

**MINUTES OF THE REGULAR MEETING
OF THE BOARD OF DIRECTORS OF THE
RICHMOND METROPOLITAN TRANSPORTATION AUTHORITY
HELD JANUARY 10, 2017**

The regular meeting of the Board of Directors of the Richmond Metropolitan Transportation Authority was held on the 10th day of January, 2017, at the offices of Christian & Barton, L.L.P., in the Mutual Building, 909 East Main Street, Conference Room 11-B, pursuant to due notice.

The following Directors were present and acting throughout the meeting, except as noted below: Directors Hazelett, Holland, Johnson, Ramsey, Tart, Waller, Whirley, White and Woodfin. Directors Brown, Hinson, Kaechele and Nelson were absent. Also present were Ms. Gray, Ms. Dean, Ms. Johnson, Mr. Madison, and Ms. Simmons of the Authority, and Mr. Ballou. Dr. Dabney and Ms. West arrived during the course of the meeting.

Mr. Johnson served as Chairman of the meeting, and Mr. Ballou as Secretary.

The Chairman called the meeting to order at 12:30 p.m., and upon motion duly made, seconded and unanimously carried by the affirmative votes of all of the Directors noted above as being present, the minutes of the Authority's meeting held on December 13, 2016 were approved as previously distributed.

The Chairman introduced Reverend Dr. Waller as a recent appointee of the City of Richmond to the Board. Reverend Waller currently serves as the Tenth Senior Pastor of the third oldest African American Church in the United States, The First African Baptist Church of Richmond. Reverend Waller earned a Bachelor of Arts Degree in Philosophy and Religious Studies from Virginia Union University, a Master of Divinity from the Samuel DeWitt Proctor School of Theology at Virginia Union University, and a Doctor of Ministry Degree from

Virginia Union University of Lynchburg. Prior to becoming Senior Pastor of the First African Baptist Church, he was the Senior Pastor of Sharon Baptist Church in Weems, Virginia, and had served on the Lancaster County Planning Commission. The Board enthusiastically welcomed Reverend Waller and looked forward to his many contributions.

Dr. Dabney arrived as Mr. Whirley began the report of the Operations and Finance Committee. Mr. Whirley noted that the Operations and Finance Committee had met on January 5, 2017. The Committee heard from Staff as to the upcoming central office relocation and also considered the toll business plan and the upcoming toll equipment solicitation, which was a key element of the plan. As to the latter, the schedule called for the release of the Authority's request for information in mid-January, with responses due back in February. Based on feedback and comments received from the request for information, the Authority would distribute a request for proposals in March, 2017, with responses due later in June, 2017, and Board consideration and action currently slated for August, 2017. Mr. Whirley noted various features of the procurement and its structure, so to streamline and simplify the contract documents, provide for interoperability and ensure the Authority's system was compatible with VDOT's and had the capability to support new technologies. Particular areas of focus were the Authority's automatic coin machines, the conversion of various lanes to E-ZPass only, the potential expansion of the violation enforcement system, data migration/retention, and ongoing efforts to increase E-ZPass penetration.

Ms. Gray began the CEO comments with New Year's greetings to all. She introduced Mr. Madison as the Authority's new Director of Finance. The Board enthusiastically welcomed Mr. Madison and looked forward to working with him. Continuing, Ms. Gray updated the Board on the schedule for budget preparation which included Staff's preparation of draft operating and

capital budgets through February. This would be followed in early March with a Compensation and Benefits Committee to consider salary levels and benefits and with workshops of the Operations and Finance Committee to review budget drafts and an update of the long-term financial plan. Similar to past years, she expected to present the budget to the Board in April, with Board consideration in May.

She concluded by requesting that Board members, to the extent that they had not already done so, heed the fast approaching Conflict of Interest Act filing deadline of January 15.

Ms. Gray and Mr. Ballou updated the Board on bills that had been introduced in the General Assembly, with Mr. Ballou noting one bill relating to required insurance for Special Conservators of the Peace and several bills relating to toll procedures. In response to a question from Mr. Whirley as to the Authority's position on the latter, he noted that the Authority was in discussions with the various toll operators, especially VDOT and the other public bodies that were similarly positioned. It was still early in the session, and the filing deadline for bills had not yet passed. Given the issues that had arisen in Northern Virginia and in Portsmouth with those toll facilities, further bills were likely to be introduced. In addition, this year's General Assembly featured the usual proposed amendments to the Freedom of Information Act, the Public Procurement Act and the like. To date, no proposals to amend the Authority's enabling legislation had been introduced.

Ms. West joined the meeting in progress during the discussion of General Assembly bills.

The Chairman asked that Ms. West provide the report of the Compensation and Benefits Committee, and the Board considered a motion to convene in executive session, as permitted by Va. Code § 2.2-3711.A(1) for personnel matters, regarding the discussion and consideration of the performance and compensation of a specified employee of the Authority, namely, the CEO.

Such motion was duly made, seconded and unanimously carried by the affirmative votes of all of the Directors noted above as being present.

The Board reconvened in open session and considered a motion pursuant to Virginia Code § 2.2 3712(D) that, to the best knowledge of each Director then present, (i) only such public business matters lawfully exempted from open meeting requirements, and (ii) only such public business matters as were identified in the motion by which the closed meeting was convened were heard, discussed or considered by the Board and that a statement to such effect would appear in the minutes of the meeting. Such motion was duly made, seconded and approved in a roll call vote by all Directors noted above as being present. The Board then, upon motion duly made, seconded and approved by all Board members noted above as being present, authorized the participation of the CEO in the Authority's Executive Deferred Compensation Program with the Virginia Retirement System, retroactive to February 1, 2014, pursuant to the plan's terms and conditions and subject to review by counsel and in compliance with applicable law.

Mr. White departed the meeting, as Tamar Henkin updated the Board on the current status of the Authority's strategic plan. Various elements of the long range goals were discussed, including the potential for all electronic tolling, diversification of the Authority's revenue stream and comparison to the revenue sources available to the Northern Virginia and Hampton Roads regional transportation authorities. Ms. Henkin guided the conversation to the Authority's mission statement, with discussions centering around revenue diversification, an expanded scope, operational excellence and efficiency and leveraging technology and innovation. It was the sense of the Board that the CEO work with Ms. Henkin and the Governance Committee on these matters during the spring and bring them back to the Board for further consideration.

Messrs. Holland and Ramsey departed the meeting.

Ms. Simmons gave a brief Operations report, referring Board members to her written materials in the Board Agenda packet, which included updates on the Authority's maintenance and repair and protective coatings contracts for 2016, and the bid status of the 2017 deck rehabilitation project.

Mr. Madison gave the Finance report, similarly referring Board members to his written report. Highlights included normalized traffic growth for December 2016 over the prior year period by approximately 1.2%, and an increase in overall traffic for the fiscal year to date of 1.3% over the preceding year. Revenue for the fiscal year to date is approximately 1.2% ahead of budget, with expenses in line with the budget.

There being no items of new business or any further business to come before the meeting, the meeting was adjourned at 2:10 p.m.



Secretary

APPROVED:



Chairman