

Resolution No. 16-12

RESOLUTION AUTHORIZING TEMPORARY LIMITED SUSPENSION OF SECTION 3.4.1 OF THE BYLAWS OF THE VIRGINIA PORT AUTHORITY

The Virginia Port Authority (the “Authority”) operates pursuant to Amended and Restated Bylaws dated as of November 18, 2014 (the “Bylaws”). Pursuant to Section 3.4.1 of the Bylaws, the Executive Director of the Authority may not bind the Authority by entering into a contract, agreement or arrangement in excess of \$1,000,000 without first obtaining written consent of the Board of Commissioners of the Authority (the “Board”) or the written consent of the Chairman of the Board and the Chairman of the Finance and Audit Committee.

The Authority has entered into an Amended and Restated Deed of Facilities Lease Agreement by and between the Authority and Virginia International Gateway, Inc., dated of even date herewith (the “Restated Lease”), in order to facilitate, among other things, the extension of the term of the Restated Lease and the development and financing of the Phase II Expansion of the Virginia International Gateway Terminal (the “Phase II Expansion Project”).

The Authority has been authorized to proceed with the expansion and densification of the Norfolk International Terminal (the “NIT Project”) and financing of same has been secured through the Virginia Public Building Authority.

The Board has determined that in order to more efficiently and expeditiously handle the Phase II Expansion Project and the NIT Project, it is in the best interest of the Authority that the Executive Director not be required to obtain written consent of the Board or written consent of the Chairman of the Board and the Chairman of the Finance and Audit Committee before entering into any contract, agreement or arrangement in excess of \$1,000,000, but less than \$10,000,000, arising out of or relating to the Phase II Expansion Project or the NIT Project. For the avoidance of doubt, any contract, agreement or arrangement greater than or equal to \$10,000,000, arising out of or relating to the Phase II Expansion Project or the NIT Project, shall require the written consent of the Chairman of the Board and the Chairman of the Finance and Audit Committee.

NOW, THEREFORE IT IS RESOLVED BY THE BOARD OF COMMISSIONERS OF THE VIRGINIA PORT AUTHORITY, as follows:

Section 1. Suspension of Section 3.4.1 of the Bylaws. Section 3.4.1 of the Bylaws is temporarily suspended for any contract, agreement or arrangement in excess of \$1,000,000, but less than \$10,000,000, arising out of or relating to the Phase II Expansion Project or the NIT Project. The Executive Director (a) shall regularly report to the Board as to all contracts, agreements and arrangements entered into by the Executive Director pursuant to the powers granted in this Resolution, (b) shall regularly update the Board as to the costs of the Phase II Expansion Project and the NIT Project, as compared to their respective budgets, and (c) shall regularly update the Board on the progress of construction toward completion, as compared to the respective construction schedules for the Phase II Expansion Project and the NIT Project. The suspension of the application of Section 3.4.1 of the Bylaws hereby imposed shall terminate on the date of substantial completion of both the Phase II Expansion Project and the NIT Project.

Section 2. Additional Action. The officers and staff of the Authority are hereby authorized to take such actions, and deliver such additional documents and certificates, as they may, in their discretion, deem necessary or useful in connection with the adoption of this resolution, with and subject to the advice of counsel.

Section 3. Effective Date. This resolution shall take effect immediately upon its adoption.

PASSED AND ADOPTED this 21st day of September, 2016.

John G. Milliken
Chairman

Attest:

Debra J. McNulty
Clerk