

**MINUTES OF THE REGULAR MEETING
OF THE BOARD OF DIRECTORS OF THE
RICHMOND METROPOLITAN TRANSPORTATION AUTHORITY
HELD JULY 11, 2017**

The regular meeting of the Board of Directors of the Richmond Metropolitan Transportation Authority was held on the 11th day of July, 2017, in the Riverfront Plaza East Tower Conference Room, 901 East Byrd Street, Richmond, Virginia, pursuant to due notice.

The following Directors were present and acting throughout the meeting: Directors Brown, Gurley, Hazelett, Hinson, Johnson, Ramsey, Tart, Whirley, West, White and Woodfin. Dr. Dabney participated by electronic means, and Reverend Nelson and Reverend Waller arrived during the course of the meeting as set forth below. Staff present were Ms. Dean, Ms. Johnson, Ms. Simmons, Ms. Watson and Mr. Madison. Also present were Mr. Ballou and Mr. Martin of SIR. Dr. Dabney participated in the meeting by electronic means pursuant to the Authority's remote participation policy, which participation was duly approved by all members of the Board noted above as being physically present.

Mr. Johnson served as Chairman of the meeting, and Mr. Ballou as Secretary.

The Chairman called the meeting to order at 12:00 p.m., welcomed Board members and Mr. Martin, and turned to the minutes of the Board meeting held on June 11, 2017, which were duly approved unanimously by all Directors noted above as being present.

Together with Mr. Brown, he introduced John Martin of SIR to discuss the significance of transit to the Richmond region. Mr. Brown and Mr. Johnson had been involved with recent presentations with Mr. Martin concerning this topic and observed that the subject matter would be of particular interest to the Board. During this discussion, Reverend Nelson and Reverend Waller joined the meeting.

Mr. Martin began with a brief overview of SIR, a marketing and consulting firm based in Richmond, and then reviewed key trends affecting the Richmond metropolitan area, including its location in the urban crescent from the Baltimore-Washington area to Tidewater, the importance in today's regional areas of edge cities and "activity centers," and the characteristics of those cities and regions that seemed to be winning rather than falling behind. He elaborated upon the demographic shifts that had occurred in Virginia over time and the coming struggle to recruit and retain younger workers, which in turn led to an evolving economic development model. Transportation in general and transit in particular were significant elements of this model, as locations would seek to ensure the existence of an available, trained and talented workforce that would in turn attract companies and economic investment. Mr. Martin then turned to transit, which was an important factor in workforce attraction and retention, and in the Richmond area's significant underinvestment in transit, especially with regard to the millennial worker's desire for community and a 15-minute connection to or from an activity center location. In Mr. Martin's view, an appropriate investment in a regional multimodal transportation system would come from improvement of existing transit services and appreciation by the region of transit's importance, the framing of appropriate supporting and promotional steps and identification of coalitions of support, the involvement of transportation planning organizations in approving a long-range regional plan with transit elements, the education of community leaders, preparation of a preferred and dedicated funding approach, and conduct of the educational and informational campaign to support the dedicated funding option. The launch of the bus rapid transit project along Broad Street was an appropriate time to organize, prepare for and undertake these initiatives.

Mr. Martin and the Board discussed the foregoing at the conclusion of his formal presentation, including such topics as the appropriate players and organizations in these discussions, the ways in which younger workers evaluated the region and its attractive factors, the example of transit in the Tidewater region and the recent location of ADP in Norfolk, the role of private developers, the importance of regional collaboration and regional entities such as the Authority, the TPO, and the PDC, and the examples of regional authorities in Northern Virginia and Hampton Roads. Mr. Brown concluded this portion of the agenda by referring to the role of the Authority, its current statutory powers and authority, and its natural positioning to take an important leadership role in this type of discussion. Mr. Martin then departed the meeting.

Next, Mr. Whirley presented the report of the Operations and Finance Committee, beginning with an update on the procurement of the Authority's General Engineering Consultant. Dr. Dabney had recently become an employee of one of the proposing firms, and hence did not participate in either the Committee's or the Board's discussions and affirmatively abstained from participating in both such discussions and deliberations. The Authority had received four submissions, and Mr. Whirley described the evaluative process that the Selection Committee used in considering and ranking the proposals. Factors that distinguished the recommended engineering firm, HNTB, included its staffing plan, experience with Virginia toll projects and toll integration projects, and its SWaM/diversity plan. The terms of the proposed engagement were briefly summarized. There were no questions of Mr. Whirley or Staff, and upon motion duly made and approved by all Directors noted above as being present, with the exception of Dr. Dabney who abstained as described above, the Board approved the resolution entitled "*Resolution Awarding Engagement for General Engineering Services*" in the form attached to these minutes.

Mr. Whirley next gave an update on the Toll System RFP: the Authority had received three proposals, and the schedule called for interviews with the firms in early August, Committee consideration in early September and Board consideration at the September meeting. Mr. Whirley followed with a brief update on the extension of the Authority's routine maintenance Memorandum of Understanding with VDOT for the Expressway System, which was extended to October 1st, with the parties continuing to work on arrangements for the continuation of snow and ice removal.

Ms. Dean continued with CEO comments, first reporting on the status of the Authority's participation in the VRA summer pool bond issue, as approved by the Board at the June meeting. Mr. Madison noted that interest rate changes had slightly reduced overall aggregate savings but that in the aggregate, the refunding transaction was still in the money. Staff had prepared and submitted an RFQ for bond counsel and received eight responses. She anticipated making a selection the following week.

The Strategic Plan update was continuing, with a summary version in the Board's agenda packet, and with Staff and the consultant looking for further feedback from Board members and more detail expected in the August timeframe. Directors Johnson, Tart, and West said that they liked the summary version as presented. She concluded her remarks by recognizing the Authority's maintenance team for their extraordinary services during the hot summer months.

Dr. Dabney departed the meeting.

Ms. Simmons gave the Expressway System maintenance report. She referred to her written report, noting that she would be happy to answer questions concerning it. Both of the Deck Rehabilitation and the Mill and Overlay projects were in progress, as reported, and various Board members complimented Ms. Simmons on the recent paving work on the Downtown

Expressway. She presented a sample of the stone matrix asphalt used in the previous overlay cycle, noting its fifteen to seventeen-year longevity and that RMTA had been one of the first major roads in Virginia to utilize same. Concluding her report, she observed that Mr. Whirley had presented the update on the Toll System Upgrade and Maintenance RFP.

Mr. Madison gave the Finance report. Referring to his written report, traffic was approximately 2.5% ahead of the previous period on a monthly basis and approximately 2.1% ahead on a fiscal year basis. Revenues for the fiscal year exceeded budget by approximately 2.1%, while expenses were within budget, subject to year-end accruals. Noting that June 30 marked the end of the fiscal year, he commented that the level of toll road transactions for the 2017 fiscal year was very near the level at which the budget for fiscal year 2018 was established. This was a promising indicator. Mr. Madison concluded by noting that violation enforcement revenue for the 2017 fiscal year was well ahead of budget.

As to new business, the Chairman referred to the distribution of the revised Board committee list. The Board further discussed the implementation of the Strategic Plan, including whether to include an *ad hoc* Strategic Planning Committee in the committee list or whether to have the Strategic Plan status as a standing item on the monthly agenda.

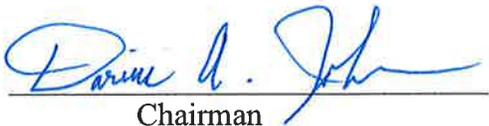
The Chairman concluded his remarks by noting that former Board member, Betty Jolly had been taken seriously ill and that the thoughts and prayers of the Authority's Board and Staff were with her during this grave period.

There being no items of new business or any further business to come before the meeting,
the meeting was adjourned at 1:35 p.m.



Secretary

APPROVED:


Chairman

2176307

RICHMOND METROPOLITAN AUTHORITY

**RESOLUTION AWARDING ENGAGEMENT
FOR GENERAL ENGINEERING SERVICES**

July 11, 2017

WHEREAS, the Richmond Metropolitan Transportation Authority (“RMTA” or “Authority”) issued its request for proposals (“RFP”) for general engineering consulting services on May 4, 2017;

WHEREAS, the Authority received four proposals in response to the RFP;

WHEREAS, pursuant to the provisions of the Virginia Public Procurement Act and the terms of the RFP, Staff have evaluated the proposals received in response to the RFP, determined that HNTB Corporation (“HNTB”) was clearly more highly qualified and suitable than the other proposers, and conducted negotiations with HNTB as the proposer deemed fully qualified and best suited among those submitting proposals; and

WHEREAS, the Directors of the Richmond Metropolitan Transportation Authority, after mature deliberation and upon the recommendation of Staff, deem it prudent and desirable to award the engagement for general engineering consulting services to HNTB, which, in the opinion of the Authority, has made the best proposal and oral interview.

NOW, THEREFORE, BE IT HEREBY RESOLVED by the Board of Directors of the Richmond Metropolitan Transportation Authority that the Interim CEO of the Authority is hereby authorized and directed to enter into an engagement agreement with HNTB, such contract to be upon such terms and conditions as specified in the RFP, HNTB’s proposal in response thereto, as further negotiated in the RFP process, and upon such further terms and conditions as the Interim CEO, upon the advice of counsel to the Authority, may deem necessary and appropriate, all as described and presented to the Board.