Patricia Doersch, Thelma Drake, D.J. Jordan, Cynthia Moses-Nedd, Charlie Payne, Beth Rhinehart, James Spore, and John Watkins.

The Board moved into closed session at 12:00 p.m. on August 27, 2024.

RECONVENE IN AN OPEN SESSION

The interim chairperson reconvened the open session meeting at 1:00 p.m. on August 27, 2024. Upon reconvening the meeting, Sharon Bulova 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, Victor Cardwell, Patricia Doersch, Thelma Drake, D.J. Jordan, Cynthia Moses-Nedd, Charlie Payne, Beth Rhinehart, James Spore, and John Watkins.

A motion was made by Beth Rhinehart and seconded by Victor Cardwell to authorize DJ Stadtler to execute the 2024 Comprehensive Rail Agreement between VPRA and Norfolk Southern. The motion was carried unanimously, with the vote in favor cast by Sharon Bulova, Sandy Bushue, Victor Cardwell, Patricia Doersch, Thelma Drake, D.J. Jordan, Cynthia Moses-Nedd, Charlie Payne, Beth Rhinehart, James Spore, and John Watkins.

A motion was made by Sharon Bulova and seconded by John Watkins to authorize DJ Stadtler to execute the Manassas Line Funding Agreement between VPRA and the VRE Commissions. The motion was carried unanimously, with the vote in favor cast by Sharon Bulova, Sandy Bushue, Victor Cardwell, Patricia Doersch, Thelma Drake, D.J. Jordan, Cynthia Moses-Nedd, Charlie Payne, Beth Rhinehart, James Spore, and John Watkins.

PROJECT UPDATES

Presented by: Mike McLaughlin, Virginia Passenger Rail Authority

Mike McLaughlin reviewed project updates for four projects in Northern Virginia.

Sandy Bushue asked whether estimated project construction costs were included in the procurement, and Michael Westermann responded.

MOTION FOR CLOSED SESSION

Real Estate Discussion

Following the presentations, Sharon Bulova made the following motion:

I move that the Board convene in a Closed Session pursuant to Va. Code Sec. 2.2-3711(A)(8) for consultation with VPRA counsel regarding specific legal matters requiring the provision of legal advice relating to the acquisition of real property in support of VPRA's construction projects.

The motion was seconded by Victor Cardwell to move into a closed session. The motion was carried unanimously, with the vote in favor cast by Sharon Bulova, Sandy Bushue, Victor Cardwell, Patricia Doersch, Thelma Drake, D.J. Jordan, Cynthia Moses-Nedd, Charlie Payne, Beth Rhinehart, James Spore, and John Watkins.

The Board moved into closed session at 2:02 p.m. on August 27, 2024.

RECONVENE IN AN OPEN SESSION

The interim chairperson reconvened the open session meeting at 2:40 p.m. on August 27, 2024. Upon reconvening the meeting, Sharon Bulova 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." In addition, Ms. Bulova noted that during the closed session there was an inadvertent deviation from the scope of the meeting related to rail safety and not to the acquisition of real property. This deviation was in error and was planned to be discussed during the closed session related to liability.

The roll was then called, with all members indicating their agreement with the statement. Those indicating agreement were Sharon Bulova, Sandy Bushue, Victor Cardwell, Patricia Doersch, Thelma Drake, D.J. Jordan, Cynthia Moses-Nedd, Charlie Payne, Beth Rhinehart, James Spore, and John Watkins.

BUDGET AMENDMENT AND MANAGEMENT RESERVE

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

Steve Pittard reviewed the FY25 Financial plan and associated needs for a budget amendment. He also reviewed the FY24Q4 Management Reserve balance.

A motion was made by Charles Payne and seconded by Sharon Bulova to approve the FY25 budget amendment. The motion was carried, with the vote in favor cast by Sharon Bulova, Sandy Bushue, Victor Cardwell, Patricia Doersch, Thelma Drake, D.J. Jordan, Charlie Payne, Beth Rhinehart, James Spore, and John Watkins. Cynthia Moses-Nedd abstained.

A motion was made by Patricia Doersch and seconded by Sharon Bulova to approve the management reserve balance. The motion was carried, with the vote in favor cast by Sharon Bulova, Sandy Bushue, Victor Cardwell, Patricia Doersch, Thelma Drake, D.J. Jordan, Charlie Payne, Beth Rhinehart, James Spore, and John Watkins. Cynthia Moses-Nedd abstained.

MOTION FOR CLOSED SESSION

Liability and Ethics Concerns for VPRA Board Members

Following the presentations, Sharon Bulova made the following motions:

"I move that the Board convene in a Closed Session pursuant to Va. Code Sec. 2.2-3711(A)(8) for consultation with VPRA counsel regarding specific legal matters requiring the provision of legal advice.

"I move that the Board convene in a Closed Session pursuant to Va. Code Sec. 2.2-3711(A)(1) for the discussion and consideration of the terms of employment, performance, salary, and other compensation of specific officers of VPRA.

The motion was seconded by Victor Cardwell to move into a closed session. The motion was carried unanimously, with the vote in favor cast by Sharon Bulova, Sandy Bushue, Victor Cardwell, Patricia Doersch, Thelma Drake, D.J. Jordan, Cynthia Moses-Nedd, Charlie Payne, Beth Rhinehart, James Spore, and John Watkins.

The Board moved into closed session at 2:54 p.m. on August 27, 2024.

RECONVENE IN AN OPEN SESSION

The interim chairperson reconvened the open session meeting at 4:10 p.m. on August 27, 2024. Upon reconvening the meeting, Sharon Bulova 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, Victor Cardwell, Patricia Doersch, Thelma Drake, D.J. Jordan, Cynthia Moses-Nedd, Charlie Payne, Beth Rhinehart, James Spore, and John Watkins.

A motion was made by Victor Cardwell and seconded by Sharon Bulova to approve the salary adjustment for the Executive Director Stadtler recommended by the P&C Committee. The motion was carried, with the votes in favor cast by Sharon Bulova, Victor Cardwell, Patricia Doersch, Thelma Drake, D.J. Jordan, Cynthia Moses-Nedd, Charlie Payne, Beth Rhinehart, James Spore, and John Watkins. Sandy Bushue voted nay.

A motion was made by Victor Cardwell and seconded by Sharon Bulova to approve the bonus payout for Executive Director Stadtler recommended by the P&C Committee. The motion

was carried, with the votes in favor cast by Sharon Bulova, Victor Cardwell, Patricia Doersch, Cynthia Moses-Nedd, Charlie Payne, Beth Rhinehart, James Spore, and John Watkins. Sandy Bushue, D.J. Jordan, and Thelma Drake voted nay.

ADJOURNMENT

Zach Trogdon, Interim Chairperson, adjourned the meeting at 4:02 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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