



AGENDA

Board Meeting Location

Water Street Center,
407 E. Water Street, Charlottesville, VA 22902

Meeting of the Board of Directors

September 14, 2022 at 10:00 AM EDT

THE PUBLIC IS ENCOURAGED TO ATTEND REMOTELY USING THE BELOW LINKS

- ⇒ Webinar: <https://us02web.zoom.us/j/83790994684>
- ⇒ Or One tap mobile: +13017158592,,83790994684#
- ⇒ Or Telephone Only: +1 301 715 8592
- ⇒ Webinar ID: 837 9099 4684

Do not use both computer and phone audio together; use one only to avoid audio distortion.

I. Call to Order — Bill Wuensch, President

II. Roll Call — Christine Appert, Secretary

III. Introductions — Bill Wuensch, President

IV. Public Comments — Bill Wuensch, President

The public may address the board by first contacting Nancy Hunt before the start of the meeting. Comments are limited to three minutes at the discretion of the board president. Contact Nancy Hunt at nancyh@ridejaunt.org or (434) 296-3184, extension 114.

V. Action Items

- A. July 13, 2022 Board of Directors Meeting Minutes — Christine Appert, Secretary **page 3 of 95**
- B. Jaunt Articles of Incorporation Amendment — Randy Parker and Ted Rieck **page 7 of 95**
- C. Jaunt Stock Purchase Third Amendment — Randy Parker and Ted Rieck **page 12 of 95**
- D. Annual Meeting October 12, 2022 9:30 am — Bill Wuensch **page 17 of 95**

VI. Standing Committee Reports

- A. Finance Committee — Jacob Sumner, Treasurer and Robin Munson, CFO **page 18 of 95**
 - 1. FY2024 Budget Preparation
- B. Operations and Safety Reports — Karen Davis, DCEO **page 30 of 95**
 - 1. Denials update
- C. Regional Transit Partnership Update — Christine Jacobs/Hal Morgan/Lucas Ames
- D. Executive Director Report — Ted Rieck, CEO **page 44 of 95**
 - 1. Greene County Update **page 45 of 95**
- E. Executive Committee — Bill Wuensch, President
 - 1. Jaunt Board of Directors Revised By-laws — Randy Parker and Ted Rieck **page 81 of 95**

VII. New Business

VIII. Announcements and Board Member comments

IX. Closed Session

Closed meeting as authorized by Virginia Code Section 2.2-3711(A)(1) to discuss and consider the assignment, appointment, promotion, performance, demotion, salaries, disciplining, or resignation of specific public officers, appointees, or employees of Jaunt.

X. Adjourn to next meeting: *October 12, 2022 at 10:00 a.m. EDT*



MINUTES

Meeting of the Board of Directors

July 13, 2022 at 10:00 a.m. EDT

Voting Member	Present In person	Present virtual	Absent
Randy Parker [President], Louisa		X	
Hal Morgan [Vice President], Fluvanna	X		
Christine Appert [Secretary], Charlottesville		X	
Jacob Sumner [Treasurer], Albemarle		X	
Ray East, Albemarle		X	
Fran Hooper, Albemarle	X		
William Wuensch, Albemarle		X	
Lucas Ames, Charlottesville		X	
Erik Larson, Charlottesville		X	
Ray Heron, Charlottesville		X	
Willie Gentry, Louisa	X		
Brad Burdette, Nelson		X	
Dian McNaught, Nelson		X	
Leslie Woodfolk		X	
Non-voting Members			
Christine Jacobs, TJPDC		X	
Kevin Hickman, Buckingham		X	
Garland Williams, CAT		X	
Michael Mucha, DRPT		X	
Steve Bowman, Greene	X		
Staff			
Ted Rieck, CEO	X		
Karen Davis, Deputy CEO	X		
Robin Munson, CFO	X		
Mike Mills, Procurement Specialist			X
Jody Saunders, Director of Public Relations	X		
Stephen Johnson, Planning Director		X	
Kyle Trissel, Transportation Safety Manager		X	
Phyllis Williams, Road Supervisor			
Public			

Call to Order — Hal Morgan, Vice President

Called to order at 10 a.m.

- I. **Roll Call — Christine Appert, Secretary**
Quorum present.

- II. **Introductions — Hal Morgan, Vice President**
None.

- III. **Public Comments — Hal Morgan, Vice President**

- A. No public at the meeting.
B. Jody Saunders, PR Director for Jaunt, commented on the recent catalytic converter theft from Jaunt buses in Nelson County. Only morning service was affected and afternoon service went as normal.

IV. Action Items

- A. June 8, 2022 Board of Directors Meeting Minutes — Christine Appert, Secretary
Motion by Christine, second by Willie. Passed unanimously.
B. Jaunt FY22 PTASP Appendix Update (Resolution# 2022071301) — Karen Davis and Kyle Trissel
- Hal presented the resolution. Corrected the resolution number to end in "01."
 - Motion by Willie, seconded by Ray East. Passed unanimously.
- C. Financial Reserve Policy — Robin Munson, CFO
- The policy was described by Robin. Motion by Willie, seconded by Jacob. Passed unanimously.
- D. Financial Reserve Funding Levels for FY2023 (Resolution# 2022071302) — Ted Rieck explained how the funding levels were established in the resolution. Motion to approve by Willie, seconded by Fran. Passed unanimously.

V. Standing Committee Reports

- A. Finance Committee — Jacob Sumner, Treasurer and Robin Munson, CFO
Jacob thanked the Board for supporting both the financial reserve policy and funding level resolutions. He emphasized that tapping the funds will require Board action.

Robin reviewed the financial statements including the P&L statement, balance sheet, and Ted's expenses. She said insurance will pay to replace the stolen catalytic converters.

- B. Operations and Safety Reports — Karen Davis, DCEO
- Jaunt is seeing increased ridership and an uptick in driver applications.
 - Concerns about COVID variant BA.5 emerging in the fall voiced by Dian. Karen said Jaunt follows FTA guidelines in responding to a resurgence.
 - Willie would like to see a jurisdictional breakout of statistics.
 - Karen spoke about how ADA ridership is up, as is long ride time trips. Eric needs info on more long trips and ADA.

- Eric asked about the passenger reported to have fallen out of her chair. She was unharmed.
- Kyle said we had two preventable accidents; we will be reviewing our safety goals.

C. Regional Transit Partnership Update — Christine Jacobs

- Consultants for CAT presented recommendations for a system optimization and a new bus shelter design.
- The Commonwealth Transportation Board approved a governance study.
- Public engagement and survey set for July.

D. Executive Director Report — Ted Rieck, CEO

- Greene Co. report explaining efforts by staff to address service needs. Lucas said he liked the direction as did Steve Bowman.
- Parking study is underway and the consultant team visited Jaunt.
 - a. Erik wants information about the study.
- The alternative fuel study for Jaunt is underway and its advisory committee is chaired by Lucas. The group had its first meeting and would like the initial PowerPoint presentation shared with the Board. Erik asked to be invited to future committee meetings.

E. Executive Committee — Bill Wuensch, President

- Bylaws, Articles of Incorporation, Stock Purchase Agreement Update — Ted Rieck, CEO
 - i. Willie wants to make sure there is a fair balance between urban and rural members on the Jaunt board.
 - ii. Ted said proxy requests for an October annual shareholder meeting have been sent out.

VI. New Business

- Change the board meeting schedule to 3rd Monday or 3rd Tuesday?
 - o Not on Tuesday as Brad Burdette has a scheduling conflict.
- Ted discussed the possibility of engaging the board in strategic planning.
 - o Ted played a video about how Kodak missed the digital camera business and suffered as a result. Question: What is next from Jaunt? Tentatively, looking at a meeting in October or November to see if the Board is interested in discussing alternative futures and help chart a course for Jaunt. Checking to see whether the Board wants to meet in one 8-hour session or two 4-hour sessions.
 - Willy Gentry thinks it is interesting.
 - Ray East talking about transportation changes. We don't know what we don't know. The main focus is to serve handicap and diversity populations. What is the future for rural versus urban areas?
 - Greene Co. rep Bowman said he agrees with looking towards the future. He grew up near Kodak area and has first-hand experience.
 - Ray East saying future issue is a lack of skilled nursing is a threat for the future and speaks of Kitty Pickett living in the assistant nursing.

- Ray Heron said we have had Board retreats in the past that Ted may not know. May hold session on a Friday evening with a Saturday 6-hour session.
- Dian said she would like two 4-hour sessions possibly scheduled on two different weeks.
- Eric agrees what has been said.
- Mike Mucha had nothing to add.
- Garland Williams said he likes the decision for the future and wants include the city and the county.
- Willie Gentry asks when will there be a return to in-person meetings? Jody said that we will have to in September. Jody mentioned the awards ceremony will be in October.
- Voted to cancel August Board meeting. Motion by Willie, seconded by Dian. Passed unanimously.
 - o Executive meeting will be on August 5, 2022 to discuss board governance documents.
 - o Mike Mucha mentioned that CTAV is the same week as when the August board meeting would have been held.

VII. Announcements and Board Member comments

- Adjourn meeting: Motion, Dian, seconded by Ray Heron. Approved unanimously.

VIII. Adjourn to next meeting: *September 14, 2022 at 10:00 a.m. EDT*

Action: Item V.B: Jaunt Articles of Incorporation Amendment

This seeks Board approval to recommend changes to Jaunt's Articles of Incorporation for consideration by Stockholders at its Annual Meeting on October 12, 2022.

In 2021, Randy Parker, then president of the Jaunt Board of Directors, asked Nancy Schlichting of the law firm of Flora & Pettit to review and revise Jaunt's governing documents. One of the purposes of the review was to ensure that the documents reflected Jaunt's actual practice. The review was also done to address conflict of interest issues that can occur on the Board.

There are three documents relating to Jaunt's governance as a public service corporation:

1. Articles of Incorporation (AOI) establishing Jaunt as a public service corporation.
2. Stock Purchase Agreement (SPA) governing buying into the corporation by shareholders.
3. By laws governing the functioning of the board of directors.

This action item addresses the AOI. A redlined version of the revised document follows.



ARTICLES OF AMENDMENT AND RESTATEMENT
OF
ARTICLES OF INCORPORATION
OF
JAUNT, INC.

The undersigned corporation, pursuant to Title 13.1, Chapter 9, Article 11 of the Code of Virginia, as amended, hereby executes the following Articles of Amendment and Restatement and sets forth as follows:

1. The name of the corporation is JAUNT, INC. (the "Corporation").
2. The Articles of Incorporation of the Corporation are hereby amended and restated in their entirety, and the Amended and Restated Articles of Incorporation of the Corporation are attached hereto as Exhibit A and incorporated herein by this reference (the "Amended and Restated Articles").
3. By unanimous written consent, dated as of _____, 2022, the Board of Directors adopted the Amended and Restated Articles.
4. The Amended and Restated Articles have been unanimously approved and adopted by all of the Shareholders of the Corporation.

The undersigned, President of the Corporation, declares that the facts herein stated are true.

JAUNT, INC.

By: _____
~~J. Randolph Parker~~ William Wuensch

Its: President

Date: _____, 2022

AMENDED AND RESTATED ARTICLES OF INCORPORATION

**OF
JAUNT, INC.**

Article I

Name

The name of the corporation is JAUNT, INC. (the “Corporation”).

Article II

Purposes and Powers

The Corporation is organized as a public service corporation for the purpose of providing ~~mass~~-transportation services. In addition to any or all lawful business, not required to be specifically stated in these Amended and Restated Articles of Incorporation (these “Articles”), for which corporations may be incorporated under the Virginia Stock Corporation Act, as amended from time to time (the “Act”), the Corporation shall have the power to buy and sell real estate and personal property as necessary to carry out its purpose, to apply for and accept local, state and federal grants in accordance with applicable local, state and federal regulations, and to carry out such lawful business activities which are incidental to and which support the purpose of the Corporation.

Article III

Stock

The number of shares of common stock which the Corporation shall have authority to issue is 100 shares with \$1.00 par value for each share.

Article IV

Registered Office and Agent

The registered office of the corporation shall be located in Harrisonburg, Virginia, and the address of such registered office shall be 410 Neff Avenue, Harrisonburg, Virginia 22801. The name of the registered agent, whose business office is identical with such registered office, shall be Jordan K. Bowman, who is a resident of the Commonwealth of Virginia and a member of the Virginia State Bar.

Formatted: Font color: Red

Article V

Principal Office

The address of the Corporation's principal office is 104 Keystone Place, Charlottesville, Virginia 22902.

Article VI

Initial Directors

The governing body of the Corporation shall be the Board of Directors (the "Board"). The number of directors constituting the Board shall be set forth in the Bylaws of the Corporation.

Article VII

Indemnification

Pursuant to the provisions of Sections 13.1-700.1 and 13.1-701 of the Code of Virginia of 1950, as amended, the appropriate authority, whether such authority shall be the directors, shareholders, special legal counsel or a court of competent jurisdiction as provided by the aforesaid provisions, shall cause the Corporation to indemnify its officers, directors, employees and agents, including their respective heirs, executors or administrators, in the manner, against the matters, and to the full extent provided and permitted by Article 10, Chapter 9, Title 13.1 of the Code of Virginia of 1950, as amended. The Corporation shall also make advances for expenses incurred by any director, officer, employee or agent as is permitted pursuant to the provisions of Sections 13.1-699 and 13.1-702 of the Code of Virginia of 1950, as amended.

Article VIII

Limitation of Liability

In any proceeding brought by or in the right of the Corporation or brought by or on behalf of shareholders of the Corporation, no director or officer of the Corporation shall have any liability for damages arising out of a single transaction, occurrence or course of conduct, unless such officer or director shall be proved to have engaged in willful misconduct or a knowing violation of the criminal law or of any federal or state securities law, including, without limitation, any claim of unlawful insider trading or manipulation of the market for any security.

Article IX

Amendment to Bylaws of the Corporation

Except as otherwise provided in the Bylaws, the Board of Directors shall have the power to make, amend or repeal the Bylaws of the Corporation.

Dated: _____

Action: Item V.C: Jaunt Stock Purchase Third Amendment

This seeks Board approval to recommend changes to Jaunt's Stock Purchase Agreement for consideration by Stockholders at its Annual Meeting on October 12, 2022.

In 2021, Randy Parker, then president of the Jaunt Board of Directors, asked Nancy Schlichting of the law firm of Flora & Pettit to review and revise Jaunt's governing documents. One of the purposes of the review was to ensure that the documents reflected Jaunt's actual practice. The review was also done to address conflict of interest issues that can occur on the Board.

There are three documents relating to Jaunt's governance as a public service corporation:

1. Articles of Incorporation (AOI) establishing Jaunt as a public service corporation.
2. Stock Purchase Agreement (SPA) governing buying into the corporation by shareholders.
3. By laws governing the functioning of the board of directors.

This action item addresses the SPA. A redlined version of the revised document follows.



JAUNT, INC.

THIRD AMENDMENT TO STOCK PURCHASE AGREEMENT

THIS THIRD AMENDMENT TO STOCK PURCHASE AGREEMENT (this “Third Amendment”) is entered into and effective as of _____, 2022 (the “Third Amendment Effective Date”) by and among **JAUNT, INC.**, a Virginia corporation (the “Corporation”), and **ALBEMARLE COUNTY, THE CITY OF CHARLOTTESVILLE, FLUVANNA COUNTY, LOUISA COUNTY**, and **NELSON COUNTY**, all being counties in the Commonwealth of Virginia (“Stockholders”). The Corporation and Stockholders may each be referred to herein as a “Party” or, collectively, as the “Parties.”

WHEREAS, the Parties are parties to a Stock Purchase Agreement, dated as of October 1, 1982, which was amended on July 20, 1987, pursuant to the First Amendment to the Stock Purchase Agreement, and which was further amended on July 23, 1997, pursuant to the Second Amendment to the Stock Purchase Agreement (as amended, the “Agreement”). Capitalized terms used in this Third Amendment but not otherwise defined shall have the meanings ascribed thereto in the Agreement; and

WHEREAS, the Stockholders want to acknowledge that there are 100 shares of outstanding stock of the Corporation, and further want to confirm the shares of stocks held and the voting rights held by each Stockholder; and

WHEREAS, the Stockholders further want to acknowledge their agreement to allow the Directors of the Corporation nominated and elected by the Stockholders to appoint Directors at large to serve on the Board of the Corporation in a non-voting capacity; and

WHEREAS, the Stockholders finally want to acknowledge their agreement to allow the Directors of the Corporation nominated and elected by the Stockholders to elect the Officers of the Corporation.

NOW THEREFORE, in consideration of the foregoing and of the mutual covenants and agreements hereinafter set forth, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties, intending to be legally bound, agree as follows:

1. Acknowledgements and Agreements. The Parties expressly acknowledge and agree that the current Stockholders of the Corporation, with the corresponding number of shares held, are as follows:

City of Charlottesville	5 shares
Albemarle County	5 shares
Nelson County	2 shares
Fluvanna County	2 shares
Louisa County	2 shares

2. **Voting Rights and Nomination of Directors.** The Stockholders agree that for every two (2) shares held, such Stockholder shall be entitled to nominate two (2) Directors for election to the Board. For Stockholders owning an odd number of shares, the number of Directors to be nominated shall be rounded down to the nearest even whole number. For example, Stockholders with 5 shares rounds down to 4 Directors to be nominated. For the election of Directors and all matters voted upon by Stockholders, each Stockholder shall be entitled to the number of votes represented by the number of shares held. Notwithstanding the foregoing, the Stockholders agree to elect the Directors nominated by each Stockholder except for good cause shown.

Formatted: Font color: Text 2

3. **Terms for the Directors on the Board.** The Stockholders shall have the authority to extend, decrease or otherwise modify the terms of the Directors on the Board of the Corporation.

Formatted: Font: Not Bold

Formatted: Font: Not Bold

4. **Election of Officers.** The Stockholders acknowledge and agree that At such times that the terms of the current Officers of the Corporation have expired, at their annual meeting, the ~~Stockholders Board of Directors~~ shall ~~consider the slate of officers nominated by the Board and shall elect the~~ officers to serve for the next term as set forth in the Bylaws.

5. **At Large Ex Officio Directors.** The Parties agree that the Directors of the Corporation elected by the Stockholders shall have the authority to appoint additional ~~at large Directors~~ ex officio Directors to serve on the Board in a non-voting capacity. Such Director(s) may be removed by the Directors elected by the Stockholders.

Formatted: Font: Italic

Formatted: Font: Italic

6. **Amendment of Agreement.** The Parties expressly acknowledge and agree that it is their express mutual intention that the Agreement be revised in accordance with the foregoing terms of this Third Amendment and that this Third Amendment be a valid and binding amendment and modification of the Agreement.

7. **No Other Amendments.** Except as modified by the terms of this Amendment, the Stock Purchase Agreement (as amended by the First Amendment, the Second Amendment and this Third Amendment) shall remain in full force and effect without amendment or modification. In the event of any conflict between the terms and provisions of this Third Amendment and the Stock Purchase Agreement as previously amended, then the terms of this Third Amendment shall control unless expressly set forth herein.

[END OF AGREEMENT. SIGNATURE PAGES FOLLOW.]

IN WITNESS WHEREOF, the parties have executed this Third Amendment to Stock Purchase Agreement as of the Third Amendment Effective Date.

The Corporation: JAUNT, INC.

By: ~~J. Randolph Parker~~ William Wuensch

Its: President

The Stockholders: THE CITY OF CHARLOTTESVILLE, VIRGINIA

By: _____

Its: _____

THE COUNTY OF ALBEMARLE, VIRGINIA

By: _____

Its: _____

THE COUNTY OF NELSON, VIRGINIA

By: _____

Its: _____

THE COUNTY OF FLUVANNA, VIRGINIA

By: _____

Its: _____

THE COUNTY OF LOUISA, VIRGINIA

By: _____

Its: _____

Action: Item V.D: Annual Stockholder Meeting October 12, 2022

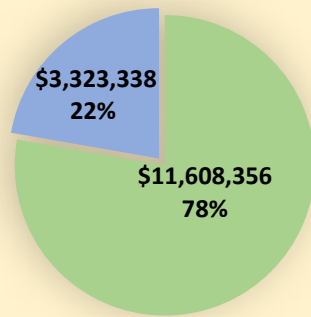
This seeks Board approval to call for an Annual Meeting of Jaunt Stockholders on October 12, 2022 at 9:30 AM. The meeting would be held at Water Street Center, 407 E. Water Street, Charlottesville, VA 22902 just before the Board of Director's October meeting.

The tentative agenda for the Annual Meeting:

1. Roll Call and Welcome
2. Minutes from October 13, 2021 Annual Meeting
3. Election of a Meeting Chair
4. Vote on the appointment of members of the Board of Directors nominated by stockholders since the last Annual Meeting on October 13, 2021.
5. Approval of revised Articles of Incorporation
6. Approval of Third Amended Stock Purchase Agreement
7. New Business

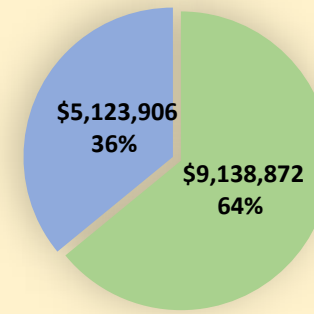


FY22 YTD Budget v Actual Revenue June 30, 2022



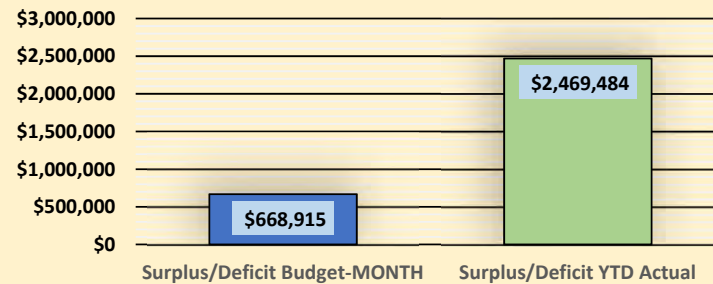
■ Total Rev YTD ■ Remaining Budget

FY22 YTD Budget v Actual Expenses June 30, 2022



■ Total Exp YTD ■ Remaining Budget

FY22 YTD Budget v Actual Surplus/Deficit June 30, 2022



■ Surplus/Deficit Budget-MONTH ■ Surplus/Deficit YTD Actual

Jaunt, Inc. FY2022 Monthly Financial Summary

June 2022										
Sources of Financial Resources	Total Budgeted	Total Actual	Budget Variance	Admin (011)	Operations (012, 050)	Special Grants (015, 017, 019)	Agency Program (040)	Accident Fund (041)	Capital (020)	
Fee Revenue:										
Farebox Fee	\$ -	\$ -	\$ -	\$ -	\$ -					
Contract Revenue	\$ 31,083	\$ 21,437	\$ (9,647)	\$ -	\$ -	\$ -	\$ 21,437	\$ -	\$ -	
Governmental Revenue:										
Federal Operating Grants	\$ 424,789	\$ 176,317	\$ (248,472)	\$ 46,385	\$ 124,467	\$ 5,465				
Federal Capital Grants	\$ 278,017	\$ 41,489	\$ (236,528)							\$ 41,489
Virginia DRPT Operating	\$ 115,316	\$ 379,152	\$ 263,836	\$ 102,705	\$ 275,594	\$ 853				
Virginia DRPT Capital	\$ 14,112	\$ -	\$ (14,112)							\$ -
Local Government	\$ 380,990	\$ 380,990	\$ 0	\$ 103,435	\$ 277,554	\$ -				\$ 0
In Lieu of Local	\$ -	\$ -	\$ -	\$ -	\$ -					
Other Revenue	\$ -	\$ 1,585	\$ 1,585				\$ 1,585	\$ -		
Total Revenue	\$ 1,244,308	\$ 1,000,969	\$ (243,339)	\$ 252,525	\$ 677,616	\$ 6,318	\$ 23,021	\$ -	\$ 41,489	
Uses of Financial Resources	Total Budgeted	Total Actual	Budget Variance	Admin (011)	Operations (012, 050)	Special Grants (015, 017, 019)	Agency Program (040)	Accident Fund (041)	Capital (020)	
Salaries & Wages	\$ 524,982	\$ 467,054	\$ (57,928)	\$ 85,433	\$ 377,938	\$ 3,683	\$ -	\$ -	\$ -	
Fringe Benefits/Staff Development	\$ 208,484	\$ 149,243	\$ (59,240)	\$ 30,407	\$ 116,312	\$ 1,650	\$ 875	\$ -	\$ -	
Travel/Business Meals/Meetings	\$ 1,750	\$ 2,066	\$ 316	\$ (42)	\$ -	\$ -	\$ 2,107	\$ -	\$ -	
Facility/Equipment Maintenance/Utilities	\$ 17,146	\$ 13,206	\$ (3,940)	\$ 8,110	\$ 5,095	\$ -	\$ -	\$ -	\$ -	
Supplies & Materials	\$ 67,852	\$ 95,476	\$ 27,624	\$ 4,169	\$ 91,308	\$ -	\$ -	\$ -	\$ -	
Marketing & Advertising	\$ 5,583	\$ 6,241	\$ 658	\$ 6,241	\$ -	\$ -	\$ -	\$ -	\$ -	
Insurance & Bonding	\$ 31,690	\$ 31,288	\$ (402)	\$ 27,328	\$ 3,960	\$ -	\$ -	\$ -	\$ -	
Professional Services	\$ 23,004	\$ 61,762	\$ 38,758	\$ 58,693	\$ 2,017	\$ -	\$ 1,052	\$ -	\$ -	
Miscellaneous	\$ 3,042	\$ 3,779	\$ 737	\$ 1,998	\$ -	\$ -	\$ 1,781	\$ -	\$ -	
Equipment (Capital)	\$ 305,032	\$ 41,489	\$ (263,543)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 41,489	
DRPT Refund	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
Total Expenditure	\$ 1,188,565	\$ 871,604	\$ (316,961)	\$ 210,083	\$ 563,728	\$ 5,332	\$ 50,972	\$ -	\$ 41,489	
Net change in fund balance	\$ 55,743	\$ 129,365	\$ 73,622	\$ 42,442	\$ 113,888	\$ 986	\$ (27,950)	\$ -	\$ -	

Negative Variance Positive Variance

Jaunt, Inc. FY2022 Monthly Financial Summary

June 2022 Year To Date						
Sources of Financial Resources	YTD Budgeted	YTD Actual	Budget Variance	Total Budget	Budget Realized	Comments
Fee Revenue:						
Farebox Fee	\$ -	\$ -	\$ -	\$ -		
Contract Revenue	\$ 373,000	\$ 301,635	\$ (71,365)	\$ 373,000	81%	Ridership lower than expected
Governmental Revenue:						
Federal Operating Grants	\$ 5,097,474	\$ 4,270,257	\$ (827,217)	\$ 5,097,474	84%	5311 lower: ineligible routes; 5307 lower: deferred to FY23
Federal Capital Grants	\$ 3,336,202	\$ 198,646	\$ (3,137,556)	\$ 3,336,202	6%	Reimbursable: capital expenses lower
Virginia DRPT Operating	\$ 1,383,796	\$ 2,184,647	\$ 800,851	\$ 1,383,796	158%	Uplift awarded beginning in April
Virginia DRPT Capital	\$ 169,344	\$ 2,958	\$ (166,386)	\$ 169,344	2%	Reimbursable: capital expenses lower
Local Government	\$ 4,571,877	\$ 4,571,877	\$ 0	\$ 4,571,877	100%	
In Lieu of Local	\$ -	\$ -	\$ -	\$ -		
Other Revenue	\$ -	\$ 78,335	\$ 78,335	\$ -		Insurance refund; accident proceeds
Total Revenue	\$ 14,931,693	\$ 11,608,355	\$ (3,323,337)	\$ 14,931,693	78%	
Uses of Financial Resources	YTD Budgeted	YTD Actual	Budget Variance	Total Budget	Budget Used	Comments
Salaries & Wages	\$ 6,299,789	\$ 4,976,641	\$ (1,323,148)	\$ 6,299,789	79%	Not at full staffing level
Fringe Benefits/Staff Development	\$ 2,501,802	\$ 1,819,770	\$ (682,032)	\$ 2,501,802	73%	Not at full staffing level
Travel/Business Meals/Meetings	\$ 21,000	\$ 6,404	\$ (14,596)	\$ 21,000	30%	Limited due to COVID-19 pandemic
Facility/Equipment Maintenance/Utilities	\$ 205,756	\$ 185,790	\$ (19,966)	\$ 205,756	90%	Lower COVID expenses than expected
Supplies & Materials	\$ 814,222	\$ 822,521	\$ 8,300	\$ 814,222	101%	
Marketing & Advertising	\$ 67,000	\$ 110,366	\$ 43,366	\$ 67,000	165%	Website, commercials
Insurance & Bonding	\$ 380,276	\$ 370,863	\$ (9,414)	\$ 380,276	98%	
Professional Services	\$ 276,050	\$ 510,651	\$ 234,601	\$ 276,050	185%	3 Studies, Exec Recruit, Bus Wraps
Miscellaneous	\$ 36,500	\$ 30,279	\$ (6,221)	\$ 36,500	83%	lower DOT, memb dues, help wanted
Equipment (Capital)	\$ 3,660,382	\$ 202,343	\$ (3,458,039)	\$ 3,660,382	6%	Delay on availability, no rev vehicles
DRPT Refund	\$ -	\$ 103,244	\$ 103,244	\$ -		
Total Expenditure	\$ 14,262,778	\$ 9,138,872	\$ (5,123,906)	\$ 14,262,778	64%	
Net change in fund balance	\$ 668,915	\$ 2,469,484	\$ 1,800,569	\$ 668,915		

Negative Variance Positive Variance



JAUNT, Inc.
Balance
Sheet
Summary

9/8/2022

11:00 AM

	<u>6/30/2022</u>	<u>6/30/2021</u>
Assets		
Cash and Cash Equivalents	6,729,741.80	2,047,595.19
Receivables, Net of Allowances	68,679.19	52,026.09
Due From Other Governmental Units	1,129,314.23	4,307,241.79
Prepaid Items	99,686.47	127,890.64
Capital Assets	7,237,496.74	7,237,496.74
Total Assets	<u>15,264,918.43</u>	<u>13,772,250.45</u>
Accounts Payable	199,390.34	1,087,049.33
Accrued Payroll & Related Liabilities	423,465.48	514,780.37
Total Liabilities	<u>622,855.82</u>	<u>1,601,829.70</u>
Fund Balance/Net Position		
JAUNT Inc. Stock	16.00	16.00
Fund Balance:		
Nonspendable:		
Prepaid Items	99,686.47	127,890.64
Committed:		
Capital/Operations/Fuel Reserve	531,000.00	531,000.00
Assigned:		
Capital Reserve	450,600.00	450,600.00
Unassigned	6,478,107.41	3,980,419.62
Total Fund Balance	<u>7,559,393.88</u>	<u>5,089,910.26</u>
Total Equity	<u>7,559,409.88</u>	<u>5,089,926.26</u>
Total Liabilities and Equity	<u>8,182,265.70</u>	<u>6,691,755.96</u>
Net Position:		
Investment in Capital Assets	7,237,496.74	7,237,496.74
Unrestricted	7,404,533.87	4,932,892.01
Total Net Position	<u>14,642,030.61</u>	<u>12,170,388.75</u>
Total Net Position and Equity	<u>14,642,030.61</u>	<u>12,170,388.75</u>
Total Liabilities and Net Position	<u>15,264,918.43</u>	<u>13,772,250.45</u>

Jaunt, Inc.

Statement of Cash Flows for month ended June 30, 2022

Cash flows from Operations for June 2022	
Local Match	\$ -
DRPT/CAT	2,203,955
Agency	46,127
Other	7,924
Payroll	(460,115)
Capital Payments	(54,335)
Other Payments	<u>(331,480)</u>
Total cash flows from Operations	1,412,075
Cash flows from Investing for June 2022	
Interest	<u>575</u>
Total cash flows from Investing	575
Net change in cash	1,412,650
Beginning cash balance 6/1/2022	<u>5,305,669</u>
Ending cash balance 6/30/2022	<u><u>\$ 6,718,319</u></u>
Days of cash on hand	
	260.58
Months of cash on hand	
	8.69

Ted Rieck Monthly Expenses
Paid between 6/1/22 - 6/30/22

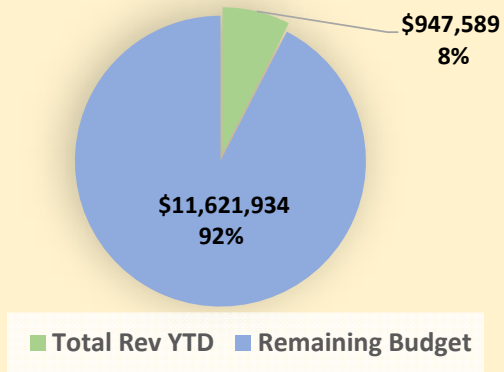
Direct Reimbursement

Date	Check #	Amount	Purpose
6/2/2022	52362	30.00	Gym Fee Reimbursement - May
6/30/2022	52445	149.76	Mileage Reimbursement - VTA meeting 6/1-6/2/22
		179.76	Total Reimbursement

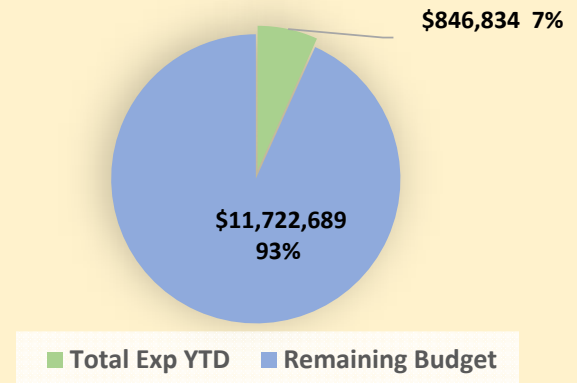
Credit Card Charges

Date	Check #	Amount	Purpose
6/9/2022	52390	1,750.00	IT audit
		33.40	Lunch GCT issue
		3.35	Personal charge reimbursed in June 2022
		200.00	VTA Conference fee
		4.09	Lunch McKeel/Price
		2.35	Parking Flora Petit
		2.35	Parking VA Chamber meeting
		815.02	Mics for Greene County Vehicles
		2,810.56	Total Monthly Charges
		2,990.32	Total Expenses

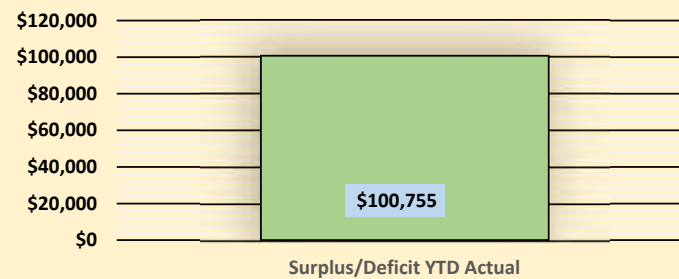
FY23 YTD Budget v Actual Revenue July 31, 2022



FY23 YTD Budget v Actual Expenses July 31, 2022



FY23 YTD Surplus/Deficit July 31, 2022



■ Surplus/Deficit YTD Actual

Jaunt, Inc. FY2023 Monthly Financial Summary

July 2022										
Sources of Financial Resources	Total Budgeted	Total Actual	Budget Variance	Admin (011)	Operations (012, 050)	Special Grants (015, 017, 019)	Agency Program (040)	Accident Fund (041)	Capital (020)	
Fee Revenue:										
Farebox Fee	\$ -	\$ -	\$ -	\$ -	\$ -					
Contract Revenue	\$ 49,132	\$ 21,694	\$ (27,439)	\$ -	\$ -	\$ -	\$ 17,945	\$ 3,749	\$ -	
Governmental Revenue:										
Federal Operating Grants	\$ 339,925	\$ 298,211	\$ (41,714)	\$ 77,364	\$ 220,847	\$ -				
Federal Capital Grants	\$ 53,668	\$ 24,593	\$ (29,075)						\$ 24,593	
Virginia DRPT Operating	\$ 212,655	\$ 211,529	\$ (1,126)	\$ 54,876	\$ 156,653	\$ -				
Virginia DRPT Capital	\$ 4,689	\$ 4,919	\$ 230						\$ 4,919	
Local Government	\$ 387,391	\$ 385,745	\$ (1,646)	\$ 93,027	\$ 265,562	\$ 1,007			\$ 26,148	
In Lieu of Local	\$ -	\$ -	\$ -	\$ -	\$ -					
Other Revenue	\$ -	\$ 899	\$ 899				\$ 899	\$ -		
Total Revenue	\$ 1,047,460	\$ 947,589	\$ (99,871)	\$ 225,267	\$ 643,062	\$ 1,007	\$ 18,844	\$ 3,749	\$ 55,660	
Uses of Financial Resources	Total Budgeted	Total Actual	Budget Variance	Admin (011)	Operations (012)	Special Grants (015, 017, 019)	Agency Program (040)	Accident Fund (041)	Capital (020)	
Salaries & Wages	\$ 509,823	\$ 455,069	\$ (54,755)	\$ 75,614	\$ 379,455	\$ -	\$ -	\$ -	\$ -	
Fringe Benefits/Staff Development	\$ 218,035	\$ 151,789	\$ (66,246)	\$ 21,192	\$ 129,374	\$ 1,007	\$ 215	\$ -	\$ -	
Travel/Business Meals/Meetings	\$ 1,608	\$ 478	\$ (1,130)	\$ 3	\$ -	\$ -	\$ 475	\$ -	\$ -	
Facility/Equipment Maintenance/Utilities	\$ 13,359	\$ 11,501	\$ (1,858)	\$ 10,126	\$ 1,375	\$ -	\$ -	\$ -	\$ -	
Supplies & Materials	\$ 140,590	\$ 79,031	\$ (61,559)	\$ 3,016	\$ 72,266	\$ -	\$ -	\$ 3,749	\$ -	
Marketing & Advertising	\$ 9,167	\$ 21,069	\$ 11,903	\$ 21,069	\$ -	\$ -	\$ -	\$ -	\$ -	
Insurance & Bonding	\$ 32,375	\$ 33,202	\$ 827	\$ 33,202	\$ -	\$ -	\$ -	\$ -	\$ -	
Professional Services	\$ 60,741	\$ 41,488	\$ (19,253)	\$ 37,017	\$ 4,471	\$ -	\$ -	\$ -	\$ -	
Miscellaneous	\$ 2,233	\$ 2,466	\$ 233	\$ 2,281	\$ -	\$ -	\$ 185	\$ -	\$ -	
Equipment (Capital)	\$ 59,530	\$ 50,741	\$ (8,789)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 50,741	
Total Expenditure	\$ 1,047,460	\$ 846,834	\$ (200,626)	\$ 190,344	\$ 543,369	\$ 1,007	\$ 57,624	\$ 3,749	\$ 50,741	
Net change in fund balance	\$ (0)	\$ 100,755	\$ 100,755	\$ 34,923	\$ 99,693	\$ -	\$ (38,780)	\$ -	\$ 4,919	

Negative Variance Positive Variance

Jaunt, Inc. FY2023 Monthly Financial Summary

July 2022 Year To Date						
Sources of Financial Resources	YTD Budgeted	YTD Actual	Budget Variance	Total Budget	Budget Realized	Comments
Fee Revenue:						
Farebox Fee	\$ -	\$ -	\$ -	\$ -		
Contract Revenue	\$ 49,132	\$ 21,694	\$ (27,439)	\$ 589,587	4%	Ridership lower than expected, to be reviewed
Governmental Revenue:						
Federal Operating Grants	\$ 339,925	\$ 298,211	\$ (41,714)	\$ 4,079,100	7%	Reimbursable: capital expenses lower
Federal Capital Grants	\$ 53,668	\$ 24,593	\$ (29,075)	\$ 644,021	4%	
Virginia DRPT Operating	\$ 212,655	\$ 211,529	\$ (1,126)	\$ 2,551,858	8%	
Virginia DRPT Capital	\$ 4,689	\$ 4,919	\$ 230	\$ 56,268	9%	
Local Government	\$ 387,391	\$ 385,745	\$ (1,646)	\$ 4,648,689	8%	
In Lieu of Local	\$ -	\$ -	\$ -	\$ -		
Other Revenue	\$ -	\$ 899	\$ 899	\$ -		
Total Revenue	\$ 1,047,460	\$ 947,589	\$ (99,871)	\$ 12,569,523	8%	
Uses of Financial Resources	YTD Budgeted	YTD Actual	Budget Variance	Total Budget	Budget Used	Comments
Salaries & Wages	\$ 509,823	\$ 455,069	\$ (54,755)	\$ 6,117,880	7%	Below budgeted services levels, open positions
Fringe Benefits/Staff Development	\$ 218,035	\$ 151,789	\$ (66,246)	\$ 2,616,417	6%	Below budgeted services levels, open positions
Travel/Business Meals/Meetings	\$ 1,608	\$ 478	\$ (1,130)	\$ 19,300	2%	Limited due to COVID-19 pandemic
Facility/Equipment Maintenance/Utilities	\$ 13,359	\$ 11,501	\$ (1,858)	\$ 160,310	7%	
Supplies & Materials	\$ 140,590	\$ 79,031	\$ (61,559)	\$ 1,687,077	5%	Fuel prices dropping, actual approx. \$2/gal lower
Marketing & Advertising	\$ 9,167	\$ 21,069	\$ 11,903	\$ 110,000	19%	Market research and TV ads front loaded
Insurance & Bonding	\$ 32,375	\$ 33,202	\$ 827	\$ 388,500	9%	
Professional Services	\$ 60,741	\$ 41,488	\$ (19,253)	\$ 728,889	6%	Large projects not started yet
Miscellaneous	\$ 2,233	\$ 2,466	\$ 233	\$ 26,794	9%	
Equipment (Capital)	\$ 59,530	\$ 50,741	\$ (8,789)	\$ 714,356	7%	
Total Expenditure	\$ 1,047,460	\$ 846,834	\$ (200,626)	\$ 12,569,523	7%	
Net change in fund balance	\$ (0)	\$ 100,755	\$ 100,755	\$ (0)		



JAUNT, Inc.
Balance
Sheet
Summary

9/8/2022

11:05 AM

	<u>7/31/2022</u>	<u>7/31/2021</u>
Assets		
Cash and Cash Equivalents	6,667,317.41	4,905,486.19
Receivables, Net of Allowances	61,104.48	35,732.76
Due From Other Governmental Units	1,292,831.08	1,645,638.71
Prepaid Items	75,364.78	106,788.52
Capital Assets	7,237,496.74	7,237,496.74
Total Assets	<u>15,334,114.49</u>	<u>13,931,142.92</u>
Accounts Payable	163,334.56	1,054,734.26
Accrued Payroll & Related Liabilities	396,679.97	358,641.39
Deferred Revenue	31,282.33	85,042.41
Total Liabilities	<u>591,296.86</u>	<u>1,498,418.06</u>
Fund Balance/Net Position		
JAUNT Inc. Stock	16.00	16.00
Fund Balance:		
Nonspendable:		
Prepaid Items	75,364.78	106,788.52
Committed:		
Capital/Operations/Fuel Reserve	531,000.00	531,000.00
Assigned:		
Capital Reserve	450,600.00	450,600.00
Unassigned	6,603,184.12	4,263,825.85
Total Fund Balance	<u>7,660,148.90</u>	<u>5,352,214.37</u>
Total Equity	<u>7,660,164.90</u>	<u>5,352,230.37</u>
Total Liabilities and Equity	<u>8,251,461.76</u>	<u>6,850,648.43</u>
Net Position:		
Investment in Capital Assets	7,237,496.74	7,237,496.74
Unrestricted	7,505,288.89	5,195,196.12
Total Net Position	<u>14,742,785.63</u>	<u>12,432,692.86</u>
Total Net Position and Equity	<u>14,742,785.63</u>	<u>12,432,692.86</u>
Total Liabilities and Net Position	<u>15,334,114.49</u>	<u>13,931,142.92</u>

Jaunt, Inc.

Statement of Cash Flows for month ended July 31, 2022

Cash flows from Operations for July 2022	
Local Match	\$ 65,673
DRPT/CAT	727,089
Agency	25,915
Other	104
Payroll	(477,077)
Capital Payments	(64,271)
Other Payments	(340,756)
Total cash flows from Operations	(63,323)
Cash flows from Investing for July 2022	
Interest	866
Total cash flows from Investing	866
Net change in cash	(62,458)
Beginning cash balance 7/1/2022	6,718,319
Ending cash balance 7/31/2022	\$ 6,655,861
Days of cash on hand	
Months of cash on hand	275.03
	9.17

Ted Rieck Monthly Expenses
Paid between 7/1/22 - 7/31/22

Direct Reimbursement

Date	Check #	Amount	Purpose
7/13/2022	52488	30.00	Gym Fee Reimbursement - June
		30.00	Total Reimbursement

Credit Card Charges

Date	Check #		Purpose
7/13/2022	52489	175.89	Hotel charges for VTA conference
		62.04	Starr Morris, lunch interview (K Davis)
		1,320.48	Bench - Scottsville
		8.35	Meeting - Sam Sanders
		33.42	Lunch (Scheduling) T Washington, K Davis
		599.02	Mics for Greene County Vehicles
		(796.00)	Mics for Greene County Vehicles - return
		67.20	Meeting - W Wuensch, R Parker
		1,470.40	Total Monthly Charges
		1,500.40	Total Expenses

SUMMARY/HIGHLIGHTS:

During the months of June and July 2022:

- Preventable vehicle accident(s): 3
 - o One backing accident which caused damage to a fence. It was corrected without an insurance claim. No damage to the bus.
 - o A backing accident occurred which caused minor damage to a parked vehicle and the bus. We opened the insurance claim for the parked car, but the other party has not responded to the claim.
 - o An accident occurred where a connect bus contacted a small traffic pole on UVA campus. No damage occurred to the pole. Minor damage was caused to the bike rack of the bus.
- Non-preventable vehicle accident(s): 1
- Customer related incident(s): 0
- Staff related incident(s): 2
 - o An operator tripped and fell on Jaunt property. This employee is on worker's comp.
- An operator twisted their knee while exiting the vehicle. This employee did not go on worker's comp and is back at work.

- The Nelson County catalytic converter theft event happened during this period as well.

Jaunt traveled 224,074 revenue miles and had 3 preventable accidents from 6/1/22 to 7/31/22. Jaunt has a goal of less than 1 preventable accident every 100,000 revenue miles driven. Jaunt has had 19 preventable accidents since 7/1/21 and recorded 1,183,490 revenue miles travelled. Jaunt did not complete its goal for this fiscal year. We will look to reevaluate if this goal is attainable or needs to be amended.

SAFETY CONCERNS SHARED AND INVESTIGATED

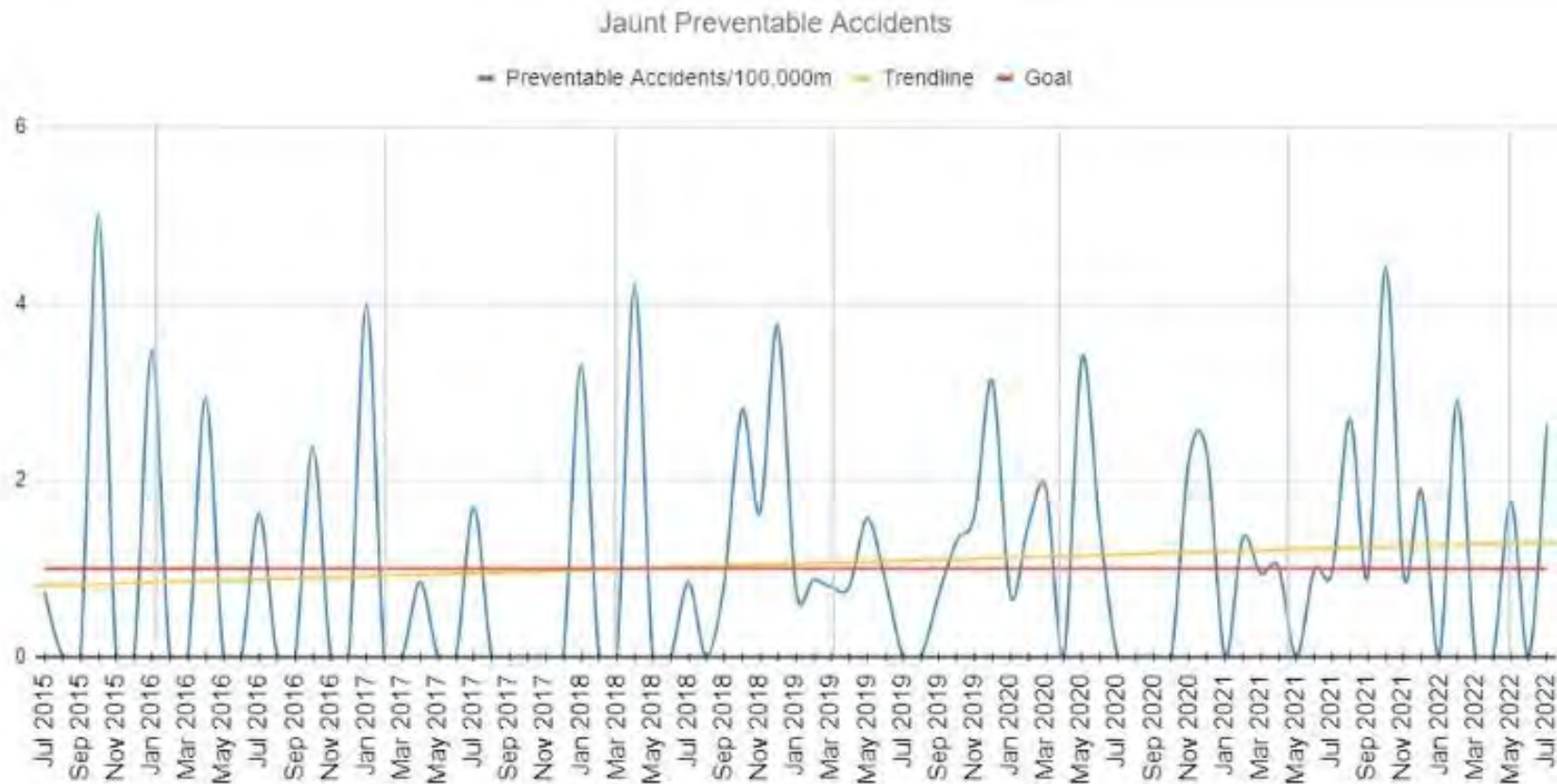
Jaunt is responsive to safety concerns brought forth by staff and members of the community.

During the months of June and July 2022, the Safety Manager had 1 safety concerns to address.

- A pickup location in Louisa was visited for inspection. A plan was developed to safely pickup and drop-off this client.

SAFETY REPORTING

Jaunt had 0 NTD reportable safety events for the months of June and July 2022.



August 2022 ADA Report

	FY 2021		FY 2022												
	Jun-21	FY21 Year End	Jul-21	Aug-21	Sep-21	Oct-21	Nov-21	Dec-21	Jan-22	Feb-22	Mar-22	Apr-22	May-22	Jun-22	FY22 YTD
ADA Unlinked Passenger Trips	6,403	68,270	6,499	6,622	6,866	6,893	6,655	6,444	4,904	6,631	7,880	7,633	7,698	7,533	82,258
All Demand Response UPT	14,430	148,097	15,021	15,816	15,625	15,937	13,040	12,550	8,522	12,283	14,798	14,187	14,431	14,482	166,692
ADA Revenue Miles	29,740	313,512	29,754	30,545	32,431	31,982	30,667	29,629	24,319	31,265	35,473	34,022	33,667	33,395	377,149
All Demand Response Revenue Miles	101,791	1,074,934	104,109	112,298	112,435	113,377	90,135	87,437	62,284	85,658	101,433	96,176	95,270	95,787	1,156,398
ADA Revenue Hours	2,783	29,180	2,679	2,921	3,132	2,897	2,755	2,627	2,287	2,827	3,223	3,084	3,172	3,232	34,836
All Demand Response Revenue Hours	6,368	69,455	6,357	6,925	7,121	6,939	5,953	5,666	4,390	5,782	6,801	6,435	6,545	6,483	75,397
ADA No Shows	141	1,744	137	137	166	191	166	188	152	166	189	202	202	186	2,082
All Demand Responses No Shows	322	3,123	338	369	357	411	361	397	314	347	385	381	435	427	4,522
ADA Missed Trips	0	0	0	0	0	0	0	0	0	0	0	1	0	1	2
All Demand Responses Missed Trips	0	7	0	0	0	0	0	0	0	0	0	0	1	3	4
ADA Denials	19	67	37	22	18	43	29	71	26	0	1	0	0	0	247
All Demand Responses Denials	78	236	132	184	90	122	92	121	67	29	70	39	102	168	1,216
ADA On Time Performance	94%	92%	90%	92%	92%	90%	93%	92%	94%	95%	96%	95%	93%	94%	93%
All Demand Responses OTP	94%	92%	90%	92%	93%	91%	93%	92%	95%	95%	96%	95%	92%	93%	93%
ADA Passenger Complaints	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
ADA Lifts Determined Inoperable	0	0	0	0	0	1	0	0	0	0	0	0	0	0	1
ADA Passenger Incidents/Accidents	1	2	0	0	0	0	0	0	0	0	0	0	1	0	1
ADA Vehicle Accidents	0	1	0	0	0	0	0	0	0	1	0	3	1	1	6
Excessively Long ADA Trips	9	79	7	7	9	13	5	9	6	3	8	5	14	6	92
Demand Response Reservations Hold Times	2:27	1:44	2:03	2:13	2:11	2:24	2:23	2:12	2:40	2:37	2:12	2:32	1:57	2:04	2:17

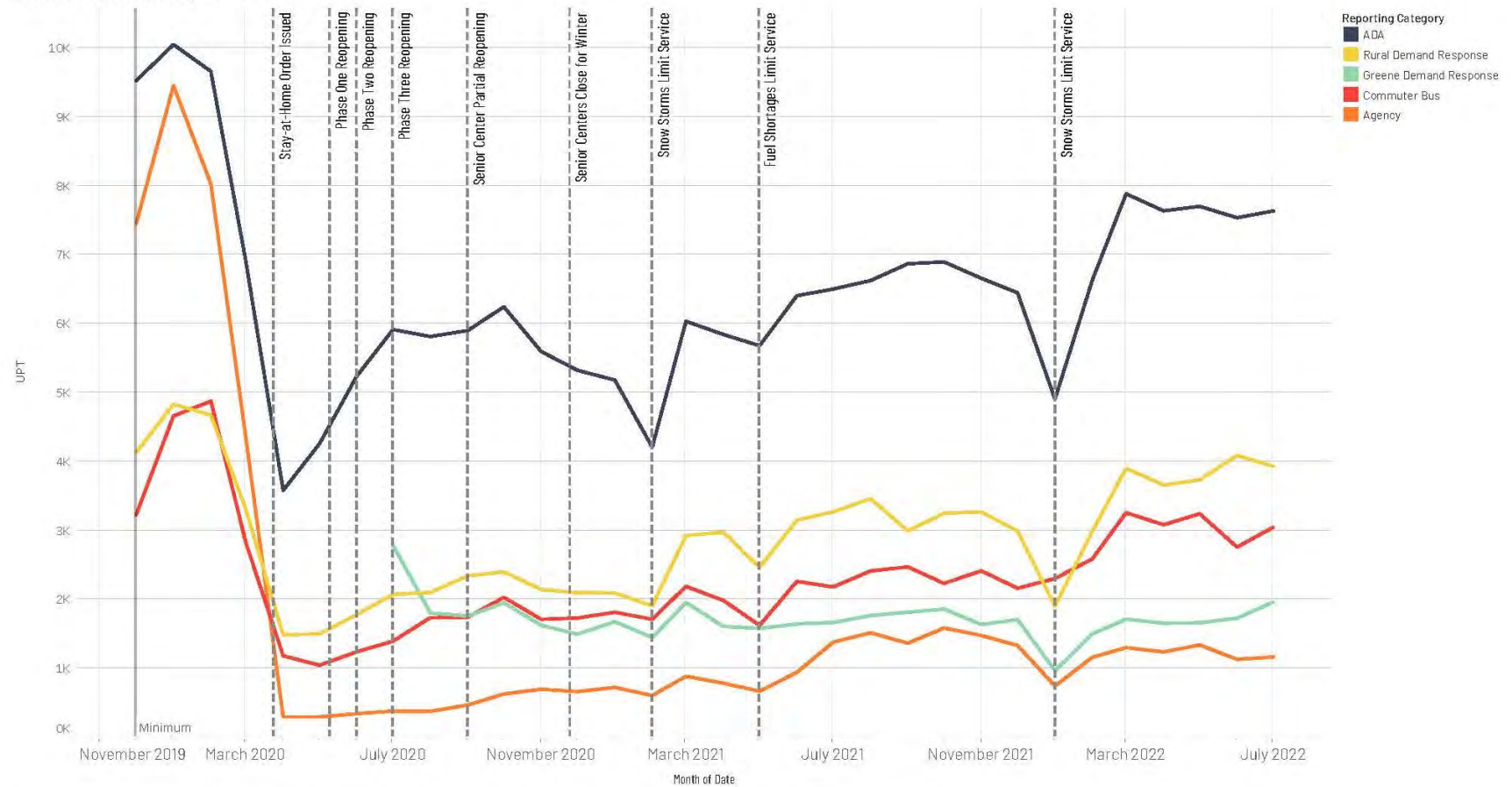


September 2022 ADA Report

	FY 2022													FY 2023	
	Jul-21	Aug-21	Sep-21	Oct-21	Nov-21	Dec-21	Jan-22	Feb-22	Mar-22	Apr-22	May-22	Jun-22	FY22 Year End	Jul-22	FY23 YTD
ADA Unlinked Passenger Trips	6,499	6,622	6,866	6,893	6,655	6,444	4,904	6,631	7,880	7,633	7,698	7,533	82,258	7,631	7,631
All Demand Response UPT	15,021	15,816	15,625	15,937	13,040	12,550	8,522	12,283	14,798	14,187	14,431	14,482	166,692	14,846	14,846
ADA Revenue Miles	29,754	30,545	32,431	31,982	30,667	29,629	24,319	31,265	35,473	34,022	33,667	33,395	377,149	33,425	33,425
All Demand Response Revenue Miles	104,109	112,298	112,435	113,377	90,135	87,437	62,284	85,658	101,433	96,176	95,270	95,787	1,156,398	96,096	96,096
ADA Revenue Hours	2,679	2,921	3,132	2,897	2,755	2,627	2,287	2,827	3,223	3,084	3,172	3,232	34,836	3,102	3,102
All Demand Response Revenue Hours	6,357	6,925	7,121	6,938	5,953	5,666	4,390	5,782	6,801	6,435	6,545	6,483	75,397	6,602	6,602
ADA No Shows	137	137	166	191	166	188	152	166	189	202	202	186	2,082	197	197
All Demand Responses No Shows	338	369	357	411	361	397	314	347	385	381	435	427	4,522	461	461
ADA Missed Trips	0	0	0	0	0	0	0	0	0	1	0	1	2	0	0
All Demand Responses Missed Trips	0	0	0	0	0	0	0	0	0	0	1	3	4	1	1
ADA Denials	37	22	18	43	29	71	26	0	1	0	0	0	247	0	0
All Demand Responses Denials	132	184	90	122	92	121	67	29	70	39	102	168	1,216	30	30
ADA On Time Performance	90%	92%	92%	90%	93%	92%	94%	95%	96%	95%	93%	94%	93%	95%	95%
All Demand Responses DTP	90%	92%	93%	91%	93%	92%	95%	95%	96%	95%	92%	93%	93%	94%	94%
ADA Passenger Complaints	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
ADA Lifts Determined Inoperable	0	0	0	1	0	0	0	0	0	0	0	0	1	0	0
ADA Passenger Incidents/Accidents	0	0	0	0	0	0	0	0	0	0	1	0	1	0	0
ADA Vehicle Accidents	0	0	0	0	0	0	0	1	0	3	1	1	6	1	1
Excessively Long ADA Trips	7	7	9	13	5	9	6	3	8	5	14	6	92	7	7
Demand Response Reservations Hold Times	2:03	2:13	2:11	2:24	2:23	2:12	2:40	2:37	2:12	2:32	1:57	2:04	2:17	2:15	2:15



Jaunt Covid Recovery Timeline



The trend of sum of UPT for Date Month. Color shows details about Reporting Category. The data is filtered on Date, which includes dates on or after 12/1/2019. The view is filtered on Reporting Category and Exclusions (MONTH(Date), Reporting Category). The Reporting Category filter keeps ADA, Agency, Commuter Bus, Greene Demand Response and Rural Demand Response. The Exclusions (MONTH(Date), Reporting Category) filter keeps 216 members.





ACRONYMS AND DEFINITIONS

- **ACFR:** Albemarle County Fire Rescue
- **ADA:** Americans with Disabilities Act
- **AE:** Accountable Executive
- **AED:** Automated External Defibrillator
- **AHS:** Albemarle High School
- **APTA:** American Public Transportation Association
- **APC:** Automated Passenger Counter
- **ARC:** Arc of the Piedmont
- **AV:** Autonomous vehicle
- **BMP:** Best Management Practice
- **BOC:** Body-on-Chassis
- **BOS:** Board of Supervisors
- **BRT:** Bus Rapid Transit
- **BRHD:** Blue Ridge Health District
- **CARS:** Charlottesville-Albemarle Rescue Squad
- **CAT:** Charlottesville Area Transit
- **CB:** Commuter Bus
- **CCTV:** Closed-Circuit Television
- **CDL:** Commercial Driver's License

- **CEO:** Chief Executive Officer
- **CFD:** Charlottesville Fire Department
- **CHO:** Charlottesville-Albemarle Airport
- **CHS:** Charlottesville High School
- **CIP:** Capital Improvement Program
- **CFR:** Code of Federal Regulations
- **CLRP:** Constrained Long-Range Plan
- **CMAQ:** Congestion Mitigation and Air Quality
- **COOP:** Continuity of Operations Plan
- **CPR:** Cardio-Pulmonary Resuscitation
- **CSO:** Chief Safety Officer
- **CTAA:** Community Transportation Association of America
- **CTAC:** Citizen's Transportation Advisory Committee
- **CTAV:** Community Transportation Association of Virginia
- **CTB:** Commonwealth Transportation Board
- **CTF:** Commonwealth Transportation Fund
- **D&A:** Drug and Alcohol
- **DDI:** Diverging Diamond Interchange
- **DMV:** Department of Motor Vehicles
- **DO:** Directly Operated
- **DOT:** Department of Transportation
- **DR:** Demand Response
- **DRPT:** Virginia Department of Rail and Public Transit

- **DVIR:** Daily Vehicle Inspection Report
- **DVR:** Digital Video Recorder
- **EOP:** Emergency Operations Plan
- **EPA:** Environmental Protection Agency
- **ESF:** Emergency Support Function
- **ETA:** Estimated Time of Arrival
- **EV:** Electric Vehicle
- **FEMA:** Federal Emergency Management Agency
- **FHWA:** Federal Highway Administration
- **FMCSA:** Federal Motor Carrier Administration
- **FR:** Fixed Route Service
- **FTA:** Federal Transit Administration
- **FY:** Fiscal Year
- **HOS:** Hours of Service
- **HUD:** Housing and Urban Development, U.S. Department of
- **ICS:** Incident Command System
- **ISR:** Internal Safety Review
- **IT:** Information Technology
- **JARC:** FTA Job Access and Reverse Commute Program
- **Jaunt:** not an acronym, just Jaunt
- **JPA:** Jefferson Park Avenue
- **LEPC:** Local Emergency Planning Committee
- **LMS:** Learning Management System

- **LRTP:** Long Range Transportation Plan
- **LR:** Light Rail Transit
- **MAACA:** Monticello Area Community Action Agency
- **MAP-21:** Moving Ahead for Progress in the 21st Century
- **MDC:** Mobile Data Computer
- **MDT:** Mobile Data Terminal
- **MJH:** Martha Jefferson Hospital
- **MMIS:** Maintenance Management Information System
- **MPO:** Metropolitan Planning Organization
- **NGIC:** National Ground Intelligence Center
- **NIMS:** National Incident Management System
- **NS:** No Show
- **NTD:** National Transit Database
- **OE:** Operating Expense
- **OJT:** On-the-Job Training
- **OSHA:** Occupational Safety and Health Administration
- **OTP:** On-time Performance
- **PACE:** Program of All-Inclusive Care for the Elderly
- **PASS:** Passenger Service and Safety; for fire extinguisher use – point-aim-squeeze-sweep
- **PASS:** Passenger Assistance, Safety and Sensitivity
- **PCA:** Personal Care Attendant
- **PM:** Preventative Maintenance
- **PMT:** Passenger Miles Traveled
- **POV:** Personally Owned/Operated Vehicle

- **PT:** Purchased Transportation
- **PTASP:** Public Transportation Agency Safety Plan
- **PTSCTP:** Public Transportation Safety Certification Training Program
- **RideShare:** Free carpool matching service for the City of Charlottesville and Albemarle, Fluvanna, Louisa, Nelson, and Greene counties
- **RLRP:** Rural Long Range Transportation Plan
- **RTA:** Regional Transit Authority; also Rail Transit Agency
- **RTP:** Regional Transit Partnership
- **SA:** Safety Assurance
- **SAFETEA-LU:** Safe, Accountable, Flexible, Efficient, Transportation Equity Act: A Legacy for Users (legislation governing the metropolitan planning process)
- **Section 5307:** FTA Urbanized Area Formula Grants
- **Section 5310:** FTA Enhanced Mobility of Seniors and Individuals with Disabilities Grants
- **Section 5311:** FTA Formula Grants for Rural Areas
- **Section 5337:** FTA State of Good Repair Program
- **SGR:** State of Good Repair
- **SMP:** Safety Management Policy
- **SMS:** Safety Management System
- **SP:** Safety Promotion
- **SRM:** Safety Risk Management
- **SOV:** Single Occupant Vehicle
- **STIC:** FTA Small Transit Intensive Cities Formula (Section 5307)
- **STIP:** Statewide Transportation Improvement Plan
- **SYIP:** Six-Year Improvement Plan

- **TAM:** Transit Asset Management
- **TCRP:** Transit Cooperative Research Program
- **TDP** – Transportation Development Plan
- **TIP:** Transportation Improvement Plan
- **TJPD:** Thomas Jefferson Planning District
- **TRB:** Transportation Research Board
- **TSA:** Transportation Security Administration
- **TSSP:** Transportation Safety and Security Professional
- **TWG:** Technical Working Group
- **UPT:** Unlinked Passenger Trips
- **UTS:** University Transit System
- **UVA:** University of Virginia
- **UZA:** Urbanized Area
- **VAMS** - Vehicles Available for Maximum Service
- **VEC:** Virginia Employment Commission
- **VGA:** Virginia General Assembly
- **VIB:** Virginia Industries for the Blind
- **VMT** – Vehicle Miles Traveled
- **VP:** Vanpool
- **VRH:** Vehicle Revenue Hours
- **VRM:** Vehicle Revenue Miles
- **VOMS:** Vehicles Operated in Annual Maximum Service
- **VTa:** Virginia Transit Association
- **WC:** Wheelchair

Glossary for Jaunt's ADA Monthly Performance Summary

The Americans with Disabilities Act (ADA) The [Americans with Disabilities Act \(ADA\)](#) prohibits discrimination against people with disabilities in several areas, including employment, transportation, public accommodations, communications and access to state and local government' programs and services. Source: US Department of Labor

Jaunt's ADA Monthly Performance Summary report includes metrics for both Jaunt's ADA Service and the sum of all Demand Response service Jaunt performs (including ADA). Rows labeled as "ADA" are those pertinent to Jaunt's ADA Service.

Unlinked Passenger Trip – Passenger travels one-way; picked up from one destination, transported, and dropped off at a different destination. If a passenger books round-trip transportation to a destination and back home, that is two unlinked passenger trips. If the passenger transfers as part of their trip, each time they transfer marks the beginning of a new unlinked trip (this is more common for fixed-route transit). Source: National Transit Database

Revenue Miles – The miles that a vehicle is available to the general public and there is an expectation of carrying passengers (NTD Glossary). Vehicle revenue miles are calculated as the miles traveled between the first pickup after leaving the depot and the last drop-off before returning to the depot, excluding breaks and travel to/from breaks. Vehicle revenue miles are allocated to individual demand response trips in proportion to passenger ride distance. Source: Jaunt

Revenue Hours – The hours that a vehicle travels while in revenue service. Source: NTD Glossary

Vehicle revenue hours are calculated as the time between the first pickup after leaving the depot, or starting location, and the last drop-off before returning to the depot, excluding breaks and travel to/from breaks. Vehicle revenue hours are allocated to individual demand response trips in proportion to passenger ride time. Source: Jaunt

No-Show: A no-show occurs when a Jaunt vehicle arrives at the scheduled location, per GPS/AVL, within the 25-minute pickup window (15 minutes before the scheduled time to 10 minutes after the scheduled time) and the rider fails to appear to board the vehicle within a five minute wait time. Source: Jaunt

Missed Trips – A missed trip occurs when a Jaunt bus arrives outside of the 25-minute pick up window (15 minutes before the scheduled time to 10 minutes after the scheduled time) and the passenger chooses not to ride. A missed trip is not counted against a passenger because it was Jaunt's error. If the passenger is unavailable or no longer wishes to ride, a "Missed Trip No-Show" is recorded. If the passenger rides with Jaunt regardless of the arrival time, or finds alternative transportation, a "Missed Trip but Transported" is recorded. When a passenger has additional trips scheduled after a missed trip, Jaunt will work with the customer to see if they still plan to take those trips. Jaunt strives to minimize Missed Trips to the greatest extent possible.

Missed trips, which are caused by agencies and not by riders, result from trips that are requested, confirmed, and scheduled, but do not take place because:

- The vehicle arrives and leaves before the beginning of the pickup window without picking up the rider and without any indication from the rider that he or she no longer wants to make the trip. Note that a rider is not obligated to board until the beginning of the pickup window or—for transit agencies

that have a 5-minute wait-time policy—from the start of the pickup window until 5 minutes have elapsed.

- The vehicle does not wait the required time within the pickup window, there is no contact with the rider, and the vehicle departs without the rider. Note that if during the wait time the rider indicates he or she no longer wants to take the trip, this is typically recorded as a “cancel at the door.”
- The vehicle arrives after the end of the pickup window and departs without picking up the rider (either because the rider is not there or declines to take the trip because it is now late).
- The vehicle does not arrive at the pickup location.

Source: FTA C 4710.1

A transit agency cannot have substantial numbers of trip denials and missed trips, as they are also considered capacity constraints and are not permitted under FTA ADA Circular § 37.131(f)(3)(i)(B).

Denials—Trip denials result when agencies do not accept trip requests.

Examples of trip denials include:

- A rider requests a next-day trip and the transit agency says it cannot provide that trip.
- A rider requests a next-day trip and the transit agency can only offer a trip that is outside of the 1-hour negotiating window. This represents a denial regardless of whether the rider accepts such an offer.
- A rider requests a round-trip and the agency can only provide one leg of the trip. If the rider does not take the offered one-way trip, both portions of the trip are denials. Source: 8.5.4 of the FTA ADA Circular C_4710.1:

Per § 37.131(b)(2), while a transit agency may negotiate pickup times with the individual, it may not require an ADA paratransit eligible individual to schedule a trip to begin more than 1 hour before or after the individual’s desired departure time.

If Jaunt is unable to provide an ADA trip at the requested time, an alternative time will be offered 60 minutes before or after the requested time. Source: Jaunt

On-Time Performance – The percentage of passenger events performed where Jaunt arrived within the customer’s established time window(s). For most trips, this just refers to the 25-minute pickup window, but some trips also have a specified drop-off window, such as to reach a medical appointment on-time. In those cases, the pickup and drop-off are counted as two separate events for calculating on-time performance.

Note: FTA considers pickups as on time when a driver arrives at the pickup location within the established pickup window.

- Early – FTA considers pickups early if a driver arrives and departs with the rider before the established pickup window begins.
- Late – FTA considers pickups late if a driver arrives after the end of the established pickup window and the rider boards the vehicle. Source: 8.5.4 of the FTA ADA Circular C_4710.1:

ADA Passenger Complaints – An ADA complaint is when an individual (verbal or written) who has been certified as an ADA rider, indicates that the service provided is inaccessible to someone with a disability or someone with a disability has been denied service due to discrimination of the disability. This measures Jaunt’s adherence to the ADA regulations. Source: Jaunt

Lifts Determined Inoperable – The number of times a vehicle was put into service with a lift that was inoperable that prevented Jaunt from providing service to a rider that required the lift for transport. Source: Jaunt

ADA Passenger Incidents/Accidents – Accidents or incidents that result in an injury to a passenger who is ADA certified. Source: Jaunt

ADA Vehicle Accidents – Accidents that resulted in monetary damage of any size or a service disruption to a vehicle being used for ADA service. Source: Jaunt

Excessively Long ADA Trips – It is important to understand that “excessive” is in comparison to the time required to make a similar trip using the fixed route system; while a 1-hour travel time for a 5-mile complementary paratransit trip may seem excessive in the abstract, if the same trip takes an hour using the fixed route system, it is comparable, not excessive. Complementary paratransit service is by nature a shared-ride service. The standard of service is not intended to reflect that of a taxi service, which typically transports passengers directly to their destination Source: Section 8.5.5 of ADA circular C_4710.1:

Call Hold Times – Average length of time a caller is placed on hold while scheduling a demand response trip. Source: Jaunt

Executive Director Report

1. Staff made Jaunt update presentations to the County Board of Supervisors of Louisa on September 6, Buckingham County on September 12, and Nelson on September 13. We will be presenting to Charlottesville City Council on September 16 and Fluvanna Board of Supervisors on September 21. No meeting has been set for Albemarle County.
2. Staff made a presentation to the Greene County Board of Supervisors on September 13 regarding our Memorandum of Understanding. As part of the presentation, staff summarized results from a customer satisfaction survey of current and recent riders. Other noteworthy performance metrics were highlighted.
 - a. The Greene County Customer Satisfaction Survey report is attached and highlights will be presented at the Jaunt Board meeting.
3. We will be joining a meeting on September 16 hosted by the University Transit Service (UTS) that will include CAT and Albemarle County Public Schools.
4. Jaunt has issued a Request for Proposal (RFP) soliciting teaming partners for microtransit.
5. Jaunt is in discussions with the Texas A&M Transportation Institute to review our operational efficiency and make recommendations regarding our bus operator staffing and vehicle fleet size.
6. Jaunt has recently hired an IT Systems Administrator, Human Resource Generalist, Transportation Planner, and a GIS Data Analyst.



FY22 ANNUAL REPORT

*Presented to the Greene County Board of Supervisors
September 13, 2022*



What drives us?

Who we are, what we do

OUR MISSION



JAUNT SAFELY DELIVERS CARING, ATTENTIVE, AND INCLUSIVE SERVICE THROUGH CONVENIENT, INNOVATIVE, SUSTAINABLE TRANSIT SOLUTIONS.

What we aspire to be

OUR VISION



JAUNT DRIVES INDEPENDENCE, OPPORTUNITY, AND EMPOWERMENT.

Who drives us?

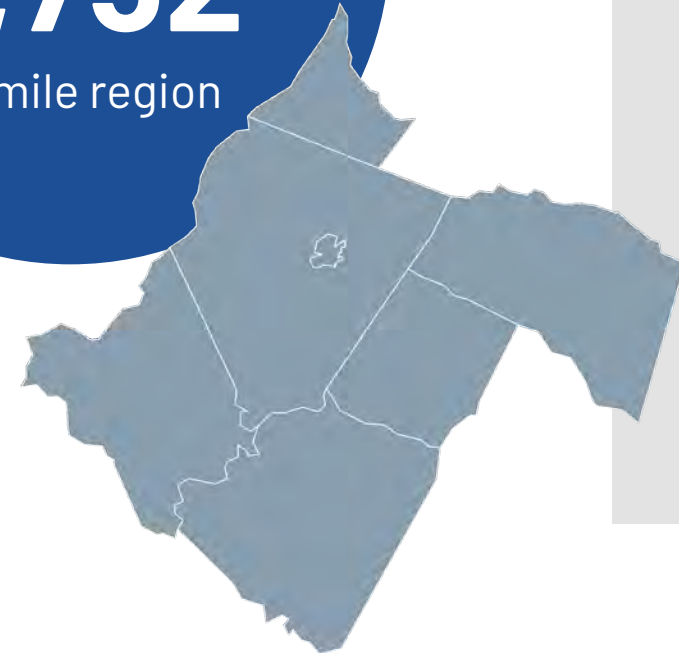
113
Employees

Our bus operators have
546 yrs.
combined service
to Jaunt

We cover both
urban & rural
terrain.

Providing demand-
response service in a
2,752
sq. mile region

7
Jurisdictions
Served



Jaunt:
*supports
independent
living /
aging in
place*



Jaunt:
*contributes
to healthy
outcomes*



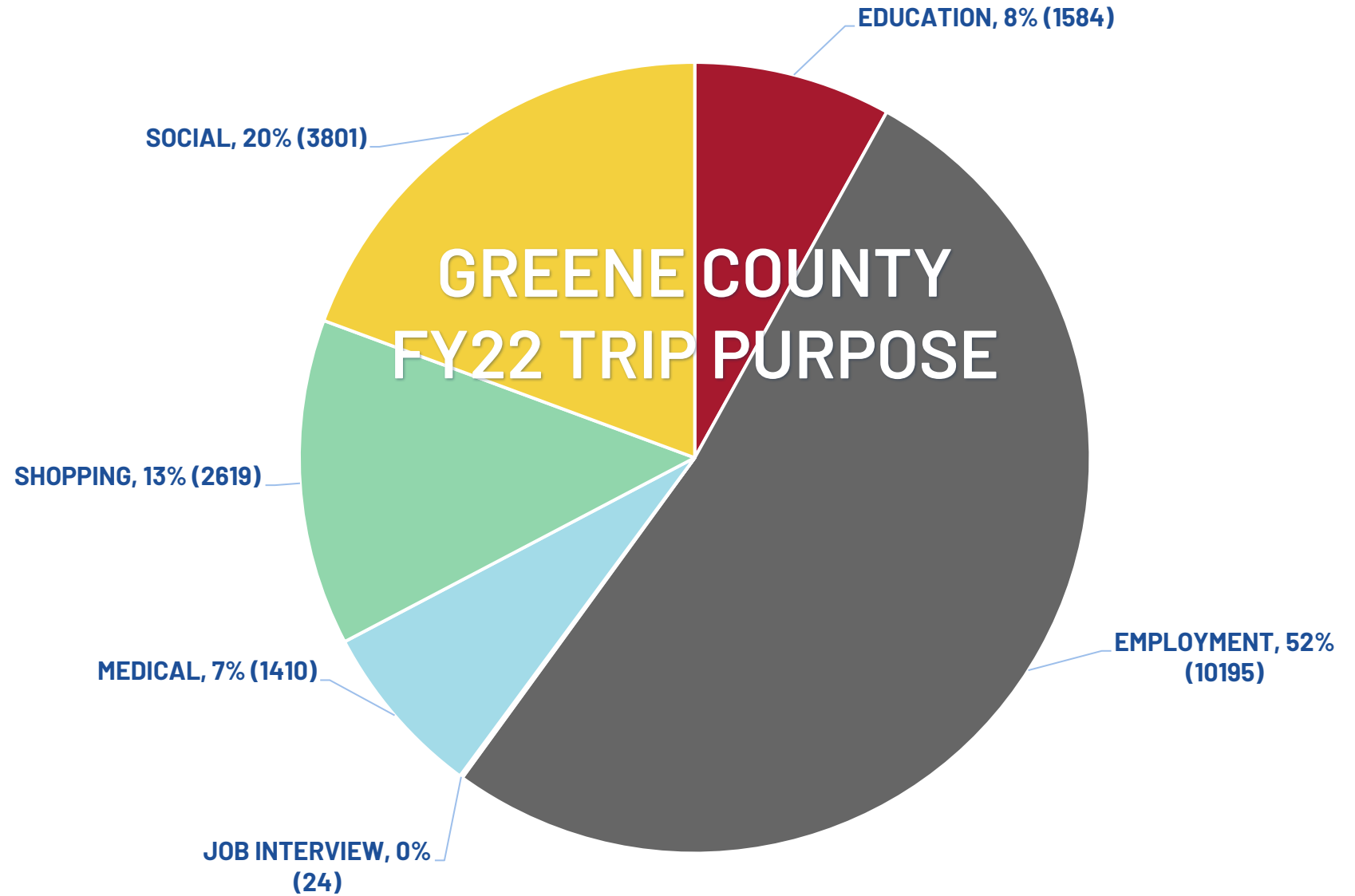
Jaunt:
*is an
investment
with great
returns*



Jaunt:
*is an
investment
in equity*



Where
can we
take you?



Greene County Service Updates

OPERATIONS

- **June 30, 2022:** Consolidated Greene County office with Jaunt's Charlottesville headquarters
- **July 11, 2022:** Expanded hours offered for service to and from Charlottesville (*Link service*)
- **July 16, 2022:** Saturday service reintroduced for trips within Greene County

COMMUNICATIONS

- **July 7, 2022:** Poster installed and handout passed out onboard Greene County buses alerting clients of upcoming service enhancements
- **July 11, 2022:** Passenger satisfaction survey mailed to every Greene County rider since July 1, 2020 (*when Jaunt took over operations*)
- **July 18, 2022:** Service update postcard mailed to same list, included list of all the feedback mechanisms Jaunt has in place.

MOU checklist

MOU Milestone	Goal	Progress
Jaunt reports to Greene BoS	Sept 13 and Nov 10	
Complaint feedback mechanism	August 1, 2022	
Customer Satisfaction Survey (1)	End of July	
Customer Satisfaction Survey (2)	End of October	
On-time performance	88%	
Safety	1 preventable accident/mon.	
Customer Complaints	No standard	
Ridership	1% Increase vs. 2021	
Early/late Link Service	By July 25	
Implement Saturday service	By July 30	
Same day service	September 12	
Initiate microtransit planning	January 2023	
15 vehicles at GC Maintenance	July 2022	

MOU checklist

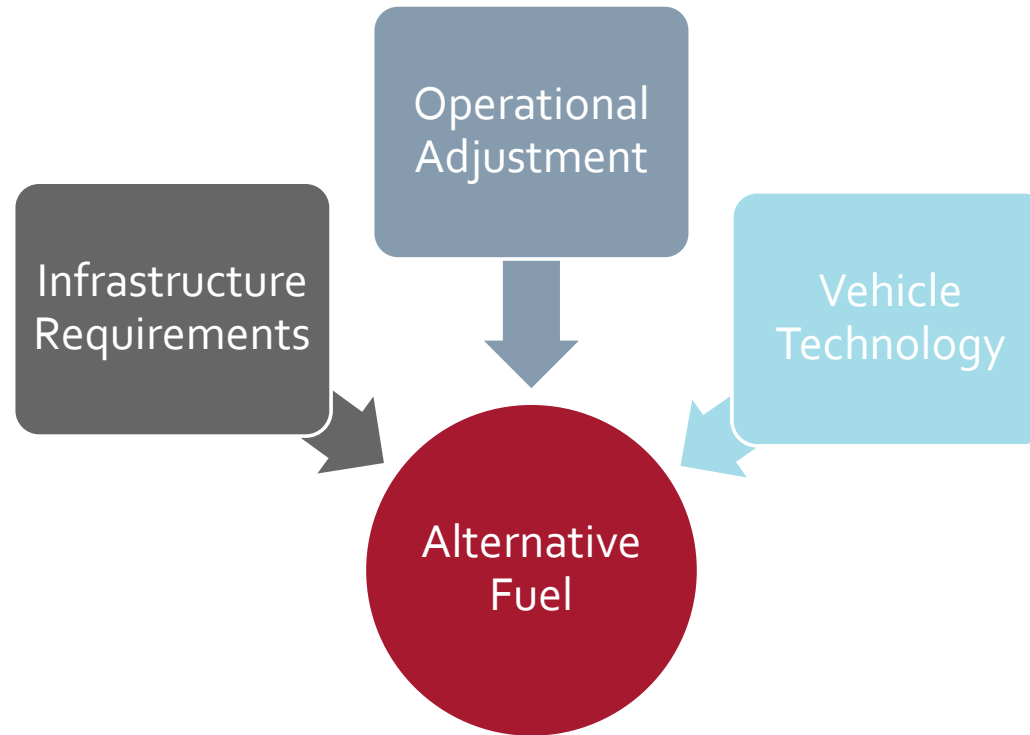
MOU Milestone	Goal	Progress
Jaunt reports to Greene BoS	Sept 13 and Nov 10	Sept 13
Complaint feedback mechanism	August 1, 2022	★
Customer Satisfaction Survey (1)	End of July 2022	★
Customer Satisfaction Survey (2)	End of October 2022	Not Due
On-time performance	88%	95%
Safety	1 preventable accident/mon.	None
Customer Complaints	No standard	1 pax/month
Ridership	1% Increase vs. 2022	On track
Early/late Link Service	By July 25	Jul 12 th
Implement Saturday service	By July 30	July 16 th
Same day service	September 12	On target
Initiate microtransit planning	January 2023	In process
15 vehicles at GC Maintenance	July 2022	★

Initiatives

- Alternative fueled vehicles
- Microtransit
- Transit Development Plan (TDP)
- Advertising

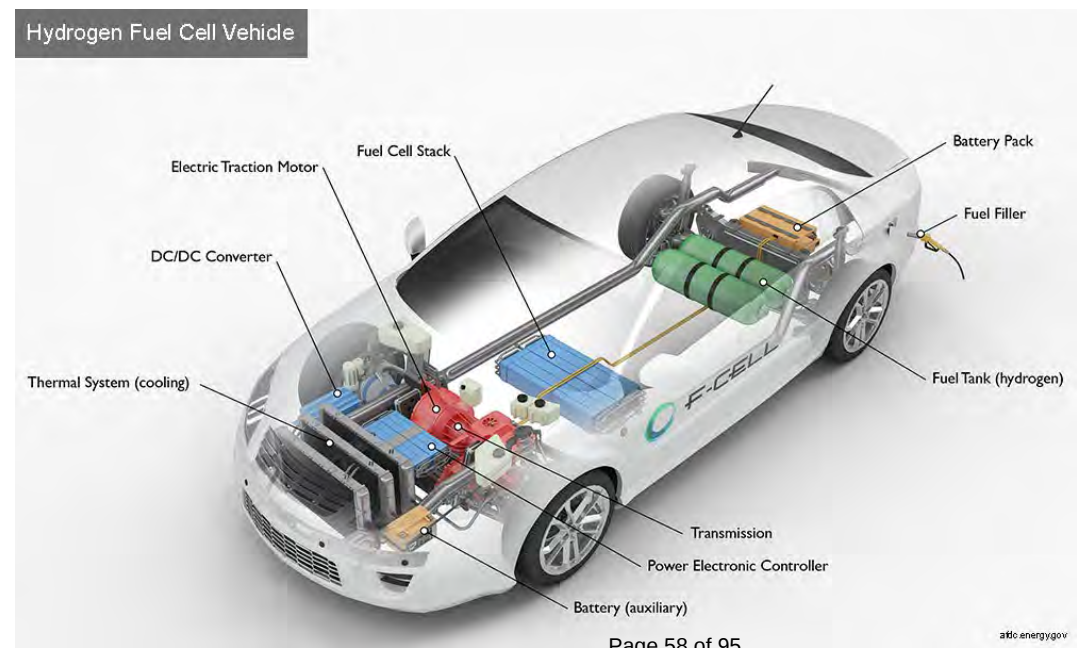
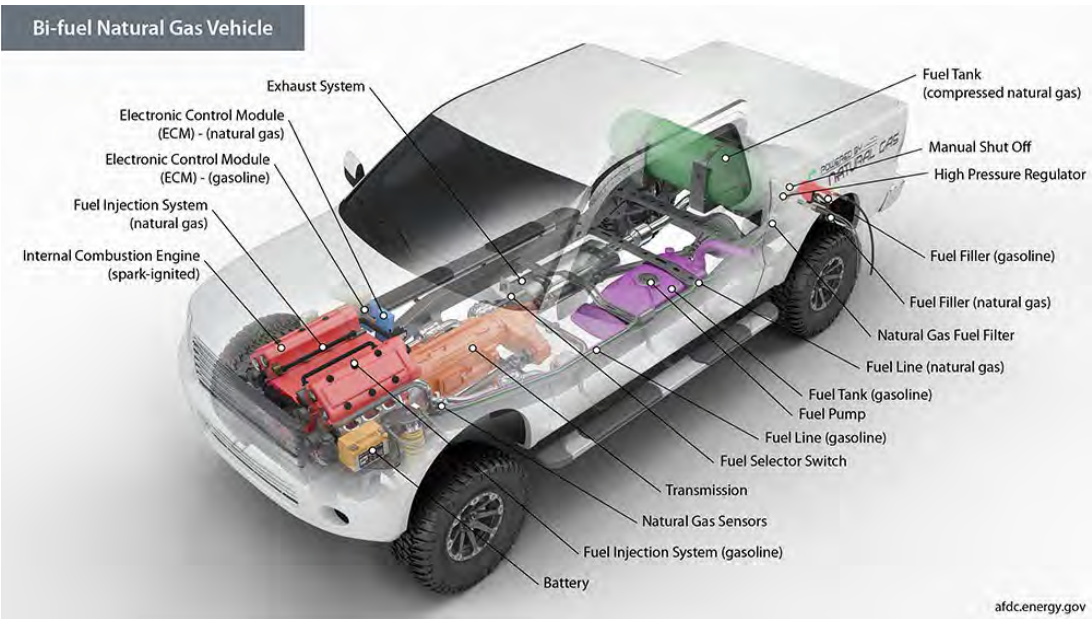
Vehicle Fuel Technologies

- Achieve 30% GHG reduction by 2030; net zero by 2040



Source: Kimley Horn

Vehicle Fuel Technologies

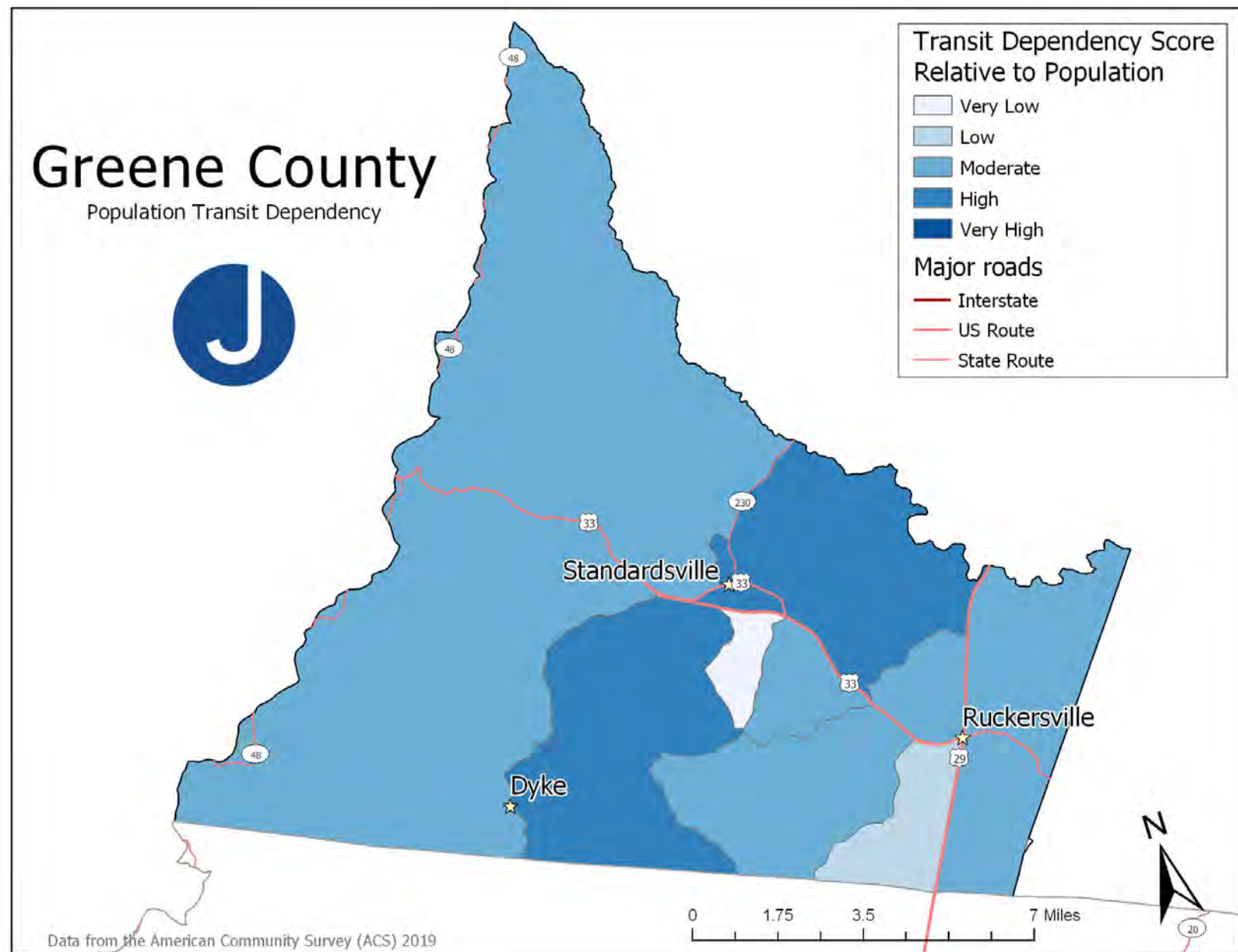


Source: Kimley Horn

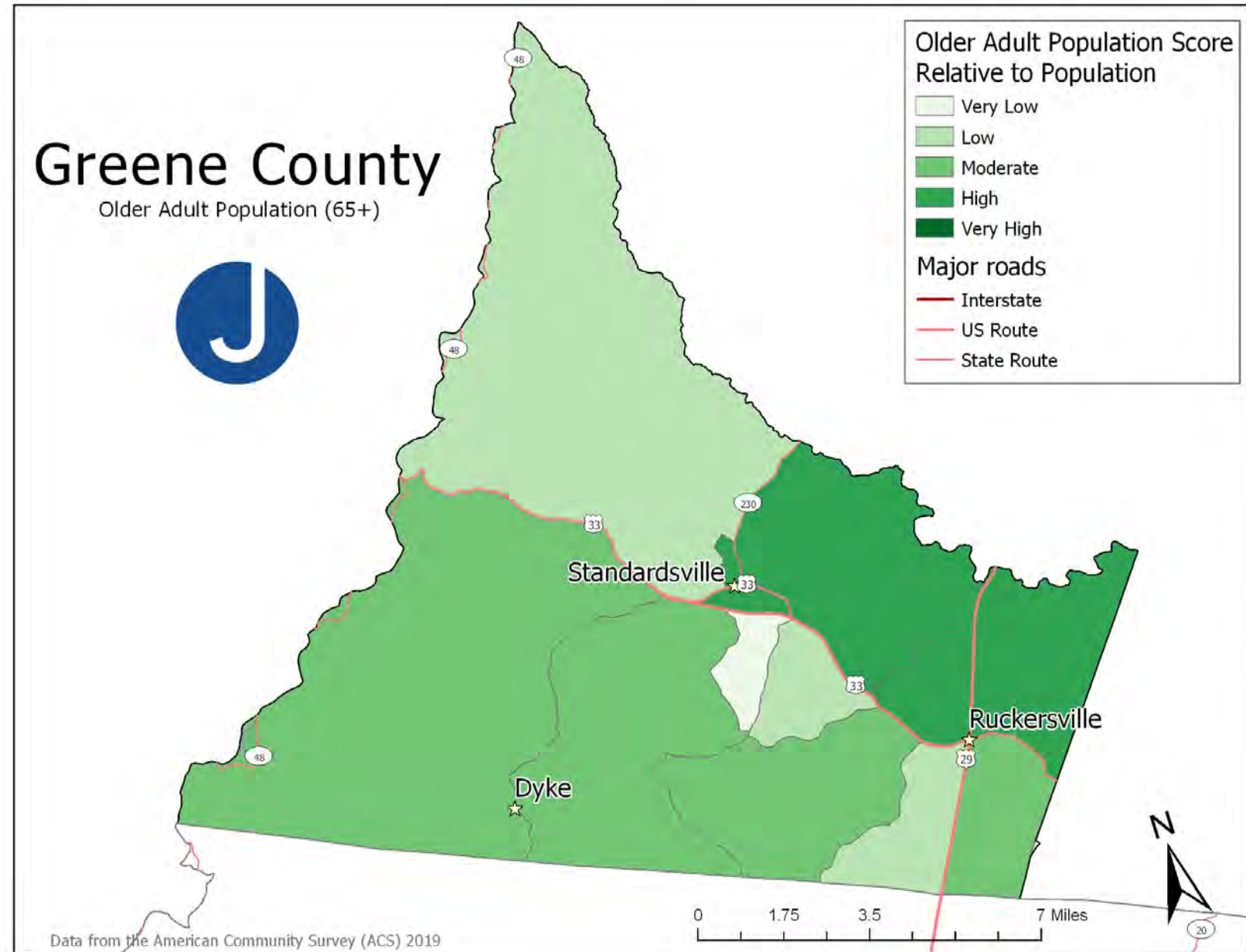
Microtransit



Transit Development Plan



Transit Development Plan



Advertising

- Play Commercial

Passenger Satisfaction Survey

- 1016 Surveys mailed with self-addressed, stamped envelopes to return them
- 84 responses returned
- ~ 250 returned undeliverable (moved, deceased, etc.)
- ~10% response rate
- Largely positive



Jaunt is conducting a survey of residents in Greene County who have used our transit service in the past two years. With this survey we hope to gain insights into what we are doing well and where we can improve. This survey will take about four minutes to complete. Your response is vital to our improvement initiatives. Thank you in advance for participating.

1. When was the last time you rode Greene County Transit / Jaunt?

- ☐ Less than a week ago ☐ 2-3 months ago
☐ 1-4 weeks ago ☐ More than 3 months ago

2. How often do you ride Greene County Transit / Jaunt?

- ☐ At least 2-3 times/week ☐ At least 1 or 2 times/month ☐ Almost Never
☐ At least once every 1-2 weeks ☐ At least 1 or 2 time/year

3. Which Greene County Transit / Jaunt service did you last use?

- ☐ Link ☐ Circulator ☐ Not Sure

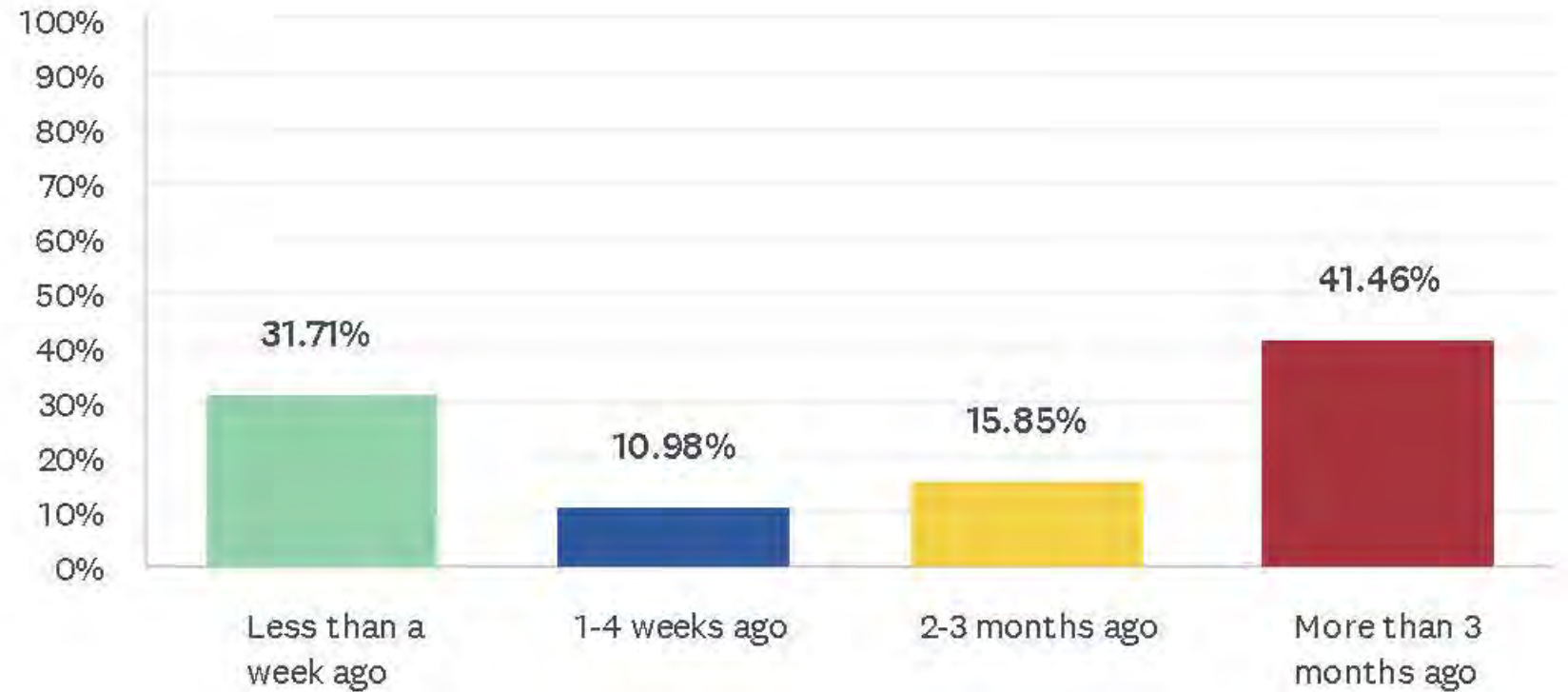
4. In general, how satisfied are you with:

	Very Satisfied	Satisfied	Neither satisfied nor dissatisfied	Dissatisfied	Very Dissatisfied
Promptness of your reservations experience	☐	☐	☐	☐	☐
Courtesy of reservations staff	☐	☐	☐	☐	☐
Courtesy of bus operators	☐	☐	☐	☐	☐
Safety of bus operators	☐	☐	☐	☐	☐
Cleanliness of buses	☐	☐	☐	☐	☐
Comfort of buses	☐	☐	☐	☐	☐
Timeliness of your trips	☐	☐	☐	☐	☐
Ability to get you where you need to go	☐	☐	☐	☐	☐
Jaunt / Greene County Transit overall	☐	☐	☐	☐	☐

When was the last time you rode Greene County Transit?

Answered: 82

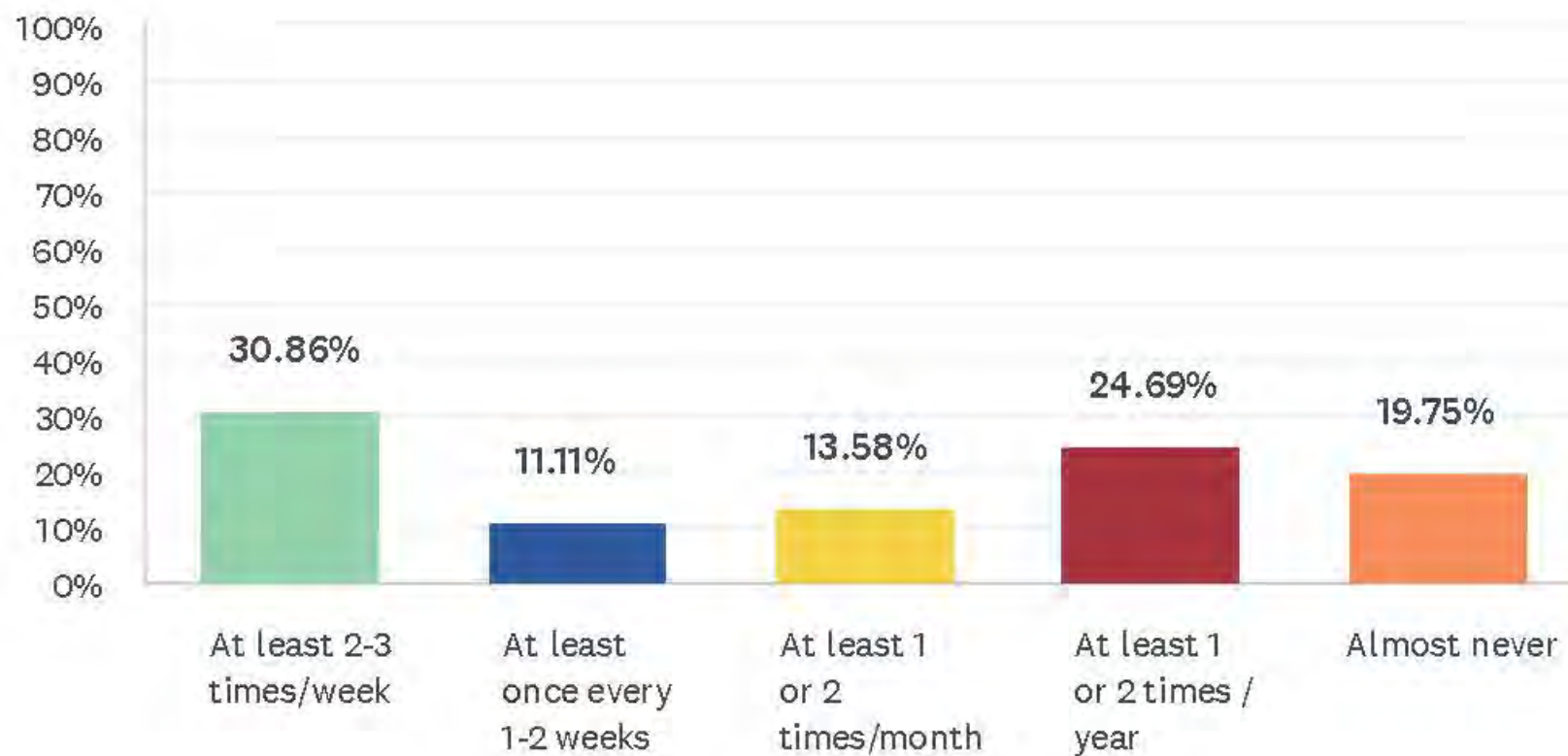
Skipped: 2



How often do you ride Greene County Transit?

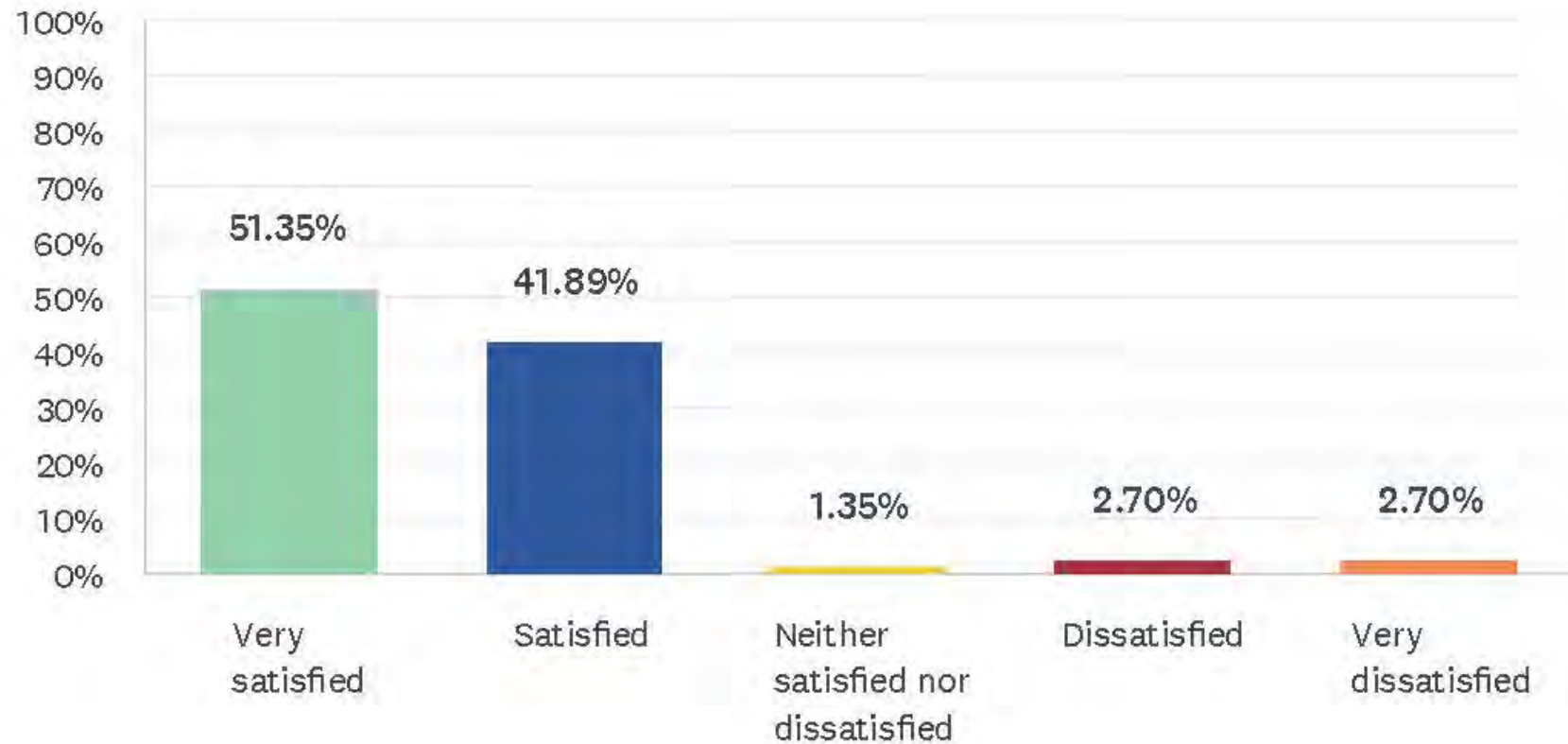
Answered: 81

Skipped: 3



How satisfied are you with the promptness of your reservations experience?

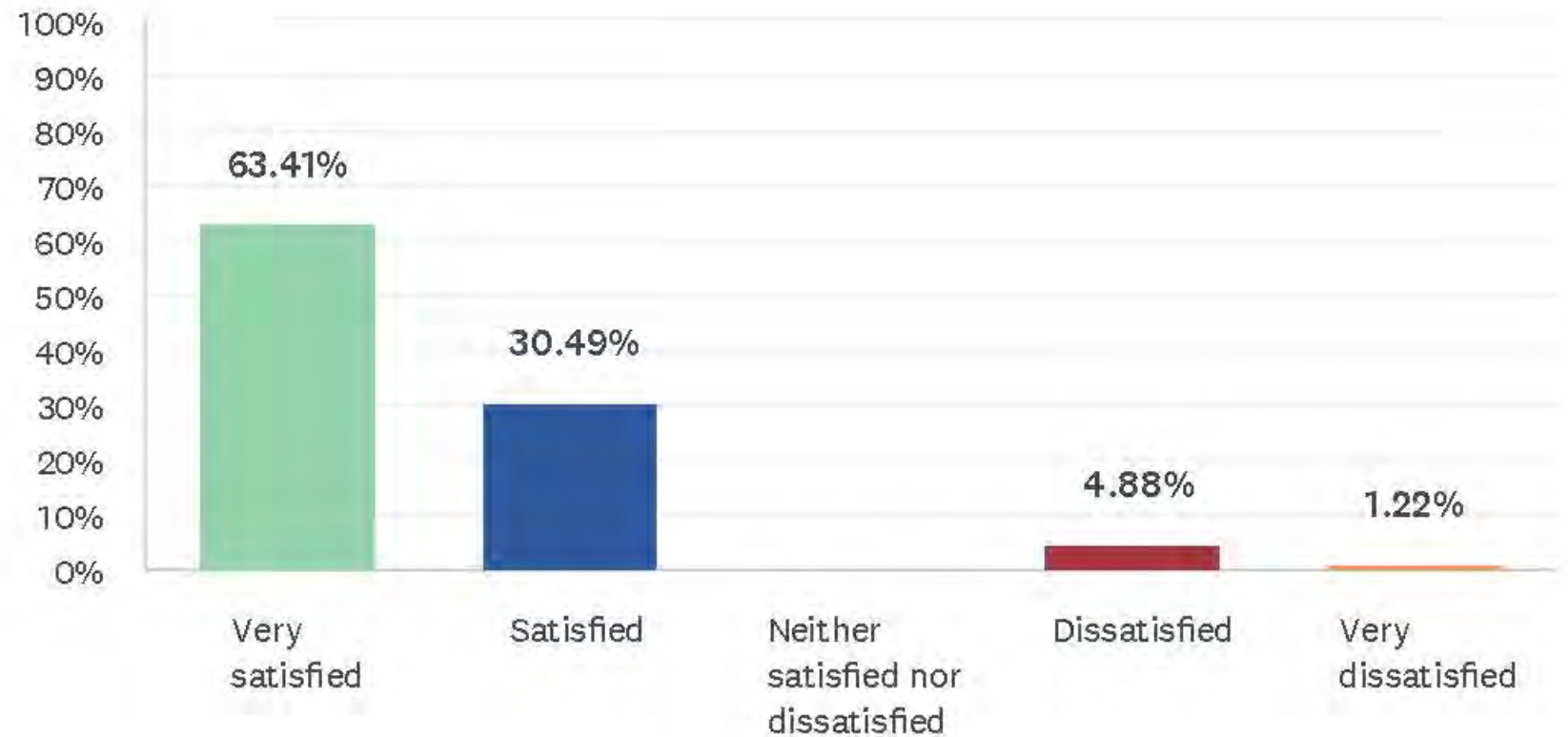
Answered: 74
Skipped: 10



How satisfied are you with the courtesy of Jaunt's reservations staff?

Answered: 82

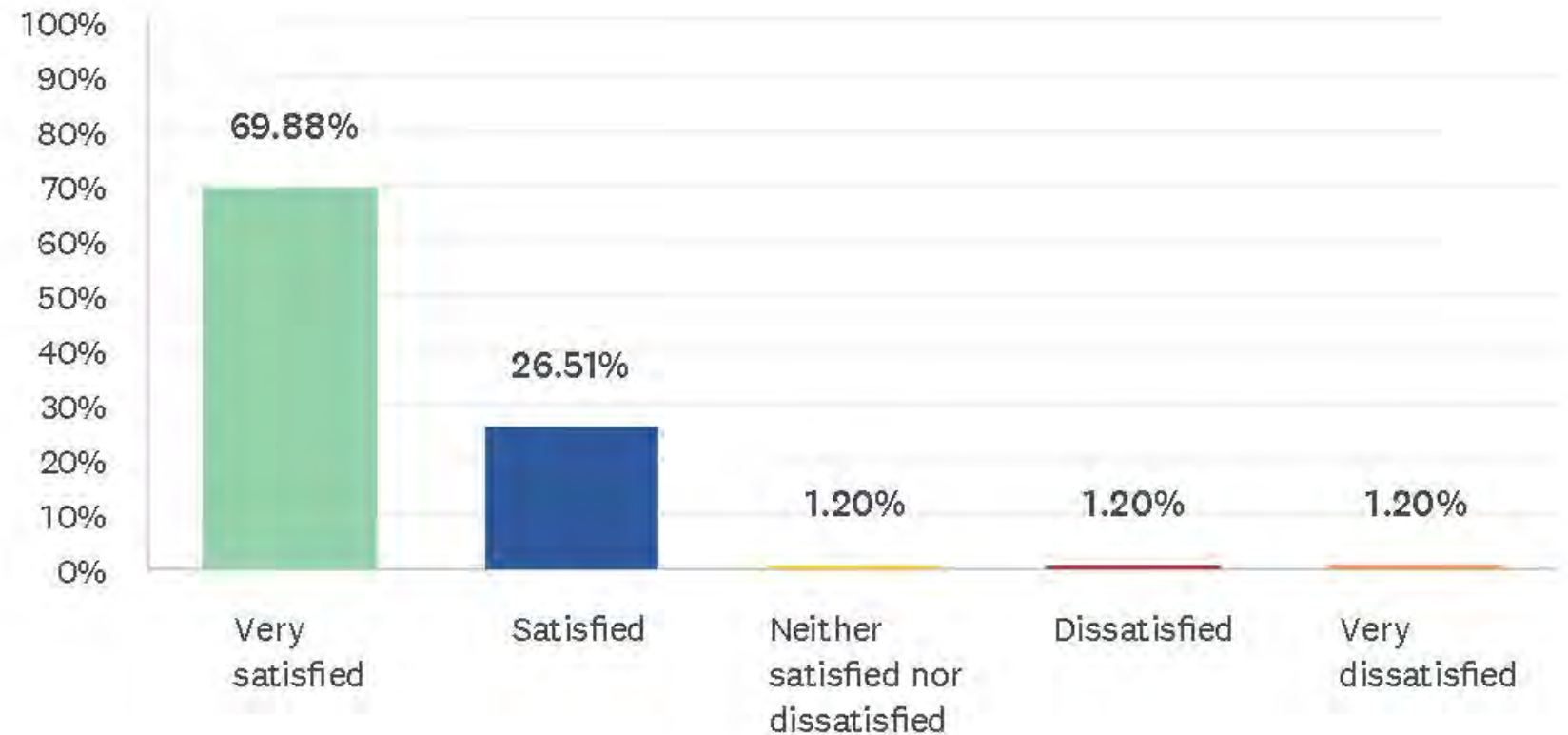
Skipped: 2



How satisfied are you with the courtesy of Jaunt's bus operators?

Answered: 83

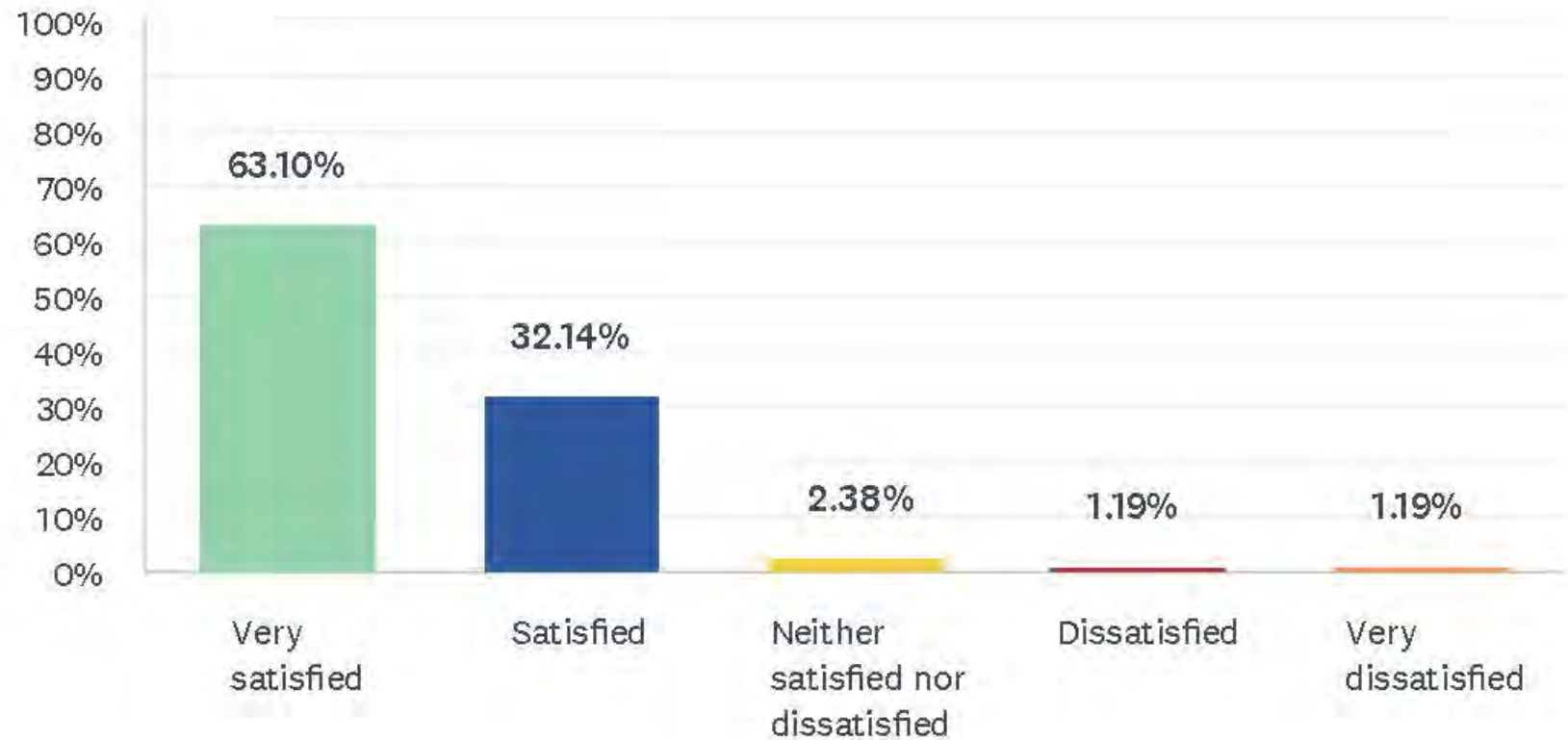
Skipped: 1



How satisfied are you with the cleanliness of our buses?

Answered: 84

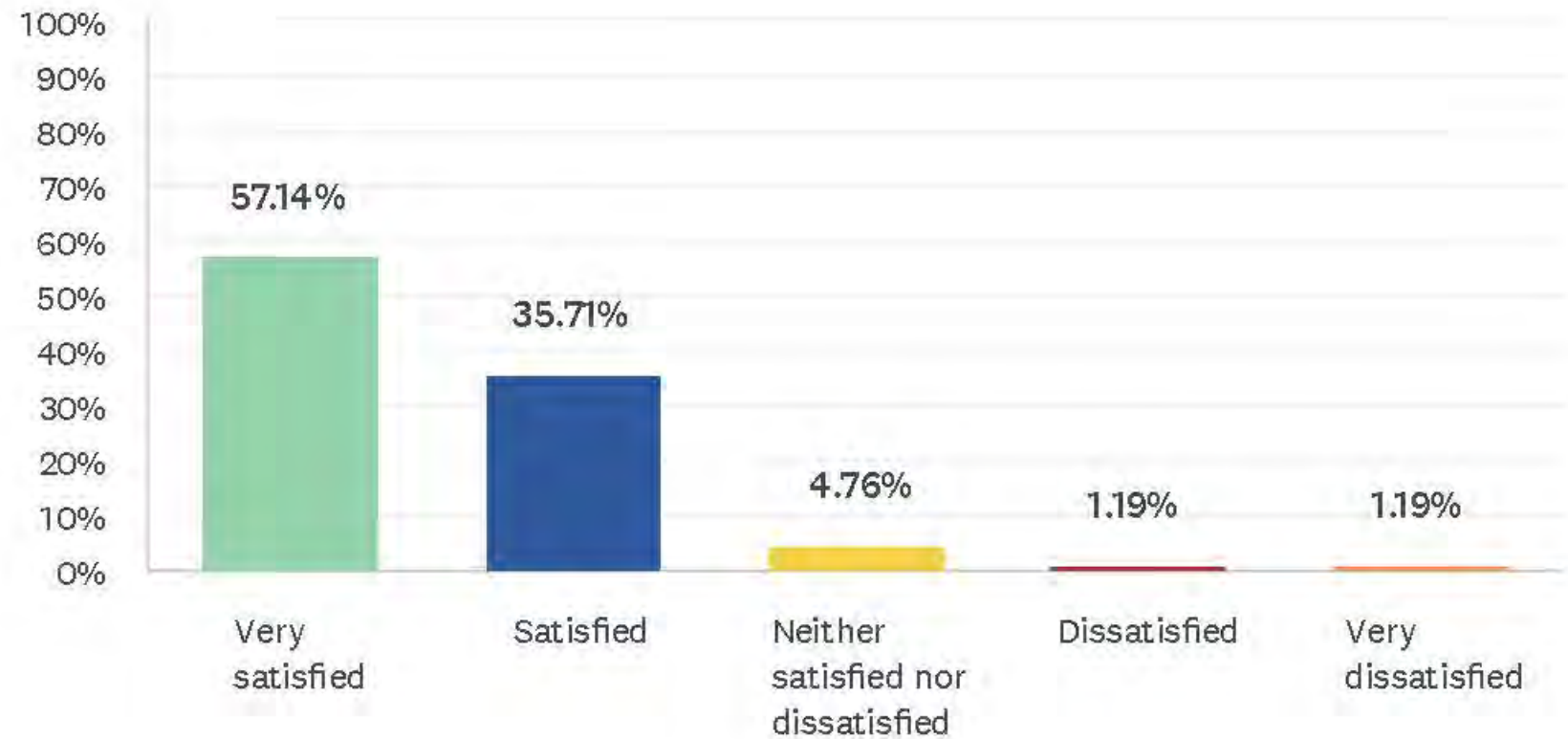
Skipped: 0



How satisfied are you with the comfort of our buses?

Answered: 84

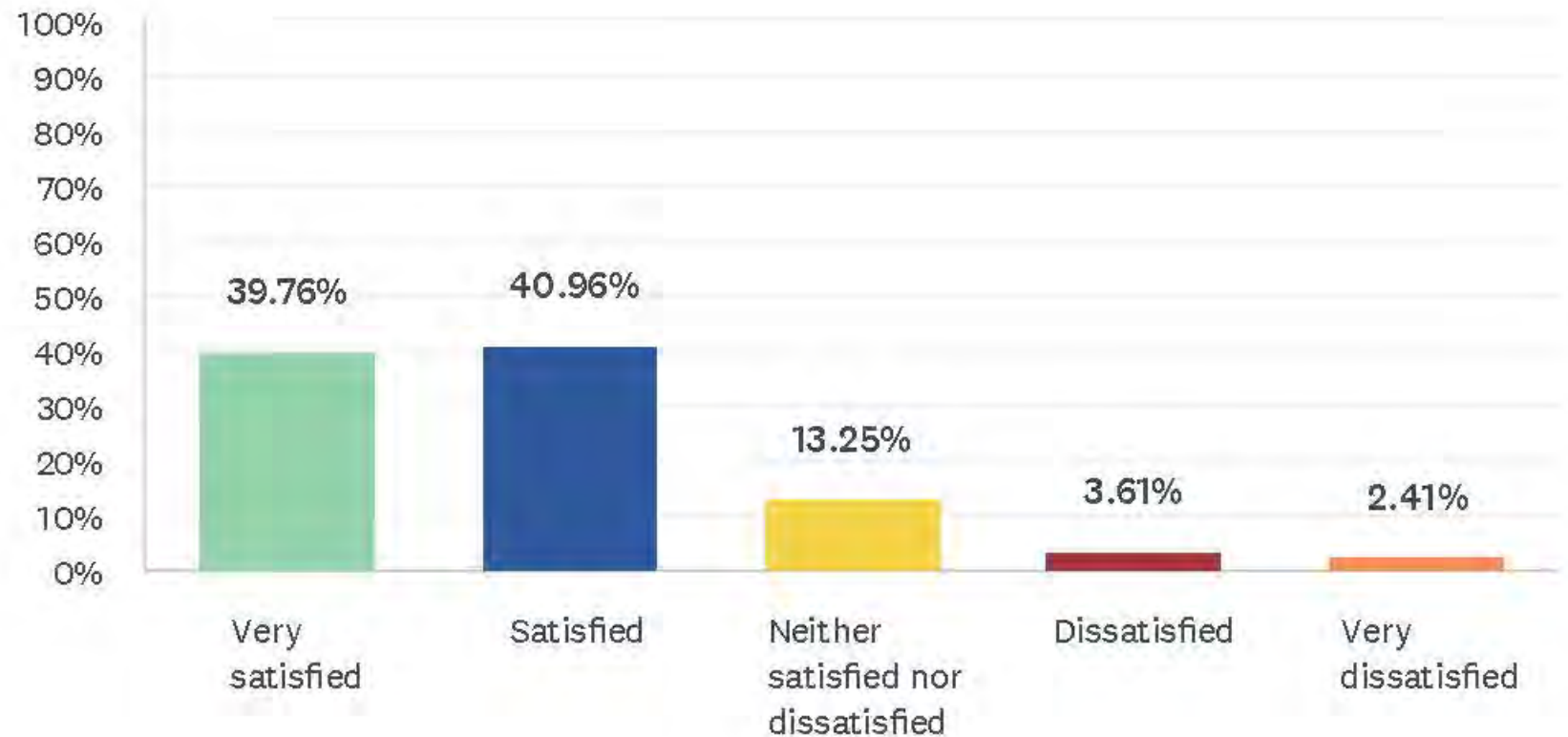
Skipped: 0



How satisfied are you with the timeliness of your trips?

Answered: 83

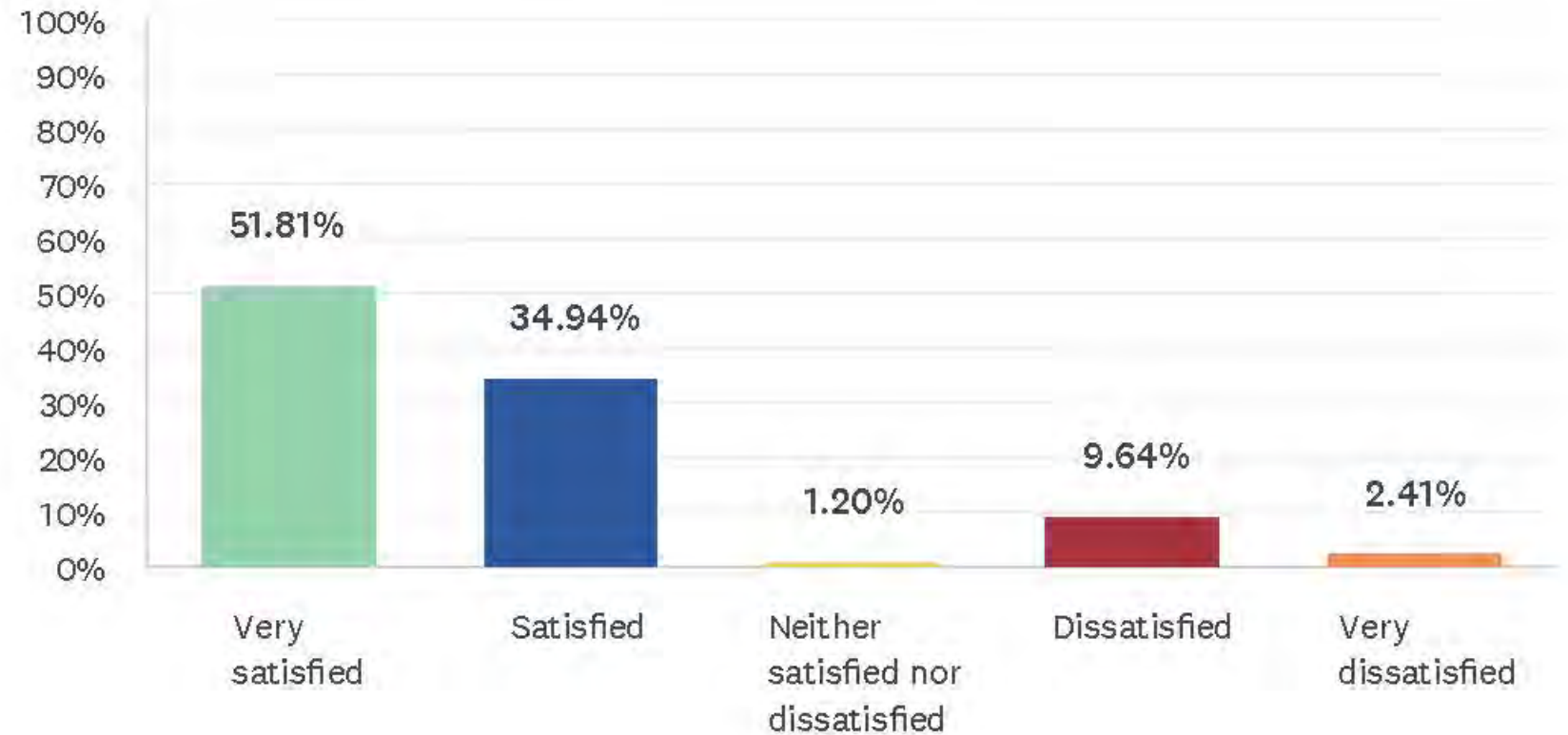
Skipped: 1



How satisfied
are you with our
ability to get
you where you
need to go?

Answered: 83

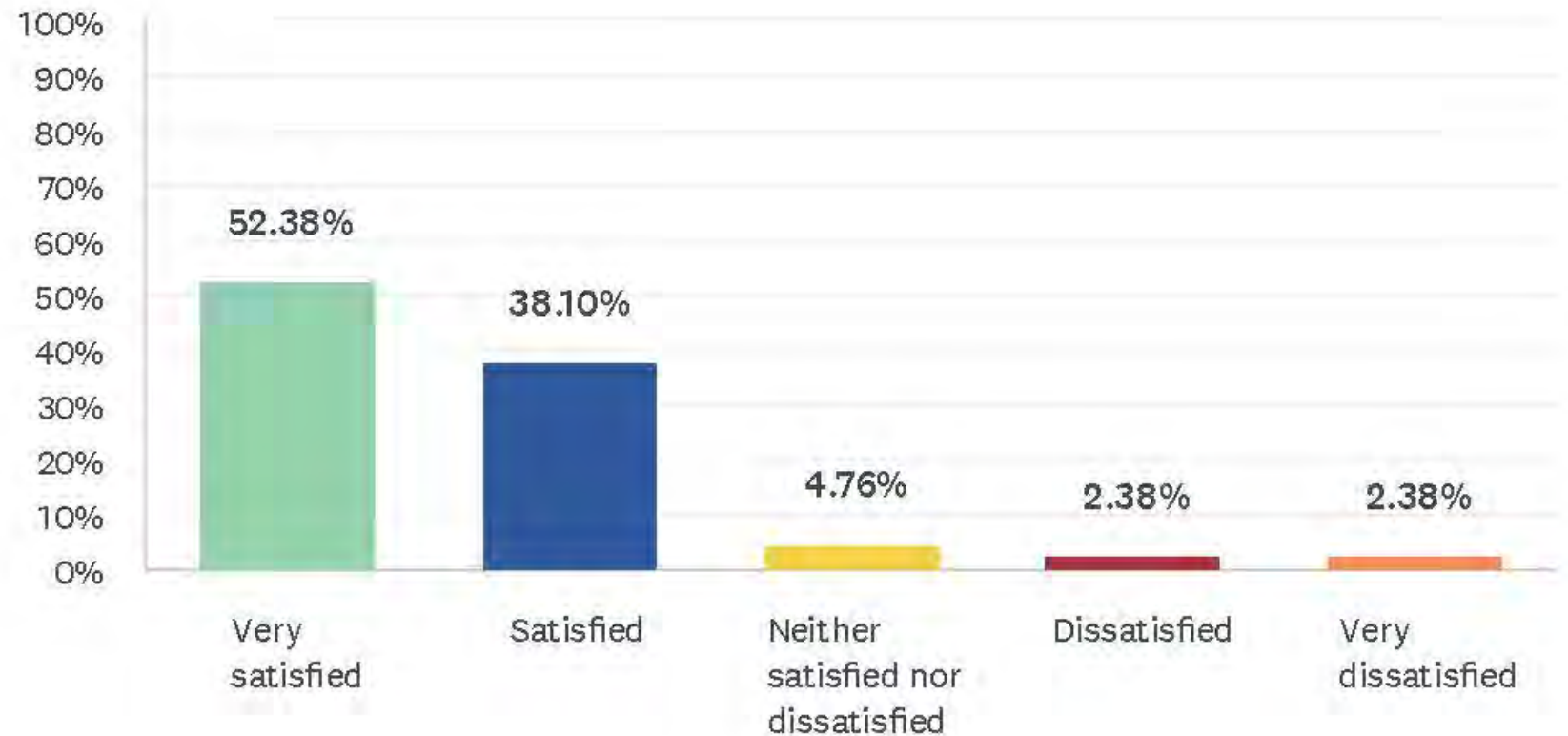
Skipped: 1



How satisfied are you with Jaunt overall?

Answered: 84

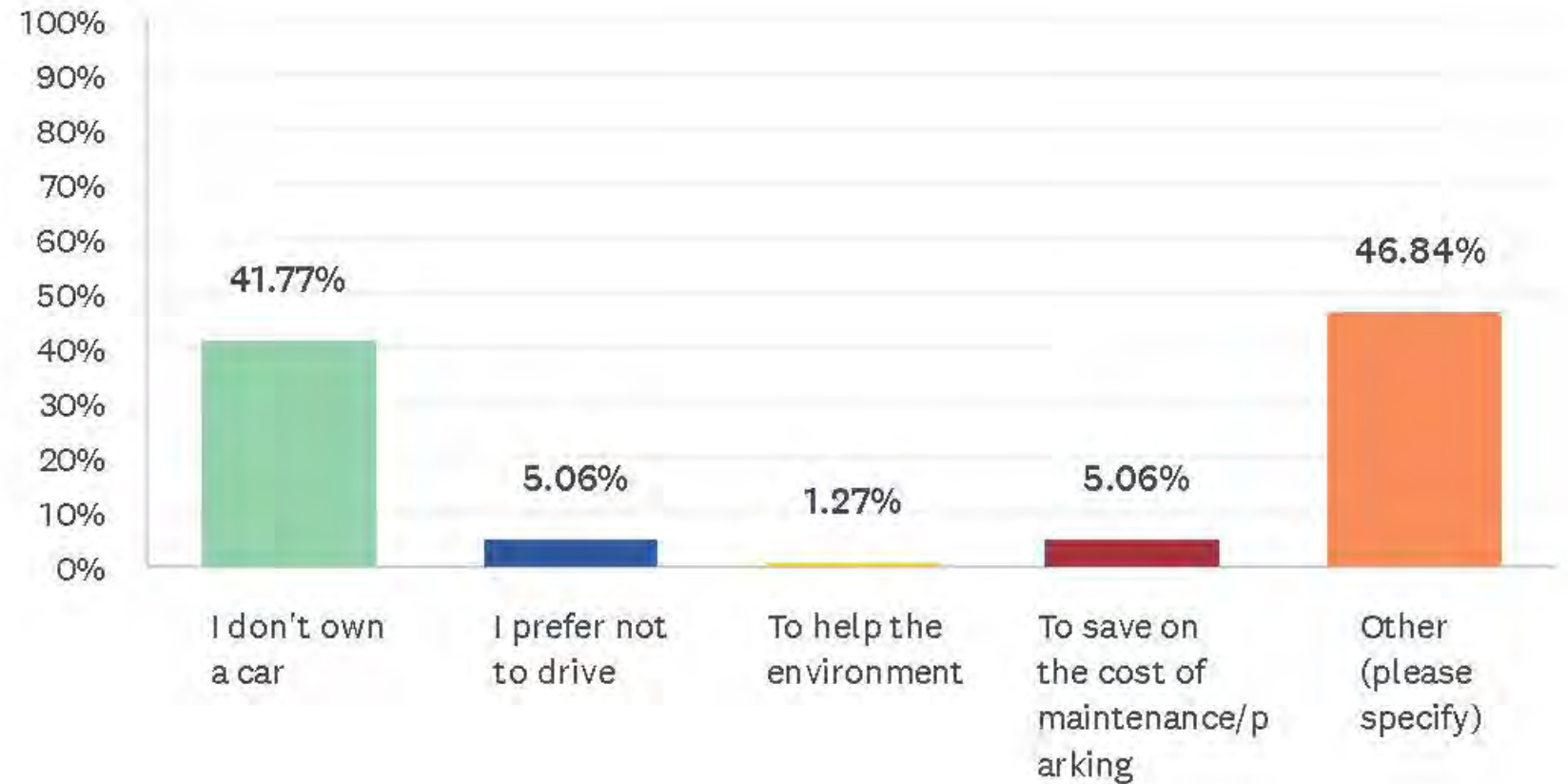
Skipped: 0



What is your primary reason for using Jaunt?

Answered: 79

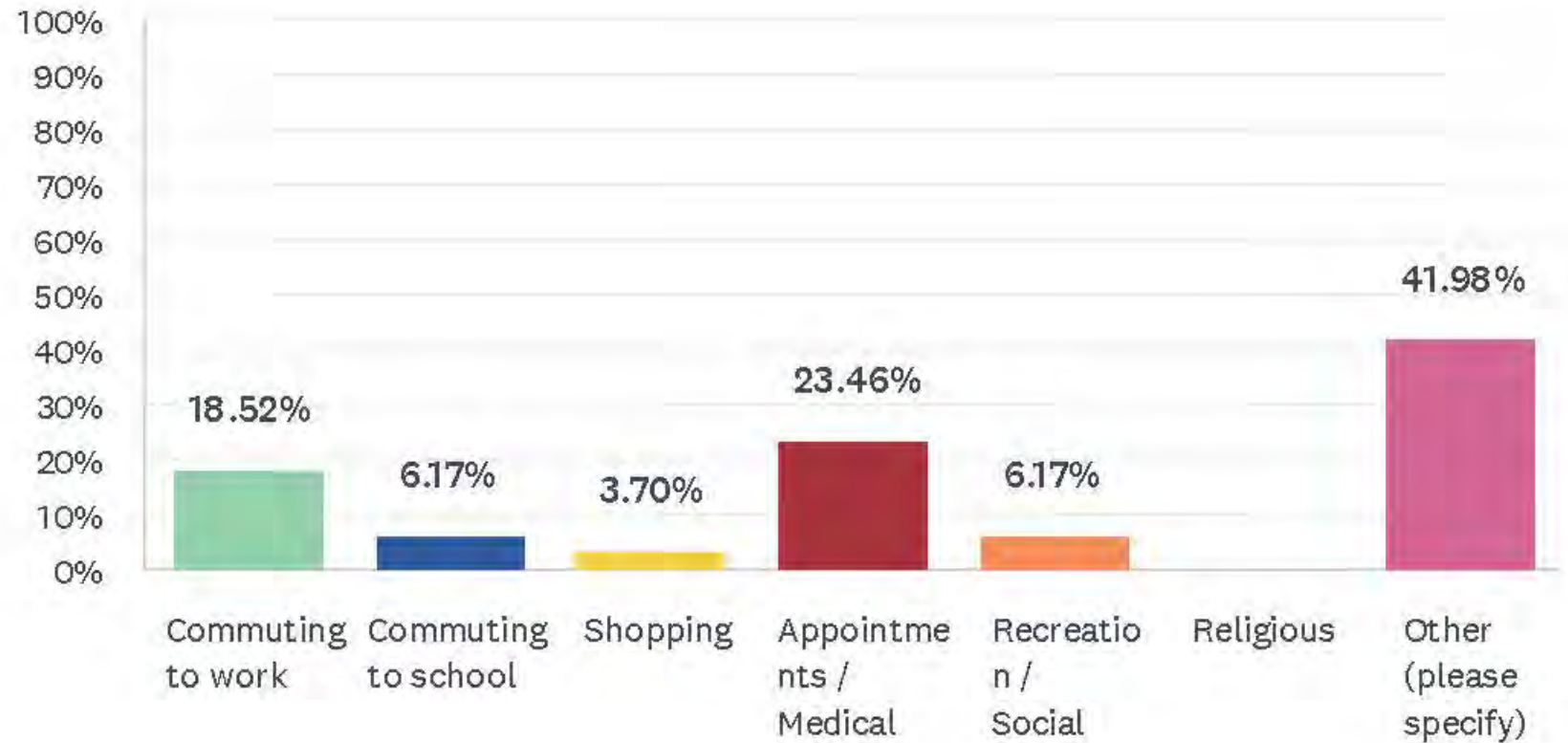
Skipped: 5



What is your primary purpose for using Jaunt?

Answered: 81

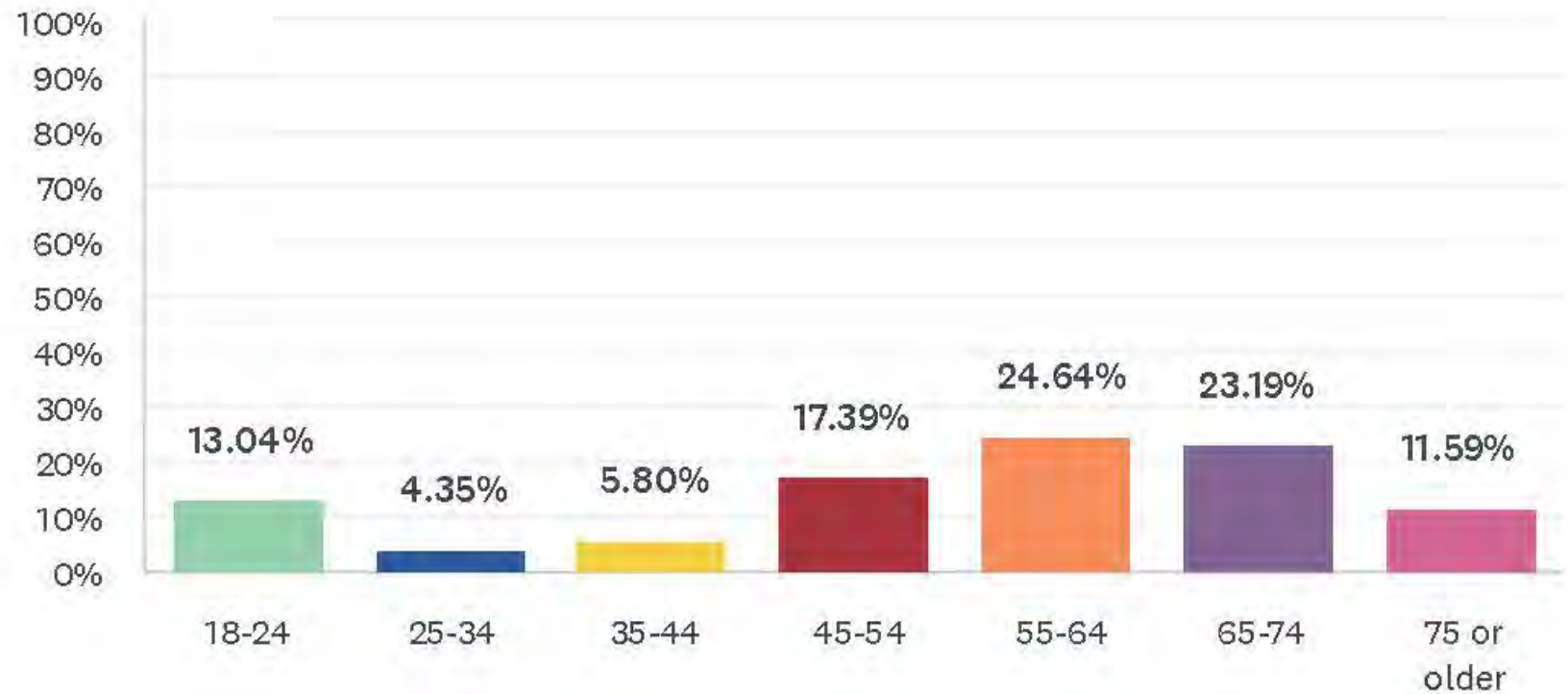
Skipped: 3



What is your age?

Answered: 69

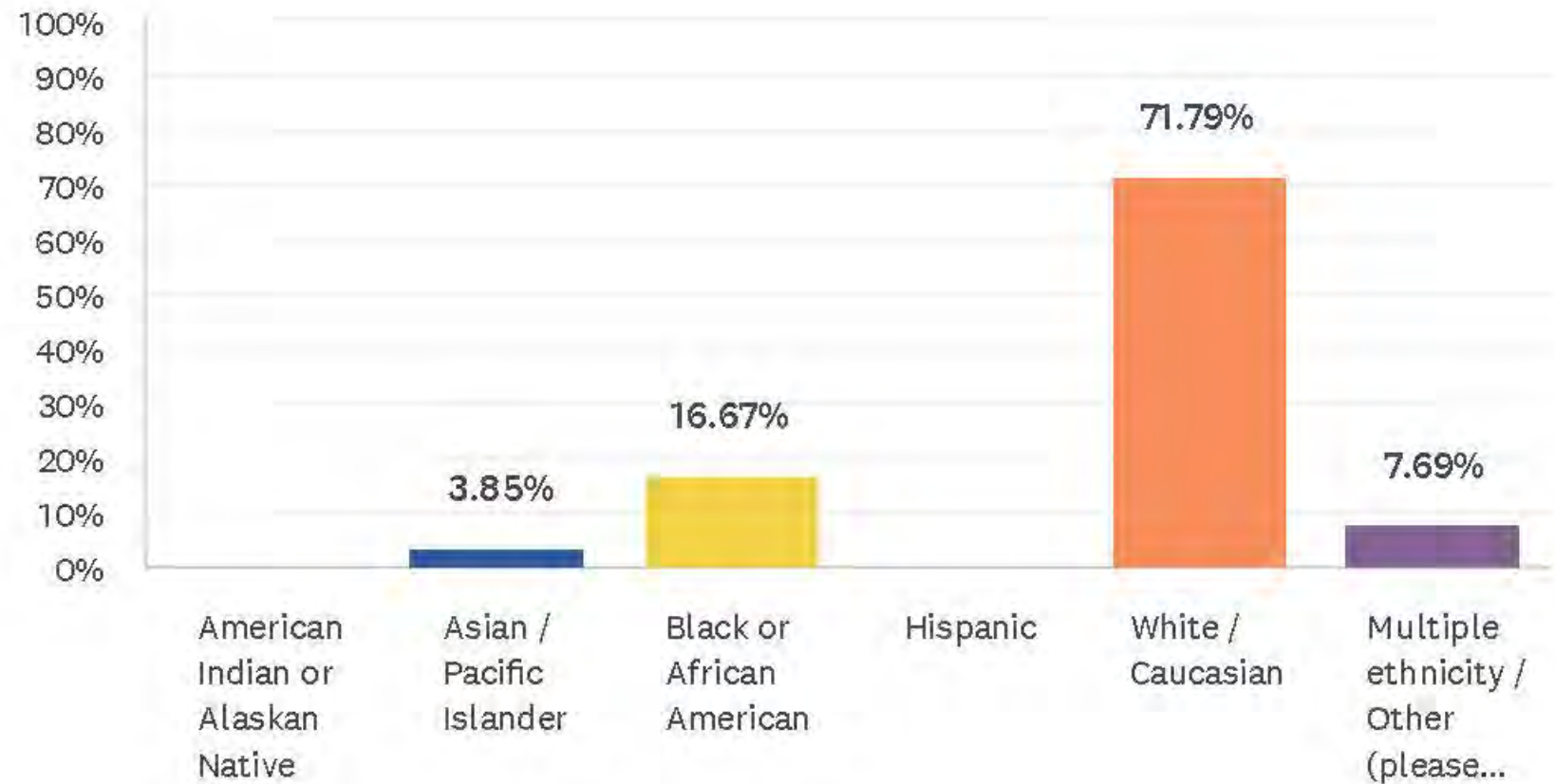
Skipped: 15



Which race/ethnicity best describes you?

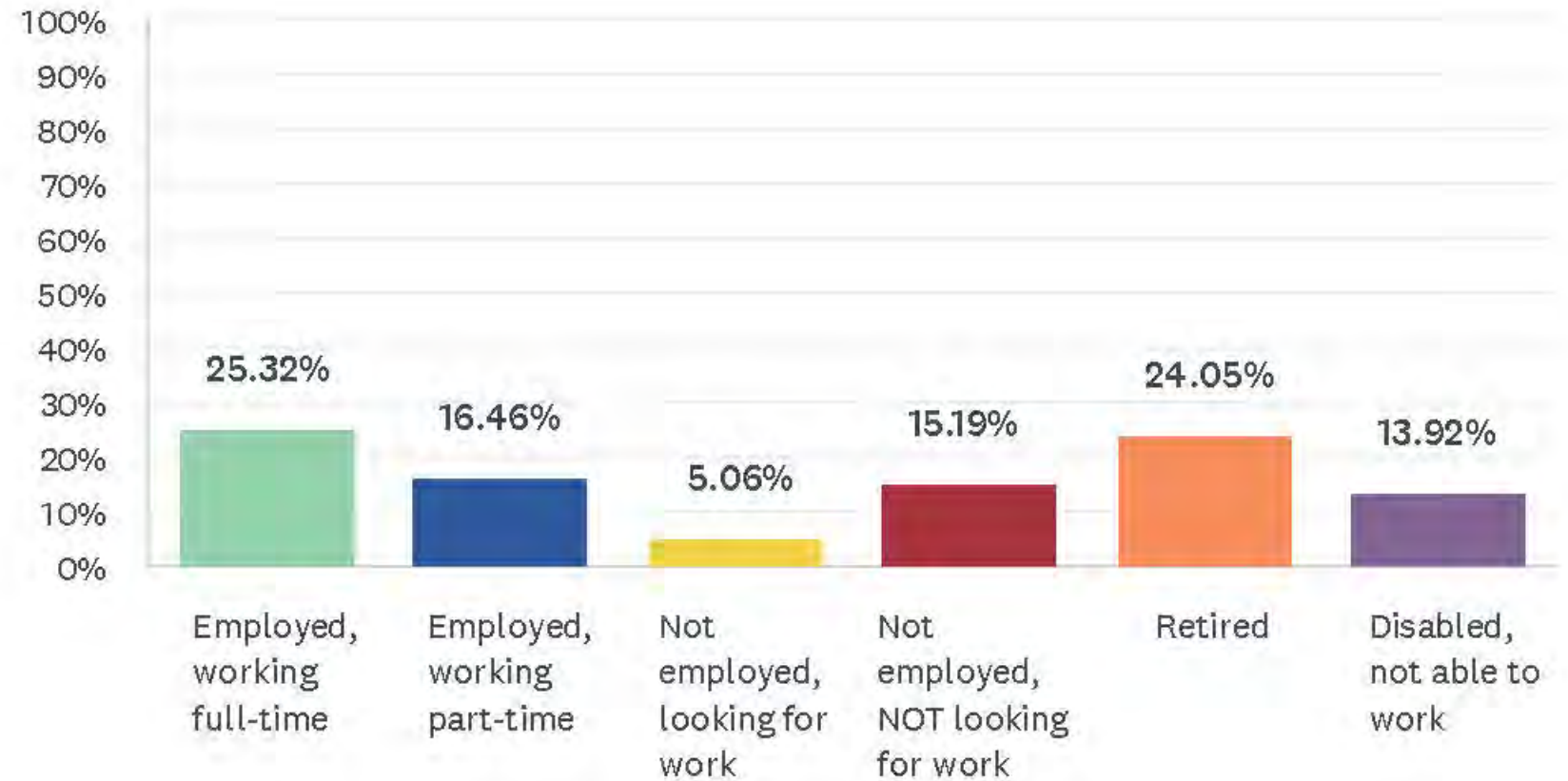
Answered: 78

Skipped: 6



Which of the following categories best describes your employment status?

Answered: 78
Skipped: 6



Which of the following best describes your household income last year?

Answered: 75

Skipped: 9



QUESTIONS?

Information: Item VI.E.1: Jaunt Board of Directors Bylaws

This seeks Board review of changes to its bylaws. The final bylaws will be presented for approval at the Board's October 12, 2022 meeting.

In 2021, Randy Parker, then president of the Jaunt Board of Directors, asked Nancy Schlichting of the law firm of Flora & Pettit to review and revise Jaunt's governing documents. One of the purposes of the review was to ensure that the documents reflected Jaunt's actual practice. The review was also done to address conflict of interest issues that can occur on the Board.

There are three documents relating to Jaunt's governance as a public service corporation:

1. Articles of Incorporation (AOI) establishing Jaunt as a public service corporation.
2. Stock Purchase Agreement (SPA) governing buying into the corporation by shareholders.
3. Bylaws governing the functioning of the board of directors.

This information item addresses the bylaws. A redlined version of the revised document follows.



AMENDED AND RESTATED BYLAWS

OF

JAUNT, INC.

DRAFT: 8 31 2022

Bylaws Adopted: December 7, 1989

Revised Bylaws Adopted: July 10, 1996

Amended and Restated Bylaws Adopted: July 23, 1997

Amended and Restated Bylaws Adopted: July 8, 1998

Amended and Restated Bylaws Adopted: July 11, 2007

These Amended and Restated Bylaws Adopted: _____

ARTICLE I

Offices

1.1 Principal Office. The principal office of JAUNT, Inc. (the “Corporation”) shall be at 104 Keystone Place, Charlottesville, Virginia 22902-6200 or at such other location designated by the Board of Directors.

1.2 Registered Office. The Registered Office of the Corporation in Virginia (as required by law) shall be at such place as the Board of Directors shall from time to time by resolution determine, and may, but need not be at the principal office of the Corporation.

1.3 Other Offices. The Corporation may, in addition to its principal office, have offices at such other places either within or without the Commonwealth of Virginia as the business of the Corporation may require from time to time.

ARTICLE II

Board of Directors

2.1 General Powers. The business, property and affairs of the JAUNT, Inc. shall be managed by the Board of Directors. Except as otherwise expressly provided by applicable law, the Corporation’s Articles of Incorporation or these Amended and Restated Bylaws (“Bylaws”), all of the powers of the Corporation shall be vested in its Board of Directors. The powers of the Board of Directors shall include the following powers: (a) to initiate and approve plans and programs for the welfare of the Corporation ~~and members~~ Stockholders of the Corporation operated by the Corporation; (b) to maintain, acquire and manage land, buildings, vehicles, equipment, and all other property of the Corporation; (c) to adopt an annual budget, apply for federal, state and local grants, borrow money, raise and disburse funds, invest and reinvest funds of the Corporation, and to buy and exchange property for the Corporation; (d) to execute contracts in the name of the Corporation; (e) to create committees and delegate such authority to the committees as the Board deems expedient in order to carry out the mission and objectives of the Corporation; (f) to appoint an Executive Director to serve at the pleasure of the Board with such duties as it deems appropriate in order to carry out the operations, programs, and objectives of the Corporation in accordance with the Corporation’s mission; ~~and~~ (g) to appoint, or delegate the

power to appoint, other employees of the Corporation, including setting the compensation of all employees of the Corporation; and (f) to perform all other duties and discharge such other powers as may be necessary to carry out the purpose and mission of the Corporation.

2.2 Executive Director. The Corporation's Executive Director shall be in charge of the operations of the Corporation, and shall serve at the pleasure of the Board which shall direct his or her duties and set compensation. ~~The Executive Director shall be an ex-officio member of the Board and of all Board committees, but shall be a non-voting member.~~

2.3 Number of Directors. The number of directors elected by the Stockholders ("Directors")-constituting the Board of Directors shall be such number as shall be fixed or changed by the ~~Board of Directors~~Stockholders from time to time at any regular or special meeting ~~of the Board of Directors~~, provided that at all times the minimum number of Directors shall be twelve (12) and the maximum number of Directors shall be twenty (20). No amendment decreasing the number of Directors shall have the effect of shortening the term of any incumbent Director. There are currently fourteen (14) Directors serving on the Board.

2.4 Qualification of Directors. There shall be no specific requirements for an individual to be eligible to serve on the Board of Directors, and a Director need not be a ~~S~~stockholder of the Corporation. No individual shall serve as a Director of the Corporation until the Corporation has completed any and all background checks that are satisfactory to the Board of Directors and such individual has complied to the satisfaction of the Board of Directors with all requirements, policies and procedures promulgated by the Board.

2.5 Election of Directors. Directors shall be elected by the Stockholders to the Board of Directors at the annual meeting or at a special meeting of the Stockholders noticed for such purpose. The number of Directors nominated by and elected to serve on the Board shall correspond with the number of shares held by the respective Stockholders as set forth herein and as more fully set forth in the Stock Purchase Agreement.*~~election vs. appointment~~

2.6 Appointment of ~~At Large~~ex officio Directors. The Directors elected by the Stockholders shall have the power to appoint ex officio Directors At Large to serve on the Board, ~~with or without~~as voting or non-voting members~~power~~, for a term to be of a duration determined by the Board. The Directors elected by the Stockholders shall also have the power to remove such ex officio At Large Directors.

2.76 Term; Seating. All Directors elected by the Stockholders shall serve for terms each of three (3) years duration. At the end of each three (3) year term served by a Director, the Stockholders shall consider whether to extend the term of such Director for an additional three (3) year term. If the Stockholders decides to extend the term of a Director and the Director agrees to such extension, the term of such Director shall continue for another term of three (3) years. All newly appointed Directors shall be seated at the next meeting directly following the meeting at which they were elected, and shall be participating members upon seating. The Board of Directors~~Stockholders may change the duration of any term as it deems is necessary and in the best interest of the Corporation.~~

2.87 Resignation. A Director may resign from the Board of Directors at any time by delivering written notice of resignation to the President of the Corporation. A Director's resignation shall become effective immediately upon the President's receipt of his or her notice, or such other date specified in such notice, or as may be agreed by the President and the resigning Director. Upon receipt of such resignation, the President shall notify the Stockholder whose jurisdiction such Director represented and the Board of Directors.

2.98 Removal. A Director may be removed from the Board of Directors at any time, either with or without cause, by an affirmative vote of a majority of the Stockholders where a quorum is present for a special meeting called expressly for that purpose. *

2.109 Vacancies. If a vacancy occurs on the Board of Directors for any reason, including any vacancy caused by an increase in the number of Directors by 2 or less within the range set forth in these Bylaws, the vacancy may be filled for the unexpired term by the Stockholder whose jurisdiction was represented by the departing Director. For At-Large ex officio Directors, the vacancy may be filled by the Board of Directors. Any vacancy occurring on the Board of Directors shall not be required to be filled immediately provided that the minimum number of Directors remaining following such vacancy is not less than the minimum number of Directors specified in these Bylaws. *at large

2.110 Regular Meetings. The Board of Directors shall hold regular meetings at such intervals and places as may be established by the Board. The meetings will be held on such date as is specified by the President, at a location within the Commonwealth of Virginia determined by the President. Except as otherwise expressly required under applicable law, the Corporation's Articles of Incorporation or these Bylaws, the Board of Directors may consider and vote on any matter pertaining to the business or operation of the Corporation at any regular meeting of the Board of Directors.

2.124 Special Meetings. A special meeting of the Board of Directors shall be called by the President or if a written request for a special meeting of the Board of Directors, which states the purposes of such special meeting and is signed by at least two (of) the members of the Board of Directors. The Board of Directors shall limit all action at a special meeting to those actions that are necessary or reasonably incidental to the purpose or purposes specified in the notice of such special meeting.

2.132 Annual Meeting. The Board of Directors shall hold an aAnnual mMeeting each year on such date and at such location within the Commonwealth of Virginia as shall be designated by the President. At or before the aAnnual or any other meeting Meeting of the Stockholder Board of Directors, if there is a need to elect any or all officers, the Board or its nominating committee shall nominate* and elect a slate of oOfficers of the Corporation. to be provided to the Stockholders for election at its Annual Meeting. and tThe terms of such officers shall commence as of the first day of the Corporation's next fiscal year. Except as otherwise expressly required under applicable law, the Corporation's Articles of Incorporation or these Bylaws, the Board of Directors may consider and vote on any matter pertaining to the business or operations of the Corporation at any aAnnual mMeeting of the Board of Directors.

2.143 Notice.

a. *Regular Meetings.* Notice of the date, time, and location of each regular meeting of the Board of Directors shall be provided to each Director by the Secretary or the Executive Director at least three (3) days prior to each such meeting. The notice of the date, time and location of a regular meeting need not state the purpose or purposes of such regular meeting, except as expressly required by these Bylaws. At each meeting of the Board of Directors, the President of the Corporation, or, in the President's absence, ~~a director chosen by the majority of the Directors present,~~ the Vice President shall preside. The Secretary of the Corporation, or, in the discretion of the President, any person appointed thereby, shall act as secretary of the meeting

b. *Special Meetings.* The President or his designee shall provide written notice of the date, time, location and purpose of each special meeting of the Board of Directors at least twenty-four (24) hours prior to each such special meeting if such notice is given by email transmission, facsimile, in person, or by telephone. The notice of special meeting shall include details by which the Directors may participate in such meeting as provided in these Bylaws and as permitted under Virginia law ~~by telephone, teleconference or other means of communication by which all of the Directors participating in such special meeting can simultaneously hear each other.~~ The notice need not state the purpose(s) of such special meeting.

c. *Annual Meeting.* Notice of the date, time, and location of each ~~A~~annual ~~m~~Meeting of the Board of Directors shall be provided to each Director by the Secretary or the Executive Director at least three (3) days prior to each such ~~a~~Annual ~~m~~Meeting. The notice of the date, time and location of an ~~a~~Annual ~~m~~Meeting need not state the purpose or purposes of such ~~a~~Annual ~~m~~Meeting.

d. *Form of Notice.* All notices of regular, special and annual meetings may be provided to the Directors by either (a) first class mail to the address provided by a Director for communication of such notices (in which case the notice shall be sent three (3) days prior to the meeting); (ii) electronic transmission, by either (i) facsimile telecommunication directed to a facsimile number provided by a Director for communication of such notices; or (ii) electronic mail to an electronic mail address provided by a Director for communication of such notices; or (b) such other means as may be adopted and approved by the Board of Directors. If notice of a regular, special or annual meeting is made by facsimile telecommunication or electronic mail, it shall be deemed to have been delivered as of the time and date it is transmitted by facsimile or electronic mail, as applicable.

2.154 Waiver of Notice of Meetings. Anything in these Bylaws or in any resolution adopted by the Board of Directors to the contrary notwithstanding, proper notice of any meeting of the Board of Directors shall be deemed to have been given to any director if such notice shall be waived by such director in writing (including facsimile or electronic mail) before or after the meeting. A director who attends a meeting shall be deemed to have had timely and proper notice thereof, unless such person attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

2.165 Quorum. For each regular, special or annual meeting, a quorum shall consist of at least a majority of the number of Directors in office immediately before such meeting begins.

Where there is an odd number of current Directors, one half of the next lowest number shall constitute a “majority” for the purpose of establishing a quorum. The Board of Directors shall not vote or act on any matter unless a quorum is present. If a quorum is present at any meeting, the act or vote of a majority of the Directors who are present at such meeting shall constitute the act or vote of the Board of Directors unless a higher vote is required by the Corporation’s Articles of Incorporation, these Bylaws or applicable law. If less than a quorum is present at a meeting, the majority of the Directors attending such meeting may adjourn the meeting without further notice until a quorum is obtained.

2.176 Voting. Voting at all meetings of the Board of Directors shall be “in person” which, in the event of Director participation at a meeting conducted by telephonic, video, electronic or other communication means where the Directors are not physically present so long as those participating may simultaneously hear each other during the meeting by telephone or teleconference as permitted under these Bylaws and by Virginia law, shall include all votes cast by Directors who are participating in that manner. ~~participating by telephone or teleconference.~~ No voting shall be made by secret or written ballot, and there shall be no proxy voting. Each Director shall be entitled to one (1) vote on all matters coming before the Board of Directors. Except as otherwise required by the Corporation’s Articles of Incorporation, these Bylaws, or applicable law, if a quorum is present, a majority vote of the Board of Directors present at a meeting shall be required to take or approve any action coming before the Board of Directors for a vote during such meeting.

2.187 Minutes. The Board of Directors shall keep written minutes of each meeting, which shall include a record of votes on all motions and matters coming before the Board of Directors for a vote. The minutes of all meetings shall be available to the Directors and officers of the Corporation upon request. Prior to any regular meeting of the Board of Directors, minutes of the previous regular meeting shall be distributed to the Directors and approved at the next meeting.

2.198 Telephone or Zoom-Virtual Meetings. A Director may participate in any regular or special meeting of the Board of Directors by any means allowed by law for the meeting of a public body use of telephone, teleconference, zoom, or other means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a regular or special meeting by such means is deemed to be present in person at the meeting.*

~~2.2019 Action Without Meeting. Any action required or permitted to be taken at any regular or special meeting of the Board of Directors, including without limitation, action relating to the appointment or removal of Directors, may be taken without a meeting if all of the Directors consent thereto in writing, either before or after the action, and the writing or writings evidencing such consents are filed with the minutes of the Corporation.~~

2.210 Compensation. All Directors shall serve in a volunteer capacity and there shall be no compensation paid to any Director for service on the Board of Directors. Directors may be compensated by the Corporation for reasonable and justifiable expenses incurred in connection with the business of the Corporation provided that such expenses have been approved in advance by the Executive Director, and such reimbursement is made in compliance with the Corporation’s policies concerning reimbursement of expenses.

2.22+ Director Conduct and Statement Regarding Conflict of Interest. In addition to complying with all legal and ethical standards of conduct governing directors under applicable law and rules and requirements promulgated by the Board of Directors, each Director shall comply with the Corporation's Code of Ethics and Business Practices. No board member shall use his or her position, or the knowledge gained there from, in such a manner that a conflict between the interest of the Corporation or any of its affiliates and his or her personal interest arises. Each board member has a duty to place the interest of the Corporation foremost in any dealings with the Corporation and has a continuing responsibility to comply with the requirements of this policy. The conduct of personal business between any board or committee member and the Corporation and any of its affiliates is prohibited. Board or committee members may not obtain for themselves, their relatives, or their friends a material interest of any kind from their association with the Corporation. If a board member has an interest in a proposed transaction with the Corporation in the form of any personal financial interest in the transaction or in any entity involved in the transaction, or holds a position as a trustee, director, or officer in any such entity, he or she must make full disclosure of such interest before any discussion or negotiation of such transaction. Any Board or Committee member who is aware of a potential conflict of interest with respect to any matter coming before the board or committee shall not be present for any discussion of or vote in connection with the matter. To implement the policy, Board Members of the Corporation will submit annual reports and, if not previously disclosed, will make disclosure before any relevant board or committee action. These reports will be reviewed by the Executive Committee, which will attempt to resolve actual or potential conflict(s) and, in the absence of resolution, refer the matter to the Board of Directors.

ARTICLE III Stockholders

3.1 Annual Meetings. The annual meeting of the Stockholders of the Corporation, for the purpose of ~~appointing-nominating and electing~~ Directors for any unfilled seats as provided for in the Stock Purchase Agreement as amended herein for the ensuing year~~any unfilled seats, to consider any slate of officers uprecommended by the Board for election,~~ and for the transaction of such other business as may properly come before the meeting, shall be held in July of each year at the principal office of the Corporation or at such place and on such a date as the Board of Directors may designate in calling such meeting.

3.2 Special Meetings. A special meeting of the Stockholders may be called at any time by the President, by the Board of Directors, or by the holders of not less than one-tenth (1/10) of all the shares entitled to vote at such meeting.

3.3 Notice of Meetings. Written notices of each annual and each special meeting of the Stockholders shall be given by, or at the direction of, the President or other persons calling the meeting. Such notice shall state the place and time of the meeting, the purpose or purposes for which the meeting is called, and such other information as may be required by law. Except as otherwise required by law, such notices shall be delivered personally or mailed in a postage prepaid envelope, but not less than ten business (10) days, nor more than fifty (50) days before such meeting, to each Stockholder of record entitled to vote at such meeting; and, if mailed, it

shall be directed to such Stockholder at this Stockholder's address as it appears on the stock transfer books of the Corporation, unless such stockholder shall have filed with the Secretary of the Corporation a written request that notices intended for such stockholder be mailed to some other address, in which case it shall be mailed to the address designated in such request. Notwithstanding the foregoing, a waiver of any notice herein or by law required, if in writing and signed by the person entitled to such notice, whether before or after the time of the event for which notice was required to be given, shall be the equivalent of the giving of such notice. A Stockholder who attends a meeting shall be deemed to have had timely and proper notice of the meeting, unless said Stockholder attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. No notice of the reconvening of any adjourned or recessed meeting need be given except as contained in the resolution or ruling directing the adjournment or recess.

3.4 Quorum. Except as otherwise provided by law, at any meeting of the Stockholders of the Corporation, a majority of the outstanding shares of stock entitled to vote at such meeting, represented in person or by proxy, shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority in voting power of the Stockholders present in person or represented by proxy and entitled to vote, may adjourn the meeting from time to time without further notice until a quorum is obtained. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

3.5 Business and Order of Business. At every meeting of the Stockholders, ~~the President, or some~~a person ~~appointed by the President or, in the absence of the President, a person~~ chosen by a majority vote of the Stockholders present in person or by proxy and entitled to vote, shall act as Chairman of the meeting. The Secretary of the Corporation, or, in the discretion of the Chairman, any person designated by the President or the Chairman, shall act as Secretary of the meeting. At each meeting of the Stockholders such business may be transacted as may properly be brought before such meeting, whether or not such business is stated in the notice of meeting or in the waiver of notice thereof, except as otherwise by law or by these Bylaws expressly provided. The order of business of all meetings of Stockholders shall be as determined by the Chairman, but such order of business may be changed by a majority in voting power of the Stockholders present in person or by proxy and entitled to vote at the meeting.

3.6 Voting. Except as otherwise provided by law, each Stockholder shall be entitled to vote according to the shares and their respective voting rights provided in the Articles of Incorporation, upon matters to be voted upon by the Stockholders. Except for the appointment election of Directors, the holders of shares permitted to vote shall be entitled to one vote for each outstanding share held on each matter submitted to a vote at a meeting of Stockholders, and if a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the Stockholders, unless the vote of a greater number is required by law or the Articles of Incorporation. Unless not permitted by Virginia law, A Stockholder may vote either in person, by telephone, teleconference, virtually, or by proxy executed in writing by the Stockholder or the Stockholder's duly authorized attorney-in-fact. Such proxy shall be filed with the Secretary of the Corporation before or at the

time of the meeting. No proxy shall be valid after eleven (11) months from its date, unless otherwise provided for in the proxy. ~~*0% voting~~

3.7 Election of Directors.

For every two (2) shares held, such Stockholder shall be entitled to nominate two (2) Directors for election to the Board. For Stockholders owning an odd number of shares, the number of Directors to be nominated shall be rounded down to the nearest even whole number. For example, Stockholders with 5 shares rounds down to 4 Directors to be nominated. For the election of Directors, each Stockholder shall be entitled to the number of votes represented by the number of shares held. Notwithstanding the foregoing, the Stockholders agree to elect the Directors nominated by each Stockholder except for good cause shown.

~~Each Stockholder holding at least five (5) shares of stock shall be entitled to nominate individuals for election to hold four (4) board seats. Each Stockholder holding two (2) shares shall be entitled to nominate individuals for election to hold two (2) board seats. The Stockholders Directors may also have the discretion to nominate individuals to serve as at large directors with or without voting power.~~

3.8 Voting List. At least ten (10) days before each meeting of Stockholders, the Secretary of the Corporation shall make a complete list of the Stockholders entitled to vote at any such meeting or any adjournment thereof, with the address of and the number of shares held by each. Such list shall be kept on file at the Registered Office of the Corporation for a period of ten (10) days prior to such meeting and shall be subject to inspection by any Stockholder at any time during usual business hours for such ten-day period. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to inspection by any Stockholder during the whole time of the meeting.

3.9 No Action by Stockholders Without a Meeting. Unless otherwise specifically provided by law, no vote of any kind of the Stockholders shall be taken to authorize the transaction of any business of the Corporation, other than a vote taken at a meeting of the Stockholders. No vote of the Stockholders shall be by secret or written ballot. Unless prohibited by law, Mmeetings of the Stockholders may be conducted through telephonic, video, electronic or other communication means where the Stockholders are not physically present so long as those participating may simultaneously hear each other during the meeting. Stockholders may vote by telephone or other electronic means.

3.10 Current Stockholders. There are currently sixteen (16) shares of stock issued to the Stockholders as follows:

Albemarle County	5
City of Charlottesville	5
Fluvanna County	2
Louisa County	2
Nelson County	2

ARTICLE IV

Officers

4.1 Officers. The officers (“Officers”) of the Corporation shall consist of (a) a President, (b) a Vice-President, (c) a Secretary; (d) a Treasurer; and (e) such other officers or assistant officers as may be elected by the Board of Directors from time to time, whose title, seniority and duties shall be specified by the Board of Directors.

4.2 Election Procedure. Prior to the ~~annual m~~meeting or at any other meeting of the Board of Directors, a Nominating Committee consisting of not less than ~~three-two (23)~~ Board members shall be appointed to consider nominations for each office to be filled. At least ten (10) days prior to the annual meeting (at which the election is to be held), the Nominating Committee shall provide a list to each Board member containing the name of at least one (1) nominee for each office to be filled. Additional nominations may be made from the floor during the meeting which the election is held.

4.3 Election of Officers; Term*. Officers shall be elected by a majority vote of the Board of Directors at the ~~a~~Annual ~~m~~Meeting or a duly convened regular meeting of the Board of Directors. Only members of the Board of Directors are eligible to be elected as an Officer of the Corporation. All Officers shall hold office until the next ~~a~~Annual ~~m~~Meeting of the Board of Directors following their election or until their death, resignation or removal, and/or their successors are elected by the Board of Directors.

4.3 Removal of Officers; Resignations; Vacancies. Any Officer may be removed summarily, either with or without cause, at any time, by a resolution declaring such removal to be in the Corporation’s best interest, which is adopted by the majority vote of the Board of Directors at any properly convened regular or special meeting or by written action taken in accordance with these Bylaws. An Officer may resign his or her office at any time by delivering written notice of resignation to the President or the Board of Directors. An Officer’s resignation shall become effective immediately upon receipt by the President or Board of Directors of his or her notice of resignation, or such other date specified in such notice as may be agreed by the President or Board. If an Officer is also a Director and resigns or is removed as a Director, such resignation or removal shall, as of the effective date of his or her resignation or removal as a Director, automatically constitute the resignation or removal of such Officer’s office. All vacancies in offices shall be filled by the Board of Directors for the unexpired term at a regular or special meeting following the occurrence of the vacancy. An officer elected to fill an unexpired term is eligible to be elected to a successive full term in that or any other office.

4.4 Compensation. All Officers shall serve in a volunteer capacity and there shall be no compensation paid to any Officer for service to the Corporation. Officers may be compensated by the Corporation for reasonable and justifiable expenses incurred in connection with the business of the Corporation provided that such expenses have been approved in advance by the Executive Director, and such reimbursement is made in compliance with the Corporation’s policies concerning reimbursement of expenses.

4.5 Officers' Duties. Officers shall have such duties as generally pertain to their offices, respectively, as well as such powers and duties as are prescribed by law or are hereinafter provided, or as from time to time may be conferred by the Board of Directors.

4.6 Duties of the President. Consistent with the Articles of Incorporation, as amended, these Bylaws, and applicable laws, the President shall (a) preside at all meetings of the members of the Corporation and of the Board of Directors; (b) chair the Executive Committee; (c) appoint the members of all Committees, or delegate such appointment powers to Committee chairpersons; (d) perform all duties as may be incidental to the office of President, together with all duties as may be assigned by the Board of Directors from time to time; (e) execute such contracts, instruments, documents and papers as may be required or authorized by the Board of Directors; (f) make such reports and recommendations to the Board of Directors at any regular or special meeting concerning the work and affairs of the Corporation as in his or her judgment may be necessary or appropriate; (g) delegate any of the President's duties to the Executive Director of the Corporation, or to such other employees of the Corporation as permitted by the Board of Directors from time to time, (h) request reports from other Officers and the Executive Director as in his or her judgment are necessary or appropriate; and (i) provide leadership to promote the implementation of the plans and policies of the Corporation that are adopted by the Board of Directors.

4.7 Vice-President. The Vice-President shall perform the duties of the President in the absence of the President, as may be expressly delegated or authorized by the President or the Board of Directors, or in the event of the inability or refusal of the President to act. When acting in the stead of the President, the Vice-President shall have all of the powers of the President and shall be subject to all of the restrictions imposed on the President. The Vice-President shall also perform such duties as may be authorized or assigned by the Board of Directors from time to time.

4.8 Duties of the Treasurer. The Treasurer shall (a) at each regular meeting of the Board of Directors, present financial reports concerning the activities of the Corporation during the preceding month, together with such other financial reports as may be requested by the President or the Board of Directors; (b) serve as the Chairman of the Finance Committee; (c) have primary responsibility for custody of all monies and securities of the Corporation, for depositing funds of the Corporation in one or more banks or other depositories selected by the Board of Directors to be disbursed in accordance with directions of, and upon the signatures of, persons designated by the Board of Directors; (d) have primary responsibility for keeping a full and accurate accounting of all monies received and paid out by the Corporation, and all deeds, securities, notes and financial papers of the Corporation; (e) assist the chief financial officer of the Corporation with maintaining the custody and safekeeping of, and accounting for all monies, deeds, securities, notes and other financial papers of the Corporation in accordance with all relevant policies and procedures adopted by the Board of Directors; (f) assist an independent certified public accountant selected by the Board of Directors in connection with an annual audit of the Corporation's financial accounts; (g) sign and execute in the name of the Corporation share certificates, deeds, mortgages, bonds, and other financial instruments and papers as may be authorized by the President or the Board of Directors; and (h) perform such duties incident to the office of Treasurer as may be assigned from time to time by the President or the Board of Directors. The Treasurer may delegate any of the Treasurer's duties to the Executive Director of the Corporation, or to such other employees of the Corporation as permitted by the Board of Directors from time to time.

4.9 Duties of the Secretary. The Secretary shall (a) act as secretary of all meetings of the Board of Directors; (b) except as may otherwise be specifically provided herein, The Secretary shall act as Secretary at the meetings of Stockholders; (c) keep and preserve the minutes of all meetings of the Board of Directors in the corporate records of the Corporation; (d) have primary responsibility for ensuring that all notices required to be given by the Corporation to the Board of Directors are duly given and served; (e) be the custodian of and affix the seal of the Corporation, or cause the seal of the Corporation to be affixed, to all documents the execution of which on behalf of the Corporation under its corporate seal is duly authorized or required; (f) have primary responsibility for the books, records and papers of the Corporation relating to its organization and management as a Corporation and to ensure that any reports or statements required by law or otherwise, are properly kept and filed; (g) assist the Corporation with the filing of all reports, statements and other documents required by law (except tax returns); and (g) perform such duties incident to the office of Secretary as may be assigned from time to time by the President or the Board of Directors.

4.10 Certain Officers to Give Bonds. Every officer, agent or employee of the Corporation, who may receive, handle or disburse money for its account or who may have any of the Corporation's property in such person's custody or be responsible for its safety or preservation, may be required, in the discretion of the Board of Directors, to give bond, in such sum and with such sureties and in such form as shall be satisfactory to the Board of Directors, for the faithful performance of the duties of office and for the restoration to the Corporation, in the event of death, resignation, or removal from office, of all books, papers, vouchers, monies and other property of whatsoever kind in such person's custody belonging to the Corporation.

ARTICLE V Committees

5.1 Committees. The Board of Directors may establish committees ("Committees"), each having specific areas of responsibility, duties, and authority as shall be established by the Board of Directors. In addition to other Committees that may be established from time to time by the Board of Directors, there shall be two (2) standing committees: an Executive Committee and a Finance Committee.

5.2 Committee Appointments and Vacancies. The Board of Directors shall assist the President in the appointment of ~~appoint~~ the members of the Committees, but may delegate authority to appoint Committee members to the chairperson of such Committee. Committee members shall serve at the pleasure of the Board of Directors and may be removed by the President or the Board of Directors at any time. The President, or an authorized delegate of the President, shall add to the committee membership or fill vacancies on established Committees as needed. Individuals who are not Directors may serve on Committees.

5.3 Executive Committee. The Executive Committee shall consist of the following members: the President, the Vice President, the Secretary, the Treasurer, Immediate Past President, the Executive Director, and at the option of the Board, the chairs of the various sub-committees and such other Directors or Corporation employees as may be appointed by the President. The

Immediate Past President, the Executive Director and any Corporation employees appointed to the Executive Committee shall be non-voting members. The Executive Committee may exercise all routine and ordinary powers of the Board of Directors during intervals between meetings of the Board of Directors, but shall have no power of authority to fill vacancies on the Board of Directors, to amend the Articles of Incorporation of the Corporation, to adopt, amend or repeal the Bylaws of the Corporation, to approve a plan of merger to which the Corporation is a party, or to take any action that the Board of Directors has expressly precluded or limited the Executive Committee from taking. The duties of the Executive Committee shall include (a) transacting business of an urgent matter in a timely manner between meetings of the Board of Directors, and to report all actions taken to the Board of Directors for its ratification; (b) developing and maintaining organizational structure and operating procedures of the Board of Directors and its Committees; (c) consulting legal counsel on matters requiring interpretation of legal or quasi-legal documents or which may involve litigation; (d) ensuring compliance with these Bylaws, and all applicable requirements of funding agencies and governmental entities; and (e) supporting the Executive Director in his or her efforts to manage the Corporation. The President shall chair the Executive Committee. The Executive Committee shall meet at the call of the President or the Vice President between regular meeting of the Board of Directors and shall report on any actions taken at the next meeting of the Board of Directors following any meeting of the Executive Committee. The Executive Committee shall keep an accurate record of its meetings.

5.4 Finance Committee. The Finance Committee shall consist of the following members: the Treasurer, and at least two (2) other members of the Board chosen by the Board of Directors. The Finance Committee shall be responsible for the financial oversight and management of the Corporation. The Treasurer shall chair the Finance Committee, and the Corporation's Chief Financial Officer shall be an ex officio member of the Finance Committee. The Finance Committee shall have the following duties: (a) to review financial reports, including any independent annual audit of the Corporation; (b) to make recommendations to the Board of Directors concerning financial policy development, financial development and investment strategies, and the financial affairs of the Corporation; (c) to prepare and adopt an annual budget each fiscal year for presentation to the Board of Directors for adoption and approval; and (d) to advise and assist the Executive Director and the Corporation's Chief Financial Officer in connection with the management of the financial records and funds of the Corporation. The Finance Committee shall keep an accurate record of its meetings.

5.5 Committee Reports. The duties and responsibilities of each Committee shall be developed and approved by the Board of Directors from time to time. Each Committee shall provide such reports to the Executive Committee and/or to the Board of Directors as may be required by the President or the Board of Directors.

ARTICLE VI

Executive Director

6.1 Executive Director. The Board of Directors shall appoint an Executive Director who shall serve as a full-time paid employee of the Corporation pursuant to terms of employment that are approved by the Board of Directors.

6.2 Powers; Duties. The Executive Director shall (a) exercise executive and administrative control over the activities and personnel of the Corporation in accordance with policies and procedures established by the Board of Directors; (b) manage the affairs and direct the work and employees of the Corporation, subject to, and in accordance with, the directions of the Board of Directors; (c) prepare budgets of expense for the approval of the Finance Committee; (d) incur expenses on behalf the Corporation in accordance with approved budgets, or as directed by the Board of Directors; and (e) perform all duties as may be assigned from time to time by the Board of Directors or the President.

6.3 Meetings. The Executive Director shall attend all meetings of the Board of Directors unless otherwise directed by the Board of Directors.

6.4 Reports. The Executive Director shall from time to time, as may be requested by the President or the Board of Directors, make reports of the work and affairs of the Corporation at meetings of the Executive Committee and at any meeting of the Board of Directors.

6.5 Appointment and Removal of Executive Director. The Executive Director shall be appointed by the vote of at least a majority of the Directors in office at a properly convened meeting of the Board of Directors provided that the notice of such meeting includes notice that the Board of Directors would consider and vote on the appointment of an Executive Director. The Executive Director may be removed for any reason by the vote of at least a majority of the Directors in office at a properly convened meeting of the Board of Directors provided that the notice of such meeting includes notice that the Board of Directors would consider and vote on the removal of the Executive Director.

ARTICLE VII Financial Matters

7.1 Fiscal Year. The fiscal year of the Corporation shall ~~begin~~end on the ~~1st~~30th day of ~~July~~June of each year~~;~~, on such other date as determined by the Board of Directors.

7.2 Books and Accounts. The books and accounts of the Corporation shall be kept in accordance with generally accepted accounting principles under the direction of the Treasurer, the Chief Financial Officer, and the Executive Director, and annual financial statements shall be prepared on the basis of a fiscal year ending on the last day of June.

7.3 Audit. At the close of each fiscal year, the books and records of the Corporation shall be audited by an independent certified public accountant and shall be submitted to the Finance Committee and the Board of Directors.

7.4 Contracts. The Board of Directors may authorize any officer or agent of the Corporation, in addition to those Officers and agents authorized by these Bylaws, to enter into and execute contracts, documents and instruments on behalf of the Corporation.

7.5 Checks. All checks, money orders, draft, promissory notes, and other financial instruments shall be signed in such manner as shall be authorized from time to time by resolutions of the Board of Directors.

7.6 Inspection of Books. Any person who shall have been a Stockholder of record for at least six (6) months immediately preceding said person's demand, upon written demand stating the purpose thereof, shall have the right to examine, in person or by agent or attorney, at any reasonable time or times, for any proper purpose, the Corporation's books and records of accounts, minutes and record of Stockholders.

7.7 Limitation or Elimination of Liability. To the maximum extent that the Virginia Stock Corporation Act, as amended, permits the limitation or elimination of the liability of directors or officers, no Director or Officer of the Corporation shall be liable to the Corporation, its members, or any third party.

7.8 Indemnification for Liability. The Corporation shall indemnify any director or officer of the Corporation in the manner set forth in the Corporation's Articles of Incorporation or as otherwise required by law.

ARTICLE VIII Miscellaneous

8.1 Amendments. These Bylaws may be amended by a two thirds (2/3) vote of the duly elected Directors in office at any regular or special meeting called for such purpose, provided that notice of the proposed amendments is stated in the notice of such meeting and such notice is delivered at least fourteen (14) days prior to the meeting.

8.2 Emergency Bylaws. In the event that a quorum of the Board of Directors cannot readily be assembled because of some catastrophic event, the Board of Directors may, consistent with the provisions of Section 13.1-625 of the Virginia Stock Corporation Act, adopt other bylaws to be effective only in such an emergency, which bylaws shall provide procedures for calling a meeting of the Board of Directors, quorum requirements for the meeting, and designation of additional or substitute directors as well as other provisions necessary for managing the Corporation during such emergency. All provisions of these Bylaws consistent with such emergency bylaws shall remain effective during such emergency. Such emergency bylaws shall not be effective after such emergency ends. Corporate action taken by the Corporation in good faith in accordance with such emergency bylaws shall bind the Corporation and may not be used to impose liability on a director, officer, employee, or agent of the Corporation.