

**MINUTES OF THE MEETING AND RETREAT
OF THE BOARD OF DIRECTORS OF THE
RICHMOND METROPOLITAN TRANSPORTATION AUTHORITY
HELD NOVEMBER 29, 2023**

A meeting and board retreat of the Board of Directors was held on the 29th day of November 2023, at the Henrico Sports and Events Center, 11000 Telegraph Road, Glen Allen, Virginia, with access available electronically as well, pursuant to due notice.

The following Directors were present and acting throughout the meeting in person unless otherwise noted: Directors Clarke, Dabney, Davis, duFrane, Fountain (exited at 12:30 p.m.), Hawthorne, Lynch (exited at 12:30 p.m.), Millikan, Mulroy (entered at 9:47 a.m.), Ramsey (entered at 11:25 a.m.), Story, and Williams. Chairman Tart and the following Board members were absent: Hardiman, Nelson, and West were absent.

Authority staff present were Mr. Burke, Ms. Dean, Ms. M. Johnson, Ms. S. Johnson, Ms. Mehta, Ms. Moss, Ms. Murphy, Mr. Owen, Ms. Simmons, and Ms. Watson. Also present were Belinda Jones of Christian and Barton; Cherie Gibson and Dan Papiernik of HNTB; Robert Horr, Robert LaGatta, and Rosa Rountree of Atkins Realis; Heidi Abbott of Hunton Andrews Kurth; Jimmy Sanderson and Ty Wellford of Davenport (both entered at 12:45 p.m.), and Phil Eshelman of Stantec (via electronic communication). One member of the public, Marshall Eichfeld, was present via electronic communication.

CEO Joi Dean presided over the meeting with Ms. Mehta acting as Secretary. There was a quorum throughout the meeting.

Ms. Dean called the meeting to order at 8:55 a.m.

First, Ms. Dean welcomed J. Rex Davis to the board as the new Commonwealth Transportation Board (“CTB”) representative. Mr. Davis expressed his excitement to be on the board.

Next, she 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, the Board minutes of the Authority's meeting held on October 17, 2023, were approved, as previously distributed.

After the minutes motion, Ms. Dean turned to Mr. Eshelman for the traffic and revenue update. He provided an overview of the October 2023 initial transaction and revenue results from October 2022 to October 2023: Powhite Parkway 9.3% growth, Downtown Expressway 3.6%, Boulevard Bridge decreased by 11.1% and RMTA system 6.2%. In terms of estimated toll revenue from October 2022 to October 2023: Powhite Parkway 9.2% increase, Downtown Expressway 0.9%, Boulevard Bridge -16.2% and RMTA System 5.6%. Mr. Eshelman noted that there is year-over-year growth and continued recovery from pandemic return to work. Upon the initial review, the Boulevard bridge has been most affected by the toll increase. Moreover, initial results appear that October outperformed the revenue forecast by 5.6% although the daily analysis indicates potential delayed effects of a reaction to the toll increase. He also noted the following: FY24 is consistently above FY23 comparing like days to like days across years; clear impact of toll increase on growth of transactions; and the final week of October indicates approximately no year-over-year growth but is most likely due to Hurricane Ophelia.

After Mr. Eshelman’s presentation, Ms. Dean turned to Ms. Simmons for her Operations report. Ms. Simmons referred Board Members to the written report in the agenda packet. She noted

summarized the protective coatings and miscellaneous repairs projects and noted that work will begin to slow down during the holiday season and resume after the first of the new year.

Next, Mr. Owen provided his traffic and revenue report – referring Board Members to the written report in the agenda packet. Regarding traffic highlights, year-to-date FY2024 traffic volumes system wide are 8.8% over the previous fiscal year YTD totals at the end of October. Year-to-date revenue is 33.8% of the annual projected budget at the end of October. Fiscal year 2024 toll revenue of \$14.8 million is just over 2% of the projected year-to-date toll revenue. Fiscal year-to-date expenses are slightly over budget expectations. Fiscal year 2024 revenue and expense amounts demonstrate compliance with debt coverage ratios. Cumulative YTD, through October, E-ZPass usage decreased from 77% in FY2023 to 75.5% in FY2024.

Having no further business, the board meeting was adjourned at 9:17 a.m. and was immediately followed by the Board Retreat.

BOARD RETREAT

Ms. Dean began the Board Retreat with a summary of the day. Then Ms. Dean turned to Ms. Johnson for a Board Retreat icebreaker. Next, Ms. Rountree provided an overview of the “ABCs of AET” which included a breakdown of acronyms related to all-electronic tolling. Next, Ms. Rountree and Mr. LaGatta provided a proposed AET implementation schedule that included a vehicle enforcement system by approximately June 2024 with estimates for the Powhite, Boulevard Bridge, and Downtown Expressway installations tentatively in December 2025, December 2026, and December 2027 respectively.

After a short break, Ms. Dean directed board members to look at the toll plaza model designs on the tables and explained that the Authority worked with VCU students to provide potential designs for the Boulevard Bridge. She noted that the Authority intends to announce a competition for VCU students to provide designs for painting an RMTA toll booth.

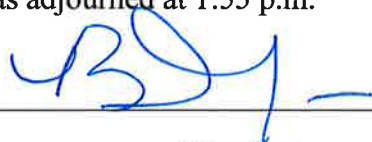
Next, Mr. LaGatta presented a proposed gantry concept preview.

Next, Mr. Sanderson provided a financial overview: the Authority has outstanding bonds in the total amount of \$120,720,000 – all of which currently matures on July 15, 2041. He also emphasized that the Authority is currently rated A1/A+/A+ by Moody’s, Standard and Poor’s and Fitch. Fitch upgraded RMTA from A to A+ on November 3, 2023. The Fitch upgrade reflects the expressway system’s improved financial profile following the step down in debt service together with stabilized traffic and revenue post-pandemic and a substantial recent toll rate increase. Mr. Sanderson noted additional observations: RMTA’s capital program is projected to total \$109.7 million in FY2024-2030 and will be funded from excess reserves; toll adjustments in CY2023 provided sufficient cashflow to support the capital program; RMTA is

projected to remain within financial targets; and given RMTA's reliance on operating cash flow to support future capital, it will be important to revisit financial projections in the event future toll increases are needed.

Lastly, Ms. Dean discussed the Authority's AET transition communication. She noted that the Authority seeks to communicate throughout the transition to preserve employee trust, collaborate with RMTA partners, promote project benefits, provide innovative awareness, provide customer awareness, and increase E-ZPass participation to drive up E-ZPass utilization. The targeted audiences include RMTA staff and board of directors, RMTA customers, the general public, jurisdictional partners, and partner agencies. Moreover, she noted the internal and external channels of communication. Regarding internal avenues, the Authority will send emails, have meetings, circulate an employee newsletter, utilize bulletin boards, provide the information in the HR portal, and use RMTA digital monitors. Regarding external channels, RMTA intends to use social media platforms, the Authority website, press releases, and handouts and flyers. Additionally, RMTA is considering hiring a communications manager to help with messaging.

Having no additional business, the meeting was adjourned at 1:55 p.m.



Secretary

APPROVED:



Chairman