

**MINUTES OF A REGULAR MEETING
OF THE BOARD OF DIRECTORS OF THE
RICHMOND METROPOLITAN TRANSPORTATION AUTHORITY
HELD OCTOBER 8, 2019**

A regular meeting of the Board of Directors of the Richmond Metropolitan Transportation Authority was held on the 8th day of October 2019, at the RMTA Main Office, 901 East Byrd Street, Suite 1120, Richmond Virginia, pursuant to due notice.

The following Directors were present and acting throughout the meeting except as noted below: Chairman Whirley and Directors Elswick, Hardiman, Hawthorne, Hinson, Ramsey, Tart, West, Williams and Woodfin. Directors Brown, Fountain, Nelson, Dabney and Johnson joined the meeting in progress. Authority staff present were Ms. Dean, Ms. Johnson, Mr. Madison, Ms. Simmons and Ms. Watson. Also present throughout the meeting were James E. Moore of Christian & Barton and Joe Ely and Daniel Papiernik of HNTB.

Chairman Whirley presided over the meeting with Mr. Moore acting as Secretary in the absence of Ms. Mehta. There was a quorum present throughout the meeting.

The Chairman called the meeting to order at 12:03 p.m.

Upon motion duly made, seconded and unanimously carried by the affirmative votes of all of the Directors present, the board minutes of the Authority's meeting held on September 10, 2019, were approved as previously distributed.

Next, Chairman Whirley turned to the Committee Report of the Audit Committee. Director Tart and Mr. Madison presented the Comprehensive Annual Financial Report (CAFR) and fiscal year 2019 financial and traffic results. It was reported that toll revenue exceeded fiscal

year 2018 by 0.5% and traffic in fiscal year 2019 increased 0.9% over 2018. Expenses increased in fiscal year 2019 primarily due to the Authority's maintenance costs. EZ Pass utilization increased by 1.4% over fiscal year 2018. Chairman Whirley requested that Director Hardiman, as Chair of the Regional Projects, Outreach and Transportation Leadership Committee, notify the individual regions of RMTA's completed and unmodified CAFR. A Resolution was passed to accept the CAFR.

Next, Chairman Whirley turned to Ms. Dean for CEO comments. Ms. Dean began discussion of the Toll System Update and the upcoming scheduled mediation with the contractor, TransCore. Then, at the request of the Chairman, the Board considered a motion to convene in executive session pursuant to Virginia Code §2.2-3711.A(29) and (7) of the Virginia Freedom of Information Act as it relates to the scope of a public contract involving the expenditure of public funds where discussion in open session would adversely affect the bargaining position or negotiating strategy of the Authority and for consultation with legal counsel pertaining to the same. 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 Board member 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 by all Board members present.

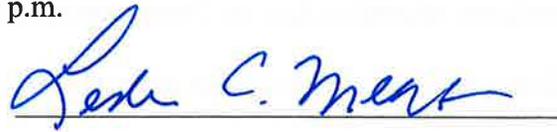
Ms. Dean then provided a General Assembly Preview, specifically the potential of legislation related to Special Conservators of the Peace (“SCOPs”), which could increase training requirements and limit other powers of SCOPs. Ms. Dean next discussed the upcoming Board Retreat to be held on November 12, 2019, from 8:30 to 1:00 at Hunton Andrews Kurth. The topics will include capital plan review, toll differential/toll business plan, and overview of certain transportation directors of transportation in the region. Lastly, Ms. Dean reported on the IBTTA Conference, which she and Ms. Simmons attended. Ms. Dean has been appointed to the IBTTA Board. The Board congratulated Ms. Dean.

Ms. Simmons then provided the Operations Report, referring Board Members to the written report in the agenda packet. Ms. Simmons specifically noted that equipment inspections were on schedule, weather permitting, and that slab rehabilitation would begin on the Downtown Expressway ramp on November 1, 2019.

Mr. Madison then provided the Traffic and Revenue report as included in the agenda packet. Regarding traffic highlights, he noted that September 2019 had one more commuting day as compared to the prior year. Monthly gross traffic increased by an estimated 196,000 vehicles or 3.8% when compared to the prior year. Year to date traffic in fiscal 2020 is approximately 1.7% ahead of the prior year. Concerning revenue and expense highlights, Mr. Madison stated that fiscal year 2020 toll revenue of \$10.5 million is approximately 0.2% over the budget estimate through September 30, 2019. Fiscal year to date expenses of \$3.9 million are within budget expectations. Fiscal year 2020 revenue and expense amounts continue to demonstrate compliance with required debt coverage ratios.

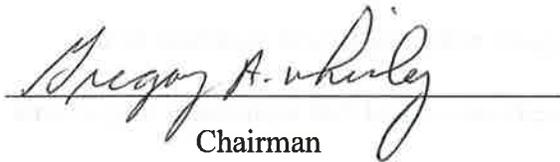
For new business, Ms. Dean reminded the Board of the upcoming retreat.

There being no further items of new business or any further business to come before the meeting, the board meeting was adjourned at 12:50 p.m.

A handwritten signature in blue ink that reads "Linda C. Meier". The signature is written in a cursive style and is positioned above a solid horizontal line.

Secretary

APPROVED:

A handwritten signature in blue ink that reads "Gregory A. Whitley". The signature is written in a cursive style and is positioned above a solid horizontal line.

Chairman