

**MINUTES OF AN ANNUAL MEETING
OF THE BOARD OF DIRECTORS OF THE
RICHMOND METROPOLITAN TRANSPORTATION AUTHORITY
HELD JUNE 9, 2020**

An annual meeting of the Board of Directors of the Richmond Metropolitan Transportation Authority (“RMTA”) was held on the 9th day of June 2020, via electronic communication through the Zoom video conferencing platform as described below and pursuant to due notice.

The following Directors were present and acting throughout the meeting: Chairman Whirley and Directors Brown, duFrane, Dabney, Fountain, Hardiman, Hawthorne, Hinson, Johnson, Ramsey, Tart, West, Williams, and Woodfin.

Directors Elswick and Nelson were absent.

Authority staff present were Ms. Dean, Ms. Johnson, Mr. Madison, Ms. Mehta, Ms. Simmons, and Ms. Watson. Also present were Belinda Jones of Christian & Barton and Heidi Abbott of Hunton Andrews Kurth.

Chairman Whirley presided over the meeting with Ms. Mehta acting as Secretary. There was a quorum present throughout the meeting.

The Chairman called the meeting to order at 12:01 p.m.

Ms. Mehta conducted a roll call of all participants on the electronic call.

Upon motion duly made, seconded and unanimously carried by the affirmative votes of all of the Committee members present and pursuant to Virginia Code Section 2.2-3707 and 3708.2.A.3 of the Freedom of Information Act; Article 3, Section 6 of the RMTA Bylaws; and

Governor Northam's adopted amendments to HB 29 and HB 30 concerning electronic meetings, the meeting was held electronically (via audio and/or video conference through Zoom, a remote conferencing service) and recorded in its entirety pursuant to Virginia Code Section 2.2-4707 and 3708.2A.3 of the Freedom of Information Act ("FOIA"); Article 3, Section 6 of the RMTA Bylaws; and Governor Northam's adopted amendments to HB 29 and HB 30 and maintained and the recording and minutes are to be made available to the public in accordance with FOIA rules and by the same method used to provide notice of the meeting. It was held electronically in accordance with Virginia Code Section 54.1-2345 and 44-146.17, and due to Governor Ralph Northam's declaration of a state of emergency on March 12, 2020 (Executive Order Number 51) and subsequent Stay At Home Order on March 30, 2020 (Executive Order Number 55) because of the novel coronavirus/COVID-19 disease pandemic which rendered meeting in person impracticable and unsafe to assemble a quorum in a single location. Members affirmed that the purpose of the remote meeting was to discuss or transact the business statutorily required or necessary to continue operations of the public body and the discharge of its lawful purposes, duties, and responsibilities during this time (namely, Staffing and Finance Considerations for the Authority). As noted above, the electronic meeting was held through Zoom and public notice was given using the same methods as has been customary for other RMTA public body meetings. Moreover, the public notice was provided contemporaneously with the notice sent to members of the Authority and arrangements were made for public access to the meeting through the video conferencing platform Zoom. Additionally, members asserted that this meeting otherwise complied with FOIA rules.

Ms. Mehta conducted a roll call of each board member's vote. All board members present voted to approve the motion.

Next, Chairman Whirley turned to the Board Committee Reports – starting with the Committee Report of the Compensation and Benefits Committee. As Chairwoman of the Committee, Director West provided the Compensation and Benefits portion of the Joint Operations and Finance and Compensation and Benefits Committee meeting held on June 4.

Director West reported that employees were furloughed as of April 4. Pre-COVID-19 staffing levels were 41 Full-time Toll Collectors (12 returned to work as of June 1; 27 have committed to returning by June 30; and only 1 has not responded); 7 Senior TCAs (Senior TCAs were on-call during the furlough and all but one has worked during the furlough), and 20 Part-time Toll Collectors (Part-time Toll Collectors will return as needed to supplement staffing). Staffing commitments to return to the Authority are 27 Full-time toll collectors; 6 Senior TCAs; and 10 Part-time Toll Collectors. Some Toll Collectors returned to the lanes on June 1 with a new staffing coverage of 6:30 am to 9 pm instead of 24/7. Thirteen furloughed employees have not committed to return and, of those 13 employees, 9 are in a potentially protected category (i.e., medical or childcare issues). Furloughed employees will receive *Rehire Offer Letters* with a deadline of June 30 to return to work. Additionally, employees who decline the offer or fail to respond will be considered as voluntarily separated.

Next, Director Hawthorne provided the report of the Operations and Finance portion of the June 4 Joint Meeting. He reiterated the minimum staffing level of 6:30 am to 9 pm instead of 24/7. He also reported that the current system traffic volume is down 55% from 2019. He noted that Mr. Madison had provided an analysis with regard to incremental traffic volume to break even upon a return to previous staffing levels, if needed. He explained that in a given pay period (two weeks), RMTA is currently down 58.8% and, as a result of adjusted staffing levels, wage and taxes are down \$77,516 for a given pay period (from \$198,800 to \$121,284 per pay period). In terms of

Operational Cost Factor, May Traffic is 2,298,406. In terms of the pay period, traffic volume is 163,168 and the daily traffic average is 10,878. Therefore, there will need to be an increase of 14.2% to justify returning to pre-COVID staffing levels.

He also reported on the COVID-19 reconfigurations compared to the pre-COVID-19 configurations. For COVID-19 reconfigurations, all plaza and gates are 22 (as compared to 31 previously) shifts per day with 41 (as compared to 61 previously) employees per week; Downtown Expressway, Powhite, and Forest Hill plus gates are 18 (as compared to 27 previously) shifts per day with 34 (as compared to 51 previously) employees required per week; Downtown Expressway, Powhite, and Forest Hill are 14 (as compared to 19 previously) shifts per day and 26 (as compared to 43 previously) employees required per week; Downtown Expressway, Powhite, Forest Hill off ramp are 12 (as compared to 16 previously) shifts per day and 23 (as compared to 34 previously) employees required per week; and Downtown Expressway and Powhite are 8 (as compared to 23 previously) shifts per day and 15 (as compared to 32 previously) employees required per week (supervisor shifts are not included in these numbers, but pre-COVID-19 numbers include Part-time employees). In terms of staffed lanes by hours per day, the current level is 14.5 whereas pre-COVID-19 it was 24. Current average shift hours is 7.25 whereas it varied pre-COVID-19. Moreover, currently the minimum hours per week (the minimum number of hours to be considered Full-time) is 27, but pre-COVID-19 the minimum varied.

Next, Director Brown reported on the Nominations and Governance Committee meeting held on June 5. He explained that it is customary for leadership to serve 1 or 2 terms, for the Vice Chair to ascend to Chairmanship afterward, and ascension to be based on rotating jurisdictions. Although Chairman Whirley had served nobly for his one year term, due to other commitments, he declined serving as Chairman for a second year. Director Brown as well as Director Johnson

thanked Chairman Whirley for his service and commitment to the Authority and nominated Director West as Chairwoman and Director Tart as Vice Chairman as well as Leslie Mehta to continue as Board Secretary, subject to the Board's approval.

Upon motion duly made and carried by the affirmative votes of all of the Committee members present, the motion was approved for Director West to serve as Chairwoman, Director Tart to serve as Vice Chair, and Leslie Mehta to continue to serve as Board Secretary of the RMTA for FY 20-21. Ms. Mehta conducted a roll call and each board member voted affirmatively with regard to the motion. Director Brown noted the historic nature of this nomination in that Director West will be the first female Chairwoman of the RMTA Board in the history of the Authority.

Next, Ms. Dean provided her CEO Comments. She noted that TransCore litigation continues. TransCore had challenged 5 of RMTA's key custodians in the discovery process, but Judge Payne ordered that those custodians be included as part of discovery. Additionally, she noted that the next mediation will be held on July 29.

Ms. Simmons then provided the Operations Report, referring Board Members to the written report in the agenda packet. Ms. Simmons noted that the final step regarding the Salt Shed should be completed soon and there will be a relocation of the salt pile from the temporary site to the salt sheds at the RMTA lot.

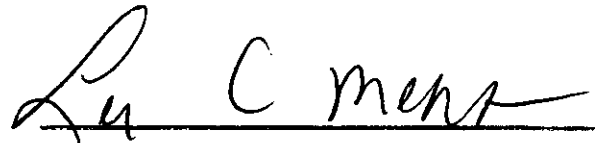
Mr. Madison then provided the Traffic and Revenue Report as included in the agenda packet. Regarding traffic highlights, he noted that May 2020 had two less commuting days as compared to the prior year and the impact of the COVID-19 virus pandemic continues to be significant. Monthly gross traffic decreased by an estimated 2.71 million vehicles or 47.0% when compared to the prior year. Year to date traffic for fiscal year 2020 is approximately 11.0% behind

the prior year. Fiscal year 2020 toll revenue of \$33.4 million is approximately 13.6% under the budget estimate through May 2020. Fiscal year to date expenses of \$14.0 million are 8.8% under budget expectations. Fiscal year 2020 revenue and expense amounts continue to demonstrate compliance with required debt coverage ratios.

With regard to new business, Ms. Dean applauded Director Johnson for his appointment by Governor Northam to the Board of Community Colleges.

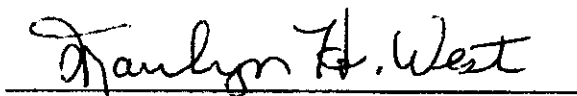
Next, Mr. Whirley gave a passionate speech about his tenure as Chairman which included challenges such as the coronavirus pandemic and traffic revenue declines, staffing reductions, and virtual meetings, but he noted that he was pleased that staff remained nimble throughout the course of the year.

Having no further business to come before the meeting, the board meeting was adjourned at 12:29 p.m.

A handwritten signature in cursive script, reading "Lynn Clement", written over a horizontal line.

Secretary

APPROVED:

A handwritten signature in cursive script, reading "Marilyn H. West", written over a horizontal line.

Chairman