

**MINUTES OF A REGULAR MEETING  
OF THE BOARD OF DIRECTORS OF THE  
RICHMOND METROPOLITAN TRANSPORTATION AUTHORITY  
HELD MAY 12, 2020**

A regular meeting of the Board of Directors of the Richmond Metropolitan Transportation Authority (“RMTA”) was held on the 12<sup>th</sup> day of May 2020, 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: Chairman Whirley and Directors Brown, duFrane, Dabney, Elswick, Fountain, Hardiman, Hawthorne, Ramsey, Tart, West, and Williams.

Directors Hinson, Johnson, and Woodfin joined the meeting in progress as noted below.

Director Nelson was 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 Heidi Abbott of Hunton Andrews Kurth.

Chairman Whirley presided over the meeting with Ms. Mehta acting as Secretary. There was a quorum present throughout the electronic meeting.

The Chairman called the meeting to order at 12:01 p.m.

Ms. Mehta conducted a roll call of all participants on the electronic call as noted above.

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 pursuant to Virginia Code Section 2.2-4707 and 3708.2.A.3 of the Freedom of Information Act ("FOIA"); Article 3, Section 6 of the RMTA Bylaws; and Governor Northam's adopted amendments to HB 29 and HB 30 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 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 novel 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 (namely, the FY2021 Budget). 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 and acting during this portion of the meeting voted to approve the motion.

Director Johnson joined the meeting in progress.

Director Hinson joined the meeting in progress.

Further, Ms. Mehta noted that because only business statutorily required or necessary to continue operations of the Authority and the discharge of its lawful purposes, duties, and responsibilities during this time would be conducted through this remote meeting, the Board did not make a motion to approve the March 10, 2020 board minutes but will make such a motion at the next meeting where board members meet in person at a single physical location.

Next, Chairman Whirley turned to the Board Committee Reports – starting with the Committee Report of the Compensation and Benefits Committee. As Chairwoman of the Committee, Director West provided the report. She explained that both part-time and full-time employees have been furloughed as a result of drastic traffic revenue declines resulting from novel coronavirus/COVID-19. As a result, the Committee recommended rescinding the March 10, 2020 Resolution Approving Compensation Plan for Fiscal Year 2021. Along with the notice for this meeting prior notice was provided of a motion to rescind the March 10, 2020 Resolution Approving Compensation Plan for Fiscal Year 2021. Upon motion duly made, seconded and unanimously carried by the affirmative votes of all of the Committee members present, the motion to rescind the March 10, 2020 Resolution Approving Compensation Plan for Fiscal Year 2021 was approved. Ms. Mehta conducted a roll to note each member's approval.

Chairman Whirley next turned to Director Hawthorne for the report of the Operations and Finance Committee. Director Hawthorne summarized the Committee's April 28, 2020 meeting. Director Hawthorne noted the FY20 forecast changes as a result of the novel coronavirus/COVID-19 pandemic include a decrease in traffic volume and total revenue. As a result of the unexpected

changes, the Authority implemented measures to decrease the FY21 budget operating expenses by \$1.7 million in response to the decrease in revenue. Further, the expected operating losses for May and June of FY20 necessitate funding from the Excess Balance Reserve Fund and Authority policy requires Board approval for the use of Excess Balance Funds. Director Hawthorne explained that the Committee approved motions for the utilization of excess reserves for Fiscal Years 2020 and 2021 and to approve the Fiscal Year 2021 Budget. With regard to the Capital Plan, Director Hawthorne explained that as a result of novel coronavirus/COVID-19, Staff reviewed the FY21 Capital Budget to determine possible reductions and that the Maintenance and Repairs budget was reduced by \$2.3 million by postponing all non-critical items; the Protective Coatings budget was reduced by a little over \$1.1 million due to project timing changes; the Miscellaneous budget was reduced by over \$133,000 because of rescheduling; and the Administrative budget was reduced by just over \$56,000 as a result of eliminating vehicle purchases scheduled for FY21.

Next, Ms. Dean noted that the novel coronavirus/COVID-19 pandemic has ushered in unprecedented times, but she assured the Board that the Authority will get through this. Ms. Dean explained that there has been an approximate 60% reduction in traffic volume since the pandemic. She noted that Mr. Madison will share assumptions in his portion of the presentation. As a result of the unexpected declines, the Authority has adjusted expenses and rescheduled non-critical projects. Specifically, Ms. Dean noted that due to traffic volume decline as well as for the safety of employees and customers and in compliance with Governor Northam's Stay-At-Home Order, TCAs had been removed from the lanes as of April 4, 2020. Supervisors monitor the lanes. As a precautionary matter, the Authority has provided employees with personal protective equipment ("PPE") such as gloves and additional hand sanitizing products in toll booths as well as instituting policies regarding the use of face coverings, maintaining social distancing, and allowing for only

one employee per vehicle (instead of two pre-COVID-19). Ms. Dean also authorized additional deep cleanings of facilities.

Ms. Dean explained that, in order for employees to stay connected, a private employee Facebook page has been initiated. There are also bi-weekly Zoom video conferencing calls for all employees to ask questions, including one call having taken place specifically for questions related to Open Enrollment; there are weekly Zoom calls with Central Office employees; and daily Zoom calls with executive staff. Also as a safety measure, Ms. Dean noted that the Central Office has been teleworking since March 23; moreover, she shared that there has been no reduction in productivity since teleworking began.

Ms. Dean also shared that executive staff continues to monitor the actions of other businesses in the Richmond Metropolitan Area as well as those in the tolling industry at-large. The tolling group IBTTA has issue area/topic-specific video conferencing calls on which executive staff routinely participate. Ms. Dean also gathers return-to-work suggestions and draft policies from the business community and plans to make an informed decision about the return to the Central Office in due time.

Further, Ms. Dean informed the Board that, although RMTA is not eligible for assistance under the CARES Act, the Authority has worked with the tolling industry to request to be included in future legislation and has applied for FEMA reimbursements for novel coronavirus/COVID-19-related expenses and are hopeful to obtain those reimbursements.

Ms. Dean asked Mr. Madison to provide a further summary. Mr. Madison discussed the impact to the FY21 Budget and FY20 Forecast due to the coronavirus/COVID-19 pandemic and the resulting traffic volume decline. Traffic volume is currently down 60% at Powhite; 65% at the Downtown Expressway; and 50% at the Boulevard Bridge as compared to 2019. Traffic volumes for FY20 are

projected to be approximately 18% below FY20 Budget. Budgeted traffic volume for FY21 is 2% below FY20 Forecast resulting in a 2.4 % decrease in total revenue for FY21 as compared to FY20. As a result of the unexpected traffic decline, the Authority has implemented measures to decrease FY21 operating expenses by \$1.7 million. Although expected expense increases for FY21 in road maintenance, toll system maintenance, and violation enforcement are budgeted, decreases in salaries and benefits and E-ZPass fees result in no increase in overall operating expenses for the FY21 Budget. Additionally, the following are traffic projections through December 2020: July to August: current; September to October: 45% decrease; November to December: 15% decrease; and January to June: baseline. Mr. Madison also stated the following for FY21 forecasted toll revenue and traffic volume as compared to the FY20 Budget respectively: decrease of \$6.9 million (-16.4%) and decrease of 11.5 (-17.6%). Mr. Madison concluded by noting that operating losses are projected in May and June of FY20; these losses would necessitate funding from the Excess Balance Reserve Fund; and RMTA policy requires Board approval for the use of Excess Balance Funds.

Next, Ms. Dean asked that Ms. Simmons provide the FY21 Capital Plan presentation. Ms. Simmons reiterated the Authority's plan to be proactive instead of reactive. Ms. Simmons provided a summary of the Authority's Asset Condition Assessments. She noted that, due to traffic volume decreases as a result of novel coronavirus/COVID-19, Staff reviewed the Capital Budget to determine possible reductions. The Maintenance and Repairs budget was reduced by over \$2.3 million by postponing all non-critical items. The Protective Coatings budget was reduced by a little over \$1.1 million due to project timing changes for PC-21 and PC-22. The Miscellaneous budget was reduced by over \$133,000 because debris removal was rescheduled for FY22. With regard to the Administrative budget, there was a reduction of just over \$56,000 as a result of eliminating vehicle purchases previously scheduled for FY 2021. These reductions result in a savings of approximately \$3.6 million for the FY21 Capital Plan.

Based on the foregoing and upon motion duly made, seconded and unanimously carried by the affirmative votes of all of the Committee members present, the following motions were approved: (1) motion to dispense with the formal reading into the record of the two resolutions; (2) Resolution Approving Utilization of Excess Reserves Fiscal Year 2020 and 2021; and (3) Resolution Approving Fiscal Year 2021 Budget. Ms. Mehta conducted a roll to note each member's approval.

Chairman Whirley moved to Ms. Dean's Toll System Update from the agenda.

At the request of the Chairman, the Board considered a motion to convene in executive session pursuant to Virginia Code §2.2-3711.A(29) and (8) of the Virginia Freedom of Information Act as it relates to the scope of a public contract involving the expenditure of public funds where discussion in open session would adversely affect the bargaining position or negotiating strategy of the Authority and for consultation with legal counsel pertaining to the same. Such motion was duly moved, seconded and approved by all Directors noted above as being present. Ms. Mehta conducted a roll call to record each board member's approval of the motion to enter into executive session.

Director Woodfin joined the meeting in progress while in executive session.

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 Board member 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 by all Board

members present on the electronic call (Director Ramsey was not present during the executive session and, therefore, abstained from voting on this motion). Ms. Mehta conducted a roll call to record each board member's approval of the motion (except Director Ramsey's abstention as mentioned above).

Ms. Simmons then provided the Operations Report, referring Board Members to the written report in the agenda packet. Ms. Simmons noted that the demolition of the Salt Shed has been completed and move-in will likely take place at the end of May 2020. She also lauded employees for assisting geese to cross ten lanes of traffic with no casualties.

Mr. Madison then provided the Traffic and Revenue Report as included in the agenda packet. Regarding traffic highlights, he noted that although April 2020 had the same number of commuting days as compared to the prior year, the novel coronavirus/COVID-19 virus pandemic continued to be significant. Monthly gross traffic decreased by an estimated 2.97 million vehicles or 53.8% when compared to the prior year. Year to date traffic for fiscal year 2020 is approximately 7.1% behind the prior year. Fiscal year 2020 toll revenue of \$31.7 million is approximately 9.2% under the budget estimate through April 2020. Fiscal year to date expenses of \$13.0 million are 5.9% under budget expectations. Fiscal year 2020 revenue and expense amounts continue to demonstrate compliance with required debt coverage ratios.

Having no new or further business to come before the meeting, the board meeting was adjourned at 1:41 p.m.



Leslie C. Mentz

Secretary

APPROVED:

Marilyn J. West

Chairman