

Charlottesville-Albemarle
Regional Transit Authority Plan

Appendix J

*Plan for Transition to RTA
and Implementation Schedule*

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1 Executive Summary

The feasibility of and opportunities presented by adopting a new organizational structure for public transit in Charlottesville and Albemarle County have been analyzed. Reports documenting the results of these analyses were presented to the MPO board in November of 2007 and shared with the Charlottesville City Council and Albemarle County Board of Supervisors in December 2007. At a workshop in January 2008, members of the City Council and County Board agreed that the formation of a Transit Authority should be pursued. In this report the key issues to be resolved prior to seeking action by the General Assembly to establish a Transit Authority are identified and a time table is proposed for the transition from operations by CTS to operations by the new Authority. References include the legislation establishing the Williamsburg Transit Authority and the by-laws adopted for that Authority.

2 Introduction

The Charlottesville-Albemarle County metropolitan area is served by three transit operations available to the public— Charlottesville Transit Service (CTS), JAUNT, and the University Transit Service (UTS). Each of these systems was originally developed as an independent entity to serve a specific market – CTS to primarily serve the residents of the City of Charlottesville; JAUNT to serve as a coordinated human service transportation system throughout the Planning District; and UTS to serve students, staff, and faculty traveling to and from locations on the UVa Grounds and near-by commercial and residential areas. While each agency has retained its original role and primary focus, the agencies have developed symbiotic relationships each supporting and complementing the other. CTS, with financial support from the University, operates the Trolley that not only connects the Grounds to downtown Charlottesville, but also plays a role in intra-campus movements. CTS also provides bus services to portions of Albemarle County, with financial support by the County. JAUNT provides rural public transportation and paratransit service that meets ADA requirements for the CTS service area. UTS now provides service to the general public and no longer requires proof of affiliation with the University by those who wish to ride its buses.

The growth in Albemarle County in recent years and the adoption of plans that would seek to concentrate much of the future growth in Albemarle County in areas closer to urban services has created the impetus for consideration of alternative organizational structures for transit in the metropolitan area:

- Structures that could provide an expanded base for coordinated planning of land development with public transit services;
- Structures that could include a broader range of interests in transit planning activities;
- Structures that could provide an accepted basis for funding support for expansion of public transit services.

The agreement in 2006 between several diverse entities in the Williamsburg area – James City County, the City of Williamsburg, the College of William and Mary, and Colonial Williamsburg – to form a transit authority spurred renewed interest in exploring the benefits of an authority or similar structure to plan, fund, and/or operate public transit services in the Charlottesville-Albemarle area. While an authority offers the potential for a broader base of support for a regional transit system, it also imposes certain obligations on the participating organizations and requires more formal coordination than simple purchase of service arrangements.

Analysis of the desirability of forming a Transit Authority has included:

- Defining a possible transit future for the Charlottesville-Albemarle County area;
- Documenting the various ways in which the city, the County, the University and other institutions (e.g. Monticello) could organize to fund, manage and coordinate services; and
- Identifying the benefits that could be achieved and the obligations of the partners.

2.1 Policy and Community Input

Reports documenting the results of these analyses were presented to the MPO board in November of 2007 and shared with the Charlottesville City Council and Albemarle County Board of Supervisors in December 2007. At a workshop in January 2008, members of the City Council and County Board agreed that the formation of a Transit Authority should be pursued. It was further agreed that JAUNT and University of Virginia should not initially be included in the Authority, but that the structure should provide for these and others to subsequently join the Authority, should they choose.

2.2 Recommended Service Plan

A range of plans for growth and expansion of the transit system from the current CTS services to the broader, enhanced transit system envisaged for the Authority were explored in Appendix D1 and D2. Based on these the MPO Board selected Option 4a, described in Appendix G, as the basis for planning for transition to a Transit Authority. This service concept has been used to define the appropriate organization for this expanded transit operation, to define the capital facility and equipment needs, and to estimate the capital and annual operating costs for the services. Appendix G also describes the features of the designated system.

2.3 Transit Authority and Funding

Concurrently with the development of an expanded transit service plan, the options for funding the expanded services were examined. Several approaches to obtaining the necessary funds were identified. The consensus is that a Transit Authority, authorized by the General Assembly with specific, designated funding sources, is preferred. The funds that could be generated by specific tax mechanisms include both those already available to the City and County and those that were authorized by the General Assembly in 2007 for use by the Transportation Authorities in Northern Virginia and in Hampton Roads. Even though those specific taxing mechanisms have been negated by subsequent state Supreme Court decisions, those taxes are representative of the mix that might be included in legislation establishing a Charlottesville –Albemarle Transit Authority.

Concurrently, alternative procedures have been documented for allocating the responsibility for funding any deficits related to specific transit services between the jurisdictions forming the Authority. Adopting a specific methodology will be one of the key decisions to be made before the Authority is operational.

3 Steps Required to Establish a Transit Authority

The actions required to establish a Transit Authority and begin operations fall into five general topics:

- Determination of desired structure and powers
- Obtaining legislative authority
- Establishing Authority by-laws and procedures
- Official concurrence by participating jurisdictions
- Transfer of staff and equipment

3.1 Determination of Desired Structure and Powers

One model for determining the structure and powers of the Charlottesville-Albemarle Transit Authority is the Williamsburg Transit Authority. The legislation establishing the Williamsburg Transit Authority was general, defining the bodies that may join the Authority, the powers and responsibilities of the Authority, and the composition and membership of the Board. The many remaining details were then left to be resolved by the Board of the Authority. The legislation establishing the Williamsburg Transit Authority is provided in Reference A. Other details of the Williamsburg Authority are defined in the by-laws of the Authority (Reference B).

Charlottesville and Albemarle County representatives have indicated that the Transit Authority to be established in this region should seek taxing powers. The Williamsburg Transit Authority neither sought nor was granted taxing powers by the General Assembly. As of this writing the question of what, if any, taxes will be authorized for the Transportation Authorities in Northern Virginia and Hampton Roads, and whether such taxes would be imposed by the General Assembly or by the individual jurisdictions comprising the Authorities, is still an open issue.

Representatives of Charlottesville and Albemarle County will need to monitor actions by the legislature and coordinate with other localities in Virginia also seeking to form an Authority, in order to determine whether they will need to request taxing authority and, if so, what forms of taxation may be approved.

Table 1 presents many of the issues that must be addressed prior to seeking legislative action.

Table 1: Issues to be Resolved Prior to Forming a Transit Authority**Do the Jurisdictions want to start the transition to a regional organization in advance of legislation authorizing an Authority?**

- If a Coordinating Council or a similar informal joint body is formed prior to creation of an Authority, what powers should it have? What powers is the City willing to cede?
- Do the jurisdictions want to establish the principles, or the detailed methodology, for cost sharing prior to establishment of an Authority?
- What information do elected officials or key staff want before proceeding?
- What process should be used to develop a Memorandum of Understanding before proceeding to an Authority?

Does the County accept the cost of providing service as computed by CTS staff? If not, what would the County need to accept the cost computations?**What topics should be addressed in a Memorandum of Understanding?**

- Composition of Board of Directors:
 - Even or odd number?
 - Elected officials only?
 - Contributing jurisdictions only?
 - Ex-officio representation for JAUNT, UVa, VDRPT?
 - Should there be citizen representatives?
 - If so, would they be voting or non-voting?
 - Can Board members designate alternates?
- Term of Board members:
 - Set time?
 - Only while serving in elective office?
- Voting:
 - One vote per person on the Board?
 - One vote per jurisdiction?
 - Votes proportional to population?
 - Votes proportional to financial contribution to the Authority?
 - Can alternates vote?
- Procedures:
 - Measures approved by simple majority of Board?
 - Should approval require at least one vote from each jurisdiction?
 - One vote per person on the Board?
 - How to break ties (if even number of members?)
 - Frequency of meetings?
- Services:
 - Should the Authority strive to establish a fully independent organization or should it obtain some services from the City and County?
 - Where is the Authority housed?
- Salaries and Benefits:
 - Benefits consistent with City staff package, County staff package, or best of both?
 - Would current City staff be transferred to the Authority?
 - Would current staff retain seniority and benefits?
 - How are pension obligations treated?

Table 1: Issues to be Resolved Prior to Forming a Transit Authority (Continued)

What topics should be addressed in a Memorandum of Understanding? (Continued)

- Cost Allocation:
 - How are costs of providing service allocated to the member jurisdictions?
 - How are costs of capital equipment and facilities allocated to member jurisdictions?
 - Can jurisdictions provide in-kind services to fulfill their funding obligations?
 - How are in-kind services valued?
 - Revenue Allocation:
 - How are revenues received from state and federal programs allocated?
 - How are revenues received from UVa or other sources allocated?
 - How are revenues accruing to the Authority allocated?
 - Service Planning
 - How are service planning decisions made?
 - Provision for Expansion:
 - Can other entities join the Authority?
 - Will only other governments be permitted to join Authority?
 - Could UVa join?
 - Could JAUNT (5-county rural service and paratransit) be incorporated?
 - Could Greene County Transit join?
 - Provision for Contraction:
 - Can a jurisdiction withdraw from the Authority?
 - If a jurisdiction withdraws, how are financial obligations treated?
-

Do the jurisdictions need to resolve all issues prior to forming the Authority?

Do the jurisdictions need to resolve all issues prior to asking the Legislature to authorize the Authority?

What revenue sources should the jurisdiction request in authorizing legislation?

At present, all state and federal transit program funds flow to the City, which has the sole power to decide how these funds are used.

Is the City willing to cede this power to the Authority?

Is the City willing to continue to allocate a portion of these funds to County services, prior to formation of an Authority?

Is the City willing to establish a formula for the allocation of these funds, prior to formation of an Authority?

3.2 Obtaining Legislative Authority

The transition plan and schedule proposed herein assumes that agreement can be reached of the nature of the requested legislation by the end of December 2008 and that the creation of an Authority by the General Assembly occurs in the 2009 session.

3.3 Establishing Authority By-laws and Procedures

Once legislation creating the Transit Authority is approved, the participating jurisdictions will need to appoint or designate the members of the Board and proceed to adopt the bylaws that will govern the Authority and the operating procedures. There are many topics that must be addressed in the bylaws. These will include allocation of revenues obtained by the Authority; procedures for determining the services to be provided; responsibilities of the participating jurisdictions for financial support of Authority services and activities, and personnel policies. It is suggested that working committees assisted by a professional facilitator be formed to resolve these issues.

3.4 Official Concurrence by Participating Jurisdictions

After agreement is reached on bylaws and procedures, each jurisdiction will need to take formal action to agree to join the Authority. When both the City of Charlottesville and Albemarle County have taken the appropriate actions the Authority can formally come into existence.

3.5 Transfer of Staff and Equipment

The time of the transfer of responsibility for the operation of transit services from CTS to the Authority, and the transfer of the staff and physical assets of CTS to support such operations, will depend on the timing of the revenue streams authorized for the Authority. Once the Authority has begun to collect revenues and has accumulated sufficient reserves, transfers in accord with procedures to be adopted may take place. The service plan proposed for the Authority assumes significantly more service than currently operated by CTS. New vehicles will need to be purchased and new staff will need to be hired and trained. Both take time. The lead time for new buses can be 18 to 24 months. Those forming the Authority will need to determine at what point the transfer of operations from the City to the Authority is appropriate.

4 Implementation Schedule

A general schedule of activities for establishment of Transit Authority and the transition of operations from CTS to the new Authority is presented in Figure 1, Figure 2, Figure 3, and Figure 4.

The remainder of 2008 would be devoted to resolving specific issues in preparation for submitting a request to the General Assembly to establish the Transit Authority in 2009. Prior to seeking action by the General Assembly, the City and County will need to come to agreement on the issues listed in Table 1. The key items to resolve are:

- Composition of the Board of Directors of the Authority
- Revenue sources to be authorized or imposed

It is suggested that the governing bodies of the City and County appoint working groups to come to agreement on these issues and that a facilitator be engaged to assist. Other topics can be left for resolution by the Board of Directors once the Authority is authorized but before formal agreement by the jurisdictions.

The implementation schedule is based on action by the General Assembly in 2009, with the Authority coming into existence on July 1, 2009. It is assumed that collection of revenues that will fund the Authority would begin at this time. In the expectation that an Authority will be formed, the City and county should establish an informal service planning committee to work with CTS management to define the services that would be operated in the fiscal year beginning July 1, 2010, and the methods for funding these services should the Authority not be authorized or should the revenues accruing to the authority, in conjunction with all other revenues, not be sufficient to cover all costs. These services will represent the first step in the transition to full authority operation. In the latter half of 2010, assuming favorable action by the General Assembly, the Authority board would undertake other needed actions including adopting services plans and budgets for the following years, finalizing an agreement for transfer of assets from the City of Charlottesville to the Authority, placing orders for new buses, and initiating the process of hiring and training staff.

Under the contemplated schedule, the Authority would assume responsibility for transit services from CTS effective January 1, 2010. Given the lead times necessary to procure vehicles and to hire and train staff, it is unlikely that all proposed services could be operational at that time. The transition period would continue through the second half of 2010 with services continuing to expand as new buses arrive.

Figure 1: Possible Transition Schedule (2008)

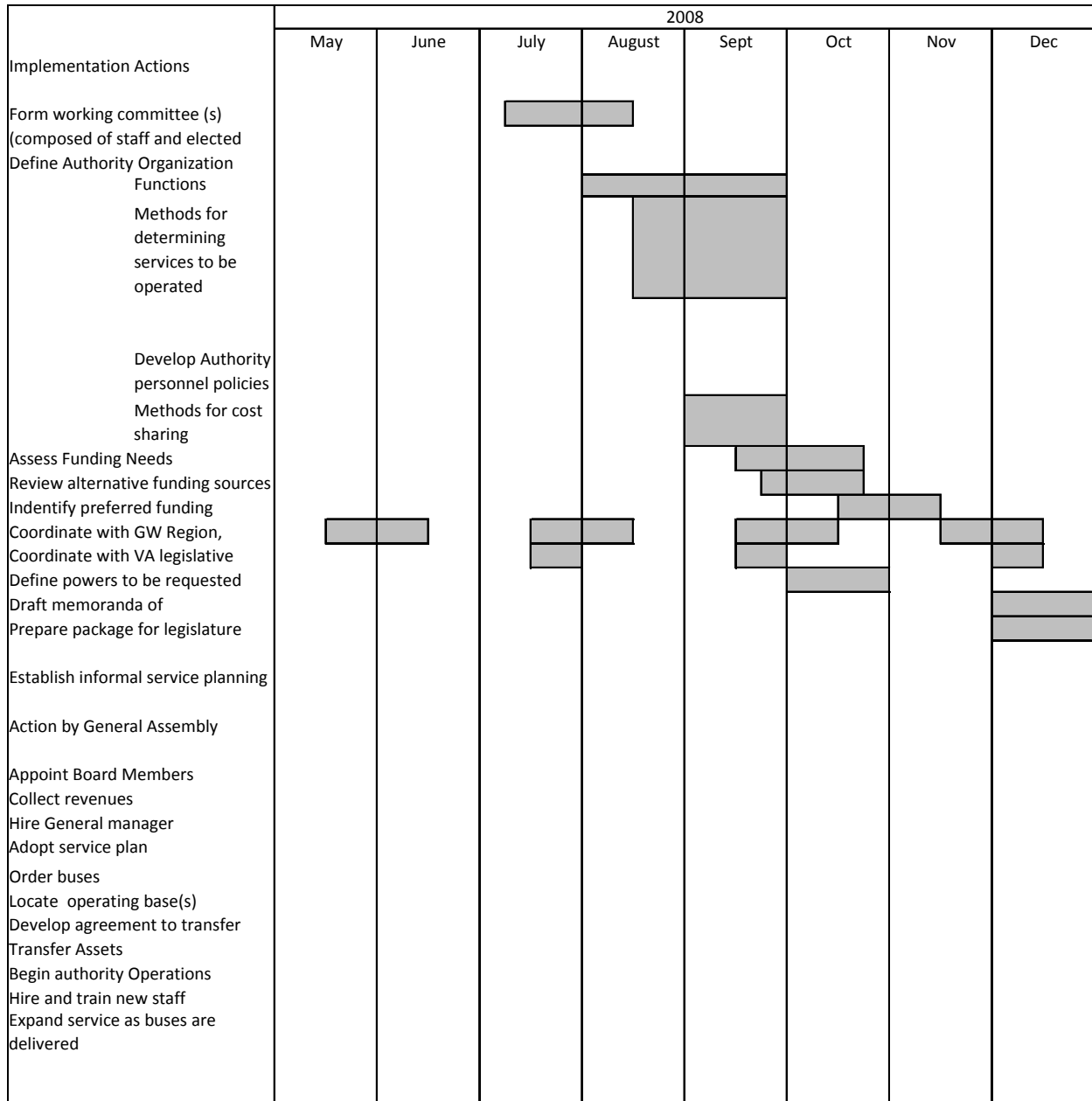


Figure 2: Possible Transition Schedule (2009)

	2009											
	Jan	Feb	Mar	Apr	May	June	July	Aug	Sept	Oct	Nov	Dec
Implementation Actions												
Form working committee (s) (composed of staff and elected officials of both												
Define Authority Organization												
Functions												
Methods for determining services to be operated												
Develop Authority personnel policies												
Methods for cost sharing												
Assess Funding Needs												
Review alternative funding sources												
Identify preferred funding source(s)												
Coordinate with GW Region, Richmond re:												
Coordinate with VA legislative representatives												
Define powers to be requested												
Draft memoranda of understanding, review, sign												
Prepare package for legislature												
Establish informal service planning committee												
Action by General Assembly												
Appoint Board Members												
Collect revenues												
Hire General manager												
Adopt service plan												
Order buses												
Locate operating base(s)												
Develop agreement to transfer assets												
Transfer Assets												
Begin authority Operations												
Hire and train new staff												
Expand service as buses are delivered												

Figure 3: Possible Transition Schedule (2010)

	2010											
	Jan	Feb	Mar	Apr	May	June	July	Aug	Sept	Oct	Nov	Dec
Implementation Actions												
Form working committee (s) (composed of staff and elected officials of both												
Define Authority Organization												
Functions												
Methods for determining services to be operated												
Develop Authority personnel policies												
Methods for cost sharing												
Assess Funding Needs												
Review alternative funding sources												
Identify preferred funding source(s)												
Coordinate with GW Region, Richmond re:												
Coordinate with VA legislative representatives												
Define powers to be requested												
Draft memoranda of understanding, review, Prepare package for legislature												
Establish informal service planning committee												
Action by General Assembly												
Appoint Board Members												
Collect revenues												
Hire General manager												
Adopt service plan												
Order buses												
Locate operating base(s)												
Develop agreement to transfer assets												
Transfer Assets												
Begin authority Operations												
Hire and train new staff												
Expand service as buses are delivered												

Figure 4: Possible Transition Schedule (2011 and Beyond)

	2011						Continuing
	Jan	Feb	March	April	May	June	
Implementation Actions							
Form working committee (s) (composed of staff and elected officials of both							
Define Authority Organization							
Functions							
Methods for determining services to be operated							
Develop Authority personnel policies							
Methods for cost sharing							
Assess Funding Needs							
Review alternative funding sources							
Identify preferred funding source(s)							
Coordinate with GW Region, Richmond re:							
Coordinate with VA legislative representatives							
Define powers to be requested							
Draft memoranda of understanding, review, sign							
Prepare package for legislature							
Establish informal service planning committee							
Action by General Assembly							
Appoint Board Members							
Collect revenues							
Hire General manager							
Adopt service plan							
Order buses							
Locate operating base(s)							
Develop agreement to transfer assets							
Transfer Assets							
Begin authority Operations							
Hire and train new staff							
Expand service as buses are delivered							

References

Reference A: Virginia Code Establishing Williamsburg Transit Authority

§ [15.2-6800](#). Short Title.

This chapter shall be known and may be cited as the Williamsburg Area Transit Authority.

§ [15.2-6801](#). Authority created.

There is hereby created a political subdivision of the Commonwealth known as the Williamsburg Area Transit Authority, hereinafter known as "the Authority."

In addition to such other powers vested in the Authority by this chapter, the Authority shall have the following powers and functions:

1. The Authority shall prepare a regional transit plan for all or a portion of the areas located within the jurisdictional boundaries of each member locality. The regional transit plan may include all or portions of those areas within the City of Williamsburg, the County of James City and such portions of York County as its governing body desires to have covered, and the areas owned or operated by the College of William and Mary and the Colonial Williamsburg Foundation, to include, but not necessarily be limited to, transit improvements of regional significance, and those improvements necessary or incidental thereto, and shall from time to time revise and amend the plan.
2. The Authority may, when a transit plan is adopted according to subdivision 1, construct or acquire, by purchase, lease, contract, or otherwise, the transit facilities specified in such transit plan.
3. The Authority may enter into agreements or leases with public or private entities for the operation of its facilities, or may operate such facilities itself.
4. The Authority may enter into contracts or agreements with the counties and cities embraced by the Authority, with other transit commissions of transportation districts adjoining any county or city embraced by the Authority, with any transportation authority, or with any state, local, private, or federal entity to provide, or cause to be provided, transit facilities and services to the area embraced by the Authority. Such contracts or agreements, together with any agreements or leases for the operation of such facilities, may be used by the Authority to finance the construction and operation of transit facilities and such contracts, agreements, or leases shall inure to the benefit of any creditor of the Authority.

5. Notwithstanding any other provision of law to the contrary the Authority may:
 - a. Acquire land or any interest therein by purchase, lease, or gift and provide transit facilities thereon for use in connection with any transit service;
 - b. Acquire land or any interest therein by purchase, lease, or gift in advance of the need for sale or contribution to an agency, for use by that agency in connection with an adopted transit plan;
 - c. Prepare a plan for mass transit services with persons, cities, counties, agencies, authorities, or transportation commissions and may further contract with any such person or other entity to provide necessary facilities, equipment, operations and maintenance, access, and insurance pursuant to such plan.

(2006, c. 179.)

§ [15.2-6802](#). Counties and cities embraced by the Authority.

Upon adoption of an approving ordinance by each of the respective governing bodies wishing to join the Authority, the Authority shall embrace the County of James City, such portions of York County as its governing body desires to have covered, and the City of Williamsburg.

§ [15.2-6803](#). Composition of Authority; membership; terms.

Upon adoption of an approving ordinance by each of the respective governing bodies wishing to join the Authority, the Authority may consist of up to seven members as follows:

- Two members representing James City County;
- One member representing York County; and
- One member representing the City of Williamsburg.

In addition, the county and municipal corporation members may elect up to three additional members to represent the interests of higher-education facilities and private, nonprofit tourist-driven agencies in the Williamsburg area, provided that such member facilities and organizations contribute significant financial resources to the Authority. The Authority shall appoint the chairman and vice-chairman.

§ [15.2-6804](#). Staff.

The Authority shall employ an executive director and such staff as it shall determine to be necessary to carry out its duties and responsibilities under this chapter. No such person shall contemporaneously serve as a member of the Authority. The Virginia Department of Transportation and the Virginia Department of Rail and Public Transportation shall make their employees available to assist the Authority, upon request.

(2006, c. 179.)

§ [15.2-6805](#). Decisions of Authority.

A majority of the Authority shall constitute a quorum. Decisions of the Authority shall require a quorum and shall be in accordance with voting procedures established by the Authority.

(2006, c. 179.)

§ [15.2-6806](#). Allocation of certain Authority expenses among component members. The administrative expenses of the Authority, as provided in an annual budget adopted by the Authority, to the extent funds for such expenses are not provided from other sources, shall be allocated among the component counties, city, educational and nonprofit agencies pursuant to a funding formula as duly adopted by the Authority.

(2006, c. 179.)

§ [15.2-6807](#). Payment to members of Authority.

The members of the Authority may be paid for their services compensation in either (i) the amount provided in the general appropriation act for members of the General Assembly engaged in legislative business between sessions or (ii) a lesser amount as determined by the Authority. Members may be reimbursed for all reasonable and necessary expenses provided in §§ [2.2-2813](#) and [2.2-2825](#), if approved by the Authority. Funding for the costs of compensation and expenses of the members shall be provided by the Authority.

(2006, c. 179.)

§ [15.2-6808](#). Formation of advisory committees.

The Authority may, in its discretion, form advisory committees to assist the Authority.
(2006, c. 179.)

§ [15.2-6809](#). Other duties and responsibilities of Authority.

In addition to other powers herein granted, the Authority shall have the following duties and responsibilities:

1. General oversight of Williamsburg area programs involving mass transit or congestion mitigation;
2. Long-range transit planning in the Williamsburg area, both financially constrained and unconstrained;

3. Recommending to state, regional, and federal agencies regional transit priorities, including public-private transit projects and funding allocations;
4. Allocating to priority regional transit projects any funds made available to the Authority and, at the discretion of the Authority, directly overseeing such projects;
5. Recommending to the Commonwealth Transportation Board priority regional transit projects for receipt of federal and state funds;
6. Serving as an advocate for the transit needs of the Williamsburg area before the state and federal governments;
7. Applying to and negotiating with the government of the United States, the Commonwealth of Virginia, or any agency or instrumentality thereof, for grants and any other funds available to carry out the purposes of this chapter and receiving, holding, accepting, and administering from any source gifts, bequests, grants, aid, or contributions of money, property, labor, or other things of value to be held, used, and applied to carry out the purposes of this chapter subject, however, to any conditions upon which gifts, bequests, grants, aid, or contributions are made. Unless otherwise restricted by the terms of the gift, bequest, or grant, the Authority may sell, exchange, or otherwise dispose of such money, securities, or other property given or bequeathed to it in furtherance of its purposes.

(2006, c. 179.)

Reference B: Bylaws – Williamsburg Area Transit Authority

Article I. Authority

Section 1. The Williamsburg Area Transit Authority was organized and exist pursuant to ordinances adopted in 2006, by and between the County of James City, the County of York and the City of Williamsburg, all political subdivisions of the Commonwealth of Virginia, which ordinances implement and confer all the rights, privileges and obligations granted in Chapter 68 of Title 15.2 of the Code of Virginia.

Section 2. The Williamsburg Area Transit Authority shall provide services to the County of James City, the County of York, the City of Williamsburg, the College of William & Mary and The Colonial Williamsburg Foundation as set forth in the Cooperative Service Agreement dated ("Agreement"), as amended from time to time. In the event there is a conflict between the By-Laws and the Agreement, any governance issues shall be governed by the By-Laws.

Article II. Name, Purpose and Powers

Section 1, Name. The name of this organization shall be Williamsburg Area Transit Authority (Authority) and will operate the Williamsburg Area Transport System (System).

Section 2. Purpose. The purpose of the Authority is to provide safe, reliable, efficient and affordable public transportation services to the residents, students, visitors, and employees of the County of James City, the City of Williamsburg and the County of York, as set forth in the Cooperative Service Agreement.

Section 3. Powers. The Authority shall be governed by a Board of Directors (Board) and will have the powers as granted in Chapter 68 of Title 15.2 of the Code of Virginia, as amended from time to time.

Article III. Membership

Section 1. Directors. Pursuant to Agreement, the Board shall consist of seven (7) Directors. Two (2) of the Directors shall be appointed by the County of James City, one (1) Director shall be appointed by the County of York, one (1) Director shall be appointed by the City of Williamsburg and the Authority shall elect, upon the recommendation of the College of William and Mary and The Colonial Williamsburg Foundation, one (1) Director from the College of William and Mary and two (2) Directors from The Colonial Williamsburg Foundation.

The initial terms of the Directors shall be staggered accordingly: the County of James City shall have one Director-serve for a term of three (3) years and one Director shall serve for a term of two (2) years; the County of York shall have one Director serve for a term of three (3) years; the City of Williamsburg shall have one Director serve for a term of four (4) years; the College of William and Mary shall have one Director serve for a term of two (2) years; and the Colonial Williamsburg Foundation shall have one Director serve for a term of four (4) years and one serve for a term of two (2) years. As the terms of the initial Directors expire, their successors shall be appointed for terms of four years. Directors will serve at the pleasure of their member organization.

Section 2. Alternates. Each member organization will appoint alternate Directors who will be able to exercise all of the powers and duties of a Director when a regular Board Director is absent from Authority meetings. Alternate Directors serve at the pleasure of their respective organization.

Article IV. Officers and Duties

Section 1. Officers. The Officers of the Authority will be a Chairperson, a Vice Chairperson, a Secretary, a Treasurer, and such subordinate officers as may from time to time be elected or appointed by the Board. The offices of the Chair and Vice Chair will be held only by Directors of the Board. In order to provide continuity, persons elected as Chair shall serve in that position for two consecutive years, but may not serve more than two consecutive two-year terms as Chair.

Section 2. Terms of Office. Except for the Chairperson, each of the Officers will be elected at the annual meeting of the Authority, to serve for a term of one (1) year, unless sooner removed by the Board, or until a successor is elected and qualifies. Any Officer vacancy will be filled for the unexpired term by the Board at the next regularly monthly meeting following the occurrence of such vacancy. If the vacancy occurs in the Office of Secretary or Treasurer, an acting Officer will be appointed by the Chair pending an election by the Board.

Section 3. Election. At the regular monthly meeting preceding the annual meeting at which the election of Officers will be held, the Board will appoint a Nominating Committee, consisting of one Director of each member organization. At the annual meeting, the Nominating Committee will submit the name or names of one or more persons for each office to be filled. Further nominations may be made by any Director at the annual meeting.

Section 4. Chairperson. The Chair shall preside at all meetings of the Authority at which the Chair is present, and will vote as any other Director. The Chair will be responsible for the implementation of the policies established and the action taken by the Board; will have all of the powers and duties customarily pertaining to the office of Chair of the Board, and will perform such other duties as may from time to time be assigned to the Chair by the Board.

Section 5. Vice Chairperson. In the event of the absence of the Chair, or of the Chair's inability to perform any of the duties of the Chair's office or to exercise any of the Chairperson's powers, the Vice Chair will perform such duties and possess such powers as are conferred on the Chair, and will perform such other duties as may from time to time be assigned to the Vice Chair by the Chair or the Board.

Section 6. Secretary. The Secretary will give appropriate notice of all meetings of the Board and will keep the minutes of all such meetings, which minutes will be a public record. The Secretary will mail copies of the minutes to each Director of the Board prior to the next succeeding meeting. The Secretary will be the custodian of the records and the seal of the Authority and will affix the seal to official documents when it is required. The Secretary will keep a book or record containing the names and places of residence of all Directors of the Authority, as well as their dates of appointment and qualifications as Directors of the Authority. The Secretary will perform all of the duties generally incident to the Office of Secretary, and such other duties as may from time to time be assigned to the Secretary by the Chairperson or by the Board or by the Executive Director. The Secretary is not required to be a Board Director.

Section 7. Treasurer. The Treasurer or its designee will have the care and custody of and be responsible for all funds of the Authority, and will deposit such funds in the name of the Authority in such financial institutions as the Board may designate. The Treasurer or its designee will sign or countersign in the name of the Authority all

checks and drafts. The Treasurer will render a report of the condition of the finances of the Authority at each regular meeting of the Board and at such other times as may be required, and the Treasurer will make a full financial report at the annual meeting of the Authority. The Treasurer will perform all duties generally incident to the office of Treasurer, including coordinating and working with the Fiscal Agent, and such other duties as may from time to time be assigned to the Treasurer by the Chair or by the Board or by the Executive Director. The Treasurer is not required to be a Board Director.

Section 8. Indemnification. The Authority will insure, indemnify and hold the Directors of the Board, Officers and Executive Director harmless from all reasonable costs and expenses arising from civil actions, suits or judgements against them arising out of acts performed within the scope of their duties and employment, to the maximum extent allowed by law.

Article V. Meetings

The Authority is an organization subject to the requirements of Chapter 37, Virginia Freedom of Information Act of Title 2.2, Administration of Government, of the Code of Virginia (FOIA), and all meetings of the Authority and its Committees shall be open to the public, and notice of such meetings shall be in accordance with FOIA.

Section 1. Regular Meetings. Other than the initial meeting of the Board, the July meeting of each year shall be the annual meeting at which election of officers shall be held. Regular meetings of the Board will be held on a monthly basis at a time, date and place of the Board's choice.

Section 2. Special Meetings. Special meetings may be called by the Chair at their discretion, or by any 2 member organizations, as long as proper notice of any such special meeting has been given in accordance with FOIA.

Section 3. Quorum. A majority of the Board will constitute a quorum, provided that at least one representative from each member is present.

Section 4. Voting. Each Director of the Board, excluding the ex-officio Director, will be entitled to one vote on matters before the Board. The presence of a quorum and vote of the majority of the Directors present will be necessary to take any action. Voting on all questions coming before the Board will be by roll call, and the yeas and nays will be entered in the minutes of the meeting. There shall be no proxy voting. Each Board Director or his alternate must be physically present to cast a vote.

Section 5. Minutes. The Secretary of the Authority will prepare minutes of each Board meeting and record them in a book of minutes kept in the office of the Authority. Minutes will not be kept of proceedings in a closed session.

Article VI. Committees

Committees shall appoint from its membership a chairman of the Committee, and the Secretary of the Authority shall act as secretary of the Committee. In the absence from any meeting of a Committee of the chairman or of the secretary thereof, a Committee shall appoint a chairman or secretary of the meeting, as the case may be. All Committees shall maintain a record of all its acts and proceedings and shall report thereon to the Board of Directors at the meeting thereof held next after they shall have been taken or conducted. Regular and special meetings of Committees may be called and held subject to the same requirements with respect to time, place, and notice as are specified in these By-Laws for regular and special meetings of the Board of Directors.

A majority of the members of a Committee in office at the time of any meeting thereof must be present at such meeting in order to constitute a quorum for the transaction of business at such meeting. The action of a majority of those members present at a meeting at which a quorum is present shall constitute the act of a Committee. The members of a Committee shall act only as a Committee, and the individual members shall have no power as such except to perform such ministerial acts for and on behalf of the Committee as may from time to time be authorized by resolution of the Committee.

Members of a Committee shall be elected as provided herein and shall hold office until the next annual meeting of the Board of Directors, unless prior thereto they shall cease to be Directors of the Authority or shall resign or be removed from a Committee. Any member of a Committee, other than the Chair of the Board and the Executive Director, may resign at any time by giving written notice of his intention to do so to the Chair of the Board, to the Executive Director, or to the Secretary of the Authority, or may be removed, with or without cause, at any time by such vote of the Board of Directors as would suffice for his election to a Committee. Any vacancy occurring in a Committee resulting from any cause whatever may be filled by the Board of Directors at any meeting thereof.

Section 1. Advisory Committee. The Authority shall appoint an advisory committee of citizens consisting of an amount determined by the Board, with minimum representation being no less than five (5) citizens. The Advisory Committee shall make recommendations to the Board, but action may only be taken by the Board. Representatives from the private sector, the disabled community, a student from the College of William and Mary, and a person 19 years old or younger will be among those persons appointed. At least one person living or working in each of the Member local jurisdictions shall be appointed. A representative of the National Park Service and one at-large representative may also be appointed. The Committee shall meet no less than four times per year, elect its own officers, and be supported from the Authority staff. The Chair of the Advisory Committee or his or her representative shall serve as a liaison to the Board.

Section 2. Other Committees. The Board may establish such special and standing committees, financial, technical or otherwise as it deems desirable for the transaction of its affairs, and ad hoc committees may be established from time to time.

i. Nominating Committee

The Board of Directors, at the annual meeting thereof each year, and by a resolution adopted by a majority of the Board shall elect - or more of their number to constitute a Nominating Committee, which shall nominate for election by the Board individuals whom the Committee considers qualified to serve as Chair of the Board, Vice Chair and Secretary of the Authority.

Article VII. Administration

Section 1. Staff. The Authority will employ a staff of qualified professional and other persons and pay them such compensation as it deems necessary and advisable to carry out its duties and implement its projects, programs and other functions.

Section 2. Executive Director. The executive director will have direct supervision of all of the employees of the Authority. The executive director will also have direct control of the management of the affairs of the Authority on a day to day basis. The executive director shall have the authority to hire and fire all employees of the Authority. The executive director will propose activities to the Board and will carry out the policies, programs and projects approved by the Board. The executive director will act as a liaison between the Authority and federal, state, local and regional organizations. The executive director will have the ability to enter into contracts with authorization from the Board. The executive director will be responsible for preparing and presenting the annual budget. The executive director shall report to the Board and shall serve at the pleasure of the Board.

Section 3. Attorneys and Auditors. Attorneys and auditors for the Authority will be selected by and report directly to the Board. The Authority will maintain proper books of record and account in which proper entries shall be made in accordance with generally accepted accounting principles for Virginia governmental bodies, consistently applied, of all of its business and affairs.

Section 4. Execution of Instruments. The executive director, on specific authorization of the Board, will have the power to sign in its behalf any agreement or other instrument to be executed by the Board. The executive director may sign or countersign checks and vouchers in payment of obligations of the Authority.

Article VIII. Finances

Section 1. Finances and Payments. The monies of the Authority will be deposited in such financial institutions as the Board so designates and all payments (with the exception of those from petty cash) will, so far as practicable, be made by checks. Checks and drafts will be signed in the name of the Authority by the executive director or the Treasurer as authorized from time to time by the Board.

Section 2. Audits. The books and records of account of the Authority shall be audited annually by a firm of independent public accountant selected by the Authority. At least once

each year, the Board will cause an audit to be made by an independent certified public accountant of the general funds of the Authority and any special project funds that are not audited by the federal or state government or by other independent accountants. A report will be made at such time to the Board of the findings, if any, of the audit.

Section 3. Bonds. The Board will cause fidelity bonds, in such amounts as it deems adequate, to be secured covering each of its officers/employees who receives or disburses its funds.

Section 4. Fiscal Year. The fiscal year of the Authority will commence on July 1 of each year and will terminate on the following June 30.

Article IX Authority Seal

Section 1. Seal. The seal of the Authority will be an impression in the form of a circle and will contain the words "WILLIAMSBURG AREA TRANSIT AUTHORITY."

Article X Amendment to Bylaws

Section 1. Amendments. Any proposed amendment, repeal or alteration, in whole or part, of these Bylaws, or any proposal to accept a new member into the Authority will be presented in writing and read for the first time at a regular meeting of the Board. Such proposal may be considered and amended at such meeting, but will not be acted on by the Board until a subsequent regular meeting or a special meeting called for the purpose. At such subsequent meeting, such proposal will be read a second time, will be subject to further consideration and amendment germane to the section or sections affected by such proposal and will thereafter be acted on. Any amendment, repeal or alteration, in whole or in part, of these Bylaws will require the affirmative vote of one hundred percent (100%) of the voting Directors present, at a duly constituted meeting, entitled to vote on such amendment, repeal or alteration.

Article XI Procedures

Section 1. Parliamentary Procedure. The Board shall for parliamentary purposes follow Robert's Rule of Order Newly Revised, 10th edition 2000; provided, however, the Board may amend by Resolution the Rules as it deems appropriate. The following rules shall apply:

- a. Members are not required to obtain floor before making motions or speaking, which they can do while seated.
- b. Motions need not be seconded.
- c. There is no limit to the number of times a Director can speak to a question, and motions to close or limit debate generally should not be entertained.
- d. Informal discussion of a subject is permitted while no motion is pending.

- e. The Chair may speak in discussion without leaving the chair; and may make motions.