



## RESOLUTION #2223

**SUBJECT:** Creation of a Joint PRTC/NVTC Joint Audit Committee and Appointments of NVTC Members to the Committee

**WHEREAS:** As requested by Governor McDonnell, the Auditor of Public Accounts (APA) recently completed an audit that examined the governing structure of the Virginia Railway Express (VRE);

**WHEREAS:** The Chairs of the Northern Virginia Transportation Commission and the Potomac and Rappahannock Transportation Commission (“the Commissions”) sent a letter to the APA acknowledging the completed audit, furnishing additional information, and indicating that the audit would be a subject of further discussion at the September 20, 2013 VRE Operations Board meeting preparatory to a review of the report’s key points for consideration;

**WHEREAS:** After discussing the audit report at the September 20, 2013 meeting, the VRE Operations Board unanimously adopted a resolution recommending that:

1. The Commissions establish a Joint Audit Committee to review the audit report and make recommendations for the Commissions’ consideration in response to each of the audit report’s key points for consideration;
2. The Commissions appoint from among their respective VRE Operations Board members representatives to the Joint Audit Committee; and
3. The Commissions arrange for a management audit, one of the key recommendations in the APA audit.

**WHEREAS:** Following the VRE Operations Board meeting, management has consulted with the Chairs of the Commissions and the Chair of the VRE Operations Board to discuss the prospective size and complexion of the Joint Audit Committee, leading to the conclusion that the proposed joint audit committee should be the five members of the VRE Executive Committee plus a sixth appointment made by whichever Commission has fewer members on the VRE Executive Committee so the six-member Joint Audit Committee is always divided equally between the two Commissions; and

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**WHEREAS:** The VRE Executive Committee currently consists of three members of the Potomac and Rappahannock Transportation Commission (Messrs. Milde, Way, and Covington) and two members of the Northern Virginia Transportation Commission (Messrs. Smedberg and Cook), such that the sixth inaugural member of the joint audit committee would be an appointee of the Northern Virginia Transportation Commission and would remain so for as long as the Northern Virginia Transportation Commission has two of the five VRE Executive Committee members; and

**WHEREAS:** The sixth appointment to the joint audit committee will be made by whichever Commission has fewer members on the VRE Executive Committee going forward.

**NOW, THEREFORE, BE IT RESOLVED** that the Northern Virginia Transportation Commission does hereby authorize the establishment of a Joint Audit Committee comprised of the VRE Executive Committee and a sixth appointment made by whichever Commission has fewer members on the VRE Executive Committee, who is also a member of the VRE Operations Board.


**BE IT FURTHER RESOLVED** that NVTC directs the Joint Audit Committee to review the audit report and make recommendations for the Commissions' consideration in response to each of the audit report's key points for consideration.


**BE IT FURTHER RESOLVED** that NVTC directs the Joint Audit Committee to develop a scope of work and plan of execution of a management audit for the Commissions' review and approval.

**BE IT FURTHER RESOLVED** that NVTC directs its Chair to confer with the Chair of the Potomac and Rappahannock Transportation Commission (PRTC) and the Chair of the VRE Operations Board about the advisability of the Commissions' Chairs sending a letter regarding DRPT Director Drake's comments to the APA reacting to its final Report; and to send such a letter on behalf of the Commission if this is deemed advisable.

**BE IT FURTHER RESOLVED** that NVTC appoints Chris Zimmerman to serve on the Joint Audit Committee as the sixth appointment.

Approved this 3<sup>rd</sup> day of October, 2013.

  
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David F. Snyder  
Secretary-Treasurer

  
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Jeff McKay  
Chairman