

**RICHMOND METROPOLITAN TRANSPORTATION AUTHORITY
MINUTES OF THE AUDIT COMMITTEE
HELD SEPTEMBER 29, 2020**

A meeting of the Audit Committee of the Board of Directors of the Richmond Metropolitan Transportation Authority was held on the 29th day of September 2020 via electronic communication as described below, pursuant to due notice.

The following Committee members were present and acting throughout the meeting unless otherwise noted. Committee Chairman Marvin Tart, Sr. and the following members were present and acting throughout the meeting: Jane DuFrane and Steve Elswick. Aubrey Fountain was absent. Also in attendance were Board Members Barrett Hardiman (entered the meeting at 11:03 am) and Greg Whirley. Authority staff present were Joi Dean, Tammy Goodman, James Madison, Leslie Mehta, and Paula Watson. Also present were Rob Churchman and Greg Miller, partner and senior manager respectively, at Cherry Bekaert (the "Auditor").

There was a quorum throughout the meeting.

Chairman Tart called the meeting to order at 10:59 a.m.

As Board Secretary, Leslie Mehta conducted a roll call of everyone present at the meeting.

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 and maintained and the recording and minutes will 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 coronavirus 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 to determine each member's agreement with the motion. All Committee members present affirmatively agreed with the motion.

Upon motion duly made, seconded and unanimously carried by the affirmative votes of all of the Committee members present, the Committee minutes of the Authority's meeting held on September 27, 2019 was approved, as previously distributed.

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

Next, Mr. Tart turned to Mr. Madison for the Comprehensive Annual Financial Report Overview. Mr. Madison reviewed the highlights for FY20. Mr. Madison stated that, because of reduced traffic volume due to the COVID-19 pandemic, revenues decreased by 14.2% compared to FY19 and expenses had decreased over the same period. He also noted that E-Zpass penetration had increased by 1.5% from FY19 to FY20. Mr. Madison also discussed Authority reserves, net pension, and OPEB liabilities.

Mr. Tart next turned to Mr. Churchman and Mr. Miller for the Presentation of the audit. Mr. Miller began with an overview of the engagement services and service deliverables, including portions included in the audit opinion and what portions were unaudited. He noted that, based on their review, they anticipated an unmodified or “clean” opinion on the financial statements.

Mr. Miller then reviewed the required communications and noted that there were no disagreements with management regarding accounting or auditing issues. He also noted future accounting and reporting changes: GASB Statement No. 84 (Fiduciary Activities) for FY20; GASB Statement No. 93 (Replacement of Interback Offered Rates) for FY21 & FY20, by paragraph; SAS 134 (Auditor Reporting and Amendments) for FY21; GASB Statement No. 87 (Leases) for FY22; and GASB Statement No. 96 (Subscription-Based Information Technology Arrangements) for FY23.

Hearing no questions or comments and having no reason to move for a vote to go into executive session, the Committee members reviewed the draft resolution to accept the Comprehensive Annual Financial Report for FY20 and, upon motion duly made, seconded and unanimously carried by the affirmative votes of the Committee members present, the Committee approved and accepted the recommendations of the Audit. As such, the Committee planned to provide this recommendation to the full Board at the October 13, 2020 Board Meeting.

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

Next, Ms. Dean commended Mr. Madison and the Auditors for completing the Audit process.

Having no further business, the meeting was adjourned at 11:42 a.m.