

**MINUTES OF A SPECIAL MEETING
OF THE BOARD OF DIRECTORS OF THE
RICHMOND METROPOLITAN TRANSPORTATION AUTHORITY
HELD AUGUST 30, 2017**

A special meeting of the Board of Directors of the Richmond Metropolitan Transportation Authority was held on the 30th day of August, 2017, in the Riverfront Plaza East Tower Conference Room, 951 East Byrd Street, Richmond, Virginia, pursuant to due notice.

The following Directors were present and acting throughout the meeting: Directors Brown, Dabney, Gurley, Hardiman, Hazelett, Hinson, Johnson, Nelson, Tart, Whirley, West, White and Woodfin. Directors Ramsey, Holland and Waller were absent. Also present was Mr. Ballou. Rev. Nelson participated in the meeting by electronic means pursuant to the Authority's remote participation policy, which participation was duly approved by all members of the Board noted above as being physically present.

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

The Chairman called the meeting to order at 8:30 a.m. and began with the welcome and introduction of new Director Hardiman.

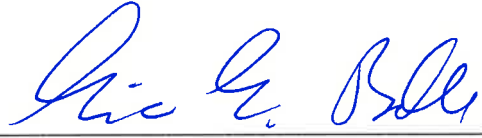
The Board then considered a motion to convene in Executive Session pursuant to Va. Code § 2.2-3711.A(1) and A(7) of the Virginia Freedom of Information Act, as relates to personnel issues, for the purpose of the discussion and consideration of prospective candidates for employment, namely with regard to the CEO position, and for consultation with legal counsel regarding such personnel matters. Such motion was duly moved, seconded and approved by all Directors noted above as being present.

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 being present. Following, upon motion duly made and seconded, the Board unanimously approved the following resolution, with all Directors noted above as being present voting "aye:"

that the Richmond Metropolitan Transportation Authority approves and accepts the recommendation of the Compensation and Benefits Committee that the Authority make an offer to Joi Taylor Dean, currently Interim CEO, to assume the position as the Authority's CEO, with the authority to perform those duties customarily performed by the Authority's CEO and such other duties as may be assigned by the Board from time to time, and the Chairman hereby is authorized on behalf of the Authority to provide an offer letter of employment at the salary of \$186,000 *per annum* and otherwise on the Authority's standard terms and conditions, to be effective as of September 1, 2017, including those discussed in the report of the Compensation and Benefits Committee.

There being no items of new business or any further business to come before the meeting, the meeting was adjourned at 9:05 p.m.


Secretary

APPROVED:


Chairman

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