



COMMONWEALTH of VIRGINIA

Commonwealth Transportation Board

W. Sheppard Miller, III
Chairperson

1401 East Broad Street
Richmond, Virginia 23219

(804) 482-5818
Fax: (804) 786-2940

MEETING OF THE COMMONWEALTH TRANSPORTATION BOARD AGENDA

VDOT Central Office Auditorium
1221 East Broad Street
Richmond, Virginia 23219

March 29, 2023

10:00 a.m. or upon adjournment of the March 29, 2023 Workshop Meeting.

Public Comments:

Approval of Minutes:

February 21, 2023

VIRGINIA PASSENGER RAIL AUTHORITY:

***Presenting: Steve Pittard
Chief Financial Office***

1. Action on Fiscal Year 2024 Capital Expenditures and Projects, Virginia Passenger Rail Authority.

OFFICE OF LAND USE:

***Presenting: Robert Hofrichter
Division Director***

2. Action on Discontinuance – Secondary System of State Highways
Route 676 in Fairfax County Located within the Northern Virginia District.
3. Action on Discontinuance – Secondary System of State Highways
Route 1049 in Fairfax County Located within the Northern Virginia District.

MAINTENANCE DIVISION:

Presenting: Robbie Prezioso
Division Administrator

4. Action on Commemorative naming of the bridges on U.S. Route 60, Midlothian Turnpike, over State Route 288, Chesterfield County Located within the Richmond District as the “Special Agent Michael T. Walter Memorial Bridge”.
5. Action on Commemorative naming of the section of U.S. Route 501, Campbell Highway, from the South Lynchburg City Limits to the east intersection of State Route 24, Campbell County, Located with the Lynchburg District as the “Judge J. Samuel Johnston, Jr. Memorial Highway”.

LOCATION AND DESIGN:

Presenting: Emmett Heltzel
State Location & Design Engineer

6. Action on Limited Access Control Changes (LACCs) for the Potomac Commuter Garage, Prince William County Located in the Northern Virginia District.

INFRASTRUCTURE INVESTMENT DIVISION:

Presenting: Kimberly Pryor
Division Director

7. Action on FY23-28 Six-Year Improvement Program Transfers for January 21, 2023 through February 17, 2023.
8. Action on Addition of Projects to the Six-Year Improvement Program for Fiscal Years 2023-2028.
9. Action on SMART SCALE Project Budget Increase for Hydraulic Road and Route 29 Improvements (UPC 118880) in the City of Charlottesville Located within the Culpeper District.

GOVERNANCE AND LEGISLATIVE AFFAIRS:

Presenting: Jo Anne Maxwell
Division Director

10. Action on Adoption of Policy for All-Virtual (Electronic) Committee Meetings.

HAMPTON ROADS DISTRICT:

Presenting: Chris Hall
District Administrator

11. Action on Authorization for the Commissioner of Highways to Enter into a Standard Project Agreement between the Virginia Department of Transportation and the Hampton Roads Transportation Accountability Commission Relating to the Transportation Management Plan (TMP) for the Hampton Roads Express Lane Network.

SCHEDULING AND CONTRACT:

Presenting: Robbie Prezioso
Division Administrator
Maintenance Division

Presenting: Ben Coaker
Assistant State Construction Engineer

12. Bids.

NEW BUSINESS:

ADJOURNMENT:

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Agenda item # 1

RESOLUTION OF THE COMMONWEALTH TRANSPORTATION BOARD

March 29, 2023

MOTION

Made By: Seconded By:

Action:

Title: Action on Fiscal Year 2024 Capital Expenditures and Projects, Virginia Passenger Rail Authority

WHEREAS, on February 1, 2023, in accordance with § 33.2-298 of the *Code of Virginia* (the “Code”), the Virginia Passenger Rail Authority (“VPRA”) submitted its *Recommended Fiscal Year 2024 Budget* (“Recommended FY24 VPRA Budget”) to the Commonwealth Transportation Board (“CTB”); and

WHEREAS, the Recommended FY24 VPRA Budget contains, among other information, VPRA’s proposed budget for capital projects and capital and operating grants for fiscal year 2024, which information is subject to CTB review and approval pursuant to § 33.2-298 of the *Code*.

WHEREAS, on February 21, 2023, a presentation was provided to the CTB on VPRA’s proposed budget for capital projects and capital and operating grants for fiscal year 2024.

NOW, THEREFORE, BE IT RESOLVED by the Commonwealth Transportation Board that the Virginia Passenger Rail Authority’s proposed budget for capital projects and capital and operating grants for fiscal year 2024, as set forth in the Recommended FY24 VPRA Budget, is approved.

#####

CTB Decision Brief

Action on Fiscal Year 2024 Capital Expenditures and Projects

Virginia Passenger Rail Authority

March 29, 2023

Issue: Under § 33.2-298 of the *Code of Virginia* (the “*Code*”), the Virginia Passenger Rail Authority (“VPRA”) must submit to the Commonwealth Transportation Board (“CTB”), by February 1, its detailed annual operating plan and budget, and its proposed capital project and capital grant expenditures for approval. The VPRA Executive Director submitted these items to the CTB on February 1, 2023.

Facts: In accordance with the *Code*, VPRA submitted its detailed annual operating plan and budget and its proposed capital projects and capital and operating grants budget to the CTB on February 1. At the February 21, 2023 CTB meeting, a detailed presentation of the VPRA budget was provided by VPRA staff.

Recommendations: VPRA recommends the approval of its fiscal year 2024 proposed capital projects and capital and operating grants budget.

Action Required by CTB: The CTB will be presented with a resolution for a formal vote to approve the fiscal year 2024 proposed capital projects and capital and operating grants budgets.

Options: Approve, Deny, or Defer. If the CTB does not approve or deny VPRA’s proposed capital and operating grants budgets by May 30, 2023, such proposed expenditures will be deemed approved pursuant to § 33.2-298 of the *Code*.

RECOMMENDED FISCAL YEAR 2024 BUDGET

DRAFT



BACKGROUND

The Virginia Passenger Rail Authority (the 'Authority' or 'VPRA') was established by Section 33.2-287 et seq. of Chapter 1230 of the 2020 Acts of Assembly with a mission to promote, sustain, and expand the availability of passenger and commuter rail service throughout the Commonwealth of Virginia (the 'Commonwealth') with an inception date of July 1, 2020. As part of the same transportation legislative initiative, the Commonwealth Rail Fund (the 'CRF') was established July 1, 2020, through Section 33.2-1526.4 of the Code of Virginia. Of the 7.5% of Commonwealth Transportation Trust Funds deposited into the CRF, 93% are dedicated to the Authority (referred to as the 'VPRA Fund') and distributed to the Authority as soon as practical. The governing Board of the Authority is appointed by the Governor of Virginia over staggered terms. As a result, VPRA is considered a discrete component unit of the Commonwealth, and the Authority's financial activity is included in the Commonwealth's Annual Comprehensive Financial Report.

EXECUTIVE SUMMARY

BUDGET OVERVIEW




| BUDGET OBJECTIVE | | |
|--|---|---|
| To compile accurate data reflective of the Authority's operations and future commitments in order to provide guidance and inform decision making to enable the Authority to deliver its program wide objectives. | | |
| BUDGET CLASSIFICATIONS | | |
| <p style="text-align: center;"><u>OPERATIONS</u></p> <p>Expenditures related to the core passenger rail service operations.</p> | <p style="text-align: center;"><u>CAPITAL PROJECTS</u></p> <p>Expenditures for rail infrastructure that will be retained by the Authority as a capital asset.</p> | <p style="text-align: center;"><u>CAPITAL & OPERATING GRANTS</u></p> <p>Funds provided to third party entities to build and improve their rail infrastructure or operate their rail service.</p> |
| VPRA PROJECT VS. POTENTIAL PROJECT | | |
| <p style="text-align: center;"><u>VPRA PROJECTS</u></p> <p>Included in FY24 budget as a VPRA project. Once Budget is approved, VPRA has delegated authority to deliver the project.</p> | <p style="text-align: center;"><u>POTENTIAL PROJECTS</u></p> <p>Disclosed in VPRA's Budget as Unfunded. Requires Board approval prior to becoming a Funded VPRA project.</p> | |

The development of this VPRA budget is guided by the core objectives of the VPRA:

- Promote, sustain, and expand the availability of passenger and commuter rail service to increase ridership by connecting population centers.
- Oversee passenger rail operations statewide (not an operator).
- Promote new approaches to economic development through an increase in passenger rail capacity.
- Own rail right-of-way and infrastructure assets.
- Operate independently of some state requirements to provide flexibility and efficiency while improving passenger rail service in Virginia.

Each year the VPRA Board adopts a one-year operations budget and long-range capital budget. The capital budget is submitted by February 1st to the Commonwealth Transportation Board for feedback and approval. The forecasted expenditures for Capital Projects and Capital and Operating Grants are detailed in the VPRA budget for the life of the underlying project. The key parameters used in developing the VPRA budget are presented in Table 1.

TABLE 1: BUDGET DEVELOPMENT FACTORS

| BUDGET PARAMETERS | | | |
|--|--|---|--|
|  Fiscal year July 1 to June 30 |  FY24 Budget | \$ Modified Accrual Basis Accounting |  Based on best cost estimate available |

EXECUTIVE SUMMARY

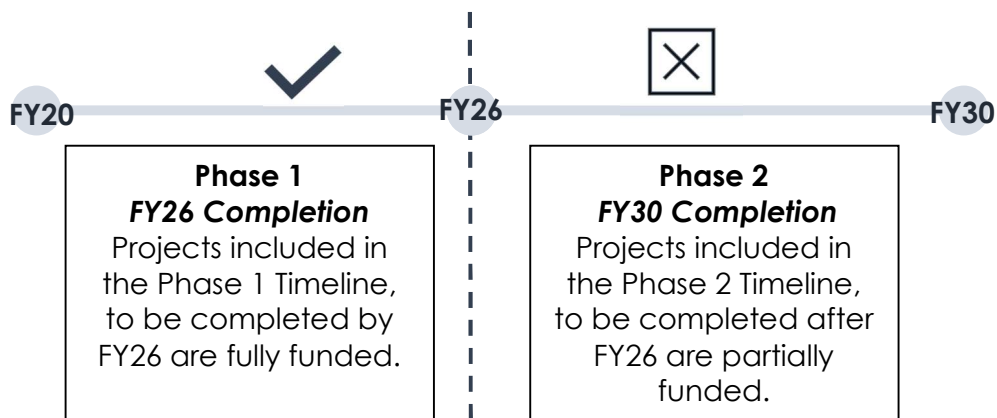
FINANCIAL PLANNING RESULTS

Through the FY24 financial planning process, the Authority aggregates the best available data for revenues (sources) and expenditures (uses) at a point in time. VPRA has various commitments of funding, some of which are estimates with ongoing adjustment. These sources determine the budget capacity for the Authority. The expenditure estimates for operational costs and capital projects continue to be refined. As the capital project program advances through design, VPRA will bring any significant change in project budgets to the board as key milestones are met. The result of the FY24 financial planning update was that the uses exceed the sources by \$712M.



As a result, a portion of the Authority's projects will not have full funding. To determine the prioritization for the Authority's revenues, a methodology was formed to apply funding in the following priority order:

- ✓ **Operations**
Core of VPRA's mission, running passenger train service and administering VPRA's program are key functions.
- ✓ **Capital and Operating Grants**
Minimal flexibility, funds passthrough from the Commonwealth Transportation Board or obligated under an existing grant agreement.
- ☐ **Capital Projects**
Prioritize projects that meet requirements for new or extended service.



Throughout this document, projects or project components that have funding will be included in the **VPRA Budget**. Projects or project components that do not currently have funding will be denoted as a **Potential Project**. Potential projects are included in the budget to demonstrate the full project costs. These projects require subsequent Board approval to authorize VPRA to advance them.

EXECUTIVE SUMMARY

CAPITAL PROJECTS

In December 2019, Virginia announced a landmark rail agreement between the Commonwealth and CSX Corporation ('CSX'), and the legal agreements were finalized in March of 2021. The 2019 announcement became the catalyst for what we know today as Transforming Rail in Virginia ('TRV'), a path to enhancing our communities and increasing economic opportunities through strategic investments in rail. Since this announcement, VPRAs program of capital projects has grown to include the I-95 Corridor, the Western Rail Corridor and other capital projects. Table 2 further summarizes by primary category the annual forecasted expenditures for VPRAs capital projects through completion.

**TABLE 2: SUMMARY OF CAPITAL PROJECT EXPENDITURE FORECAST
(IN MILLIONS)**

| Capital Project Category | Total Project Budget | FY23 | FY24 | FY25 | FY26 | FY27 | FY28 | FY29 | FY30 |
|-------------------------------|----------------------|----------------|----------------|----------------|------------------|----------------|----------------|----------------|----------------|
| I-95 Corridor | \$4,532.5 | \$219.5 | \$193.2 | \$776.6 | \$969.0 | \$688.3 | \$538.2 | \$510.4 | \$203.7 |
| Western Rail Corridor | 273.9 | 16.6 | 60.3 | 61.5 | 43.5 | 25.1 | 7.8 | 8.6 | 9.5 |
| Other Capital Projects | 109.5 | 27.6 | 35.4 | 32.5 | 9.0 | 2.5 | 2.5 | - | - |
| Total | \$4,915.9 | \$263.7 | \$288.9 | \$870.6 | \$1,021.5 | \$715.9 | \$548.5 | \$519.0 | \$213.2 |

As noted in the financial planning result section above, capital projects that meet the requirement for new or extended services in FY26 will be included in the VPRAs budget. Projects or project components outside of this timeline are subject to funding constraints. For those projects, the design phase is fully funded and the remaining funding has been applied to the Long Bridge construction phase. Please refer to the capital project section of the budget document for full project funding details. Table 3 details the annual forecasted expenditures by primary category for VPRAs capital projects with available sources of funding.

**TABLE 3: SUMMARY OF VPRAs CAPITAL PROJECT BUDGET BY YEAR
(IN MILLIONS)**

| Capital Project Category | Total VPRAs Budget | FY23 | FY24 | FY25 | FY26 | FY27 | FY28 | FY29 | FY30 |
|-------------------------------|--------------------|----------------|----------------|----------------|----------------|----------------|----------------|----------------|---------------|
| I-95 Corridor | \$3,826.5 | \$219.1 | \$192.4 | \$747.3 | \$929.1 | \$664.9 | \$418.5 | \$147.7 | \$73.9 |
| Western Rail Corridor | 273.9 | 16.6 | 60.3 | 61.5 | 43.5 | 25.1 | 7.8 | 8.6 | 9.5 |
| Other Capital Projects | 103.8 | 27.6 | 34.4 | 27.8 | 9.0 | 2.5 | 2.5 | - | - |
| Total | \$4,204.2 | \$263.3 | \$287.1 | \$836.6 | \$981.6 | \$692.5 | \$428.8 | \$156.3 | \$83.4 |

EXECUTIVE SUMMARY

Table 4 details annual expenditures that are not currently funded in VPRA's budget and are included as potential projects. The majority of the \$711.7M funding shortfall occurs in the FY28-FY30 timeframe. This coincides with budget methodology that prioritizes service expansion from Phase 1 capital projects. Additionally, this approach allows more time for VPRA to seek additional sources to fully fund the Phase 2 capital projects.

**TABLE 4: SUMMARY OF POTENTIAL CAPITAL PROJECTS BY YEAR
(IN MILLIONS)**

| Capital Project Category | Total Potential Projects | FY23 | FY24 | FY25 | FY26 | FY27 | FY28 | FY29 | FY30 |
|-------------------------------|--------------------------|--------------|--------------|---------------|---------------|---------------|----------------|----------------|----------------|
| I-95 Corridor | \$706.0 | 0.4 | 0.8 | 29.3 | 39.9 | 23.4 | 119.7 | 362.7 | 129.8 |
| Western Rail Corridor | - | - | - | - | - | - | - | - | - |
| Other Capital Projects | 5.7 | - | 1.0 | 4.7 | - | - | - | - | - |
| Total | \$711.7 | \$0.4 | \$1.8 | \$34.0 | \$39.9 | \$23.4 | \$119.7 | \$362.7 | \$129.8 |

EXECUTIVE SUMMARY

I-95 Corridor

The Comprehensive Rail Agreement ('CRA') between DRPT and CSX was finalized on March 26th, 2021. Through the agreement with CSX, Virginia acquired 384 miles of CSX right-of-way and 223 miles of track in rail corridors paralleling I-95, I-64, and I-85. The executed CRA defined the scope and budgets for the major I-95 Corridor Capital Projects. The scope and budgets for the corridor continue to be refined as projects move through development and engineering. As the projects approach construction, the true scope and budget become more reasonably assured. VPRA updates project budgets as key milestones are met. Table 5 compares the FY23 budget to the FY24 budget for each element of the I-95 Corridor development. Portions of the phase 2 timeline projects are not included in the FY24 VPRA budget due to funding constraints. Please refer to the corresponding project narratives for further details about each I-95 Corridor component.

**TABLE 5: CROSSWALK OF I-95 CORRIDOR PROGRAM EXPENDITURES TO COMPLETION
(IN MILLIONS)**

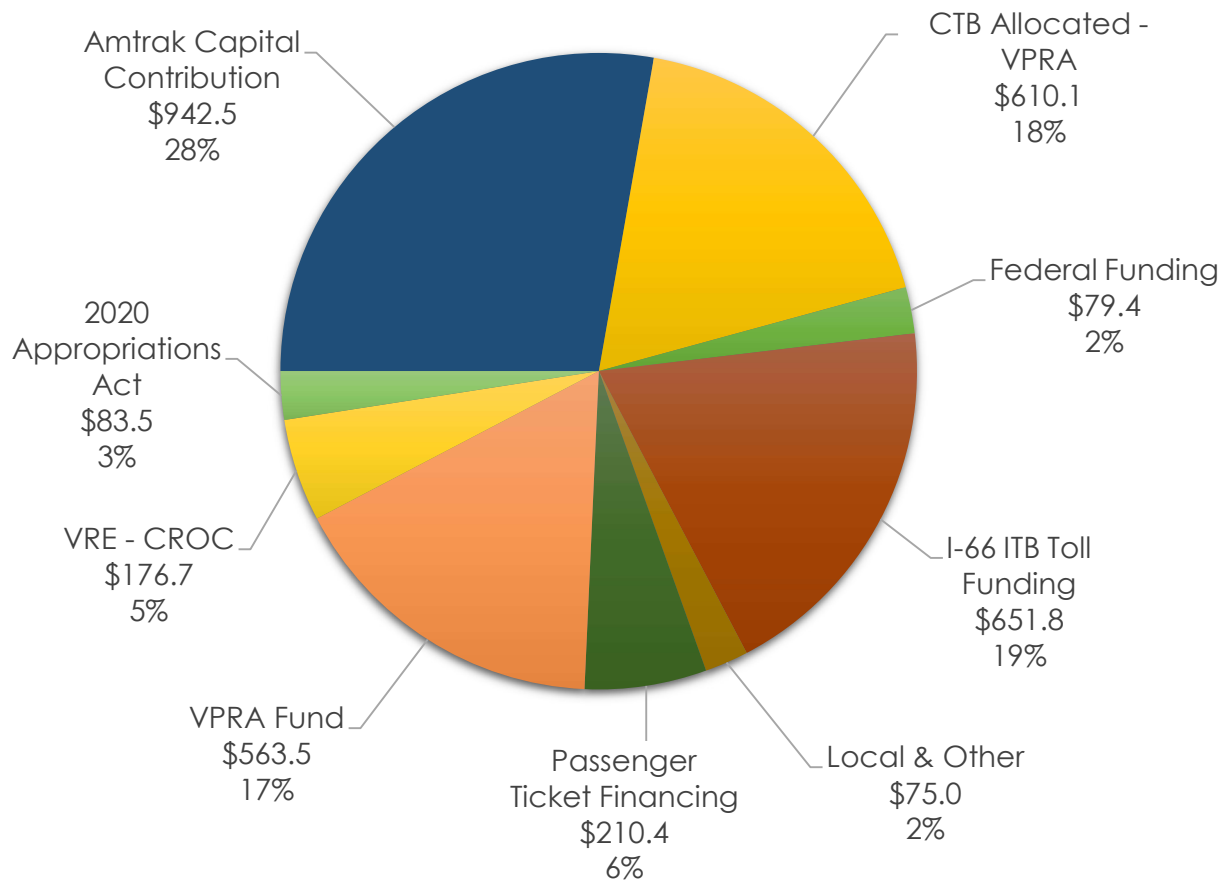
| Project Description | FY23 Project Budget | Revised Project Budget | Change (\$) | FY24 VPRA Budget | Potential Projects |
|--|---------------------|------------------------|----------------|------------------|--------------------|
| Phase 1 Timeline | | | | | |
| Alexandria Fourth Track | \$210.4 | \$210.5 | \$0.1 | \$210.5 | - |
| Franconia to Lorton Third Track | 208.5 | 229.5 | 21.0 | 229.5 | - |
| Franconia-Springfield Bypass | 241.4 | 435.0 | 193.6 | 435.0 | - |
| Railroad Bridges over Newington Road | 36.2 | 39.8 | 3.6 | 39.8 | - |
| Richmond Layover Facility | 35.6 | 39.3 | 3.7 | 39.3 | - |
| King and Commonwealth Bridges ① | 3.1 | 55.7 | 52.6 | 55.7 | - |
| Potomac Creek Third Track South (Siding A) | 107.6 | 143.0 | 35.4 | 143.0 | - |
| Woodford to Milford Third Track (Siding B) | 66.6 | 85.2 | 18.6 | 85.2 | - |
| Hanover Third Track (Siding C) | 58.9 | 84.4 | 25.5 | 84.4 | - |
| Phase 2 Timeline | | | | | |
| Long Bridge | 2,039.3 | 2,279.0 | 239.7 | 1,889.7 | 389.3 |
| Neabsco Creek to Woodbridge Third Track (Siding D) | 90.7 | 100.4 | 9.7 | 8.5 | 91.9 |
| Aquia Creek Third Track (Siding E) | 53.0 | 58.8 | 5.8 | 5.4 | 53.4 |
| Crossroads Third Track (Siding F) | 92.7 | 102.8 | 10.1 | 10.0 | 92.8 |
| L'Enfant Fourth Track and Station Improvements | 22.4 | 22.7 | 0.3 | 22.7 | - |
| Railroad Bridges over Route 1 | 57.4 | 63.2 | 5.8 | 5.7 | 57.5 |
| Lorton to Route 1 Third Track | 20.8 | 23.3 | 2.5 | 2.2 | 21.1 |
| Other | | | | | |
| Other: CIG Grant | 1.9 | 3.1 | 1.2 | 3.1 | - |
| TRV Right of Way Acquisition | 525.0 | 525.0 | - | 525.0 | - |
| TRV Right of Way Transaction Costs | 38.0 | 31.8 | (6.2) | 31.8 | - |
| Total I-95 Corridor Projects | \$3,909.5 | \$4,532.5 | \$623.0 | \$3,826.5 | \$706.0 |

① Project added to FY23 Budget through Board Resolution.

EXECUTIVE SUMMARY

Funding for the I-95 Corridor is largely made up of Amtrak's Capital Contribution (28%), I-66 ITB Toll Financing (19%), CTB Allocated funds (18%), and VPRA funds (17%). Figure 1 shows the breakdown of the sources of funding to be used for the budgeted expenditures from FY23 to FY30 and does not include prior year expenses.

FIGURE 1: FY23-FY30 I-95 CORRIDOR FUNDING BY SOURCE
\$3,392.9 M
(IN MILLIONS)



EXECUTIVE SUMMARY

Western Rail Corridor

In June of 2022, the Authority completed efforts to purchase 28.5 miles of rail capacity, right-of-way (V-Line), and rail infrastructure from Norfolk Southern for \$38.2 million as a continuation of the TRV initiative to expand passenger rail to southwest Virginia from the Salem Crossovers to Christiansburg. The acquisition of railroad right-of-way and tracks, along with infrastructure improvements and improved operations, will allow for the expansion of high-quality passenger rail services from Roanoke to Christiansburg. As corridor development continues, project scope and budget estimates continue to be enhanced. At this time, all projects in the Western Rail Corridor are in the project development phase and have rough order of magnitude budget estimates.

The Western Rail Corridor initiative has both Capital Projects and Capital and Operating Grants components. Table 6 details the total expected costs for the components of the Western Rail Corridor. Please refer to the corresponding project narratives for further details about each Western Rail Corridor component.

**TABLE 6: CROSSWALK OF WESTERN RAIL CORRIDOR
(IN MILLIONS)**

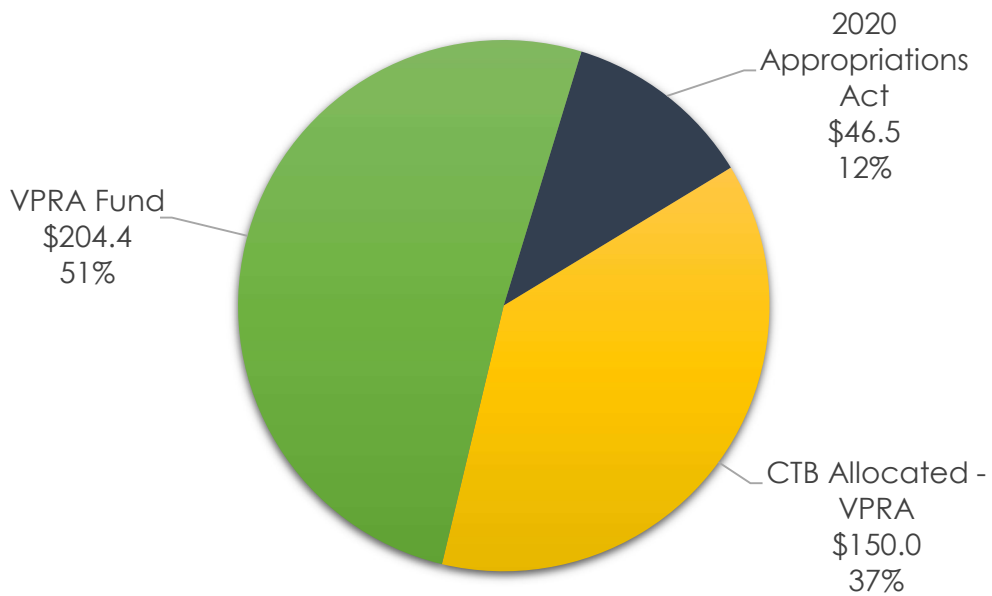
| Project Description | Budget Category | FY23 VPRA Budget | FY24 VPRA Budget | Change (\$) |
|--|----------------------------|------------------|------------------|----------------|
| Western Rail Corridor | | | | |
| New River Valley Platform & Track Improvements ① | Capital Projects | \$41.8 | \$85.5 | \$43.7 |
| V-Line Tunnels | | 47.9 | 47.9 | - |
| Capital Improvements - Bridges | | 30.7 | 30.7 | - |
| Capital Improvements - Other | | 6.1 | 35.9 | 29.8 |
| V-Line Positive Train Control ① | | 32.4 | 32.4 | - |
| V-Line Right of Way Transaction Costs | | 13.0 | 3.3 | (9.7) |
| V-Line Purchase | | 38.0 | 38.2 | 0.2 |
| Total Capital Projects | | \$209.9 | \$273.9 | \$64.0 |
| Roanoke Yard Improvements | Capital & Operating Grants | 37.0 | 36.5 | (0.5) |
| Western Rail Initiative Grant | | 131.5 | 131.5 | - |
| Total Capital & Operating Grants | | \$168.5 | \$168.0 | \$(0.5) |
| Total Western Rail Corridor Projects | | \$378.4 | \$441.9 | \$63.5 |

① Projects combined in FY23 Budget.

EXECUTIVE SUMMARY

Funding for the Western Rail Corridor capital projects and grants is made up of 2020 Appropriations Act funding (12%) and CTB Allocated funds (37%) dedicated to the Western Rail initiative and the remaining 51% is VPRA funds. Figure 2 shows the breakdown of the sources of funding to be used for the budgeted expenditures from FY23 to FY30 and does not include prior year expenses.

FIGURE 2: FY23-FY30 WESTERN RAIL CORRIDOR FUNDING BY SOURCE
\$400.9 M
(IN MILLIONS)



EXECUTIVE SUMMARY

Other Capital Projects

Other Capital Projects budget line item represents capital expenditures for stations, platforms and rail corridors that are owned by VPRA. These projects will be capitalized as assets.

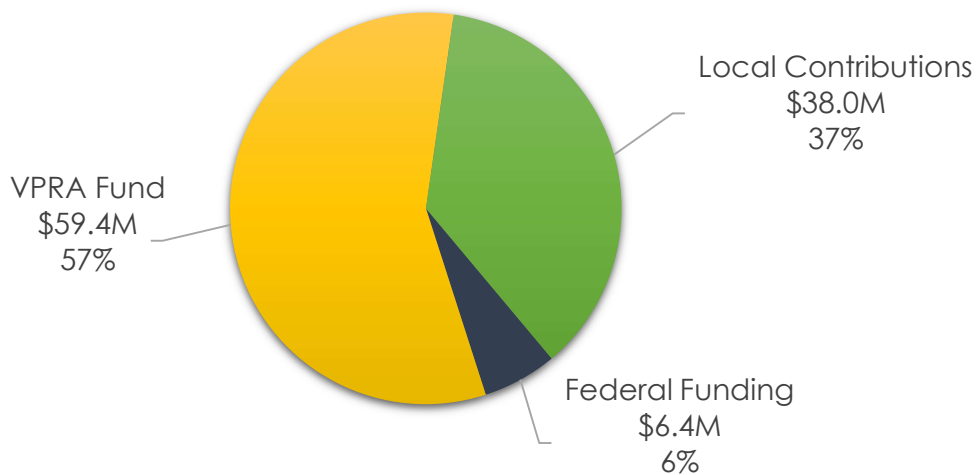
**TABLE 7: EXPECTED PROGRAM COSTS FOR OTHER CAPITAL PROJECTS
(IN MILLIONS)**

| Project Description | FY23 VPRA Budget | FY24 VPRA Budget | Change (\$) |
|---|------------------------|------------------------|----------------|
| Other Capital Projects | | | |
| Ettrick Station Improvements - SOGR ① | \$11.5 | \$11.5 | - |
| Platform & Station Improvements - SOGR/ADA ① | 20.6 | 20.6 | - |
| S-Line 30% Design ① | 1.5 | 39.5 | 38.0 |
| S-Line 60% Design Grant Match | - | - | - |
| Management Reserve | 15.0 | 30.0 | 15.0 |
| Purchase of St. Julian's Yard: Amtrak Train Service Facility | 1.9 | 2.2 | 0.3 |
| Total I-95 Corridor Projects | \$50.5 | \$103.8 | \$53.3 |

① Previously included as a Capital Grant in FY23 Budget.

Funding for the Other Capital Projects consists of 6% federal grant contributions for Ettrick Station, 37% of Local Contributions for S-Line 30% Design, the remaining 53% is made up of VPRA funds. Figure 3 shows the breakdown of the sources of funding to be used for the budgeted expenditures from FY23 to FY30 and does not include prior year expenses.

**FIGURE 3: FY23-FY30 OTHER CAPITAL PROJECTS FUNDING BY SOURCE
\$103.8 M
(IN MILLIONS)**



EXECUTIVE SUMMARY

OPERATIONS

One of the core functions of VPRA is to provide intercity passenger rail service to the citizens of the Commonwealth. The operating budget includes the operational costs of the state sponsored intercity passenger rail service as well as the general and administrative costs to run the Authority.

As seen in Table 8, the FY24 operating budget is projected to increase by \$27.3M offset by additional revenues of \$14.0M. During FY23, ridership surpassed the pre-pandemic levels, and the Authority expects the trend to continue in the coming year as the pandemic recovery continues and the demand for travel returns. Further, VPRA added two new trains increasing capacity for Roanoke and Norfolk routes. The federal credits applied to Virginia passenger rail operations costs were exhausted in FY23, resulting in higher FY24 operations costs paid by VPRA. The other operating expenses increase is primarily due to increasing capital equipment maintenance and administrative costs.

**TABLE 8: SUMMARY OF FY24 OPERATIONS BUDGET
(IN MILLIONS)**

| Operations Category (in millions) | FY23 Budget | FY24 Budget | Change (\$) |
|--------------------------------------|----------------|----------------|----------------|
| Total Operating Revenues | \$62.7 | \$76.7 | \$14.0 |
| Train Operations | 90.0 | 107.4 | 17.4 |
| Other Operating Expenses ① | 22.1 | 25.6 | 3.5 |
| Administrative Budget | 10.2 | 16.6 | 6.4 |
| Total Operating Expense | 122.3 | 149.6 | 27.3 |
| Additional Funding Required | \$59.6 | \$72.9 | \$13.3 |

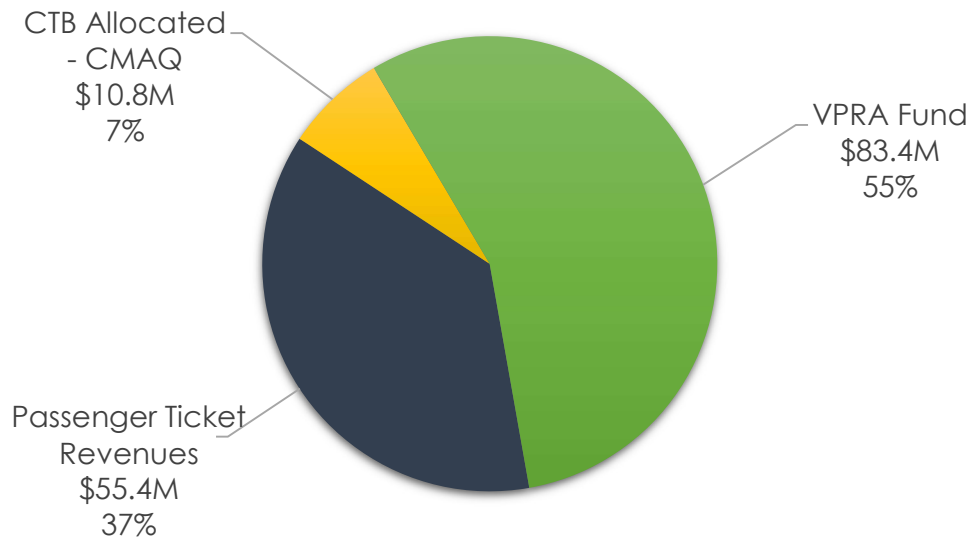
① Includes budget adjustments made through Delegated Authority.

The administrative costs are anticipated to rise from \$10.2M in FY23 to \$16.6M in FY24 as VPRA continues to establish the organization to execute the passenger rail program. The Authority expects to employ 70 average full-time employees during FY24 compared to 39 average full-time employees in FY23. Professional services are needed to supplement VPRA staff with specialized skill sets or to provide organizational stand-up assistance. Additionally, the increase reflects several one-time investments (Enterprise Resource Planning System, Program Management System, one-time Northern Virginia office set-up costs) that are anticipated to occur in FY24 as the organization continues to mobilize.

The operations expenditures are covered by three sources of revenue: passenger ticket revenues, CTB allocated CMAQ funds, and the VPRA dedicated share of the Commonwealth Rail Fund (CRF or VPRA fund). Figure 4 shows the breakdown of the sources of funding to be used for the FY24 budgeted expenditures. An overall cost recovery of 51% is expected from FY24 anticipated passenger ticket revenues.

EXECUTIVE SUMMARY

FIGURE 4: FY24 OPERATIONS FUNDING BY SOURCE
\$149.6 M
(IN MILLIONS)



EXECUTIVE SUMMARY

CAPITAL AND OPERATING GRANTS

Capital and Operating Grants consist of projects in which VPRRA provides capital funding to a third party (such as a Class I Railroad or local government) that executes design and construction utilizing their respective financial control systems. As evidenced by the annual expenditures in Table 9, the management of these grants is a significant responsibility for the Authority. In addition, VPRRA must fund several historical rail grants that are managed by the Department of Rail and Public Transit (DRPT). As part of the creation of VPRRA, historical rail cash balances of \$44.7M were transferred to VPRRA to assist with the cash flow needs of the acquisition of rail assets. \$22.0M of these funds have been deobligated by DRPT and reprogrammed on VPRRA projects. Of the remaining \$22.7M DRPT managed grants, \$22.6M are outstanding as of December 2022. If these projects do not proceed, VPRRA will retain the funds and the Board may allocate them at their discretion.

**TABLE 9: SUMMARY OF GRANTS EXPENDITURE FORECAST
(IN MILLIONS)**

| Capital and Operating Grant Category | FY23 | FY24 | FY25 | FY26 | FY27 | FY28 | FY29 | FY30 | Total VPRRA Budget FY23-FY30 |
|--------------------------------------|----------------|----------------|---------------|---------------|---------------|---------------|---------------|---------------|------------------------------|
| VPRA Managed Grants | \$121.9 | \$109.2 | \$76.3 | \$55.9 | \$29.3 | \$29.3 | \$29.6 | \$38.0 | \$489.5 |
| DRPT Managed Grants | 3.3 | 10.8 | 6.5 | 2.0 | - | - | - | - | 22.6 |
| Total | \$125.2 | \$120.0 | \$82.8 | \$57.9 | \$29.3 | \$29.3 | \$29.6 | \$38.0 | \$512.1 |

The grants can be divided into the following classifications:

VPRA Managed Grants: Most grants administered by the VPRRA are CTB allocated. Grantees apply through the CTB process and if awarded state funds, the VPRRA will be tasked with administering the passenger rail operations and infrastructure projects. In addition to CTB allocated grants, the VPRRA will administer historical grants transferred from prior rail programs and grants previously approved by the VPRRA Board. There are no newly recommended grants in the FY24 budget.

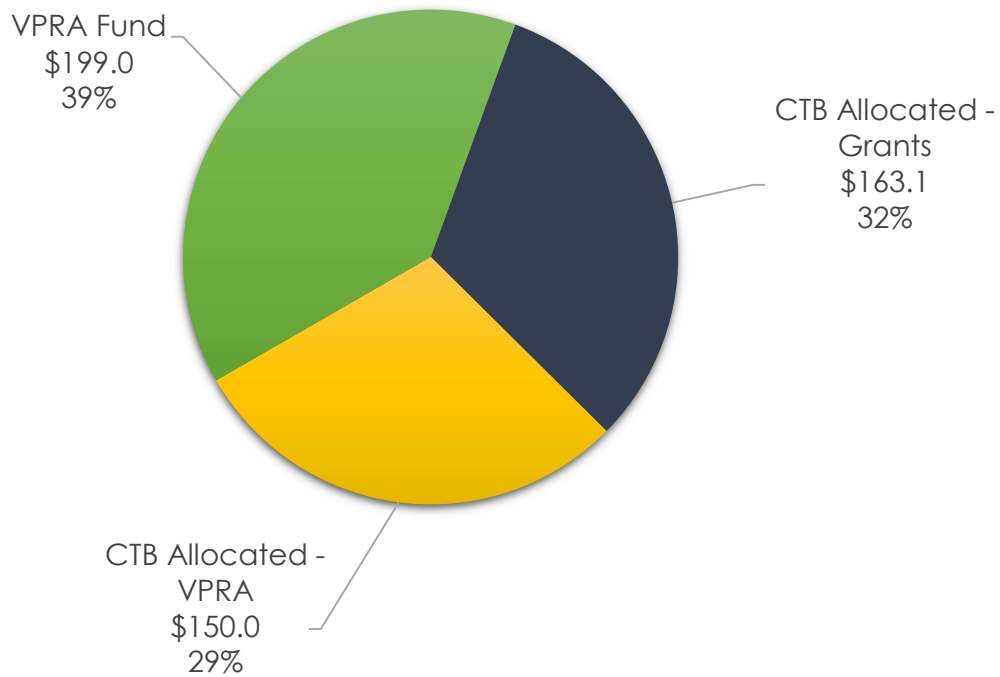
DRPT Managed Grants: Historical grants that continue to be administered by DRPT in accordance with the Board approved agreement between DRPT and VPRRA. Currently, \$22.6M of funds are obligated to DRPT managed grants.

The funding sources for Capital and Operating Grants are displayed in a manner that mirrors the award process. Grants allocated by the CTB consists of sources such as SMART SCALE, CMAQ or I-66 Concession Funds. As seen in Figure 5, CTB Allocated - Grants make up approximately 32% of grant expenditures from FY23-FY30. VPRRA will administer these grants on behalf of the CTB.

EXECUTIVE SUMMARY

Funding from the CTB Allocated-VPRA source, a 29% total, was added in FY22 to fund the Western Rail Corridor grants sponsored by VPRA. The remaining 39% of the sources for Capital and Operating Grants consists of \$199.0M of VPRA revenues and historical DRPT rail program funds. About one half of these funds will be used to pay for historical rail program grants assumed by VPRA, and the other half will cover grants approved by the VPRA Board beginning in FY21. Figure 5 shows the breakdown of the sources of funding to be used for the budgeted expenditures from FY23 to FY30 and does not include prior year expenses.

FIGURE 5: FY23-FY30 CAPITAL & OPERATING GRANT FUNDING BY SOURCE
\$512.1M
(IN MILLIONS)



EXECUTIVE SUMMARY

REVENUES

The largest funding sources for the Capital Projects and Capital and Operating Grants are the VPRA Fund Revenues, I-66 Inside the Beltway (ITB) Toll Funding, the Amtrak Capital Contribution, the CTB-Allocated funding (Priority Transportation Funds, I-95 Toll concessions, SMART SCALE, CMAQ), and 2020 Appropriations Act Funding. Since inception VPRA has collected over \$1B of these commitments to fund its capital program.

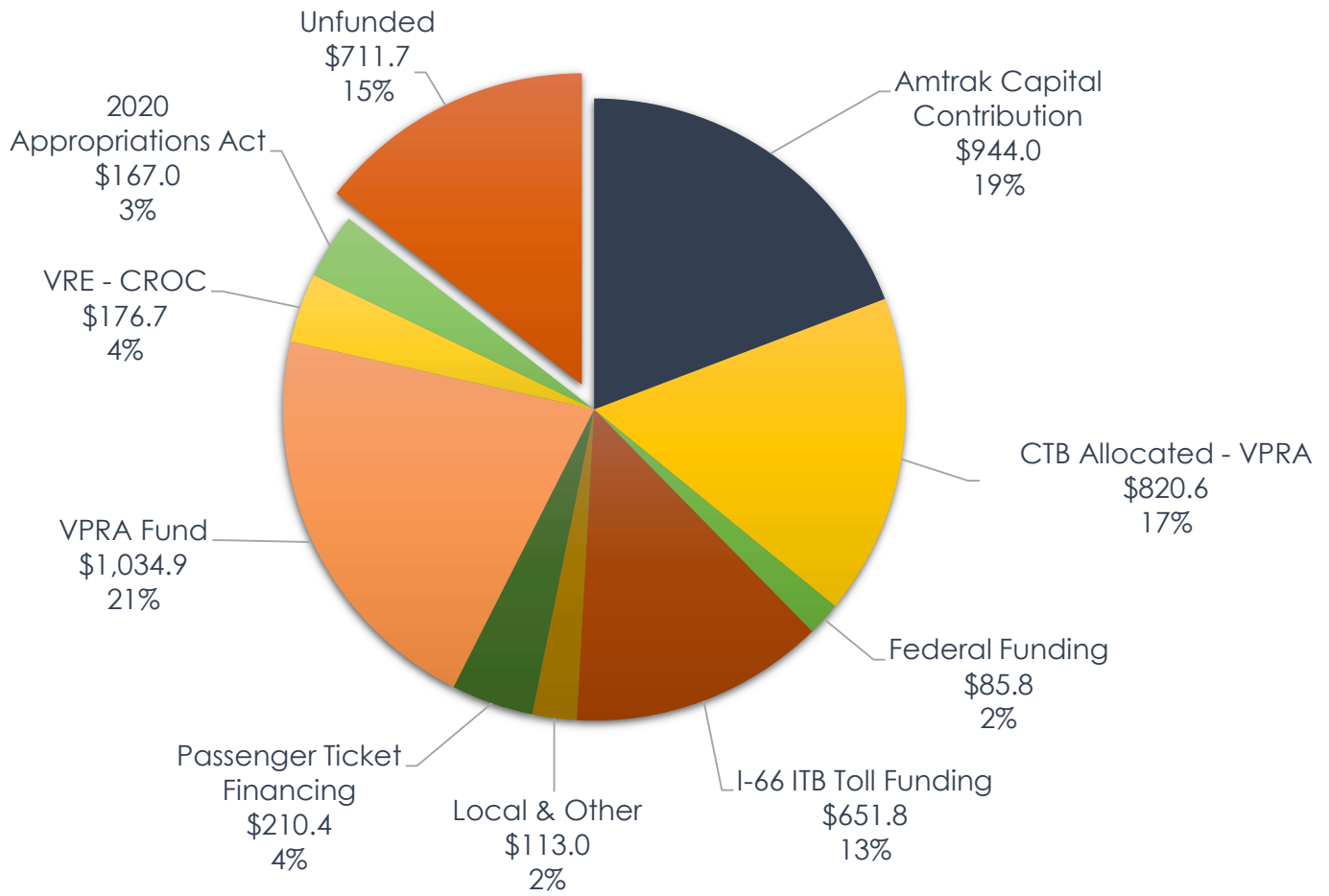
In addition to the numerous funding partners, the complexity of the funding model is heightened due to the inclusion of three debt financings, two of which are outstanding. The required timing and structure for the Passenger Ticket financing and the I-66 ITB Toll financing are actively assessed and adjusted as needed. In FY23, VRE completed the Commuter Rail Operating and Capital funds financing contributing \$119M to the VPRA capital plan.

Agreements are in place for several of the significant revenue sources, notably Amtrak and VRE. While other agreements still need to be finalized (mostly intergovernmental agreements related to the CTB allocated funds), it is important to note that the CTB has allocated funds through FY2023 and included planned allocations in its Six Year Improvement Plan for the VPRA initiatives.

At this time, there is a 15% gap in our financial plan. The Authority is actively working to identify sources of revenue in order to deliver all components of our capital program. The notable funding opportunities VPRA is advancing are Federal Transit Administration's Capital Investment Grant program and the Federal Railroad Administration's ongoing grant programs distributing Infrastructure Investment and Jobs Act funds. The financial plan will be updated with new sources of revenue once awarded. Figure 6 details the total capital project costs by funding source.

EXECUTIVE SUMMARY

FIGURE 6: TOTAL CAPITAL PROJECT COST BY SOURCE
\$4,915.9M
(IN MILLIONS)



The sources of funding under the direct control of the Authority consist of the dedicated Commonwealth Rail Funds (VPRA Fund) and the projected financing proceeds of the passenger ticket revenue stream. Table 10 shows the projected revenues of the VPRA 93% share of the Commonwealth Rail Fund through FY30 as well as the projected proceeds from leveraging the gross passenger ticket revenues planned for FY2025.

TABLE 10: REVENUE FORECAST
(IN MILLIONS)

| Description | FY23 | FY24 | FY25 | FY26 | FY27 | FY28 | FY29 | FY30 | Total |
|-----------------------------------|----------------|----------------|----------------|----------------|----------------|----------------|----------------|----------------|------------------|
| VPRA Revenues | 184.4 | 158.4 | 165.3 | 168.3 | 171.4 | 174.3 | 176.9 | 181.4 | 1,380.4 |
| Passenger Ticket Financing | - | - | 210.4 | - | - | - | - | - | 210.4 |
| Total | \$184.4 | \$158.4 | \$375.7 | \$168.3 | \$171.4 | \$174.3 | \$176.9 | \$181.4 | \$1,590.8 |

EXECUTIVE SUMMARY

ANNUAL BUDGET COMPARISON

The FY24 budget is detailed by the three budget classifications in Table 11, compared to the FY23 budget. The FY24 budget for VPRA includes an estimated total outlay of \$524.1M which represents a 14% decrease from FY23.

**TABLE 11: SUMMARY COMPARISON OF FY24 AND FY23 BUDGETS
(IN MILLIONS)**

| Budget Category | Adopted FY23 | FY24 | Change | |
|---------------------------------------|----------------|----------------|-----------------|-------------|
| | | | \$ | % |
| Operations ① | \$122.3 | \$149.6 | \$27.3 | 18% |
| Capital Projects | 286.9 | 282.9 | (4.0) | -1% |
| Capital & Operating Grants | 185.8 | 120.0 | (65.8) | -55% |
| Total | \$595.0 | \$524.1 | \$(70.9) | -14% |

① Includes budget adjustments made through Delegated Authority.

The Operations budget for FY24 increased primarily due to an increase in train operations expense of \$17.4M and other operations expenses of \$9.9M. Additionally, the federal COVID-19 relief credits applied by Amtrak against operational costs in prior years have been exhausted. The largest of the increases in train operations expenses are \$11.6M for NEC through credit expense and \$3.9M for fuel costs. Other operations expenses had increases in maintenance costs of \$2.0M and administrative costs of \$6.4M as VPRA continues to grow to meet its responsibilities to deliver rail services and projects. The revenues from the existing trains and the two new trains have been projected using historical data and Amtrak forecasts.

The Capital Projects budget decreased a minimal \$4M due to the final right-of-way acquisition outlays of \$125.0M in FY23, offset by a \$121M increase of FY24 project expenditures. The increase in planned project expenditures is the result of continued project development and engineering efforts to advance VPRA's program of capital projects.

Planned expenditures for Capital and Operating Grants decreased by \$65.8M in FY24. The decrease is primarily attributed to the Virginia Railway Express ('VRE') capital program which has delayed planned expenditures as they integrate their capital projects with the Transforming Rail Initiative. The planned expenditures for the Western Rail Corridor grants have shifted \$21.2M into FY24 offsetting the VRE Grant decrease.

The remaining sections of this summary further describe the details of the three budget categories and provide detailed information about the sources of funding for the activities of VPRA.

OPERATIONS BUDGET

- One year budget (FY2024)
- Anticipated expenditures using an accrual basis
- Two main elements:
 1. Passenger Train Operations
 2. Administrative Expenses

VIRGINIA PASSENGER RAIL AUTHORITY

OPERATIONS BUDGET

(IN MILLIONS)

| Operations Category | FY23 Budget | FY24 Budget | Change (\$) |
|---|----------------|----------------|----------------|
| Train Operating Revenues | | | |
| Train Revenue | \$33.1 | \$42.3 | \$9.2 |
| Food Service Revenue | 1.0 | 1.3 | 0.3 |
| Other Revenue | 0.6 | 1.0 | 0.4 |
| NEC Through Revenue | 28.0 | 32.1 | 4.1 |
| Total Operating Revenues | 62.7 | 76.7 | 14.0 |
| Train Operations Expenses ① | | | |
| Route Costs and Additives | 61.2 | 62.4 | 1.2 |
| Fuel Costs | 4.1 | 8.0 | 3.9 |
| NEC Through Credit Expense | 18.4 | 30.0 | 11.6 |
| Host Railroad Costs | 3.3 | 3.4 | 0.1 |
| Host RR Performance Incentives | 3.0 | 3.6 | 0.6 |
| Total Train Operations Expense | 90.0 | 107.4 | 17.4 |
| Other Operating Expenses | | | |
| Capital Equipment Maintenance | 6.7 | 8.7 | 2.0 |
| Bedford Amtrak Thruway Intercity Bus Connector | 0.4 | 0.4 | - |
| Amtrak Marketing | 0.9 | 0.9 | - |
| I-95 Corridor Maintenance of Way (VRE Access Rate) ② | 7.2 | 7.5 | 0.3 |
| Western Rail Maintenance of Way | 2.1 | 2.9 | 0.8 |
| Western Rail Access Fee | 3.7 | 3.8 | 0.1 |
| Insurance ③ | 1.1 | 1.4 | 0.3 |
| Administrative Budget | 10.2 | 16.6 | 6.4 |
| Total Operating Expenses | \$122.3 | \$149.6 | \$27.3 |
| Additional Funding Required | \$59.6 | \$72.9 | \$13.3 |
| <i>Federal Credits Applied to Train Operation Expense</i> | 4.4 | - | (4.4) |
| Total Operating Expenses (w/o Federal Credits) | \$126.7 | \$149.6 | \$22.9 |
| Overall Cost Recovery | 49% | 51% | 2% |
| Fully-Loaded Operations Costs ④ | | | |
| Depreciation & Amortization | 1.0 | 3.6 | 2.6 |
| Fully-Loaded Operations Costs | \$127.7 | \$153.2 | \$25.5 |
| Fully Loaded Cost Recovery | 49% | 50% | 1% |

① Train operations expenses have been ratably reduced by federal credits applied by Amtrak.

② Per CSX Agreement, VRE access rate covers VPRA track maintenance.

③ Includes budget adjustments made through Delegated Authority.

④ Depreciation & amortization is a non-cash expense recorded to ratably account for the capital infrastructure investments required to operate VPRA's passenger train service. The fully-loaded cost recovery includes this non-cash expense to illustrate the full cost of running the passenger train service.

VIRGINIA PASSENGER RAIL AUTHORITY
AMTRAK OPERATING REVENUES AND EXPENSES BY ROUTE
(IN MILLIONS)

| Train Operations Category | Route 46 - Roanoke - | Route 47 - Newport News - | Route 50 - Norfolk - | Route 51 - Richmond - | Total FY24 Budget |
|--|-------------------------|---------------------------------|-------------------------|--------------------------|----------------------|
| | 2 Trains | 2 Trains | 3 Trains | 1 Train | |
| Train Operating Revenues | | | | | |
| Train Revenue | \$13.1 | \$11.9 | \$14.7 | \$2.6 | \$42.3 |
| Food Service Revenue | 0.5 | 0.3 | 0.4 | 0.1 | 1.3 |
| Other Revenue | 0.3 | 0.3 | 0.3 | 0.1 | 1.0 |
| NEC Through Revenue | 9.8 | 7.8 | 11.0 | 3.5 | 32.1 |
| Total Operating Revenues | 23.7 | 20.3 | 26.4 | 6.3 | 76.7 |
| Train Operations Expenses | | | | | |
| Route Costs and Additives | 14.2 | 18.9 | 22.6 | 6.7 | 62.4 |
| Fuel Costs | 2.9 | 2.4 | 2.2 | 0.5 | 8.0 |
| NEC Through Credit Expense | 9.7 | 7.5 | 9.5 | 3.3 | 30.0 |
| Host Railroad Costs | 1.0 | 0.6 | 1.5 | 0.3 | 3.4 |
| Host RR Performance Incentives | 0.6 | 0.7 | 1.9 | 0.4 | 3.6 |
| Total Train Operations Expense | 28.4 | 30.1 | 37.7 | 11.2 | 107.4 |
| Capital Equipment Maintenance | 1.8 | 2.1 | 4.1 | 0.7 | 8.7 |
| Other Operating Expenses | 4.5 | 4.1 | 6.2 | 2.1 | 16.9 |
| Total Operations Cost per Route | \$34.7 | \$36.3 | \$48.0 | \$14.0 | \$133.0 |
| Net Operating Loss | (\$11.0) | (\$16.0) | (\$21.6) | (\$7.7) | (\$56.3) |

VIRGINIA PASSENGER RAIL AUTHORITY
OPERATIONS
USES & SOURCES
(IN MILLIONS)

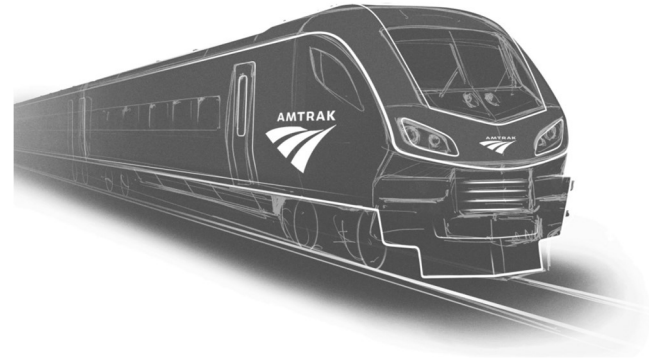
| | FY23 | FY24 |
|---------------------------|----------------|----------------|
| Total Uses | \$122.3 | \$149.6 |
| Passenger Ticket Revenues | 62.7 | 76.7 |
| CTB Allocated - CMAQ | 24.4 | 10.8 |
| VPRA Fund | 35.2 | 62.1 |
| Total Sources | \$122.3 | \$149.6 |

AMTRAK OPERATIONAL SUPPORT

DESCRIPTION:

Under Section 209 of the Passenger Rail Investment and Improvement Act of 2008 (“PRIIA”), Amtrak and partner states developed a methodology for allocating the operating costs of rail routes of not more than 750 miles outside of the Northeast Corridor (NEC) between Boston, MA and Washington, DC. This is today known as the PRIIA 209 Methodology. It provides the foundation of operating agreements between Amtrak and states for Amtrak state-supported services.

In Virginia, VPRA provides operational funding for state-supported intercity passenger routes. There are currently four routes, which consist of eight daily round-trip trains which start or end at a Virginia station. In July 2022 Virginia added two round trips, one each on the Roanoke and Norfolk routes, that resulted from the recent CSX and Norfolk Southern agreements. Virginia’s state sponsored services all continue north of Washington, D.C. on Amtrak’s Northeast Corridor (NEC) as far north as New York and Boston.



Project Benefit: The benefits of moving passengers on the rail system include less congestion on highways, more efficient fuel consumption, lowered greenhouse gas emissions, and reduced accidents. The cost avoidance associated with the shift from car to passenger rail is about 46 cents per passenger-mile of rail use, or about \$190M annually in Virginia. (Source: 2017 Virginia State Rail Plan)

| Project Description | FY23 (Millions) | FY24 (Millions) |
|----------------------------|--------------------|--------------------|
| Amtrak Operational Support | \$90.0 | \$107.4 |

AMTRAK CAPITAL EQUIPMENT MAINTENANCE

DESCRIPTION:

Under the PRIIA 209 operating agreement between Amtrak and VPRA for Virginia state-supported service, Amtrak provides capital equipment/rolling stock for Virginia's intercity passenger rail service. According to the PRIIA 209 Methodology, capital equipment maintenance fees are charged to the Commonwealth for use of Amtrak's capital equipment. The capital equipment maintenance fees include forecasted expenses to maintain a state of good repair on the Amtrak rolling stock fleet.

The locomotives, passenger cars, dining cars, and baggage cars leased to Virginia for state sponsored service make up a train consist and can vary according to each route and throughout the year. Virginia pays a capital equipment advance payment to Amtrak based on a units used forecast for the planned consist, and any maintenance efforts. Amtrak reports fleet maintenance activities quarterly. If estimated payments exceed or fall below actual charges, Amtrak will provide a credit or add charges to the following year's capital equipment maintenance fees.



Project Benefit: Capital Equipment Maintenance is paid towards use of Amtrak's equipment and other fixed assets ensures Virginia's access to Amtrak's passenger rail fleet for Virginia services. Under this arrangement, our payments support Amtrak in the operation and maintenance of their capital equipment, ensuring safe and convenient connections between Virginia and Northeast destinations.

| Project Description | FY23 (Millions) | FY24 (Millions) |
|--------------------------------------|--------------------|--------------------|
| Amtrak Capital Equipment Maintenance | \$6.7 | \$8.7 |

ADMINISTRATIVE BUDGET

DESCRIPTION:

The administrative budget for FY24 contemplates to the ongoing stand-up of the organization. The budget includes salaries and benefits for 70 Average FTE, up from 39 Average FTE in FY23. Professional support is needed to assist with the ongoing establishment of the Authority's policies and procedures, and other support functions. Software will be implemented for Enterprise Resource Planning, Project Management and Content Management to run the daily activities of the Authority. Additional office space in Northern Virginia will be acquired. Other Employee Costs will be incurred for incremental personnel, employee training and conferences, work travel to oversee projects, employee incentives such as a transit pass subsidy or tuition reimbursement, organizational memberships and licenses, continuing education, and recruiting costs.

| Expense Category | FY23 Budget | FY24 Budget | Change (\$) |
|-----------------------------|---------------------|---------------------|--------------------|
| Payroll & Benefits ① | \$7,390,000 | \$9,218,000 | \$1,828,000 |
| Professional Services | 1,010,000 | 3,645,000 | 2,635,000 |
| Information Technology ② | 831,000 | 1,390,000 | 559,000 |
| Building & Office Related ② | 531,000 | 1,472,000 | 941,000 |
| Other Employee Costs | 460,000 | 880,000 | 420,000 |
| Total | \$10,222,000 | \$16,605,000 | \$6,383,000 |

① \$4M of payroll & benefits costs are being charged to capital projects.

② Includes budget reclassification made through Delegated Authority.

| Project Description | FY23 (Millions) | FY24 (Millions) |
|-----------------------------------|-----------------|-----------------|
| VPRA Administrative Budget | \$10.2 | \$16.6 |

OTHER OPERATING EXPENSE

DESCRIPTION:

BEDFORD AMTRAK THRUWAY INTERCITY BUS CONNECTOR: VPRA will sponsor an Amtrak Thruway intercity bus connecting riders from Bedford, VA to Lynchburg, VA.

AMTRAK MARKETING: VPRA develops and implements a joint regional marketing and advertising plan in addition to the Amtrak corporate marketing efforts.

I-95 MAINTENANCE OF WAY: Cost to maintain rail infrastructure in the I-95 Corridor. Per the Comprehensive Rail Agreement, CSX will continue to maintain the I-95 corridor, excluding the Long Bridge Project and Franconia-Springfield Bypass, through VRE Access Payments until separation of passenger and freight trains can be achieved. VPRA will be responsible for maintenance costs related to the Long Bridge Project and Franconia-Springfield Bypass after those projects are constructed.

WESTERN RAIL MAINTENANCE OF WAY: Expenses to maintain owned rail infrastructure on V-line purchased of right-of-way.

WESTERN RAIL ACCESS FEE: Per-train-mile lease fee paid to Norfolk Southern for each new Amtrak train moved over Norfolk Sothern's Rail system.

INSURANCE: General liability coverage for the rail corridor owned by VPRA.

DEPRECIATION: This is a non-cash expense that has been included as it has a direct impact on operation returns. Rail Infrastructure and other capitalizable assets acquired or built by VPRA will be depreciated over their respective useful life.

| Project Description | FY23 (Millions) | FY24 (Millions) |
|--|--------------------|--------------------|
| Bedford Amtrak Thruway Intercity Bus Connector | \$0.4 | \$0.4 |
| Amtrak Marketing | \$0.9 | \$0.9 |
| I-95 Corridor Maintenance of Way (VRE Access Rate) | \$7.2 | \$7.5 |
| Western Rail Maintenance of Way | \$2.1 | \$2.9 |
| Western Rail Access Fee | \$3.7 | \$3.8 |
| Insurance | \$1.1 | \$1.4 |
| Depreciation & Amortization | \$1.0 | \$3.6 |

CAPITAL PROJECTS

- **Total Project Budget** – Estimated full project costs through completion of the project.
- **VPRA Project Budget** - Project costs to be included in VPRA program.
- **Potential Project Budget** – Projects and/or project costs not currently included in VPRA program.

I-95 CORRIDOR

VIRGINIA PASSENGER RAIL AUTHORITY

I-95 CORRIDOR CAPITAL PROJECTS

(IN MILLIONS)

| Project Description | Estimate Level | Expenses Incurred to Date | FY23 | FY24 | FY25 | FY26 | FY27 | FY28 | FY29 | FY30 | Total Project Budget | VPRA Project Budget | Potential Project Budget |
|--|----------------|---------------------------|----------------|----------------|----------------|----------------|----------------|----------------|----------------|----------------|----------------------|---------------------|--------------------------|
| I-95 Corridor | | | | | | | | | | | | | |
| Phase 1 Timeline | | | | | | | | | | | | | |
| Alexandria Fourth Track | 3 | \$3.1 | \$10.5 | \$53.7 | \$57.3 | \$57.3 | \$28.6 | - | - | - | \$210.5 | \$210.5 | - |
| Franconia to Lorton Third Track | 2 | 0.9 | 9.9 | 10.2 | 80.2 | 102.6 | 25.7 | - | - | - | 229.5 | 229.5 | - |
| Franconia-Springfield Bypass | 3 | 0.8 | 14.2 | 25.0 | 91.0 | 152.0 | 152.0 | - | - | - | 435.0 | 435.0 | - |
| Railroad Bridges over Newington Road | 2 | 0.2 | 1.8 | 1.8 | 13.9 | 17.7 | 4.4 | - | - | - | 39.8 | 39.8 | - |
| Richmond Layover Facility | 1 | 0.2 | 0.9 | 1.5 | 3.9 | 12.4 | 13.6 | 6.8 | - | - | 39.3 | 39.3 | - |
| King and Commonwealth Bridges | 1 | - | 1.8 | 8.0 | 26.2 | 19.7 | - | - | - | - | 55.7 | 55.7 | - |
| Potomac Creek Third Track South (Siding A) | 2 | 0.1 | 5.6 | 10.3 | 56.5 | 56.4 | 14.1 | - | - | - | 143.0 | 143.0 | - |
| Woodford to Milford Third Track (Siding B) | 2 | 0.1 | 3.3 | 6.2 | 45.6 | 30.0 | - | - | - | - | 85.2 | 85.2 | - |
| Hanover Third Track (Siding C) | 2 | 0.1 | 2.9 | 5.5 | 31.5 | 44.4 | - | - | - | - | 84.4 | 84.4 | - |
| Phase 2 Timeline | | | | | | | | | | | | | |
| Long Bridge | 2 | 14.9 | 29.9 | 57.8 | 333.7 | 417.4 | 407.2 | 407.2 | 407.2 | 203.7 | 2,279.0 | 1,889.7 | 389.3 |
| Neabsco Creek to Woodbridge Third Track (Siding D) | 2 | 0.1 | 0.1 | 0.1 | 0.1 | 4.4 | 5.6 | 38.9 | 51.1 | - | 100.4 | 8.5 | 91.9 |
| Aquia Creek Third Track (Siding E) | 2 | 0.1 | 0.1 | 0.1 | 0.1 | 3.6 | 13.2 | 41.6 | - | - | 58.8 | 5.4 | 53.4 |
| Crossroads Third Track (Siding F) | 2 | 0.1 | 0.1 | 0.1 | 0.1 | 4.6 | 6.1 | 39.6 | 52.1 | - | 102.8 | 10.0 | 92.8 |
| L'Enfant Fourth Track and Station Improvements | 1 | 0.1 | 0.3 | - | 2.0 | 8.1 | 8.1 | 4.1 | - | - | 22.7 | 22.7 | - |
| Railroad Bridges over Route 1 | 2 | 0.1 | 2.8 | 2.9 | 22.1 | 28.2 | 7.1 | - | - | - | 63.2 | 5.7 | 57.5 |
| Lorton to Route 1 Third Track | 2 | 0.1 | 1.1 | 1.3 | 8.0 | 10.2 | 2.6 | - | - | - | 23.3 | 2.2 | 21.1 |
| Other | | | | | | | | | | | | | |
| Other: CIG Grant | 7 | 0.2 | 1.7 | 1.2 | - | - | - | - | - | - | 3.1 | 3.1 | - |
| TRV Right of Way Acquisition | 7 | 400.0 | 125.0 | - | - | - | - | - | - | - | 525.0 | 525.0 | - |
| TRV Right of Way Transaction Costs | 7 | 12.4 | 7.5 | 7.5 | 4.4 | - | - | - | - | - | 31.8 | 31.8 | - |
| Total I-95 Corridor Projects | | \$433.6 | \$219.5 | \$193.2 | \$776.6 | \$969.0 | \$688.3 | \$538.2 | \$510.4 | \$203.7 | \$4,532.5 | \$3,826.5 | \$706.0 |

Estimate Level 1: Rough Order of Magnitude 2: Conceptual Design 3: 30% Design 4: 60% Design 5: Final Design 6: Construction 7: Explicit

VIRGINIA PASSENGER RAIL AUTHORITY
I-95 CORRIDOR CAPITAL PROJECTS
VPRA PROJECT BUDGET
(IN MILLIONS)

| Project Description | Project Phase | Expenses Incurred to Date | FY23 | FY24 | FY25 | FY26 | FY27 | FY28 | FY29 | FY30 | VPRA Project Budget |
|--|-------------------------------------|---------------------------|----------------|----------------|----------------|----------------|----------------|----------------|----------------|---------------|---------------------|
| I-95 Corridor Projects | | | | | | | | | | | |
| Phase 1 Timeline | | | | | | | | | | | |
| Alexandria Fourth Track | Full Project | \$3.1 | \$10.5 | \$53.7 | \$57.3 | \$57.3 | \$28.6 | - | - | - | \$210.5 |
| Franconia to Lorton Third Track | Full Project | 0.9 | 9.9 | 10.2 | 80.2 | 102.6 | 25.7 | - | - | - | 229.5 |
| Franconia-Springfield Bypass | Full Project | 0.8 | 14.2 | 25.0 | 91.0 | 152.0 | 152.0 | - | - | - | 435.0 |
| Railroad Bridges over Newington Road | Full Project | 0.2 | 1.8 | 1.8 | 13.9 | 17.7 | 4.4 | - | - | - | 39.8 |
| Richmond Layover Facility | Full Project | 0.2 | 0.9 | 1.5 | 3.9 | 12.4 | 13.6 | 6.8 | - | - | 39.3 |
| King and Commonwealth Bridges | Full Project | - | 1.8 | 8.0 | 26.2 | 19.7 | - | - | - | - | 55.7 |
| Potomac Creek Third Track South (Siding A) | Full Project | 0.1 | 5.6 | 10.3 | 56.5 | 56.4 | 14.1 | - | - | - | 143.0 |
| Woodford to Milford Third Track (Siding B) | Full Project | 0.1 | 3.3 | 6.2 | 45.6 | 30.0 | - | - | - | - | 85.2 |
| Hanover Third Track (Siding C) | Full Project | 0.1 | 2.9 | 5.5 | 31.5 | 44.4 | - | - | - | - | 84.4 |
| Phase 2 Timeline | | | | | | | | | | | |
| Long Bridge | Engineering Partial Construction | 14.9 | 29.9 | 57.8 | 333.7 | 417.4 | 407.2 | 407.2 | 147.7 | 73.9 | 1,889.7 |
| Neabsco Creek to Woodbridge Third Track (Siding D) | Engineering | 0.1 | 0.1 | 0.1 | 0.1 | 3.9 | 4.0 | 0.2 | - | - | 8.5 |
| Aquia Creek Third Track (Siding E) | Engineering | 0.1 | 0.1 | 0.1 | 0.1 | 3.2 | 1.8 | - | - | - | 5.4 |
| Crossroads Third Track (Siding F) | Engineering | 0.1 | 0.1 | 0.1 | 0.1 | 4.0 | 5.4 | 0.2 | - | - | 10.0 |
| L'Enfant Fourth Track and Station Improvements | Full Project | 0.1 | 0.3 | - | 2.0 | 8.1 | 8.1 | 4.1 | - | - | 22.7 |
| Railroad Bridges over Route 1 | Engineering | 0.1 | 2.5 | 2.5 | 0.6 | - | - | - | - | - | 5.7 |
| Lorton to Route 1 Third Track | Engineering | 0.1 | 1.0 | 0.9 | 0.2 | - | - | - | - | - | 2.2 |
| Other | | | | | | | | | | | |
| Other: CIG Grant | Full Project | 0.2 | 1.7 | 1.2 | - | - | - | - | - | - | 3.1 |
| TRV Right of Way Acquisition | Full Project | 400.0 | 125.0 | - | - | - | - | - | - | - | 525.0 |
| TRV Right of Way Transaction Costs | Full Project | 12.4 | 7.5 | 7.5 | 4.4 | - | - | - | - | - | 31.8 |
| Total Budgeted I-95 Corridor Projects | | \$433.6 | \$219.1 | \$192.4 | \$747.3 | \$929.1 | \$664.9 | \$418.5 | \$147.7 | \$73.9 | \$3,826.5 |

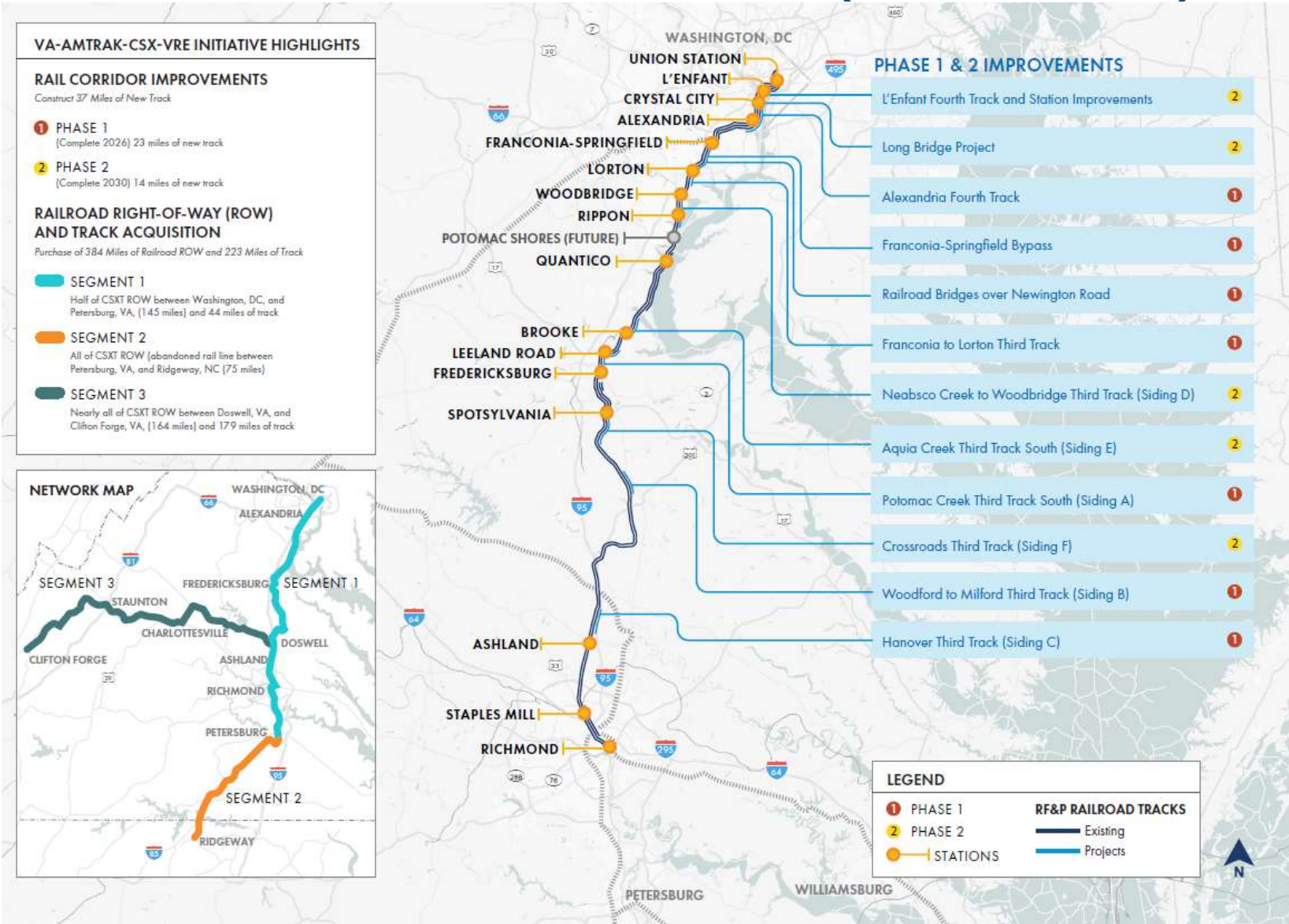
VIRGINIA PASSENGER RAIL AUTHORITY
I-95 CORRIDOR CAPITAL PROJECTS
POTENTIAL PROJECT BUDGET
(IN MILLIONS)

| Project Description | Project Phase | FY23 | FY24 | FY25 | FY26 | FY27 | FY28 | FY29 | FY30 | Potential Project Budget |
|---|----------------------|--------------|--------------|---------------|---------------|---------------|----------------|----------------|----------------|--------------------------|
| I-95 Corridor Projects | | | | | | | | | | |
| Phase 2 Timeline | | | | | | | | | | |
| Long Bridge | Partial Construction | - | - | - | - | - | - | \$259.5 | \$129.8 | \$389.3 |
| Neabsco Creek to Woodbridge Third Track (Siding D) | Construction | - | - | - | 0.5 | 1.6 | 38.7 | 51.1 | - | 91.9 |
| Aquia Creek Third Track (Siding E) | Construction | - | - | - | 0.4 | 11.4 | 41.6 | - | - | 53.4 |
| Crossroads Third Track (Siding F) | Construction | - | - | - | 0.6 | 0.7 | 39.4 | 52.1 | - | 92.8 |
| Railroad Bridges over Route 1 | Construction | 0.3 | 0.4 | 21.5 | 28.2 | 7.1 | - | - | - | 57.5 |
| Lorton to Route 1 Third Track | Construction | 0.1 | 0.4 | 7.8 | 10.2 | 2.6 | - | - | - | 21.1 |
| Total Potential I-95 Corridor Projects | | \$0.4 | \$0.8 | \$29.3 | \$39.9 | \$23.4 | \$119.7 | \$362.7 | \$129.8 | \$706.0 |

VIRGINIA PASSENGER RAIL AUTHORITY
I-95 CORRIDOR CAPITAL PROJECTS
USES & SOURCES
(IN MILLIONS)

| | FY23 | FY24 | FY25 | FY26 | FY27 | FY28 | FY29 | FY30 | Total FY23 - FY30 | Total Sources % |
|-----------------------------|----------------|----------------|----------------|----------------|----------------|----------------|----------------|----------------|----------------------|-----------------------|
| Total Uses | \$219.1 | \$192.4 | \$747.3 | \$929.1 | \$664.9 | \$418.5 | \$147.7 | \$73.9 | \$3,392.9 | |
| 2020 Appropriations Act | 41.8 | 41.7 | - | - | - | - | - | - | 83.5 | 3% |
| Amtrak Capital Contribution | 21.0 | 48.3 | 123.0 | 169.1 | 188.0 | 199.1 | 100.0 | 94.0 | 942.5 | 28% |
| CTB Allocated - VPRA | 7.3 | 23.4 | 142.0 | 251.0 | 44.7 | 47.5 | 47.1 | 47.1 | 610.1 | 18% |
| Federal Funding | 4.0 | 22.2 | 33.2 | 10.0 | 10.0 | - | - | - | 79.4 | 2% |
| I-66 ITB Toll Funding | - | - | - | 325.9 | 325.9 | - | - | - | 651.8 | 19% |
| Local & Other | - | - | 11.5 | 11.5 | 20.0 | 32.0 | - | - | 75.0 | 2% |
| Passenger Ticket Financing | - | - | 210.4 | - | - | - | - | - | 210.4 | 6% |
| VRE - CROC | 126.7 | 5.1 | 7.4 | 7.5 | 7.5 | 7.5 | 7.5 | 7.5 | 176.7 | 5% |
| VPRA Fund | 18.3 | 51.7 | 219.8 | 154.1 | 68.8 | 50.8 | - | - | 563.5 | 17% |
| Programed Sources | \$219.1 | \$192.4 | \$747.3 | \$929.1 | \$664.9 | \$336.9 | \$154.6 | \$148.6 | \$3,392.9 | |
| Short-Term Financing | - | - | - | - | - | 81.6 | (6.9) | (74.7) | - | |
| Total Sources | \$219.1 | \$192.4 | \$747.3 | \$929.1 | \$664.9 | \$418.5 | \$147.7 | \$73.9 | \$3,392.9 | |

I-95 CORRIDOR CAPITAL PROJECTS (RF&P, SEGMENT 1)



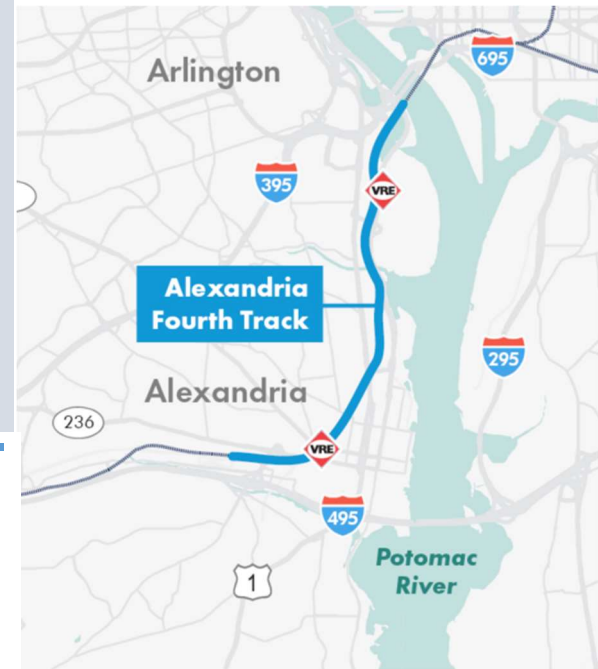
ALEXANDRIA FOURTH TRACK

PROJECT DESCRIPTION:

The Alexandria Fourth Track project will design and construct 6.0 miles of fourth track between the AF (Alexandria) and RO (Rosslyn) Interlockings. At the AF Interlocking three tracks from the VRE Fredericksburg Line and two tracks from the VRE Manassas line converge into three tracks, causing a bottleneck. The new track will be coordinated with the Crystal City Station and Alexandria Station Improvements performed by Virginia Railway Express. This project received a \$45M FASTLANE grant from US DOT. Once completed, CSX will convey an existing track on the west to Virginia, giving two tracks on the west side to Virginia, and two tracks on the east side to CSX.

PROJECT STATUS: FINAL DESIGN

Project Benefit: The construction of the Alexandria Fourth Track Project will improve the efficiency and reliability of rail operations to support the planned growth of freight, passenger and commuter rail traffic in Northern Virginia and the southeastern states. The Project establishes an initial 2-track corridor for both freight and passenger which, when integrated with the planned Long Bridge construction and 4-track corridor through Washington, D.C., creates the opportunity to separate freight and passenger rail service.



| Project Description (\$ in millions) | Expenses Incurred to Date | FY23 | FY24 | FY25 | FY26 | FY27 | FY28 | FY29 | FY30 | Total Project Budget |
|---|---------------------------------|------|------|------|------|------|------|------|------|----------------------------|
| Alexandria Fourth Track | \$3.1 | 10.5 | 53.7 | 57.3 | 57.3 | 28.6 | - | - | - | \$210.5 |

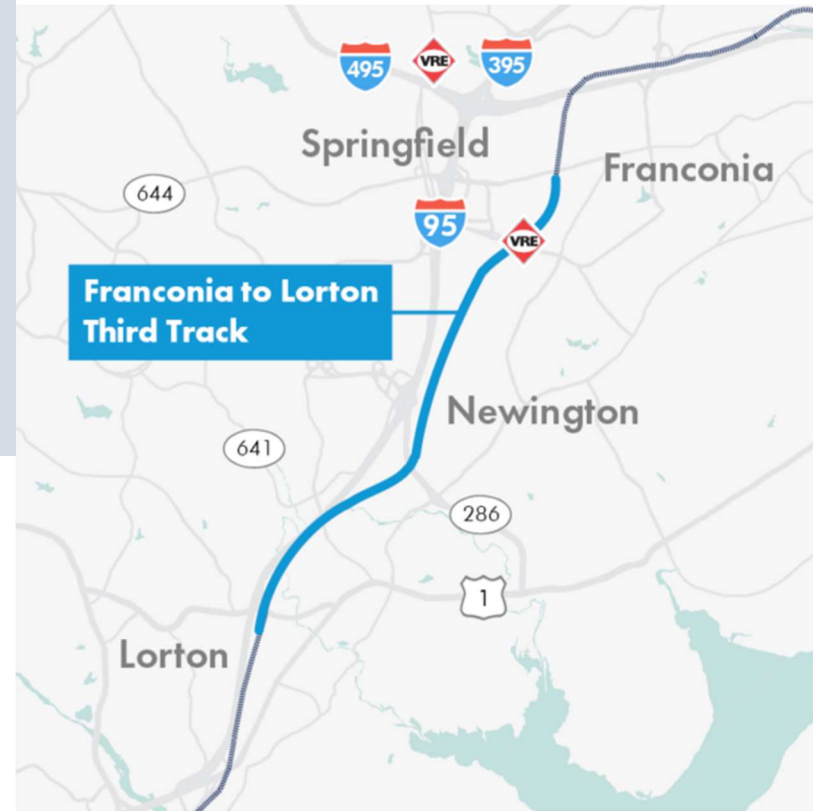
FRANCONIA TO LORTON THIRD TRACK

PROJECT DESCRIPTION:

The Franconia to Lorton Third Track project is an approximately 6-mile segment that will extend the existing 3rd track between Alexandria and Franconia down to the Lorton Interlocking. This segment involves at-grade track improvements to accommodate the Franconia-Springfield Bypass bridge and new railroad bridges over Pohick Creek and Accotink Creek without impacts to existing bridge structures.

PROJECT STATUS: ENTERING FINAL DESIGN

Project Benefit: The Franconia to Lorton Third Track will alleviate a major bottleneck in the Commonwealth and will remove up to 26 conflicts per day between passenger and freight trains crossing tracks as they enter or exit the Long Bridge Corridor that leads from Franconia through Fairfax County, Alexandria, and Arlington to the District of Columbia. The Project will add capacity and further improve the reliability of both freight and passenger rail.



| Project Description (\$ in millions) | Expenses Incurred to Date | FY23 | FY24 | FY25 | FY26 | FY27 | FY28 | FY29 | FY30 | Total Project Budget |
|---|---------------------------------|------|------|------|-------|------|------|------|------|----------------------------|
| Franconia to Lorton Third Track | \$0.9 | 9.9 | 10.2 | 80.2 | 102.6 | 25.7 | - | - | - | \$229.5 |

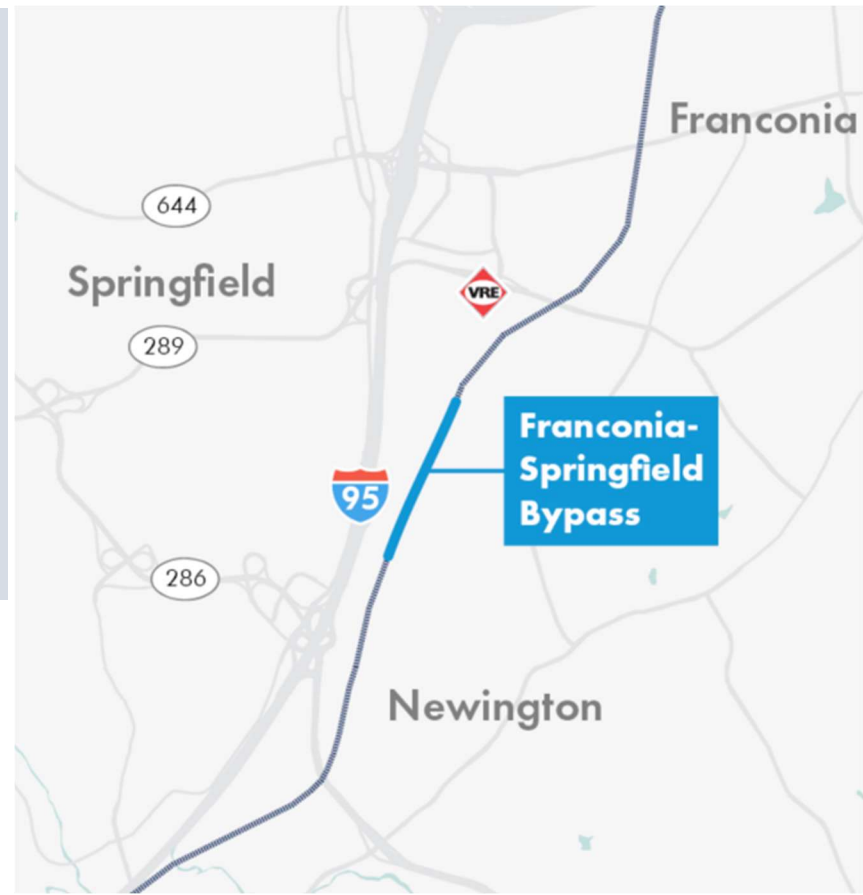
FRANCONIA-SPRINGFIELD BYPASS

PROJECT DESCRIPTION:

The Franconia-Springfield Bypass project, just south of Franconia-Springfield Station, will allow passenger trains to crossover to serve stations on the west side of the railroad corridor when traveling north of Franconia, and on the east side of the rail corridor when traveling south of the Franconia-Springfield Station. Project construction involves a single track on a bypass bridge with accommodations for a future second track. This project received \$22.9M of local funding from NVT A.

PROJECT STATUS: CONCEPTUAL DESIGN

Project Benefit: The Bypass Project will allow passenger trains to reduce conflict with freight trains when passenger trains cross the corridor to serve VRE stations on the west side (north of Franconia) and on the east side (south of Franconia).



| Project Description (\$ in millions) | Expenses Incurred to Date | FY23 | FY24 | FY25 | FY26 | FY27 | FY28 | FY29 | FY30 | Total Project Budget |
|---|---------------------------------|------|------|------|-------|-------|------|------|------|----------------------------|
| Franconia-Springfield Bypass | \$0.8 | 14.2 | 25.0 | 91.0 | 152.0 | 152.0 | - | - | - | \$435.0 |

RAILROAD BRIDGES OVER NEWINGTON ROAD

PROJECT DESCRIPTION:

The Railroad Bridges over Newington Road project replaces an existing two-track bridge and constructs an additional two track bridge over Newington Road in Fairfax County, which is a down-payment on an eventual 4-track corridor from Washington to Spotsylvania. The existing 1-lane road underpass under the rail bridge is a choke point for Newington Road, and the rail project has been expanded in scope to widen the rail span to accommodate a two-lane road under the rail bridge. Since it is a project with rail and road benefits, this project is jointly funded by VPRRA and VDOT and was awarded a \$14.4M federal State of Good Repair Grant by the Federal Railroad Administration in 2020.

PROJECT STATUS: CONCEPTUAL DESIGN

Project Benefit: The Railroad Bridges over Newington Road project will increase rail capacity in accordance with current and future Transforming Rail in Virginia program goals and increase the horizontal clearance of the bridges to allow Fairfax County to expand roadway configurations per their comprehensive plan.



| Project Description (\$ in millions) | Expenses Incurred to Date | FY23 | FY24 | FY25 | FY26 | FY27 | FY28 | FY29 | FY30 | Total Project Budget |
|---|---------------------------------|------|------|------|------|------|------|------|------|----------------------------|
| Railroad Bridges over Newington Road | \$0.2 | 1.8 | 1.8 | 13.9 | 17.7 | 4.4 | - | - | - | \$39.8 |

RICHMOND LAYOVER FACILITY

PROJECT DESCRIPTION:

The project includes the planning, design, permitting, and construction of a Layover Facility and tracks for the storage and light servicing of existing Amtrak trains serving Main Street Station that are currently stored at the Staples Mill Station. It will also service future trains that will begin service at the end of Phase 1 and Phase 2 in 2026 and 2030. This project is required as part of the Rail Agreement with CSX, as it will reduce rail congestion in and near CSX's Acca yard between Staples Mill and Main Street Stations. VPRa is working with CSX, Amtrak, and others to select a preferred site for the facility.



PROJECT STATUS: PROJECT DEVELOPMENT

Project Benefit: This project will improve service reliability as well as station access and customer convenience by reducing the current deadhead moves that are delayed by conflicts with freight operations.

| Project Description (\$ in millions) | Expenses Incurred to Date | FY23 | FY24 | FY25 | FY26 | FY27 | FY28 | FY29 | FY30 | Total Project Budget |
|---|---------------------------------|------|------|------|------|------|------|------|------|----------------------------|
| Richmond Layover Facility | \$0.2 | 0.9 | 1.5 | 3.9 | 12.4 | 13.6 | 6.8 | - | - | \$39.3 |

KING AND COMMONWEALTH BRIDGES

PROJECT DESCRIPTION:

This project includes funding for final design activities to replace the railroad bridges over King Street and Commonwealth Avenue in the City of Alexandria. The bridge replacement design will be closely coordinated with the Alexandria 4th Track project and with the adjacent VRE Alexandria Station project.

PROJECT STATUS: FINAL DESIGN

Project Benefit: The replacement of the King and Commonwealth railroad bridges will extend the bridge life duration and reduce maintenance needs. The new bridges will improve safety by providing walkways for emergency egress and by achieving VDOT minimum vertical clearance dimensions under the bridges, reducing the risk of bridge strikes.



| Project Description (\$ in millions) | Expenses Incurred to Date | FY23 | FY24 | FY25 | FY26 | FY27 | FY28 | FY29 | FY30 | Total Project Budget |
|---|---------------------------------|------|------|------|------|------|------|------|------|----------------------------|
| King and Commonwealth | - | 1.8 | 8.0 | 26.2 | 19.7 | - | - | - | - | \$55.7 |

RICHMOND TO D.C. SIDINGS – PHASE 1 (SIDINGS A, B, AND C)

PROJECT DESCRIPTION:

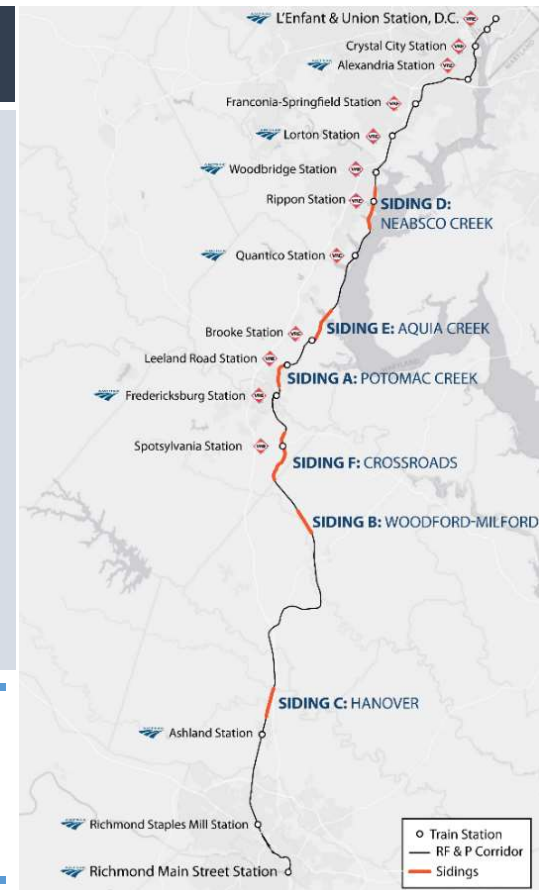
Sidings are the beginnings of what will eventually become a dedicated 3rd track in future Phases 3 & 4 from Alexandria to Spotsylvania. In Phase I, sidings are strategically located to allow freight and passenger trains to utilize the sidings and fluidly move traffic through the corridor between Washington, D.C. and Richmond.

- Siding A is located at Potomac Creek near Leeland Station.
- Siding B is located at Milford in Caroline County.
- Siding C is located in Hanover County north of Ashland.

Each siding is between 2-4 miles in length.

PROJECT STATUS: CONCEPTUAL DESIGN

Project Benefit: These improvements will increase network fluidity and reduce delays due to passenger and freight train interference and lay the groundwork for a dedicated third track from Alexandria to Spotsylvania.



| Project Description (\$ in millions) | Expenses Incurred to Date | FY23 | FY24 | FY25 | FY26 | FY27 | FY28 | FY29 | FY30 | Total Project Budget |
|---|---------------------------------|------|------|-------|-------|------|------|------|------|----------------------------|
| Richmond to DC Sidings - Phase 1 | \$0.3 | 11.8 | 22.0 | 133.6 | 130.8 | 14.1 | - | - | - | \$312.6 |

LONG BRIDGE

PROJECT DESCRIPTION:

The existing Long Bridge is a CSX owned two-track 100-year-old railroad bridge spanning the Potomac River and connecting Virginia and Washington, D.C. The planned capacity expansion of the Long Bridge involves construction of a publicly owned new two-track bridge adjacent to the existing bridge. The new Long Bridge for passenger rail consists of 1.8 miles of proposed improvements including eight rail bridges and two pedestrian structures over the Potomac River and DC roadways. Annually, up to 1.3 million Amtrak passengers and 4.5 million VRE commuters traverse the Long Bridge, which operates at 98% capacity during peak hours

Project Benefit: The project will remove a key rail bottleneck on the East Coast and enable the addition of more rail service. The new two-track Long Bridge capacity will accommodate annual benefits of 18,000 new freight and passenger train crossings, or up to 1 million trucks and 5 million cars diverted from highways, as well as reduced roadway accidents.

PROJECT STATUS: PRELIMINARY ENGINEERING



| Project Description (\$ in millions) | Expenses Incurred to Date | FY23 | FY24 | FY25 | FY26 | FY27 | FY28 | FY29 | FY30 | Total |
|---|---------------------------------|---------------|---------------|----------------|----------------|----------------|----------------|----------------|----------------|------------------|
| VPRa Project Budget | 14.9 | 29.9 | 57.8 | 333.7 | 417.4 | 407.2 | 407.2 | 147.7 | 73.9 | \$1,889.7 |
| Potential Project Budget | - | - | -- | - | - | - | - | 259.5 | 129.8 | \$389.3 |
| Total Long Bridge | \$14.9 | \$29.9 | \$57.8 | \$333.7 | \$417.4 | \$407.2 | \$407.2 | \$407.2 | \$203.7 | \$2,279.0 |

RICHMOND TO D.C. SIDINGS – PHASE 2 (SIDINGS D, E, AND F)

PROJECT DESCRIPTION:

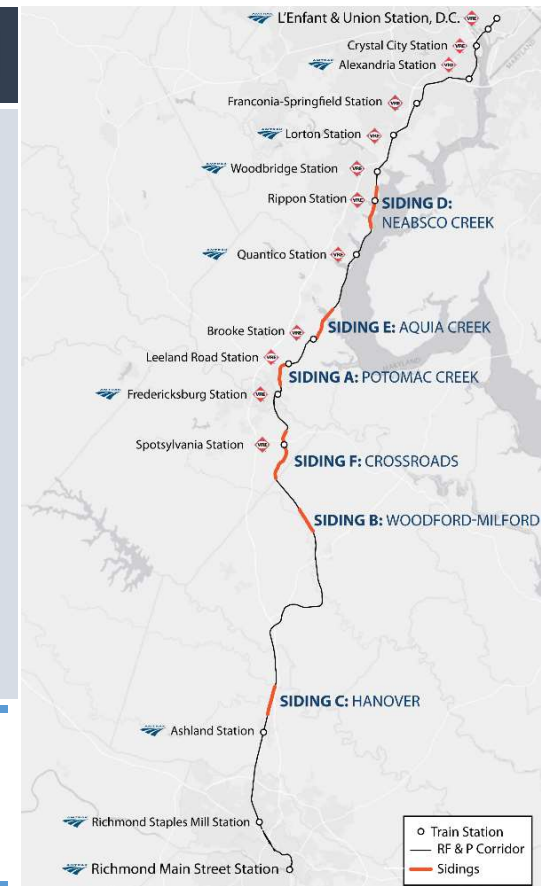
The Sidings projects are the beginnings of what will eventually become a dedicated 3rd track in future Phases 3 & 4 from Alexandria to Spotsylvania. In Phase 2, sidings are strategically located to allow freight and passenger trains to utilize the sidings and fluidly move traffic through the corridor between Washington, D.C. and Richmond.

- Siding D is located at Neabsco Creek south of Rippon.
- Siding E is located at Aquia Creek north of Brook Station.
- Siding F is located at Crossroads south of Spotsylvania Station.

Each siding is between 2-4 miles in length.

PROJECT STATUS: CONCEPTUAL DESIGN

Project Benefit: These improvements will increase network fluidity, reduce delays due to passenger and freight train interference, and lay the groundwork for an dedicated third track from Alexandria to Spotsylvania.



| Project Description (\$ in millions) | Expenses Incurred to Date | FY23 | FY24 | FY25 | FY26 | FY27 | FY28 | FY29 | FY30 | Total |
|---|---------------------------------|--------------|--------------|--------------|---------------|---------------|----------------|----------------|------|----------------|
| VPRA Project Budget | 0.3 | 0.3 | 0.3 | 0.3 | 11.1 | 11.2 | 0.4 | - | - | \$23.9 |
| Potential Project Budget | - | - | - | - | 1.5 | 13.7 | 119.7 | 103.2 | - | \$238.1 |
| Total Richmond to DC Sidings - Phase 2 | \$0.3 | \$0.3 | \$0.3 | \$0.3 | \$12.6 | \$24.9 | \$120.1 | \$103.2 | - | \$262.0 |

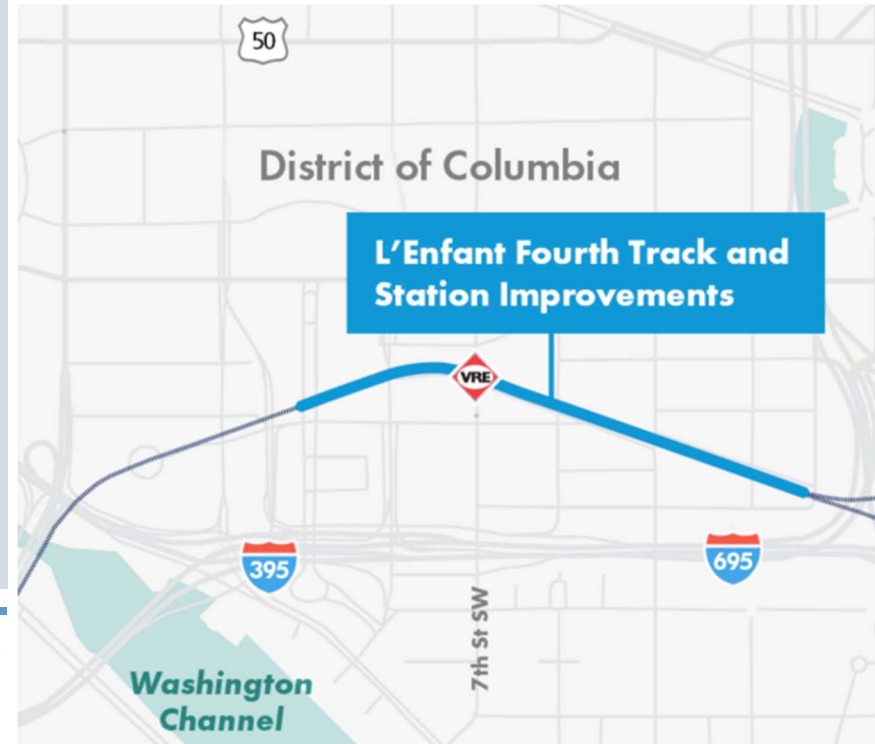
L'ENFANT FOURTH TRACK AND STATION IMPROVEMENTS

PROJECT DESCRIPTION:

VRE will lead the planning, design, permitting, and construction of an expanded VRE L'Enfant station at VRE's busiest station. It will also construct an additional mainline track between the Virginia (VA) and L'Enfant (LE) interlockings in Washington, DC. The expanded station will enable simultaneous boarding of two full-length trains. After construction, the station infrastructure will be owned by VRE and the track infrastructure will be owned by VPRA. VPRA is only funding a portion of the full \$111 million project, with VRE funding the remainder. The project must be coordinated with the Long Bridge project.

PROJECT STATUS: CONCEPTUAL DESIGN, NEPA

Project Benefit: This project will improve service reliability as well as station access and customer convenience by doubling the number of platforms serving passenger trains.



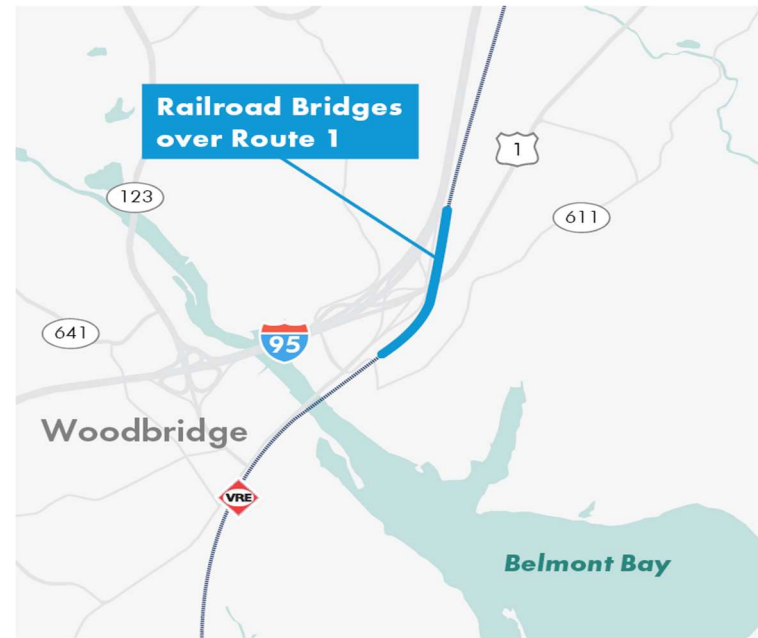
| Project Description (\$ in millions) | Expenses Incurred to Date | FY23 | FY24 | FY25 | FY26 | FY27 | FY28 | FY29 | FY30 | Total Project Budget |
|---|---------------------------------|------|------|------|------|------|------|------|------|----------------------------|
| L'Enfant Fourth Track and Station Improvements | \$0.1 | 0.3 | - | 2.0 | 8.1 | 8.1 | 4.1 | - | - | \$22.7 |

RAILROAD BRIDGES OVER ROUTE 1

PROJECT DESCRIPTION:

The Railroad Bridges over Route 1 project in Fairfax County involves the replacement of the existing two-track rail bridge and the construction of a new two-track rail bridge on the west side of the existing tracks over Route 1. The improvements will not only accommodate a total of four tracks that are a down payment on a four-track corridor from Washington, DC to Spotsylvania, but the scope of the project has been expanded to allow for increased vertical and horizontal space under the rail bridges for future Route 1 expansion that will include lanes for a Bus Rapid Transit Project. Therefore, this project is jointly funded among VPRA, VDOT, and Fairfax County.

PROJECT STATUS: CONCEPTUAL DESIGN



Project Benefit: These improvements will increase rail capacity in accordance with current and future Transforming Rail in Virginia program goals and increase the horizontal clearance of the bridges to allow Fairfax County to expand roadway configurations for the benefit of multi-modal forms of transportation.

| Project Description (\$ in millions) | Expenses Incurred to Date | FY23 | FY24 | FY25 | FY26 | FY27 | FY28 | FY29 | FY30 | Total |
|---|---------------------------------|--------------|--------------|---------------|---------------|--------------|------|------|------|---------------|
| VPRA Project Budget | 0.1 | 2.5 | 2.5 | 0.6 | - | - | - | - | - | \$5.7 |
| Potential Project Budget | - | 0.3 | 0.4 | 21.5 | 28.2 | 7.1 | - | - | - | \$57.5 |
| Railroad Bridges over Route 1 | \$0.1 | \$2.8 | \$2.9 | \$22.1 | \$28.2 | \$7.1 | - | - | - | \$63.2 |

LORTON TO ROUTE 1

PROJECT DESCRIPTION:

The Lorton to Route 1 Third Track project will add approximately 1.2 miles of third track between the southern limit of the Franconia to Lorton Third Track project and the northern limit of the Railroad Bridges over Route 1 project, completing a continuous three-track corridor between Alexandria and Route 1.

PROJECT STATUS: CONCEPTUAL DESIGN



Project Benefit: The project will increase network fluidity and reduce delays due to passenger and freight train interference.

| Project Description (\$ in millions) | Expenses Incurred to Date | FY23 | FY24 | FY25 | FY26 | FY27 | FY28 | FY29 | FY30 | Total |
|---|---------------------------------|--------------|--------------|--------------|---------------|--------------|------|------|------|---------------|
| VPRA Project Budget | 0.1 | 1.0 | 0.9 | 0.2 | - | - | - | - | - | \$2.2 |
| Potential Project Budget | - | 0.1 | 0.4 | 7.8 | 10.2 | 2.6 | - | - | - | \$21.1 |
| Lorton to Route 1 | \$0.1 | \$1.1 | \$1.3 | \$8.0 | \$10.2 | \$2.6 | - | - | - | \$23.3 |

OTHER TRANSFORMING RAIL IN VIRGINIA INFRASTRUCTURE IMPROVEMENTS

PROJECT DESCRIPTION:

There are a limited number of projects that are not necessary to complete as part of the agreements with CSX and Norfolk Southern, but that are beneficial to the overall rail network in Virginia. These projects include 1) funding to administer the FTA's Capital Investment Grant (CIG) process, and 2) funding that will include any environmental clearance necessary for the CIG process.

Project Benefit: The Alexandria Storage Tracks will allow VRE to store existing and new trainsets that will be needed as part of the VRE service increases as part of the Transforming Rail in Virginia initiative. The funding to administer the FTA's CIG Grant will allow VPRA to progress through the FTA's two-year Project Development process.

| Project Description (\$ in millions) | Expenses Incurred to Date | FY23 | FY24 | FY25 | FY26 | FY27 | FY28 | FY29 | FY30 | Total Project Budget |
|---|---------------------------------|------|------|------|------|------|------|------|------|----------------------------|
| Other TRV Infrastructure Improvements | \$0.2 | 1.7 | 1.2 | - | - | - | - | - | - | \$3.1 |

WESTERN RAIL CORRIDOR

VIRGINIA PASSENGER RAIL AUTHORITY

WESTERN RAIL CORRIDOR CAPITAL PROJECTS

(IN MILLIONS)

| Project Description | Estimate Level | Expenses Incurred to Date | FY23 | FY24 | FY25 | FY26 | FY27 | FY28 | FY29 | FY30 | Total Project Budget | VPRA Project Budget | Potential Project Budget |
|---|----------------|---------------------------|---------------|---------------|---------------|---------------|---------------|--------------|--------------|--------------|----------------------|---------------------|--------------------------|
| Western Rail Corridor | | | | | | | | | | | | | |
| New River Valley Platform & Track Improvements | 1 | \$0.2 | \$3.1 | \$14.2 | \$25.4 | \$24.6 | \$18.0 | - | - | - | \$85.5 | \$85.5 | - |
| V-Line Tunnels | 1 | - | 3.1 | 16.0 | 16.4 | 12.4 | - | - | - | - | 47.9 | 47.9 | - |
| Capital Improvements - Bridges | 1 | - | 4.1 | 7.4 | 3.2 | 3.0 | 3.1 | 3.2 | 3.3 | 3.4 | 30.7 | 30.7 | - |
| Capital Improvements - Other | 1 | - | 3.2 | 2.7 | 6.5 | 3.5 | 4.0 | 4.6 | 5.3 | 6.1 | 35.9 | 35.9 | - |
| V-Line Positive Train Control | 1 | - | 2.4 | 20.0 | 10.0 | - | - | - | - | - | 32.4 | 32.4 | - |
| V-Line Right of Way Transaction Costs | 7 | 2.6 | 0.7 | - | - | - | - | - | - | - | 3.3 | 3.3 | - |
| V-Line Purchase | 7 | 38.2 | - | - | - | - | - | - | - | - | 38.2 | 38.2 | - |
| Total Western Rail Corridor | | \$41.0 | \$16.6 | \$60.3 | \$61.5 | \$43.5 | \$25.1 | \$7.8 | \$8.6 | \$9.5 | \$273.9 | \$273.9 | - |

Estimate Level 1: Rough Order of Magnitude 2: Conceptual Design 3: 30% Design 4: 60% Design 5: Final Design 6: Construction 7: Explicit

VIRGINIA PASSENGER RAIL AUTHORITY
WESTERN RAIL CORRIDOR CAPITAL PROJECTS
USES & SOURCES
(IN MILLIONS)

| | FY23 | FY24 | FY25 | FY26 | FY27 | FY28 | FY29 | FY30 | Total FY23 - FY30 | Total Sources % |
|-------------------------|---------------|---------------|---------------|---------------|---------------|--------------|--------------|--------------|----------------------|--------------------|
| Total Uses | \$16.6 | \$60.3 | \$61.5 | \$43.5 | \$25.1 | \$7.8 | \$8.6 | \$9.5 | \$232.9 | |
| 2020 Appropriations Act | 16.6 | 29.9 | - | - | - | - | - | - | 46.5 | 20% |
| VPRA Fund | - | 30.4 | 61.5 | 43.5 | 25.1 | 7.8 | 8.6 | 9.5 | 186.4 | 80% |
| Total Sources | \$16.6 | \$60.3 | \$61.5 | \$43.5 | \$25.1 | \$7.8 | \$8.6 | \$9.5 | \$232.9 | |

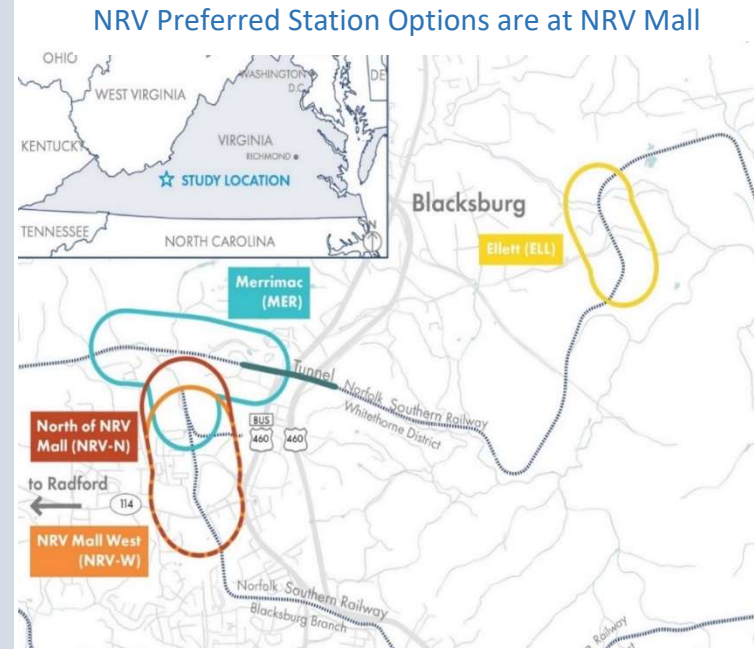
NEW RIVER VALLEY PLATFORM & TRACK IMPROVEMENTS

PROJECT DESCRIPTION:

This project will fund infrastructure necessary to operate passenger trains from Roanoke to the New River Valley, including track and a passenger station platform.

VPRA has been working with the community to identify the best location for a passenger station in the New River Valley, and VPRA will fund the planning, design, and construction of a track and platform to serve the rail station. VPRA began community outreach and the Pre- National Environmental Policy Act (NEPA) process for this project in Fall 2021, and I continued through 2022. VPRA will fund the NEPA work, planning, design, and construction of a track and platform to serve the rail station. VPRA will collaborate planning of the improvements with the localities to ensure proper multi-modal connections.

PROJECT STATUS: PROJECT DEVELOPMENT



Project Benefit: The improvements will allow the extension of Amtrak trains from Roanoke to the New River Valley.

| Project Description (\$ in millions) | Expenses Incurred to Date | FY23 | FY24 | FY25 | FY26 | FY27 | FY28 | FY29 | FY30 | Total Project Budget |
|--|---------------------------------|------|------|------|------|------|------|------|------|----------------------------|
| New River Valley Platform & Track Improvements | \$0.2 | 3.1 | 14.2 | 25.4 | 24.6 | 18.0 | - | - | - | \$85.5 |

VIRGINIAN-LINE TUNNELS

PROJECT DESCRIPTION:

This budget item includes capital projects to bring the Virginian Line tunnels that are along the 28.5 miles of track purchased as part of the Norfolk Southern agreement into a state of good repair. It will also include modifications to bring the tunnels into compliance with the latest safety standards for passenger rail.

These improvements will benefit the extension of Amtrak service from Roanoke to the New River Valley.

PROJECT STATUS: PROJECT DEVELOPMENT



Project Benefit: This project will improve the condition of these important assets, while ensuring they meet the latest safety standards for passenger rail.

| Project Description (\$ in millions) | Expenses Incurred to Date | FY23 | FY24 | FY25 | FY26 | FY27 | FY28 | FY29 | FY30 | Total Project Budget |
|---|---------------------------------|------|------|------|------|------|------|------|------|----------------------------|
| V-Line Tunnels | - | 3.1 | 16.0 | 16.4 | 12.4 | - | - | - | - | \$47.9 |

CAPITAL IMPROVEMENTS - BRIDGES

PROJECT DESCRIPTION:

This project includes funding to perform maintenance and capital improvements on bridges in the VPRA purchased V-Line corridor to ensure a state of good repair. As bridges reach their useful life, programmed funding will provide for their replacement as needed.

PROJECT STATUS: PROJECT DEVELOPMENT



Project Benefit: This project will ensure bridge assets remain in a state of good repair to support safe, reliable passenger and freight rail operations.

| Project Description (\$ in millions) | Expenses Incurred to Date | FY23 | FY24 | FY25 | FY26 | FY27 | FY28 | FY29 | FY30 | Total Project Budget |
|---|---------------------------------|------|------|------|------|------|------|------|------|----------------------------|
| Capital Improvements - Bridges | - | 4.1 | 7.4 | 3.2 | 3.0 | 3.1 | 3.2 | 3.3 | 3.4 | \$30.7 |

CAPITAL IMPROVEMENTS - OTHER

PROJECT DESCRIPTION:

This budget item will support Norfolk Southern efforts to maintain track for existing rail (freight) traffic. This line item will also include budget to upgrade track to accommodate future passenger rail service. Specifically, work will include capital improvements of track (tie and rail replacement), culvert improvements, and surfacing work in the VPRAs purchased V-Line corridor. As infrastructure reaches its useful life, programmed funding will provide for replacement as needed.



PROJECT STATUS: PROJECT DEVELOPMENT

Project Benefit: This budget line item will ensure that existing infrastructure is in a state of good repair and that new infrastructure is installed where necessary along the V-Line to support safe and reliable passenger and freight rail operations.

| Project Description (\$ in millions) | Expenses Incurred to Date | FY23 | FY24 | FY25 | FY26 | FY27 | FY28 | FY29 | FY30 | Total Project Budget |
|---|---------------------------------|------|------|------|------|------|------|------|------|----------------------------|
| Capital Improvements - Other | - | 3.2 | 2.7 | 6.5 | 3.5 | 4.0 | 4.6 | 5.3 | 6.1 | \$35.9 |

V-LINE POSITIVE TRAIN CONTROL

PROJECT DESCRIPTION: Positive Train Control (PTC) systems are designed to prevent train-to-train collisions, over-speed derailments, incursions into established work zones, and movements of trains through switches left in the incorrect position. The Rail Safety Improvement Act of 2008 required PTC systems to be fully implemented on Class I railroads' main lines with regularly scheduled intercity or commuter rail passenger service. This budget line item will support Norfolk Southern and their efforts to implement PTC across the VPRA-purchased V-Line, allowing for the extension of passenger rail service from Roanoke to Christiansburg, Virginia.



PROJECT STATUS: PROJECT DEVELOPMENT

Project Benefit: This budget line item will ensure that infrastructure needed to extend passenger rail service to the New River Valley of Southwest Virginia is implemented.

| Project Description (\$ in millions) | Expenses Incurred to Date | FY23 | FY24 | FY25 | FY26 | FY27 | FY28 | FY29 | FY30 | Total Project Budget |
|---|---------------------------------|------|------|------|------|------|------|------|------|----------------------------|
| V-Line Positive Train Control | - | 2.4 | 20.0 | 10.0 | - | - | - | - | - | \$32.4 |

SALEM TO CHRISTIANSBURG (V-LINE) RIGHT OF WAY ACQUISITION

PROJECT DESCRIPTION:

This project includes the acquisition of a portion of Norfolk Southern Railway Company's Virginian Line ("V-Line") between a point just east of the connection of the Salem Crossovers west of Roanoke, Virginia (approximately milepost 250.5) to Merrimac (Christiansburg), Virginia at milepost 279.0.

PROJECT STATUS: PROJECT DEVELOPMENT

Project Benefit: The acquisition will support the expansion of two Amtrak roundtrips to Christiansburg, Virginia and provide for a third frequency operating between Roanoke, Virginia and Christiansburg, Virginia.



| Project Description (\$ in millions) | Expenses Incurred to Date | FY23 | FY24 | FY25 | FY26 | FY27 | FY28 | FY29 | FY30 | Total Project Budget |
|---|---------------------------------|------|------|------|------|------|------|------|------|----------------------------|
| Salem Right of Way Transaction Costs | 2.6 | 0.7 | - | - | - | - | - | - | - | \$3.3 |
| Salem Right of Way Acquisition | 38.2 | - | - | - | - | - | - | - | - | \$38.2 |

OTHER CAPITAL PROJECTS

VIRGINIA PASSENGER RAIL AUTHORITY

OTHER CAPITAL PROJECTS

(IN MILLIONS)

| Project Description | Estimate Level | Expenses Incurred to Date | FY23 | FY24 | FY25 | FY26 | FY27 | FY28 | FY29 | FY30 | Total Project Budget | VPRA Project Budget | Potential Project Budget |
|---|----------------|---------------------------|--------|--------|--------|-------|-------|-------|------|------|----------------------|---------------------|--------------------------|
| Other Capital Projects | | | | | | | | | | | | | |
| Etrick Station Improvements - SOGR | 1 | - | \$0.5 | \$1.0 | \$5.0 | \$5.0 | - | - | - | - | \$11.5 | \$11.5 | - |
| Platform & Station Improvements - SOGR/ADA | 1 | - | 2.4 | 3.4 | 5.8 | 4.0 | 2.5 | 2.5 | - | - | 20.6 | 20.6 | - |
| S-Line 30% Design | 1 | - | 7.5 | 15.0 | 17.0 | - | - | - | - | - | 39.5 | 39.5 | - |
| S-Line 60% Design Grant Match | 7 | - | - | 1.0 | 4.7 | - | - | - | - | - | 5.7 | - | 5.7 |
| Management Reserve | 7 | - | 15.0 | 15.0 | - | - | - | - | - | - | 30.0 | 30.0 | - |
| Purchase of St. Julian's Yard: Amtrak Train Service Facility | 7 | - | 2.2 | - | - | - | - | - | - | - | 2.2 | 2.2 | - |
| Total Other Capital Projects | | - | \$27.6 | \$35.4 | \$32.5 | \$9.0 | \$2.5 | \$2.5 | - | - | \$109.5 | \$103.8 | \$5.7 |

Estimate Level 1: Rough Order of Magnitude 2: Conceptual Design 3: 30% Design 4: 60% Design 5: Final Design 6: Construction 7: Explicit

VIRGINIA PASSENGER RAIL AUTHORITY
OTHER CAPITAL PROJECTS
VPRA PROJECT BUDGET & POTENTIAL PROJECT BUDGET
(IN MILLIONS)

| Project Description | Project Phase | Expenses Incurred to Date | FY23 | FY24 | FY25 | FY26 | FY27 | FY28 | FY29 | FY30 | VPRA Project Budget |
|---|---------------|---------------------------|--------|--------|--------|-------|-------|-------|------|------|---------------------|
| Other Capital Projects | | | | | | | | | | | |
| Ettrick Station Improvements - SOGR | Full Project | - | \$0.5 | \$1.0 | \$5.0 | \$5.0 | - | - | - | - | \$11.5 |
| Platform & Station Improvements - SOGR/ADA | Full Project | - | 2.4 | 3.4 | 5.8 | 4.0 | 2.5 | 2.5 | - | - | 20.6 |
| S-Line 30% Design | 30% Design | - | 7.5 | 15.0 | 17.0 | - | - | - | - | - | 39.5 |
| Management Reserve | N/A Reserve | - | 15.0 | 15.0 | - | - | - | - | - | - | 30.0 |
| Purchase of St. Julian's Yard: Amtrak Train Service Facility | Full Project | - | 2.2 | - | - | - | - | - | - | - | 2.2 |
| Total Budgeted Other Capital Projects | | - | \$27.6 | \$34.4 | \$27.8 | \$9.0 | \$2.5 | \$2.5 | - | - | \$103.8 |

| Project Description | Project Phase | Expenses Incurred to Date | FY23 | FY24 | FY25 | FY26 | FY27 | FY28 | FY29 | FY30 | Potential Project Budget |
|---|---------------|---------------------------|------|-------|-------|------|------|------|------|------|--------------------------|
| Other Capital Projects | | | | | | | | | | | |
| S-Line 60% Design Grant Match | 60% Design | - | - | \$1.0 | \$4.7 | - | - | - | - | - | \$5.7 |
| Total Potential Other Capital Projects | | - | - | \$1.0 | \$4.7 | - | - | - | - | - | \$5.7 |

VIRGINIA PASSENGER RAIL AUTHORITY
OTHER CAPITAL PROJECTS
USES & SOURCES
(IN MILLIONS)

| | FY23 | FY24 | FY25 | FY26 | FY27 | FY28 | FY29 | FY30 | Total FY23 - FY30 | Total Sources % |
|----------------------|---------------|---------------|---------------|--------------|--------------|--------------|------|------|----------------------|-----------------------|
| Total Uses | \$27.6 | \$34.4 | \$27.8 | \$9.0 | \$2.5 | \$2.5 | - | - | \$103.8 | |
| Federal Funding | - | 3.2 | 3.2 | - | - | - | - | - | 6.4 | 6% |
| Local Contributions | 6.0 | 15.0 | 17.0 | - | - | - | - | - | 38.0 | 37% |
| VPRA Fund | 21.6 | 16.2 | 7.6 | 9.0 | 2.5 | 2.5 | - | - | 59.4 | 57% |
| Total Sources | \$27.6 | \$34.4 | \$27.8 | \$9.0 | \$2.5 | \$2.5 | - | - | \$103.8 | |

ETTRICK STATION IMPROVEMENTS – STATE-OF-GOOD REPAIR

PROJECT DESCRIPTION:

As part of the 2019 Station Needs Assessment conducted by the Department of Rail and Public Transportation (DRPT), Ettrick Station was identified as an Amtrak station with the greatest need for state of good repair improvements. It is also not in compliance with standards under the Americans with Disabilities Act (ADA).

Under the 2020 Transforming Rail in Virginia agreements executed with CSX and the Partnership Funding Agreement with Amtrak, the VPRA will take ownership of land and certain station assets at Ettrick. Ownership responsibilities require VPRA to bring Ettrick Station into compliance with ADA standards and maintaining a state of good repair.

VPRA has therefore prioritized Ettrick Station among the station assets it will own for funding to address ADA deficiencies and state of good repair issues. Working with Chesterfield County and Amtrak, VPRA plans to leverage local, state, and federal funding to fund capital improvements. Planned improvements will include, among other things, platform rehabilitation, stormwater drainage, and parking lot improvements.



Project Benefit: Virginia's investment in Ettrick Station seeks to leverage federal and local funds to address State of Good Repair deficiencies and Americans with Disability Act access at the station. This project will provide an improved customer experience as service at the station grows with the additional frequencies between Washington, D.C. and Norfolk, Virginia.

PROJECT STATUS: PROJECT DEVELOPMENT

| Project Description (\$ in millions) | Expenses Incurred to Date | FY23 | FY24 | FY25 | FY26 | FY27 | FY28 | FY29 | FY30 | Total Project Budget |
|---|---------------------------------|------|------|------|------|------|------|------|------|----------------------------|
| Ettrick Station Improvements | - | 0.5 | 1.0 | 5.0 | 5.0 | - | - | - | - | \$11.5 |

PLATFORM & STATION IMPROVEMENT PROGRAM

PROJECT DESCRIPTION:

This budget line item is to support prioritized improvements at VPRA owned station properties and of VPRA owned assets at certain stations. Priority improvements include projects that address Americans with Disabilities Act infrastructure deficiencies and upgrading to provide for a state of good repair on existing assets.

Funds may also support design and feasibility analyses to improve station capacity and customer experience.

PROJECT STATUS: PROJECT DEVELOPMENT



Project Benefit: This budget item ensures VPRA can plan, design, and construction station improvements at VPRA owned stations and improve VPRA owned station assets.

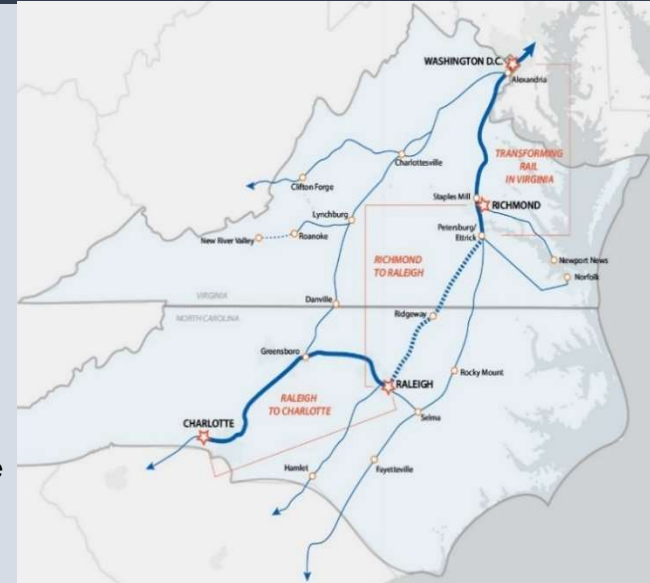
| Project Description (\$ in millions) | Expenses Incurred to Date | FY23 | FY24 | FY25 | FY26 | FY27 | FY28 | FY29 | FY30 | Total Project Budget |
|---|---------------------------------|------|------|------|------|------|------|------|------|----------------------------|
| Platform & Station Improvements - SOG/ADA | - | 2.4 | 3.4 | 5.8 | 4.0 | 2.5 | 2.5 | - | - | \$20.6 |

RICHMOND TO RALEIGH CORRIDOR (S-LINE)

PROJECT DESCRIPTION:

The Richmond to Raleigh (R2R) passenger rail corridor received federal environmental clearance in 2017 for a proposed new passenger rail alignment along the I-85 corridor. The R2R corridor, specifically the abandoned 75 miles of the S-line that VPRA acquired from CSX in November of 2022, is important to enhance and grow intercity passenger rail service in the Southeast. The R2R corridor will connect Virginia Amtrak services with growing services from North Carolina and will cut over an hour of travel time between Richmond and Raleigh. When combined with Long Bridge this project will better connect Amtrak service in North Carolina and Virginia with Amtrak connections in the Northeast. The project will also provide better connections from Norfolk to points south.

VPRA, NCDOT, and Amtrak are collaborating with FRA to pursue federal investment from Washington to Charlotte under the newly established Corridor Identification and Development Program. In November 2022, NCDOT, with VPRA as a co-applicant, submitted a Consolidated Rail Infrastructure Safety and Investment (CRISI) application to advance 60 percent design between Raleigh Union Station and Ettrick Station. Virginia's match to the \$293M would be \$5.7M, but it is currently unfunded.



Project Benefit: VPRA's partnership with NCDOT and Amtrak on applications for the R2R corridor is part of a strategy to pursue federal investment in a Washington, DC to Charlotte, NC corridor, which will benefit the Transforming Rail in Virginia initiative and enhance passenger rail services to the Southeast.

PROJECT STATUS: PROJECT DEVELOPMENT

| Project Description (\$ in millions) | Expenses Incurred to Date | FY23 | FY24 | FY25 | FY26 | FY27 | FY28 | FY29 | FY30 | Total |
|---|---------------------------------|--------------|---------------|---------------|------|------|------|------|------|---------------|
| VPRA Project Budget | - | 7.5 | 15.0 | 17.0 | - | - | - | - | - | \$39.5 |
| Potential Project Budget | - | - | 1.0 | 4.7 | - | - | - | - | - | \$5.7 |
| Total S-Line | - | \$7.5 | \$16.0 | \$21.7 | - | - | - | - | - | \$45.2 |

CAPITAL & OPERATING GRANTS

- **Total Project Budget** – All funding for a project including funds that do not pass through the VPRA financial system of controls.
- **Total VPRA Budget FY23-FY30** – Funding that flows through the VPRA financial system of controls for a grant, expected to be spent during the forecast period of FY2023 through FY2030.
- **VPRA Grant Funding** – Total funding that flows through the VPRA financial system of controls for a grant.

VIRGINIA PASSENGER RAIL AUTHORITY

CAPITAL & OPERATING GRANTS

(IN MILLIONS)

| Project Description | Grantee | Expenses Incurred to Date | FY23 | FY24 | FY25 | FY26 | FY27 | FY28 | FY29 | FY30 | Total Project Budget | Total VPRA Budget FY23-FY30 | VPRA Grant Funding | VPRA Funding % |
|---|--------------|---------------------------|-------|------|------|------|------|------|------|------|----------------------|-----------------------------|--------------------|----------------|
| VPRA Managed | | | | | | | | | | | | | | |
| Crystal City Platform | VRE | - | \$0.7 | - | - | - | - | - | - | - | \$50.1 | \$0.7 | \$0.7 | 1% |
| L'Enfant Platform | VRE | - | 1.4 | 0.8 | - | - | - | - | - | - | 110.9 | 2.2 | 2.2 | 2% |
| Alexandria Station Pedestrian Tunnel | VRE | - | 3.8 | 3.0 | 8.2 | 4.5 | - | - | - | - | 31.6 | 19.5 | 19.5 | 62% |
| Brooke & Leeland Road Station Improvements | VRE | - | 2.9 | - | - | - | 5.2 | 5.0 | 5.0 | - | 20.6 | 18.1 | 18.1 | 88% |
| Broad Run Station & 3rd Track Improvements | VRE | 3.4 | 33.0 | 18.0 | 18.8 | - | - | - | - | - | 164.0 | 69.8 | 73.2 | 45% |
| Manassas Station Platform Extension | VRE | - | 0.3 | 0.5 | 4.2 | 4.1 | - | - | - | - | 9.1 | 9.1 | 9.1 | 100% |
| Manassas Park Parking Garage & Bridge | VRE | - | 21.4 | 2.1 | - | - | - | - | - | - | 30.4 | 23.5 | 23.5 | 77% |
| Real Time Multimodal Information | VRE | - | 1.8 | 1.7 | - | - | - | - | - | - | 3.5 | 3.5 | 3.5 | 100% |
| Quantico Station Improvements | VRE | 7.2 | 10.2 | 6.6 | - | - | - | - | - | - | 24.0 | 16.8 | 24.0 | 100% |
| Rolling Road Platform Extensions | VRE | 0.3 | - | 0.7 | - | - | - | - | - | - | 5.0 | 0.7 | 1.0 | 20% |
| Backlick Road Station Improvement | VRE | - | - | - | 0.5 | - | - | - | - | - | 6.0 | 0.5 | 0.5 | 8% |
| Crossroads Storage Expansion | VRE | - | 0.4 | 2.4 | 5.6 | - | - | - | - | - | 8.4 | 8.4 | 8.4 | 100% |
| Woodbridge Platform Improvements | VRE | - | - | - | 1.5 | 1.5 | - | - | - | - | 3.0 | 3.0 | 3.0 | 100% |
| Track Lease Payment-Amtrak | VRE | 0.3 | 6.9 | 7.1 | 7.3 | 7.5 | 7.7 | 7.9 | 8.1 | 8.3 | 60.8 | 60.8 | 61.1 | 100% |
| Track Lease Payment-Norfolk Southern | VRE | 0.1 | 2.8 | 2.9 | 3.0 | 3.1 | 3.2 | 3.3 | 3.4 | 3.5 | 25.2 | 25.2 | 25.3 | 100% |
| Newport News Station, Platform, & Service Facility | Newport News | 13.7 | 6.8 | - | - | - | - | - | - | - | 43.9 | 6.8 | 20.5 | 47% |
| Arkendale to Powell's Creek Third Track Construction & Island Platforms | CSX | 82.5 | 5.5 | 8.7 | 4.7 | - | - | - | - | - | 101.4 | 18.9 | 101.4 | 100% |

VIRGINIA PASSENGER RAIL AUTHORITY

CAPITAL & OPERATING GRANTS

(IN MILLIONS)

| Project Description | Grantee | Expenses Incurred to Date | FY23 | FY24 | FY25 | FY26 | FY27 | FY28 | FY29 | FY30 | Total Project Budget | Total VPRA Budget FY23-FY30 | VPRA Grant Funding | VPRA Funding % |
|---|------------------|---------------------------|----------------|----------------|---------------|---------------|---------------|---------------|---------------|---------------|----------------------|-----------------------------|--------------------|----------------|
| VPRA Managed (Continued) | | | | | | | | | | | | | | |
| Amtrak PIDS: Ashland & Richmond Main St. Stations | Amtrak/ DRPT | - | \$0.4 | \$0.4 | \$0.4 | - | - | - | - | - | \$1.2 | \$1.2 | \$1.2 | 100% |
| Positive Train Control | Amtrak | 0.2 | 7.4 | 8.0 | - | - | - | - | - | - | 15.6 | 15.4 | 15.6 | 100% |
| Amtrak Train Equipment - New Service | Amtrak | - | - | - | - | 17.0 | - | - | - | - | 17.0 | 17.0 | 17.0 | 100% |
| Roanoke Yard Improvements | Norfolk Southern | 0.1 | 3.0 | 20.0 | 8.4 | 5.0 | - | - | - | - | 36.5 | 36.4 | 36.5 | 100% |
| Western Rail Initiative Grant | Norfolk Southern | - | 13.2 | 26.3 | 13.2 | 13.2 | 13.2 | 13.1 | 13.1 | 26.2 | 131.5 | 131.5 | 131.5 | 100% |
| Total VPRA Managed | | 107.8 | 121.9 | 109.2 | 75.8 | 55.9 | 29.3 | 29.3 | 29.6 | 38.0 | 899.6 | 489.0 | 596.8 | 66% |
| DRPT Managed | | | | | | | | | | | | | | |
| DC2RVA FRA Grant Match | Various | - | 0.8 | 0.2 | 0.3 | - | - | - | - | - | 6.6 | 1.3 | 1.3 | 20% |
| DRPT Planning Grants | Various | 0.1 | 1.0 | 0.4 | 0.4 | - | - | - | - | - | 1.9 | 1.8 | 1.9 | 100% |
| Marshalling Yard Expansion | Port Authority | - | - | - | 5.8 | 2.0 | - | - | - | - | 7.8 | 7.8 | 7.8 | 100% |
| Central Rail Yard Expansion | Port Authority | - | - | 5.5 | - | - | - | - | - | - | 5.5 | 5.5 | 5.5 | 100% |
| Front Royal Expansion | Port Authority | - | 1.5 | 4.7 | - | - | - | - | - | - | 6.2 | 6.2 | 6.2 | 100% |
| Total DRPT Managed | | 0.1 | 3.3 | 10.8 | 6.5 | 2.0 | - | - | - | - | 28.0 | 22.6 | 22.7 | 81% |
| Total | | \$107.9 | \$125.2 | \$120.0 | \$82.3 | \$57.9 | \$29.3 | \$29.3 | \$29.6 | \$38.0 | \$927.6 | \$511.6 | \$619.5 | |

VIRGINIA PASSENGER RAIL AUTHORITY
CAPITAL OPERATING GRANTS
USES & SOURCES
(IN MILLIONS)

| | FY23 | FY24 | FY25 | FY26 | FY27 | FY28 | FY29 | FY30 | Total VPRA Budget FY23-FY30 | Total Sources % |
|-------------------------------------|----------------|----------------|---------------|---------------|---------------|---------------|---------------|---------------|-----------------------------|-----------------|
| Total Uses | \$125.2 | \$120.0 | \$82.3 | \$57.9 | \$29.3 | \$29.3 | \$29.6 | \$38.0 | \$511.6 | |
| CTB Allocated - Grants | | | | | | | | | | |
| CMAQ | 2.3 | 2.9 | 1.0 | - | 0.2 | 0.5 | 3.8 | - | 10.7 | |
| I-66 OTB Concession | 26.3 | 54.0 | 12.9 | 3.2 | 4.0 | - | - | - | 100.4 | |
| SMART SCALE | 4.3 | 11.6 | 9.7 | 5.9 | 4.5 | 7.2 | 8.8 | - | 52.0 | |
| Total CTB Allocated - Grants | 32.9 | 68.5 | 23.6 | 9.1 | 8.7 | 7.7 | 12.6 | - | 163.1 | 32% |
| CTB Allocated - VPRA | | | | | | | | | | |
| SMART SCALE | 33.0 | 10.5 | 1.2 | 4.6 | 0.7 | - | - | - | 50.0 | |
| I-81 Corridor Improvement Program | 7.5 | 14.2 | 18.6 | 25.0 | 19.9 | 14.8 | - | - | 100.0 | |
| Total CTB Allocated - VPRA | 40.5 | 24.7 | 19.8 | 29.6 | 20.6 | 14.8 | - | - | 150.0 | 29% |
| VPRA Fund | 51.8 | 26.8 | 38.9 | 19.2 | - | 6.8 | 17.0 | 38.0 | 198.5 | 39% |
| Total Sources | \$125.2 | \$120.0 | \$82.3 | \$57.9 | \$29.3 | \$29.3 | \$29.6 | \$38.0 | \$511.6 | |

CRYSTAL CITY PLATFORM

PROJECT DESCRIPTION:

This project includes the planning, design, permitting, and construction for an expanded and relocated station and platform for the VRE Crystal City Station and related track modifications in Arlington County, VA. The project will construct an island platform to enable simultaneous boarding of two trains and accommodate full-length trains and the planned fourth track at the station. This project is related to and must be coordinated with the fourth track project between AF and RO interlockings, the planned pedestrian bridge connection to Ronald Reagan National Airport, and Long Bridge Capacity Improvements.



Photo courtesy of VRE

Project Benefits: This project will aim to improve station access and customer convenience by doubling the number of platform edges serving passenger trains, which will also improve service reliability.

| Project Description (\$ in millions) | Total Budget | Expenses Incurred to Date | FY23 | FY24 | FY25 | FY26 | FY27 | FY28 | FY29 | FY30 | VPRA Grant Funding |
|---|-----------------|---------------------------------|------|------|------|------|------|------|------|------|--------------------------|
| Crystal City Platform | \$50.1 | - | 0.7 | - | - | - | - | - | - | - | \$0.7 |

L'ENFANT PLATFORM

PROJECT DESCRIPTION:

This project includes the planning, design, permitting, and construction for an expanded and relocated station/platform for the VRE L'Enfant Station. The project will construct an island platform to enable simultaneous boarding of two trains and accommodate full-length trains and the planned fourth track at L'Enfant, VRE's busiest station. The current platform is only six cars long and serviced by one track, resulting in an operational bottleneck that reduces service reliability. The project must be coordinated with the L'Enfant Train Storage Track South and Long Bridge Capacity Improvements projects.



Photo courtesy of VRE

Project Benefits: This project will aim to improve station access and customer convenience by doubling the number of platform edges serving passenger trains, which will also improve service reliability.

| Project Description (\$ in millions) | Total Budget | Expenses Incurred to Date | FY23 | FY24 | FY25 | FY26 | FY27 | FY28 | FY29 | FY30 | VPRA Grant Funding |
|---|-----------------|---------------------------------|------|------|------|------|------|------|------|------|--------------------------|
| L'Enfant Platform | \$110.9 | - | 1.4 | 0.8 | - | - | - | - | - | - | \$2.2 |

ALEXANDRIA STATION AND PEDESTRIAN TUNNEL

PROJECT DESCRIPTION:

The project will provide an ADA-compliant, grade-separated pedestrian tunnel and elevator access between the two platforms at the VRE/Amtrak station in Alexandria and modify and extend 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. Project funding sources include state SmartScale and Federal funds (through VDOT) to eliminate railroad grade crossings.



Rendering courtesy of VRE

Project Benefits: Removing the at-grade pedestrian crossing will improve the interface between the track and platform in order to eliminate step boxes and improve boarding capabilities.

| Project Description (\$ in millions) | Total Budget | Expenses Incurred to Date | FY23 | FY24 | FY25 | FY26 | FY27 | FY28 | FY29 | FY30 | VPRA Grant Funding |
|---|-----------------|---------------------------------|------|------|------|------|------|------|------|------|--------------------------|
| Alexandria Station & Pedestrian Tunnel | \$31.6 | - | 3.8 | 3.0 | 8.2 | 4.5 | - | - | - | - | \$19.5 |

BROOKE & LEELAND ROAD

PROJECT DESCRIPTION:

The project includes design and construction funding for station and track improvements at multiple stations along the VRE Fredericksburg Line.

- **BROOKE PLATFORM:** platform extension to better accommodate up to 8-car train consists. All doors will be able to open onto the platform for more efficient boarding. Total estimated cost for this project is \$8.8M and completion is anticipated by 2030.
- **LEELAND PLATFORM:** platform extension to better accommodate up to 8-car train consists and a parking expansion. All doors will be able to open onto the platform for more efficient boarding. Total estimated cost for this project is \$6.3M and completion is anticipated by 2026.
- **LEELAND PARKING IMPROVEMENTS:** parking expansion by approximately 225 spaces. Total estimated cost for this project is \$5.5M and completion is anticipated by 2024.



VRE Brooke Station



VRE Leeland Station

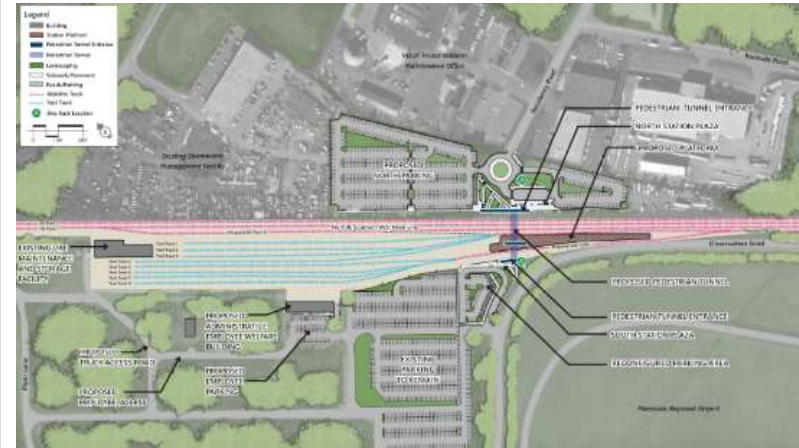
Project Benefit: Improvements at Brooke and Leeland stations will improve operational efficiency and accommodate eight-car trainsets. The new Potomac Shores VRE station is part of an upcoming transit-oriented development in Prince William County.

| Project Description (\$ in millions) | Total Budget | Expenses Incurred to Date | FY23 | FY24 | FY25 | FY26 | FY27 | FY28 | FY29 | FY30 | VPRA Grant Funding |
|---|-----------------|---------------------------------|------|------|------|------|------|------|------|------|--------------------------|
| Brooke & Leeland Road Station Improvements | \$20.6 | - | 2.9 | - | - | - | 5.2 | 5.0 | 5.0 | - | \$18.1 |

BROAD RUN STATION & 3RD TRACK IMPROVEMENTS

PROJECT DESCRIPTION:

This project includes expansion of the VRE Broad Run Maintenance and Storage Facility (MSF) and Station to support expanded Manassas Line service. Improvements include expansion of the MSF site and construction of storage tracks for additional trains and equipment, construction of additional parking spaces to accommodate short-term (2030) demand, and platform modifications to provide access to expanded parking, and construction of about 2.75 miles of third track within the NSR right-of-way. The estimated cost also includes real estate acquisition to expand the station footprint and accommodate the third track.



Rendering courtesy of VRE

Project Benefits: The Broad Run Expansion Project provides expanded facilities to accommodate growth in passenger boardings, parking demand associated with future service, and equipment storage needs as identified in the VRE System Plan 2040. The project also provides a third main track along the existing Norfolk Southern Railway tracks to improve operational efficiency into the MSF and Station and increase rail capacity in the corridor.

| Project Description (\$ in millions) | Total Budget | Expenses Incurred to Date | FY23 | FY24 | FY25 | FY26 | FY27 | FY28 | FY29 | FY30 | VPRA Grant Funding |
|---|-----------------|---------------------------------|------|------|------|------|------|------|------|------|--------------------------|
| Broad Run Station and 3rd Track Improvements | \$164.0 | 3.4 | 33.0 | 18.0 | 18.8 | - | - | - | - | - | \$73.2 |

MANASSAS STATION PLATFORM EXTENSIONS

PROJECT DESCRIPTION:

This project includes the development, design, permitting and construction of an extension to the south side (railroad east) platform at the VRE Manassas Station. The platform will be extended approximately 400 feet to the east (railroad north) and will include a pedestrian connection to the Prince William St. parking lot. Extension of the track will require relocation of an existing switch (Moore) on the Norfolk Southern main line.



Photo courtesy of VRE

Project Benefits: The project expands the VRE Manassas Station platform to serve full length trains and better serve future forecasted demand at the station.

| Project Description (\$ in millions) | Total Budget | Expenses Incurred to Date | FY23 | FY24 | FY25 | FY26 | FY27 | FY28 | FY29 | FY30 | VPRA Grant Funding |
|---|-----------------|---------------------------------|------|------|------|------|------|------|------|------|--------------------------|
| Manassas Station Platform Extensions | \$9.1 | - | 0.3 | 0.5 | 4.2 | 4.1 | - | - | - | - | \$9.1 |

MANASSAS PARK PARKING GARAGE AND BRIDGE

PROJECT DESCRIPTION:

This project will add a parking facility (approximately 560 spaces) at the Manassas Park station to increase station parking capacity for VRE riders to 1,100 spaces. The facility has the potential to be shared with other private or public uses in the vicinity.



Photo courtesy of VRE

Project Benefit: This project will provide enhanced parking capacity at the Manassas Park station.

| Project Description (\$ in millions) | Total Budget | Expenses Incurred to Date | FY23 | FY24 | FY25 | FY26 | FY27 | FY28 | FY29 | FY30 | VPRA Grant Funding |
|--|-----------------|---------------------------------|------|------|------|------|------|------|------|------|--------------------------|
| Manassas Park Parking Garage and Bridge | \$30.4 | - | 21.4 | 2.1 | - | - | - | - | - | - | \$23.5 |

REAL TIME MULTIMODAL INFORMATION

PROJECT DESCRIPTION:

VRE has a system-wide program to implement automatic passenger counters in all rail cars and automatic parking counters at all VRE parking facilities. While train location information is currently provided on the internet and on screens at the stations, there are plans to provide real-time train arrival information in the future. Software upgrades will be required to provide these real-time data feeds that can then be integrated with VRE Mobile and other third-party apps and websites, as well as on display screens at VRE stations and other locations along the I-66 corridor. Separate funding has been committed for implementing automatic passenger counters and automatic parking counters at existing VRE facilities.



Project Benefit: Real time train arrival information for enhanced passenger experience.

| Project Description (\$ in millions) | Total Budget | Expenses Incurred to Date | FY23 | FY24 | FY25 | FY26 | FY27 | FY28 | FY29 | FY30 | VPRA Grant Funding |
|---|--------------|---------------------------|------|------|------|------|------|------|------|------|--------------------|
| Real Time Multimodal Information | \$3.5 | - | 1.8 | 1.7 | - | - | - | - | - | - | \$3.5 |

QUANTICO STATION IMPROVEMENTS

PROJECT DESCRIPTION:

The VRE Quantico Station improvement project will replace the Track 3 side platform with a new island platform between the existing Track 3 and the new third track constructed as part of the Arkendale to Powell's Creek Third Track project. The Quantico Station improvements will also extend and improve the existing platform on Track 2, provide a grade-separated pedestrian crossing, and other safety improvements. VRE is designing and constructing the station improvements and will coordinate efforts with the ongoing Arkendale to Powell's Creek third track project constructed by CSX. Both the Quantico Station improvements and the Arkendale to Powell's Creek Third track project were part of a grant from the Federal Railroad Administration and include state Commonwealth Rail Fund and SmartScale funding.

Construction started February 2021 and is scheduled for completion in late 2023.



Pedestrian Bridge Construction at Quantico Station – August 2022.

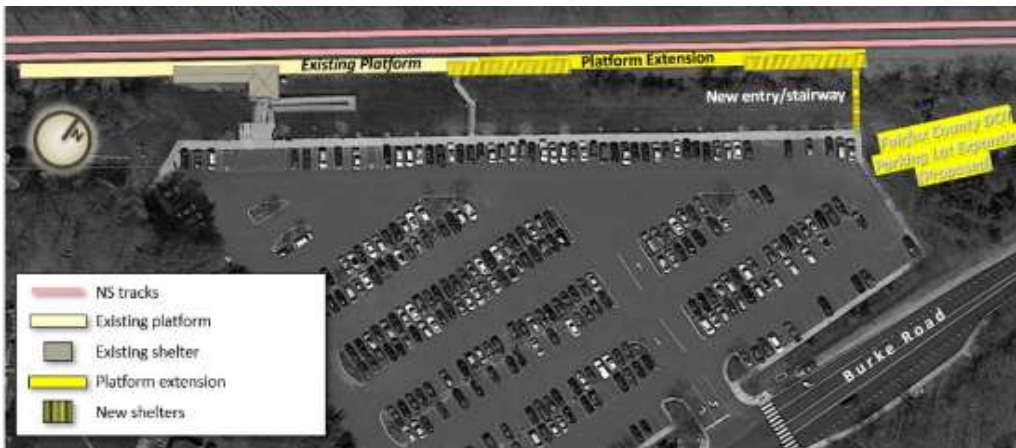
Project Benefit: Extends existing platform lengths to allow for boarding options along the entire train consist (both VRE and Amtrak trains). A new island platform will allow passenger trains to serve the station on any track that traverses station limits.

| Project Description (\$ in millions) | Total Budget | Expenses Incurred to Date | FY23 | FY24 | FY25 | FY26 | FY27 | FY28 | FY29 | FY30 | VPRA Grant Funding |
|---|-----------------|---------------------------------|------|------|------|------|------|------|------|------|--------------------------|
| Quantico Station Improvements | \$24.0 | 7.2 | 10.2 | 6.6 | - | - | - | - | - | - | \$24.0 |

ROLLING ROAD PLATFORM EXTENSIONS

PROJECT DESCRIPTION:

The VRE Rolling Road station currently has a platform which will accommodate a six-car train set for boarding and detrainment. This project provides for a 250-foot platform extension to accommodate an eight-car train set. Project includes funds for equipment and cameras related to the extension.



Project Benefit: Extends existing platform lengths to eliminate passenger movement within cars and decrease loading and unloading time at station. Other station improvements will help enhance customer experience at the station.

Photo courtesy of VRE

| Project Description (\$ in millions) | Total Budget | Expenses Incurred to Date | FY23 | FY24 | FY25 | FY26 | FY27 | FY28 | FY29 | FY30 | VPRA Grant Funding |
|---|--------------|---------------------------|------|------|------|------|------|------|------|------|--------------------|
| Rolling Road Platform Extensions | \$5.0 | 0.3 | - | 0.7 | - | - | - | - | - | - | \$1.0 |

BACKLICK ROAD STATION IMPROVEMENTS

PROJECT DESCRIPTION:

The VRE Backlick Road Station is located on the Manassas Line, which operates from Washington, D.C. to Bristow, Virginia, on Norfolk Southern (NS) tracks. The existing platform accommodates five-car train sets for boarding and detraining. Passengers must move to different cars for detraining longer eight-car trains. The platform extension project will build a 290-foot platform extension to accommodate eight-car trains to eliminate the passenger movement within cars and decrease loading and unloading time. The project also includes rehabilitation and repair of the existing platform and canopy, an upgrade of the lighting and communication systems.



Photo courtesy of VRE

Project Benefit: Extends existing platform lengths to eliminate passenger movement within cars and decrease loading and unloading time at station. Other station improvements will help enhance customer experience at the station.

| Project Description (\$ in millions) | Total Budget | Expenses Incurred to Date | FY23 | FY24 | FY25 | FY26 | FY27 | FY28 | FY29 | FY30 | VPRA Grant Funding |
|---|-----------------|---------------------------------|------|------|------|------|------|------|------|------|--------------------------|
| Backlick Road Station Improvements | \$6.0 | - | - | - | 0.5 | - | - | - | - | - | \$0.5 |

CROSSROADS STORAGE EXPANSION

PROJECT DESCRIPTION:

VRE is building a new maintenance facility south of the Spotsylvania Station, which allows VRE to perform heavy maintenance on-site for Fredericksburg Line trains. Today, vehicle overhauls need to take place off-site because VRE doesn't have the equipment and facility to perform such work on-site. That involves time and money to get equipment off-site, sometimes to maintenance locations in different regions in the U.S. It also puts equipment out of use. Overhauls result in VRE locomotives and passenger cars operating at the highest level of reliability throughout the life of the equipment. A part of the facility was constructed on land acquired from CSX as part of the Virginia-CSX agreement signed in the Spring of 2021. The project includes rail expansion for storage of 11 new cars, expanded crew and maintenance facilities including parking, locker rooms, training, and office space, and safety improve separating worker facilities from train storage and maintenance facilities.



Project Benefit: Provide approximately 33,000 square feet of maintenance capability, including two tracks to hold a maximum of four cars at one time. The facility will be equipped with VRE's own Drop Table and Wheel Truing Machine. Shifts two tracks to a new location adjacent and to the east of the existing yard.

Photo courtesy of VRE

| Project Description (\$ in millions) | Total Budget | Expenses Incurred to Date | FY23 | FY24 | FY25 | FY26 | FY27 | FY28 | FY29 | FY30 | VPRA Grant Funding |
|---|-----------------|---------------------------------|------|------|------|------|------|------|------|------|--------------------------|
| Crossroads Storage Expansion | \$8.4 | - | 0.4 | 2.4 | 5.6 | - | - | - | - | - | \$8.4 |

WOODBIDGE STATION IMPROVEMENTS

PROJECT DESCRIPTION:

The VRE Woodbridge Station is located on the Fredericksburg Line, which operates from Washington, D.C. to Spotsylvania, Virginia, on CSX tracks. The project includes the development of initial concepts for an expansion of the station to serve full length trains, enhance pedestrian access, and enable the planned addition of a third and fourth main track as part of future phases of the Transforming Rail in Virginia (TRV) program.



Project Benefit: Extends existing platform lengths to eliminate passenger movement within cars and decrease loading and unloading time at station. Other station improvements will help enhance customer experience at the station.

| Project Description (\$ in millions) | Total Budget | Expenses Incurred to Date | FY23 | FY24 | FY25 | FY26 | FY27 | FY28 | FY29 | FY30 | VPRA Grant Funding |
|---|-----------------|---------------------------------|------|------|------|------|------|------|------|------|--------------------------|
| Woodbridge Station Improvements | \$3.0 | - | - | - | 1.5 | 1.5 | - | - | - | - | \$3.0 |

VRE TRACK LEASE PAYMENTS TO NORFOLK SOUTHERN AND AMTRAK

PROJECT DESCRIPTION:

VRE pays access fees to operate on host railroad (Norfolk Southern, and Amtrak) lines and access host railroad owned stations. Historically, track access fees were paid through a combination of state transit capital and state discretionary Federal Surface Transportation Program (STP) grants that equaled 84% of the total track access fees. The remaining 16% of track access fees comes from a VRE local match. The state portion for VRE access fees to host railroads will come from VPRA's share of the Commonwealth Rail Fund. NOTE: CSX Access fees are included in the operations budget because CSX Access fees cover CSX maintenance of the VPRA purchased corridor between Washington, DC and Petersburg, Virginia.



Photo courtesy of VRE

Project Benefit: Track lease payments secure the right of VRE to operate commuter rail service over host railroad lines.

| Project Description (\$ in millions) | Total Budget | Expenses Incurred to Date | FY23 | FY24 | FY25 | FY26 | FY27 | FY28 | FY29 | FY30 | VPRA Grant Funding |
|---|-----------------|---------------------------------|------|------|------|------|------|------|------|------|--------------------------|
| Amtrak | \$60.8 | 0.3 | 6.9 | 7.1 | 7.3 | 7.5 | 7.7 | 7.9 | 8.1 | 8.3 | \$61.1 |
| Norfolk Southern | \$25.2 | 0.1 | 2.8 | 2.9 | 3.0 | 3.1 | 3.2 | 3.3 | 3.4 | 3.5 | \$25.3 |

NEWPORT NEWS STATION, PLATFORM, AND TRAIN SERVICE FACILITY

PROJECT DESCRIPTION:

Newport News has designed a new Amtrak station, with plans for future multi-modal connectivity for the peninsula. Construction of the new facility is underway with completion scheduled in 2024. Moving the Newport News existing rail station to this new location will move the station further up the peninsula to Bland Boulevard and closer to the airport. The new station will include a level boarding platform (the second in Virginia after Roanoke Station). The project will also construct train storage and service facilities to accommodate existing and future Amtrak service.

VPRA has committed a total \$20.5M in Commonwealth Rail Funds (CRF) towards the project, specifically towards the track, platform, and train service facilities. The new location for storage and servicing of Amtrak trains will remove the conflict with existing CSX coal yard facilities and allow Amtrak trains to serve the station, turn, and service off CSX mainlines.

The site will also serve as an HRT Bus Transfer Facility.



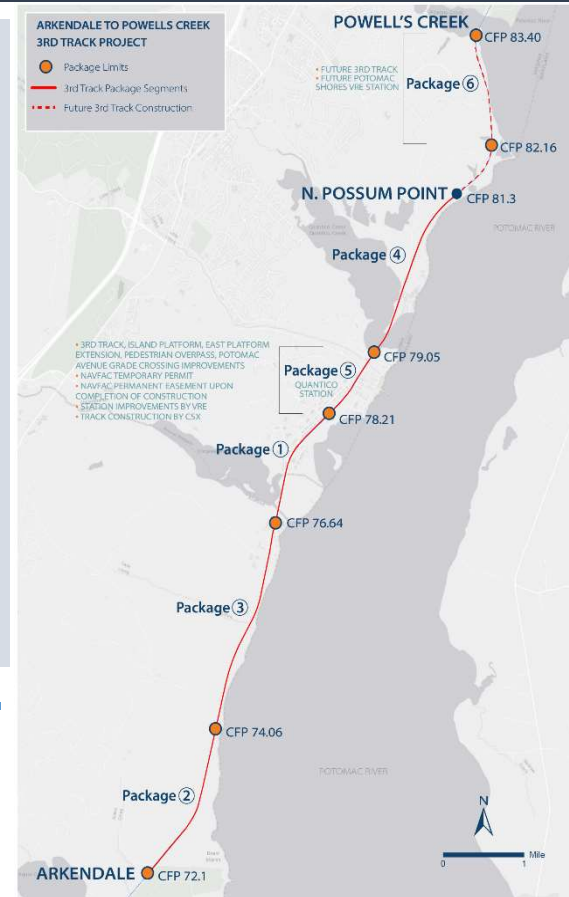
Project Benefit: The new station building will greatly enhance the customer experience. The platform will be Virginia's second level-boarding platform meeting ADA standards for boarding. Station parking and bus circulation anticipates intermodal connectivity with local transit, Amtrak Thruway busses, and other multimodal connections. The train service facility will provide storage for current and planned Amtrak services and remove the existing conflict with CSX coal yard facilities.

| Project Description (\$ in millions) | Total Budget | Expenses Incurred to Date | FY23 | FY24 | FY25 | FY26 | FY27 | FY28 | FY29 | FY30 | VPRA Grant Funding |
|---|-----------------|---------------------------------|------|------|------|------|------|------|------|------|--------------------------|
| Newport News Station, Platform, and Service Facility | \$43.9 | 13.7 | 6.8 | - | - | - | - | - | - | - | \$20.5 |

ARKENDALE TO POWELL'S CREEK THIRD TRACK CONSTRUCTION AND ISLAND PLATFORMS

PROJECT DESCRIPTION:

Arkendale to Powell's Creek is a third mainline track construction project in Stafford and Prince William Counties, which includes third track construction through the Quantico Station limits. Track construction runs 9.2 miles from CP Arkendale to CP North Possum Point, with design planned for a future third track to continue north through the proposed new Potomac Shores VRE station. This project is currently under construction. Virginia contracted with CSX to construct all track work. The associated station improvements for a pedestrian overpass, east platform extension, and west island platform are funded under the Quantico Station project, which will be constructed by Virginia Railway Express.



Project Benefit: The Arkendale to Powell's Creek third track capacity will allow faster passenger trains to overtake and pass freight trains on the congested RF&P corridor, improving overall network fluidity between Washington, D.C. and Richmond, VA.

| Project Description (\$ in millions) | Total Budget | Expenses Incurred to Date | FY23 | FY24 | FY25 | FY26 | FY27 | FY28 | FY29 | FY30 | VPRA Grant Funding |
|---|--------------|---------------------------|------|------|------|------|------|------|------|------|--------------------|
| Arkendale to Powell's Creek Third Track Construction and Island Platforms | \$101.4 | 82.5 | 5.5 | 8.7 | 4.7 | - | - | - | - | - | \$101.4 |

AMTRAK PASSENGER INFORMATION DISPLAY SYSTEM INSTALLATION: ASHLAND, RICHMOND MAIN STREET STATIONS

PROJECT DESCRIPTION:

In order to improve the customer experience at Ashland and Richmond Main Street stations – and pilot projects for similar improvements at other Virginia stations – the VPRA is working with Amtrak for installation of a Passenger Information Display Systems (PIDS) at these two stations. The PIDS systems will meet ADA requirements for station audio and visual announcements regarding train schedules and travel information.

Ashland Station is a two-track station without an Amtrak attendant or adequate announcement system to update customers boarding and alighting. This can leave customers unaware of which side of the tracks to wait for the train. Main Street Station in downtown Richmond is currently a one-platform station, but a feasibility analysis is underway to consider a second passenger platform on the west side.

Project Benefit: PIDS system will improve customer experience by displaying train status and schedule information on screens at stations on an ADA compliant system.



| Project Description (\$ in millions) | Total Budget | Expenses Incurred to Date | FY23 | FY24 | FY25 | FY26 | FY27 | FY28 | FY29 | FY30 | VPRA Grant Funding |
|---|-----------------|---------------------------------|------|------|------|------|------|------|------|------|--------------------------|
| Amtrak PIDS: Ashland, and Richmond Main Street | \$1.2 | - | 0.4 | 0.4 | 0.4 | - | - | - | - | - | \$1.2 |

POSITIVE TRAIN CONTROL PAYMENT TO AMTRAK AND OTHER AMTRAK SERVICE IMPROVEMENTS

PROJECT DESCRIPTION:

Positive Train Control (PTC) systems are technology to prevent train-to-train collisions, derailments due to speed, incursions into established work zone limits, and movements of trains through switches in the wrong position. In 2008 the federal government mandated PTC be installed on rail lines and locomotives with certain freight shipments, or passenger services by 2018, with PTC in operation by 2020.

In Virginia, PTC is installed and in operation on lines where it was required, which includes VRE and Amtrak passenger routes. Amtrak and host railroads (CSX and NS) have existing agreements for service, which obligates Amtrak to pay its proportional share of costs related to federally mandated improvements. VRE has similar agreements which obligate them to share in the cost of PTC installation on host railroads where they operate.

Amtrak – through the PRIIA 209 Methodology, which allocates certain costs to states for state-supported service – will pass on a proportional cost of PTC installation costs to Virginia for the share of costs associated with state-supported service. VPRA has begun budgeting for some of the anticipated costs as it works with Amtrak to verify host railroad expenditures.



Project Benefit: Positive Train Control payments to host railroads are Virginia's share of safety improvements through technology investments mandated by the federal government to improve safety for freight and passenger rail services across the United States.

| Project Description (\$ in millions) | Total Budget | Expenses Incurred to Date | FY23 | FY24 | FY25 | FY26 | FY27 | FY28 | FY29 | FY30 | VPRA Grant Funding |
|---|-----------------|---------------------------------|------|------|------|------|------|------|------|------|--------------------------|
| Positive Train Control | \$15.6 | 0.2 | 7.4 | 8.0 | - | - | - | - | - | - | \$15.6 |

AMTRAK TRAIN EQUIPMENT - NEW SERVICE

PROJECT DESCRIPTION:

Virginia utilizes Amtrak owned trainsets used in Amtrak’s Northeast Regional services. Essentially, trains that previously terminated/originated at Washington Union Station have been extended to Virginia cities with each service expansion and extension since 2009. As Virginia expanded service in prior years, Amtrak has had to refurbish equipment to increase the number of trainsets in circulation between the Northeast and Virginia. As new services begin, Virginia will need Amtrak to refurbish trainsets and supplemental equipment to deliver new and extended services. Any funds Amtrak requires VPRA to spend to refurbish equipment would be credited back to VPRA against the annual capital equipment use charges under the PRIIA 209 operating agreement for state-supported service.



Project Benefit: Refurbished train equipment is necessary to meet new service goals to accommodate service growth on Virginia's state-supported routes.

| Project Description (\$ in millions) | Total Budget | Expenses Incurred to Date | FY23 | FY24 | FY25 | FY26 | FY27 | FY28 | FY29 | FY30 | VPRA Grant Funding |
|---|-----------------|---------------------------------|------|------|------|------|------|------|------|------|--------------------------|
| Amtrak Train Equipment - New Service | \$17.0 | - | - | - | - | 17.0 | - | - | - | - | \$17.0 |

ROANOKE YARD IMPROVEMENTS

PROJECT DESCRIPTION:

A second mainline track (Main #1) will be added to Roanoke Yard to increase speed and reduce travel time for future passenger trains between Roanoke and the New River Valley. Approximately five miles of new or upgraded track will create this second mainline. Three existing yard ladders will be improved or realigned. Nine crossovers and approximately 27 turnouts will be added or improved. Existing train speeds of 15 mph in the yard will be increased to 40 mph on Main #1 west of the first control point west of the Roanoke Station.



Project Benefit: A second mainline will improve future passenger train travel times through the yard.

| Project Description (\$ in millions) | Total Budget | Expenses Incurred to Date | FY23 | FY24 | FY25 | FY26 | FY27 | FY28 | FY29 | FY30 | VPRA Grant Funding |
|---|-----------------|---------------------------------|------|------|------|------|------|------|------|------|--------------------------|
| Roanoke Yard Improvements | \$36.5 | 0.1 | 3.0 | 20.0 | 8.4 | 5.0 | - | - | - | - | \$36.5 |

WESTERN RAIL INITIATIVE GRANT

PROJECT DESCRIPTION:

As part of the agreement with Norfolk Southern, VPRA will make payments to Norfolk Southern in equal tranches of \$13.15 million per year for the ten years following the executed agreement. Norfolk Southern will use the funds from the Western Virginia Rail Initiative to finance capital improvements, capital maintenance, and program maintenance on or affecting the rail corridor, south and west of Manassas. Funds for the Nokesville to Calverton 3rd track project will derive from the Western Rail Initiative Grant.



Proposed Extension of Virginia Sponsored Amtrak Service to New River Valley

Project Benefit: Increase Amtrak service to Roanoke, Virginia, and expand service to the New River Valley.

| Project Description (\$ in millions) | Total Budget | Expenses Incurred to Date | FY23 | FY24 | FY25 | FY26 | FY27 | FY28 | FY29 | FY30 | VPRA Grant Funding |
|---|--------------|---------------------------|------|------|------|------|------|------|------|------|--------------------|
| Western Rail Initiative Grant | \$131.5 | - | 13.2 | 26.3 | 13.2 | 13.2 | 13.2 | 13.1 | 13.1 | 26.2 | \$131.5 |

DC2RVA FRA GRANT MATCH & DRPT PLANNING GRANT – DRPT MANAGED

PROJECT DESCRIPTION:

DC2RVA GRANT MATCH:

The DC2RVA Grant was awarded to DRPT in 2013 by the Federal Railroad Administration to be used on the DC to RVA corridor. The total estimated cost of the Project was \$55,385,000, with a 80/20 split. At this time, there is \$6.6M remaining on the grant, the VPRA budget includes the 20% match of \$1.3M. These funds will be spent on various I-95 corridor projects to further the planning and design. Due to the limited amount of remaining funds, the DC2RVA grant will remain at DRPT until the funds are exhausted.

DRPT PLANNING GRANTS:

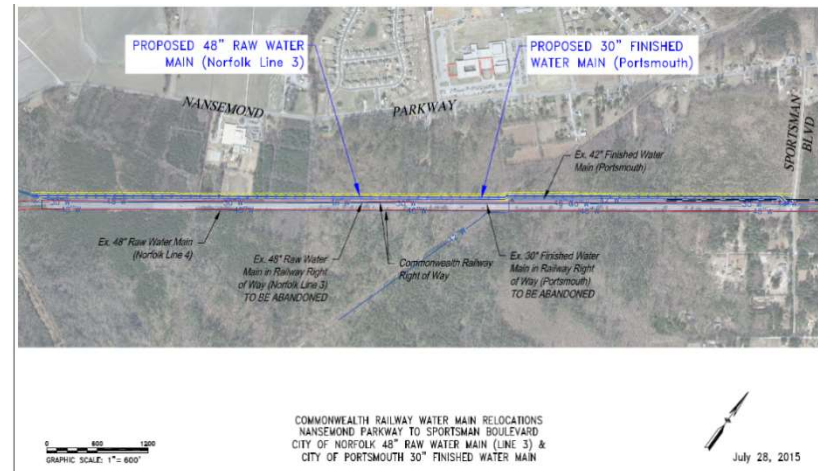
Certain planning grants that are funded with historical IPROC/REF funds. In order to maintain consistency in project management these grants are administered by DRPT.

| Project Description (\$ in millions) | Total Budget | Expenses Incurred to Date | FY23 | FY24 | FY25 | FY26 | FY27 | FY28 | FY29 | FY30 | VPRA Grant Funding |
|---|-----------------|---------------------------------|------|------|------|------|------|------|------|------|--------------------------|
| DC2RVA FRA Grant Match | \$6.6 | - | 0.8 | 0.2 | 0.3 | - | - | - | - | - | \$1.3 |
| DPRT Planning Grants | \$1.9 | 0.1 | 1.0 | 0.4 | 0.4 | - | - | - | - | - | \$1.9 |

MARSHALLING YARD EXPANSION – DRPT MANAGED

PROJECT DESCRIPTION:

This project constructs two additional storage tracks at the Commonwealth Railway's Marshalling Yard located in Suffolk, Virginia. CWRV currently provides dual access to the Port of Virginia's International Gateway Terminal, with the transfer of the intermodal trains occurring at this site. As VIG's rail traffic grows, additional storage tracks are needed. The construction includes adding two additional 8,000 foot storage tracks and associated utility work. This grant project is managed solely by DRPT, involvement by the VPRA is limited to the monetary commitment detailed below.



Project Benefit: Increase rail capacity and storage for increased and more reliable rail service to VIG. Increasing multimodal options can reduce highway congestion, pavement maintenance costs and reduce fuel consumption.

| Project Description (\$ in millions) | Total Budget | Expenses Incurred to Date | FY23 | FY24 | FY25 | FY26 | FY27 | FY28 | FY29 | FY30 | VPRA Grant Funding |
|---|--------------|---------------------------|------|------|------|------|------|------|------|------|--------------------|
| Marshalling Yard Expansion | \$7.8 | - | - | - | 5.8 | 2.0 | - | - | - | - | \$7.8 |

CENTRAL RAIL YARD EXPANSION – DRPT MANAGED

PROJECT DESCRIPTION:

This project includes a rail capacity expansion at the Port of Virginia's Norfolk International Terminal. Construction of an intermodal yard with additional track and storage space, as well as streamlined operations; including rail mounted gantry cranes to expedite necessary intermodal transfers. This grant project is managed solely by DRPT, involvement by the VPRA is limited to the monetary commitment detailed below.



Project Benefit: Increase rail capacity and storage for increased and more reliable rail service to VIG. Increasing multimodal options can reduce highway congestion, pavement maintenance costs and reduce fuel consumption.

| Project Description (\$ in millions) | Total Budget | Expenses Incurred to Date | FY23 | FY24 | FY25 | FY26 | FY27 | FY28 | FY29 | FY30 | VPRA Grant Funding |
|---|-----------------|---------------------------------|------|------|------|------|------|------|------|------|--------------------------|
| Central Rail Yard Expansion | \$5.5 | - | - | 5.5 | - | - | - | - | - | - | \$5.5 |

FRONT ROYAL EXPANSION – DRPT MANAGED

PROJECT DESCRIPTION:

The Virginia Inland Port is located 220 miles inland from the Port of Virginia's marine terminals and serves a crucial role as an off port marshaling point for container cargo to and from the marine terminals. It provides the capability to enhance container handling at the terminals by moving a significant number of containers off and on to the port terminals, freeing capacity in the terminals. The project includes the construction of new tracks along the outside edges of the existing yard to increase storage and rail capacity. This grant project is managed solely by DRPT, involvement by the VPRA is limited to the monetary commitment detailed below.



Project Benefit: increase rail capacity and storage for increased and more reliable rail service to VIG. Increasing multimodal options can reduce highway congestion, pavement maintenance costs and reduce fuel consumption.

| Project Description (\$ in millions) | Total Budget | Expenses Incurred to Date | FY23 | FY24 | FY25 | FY26 | FY27 | FY28 | FY29 | FY30 | VPRA Grant Funding |
|---|-----------------|---------------------------------|------|------|------|------|------|------|------|------|--------------------------|
| Front Royal Expansion | \$6.2 | - | 1.5 | 4.7 | - | - | - | - | - | - | \$6.2 |



COMMONWEALTH of VIRGINIA

Commonwealth Transportation Board

W. Sheppard Miller, III
Chairperson

1401 East Broad Street
Richmond, Virginia 23219

(804) 482-5818
Fax: (804) 786-2940

Agenda item # 2

RESOLUTION OF THE COMMONWEALTH TRANSPORTATION BOARD

March 29, 2023

MOTION

Made By: _____ Seconded By:

Action:

**Title: Discontinuance – Secondary System of State Highways
Route 676 in Fairfax County**

WHEREAS, a portion of Route 676, located in Fairfax County, measuring approximately 0.65 of a mile, is no longer necessary for the uses of the Secondary system of state highways, and therefore no longer provides a public convenience that warrants maintenance at public expense, rendering it eligible for discontinuance; and

WHEREAS, the Fairfax County Board of Supervisors has approved a resolution on January 24, 2023, attached hereto as Exhibit A, supporting the discontinuance described as the 0.65 of a mile length of Route 676, as seen in the map attached hereto as Exhibit B; and

WHEREAS, pursuant to § 33.2-908 of the *Code of Virginia*, a section of highway may be discontinued from the Secondary system of state highways by the Commissioner of Highways, with the approval of the Commonwealth Transportation Board, if the highway is deemed to be no longer necessary for the uses of the Secondary system of state highways when the highway no longer provides a public convenience that warrants maintenance at public expense; and

NOW, THEREFORE, BE IT RESOLVED, that the Commonwealth Transportation Board approves the discontinuance of the roadway segment identified below and as depicted on Exhibit B attached hereto, as part of the Secondary system of state highways, pursuant to §33.2-908, *Code of Virginia*, as the roadway is no longer necessary for the uses of the Secondary system of state highways and is no longer providing sufficient public convenience to warrant maintenance at public expense.

Secondary System of State Highways

Discontinuance

Northern Virginia District

Fairfax County

- Route 676

0.65 Mi.

Total Mileage Discontinued from the Secondary System:

0.65 Mi.

####

CTB Decision Brief

Discontinuance - Secondary System of State Highways: Route 676 in Fairfax County

Issue: The Fairfax County Board of Supervisors has requested the discontinuance of a portion of Route 676 in Fairfax County. Pursuant to §33.2-908 of the *Code of Virginia*, said discontinuance must be approved by the Commonwealth Transportation Board (Board).

Facts: Upon review of the area, VDOT staff determined that a 0.65 of a mile portion of Route 676 should be discontinued as a part of the Secondary System of State Highways, pursuant to §33.2-908 of the *Code of Virginia*, as it no longer provides a public convenience that warrants maintenance at state expense.

The Fairfax County Board of Supervisors requested, by resolution on January 24, 2023 (Exhibit A, attached), the discontinuance of the 0.65 mile portion of Route 676 (road noted in “Orange” on Exhibit B, attached).

In accordance with §33.2-908, notice of the discontinuance was published in the *Washington Times* on November 7, 2022 (Exhibit C, attached). Section 33.2-908 requires that notice be provided to the County Board of Supervisors and property owners with land abutting the section of roadway considered for discontinuance.

Recommendation: VDOT recommends the Board approve the discontinuance of the 0.65 mile portion of Route 676 referenced above.

Action Required by CTB: The *Code of Virginia* requires a majority of the Board’s members to approve the proposed discontinuance. A resolution describing the proposed road to be discontinued is provided for the Board’s consideration.

Result if Approved: If approved, VDOT will suspend all of its maintenance activity on the roadway segment.

Options: Approve, Deny or Defer

Public Comments/Reaction: There was no request for a public hearing made to the Fairfax County Board of Supervisors regarding this proposed discontinuance and there were no requests for a public hearing received by VDOT in response to the notices provided.

Exhibit A
Fairfax County Resolution

RESOLUTION

At a regular meeting of the Board of Supervisors of Fairfax County, Virginia, held in the Board Auditorium of the Government Center at 12000 Government Center Parkway, Fairfax, Virginia, on January 24, 2023, at which a quorum was present and voting, the following resolution was adopted:

WHEREAS, the Fairfax County Department of Transportation (FCDOT) requests to discontinue a portion of Route 676 (Clark's Crossing Road);

WHEREAS, Route 676 (Clark's Crossing Road) was accepted into VDOT's Secondary System of State Highways in 1948 (Attachments II & III); and

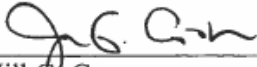
WHEREAS, the subject portion, located between Lawyers Road and Clark's Crossing Park, is unimproved and currently used as an unofficial natural-surface pedestrian connection by the surrounding community; and

WHEREAS, the County will be responsible for future maintenance within the dedicated right-of-way; and

WHEREAS, notice of intention to discontinue this portion of Route 676 (Clark's Crossing Road) was given on November 7, 2022, in accordance with Virginia Code Ann. § 33.2-908 (2014),

NOW THEREFORE, BE IT RESOLVED that this Board hereby requests, pursuant to Virginia Code Section § 33.2-908 (2014), that the Commonwealth Transportation Board, discontinue as part of the secondary system of state highways, the .65-mile portion of Clark's Crossing Road as indicated on Attachment II.

A Copy – Teste:



Jill G. Cooper
Clerk for the Board of Supervisors

Exhibit B
Sketch of Proposed Road Segment to be Discontinued

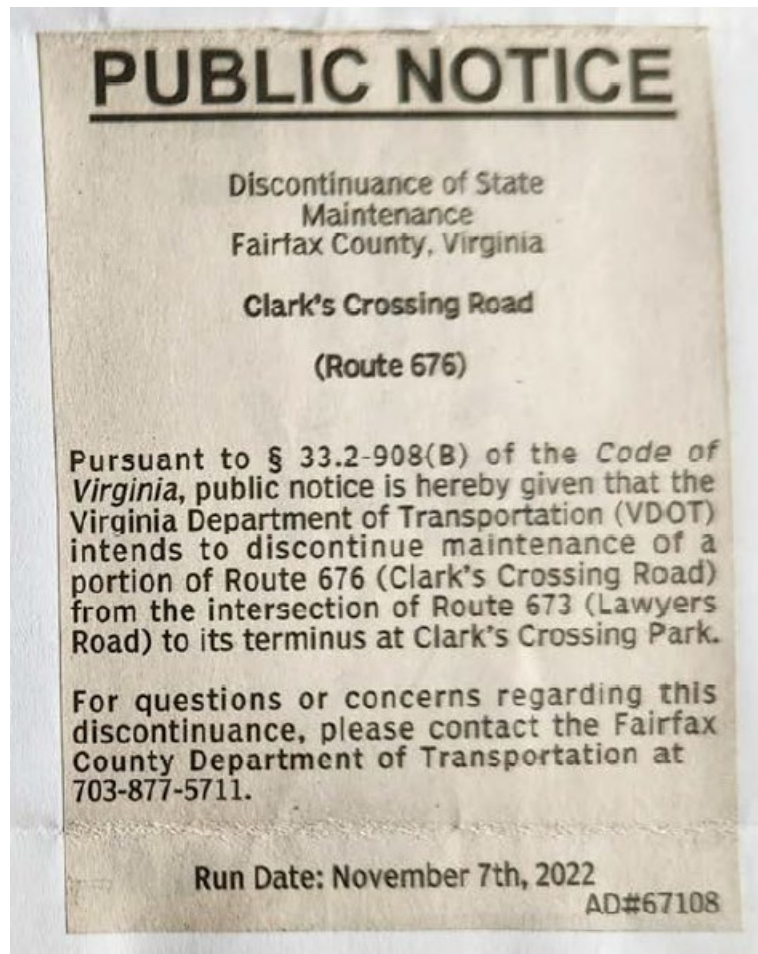
Clark's Crossing Road, Route 676
Discontinuance (Portion of)
Fairfax County - Hunter Mill District
Tax Map: 28-3 & 38-1



Discontinuance: A --> B 0.65mi
Maintenance AHQ: 10 Reston
BOS Resolution Date: 01/24/2023

Exhibit C

Public Notice of Discontinuance
Published in the *Washington Times* on November 7, 2022





COMMONWEALTH of VIRGINIA

Commonwealth Transportation Board

W. Sheppard Miller, III
Chairperson

1401 East Broad Street
Richmond, Virginia 23219

(804) 482-5818
Fax: (804) 786-2940

Agenda item # 3

RESOLUTION OF THE COMMONWEALTH TRANSPORTATION BOARD

March 29, 2023

MOTION

Made By: _____ Seconded By:

Action:

**Title: Discontinuance – Secondary System of State Highways
Route 1049 in Fairfax County**

WHEREAS, a portion of Route 1049, located in Fairfax County, measuring approximately 0.04 of a mile, is no longer necessary for the uses of the Secondary system of state highways, and therefore no longer provides a public convenience that warrants maintenance at public expense, rendering it eligible for discontinuance; and

WHEREAS, the Fairfax County Board of Supervisors has approved a resolution on January 24, 2023, attached hereto as Exhibit A, supporting the discontinuance described as the 0.04 of a mile length of Route 1049, as seen in the map attached hereto as Exhibit B; and

WHEREAS, pursuant to § 33.2-908 of the *Code of Virginia*, a section of highway may be discontinued from the Secondary system of state highways by the Commissioner of Highways, with the approval of the Commonwealth Transportation Board, if the highway is deemed to be no longer necessary for the uses of the Secondary system of state highways when a part of the highway no longer provides a public convenience that warrants maintenance at public expense; and

NOW, THEREFORE, BE IT RESOLVED, that the Commonwealth Transportation Board approves the discontinuance of the roadway segment identified below and as depicted on Exhibit B attached hereto, as part of the Secondary system of state highways, pursuant to §33.2-908, *Code of Virginia*, as the roadway is no longer necessary for the uses of the Secondary system of state highways and is no longer providing sufficient public convenience to warrant maintenance at public expense.

Secondary System of State Highways

Discontinuance

Northern Virginia District
Fairfax County
• Route 1049

0.04 Mi.

Total Mileage Discontinued from the Secondary System:

0.04 Mi.

####

CTB Decision Brief

Discontinuance - Secondary System of State Highways: Route 1049 in Fairfax County

Issue: The Fairfax County Board of Supervisors has requested the discontinuance of a portion of Route 1049 in Fairfax County. Pursuant to §33.2-908 of the *Code of Virginia*, said discontinuance must be approved by the Commonwealth Transportation Board (Board).

Facts: Upon review of the area, VDOT staff determined that a 0.04 of a mile portion of Route 1049 should be discontinued as a part of the Secondary System of State Highways, pursuant to §33.2-908 of the *Code of Virginia*, as it no longer provides a public convenience that warrants maintenance at state expense.

The Fairfax County Board of Supervisors requested, by resolution on January 24, 2023 (Exhibit A, attached), the discontinuance of the 0.04 mile portion of Route 1049 (road noted in “Orange” on Exhibit B, attached).

In accordance with §33.2-908, notice of the discontinuance was published in the *Washington Times* on November 7, 2022 (Exhibit C, attached). Section 33.2-908 requires that notice be provided to the County Board of Supervisors and property owners with land abutting the section of roadway considered for discontinuance.

Recommendation: VDOT recommends the Board approve the discontinuance of the 0.04 mile portion of Route 1049 referenced above.

Action Required by CTB: The *Code of Virginia* requires a majority of the Board’s members to approve the proposed discontinuance. A resolution describing the proposed road to be discontinued is provided for the Board’s consideration.

Result if Approved: If approved, VDOT will suspend all of its maintenance activity on the roadway segment.

Options: Approve, Deny or Defer

Public Comments/Reaction: There was no request for a public hearing made to the Fairfax County Board of Supervisors regarding this proposed discontinuance and there were no requests for a public hearing received by VDOT in response to the notices provided.

Exhibit A
Fairfax County Resolution

RESOLUTION

At a regular meeting of the Board of Supervisors of Fairfax County, Virginia, held in the Board Auditorium of the Government Center at 12000 Government Center Parkway, Fairfax, Virginia, on January 24, 2023, at which a quorum was present and voting, the following resolution was adopted:

WHEREAS, the Fairfax County Department of Transportation (FCDOT) requests to discontinue a portion of Route 1049 (Mackall Avenue);

WHEREAS, Route 1049 (Mackall Avenue), located within the Langley Forest Section 4 Subdivision, was accepted into VDOT's Secondary System of State Highways in 1952 (Attachments II & III); and

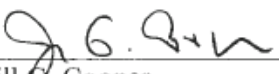
WHEREAS, the subject portion, located between Heather Brook Court and the intersection of Holland Street / Mackall Avenue, is unimproved and currently used as an unofficial natural-surface pedestrian connection by the surrounding community; and

WHEREAS, the County will be responsible for future maintenance within the dedicated right-of-way; and

WHEREAS, notice of intention to discontinue this portion of Route 1049 (Mackall Avenue) was given on November 7, 2022, in accordance with Virginia Code Ann. § 33.2-908 (2014),

NOW THEREFORE, BE IT RESOLVED that this Board hereby requests, pursuant to Virginia Code Section § 33.2-908 (2014), that the Commonwealth Transportation Board, discontinue as part of the secondary system of state highways, the .04-mile portion of Route 1049 (Mackall Avenue) as indicated on Attachment II.

A Copy – Teste:



Jill G. Cooper
Clerk for the Board of Supervisors

Exhibit B

Sketch of Proposed Road Segment to be Discontinued

**Mackall Avenue, Route 1049
Discontinuance (Portion of)
Fairfax County - Dranesville District
Tax Map: 21-4**

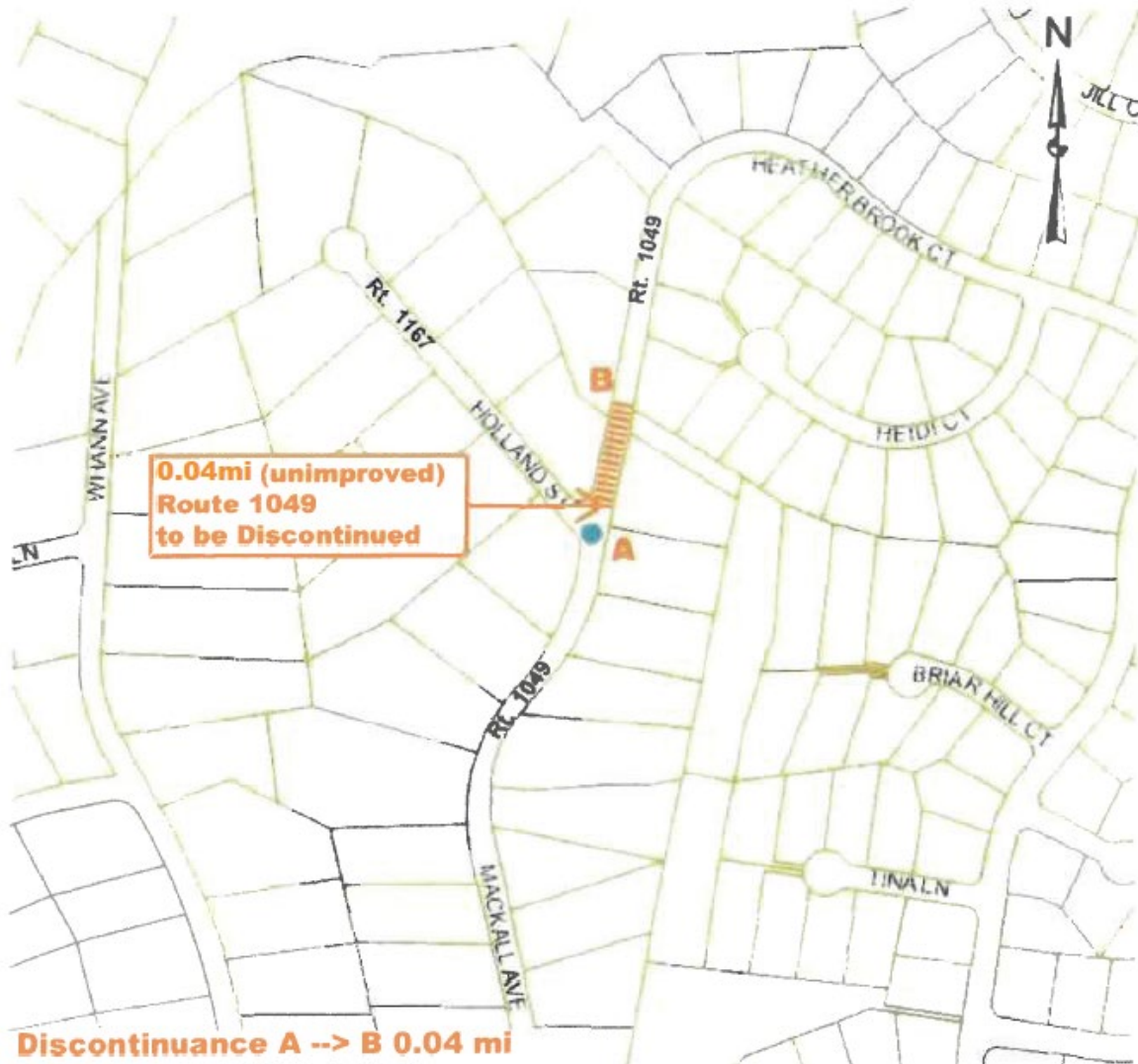
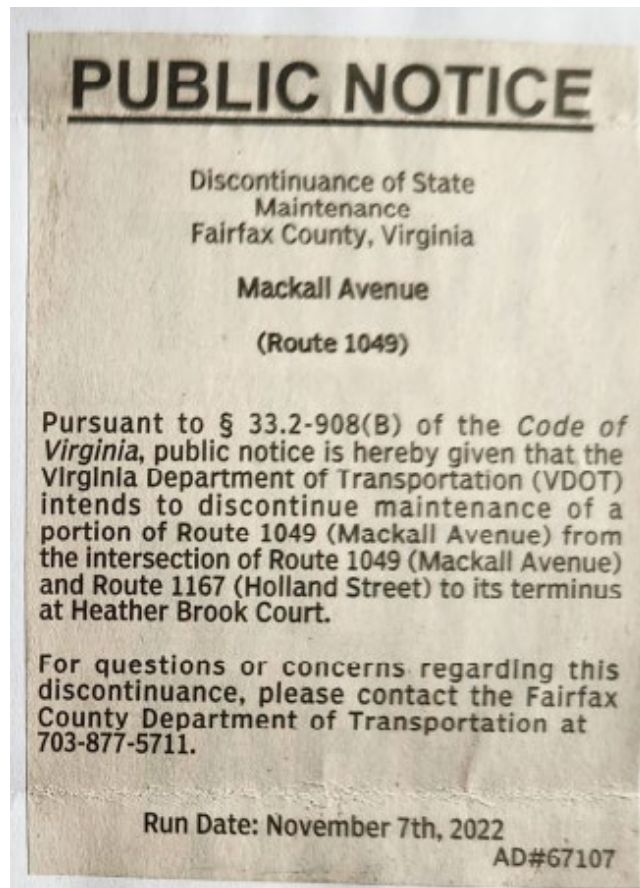


Exhibit C

Public Notice of Discontinuance
Published in the *Washington Times* on November 7, 2022





COMMONWEALTH of VIRGINIA

Commonwealth Transportation Board

W. Sheppard Miller, III
Chairperson

1401 East Broad Street
Richmond, Virginia 23219

(804) 482-5818
Fax: (804) 786-2940

Agenda item # 4

RESOLUTION OF THE COMMONWEALTH TRANSPORTATION BOARD

March 29, 2023

MOTION

Made By: _____ Seconded By:

Action:

Title: Bridge Naming: “Special Agent Michael T. Walter Memorial Bridge”

WHEREAS, the Virginia State Police has requested, by letter dated January 13, 2023, that the Commonwealth Transportation Board (CTB) name the bridges on U.S. Route 60, Midlothian Turnpike, over State Route 288, Chesterfield County, as the “Special Agent Michael T. Walter Memorial Bridge”, to honor the life, service to his country and community and ultimate sacrifice of Virginia State Police Special Agent Michael T. Walter; and

WHEREAS, § 33.2-213 provides that any naming for a state official killed during the performance of his official duties, which includes a law enforcement officer employed by the Department of State Police or a state highway transportation worker, shall require a letter or resolution from the head of the state agency by which the state official was employed requesting such naming; and

WHEREAS, in accord with § 33.2-213, Colonel Gary T. Settle, Superintendent of the Department of State Police, has provided a letter, dated January 13, 2023, requesting this naming to commemorate the life of Special Agent Michael T. Walter; and

WHEREAS, § 33.2-213 provides that the Virginia Department of Transportation (VDOT) shall place and maintain appropriate signs indicating the names of highways, bridges, interchanges, and other transportation facilities named by the CTB; and

WHEREAS, § 33.2-213 provides that for any state highway, bridge, interchange or other transportation facility named after a state official killed during the performance of his official

Resolution of the Board

Bridge Naming: "Special Agent Michael T. Walter Memorial Bridge"

March 29, 2023

Page 2 of 2

duties, the costs of producing, placing and maintaining those signs shall be paid from Commonwealth Transportation Funds.

NOW THEREFORE BE IT RESOLVED, pursuant to § 33.2-213 of the *Code of Virginia*, the CTB hereby names the bridges on U.S. Route 60, Midlothian Turnpike, over State Route 288, Chesterfield County, as the "Special Agent Michael T. Walter Memorial Bridge".

BE IT FURTHER RESOLVED, that VDOT is directed to produce, place, and maintain the signs calling attention to this naming using Commonwealth Transportation Funds to cover the costs thereof as required by law.

####

CTB Decision Brief

Bridge Naming: "Special Agent Michael T. Walter Memorial Bridge"

Issue: Commemorative naming of the bridges on U.S. Route 60, Midlothian Turnpike, over State Route 288, Chesterfield County as the "Special Agent Michael T. Walter Memorial Bridge".

Facts: Pursuant to §33.2-213 of the Code of Virginia, no name shall be given to any state highway, bridge, interchange, or other transportation facility by the Board unless and until the Board receives (i) for a naming after a state official, a letter or resolution from the head of the state agency by which the state official was employed requesting such naming or (ii) for a naming other than after a state official, a resolution from the governing body of the locality within which a portion of the facility to be named is located requesting such naming. Further, pursuant to this section, for a highway, bridge, interchange, or other transportation facility named after a state official killed during the performance of his official duties, the costs of producing, placing, and maintaining these signs shall be paid from Commonwealth Transportation Funds. For purposes of this section, "state official" includes law-enforcement officers employed by the Department of State Police and state highway transportation workers.

In accord with §33.2-213, Colonel Gary T. Settle, Superintendent of the Department of State Police, on January 13, 2023 submitted a letter requesting the CTB to name the bridges on U.S. Route 60 over State Route 288 in Chesterfield County for Special Agent Walter.

According to that letter, on May 26, 2017, Special Agent Walter was shot during a traffic stop in Richmond. During a high visibility patrol, Special Agent Walter, along with other officers from the Richmond City Police Department, encountered a vehicle facing the wrong direction on Redd Street. After approaching the car and suspecting that the passenger was wanted in Lancaster County for a parole violation, Special Agent Walter attempted to take him into custody.

Unbeknownst to the officers, the suspect was in possession of a semi-automatic pistol and he shot Special Agent Walter who was transported to Virginia Commonwealth Medical Center. On May 27, 2017 Special Agent Michael T. Walter succumbed to his injuries.

Special Agent Walter was a veteran of the United States Marine Corps and served for 18 years with the Virginia State Police before his untimely death. The Virginia State Police wish to honor Special Agent Walter's years of dedicated service to his country and the citizens of Virginia by requesting this naming.

Recommendations: The Virginia Department of Transportation (VDOT) recommends this request be approved.

Action Required by CTB: The *Code of Virginia* requires a majority of the CTB members to approve a resolution naming a highway or bridge, as appropriate. A resolution will be provided for the Board's consideration.

Result if Approved: The bridges on U.S. Route 60, Midlothian Turnpike, over State Route 288, Chesterfield County will be known as the “Special Agent Michael T. Walter Memorial Bridge”. In accordance with §33.2-213, for any state highway, bridge, interchange or other transportation facility named after a state official killed during the performance of his official duties, the costs of producing, placing and maintaining those signs shall be paid from Commonwealth Transportation Funds. Therefore VDOT will utilize Commonwealth Transportation Funds to pay for the costs of producing, placing, and maintaining the signs calling attention to this naming.

Options: Approve, Deny, or Defer.

Public Comments/Reactions: VDOT is not aware of any opposition to this proposal.



COMMONWEALTH OF VIRGINIA

Colonel Gary T. Settle
Superintendent

(804) 674-2000

DEPARTMENT OF STATE POLICE

P.O. Box 27472, Richmond, VA 23261-7472

Lt. Colonel Kirk S. Marlowe
Deputy Superintendent

January 13, 2023

W. Sheppard Miller, III, Chairman
Commonwealth Transportation Board
1401 East Broad Street
Richmond, Virginia 23219

Chairman Miller,

In accordance with §33.2-213, of the *Code of Virginia*, I write to the Commonwealth Transportation Board on behalf of the family of Special Agent Michael T. Walter, who requests that the bridge on U.S. Route 288, at State Route 60, Midlothian Turnpike, in Chesterfield County, Virginia be named in honor of Virginia State Police Special Agent Michael T. Walter.

On May 26, 2017, at approximately 7:30pm, Special Agent Walter was shot during a traffic stop in the 1900 block of Redd Street in the Mosby Court public housing community in Richmond. Special Agent Walter, along with officers from the Richmond City Police Department, were conducting high visibility patrols due to recent violent crimes in the area when they encountered a vehicle facing the wrong direction on Redd Street. Officers approached and began to speak with the vehicle's occupants. Unknown to the officers, the passenger was in possession of a small caliber, semi-automatic pistol and believed that he was wanted in Lancaster County for a probation violation. As Special Agent Walter attempted to take the passenger into custody, he resisted and shot Special Agent Walter, who was transported to Virginia Commonwealth Medical Center, where he succumbed to his injuries on May 27, 2017. The suspect fled the scene but was captured several hours later in Northumberland County, Virginia.

Special Agent Walter was a veteran of the United States Marine Corps and served for 18 years with the Virginia State Police before his untimely death. On behalf of the Virginia State Police, I fully support naming this bridge in honor of Special Agent Walter's years of dedicated service to the citizens of Virginia in such a memorable manner.

Sincerely,

A handwritten signature in black ink that reads "Gary T. Settle".

Superintendent

GTS/ksm

Chesterfield County



Proposed Bridge Naming
"Special Agent Michael T. Walter
Memorial Bridge"



Midlothian Turnpike



Virginia Department of Transportation
Maintenance Division

CTB MEETING: March 29, 2023

Chesterfield County

Proposed Bridge Naming:

"Special Agent Michael T. Walter Memorial Bridge"



COMMONWEALTH of VIRGINIA

Commonwealth Transportation Board

W. Sheppard Miller, III
Chairperson

1401 East Broad Street
Richmond, Virginia 23219

(804) 482-5818
Fax: (804) 786-2940

Agenda item # 5

RESOLUTION OF THE COMMONWEALTH TRANSPORTATION BOARD

March 29, 2023

MOTION

Made By: _____ Seconded By:

Action:

Title: Highway Naming: “Judge J. Samuel Johnston, Jr. Memorial Highway”

WHEREAS, in accordance with § 33.2-213 of the *Code of Virginia*, the Campbell County Board of Supervisors has requested, by resolution dated February 7, 2023, that the Commonwealth Transportation Board (CTB), to honor and memorialize the life, dedication and faithful service to the citizens of Campbell County of Judge J. Samuel Johnston, Jr., name the section of U.S. Route 501, Campbell Highway, from the South Lynchburg City Limits to the east intersection of State Route 24, Campbell County, as the “Judge J. Samuel Johnston, Jr. Memorial Highway”; and

WHEREAS, Campbell County, by resolution dated February 7, 2023, has agreed to be responsible for payment of all sign costs billed by the Virginia Department of Transportation calling attention to this naming, which will include the costs to produce, place, and maintain the signs; and

WHEREAS, § 33.2-213 provides that the Virginia Department of Transportation (VDOT) shall place and maintain appropriate signs indicating the names of highways, bridges, interchanges, and other transportation facilities named by the CTB and requires that the costs of producing, placing, and maintaining such signs shall be paid by the localities in which they are located or by the private entity whose name is attached to the transportation facility so named.

Resolution of the Board
Highway Naming: "Judge J. Samuel Johnston, Jr. Memorial Highway"
March 29, 2023
Page 2 of 2

NOW THEREFORE BE IT RESOLVED, pursuant to § 33.2-213 of the *Code of Virginia*, the CTB hereby names the section of U.S. Route 501, Campbell Highway, from the South Lynchburg City Limits to the east intersection of State Route 24, Campbell County, as the "Judge J. Samuel Johnston, Jr. Memorial Highway".

BE IT FURTHER RESOLVED, that VDOT is directed to produce, place, and maintain the signs calling attention to this naming and secure payment from Campbell County for these costs as required by law.

#####

CTB Decision Brief

Highway Naming: “Judge J. Samuel Johnston, Jr. Memorial Highway”

Issue: Commemorative naming of the section of U.S. Route 501, Campbell Highway, from the South Lynchburg City Limits to the east intersection of State Route 24, Campbell County, as the “Judge J. Samuel Johnston, Jr. Memorial Highway”.

Facts: The Campbell County Board of Supervisors enacted a resolution on February 7, 2023 to honor the life, faithfulness and dedication to the citizens of Campbell County of Judge J. Samuel Johnston, Jr.

According to that resolution, Judge Johnston served Campbell County with great distinction as a Campbell County District and Circuit Court Judge from 1977 until his retirement in 2008. He received his bachelor’s degree from the University of Alabama and a law degree from the University of Virginia School of Law.

After practicing law for five years, he was appointed a judge of the Campbell County General District Court at the age of 30, making him the youngest judge in the State. In 1981, he was named Judge of the Campbell County Circuit Court as the youngest Circuit Court Judge in Virginia, where he presided over hundreds of trials that impacted thousands of lives. He was known for his thoughtfulness, fairness and commitment to justice.

During his tenure as the Circuit Court Judge, he advocated for a new courthouse to not only protect victims and witnesses in criminal cases but to have the proper facilities to conduct fair and audible hearings and trials. A new courthouse was dedicated on June 20, 1991.

Following retirement, Judge Johnston remained active in the legal community as a substitute judge for the 24th Judicial Circuit, participated in a statewide mediation group, performed numerous speaking engagements where he served as inspiration to other judges and attorneys and authored a book entitled “Why Judges Wear Robes”, a humorous account of life in the courtroom.

Recommendations: The Virginia Department of Transportation (VDOT) recommends this request be approved.

Action Required by CTB: The *Code of Virginia* requires a majority of the CTB members to approve a resolution naming a highway or bridge, as appropriate. A resolution will be provided for the Board’s consideration.

Result if Approved: The section of U.S. Route 501, Campbell Highway, from the South Lynchburg City Limits to the east intersection of State Route 24, Campbell County, will be known as the “Judge J. Samuel Johnston, Jr. Memorial Highway”. In accordance with law, and by resolution dated February 7, 2023, Campbell County agrees to pay the costs of producing, placing, and maintaining the signs calling attention to this naming.

Options: Approve, Deny, or Defer.

Public Comments/Reactions: VDOT is not aware of any opposition to this proposal.

At the regular meeting of the Campbell County Board of Supervisors held on the 7th day of February 2023 in the Board of Supervisors Meeting Room of the Haberer Building, Rustburg, Virginia, on motion of Supervisor Watts, the following resolution was adopted:

JUDGE J. SAMUEL JOHNSTON, JR. MEMORIAL HIGHWAY

WHEREAS, Retired Judge J. Samuel Johnston, Jr. served Campbell County with great distinction as a Campbell County District and Circuit Court Judge from 1977 until his retirement on June 1, 2008; and

WHEREAS, Judge Johnston received his bachelor's degree from the University of Alabama and a law degree from the University of Virginia School of Law; and

WHEREAS, after practicing law for five years was appointed a judge of the Campbell County General District Court at the age of 30, making him the youngest Judge in the State; and

WHEREAS, in 1981, Judge Johnston was named Judge of the Campbell County Circuit Court as the youngest Circuit Court Judge in Virginia, where he presided over hundreds of trials that impacted thousands of lives and was known for his thoughtfulness, fairness and commitment to justice; and

WHEREAS, during his tenure as the Circuit Court Judge advocated for a new courthouse to not only protect victims and witnesses in criminal cases, but to have the proper facilities to conduct fair and audible hearings and trials, and a new Courthouse was dedicated on June 20, 1991; and

WHEREAS, following retirement Judge Johnston remained active in the legal community as a substitute Judge for the 24th Judicial Circuit, participating in a statewide mediation group, performing numerous speaking engagements where he served as inspiration to other Judges and attorneys and authoring a book entitled "Why Judges Wear Robes," a humorous account of life in the courtroom; and

WHEREAS, in 2019 the Campbell County Board of Supervisors authorized staff to work with the Virginia Department of Transportation and local Virginia delegation to have a portion of Route 501 in Campbell County dedicated to Judge J. Samuel Johnston, Jr., but at that time Virginia Code did not allow naming a road for a living person; and

WHEREAS, Judge Johnston passed away on December 10, 2022, at the age of 76.

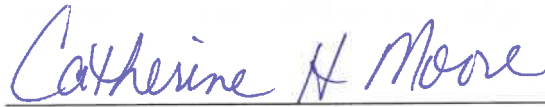
NOW, THEREFORE, BE IT RESOLVED, the Campbell County Board of Supervisors in accordance with Section 33.2-213 of the Code of Virginia respectfully requests the Commonwealth Transportation Board and the Virginia Department of Transportation formally name a section of Route 501 from South Lynchburg City Limits to the east Route 24 intersection for a total of 7.96 miles the ***Judge J. Samuel Johnston, Jr. Memorial Highway*** in recognition of Judge Johnston's faithfulness and dedication to the citizens of Campbell County; and

BE IT FURTHER RESOLVED, the Campbell County Board of Supervisors acknowledges that the Campbell County Board of Supervisors would be responsible to the Virginia Department of Transportation for the costs associated with producing, placing and maintaining the signage associated with the request.

The vote was: Aye: Brown, Carwile, Cline, Hardie, Moore, Shockley, Watts

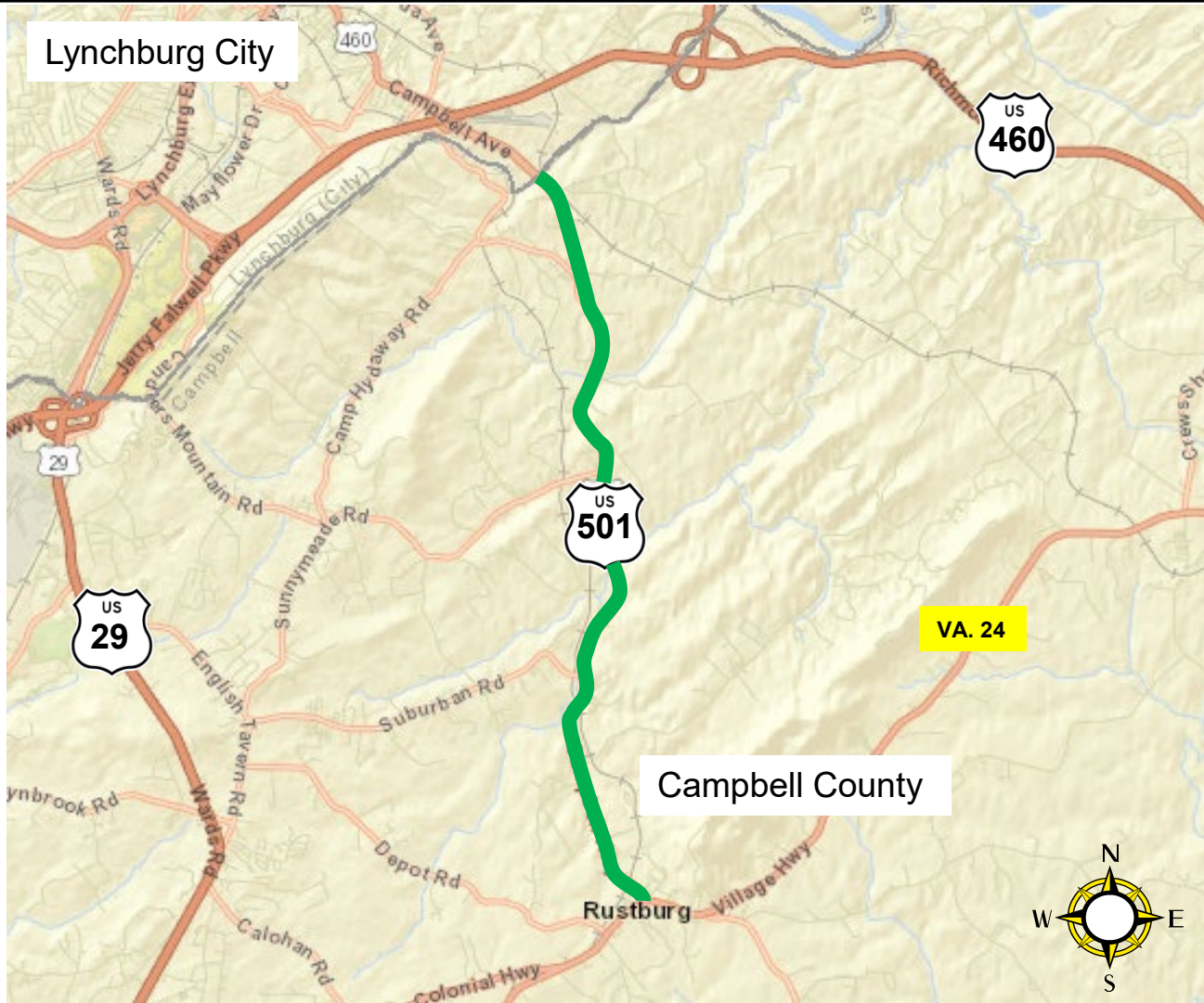
Nay: None

Absent: None



Catherine H. Moore, Clerk

Campbell County Board of Supervisors



Lynchburg City

Campbell County

VA. 24



Maintenance Division

CTB Meeting: March 29, 2023

Campbell County
Proposed Highway Segment Naming:
**“Judge J. Samuel Johnston, Jr. Memorial
Highway”**

 Proposed Highway Naming



COMMONWEALTH of VIRGINIA

Commonwealth Transportation Board

W. Sheppard Miller, III
Chairperson

1401 East Broad Street
Richmond, Virginia 23219

(804) 482-5818
Fax: (804) 786-2940

Agenda item # 6

RESOLUTION OF THE COMMONWEALTH TRANSPORTATION BOARD

March 29, 2023

MOTION

Made By: Seconded By: Action:

**Title: Limited Access Control Changes (LACCs) for the Potomac Commuter
Garage, Prince William County**

WHEREAS, on January 18, 1973, the State Highway Commission, predecessor to the CTB, resolved that the limited access features of Route 95 be extended to include additional ramps as part of the improvements of the Route 95 Interchange with Route 642 (Opitz Boulevard), which has since been renumbered Route 2000, in Prince William County in accordance with Article 4, Chapter 1, Title 33.1 of the 1950 *Code of Virginia* as amended; and

WHEREAS, State Highway Project PRGA-076-242 UPC 111485 (“Project”) provides a 1,400-space commuter parking garage on a Prince William County-owned parcel bounded by River Rock Way, Potomac Center Boulevard, and Opitz Boulevard. Access to the parking garage will be from an existing entrance along River Rock Way and newly constructed entrance on Bridge View Drive. External site roadway and pedestrian improvements are also proposed, including turn lane extensions on Potomac Center Boulevard, Opitz Boulevard, and River Rock Way. River Rock Way will be widened to accommodate a third left turn lane to Opitz Boulevard and to provide direct access to the I-95 NB ramp. Pedestrian facilities are included along River Rock Way, from the entrance of the parking garage to the intersection with Opitz Boulevard. The widening of River Rock Way and the pedestrian improvements along River Rock Way and Opitz Boulevard will impact the existing limited access control lines; and

WHEREAS, the widening of River Rock Way and the addition of pedestrian access along River Rock Way and Opitz Boulevard require an adjustment to the beginning of the limited access line on the northbound side as shown on the Limited Access Line Exhibits and the Limited Access Control Point Stations and Offsets Table (attached); and

WHEREAS, Prince William County held a Design Public Hearing (“Hearing”) for the Project, including the current and proposed locations of the limited access lines, on Tuesday September 20, 2022, at 2:00 pm at Prince William County Board Chambers 1 County Complex Ct, Woodbridge, VA 22192, and allowed public input to be collected concerning the request; and

WHEREAS, proper notice of the Hearing was given in advance, and all those present were given a full opportunity to express their opinions and recommendations for or against the Project as presented, their statements being duly recorded; and

WHEREAS, the economic, social and environmental effects of the Project have been duly examined and given proper consideration and this evidence, along with all other relevant evidence, has been carefully reviewed; and

WHEREAS, the Virginia Department of Transportation’s (VDOT’s) Northern Virginia District Office reviewed and approved the traffic analysis report on June 9, 2020, and found that it adequately addresses the impacts from the Project and the proposed LACCs; and

WHEREAS, the Project is in compliance with National Environmental Policy Act requirements and a Categorical Exclusion (CE) was prepared under an agreement between the VDOT and the Federal Highway Administration, and approved on September 24, 2019. The initial approved CE did not identify the changes to the limited access control. A reevaluation memorandum was provided November 18, 2022, to include the impacts to the limited access control; and

WHEREAS, the Project is located in a nonattainment area for ozone and was properly programmed in the Constrained Long-Range Plan (CLRP), Visualize2045, under CLRP ID 3188 and the FY 2017-2022 State Transportation Improvement Program grouping for Construction: Safety/ITS/Operational Improvements; and

Resolution of the Board
Proposed Limited Access Control Changes (LACCs)
Potomac Commuter Garage
Prince William County
March 29, 2023
Page 3 of 3

WHEREAS, the Project is in Prince William County and the proposed LACCs are supported by a letter from the Prince William County Director of Transportation dated November 18, 2022 (attached); and

WHEREAS, VDOT's Chief Engineer determined that the proposed LACCs will not adversely affect the safety or operation of the highways; and

WHEREAS, VDOT reviewed the requested LACCs and determined that all are in compliance with § 33.2-401 of the *Code of Virginia* and that the requirements of 24 VAC 30-401-20 have been met; and

WHEREAS, VDOT recommends approval of the LACCs as shown on the Limited Access Line Exhibits and the Limited Access Control Point Stations and Offsets Table (attached).

NOW, THEREFORE, BE IT RESOLVED, in accordance with § 33.2-401 of the *Code of Virginia* and 24 VAC 30-401-10 *et seq.*, that the CTB hereby finds and concurs in the determinations and recommendations of VDOT made herein, and directs that Route 2000 (Opitz Boulevard) in Prince William County continue to be designated as a limited access control area, with the boundaries of limited access control being modified from the current locations as shown on the attached exhibits.

BE IT FURTHER RESOLVED, the Commissioner of Highways is authorized to take all actions and execute any and all documents necessary to implement the LACCs described herein.

#####

Limited Access control Point Stations and Offsets Table
UPC 111485, PRGA-076-242, PE 101, RW-201, C-501

| Sheet | Description | Station | Offset | Baseline |
|--------------|---|----------------|---------------|-----------------------|
| 3 | Beginning of proposed Limited Access line per this project (UPC 111485) | 104+17.07 | 93.74' RT | Opitz Construction BL |



COMMONWEALTH of VIRGINIA

DEPARTMENT OF TRANSPORTATION

Stephen C. Brich, P.E.
Commissioner

1401 East Broad Street
Richmond, Virginia 23219

(804) 786-2701
Fax: (804) 786-2940

March 1, 2023

The Honorable W. Sheppard Miller, III
The Honorable Stephen C. Brich, P.E.
The Honorable Jennifer DeBruhl
The Honorable Darrell Byers
The Honorable Burwell W. Coleman
The Honorable Tom Fowlkes
The Honorable Mary Hughes Hynes
The Honorable Bert Dodson, Jr.
The Honorable Carlos M. Brown
The Honorable H. Randolph Laird
The Honorable Thomas Moore Lawson
The Honorable Mark H. Merrill
The Honorable E. Scott Kasprovicz
The Honorable Laura A. Sellers
The Honorable Raymond D. Smoot, Jr.
The Honorable Frederick T. Stant, III
The Honorable Greg Yates

Subject: Approval of Limited Access Control Changes (LACCs) for the Potomac Commuter Parking Garage in Prince William County.

Dear Commonwealth Transportation Board Members:

The Department has initiated the above request for LACCs for your consideration. The proposed LACCs on State Highway Project PRGA-076-242; UPC 111485 have been determined as a necessary design feature and recommended for approval by the Department's staff.

I have reviewed the staff's recommendations and determined that approving these LACCs will not adversely affect the safety or operation of the affected highway network. I have determined that this request should be considered by the Board.

Sincerely,

Barton A Thrasher
2023.03.02 10:39:54-05'00'

Barton A. Thrasher, P.E.
Chief Engineer

MINUTES
OF
MEETING OF STATE HIGHWAY COMMISSION

Richmond, Virginia

January 18, 1973

The monthly meeting of the State Highway Commission was held at the Central Highway Office in Richmond, Virginia, on January 18, 1973, at 10 a.m. The Chairman, Mr. Douglas B. Fugate, presided.

Present: Messrs. Fugate, Crowe, Eakin, Fitzpatrick, Janney and Roos.

Absent: Messrs. Glass, Hall and Landes.

Moved by Mr. Eakin, seconded by Mr. Crowe,
that

WHEREAS, in accordance with the provisions of Section 128 of Title 23 - Highways, United States Code, and PPM 20-B, a location and design public hearing was held in the Mills Godwin Junior High School, 14800 Darbydale Drive, Dale City, Virginia, on November 2, 1972, at 7:30 p.m., for the purpose of considering the proposed improvement of the Route 95 interchange with Route 642 from 0.298 mile south of the intersection of Route 642 to 0.413 mile north of the intersection of Route 642 in Prince William County, State Projects 0095-076-105, PE-101, RW-201, C-501, B-628; 0095-076-105, PE-102 RW-202, C-502, B-629, and

WHEREAS, proper notice was given in advance and all those present were given a full opportunity to express their opinions and recommendations for or against the proposed project as presented, and their statements being duly recorded, and

WHEREAS, the economic, social and environmental effects of the proposed project have been examined and given proper consideration, and this evidence, along with all other, has been carefully reviewed,

NOW, THEREFORE, BE IT RESOLVED, that the location and major design features of these projects be approved in accordance with the plan as proposed and presented at the said location and design public hearing by the Department's engineers, and

BE IT FURTHER RESOLVED, that the present limited access features of Route 95 be extended to include these additional ramps in accordance with Article 4, Chapter 1, Title 33.1 of the 1950 Code as amended.

MOTION CARRIED



November 18, 2022

John Lynch, P, E.
Northern Virginia District Engineer
Virginia Department of Transportation
4975 Alliance Drive
Fairfax, Virginia 22030

RE: Potomac/Neabsco Commuter Parking Garage Project
VDOT Project No. PRGA-076-242, UPC 111485
Board Endorsement of Opitz Boulevard Limited Access Control Change (LACC)

Dear Mr. Lynch:

On September 20, 2022, the proposed Limited Access Control Changes for Opitz Boulevard were presented at the Design Public Hearing for the Potomac/Neabsco Commuter Parking Garage Project and endorsed by the Prince William County Board of Supervisors.

The removal/adjustments to Limited Access Control are needed at the River Rock Way and Opitz Boulevard intersection where the widening of the proposed right turn lane is crossing the Limited Access line.

Please call Mary Ankers at (703)792-4228, if you have any questions or need additional information. Thank you for your assistance with this important project.

Sincerely,

Ricardo Canizales
Ricardo Canizales
Director
Prince William County Department of Transportation

Digitally signed by Ricardo Canizales
Date: 2022.11.18 15:13:31 -05'00'

cc: Khattab Shammout - Assistant Director of Transportation, PWCDOT

Elnour M. Adam, Engineering Manager, PWC DOT
Mary Ankers, Project Manager, PWC DOT



COMMONWEALTH of VIRGINIA

Commonwealth Transportation Board

W. Sheppard Miller, III
Chairperson

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Agenda item # 7

RESOLUTION
OF THE
COMMONWEALTH TRANSPORTATION BOARD

March 29, 2023

MOTION

Made By: _____ Seconded By: _____

Action: _____

**Title: Revised FY2023-2028 Six-Year Improvement Program Transfers
For January 21, 2023 through February 17, 2023**

WHEREAS, Section 33.2-214(B) of the *Code of Virginia* requires the Commonwealth Transportation Board (Board) to adopt by July 1st of each year a Six-Year Improvement Program (Program) of anticipated projects and programs. After due consideration, the Board adopted a Revised Fiscal Years 2023-2028 Program on October 25, 2022; and

WHEREAS, the Board authorized the Commissioner, or his designee, to make transfers of allocations programmed to projects in the Revised Six-Year Improvement Program of projects and programs for Fiscal Years 2023 through 2028 to release funds no longer needed for the delivery of the projects and to provide additional allocations to support the delivery of eligible projects in the Revised Six-Year Improvement Program of projects and programs for Fiscal Years 2023 through 2028 consistent with Commonwealth Transportation Board priorities for programming funds, federal/state eligibility requirements, and according to the following thresholds based on the recipient project; and

| Total Cost Estimate | Threshold |
|-----------------------------|--|
| <\$5 million | up to a 20% increase in total allocations |
| \$5 million to \$10 million | up to a \$1 million increase in total allocations |
| >\$10 million | up to a 10% increase in total allocations up to a maximum of \$5 million increase in total allocations |

Resolution of the Board

Revised FY2023-2028 Six-Year Improvement Program Transfers for January 21, 2023 through
February 17, 2023

March 29, 2023

Page 2 of 2

WHEREAS, the Board directed that (a) the Commissioner shall notify the Board on a monthly basis should such transfers or allocations be made; and (b) the Commissioner shall bring requests for transfers of allocations exceeding the established thresholds to the Board on a monthly basis for its approval prior to taking any action to record or award such action; and

WHEREAS, the Board is being presented a list of the transfers exceeding the established thresholds attached to this resolution and agrees that the transfers are appropriate.

NOW THEREFORE, BE IT RESOLVED, by the Commonwealth Transportation Board, that the attached list of transfer requests exceeding the established thresholds is approved and the specified funds shall be transferred to the recipient project(s) as set forth in the attached list to meet the Board's statutory requirements and policy goals.

###

CTB Decision Brief

Revised FY2023-2028 Six-Year Improvement Program Transfers For January 21, 2023 through February 17, 2023

Issue: Each year the Commonwealth Transportation Board (CTB) must adopt a Six-Year Improvement Program (Program) in accordance with statutes and federal regulations. Throughout the year, it may become necessary to transfer funds between projects to have allocations available to continue and/or initiate projects and programs adopted in the Program.

Facts: On October 25, 2022, the CTB granted authority to the Commissioner of Highways (Commissioner), or his designee, to make transfers of allocations programmed to projects in the approved Revised Six-Year Improvement Program of projects and programs for Fiscal Years 2023 through 2028 (the Revised Program) to release funds no longer needed for the delivery of the projects and to provide additional allocations to support the delivery of eligible projects in the Revised Program consistent with Commonwealth Transportation Board priorities for programming funds, federal/state eligibility requirements, and according to the following thresholds based on the recipient project:

| Total Cost Estimate | Threshold |
|-----------------------------|--|
| <\$5 million | up to a 20% increase in total allocations |
| \$5 million to \$10 million | up to a \$1 million increase in total allocations |
| >\$10 million | up to a 10% increase in total allocations up to a maximum of \$5 million increase in total allocations |

In addition, the CTB resolved that the Commissioner should bring requests for transfers of allocations exceeding the established thresholds to the CTB on a monthly basis for its approval prior to taking any action to record or award such action.

The CTB will be presented with a resolution for formal vote to approve the transfer of funds exceeding the established thresholds. The list of transfers from January 21, 2023 through February 17, 2023 is attached.

Recommendations: VDOT recommends the approval of the transfers exceeding the established thresholds from donor projects to projects that meet the CTB's statutory requirements and policy goals.

Action Required by CTB: The CTB will be presented with a resolution for a formal vote to adopt changes to the Revised Program that include transfers of allocated funds exceeding the established thresholds from donor projects to projects that meet the CTB's statutory requirements and policy goals.

Result, if Approved: If approved, the funds will be transferred from the donor projects to projects that meet the CTB's statutory requirements and policy goals.

Options: Approve, Deny, or Defer.

Decision Brief

Revised FY2023-2028 Six-Year Improvement Program Transfers for January 21, 2023 through
February 17, 2023

March 29, 2023

Page 2 of 2

Public Comments/Reactions: None

**Six-Year Improvement Program Allocation Transfer Threshold Report
Transfers Requiring CTB Approval**

| Row | Donor District | Donor Description | Donor UPC | Recipient District | Recipient Description | Recipient UPC | Fund Source | Transfer Amount | Total Allocation | Total Estimate | Transfer Percent | Comments |
|-----|----------------|---|-----------------|--------------------|---|---------------|---|-----------------|------------------|----------------|------------------|---|
| 1 | Culpeper | #HB2.FY17 Route 53/618 Roundabout | 96938 | Culpeper | 10TH & GRADY AVENUE BIKE PED | 113916 | Open Container Funds - Statewide (CNF221) | \$164,129 | \$664,235 | \$664,235 | 32.8% | Transfer of surplus funds recommended by the District and Traffic Operations Division from a completed project to fund a scheduled project. |
| 2 | Hampton Roads | #SGR Hampton Roads-Local SGR Bridge-Balance Entry | T9588 | Hampton Roads | #SGR18LB - Nansemond Parkway over Beamons Mill Pond | 111037 | SGR - State (SS0100) | \$2,884,081 | \$4,005,333 | \$4,005,333 | >100% | Transfer of surplus funds recommended by District and Structure & Bridge Division from the District SGR Local Bridge Balance Entry line item to a scheduled project. |
| 3 | Hampton Roads | #SGR Hampton Roads-VDOT SGR Bridge-Balance Entry | T13919 | Hampton Roads | #SGR19VB - RT178 over Occohannock Creek (Fed 356) REPLACE | 113030 | SGR Bridge State (SSB700) | \$1,629,623 | \$7,849,583 | \$7,849,583 | 26.2% | Transfer of surplus funds recommended by District and Structure & Bridge Division from the District SGR VDOT Bridge Balance Entry line item to a schedule project. |
| 4 | Statewide | INTERSTATE CORRIDOR IMPROVEMENT PLAN SYIP BALANCE ENTRY | 115762 | Hampton Roads | #I64CIP PH 2 I64 CORR TECH ADV-60, 143, 199 SIGNAL COMM CAM | 122642 | I-64 Corridor Funds - State (CS9164) | \$533,000 | \$533,000 | \$533,000 | 100.0% | Transfer of surplus funds recommended by District and Traffic Operations Division from the Interstate Corridor Program Balance Entry line item to a scheduled project. |
| 5 | Statewide | STATEWIDE HIGHWAY SAFETY BALANCE ENTRY | 70700 | Northern Virginia | BERMAN PARK GREENWAY | 115539 | HSIP - Highways (CNF052), HSIP - State Match (CNS251), VA Safety HSIP - Federal (CF3HS0), VA Safety HSIP - Softmatch (CF3HS1), VA Safety State - State (CS3SS0) | \$525,324 | \$1,125,324 | \$1,125,324 | 87.6% | Transfer of surplus funds recommended by District and Traffic Operations Division from the Statewide Safety Balance Entry to a scheduled project. |
| 6 | Statewide | REGIONAL TRAILS BALANCE ENTRY | T25575 | Northern Virginia | MASON NECK TRAIL | 122888 | Local Funds for Enhancement Projects (NPL206), TAP Statewide (CF6100) | \$800,000 | \$1,000,000 | \$13,333,361 | >100% | Transfer of surplus funds recommended by District and Local Assistance Division from the Statewide Trails Balance Entry line item to fund a scheduled project. |
| 7 | Richmond | #SGR Richmond - Local SGR Paving - Balance Entry | T9633 | Richmond | #SGR23LP - Us Hwy 1 | 121680 | SGR - State (SS0100) | \$98,636 | \$534,867 | \$534,867 | 22.6% | Transfer of surplus funds recommended by District and Structure & Bridge Division from the District SGR Local Paving Balance Entry line item to fund a scheduled project. |
| 8 | Statewide | STATEWIDE HIGHWAY SAFETY BALANCE ENTRY | 70700 | Salem | FY 22 Edgeline Rumblestrips | 119668 | VA Safety HSIP - Federal (CF3HS0), VA Safety HSIP - Softmatch (CF3HS1), VA Safety Open Container - Federal (CF30C0) | \$1,436,080 | \$2,666,080 | \$2,666,080 | >100% | Transfer of surplus funds recommended by District and Traffic Operations Division from the Statewide Safety Balance Entry line item to a scheduled project. |
| 9 | Staunton | ROUTE 250 BROAD STREET STREETScape, STAUNTON DGP DEALLOCATION BALANCE ENTRY | 120641, T21768, | Staunton | #HB2.FY17 Constr. 2-Lane Roadway Southern Connector | 105907 | Access PTF (CNS246), DGP - State (GS0100) | \$5,043,140 | \$22,969,859 | \$22,969,859 | 28.1% | Transfer of surplus funds recommended by District from scheduled projects and the District DGP Balance Entry line item to fund a scheduled project. |

**Six-Year Improvement Program Allocation Transfer Threshold Report
Transfers Not Requiring CTB Approval**

| Row | Donor District | Donor Description | Donor UPC | Recipient District | Recipient Description | Recipient UPC | Fund Source | Transfer Amount | Total Allocation | Total Estimate | Transfer Percent | Comments |
|-----|------------------------------|---|-----------------------|--------------------|--|---------------|---|-----------------|------------------|----------------|------------------|---|
| A | Bristol | #SGR Bristol - VDOT SGR Bridge - Balance Entry | T13510 | Bristol | #SGR17VB - RT 19 STR 1135 NSRR & WRIGHTS VALLEY CK - 18461 | 109504 | SGR Bridge State (SSB700) | \$138,000 | \$3,247,564 | \$3,247,564 | 4.4% | Transfer of surplus funds recommended by District and Structure & Bridge Division from the District SGR VDOT Bridge Balance Entry line item to fund a completed project. |
| B | Bristol | #SGR Bristol - VDOT SGR Paving - Balance Entry | T13918 | Bristol | #SGR23VP CY23 SMYTH BLAND WYTHE IS SGR PM1H | 120962 | SGR Paving Federal NHPP (SFP110) | \$853,140 | \$5,675,180 | \$5,050,196 | 17.7% | Transfer of surplus funds recommended by District and Maintenance Division from the District SGR VDOT Paving Balance Entry line item to a scheduled project. |
| C | Statewide | Statewide SYIP Update Balance Entry | T1179 | Hampton Roads | R000 - I-564 INTERMODAL CONNECTOR | 104000 | Bond Proceeds: Bond Proceeds - Capital Projects Revenue (CNB267) | \$344,574 | \$161,941,203 | \$37,009,013 | 0.2% | Transfer of surplus funds recommended by District from a completed project to fund an underway project. |
| D | Statewide | STATEWIDE HIGHWAY SAFETY BALANCE ENTRY | 70700 | Hampton Roads | Citywide Flashing Yellow Arrow Upgrades | 111034 | VA Safety HSIP - Federal (CF3HS0), VA Safety HSIP - Softmatch (CF3HS1) | \$63,363 | \$1,006,404 | \$1,006,404 | 6.7% | Transfer of surplus funds recommended by District and Traffic Operations Division from the Statewide Safety Balance Entry line item to fund a scheduled project. |
| E | Northern Virginia | PEDESTRIAN, BICYCLE, BRIDGE AND TRAFFIC CALMING IMPROVEMENTS | 100411 | Northern Virginia | W&OD TRAIL CROSSING IMPROVEMENTS | 111402 | Local Project Contributions - Access (NOP023), RSTP : Northern Virginia (CF2M10), RSTP Match : Northern Virginia (CS2M11) | \$145,457 | \$2,099,521 | \$2,099,521 | 7.4% | Transfer of surplus funds recommended by District and MPO from a scheduled project to fund a scheduled project. |
| F | Northern Virginia | PEDESTRIAN, BICYCLE, BRIDGE AND TRAFFIC CALMING IMPROVEMENTS | 100411 | Northern Virginia | #SMART18 - BROAD STREET MULTIMODAL IMPROVEMENTS | 111483 | RSTP : Northern Virginia (CF2M10), RSTP Match : Northern Virginia (CS2M11) | \$408,000 | \$3,848,000 | \$5,617,372 | 11.9% | Transfer of surplus funds recommended by District and MPO from a scheduled project to fund a scheduled project. |
| G | Statewide | STATEWIDE HPP DEALLOCATION BALANCE ENTRY | T21770 | Northern Virginia | #SMART18 - VA 286 - POPES HEAD ROAD INTERCHANGE | 111725 | HPP - NHPP (HF1100), HPP - NHPP Soft Match (HF1101), NVTA AR Funds (CNRN22) | \$1,013,362 | \$89,237,263 | \$89,237,263 | 1.1% | Transfer of surplus funds recommended by District from the Statewide HPP Balance Entry line item to fund a scheduled project. |
| H | Northern Virginia | TRANSIT ANALYSIS STUDY | 100492 | Northern Virginia | #SMART20 - ACCESS IMPROVEMENTS TO THE LANDMARK TRANSIT HUB | 115530 | RSTP : Northern Virginia (CF2M10), RSTP Match : Northern Virginia (CS2M11) | \$500,000 | \$6,834,630 | \$6,814,516 | 7.9% | Transfer of surplus funds recommended by District and MPO from a completed project to a scheduled project. |
| I | Northern Virginia | #SGR Northern Virginia-VDOT SGR Paving-Balance Entry | T13511 | Northern Virginia | #SGR23VP PM-9L-23 PRIMARY PLANT MIX | 121562 | SGR Paving State (SSP700) | \$156,212 | \$4,447,713 | \$4,291,501 | 3.6% | Transfer of surplus funds recommended by District and Maintenance Division from the District SGR VDOT Paving Balance Entry line item to a scheduled project. |
| J | Northern Virginia | PERSHING DRIVE SIDEWALK AND INTERSECTION IMPROVEMENTS PH II | 116540 | Northern Virginia | S. ARLINGTON RIDGE ROAD INTERSECTION IMPROVEMENTS PH2 | 122462 | Revenue Sharing Local Match (NPL201), Revenue Sharing State Match (CNS202) | \$99,596 | \$908,460 | \$908,460 | 12.3% | Transfer of surplus funds recommended by District and Local Assistance Division from a completed project to a scheduled project. |
| K | Bristol, Statewide, Staunton | SYSTEMIC ROAD DEPARTURE COUNTERMEASURES WITH RUMBLE STRIPS, ROUTE 82 - ADD LEFT TURN LANE, STATEWIDE HIGHWAY SAFETY BALANCE ENTRY | 109070, 117769, 70700 | Staunton | SYSTEMIC ROAD DEPARTURE COUNTERMEASURES WITH RUMBLE STRIPS | 120765 | Safety Soft Match (statewide) (CF3101), VA Safety HSIP - Federal (CF3HS0), VA Safety HSIP - Softmatch (CF3HS1) | \$80,562 | \$7,249,110 | \$7,249,110 | 1.1% | Transfer of surplus funds recommended by District and Traffic Operations Division from completed projects and the Statewide Safety Balance Entry line item to fund a scheduled project. |

**Six-Year Improvement Program Allocation Transfer Threshold Report
Transfers Not Requiring CTB Approval**

| Row | Donor District | Donor Description | Donor UPC | Recipient District | Recipient Description | Recipient UPC | Fund Source | Transfer Amount | Total Allocation | Total Estimate | Transfer Percent | Comments |
|-----|----------------|---|-----------|--------------------|--|---------------|---------------------------|-----------------|------------------|----------------|------------------|--|
| L | Staunton | #SGR Staunton - VDOT SGR Paving - Balance Entry | T13514 | Staunton | #SGR23VP District Wide Plant Mix Schedule (PM-8N-23) | 120971 | SGR Paving State (SSP700) | \$299,561 | \$5,035,515 | \$4,735,954 | 6.3% | Transfer of surplus funds recommended by District and Maintenance Division from the District SGR VDOT Paving Balance Entry line item to scheduled project. |



COMMONWEALTH of VIRGINIA

Commonwealth Transportation Board

W. Sheppard Miller, III
Chairperson

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Agenda item # 8

RESOLUTION OF THE COMMONWEALTH TRANSPORTATION BOARD

March 29, 2023

MOTION

Made By: _____ Seconded By: _____

Action: _____

Title: Addition of Projects to the Revised Six-Year Improvement Program for Fiscal Years 2023-2028

WHEREAS, Section 33.2-214(B) of the *Code of Virginia* requires the Commonwealth Transportation Board (Board) to adopt by July 1st of each year a Six-Year Improvement Program (Program) of anticipated projects and programs and that the Program shall be based on the most recent official revenue forecasts and a debt management policy; and

WHEREAS, after due consideration the Board adopted a Revised Fiscal Years 2023-2028 Program on October 25, 2022; and

WHEREAS, the Board is required by §§ 33.2-214(B) and 33.2-221(C) of the *Code of Virginia* to administer and allocate funds in the Commonwealth Transportation Fund and the Transportation Trust Fund, respectively; and

WHEREAS, § 33.2-214(B) of the *Code of Virginia* provides that the Board is to coordinate the planning for financing of transportation needs, including needs for highways, railways, seaports, airports, and public transportation and is to allocate funds for these needs pursuant to §§ 33.2-358 and Chapter 15 of Title 33.2 (33.2-1500 et seq.) of the *Code of Virginia*, by adopting a Program; and

WHEREAS, §§ 33.2-1526 and 33.2-1526.1 authorize allocations to local governing bodies, transportation district commissions, or public service corporations for, among other things, capital project costs for public transportation and ridesharing equipment, facilities, and associated costs; and

WHEREAS, the projects shown in Appendix A were not included in the Revised FY 2023-2028 Program adopted by the Board on October 25, 2022; and

WHEREAS, the Board recognizes that the projects are appropriate for the efficient movement of people and freight and, therefore, for the common good of the Commonwealth.

NOW THEREFORE, BE IT RESOLVED, by the Commonwealth Transportation Board, that the projects shown in Appendix A are added to the Revised Six-Year Improvement Program of projects and programs for Fiscal Years 2023 through 2028 and are approved.

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CTB Decision Brief

Addition of Projects to the Revised Six-Year Improvement Program for Fiscal Years 2023 – 2028

Issue: Each year the Commonwealth Transportation Board (CTB) must adopt a Six-Year Improvement Program (Program) and allocations in accordance with the statutory formula.

Facts: The CTB must adopt a Program of anticipated projects and programs by July 1st of each year in accordance with § 33.2-214(B) of the *Code of Virginia*. On October 25, 2022 after due consideration, the CTB adopted a Revised FY 2023-2028 Program.

Recommendations: The Virginia Department of Transportation (VDOT) recommends the addition of the projects in Appendix A to the Revised Program for FY 2023–2028.

Action Required by CTB: The CTB will be presented with a resolution for a formal vote to add the projects listed in Appendix A to the Revised Program for FY 2023–2028 to meet the CTB’s statutory requirements.

Result, if Approved: If the resolution is approved, the projects listed in Appendix A will be added to the Revised Program for FY 2023-2028.

Options: Approve, Deny, or Defer.

Public Comments/Reactions: None

**Appendix A
Amendments to the Revised FY2023-2028 SYIP**

| Row | UPC | District | Jurisdiction | Route | Project Description | Total Cost | Total Allocation | Balance | Major Fund Source | Fully Funded |
|--------------|------------|-----------------|---------------------|--------------|----------------------------|---------------------|-------------------------|---------------------|----------------------------|---------------------|
| 1 | T27881 | Hampton | Districtwide | 0013 | Eastern Shore Trail | \$ 58,200,000 | \$4,000,000 | \$54,200,000 | Transportation Initiatives | No |
| | | | | | | | | | | |
| Total | | | | | | \$58,200,000 | \$4,000,000 | \$54,200,000 | | |



COMMONWEALTH of VIRGINIA

Commonwealth Transportation Board

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Chairperson

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Agenda item # 2

RESOLUTION OF THE COMMONWEALTH TRANSPORTATION BOARD

March 29, 2023

MOTION

Made By: _____ Seconded By: _____

Action: _____

Title: SMART SCALE Project Budget Increase for Hydraulic Road and Route 29 Improvements (UPC 118880) in the City of Charlottesville

WHEREAS, section 33.2-214.1 of the Code of Virginia, provides that the Commonwealth Transportation Board (Board) shall develop a statewide prioritization process for certain projects funded by the Board, including those projects allocated funds pursuant to sections 33.2-358, 33.2-370 and 33.2-371 of the Code of Virginia, and

WHEREAS, on December 8, 2021, the Board adopted a revised SMART SCALE Prioritization Process to govern screening, scoring and selecting projects for funding pursuant to section 33.2-214.1; and

WHEREAS, Item 12 of the Board's SMART SCALE Prioritization Process provides that a project that has been selected for funding must be re-scored and the funding decision reevaluated if there are significant changes to either the scope or cost of the project, such that the anticipated benefits relative to funding requested would have substantially changed; and

WHEREAS, Item 12.a. of the Board's SMART SCALE Prioritization Process further provides that if an estimate increases prior to project advertisement or contract award that exceeds the following thresholds, and the applicant is not covering the increased cost with other funds, Board action is required to approve the budget increase:

- i. Total Cost Estimate <\$5 million: 20% increase in funding requested

Resolution of the Board

SMART SCALE Project budget Increase for Hydraulic Road and Route 29 Improvements (UPC 118880) in the City of Charlottesville

March 29, 2023

Page 2 of 3

ii. Total Cost Estimate \$5 million to \$10 million: \$1 million or greater increase in funding requested

iii. Total Cost Estimate > \$10 million: 10% increase in funding requested; \$5 million maximum increase in funding requested; and

WHEREAS, section 33.2-214 requires projects funded wholly or partially with funds from the State of Good Repair Program pursuant to section 33.2-369, the High Priority Projects Program pursuant to section 33.2-370, or the Highway Construction District Grant Programs pursuant to section 33.2-371, or the Interstate Operations and Enhancement Program pursuant to section 33.2-372, or capital projects funded through the Virginia Highway Safety Improvement Program pursuant to section 33.2-373 in the Six-Year Improvement Program to be fully funded within the six-year horizon of the Six-Year Improvement Program; and

WHEREAS, Hydraulic Road and Route 29 Improvements (UPC 118880) Project (the Project) was submitted for consideration by the Charlottesville-Albemarle Metropolitan Planning Organization (MPO) and selected for \$5,730,488 in funding through the High Priority Projects Program in the fourth round of the prioritization process pursuant to section 33.2-214.1; and

WHEREAS, the Project has had a cost estimate increase due to higher than anticipated right of way costs, realignment of the intersection at Hydraulic and Route 29, and higher than anticipated unit costs due to inflation; and

WHEREAS, the Board approved a SMART SCALE budget increase of \$4,223,776 using surplus High Priority Projects Program funds (UPC -21770) in October 2022; and

WHEREAS, the Virginia Department of Transportation (VDOT) received bids for the Project on March 7, 2023 and determined that the price proposals were responsive and represented good competition; and

WHEREAS, based on the price proposals received, the current estimated cost for award of the Project exceeds the current budget by \$1,264,555; and

WHEREAS, VDOT recommends Board approval of a SMART SCALE budget increase of \$1,264,555 using surplus High Priority Projects Program funds (UPC -21770); and

WHEREAS, taking into consideration the proposed SMART SCALE budget increase, the Project was re-scored resulting in a revised score of 14.7 with no change in rank; and

NOW THEREFORE BE IT RESOLVED, by the Commonwealth Transportation Board, that the SMART SCALE budget increase of \$1,264,555 for the Project, using surplus High Priority Projects Program funds (UPC -21770), is approved.

Resolution of the Board

SMART SCALE Project budget Increase for Hydraulic Road and Route 29 Improvements (UPC 118880) in the City of Charlottesville

March 29, 2023

Page 3 of 3

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CTB Decision Brief
SMART SCALE Project Budget Increase for Hydraulic Road and Route 29 Improvements
(UPC 118880)

Issue: The Hydraulic Road and Route 29 Improvements UPC 118880 project (Project) was submitted by the Charlottesville-Albemarle Metropolitan Planning Organization (MPO) and selected for funding in the fourth round of the Commonwealth Transportation Board's (Board) SMART SCALE Prioritization Process. In October 2022, the Board approved a SMART SCALE budget increase of \$4,223,776 using surplus High Priority Projects Program funds from UPC -21770. The Virginia Department of Transportation (VDOT) received bids for the Project on March 7, 2023 and determined that the price proposals were responsive and represented good competition. Based on the price proposals received, the current estimated cost for award of the Project exceeds the current budget by \$1,264,555. Board approval of the budget increase is required.

Facts: Item 12 of the Board's SMART SCALE Prioritization Process, adopted December 8, 2021, provides that a project that has been selected for funding must be re-scored and the funding decision reevaluated if there are significant changes to either the scope or cost of the project, such that the anticipated benefits relative to funding requested would have substantially changed.

Item 12.a. of the Board's SMART SCALE Prioritization Process states that if an estimate increases prior to project advertisement or contract award that exceeds the following thresholds, and the applicant is not covering the increased cost with other funds, Board action is required to approve the budget increase:

- i. Total Cost Estimate <\$5 million: 20% increase in funding requested
- ii. Total Cost Estimate \$5 million to \$10 million: \$1 million or greater increase in funding requested
- iii. Total Cost Estimate > \$10 million: 10% increase in funding requested; \$5 million maximum increase in funding requested

Hydraulic Road and Route 29 Improvements UPC 118880 project (Project) was submitted for consideration and selected for \$5,730,488 in funding through the High Priority Projects Program by the Charlottesville-Albemarle Metropolitan Planning Organization (MPO) in Round 4 of SMART SCALE. In October 2022, the Board approved a SMART SCALE budget increase of \$4,223,776.

The Virginia Department of Transportation (VDOT) received bids for the Project on March 7, 2023 and determined that the price proposals were responsive and represented good competition. Based on the price proposals received, the current estimated cost for award of the Project exceeds the current budget by \$1,264,555. Taking into consideration the proposed SMART SCALE budget increase, the Project was re-scored resulting in a revised score of 14.7 with no change in rank.

Major factors driving the increase include material and labor availability, higher than anticipated costs for lighting, and project complexities related to the high volume corridor, time restrictions, and construction sequencing.

VDOT recommends Board approval of a SMART SCALE budget increase to address the shortfall of \$1,264,555 using surplus High Priority Projects Program funds (UPC -21770).

Recommendation: Approval of a SMART SCALE budget increase in the amount of up to \$1,264,555 using surplus High Priority Projects Program funds (UPC -21770).

Action Required by CTB: The CTB will be presented with a resolution for a formal vote to approve the SMART SCALE budget increase.

Result, if Approved: If approved, funds will be transferred so that the project can advance.

Options: Approve, Deny, or Defer.

Public Comments/Reactions: None



COMMONWEALTH of VIRGINIA

Commonwealth Transportation Board

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Chairperson

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Agenda item # 10

RESOLUTION OF THE COMMONWEALTH TRANSPORTATION BOARD

March 29, 2023

MOTION

Made By: _____ Seconded By:

Action:

Title: Adoption of Policy for All-Virtual (Electronic) Committee Meetings

WHEREAS, § 2.2-3708.3 of the *Code of Virginia* authorizes public bodies to conduct all-virtual (electronic) meetings if, in advance of the public meeting, the public body has adopted a policy for all-virtual meetings; and

WHEREAS, § 2.2-3708.3 of the *Code of Virginia* additionally authorizes public bodies to adopt such a policy applicable to the committees of the public body; and

WHEREAS, the Commonwealth Transportation Board (CTB) has considered a policy for all-virtual meetings for the various committees of the CTB, which is attached hereto as Attachment A.

NOW THEREFORE BE IT RESOLVED, pursuant to § 2.2-3708.3 of the *Code of Virginia*, the CTB hereby adopts the Policy for All –Virtual (Electronic) Committee Meetings as set forth in Attachment A.

#####

CTB Decision Brief

Adoption of Policy for All-Virtual (Electronic) Committee Meetings

Issue: In order to allow for all-virtual (electronic) meetings of the various committees of the Commonwealth Transportation Board (CTB), § 2.2-3708.3 of the *Code of Virginia* requires that the CTB first adopt a policy on the use of such all-virtual (electronic) meetings.

Facts: Section 2.2-3708.3(C) of the *Code of Virginia* authorizes public bodies to conduct all-virtual meetings if, in advance of the public meeting, the public body has adopted a policy for all-virtual meetings.

Section 2.2-3708.3(D) of the *Code of Virginia* requires that prior to any electronic participation in meetings, public bodies adopt a policy specifying the circumstances under which an all-virtual public meeting will be allowed and the process the public body will use for making requests to use remote participation, approving or denying such requests, creating a record of such requests, and fixing the number of times all-virtual public meetings can be used per calendar year.

Further, § 2.2-3708.3(D) of the *Code of Virginia* additionally specifies that public bodies may adopt such a policy on behalf of any committee of the public body created to perform delegated functions of the public body or to advise the public body.

The Virginia Department of Transportation (VDOT) has developed a Policy for All-Virtual (Electronic) Committee Meetings (Attachment A) for the CTB's consideration and that if adopted, would authorize the use of such electronic meetings for the various committees of the CTB in the future.

Recommendations: If it is the will of the CTB to authorize all-virtual (electronic) committee meetings, a policy such as the attached must be adopted.

Action Required by CTB: The *Code of Virginia* requires a majority of the CTB members to approve a resolution adopting a policy for all-virtual (electronic) meetings before any all-virtual committee meetings are conducted. A resolution will be provided for the CTB's consideration.

Result if Approved: The CTB may allow committees to conduct all-virtual committee meetings as specified in the policy.

Options: Approve, Deny, or Defer.

Public Comments/Reactions: VDOT has not received public comment on the draft policy.

Commonwealth Transportation Board Policy for All-Virtual (Electronic) Committee Meetings Held under § 2.2-3708.3 of the *Code of Virginia*

It is the policy of the Commonwealth Transportation Board (“Board”) that the committees of the Board may meet by all-virtual public meetings as permitted by § 2.2-3708.3(C) of the *Code of Virginia*. This policy shall apply to the entire membership of any committee of the Board and without regard to the matters that will be considered or voted on at the meeting.

A. All-Virtual Meetings of Committees—General Authority

It is the policy of the Board that the various committees of the Board may hold all-virtual public meetings pursuant to subsection C of § 2.2-3708.3 and this Policy.

- i. Such all-virtual public meetings are limited by statute, per committee, to two meetings per calendar year or 25 percent of the meetings held per calendar year rounded up to the next whole number, whichever is greater.
- ii. Additionally, an all-virtual public meeting of a committee may not be held consecutively with another all-virtual public meeting of the same committee.
- iii. No committee shall exceed the statutory limits.

An all-virtual public meeting means a public meeting conducted using electronic communication means during which all members of the committee who participate do so remotely rather than being assembled in one physical location and to which public access is provided through electronic communication means.

B. Process for Requesting and Receiving Authorization

One or more members of any Board committee must request that the committee conduct an all-virtual public meeting.

- i. The request must be conveyed to the Board’s Assistant Secretary at least 15 working days prior to the meeting date. The Board’s Assistant Secretary shall then relay such request to the Chair of the Board.
- ii. The Chair of the Board will approve or deny the request and notify the members of the committee as well as the Assistant Secretary of the Chair’s decision whether to hold an all-virtual public meeting at least 7 working days prior to the meeting.
- iii. The request that the committee conduct an all-virtual public meeting shall be recorded in the committee’s meeting minutes no later than the next meeting of the committee, along with the determination by the Chair of the Board to approve or deny the request, as appropriate.

C. Statutory Requirements

Compliance with all statutory requirements relating to meeting notice, materials, minutes, voting and public comment for an all-virtual public meeting is required, including but not limited to those set forth in §§ 2.2-3707 and 2.2- 3708.3 of the *Code of Virginia*.

- i. A list of key statutory requirements (Rules) relating to all-virtual meetings is set forth as Appendix A to this Policy and is incorporated herein by reference. Appendix A may be modified

upon notice and approval by the Chair of the Board, in the event of changes in the law that would require modifications to the Rules set forth therein.

- ii. It is noted that all provisions of the Virginia Freedom of Information Act (§§ 2.2-3700 *et seq.*) relating to meetings of public bodies shall apply and any questions which may arise regarding this Policy and applicable laws shall be referred to the Chair of the Board.
- iii. The requirements set forth in this policy do not apply to any meetings held under a declared state of emergency for which different statutory authority may apply.

Committees of the Board

For purposes of this Policy, “committee” shall include any committee, subcommittee or other entity of the Board, however designated or created, to perform delegated functions of the Board or to advise the Board.

The rules and procedures stated in this Policy shall apply to meetings of any committee of the Board. For the purposes of determining the maximum number of committee meetings that may be held in an all-virtual format, the committees are deemed distinct and separate public bodies from each other and from the Board itself.

Closed or Executive Meetings:

It is the policy of the Board that no committee shall conduct a closed meeting or executive session of the committee. Nothing in this Policy relating to all-virtual committee meetings is intended to modify the policy prohibiting closed meetings or executive sessions by committees.

APPENDIX A:
Commonwealth Transportation Board Policy for All-Virtual (Electronic) Committee Meetings
Held under § 2.2-3708.3 of the *Code of Virginia*
RULES FOR ALL-VIRTUAL MEETINGS

The following are the minimum rules applicable to all-virtual committee meetings of the Board. It is noted that the requirements below are reflective of statutory law and may be amended by notice to the Chair and without approval by the Board in the event of amendment to applicable law.

Pursuant to § 2.2-3807.3(C) of the *Code of Virginia*:

A committee of the Board may hold an all-virtual meeting, WITHOUT a quorum of the members physically assembled in a central meeting location, provided that:

1. Notice of the meeting shall be posted in accord with § 2.2-3707;
2. The meeting notice posted on Townhall and on the CTB Website states in advance that the meeting will be all-virtual along with a statement notifying the public that the method by which the committee will meet shall not be changed unless the committee provides a new meeting notice in accordance with the provisions of § 2.2-3707;
3. The electronic communication means used allows the public to hear all members of the public body who are participating, and if audio-visual technology is available, to see the members of the public body as well;
4. Contact information is provided to allow the public to alert the committee if the audio or video transmission of the meeting fails, the committee monitors such designated means of communication during the meeting, and in the event public transmission fails, the committee recesses until the public access through the designated audio and/or video communication means is restored;
5. The agenda and all related materials, unless exempt, are made available to the public via electronic format at the same time that such materials are made available to committee members;
6. The public is afforded the opportunity to comment through electronic means, including by way of written comments, at committee meetings where public comment is customarily received;
7. No more than two members of the committee are together in any one remote location unless that remote location is physically open to the public for access;
8. Minutes of the meetings are taken with draft minutes and final minutes posted in accord with § 2.2-3707, and include the fact that the meeting was held by electronic communication means, including the type of electronic communication means by which the meeting was held; and
9. The committee (a) does not convene all-virtual meetings more than two times per calendar year or 25% of the meetings held per calendar year, whichever is greater; and (b) does not hold two consecutive all-virtual meetings.



COMMONWEALTH of VIRGINIA

Commonwealth Transportation Board

W. Sheppard Miller, III
Chairperson

1401 East Broad Street
Richmond, Virginia 23219

(804) 482-5818
Fax: (804) 786-2940

Agenda item # 11

RESOLUTION OF THE COMMONWEALTH TRANSPORTATION BOARD

MARCH 29, 2023

MOTION

Made By:

Seconded By:

Action:

Title: Authorization for the Commissioner of Highways to Enter into a Standard Project Agreement between the Virginia Department of Transportation and the Hampton Roads Transportation Accountability Commission Relating to the Transportation Management Plan for the Hampton Roads Express Lane Network

WHEREAS, the Virginia General Assembly, pursuant to Chapter 26 of Title 33.2 of the Code of Virginia, has established the Hampton Roads Transportation Accountability Commission (HRTAC), a political subdivision of the Commonwealth; and

WHEREAS, the Virginia General Assembly, pursuant to §33.2-2600 of the Code of Virginia, has also established the Hampton Roads Transportation Fund (HRTF) to fund new construction projects on new or existing highways, bridges, and tunnels in the localities comprising Planning District 23; and

WHEREAS, pursuant to §33.2-2608, the HRTAC may enter into contracts or agreements necessary or convenient for the performance of its duties and the exercise of its powers under Chapter 26; and

WHEREAS, §33.2-214 C of the Code of Virginia empowers the Commonwealth Transportation Board (CTB) to enter into contracts with local districts, commissions, agencies, or other entities created for transportation purposes; and

WHEREAS, the Hampton Roads Transportation Planning Organization identified and adopted the Regional Express Lanes Network, consistent with the HREL Network concept, (providing for continuous HOT lanes travel on Interstate 64 in Hampton Roads between the interchange of Interstate 64 and Jefferson Avenue in Newport News and the interchange of

Resolution of the Board

Authorization for the Commissioner of Highways to Enter into a Standard Project Agreement between the Virginia Department of Transportation and the Hampton Roads Transportation Accountability Commission Relating to the Transportation Management Plan (TMP) for the Hampton Roads Express Lane Network

March 29, 2023

Page Two

Interstates 64, 264, and 664 in the Bowers Hill section of Chesapeake) “as a component of the Regional Priority Projects... identified by the HRTPO in its 2040 Long Range Transportation Plan to collectively provide the greatest impact on reducing congestion for the greatest number of citizens residing in Hampton Roads”, recommending that HRTAC pursue funding, development, and implementation of the network; and

WHEREAS, HRTAC, on May 28, 2020, voted to fund the HREL Network in the FY21-FY26 Plan of Finance – Six Year Operating and Capital Program and on June 18, 2020 approved the FY2021-FY2026 Plan of Finance and the HRTAC Debt Management Plan to fund the HREL Network; and

WHEREAS, the CTB adopted the HREL Network concept of operation and approved the *Master Agreement for Development and Tolling of Hampton Roads Express Lanes Network* with HRTAC (MTA) at its August 14, 2020 meeting; and

WHEREAS, HRTAC, at its August 18, 2020 meeting approved and authorized the execution and delivery of the MTA; and

WHEREAS, pursuant to the MTA, VDOT and HRTAC are to enter into a Standard Project Agreement for Funding and Administration (SPA) to address design and construction of any element (or sub-element) of the HREL Network, whereupon VDOT will procure all goods and services necessary to design and construct the applicable element of the HREL project; and

WHEREAS, the Commissioner has, pursuant to authorization granted by the CTB, entered into SPAs with HRTAC relating to design and construction of various segments of the HREL Network; and

WHEREAS, recognizing that it will be necessary and critical for VDOT to develop and implement a Transportation Management Plan (TMP) to provide for the coordinated and effective management of traffic, operations and incidents, enhance safety and mobility and minimize delays and congestion during construction of the various segments of the HREL Network, VDOT and HRTAC have developed a SPA to address delivery of a TMP for said purposes and HRTF funding therefor; and

WHEREAS, VDOT has requested that the CTB approve and authorize the Commissioner of Highways to execute a SPA with HRTAC relating to the development of, and HRTF funding for, development/implementation of the TMP for the HREL Network.

NOW, THEREFORE, BE IT RESOLVED, the Commonwealth Transportation Board hereby authorizes the Commissioner of Highways to enter into/execute the Standard Project Agreement with HRTAC, attached hereto as Exhibit A, regarding the funding for the HREL Network TMP Project, with such changes and additions as the Commissioner deems necessary.

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CTB Decision Brief

Authorization for the Commissioner of Highways to Enter into a Standard Project Agreement between the Virginia Department of Transportation and the Hampton Roads Transportation Accountability Commission Relating to the Transportation Management Plan for the Hampton Roads Express Lane Network

Issue: The Virginia Department of Transportation (VDOT) is requesting that the Commonwealth Transportation Board (CTB) authorize the Commissioner of Highways (Commissioner) to enter into a Standard Project Agreement (SPA) with the Hampton Roads Transportation Accountability Commission (HRTAC) for developing/implementing a Transportation Management Plan (TMP) for the Hampton Roads Express Lanes Network.

Facts:

- On May 21, 2020, the Hampton Roads Transportation Planning Organization identified and adopted the Regional Express Lanes Network, consistent with the HREL Network concept, (providing for continuous HOT lanes travel on Interstate 64 in Hampton Roads between the interchange of Interstate 64 and Jefferson Avenue in Newport News and the interchange of Interstates 64, 264, and 664 in the Bowers Hill section of Chesapeake), “as a component of the Regional Priority Projects... identified by the HRTPO in its 2040 Long Range Transportation Plan and recommended that the HRTAC pursue funding, development, and implementation for the network.
- On May 28, 2020, HRTAC voted to endorse inclusion of the HREL Network in the FY21-FY26 Plan of Finance – Six Year Operating and Capital Program and at its June 18, 2020 meeting approved the HRTAC Debt Management Plan to fund the HREL Network.
- The CTB and HRTAC developed and adopted the HREL Network concept of operation and approved the *Master Agreement for Development and Tolling of Hampton Roads Express Lanes Network* (MTA) on August 14, 2020, and August 18, 2020, respectively.
- Pursuant to the MTA, VDOT and HRTAC are to enter into a SPA for Funding and Administration, to address design and construction of any element (or sub-element) of the HREL Network, whereupon VDOT will procure all goods and services necessary to design and construct the applicable element of the HREL Project.
- The HREL Network has been divided into various segments and pursuant to authority granted by the CTB, the Commissioner has executed SPAs with HRTAC to address each of the segments.
- To help minimize delays and impacts to congestion and supply chain performance during the construction of the HREL Network, and to maintain safety in and around work zones, a Transportation Management Plan (TMP) is being developed/implemented.
- This Transportation Management Plan (TMP) identifies strategies to enhance mobility and safety during construction.
- The strategies identified in the TMP will be implemented by a multi-modal, multi-jurisdictional team of stakeholders using a coordinated approach to operations and incident management.
- VDOT and HRTAC have developed a SPA to address the development of, and HRTF funding for, development/implementation of the TMP for the HREL Network.

Recommendation: VDOT recommends that the CTB delegate to the Commissioner the authority to enter into the SPA relating to the funding for the development/implementation of the Transportation Management Plan (TMP) for the Hampton Roads Express Lane Network, attached hereto as Exhibit A, with such changes and additions as the Commissioner of Highways deems necessary.

Action Required by the CTB: Approve by majority vote the resolution providing the authorization recommended herein.

Result, if Approved: The Commissioner will be authorized to enter into the SPA between VDOT and HRTAC for use of HRTF Funds to pay the costs for the development/implementation of the Transportation Management Plan for the Hampton Roads Express Lane Network.

Options: Approve, Deny or Defer

Public Comments/Reactions: N/A

**Standard Project Agreement for Funding and Administration
between
Hampton Roads Transportation Accountability Commission
and
Virginia Department of Transportation

(Hampton Roads Express Lanes Network Project Elements)**

HRTAC Project Title: HREL - Transportation Management Plan (TMP) Project

HRTAC Project Number: UPC 122999

This Standard Project Agreement for Funding and Administration (the "Agreement") is made and effective as of the date of last execution below, as between the Hampton Roads Transportation Accountability Commission ("HRTAC") and the Virginia Department of Transportation ("VDOT").

WITNESSETH

WHEREAS, Chapter 766 of the 2013 Acts of Assembly established the Hampton Roads Transportation Fund (the "HRTF"), and provides that moneys deposited in the HRTF are to be used solely for new construction projects on new or existing highways, bridges, and tunnels in the localities comprising Planning District 23;

WHEREAS, Chapter 678 of the 2014 Acts of Assembly (now codified in Section 33.2-2600 *et seq.* of the Code of Virginia, as amended) (the "HRTAC Act") created HRTAC as a political subdivision of the Commonwealth of Virginia, and moved the responsibility to determine the projects that will be funded by the HRTF from the Hampton Roads Transportation Planning Organization to HRTAC;

WHEREAS, under Sections 33.2-2606 and 33.2-2607 of the Code of Virginia, HRTAC is also authorized to issue bonds and other evidences of debt, and to impose and collect certain tolls;

WHEREAS, under Chapter 703 of the 2020 Acts of Assembly (H1438)(the "HREL Tolling Legislation"), HRTAC is also authorized to impose and collect tolls in designated high-occupancy toll lanes on certain portions of Interstate 64;

WHEREAS, HRTAC is required to use all moneys that it receives, whether from the HRTF, bond proceeds, collections from any tolls imposed by HRTAC or otherwise (collectively, "HRTAC-Controlled Moneys"), for the benefit of those counties and cities that are embraced by HRTAC and in accordance with applicable law;

WHEREAS, VDOT is the Virginia state agency responsible for building, maintaining and operating the interstate, primary, and secondary state highway systems ("VDOT Highways");

WHEREAS, in light of (i) VDOT's responsibilities with respect to VDOT Highways and HRTAC's responsibilities with respect to the application of the HRTAC-Controlled Moneys, and (ii) the determinations of VDOT and HRTAC to coordinate their efforts with respect to, among other things, the development, tolling, financing, procurement and delivery of the Hampton Roads Express Lanes Network Project (the "HREL Project"), VDOT and HRTAC entered into a Master Agreement for Development and Tolling of Hampton Roads Express Lanes Network dated August 18, 2020 (such agreement as thereafter amended and modified from time to time, the "Master Agreement");

WHEREAS, the Master Agreement contemplates that HRTAC may from time to time enter into Standard Project Agreements for Funding and Administration pursuant to which VDOT will procure all goods and services necessary to design and construct elements of the HREL Project;

WHEREAS, pursuant to the Master Agreement, the parties are prepared to have VDOT proceed with the services described on Appendix A in respect of the project set forth and described on Appendix A to this Agreement (the "Project");

WHEREAS, HRTAC has determined that the Project would benefit the cities and counties that are embraced by HRTAC, it otherwise satisfies the requirements of the HRTAC Act, and it is consistent with the HREL Tolling Legislation;

WHEREAS, VDOT agrees to administer and/or develop the Project in accordance with the budget (the "Project Budget") and cashflow and construction schedule (the "Project Schedule") set forth and described on Appendix B to this Agreement (this Agreement and its appendices may be amended from time to time by mutual agreement of the parties to address mutually agreed changes relating to, among other things, Project scope, design, funding and regulatory approvals);

WHEREAS, HRTAC desires to provide funding for the administration and/or development of the Project out of HRTAC-Controlled Moneys, subject to the terms, conditions and limitations set forth herein;

WHEREAS, the Commonwealth Transportation Board ("CTB") has the authority, pursuant to Section 33.2-214 of the Code of Virginia, to cause VDOT to enter into this Agreement and has authorized the Commissioner of Highways to enter into agreements with HRTAC for project administration and development purposes, and Section 33.2-2608 of the Code of Virginia authorizes HRTAC to enter into this Agreement;

WHEREAS, the CTB, by resolution passed on January 14, 2015, resolved that any agreement between VDOT and HRTAC for project services shall provide that overruns or other additional project costs shall be prorated between HRTAC and VDOT so that each party bears a proportionate share of the additional costs based on each party's percentage responsibility of the project budget; and

WHEREAS, HRTAC's governing body and the CTB have each authorized that their respective designee(s) execute this Agreement on their respective behalf(s) as

evidenced by copies of each such entity's clerk's minutes or such other official authorizing documents which are appended hereto as Appendix E.

NOW THEREFORE, in consideration of the foregoing premises and the mutual promises, covenants, and agreements contained herein, the parties hereto agree as follows:

A. VDOT's Obligations

VDOT shall:

1. Complete or perform or cause to be completed or performed all work relating to the Project, as described in Appendix A, advancing such work diligently and ensuring that all work is completed in accordance with (i) any and all applicable federal, state, and local laws and regulations, and (ii) all terms and conditions of the Master Agreement and this Agreement, including, without limitation, the Project Budget and Project Schedule reflected in Appendix B, which Project Budget and Project Schedule (A) VDOT represents have been prepared in good faith, in accordance with the practices and procedures that VDOT uses for projects where the state or VDOT bears the cost of the project (including, without limitation, the practices used to price and budget services that may be internally sourced, such as Construction Engineering Inspection/CEI), and (B) the parties acknowledge may be amended pursuant to Section A.8 below or as follows:
 - (a) In the event that VDOT determines, after receipt of proposals or bids for any work related to the Project, that the cost of the contract for said work will result in a significant reduction in costs associated with a portion of the Project Budget reflected in Appendix B that is allocated to work covered by the contract, then VDOT shall notify HRTAC's Executive Director of the significant reduction in costs. For purposes of this Section A.1(a), HRTAC and VDOT agree that a "significant reduction in costs" shall mean a reduction in costs that has the effect of reducing, in Appendix B, (x) the costs for the particular portion of the Project Budget allocated to work covered by the contract by more than 20 percent or (y) the entire Project Budget either by more than 10 percent or \$10,000,000, whichever applies. In the event there is a significant reduction in costs, VDOT and HRTAC will work reasonably and in good faith to amend Appendix B to fairly reflect the effect of the reduction on the commitments of the funding sources (by way of example, if the Appendix B costs are to be paid initially from both HRTAC-Controlled Moneys and state or federal contributions, then the commitment of each funding source would be reduced by its proportionate share of the reduction in costs, which proportionate share will be based on the funding source's proportionate

responsibility for the total budgeted costs before the reduction was realized) (for the avoidance of doubt, the amount by which a commitment is reduced shall be considered deobligated from the Project).

- (b) In the event that any federal or state funding not previously available for the Project becomes available for any portion of the Project Budget reflected in Appendix B, then VDOT and HRTAC will work reasonably and in good faith to amend Appendix B to fairly reflect the benefit of the additional funding (by way of example, if the Appendix B costs are to be paid initially from both HRTAC-Controlled Moneys and state contributions, but federal funding subsequently becomes available, then the respective commitments of HRTAC and the state would be reduced by each party's proportionate share of the additional funds, which proportionate share will be based on the party's proportionate responsibility for the total budgeted cost before the additional funding became available).
- (c) In the event that application is made for federal or state funding or loans not previously available for the Project, then VDOT will, to the extent within its reasonable control, provide reasonable support to such application and, if any such funding or loans are awarded or otherwise become available, take action to satisfy conditions and comply with requirements of such funding or loans, in each case as may be reasonably requested by HRTAC.

2. Without limiting the foregoing, VDOT shall:

- (a) Select contractors, contract with contractors, and administer and enforce contracts all in a manner that is consistent in all material respects with the policies, procedures and practices that VDOT uses where the state or VDOT bears the cost of a project; for example, VDOT shall use its customary policies, procedures and practices relating to requesting bids/proposals, negotiating/finalizing terms and conditions of contracts (using, where applicable, standard terms/forms), and monitoring and enforcing performance of contracts;
- (b) Not enter into any contract to perform the work related to the Project if (i) the cost of that contract would exceed the portion of the Project Budget reflected in Appendix B that is allocated to the work covered by that contract, (ii) the cost of that contract, when aggregated with the cost of all other contracts relating to the Project that have been, or are expected to be, entered into would exceed the Project Budget reflected in Appendix B, or (iii) the schedule in the contract for performing and paying for the work related to the

Project would be materially different (whether accelerated or delayed) from the Project Schedule set forth in Appendix B; in addition, if the bids or proposals received for any portion of the Project are not qualitatively consistent with VDOT's standards for that work or quantitatively within VDOT's projections for that work, each as determined by VDOT in its good faith judgment, VDOT shall (i) undertake a new procurement, or (ii) recommend alternative measures to HRTAC, and seek HRTAC's advice and consent regarding pursuit of those alternative measures. If HRTAC grants its written consent to a modification to the Project Budget and/or Project Schedule in order to permit VDOT to enter into a contract to perform the work, VDOT and HRTAC will work reasonably and in good faith to amend Appendix B to reflect the modified Project Budget and Project Schedule.

- (c) Involve HRTAC in any procurement consistent with the terms of the Master Agreement.
3. Perform or have performed in accordance with VDOT's standards for highways, bridges and tunnels (or that are otherwise applicable to the work under the Project) all design and engineering, all environmental work, and all right-of-way acquisition, construction, contract administration, testing services, inspection services, or capital asset acquisitions, as is required by this Agreement or that may be necessary for completion of the Project pursuant to the terms of this Agreement. If VDOT determines that a delay will more likely than not prevent the completion of a material phase of the Project (e.g., PE or ROW acquisition), or the entire Project, in accordance with the Project Schedule, VDOT shall notify HRTAC in writing and provide HRTAC with such information as HRTAC may reasonably request, including information pertaining to potential corrective measures and remedies against the contractor (if VDOT and HRTAC mutually develop a model notice for such purposes, VDOT's notice will follow the format of the model).
4. Not use any funds provided by HRTAC, including the funds specified on Appendix B, to pay any Project cost if, as applicable, the HRTAC Act or HREL Tolling Legislation does not permit such Project cost to be paid with HRTAC funds.
5. Recognize that, if the Project contains "multiple funding phases" (as such "multiple funding phases" are set out for the Project on Appendix A), for which HRTAC will provide funding for such multiple funding phases (as scheduled on Appendix B), HRTAC may not have sufficient cash flows to permit accelerated funding to VDOT and to advance the funding schedule for the Project. In any circumstance where VDOT seeks to advance the funding schedule for the Project, VDOT shall submit a written request to HRTAC's Executive Director explaining VDOT's reasons why HRTAC

should authorize acceleration to the next funding phase. (As used in this Agreement, “Executive Director” shall mean HRTAC’s Chairman if at any applicable time, HRTAC has not engaged a dedicated, full-time Executive Director.) HRTAC’s Executive Director will thereafter review the circumstances underlying the request in conjunction with Appendix B and HRTAC’s current and projected cash flow position and make a recommendation to HRTAC whether to authorize VDOT’s requested accelerated funding. The foregoing shall not prohibit VDOT from providing its own funds to advance a future funding phase of the Project and from requesting reimbursement from HRTAC for having advance funded a future phase of the Project; however, VDOT further recognizes that HRTAC’s reimbursement to VDOT for having advance funded a phase of the Project will be dependent upon HRTAC’s cash flow position at the time such a request for reimbursement is submitted and may be dependent upon the extent to which the reimbursement of any such advanced funding is otherwise consistent with the terms of this Agreement, including Appendix B.

6. (a) Permit (and assist) HRTAC’s Executive Director to periodically update HRTAC’s cash flow estimates for the Project with the objective toward keeping those estimates accurate throughout the performance of the Project. VDOT shall provide all available information reasonably required by HRTAC so as to ensure and facilitate accurate cash flow estimates and accurate updates to those cash flow estimates throughout the performance of the Project as described in Appendix B.
- (b) Provide HRTAC’s Executive Director with the monthly reports described on Appendix D.
7. Provide to HRTAC’s Executive Director requests for payment consistent with Appendix C (and the most recently approved HRTAC cash flow estimates) that include (a) HRTAC’s standard payment requisition(s), containing detailed summaries of actual project costs incurred with supporting documentation as determined by HRTAC, and (b) certifications that all such costs were incurred in the performance of work for the Project as authorized by this Agreement. Each payment requisition shall be in substantially the same form as set forth in Appendix C of this Agreement. If approved by HRTAC, VDOT can expect to receive payment within twenty (20) days upon receipt by HRTAC. Approved payments may be made by means of electronic transfer of funds from HRTAC to or for the account of VDOT.
8. (a) Promptly notify HRTAC’s Executive Director if VDOT determines that any additional, unbudgeted costs may be incurred to perform and complete the Project (“Additional Costs”), which notice shall include a description of the Additional Costs, an explanation of

how they arose and the assumptions in the initial budget regarding those costs, and a detailed estimate of the Additional Costs. VDOT shall make recommendations regarding any curative actions that may be available relating to such Additional Costs, including any potential modification or reduction that may be made to the Project scope or design, or any other action, in order to stay within the initial budget for the Project. If the Additional Costs can be absorbed in the Project Budget by modifying or reducing the scope or design of the Project (or avoided by cancelling the Project or any portion thereof), HRTAC may, in its sole discretion, elect to (i) authorize VDOT to proceed with such modifications or reductions, (ii) authorize the Additional Costs (or if a combination of (i) and (ii) is feasible, HRTAC may elect such combination), or (iii) elect to cancel the Project or a portion thereof; provided, however, in any case, the respective obligations of VDOT and HRTAC, as modified by the elected alternative, shall be set forth in an amendment to this Agreement (VDOT and HRTAC shall work in good faith to finalize and execute such amendment). If the Additional Costs cannot be absorbed in the initial budget by modifying or reducing the scope or design of the Project (and HRTAC elects option (ii) above), then, subject to Section F below, such Additional Costs shall be paid from HRTAC-Controlled Moneys and state and federal funds prorated based on the respective proportionate share of HRTAC-Controlled Moneys and state and federal funds in the Project Budget. In the event that HRTAC elects to cancel the Project (or any portion thereof) pursuant to this Section A.8(a)(iii), (A) all compensation due and owing to any and all contractors for work on the Project that has been completed at the time of cancellation, shall be paid in accord with Appendix B, and (B) subject to Section F, all reasonable costs associated with the cancellation due and owing to said contractors pursuant to the terms of the contracts with the contractors, which terms shall be consistent with VDOT's standard contract terms relating to contract cancellation and termination, (the "Breakage Compensation"), shall be paid with HRTAC-Controlled Moneys, unless VDOT and HRTAC mutually determine that cancellation of the Project is necessary or warranted, in which case, the Breakage Compensation shall be paid from HRTAC-Controlled Moneys and state and federal funds prorated based on the respective proportionate share of HRTAC-Controlled Moneys and state and federal funds in the Project Budget.

- (b) VDOT shall not include in any contract with a contractor working on the Project any term, condition or remedy in respect of Additional Costs that is more favorable to the contractor than the terms, conditions or remedies VDOT includes in standard contracts where the state or VDOT bears the cost of the project.

- (c) The Additional Costs may include costs incurred by VDOT as a result of contractor claims relating to the Project made pursuant to the VDOT Roads and Bridge Specifications and §§ 33.2-1101 through 33.2-1105 of the Code, as amended. VDOT shall promptly notify HRTAC if any such claims are made or VDOT receives a notice of intent to file a claim or other written communication from a contractor relating to a claim or contractual dispute that could result in increased contract costs, and whether in each such case the claimed amount is expected to become, or result in, Additional Costs (and the estimate thereof) or is expected to have a material adverse effect on the contingency reserves established as part of the Project Budget (and the estimated effect thereon). VDOT shall be responsible to handle all such claims and notices of intent, but VDOT may not settle any claim or notice of intent to file a claim and thereafter submit it as an Additional Cost pursuant to Section A.8(a) unless the settlement has been approved by HRTAC. Funding for the settlement will be prorated based on the respective proportionate share of the HRTAC-Controlled Moneys and state and federal funds in the Project Budget. Should the claim not be settled, any final judgment from a court of competent jurisdiction shall be paid in accordance with the proration rule set forth in the preceding sentence.
- (d) Notwithstanding anything to the contrary set forth herein, if any additional cost (including, without limitation, any additional cost relating to a contractor claim described in Section A.8(c) above) arises out of or results from VDOT's negligence, breach of contract, willful misconduct or violation of law ("VDOT Fault"), HRTAC shall not be responsible for such additional costs. Any notice provided by VDOT to HRTAC pursuant to Section A.8(c) above shall be accompanied by a certification from VDOT that it has determined in good faith that any Additional Costs do not arise out of or result from VDOT Fault.
9. Release or return any unexpended funds to HRTAC no later than 90 days after final payment has been made in respect of the Project.
10. Maintain complete and accurate financial records relative to the Project for all time periods as may be required by the Virginia Public Records Act and by all other applicable state or federal records retention laws or regulations.
11. Maintain all original conceptual drawings and renderings, architectural and engineering plans, site plans, inspection records, testing records, and as built drawings for the Project for the time periods required by the Virginia Public Records Act and any other applicable records retention laws or regulations.

12. Reimburse HRTAC (or such other entity as may have provided funds) for all funds provided by HRTAC (or on behalf of HRTAC) and, to the extent applicable and permitted by law, with interest earned at the rate earned by HRTAC, (a) that VDOT misapplied, used or requisitioned in contravention of the HRTAC Act or any other applicable law, or any term or condition of this Agreement or (b) the expenditure of which arose out of VDOT Fault.
13. Be solely responsible for the administration and/or development of the Project and all engagements, commitments and agreements with contractors (and, without limiting the foregoing, shall ensure that such engagements, commitments and agreements contain all terms that, pursuant to the Master Agreement or this Agreement, are required to be included therein). VDOT shall ensure that VDOT's contractors maintain surety bonds and insurance in amounts and with coverages that VDOT requires under its Road and Bridge Specifications for all work to be performed for the Project, and name HRTAC and its members, officers, employees and, if applicable, any HRTAC lender or any bond trustee, as additional insureds on any such insurance policy, and present HRTAC with satisfactory evidence thereof before any work on the Project commences.
14. If in connection with the work VDOT engages outside legal counsel approved by the Attorney General (as opposed to utilizing the services of the Office of the Attorney General), VDOT will give HRTAC notice of the engagement so as to ensure that no conflict of interest may arise from any such representation (VDOT also shall ensure that such engagements are consistent with the practices and terms that VDOT uses where it is solely responsible for project costs).
15. Subject to and consistent with the requirements of Section E of this Agreement, upon final payment to all contractors for the Project, if the Project is or is part of a VDOT Highway, VDOT will use the Project (a) for its intended purposes for the duration of the Project's useful life, and (b) in accordance with, and subject to, the terms of the Master Agreement (including, without limitation, the license granted to HRTAC pursuant to Section 3.08(b) thereof). If the Project is or is part of a VDOT Highway, VDOT shall be responsible to operate and/or maintain the Project (which duty and obligation excludes the Tolling O&M Duties, as defined in the Master Agreement, except as otherwise provided in the Master Agreement or in any other contract between VDOT and HRTAC under which VDOT is responsible to perform such duties as a contractor to HRTAC) after its completion (including responsibility to correct any defects or to cause any defects to be corrected)(and, without limiting the foregoing, shall perform its operations and maintenance obligations in accordance with the terms of the Master Agreement), and, except as and to the extent provided under the Master Agreement (with respect to Tolling O&M Duties), under no circumstances will HRTAC have any responsibility or obligation to

operate and/or maintain the Project (or correct defects with respect to the Project).

16. Comply with all applicable federal, state and local laws and regulations, including without limitation requirements of the Virginia Public Procurement Act.
17. Recognize that VDOT or its contractors are solely responsible for obtaining, and shall obtain, all permits, permissions and approvals necessary to construct and/or operate the Project, including, but not limited to, obtaining all required VDOT and local land use permits, zoning approvals, environmental permits, and regulatory approvals.
18. Recognize that if the Project is being funded, in whole or in part, with federal and/or state funds (in addition to HRTAC-Controlled Moneys), that VDOT shall (a) take any and all necessary actions to satisfy any conditions to such additional federal and/or state funding (provided that such actions are within the control of VDOT) and to enforce any commitments made in connection therewith, (b) comply with all applicable federal and Commonwealth funding requirements within the control or purview of VDOT, and (c) include in its contracts with contractors provisions that permit such contracts to be terminated, without penalty, if the funding is rescinded or otherwise becomes unavailable (for clarification, a provision shall not be deemed to include a penalty solely as a result of terms that require payment of compensation due and owing at the time of cancellation and reasonable costs associated with cancellation provided that such costs are consistent with costs paid pursuant to VDOT's standard contract terms relating to contract cancellation and termination). VDOT acknowledges and agrees that if funding from such an additional federal or state source is rescinded or otherwise becomes unavailable HRTAC (i) shall not be responsible for any amount in excess of its commitment set forth on Appendix B, and (ii) may (A) replace said reduced funding with HRTAC Controlled-Moneys or (B) may request VDOT to immediately suspend or discontinue all work relating to the Project, provided if HRTAC requests suspension HRTAC shall be responsible for the costs reasonably incurred in connection with such suspension. Should HRTAC not replace the reduced funding or request VDOT to suspend or discontinue work, VDOT may reduce the Project scope or take any other actions needed to reduce the Project costs to the Project Budget.
19. Provide a certification to HRTAC no later than 90 days after final payment for the Project that VDOT adhered to all applicable laws and regulations and all requirements of this Agreement.
20. Notify HRTAC if VDOT determines that a delay will more likely than not prevent the timely completion of a material phase of the Project, including

information regarding potential corrective measures and remedies against the contractor.

21. With respect to modifications to any agreement with a contractor, concede to HRTAC any resulting savings, if HRTAC-Controlled Moneys are funding 100% of the applicable work, or if the cost savings relate to work funded with HRTAC-Controlled Moneys and state and/or federal funds, concede such savings to such parties *pro rata*, based on the respective proportionate share of HRTAC-Controlled Moneys and state and federal funds in the Project Budget for such work.
22. Include in any agreement with a contractor an assessment of liquidated damages in accordance with the Master Agreement if either substantial completion or final acceptance is not achieved by the applicable deadline. Unless otherwise agreed by the parties acting reasonably, any liquidated damages (as well as other damages paid by a contractor, insurance proceeds, or recoveries from third parties) received by VDOT in respect of the Project shall be administered in accordance with the terms of the Master Agreement.
23. Terminate any agreement with a contractor upon the written request of HRTAC if (a) VDOT has failed to exercise the right to terminate such agreement for cause, but only (i) if such failure is reasonably expected to have a material adverse effect on HRTAC and (ii) following consultation between HRTAC and VDOT regarding the reasons, if any, for VDOT's failure to exercise such right; or (b) HRTAC determines in good faith that HRTAC has suffered a material adverse change in its ability to satisfy its obligations under this Agreement and it is in HRTAC's best interests for VDOT to terminate the contractor's agreement for convenience.

B. HRTAC's Obligations

HRTAC shall:

1. Subject to the limitations as to amounts set forth in Appendix B (and subject to Section F of this Agreement), provide to VDOT the funding authorized by HRTAC for the Project, on a reimbursement basis as set forth in this Agreement and as specified in Appendix B to this Agreement or the most updated amendment thereto, as approved by HRTAC.
2. Assign a person to serve as a Program Coordinator for the Project, who will be responsible for review of the Project on behalf of HRTAC for purposes of ensuring it is being completed in compliance with this Agreement and all HRTAC requirements. (In the absence of an assigned person, HRTAC's Executive Director shall serve as the Program Coordinator.) HRTAC's Program Coordinator will be responsible for overseeing, managing, reviewing, and processing, in consultation with

HRTAC's Executive Director and its Chief Financial Officer ("CFO"), all payment requisitions submitted by VDOT for the Project. HRTAC's Program Coordinator will have no independent authority to direct changes or make additions, modifications, or revisions to the scope of the Project as set forth on Appendix A or to the Project Budget and Project Schedule as set forth on Appendix B.

3. Route to HRTAC's assigned Program Coordinator all VDOT payment requisitions and the summaries of actual costs submitted to HRTAC for the Project. After submission to HRTAC, HRTAC's Program Coordinator will conduct an initial review of all payment requisitions and supporting documentation for the Project in order to determine the submission's legal and documentary sufficiency. HRTAC's Program Coordinator will then make a recommendation to the HRTAC's CFO and Executive Director whether to authorize payment, refuse payment, or seek additional information from VDOT. If the payment requisition is sufficient as submitted, payment will be made within twenty (20) days from receipt. If the payment requisition is, in HRTAC's reasonable judgment, deemed insufficient, within twenty (20) days from receipt, HRTAC's Program Coordinator will notify VDOT in writing and set forth the reasons why the payment requisition was declined or why and what specific additional information is needed in order to authorize the payment request. Payment will be withheld until all deficiencies identified by HRTAC have been corrected to HRTAC's reasonable satisfaction. Under no circumstances will HRTAC authorize payment for any work performed by or on behalf of VDOT that is not in conformity with the requirements of the HRTAC Act or this Agreement.
4. Route all of VDOT's accelerated or supplemental requests for funding from HRTAC under Sections A.5 and A.8, respectively, of this Agreement to HRTAC's Executive Director. HRTAC's Executive Director will initially review those requests and all supporting documentation with HRTAC's CFO. After such initial review, HRTAC's Executive Director will make a recommendation to HRTAC's Finance Committee for its independent consideration and review. HRTAC's Finance Committee will thereafter make a recommendation on any such request to HRTAC for final determination by HRTAC.
5. Conduct periodic compliance reviews scheduled in advance for the Project so as to determine whether the work being performed remains within the scope of this Agreement, the HRTAC Act and other applicable law. Such compliance reviews may entail (i) review of VDOT's financial records for the Project, (ii) on-Project site inspections and (iii) review of a contractor's books and records in relation to the Project to the extent VDOT has access thereto.

6. Acknowledge that if, as a result of HRTAC's review of any payment requisition or of any HRTAC compliance review, HRTAC staff determines that VDOT is required under Section A.12 of this Agreement to reimburse funds to HRTAC, HRTAC staff will promptly advise HRTAC's Executive Director and will advise VDOT's designated representative in writing. VDOT will thereafter have thirty (30) days to respond in writing to HRTAC's initial findings. HRTAC's staff will review VDOT's response and make a recommendation to HRTAC's Finance Committee. HRTAC's Finance Committee will thereafter conduct its own review of all submissions and make a recommendation to HRTAC. If HRTAC makes a final determination that VDOT is required under Section A.12 of this Agreement to reimburse funds to HRTAC, the parties should engage in dispute resolution as provided in Section D of this Agreement. Pending final resolution of the matter, HRTAC will withhold further funding on the Project. Nothing herein shall, however, be construed as denying, restricting or limiting the pursuit of either party's legal rights or available legal remedies.
7. Upon making final payment to VDOT for the Project, retain copies of all contracts, financial records, design, construction, and as-built project drawings and plans, if any, developed pursuant to or in association with the Project for the time periods required by the Virginia Public Records Act and as may be required by other applicable records retention laws and regulations.
8. Be the sole determinant of the amount and source of HRTAC funds to be provided and allocated to the Project and the amounts of any HRTAC funds to be provided in excess of the amounts specified in Appendix B.
9. Have no obligation to pay or reimburse VDOT for any cost (including, without limitation, compensation paid or payable to any contractor) arising out of VDOT Fault.

C. Term

1. This Agreement shall (i) be effective upon adoption and execution by both parties and (ii) unless terminated earlier in accordance with its terms, expire ninety (90) days after the date on which VDOT makes final payment to Project contractor(s) and all contractor claims have been resolved or are barred.
2. VDOT may terminate this Agreement, for cause, in the event of a material breach by HRTAC of this Agreement. If so terminated, HRTAC shall pay for all Project costs incurred in accordance with the terms of this Agreement through the date of termination and all reasonable costs incurred by VDOT to terminate all Project-related contracts. The Virginia General Assembly's failure to appropriate funds to HRTAC as described in

Section F of this Agreement and/or repeal or amendment of the legislation establishing the HRTF or HRTAC's powers shall not be considered material breaches of this Agreement by HRTAC if such failure to appropriate or such repeal or amendment eliminates funds in the HRTF to be used for the Project or renders HRTAC without legal authority to provide funding for the Project. Before initiating any proceedings to terminate under this Section, VDOT shall give HRTAC sixty (60) days written notice of any claimed material breach of this Agreement and the reasons for termination; thereby allowing HRTAC an opportunity to investigate and cure any such alleged breach.

3. HRTAC may terminate this Agreement, for cause, resulting from VDOT's material breach of this Agreement. If so terminated, VDOT shall refund to HRTAC all funds HRTAC provided to VDOT for the Project and, to the extent permitted by law, with interest earned at the rate earned by HRTAC. Before initiating any proceedings to terminate under this Section, HRTAC shall give VDOT sixty (60) days' written notice of any claimed material breach of this Agreement and the reasons for termination; thereby allowing VDOT an opportunity to investigate and cure any such alleged breach. Prior to termination, if VDOT has substantially completed the Project or a portion that is severable (meaning it is subject to independent use), VDOT may request that HRTAC excuse VDOT from refunding funds paid in respect of the substantially completed Project or portion, and HRTAC may, in its sole discretion, excuse VDOT from refunding all or a portion of the funds HRTAC provided to VDOT for the substantially completed Project or portion thereof. No such request to be excused from refunding will be allowed (a) where VDOT has either misused or misapplied HRTAC funds in contravention of this Agreement or applicable law, or (b) without the prior written consent of any lender to HRTAC, if the terms of HRTAC's loan agreement with such lender require such consent.
4. Upon (a) expiration or earlier termination of this Agreement and (b) payment of all eligible expenses as set forth in Section C.3 above, VDOT will release or return to HRTAC all unexpended HRTAC funds and, to the extent permitted by law, with interest earned at the rate earned by HRTAC, no later than sixty (60) days after the date of such expiration or earlier termination.

D. Dispute

In the event of a dispute under this Agreement, the parties agree to meet and confer promptly in order to ascertain if the dispute can be resolved informally without the need of a third party or judicial intervention. HRTAC's Executive Director and the Commissioner shall be authorized to conduct negotiations on behalf of their respective entities. If a resolution of the dispute is reached via a meet and confer dispute resolution method, it shall be presented to HRTAC and to the Commissioner for formal confirmation and approval. If no satisfactory

resolution can be reached via the meet and confer method, either party is free to pursue whatever remedies it may have at law or in equity, including all judicial remedies. The foregoing dispute resolution method shall not bar either party's right to seek equitable relief on an emergency basis. Neither party will seek or accept an award of attorneys' fees or costs incurred in connection with resolution of a dispute.

E. HRTAC's Interest in Project Assets

VDOT agrees to use the real property and appurtenances and fixtures thereto, capital assets, equipment and all other transportation facilities that are part of the Project and funded by HRTAC under this Agreement ("Assets") for the designated transportation purposes of the Project, in accordance with applicable law throughout the useful life of each such Asset, and in accordance with, and subject to, the terms of the Master Agreement (including, without limitation, the license granted to HRTAC pursuant to Section 3.08(b) thereof). If VDOT intends to sell, convey, or dispose any Asset funded with HRTAC funds or intends to use any Asset for a purpose inconsistent with this Agreement or the Master Agreement, VDOT shall notify HRTAC's Executive Director in writing of any such intent before further action is taken by VDOT in furtherance thereof. Upon receiving notification from VDOT, HRTAC's Executive Director shall notify HRTAC of VDOT's intended action(s). The parties shall, thereafter, meet and confer to discuss what measures need to be taken regarding VDOT's proposed sale, conveyance, disposition, or use of any such Asset(s) so as to ensure compliance with all applicable requirements and terms of the HRTAC Act and the Master Agreement (without limiting the foregoing, VDOT acknowledges that (i) under the HRTAC Act and applicable law, HRTAC is vested with the right to impose and collect tolls on facilities constructed by the Commission and holds a license to, among other things, use the tolling infrastructure and system), and (ii) under the HREL Tolling Legislation, HRTAC is vested with the right to impose and collect tolls on the portion of the HREL Project facility that has been designated by the CTB for use as high-occupancy toll lanes). All recommendations and/or proposed remedial actions developed by the parties' designated representatives during the meet and confer process shall be formally presented to HRTAC and the Commissioner for their respective approval.

F. Appropriations Requirements

1. Nothing herein shall require or obligate HRTAC to commit or obligate funds to the Project beyond those funds that have been duly authorized and appropriated by its governing body for the Project.
2. The parties acknowledge that all funding provided by HRTAC pursuant to the HRTAC Act is subject to appropriation by the Virginia General Assembly. The parties further acknowledge that: (i) the moneys allocated to the HRTF pursuant to applicable provisions of the Code of Virginia and any other moneys that the General Assembly appropriates for deposit into

the HRTF are subject to appropriation by the General Assembly and (ii) HRTAC's obligations under this Agreement are subject to such moneys being appropriated to the HRTF by the General Assembly.

3. The parties agree that VDOT's obligations under this Agreement are subject to funds being appropriated by the General Assembly and allocated by the Commonwealth Transportation Board and otherwise legally available to VDOT for HRTAC projects.
4. Should VDOT be required to provide additional funds in order to proceed or complete the funding necessary for the Project, VDOT shall certify to HRTAC that such additional funds have been allocated and authorized by the CTB and/or appropriated by the Virginia General Assembly as may be applicable or have been obtained through another independent, lawful source.

G. Representations and Warranties

1. VDOT hereby represents and warrants to HRTAC as of the date of this Agreement as follows:
 - (a) VDOT is an agency of the Commonwealth of Virginia, and it has full power, right, and authority to execute, deliver, and perform its obligations under, in accordance with, and subject to the terms and conditions of this Agreement;
 - (b) VDOT has taken or caused to be taken all requisite action to authorize the execution and delivery of, and the performance of its obligations under, this Agreement, and each person executing this Agreement on behalf of VDOT has been duly authorized to execute and deliver it on behalf of VDOT;
 - (c) the execution and delivery by VDOT of this Agreement, and the performance of its obligations hereunder, will not conflict with, and will not result, at the time of execution, in a default under or violation of, (i) any other agreements or instruments to which it is a party or by which it is bound or (ii) to its knowledge, any law, where such violation will have a material adverse effect on the ability of VDOT to perform its obligations under this Agreement;
 - (d) this Agreement has been duly authorized, executed, and delivered by VDOT and constitutes a valid and legally binding obligation of VDOT, enforceable against it in accordance with the terms hereof, subject to (i) bankruptcy, insolvency, reorganization, moratorium and other laws affecting the rights of creditors generally, (ii) principles of equity, whether considered at law or in equity, and (iii) sovereign immunity under the law of the Commonwealth of Virginia; *provided, however,* that, for the avoidance of doubt, sovereign

immunity shall not bar an action to enforce a claim based on a breach of this Agreement presented in accordance with the law of the Commonwealth of Virginia; and

- (e) there is no action, suit, proceeding, investigation, or litigation pending and served on VDOT which challenges VDOT's authority to execute, deliver or perform, or the validity or enforceability of, this Agreement, or which challenges the authority of the VDOT official executing this Agreement, and VDOT has disclosed to HRTAC any pending and unserved or threatened action, suit, proceeding, investigation, or litigation with respect to such matters of which VDOT is aware.

2. HRTAC hereby represents and warrants to VDOT as of the date of this Agreement as follows:

- (a) HRTAC is a body politic and a political subdivision of the Commonwealth of Virginia, and it has full power, right, and authority to execute, deliver, and perform its obligations under, in accordance with, and subject to the terms and conditions of this Agreement;
- (b) HRTAC has taken or caused to be taken all requisite action to authorize the execution and delivery of, and the performance of its obligations under, this Agreement, and each person executing this Agreement on behalf of HRTAC has been duly authorized to execute and deliver it on behalf of HRTAC;
- (c) the execution and delivery by HRTAC of this Agreement, and the performance of its obligations hereunder, will not conflict with, and will not result, at the time of execution, in a default under or violation of, (i) any other agreements or instruments to which it is a party or by which it is bound or (ii) to its knowledge, any law, where such violation will have a material adverse effect on the ability of HRTAC to perform its obligations under this Agreement;
- (d) this Agreement has been duly authorized, executed, and delivered by HRTAC and constitutes a valid and legally binding obligation of HRTAC, enforceable against it in accordance with the terms hereof, subject to (i) bankruptcy, insolvency, reorganization, moratorium and other laws affecting the rights of creditors generally, (ii) principles of equity, whether considered at law or in equity, and (iii) sovereign immunity under the law of the Commonwealth of Virginia; *provided, however,* that, for the avoidance of doubt, sovereign immunity shall not bar an action to enforce a claim based on a breach of this Agreement presented in accordance with the law of the Commonwealth of Virginia; and

- (e) there is no action, suit, proceeding, investigation, or litigation pending and served on HRTAC which challenges HRTAC's authority to execute, deliver or perform, or the validity or enforceability of, this Agreement, or which challenges the authority of the HRTAC official executing this Agreement, and HRTAC has disclosed to VDOT any pending and unserved or threatened action, suit, proceeding, investigation, or litigation with respect to such matters of which HRTAC is aware.

H. Tax Covenants for Bond-Funded Projects

VDOT shall comply in all material respects with the Tax Covenants for Bond-Funded Projects set forth in Appendix F (*Tax Covenants for Bond-Funded Projects*).

I. Notices

All notices under this Agreement to either party shall be in writing and forwarded to the other party by U.S. mail, care of the following authorized representatives:

1) to: HRTAC, to the attention of its Executive Director and Chairman;
723 Woodlake Drive
Chesapeake, VA 23320

2) to: VDOT, to the attention of:
Commissioner, Virginia Department of Transportation
1401 East Broad Street
Richmond, VA 23219

J. Assignment

This Agreement shall not be assigned by either party unless express written consent is given by the other party.

K. Modification or Amendment

(a) This Agreement may not be modified or amended, except pursuant a written agreement that is duly authorized, executed and delivered by both parties.

(b) If HRTAC is able to obtain a source of funding for the Project that would reduce or replace the amount of HRTAC-Controlled Moneys expended on the Project, VDOT and HRTAC will work in good faith to amend this Agreement so it takes into account that other funding.

(c) VDOT and HRTAC will work in good faith to adopt such amendments to this Agreement as VDOT and HRTAC may mutually agree are necessary and desirable in connection with any bond financing.

L. No Personal Liability or Creation of Third Party Rights

This Agreement shall not be construed as creating any personal liability on the part of any officer, member, employee, or agent of the parties; nor shall it be construed as giving any rights or benefits to anyone other than the parties hereto.

M. No Agency

VDOT represents that it is not acting as a partner or agent of HRTAC; and nothing in this Agreement shall be construed as making any party a partner or agent with any other party.

N. Sovereign Immunity

This Agreement shall not be construed as a waiver of either party's sovereign immunity rights.

O. Incorporation of Recitals and Appendices

The recitals and Appendices to this Agreement are hereby incorporated into this Agreement and are expressly made a part hereof. The parties to this Agreement acknowledge and agree that the recitals are true and correct.

P. Mutual Preparation and Fair Meaning

The parties acknowledge that this Agreement has been prepared on behalf of all parties thereto and shall be construed in accordance with its fair meaning and not strictly construed for or against either party.

Q. Governing Law

This Agreement is governed by the laws of the Commonwealth of Virginia.

R. Survival

The following provisions shall survive the expiration or earlier termination of this Agreement: Sections A.4, A.9, A.12, A.15, A.17, A.19, A.22, B.5 and B.7, and Sections C through R.

[Signature page follows]

IN WITNESS WHEREOF, each party hereto has caused this Agreement to be executed by their duly authorized representatives, intending it to be effective on the date of last execution.

Hampton Roads Transportation Accountability Commission

By: _____

Name: _____

Title: _____

Date: _____

Virginia Department of Transportation

By: _____

Name: _____

Title: _____

Date: _____

APPENDIX A

HAMPTON ROADS EXPRESS LANES NETWORK PROJECT ELEMENTS

HREL – TRANSPORTATION MANAGEMENT PLAN (TMP) PROJECT – UPC 122999

Scope: The HREL network encompasses a multi-phased effort that has numerous improvements in multiple segments. Development of the network will involve a combination of use of existing congestion relief improvements underway, converting existing or newly designated HOV-2+ lanes to HOT (high occupancy toll, or “Express Lanes”), and constructing additional Express Lanes on I-64.

As with all construction projects, construction of the HREL network is expected to have an impact on the corridor. To help minimize delays and impacts to congestion and supply chain performance—and to maintain safety in and around work zones—a Transportation Management Plan (TMP) is being implemented. While construction of the HREL network is being done in segments and led by different project teams, a coordinated and holistic approach to managing the impacts of construction is desired to provide the traveling public and other stakeholders a seamless experience, to the extent practicable. A coordinated TMP will enable VDOT, and other agencies responsible for operating the transportation network, to deploy more efficient strategies that maximize resources to achieve the greatest public benefit.

Such a transportation management plan (TMP) will identify strategies to enhance mobility and safety during construction. The strategies identified in the TMP will be implemented by a multi-modal, multi-jurisdictional team of stakeholders using a coordinated approach to operations and incident management.

The TMP encompasses:

- A comprehensive Public Information Program (PIP), involving both the selected developers and VDOT, outlining a communications strategy to convey the potential impacts of construction in a timely manner to minimize confusion and maximize the opportunity for the traveling public to make suitable travel choices.
- A broad effort led by VDOT to minimize traffic disruptions through the management of the transportation system, including improvements to local road networks, and enhanced traffic monitoring and incident management.

APPENDIX B

HAMPTON ROADS EXPRESS LANES NETWORK ELEMENTS

HREL – TRANSPORTATION MANAGEMENT PLAN (TMP) PROJECT – UPC 122999

PROJECT BUDGET AND PROJECT SCHEDULE

Project Budget - UPC 122999:

- Total Project Cost Estimate:
 - Construction (CN): \$8,000,000
 - Total Cost: \$8,000,000

- Breakdown of Total Project Cost Estimate by Strategy:
 - Program Management Support: \$1,000,000
 - VDOT Communications Support: \$2,030,000
 - Updated Incident Response & Detour Plans & Major Bridge Crossing Decision Support Tool: \$770,000
 - Detection Upgrades at Signalized Intersections: \$1,150,000
 - Updated Signal Timings: \$450,000
 - Performance Monitoring Tools and Dashboards: \$500,000
 - Funding for Local Spot Improvements: \$1,200,000
 - Portable CCTV Cameras and PCMS: \$500,000
 - Traffic Analysis Support: \$400,000
 - Total: \$8,000,000

The work performed under this Agreement will provide funding to implement various strategies identified for the components above that have been scoped and prioritized as a part of the Hampton Roads Express Lanes Transportation Management Plan (TMP). These strategies include the proposed implementation of efforts for the entire HREL Network.

The parties agree that \$8,000,000 in funding shall be made available by HRTAC under this Agreement for the Transportation Management Plan (TMP), whether such work is undertaken before or subsequent to execution of this Agreement.

The details and descriptions for each of the strategies identified above are included the 'Detailed Strategy Forms' that were developed for the HREL Network TMP:

Project Schedule: (all dates are estimates):

- Construction (CN):
 - CN Start: April 2023
 - CN End: June 2025

ANNEX I TO APPENDIX B -PROJECT BUDGET & CASH FLOW

| PROJECT IDENTIFICATION AND PROPOSED FUNDING | | | |
|---|---|--|-------------------------------------|
| HRTAC Project Title: | Hampton Roads Express Lane (HREL) - Transportation Management Plan (TMP) Project | | |
| Scope of Project Services: | Standard Project Services to Support CN Phase for HREL Transportation Management Plan (TMP) Project (UPC TBD) | | |
| Recipient Entity: | Virginia Department of Transportation | | |
| VDOT Project Contact: | Todd Halacy (757) 956-3010 | | |
| Baseline Schedule: | PE: N/A | VDOT Programming Schedule: (SPA Project Schedule) | PE: N/A |
| | RW: N/A | | RW: N/A |
| | CN: Start April 2023; End June 2025 | | CN: Start April 2023; End June 2025 |

| PROJECT COSTS & FUNDING SOURCE | | | | | | |
|--------------------------------|------------------------|------------------------|----------------------|------------------------------------|-------------------------------|------------------------|
| Project Cost Category | Total Project Costs | HRTAC PayGo Funds | HRTAC Financed Funds | Description Other Sources of Funds | Amount Other Sources of Funds | Recipient Entity Funds |
| Design Work | \$ - | \$ - | \$ - | | \$ - | \$ - |
| Engineering | | | | | | |
| Environmental Work | | | | | | |
| Right-of-Way Acquisition | \$ - | \$ - | | | | |
| Construction | \$ 8,000,000.00 | \$ 8,000,000.00 | | | | |
| Contract Administration | | | | | | |
| Testing Services | | | | | | |
| Inspection Services | | | | | | |
| Capital Asset Acquisitions | | | | | | |
| Other | | | | | | |
| Total Estimated Cost | \$ 8,000,000.00 | \$ 8,000,000.00 | \$ - | | \$ - | \$ - |

| FISCAL YEAR ANNUAL PROJECT CASH FLOW | | | | | | |
|--------------------------------------|------------------------|-------------|------------------------|-------------|------------------------|-------------|
| Project Phase | Total Fiscal Year 2023 | | Total Fiscal Year 2024 | | Total Fiscal Year 2025 | |
| | PayGo | Financed | PayGo | Financed | PayGo | Financed |
| Design Work | \$ - | | \$ - | | \$ - | |
| Engineering | | | | | | |
| Environmental Work | | | | | | |
| Right-of-Way Acquisition | \$ - | | \$ - | | \$ - | |
| Construction | \$ 3,384,616.00 | | \$ 2,307,696.00 | | \$ 2,307,688.00 | |
| Other | | | | | | |
| Total Estimated Cost | \$ 3,384,616.00 | \$ - | \$ 2,307,696.00 | \$ - | \$ 2,307,688.00 | \$ - |

Please Note: If additional years are needed, please submit a separate form with additional columns

| FISCAL YEAR ESTIMATED PROJECT CASH FLOW | | | | | | |
|---|------------------------|-------------|------------------------|-------------|------------------------|-------------|
| | FY 23 Mthly Cash Flow | | FY 24 Mthly Cash Flow | | FY 25 Mthly Cash Flow | |
| | PayGo | Financed | PayGo | Financed | PayGo | Financed |
| July | \$ - | | 192,308.00 | | 192,308.00 | |
| August | \$ - | | 192,308.00 | | 192,308.00 | |
| September | \$ - | | 192,308.00 | | 192,308.00 | |
| October | \$ - | | 192,308.00 | | 192,308.00 | |
| November | \$ - | | 192,308.00 | | 192,308.00 | |
| December | \$ - | | 192,308.00 | | 192,308.00 | |
| January | \$ - | | 192,308.00 | | 192,308.00 | |
| February | \$ - | | 192,308.00 | | 192,308.00 | |
| March | \$ - | | 192,308.00 | | 192,308.00 | |
| April | \$ 3,000,000.00 | | 192,308.00 | | 192,308.00 | |
| May | \$ 192,308.00 | | 192,308.00 | | 192,308.00 | |
| June | \$ 192,308.00 | | 192,308.00 | | 192,300.00 | |
| Total per Fiscal Year | \$ 3,384,616.00 | \$ - | \$ 2,307,696.00 | \$ - | \$ 2,307,688.00 | \$ - |

Please Note: If additional years are needed, please submit a separate form with additional columns

This attachment is certified and made an official attachment to the Standard Project Agreement document by the parties of this agreement.

| Virginia Department of Transportation | Hampton Roads Transportation Accountability Commission |
|---------------------------------------|--|
| Signature | Signature |
| Commissioner | HRTAC Chairman |
| Title | Title |
| Date | Date |
| Stephen C. Brich, P.E. | Donnie R. Tuck |
| Print name of person signing | Print name of person signing |

APPENDIX C

FORM OF PAYMENT REQUISITION

HRTAC Project Title and Number: Hampton Roads Express Lanes Network Elements – Transportation Management Plan (TMP) - UPC 122999

Project Scope/Services Description: Implement various strategies identified in the Transportation Management Plan (TMP) that has been prepared for the Hampton Roads Express Lanes Network.

Draw Request Number: _____

Date: _____, 20__

Hampton Roads Transportation Accountability Commission
723 Woodlake Drive
Chesapeake, VA 23320

Attention _____, Program Coordinator:

This requisition is submitted in connection with the Standard Project Agreement for Funding and Administration for the project services noted above and dated _____, 20__ (the "Agreement") between the Hampton Roads Transportation Accountability Commission ("HRTAC") and the Virginia Department of Transportation ("VDOT"). VDOT hereby requests \$_____ of HRTAC funds, to pay the costs of the project services described and set forth in Appendices A and B of the Agreement ("Project Services") and in accordance with the Agreement. Also included are copies of each invoice relating to the items for which this requisition is requested.

The undersigned certifies (i) the amounts included within this requisition will be applied solely and exclusively for the payment or the reimbursement of VDOT's costs of the Project Services, (ii) VDOT is responsible for payment to vendors/contractors, (iii) VDOT is not in breach or default with respect to any of its obligations under the Agreement, including without limitation (but only if applicable) the tax covenants set forth in another Appendix to the Agreement, (iv) the representations and warranties made by VDOT in the Agreement are true and correct as of the date of this Requisition and (v) to the knowledge of VDOT, no condition exists under the Agreement that would allow HRTAC to withhold the requested advance.

VIRGINIA DEPARTMENT OF TRANSPORTATION

By: _____

Name: _____

Title: _____

Recommended For Payment

By: _____

Name: _____

Title: HRTAC Program Coordinator

EXHIBIT A

DETAILED PAYGO REQUEST

Draw Request Number: _____
 HRTAC Project Number: UPC 122999

Request Date: _____
 Project Title: HRELN TMP Project

| Cost Category | HRTAC Approved Project Costs | Total PayGo Requests Previously Received | PayGo Requisition Amount this Period | Remaining PAYGO Project Budget (Calculation) |
|---------------------------------|------------------------------|--|--------------------------------------|--|
| Project Starting Balance | \$8000,000.00 | | | \$ - |
| Design Work/ Engineering | \$0.00 | \$ - | \$ - | \$ - |
| Engineering | - | - | - | \$ - |
| Environmental Work | - | - | - | \$ - |
| Right-of-Way Work | - | - | - | \$ - |
| Construction | \$8,000,000.00 | - | - | \$ - |
| Contract Administration | - | - | - | \$ - |
| Testing Services | - | - | - | \$ - |
| Inspection Services | - | - | - | \$ - |
| Capital Asset Acquisitions | - | - | - | \$ - |
| Other (please explain) | - | - | - | \$ - |
| TOTALS | \$8,000,000.00 | \$ - | \$ - | \$ - |
| | | | | |

LISTING OF ATTACHED INVOICES

| Vendor/Contractor Name | Item Number | Invoice Number | Cost Category | Amount |
|---------------------------|-------------|----------------|---------------|--------|
| | 1 | | | \$ - |
| | 2 | | | - |
| | 3 | | | - |
| | 4 | | | - |
| | 5 | | | - |
| | 6 | | | - |
| | 7 | | | - |
| | 8 | | | - |
| | 9 | | | - |
| | 10 | | | - |
| | 11 | | | - |
| | 12 | | | - |
| Requisition Amount | | | | \$ - |

Instructions

1. Column B-Please list approved PayGo Project Cost per category.
2. Column C-Please list Total PayGo Amounts per Category Previously Reimbursed by HRTAC
3. Column D- Please list invoice amounts summarized by Category from the Listing of Attached Invoices
4. Column E - Is a calculation of the Remaining PAYGO Budget per Category

Instructions-Listing of Attached Invoices: (please list each invoice separately)

1. Column A- Please list the name as it appears on the Invoice
2. Column B- Please manually number the invoices attached with the corresponding Item number in this schedule.
3. Column C- Please list the invoice number as it appears on the Invoice
4. Column D- Please list the appropriate Cost Category based on the Project Category breakout above

5. Column E- Please enter the dollar amount listed on the invoice.

6. The calculated Requisition Amount should equal the total in Column D in the Schedule above.

APPENDIX D

REPORTS TO BE PROVIDED BY VDOT

1) Monthly Project Expenditure Report which lists, by category of expense (*e.g.*, engineering, ROW, utility relocations, construction), (a) information regarding expenditures to date against the budget, both monthly and for the life of the project, and a statement of the percent completed; and (b) such other information as VDOT customarily provides with monthly expenditure reports.

2) Monthly Project Report which provides (a) an overview of progress on major project tasks; (b) information regarding the budget (such as, the baseline planned forecast, any approved changes thereto, the monthly expenditures, the cumulative expenditures, and the cumulative forecasted expenditures); (c) future key tasks; and (d) significant issues.

APPENDIX E

OFFICIAL AUTHORIZING DOCUMENTS

APPENDIX F

TAX COVENANTS FOR BOND-FUNDED PROJECTS

1. (A) VDOT (the Department) shall not permit the "Proceeds" of any "Commission Bonds" or any "Financed Property" to be used in any manner that would result in either: (1) 5% or more of such proceeds being considered as having been used in any trade or business carried on by any person other than a governmental unit as provided in Section 141(b) of the "Code;" (2) 5% or more of such Proceeds being used with respect to any "output facility" (other than a facility for the furnishing of water) within the meaning of Section 141(b)(4) of the Code; (3) 5% or more of such Proceeds being considered as having been used directly or indirectly to make or finance loans to any person other than a governmental unit, as provided in Section 141(c) of the Code; or (4) more than an aggregate of \$15,000,000 of Proceeds of any single Commission Bond issue being considered as having been used in any trade or business, any output facility or to make or finance loans as described in (1), (2) or (3) above; **provided, however**, that if HRTAC (the Commission) and the Department receive an opinion of nationally recognized bond counsel concluding that such use or action will not affect the exclusion of interest on the Commission Bonds from gross income of the holders thereof for federal tax purposes under existing law, the Department need not comply with such restrictions.

(B) Notwithstanding the foregoing, the Department and the Commission agree that the provisions herein shall not apply to Proceeds of Commission Bonds derived from "qualified bonds" (as defined in Section 141(e) of the Code (or any successor provisions thereto or regulations thereunder)) the Commission may from time to time issue. In the event any such "qualified bonds" are issued by the Commission, the Department agrees that it will not permit Proceeds of Commission Bond derived from such "qualified bonds" to be used in a manner that fails to comply with the provisions of Section 141(e) and 142(a) of the Code (or any successor provisions thereto or regulations thereunder). The provisions of this subparagraph (B) shall not negate any provision in the Agreement or other agreement between the Commission and the Department that requires mutual consent of the parties or Commission approval of a concession arrangement in respect of the Project.

2. the Department agrees not to requisition or spend the proceeds of any the Commission Bond for any cost of the Project not constituting a "Capital Expenditure."

3. Except as may be described in writing to the Commission, the Department neither has on the date of this Agreement nor expects to have after this date any funds that are restricted, segregated, legally required or otherwise intended to be used, directly or indirectly, for the purposes for which the Department is receiving or may receive Proceeds of Commission Bonds.

4. The Department acknowledges that it may have to provide detailed information about the investment of the amount of any requisition unless (i) payments are remitted directly by the Commission to the contractors/vendors, or (ii) the Department remits payment to the contractors/vendors within five banking days after the date on which the Commission advances the amount of the requisition. The Commission may request the detailed information in order to compute the rebate liability to the U.S. Treasury on the Commission's bonds or other debt financing pursuant to Section 148 of the Code. In addition, the Department shall provide the Commission with any further

information reasonably requested by the Commission from time to time concerning the matters described in this Appendix F.

5. The following terms have the meanings assigned to them below whenever they are used in this Appendix F.

“Capital Expenditure” means any cost of a type that is properly chargeable to capital account (or would be so chargeable with (or but for) a proper election or the application of the definition of “placed in service” under Treas. Reg. § 1.150-2(c)) under general federal income tax principles, determined at the time the expenditure is paid.

“Code” means the Internal Revenue Code of 1986, as amended.

“Financed Property” means any property financed in whole or in part by any allocation of Commission Bond Proceeds.

“Commission Bond” means any Commission bond or other debt instrument that is a “tax-exempt bond” or a “tax-advantaged bond” (as defined in Treasury Regulations Section 1.150-1(a)).

“Proceeds” means the sale proceeds of any Commission Bond, together with the investment earnings on such proceeds, to the extent allocated to the Project.

RFP No. 157406-CF – Staunton District

| | |
|--------------------|--|
| SCOPE: | Staunton North Flexible Asset Maintenance Services (FAMS) |
| LOCATION: | I-81 and I-66 in the Counties of Frederick, Warren, Shenandoah and Rockingham in the Staunton District to include all on and off ramps. Also on State Route 37 in Frederick County. |
| BIDS: | 4 |
| BID AMOUNT: | \$20,940,967.50 (within range) |
| CONTRACTOR: | Ferrovial Services Infrastructure, Inc. |

AWARD

INTERSTATE

| Order No. | UPC No. Project No. | Location and Work Type | Vendor Name | No Of Bidders | Bid Amount | Estimated Cost. | EE Range |
|-----------|---------------------|---|--|---------------|-----------------|-----------------|----------|
| | 157406-CF | <p>Staunton North Flexible Asset Maintenance Services (FAMS):</p> <p>Interstate I-81 in the County of FREDERICK from the Frederick Co. /WV State Line (MM) 324 to the Shenandoah/Frederick County Line (MM) 300</p> <p>Interstate I-81 in the County of SHENANDOAH from the Shenandoah/Frederick County Line (MM) 300 to the Rockingham/Shenandoah County Line (MM) 264.7</p> <p>Interstate I-81 in the County of ROCKINGHAM from the Shenandoah/Rockingham County Line (MM) 264.7 to the Rockingham/Augusta County Line (MM) 236.7</p> <p>Interstate I-66 in the County of WARREN from the Frederick/Warren County Line (MM) 0 to the Warren/Fauquier County Line (MM) 14.7</p> <p>State RT. 37 in the County of FREDERICK from Rte. 37/11 at Route 661 and Rte. 37 at Tasker Road Interchange</p> | <p>Ferrovial Services Infrastructure, Inc.</p> <p>Austin, TX</p> | #4 | \$20,940,967.50 | \$19,124,301.61 | WITHIN |
| | | FREDERICK, SHENANDOAH, ROCKINGHAM, AND WARREN COUNTIES | | | | | |
| | MAINTENANCE FUNDS | STAUNTON DISTRICT | | | | | |
| | | The FAMS will be performed within the right-of-way limits on I-81 and I-66 in the Counties of Frederick, Warren, Shenandoah and Rockingham in the Staunton District to include all on and off ramps up to the intersection of non-interstate route(s) pavement edge. Also on State Route 37 in Frederick County. | | | | | |

1 Recommended for AWARD \$20,940,967.50

March 2023 CTB Meeting

157406-CF

FREDERICK, SHENANDOAH, ROCKINGHAM, AND WARREN COUNTIES

The purpose of the Staunton North FAMS (Flexible Asset Maintenance Services) project is to provide maintenance activities within the right-of-way limits of I-81 and I-66 within the Staunton District, twenty-four (24) hours a day seven (7) days a week. The FAMS consists of 214.2 center lane miles including all ramps up to the intersection of non-interstate route(s) pavement edge. Contractor performance will be assessed by contractual performance measures and timeliness requirements. Maintenance activities to be performed under this contract will be divided into two categories, Performance based services and Requirements based services.

Performance based services include all activities associated with highway, drainage, structures, roadside, vegetation, traffic services, specialty items, emergency response, incident management, and severe weather activities. These services include providing all personnel, engineering, equipment, and services necessary to adhere to all contract requirements and comply with all regulatory authorizations, conditions, and requirements. These activities will be performed on assets at a frequency that ensures uniform consistent and timely compliance at all times with the performance measures and requirements. The Contractor shall perform maintenance (including restorative maintenance), repair, and replacement of all contract assets due to deterioration, incident, or damage.

Requirements based services include Mowing with Litter pickup, Additional Litter Pickup, Long Arm Mowing, Herbicide Spraying, Mechanical Tree Removal, Roadway Sweeping, Incidental Asphalt Patching, Crack sealing, and Bridge Deck Cleaning.

Contract period: Five (5) Years from Contract Start Date with two (2) successive two (2) year renewal options

Contract to commence July 2023.

BIDS FOR MARCH CTB ACTION MEETING

 Ben Coaker, P.E.

March 29, 2023

Order No. H62 – Hampton Roads District – UPC 119067

| | |
|--------------------|--|
| SCOPE: | BRIDGE REPAIRS OVER NOTTOWAY RIVER |
| LOCATION: | SOUTHAMPTON (ROUTE 58) |
| BIDS: | 5 |
| LOW BID: | \$5,017,354.68 (within range) |
| CONTRACTOR: | CROWDER CONSTRUCTION CO., LLC. (Charlotte, NC) |

Order No. J45 – Bristol District – UPCs 104898, 105960

| | |
|--------------------|--|
| SCOPE: | SGR – BRIDGE REPLACEMENT OVER N.S. R.R. |
| LOCATION: | LEE (ROUTE 23) |
| BIDS: | 4 |
| LOW BID: | \$5,496,489,.56 (within range) |
| CONTRACTOR: | Orders Construction Co., Inc. (St. Albans, WV) |

Order No. DB116 – Staunton District – 116269

| | |
|--------------------|-------------------------------------|
| SCOPE: | I-81 Widening MM 221 to MM 225 |
| LOCATION: | Along I-81 (Augusta County) |
| BIDS: | 3 |
| LOW BID: | \$100,380,999.98 (below range) |
| CONTRACTOR: | Kokosing Construction Company, Inc. |

AWARD

PRIMARY

| Order No. | UPC No. Project No. | Location and Work Type | Vendor Name | No Of Bidders | Bid Amount | Estimated Construction Cost. | EE Range |
|-----------|--------------------------------|--|-----------------------------------|---------------|----------------|------------------------------|----------|
| H62 | 119067 | FROM: MP 440.03; | CROWDER CONSTRUCTION COMPANY | 5 | \$5,017,354.68 | \$4,597,521.22 | Within |
| | 0058-087-696, B644, C501 | TO: MP 440.26 | CHARLOTTE | | | | |
| | NHPP-PM05(477) | SOUTHAMPTON | NC | | | | |
| | Maintenance Funds | HAMPTON ROADS DISTRICT | | | | | |
| | | BRIDGE REPAIRS OVER NOTTOWAY RIVER | | | | | |
| J45 | 104898, 105960 | FROM: From: 2.1 MI. FROM WISE CO. LINE To: 2.3 MI. | ORDERS CONSTRUCTION COMPANY, INC. | 4 | \$5,496,489.56 | \$4,892,376.27 | Within |
| | 0023-052-789, B665, C501 | TO: SCOTT CO. LINE | ST. ALBANS | | | | |
| | BR-052-1(146), NHPP-052-1(147) | LEE | WV | | | | |
| | Construction Funds | BRISTOL DISTRICT | | | | | |
| | | SGR - BRIDGE REPLACEMENT OVER NS RR | | | | | |

2 Recommended for AWARD \$10,513,844.24

BID RESULTS FOR THE CTB

March 29, 2023

DESIGN-BUILD PROJECT

| UPC No. & Project No. | Location and Work Type | RECOMMENDATION | Contractor | Number of Bids | Bid Amount | Estimated Construction Cost | EE Estimate Range |
|---|--|----------------|--|----------------|------------------|-----------------------------|------------------------|
| UPC 116269 (PE, RW and CN) | I-81 Widening MM 221 to MM 225 Augusta County, Staunton District | AWARD | Kokosing Construction Company, Inc. (Westerville, OH) | 3 | \$100,830,999.98 | \$141,045,698 | Bid below the EE Range |
| 0081-007-013, B638, B639, B640, B641, B642, C501, D602, D603, P101, R201 | The Project consists of widening Interstate 81 to add one lane in each direction adjacent to the City of Staunton. The project has differing lengths NB and SB, with the SB limits extending further south to avoid negative operational/safety impacts of dropping the new lane between the closely-spaced Rt. 250 (Exit 222) and I-64 (Exit 221) interchanges. The overall project termini would be from MM 221.45 to MM 225.6 for a project length of 4.18 miles. Widening will occur primarily towards the median, though limited work to the outside will be necessary for shoulder strengthening (maintenance of traffic) and upgrading guardrail to current standards. Five bridges will be widened/rehabilitated with the project: Mainline SB bridges over I-64 Ramp 1, Augusta Woods Drive/Buckingham Branch Railroad, Route 250 and Lewis Creek, as well as the NB bridge over Lewis Creek. | | | | | | |
| Contract #C00116269DB116 | | | | | | | |
| Design, ROW, Construction & QA/QC | | | | | | | |

Recommended for Award: \$100,830,999.98

March 2023 CTB Meeting

H62

0058-087-696, B644, C501

Southampton County

The purpose of this project is to provide a new rigid concrete overlay throughout the deck, repair superstructure prestressed beams, and repair concrete substructure abutments and piers. This project will be located on 58 EB over the Nottoway River.

This project is eligible for federal funding and being on the Primary roadway system, the inclusion of dedicated pedestrian or bicycle facilities is not applicable. This project has been reviewed by the Environmental Division to determine applicable permits required. All work will be performed within existing right of way and no utilities will be impacted.

Fixed Completion Date: September 20, 2024

J45

0023-052-789, B665 (NBL)

0023-052-788, B666 (SBL)

Lee County

The purpose of this project is to replace the deteriorated bridge superstructure on Route 23 in Lee County. The project will include repairing and modifying existing substructure and replacing the steel beams and concrete deck. The approach pavement will be replaced to match the change in vertical alignment of the proposed bridges. The bridge vertical alignment had to be raised to meet current requirements from railway on vertical clearances.

This project is eligible for federal funding. This project has been reviewed by the Environmental Division to determine applicable permits required. All work will be performed within existing right of way and no utilities will be impacted.

Fixed Completion Date: October 24, 2024

**March 2023 CTB Meeting
DESIGN BUILD PROJECT AWARD**

Project Name: I-81 Widening MM 221 to MM 225
Project #: 0081-007-013, B638, B639, B640, B641, B642, C501, D602, D603, P101, R201
UPC: 116269 (PE, RW and CN)
Contract #: C00116269DB116
Location: Augusta County, Staunton District

The Project consists of widening Interstate 81 to add one lane in each direction adjacent to the City of Staunton. The project has differing lengths NB and SB, with the SB limits extending further south to avoid negative operational/safety impacts of dropping the new lane between the closely spaced Rt. 250 (Exit 222) and I-64 (Exit 221) interchanges. The overall project termini would be from MM 221.45 to MM 225.6 for a project length of 4.18 miles. Widening will occur primarily towards the median, though limited work to the outside will be necessary for shoulder strengthening (maintenance of traffic) and upgrading guardrail to current standards. Five bridges will be widened/rehabilitated with the project: Mainline SB bridges over I-64 Ramp 1, Augusta Woods Drive/Buckingham Branch Railroad, Route 250 and Lewis Creek, as well as the NB bridge over Lewis Creek.

This Project was procured using a two-phase best-value design-build selection process.

Funding Sources: I-81 Interstate Corridor Funds

Final Completion Date: May 21, 2027

Offerors:

| <u>Name</u> | <u>Price</u> | <u>Combined Score</u> |
|-----------------------------------|-------------------------|-----------------------|
| Kokosing Construction Company | \$100,830,999.98 | 85.90 |
| Branch Civil | \$110,285,000.00 | 78.49 |
| The Lane Construction Corporation | \$133,899,000.00 | 70.56 |