

SECTION 305 FINANCE and ADMINISTRATIVE SUB COMMITTEE

MINUTES

SEPTEMBER 13,
2023

3:00PM EASTERN

WEBEX MEETING

FACILITATOR	<i>Tim Ziethen, Chair of the S305 Finance and Administrative Subcommittee (FASC)</i>
ATTENDEES	<i>Tim Ziethen, John Oimoen, Brian Beeler II, Ray Hessinger, Amanda Martin, Amanda Villani, Jeff Gordon, Strat Cavros, Barley Fields, Steve Hewitt</i>
ABSENTEES	<i>Mike Murray, Troy Hughes, Larry Salci, Shayne Gill</i>

DECISIONS MADE

1. Welcome and Open Meeting – Tim Ziethen, Amtrak:

FASC Chair Tim Ziethen opened the meeting and asked Steve Hewitt to call the roll.

2. Roll Call – Steve Hewitt:

After calling the roll, Steve Hewitt confirmed the presence of a quorum.

3.

Approval of Minutes from the 7-19-23 meeting – Tim Ziethen, Amtrak

On a motion by Ray Hessinger, NYSDOT, and a second by John Oimoen, IDOT, the minutes from 7-19-23 were approved as submitted.

4.

Treasurer’s Update- Balance and Spend Rate – Forecast – Tim Ziethen:

Balance/Spend Rate Through July 2023

Total Initial Grant Amount: \$1,250,000.
 Expenses Incurred through July 2023: \$1,236,204.83.
 Balance remaining: \$13,795.17.
 Estimated spending, at current rate, for balance of the Grant: \$30,151.34.
 Current Spend Rate per month (as info and used in calculating): \$15,075.67.
 Estimated Balance at the end of the Grant Period: (\$16,356.17) over target.

With a light July spending rate, the forecasted overage came down from the estimate provided to the Executive Board on 9-5-23.

All in all, Tim believes we are pretty much on track and will be close at the end. (Amtrak has said it will cover the overage as a part of the interim spending plan.)

Status – 6 month no-cost current grant agreement extension:

As of this meeting, Amtrak has not yet received the final word from FRA on the no-cost current grant agreement extension which would allow NGENC expenses incurred during the grant period to be paid beyond the 9-30-23 performance period.

Tim does not foresee this being a problem. There were some minor wording changes that are being addressed and he is awaiting final execution of the agreement.

Next Steps/Close Out Documents required for grant agreement ending on 9-30-23:

Pending execution of the no-cost extension is the closeout process for the current grant. Once it is executed, Tim will have more information from grants and legal as to what is needed and what the process will be for final closeout of the current grant.

5.

Status -NGEC 12-month Interim funding next steps - Tim Ziethen:

Tim Ziethen reported that the time for CRISI Grant awards is drawing closer and he continues to have hope that the Amtrak - NGEC CRISI Grant application will be successful.

Amtrak has agreed to fund the NGEC either to bridge the gap if awarded a CRISI Grant or for up to a year (12-months) at the agreed budget amount of about \$260,000. This budget is in the Amtrak request for FFY2024, but the AOP has not been approved by the Amtrak Board. Tim does not see the NGEC proposal being problematic as it is a small amount within the proposed Amtrak operating plan. Tim expects the AOP will be approved by Amtrak's Board shortly.

There is one caveat which is that Congress has to appropriate the funding and there could be some "drama" as the Congress works through its process for the FFY 24 spending plan.

Tim noted that he has asked Amtrak Grants and Amtrak Legal what Amtrak is authorized to do with respect of giving AASHTO the authority to extend resources (contracts with sub-contractors).

Tim emphasized that there is no plan to shutdown or reduce the NGEC work – he just has not gotten answers yet.

Tim's recommendation is to not take any action to shut down anything – he believes it will all work out in the next 17 days or so.

Strat Cavros, AASHTO, had joined the call, and Tim repeated to Strat that he (Tim) is not recommending a shutdown of the NGEC work or activities, but he is waiting for guidance from Amtrak Grants and Legal to confirm how to continue operating with the knowledge that AASHTO would need to extend resources.

Strat responded "Ok, I will wait further direction."

6.

FASC Meeting Cadence – Tim Ziethen:

Tim Ziethen noted that the Executive Board asked each subcommittee to discuss meeting cadence. The Board changed its cadence to once every four weeks and the Tech subcommittee kept its cadence at bi-weekly with Steve Hewitt and George Hull determining whether a meeting should be canceled based on how strong the agenda is. There will be months where one is enough and months where the bi-weekly cadence is needed to keep the work product moving.

Tim asked Steve Hewitt what he would recommend for the FASC. Steve stated that with the FASC meeting every four weeks currently, he did not believe there should be a change in that cadence, but he suggested that the FASC follow what the Technical subcommittee is doing and give Tim and Steve Hewitt the ability to determine whether a meeting should be canceled if the agenda is particularly light. Steve added that he did not see this happening too often as the FASC actually has certain administrative and finance responsibilities that need to be addressed throughout the year and a four-week cadence is probably the right level of frequency.

Tim Ziethen agreed with the suggestion/recommendation made by Steve Hewitt. He asked for further suggestions or objections, hearing none, he determined that the subcommittee has reached consensus and will keep the meeting cadence as it is currently with the option to cancel as described by Steve Hewitt.

7.

Annual NGEC By-Laws Review – Steve Hewitt:

Steve Hewitt reminded FASC members that an Annual By-Laws review is required and that usually the process is that Steve Hewitt and John Oimoen (as Vice chair over FASC administrative issues) do the first review and make recommendations either for changes or to remain the same. Following that, the FASC considers the recommendations and sends them to the Board. The Board must have any proposed changes in their possession at least 30 days prior to taking a vote.

Steve recommended that he and John Oimoen conduct the initial review and provide recommendations to the FASC during the October meeting (10-11-23) – with a vote during the November meeting (11-8-23). This will give FASC members time to review any recommendations and provide comments in advance of approval of

sending those recommendations to the Executive Board.

This timeline would provide the required thirty-day period for the Executive Board to have the changes in their possession and have a vote on them in December during that month's meeting (12-26-23). This would fulfill the requirement in the current grant agreement of conducting an annual By-Laws review.

Tim agreed and John Oimoen agreed on the process. Tim directed Steve Hewitt and John Oimoen to proceed as described but asked that, in doing so, they confirm if there are any references in the By-Laws to types of grant funding or alternate funding sources required or allowed in funding the NGEN.

Steve Hewitt agreed that this is on his radar and also noted that Amtrak Legal had already stated that it did not believe that there would be an impact on the By-Laws if there is an alternate funding source.

8. Updating the NGEN 2023 Educational (two Pager) Document – Steve Hewitt:

Steve Hewitt reported that it is also time to begin reviewing and updating the NGEN two pager educational document. The process used in the past has been similar to the By-Laws review – with John Oimoen and Steve Hewitt beginning the initial review and making recommendations. Steve did ask FASC members to look at the 2023 version and send John and Steve any recommended updates in advance of the 10-11-23 FASC call.

While the timeline is not as tight as the By-Laws review/update, it is somewhat condensed because the goal would be to release the 2024 version by the 2-2-24 NGEN Annual Meeting.

The process takes some time as the FASC ultimately makes recommendations to the full Executive Board and it has final say on approving the 2024 NGEN two-pager.

Steve Hewitt also noted that he would have to contact MODOT (Troy Hughes) to see if the graphic arts at MODOT would be willing to, once again, format and print the 2024 two-pager. MODOT has provided this service free to the NGEN for several years now, and they do a great job with a rapid turnaround.

It was agreed that the process as described by Steve Hewitt proceed.

9. Other issues/questions – All:

With no other business forthcoming, Tim Ziethen adjourned the call at 3:28pm Eastern.

By Computer: <https://stephenhewittconsulting.my.webex.com/meet/shewitt109>

by phone: 1-415-655-0001

Access code: 126-073-1531

10-11-23

Decisions - Action Items

Treasurer's Report – 9-13-23:

Balance/Spend Rate Through July 2023

Total Initial Grant Amount: \$1,250,000.

Expenses Incurred through July 2023: \$1,236,204.83.

Balance remaining: \$13,795.17.

Estimated spending, at current rate, for balance of the Grant: \$30,151.34.

Current Spend Rate per month (as info and used in calculating): \$15,075.67.

Estimated Balance at the end of the Grant Period: (\$16,356.17) over target.

NGEN Funding activities as approved 3-19-23:

Status as of 9-13-23:

- Continue to monitor the current funding and expenditures closely. **(ongoing)**
- Accept the reduced scope and budget for Casamar through 9-30-23. **(approved)**
- Continue to look at alternate funding sources. **(ongoing)**
- Make a hard decision no later than June 2023 based on what happens with the CRISI Grant application. **(the Exec Board determined that the NGEC should continue its work while an interim solution is finalized and the FASC continued to adhere to this direction as of 9-13-23)**
- Request other Amtrak projects sources to fill the gap if there is a shortfall – currently estimated to be around \$16,000. **(This is planned to be a part of the 12-month interim funding plan or a bridge funding plan to fill the gap if a CRISI Grant is awarded.)**
- Look for bridge funds or pre-award funding depending on the results of the CRISI Grant application. **(A proposed 12-month interim funding budget and SOW was approved by the Executive Board on 7-25-23 in Executive Session).**

Status – 6 month no-cost current grant agreement extension:

As of this meeting, Amtrak has not yet received the final word from FRA on the no-cost current grant agreement extension which would allow NGEC expenses incurred during the grant period to be paid beyond the 9-30-23 performance period.

Next Steps/Close Out Documents required for grant agreement ending on 9-30-23:

Pending execution of the no-cost extension is the closeout process for the current grant. Once it is executed, Tim will have more information from grants and legal as to what is needed and what the process will be for final closeout of the current grant.

NGEC funding issues/potential interim solutions as of 9-13-23:

As reported previously, Amtrak has agreed to fund the NGEC either to bridge the gap if awarded a CRISI Grant or for up to a year (12-months) at the agreed budget amount of about \$260,000. This budget is in the Amtrak request for FFY2024, but the AOP has not been approved by the Amtrak Board. Tim does not see the NGEC proposal being problematic as it is a small amount within the proposed Amtrak operating plan. Tim expects the AOP will be approved by Amtrak's Board shortly.

There is one caveat which is that Congress has to appropriate the funding and there could be some "drama" as the Congress works through its process for the FFY 24 spending plan.

On 9-13-23, Tim Ziethen noted that he has asked Amtrak Grants and Amtrak Legal what Amtrak is authorized to do with respect of giving AASHTO the authority to extend resources (contracts with sub-contractors).

Tim emphasized that there is no plan to shut down or reduce the NGEC work – he just has not gotten answers yet.

Tim's recommendation on 9-13-23 was to not take any action to shut down anything – he believes it will all work out in the next 17 days or so (by 9-30-23).

On 9-13-23, Tim commented to Strat Cavros, AASHTO, that he (Tim) is waiting for guidance from Amtrak Grants and Legal to confirm how to continue operating with the knowledge that AASHTO would need to extend resources (sub-contractors).

Strat responded "Ok, I will wait further direction."

CRISI Grant Application Status:

As of 9-13-23:

No change from previous report. Announcements on grant applications to be awarded are anticipated to occur in the August-September 2023 timeframe.

With the end of September closing in, the NGEC remains hopeful that its CRISI Grant application will be successful.

NGEC two-pager:

The 2023 version of the two-page educational flyer is now available electronically or in hard copy by request from Steve Hewitt. It is also posted on the NGEC website www.ngec.org.

To date: 335 copies (hard and electronic) have been distributed.

O 9-13-23, Steve Hewitt reported that it is also time to begin reviewing and updating the NGEC two pager educational document. The process used in the past has been similar to the By-Laws review – with John Oimoen and Steve Hewitt beginning the initial review and making recommendations. Steve asked that FASC members look at the 2023 version and send John Oimoen and Steve Hewitt any recommended updates in advance of the 10-11-23 FASC call.

The goal would be to release the 2024 version by the 2-2-24 NGEC Annual Meeting.

The process takes some time as the FASC ultimately makes recommendations to the full Executive Board and it has final say on approving the 2024 NGEC two-pager.

Steve Hewitt also noted that he would have to contact MODOT (Troy Hughes) to see if the graphic arts at MODOT would be willing to, once again, format and print the 2024 two-pager. MODOT has provided this service free to the NGEC for several years now, and they do a great job with a rapid turnaround.

On 9-13-23, the FASC agreed with the process as described by Steve Hewitt and directed him to proceed.

Quarterly Grant Progress Reports to FRA:

The FFY 2023 third quarter report was submitted on time.

The next report is due to FRA by October 31, 2023.

Annual NGEC By-Laws Review:

On 9-13-23, Steve Hewitt reminded FASC members that an Annual By-Laws review is required and that usually the process is that Steve Hewitt and John Oimoen (as Vice chair over FASC administrative issues) do the first review and make recommendations either for changes or to remain the same. Following that, the FASC considers the recommendations and sends them to the Board. The Board must have any proposed changes in their possession at least 30 days prior to taking a vote.

Steve recommended that he and John Oimoen conduct the initial review and provide recommendations to the FASC during the October meeting (10-11-23) – with a vote during the November meeting (11-8-23). This will give FASC members time to review any recommendations and provide comments in advance of approval of sending those recommendations to the Executive Board.

This timeline would provide the required thirty-day period for the Executive Board to have the changes in their possession and have a vote on them in December during that month's meeting (12-26-23). This would fulfill the requirement in the current grant agreement of conducting an annual By-Laws review.

Tim agreed and John Oimoen agreed on the process. Tim directed Steve Hewitt and John Oimoen to proceed as described and asked that, in doing so, they confirm if there are any references in the By-Laws to types of grant funding or alternate funding sources required or allowed in funding the NGEC.

Steve Hewitt agreed that this is on his radar and also noted that Amtrak Legal had already stated that it did not believe that there would be an impact on the By-Laws if there is an alternate funding source.

FASC Meeting Cadence:

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needed to keep the work product moving.

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On 9-13-23, the FASC agreed with the suggestion/recommendation made by Steve Hewitt to continue the current every four weeks cadence with the Chair and Steve Hewitt determining if a meeting should be canceled due to a light agenda.

By Computer: <https://stephenhewitthewittconsulting.my.webex.com/meet/shewitt109>

by phone: 1-415-655-0001

Access code: 126-073-1531

Next Call 10-11-23

ATTACHMENTS



Our Vision: The NGEC provides national leadership in standardization, acquisition, and management of passenger rail equipment.

SECTION 305 NGEC Finance and Administrative Subcommittee (FASC)

Web Ex video/audio information:

By Computer: <https://stephenhewitthewittconsulting.my.webex.com/meet/shewitt109>

by phone: 1-415-655-0001

Access code: 126-073-1531

AGENDA

9-13-23

4:00PM Eastern

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| 1. Welcome/Open | Tim Ziethen |
| 2. Roll Call | Steve Hewitt |
| 3. Approval – Minutes from 7-19-23 | Tim Ziethen |
| 4. Treasurer's Update | Tim Ziethen |
| Update - Balance/Spend Rate/Forecast | |
| Status – 6 month no-cost current grant agreement extension | |
| Next steps/Close-out documents required for grant agreement ending on 9-30-23. | |

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| 5. Status – 12-month interim funding – next steps | Tim Ziethen |
| 6. FASC Meeting Cadence | Tim Ziethen |
| 7. Annual NGEC By-Laws Review | Steve Hewitt |
| 8. Update of NGEC Educational Document (two-pager) | Steve Hewitt |
| 9. Other Issues/Questions | All |

Next Call 10-11-23