

## A G E N D A

**Board of Commissioners – Annual Meeting - Session 359**  
**Virginia Port Authority**  
**600 World Trade Center**  
**Norfolk, Virginia**  
**Tuesday, July 22, 2014 - 9:00 a.m.**

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### Call to Order by Chairman John G. Milliken

#### Safety Briefing

##### Introductions

Congratulations to Vice Chairman John N. Pullen on his reappointment by Governor McAuliffe

Welcome New VPA Commissioners:

Dr. Faith B. Power

Capt. J. William (Bill) Cofer

Deborah C. Waters

Introduction of guests and representatives of the press – Joe Harris, Spokesman & Media Relations Manager

**I.**

#### Election of Officers

Report of the Nominating Committee and Election of Officers for the year July 1, 2014 through June 30, 2015.

##### Nominating Committee

Val S. McWhorter, Chairman

Jennifer D. Aument

Gary T. McCollum

Under the Bylaws (Article III, page 1) the Board elects a Chair and a Vice Chair and may elect from its membership or appoint from the staff a Secretary and Treasurer. The practice of the Board has been to elect its Chair and Vice Chair and to appoint from the staff a Treasurer, Secretary/Clerk and Assistant Secretary/Deputy Clerk. Officers for the year ending **June 30, 2014** were:

Chair – John G. Milliken

Vice Chair – John N. Pullen

Treasurer – Rodney W. Oliver

Secretary and Clerk - Debra J. McNulty

Assistant Secretary and Deputy Clerk - Jodie L. Asbell

*At this time, the Nominating Committee will present the slate of officers for year ending June 30, 2015.*

**II.**

#### Appointments to Standing Committees

On May 27, 2014, Chairman Milliken combined the Growth and Operations Committees and appointed the following Standing Committee assignments (Dr. Power and Capt. Cofer were notified of their committee appointments by the Chairman on July 2<sup>nd</sup>; Ms. Waters was notified on July 18<sup>th</sup>):

**Executive Committee**

John G. Milliken, Chair  
John N. Pullen, Vice Chair  
G. Robert Aston, Jr.  
Jennifer D. Aument  
Alan A. Diamonstein

**Finance Committee**

G. Robert Aston, Jr., Chair  
Gary T. McCollum, Vice Chair  
Manju S. Ganeriwala (State Treasurer)  
Kim Scheeler  
Deborah C. Waters

**Growth and Operations Committee**

Alan A. Diamonstein, Chair  
Jennifer D. Aument, Vice Chair  
Martin J. Briley  
J. William Cofer  
Faith B. Power  
Val S. McWhorter

**Audit Subcommittee – Consists of:**

A Chairman, who shall be either the Chairman of the Board, the Vice Chairman of the Board, or a voting Member of the Finance Committee and, in addition to the Chairman, at least three additional members appointed by the Chairman of the Board

NOTE: Under the Bylaws (Article XII), the Chair and Vice Chair of the Board are ex-officio members of all committees of which they are not a regular member.

**III.**

**Other Business**

**IV.**

**Opportunity for Public Comment and Adjournment**

## AG E N D A

### **Board of Commissioners - Session 360**

**Virginia Port Authority  
600 World Trade Center  
Norfolk, Virginia**

**Tuesday, July 22, 2014 – 9:15 A.M. (Immediately following Annual Meeting)**

#### **I. Approval of Minutes**

Approval of the minutes of the regular meeting held May 27, 2014.

#### **II. Closed Session**

Motion to convene a closed meeting in accordance with The Virginia Freedom of Information Act, pursuant to the requirements of §2.2-3711(A)(38), and the provisions of §62.1-132.4, to discuss confidential proprietary information and data furnished to the VPA regarding its operational metrics and terminal operating system, annual budgets, sensitive financial data and information, including financing mechanisms and cash flows and balances, and confidential and protected information furnished to the VPA with respect to its marketing strategy; and pursuant to §2.2-3711(A)(5), to discuss prospective businesses or industries or the expansion of an existing business or industry at the VPA's terminal facilities, specifically as the discussion relates to the Port's facilities and optimization plan and volume and market metrics, including information regarding customer contracts, agreements, or information and information relating to tonnages and cargoes; and pursuant to §2.2-3711(A)(7), for consultation with legal counsel regarding specific legal matters requiring the provision of legal advice to review financial and legal documents, and sensitive marketing and commercial information concerning the corporate reorganization of VIT and VPA – John F. Reinhart, CEO/Executive Director

#### **III. Open Session**

Certification of closed session and roll call.

#### **IV. Reports of Committees**

##### **A. Executive Committee – John G. Milliken, Chairman**

1. Remarks by Chairman Milliken

##### **B. Finance Committee – G. Robert Aston, Jr., Committee Chair**

1. Report of the Finance Committee and Consideration of Resolution 14-7, authorizing amendments to the Service Agreement by and between the Virginia Port Authority and Virginia International Terminals, LLC, authorizing the provision of shared services to Virginia International Terminals, LLC and HRCP II, L.L.C., authorizing amendments to the Operating Agreements of Virginia International Terminals, LLC and HRCP II, L.L.C., and authorizing amendments to the Bylaws of the Virginia Port Authority – Mr. Aston

2. Consideration of Resolution 14-8, authorizing a Treasury Loan (Authorization #2014-A12) – Mr. Rodney W. Oliver, Chief Financial Officer
3. Consideration of Resolution 14-9, authorizing improvements at Portsmouth Marine Terminal (PMT) and expenditures from Commonwealth Port Fund (CPF) monies – Mr. Oliver
4. VPA/VIT Combined FY14 Year-to-Date Financial Reports – Mr. Oliver

**C. Growth and Operations Committee – Alan A. Diamonstein, Committee Chair**

1. Report of Growth and Operations Committee – Mr. Diamonstein
2. Marketing Report - Thomas D. Capozzi, Chief Commercial Officer
5. Operations/Safety/Security Report - Joseph P. Ruddy, Chief Operating Officer

**V. Report by Chief Public Affairs Officer - Cathie France**

- A. Government Relations – Ms. France
- B. Communications – Ms. France
- C. Business Development - Russell Held, Senior Vice President, Business Development

**VI. Report by Chief Human Resources Officer - James Bibbs**

**VII. Report by CEO/Executive Director - John F. Reinhart**

**VIII. Unfinished Business**

**IX. New Business**

**X. Other Business, Opportunity for Public Comment, and Adjournment**

The next meeting of the VPA Board of Commissioners is scheduled for Tuesday, September 16, 2014, at 9:00 a.m., in the Authority's Conference Room, 600 World Trade Center, Norfolk (rescheduled from September 23). Committee meetings will be scheduled on Monday, September 15. After September, the remaining VPA Board meeting for 2014 is scheduled for November 18 (rescheduled from November 25 due to Thanksgiving holiday) with committee meetings scheduled on Monday, November 17.