

MINUTES
Virginia Port Authority Board of Commissioners Special Meeting
Capitol Building, House Room 3
1000 Bank Street
Richmond, Virginia
Friday, January 4, 2013

The following were in attendance:

Commissioners:

The Hon. William H. Fralin, Jr., Chairman
Jeffrey D. Wassmer, Vice Chairman
James M. Boyd
Jennifer D. Aument
Scott R. Bergeron
Frank E. Laughon, Jr.
Ting Xu

Commissioners Absent:

Juliann J. Clemente
John N. Pullen
Robert M. Stanton
Manju S. Ganeriwala, State Treasurer

Staff:

Rodney W. Oliver, Interim Executive Director
J. J. (Jeff) Keever, Senior Deputy Executive Director, External Affairs
Jeffrey Florin, Deputy Executive Director, Operations and COO
Russell Held, Deputy Executive Director, Development
Carla Welsh, Manager, Creative Services
Joe Harris, Media/Public Relations Manager
Debra J. McNulty, Clerk to the Board
Jodie L. Asbell, Deputy Clerk to the Board

Guests:

The Hon. Martin Kent, Chief of Staff, Office of the Governor
The Hon. Sean Connaughton, Secretary of Transportation
The Hon. Todd Haymore, Secretary of Agriculture and Forestry
David Tyeryar, Deputy Secretary of Transportation and CFO
Jeffrey R. Allen, Sr. Assistant Attorney General, Chief-Transportation Sector
Norman A. Thomas, Office of the Attorney General-Opinions Counsel, Senior Appellate Counsel, and
Acting Director of Administration
Ryan J. Pedraza, Program Manager, Office of Transportation Public-Private Partnership (OTPPP)
Tracy Clemons, Public Finance Manager, Department of the Treasury
David Horner, Allen & Overy
Evelyn Traub, Troutman Sanders, LLP
William Harrison, Williams Mullen

Guests (continued):

Brian Ball, Williams Mullen

Joseph A. Dorto, President and CEO, VIT

Joseph P. Ruddy, Executive Vice President and Chief Operating Officer, VIT

Thomas Capozzi, Vice President, Global Sales and Customer Service, VIT

Robert Nestor, Manager, Pricing and Strategic Planning, VIT

Robert McCabe, *The Virginian-Pilot*

Pursuant to call by Chairman Fralin, the VPA Board of Commissioners convened an open session on this date at 11:10 a.m., in House Room 3 at the Capitol Building, 1000 Bank Street, Richmond.

Chairman Fralin advised that the Marketing/Business Development Committee met earlier and that it was a very informative and good meeting. He complimented Ms. Aument for the work that her committee has done so far.

Chairman Fralin announced that he was very proud and honored to have been chosen Chair of the VPA Board and he praised the members of the Board for the work they do for the Commonwealth outside of their regular jobs. The Chairman said the Board will be facing some “monumental challenges” and that they need to be fully engaged in the PPTA process.

Chairman Fralin presented Resolution 13-1, and explained that the resolution authorizes changes to the VPA Bylaws in order to create an Operations Committee. He explained that there is a need for VPA to have a role and more oversight in terminal operations no matter what the outcome is with regard to the decision on the Port’s operating company. A copy of the revised Bylaws was also provided. Chairman Fralin noted that the addition of an Operations Committee adds an additional member to the Executive Committee which now has seven seats. He also mentioned that a quorum of the Executive Committee would still remain at four.

Action: Upon motion by Mr. Laughon, seconded by Ms. Aument, the Board adopted Resolution 13-1, approving changes to the VPA Bylaws to include the addition of an “Operations Committee”.

Chairman Fralin also presented his appointments to Standing Committees and he explained that there was such talent on the Board that it was a hard decision for him in making the assignments. The Chairman explained that when a new commissioner is appointed, replacing Mr. Michael Quillen, that person would fill the vacant positions that were indicated on the Facilities, Operations, and Security/Safety Committees.

(Note: On January 7th, Governor McDonnell appointed Mr. Craig P. Coy, Chief Executive Officer of Command Security Corporation, to succeed Mr. Quillen. A copy of the current Standing Committee assignments is attached hereto.)

Chairman Fralin welcomed Mr. Tracy Clemons, from the Office of the State Treasurer, who was attending the meeting in Ms. Ganeriwala's absence and was welcome to attend the closed sessions. The Chairman also welcomed Secretary Todd Haymore.

Chairman Fralin presented Resolution 13-2, which acknowledges legal assignments of certain commercial rights and obligations respecting the detailed proposal submitted on December 3, 2012, on behalf of Virginia Port Partners (VPP), L.L.C. The Chairman explained that the resolution would allow the substitution of J.P. Morgan and some of the other partners in the PPTA proposal that was originally submitted by RREEF. Mr. Thomas explained that the resolution was requested by the members of the proposer team, VPP, and is a reconstitution of the various partners, especially with RREEF "bowing out" and J.P. Morgan coming in forming the financial and operational end of the group seeking to compete for the potential concession of all or part of the port facilities. Mr. Thomas advised that VPP had constructed, in their own relationships, a set of two assignments of certain obligations and certain benefits that come along with going into the membership of the VPP "proposer team". Mr. Thomas advised that VPP had asked that VPA acknowledge the contents and existence of these assignments of business interests between the various partners.

Mr. Thomas explained that the resolution describes how they have structured the acknowledgements. RREEF is assigning its interests to Maher Terminals, LLC, the terminal operators, and there is an assignment from Maher to J.P. Morgan IIF Acquisitions LLC (IIF), forming the financial/operational end of VPP. He advised that the Attorney General's office drafted the resolution with the understanding that VPP would like the resolution for recognition and acknowledgement by VPA and that they would be considered as a competitor in the process.

Mr. Thomas advised that, by adopting the resolution, VPA would be acknowledging their requests but not binding VPA to any decision.

Mr. Bergeron asked if the Board could expect any liability after adopting the resolution by the alternate proposer if they were not chosen. Mr. Thomas explained that the resolution was drafted so that there would not be any liability by VPA acknowledging the business arrangement. Mr. Thomas noted that the Board of Commissioners is empowered under a couple of aspects of state law, PPTA, and the enabling legislation in the Virginia Code, to do business with whomever VPA chooses with respect to the leasing or concession of port facilities.

Action: Upon motion by Ms. Aument, seconded by Mr. Wassmer, the Board adopted Resolution 13-2, acknowledging legal assignments of certain commercial rights and obligations respecting the detailed proposal submitted on December 3, 2012, on behalf of Virginia Port Partners (VPP), L.L.C.

At the request of the Chairman, at 11:30 a.m., Mr. Boyd read a motion to go into closed session, seconded by Mr. Bergeron, pursuant to the requirements of the Virginia Freedom of Information Act and in accordance with Virginia Code §2.2-3711 (38) and §62.1-132.4, to review the Port's contingency plans for an impending strike by the International Longshoremen's Association (ILA).

At 11:50 a.m., upon motion by Mr. Wassmer, seconded by Mr. Bergeron, and having certified that the matters discussed in the preceding closed session met the requirements of §2.2-3712 of the Code, the Board reconvened in open session.

The resolution certifying the closed session was read and passed by a roll call vote of the Board as follows:

Ayes: 7 (Aument, Bergeron, Boyd, Fralin, Laughon, Wassmer, Xu)

Nays: 0

Absent During Vote: 4

Absent During Meeting: 4

At 11:51 a.m., at the request of the Chairman, Mr. Bergeron read a motion to go into closed session, seconded by Mr. Laughon, pursuant to the requirements of the Virginia Freedom of Information Act and in accordance with Virginia Code §2.2-3705.1 (5), §2.2-3705.6 (1), (3) and (11), §2.2-3711(A)(1), (28), (38), and pursuant to §62.1-132.4, and (40), to review detailed PPTA proposals submitted December 3, 2012, that will also include an update on the VPA/VIT restructuring plan, which discussions are considered in-part related.

At 4:45 p.m., upon motion by Mr. Bergeron, seconded by Mr. Wassmer, and having certified that the matters discussed in the preceding closed session met the requirements of §2.2-3712 of the Code, the Board reconvened in open session.

The resolution certifying the closed session was read and passed by a roll call vote of the Board as follows:

Ayes: 7 (Aument, Bergeron, Boyd, Fralin, Laughon, Wassmer, Xu)

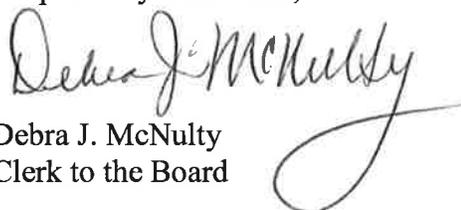
Nays: 0

Absent During Vote: 4

Absent During Meeting: 4

There being no further comments the meeting adjourned at 4:45 p.m.

Respectfully Submitted,


Debra J. McNulty
Clerk to the Board

RESOLUTION 13-1

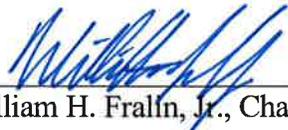
**A RESOLUTION AMENDING ARTICLE XII.
“COMMITTEES OF THE BOARD” OF THE BYLAWS OF
THE VIRGINIA PORT AUTHORITY**

WHEREAS, the VPA Board of Commissioners, at the recommendation of the Chairman and Vice Chairman, desire to create an “Operations Committee”, to oversee the activities of the Virginia Port Authority’s terminal operations which also removes language that refers to “...the operation of any and all facilities...” from the “Facilities Committee” description.

WHEREAS, the addition of the “Operations Committee” also affects the appointed membership of each committee.

NOW, THEREFORE BE IT RESOLVED by the Board of Commissioners of the Virginia Port Authority that Article XII, entitled “Committees of the Board”, of the Bylaws of the Virginia Port Authority is amended as indicated by the red-lined (new) language and “struck through” (deleted) language appearing on the attachment hereto.

PASSED AND ADOPTED this 4th day of January 4, 2013.



William H. Fraltn, Jr., Chairman

Attest:



Debra J. McNulty, Clerk

BYLAWS
of the
VIRGINIA PORT AUTHORITY

ARTICLE I. SEAL

The seal of the Authority shall consist of two sides, each having an ornamental border of dogwood blossoms with words and figures engraved on the obverse side as follows: The three ships historically associated with the landing at Jamestown in 1607, identified in type as the "Godspeed," the "Susan Constant" and the "Discovery," and above the three figures of the vessels, the legend, Jamestown Landing 1607. Positioned circularly between the ornamental border and centered at the bottom shall be 1952, the year when the Authority was created by the General Assembly of the Commonwealth of Virginia. On the reverse side, the title Virginia Port Authority will appear as on the obverse, and within this circular lettering there shall be the figures of four modes of commercial transportation: a seagoing merchant vessel, a railroad locomotive, a highway carrier and an aircraft. When impressed on official documents, the Seal shall be the obverse design and shall be two and one-half inches in diameter. Reproductions of the Seal for other purposes shall be of such dimensions as may be appropriate.

ARTICLE II. BOARD OF COMMISSIONERS

Pursuant to Section 62.1-129, Chapter 10, Title 62.1 of the Code of Virginia, approved February 18, 1952, as amended by the General Assembly, all powers, rights and duties conferred upon the Virginia Port Authority shall be exercised by the Board of Commissioners hereinafter referred to as "the Board."

ARTICLE III. OFFICERS AND STAFF OF THE AUTHORITY

The Board shall elect from its membership a Chairman and Vice-Chairman and may elect from its membership or appoint from its staff a Secretary and a Treasurer and prescribe their powers and duties; and it may appoint from the staff an Assistant Secretary and an Assistant Treasurer, who shall, in addition to other duties, discharge such functions of the Secretary and Treasurer respectively, as may be directed by the Board. The Board shall employ from the staff a Clerk and a Deputy Clerk to the Board of Commissioners whose duties and powers shall be prescribed by the Board.

The Board shall also prescribe the organization and functions of the Authority and appoint the chief executive officer thereof and such subordinate officers and staff as may be required, including any agents or consultants to be employed other than on a salary basis, and shall prescribe their powers and duties.

ARTICLE IV. OFFICES OF THE AUTHORITY

The principal office of the Authority shall be in the Hampton Roads area of Virginia.

The Board may establish branch offices of the Authority at such places as it may, from time to time, designate within or without the State, including foreign locations.

ARTICLE V. MEETINGS OF THE BOARD

The annual meeting of the Board for the election of officers shall be held preceding the regular meeting of the Board in the month of July each year.

Regular meetings of the Board shall be held on the fourth Tuesday of January, March, May, July, September and November, unless otherwise previously agreed upon by the Board. Written notice of each regular meeting specifying the time and place of the meeting together with an agenda setting forth the items to come before the Board at that particular regular meeting shall be given to members by mail or otherwise at least two days in advance of the meeting, but any other matters may be considered at the meetings by unanimous consent of those members present, whether or not specified in the agenda.

Unless called by the Chairman to be held at another hour and place within the State, annual, regular and special meetings shall be held at 11:00 a.m. in the Boardroom at the principal office of the Authority of which notice shall be sent to the members.

Special meetings may be called at any time by the Chairman and must be called at the request of any five members. Written notice of each special meeting specifying the time and place of the meeting and the purpose or purposes for which called shall be given to members by mail or otherwise at least two days in advance of the meeting, but any other matters may be considered at the meeting by unanimous consent of those members present, whether or not specified in the notice.

ARTICLE VI. QUORUM

Seven Commissioners shall constitute a quorum for the transaction of all business. Action by the Board shall be by a simple majority vote of the members present and voting.

ARTICLE VII. POWERS AND DUTIES OF THE OFFICERS OF THE BOARD

A. The Chairman

The Chairman shall preside at all meetings of the Board and shall appoint all Committees and the Chairman and Vice-Chairman thereof, and shall, where required by statute or action of the Board, execute any documents or legal instruments on behalf of the Authority; and he shall perform such other duties as the Board may from time to time direct. The Chairman shall serve as an ex officio member of all committees and shall see that the laws of the State pertaining to the purposes and functions of the Authority are faithfully observed and executed. The Chairman shall be counted for purposes of establishing a quorum and shall have a vote.

B. Vice-Chairman

In the absence or disability, for any cause, of the Chairman, his duties shall be performed by the Vice-Chairman, who shall act in his place and stead and shall, in addition, perform such other duties as are usually incumbent upon the Chairman.

C. Acting Chairman

In the event the offices of the Chairman and the Vice-Chairman are both vacant, or in the event that the Chairman and Vice-Chairman are both unable to perform their duties by reason of illness, disability, or absence, the Secretary shall become, ex officio, the Acting Chairman, and shall perform the duties of the Chairman.

In the event of the absence of the Chairman, Vice-Chairman and the Secretary, or in the event the Secretary is not a member of the Board, the Board members constituting the quorum shall select one of the members to serve as temporary Chairman.

D. Secretary

The Secretary shall be the custodian of all records and the Seal of the Authority and shall keep accurate minutes of the meetings of the Board and Committees thereof. He/she shall, when required, certify copies of records of the Authority and shall execute legal instruments and documents on behalf of the Board when ordered to do so and affix the Seal of the Authority to the same and shall perform such other duties as may be directed by the Board.

E. Treasurer

The Treasurer shall be responsible for all monies of the Authority from whatever sources received and for all securities in the possession of the Authority and for the deposit of such monies in the name of the Authority in a bank or banks approved by the Finance/Planning Committee, and he/she shall be responsible for all disbursements of such funds for the purposes for which intended or as authorized or directed by the Board. The Treasurer shall be bonded and shall make periodic accountings for all such funds as determined by the Board, and the books and records shall be available for inspection by any member of the Board during business hours.

ARTICLE VIII. THE POWERS AND DUTIES OF THE CHIEF EXECUTIVE OFFICER

The Chief Executive Officer (Executive Director) shall, except as may be otherwise provided, be in administrative charge of all the activities of the Authority. He shall sign all deeds of conveyance, leases or other documents or instruments relating to the acquisition, disposition or use of property when so authorized by the Board and perform such other duties as may be ordered by the Board.

ARTICLE IX. TERM OF OFFICE

All officers of the Board of Commissioners of the Authority, so long as they continue to serve as Commissioners or staff members, shall hold office until the next annual meeting of the Board or until their successors are elected or appointed and duly qualified, whichever may be the latter.

ARTICLE X. PUBLIC HEARINGS

Public hearings shall be held after due public notice upon any matters which, in the judgment of the Board, require public consideration and shall be held upon any matter upon request of any five members of the Board.

ARTICLE XI. ORDER OF BUSINESS

The order of business at Regular Meetings of the Board shall be:

- I. Approval of the Minutes of the Previous Meeting
- II. Reports of Committees
- III. Report of Executive Director
- IV. Unfinished Business
- V. New Business
- VI. Other Business and Adjournment

After completion of the Agenda, and at any meeting, the Chairman, Commissioners and/or the Executive Director may place any matter or matters on the Agenda as Other Business which they deem to require attention of the Board.

ARTICLE XII. COMMITTEES OF THE BOARD

There shall be ~~five~~six standing Committees: Executive, Facilities, Finance/Planning, Marketing/Business Development, Operations, and Security/Safety.

The Executive Committee shall consist of ~~six~~seven Commissioners (including a Chairman and Vice Chairman), the Finance/Planning Committee shall consist of five Commissioners (including a Chairman and Vice Chairman), the Facilities Committee shall consist of five Commissioners (including a Chairman and Vice Chairman), the Marketing/Business Development Committee shall consist of five Commissioners (including a Chairman and Vice Chairman), the Operations Committee shall consist of four Commissioners (including a Chairman and Vice Chairman), and the Security/Safety Committee shall consist of ~~five~~four Commissioners (including a Chairman and Vice Chairman), each appointed by the Chairman of the Board, in addition to the ex officio members, and shall perform the duties set forth in the Bylaws or conferred upon them by the Board of Commissioners.

The Chairman shall be an ex officio member of each Committee of which he is not a regular member and shall be entitled to vote if one or more regular members are absent, in which case he shall be counted in determining quorum, and shall also be entitled to vote as such ex officio member to decide a tie vote.

The Vice-Chairman of the Board shall likewise be an ex officio member of each Committee of which he is not a regular member, and as such ex officio member, he shall be entitled to vote

under the same circumstances as the Chairman of the Board.

A quorum of any Committee shall consist of a number equal to the majority of the regular members. Action by any Committee shall be by simple majority vote of the members present and voting.

A. Executive Committee

The Executive Committee shall oversee the administrative operations of the Authority and may take such action on any matter not reserved for the Board as may be necessary to effectuate decisions of the Board.

The Executive Committee shall support the Authority's policies with respect to Federal, State, and local legislative proposals pertaining to matters within the scope of the Authority's powers, functions and duties or otherwise affecting the ports of Virginia, its waters and adjacent lands.

The Executive Committee shall also act in support of the Authority's recommendations concerning port charges, rules and practices in effect at the several ports in this State or at ports in competition with the ports of Virginia and otherwise assist in matters concerning the uniformity of rates and practices at Virginia's ports.

The Executive Committee shall not have authority to rescind or amend any action previously taken by the Board of Commissioners, fix or change the salaries or compensation for any executive positions or fill vacancies in its own membership; but the Executive Committee shall, unless further restricted by resolution or resolutions of the Board of Commissioners in creating or later limiting the authority of said Committee, have and may exercise all other powers of the Board of Commissioners between meetings of the full Board.

The Executive Committee may meet at stated times or on notice to all members by the Chairman or on call of a majority of the members thereof in writing and shall fix its own rules of procedure. A majority of the Committee shall constitute a quorum, but the affirmative vote of a majority of the whole Committee shall keep regular minutes of its meetings and shall report the same to the Board of Commissioners for confirmation or alteration. The Executive Committee, in addition to its other responsibilities, may make recommendations for the filling of any executive positions which are as follows: Executive Director, Deputy Executive Director, department heads and assistant department heads.

B. Facilities Committee

The Facilities Committee shall keep informed as to the needs of the port areas of the State with regard to marine, air, railroad and motor vehicle terminals and other transportation and terminal facilities; have general supervision over the planning and construction of all major capital improvements and additions to facilities owned or controlled by the Authority and the maintenance thereof; ~~shall oversee the operation of any and all facilities and properties that may be operated by the Authority;~~ recommend the acquisition of property by the Authority or the sale or lease of property; and make recommendations concerning any other matters within the scope of its described duties or any other matters which may be referred to it by the Board.

C. Finance/Planning Committee

The Finance/Planning Committee shall consider and make recommendations on all questions relating to the financial affairs of the Authority and the financing of any undertaking of and by the Authority upon the expenditure of the Commonwealth Port Fund and any other monies designated

for capital improvements, upon the financial resources available to the Authority to fulfill its mission and upon any other matters dealing with finance which the Board may from time to time refer to it. The Finance/Planning Committee shall approve all depositories used by the Authority and shall be generally responsible for making recommendations with respect to strategic planning for the Authority.

D. Marketing/Business Development Committee

The Marketing/Business Development Committee shall monitor the marketing efforts of the Authority, evaluate and make recommendations concerning the short- and long-term plans, strategies, programs, goals and objectives of the Business Development Division of the Authority and consider any other such matters which the Board may from time to time refer to it.

E. Operations Committee

The Operations Committee shall consider and make recommendations on all matters relating to the terminal operating company, that involve the operations and maintenance of the public terminals and warehouse facilities of the ports of the Commonwealth of Virginia, operations outside the facilities of the Commonwealth, and including chassis pool and empty depot sites.

E.F. Security/Safety Committee

The Security/Safety Committee shall monitor the marine terminal security and safety programs of the Authority and shall evaluate and make recommendations concerning staff structure, manpower utilization, physical security, equipment procurement, training, policies and procedures of the Police Department of the Authority and consider any other security and safety-related matters as the Board may from time to time refer to it.

All actions taken by the individual Committees shall be reported to the Board for proper action and recordation in the minutes at the next regular meeting of the Board following such committee action.

ARTICLE XIII. AMENDMENTS

These Bylaws may be amended by resolution duly adopted by the Board at any meeting, regular or special, provided that notice of intention to present such resolution shall be given at least two days in advance of the meeting at which the motion to adopt such resolution is to be made.

Such notice may be given by any Commissioner or any Committee or by the Secretary at the request of any Commissioner or any Committee and shall be given in writing, mailed or delivered, to all Commissioners. The notice of intention to amend these Bylaws shall include the language of the suggested change together with a reference to the Article subject to the proposed amendment.

ARTICLE XIV. BYLAWS MAY BE SUSPENDED

These Bylaws may be suspended in whole or in part by unanimous consent of a quorum of the Board, such consent to be by affirmative vote at a properly constituted meeting of the Board.

ARTICLE XV. RULES OF ORDER

Roberts Rules of Order, as amended, shall be the parliamentary authority for all matters of procedure not otherwise covered by the Bylaws.

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VIRGINIA PORT AUTHORITY
(Committee Assignments effective January 4, 2013)
FY2013 STANDING COMMITTEES

Executive Committee

William H. Fralin, Jr., Chair
Jeffrey D. Wassmer, Vice Chair
Jennifer D. Aument
Scott R. Bergeron
James M. Boyd *
John N. Pullen
Robert M. Stanton

Finance/Planning Committee

Scott R. Bergeron, Chair
Juliann J. Clemente, Vice Chair *
Manju S. Ganeriwala (State Treasurer)
John N. Pullen
Ting Xu

Facilities Committee

John N. Pullen, Chair
Frank E. Laughon, Jr., Vice Chair
Jennifer D. Aument
Craig P. Coy
Robert M. Stanton

Marketing/Business Development Committee

Jennifer D. Aument, Chair
Scott R. Bergeron, Vice Chair
Juliann J. Clemente *
Frank E. Laughon, Jr.
Ting Xu

Operations Committee

James M. Boyd, Chair*
Juliann J. Clemente, Vice Chair*
Craig P. Coy
Frank E. Laughon, Jr.

Security/Safety Committee

Robert M. Stanton, Chair
James M. Boyd, Vice Chair*
Craig P. Coy
Manju S. Ganeriwala

NOTE: Under the By-Laws (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.

*** On November 22, 2011, the VPA Board amended the Articles of Incorporation for Virginia International Terminals, Inc. (VIT), the Authority's terminal operating company, to add two members of the VPA Board to the VIT Board of Directors. The VPA Chair appointed Commissioners Julie Clemente and James Boyd to serve on the VIT Board.**

The following committees, not included in the By-laws, were established by the VPA Board of Commissioners and the membership is determined as follows:

Compensation Committee

Chair
Vice Chair
Chair of Finance/Planning Committee

Investment and Administrative Committee

Chair
Chair of Finance/Planning Committee
Executive Director

**Virginia Port Authority
Resolution 13-2**

A RESOLUTION TO ACKNOWLEDGE LEGAL ASSIGNMENTS OF CERTAIN COMMERCIAL RIGHTS AND OBLIGATIONS RESPECTING THE DETAILED PROPOSAL SUBMITTED ON DECEMBER 3, 2012 ON BEHALF OF VIRGINIA PORT PARTNERS, L.L.C.

WHEREAS, on December 3, 2012, the Virginia Port Authority ("VPA"), pursuant to its previously issued invitation, received detailed proposals by or on behalf of two private entities, APM Terminals Virginia, Inc. ("APMT"), and Virginia Port Partners, L.L.C. ("VPP"); and

WHEREAS, each of those detailed proposals concerned a proposed concession, or lease, of a number of Port of Virginia ("the port") facilities over a term of years; and

WHEREAS, the VPP proposer team consists of some of the members of the proposer team of RREEF America, L.L.C. ("RREEF"), that submitted to VPA an alternative conceptual proposal on August 13, 2012, regarding a concession, or lease, of some or all of the port's facilities, and, in addition, of one or more other private entities; and

WHEREAS, the VPP detailed proposal of December 3, 2012, is intended by RREEF and the members of the VPP proposer team to constitute a successor proposal to the RREEF alternative conceptual proposal of August 13, 2012; and

WHEREAS, in order to effectuate their intent, RREEF and members of the VPP proposer team have drafted and executed two documents, each entitled ASSIGNMENT AND ASSUMPTION AGREEMENT, one by and between RREEF and Maher Terminals, LLC ("Maher"), and one by and between Maher and JPMorgan IIF Acquisitions LLC ("IIF"), (hereinafter collectively referred to as "the assignments"), that make legal assignments of certain commercial rights and obligations by and between them respecting the VPP proposal; and

WHEREAS, upon their execution of the assignments, and as a part thereof, the parties to the assignments have requested that VPA acknowledge the existence and contents of the assignments by authorizing its Interim Executive Director to sign each of the assignment documents; and

WHEREAS, the requested acknowledgements serve only the purposes stated, that is, for VPA to acknowledge the existence and contents of the assignments, and do not in any way legally obligate VPA to accept or otherwise favorably consider the VPP proposal, or to undertake any negotiations with or otherwise bind itself to RREEF, Maher, IIF, VPP, the VPP proposal or the VPP proposer team respecting the concession, or lease, of some or all of the port's facilities; therefore

BE IT RESOLVED, the VPA Board of Commissioners hereby acknowledges the legal assignments of certain commercial rights and obligations between RREEF and Maher, and Maher and IIF, respecting the detailed proposal submitted to VPA by and on behalf of Virginia Port Partners, L.L.C., on December 3, 2012 and hereby authorizes its Interim Executive Director to sign each of the two acknowledgements on behalf of the Virginia Port Authority.

Resolution 13-2
Page 2 of 2

PASSED AND ADOPTED this 4th day of January, 2013.



William H. Fralin, Jr.
Chairman of the Board

Attest:



Debra J. McNulty
Clerk to the Board