

CENTRAL VIRGINIA TRANSPORTATION AUTHORITY

MINUTES OF ACTION MEETING

Friday, May 28, 2021

8:30 a.m.

VDOT Richmond District Office & Zoom

Members Present:

Jurisdiction/Agency	Member	Present	Absent
Town of Ashland	John H. Hodges	x	
Charles City County	William G. Coad		x
Chesterfield County	Kevin P. Carroll, Vice Chair	x	
Goochland County	Neil Spoonhower	x	
Hanover County	W. Canova Peterson	x	
Henrico County	Frank J. Thornton, Chair	x	
New Kent County	Patricia A. Paige	x	
Powhatan County	David T. Williams	x	
City of Richmond	Dr. Cynthia Newbille (Designee)	x	
VA House of Delegates	Delegate Delores McQuinn (virtual)	x	
Senate of Virginia	Senator Jennifer L. McClellan (virtual)	x	
Commonwealth Transportation Board	Carlos M. Brown (virtual)	x	

Non-Voting Ex-Officio

Agency	Member	Present	Absent
VDRPT	Jennifer Mitchell (virtual)	x	
VDOT	Shane Mann (Designee)	x	
GRTC Transit System	Julie Timm (virtual)	x	
RMTA	Joi Taylor Dean (virtual)	x	

The Central Virginia Transportation Authority meeting was held in person at the VDOT Richmond District Office in Colonial Heights and by electronic communication means as set forth by the April 22, 2020 actions of the General Assembly in response to the continued spread of novel coronavirus, or COVID-19. The technology used for this meeting was a web-hosted service created by Zoom and YouTube Live Streaming and was open and accessible for participation by members of the public. Voting record tables are attached to the action meeting minutes in Appendix A. A recording of this meeting is available on the [Plan RVA YouTube Channel](#).

CALL TO ORDER

The Central Virginia Transportation Authority (CVTA) Chairman, Frank J. Thornton, presided and called the May 28, 2021 Central Virginia Transportation Authority action meeting to order at 8:33 a.m.

ATTENDANCE ROLL CALL & CERTIFICATION OF MEETING QUORUM

Nicole Mueller, Program Coordinator for the RRTPO at PlanRVA, took attendance by roll call and certified that a quorum was present.

A. ADMINISTRATION

1. Consideration of Amendments to the Action Meeting Agenda

Chair Thornton requested that the following item be moved up to be presented after item A.4. CVTA Chairman's Report:

- Item 6. CVTA Technical Advisory Committee Update
 - a. Certification Reporting – Member Spending Plans
 - b. Regional Project Prioritization
 - c. Transit Service Governance Report

On motion of Kevin P. Carroll, seconded by David T. Williams, the Authority unanimously approved the agenda of the May 28, 2021 meeting by acclamation as amended (voice vote).

2. Approval of April 30, 2021 CVTA Action Meeting Minutes

There were no comments or corrections to the April 30, 2021 CVTA action meeting minutes.

On motion of W. Canova Peterson, seconded by John H. Hodges, the Authority unanimously approved the minutes of the April 30, 2021 CVTA action meeting by acclamation as presented (voice vote).

3. Open Public Comment Period

There were no requests to address the CVTA.

4. CVTA Chairman's Report

Chair Thornton expressed his appreciation for everyone joining the meeting in-person and virtually at VDOT's Richmond District Office in Chesterfield County.

B. COMMITTEE REPORTS

5. CVTA Technical Advisory Committee Update

- b. Regional Project Prioritization

After a lengthy discussion on a proposed motion (see below) by Chair Thornton, the Authority took a recess. After a 5-minute break, the Authority reconvened, and Chairman Thornton proposed to take action.

On motion of Kevin P. Carroll, seconded by W. Canova Peterson, the Central Virginia Transportation Authority (CVTA) unanimously approved the following resolution (see Appendix A):

Resolved, that the Central Virginia Transportation Authority directs CVTA staff to draft letters on behalf of the CVTA to: 1) the Secretary of

Transportation and CTB indicating the CVTA's commitment to providing the required match for the consensus scenario Round 4 Smart Scale allocations directed to additional Fall Line Trail projects; and 2) federal representatives indicating the CVTA's commitment to making the completion of the trail a regional priority. Also, direct the CVTA Technical Advisory Committee (TAC) to work with VDOT and CVTA staff to establish a budget, timeline, cash flow and project management resources to fully fund and complete all sections of the Fall Line Trail located within the CVTA member localities that do not have other committed funding sources; and report back to the Finance Committee, as well as the full Authority by their August 2021 meetings. Furthermore, direct the CVTA TAC and CVTA staff to coordinate with the four member localities that do not directly benefit from the Fall Line Trail to define their regional priority project needs and develop a draft funding plan for each of those projects.

6. CVTA Finance Committee Update

b. Support Services Memorandum of Understanding (MOU)

A Memorandum of Understanding for Support Services between the CVTA and PlanRVA was included in the packet for Authority member consideration. It shows the markup reflecting changes from the current MOU in place through the end of June and the proposed changes for the new Fiscal Year.

The Finance Committee members reviewed the proposed MOU at the May meeting and recommend approval of the MOU, incorporating all tracked changes for execution. In general, the proposed MOU extends provision of support services through the end of Fiscal Year 2022 by PlanRVA with updates to responsibilities in alignment with our established financial management policies and procedures, fiscal agent agreements and current discussion regarding future staffing needs and CVTA activities. Total compensation to PlanRVA is not to exceed \$210,000 for staff expenses. PlanRVA will continue to incur all other operating expenses on the CVTA's behalf and submit for reimbursement of all expenses quarterly. Ms. Heeter talked through the specifics of the MOU and answered additional questions.

By unanimous consent, the Authority agreed to consider and amend the following: The members agreed to strike the word "*support*" and insert the words "*provide oversight*" to read "~~Support~~ **Provide oversight** of Chesterfield County and City of Richmond in assuring timely completion and reporting of activities outlined in the fiscal agent agreements [...]." (MOU Section C.7.d. Support Services Available)

On motion of Neil Spoonhower, seconded by Kevin P. Carroll, the Central Virginia Transportation Authority (CVTA) unanimously approved the following resolution as recommended by the CVTA Finance Committee (see Appendix A):

RESOLVED, that the Central Virginia Transportation Authority (CVTA) approves the Support Services MOU with PlanRVA for FY 2022 as amended and authorizes the Chairman to execute.

c. Draft Memorandum of Agreement (MOA) – CVTA/Localities

The Finance Committee reviewed the draft MOA with localities at the May meeting. The MOA has been circulated to all localities via the TAC and local legal counsel and requested revisions have been incorporated into the draft presented. All member localities will have the same draft, except that Hanover County and the Town of Ashland will have an additional paragraph to address their unique determination of allocations process. Members are asked to provide comment on the draft so all necessary edits may be incorporated.

Pending further revisions, staff requests the Authority approve the MOA as to form for official distribution and requested action by the member localities. Mr. Gregory walked through the specifics of the MOA.

On motion of W. Canova Peterson, seconded by David T. Williams, the Central Virginia Transportation Authority (CVTA) unanimously approved the following resolution as recommended by the CVTA Finance Committee (see Appendix A):

RESOLVED, that the Central Virginia Transportation Authority (CVTA) approves the MOA between the CVTA and the localities as to form for official distribution and requested action by the member localities.

d. Future Needs of the CVTA

i. Staffing Needs

The Finance Committee members participated in a discussion led by Chairman Stoney as a follow up to the April Authority meeting presentations by Monica Backmon (NVTA) and Kevin Page (HRTAC) on their staffing models.

Following significant discussion, a motion was made which was carried (3-Y 2-N) to direct PlanRVA staff to develop job descriptions for an Executive Director, Executive Assistant, and such other roles as are deemed appropriate with the objective to fill these roles within the next six months.

On motion of Kevin P. Carroll, seconded by David T. Williams, the original motion was unanimously deferred by a vote of acclamation (voice vote). A substitute motion was introduced.

On motion of Kevin P. Carroll, seconded by Neil Spoonhower, the Central Virginia Transportation Authority (CVTA) unanimously approved the following resolution (see Appendix A):

RESOLVED, that the Central Virginia Transportation Authority (CVTA) Chair creates an ad hoc personnel committee to study the staffing needs and charges the committee with a timeline to report back to the Authority with staffing solutions.

PlanRVA staff is prepared to coordinate with the HR Roundtable as representatives are available and to work with the Personnel Committee to make recommendations for future staffing needs.

ii. **Project Financing**

The Finance Committee members heard a presentation from Davenport – the financial advisors for Chesterfield County - regarding: Hypothetical Borrowing Capacity, Comparison of debt load with Other Regional Authorities, Moody's Special Tax Rating Overview, and Borrowing Considerations. The presentation was very helpful in considering the options the Authority might consider in advancing regional projects ranging from a pay-go model to bond issuance.

On motion of Kevin P. Carroll, seconded by David T. Williams, the Central Virginia Transportation Authority (CVTA) unanimously approved the following resolution (see Appendix A):

RESOLVED, that the Central Virginia Transportation Authority (CVTA) recommends to the CVTA Finance Committee to develop and issue an RFP to procure a Financial Advisor and Bond Counsel.

7. CVTA Nominating Committee Update

CVTA Chair Thornton appointed the following members to the CVTA Nominating Committee:

- Patricia A. Paige, Chair of the CVAT Nominating Committee, New Kent County
- W. Canova Peterson, Hanover County
- John H. Hodges, Town of Ashland
- David T. Williams, Powhatan County

At the May 25, 2021 meeting, the committee members discussed the charge of the committee and Mr. Gregory advised as to the content of the Bylaws.

Per the CVTA Bylaws, the officers' (Chair and Vice-Chair) terms of office will expire at the end of June 2021 (or until their successors are elected). New officers are to be elected at the annual meeting, which is the regular meeting in July (See Bylaws, Art. IV(A)). Officers are eligible for reelection for an additional one-year term (See Bylaws, Art. III(B)). At the June Authority meeting, the Nominating Committee will submit a slate of officers (Chair and Vice-Chair) for election by the board.

The Nominating Committee unanimously agreed to recommend the following persons to serve as Chair and Vice Chair for fiscal year 2022:

- Frank Thornton, Chair
- Kevin Carroll, Vice Chair

This recommendation will be included as part of the election item in the July Authority meeting agenda.

The Committee also discussed the provisions of the Bylaws relating to membership of the Finance Committee. The Bylaws provide that the Finance Committee includes five (5) members of the Authority: three (3) of these members are representatives of the jurisdictions with the highest population (Chesterfield, Henrico and Richmond), while the remaining two (2) are to be appointed by the Authority.

The Nominating Committee recommended the Authority consider vesting responsibility with the Nominating Committee for recommendation of names of persons to serve in the two (2) seats of the Finance Committee to be appointed by the Authority, which would require an amendment to the Bylaws. Until such time, the Authority, as a body, holds responsibility for determining the persons who will serve on the Finance Committee in the two (2) open seats.

On motion of David T. Williams, seconded by John H. Hodges, the Central Virginia Transportation Authority (CVTA) unanimously approved the following resolution (voice vote):

Resolved, that the Central Virginia Transportation Authority consider vesting responsibility with the Nominating Committee for recommendation of names of persons to serve in the two (2) seats of the Finance Committee to be appointed by the Authority.

Further Resolved, that the Central Virginia Transportation Authority waives the germaneness for the Bylaws amendment.

C. OTHER BUSINESS

9. First Reading of the CVTA Bylaws Amendments

On motion of W. Canova Peterson, seconded by Neil Spoonhower, the Central Virginia Transportation Authority (CVTA) unanimously approved the following resolution (see Appendix A):

Resolved, that the Central Virginia Transportation Authority approves the first reading of the CVTA Bylaws amendments.

11. Next CVTA Authority Meeting: June 25, 2021

The next action meeting will be held on June 25, 2021, beginning at 8:30 a.m. at a place to be determined.

D. ADJOURNMENT

Chairman Thornton adjourned the meeting at 11:14 a.m. on May 28, 2021.

CAP/nm