

**MINUTES OF THE REGULAR MEETING  
OF THE BOARD OF DIRECTORS OF THE  
RICHMOND METROPOLITAN TRANSPORTATION AUTHORITY  
HELD AUGUST 11, 2015**

The regular meeting of the Board of Directors of the Richmond Metropolitan Transportation Authority was held on the 11<sup>th</sup> day of August, 2015, at the offices of Christian & Barton, L.L.P., in the Mutual Building, 909 East Main Street, Conference Room 11-B, pursuant to due notice.

The following Directors were present and acting throughout the meeting: Directors Brown, Cannady, Hinson, Johnson, Kornblau, Nelson, Tart, West, Whirley, White, and Woodfin. Directors Hazelett, Holland and Homer were absent. Also present were Ms. Gray, Ms. Dean, Mr. Doughtie, Ms. Simmons, Mr. Aida, and Ms. Gilliland. Ms. Greta Ryan of Richmond Regional Transportation Planning Organization and Ms. Barbara Smith of Chesterfield County's Transportation Department were in attendance.

Mr. Johnson served as Chairman of the meeting in Mr. Holland's absence, with Ms. Gilliland serving as Secretary in Mr. Ballou's absence.

Mr. Johnson called the meeting to order at 12:30 p.m. He first turned to the minutes of the July 2015 meeting of the Board of Directors. Upon motion duly made, seconded and unanimously carried by the affirmative votes of all of the Directors noted above as being present, the minutes of the Authority's meeting held on July 14, 2015 were approved as previously distributed.

Mr. Johnson introduced a revision to the Board's bylaws in the form of a resolution attached hereto and entitled "*Resolution Amending Article V of the Bylaws of the Richmond Metropolitan Transportation Authority.*" Mr. Johnson explained that the amendment served to

revise the list of standing committees, mainly to combine the Finance and Operations Committees as well as add a new committee for strategic planning. In response to a question from Mr. Brown, Ms. Gilliland confirmed that the amendment to the bylaws could be introduced to and adopted by the Board at the same meeting. Upon motion duly made and unanimously approved by all Directors noted above as being present, Article V, Section 1 of the bylaws was amended to revise the list of Standing Committees as follows: Operations & Finance; Compensation & Benefits; Audit; Governance & Nominating; and Regional Projects & Outreach.

Mr. Johnson next presented on behalf of Mr. Holland the Board committee selections. Ms. Gray noted that Mr. Johnson and Ms. West had graciously agreed to additional committee assignments until the currently vacant Board seats for the City had been filled. Ms. Gray further explained that each jurisdiction has equal representation on each of the committees. Mr. Kornblau praised the overall committee assignment process. In response to a question from Mr. Cannady, Ms. Gray noted that Mr. Holland planned to designate committee chairmen once each committee had reached an informal consensus on its chairman. Ms. Gray noted that September meetings for the Operations & Finance, Other Post-Employment Benefits and Audit Committees would be scheduled as soon as possible.

Mr. Johnson next announced to the Board that Mr. Brown had recently been appointed to the Commonwealth Transportation Board, and the Board congratulated Mr. Brown accordingly.

Mr. Johnson read aloud the two resolutions entitled "*Resolution of Appreciation - Carlos M. Brown*," and "*Resolution of Appreciation - Roger Cole*," each of which the Board approved in the form(s) attached to these minutes by unanimous and enthusiastic approbation. Mr. Johnson

also read the resolution entitled "*Resolution of Appreciation - Betty Jolly*," which the Board had previously approved on June 9, 2015.

He turned to Ms. Gray for comments of the CEO. Ms. Gray presented to the Board the possibility of the November 2015 Board Retreat being held on either Friday, November 6<sup>th</sup>, or Saturday, November 7<sup>th</sup>. The general consensus of the Board was to move forward with the Retreat occurring on Friday, November 6<sup>th</sup>. Ms. Gray next presented to the Board her findings regarding the use of a facilitator for the Retreat. While she was still waiting to hear back from certain suggested facilitators, she had contacted Mark Rubin at Virginia Commonwealth University, and it appeared that the approximate cost for a facilitator ranged from \$10,000 to \$12,000. A general discussion of the Board ensued, evaluating the benefits obtained at the Retreat by using an external facilitator versus the overall expense of a facilitator for a one-day retreat. Mr. Kornblau and Ms. West acknowledged that using an outside facilitator would ensure that the Board remains focused on the goals of the Retreat and would ask the Board different questions than an internal facilitator might consider asking. The Board also discussed the structure and overall theme of the Retreat, mainly to consider further the various items discussed at the November 2014 Board Retreat, as well as the benefit of a questionnaire being prepared for the Board members, with responses being provided to the facilitator to use in preparation for the Retreat.

Ms. Simmons gave the report of the Operations Committee. Ms. Simmons noted that currently there was little to report, as the City was primarily focused on preparations for the upcoming UCI world championship bike race. In response to a question from Mr. Johnson, Ms. Gray noted that there were no updates to report on the Idlewood roundabout project or the Forest Hill project. Ms. Simmons expected that work would recommence on these matters after the

conclusion of the bike races. In response to a question on bids received for the recent protective coatings solicitation, Ms. Simmons explained that the timing of an invitation for bids was important to bidders' responses, especially the range between bids. If a company is already doing work in the area, that company might present a more aggressive bid than if the company was not working in the area. In certain instances, bidders have been more aggressive when there was a short supply of available projects whereas bidders might be less aggressive when there are more projects being bid.

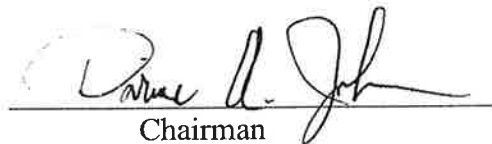
Mr. Doughtie gave the Finance Report. For the month, on a normalized basis, traffic grew at approximately 4.2% over the same period for the previous year. Year to date revenues of \$3.3 million were approximately 4.3% ahead of budget and fiscal year-to-date expenses of \$1.2 million were within budget and tracking well as compared to the same period for the previous year. In response to a question from Mr. White, Mr. Doughtie explained that traffic was tracking slightly higher than the previous year. Mr. Johnson commented that E-ZPass use during peak hours also reflected a substantial increase, to which Mr. Doughtie agreed.

There being no further business to come before the meeting, the same, upon motion duly made, seconded and unanimously carried, was adjourned at 1:14 p.m.



Secretary

APPROVED:

  
Chairman

#1807579

# **RICHMOND METROPOLITAN TRANSPORTATION AUTHORITY**

## **RESOLUTION AMENDING ARTICLE V OF THE BYLAWS OF THE RICHMOND METROPOLITAN TRANSPORTATION AUTHORITY**

(August 11, 2015)

**WHEREAS**, the Richmond Metropolitan Transportation Authority desires to amend its Bylaws;

**NOW, THEREFORE, BE IT RESOLVED**, by the Board of Directors of the Richmond Metropolitan Transportation Authority that :

1. Article V, Section 1, entitled "Standing Committees," be amended and restated as follows:

### **Section 1. Standing Committees.**

The Chairman shall promptly following the annual meeting each year, and at other times when necessary, appoint chairmen, vice chairmen and members to conduct the affairs of the following standing committees. The standing committees shall be:

- a. Operations & Finance;
- b. Compensation & Benefits;
- c. Audit;
- d. Governance & Nominating; and
- e. Regional Projects & Outreach

In addition, for as long as the Authority shall maintain a trust fund for Other Post-Employment Benefits under Article 8, Chapter 15, Code of Virginia, or successor provisions, the Board shall appoint and reappoint members of the "local finance board" as may be required by applicable law.

2. This Resolution shall take effect immediately.

**RICHMOND METROPOLITAN TRANSPORTATION AUTHORITY  
RESOLUTION OF APPRECIATION**

**ROGER COLE**

August 11, 2015

**WHEREAS**, Roger Cole has served with distinction as the Richmond District Representative on the Commonwealth Transportation Board and was appointed in February 2012 as a Director of the Richmond Metropolitan Transportation Authority;

**WHEREAS**, he has also served as Vice-Chairman of the Authority's Board of Directors since July 1, 2012, and as a member of the Authority's Finance, Operations and 2014 Strategic Planning Committees;

**WHEREAS**, throughout his tenure and especially during a period of significant evolution at the Authority, Roger Cole has provided astute leadership, prudent judgment and wise counsel to Board members and Staff of the Authority in matters both great and small;

**WHEREAS**, he has not only served the Authority and the Richmond metropolitan community with distinction, he has also furthered the Authority's objective of excellence in service to the region, to the patrons of the Authority's Expressway System, and to its other stakeholders and bondholders;

**WHEREAS**, his colleagues, the Directors of the Richmond Metropolitan Transportation Authority, now desire to express and record permanently in the minutes of the meeting of this Board their great respect and warm affection for Roger Cole, and their admiration for his many contributions, meritorious service and able leadership;

**NOW, THEREFORE, BE IT RESOLVED** that the Board of Directors of the Richmond Metropolitan Transportation Authority hereby records its gratitude and great appreciation and that of the Richmond metropolitan community to Roger Cole, for his outstanding contributions, meritorious service and years of faithful and devoted public service to this community through his distinguished service as a Board member and as Vice-Chairman of the Board of Directors of the Richmond Metropolitan Transportation Authority.

**RICHMOND METROPOLITAN TRANSPORTATION AUTHORITY  
RESOLUTION OF APPRECIATION**

**CARLOS M. BROWN**

August 11, 2015

**WHEREAS**, Carlos M. Brown has faithfully served as Chairman of the Authority's Board of Directors since July 1, 2012;

**WHEREAS**, during his tenure as Chairman, he led the Authority through a period of historic transition, providing wise counsel and astute leadership as the Authority evolved into a true regional transportation authority with equalized representation from the City of Richmond and the Counties of Chesterfield and Henrico;

**WHEREAS**, his many insights, inexhaustible energy, steadfast devotion and prudent judgment have also guided the Authority through a change in Executive Staff leadership;

**WHEREAS**, he has not only served the Authority and the Richmond metropolitan community with distinction, he has also furthered the Authority's objective of excellence in service to the Richmond region, the Authority's member jurisdictions, and to the patrons of the Expressway System and the Authority's other stakeholders and its bondholders;

**WHEREAS**, his colleagues, the Directors of the Richmond Metropolitan Transportation Authority, now desire to express and record permanently in the minutes of the meeting of this Board their warm affection for Carlos M. Brown, and their admiration for his able leadership as Chairman during such a momentous period;

**NOW, THEREFORE, BE IT RESOLVED** that the Board of Directors of the Richmond Metropolitan Transportation Authority hereby records its high esteem and great appreciation and that of the Richmond metropolitan community to Carlos M. Brown, for his outstanding contributions and faithful and devoted public service to this community through his distinguished service as Chairman of the Board of Directors of the Richmond Metropolitan Transportation Authority, and looks forward to his continued service to the Authority and its Board through his membership on the Commonwealth Transportation Board.