

**MINUTES OF A REGULAR AND RETREAT MEETING
OF THE BOARD OF DIRECTORS OF THE
RICHMOND METROPOLITAN TRANSPORTATION AUTHORITY
HELD NOVEMBER 9, 2018**

A regular and Retreat meeting of the Board of Directors of the Richmond Metropolitan Transportation Authority was held on the 9th day of November, 2018, in the Riverfront Plaza East Tower Conference Room, at Hunton Andrews Kurth at 951 East Byrd Street, 20th Floor, Richmond, Virginia, pursuant to due notice.

The following Directors were present and acting throughout the meeting, except as noted below: Chairman Nelson and Directors Elswick, Gurley, Hawthorne, Johnson, Tart, West, and Woodfin. Director Williams was present throughout the meeting via telephone Directors Hardiman, Hinson, Ramsey, and Whirley joined the meeting in progress as noted below. Directors Brown, and Dabney were absent. Authority staff present were Ms. Dean, Ms. Johnson, Mr. Madison, Ms. Mehta, Ms. Simmons, and Ms. Watson. Others present throughout the meeting were Mark Grossenbacher of HNTB and lobbying counsel, Heidi Abbott, of Hunton Andrews Kurth. General counsel, Belinda Jones, of Christian and Barton, joined the meeting in progress as noted below. Mr. Nelson served as Chairman of the meeting, and Ms. Mehta as Secretary. There was a quorum beginning at 9:01 a.m. and continued throughout the meeting.

The Chairman called the regular board meeting to order at 8:45 a.m.

Commencing the CEO's portion of the agenda, Ms. Dean reported that the petroleum contamination at the Salt Shed site has now been removed and remediated.

Ms. Simmons gave the Operations report, referring Board members to her written report in the agenda packet. Ms. Simmons stated that projects are on schedule. She noted that the contractor has substantially completed all mainline mill and overlay operations.

Mr. Madison provided the Traffic and Revenue report, also referring Board members to the written report. He noted that the Authority is on budget. He highlighted that monthly gross traffic increased by an estimated 153,000 vehicles or 2.7% when compared to the prior year and that year-to-date fiscal year 2019 gross traffic is approximately 0.9% ahead of the prior year. He added that fiscal year-to-date expenses of \$4.9 million are within budget expectations.

There being no further items of new business or any further business to come before the meeting, the regular board meeting was adjourned at 8:50 a.m. and immediately reconvened in its Retreat Session.

Director Whirley joined the meeting in progress.

Director Ramsey joined the meeting in progress.

Director Hardiman joined the meeting in progress.

Ms. Dean began the Retreat portion of the meeting by explaining that next would be a discussion about the Toll System Replacement Plan, including a toll differentials discussion. She explained that Ms. Simmons would facilitate that portion of the meeting.

Commencing her Toll System update, Ms. Simmons stated that the toll system process began in mid-2015 when the Authority held a tolling industry forum and invited those in the tolling industry to participate. Since the Authority initiated the industry forum approach, nearly every other authority and transportation agency has followed this model. In mid-2015 to early 2016, a toll business plan was developed which included a detailed look at traffic revenues and costs. In mid-2016 the Authority developed a draft RFP based on information gathered from the forum and business plan. The Authority then issued an RFI to those in the industry to gather input and comments prior to issuing the RFP in early 2017. Subsequently, the Authority received three proposals in the Spring of 2018. Currently, the Authority is halfway through the Toll

System Design phase and Ms. Simmons remains cautiously optimistic about the progress. Pre-installation testing (testing that will occur off-site) is scheduled for early 2019. If pre-installation testing runs smoothly, Toll System Installation and Revenue Collection Testing is expected to occur in mid to late 2019. This second, lane-by-lane level of security will provide an additional layer of assurance that the system is working properly prior to full implementation. After installation and a period of a 3-4 month additional trial period, there will be a third round of testing called Project Acceptance Testing – scheduled to occur in early 2020. Only after successful completion of each step will the project close out and final project acceptance occur. That is slated to take place in mid-2020.

Director Gurley expressed his appreciation for the different levels of testing before completion of the project and recommended reiterating to the community throughout the project's progression that it has been a careful, prudent, and diligent process.

Ms. Dean assured Director Gurley that the Authority will relay this message to the public at the appropriate time. She reminded the Board that there will be a subpage on the website to update the public about the new Toll System and that the Authority will issue a press release concerning the roll out.

Being in the middle of the design phase currently, Ms. Simmons noted that it is in the Authority's best interest to be thorough and specific. As such, RMTA is taking an active role in the schedule.

Ms. Dean noted that she attended the IBTTA conference this year which included an executive roundtable with approximately 20 other tolling authority executives around the country. One theme that arose at the conference was that consultants may make multiple promises, but it is the Authority's responsibility to hold them accountable. Ms. Dean explained

that the RMTA has a solid team led by Ms. Simmons and HNTB – which is working hard to ensure that this process happens quickly and correctly.

Ms. Simmons turned to a brief discussion on Toll Differentials. She noted historical E-Z Pass penetration rates, lessons learned from past toll differentials, the costs in collecting tolls, considerations for new toll differentials, and gave a brief discussion on how other Authorities and transportation agencies have handled toll differentials.

Ms. Jones joined the meeting in progress.

After a short break, Mr. Hardiman discussed dedicated funding. He began that conversation by introducing the Authority's new lobbying consultant, Heidi Abbott of Hunton Andrews Kurth. He explained that Ms. Abbott and her team will work with the Authority and its strategic partners on the issue of dedicated funding. He then noted that the purpose of this discussion was to consider ways to unify the Richmond region around the need for a regional transportation funding program authorized, levied, and appropriated by the Commonwealth. Ideally, the program would establish the Authority as the central administrator for state funds collected through a regional funding program because of RMTA's bonding capabilities and contracting experience. Director Hardiman, Ms. Abbott, Ms. Dean, and others plan to identify strategic partners in the coming months and become more educated on the Leveraging SmartScale Process. Throughout 2019, they will meet with strategic partners, hold individual meetings with legislators, and begin public outreach. Ms. Abbott added that this will be a process of starting with leaders and localities and branching out to have discussions with others as appropriate.

Director Hinson joined the meeting in progress.

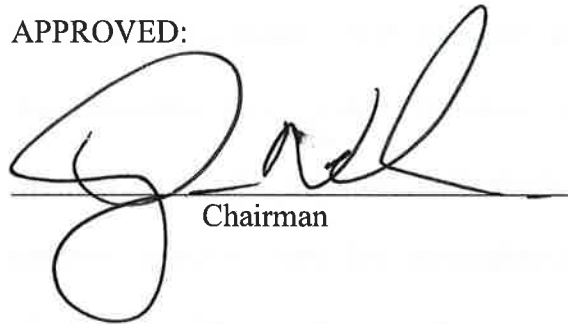
Ms. Dean turned the Board's attention to the Strategic Plan update. Ms. Dean noted that she provided a summary of the Strategic Plan at the last annual board retreat held on November 3, 2017. She reminded them that the Board approved this Strategic Plan in 2017. Moreover, Ms. Dean reminded the Board of the Authority's mission – which was revised with this Strategic Plan – to facilitate and provide a variety of transportation and public facilities that improve the quality of life in the Richmond metropolitan area. This update also included a review of the Authority's Core Operating Values and the Framework "Strategic Plan" (which is stewardship of transportation and other assets, regional leadership, financial capacity, and innovation and technology). Additionally, Ms. Dean reviewed the Authority's Strategic Objectives: provide world-class customer service through strong communications and best in class customer experience, attract and retain the best staff in the business, become the "go to" authority for transportation and other infrastructure projects and services in the region, ensure the security of the existing revenue stream while evaluating alternative funding approaches to support new initiatives, and take full advantage of new technologies to ensure safety, enhance the customer experience, and operate efficiently. She added that over the past year the Authority has worked in a number of ways to work towards our strategic objectives. Those include having consulted a Public Relations group at HNTB to assist with putting together a Communications plan, engaged with Hunton Andrews Kurth to assist with regional issues, conducted an employee survey through a Compensation Study, and assessed the Authority's camera system.

At 11:51 a.m., 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 regular monthly meeting held on October 9, 2018 were approved as previously distributed.

The Chairman gave brief closing remarks and, there being no further items of new business or any further business to come before the meeting, the annual Retreat meeting was adjourned at 11:51 a.m.


Secretary

APPROVED:


Chairman