

**MINUTES OF THE MEETING AND BOARD RETREAT
OF THE BOARD OF DIRECTORS OF THE
RICHMOND METROPOLITAN TRANSPORTATION AUTHORITY
HELD NOVEMBER 17, 2022**

A meeting and Board Retreat of the Board of Directors of the Richmond Metropolitan Transportation Authority (“RMTA”) was held on the 17th day of November 2022, at the Cultural Arts Center, located at 2880 Mountain Road, Glen Allen, Virginia, with access available electronically, pursuant to due notice.

The following Directors were present and acting throughout the meeting: Chairman Tart and Directors duFrane, Hardiman, Hawthorne, Lynch, Millikan, Mulroy, Ramsey, Story, and Williams. Director Dabney was present virtually through the video conferencing platform Zoom and acting throughout. Directors Brown, Clarke, Fountain, Nelson, and West were absent.

Authority staff present were Mr. Burke, Ms. Dean (via Zoom), Ms. Johnson, Ms. Murphy, Ms. Simmons, and Ms. Watson. Also present were Heidi Abbott of Hunton Andrews Kurth; Walter Fagerlund, Cherie Gibson and Dan Papiernik of HNTB; Chris Bausher and Rosa Rountree of Atkins; Phil Eshelman of Stantec; and Belinda Jones of Christian and Barton. Chairman Tart presided over the meeting, with Ms. Jones acting as Secretary. There was a quorum throughout the meeting. Chairman Tart called the meeting to order at 8:39 a.m.

Chairman Tart began by recognizing a moment of silence for the passing of Ms. Dean’s father and the tragedy impacting the University of Virginia. Chairman Tart then welcomed Stephen Story, the new board members present. Following Chairman Tart’s welcome, all present went around the room and introduced themselves.

Ms. Jones conducted a roll call of all participants as noted above.

Next, upon motion duly made, seconded and unanimously carried by the affirmative votes of all of the Board members present, the motion for board member Unwanna Dabney to participate via electronic communication due to personal reasons pursuant to Virginia Code Sections 2.2-3707 and 3708.2 of the Virginia Freedom of Information Act and Article 3, Section 6 of the RMTA Bylaws was approved.

Chairman Tart turned to the agenda item of the minutes from the previous Board Meeting. 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 October 11, 2022, were approved.

Chairman Tart turned to Ms. Dean for the CEO comments. She began with an update of the smooth transition in the Financial Department. Ms. Dean thanked and commended the members of the Executive Staff for their hard work and introduced Marquita Murphy, RMTA Controller, to the Board of Directors. Ms. Dean thanked Ms. Murphy. Ms. Dean reported that the audit for fiscal year 2021 will be complete by January 2023, with the audit for fiscal year 2022 to follow. Ms. Dean further reported that a first round of interviews for the Chief Financial Officer had taken place.

Ms. Simmons then provided the Operations Report, referring Board members to the written report in the agenda packet. Ms. Simmons reported that the Authority is ready for any inclement weather that may occur.

Board members were referred to the written Traffic and Revenue report in the agenda packet. Upon a question raised by Mr. Williams, Ms. Dean reported no financial irregularities had been discovered. Upon further questioning by Mr. Williams regarding the budgeted

expenses appearing to be less than anticipated, Ms. Simmons responded that the reported expenses were dependent upon work on capital projects progressing and being invoiced at varying times.

As to new business, Chairman Tart reported that a letter of condolence would be prepared to Ms. Dean and her family in regard to the passing of her father.

Having no further business to come before the Board, the meeting was adjourned at 8:57 a.m. and was immediately followed by the Board Retreat.

BOARD RETREAT

Ms. Dean then introduced the agenda for the 2022 Board Retreat, remarking that the room held 200 plus years of experience. During the Board Retreat, Director Clarke arrived at 9:07 and exited at 9:17 a.m. Director West arrived to the Board Retreat at 12:25 p.m.

Mr. Eshelman of Stantec then presented on Traffic and Revenue Toll Adjustment. Mr. Eshelman's discussion included forecasting of traffic and revenue, including the fact that traffic had not rebounded to 2019 levels, with the Downtown Expressway exhibiting the most recovery. Mr. Eshelman explained that driving factors include future growth and return to work. Board members engaged Mr. Eshleman regarding traffic recovery, revenue forecasts, and the Authority's need to fund capital projects.

Ms. Rountree of Atkins then presented on tolling terminology and definitions and introduced the transition to all electronic tolling ("AET"). Ms. Rountree explained why such a transition to AET is important to the Authority. Ms. Roundtree reported that reasons to convert to AET include but are not limited to reducing cost, revenue enhancement, safety, and

sustainability. She reported that the Authority maintained approximately 80% of EZ-Pass usability on the Downtown Expressway.

Next, Mr. Papiernik and Mr. Fagerlund of HNTB continued the discussion related to the necessary steps to the Authority's conversion to AET. Their discussion included topics such as planning and policies, impacts to revenue, revenue assurance plans, operations and organization, toll system management, workforce transition, planning and engineering and community outreach.

Following a lunch break, the Board heard from leaders of the Metropolitan Washington Airports Authority ("MWAA") and the Pennsylvania Turnpike Commission ("PTC"). Steve Settle reported on the conversion of the Dulles Toll Road to AET and the scheduled toll increases on the Dulles Toll Road. Mark Compton then offered a similar report related to the PTC. The Board actively engaged in discussion with and questions to Mr. Settle and Mr. Compton.

Mr. Bausher from Atkins then reported on potential conceptual plans for conversion of the Downtown Expressway to AET followed by a presentation by Mr. Papiernik and Mr. Fagerlund related to the same. The exercise, conceptual in nature, led to lively discussion by Board members.

Lastly, Ms. Gibson from HNTB presented on the importance of internal communications and public outreach related to changes impacting the Authority's toll roads, including AET. Board members discussed internal implications and community outreach efforts including constituent meetings and webinars. Comments were made regarding the importance of Board members championing projects of the Authority.

Having no further business, the Board Retreat adjourned at 3:45 p.m.

A handwritten signature in blue ink, reading "Leslie C. Munn", is written over a horizontal line.

Secretary

APPROVED:

A handwritten signature in black ink, reading "Mark L. Tart", is written over a horizontal line.

Chairman Tart