

**MINUTES OF THE REGULAR AND RETREAT MEETING
OF THE BOARD OF DIRECTORS OF THE
RICHMOND METROPOLITAN TRANSPORTATION AUTHORITY
HELD NOVEMBER 4, 2016**

A regular and Retreat meeting of the Board of Directors of the Richmond Metropolitan Transportation Authority was held on the 4th day of November, 2016, at 8:00 a.m. at the Black History Museum & Cultural Center of Virginia, 122 W. Leigh Street, Richmond, Virginia 23220, pursuant to due notice.

The following Directors were present and acting throughout the meeting, except as noted below: Directors Brown, Dabney, Hazelett, Hinson, Johnson, Ramsey, Whirley, White, and Woodfin. Directors Tart and West arrived during the course of the meeting. Directors Holland, Kaechele and Nelson were absent. Also present were Ms. Gray, Ms. Dean, Mr. Doughtie, Ms. Johnson, Ms. Simmons, and Mr. Ballou. Others were present during the Retreat session as noted below.

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

The Chairman called the meeting to order at 8:10 a.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 monthly meeting held on September 13, 2016 and the Authority's special meeting held on October 28, 2016 were approved as previously distributed.

In the absence of Mr. Tart, Mr. Doughtie gave the report of the Audit Committee. The Authority's 2016 Comprehensive Annual Financial Report (CAFR) had been presented along with a clean opinion of the auditors at a recent meeting of the Audit Committee. The CAFR identified no deficiencies in internal control considered to be a material issue. The Authority received the Government Finance Officer's Association (GFOA) award for the 22nd

consecutive year for its 2015 CAFR and would similarly submit the 2016 CAFR to the GFOA for consideration. Mr. Doughtie and Ms. Gray pointed out a compliance matter in the 2016 CAFR regarding the late filing of conflict of interest disclosure forms by Board members with the respective member jurisdictions and the Authority's response to same. Following a brief discussion, the Board, upon motion duly made and unanimously approved by all those above noted as being present, approved the "*Resolution To Accept The Comprehensive Annual Financial Report For The Fiscal Year Ending June 30, 2016*" in the form attached to these minutes.

Ms. West joined the meeting in progress.

Ms. Gray made two personnel announcements, the first involving Mr. Aida's departure to take a position with the Public Affairs Office of NASCAR, and the second involving Mr. Doughtie's departure to the Virginia Resources Authority as Director of Finance and Administration. The Board noted its great appreciation to Mr. Doughtie for his many contributions during the preceding years.

With regard to the Operations Report, Ms. Simmons stated that work under the deck replacement had been completed on time and on budget. Work on the maintenance and repair contract was ongoing, and the protective coatings contract was in the preconstruction phase. She referred Board members to her written report for remaining items.

Mr. Doughtie gave the Finance Report, observing that traffic for the October, 2016 period was 0.6% behind the previous year period, but was 0.8% ahead on a normalized basis, and 0.7% ahead for the fiscal year to date. Toll revenue and expenses for the fiscal year was in line with projections. He referred Board members to his written report for remaining items.

As there was no new business to discuss or consider, the Chairman adjourned the regular business meeting of the Authority at 8:25 a.m., and the Board immediately reconvened in its Retreat Session, the Chairman observing that, as it was a retreat meeting, no formal Board action was contemplated. Mr. Tart joined the meeting in progress.

The Chairman opened the Retreat Session by observing that a day spent on briefings of pertinent issues before the Authority would lead to greater understanding of the Authority's business. He emphasized the focus on strategic planning as to the Authority's role in the region. He turned to Mr. Brown who, as member of the Commonwealth Transportation Board, introduced Nick Donohue, Deputy Secretary of Transportation of the Commonwealth, and a principal architect of the HB 2 or Smart Scale scoring model that provides for the Commonwealth's prioritization and funding for transportation projects. Mr. Donohue provided an overview of state transportation funding and recent Virginia transportation legislation, with a focus on the Smart Scale process as well as regional funding in Northern Virginia and Hampton Roads, as compared to the Central Virginia area. Upon the conclusion of his remarks, Mr. Donahue responded to various questions, including prospects for further transportation legislation in forthcoming sessions of the Virginia General Assembly and regional transportation funding in Central Virginia, interoperability and the future of E-ZPass, local versus state transportation funding and the mix of transportation spending as compared to other state-level funding needs such as education and social services.

Following Mr. Donahue's presentation, the Chairman reiterated the importance of the Retreat's focus on strategic planning and introduced the facilitators for the Retreat, namely Tamar Henkin and Brittany Gernhard of High Street Consulting Group. The facilitators and Board members began with a discussion the Authority's mission statement.

Following the initial discussion, the Board heard from Barbara Nelson, Director of the Richmond Regional Transportation Planning Organization (formerly the Richmond Metropolitan Planning Organization) and Kevin Page, Executive Director of the Hampton Roads Transportation Accountability Commission. Ms. Nelson described the role of the TPO, as well as its Six-Year Improvement Program, Transportation Improvement Program and Metropolitan Transportation Plan, and how these worked with Smart Scale as well as the funding of transportation projects in Central Virginia on a regional basis. Mr. Page described the Hampton Roads experience in achieving regional consensus with a focus on regional long range strategic planning, programming and financing/undertaking. He illustrated the process with examples of the funding of previously unfunded projects. The long term nature of the process – in some cases stretching over decades – was observed.

Following these discussions, the Board continued its discussions of the Authority's mission statement and embarked on a SWOT (Strengths, Weaknesses, Opportunities, and Threats) analysis. The Board then considered goals and objectives, including both short term and long term, and the next steps to be taken in working towards these goals and objectives.

The Chairman gave brief closing remarks and various Board members thanked the Chairman, Ms. Gray and Staff and the Retreat's facilitators for the many hours of hard work that had led to a productive Retreat, following which, there being no further business to come before the meeting, the same was adjourned at 4:20 p.m.

Rich. E. Bell

Secretary

APPROVED:

James A. Johnson

Chairman

2062119

RICHMOND METROPOLITAN TRANSPORTATION AUTHORITY

**RESOLUTION TO ACCEPT THE COMPREHENSIVE ANNUAL
FINANCIAL REPORT FOR THE FISCAL YEAR ENDING JUNE 30, 2016**

November 4, 2016

WHEREAS, the Richmond Metropolitan Transportation Authority (the "Authority") has prepared a Comprehensive Annual Financial Report ("CAFR") for the fiscal year ended June 30, 2016; and

WHEREAS, the Authority's staff provided a draft of the CAFR to the Audit Committee on September 23, 2016 with a highlight summary, and to the Board of Directors on October 6, 2016, to allow an opportunity for questions or comments prior to finalizing the report; and

WHEREAS, the Authority's Audit Committee met October 20, 2016 with staff and the Authority's Independent Audit firm Cherry Bekaert (the "Auditor") to allow an opportunity to discuss questions or comments about the draft CAFR and the audit prior to finalizing the report; and

WHEREAS, it is the Auditor's responsibility to express opinions on the financial statements and on internal control over financial reporting and on compliance and other matters based on an audit of financial statements; and

WHEREAS, in the opinion of the Report of the Independent Auditor, the financial statements included in the CAFR present fairly, in all material respects, the financial position of the Authority in conformity with generally accepted accounting principles; and

WHEREAS, the Authority's Audit Committee on October 20, 2016 recommended acceptance of the audit and directed staff to finalize the fiscal year 2016 CAFR with a printed copy to be distributed at the December Board meeting.

NOW, THEREFORE, BE IT RESOLVED THE BOARD OF DIRECTORS OF THE RICHMOND METROPOLITAN TRANSPORTATION AUTHORITY adopts this resolution and accepts the CAFR for the fiscal year ended June 30, 2016.