

**MINUTES OF THE REGULAR MEETING
OF THE BOARD OF DIRECTORS OF THE
RICHMOND METROPOLITAN TRANSPORTATION AUTHORITY
HELD FEBRUARY 14, 2017**

The regular meeting of the Board of Directors of the Richmond Metropolitan Transportation Authority was held on the 14th day of February, 2017, 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 noted below: Directors Brown, Dabney, Hazelett, Hinson, Holland, Johnson, Ramsey, Tart, West, Whirley, White and Woodfin. Reverend Nelson and Reverend Waller arrived during the course of the meeting. Also present were Ms. Gray, Mr. Madison, Ms. Dean, Ms. Johnson, Ms. Simmons and Ms. Plutro of the Authority, and Mr. Ballou. Representatives of the Kimley-Horn engineering firm were also in attendance.

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., wishing Board members and staff a happy Valentine's Day. Following introductions of those present, including representatives of the Kimley-Horn engineering firm, the Chairman turned to approval of the minutes of the Authority's meeting held on January 10, 2017. These, upon motion duly made and seconded by the affirmative votes of all of the Directors noted above as being present, were approved as previously distributed by the unanimous approval of all Directors noted above as being present, except for Mr. Hinson, who abstained as he was not present at the January 2017 Board Meeting.

The Chairman then read aloud the Resolution of Appreciation for retiring long time employee, Boylann Johnson, which resolution the Board enthusiastically approved by affirmation. Mr. Johnson had faithfully served the RMA/RMTA for more than thirty years and had worked at all of the Authority's facilities. Ms. Gray also offered her reflections on Mr. Johnson's loyal and faithful service to the Authority.

The Chairman also recognized Ms. West for her nomination to the Greater Richmond Business Hall of Fame, sponsored by Junior Achievement of Central Virginia, which recognizes business leaders for their contributions to business in the Richmond area. The Board heartily joined Mr. Johnson in extending their congratulations to Ms. West for this signature recognition.

Ms. West gave the report of the Compensation and Benefits Committee, which had met prior to the Board meeting. The Committee discussed proposed updates to the Authority's personnel policy manual. Electronic versions of the Authority's current personnel manual would be provided to the Board. The manual was generally updated every three to five years, unless a more significant event suggested a more frequent change. The deferred compensation matter was pending feedback from the Virginia Retirement System. Turning to the Authority's health benefit package, she reported that the premium increase proposed by Anthem, even following negotiations, approached 16%. The Committee therefore endorsed the recommendation of staff and the Authority's consultant/insurance agent that the Authority's health insurance be bid for the forthcoming year. Further updates would be forthcoming in the March time frame. She especially recognized Mr. White for his expertise in guiding the Committee's discussions.

As to the CEO's comments, Ms. Gray began with an introduction of Ms. Beth Plutro as the Authority's new assistant and who was duly welcomed by the Board.

Mr. Ballou gave a brief update regarding legislation in the General Assembly, which was in its concluding phases. Most of the “harmful” toll legislation had either been left in committee or had been referred to study. One such item was SB 954 (Sen. DeSteph), which would be the subject of study by the Virginia Toll Facilities Group in the current year. Ms. Simmons served as current chair of this body. The General Assembly had also left in committee the “unfavorable” bill concerning Special Conservators of the Peace (SCOPs) patroned by Del. Fowler (HB 2416).

Continuing, Ms. Gray noted she had attended a meeting sponsored by the Greater Washington Partnership, a recently-formed CEO group with goals of addressing critical economic issues facing the region stretching from Richmond to Baltimore, strengthening the regional economy and positioning the area as a global center for commerce and innovation. A key driver to this regional approach is the advancement of infrastructure solutions that strengthen mobility and improve quality of life. The first meeting had recently been held at Ernst and Young’s Richmond office, where the group heard from a panel that included representatives of the Greater Richmond Chamber of Commerce, the Va. Dept. of Transportation (including the Commissioner), the Division of Rail and Public Transport, the Richmond Transportation Planning Organization, Richmond Ports, and was focused on how transportation partnerships can be successful. The Board briefly discussed the foregoing, along with the Washington area’s Metrorail and high speed rail. Ms. Gray concluded by noting the GWP was gathering information from the jurisdictions so as to be part of the region’s infrastructure and transportation dialogue.

She next addressed the status of the strategic plan, stressing the importance of obtaining Board consensus on the plan to guide the Authority and staff in coming years. Elements would

include how the jurisdictions engaged with the Authority, the building of a relationship of trust among the jurisdictions and the Authority and the diligent cultivation of these matters. A handout provided elements of the strategic plan that could guide the Board's discussion.

Directors Nelson and Waller arrived during the Board's discussion.

Mr. Hazelett endorsed this concept stating that the Board needed to come together as a group, which would require active involvement in the building of consensus and finishing the process it had begun. While this might have its difficult aspects, it is necessary for the Authority and the Board to move forward. Mr. Woodfin suggested an informal meeting with the jurisdictions' CAO and County administrator/manager to ask for jurisdictional input. Ms. West noted that tourism and the chamber of commerce were constituencies to be networked and that were dependent on the Expressway System and the regional transportation network. Similarly, Dr. Dabney suggested the identification of stakeholders – agencies such as DRPT, VDOT, the TPO, GRTC, the jurisdictions and others – to work with and from whom to obtain information.

Mr. Hazelett reiterated that he saw moving forward on the strategic plan to be a critical item that was vital for the Authority's future. The Board may wish to make consideration of the plan a regular part of each Board meeting.

Mr. Brown stated that his view was somewhat different: the jurisdictions see the Authority differently and will come to the Authority in cases of an appropriate undertaking or project. That said, it is not likely that the jurisdictions would inform the Authority of this in advance, but rather they will take advantage of the Authority's unique capabilities and structure in fitting circumstances. If completion of the strategic plan is dependent on detailed input and feedback from the jurisdictions, the Board runs the risk that the plan will never be completed. Accordingly, Mr. Brown pointed out the potential risk of over-analysis and the need to take stock

of the Authority's existing assets and charter as well as current and future regional opportunities, all in conjunction with the Board's input, in the crafting of the Authority's strategic plan.

Mr. Hazelett noted that the Board should not ignore the political realities. The majority of what the Authority does is governed by the charter with aspiration aspects more on the fringes.

Mr. Holland added that he was in agreement with much of the foregoing, especially as to information from the jurisdictions. The TPO is studying the various sources of revenue, and Mr. Holland also noted the ongoing discussions for a new minor league baseball stadium. He was of the view that the Board should focus on such principles as its mission and a broad vision of where it sees the Authority in the next three to five year period.

Mr. Johnson thought that brainstorming sessions are very helpful, especially if done with a collaborative approach a focus on several discrete areas. One example is the current Sports Backers' plan, which was a strategic plan prepared with input from various constituencies. The Authority is far along on its consideration of various aspects of its plan, especially in major areas, and so was in position to begin to fill in the specifics. A tangible starting point, a draft, is needed to move the process along.

Mr. Tart agreed that the plan needed the participation of the full Board and the current discussion was an excellent part of this process. He asked if the Board might want to schedule a special meeting to focus on the plan.

Other Board members agreed as to the productive nature of the discussion, which also considered the use of breakout sessions and the ongoing nature of the process.

Ms. West agreed with several aspects of the foregoing but expressed some concern with the current delivered product and the consultant – she expected to have seen more by this point.

Mr. Ramsey pointed to the draft that had been handed out as providing some direction. While two elements of the strategic plan's four focal areas were "internal" (leveraging and excellence) – two others (scope and expansion) required input and perhaps revenue diversification. The internal items could be fleshed out while the external ones could be discussed with the jurisdictions.

Ms. Gray stated that the consultant had prepared the draft (which had been presented to the Board in January), using the Sports Backers' product as a model. In speaking with the Executive Director from Sports Backers, he had stated that the Board, staff and consultants had met numerous times over a six to nine month period to prepare a detailed plan first, from which it generated a the more thematic talking point items. She sees the RMTA Board taking a similar approach and then taking it to the jurisdictions.

Mr. Brown noted the constructive tension that the process involved, but added that somebody/something had to move first, and in his view, the Authority should put its plan on the table. He encouraged the Board to bring to a conclusion that which had been in discussion for several years.

Mr. Johnson suggested that the March, 2017 Board meeting be dedicated the strategic plan. Others agreed, with Ms. West seeking a written document to have as a starting point and Rev. Nelson suggesting an earlier starting point for the Board meeting. He added that he saw no need to circle back to the jurisdictions unless some circumstance – such as a new project or venture – had changed to suggest that. Mr. Ramsey agreed with the suggestion that a template be provided in order to guide the Board's discussion and as to which it could then begin to fill in details. Mr. Whirley endorsed the importance of going through the process embodied by getting the basic points before the Board and then working through them, including through committees.

The Chairman drew the discussion to a conclusion by noting the importance of the March meeting and the potential that it might go for an extended period of time.

Mr. White departed the meeting.

Ms. Simmons gave the Operations report. She referred to her written report, noting that she would be happy to answer questions concerning the report. The Authority was using the eVa procurement portal and also trying to get ahead of the VDOT bidding/construction schedule. She illustrated this by pointing out bid specifics for the 2017 solicitations for the deck rehabilitation and mill and overlay projects, and stated that new bidders, some local and some SWaM, attended recent pre-bid meetings. Bids were also getting sharper.

Ongoing lane closures over the James River Bridge during the approaching weekend would continue, as work progress on the protective coatings project. The Authority had publicized these in various media outlets.

In response to a question from Mr. Whirley, she stated that the projected time frame for the mill and overlay project would be March through October and that for the deck recoating project would be March through November. Responding to a question from Ms. West regarding SWaM, Ms. Simmons noted that the low bidder on the mill and overlay project was not SWaM, but SWaM reporting obligations were part of the bid documentation, including closeout information from subcontractors.

Mr. Madison gave the Finance report. Referring to his written report, traffic was approximately 2.2% ahead of the previous fiscal year period. Revenues for the fiscal year exceeded budget by approximately 1.7%, while expenses were approximately 2% under budget. He also noted that the Board's agenda included the mid-year certification of toll revenues by the

Authority's traffic and revenue consultant, which certification was required by the bond resolution. This also sets forth an early and rough projection for the next year.

With regard to new business, Mr. Brown, from his perspective on the Commonwealth Transportation Board, noted the upcoming announcement of improvements, known as "ReVampRVA," for projects along the Interstate 95 corridor in the Richmond region to address bottlenecks, such as at Atlee Road and Sliding Hill Road.

There being no items of new business or any further business to come before the meeting, the meeting was adjourned at 1:55 p.m.



Secretary

APPROVED:


Chairman