NORTHERN VIRGINIA TRANSPORTATION COMMISSION

RESOLUTION #2611

SUBJECT: Approve an Amendment to Exhibit A: Purchase Deposit Agreement of the Amended Manassas Line Funding Agreement with VPRA and Authorize the VRE CEO to Execute the Amendment on Behalf of the Commissions

WHEREAS: Subsequent to the Virginia Passenger Rail Authority (VPRA) acquiring the Manassas Line from Norfolk Southern Railway ("NSR") in August 2024, the Northern Virginia Transportation Commission and the Potomac and Rappahannock Transportation Commission ("the Commissions") approved an Amended Manassas Line Funding Agreement ("Funding Agreement") with VPRA, in February 2025, authorizing payment by the Commissions of $155 million to VPRA over a five-year period to acquire four property interests from VPRA which are critical to VRE's current and future commuter rail operations;

WHEREAS: In accordance with a Purchase Deposit Agreement ("PDA") between VPRA and the Commissions, approved as part of the Funding Agreement, a $26 million payment using non-federal funds was made as a down payment on the purchase of the four property interests;

WHEREAS: In March 2026, the Commissions approved a Purchase and Sale Agreement for Seminary Yard, reflecting a reduced purchase price for Seminary Yard based on a reduction and reallocation of the acquisition area for Seminary Yard and the commuter rail operating easement;

WHEREAS: VRE staff recommends approval of the proposed amendment to the PDA to reallocate the amount of non-federal funds applied to the down payment of Seminary Yard to maximize federal funding that can be used for the purchase; and

WHEREAS: The VRE Operations Board recommends the following action.

NOW, THEREFORE, BE IT RESOLVED that the Northern Virginia Transportation Commission does hereby approve the Amendment to Exhibit A: Purchase Deposit Agreement of the Amended Manassas Line Funding Agreement to reallocate the down payment amount applied to Seminary Yard and the commuter rail operating easement, and authorize the VRE Chief Executive Officer to execute the Amendment on behalf of the Commissions and to further amend and execute all documents, approved by the VRE General Counsel, necessary to reflect the new down payment deposit allocation.

Approved this 4th day of June, 2026.

Sarah Bagley

Sarah Bagley
Chair

M Coffey

Maureen Coffey
Secretary-Treasurer