

**MINUTES OF A REGULAR MEETING
OF THE BOARD OF DIRECTORS OF THE
RICHMOND METROPOLITAN TRANSPORTATION AUTHORITY
HELD FEBRUARY 10, 2015**

A regular meeting of the Board of Directors of the Richmond Metropolitan Transportation Authority was held on the 10th day of February, 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 except as otherwise described: Directors Cannady, Hazelett, Hinson, Holland, Johnson, Jolly, Tart, West, Whirley, White, and Woodfin. Director Homer joined the meeting in progress. Directors Brown, Cole, Kornblau, and Nelson were absent. Also present were Ms. Gray, Ms. Dean, Mr. Doughtie, Ms. Simmons, and Mr. Ballou. Also in attendance were Ms. Greta Ryan of the MPTO, Ms. Barbara Smith of Chesterfield County's Transportation Department and members of the family of former Board member Herman Carter.

In the absence of the Chairman and the Vice-Chairman, the Board determined that Mr. Johnson would serve as chairman *pro-tem* of the meeting, with Mr. Ballou serving as Secretary.

Mr. Johnson called the meeting to order at 12:35 p.m., and 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 meeting held on January 13, 2015 were approved as previously distributed.

Mr. Johnson recognized members of former Board member Herman Carter's family who were also present. He then presented the resolution entitled *Resolution Celebrating the Life of Herman Leonard Carter, Jr.*, in the form attached to these minutes, which resolution was

approved unanimously by all of the Directors noted above as being present. Following the approval of the resolution, various members in attendance including Messrs. Whirley, Johnson, West, Tart and Ballou gave testimonials to Mr. Carter's warm personal character and his astute leadership, prudent judgment and wise counsel.

Mr. Homer joined the meeting in progress.

The Chairman *pro-tem* turned to the business portion of the agenda and asked that Mr. Hazelett give the report of the Finance Committee. Mr. Hazelett reported that the Finance Committee had met prior to the Board meeting in the first of three workshops to consider various financial policies, procedures and related matters as to the Authority, a process that was especially timely during the budget preparation period. The Finance Committee reviewed adopted financial policies and considered additional policies with respect to accounting, financial reporting and cash management/investments. Newer members of the Board were welcome to attend further meetings of the Committee. Prior to the next Board meeting, the Finance Committee would review the Authority's operating and capital budgets. Mr. Doughtie observed that the Finance Committee would likely be recommending additional policies for Board consideration at a later time. There were no questions of Mr. Hazelett or Mr. Doughtie.

Ms. Jolly gave the report of the Governance Committee. The Governance Committee had considered various bylaws provisions, which were to be set forth in a revised version of the bylaws to be distributed to the Board prior to the March Board meeting for consideration. The revised bylaws would be discussed at the March Board meeting, with action likely at the March or April meetings. There were no questions of Ms. Jolly.

Mr. Johnson gave the report of the Operations Committee which had met on February 3rd. The Committee first considered the City's planned Idlewood roundabout, a portion of which

would involve an exit ramp off of the Downtown Expressway. Together, Mr. Johnson and Ms. Simmons described the roundabout, with Ms. Simmons illustrating its location and configuration at the end of the Authority's right-of-way for the Idlewood exit. The purpose of the roundabout was to relieve traffic congestion in the area. The Authority would not have financial responsibility for its construction or maintenance: the proposed construction budget was approximately \$650,000, of which Virginia Commonwealth University would provide approximately \$250,000, the City of Richmond approximately \$200,000, and VDOT approximately \$200,000. The Operations Committee desired that the City be responsible for maintenance, or otherwise reimburse the Authority for same. The Board briefly discussed the Authority's involvement in the project, including branding opportunities. Following brief remarks by Mr. Ballou concerning the proposed resolution, and upon motion duly made and seconded, the Board duly approved the resolution entitled *Resolution Authorizing Execution of Memorandum of Understanding with City of Richmond* in the form attached to these minutes.

The Chairman *pro-tem* turned to the General Manager for her comments. The General Manager gave an overview of various General Assembly legislation with particular reference to proposed legislation that would limit the Authority's tolling authority and with respect to special conservators of the peace. She began with the House Bill 2296, proposed by Del. Joannou from the Tidewater area, which would have required the Authority to receive General Assembly approval prior to a toll increase. The bill may have originated in response to widespread discontent with the Elizabeth River Crossings toll facility in Portsmouth. While receiving a sympathetic ear from a House Transportation Subcommittee, it had nonetheless been tabled. Ms. Gray noted that upon request Del. Joannou had removed the Authority from the reach of the proposed legislation.

Continuing, she described several bills regarding special conservators of the peace, the most restrictive of which could affect the Authority's ongoing police operations. Legislation originating in the House from Delegate Lingamfelter's committee provided modest reforms to the current appointment process, while Senator Norment's proposed Senate Bill 1295 was more restrictive. Ms. Gray gave a brief overview of the various bills, commenting that, should Senate Bill 1295 pass in its current form, the Authority may have to contract out for police services or formally go through the process of establishing a police force – the ultimate cost of which could exceed \$1.5 million. The Board briefly discussed same, with Mr. White questioning if the Authority needed a police force. Ms. Gray described the various activities undertaken by the Authority's police officers. Other Board members observed alternatives to the current police arrangement, as well as the usefulness provided by the Authority's police officers in toll enforcement and motorist/construction assistance. Mr. Ballou provided a brief procedural update, noting that while the legislative process could not be predicted with certainty, the likely outcome at this point was a legislative disagreement between the Senate and the House and, potentially, a compromise achieved through a conference committee. An update would be provided at the next Board meeting.

Ms. West and Mr. Hazelett departed the meeting.

Ms. Simmons provided a brief operations report. The interface work with VDOT's customer service center was now complete, and she referred the Board to her written report for other items.

Mr. Doughtie provided a brief financial report. Monthly gross traffic increased by 4.0%, due to differences in business days and fewer weather-related events in 2015. On a normalized

basis, monthly traffic growth was estimated to be 3.0%. On a year-to-date basis, Expressway revenues were ahead of budget by 1.5%, and expenses were tracking at 96% of budget.

There was no new business to come before the meeting.

The Chairman entertained a motion that the Board convene in Executive Session pursuant to Va. Code § 2.2-3711.A(7) of the Virginia Freedom of Information Act, for consultation with legal counsel (1) pertaining to matters of actual or probable litigation, where such consultation in open meeting would adversely affect the negotiating or litigating posture of the Authority, and (2) specific legal matters requiring the provision of legal advice by such counsel, all of the foregoing relating to the conversion of open road tolling on the Powhite Parkway and the Authority's contract for same. The Board approved the foregoing motion by the unanimous vote of all the Directors noted above as being present and convened in Executive Session for such purpose.

The Board reconvened in Open Session and considered a motion pursuant to Virginia Code Section 2.2 3712(D) that, to the best of each Director's knowledge, (i) only such public business matters lawfully exempted from open meeting requirements, and (ii) only such public business matters as were identified in the motion by which the closed meeting was convened were heard, discussed or considered by the Authority and that a statement to such effect would appear in the minutes of the meeting. Such motion was duly made, seconded and approved in a roll call vote by all Directors noted above as still being present.

The Board then considered a resolution with regard to its Toll System Replacement - Contract TSS 2011 that, based upon the recommendation of the Operations Committee, the General Manager is authorized to begin termination of the Optional Implementation Work for the Powhite Parkway Open Road Tolling project under the first amendment for such contract,


and that the General Manager and counsel are authorized to undertake such discussions and execute such contract documents as are deemed necessary to effectuate such termination, and shall report to the Board on a regular basis. Such motion was duly made, seconded and approved by all Directors noted above as still being present. Continuing, upon motion duly made and seconded, the Board approved the resolution entitled the *Resolution Authorizing Extension of ETC Maintenance Services Agreement*, in the form attached to these minutes, by the affirmative votes of all of the Directors noted above as still being present.

There being no further business to come before the meeting, the same, upon motion duly made, seconded and unanimously carried, was adjourned at 2:20 p.m.



Secretary

APPROVED:


Chairman *pro tem*

#1717178

**RICHMOND METROPOLITAN
TRANSPORTATION AUTHORITY**

RESOLUTION CELEBRATING THE LIFE OF

HERMAN LEONARD CARTER, JR.

February 10, 2015

WHEREAS, Herman Leonard Carter, Jr. was a native of New Kent County, Virginia, born June 11, 1934, as one of three siblings;

WHEREAS, Herman Leonard Carter, Jr. graduated from Virginia Union University with a bachelor's degree in chemistry and earned a master's degree in organic chemistry from The College of William and Mary;

WHEREAS, Herman Leonard Carter, Jr. played football at Virginia Union University and not only remained a lifelong fan of the Panthers but also served as President of the Gold Bowl and was a member of the Panther 100 Alumni Association and the Alpha Phi Alpha fraternity;

WHEREAS, Herman Leonard Carter, Jr. spent more than thirty years dedicated to the education of Richmond youth, first as a teacher at Blackwell Junior High School and Armstrong High School and ultimately as a principal at Kennedy High School and John Marshall High School, where he is remembered as having a firm but loving hand;

WHEREAS, Herman Leonard Carter, Jr. also belonged to Club 533, the Thebans, the Cherry Gardens Civic Association, and Fifth Baptist Church, where he was a faithful member of the Fifth Baptist Choir;

WHEREAS, Herman Leonard Carter, Jr. served on the Boards of Lewis Ginter Botanical Garden and the Science Museum of Virginia, as well as the Richmond Metropolitan Authority, from July 1, 1996 through October 1, 2008, during which he was Vice-Chairman from August 15, 2006 through October 1, 2008, Chairman of the Audit Committee and a member of the Personnel and Nominating Committees;

WHEREAS, Herman Leonard Carter, Jr. served the Richmond Metropolitan Authority and the Richmond metropolitan community with distinction, and his colleagues came to rely on and value his astute leadership, prudent judgment and wise counsel;

WHEREAS, Herman Leonard Carter, Jr. was a devoted and loving family man, was married to the love of his life, Ersalyn Juanita Mims, for fifty-four years, and will be greatly missed and fondly remembered by his five daughters, their families and numerous other family members and friends; and

WHEREAS, his colleagues, the Directors of the Richmond Metropolitan Transportation Authority, now desire to express and record permanently in the minutes of the meetings of this Board their highest appreciation of the personal and official character of Herman Leonard Carter, Jr. and for the long years of honorable, dedicated and faithful service he rendered to the Authority and the Richmond metropolitan region;

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of the Richmond Metropolitan Transportation Authority hereby notes with great sadness the loss of an outstanding educator, distinguished and passionate public servant, and loving husband, father and grandfather, Herman Leonard Carter, Jr., and

BE IT RESOLVED FURTHER that the Secretary prepare a copy of this Resolution for presentation to the family of Herman Leonard Carter, Jr., as an expression of the high regard in which his memory is held by the Board and Staff of the Richmond Metropolitan Transportation Authority and appreciation of his outstanding contributions to the Richmond metropolitan area.

Attest:

Chairman

RICHMOND METROPOLITAN TRANSPORTATION AUTHORITY

**RESOLUTION AUTHORIZING EXECUTION OF MEMORANDUM OF
UNDERSTANDING WITH CITY OF RICHMOND**

February 10, 2015

WHEREAS, the Richmond Metropolitan Transportation Authority (the “Authority”) owns a certain parcel of land adjacent to the Eastbound Downtown Expressway Belvidere Street off-ramp located in the City of Richmond (the “City”), which parcel is currently used as right-of-way for the Belvidere Street off-ramp from Eastbound Downtown Expressway;

WHEREAS, the City has requested that the Authority provide an easement or other right of use or access to the City for the construction of the Idlewood Avenue traffic calming roundabout (the “Roundabout”); and

WHEREAS, the Authority wishes to grant such easement or other right of use or access pursuant to the terms of a Memorandum of Understanding or other instrument (“MOU”); and

WHEREAS, the terms and conditions of the MOU have been presented by the General Manager to, and reviewed by, the Directors of the Authority.

NOW, THEREFORE, BE IT HEREBY RESOLVED by the Board of Directors of the Authority that:

1. The General Manager is hereby authorized to execute and deliver the Memorandum of Understanding or other instrument upon substantially the same terms and conditions presented to the Directors at this meeting, with such completions, changes, and omissions or insertions as the General Manager, upon advice of counsel, may deem appropriate.
2. This Resolution shall take effect immediately.

**RICHMOND METROPOLITAN
TRANSPORTATION AUTHORITY**

**RESOLUTION AUTHORIZING EXTENSION OF
ETC MAINTENANCE SERVICES AGREEMENT**

February 10, 2015

WHEREAS, in 2008, the Richmond Metropolitan Transportation Authority (the “Authority”) undertook a public procurement process for toll collection system and maintenance services for the Powhite Parkway Open Road Tolling (“ORT”) System;

WHEREAS, pursuant to such procurement, the Authority selected TransCore, LP (“TransCore”) and entered into an electronic toll collection and maintenance services agreement with TransCore (the “TransCore ETC Agreement”), the term of which was stated to expire in December 2012;

WHEREAS, during the term of the TransCore ETC agreement, the Authority completed competitive procurement TSS 2011 in June, 2011, to replace and maintain the current toll collection system in the Authority’s cash and E-ZPass lanes (the “Cash Lanes”), to install and maintain an ORT System on the westbound Downtown Expressway lanes, and also including an option to install and maintain new Open Road tolling capability to replace the TransCore solution for the Powhite Parkway ORT System, and under such procurement, the Authority entered into a contract with The Revenue Markets, Inc. (“TRMI”);

WHEREAS, since 2011 the Authority has entered into several short term extensions of the TransCore ETC Agreement due to delays on account of TRMI’s installation of the Cash Lanes and the DTE ORT system and evaluation of the optional work for the Powhite Parkway ORT system;

WHEREAS, once the Authority authorized the optional work for the Powhite Parkway ORT System, the Authority has encountered further delays due to performance issues by TRMI in the prosecution of the work for the Powhite Parkway ORT system, such that the Authority desires to discontinue the TRMI work on the Powhite Parkway ORT system;

WHEREAS, Staff recommends extending the TransCore ETC Agreement through 2018, commensurate with the expected remaining useful life of the current Powhite Parkway ORT System, until completion of a more thorough investigation of the RMTA toll system needs and procurement for a successor Powhite Parkway ORT system;

WHEREAS, the Virginia Public Procurement Act authorizes a “sole source” procurement upon a determination that there is only one source practicably available for that which is to be procured;

WHEREAS, the Authority’s professional engineer, HNTB Corporation, recommends extension of the TransCore ETC Agreement and sets forth certain standards and conditions that support a sole source procurement, including (i) the proprietary nature of the Powhite Parkway ORT equipment and software, which has been specially modified to incorporate particular operational and functional requirements of the Authority for such facility, (ii) the high costs of a replacement or successor vendor, and (iii) the risks inherent in a successor vendor working with the proprietary hardware and software of a differing contractor;

WHEREAS, the successful operation of the Powhite Parkway ORT system is central to the financial and operational performance of the Expressway System; and

WHEREAS, the Authority and TransCore desire to extend the term of the TransCore ETC Agreement for up to three years, subject to early termination by the Authority at its option, and TransCore is amenable to such extension.

NOW, THEREFORE, BE IT HEREBY RESOLVED by the Board of Directors of the Authority that:

1. Based upon the foregoing findings, which are approved, the Authority determines that (i) the proprietary nature of the hardware and software elements of the Expressway System’s electronic toll collection create special standards and conditions that justify a sole source procurement, (ii) the only source practicably available for providing hardware and maintenance services for the Powhite Parkway ORT system electronic toll collection for the next approximately three year period is TransCore, and (iii) the extension of the TransCore ETC Agreement is deemed to be in the best interests of the Authority in light of the TRMI performance issues.

2. Pursuant to the sole source provisions of Va. Code § 2.2-4303, the extension of the TransCore ETC Agreement for a term or terms through August 2018 is approved, subject to early termination by the Authority at its option, and the General Manager, with the advice of counsel to the Authority, is authorized to execute and deliver an extension or amendment agreement to the TransCore ETC Agreement, on terms deemed necessary, appropriate, desirable or as recommended by counsel.

3. This Resolution shall take effect immediately.