

**RESOLUTION OF THE INVESTMENT COMMITTEE
OF THE VIRGINIA PORT AUTHORITY
TRUSTEE APPOINTMENT FOR
VIRGINIA INTERNATIONAL TERMINALS LLC
DEFERRED COMPENSATION AND MATCHING SAVINGS PLANS**

WHEREAS, Virginia International Terminals LLC (“VIT”) sponsors and maintains the Virginia International Terminals, LLC Deferred Compensation Plan (the “Deferred Compensation Plan”) and the Virginia International Terminals, LLC Matching Savings Plan (the “Matching Plan”) (both plans collectively, the “Plans”) for the benefit of its employees and their beneficiaries; and

WHEREAS, the Deferred Compensation Plan and the Matching Plan are maintained pursuant to Sections 457 and 401 of the Internal Revenue Code (the “Code”), respectively, and in accordance with those provisions, the assets of the Plans are held in trust; and

WHEREAS, VIT has delegated to the Investment Committee of the Virginia Port Authority (the “Investment Committee”) certain responsibilities to administer the Plans, oversee the investment of the Plans’ assets, and appoint and remove Trustees for the Plans; and

WHEREAS, the Investment Committee desires to remove the current Trustee of the Plans and appoint Reliance Trust Company (“Reliance”) as Trustee of the Plans, with both the removal and appointment to be effective on January 3, 2017.

NOW, THEREFORE, BE IT RESOLVED, that the current Trustee of the Plans is hereby removed, effective January 3, 2017; and

BE IT FURTHER RESOLVED, that Reliance is hereby appointed Trustee of the Plans effective January 3, 2017; and

BE IT FURTHER RESOLVED, that the appropriate officers of the Investment Committee are hereby delegated the authority to take all actions necessary and appropriate to carry out the intent of the Investment Committee, including but not limited to, executing trust documents and communicating any changes to participants and beneficiaries of the Plans as may be required.

John G. Milliken
Chairman, VPA Board of Commissioners

Gary T. McCollum
Chairman, Finance and Audit Committee

John F. Reinhart
CEO and Executive Director

Rodney W. Oliver
Chief Financial Officer

James S. Bibbs
Chief Human Resources Officer

Attest:

Debra J. McNulty
Secretary/Clerk