



PRIIA Section 305 Next Generation Equipment Pool Committee

Background and Activities – Update: December 23, 2010

Public law 110-432 required Amtrak to:

...establish a Next Generation Corridor Equipment Pool Committee, comprised of representatives of Amtrak, the Federal Railroad Administration, host freight railroad companies, passenger railroad equipment manufacturers, interested States, and, as appropriate, other passenger railroad operators.

“The purpose of the Committee shall be to design, develop specifications for, and procure standardized next-generation corridor equipment.

(b) Functions – the Committee may –

- 1) determine the number of different types of equipment required, taking into account variations in operational needs and corridor infrastructure.*
- 2) establish a pool of equipment to be used on corridor routes funded by participating states; and*
- 3) subject agreements between Amtrak and States, utilize services provided by Amtrak to design, maintain and remanufacture equipment.”*

On January 13th and 14th, 2010, acting on the requirements of Section 305 of the Passenger Rail Investment and Improvement Act (PRIIA), Amtrak established the next Generation Equipment Pool Committee (NGEC). During the course of this initial meeting, the Committee constituted itself; formed an Executive Board; elected officers, appointed members; developed and approved a Work Plan with a very aggressive schedule and timeline; and adopted By-Laws.

The elected Officers of the Section 305 Executive Board are:

Bill Bronte, CALTRANS – Chair

Mario Bergeron, Amtrak - Vice Chair

DJ Stadtler, Amtrak – Treasurer

Rodney Massman, MODOT, Secretary

Voting members of the Executive Board, including the officers, represent eleven (11) State DOTs, the Federal Railroad Administration, (FRA) and Amtrak (full Executive Board member and support staff list is included in this package)

At the initial meeting, and in accordance with the By-Laws, the Executive Board established two subcommittees: the Technical subcommittee and the Finance subcommittee; and also established an Administrative Task Force. The subcommittees and the Task Force

were tasked with constituting themselves, electing officers, and developing work plans and a first year budget.

Section 305 Next Generation Equipment Pool Committee – approved Work Plan:

- A. Committee Work will be a multi-year process
- B. Goals/Deliverables:
 - 1. Develop Single Level Specifications
 - 2. Finalize Bi-Level Coach Specifications
 - 3. Develop Diesel Locomotive specifications – specs to accommodate 125 MPH
 - 4. Develop Ownership and Organizational Structures
 - 5. Develop Procurement Strategies
 - 6. Develop Fleet management (pool) Strategies
 - 7. Prepare Initial Procurement
- C. Elements
 - 1. Overall Committee
 - a.) Determine Strategy on Equipment Specification Development
 - b.) Assess State Needs (amount, timing, type) - AASHTO to work with Amtrak to develop a survey of the states to truly assess/update current needs including; types of cars and timeframe with a 5, 10, 15 year outlook. AASHTO will be responsible for distributing the survey and will work with Amtrak to help define the questions.
 - c.) Develop/refine State corridor specific Operating Plan, Facilities, Fleet Needs – these issues would also be included in the survey of the states.
 - d.) Answering key Questions:
 - i. Does one size fit all?
 - ii. What types of Equipment are appropriate?
 - a.) Single level Tilt/Non-Tilt – this issue will be included in the states survey
 - b.) Bi-Level
 - c.) Tier II high speed equipment
 - d.) Geographical/driven needs
 - iii. Car based procurements or trainsets? – This issue is also to be included in the survey of the states.
 - iv. Provide common vision and direction to manufacturing community
 - v. Safety Standards, ADA and Buy American
 - e. Reporting to Congress/others as appropriate
 - i. Vital for funding and implementation – important for both visibility and to provide information
 - 2) Finance Subcommittee – DJ Stadtler, Amtrak, (proposed chair)
 - a. Identify Joint Procurement Opportunities with Amtrak Fleet Plan
 - b. Evaluate Funding/procurement Strategies for Fleet Acquisition
 - c. Prepare Initial Fleet Procurement – first year goal/deliverable

- d. Identify institutional opportunities/structures for successful implementation of procurement strategies

The Finance Sub-Committee will also serve as liaison to financial institutions, and manufacturers looking for finance opportunities. The issue of establishing a corporation is one which the finance Subcommittee should take up and can propose it to the Executive Board, but it is ultimately the Board's decision.

- 3) Technical Subcommittee – Mario Bergeron, Amtrak (proposed chair)
 - a. Salient Features – core features of the Sub-Committee are of a technical nature
 - b. Determine appropriate level of involvement from industry – The Technical sub - committee should make the agenda and seek involvement of the larger community.
 - c. Establish Interoperability and Safety Standards
 - d. Adapt Current Bi-Level Spec for generic Use
 - e. Develop Single Level Specification(s) for State Use
 - f. Develop Additional Specification(s) for State Use

A direct result of the Sub-Committee discussions was the realization of the need for an Administrative arm of the overall committee to be established. It was agreed that the committee should establish an Administrative Task Force to handle budget issues and manage the operation of the committee. The Administrative Task Force would be able to determine protocols for various issues that may come up such as; site tours, definition of what the committee can present to Congress – ensuring that the Board is not engaging in lobbying activities but is getting information out and maintaining visibility and, in general, establish administrative policy for the committee. The Task Force would also determine where and how the administrative support is housed and provided to the committee.

Support Services:

From the inception of the S305 Committee, it was clear to the Executive Board that support services would be essential in order to fulfill the work of the committee in an organized, efficient manner – providing access to records; coordination among the subcommittees; task force(s) and the Board; ensuring adherence to the work plan, schedules and timelines, as set by the Executive Board; providing meeting support – logistical and material preparation (agendas, member list maintenance, meeting summaries preparation) – for conference calls and in-person meetings; maintaining lines of communication among all parties and providing quality assurance support by conforming process and committee business with the adopted By-laws. Such support is being provided to the Board and subcommittees and task force(s). AASHTO was asked, and has agreed to, serve as the support team and provide the services as described. At the March meeting of the Executive Board, AASHTO notified the Board that Steve Hewitt, consultant to AASHTO, would serve in the capacity of S305 NGEC Support Services

Manager. AASHTO also has provided the needed interaction with all of the States (those who are not Committee Members) and has provided information support and open records management through the establishment of the AASHTO Rail Resource Center (ARRC) web site. The web site as currently identified is: www.highspeed-rail.org. The website contains links to all Executive Board, subcommittees, and task force(s) activities including, but not limited to; meeting summaries; the PRIIA Bi-Level Specification; NGEN By-laws; the PRIIA statute; Buy America provisions; Amtrak Fleet Plan; Committee member lists, industry participants lists etc.

S 305 Committee Activities:

Since the initial Committee meeting of January 13-14, 2010, the Section 305 Committee has aggressively implemented its work plan. The Executive Board has held three more in-person meetings: March 10th and May 26th and August 31st as well as a conference call meeting on June 2nd, a webinar meeting on July 21st a conference call meeting on September 15th and a Webinar meeting on November 18th. Meeting summaries are available on line at www.highspeed-rail.org for all of the Board meetings held to date.

Both subcommittees and the Administrative Task Force have constituted themselves, named officers, appointed members, and submitted work plans and proposed first year budgets. All three have been conducting regularly scheduled conference call meetings and have been adhering to the schedules and timelines set by the Board. (Subcommittees and task force member lists are included in this package)

The Executive Board met on June 2nd via conference call to review and approve the S305 Committee Budget and narrative to be submitted to Amtrak for finalization and presentation to FRA to execute the S305 Funding Grant Agreement. The Board unanimously approved the budget and provided suggested edits to the narrative which were to be incorporated in the final package submitted to FRA.

On June 17th, the Executive Board held an electronic vote to approve a modification to the budget to increase the budgeted amount from \$1.85 million to the fully funded level of \$2 million. All members of the Executive Board participated in the vote and the modification was approved unanimously without exception.

On July 16th all members of the Executive Board received a draft "Requirements" document for their review and comment.

On July 21st the Executive Board approved the Requirements document during a webinar meeting of the Board. The document was approved by all voting members of the board present on the call (11 of 14 were present) without dissent. The document will be used as a basis for measuring the specification against. There may be modifications made to the document prior to the July 29-30 meeting of the Technical subcommittee – if so – it will be entitled Version 2 and will be voted on via conference call of the Board.

On August 31st the Executive Board held an in-person meeting in Washington, DC with a full business agenda. During this meeting the Board voted unanimously to approve the PRIIA Bi-Level Specification developed by the Technical Subcommittee. This approval is a **landmark event** and represents the first standardized specification developed by the S305 NGEN in accordance with the requirements of PRIIA.

Additionally, at the August 31st meeting of the Board, it was decided that the priority order established in January for developing the next sets of specifications would be revised to accommodate the immediate needs of states who had acquired federal funding through the HSIPR program for procurement of equipment and whose plans called for that equipment to be single level train sets. Equipment purchased with federal funding through the HSIPR program requires that the equipment to be procured is through a PRIIA specification; and the states looking to purchase train sets were concerned with meeting the timeline guidance provided by the FRA in announcing the HSIPR grant program. It was understood that the money must be obligated by September 30, 2011 or it would be lost. If that is indeed the case, the development of the PRIIA specification for train sets as soon as possible was considered vital to the states whose service development plans called for train sets. After a great deal of discussion, a poll of member states was taken in regards to their intentions to procure single level standalone cars in the immediate future. After it was determined that none of the member states were ready to procure at this point in time; it was generally agreed that the most pressing need was that of the states who were ready to procure train sets.

By an 11-3 vote, and consensus determined to have been achieved by the Chair, it was agreed that the priorities set in January, 2010, be revised to have the Technical Subcommittee develop the single level tier I train set specifications next (along with the already agreed to development of the diesel-electric locomotive specifications) with completion targeted for December 31, 2010; and that the single level standalone cars specification would follow thereafter with a target completion date of first or second quarter 2011.

On September 15, 2010, Chairman Bill Bronte, acting on a request from the FRA, convened an emergency conference call of the S305 Executive Board for the purpose of reconsidering the August 31 decision to change priorities to develop train sets first and standalone cars next. The FRA request for consideration was based on the fact that the President had subsequently announced a \$50 Billion stimulus plan which included funding for replacing much of the existing Amtrak Fleet. The fact that the Board (and the FRA voting member) did not have access to this information at the time of the August 31 vote, led the FRA to formally request a reconsideration of that decision. With the President's proposal targeting replacement of the Amtrak Fleet, it was felt that the impetus to be derived by an order of substantial volume; would go a long way towards rebuilding the rail equipment manufacturing industry in the US and the creation of sustainable jobs.

The representatives of the FRA attending the emergency meeting, understood the concern of the states looking to procure train sets; and assured them that the HSIPR grant money, once obligated, (by February, 2011) would remain available to the recipient states until 2017. The short term delay in developing the specifications for train sets, therefore, would not preclude those states from procurement in accordance with the HSIPR program guidance and their Service Development Plans. Further, the FRA representatives offered to provide additional resources to the technical subcommittee to help to expedite the development of the standalone cars to meet the December 31, 2010 timeline; and to expedite the train set specification development immediately thereafter.

After a long discussion had ensued, the Executive Board achieved consensus and agreed to reconsider the August 31 decision to reprioritize the mandate of the technical subcommittee to develop train sets first with standalone cars to follow. A consensus was determined by the Chair as a result of a poll of the voting members which resulted in 11 favoring reconsideration, 1 opposed and 2 absent. After additional discussion, the Board acted on a motion to change its priority to have the subcommittee develop the single level standalone cars

first with train sets to follow. A poll of the voting members present resulted in 10 favoring the motion to again reprioritize, 1 opposed, and 3 absent.

On November 18th the Executive Board held a Webinar/conference call meeting to review and consider for approval the requirements documents for the two sets of specifications currently under development by the Technical Subcommittee. (diesel locomotive specs and single level cars specs)

The webinar resulted in the unanimous approval of the requirements documents as presented and modified in real-time during the meeting. The Requirements documents, as approved/adopted by the Board, can be found on line at the AASHTO website: www.highspeed-rail.org.

The Board appointed two Review Panels, each to review one of the specifications (single level standalone cars and diesel locomotives) against the approved/adopted requirements documents. The Review Panels will be assisted by a consultant provided by the FRA (Larry Salci). The Panels will provide a written report on their findings along with recommendations to the Executive Board for its consideration at the next meeting of the Board to be held in Washington, DC on February 15, 2011.

The Board decided that the Annual Meeting of the NGEN will take place February 15, 2011 in Washington, DC at USDOT facilities. The meeting is to serve dual purposes – to hold the S305 NGEN Annual meeting, as required in the By-laws, and to conduct an Executive Board business meeting. At the business meeting it is expected that, along with a full agenda of business, the two sets of specifications developed by the Technical subcommittee, and reviewed by a Review Panel, will be considered for adoption by the Board.

Additionally, the following Action Items and owners of the action were established during the course of the November 18, 2010 Webinar meeting of the Board:

| <u>Action Items from the November 18th Webinar meeting of the Executive Board</u> |
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| <i>Status Update – 12-23-2010</i> |
| Standardization – the subgroup will define standardization and make recommendations to the Executive Board at the February 15, 2011 meeting – Owner: Rob Edgcumbe <i>The subgroup has been meeting via conference call and has made “good” progress</i> |
| Systems Engineering – subgroup within the technical subcommittee will prepare a proposed systems engineering process concept including; defined roles; configuration; management; and budget. This concept will be presented to the Board at the February 15, 2011 meeting – Owner: Kevin Kesler <i>The subgroup has begun to meet via conference call (last meeting December 21, 2010) Kevin Kesler gave a PowerPoint presentation to members of the Technical Subcommittee at the December 15th meeting in Arlington, VA. The presentation is posted on the AASHTO website at www.highspeed-rail.org.</i> |
| S305 NGEN as an entity – states “needs” poll – a subgroup from among members of the finance subcommittee and admn task force will be formed for the purpose of polling the states |

as to their needs/objectives. DJ Stadler will report on the progress/results at the February 15, 2011 meeting of the Board. – **Owner: DJ Stadler**

David Ewing and Rod Massman, Missouri DOT, have volunteered to assist in polling the states to determine what their needs/objectives are for the NGEC. Rob Edgumbe has formulated a series of questions (3) to be used to assist in polling states.

Distribution of Patterson and Howell's presentation (Hunton & Williams) – Steve Hewitt will distribute the PowerPoint to all Board members following the webinar meeting. – **Owner: Steve Hewitt**

Task Complete

Agenda for Annual Meeting – Preparation of draft agenda for February 15, 2011 Executive Board and Annual meeting – **Owner: Steve Hewitt**

Beginning to formulate an outline for an agenda. Discussions about the agenda took place on the Administrative Task Force call December 3rd. The general sense is there will need to be two agenda segments: one pertaining to items to be taken up during the "Annual Meeting" portion of the overall meeting, and one agenda for the Executive Board Business meeting portion. Steve will have a draft agenda ready for circulation by December 31.

Invitation and registration – Annual Meeting – Steve Hewitt to send out an invitation (email) to all Board members, subcommittees members, task force members, support staff and industry participants in regards to the February 15, 2011 Annual meeting and setting a registration deadline of December 15, 2010. – **Owner: Steve Hewitt**

Email invite was sent out and a reminder went out on December 23rd. Steve is asking for those interested in attending to register with him @ shewitt109@aol.com by January 7th, 2011. FRA has asked that an attendee list be provided to them by mid-January. To date, including Board members (all of whom had agreed to the Feb 15th meeting date) there are 46 registered attendees.

Developing timelines – The Board will need to establish timelines to ensure the completion of the various steps needed to complete the review and approval process for adopting the two sets of specifications currently under development – leading up to the February 15, 2011 meeting of the Board. – **Owner: Bill Bronte**

At the December 15-16 meeting of the Technical subcommittee, the two specifications were unanimously approved and will be finalized, as approved, and posted on the AASHTO website within 2 weeks (end of December). The consultant to the Review Panels (selected by the Board on November 18) is Larry Salci. Mr. Salci served in this same capacity for the bi-level specification development process. Mr. Salci will be working with the Review Panels and will be comparing the specifications against the requirements documents that were also approved by the Board on November 18th. Mr. Salci will provide draft reports with recommendations in regards to each of the specs to the corresponding Review Panel members no later than three weeks prior to the February 15th Board meeting. The Review Panels will have one week to review and comment on the reports. The reports will then be distributed, through Steve Hewitt, to all Board members two weeks prior to the February 15th

meeting.

Determine next sets of specifications to be developed – At the February meeting, the Board will need to decide on the next sets of specifications to be developed after the trainsets specs are completed. –**Owner: Bill Bronte**

The Administrative Task Force is beginning to look at potential recommendations for next steps following the trainsets – this will need to be included as part of a proposed work plan for 2011

Revising/updating scope of work and budget beyond March 31, 2011 – Subcommittees, Admn Task force, Executive Board and AASHTO to develop revised scopes of work and budgets beyond March 31, 2011 and submit to Ken Uznanski and Steve Hewitt. –**Owners: Chairs of subcommittees, Task Force, Executive Board and AASHTO rep**

These items need to be submitted in timely fashion for approval at the Feb 15 meeting of the Board

Timelines and actions requested for developing the revised scopes of work and budget – Ken Uznanski will prepare an **action list with timelines** and send it to Steve Hewitt for distribution. –**Owner: Ken Uznanski**

Ken has provided Board officers with a summary of items that will need to be addressed to “keep the momentum going over the next year.” In his summary, he has identified a timeline for action to ensure that the Board will be able to act on the items at its February meeting.

AASHTO as provider of Support Services – beyond March 31, 2011 – As the current agreement ends on March 31, 2011; it must be decided if AASHTO will continue to provide support services and, if so, it will need to be formalized in the agreement beyond March 31, 2011. – **Owners: Bill Bronte, Ken Uznanski, Leo Penne**

Need this accomplished in time for the Feb 15 Board meeting.

Technical Subcommittee:

The Technical Subcommittee has been tasked with the most immediate responsibilities. It successfully met the Board’s directive of completing the first set of standardized specifications for bi-level cars by July 31, 2010. On August 31 the Executive Board approved the PRIIA Bi-level specification as developed by the subcommittee.

The subcommittee began its work shortly after the first meeting of the Executive Board and held weekly conference calls over the first few months. The subcommittee is comprised of members from 10 state DOTs, Amtrak and FRA as its core team and invited broad participation

of the industry as well with over one hundred (125) members now participating actively in the work of the subcommittee (Industry participation list included in this package).

The subcommittee held an in-person meeting in Chicago, April 22, which included the technical subcommittee core team members and over 100 members of the industry. At this meeting the subcommittee established seven subgroups and assigned a leader to each team and membership that included industry and core team volunteers. The subgroups are: Locomotive, Mechanical, Car Manufacturers, Structural, Interiors, Electrical, and VTI. Each subgroup with a focus on components related to their topic, have begun meeting regularly via conference call since their April 22 inception. Many subgroups are meeting weekly. The Technical subcommittee, since that initial in-person meeting has begun to meet, as a whole, with all industry members included; on a bi weekly basis (every three weeks beginning June 10). The focus of these calls has been to receive reports from the subgroups on their activities. The subgroups are adhering to a tight timeline and will present recommendations for standardization specs to the technical subcommittee core team by June 16th. On July 22 the specs as compiled will be distributed to all tech subcommittee members (core team and industry) for review and comment and a meeting of the whole will take place in Chicago July 29-30 to finalize and approve the specs for submission to the Executive Board for its approval.

The June 16th deadline for subgroup recommendations to be submitted was met. There were 479 changes/recommendations submitted; including chapter revisions undertaken by the structural subgroup (within its jurisdiction). All changes, comments, revisions were reviewed by the Amtrak Rolling Stock team. As each Chapter has been completed, they have been sent to AASHTO for posting to the website and a notification has been sent to the subcommittee members – core team and industry. As of July 23rd, all chapters were posted. Subcommittee members are asked to submit any comments, exceptions changes to the Amtrak team by July 26th in preparation for the July 29-30 meeting in Chicago at which the intent is to have a vote for approval of the Bi-Level specs.

On July 1, 2010, the Technical subcommittee approved its voting procedures (attached) without exception or dissent – 9 states members present and FRA and Amtrak - all voted Aye for approval.

The Final Bi-Level specification review meeting of the subcommittee was held July 29-30 in Chicago. Attending the meeting were approximately 100 members of the subcommittee, including; Amtrak, FRA, the states and industry participants. On July 29 the Technical Subcommittee unanimously approved the Bi-Level specification document and submitted it to the S305 Executive Board for its consideration. The Executive Board provided the document to the Executive Review Board (or Panel) with instructions to review the specification against the previously approved “requirements” document, and to file a report and recommendation with the members of the Executive Board by August 20th.

The Review Board (Panel) conducted its review and provided a detailed report, with a recommendation for approval, to the Executive Board on August 20th as scheduled. The Executive Board met in person in Washington, DC on August 31st and unanimously approved the first set of PRIIA specifications – the PRIIA Bi-level Car Specification.

After the Executive Board meeting of August 31 which revised the priority order for the technical subcommittee to develop its next sets of specifications; and, subsequently, on September 15th again revised the priority order to the original mandate of single level standalone cars (and simultaneously locomotives) next with train set specifications to follow; the technical subcommittee re assessed its timeline schedule for completion. On its regularly

scheduled call of September 16th, the technical subcommittee reviewed the timelines as originally defined. In light of the change in priorities; Chairman Bergeron asked subgroup leaders to review the timeline to determine whether or not they remain achievable. Subgroup leaders were asked to advise the Chair, through the Support Services Manager, Steve Hewitt, of their ability to meet the timelines and/or provide a description of any issues or concerns if they believe they cannot meet the timelines. By September 24th all five subgroups working on the car specification development had reported to Steve Hewitt that they believed they would be able to meet the timeline as defined. Each team leader noted that the schedule is tight, but appears doable.

The subcommittee followed the same general procedures for specification development and approval as used for the Bi-level specification and the timeline called for a final review meeting of the subcommittee in mid December. Following that meeting at which the subcommittee would vote to approve the locomotive specification and the single level standalone cars specification; the specifications were to be submitted to the Chair of the Executive Board and he subsequently to two Review Panels (one for each specification) for review and recommendation. The Review Panels will submit their reports and recommendations to the Board for consideration for approval at the February meeting of the Executive Board.

Update – December 23:

The subcommittee held a two day in-person meeting for the purpose of finalizing and approving the single level standalone cars specifications and the Diesel-electric locomotive specifications. The meeting took place in Arlington, Virginia on December 15 and 16, 2010. Over 100 members of the subcommittee (Amtrak, states, FRA and industry participants) attended the meetings. In the end, both specifications were approved by the technical subcommittee with consensus being achieved (unanimously). The final versions will be posted on the website by the end of December, 2010 and transmitted to the two Review Panels for comparison against the requirements documents. A report and a recommendation on each will be submitted to the Board by January 31, 2011.

With work completed on the Single Level Standalone cars specifications and the Diesel-Electric Locomotive specifications, the subcommittee will immediately begin work on developing the single level trainsets specifications as agreed at the Emergency Executive Board conference call meeting of September 15, 2010.

The next sets of specifications to be developed will be determined by the Executive Board at its February 15 meeting when it is expected to approve a revised work plan for 2011.

Finance Subcommittee:

The Finance subcommittee is comprised of members of the Executive Board, as well as state financial officers and Amtrak and FRA members and observers. The subcommittee is reaching out, through AASHTO, to add more financial officers from additional state DOTs.

The Finance Subcommittee has been meeting every other week via conference and has looked at financing/funding and procurement strategies for fleet acquisition as well as institutional and organizational structure issues. The work of the finance subcommittee at this point is to evaluate, strategize and identify institutional opportunities (and structure) for successful implementation of procurement strategies. The subcommittee is working closely with

the Administrative Task Force in looking at and evaluating the need for outside legal counsel as well as considering what type of entity/corporation, if any, will need to be established to effectively carry out the work of the S 305 Committee.

The subcommittee is also looking into funding and financing opportunities such as; RRIF, P3s, joint applications for future HSIPR grants – collaborative/supportive efforts among Amtrak and the states.

The subcommittee has focused on linkages between the work of this group and that of the Administrative Task Force. Much of the work of the subcommittee overlaps with that of the Administrative Task Force, thus the two groups have begun to interact and work together on key areas.

The subcommittee is working with the Task Force to develop an approval process for expenditures and for procurement of professional services as may be needed.

At the meeting of the Executive Board on August 31, the Task Force had presented a draft matrix approval process that had been drafted by the Task Force and reviewed and modified by the Finance subcommittee. After Board members provided input and guidance to the draft matrix, it was agreed that the subcommittee and Task Force should form a subset of the two groups to work together to revise and refine the approval process.

On the September 8th conference call of the subcommittee, Chairman DJ Stadtler asked for volunteers to serve on the joint sub set to develop the approval process.

DJ Stadtler, Leo Penne, Ken Uznanski and David Ewing agreed to participate in the joint effort. Steve Hewitt agreed to provide support services.

The joint subgroup met on a conference call on October 14th, and discussed, at length, the draft matrix as presented to the Executive Board on August 31st. It was agreed that there remained more questions than answers and it was agreed that a small subset or subgroup comprised of members of both the subcommittee and the administrative task force would meet with AASHTO program and accounting staff and with members of Amtrak's accounting department in November to receive input on some of the issues raised on the conference call.

On November 23rd, the subgroup met in Washington, DC and agreed on key points for revising and refining the original approval process matrix. Caitlin Hughes Rayman has been tasked with drafting a revised matrix based on the discussions of November 23rd. The new matrix will be distributed to the Finance subcommittee and the Administrative Task Force for consideration by both groups and ultimately to be presented to the Executive Board for its consideration at the February 15, 2011 meeting.

On October 20th, the Finance Subcommittee convened a joint conference call with the members of the Administrative Task Force. The primary purpose of this conference call was to have members of both groups engage with Amtrak's consultants – Steve Patterson and George Howell, of Hunton & Williams, on the issues related to incorporation. Mr. Patterson and Mr. Howell gave a power point presentation of preliminary considerations that the NGEN should look into when considering the possibility of forming a corporation or other entity. The presentation described options, types of entities to be considered, tax implications etc. The members of the subcommittee and Task Force interacted with the presenters and, it was agreed that moving forward would require Board members of the NGEN to know what their objectives and needs were before determining what, if any, entity to establish.

It was agreed that members of the subcommittee and task force would prepare a list of needs/objectives and submit it to Support Services Manager, Steve Hewitt, by COB on October 29th. Along with the list of needs, the members were asked to provide feedback – comments, suggested additions – on the presentation in order to assist the Hunton & Williams team in refining it for an Executive Board presentation in February at the next meeting of the Board.

The Finance subcommittee held a second joint conference call with the Administrative Task Force on November 3rd, at which point the comments, feedback and needs lists were discussed and next steps for moving towards a presentation to the Board were agreed to.

DJ Stadtler, Chair of the subcommittee, presented an overview of the joint efforts in regards to the issue of creating an entity to the Executive Board during its November 18th webinar meeting. The Board agreed to DJ's request (on behalf of the two groups) to develop a subgroup with the task of polling states in regards to their needs/objectives for the S305 NGEC. To date, Rod Massman and David Ewing have volunteered to conduct the poll of states and Rob Edgcumbe developed 3 questions to assist in that poll. It was agreed that this information is essential in determining what type of entity, if any, should be established going forward. DJ Stadtler will report on the findings of the subgroup and make recommendations to the Executive Board at its February 15, 2011 meeting.

Administrative Task Force:

The Administrative Task Force has also constituted itself, and has been holding regular conference call meetings every 3rd Friday @ 11:00am EST. The task force work plan calls for the it to oversee budget issues; manage the operation of the S305 Committee, determine protocols that may come up; define what is presented to congress; serve as the keeper of the By-Laws; serve as the policy development arm of the Executive Board; and the keeper of open records and relevant policies; while also performing additional tasks as defined by the Task Force and/or requested by the Board or subcommittees.

The Administrative Task force has been working closely with the subcommittees, especially the finance subcommittee, to coordinate efforts in examining issues such as obtaining outside counsel and/or establishing a corporate structure.

The Task Force has approved a series of technical amendments to the By-Laws (attached) and an amendment to allow the Executive Board to vote by e-mail; and all but one were approved unanimously at the August 31, 2010 meeting of the Board (one item was withdrawn from consideration after discussion at the Board meeting)

The Task Force also presented a proposed policy statement in regards to electronic voting for Board consideration and it, too, was approved unanimously (with a minor word change).

The Task Force presented its draft approval process matrix to the Board and, as described above, the Board provided input and asked that the Finance subcommittee and the Task Force form a joint subset to work together to refine and revise the initial draft matrix and an approval policy.

On its September 10th conference call, the Task Force added Rod Massman and Caitlin Hughes Rayman as members of the joint subset and Nancy Greene agreed to participate as observer and monitor the activities of the group. Marvin Winston, FRA, agreed to check into who the appropriate FRA representative should be to participate in this effort.

Other key agenda items/activities of the Task Force over the past few months include; issues related to the possible Incorporation of the S305 Committee; the development of a “questions” document related to issues to be resolved if or when considering incorporation and developing a contact list for attorneys that deal with states intercity passenger rail programs to get a sense of the legal pool that exists among the states; developing a list of models of multi-state compacts; and gathering examples of liability statements used by other organizations, states, Amtrak, AASHTO, CSG, etc; and using this research to develop a liability statement for consideration by the Task Force and subsequently by the Executive Board.

Thus far the models of multi-state compacts that the Task Force has compiled includes; the Georgia-Tennessee-Kentucky-Indiana Rail compact; North Carolina-Virginia compact; WMATA and enabling federal legislation for compacts; and the Midwest Interstate Passenger Rail Compact.

The Task Force developed a questionnaire/survey to look into the ability of states to participate in a legally cognizable entity in the context of Section 305 (c) of the Passenger Rail Investment and Improvement Act (PRIIA). This questionnaire/survey was distributed to states at the September Annual meeting of the AASHTO Standing Committee on Rail Transportation (SCORT) and states have been asked to submit the completed document to Steve Hewitt.

The Task Force also developed and presented to the Board, a draft liability statement for discussion purposes. It was agreed at the Board meeting that this item should be set aside until such time as the Board has incorporated or become an entity or has begun to procure. At that time, the Board will include the development of a liability statement as part of the work of legal counsel if and when counsel is procured.

In regards to issues pertaining to corporations/incorporating – the Task Force held a special conference call on September 28th to have a focused discussion on the issue.

The questionnaire/survey responses were received from 9 (6 of 11 of the NGEN Board states) states as of November 23rd. Copies of the completed surveys had been distributed to Administrative Task Force members and the Finance subcommittee members in advance of the joint conference call held on October 20th by the Finance Subcommittee. The survey responses were also provided to Steve Patterson and George Howell (Hunton & Williams) in advance of their presentation on the call of October 20th.

David Ewing, AASHTO consultant, is reviewing the survey responses and will prepare an analysis of the survey results, as well as do any necessary follow ups with the states who have responded and, along with Steve Hewitt, will encourage additional states to reply.

At the Executive Board webinar meeting of November 18th, it was agreed that the finance subcommittee and the administrative task force would form a subgroup to take on the task of polling the states in regards to their needs/objectives for the S305 NGEN.

The Administrative Task Force joined the Finance Subcommittee on its conference call on October 20th and interacted with the presenters on the issue of incorporation. As with the Finance subcommittee members, the Task Force members had been asked to provide their needs/objectives list and comments on the presentation to Steve Hewitt by COB October 29th.

The Administrative Task Force once again joined the Finance Subcommittee on its November 3rd conference call. The primary purpose was to review the lists and comments submitted and to determine next steps in progressing towards a presentation on the topic to the full Executive Board at its meeting in February 15, 2011. No states had submitted their lists by the time the

November 3rd call had taken place, although AASHTO consultant David Ewing did submit a list for consideration in regards to a possible structure and purpose for the S305 NGEC as an entity.

At the Executive Board webinar meeting of November 18th, it was agreed that the finance subcommittee and the administrative task force would form a subgroup to take on the task of polling the states in regards to their needs/objectives for the S305 NGEC. It was agreed that this step is necessary in order to determine what, if any, entity is needed moving forward.

As described in the section of this report devoted to the Finance Subcommittee, the Task Force formed a joint subgroup with Finance subcommittee members to revise/refine the draft procurement approval process matrix presented to the Executive Board on August 31, 2010. (See Finance subcommittee update for description of results and next steps)

Specification Review Board (Panel):

At the May 26th Board meeting, it was agreed that there needed to be a process by which the work of the Technical subcommittee could be reviewed for adherence to certain criteria in preparing the initial set of specification recommendations. It was decided that a “requirements” document would be drafted for approval by the Board and a Review Board or Panel would be established to review the specification document for conformance against the requirements document; and file a report with the Board prior to its approval meeting.

All members of the Specification Review Board attended the July 29-30 Chicago meeting of the Technical Subcommittee; and Larry Salci, Interfleet, Inc. was named as the consultant to the Review Board. At the conclusion of the meeting, the Review Board began its task of measuring the PRIIA Bi-Level specification document against the “requirements” document which had previously been developed by CALTRANS and approved by the Executive Board at a webinar meeting held July 21.

The Review Board reviewed and approved Larry Salci’s report (recommending approval of the Bi-Level Specification) and met the established timeline by submitting the report to the Executive Board on August 20th. The Executive Board reviewed the report and, as noted previously, unanimously approved the PRIIA Bi-Level Specification at the August 31st meeting of the Board in Washington, DC.

The Board will be using the same process for future specifications as developed. The requirements documents, however, will be prepared early in the process – rather than at the end of the process as with the bi-level specifications. Currently, locomotive and single level standalone cars requirement documents have been developed and are under the review of the technical subcommittee leadership. Both requirement documents will be submitted to the Board for its consideration for approval in the near future.

During its November 18, 2010 Webinar meeting, the Executive Board appointed two Review Panels each tasked to review one of the two specifications currently under development by the Technical subcommittee. (as noted previously – both specs have now been approved by the subcommittee and the review process is about to begin)

Members of the Review Panels named during the November 18th Webinar meeting:

To Review the Single Level Standalone Cars Specifications:

Bill Bronte, CALTRANS

John Tunna, FRA

Scott Witt, Washington State DOT

Ron Adams, Wisconsin DOT

Larry Salci, Interfleet, Inc (consultant to the Review Panels)

To Review the Diesel Locomotive Specifications:

Bill Bronte, CALTRANS

John Tunna, FRA

Scott Witt, Washington State DOT

Ron Adams, Wisconsin DOT

Ray Hessinger, NY State DOT

Larry Salci, Interfleet, Inc (consultant to the Review Panels)

Current Status of S305 Executive Board Action Items from the August 31, 2010 Board Meeting:

- The Board, through the Chair, is to create a subset of Board members to develop a straw man long term agenda for the S305 Committee for the next five years – this assignment should be made prior to the next Executive Board meeting for development and submission to the Board at the February, 2011 meeting. ***This action item still needs to be acted upon. Awaiting assignments from the Chair.***
- The issue of indemnification is to be included in the “scope of work” for future procurement of legal services to address procurement and contract issues. (No specific timeline – as needed basis) ***The Administrative Task Force is looking at this again in regards to possibly developing a temporary policy that would serve as a temporary protection while the Board is determining its entity. The temporary policy being considered is predicated upon Board members determining whether or not they are currently covered by their own organization’s indemnification policies.***

Summation:

The Section 305 Next Generation Equipment Pool Committee has recognized the importance of its work and understands that progressing that work in a timely, comprehensive, thorough and open manner is vital to its success and will lead to a rebuilding of the rail equipment manufacturing industry in the United States. It is also understood that the success of the work of the Committee will lead to significant and sustainable job creation with the results being an improved economy, more efficient, reliable, safe, and environmentally sound national intercity passenger rail system as an integral part of the nation’s vast transportation network.

Over the first 11 months of the existence of the Section 305 Committee, much work has been done and there is much more yet to come. The Committee has experienced a strong sense and willingness among the states, Amtrak, FRA, and the industry, to work collaboratively

with a common set of goals and objectives and an eye towards achievement at the highest levels.

The effort has included (and will continue to include) a tremendous amount of involvement from experts in the field found among the states, Amtrak, FRA and the industry. Many of those involved do not appear on the various member lists included in this package, and though they are anonymous in many ways, their efforts are extraordinary and invaluable.

All entities involved have been willing to provide extensive in-kind services, beyond the federal funding levels authorized for this Committee. It is truly a federal-state-and private sector partnership that will benefit the country for years to come.

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Steve Hewitt, Manager S305 NGEC Support Services – shewitt109@aol.com

David Ewing, Consultant – Ewing9@verizon.net.



Joint Subgroup of the Finance Subcommittee and Administrative Task Force

Members/support staff/observers:

DJ Stadtler, Amtrak and S305 Finance Subcommittee Chair

Rod Massman, Missouri DOT and Administrative Task Force Chair

Caitlin Hughes Rayman, Maryland DOT

Scott Witt, Washington State DOT

Brent Thompson, Washington State DOT

Ken Uznanski, Amtrak

Rob Edgcumbe, Amtrak

David Ewing, Consultant to AASHTO

Leo Penne, AASHTO

Observers:

Nancy Greene, Amtrak

Marvin Winston, FRA

Support:

Steve Hewitt, Consultant/Manager S305 NGEC Support Services



Technical Subcommittee Voting Procedures as approved: July 1, 2010:

PART C. – TECHNICAL SUBCOMMITTEE

1. Membership of Technical Subcommittee

The Technical Subcommittee will be open to all Committee members

2. Officers of the Technical Subcommittee

The Technical Subcommittee will have a Chair and two Vice Chairs who shall be voting members appointed by a vote of the Executive Board and serve for two year terms. One of these three positions will always be occupied by an Amtrak representative. Other officers may be created as deemed necessary by the Subcommittee. The Chair of the Executive Board may designate a representative of the Executive Board to serve as liaison between the Executive Board and the Technical Subcommittee.

The duties of the Officers of the Technical Subcommittee will be as follows:

Chair:

The Chair will schedule and preside at all meetings of the Technical Subcommittee. He/she will serve as the official representative of the Technical Subcommittee to the Committee and Executive Board. He/she will ensure there is a balanced representation on the Technical Subcommittee in order to be able to carry out the mission of the Committee. He/she will be responsible ensuring the Technical Subcommittee takes the supportive action necessary to assist the Committee in achieving its objectives and will perform all such other duties as usually pertain to such office.

Vice Chairs:

The First vice Chair will preside at meetings in the absence of the Chair. He/she will assist the Chair in the development and conduct of Technical Subcommittee activities.

The Second vice Chair will preside at meetings in the absence of both the Chair and First vice Chair. The Second vice Chair will also be responsible for coordinating tasks with Amtrak as required to fulfill the mission of the Committee.

3. Purpose and Responsibilities of Technical Subcommittee

The purpose of the Technical Subcommittee is to: (1) develop and/or evaluate alternative passenger rail car and propulsion technologies and designs, (2) evaluate proposed vehicle subsystems, (3) establish performance and safety criteria standards, develop specifications, (4) respond to requests made by the Committee or Executive Board to assist in carrying out their duties; and (5) any such other tasks and duties as may be assigned by the Executive Board.

The Technical Subcommittee will maintain an updated catalog of one or more approved passenger vehicle specifications that are determined to be eligible for use in the Next Generation Passenger Rail Equipment Pool. As appropriate, it will develop its on-going efforts into recommendations for the Executive Board to act upon. The complete specifications or portions thereof may, as determined by the Executive Board, be subject to use limitations.

4. Subjects to be addressed by the Technical Subcommittee

Subjects to be addressed by the Technical Subcommittee may include but are not limited to:

- Safety criteria
- Regulatory compliance requirements and procedures
- Interoperability of car/locomotive/infrastructure requirements
- Performance criteria
- Passenger car interior configurations, including design enhancements to facilitate travel by the disabled and elderly communities
- Passenger amenities
- Motive power
- Operational issues
- Efficiency of operations
- Economies of scale benefits from common fleets
- Servicing/inspection requirements
- Maintenance and overhaul criteria
- Procurement guidelines
- Inventory criteria for both spare parts as well as vehicle spare margins
- Maintenance facility requirements

5. Initial Meeting of Technical Subcommittee

At its initial meeting, the Technical Subcommittee will establish procedures regarding its orderly functions, etc. It may form task forces to focus upon specific issues. It will determine what, if any, financial support may be needed to carry out its mission and recommend to the Finance Subcommittee what such requirements may be. It is recommended that the Officers of the Technical Subcommittee initially include representation from states that fund Amtrak train service or that are funding corridors in development, or representative of professional organizations that represent states (e.g., AASHTO) and/or represent Amtrak.

6. Quorum and Voting

There shall be two classes of members in the Technical Subcommittee: Voting and Non-Voting Members. FRA, Amtrak, and one representative of each Member State shall be voting members. All others shall be non-voting members.

Voting members may vote in person or by proxy. The Chair of the meeting shall determine the validity of all proxies. Generally speaking, a proxy should be provided to the Chair in writing in advance of the meeting and kept **with** the minutes of the meeting. A state which does not have a representative physically present at the meeting but which has authorized another individual by proxy to represent it at the meeting will be considered present and participating at the meeting for purposes of voting and determining a quorum. A state may only provide its proxy to another state or to a contractor it has selected to carry out this purpose provided such contractor is not a manufacturer of rail equipment or anyone else who might have a conflict of interest.

A formal Technical Subcommittee vote may be taken only when a quorum is present.

A quorum shall consist of a majority of the State members of the Technical Subcommittee, with

each State counting as one member, plus at least one representative from Amtrak and one representative from FRA.

Decisions of the Technical Subcommittee shall be made by consensus whenever possible. Where there is lack of consensus, i.e., if there is opposition to a substantial issue by any state, FRA or Amtrak, a decision will be made by a majority of the following votes calculated as follows:

- * a total of votes cast individually by each representative State on the Subcommittee participating in the meeting;
- * the same total votes cast en bloc by Amtrak; and
- * the same total votes cast en bloc by the FRA Administrator or designee.

Note that the number of votes cast at any particular time will depend on the actual number of state representatives present and voting at the Subcommittee meeting (or voting by proxy and thus considered present and participating) at the time a vote is taken. The votes should be recorded and kept with the minutes of the meeting.

A dissenting member may provide for the record a written explanation of the dissenting position. The Chair may also request a dissenting member to prepare such an explanation (a "position paper" on the dissenting member's position). If the Chair determines it would be helpful for the Executive Board to review the dissenting member's position paper when considering a Technical Subcommittee recommendation, the Chair may provide the position paper to the Chair of the Executive Board.



S305 NGEC COMMITTEE PROPOSED BY-LAW "technical" CHANGES

The Proposed by Law changes were submitted to the Board as follows:

1. In 4.6, Voting, change "may vote in person, by telephone or by proxy" to "may vote in person, by telephone **or e-mail**, or by proxy." to allow the members of the Executive Board to vote by e-mail if they wish **(Approved)** *
2. In 5.3, Term of office, change "FRA Administrator" to "FRA **Representative**" to be consistent with the rest of the bylaws. **(Approved)**
3. In 5.5, Unanimous Consent, rewrite sentence so the unanimous consent is not in future tense by rewriting: "shall be signed by all" to "**is** signed by all". **(Approved)**
4. In 6.1, Standing Subcommittees, to reflect what the preference of the Executive Committee is that both of the subcommittees be chaired by Amtrak, change: "serve as an officer" to "serve as **the Chair**". **(Withdrawn)**
5. In 7.4, to reflect that the administrative task force actually does have a budget of its own and that is permissible, not just suggested, change "or any Subcommittee" to "any Subcommittee **or task force**". **(Approved)**

6. In Part B.1.c, finish the following sentence which currently just ends. “Concerning equipment types based upon the.....” to “concerning equipment types based upon the **Board’s sound discretion.**” (Approved)

***A note in regards to the policy on electronic voting:** At the Board meeting, on a motion by Al Ware, and a second by Kevin Kesler; the Board unanimously approved the policy as proposed with a minor revision that provides for a uniform way to notify the Board members that the vote is to take place. The revision will call for a phone call and email notification of each member. (Note: If a member responds by email – there will be no need for a call as well – only if no reply is received to the original email notification) This notification will be made by the Support Services Manager.



Questionnaire

State: _____

Date: _____

Corridor Name(s): _____

Name: _____

Title: _____

E-mail: _____

Phone: _____

Optional: Please provide attorney contact information for follow up questions:

The Executive Board of the Section 305 Next Generation Equipment Pool Committee (NGEC) is looking into the ability of states to participate in a legally cognizable entity in the context of Section 305 (c) of the Passenger Rail Investment and Improvement Act (PRIIA) which states the following:

“(c) COOPERATIVE AGREEMENTS – Amtrak and the States participating in the Committee may enter into agreements for the funding, procurement, remanufacture, ownership, and management of corridor equipment, including equipment currently owned or leased by Amtrak and next-generation corridor equipment acquired as a result of the Committee’s actions, and may establish a corporation, which may be owned or jointly-owned by Amtrak, participating States, or other entities, to perform these functions.”

Such an entity would be designed to do whatever the Section 305 Committee participants want; including offering different opportunities and services for a state or group of states, depending upon the scope and nature of the state's ability to participate and "use" the entity and its services.

In order to fully explore and understand its options as it begins to look at the possibility of forming a corporation or other entity; the Board has asked that AASHTO circulate the following questionnaire to its member states on behalf of the S305 NGEC Executive Board. Please respond to the following questions and provide your answers to **Steve Hewitt, Manager of S305 NGEC Support Services @ shewitt109@aol.com by COB September 24, 2010.** Please expand on your answers.

1. Can your State enter into cooperative agreements with other states? _____ with Amtrak? _____
2. What kinds of cooperative arrangements are allowed? For example, can your state participate in:

A corporation? _____ A limited liability company? _____ A joint venture entity? _____
A partnership? _____ Other? _____

Elaborate:

3. What legal and other constraints would there be? How would the entity/relationship need to be structured in order for our state to participate? Please elaborate. _____

4. Would your state be in favor of establishing a corporation or other legally cognizable entity to perform the functions of the Section 305 Committee? (Why or why not, please elaborate) _____

5. What would you expect/prefer Amtrak's role to be vis-a vis your state? Please elaborate. _____

6. Can your state own rail equipment? _____

7. Can your state lease rail equipment? _____

8. Can your state enter into joint procurements? _____ With other states? _____ With Amtrak? _____

- 8a. Can your state contract with or otherwise allow another entity to procure rail equipment for it?

9. What types of procurements are required/allowed/preferred? (sealed bid, negotiated, option? Etc)

10. Can your state indemnify by contract? Describe any constraints

11. Can your state purchase insurance? Describe any constraints

12. Can your state participate financially in the activities of the Committee? If so? how?

In what other ways can your state contribute to the operation of the Committee?
