

**MINUTES OF THE REGULAR MEETING
OF THE BOARD OF DIRECTORS OF THE
RICHMOND METROPOLITAN TRANSPORTATION AUTHORITY
HELD FEBRUARY 13, 2018**

The regular meeting of the Board of Directors of the Richmond Metropolitan Transportation Authority was held on the 13th day of February, 2018, at the offices of Christian & Barton, L.L.P., in the Mutual Building (Conference Room 11-B), 909 East Main Street, Richmond, Virginia, pursuant to due notice.

The following Directors were present and acting throughout the meeting: Directors Gurley, Hardiman, Johnson, Ramsey, Tart, West, White, Whirley, and Woodfin. Directors Brown, Hazelett, Hinson, and Nelson were absent. Mr. Holland and Rev. Waller joined the meeting in progress as noted below, and Dr. Dabney participated via the Authority's remote participation policy. Staff present included Ms. Dean (also via remote participation), Ms. Watson, Ms. Simmons, Ms. Johnson, Mr. Madison, and Ms. Mehta. Others present included Mark Grossenbacher of HNTB, Mr. Ballou, and Mr. Nick Mazzenga of Kimley-Horn.

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

The Chairman called the meeting to order at 12:05 p.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 meeting held on January 9, 2018 were approved as previously distributed.

The Board considered a motion that Dr. Dabney participate via electronic participation pursuant to the Authority's remote participation policy as she was travelling out of town, which motion was duly approved by all Board members noted above as being present. Dr. Dabney

could be heard throughout the meeting room, and she in turn could hear other Board members and Staff.

Ms. West gave the report of the Compensation and Benefits Committee, which had met immediately prior to the Board meeting with Mr. White, Mr. Johnson, Mr. Ramsey, and herself in attendance. The Committee considered the status of health insurance benefits, in particular renewal coverages and costs. Staff was working with the Authority's health insurance consultant to reduce the costs of renewal and would also solicit other health insurance providers. Other matters considered by the Committee included a compensation classification study and a one time employee compensation award for the Authority's work force, anticipated to be brought before the Board at a subsequent meeting. The Committee briefly went into Executive Session, as would be further reported during Executive Session later in the Board meeting. During Ms. West's report, Reverend Waller and Mr. Holland joined the meeting in progress.

The Chairman turned to Ms. Dean for her portion of the agenda. The CEO, participating via conference call due to medical reasons, began her remarks by introducing the Authority's new Chief of Staff, Leslie Mehta. Ms. Mehta joined the Authority from the ACLU of Virginia where she had been legal director. She gave a brief overview of her background and previous experience, stating that she was looking forward to working with the Authority and the Board. The Board enthusiastically welcomed Ms. Mehta to the Authority.

Ms. Dean and Mr. Ballou gave a report on various areas of interest with regard to the General Assembly, which was at the "cross-over" point in the session. These included special conservators of the peace (SCOPs), as HB 151 (Del. Fowler) proposed to further limit the reach and utility of the SCOP statute. The bill had passed the House and was scheduled for consideration by the Senate Courts of Justice Committee. RMTA was working with other small

public bodies to add exceptions to the bill to limit deleterious provisions with respect to the Authority's SCOP force. Mr. Ballou also noted that HB 242, which proposed the prohibition of public funding of stadiums by state and local governments, had died in Committee, and that there had been an abundance of legislative proposals related to transportation funding and projects, included Smart Scale/prioritization, gas tax floor, the upcoming transit funding "cliff," the Washington Metropolitan Area Transit Authority, toll levels in the I-66 and Tidewater areas, and EZ-Pass/toll enforcement. There were also the usual bills relating to the process of public business, including freedom of information, public procurement, conflict of interest, and the like. The Authority briefly discussed same, including the Smart Scale bills and SB 583 relating to the Western Virginia Transportation Commission and its authorization of regional funding for transportation projects in the designated area (generally along the I-81 corridor).

Continuing, Ms. Dean reported the Standard & Poor's credit ratings agency had affirmed the Authority's expressway credit rating at "A+". The S & P write-up had been distributed to Board members. Ms. Dean noted that the other rating agencies, Moody's and Fitch, had also affirmed the Authority's rating in previous months. Members of the Board commented that this information should be shared with the Authority's various regional stakeholders.

Ms. Dean gave a brief overview of certain litigation involving Pope's Alley, located adjacent to the Downtown Expressway between 12th and Virginia Streets. It was observed that it would be appropriate to consider this topic, as well as the previously referenced personnel matter, in Executive Session. The Board accordingly entertained a motion pursuant to Virginia Code §§ 2.2-3711.A(1) and A(7) under the Virginia Freedom of Information Act, as relates to personnel issues, and for legal matters, the former pertaining to the Board's process for evaluating the CEO, and the latter for consultation with legal counsel 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 specific legal matters requiring the provision of legal advice by such counsel, relating to pending litigation in Richmond Circuit Court implicating the Downtown Expressway. 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.

Ms. Simmons provided the Expressway Operations report. The solicitation process for the protective coatings contract was underway, with excellent turnout at the mandatory pre-bid meeting and bids due February 22. The pre-construction meeting for the deck rehabilitation contract was scheduled for February 21. Responding to a question from Mr. Tart, Ms. Simmons noted that there would be no total Expressway closure during this work, only lane closures at limited times. Staff was working through the remaining details of the flexible asset maintenance services (FAMS) solicitation, with the expectation that the RFP would be distributed in the next week. Work under the toll equipment system contract was ongoing, with the contractor having completed the first milestone and Authority-contractor workshops to provide important guidance and details still ongoing.

Mr. Madison gave the finance report. While monthly traffic increased by approximately 1.5% over the previous January, primarily due to an extra commuting day, the timing of New Year's Day, and winter weather, he estimated that on a normalized basis, monthly traffic had decreased by approximately 0.8% versus the prior year. For the fiscal year to date, traffic was approximately 2.1% ahead of the prior year. Expenses were tracking at approximately 97% of budget. Continuing, Mr. Madison pointed out the Jacobs Engineering 2017 annual traffic and revenue report which had been distributed to Board members. He encouraged them to read this, as it was very informative about the Expressway's operations and finances. It provided a preliminary forecast that, by the end of the current fiscal year on June 30, traffic would increase by 1.7% and revenue by 1.5% over the previous year. Very preliminary expectations were for traffic growth of approximately 1% for the 2019 fiscal year period.

Mr. Hardiman asked about congestion delay and wait times. Ms. Simmons and Mr. Madison responded that while there was no comparison data, this had been covered in a previous survey of the Expressway's users and in the current toll business plan.

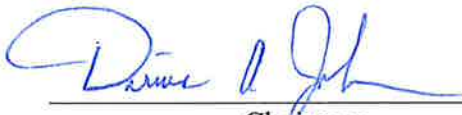
With regard to new business, Ms. Dean noted an upcoming budget workshop scheduled for the morning of the March 13 Board meeting at 10:00. She thanked those members of the Board who had participated in the Chesterfield County tour organized by the County Administrator and Chesterfield board members. She concluded her remarks by noting an upcoming employee appreciation luncheon on February 22, to be catered by Mama J's, with Ms. Johnson providing key administrative coordination and oversight for the event.

There being no items of new business or any further business to come before the meeting,
the meeting was adjourned at 1:35 p.m.



Secretary

APPROVED:



Chairman

2281679