

**MINUTES OF A SPECIAL MEETING
OF THE BOARD OF DIRECTORS OF THE
RICHMOND METROPOLITAN TRANSPORTATION AUTHORITY
HELD OCTOBER 28, 2016**

A special meeting of the Board of Directors of the Richmond Metropolitan Transportation Authority was held on the 28th day of October, 2016, at 12:00 noon, in the Shenandoah Room, 4th floor, SunTrust Building, 919 East Main St., Richmond, pursuant to due notice.

The following Directors were present and acting throughout the meeting, except as noted below: Directors Brown, Dabney, Hazelett, Holland, Johnson, Ramsey, West, Whirley, Woodfin and White. Director Nelson joined the meeting during in progress. Directors Hinson, Kaechele, and Tart were absent. Also present were Ms. Gray of the Authority, Ms. Leiner and Mr. Ballou.

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

The Chairman called the meeting to order at 12:10 p.m. He welcomed new Board members Dr. Unwana Dabney (City of Richmond) and Mr. Lane Ramsey (Chesterfield County) to the Authority's Board. He also welcomed Ms. Lisa Leiner of the firm of Harman Claytor Corrigan & Wellman, P.C. He observed that this was a special meeting of the Authority, called in order to discuss the annual performance review of the Authority's CEO and certain pending litigation, both of which were appropriate subjects for closed session.. Accordingly, the Chairman entertained a motion that the Board convene in executive session as permitted by Va. Code §§ 2.2-3711.A(1) and (7) of the Virginia Freedom of Information Act for the purpose of discussing and considering the annual performance review of the CEO, and comprising in part the report of the Nominations/Governance Committee as to same, and 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, as relating to certain personnel litigation pending against the Authority. 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.

During the executive session, Rev. Nelson joined the meeting, and Ms. Leiner and Mr. Holland departed the meeting.

The Board reconvened in open session and considered a motion pursuant to Virginia Code Section 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.

There being no further business to come before the meeting, the same, upon motion duly made, seconded and unanimously carried, was adjourned at 2:10 p.m.



Secretary

APPROVED:



Chairman