

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

The regular meeting of the Board of Directors of the Richmond Metropolitan Transportation Authority was held on the 13th day of September, 2016, at the offices of Christian & Barton, L.L.P., in the Mutual Building, 909 East Main Street, Conference Room 11B, pursuant to due notice.

The following Directors were present and acting throughout the meeting, except as noted below: Directors Cannady, Hinson, Holland, Johnson, Nelson, Tart, West, Whirley, Woodfin and White. Directors Brown, Hazelett, and Kaechele were absent. Also present were Ms. Gray, Ms. Johnson, Mr. Doughtie, Ms. Simmons and Mr. Aida of the Authority, and Mr. Ballou.

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. and referred to the minutes of the July 12, 2016 and August 9, 2016 meetings of the Board of Directors. 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 such meetings were approved as previously distributed.

The Chairman addressed the agenda's resolutions of appreciation, beginning with the resolution regarding Dale Cannady's lengthy service as a Board member and also referring to the resolution regarding Jim Holland's tenure as Chairman (which had been presented in July when Mr. Holland was not in attendance), each of which were duly presented to the Board and approved in the form attached to these minutes by the unanimous and enthusiastic acclamation of all Board members noted above as being present.

In Mr. Brown's absence, Ms. West gave the report of the Nominations and Governance Committee, which had met prior to the Board meeting. The Committee considered various details of the upcoming Board retreat, scheduled for November 4, 2016 at the Black History Museum and Cultural Center of Virginia, including the solicitation for and selection of a facilitator. The Authority received four proposals in response to its RFP, and after due consideration and discussion, the Committee recommended that High Street Consulting serve as coordinator of the Retreat, based on their experience and price (approximately \$25,000). Ms. West added that the firm was Maryland-based and was SWaM-certified. The Committee was scheduled to meet again on September 30 to consider the consultant's specific scope of services and the Retreat agenda. Ms. West concluded her report by noting that the Committee's recommendation of High Street Consulting to serve as Retreat facilitator was in the form of a motion, which was duly seconded by Mr. Hinson. A brief discussion followed, with Mr. White questioning the value of the expenditure and that it was a poor use of toll dollars. Ms. West noted that in her experience the use of an external coordinator or facilitator helped with the overall direction and strategic planning for an organization and that this proposed direction would add value for the Board and the Authority and was the logical next step for the Authority. The Board then approved the Committee's recommendation to engage High Street Consulting as a facilitator for the upcoming Retreat, at an expected fee of approximately \$25,000, with all Directors noted above as being present voting in the affirmative, except Mr. White who voted in the negative.

Mr. Whirley presented the report of the Operations and Finance Committee which had met on September 7 to consider several matters. He first presented the 12th Street access easement, which the Committee was recommending to the Board for approval, with the form of

the approving resolution having previously been distributed to the Board. He described the nature and terms of the proposed easement agreement and the terms of the transaction, including payments by the developer and conditions associated with the Authority's granting of the easement. The Chairman noted the period of time within which the developer had to obtain necessary approvals. Ms. Gray and Mr. Ballou briefly responded to questions, following which the resolution entitled "*Resolution Authorizing Conveyance of Easement to North Falls Acquisition, LLC*" was duly approved by the affirmative votes of all of the Directors noted above as being present.

Mr. Whirley next addressed the subject of new leased space for the Authority's central offices. The proposed new space, on the 11th floor of the Riverfront Plaza, comprised approximately 4,445 square feet, with an approximate annual rent of \$100,000, and the proposed lease term was for ten years, following a 10 month rent free option, with two 5 year extensions at the Authority's option. The landlord was providing a tenant improvement allowance and access to shared conference space. Ms. Gray observed that the new lease would result in substantial savings in rent costs. Mr. Tart asked as to moving costs, which Ms. Gray estimated at approximately \$9,000. Following this discussion, the resolution entitled "*Resolution Authorizing Execution of Lease Agreement*" was duly approved by the affirmative votes of all of the Directors noted above as being present.

Mr. Whirley observed that the next item on the agenda involved discussion in Executive Session, and the Chairman entertained a motion for the Board to convene in executive session as permitted by Va. Code § 2.2-3711.A(3) of the Virginia Freedom of Information Act for the purpose of discussing and considering the proposed conveyance/disposition of real property, as relates to various Expressway System assets, where discussion in open session would adversely

affect the bargaining position or negotiating strategy of the public body, and under Va. Code § 2.2-3711.A(7), for consulting with legal counsel regarding such conveyance/disposition. 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 with several staff members departing.

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.

Reverend Nelson departed the meeting, following which Mr. Whirley and Ms. Gray gave a brief update on the status of the Toll System RFP and various considerations the Authority had explored in putting the RFP together.

The CEO began her comments with the status of Board appointments. Richmond City Council was expected to consider the appointment of Dr. Unwanna Dabney to the Board at its September 26 meeting. Ms. Gray was unaware of any scheduled action by the Chesterfield County Board of Supervisors as to the vacancy created by the expiring term of Mr. Cannady. Also, the payment made to TRMI under the settlement agreement had been made.

Continuing, she called to the Board's attention the Annual Traffic Report of Jacobs Engineering, the Authority's traffic and revenue consultant. Highlights of the previous fiscal year included overall Expressway System traffic growth of 4.7% and revenue growth of 4.8%,

primarily due to increased employment, with traffic increasing approximately 5.0% on the Powhite Parkway, 4.0% on the Downtown Expressway and 2.0% on the Boulevard Bridge. There had not been much change in hourly traffic patterns. She cautioned that this report was not a forward-looking estimate or predicative of future traffic trends, and that traffic growth looked to be lower in the current fiscal year.

The Authority would shortly launch a customer and travel utilization survey, the first one since 2008, when the Authority surveyed its patrons in connection with various planning matters and the 2008 toll increase. This survey was expected to provide more accurate information as to travel patterns in connection with the upcoming Toll System RFP. It was hoped the data would be compiled and available prior to the Retreat. In response to questions from Mr. Tart and Mr. White, Ms. Gray and Mr. Doughtie reported that the survey would be primarily electronic in nature, rather than physical, and that the cash versus E-Z Pass mix was approximately 33% cash and 67% E-Z Pass at the mainline toll plazas.

Ms. Simmons gave the Operations report. In the interests of time, she referred Board members to her written report and the three ongoing projects referenced therein.

Mr. Doughtie gave the Finance report and similarly referred Board members to his written report. Highlights include fiscal year to date toll revenue approximately 0.6% ahead of projections. Fiscal year to date traffic was up 1.3% over the similar period for the prior year.

There were no questions of either Ms. Simmons or Mr. Doughtie.

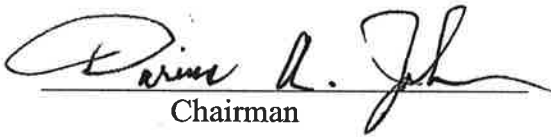
The Board deferred going into Executive Session to discuss a legal/personnel matter to a subsequent meeting.

There being no items of new business or any further business to come before the meeting, the same, upon motion duly made, seconded and unanimously carried, was adjourned at 2:25 p.m.



Secretary

APPROVED:


Chairman

RICHMOND METROPOLITAN TRANSPORTATION AUTHORITY

**RESOLUTION AUTHORIZING
CONVEYANCE OF EASEMENT TO NORTH FALLS ACQUISITION, LLC**

September 13, 2016

WHEREAS, the Richmond Metropolitan Transportation Authority ("RMTA") owns and operates the Downtown Expressway ("Expressway");

WHEREAS, North Falls Acquisition, LLC (including affiliates, the "Developer") desires to acquire certain easement rights, licenses and privileges (the "Easement"), over, under, through and across a certain parcel of real property (the "Easement Parcel") adjacent to the Expressway for use by the Developer in developing adjacent parcels it owns or controls;

WHEREAS, RMTA's consulting engineer has advised that the Easement Parcel is not required for use in connection with the operation of the Expressway and not otherwise required for RMTA's purposes;

WHEREAS, the net proceeds of the conveyance of the Easement would be deposited into the Repair and Contingency Fund established under RMTA's expressway bond resolution and used for capital repair purposes; and

WHEREAS, the Easement, the proposed terms and conditions under which RMTA would convey the Easement to the Developer and the forms of the related easement agreement and easement acquisition agreements in respect of same have been presented to and reviewed by the Directors;

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

1. The conveyance of the Easement to the Developer is hereby approved. The CEO is hereby authorized to execute and deliver the easement agreement and the easement acquisition agreement, along with such other affidavits, settlement statements, certificates and other documents as are necessary or desirable to consummate the conveyance of the Easement to the Developer in the form and upon substantially the same terms and conditions as presented to the Directors at this meeting, with such changes, completions, omissions or insertions as the CEO, upon advice of counsel, may deem appropriate. The net proceeds of the conveyance of the Easement shall be deposited into the Repair and Contingency Fund established under RMTA's expressway bond resolution.

2. All other actions of the officers of RMTA in conformity with the purposes and intent of this resolution and in furtherance of the undertaking and conclusion of the foregoing are hereby ratified and approved.

3. This Resolution shall take effect immediately.

RICHMOND METROPOLITAN TRANSPORTATION AUTHORITY

RESOLUTION AUTHORIZING EXECUTION OF LEASE AGREEMENT

September 13, 2016

WHEREAS, in anticipation of the upcoming expiration of its central administrative office lease, Staff of the Richmond Metropolitan Transportation Authority ("RMTA") have undertaken preliminary discussions with one or more landlords in the downtown Richmond vicinity, and discussed same with the Board of Directors;

WHEREAS, at its June 14, 2016 meeting, the Board authorized Staff to negotiate lease terms with one or more landlords and bring to the Board for its consideration substantially final lease terms; and

WHEREAS, Staff has negotiated substantially final lease terms, as described to the Finance and Operations Committee at its September 7, 2016 meeting and the Board of Directors at its September 13, 2016 meeting.

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

1. Staff is hereby authorized to negotiate and finalize a lease agreement that provides for the lease terms outlined above, and the Chief Executive Officer, with the advice of counsel to RMTA, is hereby authorized to execute and deliver such lease agreement.
2. Staff is hereby authorized to take all such actions as are appropriate and desirable in furtherance of the move of RMTA's central administrative offices from the current space to Riverfront Plaza.
3. This resolution shall take effect immediately.