MINUTES OF THE MEETING
OF THE BOARD OF DIRECTORS OF THE
RICHMOND METROPOLITAN TRANSPORTATION AUTHORITY
HELD DECEMBER 2, 2025

A meeting and board retreat of the Board of Directors was held on the 2nd day of December 2025, at PlanRVA, 424 Hull Street, Ste. 300, Richmond, Virginia, pursuant to due notice and electronic communication (via Zoom) as noted below.

The following Directors were present and acting throughout the meeting in person unless otherwise noted: Chairman Lynch and Directors Clarke, Davis, duFrane, Fountain (9:07 a.m.), Millikan, Mulroy, Story, West and Williams. Board members absent: Vice-Chairman Dabney and Directors Hardiman, Hawthorne, Nelson, Schneider, and Tart.

Authority staff present were Ms. Dean, Ms. M. Johnson, Ms. S. Johnson, Ms. Murphy, Mr. Owen, Ms. Watson, Ms. Freeman, Ms. Marshall, Mr. Burke, and Mr. Khan. Also present were Board Secretary, Belinda Jones of Christian and Barton; Phil Eshelman of Stantec (via Zoom); Dan Papiernik of HNTB, Cherie Gibson of HNTB, Brad Stimpson of HNTB; Rosa Rountree of Atkins Realis (via Zoom), Bob LaGatta of Atkins Realis, Danny Baiden of Atkins Realis; Dee Baker-Amos of DBA & Associates, LLC; and James Hutzler, a member of the public (via Zoom).

Chairman Lynch presided over the meeting with Ms. Jones acting as Secretary. There was a quorum present throughout the meeting. Chairman Lynch called the meeting to order at 8:52 a.m. Ms. Jones conducted a roll call.

Chairman Lynch turned to the agenda item of the previous Board minutes. Upon motion duly made, seconded, and unanimously carried by the affirmative votes of all Directors present, the Board minutes of the Authority's meeting held on October 29, 2025, were approved, as previously distributed.

Chairman Lynch then called on Director duFrane to report on behalf of the Audit Committee. Director duFrane reported on the Audit Committee's recent meeting with Cherry Bekaert in which RMTA received a clean audit. Director duFrane then presented the Resolution to Approve the Annual Comprehensive Financial Report for the Fiscal Year Ending June 30, 2025, as well as referencing the Resolution in the agenda packet. Upon motion duly made upon recommendation from the Committee, and unanimously carried by the affirmative votes of all Directors present, the Annual Comprehensive Financial Report for the fiscal year ending June 30, 2025, was approved.

Chairman Lynch called on Director Williams to report on behalf of the Compensation and Benefits Committee. Director Williams reported that the Compensation and Benefits Committee had a brief report to make to the Board on a personnel matter. Chairman Lynch entertained a motion to convene into executive session under Virginia Code § 2.2-3711(A)(1), specifically because of a personnel matter. Upon motion duly made, seconded, and unanimously carried by the votes of the Directors present, taken by a roll call vote, the Board approved the motion and entered executive session.

Chairman Lynch then entertained a motion pursuant Virginia Code § 2.2-3712(D) that to the best of each Director's knowledge, (i) only public business matters lawfully exempted from open meeting requirements under this law 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 in the executive session. Upon motion duly made, seconded, and unanimously carried by the affirmative votes of all Directors present, taken by a roll call vote, the motion was approved.

Director Williams then moved on behalf of the Compensation and Benefits Committee, for the Board to execute the necessary documents to enact the terms and conditions of the employment agreement for the Chief Executive Officer of RMTA. Upon motion duly made upon recommendation from the Compensation and Benefits Committee, and unanimously carried by the affirmative votes of all Directors present, taken by a roll call vote, the motion was approved. Chairman Lynch thanked the Compensation and Benefits Committee for its leadership and hard work.

Chairman Lynch then turned to Mr. Khan for his Operations Report. Mr. Khan stated that the Operations Report is on page 8 of the Board packet. Mr. Khan noted that it has been an excellent month for operations. Mr. Khan reported on the several positive advancements including that the Authority is coordinating with Dominion and its electrical contractor to upgrade power lines to ensure electricity in the technology shelter. Mr. Khan then stated that the Downtown Expressway AET project is on track with testing scheduled for January. Mr. Khan reported on miscellaneous on-going operations, including bridge work and steel repairs as well as general maintenance on the Downtown Expressway and Powhite Parkway. Mr. Khan also reported that the Authority is prepared for the winter season—the Authority's contractors have inspected equipment and ensured that they are prepared with salt and other materials. On November 8, 2025, the Authority held a ceremony with the Westover Hills Neighborhood Association to celebrate 100 years of the Boulevard Bridge. Mr. Khan further reported that annual bridge and structural inspections are largely completed for the year. Finally, Mr. Khan reported that a dip was discovered northbound on the Powhite Parkway which has been repaired.

Chairman Lynch then called on Mr. Owen for the Traffic and Revenue Report. Mr. Owen directed the Board to page 10 of the Board packet. For key takeaways, Mr. Owen explained that there was a 5% increase in traffic growth and that revenue growth was 3.6% over the budgeted amount. Notably, Mr. Owen reported an almost 1% uptick in E-Z Pass usage to 77.9%. Director Williams questioned whether the Authority can track the increase in traffic on specific dates for events such as the recent Richmond Marathon. Director Williams commented that it would be beneficial to know the numbers so the Authority could encourage use of its expressways on problematic traffic dates for the City. Mr. Khan confirmed that the Authority is able to track that data.

Chairman Lynch reported that there was no new business. Having no further business, the Board Meeting was adjourned at 9:21 a.m. and was immediately followed by the Board Retreat.

BOARD RETREAT

Ms. Dean then introduced the agenda for the 2025 Board Retreat. During the Board Retreat, Director Hardiman arrived at 10:21 a.m. and Director Schneider arrived at 10:54 a.m.

Mr. Stimpson, Mr. Papiernik, and Ms. Gibson with HNTB commenced the Board Retreat with a Bridge Planning Workshop. The HNTB team provided the Board with a presentation on the importance of bridges, noting that they are critical RMTA assets, not just engineering structures. Board members engaged Mr. Papiernik, Mr. Stimpson, and Ms. Gibson regarding bridge safety and reliability, anatomy of bridges and the current condition of RMTA's 36 bridges, and options for the future, including replacing bridge decks or performing overlays and related investment strategies.

The Board then moved to a strategic planning conversation with Ms. Baker-Amos. Following an engaging ice breaker exercise, the Board members discussed tactics for support of the Authority's leadership in the region as well as remaining an excellent partner to the local governments, private entities, and community organizations related to transportation in the region. The Board members discussed increasing partnerships with legislators, media organizations, universities, and with the other boards served by the Authority's Board members. Ms. Baker-Amos then led a discussion regarding the 2041 reversion, including considerations of what success looks like for RMTA and the best strategies for achieving such success and the timeline for doing so.

Following a lunch break, the Board participated in a discussion regarding "Key Performance Indicators" (KPIs) related to the 2025–2027 Strategic Plan. Ms. Baker-Amos presented details including key milestones for each active Authority project and asked the Board members to provide feedback with insights especially related to potential risks and concerns around timing. For example, the Board discussed the project regarding implementation of AET and the related quarterly goals and accomplishments. Ms. S. Johnson highlighted the exceptional efforts made by the Authority to modernize while taking care of the employees that have served the Authority for so many years.

Ms. Dean closed the Annual Retreat with appreciation for the staff and the Board members for all of their hard work in putting the Authority in a great place as it plans for the future.

Having no further business, the meeting adjourned at 1:40 p.m.

Secretary

APPROVED:

Chairman