

**MINUTES OF THE MEETING
OF THE BOARD OF DIRECTORS OF THE
RICHMOND METROPOLITAN TRANSPORTATION AUTHORITY
HELD OCTOBER 12, 2021**

A meeting of the Board of Directors of the Richmond Metropolitan Transportation Authority (“RMTA”) was held on the 12th day of October 2021, 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: Chairwoman West and Directors Brown, Dabney (entered at 12:06 pm), DuFrane, Hardiman, Hawthorne, Hinson, Johnson (exited at 12:53 pm), Nelson (entered at 12:03 pm), Ramsey (exited at 12:30 pm), Tart, Whirley, and Williams.

Directors Elswick and Fountain 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 Daniel Papiernik of HNTB.

Chairwoman West presided over the meeting, with Ms. Mehta acting as Secretary. There was a quorum present throughout the meeting.

Chairwoman West 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 Board members present and pursuant to Virginia Code Section 2.2-3707 and 3708.2.A.3 of

the Freedom of Information Act (“FOIA”); Article 3, Section 6 of the RMTA Bylaws; and Richmond, Virginia Ordinance 2021-181, the meeting was held electronically (via audio and/or video conference through Zoom, a remote conferencing service) and recorded in its entirety 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 because of the 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. 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 for the motion voted to approve the motion.

Next, Chairwoman West turned to the agenda item of the previous board minutes. Upon motion duly made, seconded and unanimously carried by the affirmative votes of all of the Board members present, the Board minutes of the Authority’s meeting held on June 8, 2021 and special meeting on August 10, 2021 were approved, as previously distributed.

Ms. Mehta conducted a roll call to determine each member's agreement with the motion. All Board members present affirmatively agreed with the motion.

Next, Chairwoman West moved to the Report of the Compensation and Benefits Committee. Committee Chairman Hinson began with a Benefits update. Based on preliminary information provided by the OneDigital consultants, the conservative estimate is that the Authority will potentially receive a 4% to 10% increase to premiums. The Authority expects to receive the renewal proposal by early March. He noted that there is no action required of the Board at this time.

By way of background regarding a salary increase discussion, Committee Chairman Hinson noted that the last staff salary increase was effective July 1, 2019. At the March 9, 2021 Compensation and Benefits Committee meeting, the Committee recommended waiting until after the first quarter of the fiscal year to determine feasibility to provide salary increases in FY22.

Committee Chairman Hinson explained that on October 11, 2021 the Committee met. He noted that in that meeting, Mr. Madison provided a Toll Revenue update. Committee Chair Hinson summarized Mr. Madison's presentation as follows: The forecast 2022 and budget 2022 respectively are (in millions) toll revenue (\$32.9 and \$31.7); operating expenses (\$13.3 and \$14.9); debt service (\$13.8 and \$13.8); net operating income (\$5.8 and \$3.0); and traffic volume (52.0 and 49.7). He noted that FY22 results are expected to outperform FY22 budgeted revenue and traffic with a net income increase difference of \$2 to \$3 million.

The Committee determined that, based on revenue and forecast against the fiscal year 2022 budget, the Authority is in a good position to provide salary increases of 3.5% for all non-probationary staff with an overall impact to the FY22 budget being approximately \$88,812 (0.67%

increase to the FY22 budget). The impact represents the total monetary impact from increased salary, taxes, retirement, disability, and group life insurance.

A discussion led by Director Williams took place regarding whether there needed to be additional notice of the resolution prior to this meeting. Based on the discussion and consultation with Ms. Jones, it was determined that there was sufficient notice.

Upon motion duly made (the motion being the approved Resolution from the Compensation and Benefits Committee) and unanimously carried by the affirmative votes of all of the Board members present, the Resolution Approving Compensation Increases for Remainder of Fiscal Year 2022 was approved.

The Resolution states the following:

- A salary increase of 3.5% for all non-probationary staff;
- The overall impact to the FY22 budget is approximately \$88,812 (0.67% increase to the FY22 budget).

Director Ramsey exited the meeting in progress.

After the Committee Report, Chairwoman West turned to Ms. Dean for the CEO Comments. First, Ms. Dean thanked the Board for approving the 3.5% salary increase. She also noted that she and Ms. Simmons were in California for the IBTTA conference. She said that she planned to present on industry trends learned from the conference at the next board meeting.

Next, Ms. Dean provided a TSS 2017 update. She informed the Board that the toll system project settlement agreement had been signed and the Court had dismissed the case.

Regarding the ETC 2021, staff advertised the new toll system RFP on August 30. September 7 was the deadline for integrators to express their intent to respond to the RFP. Ten integrators expressed an interest. The mandatory pre-proposal meeting occurred on September 20. After the meeting, integrator questions were required to be submitted by September 27. The Authority received 136 questions. RMTA responded to those questions in writing on October 4. A total of eight integrators plan to submit their proposals which are due on October 25. The Authority plans for an Operations and Finance Committee meeting at the end of November to discuss the project and RMTA plans to present the selected integrator to the Board at the Board Retreat.

Finally, Ms. Dean provided a Central Virginia Transportation Authority (“CVTA”) update. At its September 24 meeting, CVTA explained that it had issued an RFP for bond counsel and financial advisory services. The Personnel Committee is in the process of drafting a job description for CVTA’s Executive Director. Additionally, the Technical Advisory Committee is drafting a project prioritization process plan.

Next, Ms. Simmons provided the Operations Report, referring Board Members to the written report in the agenda packet. She also reiterated Ms. Dean’s excitement about the ETC 2021 RFP and noted that she anticipates good and differing RFP proposals to evaluate.

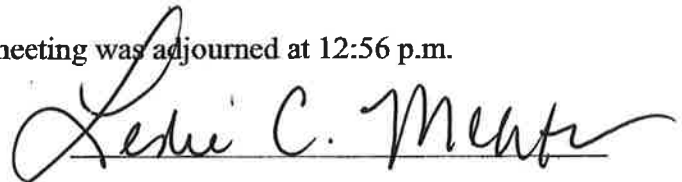
Next, Mr. Madison then provided the Traffic and Revenue Report as included in the agenda packet. Regarding traffic highlights, he noted that September 2021 had the same number of commuting days as compared to the prior year. Monthly gross traffic increased by an estimated 758,000 vehicles or 19.6% when compared to the prior year. Year to date traffic for fiscal year 2022 is approximately 19.7% above the prior year.

Fiscal year 2022 toll revenue of \$8.4 million is approximately 8.9% over the budget estimate through September 2021. Fiscal year to date expenses of \$2.7 million are 16.3% under budget expectations. Fiscal year 2022 revenue and expense amounts are projected to demonstrate compliance with required debt coverage ratios.

Chairwoman West noted that there is an upcoming Board Retreat and the date will be finalized soon.

The Board Chair also recognized and congratulated Director Dabney for being a member of the team (on which she was Project Manager) that was awarded the Innovative Transportation Solution of the Year for 2021 by WTS at their annual reception. Dr. Dabney thanked the Chairwoman for the recognition.

Having no further business, the board meeting was adjourned at 12:56 p.m.



Secretary

APPROVED:



Chairwoman