

**MINUTES OF THE ANNUAL MEETING
OF THE BOARD OF DIRECTORS OF THE
RICHMOND METROPOLITAN TRANSPORTATION AUTHORITY
HELD SEPTEMBER 13, 2022**

A regularly scheduled meeting of the Board of Directors was held on the 13th day of September 2022, at the RMTA Main Office, 901 East Byrd St., Ste. 1120, Richmond, Virginia, with access available electronically as well, pursuant to due notice.

The following Directors were present and acting throughout the meeting (and, if present virtually through the video conferencing platform Zoom, noted as electronically present): Chairman Tart and Directors Clarke, Dabney, duFrane, Fountain, Hardiman, Hawthorne, Mulroy, Ramsey (entered at 12:32 pm), and Williams. Directors Brown, Lynch, Millikan, Nelson, and West were absent.

Authority staff present were Ms. Dean, Ms. Johnson, Mr. Madison, Ms. Mehta, Ms. Simmons, and Ms. Watson. Also present were Heidi Abbott of Hunton Andrews Kurth; Cherie Gibson (entered at 12:32 pm) and Dan Papiernik of HNTB; Rosa Rountree and Ram Jagannathan of Atkins (electronically present); and Belinda Jones of Christian and Barton.

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

Chairman Tart called the meeting to order at 12:05 p.m.

Chairman Tart began by welcoming the new board members present: Dironna Clarke and Steven Mulroy.

Next, Chairman Tart 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 (with Directors Clarke and Mulroy abstaining), the Board minutes of the Authority's meetings held on June 14, 2022 were approved, as previously distributed.

Next, Chairman Tart turned to the Report of the Nominations and Governance Committee. Committee Chairman Carlos Brown was not present at the board meeting and had designated Director Unwana Dabney to act in his stead. Director Dabney provided an overview of the Committee's discussion of draft Board policies regarding electronic communications and meetings presented at the Nominations and Governance Committee meeting by outside counsel Belinda Jones. Director Dabney then turned to Ms. Jones for further discussion. Ms. Jones explained that new Virginia Freedom of Information Act ("FOIA") rules effective September 1, 2022 require board policies for electronic communications and meetings. Those policies must include information concerning the process for determining when to have all-virtual board or committee meetings and individual board member remote participation processes. Ms. Jones also reiterated that RMTA bylaws also include electronic communication and meeting processes and procedures. Board members discussed the draft policies and asked several questions of Ms. Jones and RMTA staff.

Upon motion duly made, seconded and unanimously carried by the affirmative votes of all the Board members present, the RMTA Board Policy Governing Remote Participation and All-Virtual Meetings was approved.

Next, Chairman Tart turned to Joi Dean for her CEO comments. Ms. Dean explained that the Board Retreat will be held at the Cultural Arts Center in Glen Allen, VA on November 17 from

8:30 am to 5:00 pm. Ms. Dean also noted that she will be in attendance at the IBTTA conference in Austin, TX later in the week.

Next, Ms. Simmons provided the Operations Report, referring Board Members to the written report in the agenda packet. She highlighted that there was a full closure of Southbound Powhite Parkway on August 22 after the driver of a timber lorry lost control, dropping its entire load of timber across all southbound lanes. The accident was not caused by roadway defects, improperly working traffic control devices or pavement surface conditions due to adverse weather. Ms. Simmons also reported that the FY2023 annual bridge inspections have begun and will conclude in late October 2022.

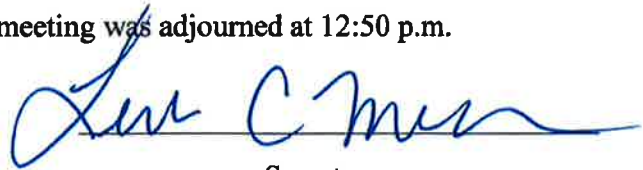
Next, Mr. Madison then provided the Traffic and Revenue Report as included in the agenda packet. Regarding traffic highlights, he noted that August 2022 had one more commuting day as compared to the prior year. Monthly gross traffic increased by an estimated 226,000 vehicles or 4.9% when compared to the prior year. Year to date traffic for fiscal year 2023 is approximately 0.9% above the prior year. Mr. Madison noted that the traffic volume on the Downtown Expressway has significantly increased over the prior year with State government and various company employees returning to the office.

Fiscal year 2023 toll revenue of \$5.8 million is approximately 2.7% under the budget estimate through August 2022. Fiscal year to date expenses of \$2.0 million are 11.3% under budget expectations. Fiscal year 2023 revenue and expense amounts demonstrate compliance with debt coverage ratios.

As for new business, Chairman Tart thanked the committee chairs and members for joining and rejoining their respective committees. He also acknowledged Director Unwana Dabney and Board Secretary Leslie Mehta for being part of the Leadership Metro Richmond Class of 2023.

Chairman Tart also reminded board members that the next board meeting is on October 11 and the board retreat is November 17.

Having no further business, the board meeting was adjourned at 12:50 p.m.



Secretary

APPROVED:


Chairman

**RMTA Board Policy Governing Remote Participation
and All-Virtual Meetings**

The Virginia Freedom of Information Act (“VFOIA”) governs access to public meetings. Effective September 1, 2022, Section 2.2-3701, *et al.* requires public bodies to adopt a written policy allowing for and governing participation of its board members by electronic communication means. It is the policy of the Richmond Metropolitan Transportation Authority (the “RMTA”) that individual members of RMTA’s Board of Directors may participate in regularly scheduled and specially called meetings of the Board by electronic means, and that the Board may conduct all-virtual meetings, as permitted by VFOIA. Remote participation and all-virtual meetings shall not be routine.

This RMTA Board Policy repeals any other existing Board policy governing remote participation and all-virtual meetings and complements current RMTA Bylaws.

This RMTA Board Policy shall apply to remote participation strictly and uniformly, without exception, to the entire membership of the Board and without regard to the identity of the member requesting remote participation or to the matters that will be considered or voted on at the meeting.

I. Roles and Responsibilities of Board Members

A. What constitutes a meeting?

Any work session of three or more members, when sitting physically, or through electronic communication where a part of the purpose of such gathering or attendance is the discussion or transaction of any public business or holding discussions relating to the transaction of public business.

B. What is an all-virtual public meeting?

All-virtual public meeting means a meeting (i) conducted by a public body, other than those excepted pursuant to subsection C of Virginia Code § 2.2-3708.3, using electronic communication means, (ii) during which all members of the public body who participate do so remotely rather than being assembled in one physical location, and (iii) to which public access is provided through electronic communication means.

II. Electronic/Virtual Public Meetings and Remote Participation

A. Electronic/All-Virtual Public Meetings

1. Electronic/All-Virtual Meeting Because of State or Local Emergency

- a. Any meeting of the RMTA Board may occur via electronic/virtual communication without a quorum of the public body physically assembled at one location when the Governor has declared a state of emergency in accordance with Virginia Code § 44-146.17 or the

locality in which RMTA is located has declared a local state of emergency pursuant to Virginia Code § 44-146.21, provided that (i) the catastrophic nature of the declared emergency makes it impracticable or unsafe to assemble a quorum in a single location and (ii) the purpose of the meeting is to provide for the continuity of operations of the public body or the discharge of its lawful purposes, duties, and responsibilities.

2. Electronic/All-Virtual Meeting Convened by RMTA in Accordance with Virginia Code § 2.2-3708.3

a. The circumstances under which all-virtual public meetings of the RMTA Board may occur are as follows:

- i. 50% or more of board or committee members have notified the Board or Committee Chair as soon as practicable in advance of the meeting that they cannot attend the meeting in-person due to a medical or personal reason and the Board or Committee Chair, in his or her discretion, takes into consideration the necessity of the continuity of RMTA business;
- ii. By the request of the Chair or Vice Chair of the Board or any five members of the Board;
- iii. There is an emergency that requires an immediate Board or Committee vote or dissemination of information; or
- iv. Any other reason to promote continuity of RMTA business.

b. Should an all-virtual meeting be deemed appropriate in accordance with subsection (a) above, it will be allowed if:

- i. The meeting notice required under Va. Code § 2.2-3707 includes a statement notifying the public that the meeting will be all-virtual and that the method by which the meeting will be held shall not be changed unless the Board provides a new meeting notice in accordance with the provisions of § 2.2-3707.
- ii. Public access to the all-virtual meeting is provided via electronic communication means that allows the public to hear all members of the Board participating in the all-virtual meeting and, when audio-visual technology is available, to see the members of the Board as well.

- iii. A phone number or other live contact information is provided to alert the Board if the audio or video transmission of the meeting fails, the Board monitors such designated means of communication during the meeting, and the Board takes a recess until public access is restored if the transmission fails for the public.
- iv. Copies of the proposed agenda and all agenda packets and, unless exempt, all materials furnished to members of the Board for the meeting are made available to the public in electronic format at the same time that such materials are provided to members of the Board.
- v. The public is afforded the opportunity to comment through electronic means, including by written comments, at the meeting when public comment is customarily received.
- vi. No more than two members of the Board shall be together in any one remote location unless that remote location is open to the public to physically access it, and the remote location is identified in the meeting notice required under Va. Code § 2.2-3707.
- vii. If a closed session is held during the all-virtual meeting, transmission of the meeting to the public shall resume before the Board votes to certify the closed meeting as required by Subsection D of Va. Code § 2.2-3712.
- viii. The minutes of the all-virtual meeting shall be taken as required by Va. Code § 2.2-3707 and shall state that the meeting was held by electronic communication means and identify the type of electronic communication means by which the meeting was held.
- ix. If the all-virtual meeting complies with this policy and the provisions of the VFOIA, Va. Code § 2.2-3700, et seq., the all-virtual nature of the meeting shall be approved by the Board, and such approval shall be recorded in the minutes for the meeting.
- x. If the all-virtual meeting violates this policy or the provisions of the VFOIA Va. Code § 2.2-3700, et seq., the Board shall disapprove of such participation, and such disapproval shall be recorded in the minutes with the reason for the disapproval

specifically identified, and the all-virtual meeting shall be terminated.

- c. All-virtual public meetings convened by RMTA under subsection (2) may occur no more than 2 times per calendar year.

B. Board Member Remote Participation Process During In-Person Meetings

1. A board member may only participate remotely in an RMTA Board Meeting when a quorum of the RMTA Board is physically assembled at the meeting location.
2. As soon as practicable before the scheduled RMTA Board Meeting, the board member must notify the Chair of one of four statutorily approved reasons for remote participation:
 - a. The board member has a temporary or permanent disability or other medical condition that prevents attendance;
 - b. The board member has to care for a family member with a medical condition that prevents attendance;
 - c. The board member lives more than 60 miles from the meeting location;
or
 - d. The board member has a personal matter that prevents attendance and identifies with specificity the nature of the personal matter (the personal matter reason may not be used for more than two meetings per calendar year or 25% of the meetings for the calendar year, whichever is greater (which equates to two meetings per calendar year).
3. The Board Chair will assess the board member's request to participate remotely based on the necessity of the board member to attend remotely and will approve or deny the request. The approval or denial will be so stated in the minutes of the board meeting.
4. The board member participating remotely must be able to be heard by all attendees. To the extent practicable, the public must be able to see all board members with cameras on.
5. No more than two board members may be in the same remote location unless the remote location is a public place.

C. Committees and Sub-Committees

These policies apply equally to all RMTA committees and sub-committees.

III. Public Access to Board Meetings

Pursuant to the VFOIA, RMTA encourages meetings to have a public access in person and through electronic means when practicable.