

**MINUTES OF THE REGULAR MEETING
OF THE BOARD OF DIRECTORS OF THE
RICHMOND METROPOLITAN TRANSPORTATION AUTHORITY
HELD DECEMBER 13, 2016**

The regular meeting of the Board of Directors of the Richmond Metropolitan Transportation Authority was held on the 13th day of December, 2016, in the Shenandoah Room, 4th floor, SunTrust Building, 919 East Main Street, Richmond, Virginia, pursuant to due notice.

The following Directors were present and acting throughout the meeting, except as noted below: Directors Brown, Dabney, Hazelett, Hinson, Holland, Johnson, Nelson, Tart, West, Whirley, White and Woodfin. Directors Kaechele and Ramsey were absent. Also present were Ms. Gray, Ms. Dean, Ms. Simmons, and Marcus Taylor (Accounting and Financial Reporting Analyst) of the Authority, and Mr. Ballou. Guests present were Nick Manzinger of Kimley-Horn and Lynn Purnell, a colleague of Dr. Dabney's from Parsons Brinckerhoff.

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

The Chairman called the meeting to order at 12:30 p.m. He recognized that it was the annual holiday meeting of the Board and gave thanks to Staff for their hard work in arranging the meeting. Following the introduction of guests, 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 Board and Retreat meeting held on November 4, 2016 were approved as previously distributed.

In connection with the report of the Nominations and Governance Committee, the Chairman entertained a motion for the Board to convene in executive session for two matters. The first, as permitted by Va. Code § 2.2-3711.A(7) of the Virginia Freedom of Information Act,

was for consultation with legal counsel pertaining to specific legal matters requiring the provision of legal advice by such counsel, relating to the Corbett v. RMTA lawsuit, and the second, as permitted by Va. Code § 2.2-3711.A(1) of FOIA, for personnel matters, regarding the discussion and consideration of the performance/review of a specified employee of the Authority, namely, the CEO, and comprising in part the report of the Nominations and Governance Committee as to same. Such resolution was duly approved by the affirmative votes of all of the Directors noted above as being present, and the Board convened in executive session.

The Board reconvened in open session and considered a motion pursuant to Virginia Code § 2.2 3712(D) that, to the best knowledge of each Director then present, (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 Board 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.

Continuing with the report of the Nominations and Governance Committee, Messrs. Johnson and Brown noted that the update on the Retreat and report to the full Board was expected to be presented to the Board at its January, 2017 meeting.

Reverend Nelson gave the report of the Local Finance Board. He, along with Ms. Gray and Mr. Taylor, provided a brief overview of the Local Finance Board meeting, which had occurred prior to the December Board meeting. Performance of the Authority's OPEB Trust was still on target to achieve the projected return of 7.5% and the fair value of the Authority's OPEB Trust assets was increasing.

Ms. Gray began the CEO comment portion of the agenda by stating that the Conflict of Interest Act forms were soon to be made available to the appointing local jurisdictions, but the Commonwealth's Conflict of Interest Office was late in distributing the form. The jurisdictions would distribute the forms to Board members for completion. Filings were due January 15, 2017.

Continuing, she noted the City had advised the Authority of the need to continue management of Main Street Station until the end of the fiscal year due to a later than anticipated procurement process. This would require an adjustment to the Authority's fiscal year 2017 budget, which was based on management of Main Street Station through calendar year end 2016. The management agreement had a term through June 2017, subject to earlier termination. Ms. Gray gave a brief overview of the budget adjustment, following which the Board, upon motion duly made, seconded, and unanimously approved by all of the Directors above noted as being present, approved the resolution entitled "*Resolution Approving Budget Adjustment for Fiscal Year 2017*" in the form attached to these minutes.

Mr. Tart commented that he had recently seen the renovated train shed in its near-completed status and that it would be a phenomenal structure. Ms. Gray noted that she would be able to provide Board members with opportunity for a tour should they desire.

Continuing, she reported that the Authority's CAFR had been distributed and printed copies were available. The Standard and Poor's rating agency had conducted its periodic surveillance update and affirmed the Authority's credit rating for its Expressway bonds of A+ (stable). A copy of the report was in the agenda materials. Moody's had also undertaken its ongoing update, and Ms. Gray, in conjunction with the Authority's financial advisor, had answered the rating agency's questions and the update report was expected by year end.

She noted that Mr. James “Jim” Madison, formerly with the regional transit authority in Syracuse, New York, was expected to begin work on January 3, 2017 as the Authority’s Director of Finance to succeed Mr. Doughtie. She was also working on filling the Executive Assistant position.

Next, she directed the Board’s attention to the recently-conducted customer service summary and described several useful items in it, including data as to where Expressway patrons reside/originate (by jurisdiction and by zip code), purpose of travel, frequency of Expressway usage, and the like. Ms. Gray commented on an upcoming E-ZPass marketing campaign. Mr. Hinson complimented the CEO and Staff regarding the report inasmuch as it took the statistical information and looked for opportunities.

Reverend Nelson departed the meeting.

In response to a question from Mr. Holland, there was no new information from Delegate Loupassi related to the “coliseum amendment” to the Authority’s enabling act.

Ms. Dean updated the Board on the launch of the new website, illustrating its various features and commenting that the redesigned site reflected input from employees and others.

Ms. Simmons gave a brief Operations report, referring Board members to her written materials in the Board Agenda packet. Mr. Whirley advised that an Operations Committee meeting was anticipated to be held in early January, 2017.

Mr. Taylor similarly referred Board members to his written Finance report. Monthly gross traffic increased by approximately 3.4%, and on a normalized basis was estimated to have increased to approximately 1.4% over the preceding year. Fiscal year-to-date traffic through November 30 was approximately 1.3% ahead of the previous year. Toll revenue was

approximately 0.4% ahead of the budget estimate for the fiscal year to date, while expenses are within budget.

There being no items of new business or any further business to come before the meeting, and the Chairman wished a Happy Holiday season to all present. The meeting was adjourned at 2:15 p.m.



Secretary

APPROVED:


Chairman

RICHMOND METROPOLITAN TRANSPORTATION AUTHORITY

**RESOLUTION APPROVING BUDGET
ADJUSTMENTS FOR FISCAL YEAR 2017**

December 13, 2016

WHEREAS, the Richmond Metropolitan Transportation Authority (the "Authority") desires to adjust its adopted budget for fiscal year 2016;

WHEREAS, the Authority's adopted financial policies require the approval of the Board of Directors to increase the total budgeted expense per fund or transfer budget authorization between the expense categories of salaries and benefits, operating, and capital; and

WHEREAS, the budget adjustment proposed by Staff that requires Board approval is:

- Increase budget authorization of approximately \$414,816 for the Main Street Station fund to provide for operations through June 30, 2017, as the adopted budget anticipated operations through December 31, 2016 based on the Authority's understanding of the City's procurement timeline for management services. The City's procurement timeline has shifted to a later date and the City would like RMTA to continue managing the Station beyond December 31. Revenues generated from operations of Main Street Station in addition to increased contributions from the City, in accordance with the management agreement, provides for no net impact to the fiscal year budget.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE RICHMOND METROPOLITAN TRANSPORTATION AUTHORITY THAT:

1. The foregoing budget adjustments are approved and adopted
2. Staff shall include such adjustments in the Authority's' fiscal year 2017 adjusted budget.
3. This resolution shall take effect immediately.