



Alexandria Transit Company Board of Directors Meeting



Wednesday, January 8th, 2020
5:30 p.m.
Alexandria City Hall, 301 King Street

Meeting Agenda

ITEM	DESCRIPTION	PAGE #	PRESENTER
Pre-Meeting	ATC Board of Directors Candidates Interviews 5:30pm – 7:00pm **Regular Board Meeting will begin at 7:00pm**		
#1	Public Comment	N/A	All
#2	Consideration of Meeting Minutes Approval a) December 11 th , 2019	2-5	All
#3	Board Member Announcements & Presentations a) Chairman's Report b) T&ES Directors Report c) Any Others	N/A	Chairman Kaplan Board Members
#4	General Manager's Report a) Management Report b) Performance Report c) Operating Report d) GM's Summary Report	6-12	Mr. Baker
#5	Financial Report a) November Financial Update b) November Balance Sheet c) November Summary Income Statement d) November Budget vs. Actual (BVA)	13-16	Mr. Davis
#6	New Business a) ATC By-Laws and Policies Amendments b) Board Resolutions for DRPT Grant Applications	17 17	Lonnie Rich Baker/Barna
#7	Next Meeting Date & Adjournment The next regular meeting will take place Wednesday, February 12 th , 2020 at 5:30 p.m. Alexandria City Hall, Council Workroom 2 nd Floor. NOTE: Stockholders Meeting 2/11/20 @ 6:30pm	18	All



ATC Board Agenda Detail

Agenda Item #:	2
Item Title:	Meeting Minutes
Contact:	Fatima Ahmed, Clerk to the Board
Attachments:	None
Customer Impact:	None
Board Action:	Consideration of Approval

Alexandria Transit Company (ATC) BOARD OF DIRECTORS MEETING MINUTES DECEMBER 11, 2019

A meeting of the Board of Directors of the Alexandria Transit Company was held on Wednesday, December 11th, 2019 at the Alexandria City Hall Council Workroom, 2nd Floor, 301 King Street, Alexandria, VA 22314.

Board members present were David Kaplan, Kerry Donley, Matt Harris, Jim Kapsis, Steve Klejst, Yon Lambert and Richard Lawrence. Ian Greaves was absent due to a previous commitment.

Staff members and visitors attending were: Josh Baker, Raymond Mui, Fatima Ahmed, Rick Baldwin, Martin Barna, Evan Davis, Joseph Quansah, Tristan Cunningham, Jim Maslanka, Terrence Moorer, Alicia Wright, Lisa Henty, Steve Sindiong, Laura Triggs and Alexis Quinn.

There were 19 visitors present.

Board Meeting

The Chairman called the meeting to order at 5:32 pm.

Agenda Item #1 Special Recognition (5:32 pm)

On behalf of the ATC Board, the Chair presented a special recognition to Meredith MacNab. Thanking Meredith and Bob MacNab for their commitment and service to DASH. David Kaplan recited a Board Resolution thanking Meredith for her service to DASH.

Agenda Item #2 – Public Comment (5:40 pm)

- There were 14 public speakers. The Chairman thanked the speakers for their feedback and participation.

Agenda Item #2 – Consideration of Meeting Minutes Approval (6:11 pm)

Approval of Minutes:

- A Motion by Kerry Donley and Seconded by Matt Harris was made to approve the minutes of the prior meeting.
 - The motion carried unanimously

Agenda Item #3 – Reports, Updates and Other Business Item

#3a – Chairman's Report (6:13 pm)

- David Kaplan announced the holiday luncheon at DASH tomorrow from 11am to 3pm and welcomed the board to attend the festivities.
- The Chairman announced the DASH's Holiday Events to the Board, inviting the all to join the Stuff the Bus event and Santa Photo at the Old Town Farmers Market, on Friday the 13th and Saturday, December 14th, respectively.
- The Chairman thanked Fatima and Josh for the new Board meeting seating arrangement and welcomes suggestions for any changes.
- Chairman informed the Board Vacancy Nominating Committee of the application packets provided and asked for the committee to meet and review to provide the final recommendations to the Board.

Item #3b –T&ES Directors Report (6:17 pm)

Yon Lambert provided a brief review of his written report, which was shared with the board in advance.

Staff Reports

Agenda Item #4 – General Manager’s Report (6:23 pm)

Josh Baker introduced Joseph Quansah to the Board. Joseph is DASH’s new Office Manager, leading and supporting the Administration Team as well as the facility support of staff. Mr. Baker shared with the Board that Joseph will be working directly with Fatima Ahmed as a secondary resource to the Board whenever needed.

The General Manager provided a brief review of his written report, which was shared with the board in advance. Mr. Baker informed the Board that there will be a full report on the Zero Emission Study by DASH Staff in January. Jim Kapsis asked for the CTE to be a part of the presentation, Mr. Baker indicated that is already a part of the plan. Routine items were briefly reviewed with no questions or remarks.

Agenda Item #5 - Financial Report (6:38 pm)

The Director of Finance and Administration provided a brief review of his written report, which was shared with the board in advance, sharing with the board the significant variances and notable accounts in October.

- Evan Davis explained the reason for the surplus due to DASH’s Blue Line Shuttle Service during WMATA’s summer shutdown. Evan Davis shared with the Board passenger revenue being right on target coupled with the fare increase from FY 2019 to FY 2020 has helped stay on budget and sustain the current surplus.

Agenda Item #6a – General Managers FY21 Proposed Budget (6:57 pm)

The General Manager presented the FY21 Proposed Budget in accordance with the Budget Schedule for the Alexandria Transit Company, following the City’s Budget process to establish the funding allocation in the proposed City Budget. Evan Davis discussed the highlights of the budget, followed by discussions by the Board.

- A Motion by Stephen Klejst and Seconded by Matt Harris was made to approve the General Managers FY 2021 Proposed Budget as discussed.
 - The motion carried unanimously

Agenda Item #6b – ATV Network Final Report and Recommendations (7:20 pm)

Mr. Baker thanked DASH and City Staff for all the work they have put into the ATV. Mr. Baker stated the three main items being requested are as follows:

1. Consider the staff recommendation for adopting the Final 2030 ATV Network Plan (20%) as presented;
2. Consider the staff recommendation for adopting the Final 2022 “Major Growth (8%)” ATV Network Plan;
3. Consider the staff recommendation regarding route “N12” as a supplemental to maintain service on the Seminary Road/Janneys Lane existing AT-2 Route Segment by adopting the plans with the supplemental requirement of \$400,000 to provide this service.

The General Manager introduced the Director of Planning to present the final recommendations for the ATV Network based on feedback from the Board and public. Martin Barna presented the staff recommendations in relation to the costs and fiscal impacts on the budget.

- Mr. Barna provided the order of magnitude cost estimates for the ATV.
 - Mr. Barna provided a summary on the network alternative options for FY22 and FY2030 scenarios that are aligned with the city goals.
 - All the scenarios represent 99% of existing hoardings to 1/8th of a mile.
 - Staff recommendation for FY22 being the 8% major growth scenario.
 - 0% no growth included per the request of the Board but has the most disadvantages, this is not the recommended network of Staff.
 - STAFF RECOMMENDATION: ATC Board adopt the N12 service supplement with the Final 2022 ATV Recommended Network investment:
 - Simultaneously, the Board adopt the “Service Benchmark” requirement for this route.
 - A total cost increase of \$400,000.
- AT2 Corridor Service Benchmark:

- The ATC Board has requested a ridership benchmark be proposed for service maintained on the Seminary Road corridor. To this end, staff recommend that the following conditions be applied to the continuation of service on this corridor:
- Average weekday "N12" boardings between Howard Street and King Street shall increase by at least 20% (+20 boardings) by 2025;
- DASH Staff are required to analyze ridership on this route segment, reporting to the Board annually on its performance with a final recommendation for continuation/discontinuation at the ATC Board December Meeting in 2025.
 - Jim Kapsis suggested to edit the language to no later than 2025 rather than in 2025.
 - Recommendation to set a target (whether 20% or 25%) and explain that it puts this route in line with the average route to not be below average performance.
 - This addresses the segment of the AT2 that has performance issues and sets expectations for future performance.
 - Mr. Lambert commended the ATV Project Team on extensive work on the proposals presented to the Board.
 - Mr. Lambert reminded the Board of how this project has always been (since the start) about considering the tradeoffs. The City is making extensive investments in Public Transit, the Board has heard a lot from people who do not want to lose service but very little from those who stand to gain a lot.
 - Further it's important to consider the improvements that have been made along the I-395 Corridor, to highlight those, and to show the public what we have already gained.
 - In considering the cost of the N12 Route (\$400,000) Mr. Lambert reminded all of the magnitude of what that amount of money would get the City in other investments:
 - It would entirely re-pave four roads
 - It is more than the annual budget for one year on sidewalks in the city
 - It is the entire annual budget for the Capitol Bikeshare
 - Ultimately expressing awareness that the \$400,000 ask is significant
 - Mr. Lambert emphasized to look at the ATV as a fiscally unconstrained plan and to consider stating that in what is finally adopted.

Following extensive discussion, Mr. Donley made the following motion at 8:18pm:

- The Board approve staff's first recommendation for adopting the 2030 ATV 20% as presented, and; that the Board Support the staff recommendation of the 2022 Major Growth Plan as the guiding principles for staff and the Board as the plan is implemented in the coming Years, and; related to staff recommendation #3 to move approval of the staff recommendation with the following changes: (1) support the creation of the new N12 route with the supplemental request of \$400,000 subject to the benchmarks of establishing an average weekday goal of boardings of 20% as a goal for ridership increases over current performance of the current route segment, which the board shall use to determine whether the route shall be continued., and; (2) that the time period be no later than 2025.
 - Mr. Donley's motion was Seconded by Matt Harris.
 - Mr. Donley then noted for the record that:
 - There are a couple of factors in play here, (1) the transfer of students from Douglas MacArthur to Patrick Henry Schools as a factor to be considered , and; (2) what is the impact of the "road diet", and; (3) the organization should take up the offer of many of the Citizens present at the meeting to develop a plan to increase ridership which is everybody's interest.
- Subsequently, discussion commenced with Board Members noting their questions, concerns and any other comments summarized as follows:
 - J. Kapsis – interest in advancing implementation more rapidly to show immediate values/improvements, and; putting forth a full request allowing officials to determine levels of investment, not the ATC Board; further providing options for them to choose from;
 - S. Klejst – noted increases in ridership are highly valued even if incremental, something that should be considered by putting forth a large ask and scaling down as needed;
 - R. Lawrence – clarification question: approval of this "N12" route as a supplemental means that if the supplemental is not funded does it mean that the "N12" is not continued.

- Consequently, a clarification/amended motion was offered by Yon Lambert as follows: the N12 route which is to be continued is to be funded through an offset of service expansion elsewhere which serves to preserve the service formerly provided by the AT-2. This is in lieu of the \$400,000 supplemental request.
 - The amendment was accepted by Mr. Harris, and a call for a vote at 8:58pm.
 - The modified motion carried unanimously.

Agenda Item #7 – Next Meeting Date & Adjournment (9:04 pm)

- As there was no further business, at 9:04pm a Motion was offered by Kerry Donley with a Second by Yon Lambert to adjourn the meeting.
 - The motion was carried unanimously.

The next regular monthly meeting of the Alexandria Transit Company Board of Directors is Jan 8th, 2020 at 5:30 pm in the City Council Workroom, 301 King Street, Alexandria, VA 22314

ATC Board Agenda Detail

Agenda Item #: 4
Item Title: DASH General Manager’s Report
Contact: Josh Baker, General Manager
Attachments: None
Customer Impact: None
Board Action: None/FYI

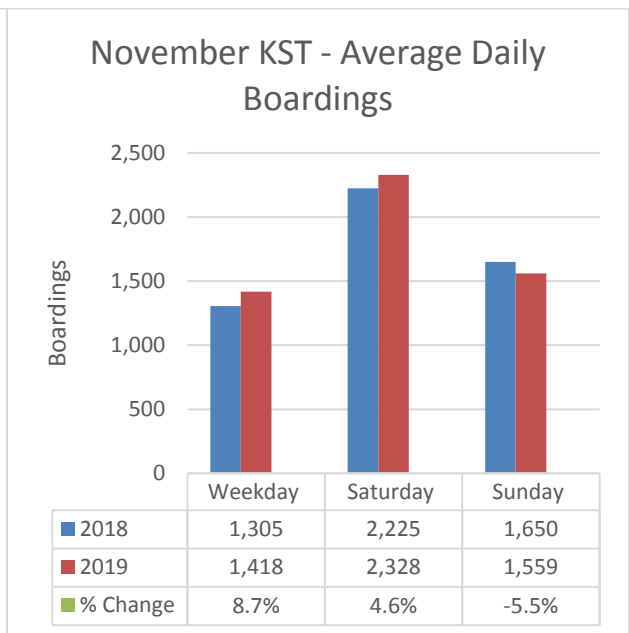
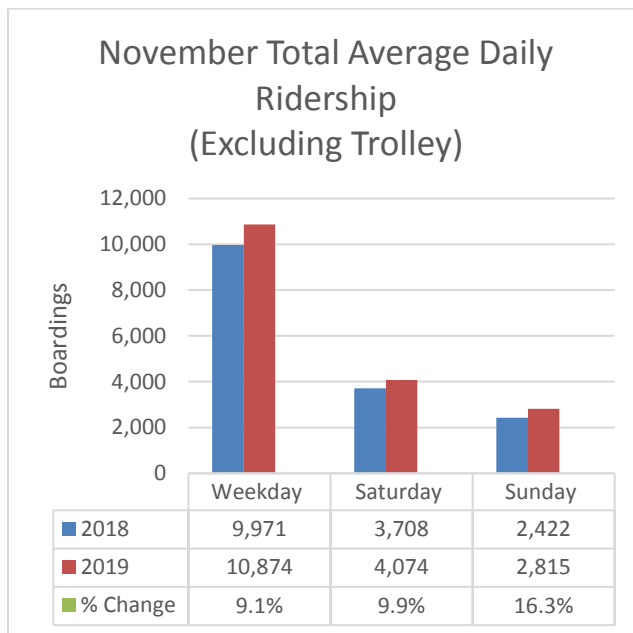


4a Summary: Management Report

FOR THE MONTH OF NOVEMBER 2019

A. RIDERSHIP:

Total system ridership for the month increased by 2.6% from last November, with 296,899 total passengers. Without the King Street Trolley, total ridership increased by 2.1% from last November, with 249,102 passengers.



B. SAFETY:

DASH experienced two accidents during the month of November.

- 1) 11/18 – Vehicle made contact with bus while passing at King and Pitt Streets. (*Non-Preventable*)
- 2) 11/26 – Bus made contact with the rear of a car at Rayburn Avenue and Beauregard Street. (*Preventable*)

4b Summary: Performance Report
(System-Wide Ridership)

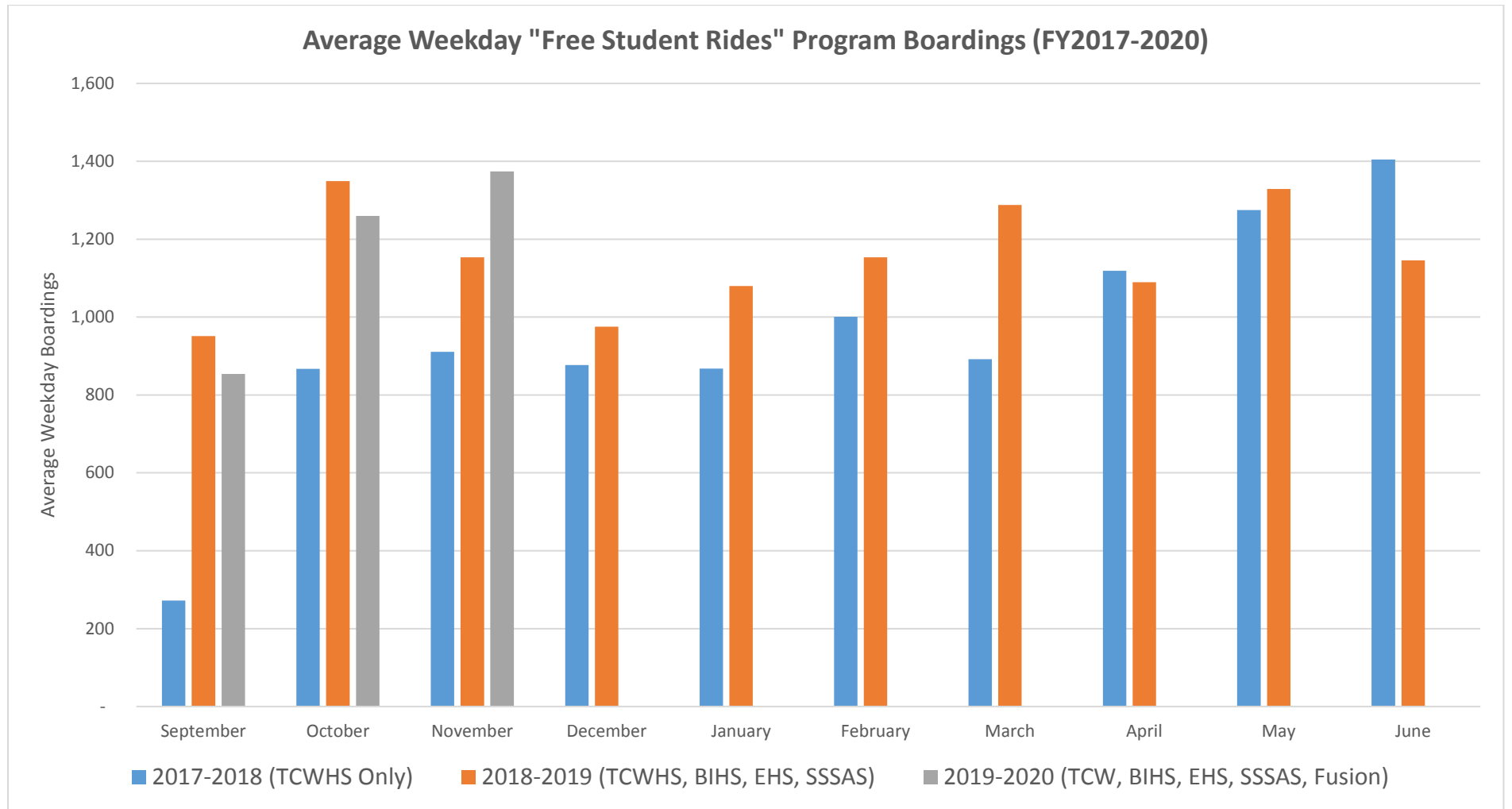
DASH Monthly Systemwide Ridership (FY2017-FY2020)



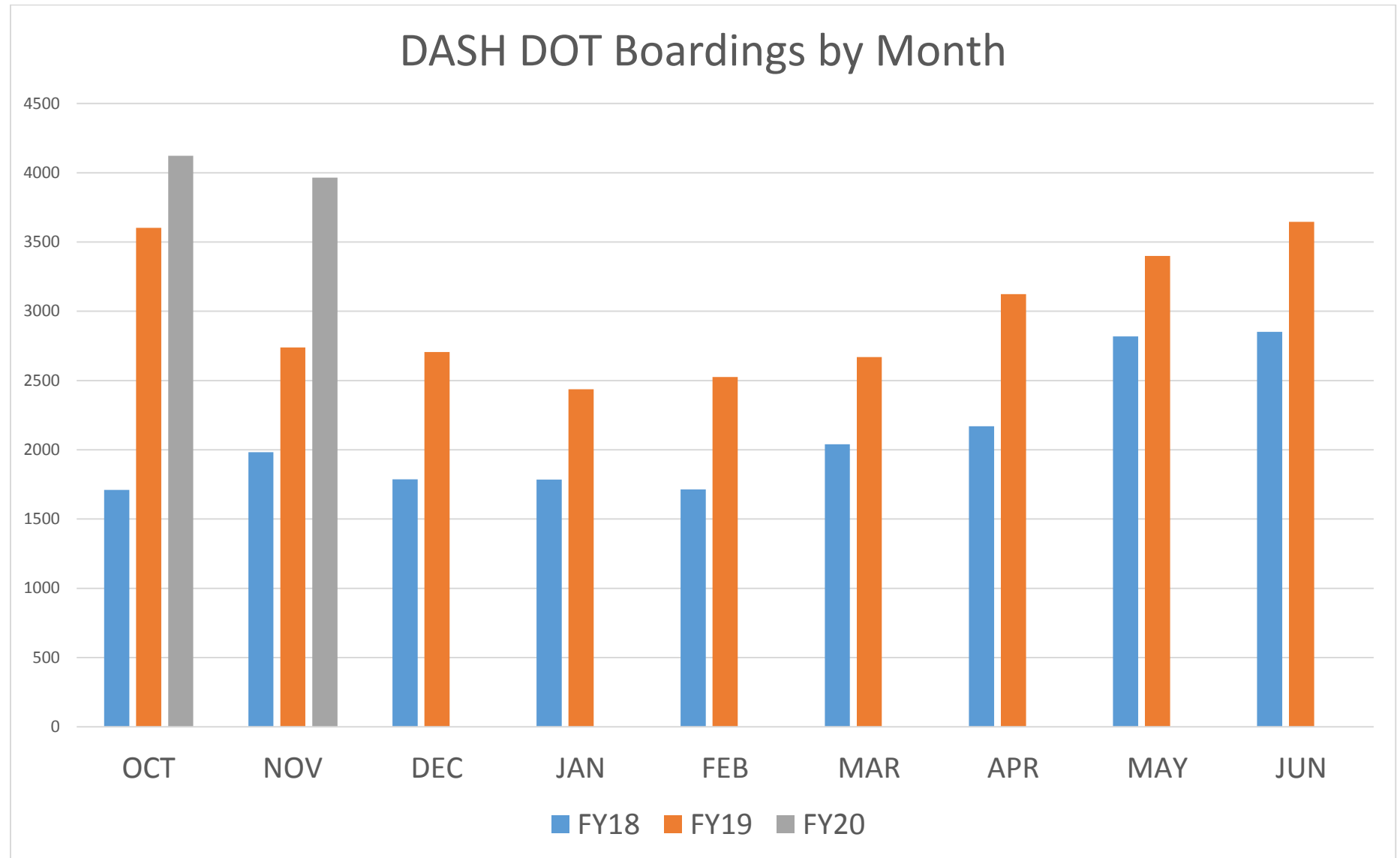
*Metrorail ridership (green columns) represents average daily total boarding's at the City's four Metrorail Stations for FY15-17.

**Totals were multiplied by 20 for comparison of DASH monthly data vs. Metrorail.

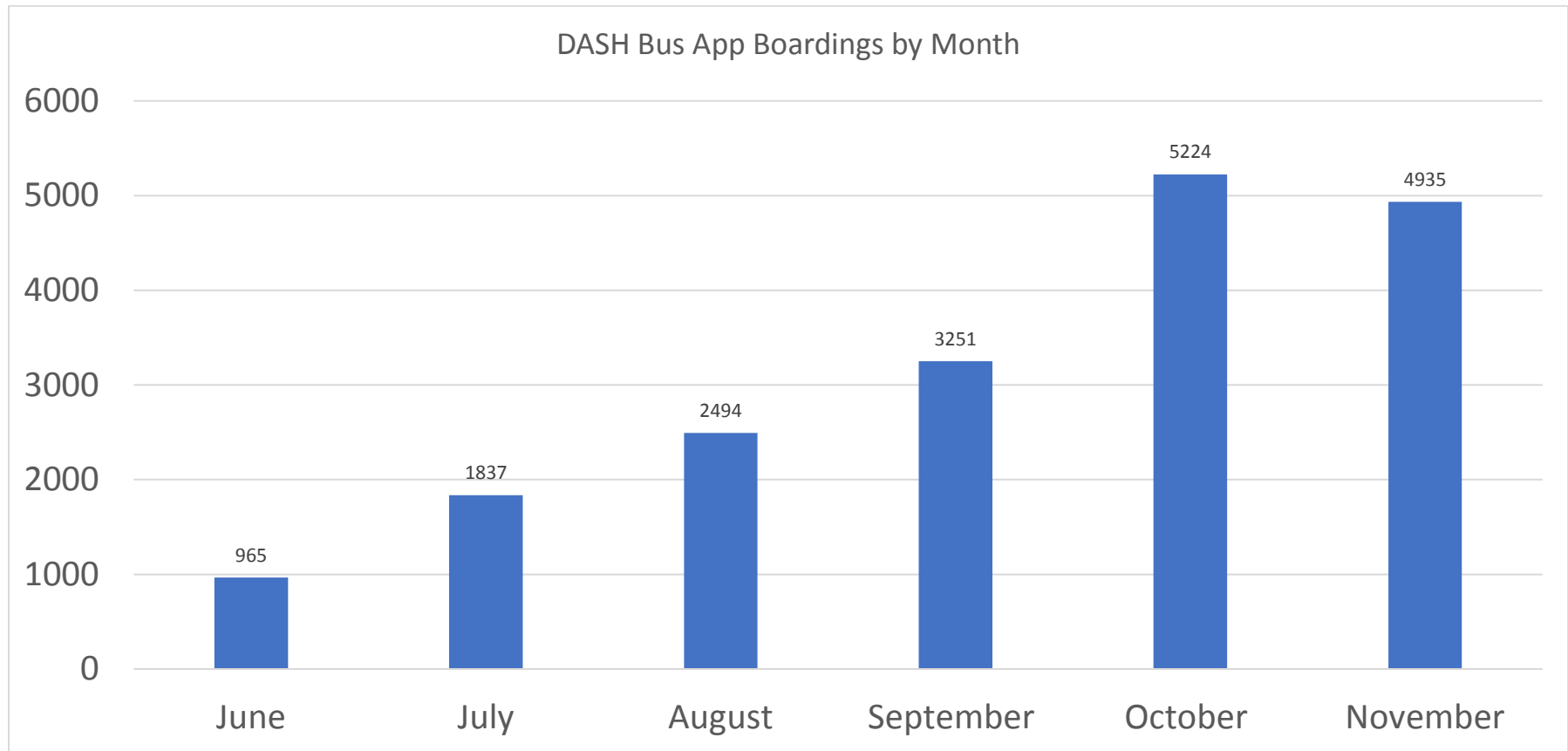
4b Summary: Performance Report
 (Free Student Rides Program Ridership)



4b Summary: Performance Report
(DOT Program Boarding by Month)



4b Summary: Performance Report
(DASH Bus App Boarding by Month)



4c Summary: Operating Report

(Operating Report: November 2019)

	CURRENT YEAR (NOVEMBER 2018)	CURRENT YEAR (NOVEMBER 2019)	PERCENT CHANGE
<u>RIDERSHIP</u>			
Total Monthly Passengers	289,396	296,899	2.6%
Total Monthly Passengers (Excl.Trolley)	243,882	249,102	2.1%
Passengers / Revenue Mile	1.8	1.7	-5.3%
Passengers / Revenue Hour	20.4	19.5	-4.5%
<u>SERVICE LEVELS</u>			
Total Miles	174,609	189,288	8.4%
Revenue Miles	158,068	171,301	8.4%
<u>SAFETY</u>			
Accidents - Total	4	2	-50.0%
Accidents - Preventable	2	1	-50.0%
<u>FARES</u>			
Average Fare	\$1.14	\$1.27	11.9%
ATC DASH Pass	21,878	20,189	-7.7%
"Free Student Rides" Program	24,742	28,533	15.3%
Regional Bus Transfers	17,375	15,558	-10.5%
Rail-Bus Transfers	30,188	27,107	-10.2%
% Paid by SmarTrip	81.0%	75.0%	-7.4%
% Paid by DASH Bus App	-	2.0%	-
<u>FINANCIAL PERFORMANCE</u>			
Operating Expense / Total Mile	\$10.47	\$13.57	29.6%
Operating Expense / Total Platform Hour	\$98.47	\$138.02	40.2%
Total Revenue / Operating Expense Ratio	22.9%	18.2%	-20.4%
<u>SERVICE RELIABILITY</u>			
	November 2018	November 2019	% Change
On-Time Performance	82.6%	88.6%	6.0%
Missed Trip Percent	0.06%	0.04%	-0.02%
Avg. Miles Per Road Call	14,551	37,858	160.2%
Compliments per 100K pas.	0.57	0.53	-7.0%
Compliments	1	1	0.0%

ATC Board Agenda Detail

Agenda Item #: 4d
Item Title: DASH General Manager's Summary
Contact: Josh Baker, General Manager
Attachments: CTE Zero Emissions Bus Feasibility Study
Customer Impact: None
Board Action: None/FYI



4d Summary: General Manager's Report

Electric Bus Program Updates

Due to the board applicant interviews taking place and the time constraints for the regular board meeting agenda, the Electric Bus Program will be discussed at the February meeting with a presentation by CTE.

Annual Employee Holiday Luncheon

On December 12, DASH thanked its employees for a year well done with a luncheon inside the DASH operators' lounge. Maintenance, operations, operators, safety and board members all came together to celebrate the holiday season.



DASH in the Community

On Friday, December 13th, DASH partnered with Carpenter's Shelter, Christ House and CAF America to host the annual Stuff the Bus event. The event was a huge success, and coats, clothes and canned goods were received for Alexandrians in need over the winter months. There was a surprise visit from Mrs. Virginia and Miss Teen Charles County.

On Saturday, December 14th, DASH held its annual Santa's Trolley event which offers children and adults the chance to take pictures with Santa aboard a festively decorated King Street Trolley. Here is a picture from the event, many thanks to all those who participated and made our holiday events this year special.



ATC Board Agenda Detail

Agenda Item #: 5a
Item Title: Financial Update
Contact: Evan Davis, Director of Finance & Administration
Attachments: None
Customer Impact: None
Board Action: None/FYI



Alexandria Transit Company (DASH) Financial Report For the Five Months Ended November 30, 2019

November Results – Budget vs. Actual Report

In November, ATC experienced a monthly deficit of (\$767,448). This is primarily because there were three payroll check dates during the month. Additionally, operating costs for enhanced service on the AT-1 PLUS and AT-9 cannot be moved to grant accounts until they are established in the City's budget. This process is ongoing at this time.

The Blue Line Shuttle supplemental budget appropriation totaling \$3.34 million, approved by City Council to reflect revenues already received, has now been included in budget totals in this report.

Significant budget variances and notable accounts in November include:

- **Passenger Revenue** came in just short of the monthly budget, as revenue ridership slightly trailed the November target.
 - **DASH Pass sales** have been sluggish thus far in FY20, although this has been offset by increased revenue from Metro Regional Bus Passes and DASH Bus mobile app revenue. It is likely that some previous DASH Pass customers have switched to the 7-Day Regional Bus Pass due to its reduced cost (\$15) and to the DASH Bus mobile app 31-Day Pass due to its greater usefulness. This trend will likely continue in FY21 when WMATA intends to reduce the price of the 7-Day Regional Bus Pass from \$15 to \$12. Staff will continue to evaluate DASH fare products as additional factors such as the rollout of WMATA's mobile app and SmarTrip payment via Apple Wallet and Google Pay come into play.
 - **Average Fare** increased by 24 cents from \$1.20 in FY19 to \$1.44 in FY20.
- **Personnel costs** in all departments exceeded budget due to the three-payroll month and delay in transferring I-395 Commuter Choice grant-funded costs. **Repair parts** also exceeded budget due to costs which will be moved to the I-395 grant.
- **Vehicle maintenance service** exceeded budget due to annual fire suppression system inspections.
- **Insurance** costs included the annual mileage audit adjustment payable to the Virginia Transit Liability Pool.

FY 2020 Projection

We currently project a **budget surplus of \$142,622** for FY20. The projection now includes deductions for previously discussed projects:

- **Farebox Upgrades:** Grant local match and equipment costs for the farebox fleet retrofit discussed at the December meeting. This will enable ATC and the City to take advantage of \$491,000 in state grant funds and eliminate the chronic farebox parts shortage which has limited fleet flexibility in recent years.
- **Capital Replacements:** Deferred capital replacement costs budgeted by the General Manager in FY20 are now included.

ATC Board Agenda Detail

Agenda Item #: 5b
Item Title: Balance Sheet
Contact: Evan Davis, Director of Finance & Administration
Attachments: None
Customer Impact: None
Board Action: None/FYI



ALEXANDRIA TRANSIT COMPANY
Balance Sheet as of November 30, 2019

ASSETS

Cash - City of Alexandria Pooled	\$	-
Cash - Payroll Account		92,284
Receivables		557,130
Prepaid Expenditures		349,337
Parts and Supplies Inventory		682,145
Capital Assets		56,574,240
Less: Accumulated Depreciation		(25,453,160)
TOTAL ASSETS	\$	32,801,976

LIABILITIES

Accounts Payable	\$	428,684
Payroll Liabilities		121,934
Accrued Vacation		771,773
Due to Other Funds (Negative Cash Position)		513,809
Total Liabilities	\$	1,836,200

NET POSITION

Net Investment in Capital Assets	\$	31,121,080
Unrestricted		(155,304)
Total Net Position	\$	30,965,776

TOTAL LIABILITIES AND NET POSITION	\$	32,801,976
---	-----------	-------------------

This statement is unaudited and prepared for the sole use of management and the Board of Directors of ATC.

ATC Board Agenda Detail

Agenda Item #: 5c
Item Title: Summary Income Statement
Contact: Evan Davis, Director of Finance & Administration
Attachments: None
Customer Impact: None
Board Action: None/FYI



ALEXANDRIA TRANSIT COMPANY
Summary Income Statement for the Five Months Ended November 30, 2019

	Actual	Budget	Variance
REVENUES:			
City Contribution - King Street Trolley	415,540	415,540	-
DASH Passenger Revenue	1,513,570	1,586,595	(73,025)
DASH AT2X Mark Center Charter	337,185	337,185	-
DASH Other Charter Revenue	3,374,607	1,454,375	1,920,232
Miscellaneous Revenue	85,530	25,000	60,530
Total Operating Revenue	5,726,432	3,818,695	1,907,737
City Contribution - Regular Subsidy	6,664,580	6,664,580	-
Total Revenue	12,391,012	10,483,275	1,907,737
EXPENDITURES:			
Operations	7,405,707	6,170,605	(1,235,102)
Maintenance	2,648,443	2,292,865	(355,578)
Administration	1,729,459	1,836,815	107,356
Capital Outlay	318,528	182,990	(135,538)
Total Expenditures	12,102,137	10,483,275	(1,618,862)
GRANT ACTIVITY:			
State Grants	-	-	-
Local Match on State Grants	-	-	-
Grant Expenditures	-	-	-
Total Grant Activity	-	-	-
Net Surplus (Deficit)	288,875	-	288,875

This statement is unaudited and prepared for the sole use of management and the Board of Directors of ATC.

ATC Board Agenda Detail

Agenda Item #: 5d
Item Title: Budget vs. Actual Report
Contact: Evan Davis, Director of Finance & Administration
Attachments: None
Customer Impact: None
Board Action: None/FYI



Alexandria Transit Company (DASH)
 Budget vs. Actual Report for the Five Months Ended November 30, 2019

Description	CM Actual	CM Budget	Variance	YTD Actual	YTD Budget	Variance	FY2020 Projected	FY2020 Annual Budget	Projected Year End Variance
REVENUE									
City Contribution - King Street Trolley	83,108	83,108	-	415,540	415,540	-	997,293	997,293	-
DASH Passenger Revenue	310,980	317,319	(6,339)	1,513,570	1,586,595	(73,025)	3,706,276	3,807,832	(101,556)
DASH AT2X Mark Center Charter	67,437	67,437	-	337,185	337,185	-	809,241	809,241	-
DASH Other Charter Revenue	2,268	290,875	(288,607)	3,374,607	1,454,375	1,920,232	3,402,157	3,490,504	(88,347)
Miscellaneous Revenue	4,806	5,000	(194)	85,530	25,000	60,530	138,981	60,000	78,981
TOTAL OPERATING REVENUE	468,599	763,739	(295,140)	5,726,432	3,818,695	1,907,737	9,053,948	9,164,870	(110,922)
City Contribution - Regular Subsidy	1,332,916	1,332,916	-	6,664,580	6,664,580	-	15,994,985	15,994,985	-
TOTAL REVENUE	1,801,515	2,096,655	(295,140)	12,391,012	10,483,275	1,907,737	25,048,933	25,159,855	(110,922)
OPERATING EXPENDITURES									
OPERATIONS									
Wages - O	1,294,805	929,370	(365,435)	5,776,040	4,646,850	(1,129,190)	11,267,543	11,152,473	(115,070)
Fringe Benefits - O	147,697	154,738	7,041	696,835	773,690	76,855	1,804,490	1,856,850	52,360
Payroll Taxes - O	97,011	70,250	(26,761)	459,596	351,250	(108,346)	887,447	843,000	(44,447)
Retirement Contributions - O	91,705	67,666	(24,039)	387,810	338,330	(49,480)	781,910	812,000	30,090
Total Operations Labor	1,631,218	1,222,024	(409,194)	7,320,281	6,110,120	(1,210,161)	14,741,390	14,664,323	(77,067)
Operator Recruitment and Training	5,963	4,833	(1,130)	18,526	24,165	5,639	36,026	58,000	21,974
Operating Materials and Supplies	2,828	5,876	3,048	60,559	29,380	(31,179)	78,059	70,500	(7,559)
Training and Travel - O	412	1,388	976	6,341	6,940	599	17,341	16,650	(691)
TOTAL OPERATIONS EXPENDITURES	1,640,421	1,234,121	(406,300)	7,405,707	6,170,605	(1,235,102)	14,872,816	14,809,473	(63,343)
MAINTENANCE									
Wages - M	243,070	174,000	(69,070)	901,688	870,000	(31,688)	2,130,490	2,088,000	(42,490)
Fringe Benefits - M	22,486	26,833	4,347	122,042	134,165	12,123	289,434	322,000	32,566
Payroll Taxes - M	18,273	13,250	(5,023)	67,822	66,250	(1,572)	168,610	159,000	(9,610)
Retirement Contributions - M	18,401	13,750	(4,651)	65,798	68,750	2,952	171,198	165,000	(6,198)
Total Maintenance Labor	302,230	227,833	(74,397)	1,157,350	1,139,165	(18,185)	2,759,732	2,734,000	(25,732)
Fuel & Lubricants	94,059	119,041	24,982	665,859	595,205	(70,654)	1,353,006	1,428,500	75,494
Repair Parts	70,891	55,834	(15,057)	338,890	279,170	(59,720)	554,167	670,000	115,833
Tires	17,307	10,833	(6,474)	79,183	54,165	(25,018)	163,184	130,000	(33,184)
Vehicle Maintenance Service	40,988	17,500	(23,488)	206,022	87,500	(118,522)	240,773	210,000	(30,773)
Laundry	3,976	2,500	(1,476)	14,219	12,500	(1,719)	34,706	30,000	(4,706)
Tools and Equipment	272	1,250	978	7,341	6,250	(1,091)	14,154	15,000	846
Building Maintenance	21,907	23,199	1,292	171,033	115,995	(55,038)	306,030	278,400	(27,630)
Training and Travel - M	443	583	140	8,546	2,915	(5,631)	8,546	7,000	(1,546)
TOTAL MAINTENANCE EXPENDITURES	552,073	458,573	(93,500)	2,648,443	2,292,865	(355,578)	5,434,298	5,502,900	68,602
ADMINISTRATION									
Wages - A	174,158	130,967	(43,191)	613,190	654,835	41,645	1,525,605	1,571,600	45,995
Fringe Benefits - A	15,798	15,561	(237)	82,752	77,805	(4,947)	187,127	186,745	(382)
Payroll Taxes - A	12,595	10,167	(2,428)	45,736	50,835	5,099	119,173	122,000	2,827
Retirement Contributions - A	11,784	10,709	(1,075)	45,206	53,545	8,339	121,999	128,500	6,501
Total Administrative Labor	214,335	167,404	(46,931)	786,884	837,020	50,136	1,953,904	2,008,845	54,941
Insurance	82,722	57,667	(25,055)	318,047	288,335	(29,712)	721,417	692,000	(29,417)
Professional Services	47,470	86,229	38,759	373,991	431,145	57,154	724,408	1,034,740	310,332
Utilities	16,360	24,741	8,381	87,242	123,705	36,463	221,244	296,900	75,656
Printing & Advertising	(10,105)	7,584	17,689	46,650	37,920	(8,730)	66,650	91,000	24,350
Telecommunications	7,745	7,083	(662)	39,674	35,415	(4,259)	95,536	85,000	(10,536)
Training, Travel, Events - A	7,337	4,751	(2,586)	37,187	23,755	(13,432)	58,357	57,000	(1,357)
Postage and Office Supplies	10,119	4,637	(5,482)	35,266	23,185	(12,081)	66,353	55,620	(10,733)
Dues and Subscriptions	486	1,246	760	4,518	6,230	1,712	14,962	14,950	(12)
Grant Local Match	-	6,021	6,021	-	30,105	30,105	303,252	72,252	(231,000)
TOTAL ADMINISTRATIVE EXPENDITURES	376,469	367,363	(9,106)	1,729,459	1,836,815	107,356	4,226,083	4,408,307	182,224
TOTAL OPERATING EXPENDITURES	2,568,963	2,060,057	(508,906)	11,783,609	10,300,285	(1,483,324)	24,533,197	24,720,680	187,483
CAPITAL OUTLAYS (non-CIP)									
Computer and Office Equipment	-	4,098	4,098	-	20,490	20,490	-	49,175	49,175
Maintenance Equipment	-	20,000	20,000	318,528	100,000	(218,528)	273,114	240,000	(33,114)
Other Equipment Investments	-	12,500	12,500	-	62,500	62,500	100,000	150,000	50,000
TOTAL CAPITAL OUTLAYS (non-CIP)	-	36,598	36,598	318,528	182,990	(135,538)	373,114	439,175	66,061
NET SURPLUS (DEFICIT)	(767,448)	-	(767,448)	288,875	-	288,875	142,622	-	142,622

ATC Board Agenda Detail

Agenda Item #: 6
Item Title: New Business
Contacts: Josh Baker, General Manager
Attachments: Revised By-Laws
Customer Impact: 6a) Minimal ● 6b) Minimal ●
Board Actions: 6a) Discussion, Consideration of Action 6b) Consideration of Approval



6a) ATC By-Laws and Policies Amendments

Lonnie Rich, ATC General Counsel, and Josh Baker have met to review proposed amendments to the ATC By-Laws. Mr. Rich will be present at the meeting to review and discuss these amendments. The Board will be asked to resolve to submit them as proposed to the Stockholders for approval at the February 11, 2020 meeting.

(Please See Attachment)

Board Action: Discussion, Consideration of Action

Next Steps: Final Draft to be submitted at Stockholders Meeting

6b) Board Resolution for DRPT Grant Applications

Annually the ATC Board is asked to provide required resolutions for submission as a part of the annual grant submission deadline. These DRPT Grant Applications will be presented by Martin Barna, Director of Planning and discussed. At the time of packet distribution, fiscal information is pending. Therefore, resolution documents will be provided at the meeting.

The applications being submitted are as listed below:

1. Multi-Door Boarding Study (Technical Assistance Grant)
2. 2021 Virginia State Bus Rodeo (Technical Assistance)
3. Public Transportation Intern (Intern Grant)

Board Action: Motion and Approval of Resolutions

Next Steps: None

ATC Board Agenda Detail

Agenda Item #: 7
Item Title: Next Meeting and Adjournment
Contact: All
Attachments: None
Customer Impact: None
Board Action: Motion and Approval of Adjournment



NEXT ATC BOARD MEETING

Wednesday, February 12th, 2020 at 5:30 p.m.
Alexandria City Hall, Council Workroom

ANNUAL STOCKHOLDERS MEETING REMINDER

Tuesday, February 11th, 2020 at 6:30pm
Alexandria City Hall, Council Workroom

Consider Adjournment

-- Board Attendance Log on Next Page --

**Alexandria Transit Company Board of Directors
ATTENDANCE LOG**

2019 - 2020 REGULAR (*and special*) BOARD MEETINGS

("P" present - "A" absent - "E" excused)

Meeting Date	David Kaplan	Kerry Donley	Ian Greaves	Matt Harris	Jim Kapsis	Stephen Klejst	Yon Lambert	Richard Lawrence
09/11/2019	P	P	P	P	E	E	P	E
10/23/2019	P	P	P	P	P	P	P	P
11/13/2019	P	P	P	P	P	P	P	E
12/11/2019	P	P	E	P	P	P	P	P
01/08/2020								
02/12/2020								
03/11/2020								
04/08/2020								
05/13/2020								
06/10/2020								



Alexandria Transit Company Board of Directors Meeting



Meeting Agenda #6a Attachments:

Alexandria Transit Company By-Laws Revisions and Amendments

ALEXANDRIA TRANSIT COMPANY

BOARD OF DIRECTORS

BY-LAWS

*REVISIONS AS PROPOSED BY:
Josh Baker, General Manager
Lonnie Rich, ATC General Counsel
January 8, 2020*

PREAMBLE – NATURE OF ALEXANDRIA TRANSIT COMPANY

The Alexandria Transit Company is best characterized as a quasi-governmental entity.

It was initially created as a Virginia stock corporation to “provide mass transportation services as a public service corporation.” Article II of the Articles of Incorporation (“Articles”). It has characteristics of a nonprofit in that “no profit shall accrue to any shareholder.” Article V of Articles. Whether described as a stock corporation, a nonprofit entity or a public service corporation, it is a private entity, separate in its identity from the government. It is overseen by its own Board of Directors, a majority of whom are private citizens. The corporation has the authority to own property (real and personal), to hire, supervise and terminate its General Manager, and to contract for services, including a private company that employs drivers.

However, all shares of the corporation are owned by the City of Alexandria, a Virginia municipality. The corporation derives considerable funding from the City for capital projects and operations. Although a majority of the Board are private citizens, they are appointed by the Alexandria City Council. Some public employees of the City, also appointed by City Council, serve on the Board in their official capacity. The financial and accounting systems of the corporation are largely supervised and controlled by the City.

Given the dual, public and private nature of the corporation and the extent to which their relationship is intertwined, this corporation is deemed a quasi-governmental entity.

ARTICLE I - STOCKHOLDERS’ MEETING

Section 1 - Annual Meeting. The annual meeting of the stockholders of the corporation shall be held in February of each year on a day determined by the Chairman of the Board of Directors in consultation with the City Manager of the City of Alexandria. (Amended 1/8/85)

Section 2 – Other Meetings. Meetings of the stockholders shall be held at the times and places stated in the notice or waiver of notice of meeting. Meetings of the stockholders shall be held whenever called by the Chairman, President or Secretary or by a majority of the Directors or ~~by stockholders holding at least one-tenth of the number of shares of common stock entitled stockholders.~~
~~to vote then outstanding.~~

Section 3 – Quorum and Voting. The holders of a majority of the outstanding shares of common stock entitled to vote shall constitute a quorum at any meeting of the stockholders. Each stockholder shall be entitled to one vote in person or by proxy for each share entitled to vote standing in their name on the books of the corporation.

~~**Section 4 – Closing Transfer Books and Report Date.** The transfer books for shares of common stock of the Corporation may be closed by order of the Board of Directors for not exceeding 30 days preceding any stockholders' meeting for the purpose of determining stockholders entitled to notice of or to vote at any meeting of stockholders of any adjournment thereof, or entitled to receive payment of any dividend or in order to make a determination of stockholders for any other purpose. In lieu of closing the stock transfer books, the Board of Directors may fix in advance a date as the record date for any such determination of stockholders, such date to be not more than 30 days preceding the date on which the particular action requiring such determination of the stockholders is to be taken.~~

Section 45 – Conduct of Meetings. The Chairman shall preside over all meetings of the stockholders. If the Chairman is not present, the Vice-Chairman shall preside. If neither is present, a Chairman shall be elected by a majority vote of directors present at the meeting. The Secretary ~~or~~

~~Assistant Secretary~~ of the ~~c~~Corporation shall act as Secretary of all the meetings if ~~he is~~ present. If ~~neither is not~~ present, the Chairman shall appoint a Secretary of the meeting. The Chairman of the meeting may appoint one or more inspectors of the election to determine the qualifications of voters, the validity of proxies and the results of ballots.

ARTICLE II – BOARD OF DIRECTORS

Section 1 – Number, Election and Terms. The Board of Directors shall be elected at the annual meeting of the stockholders or at any special meeting held in lieu thereof. The number of the directors shall be ~~seven~~nine (9). Directors need not be stockholders, and shall be comprised of the following:

- a. The City Manager or designee;
- b. The City’s Chief Financial Officer or designee;
- c. The City’s Transportation and Environmental Services (T&ES) Director or designee;
- d. A representative from the Alexandria Transportation Commission;
- e. A City resident with transportation experience;
- f. A City resident with financial ~~expertise~~experience; and
- g. Three ~~additional riders or~~City residents ~~who are not employees of the City, Alexandria Transit Company, or any subsidiary thereof.~~

Except as to those specially designated pursuant to subsections a-d above, the Board will nominate for Shareholder consideration its recommended applicants for Board positions in accordance with procedures adopted by the Board. (Appointments to the Board are exempt from the application of

[Article 2, Chapter 4 of the City Code.](#)) Directors shall hold office until their successors are elected unless otherwise removed in accordance with the provisions of Section 2 of this Article. A majority of the Directors actually elected and serving at the time of a given meeting shall constitute a quorum. Less than a quorum may adjourn the meeting to a fixed time and place, of which action notice shall be given as provided in Section 3 of this Article.

Section 2 – Removal and Vacancies. The stockholders at any meeting, by a vote of the holders of a majority of all the shares of common stock at the time outstanding and having voting power, may remove any Director. ~~Any vacancy will be filled pursuant to Section 1 above, and fill the vacancy.~~

Section 3 – Meetings and Notices. Meetings of the Board of Directors shall be held at times fixed by resolution of the Board, or upon the call of the Chairman, President or Secretary, or upon the call of a majority of the members of the Board. Notice of any meeting not held at a time fixed by a resolution of the Board shall be given to each Director at least 24 hours before the meeting at his residence or business address or by delivering such notice to ~~him the Director~~ or by ~~telephoning~~ telephone or ~~telegraphing~~ electronic communication at least 24 hours before the meeting. Any such notice shall contain the time and place of the meeting, but need not contain the purpose of any meeting. Meetings may be held without notice if all of the Directors are present or those not present waive notice before or after the meeting.

ARTICLE III – COMMITTEES

Section 1 – Nominating Committee. ~~The~~ Chairman, after the election of Directors each year, shall appoint two or more of the Directors as a Nominating Committee, which shall present a slate of officers for election.

Section 2 – Committees to Conduct Public Hearings. ~~The~~ Chairman is authorized to designate and appoint committees of the board or hearing officers to conduct public hearings for

and ~~in-on~~ behalf of the Board of Directors.

ARTICLE IV – OFFICERS

Section 1 – Election and Removal. The Board of Directors, after its election in each year, shall elect a Chairman and then promptly thereafter shall elect a Vice-Chairman, a

President and a Vice-President and shall also elect a Secretary, ~~an Assistant~~

~~Secretary~~, a Treasurer ~~and an Assistant Treasurer~~ and may elect or appoint such other officers as

it may deem proper. The Board shall also retain a General Counsel ~~and an Assistant General~~

~~Counsel~~ for purposes of rendering legal advice to the board. No officer votes unless also a member of the Board of Directors. ~~The General Counsel and/or~~

~~Assistant General Counsel may be members of the City of Alexandria Office of the City~~

~~Attorney; however neither the General Counsel nor the Assistant General Counsel may not vote as~~

~~an officers.~~ Any officer may hold more than one office except that the same person shall not be

President and Secretary. All officers shall serve for a term of one year and until their respective successors are elected, but any officer may be removed summarily with or without cause at any

time by the vote of a majority of all the Directors. Vacancies among the officers shall be filled by the Directors.

Section 2 – Duties. The officers shall have the authority and perform the duties set forth below and shall have such other authority and duties as the Board of Directors may from time to-time prescribe.

- a. **Chairman** – The Chairman shall preside at meetings of the Board of Directors and Stockholders, represent the board before City Council and other public bodies, and be the principal spokesman for the board on matters of policy.
- b. **Vice-Chairman** – The Vice Chairman shall act as Chairman in the absence of the latter or when requested by the Chairman to do so.

c. **President** – The President shall be the chief executive officer of the corporation; see that all orders and resolutions of the Board of Directors are carried into effect; administer the management contract, if there be one; provide liaison between the corporation and other transit agencies in the urban area and between the corporation and the administrative departments and agencies of the City of Alexandria government; and execute contracts and agreements on behalf of the corporation, except when the execution thereof is expressly delegated by the Board of Directors to some other officers of the corporation. Unless otherwise decided by the Board of Directors, the General Manager shall serve as President of the corporation.

d. **Vice-President** – The Vice-President shall assist the President in carrying out his duties, exercise such of the President’s authority as he may delegate to him, and act as President in the absence of that officer.

e. **Secretary** – The Secretary shall attend meetings of the Board of Directors and Stockholders and record the proceedings thereof, give notice in the manner prescribed in these By-Laws of meetings of the Stockholders and special meetings of the Board of Directors, have custody of the seal of the corporation and affix and attest it when authorized to do so by the Board of Directors or the President, and perform such other duties as may be prescribed by the Board of Directors.

~~f. **Assistant Secretary** – The Assistant Secretary shall act as Secretary in the absence of the latter.~~

~~g.f.~~ **Treasurer** – The Treasurer, under the direction of the President, shall have custody of all corporate funds and securities; keep a full and accurate record of receipts and disbursements in books belonging to the corporation; deposit all moneys received by him in the name of and to the credit of the corporation in such depositories as may be designated by the Board of Directors; keep a record of moneys deposited to the account of

the corporation by the management company, if there be one; disburse the funds of the corporation as ordered by the Board of Directors or President; render such accounts of his transactions as the Board of Directors or President may require; and

perform such other duties as may be prescribed by the Board of Directors. The Treasurer shall be bonded for the faithful performance of his duties in such sum and in such manner as may be approved by the Board of Directors and the cost of such bond shall be borne by the Corporation.

~~h. **Assistant Treasurer**—The Assistant Treasurer shall act as Treasurer in the absence of the latter. The Assistant Treasurer shall be bonded for the faithful performance of his duties in such sum and in such manner as may be approved by the Board of Directors, and the cost of such bond shall be borne by the corporation.~~

~~i.g. **General Counsel** – The General Counsel shall not be a voting officer; the General Counsel shall be the~~

~~legal adviser to the Board of Directors, the General Manager and the officers of the corporation; defend suits or other legal actions brought against them; and, with the approval of the Board of directors, initiate and pursue such legal remedies on behalf of the corporation as may be appropriate.~~

~~j. **Assistant General Counsel**—The Assistant General Counsel shall not be a voting officer; he shall assist the General Counsel in carrying out his duties and act as General Counsel in the absence of that officer.~~

ARTICLE V – CERTIFICATES OF STOCK

Section 1 – Form. ~~Each stockholder shall be deemed to own an uncertificated share(s) of the corporation, entitled to a certificate or certificates of stock in such form as may be approved by the Board of Directors and which are signed by the President or a Vice President and by the Secretary or an Assistant Secretary or the Treasurer or an Assistant Treasurer and~~

~~with the corporate seal impressed thereon.~~

ARTICLE VI – SEAL

Section 1 – Seal. The seal of the Corporation shall be a flat-faced circular die (of which there may be any number of counterparts) with the word “SEAL” and the name of the Corporation engraved thereon.

ARTICLE VII – VOTING OF STOCK HELD

Section 1 – Voting. Unless otherwise provided by a vote of the Board of Directors, the President may either appoint attorneys to vote any stock of any other corporation owned by this Corporation or may attend any meeting of the holders of stock of such other corporation and vote such shares in person.

ARTICLE VIII – CHECKS, NOTES AND DRAFTS

Section 1 – Signatures. Checks, notes, drafts, and other orders for the payment of money shall be signed by such persons as the Board of Directors from time to time may authorize. The signature of any such person may be a facsimile when authorized by the Board of Directors.

ARTICLE IX – ROUTE AND FARE STRUCTURES; FINANCIAL PROVISIONS

Section 1 – Route Structure. The routes over which the revenue vehicles of the Corporation will operate in revenue service shall be determined by the Board of Directors. No route or change therein shall become effective unless it has been communicated to the stockholders at least 15 days in advance of the effective date determined by the Board of Directors, and the stockholders may, at any meeting thereof prior to such effective date, disapprove or modify the decision of the Board of Directors, provided that this requirement shall not apply to minor adjustments in routes within a transit corridor to meet patronage and operating requirements, to temporary detours, or to the provision of charter service.

Section 2 – Fare Structure. The fares to be charged revenue passengers shall be

determined by the Board of Directors. No fare or change therein shall become effective unless it has been communicated to the stockholders at least 15 days in advance of the effective date determined by the Board of Directors, and the stockholders may, at any meeting thereof prior to such effective date, disapprove or modify the decision of the Board of Directors, provided that this requirement shall not apply to promotional fares that will be in effect for one consecutive week or less.

Section 3 – Initiation of Route and Fare Changes by the Stockholders. The stockholders may, at any meeting thereof, initiate and refer to the Board of Directors changes in the route and fare structures.

Section 4 – Budgets. The Board of Directors shall submit its capital and operating budgets annually to the City Manager of the City of Alexandria in such form and in such manner as ~~he~~ may be prescribed. The annual budgets shall be balanced between estimated expenses and estimated revenues, including grants from the City of Alexandria and other sources.

Section 5 – Borrowing. The Corporation shall not borrow funds, except that funds may be borrowed in anticipation of revenues with the express approval of the stockholders in each instance.

Section 6 – Availability of Funds. The services to be provided by the Alexandria Transit Company are dependent upon the availability of capital and operating funds from fare box and other transit revenues and from grants from the City of Alexandria and other sources.

Section 7 – Audit. The stockholders shall at the annual meeting select an independent outside auditor to audit the books and accounts of the Corporation, and of the management firm if one is engaged.

Section 8 – Additional Duties. The Board of Directors acknowledges that the Alexandria Transit Company is an important element of the City’s overall transit program and as

such should periodically receive updates from and, in response, provide comment to City staff on transit-related matters, including but not limited to:

- a. BRT/Transitway operational policy and coordination with other jurisdictions and transit agencies;
- b. DOT Paratransit policy and fares;
- c. Metrobus fare and route changes; and
- d. Implementation of transit infrastructure within the City (excluding Metrorail).

ARTICLE X

Section 1 – Amendments. These By-Laws may be amended at any annual or called meeting of the stockholders by a vote of the holders of a majority of ~~all the shares of common stock at the time outstanding and having voting powers~~ at a meeting at which a quorum is present.



Alexandria Transit Company Board of Directors Meeting



Meeting Agenda #6b Attachments:

Board Resolutions for DRPT Grant Applications

*At the time of packet distribution, fiscal information is pending.
Therefore, resolution documents will be provided at the meeting.*