



We're Here to Get You There!



Board Meeting Packet

December 3rd, 2025

Greater Lynchburg Transit Co.

8:30 a.m. – 10:00 a.m.

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Agenda

<p>Call to Order and Roll Call</p> <ul style="list-style-type: none"> The meeting will be called to order by the Chair of the Board. Roll call will be taken to confirm the presence of a quorum & remote voting 	3 min
<p>Approval of Minutes</p> <ul style="list-style-type: none"> Approval of minutes from the previous board meetings Any corrections or changes to the minutes will be discussed. 	2 min
<p>Committee & Partner Reports</p> <ul style="list-style-type: none"> Committee Chairs will present updates on their committees' activities. Any issues or challenges will be discussed, and recommendations will be made to the Board 	20 min
<p>General Manager's Report</p> <ul style="list-style-type: none"> The General Manager will present a report on the organization's recent activities. Any remaining reports, ridership, maintenance, etc. 	20 min
<p>Public Comment-</p> <p>a) Speakers should state their name for the official record</p> <p>b) Speakers will be allotted a maximum of 3 minutes</p> <p>Speakers representing a group will be allotted a maximum of 5 minutes should state the name of the group they are representing for the official record</p>	
<p>Unfinished/Old Business</p> <ul style="list-style-type: none"> Any unfinished business from previous meetings will be addressed. 	10 min
<p>New Business</p> <ul style="list-style-type: none"> New business items will be discussed and any necessary actions will be taken. 	15 min
<p>President's Report</p> <ul style="list-style-type: none"> The Board will discuss any necessary development or education topics. Board member comments. 	10 min
<p>Adjournment-</p> <ul style="list-style-type: none"> The Chair will ask for a motion to adjourn the meeting. 	10 min
	5 min

Minutes of the Previous Meeting

Attendance November 2025 Board Meeting

Board President: Cameron Howe

Board Vice President: Tab Sprouse

Secretary-Treasurer: Ben Blanks

Members: Valerie Holmes; Mercedes Braun; Brian Landergan; Gary Dupriest; Andre Miller

Staff: Josh Moore; Natalie Wilkins; Chris Poindexter; Steve Overstreet; Donna Klein; Scott Poindexter

Absent: Christopher Hackman

Guests: Kyle Trissel of DRPT; Kelly Hitchcock and Bruce Vlk of Central Virginia Planning District Commission

[Click link for](#)

▶ [September , 2025 Board Minutes](#)

▶ [October, 2025 Board Minutes](#)

▶ [October, 2025 Work Session](#)

▶ [Annual Meeting 2025 Board Minutes](#)

▶ [November 2025 Board Minutes](#)





Committee & Partner Reports

Central Virginia Commuter Services
Ada Hunsberger

CVPDC Transportation Planner
Bruce Vlk





General Manager's Report

Staff were very busy in November with working to ensure that we had funding to sustain us through the Federal shutdown. We are still awaiting our 5307 funding, but contributions from the City and DRPT have allowed us to have some relief while we wait for our applications to be processed.

Ridership in October was a new monthly record for the past five years. In November, we began a long-term detour with Route 1B due to the construction on 5th St. This is leading to substantial delays on this route, and we do not expect any changes in this until construction is completed in mid-2027.

As we enter Winter, I also want to remind everyone to be safe in operating vehicles and walking in the winter weather and to ensure that you use traction aids or ice cleats if conditions are slick in parking lots and driveways as this and shoveling snow without stretching and warming up are two leading causes of winter injuries.

Statement of Financials

Click link below for

▶ [Financials](#)

Ridership

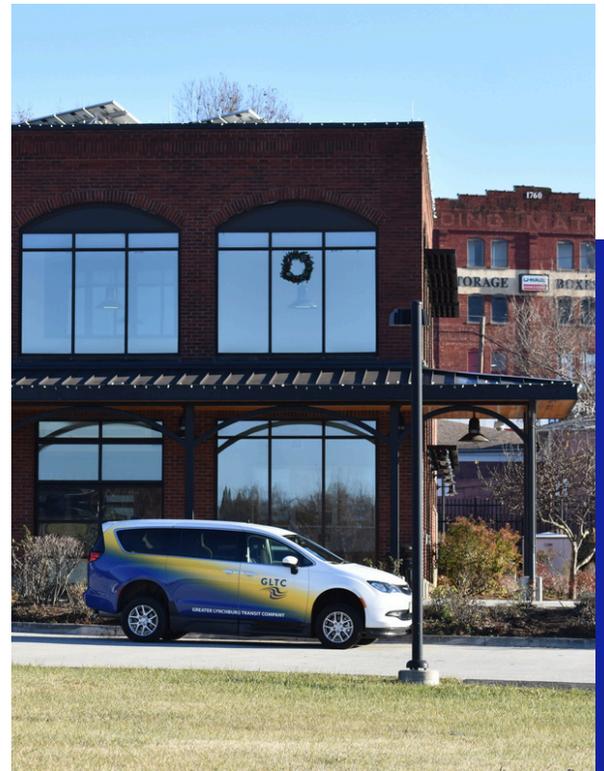
Click link below for

▶ [October Ridership](#)

Public Comment

- a) Speakers should state their name for the official record**
- b) Speakers will be allotted a maximum of 3 minutes**

**SPEAKERS REPRESENTING A GROUP
WILL BE ALLOTTED A MAXIMUM OF 5
MINUTES AND SHOULD STATE THE NAME
OF THE GROUP THEY ARE
REPRESENTING FOR THE OFFICIAL
RECORD**



OLD BUSINESS

No Old Business at this time.

AGENDA ITEMS

Click Links Below

[\(A\) FY-25 Audit Report](#)

[\(B\) FY-27 Operating Budget](#)

[\(C\) ATU 1493 / CVTMCI COLLECTIVE BARGAINING AGREEMENT](#)

President's Report

No report

Adjournment

*Next Board Meeting, January 7th, 2026 800 Kemper Street
GLTC Board Room @ 8:30 a.m.*

*Next Work Session: January 26th, 2026 800 Kemper Street
GLTC Board Room @ 8:30 a.m.*



GLTC Board of Directors



Cameron Howe- President
chowe@gltconline.com

Tab Sprouse- Vice President
tsprouse@gltconline.com

Ben Blanks- Secretary/Treasurer
bblanks@gltconline.com



Brian Landergan
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mbraun@gltconline.com



Andre Miller
amiller@gltconline.com

Christopher Hackman
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Valerie Holmes
vholmes@gltconline.com

Members may be reached by mail by addressing items to

[Board Member]

GLTC Board of Directors

P O Box 11286

Lynchburg, VA 24506

The attached documents are the approved documents from the previous Board meeting. These minutes were presented to the Board, voted on, and adopted as the official record.

Greater Lynchburg Transit Company
Board Meeting Minutes
December 3rd, 2025
8:30 a.m. – 10:30 a.m.

A board meeting of the Board of Directors of the Greater Lynchburg Transit Company was held on December 3rd, 2025, at GLTC's Transfer Station, 800 Kemper Street, Lynchburg, Virginia.

Attendance

Board President: Cameron Howe

Board Vice President: Tab Sprouse

Secretary-Treasurer: Ben Blanks

Members: Valerie Holmes; Mercedes Braun; Brian Landergan; Andre Miller; Christopher Hackman

Staff: Josh Moore; Natalie Wilkins; Chris Poindexter; Steve Overstreet; John Yauger; Donna Klein; Scott Poindexter

Absent: Gary Dupriest

Guests: Kyle Trissel of DRPT; Bruce Vlk of Central Virginia Planning District Commission; Kim Horn of Brown Edwards

Call to Order – 8:30 a.m.

Ms. Howe called the meeting to order. Roll call was conducted by Mr. Poindexter, and a quorum was confirmed.

Consideration of Meeting Minutes Approval

Ms. Howe requested that approved documents referenced within minutes (including items such as bylaws) be embedded directly within the official PDF minutes record to ensure permanence and reduce reliance on links that may change over time. Ms. Howe asked for a motion to approve the September 2025 Board Minutes, October 2025 Board Minutes, October 2025 Work Session, 2025 Annual Meeting Minutes, and November 2025 Board Minutes. Mr. Hackman made a motion to approve the minutes. Mr. Blanks seconded the motion, the motion passed unanimously.

Committee & Partner Reports

Services & CVPDC Transportation Planner

Mr. Vlk provided updates from Central Virginia Planning District Commission staff. The Lynchburg Multimodal Plan was reported as ongoing. A survey event was held in November at the GLTC transfer station lobby to gather rider input related to human services access. The Bus Stop Inventory and Recommendations Plan was reported as progressing with early GIS work underway. The regional Safety Action Plan was noted as recently adopted. Mr. Vlk discussed Central Virginia Commuter Services updates including results from the Clean Commute Challenge (175+ trips recorded with approximately 2,000 vehicle miles saved) and the launch of DRPT's Ride Home Rewards program through the ConnectingVA app.

General Manager Report

Mr. Moore reported that staff activity in November was heavily focused on maintaining operational stability during federal disruptions and managing cash flow while awaiting federal 5307 processing.

Greater Lynchburg Transit Company
Board Meeting Minutes
December 3rd, 2025
8:30 a.m. – 10:30 a.m.

Financials

Mr. Moore informed the Board that full financial statements were not available. The delay is due to the federal government shutdown impacts on reporting timelines. System restrictions prevent monthly close-outs until the prior fiscal year is finalized and audited. The accounting system does not allow rolling months forward until the previous year is completely closed. Mr. Moore discussed preliminary monthly operating results. July showed a slight deficit, August showed a slight surplus, and September showed approximately a \$36,000 deficit. Those numbers may change slightly when formal statements are issued.

Mr. Trissel stated that the 5307-allocation application is still in process with the Federal Transit Administration. GLTC wants to secure the standard allocation before requesting any grant modifications or special provisions. Mr. Moore noted that The City of Lynchburg and the Virginia Department of Rail and Public Transportation provided critical cash flow support that allowed GLTC to continue operations during the federal funding uncertainty. The City of Lynchburg advanced third quarter funding early and approved a fourth quarter advance. DRPT advanced the remainder of the annual operating funds.

Mr. Landergan asked if GLTC had a secured fuel cost contract? Mr. Moore confirmed that there are no fuel contracts currently in place. GLTC is spot-purchasing fuel from vendors.

Ridership and Operating Statistics

Mr. Moore reported October ridership was the highest ridership in five years. Seasonal declines are expected November–February due to student travel and winter weather. Route 4 ridership remains the highest (22–25% of system ridership) and is operating at near-capacity despite staffing constraints. On-time performance declined slightly in October. Route 1B detour (Fifth Street construction, ~15 months duration) causes false "early" arrivals in system records despite operators maintaining schedule compliance.

Public Comment

Ms. Howe asked for public comment. No public comment made.

OLD BUSINESS

No Old Business discussed.

AGENDA ITEMS

- (A) FY-25 Audit Report
- (B) FY-27 GLTC OPERATING BUDGET
- (C) ATU 1493 / CVTMCI COLLECTIVE BARGAINING AGREEMENT

Greater Lynchburg Transit Company
Board Meeting Minutes
December 3rd, 2025
8:30 a.m. – 10:30 a.m.

A – FY-25 Audit Report

Ms. Horn reported that GLTC received an unmodified ("clean") audit opinion for FY25, the best possible outcome. No material weaknesses or significant deficiencies in internal controls were identified. No management letter was issued—extending GLTC's 17-year track record of clean audits without exceptions.

Net position improved by \$4,026,820, driven primarily by substantial capital investment. Capital assets increased by \$4,021,227 through \$6,012,120 in new additions (buses, vehicles, and mobile fare system) offset by \$1,998,893 in depreciation. Federal receivables declined \$168,000 due to lower federal operating assistance in FY25. These investments reflect fleet modernization and technology infrastructure upgrades.

Operating expenses increased by \$290k with the largest pressures in fringe benefits and wages. Non-operating revenues from the City of Lynchburg decreased, while federal operating grants rose. Capital contributions surged to \$4,324,851. A local share payable of \$16,036 was recorded for FY25.

The federal compliance testing will be delivered in a single audit report. It will be issued separately due to federal government delays in releasing the Compliance Supplement (delayed until November 26, 2025). This administrative delay does not reflect any compliance or operational deficiencies at GLTC.

B – FY-27 GLTC Operating Budget

Mr. Moore presented the proposed FY-27 Operating Budget. He led the discussion by highlighting the revenue challenges and the decline of state operating assistance.

State operating assistance will decrease in FY27 due to expiration of TRIP funding for Route 4's third bus and microtransit pilot funding at fiscal year-end. Without alternative funding, Route 4 service will reduce from three buses to two buses. State operating assistance shows modest growth per formula-driven estimates. Passenger revenues and contract revenues remain unchanged. The Central Virginia Community College contract may adjust up to 10 percent (~\$5,000 maximum) pending ridership review before June. Advertising revenue is conservatively held flat due to year-to-year variability.

Mr. Moore stated that health insurance is the primary driver of budget growth. The FY27 budget assumes a 30% increase in health insurance costs. The prior two years recorded increases of 36% and 24%. He noted that the approximately \$800,000 increase from FY26 to FY27 is driven overwhelmingly by health insurance. Wages include a 2% placeholder increase, consistent with the increase provided to City employees. He advised the Board of a key competitiveness risk. Historically, GLTC has maintained operator pay scales with other state transit agencies. If GLTC limits wage growth to 2% in FY27, GLTC operators will fall behind in compensation. That will create a recruitment and retention challenge.

Greater Lynchburg Transit Company
Board Meeting Minutes
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8:30 a.m. – 10:30 a.m.

Utilities reflect a small net increase driven by an anticipated 16% water cost increase consistent with historical trends over the past several years. Water is the lowest-cost utility component. Mr. Moore briefed the Board on increasing technology cost. A significant contributor in recent years has been the industry-wide shift to cloud-based subscription models. Vendors are transitioning from one-time software purchases to recurring subscription structures. Vendors now commonly require recurring fees in the range of \$20,000 to \$40,000 per year for cloud subscriptions. Microsoft Office 365 and email costs have increased annually for several years.

Ms. Howe asked for a motion to approve the FY-27 Operating Budget. Mr. Miller made a motion to approve the budget. Seconded by Mr. Landergan motion carried, Ms. Braun voting nay.

The Board reviewed the City's funding request and the resulting operational impacts. Mr. Moore noted that the potential flat or decreased funding amount from the City of Lynchburg may require significant service reductions in the coming year including the elimination of Sunday service. The Board also discussed engagement strategy with the Lynchburg City Council. GLTC staff is preparing tiered service/budget scenarios that will be presented to Council.

To improve long-term financial sustainability, the Board discussed revenue diversification options including corporate sponsorships tied to defined service outcomes. They discussed community partnership fundraising options. To advance these concepts, the Board established a temporary Budget Subcommittee through June 2026, focused on sponsorships, universal access, and related funding mechanisms. Ms. Howe asked for a motion to approve the creation of the budget subcommittee. Mr. Landergan made a motion to establish the sub-committee for the purpose of addressing budget issues. Mr. Miller seconded the motion, and the vote passed unanimously.

C – ATU 1493 / CVTMCI COLLECTIVE BARGAINING AGREEMENT

Mr. Moore presented a one-year collective bargaining agreement for approval. He noted the union members had already approved the agreement. The shorter term reflects benefits volatility and the intent to reopen negotiations in spring 2026. The agreement included a 2% wage increase and operational updates including expanded use of sick leave for medical appointments and revisions to vacation buyback processes. Ms. Howe asked for a motion to approve the agreement. Mr. Miller made a motion to approve C – ATU 1493 / CVTMCI COLLECTIVE BARGAINING AGREEMENT. Mr. Blanks seconded the motion, and the vote passed unanimously.

President's Report

No official report presented. Ms. Howe asked for a motion to cancel the upcoming December work session. Ms. Braun made a motion to cancel the work session on December 18th, 2025. Mr. Landergan seconded the motion, the vote passed unanimously.

Adjournment

Ms. Howe asked for a motion to adjourn. Ms. Braun made a motion to adjourn the meeting. Mr. Blanks seconded the motion, and the meeting ended at 10:35 a.m.

Greater Lynchburg Transit Company
Board Meeting Minutes
December 3rd, 2025
8:30 a.m. – 10:30 a.m.

Secretary/Treasurer

Next Meeting Dates

Next Board Meeting: January 7th, 2026 - 800 Kemper Street GLTC Board Room @8:30 a.m.
Next Work Session: January 22nd, 2026 - 800 Kemper Street GLTC Board Room @ 8:30 a.m.
Next Budget-Ad Hoc Sub Committee Meeting: January 8th, 2026 - 900 Church St.
Lynchburg, VA 24504, 2nd Floor Training Room @ 3 p.m.

Greater Lynchburg Transit Company
Board Meeting Minutes
November 5th, 2025
8:30 a.m. – 10:30 a.m.

A board meeting of the Board of Directors of the Greater Lynchburg Transit Company was held on November 5th, 2025, at GLTC's Transfer Station, 800 Kemper Street, Lynchburg, Virginia.

Attendance

Board President: Cameron Howe

Board Vice President: Tab Sprouse

Secretary-Treasurer: Ben Blanks

Members: Valerie Holmes; Mercedes Braun; Brian Landergan; Gary Dupriest; Andre Miller

Staff: Josh Moore; Natalie Wilkins; Chris Poindexter; Steve Overstreet; Donna Klein; Scott Poindexter

Absent: Christopher Hackman

Guests: Kyle Trissel of DRPT; Kelly Hitchcock and Bruce Vlk of Central Virginia Planning District Commission

Call to Order – 8:30 a.m.

Ms. Howe called the meeting to order. Roll call was conducted by Mr. Poindexter, and a quorum was confirmed.

Consideration of Meeting Minutes Approval

Mr. Blanks asked for correction/addendum regarding the 5th Street construction project. The original minutes stated that the detour would affect Route 1 only. Mr. Blanks stated that the detour also impacts Routes 1A, 1B, 5, and 11. Ms. Howe confirmed that for record-keeping purposes, rather than revising the minutes an addendum would be added noting: "This also affects Routes 1A, 1B, 5, and 11."

Ms. Howe asked for a motion to approve the October Board of Directors meeting minutes with the noted addendum. Ms. Sprouse made a motion to approve the October minutes. Mr. Blanks seconded the motion, the motion passed unanimously.

Committee & Partner Reports

Services & CVPDC Transportation Planner

Ms. Hitchcock provided an update on behalf of Transit Planner Bruce Vlk. She reported that the bus stop inventory analysis is in progress. The Department of Rail and Public Transportation (DRPT) rider input pop-up will be held at the GLTC Transfer Center. The Central Virginia Transportation Improvement Program (CVTIP) is projected to be approved by February or March of 2026.

General Manager Report

Mr. Moore reported that GLTC has a new Payroll Clerk to help resolve finance backlogs and the Finance Intern is assisting with routine tasks.

Financials

Greater Lynchburg Transit Company
Board Meeting Minutes
November 5th, 2025
8:30 a.m. – 10:30 a.m.

Mr. Moore informed the board members that the financials are not yet finalized. Draft financials are expected to be presented at the upcoming work session. Final financials will be completed once the audit is finished.

Ridership and Operating Statistics

Mr. Moore reported September 2025 ridership was the highest since February 2020. Preliminary October data indicates continued growth. Paratransit and Flex service are steady at roughly 2,400–2,500 trips/month. On-time performance improved slightly, while missed trips increased amid operator shortages and seasonal factors (vacation and illness).

The monthly report now tracks major road calls and events requiring towing or significant repairs. Route 4 had roughly 14,000 riders in September. Route 1B continues to face delays due to the 5th Street detour.

Public Comment

Ms. Howe asked for public comment. No public comment made.

OLD BUSINESS

GLTC Funding Update

Mr. Moore gave a funding review detailing grants and city funding. GLTC received third quarter funds from the City of Lynchburg in October rather than the normal January disbursement. This advance was intended to provide a buffer period before decisions on continued funding must be made. He stated that a comprehensive operational and funding plan detailing costs and timelines for continuing operations has been submitted to city staff for review. City of Lynchburg staff has expressed concerns about ability to provide additional funding.

As of October 2025, GLTC is owed approximately \$1.6 million in federal reimbursements. This represents expenditures made using city funds (including the accelerated third quarter payment), county funds, and organizational reserves for which federal reimbursement has not yet been received. State funding has transitioned to providing payments monthly. The monthly state payments are immediately absorbed by health insurance costs equaling limited operational funds. Mr. Miller asked what happens if no additional funding is received? Contingency Scenarios: If reductions are unavoidable options include:

- (1) Sunday-level service six days/week operating 7:00 a.m.–7:00 p.m., reduce Route 4 to two buses, and pause Routes 9 and 11.
- (2) Paratransit will have only medical office trips.
- (3) No service—retaining only staff to satisfy reporting requirements.

AGENDA ITEMS

- (A) CVPDC – MULTIMODAL PLAN
- (B) FY-27 CAPITAL IMPROVEMENT PLAN
- (C) CLOSED SESSION

A – MULTIMODAL PLAN

Ms. Hitchcock presented an in-depth update on the multimodal plan reviewing connectivity access, demand and usage potential. The presentation was a GIS-driven assessment of pedestrian and bicycle needs for transit access. The methodology segments every street into 4,500+ pieces and divides the city into ¼-mile walk sheds. Scoring each area across Connectivity & Access (destinations, network gaps, pedestrian stress, transit access, intersection density) and Demand & Usage (land-use diversity/entropy, employment/population density, demographic need, proximity to schools). Composite scores generate a tiered network of spine corridors, secondary connectors, and neighborhood fill-ins.

The plan is funded via DRPT \$5303, VDOT/TPO work program resources, and GLTC support, with no direct City appropriation. Next steps include a prioritized project list, a draft plan returning to the Board, and a public hearing in early 2026.

B – FY-27 CAPITAL IMPROVEMENT PLAN

Mr. Moore presented a proposed FY-27 Capital Improvement Plan that aligned with State of Good Repair (SGR) under GLTC's Transit Asset Management (TAM) plan. The program stabilizes fleet age, reduces unscheduled maintenance exposure, and replaces end-of-life software platforms that support paratransit scheduling and financial operations. Except where noted, the program assumes state capital participation with a local match.

- Revenue Vehicles — 4 Light-Duty/Body-on-Chassis (BOC) Replacements. These units replace the remaining 2016-era BOCs that are now beyond useful life and incurring higher upkeep. Vehicle purchases plus build-up items (farebox, AVL/radio, in-service hardware), pre-delivery/inspection travel, and contingency.
- Non-Revenue Fleet — 1 Maintenance Truck & 3 Support Vehicles.
- Three Support Vehicles (≈ \$198,000 total; ≈ \$66,000 per unit): Replaces aging 2016 SUVs used for supervisory and non-revenue operations.

Greater Lynchburg Transit Company
Board Meeting Minutes
November 5th, 2025
8:30 a.m. – 10:30 a.m.

- Paratransit Scheduling System – Software Replacement
- Paratransit Scheduling – On-Board/Server Hardware (≈ \$75,000): Tablets/MDTs, communications equipment, and back-end components necessary for the new scheduling platform. Replaces the end-of-life Great Plains system per Microsoft’s sunset/forced migration timeline.

Ms. Howe asked for a motion to approve the FY 27 Capital Improvement Plan. Mr. Blanks made a motion to accept the FY27-CIP. Mr. Miller seconded the motion, the motion carried unanimously.

B – CLOSED SESSION

Motion to enter closed session:

At 10:00 AM, Ms. Howe asked for a motion to enter closed session in accordance with §2.2-3711(A)(1) of the Code of Virginia for the purpose of consultation with legal counsel employed or retained by a public body regarding specific legal matters requiring the provision of legal advice by such counsel. Mr. Miller made a motion to enter closed session. Mr. Blanks seconded the motion and it passed unanimously.

Attendees:

Cameron Howe; Tab Sprouse; Ben Blanks; Brain Landergan; Gary Dupriest; Valerie Holmes; Andre Miller

Staff: Josh Moore; Natalie Wilkins; Chris Poindexter; Steve Overstreet; Donna Klein

Guest: Kyle Trissell of Department of Rail and Public Transportation (DRPT)

Motion to Exit Closed Session:

At 10:33 AM, Mr. Landergan moved to exit the closed session. The motion was seconded by Mr. Blanks. The motion carried unanimously.

President’s Report

No official report presented.

Adjournment

Ms. Howe asked for a motion to adjourn. Mr. Miller made a motion to adjourn the meeting. Ms. Sprouse seconded the motion, and the meeting ended at 10:00 a.m.

Secretary/Treasurer

Greater Lynchburg Transit Company
Board Meeting Minutes
November 5th, 2025
8:30 a.m. – 10:30 a.m.

Next Meeting Dates

Next Board Meeting: Dec. 3rd, 2025 – 8:30 a.m. 800 Kemper Street GLTC Board Room @8:30 a.m.
Next Work Session: November 20th, 2025, 800 Kemper Street GLTC Board Room @ 8:30 a.m.



GREATER LYNCHBURG TRANSIT COMPANY

We're Here To Get You There!

October 31st, 2025

Re: FY27 Draft Capital Improvement Plan Overview

Dear GLTC Board of Directors,

Attached is a draft version of the FY27 Capital Improvement Plan (CIP). Most items are replacements or upgrades for existing vehicles or infrastructure to comply with the Transit Asset Management (TAM) program state of good repair guidelines.

Projects that are deal with state of good repair and TAM guidelines are:

- 4 Light-duty Body-on-Chassis replacements for 2016 vehicles
- 3 Support Vehicle replacements for 2016 vehicles
- Replacement of a 2016 maintenance truck

There are two projects that would be new projects that would not be considered TAM projects.

- Replacement of PTS Software and Hardware
 - This project would replace the existing RouteMatch paratransit software with new software, possibly also incorporating our microtransit needs and reducing overall costs. GLTC is currently assisting DRPT with creating a statewide procurement consortium to gather better pricing and competition for multiple agencies. This software has been in use since 2011 and is both dated and scheduled for end-of-life by the current owner, requiring us to transition to either new software or their new system. Though this is not a TAM project, this should score highly due to the impact on customers and the direct operational impact of this software and hardware.
- Financial Management System Replacement
 - This project would replace our existing Great Plains financial software with a modern software suite. Microsoft has announced that they are decommissioning Greate Plains in the 2027 timeframe, and customer must either move onto Microsoft Dynamics, or find another software option. The cost of transitioning to Dynamics will be similar to the cost for transitioning to new software, so staff feel that it is an opportune time to examine all options.

Due to the disruptions with the shutdown of the Federal Government, existing projects in progress, and the financial pressures on the City of Lynchburg with uncertain economic forecasts and funding, most items proposed for this budget are required under state of good repair or are for systems that are slated for decommissioning in the near future and which require an solution and time to enact the transition.





GREATER LYNCHBURG TRANSIT COMPANY

We're Here To Get You There!

Please do not hesitate to let me know if you have any questions or wish further information on any of these items.

Sincerely,

Josh Moore
General Manager

419 Bradley Drive • Lynchburg, VA 24501 | PO Box 11286 • Lynchburg, VA 24506
434.455.5080 Office • **434.528.4582** Fax • www.GLTCOnline.com

The Central Virginia Transit Management Company, Inc., employs all Administrative Staff, Bus Operators and Maintenance Personnel for the Greater Lynchburg Transit Company (GLTC). GLTC is professionally managed by First Transit, a division of First Group America.



Project Name:
Project Description:

4 LD Replacement BOCs

Project Type: Revenue Vehicles

These are replacement vehicles for the 4 remaining BOCs that are at the end of their useful life.

Revenues	Prior Funding	FY27	FY28	FY29	FY30	FY31	Total
Federal	\$ -	\$ 639,200	\$ -	\$ -	\$ -	\$ -	\$ 639,200
State	\$ -	\$ 169,200	\$ -	\$ -	\$ -	\$ -	\$ 169,200
Local	\$ -	\$ 131,600	\$ -	\$ -	\$ -	\$ -	\$ 131,600
Total	\$ -	\$ 940,000	\$ -	\$ -	\$ -	\$ -	\$ 940,000

Estimated Project Costs and Year of Expenditure	Prior Expenditures	FY27	FY28	FY29	FY30	FY31	Total
Vehicle	\$ -	\$ 912,000	\$ -	\$ -	\$ -	\$ -	\$ 912,000
BLI	\$ -	\$ 9,700	\$ -	\$ -	\$ -	\$ -	\$ 9,700
Radio	\$ -	\$ 2,800	\$ -	\$ -	\$ -	\$ -	\$ 2,800
In-Service/Hardware	\$ -	\$ 10,450	\$ -	\$ -	\$ -	\$ -	\$ 10,450
Inspection Travel	\$ -	\$ 2,900	\$ -	\$ -	\$ -	\$ -	\$ 2,900
	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Contingency	\$ -	\$ 2,150	\$ -	\$ -	\$ -	\$ -	\$ 2,150
Total	\$ -	\$ 940,000	\$ -	\$ -	\$ -	\$ -	\$ 940,000

Estimated Operating Costs Impact:

Initial operating costs will go down for the first couple of years as the vehicles will be new and any unexpected non-routine maintenance expenses will be covered under warranty

Notes:

Applying for 5339 for 68%, DRPT for 18%, Local 14%. Vehicles scheduled (FY23/24) for replacement under TAM/State of Good Repair

Project Name:
Project Description:

2 Support Vehicles

Project Type: Support Vehicles

This includes replacement operations vehicles in service since 2016.

Revenues	Prior Funding	FY27	FY28	FY29	FY30	FY31	Total
Federal	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
State	\$ -	\$ 103,768	\$ -	\$ -	\$ -	\$ -	\$ 103,768
Local	\$ -	\$ 48,832	\$ -	\$ -	\$ -	\$ -	\$ 48,832
Total	\$ -	\$ 152,600	\$ -	\$ -	\$ -	\$ -	\$ 152,600

Estimated Project Costs and Year of Expenditure	Prior Expenditures	FY27	FY28	FY29	FY30	FY31	Total
Ops Vehicles	\$ -	\$ 138,200	\$ -	\$ -	\$ -	\$ -	\$ 138,200
Radios	\$ -	\$ 1,800	\$ -	\$ -	\$ -	\$ -	\$ 1,800
In-Service	\$ -	\$ 12,600	\$ -	\$ -	\$ -	\$ -	\$ 12,600
In-Service	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Contingency	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Total	\$ -	\$ 152,600	\$ -	\$ -	\$ -	\$ -	\$ 152,600

Estimated Operating Costs Impact:

Initial operating costs will go down for the first couple of years as the vehicles will be new and any unexpected non-routine maintenance expenses will be covered under warranty

Notes:

Funding would be either GLTC or DRPT 5339.

Project Name:
Project Description:

1 Maintenance Vehicle

Project Type: Support Vehicles

This includes the replacement of a maintenance truck in service since 2016.

Revenues	Prior Funding	FY27	FY28	FY29	FY30	FY31	Total
Federal	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
State	\$ -	\$ 28,900	\$ -	\$ -	\$ -	\$ -	\$ 28,900
Local	\$ -	\$ 13,600	\$ -	\$ -	\$ -	\$ -	\$ 13,600
Total	\$ -	\$ 42,500	\$ -	\$ -	\$ -	\$ -	\$ 42,500

Estimated Project Costs and Year of Expenditure	Prior Expenditures	FY27	FY28	FY29	FY30	FY31	Total
Ops Vehicles	\$ -	\$ 34,570	\$ -	\$ -	\$ -	\$ -	\$ 34,570
Radios	\$ -	\$ 500	\$ -	\$ -	\$ -	\$ -	\$ 500
In-Service	\$ -	\$ 7,430	\$ -	\$ -	\$ -	\$ -	\$ 7,430
	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Contingency	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Total	\$ -	\$ 42,500	\$ -	\$ -	\$ -	\$ -	\$ 42,500

Estimated Operating Costs Impact:

Initial operating costs will go down for the first couple of years as the vehicles will be new and any unexpected non-routine maintenance expenses will be covered under warranty

Notes:

This will replace a full-size truck with a small-light duty truck. Funding would be 5339.

Project Name: PTS System Update - Hardware Project Type: ITS Hardware

Project Description:

This will replace the current PTS system which has been in use since 2011. The system is being discontinued by the vendor and will require us to transition platforms. We will be purchasing off of the cooperative contract that we re currently assisting DRPT with running. This may replace both PTS and microtransit systems.

Revenues	Prior Funding	FY27	FY28	FY29	FY30	FY31	Total
Federal	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
State	\$ -	\$ 51,000	\$ -	\$ -	\$ -	\$ -	\$ 51,000
Local	\$ -	\$ 24,000	\$ -	\$ -	\$ -	\$ -	\$ 24,000
Total	\$ -	\$ 75,000	\$ -	\$ -	\$ -	\$ -	\$ 75,000

Estimated Project Costs and Year of Expenditure	Prior Expenditures	FY27	FY28	FY29	FY30	FY31	Total
ITS Hardware - Veh	\$ -	\$ 65,000	\$ -	\$ -	\$ -	\$ -	\$ 65,000
ITS Hardware - Disp	\$ -	\$ 10,000	\$ -	\$ -	\$ -	\$ -	\$ 10,000
	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Contingency	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Total	\$ -	\$ 75,000	\$ -	\$ -	\$ -	\$ -	\$ 75,000

Estimated Operating Costs Impact:

First year costs may be capitalized, but operational costs after the first year will then need to be incorporated into the operating budget. It is a high likelihood that most if not all of the system will be hosted, however, costs with our current vendor have escalated to the range of hosted costs.

Notes:

This project is partnered with the software component. Funding would be DRPT 5307

Project Name: PTS System Update - Hardware Project Type: ITS Hardware

Project Description:

This will replace the current PTS system which has been in use since 2011. The system is being discontinued by the vendor and will require us to transition platforms. We will be purchasing off of the cooperative contract that we re currently assisting DRPT with running. This may replace both PTS and microtransit systems.

Revenues	Prior Funding	FY27	FY28	FY29	FY30	FY31	Total
Federal	\$ -	\$ 90,000	\$ -	\$ -	\$ -	\$ -	\$ 90,000
State	\$ -	\$ 45,000	\$ -	\$ -	\$ -	\$ -	\$ 45,000
Local	\$ -	\$ 15,000	\$ -	\$ -	\$ -	\$ -	\$ 15,000
Total	\$ -	\$ 150,000	\$ -	\$ -	\$ -	\$ -	\$ 150,000

Estimated Project Costs and Year of Expenditure	Prior Expenditures	FY27	FY28	FY29	FY30	FY31	Total
ITS Software	\$ -	\$ 150,000	\$ -	\$ -	\$ -	\$ -	\$ 150,000
	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Contingency	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Total	\$ -	\$ 150,000	\$ -	\$ -	\$ -	\$ -	\$ 150,000

Estimated Operating Costs Impact:

First year costs may be capitalized, but operational costs after the first year will then need to be incorporated into the operating budget. It is a high likelihood that most if not all of the system will be hosted, however, costs with our current vendor have escalated to the range of hosted costs.

Notes:

This project is partnered with the hardware component. Federal funding is tentatively identified as GLTC and DRPT 5307.

Project Name: Finance Software Replacement

Project Type: ITS Software

Project Description:

This will replace the current financial management system Great Plains. This system is at the end of life and Microsoft has informed us that they will be discontinuing support and requiring all users to migrate to another platform by the end of calendar year 2027.

Revenues	Prior Funding	FY27	FY28	FY29	FY30	FY31	Total
Federal	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
State	\$ -	\$ 119,000	\$ -	\$ -	\$ -	\$ -	\$ 119,000
Local	\$ -	\$ 56,000	\$ -	\$ -	\$ -	\$ -	\$ 56,000
Total	\$ -	\$ 175,000	\$ -	\$ -	\$ -	\$ -	\$ 175,000

Estimated Project Costs and Year of Expenditure	Prior Expenditures	FY27	FY28	FY29	FY30	FY31	Total
ITS Software	\$ -	\$ 175,000	\$ -	\$ -	\$ -	\$ -	\$ 175,000
	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Contingency	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Total	\$ -	\$ 175,000	\$ -	\$ -	\$ -	\$ -	\$ 175,000

Estimated Operating Costs Impact:

First year costs may be capitalized, but operational costs after the first year will then need to be incorporated into the operating budget. It is a high likelihood that most if not all of the system will be hosted, however, costs with our current vendor have escalated to the range of hosted costs.

Notes:

Exact grant funding for thi has not been identified. Final funding will depend on grant scoring and availability of grant funds.

**Greater Lynchburg Transit Company
ANNUAL STOCKHOLDER'S MEETING
Minutes**

On Wednesday, October 22nd, 2025, GLTC held The Annual Stockholder's Meeting. The City Council of Lynchburg, Virginia, the sole stockholder. The meeting was held at the Greater Lynchburg Transit Company, 419 Bradley Drive, Lynchburg, Virginia.

Attendance

Board President: Cameron Howe

Board Vice President: Tab Sprouse

Secretary-Treasurer: Ben Blanks

Members: Valerie Holmes; Mercedes Braun; Christopher Hackman; Brian Landergan; Gary Dupriest; Andre Miller

Staff: Josh Moore; Natalie Wilkins; Steve Overstreet; Donna Klein; John Yauger; Wanda Wilson; Scott Poindexter; Doressa Chilton; Allen Robey; Melissa Paige; Kevin Lacy; Sandra Ferguson

Guests: Mayor Larry Taylor of The City of Lynchburg; Sam Howe; Alden Howe; Sawyer Howe; Debra Lacy; Shaquille Cook; Emily Overstreet

Welcome/Introduction

At 6:30 PM, Ms. Howe called the Annual Stockholders Meeting to order.

Ms. Howe reflected on the past year expressing appreciation for GLTC senior staff members and employees. She noted the significant organizational progress that has been achieved over the past year. GLTC completed its first year of microtransit operations, which replaced lower-ridership fixed routes with more flexible service. GLTC introduced technology on buses to help reduce blind spots and increase safety for both operators and passengers. Electronic passes have been created throughout the system to enhance the user experience. Ms. Howe concluded by thanking staff, riders, and stockholders for their continued trust and investment in GLTC.

Approval of Bylaws

Ms. Howe asked for a motion to accept the approval of the newly revised bylaws. Mr. Hackman made a motion to approve the bylaws. Mr. Dupriest seconded the motion and the bylaws passed unanimously. Mr. Moore called upon the Secretary Mr. Blanks to come forward to officially seal the bylaws.

FY-2025 Audit Review

Mr. Moore reported on the status of the annual financial audit. He explained that under normal circumstances GLTC's auditors would deliver the audit and financial reports for the previous year at the Annual Stockholders Meeting. Unfortunately, the audit is complete. The delay is attributed to external federal processes beyond the organization's control.

**Greater Lynchburg Transit Company
ANNUAL STOCKHOLDER'S MEETING
Minutes
Remarks from City Council**

Mayor Taylor expressed gratitude for the hard work and dedication of everyone at GLTC. He reaffirmed the City's support for GLTC's operations and mission.

General Manager's Remarks

Mr. Moore provided comprehensive operational updates and highlights from the past year.

- **Employee Engagement and Transit Events**
GLTC hosted or participated in several events including the Paratransit Rodeo and Bus Rodeo competitions.
- **Youth Engagement and Career Development Programs**
Throughout the year GLTC educated multiple youth groups with career learning programs. These programs provided students with opportunities to learn about GLTC operations and explore potential transit careers. Mr. Moore highlighted the new Transit Academy as a significant initiative. GLTC operated this program in partnership with One Community One Voice organization. The program was designed to serve youth who had not previously experienced public transit while teaching them how to ride the system. The program also taught how to develop general life skills while exposing students to positions at GLTC.
- **Special Events and Community Traditions**
Mr. Moore highlighted GLTC's seasonal community engagement through its decorated buses. The Halloween bus operates on October 31st, 2025, providing festive service to the community. The bus is also scheduled to be converted into the Christmas bus, which has become an annual tradition that brings joy to riders throughout the holiday season.
- **Ridership Recovery and Growth**
Mr. Moore discussed ridership recovery and growth. This past year GLTC surpassed its pre-COVID-19 ridership.

GLTC Service Awards

Mr. Moore awarded the following staff members for their years of service.

(1 Year) Sarah Klein, Shawanda Carter, Sam Lawson, Tierra Evans, Michael Phelps, Derrick Johnson, (5 Years) John Amshey (10 Years) Steve Overstreet, Jung Lim, (15 Years) Lisa Brooks, Zach Rosser, Allen Robey, (25 Years) Melissa Paige

In addition, Mr. Moore presented Doressa Chilton with the Unsung Hero Award and Kevin Lacy with the Gloria Berkley Community Engagement Award.

**Greater Lynchburg Transit Company
ANNUAL STOCKHOLDER'S MEETING
Minutes**

Mr. Moore concluded the meeting by asking board members for comments. As there was no further business, Ms. Howe asked for a motion to adjourn. Ms. Sprouse made a motion to adjourn the meeting, seconded by Mr. Landergan and the meeting was adjourned at 7:30 p.m.

Board Secretary/Treasurer

**BY-LAWS
OF
GREATER LYNCHBURG TRANSIT COMPANY**

ARTICLE I. STOCK

1. Certificates for shares of stock shall be issued in numerical order and shall be signed by the President and Secretary, with the Company's seal affixed. A record of each certificate shall be kept on the stub thereof.
2. No transfer of issued shares shall be made unless certificate(s) evidencing such shares are surrendered to the Company for cancellation and marked cancelled, with the date of cancellation, by the Secretary.

ARTICLE II. STOCKHOLDERS

1. The annual meeting of the Stockholders of the Company shall be held on the fourth Wednesday in October of each year beginning October 25, 1978, at the registered office of the Company in Virginia, or at such other place or places as may from time to time be fixed by the Board of Directors. (**As amended January 31, 1978*). A publication of annual performance and financial summary for public accountability will be available at the annual meeting.
2. Special meetings of the Stockholders may be held at the registered office of the Company, or such other place, as may be decided upon, at any time, upon the call of the President or by a majority of the Board of Directors, or of Stockholders holding together at least one-tenth of the Common Stock entitled to vote then outstanding.
3. Written notice of an annual or special meeting, stating the place, day, and hour of the meeting and, in case of a special meeting, the purpose or purposes for which it is called, shall be given either personally, by mail, or electronic correspondence to each Stockholder of record entitled to vote at such meeting. Such notice shall be given not less than ten (10) nor more than fifty (50) days before the date of the meeting; except that, if the purpose of the meeting is to act on special matters such as an amendment to the Articles of Incorporation, the reduction of stated capital, or on a plan of merger or consolidation, the notice shall be given not less than twenty-five (25) nor more than fifty (50) days before the date of the meeting and shall be accompanied by a copy of the proposed amendment or plan of reduction or merger or consolidation.
4. Notwithstanding the requirements for notice set out in the preceding paragraph, any meeting of Stockholders may be held if:
 - (a) A waiver of notice thereof in writing is signed by the person or persons entitled to such notice, whether before or after the time stated therein; or
 - (b) The stockholder attends the meeting, unless he attends the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or

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GREATER LYNCHBURG TRANSIT COMPANY**

convened.

5. Any action required by law, or any action which may be taken at a meeting of the Stockholders, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the Stockholders entitled to vote thereon; and such consent shall have the same force and effect as a unanimous vote of the Stockholders.
6. Subject to the qualification hereinafter stated, a quorum at any meeting of the Stockholders shall be a majority of the voting stock of the Company represented in person or by proxy (but in no event, shall a quorum consist of less than one third of the shares entitled to vote), and a majority of the shares represented at the meeting may act on any matter that may come before the meeting. In matters, however, of an amendment to the Articles of Incorporation, the reduction of stated capital, or of a plan of merger or consolidation, and other special matters, more than two-thirds ($\frac{2}{3}$) of the shares entitled to vote thereon shall be required for approval.

ARTICLE III. DIRECTORS

1. The affairs of the Company shall be managed by a Board of Directors which shall consist of a maximum of nine (9) members, who need not be stockholders. Members shall be appointed for terms of three (3) years with no member serving more than three (3) consecutive terms. Terms shall be appointed as to have three (3) terms expire and due for reappointment each year. Members shall serve until the appointment and acceptance of their duly qualified successors. This number may be increased or decreased to not less than three (3), at any time by amendment to these By-Laws. A majority of the Directors actually elected and serving at the time of a given meeting shall constitute a quorum, but in no case shall the quorum be less than one-third of the entire board or a minimum of five (5) members, whichever is less. Less than a quorum may adjourn the meeting to a fixed time and place.
2. The Stockholders, at any meeting, by vote of the holders of a majority of all the shares of Common Stock at the time outstanding and having voting power, may remove any Director and fill the vacancy. Any vacancy arising among the Directors may be filled by a majority of the remaining Directors even though they do not constitute a quorum unless sooner filled by the Stockholders in meeting.
3. Meetings of the Board of Directors shall be held at times fixed by resolution of the Board, or upon the call of the President or upon the call of a majority of the members of the Board. Notice of any meeting not held at a time fixed by a resolution of the Board shall be given to each Director at least three (3) business/working days before the meeting at his residence or business address or by delivering such notice to him or by telephoning or through electronic communication at least three (3) business/working days before the meeting. Any such notice contains the time and place of the meeting but need not contain the purpose of any meeting. The Board of Directors shall be governed by these by-laws, except where inconsistent with laws. All matters that require voting shall be ruled on in accordance to the majority vote of Directors in attendance, unless outlined in these by-laws.

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4. Directors must maintain the following duties and Standards of Conduct at all times: (1) act in the best interest of the organization, (2) maintain confidentiality where required, (3) adheres to laws, policies, and ethical standards.
5. The Board of the Chair, or designee, authorized to make urgent operational decisions, or defer such decisions to the General Manager, or designee, in declared emergencies declared by the City Manager, State Governor, or federal officials, with ratification at the next meeting of the Directors.

ARTICLE IV. COMMITTEES

1. The Board of Directors may designate, by resolution adopted by a majority of all the Directors, two (2) or more of the Directors to constitute an Executive Committee. The Executive Committee, when the Board of Directors is not in session, may exercise all of the powers of the Directors except to: (a) approve an amendment of the Articles of Incorporation, (b) appoint or remove any Director, (c) amend, alter, or repeal by-laws, (d) amend, alter, or repeal any resolution of the Board of Directors, (e) authorize the sale, lease, exchange or mortgage of all, or substantially all, of the property and assets of the Corporation, or (f) approve a plan of merger, consolidation, or dissolution of the Corporation authorizing the seal of the Corporation to be affixed as required. The Executive Committee may make rules for the holding and conduct of its meetings, the notice thereof required, and the keeping of its records.
2. The Board of Directors may establish permanent or temporary (ad-hoc) sub-committees as needed with a two-thirds ($\frac{2}{3}$) vote. The Directors may establish by-laws and policies to establish membership, nominations, duties, limitations, and other matters of these committees as deemed appropriate by the Directors. A sub-committee may make recommendations to the Board, but members of sub-committees are not able to vote on matters outside of the sub-committee.

ARTICLE V. OFFICERS

The Board of Directors, promptly after its appointment in each year, shall elect a President and Vice President (who shall be Directors) and shall also elect a Secretary and Treasurer. Any officer may hold more than one (1) office, except that the same person shall not be President and Vice President. All officers shall serve for a term of one (1) year and until their respective successors are elected, but any officer may be removed summarily with or without cause at any time by the vote of a majority of all of the Directors. Vacancies among the officers shall be filled by the Directors. The officers of the Corporation shall have such duties as generally pertain to their respective offices as well as such powers and duties as from time to time may be delegated to them by the Board of Directors.

ARTICLE VI. SEAL

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The seal of the Company shall be a flat-faced circular die with the words “GREATER LYNCHBURG TRANSIT COMPANY, LYNCHBURG VA.”, circumscribed around the circumference and the word “SEAL” in the center thereof, and an impression of which shall be affixed to this page of the By-Laws.

ARTICLE VII. FISCAL YEAR

The fiscal year of the Company shall end on June 30th of each year.

ARTICLE VIII. AMENDMENT

The Board of Directors shall have the power to alter, amend, repeal, or adopt new by-laws. A two-thirds ($\frac{2}{3}$) vote of the Directors present at a meeting with a quorum shall be required to alter, amend, repeal, or adopt new by-laws, unless a higher vote is required by law.

Changes to the by-laws may also be considered at the Annual Stakeholder Meeting, provided notice of the proposed changes is included in the meeting materials. At such a meeting, a two-thirds ($\frac{2}{3}$) vote of the Board of Directors and Stockholder(s) present (unless a greater vote is required by law) shall be required to adopt, alter, amend, or repeal any by-laws.

By-laws made by the Stockholder(s) only, may prescribe that any specific by-law made by them shall not be altered, amended or repealed by the Board of Directors.

ARTICLE IX. ELECTRONIC MEETINGS AND REMOTE PARTICIPATION

Meeting Participation Through Electronic Means — Remote participation by members shall comply with Freedom of Information Act (FOIA), Virginia Code §2.2-3708.2 and Virginia Code §2.2-3708.3, including limits on frequency, stated reasons, verification of identity, and public reporting in the meeting minutes.

1. Electronic meetings for the entire board should be reserved for emergencies or as necessary only. Meetings of the Board of Directors, Stockholders, and committees may be conducted through electronic means (e.g., videoconference, teleconference, or other real-time communication platforms) that allow all participants to hear and be heard simultaneously.

2. Quorum & Voting During Electronic Only Meetings — Participation in a meeting by electronic-only meeting shall constitute presence in person for quorum and voting purposes. Votes may be taken electronically during such meetings, provided the method used verifies each participant’s identity and records the vote accurately. Votes are not permitted to be conducted through email or similar means of transmission.

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3. Notice — Notice for electronic meetings shall be given in the same manner as for in-person meetings and must include technical access information. Electronic meetings must be available to the public for live viewing, including, but not limited to, a link available to the public, and access to view the meeting in the location of traditional meeting space with technology provided.

4. Technical Failures — The Board may adopt policies for handling technological disruptions during meetings.

ARTICLE X - IN-PERSON MEETINGS

1. **Notice** — Notice for meetings must be given at least three (3) working calendar days in advance to the public and Directors. The agenda for the meeting should be made available at the time the notice is issued.

a. Directors are required to give advance notice of being absent from Board Meetings, as they are able, or in situations when remote participation is needed.

2. **Meeting Agenda** — Directors may request an item be added to an agenda at least five (5) working calendar days in advance of the agenda being distributed. The same item may not be brought back up as a new item for discussion for six (6) months, unless the Board of Directors agree with a two-thirds ($\frac{2}{3}$) vote. Directors may add items to or remove items from the meeting agenda with a one-thirds ($\frac{1}{3}$) vote of the Directors present at any point during the meeting. The Directors may establish policies regarding time limits for discussion and other meeting formalities as needed.

3. Open Meetings Compliance — All meetings of the Board of Directors and its committees shall comply with the Virginia Freedom of Information Act (FOIA), including provisions related to public notice, public access, closed sessions, and minutes. Meetings shall be held in locations and through means accessible to individuals with disabilities, with reasonable accommodations provided upon request.

4. Public Comment — A public comment period shall be included in regular Board meetings in accordance with Board policy, allowing members of the public a reasonable opportunity to address the Board. The Board may make policies regarding the public comment period, including but not limited to pre-requisites, requirements, eligibility, time limits, guidelines, and sign-up protocol.

5. Public Records Retention — The Board shall ensure compliance with the Virginia Public Records Act, unless otherwise required by Federal statute, regarding the creation, retention, and disposition of all Board and committee records, including agendas, minutes, and supporting documents. Directors and the public may access records under FOIA through a verbal or written request with the FOIA officer or designated managing representative of the organization.

6. Remote Voting During In-Person Meetings - Meetings of the Board of Directors, Stockholders, and committees, when conducted in-person, must have a quorum in-person

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to vote to allow for remote voting (e.g., videoconference, teleconference, or other real-time communication platforms that all participants are able to engage in of the discussed information). Virginia FOIA permits remote participation for members, but limitations apply: (1) Director must state the reason (i.e., illness, disability, personal matter, work requirement, emergency, etc.), and (2) must be limited to two (2) meetings per year (not including work sessions or non-voting meetings). Voting by proxy is never permitted, but Directors are able to have a statement read by proxy on their behalf before a vote on a matter takes place.

ARTICLE XI - EXPECTATIONS OF BOARD MEMBER (DIRECTOR)

Directors are appointed to the Board by majority vote of Lynchburg City Council Members. The Board as a majority, or the Chair at his or her discretion, may make recommendations to the City Council of possible Board nominees. Only the City Council majority can remove a sitting member from their position prior to the conclusion of his or her term. A Director is able to resign from the Board at any time by submitting their resignation in writing to the General Manager. The Board, with majority vote, may petition a removal recommendation of a Board member for any of the following justifications:

1. Any Director who is absent from three (3) consecutive regular meetings or a combination of five (5) of work sessions / irregular meetings and regular meetings of the Board throughout the year, without good cause may be subject to a petition to remove by a majority vote of the remaining Directors.
2. Acting in a way that is not in the best interest of the Board or Organization, or failure to adhere to Article III, Section 4, #1-3.

The petition to remove a Director will be sent to Lynchburg City Council for finalization. The Director will remain active and be able to participate on the Board until notice is given otherwise from Lynchburg City Council.

By-laws originally adopted March 7, 1974.

This copy includes all succeeding amendments to these by-laws made by the GLTC Board of Directors as of 10/22/2025.