

**MINUTES**  
**Virginia Port Authority Board of Commissioners**  
**Executive Committee Meeting**  
**November 14, 2016**

The Virginia Port Authority (“VPA”) Executive Committee (“Committee”) held a meeting on November 14, 2016, in the VPA’s Conference Room, 600 World Trade Center, Norfolk, Virginia.

The following were then in attendance:

Executive Committee Members Present:

John G. Milliken, VPA Chairman  
John N. Pullen, VPA Vice Chairman  
Alan A. Diamonstein, Chair/Growth and Operations Committee  
Gary T. McCollum, Chair/Finance and Audit Committee

Committee Members Absent:

Jennifer D. Aument

Board Members Present:

J. William Cofer  
Faith B. Power  
Val S. McWhorter  
Kim Scheeler  
Deborah C. Waters  
F. Blair Wimbush

Guests:

The Hon. Aubrey L. Layne, Jr., Secretary of Transportation  
W. Brice Fiske, Office of the Attorney General  
JoAnne Carter, PFM Group (Financial Advisor)  
William W. Harrison, Jr., Williams Mullen (Bond Counsel)

VPA Staff:

John F. Reinhart, CEO/Executive Director  
Rodney W. Oliver, Chief Financial Officer  
James Bibbs, Chief Human Resources Officer  
Joseph P. Ruddy, Chief Innovation Officer  
James W. Noel, III, General Counsel  
Matthew Barnes-Smith, Vice President, Strategic Planning  
Debra J. McNulty, Clerk to the Board

Virginia International Terminals (VIT) LLC Staff:

Thomas D. Capozzi, Chief Sales Officer  
Shawn Tibbetts, Chief Operations Officer  
Rich Ceci, Senior Vice President of Technology and Projects

Chairman Milliken called the meeting to order at 5:00 p.m.

Mr. Ruddy conducted the safety briefing. Chairman Milliken asked for a motion to go into closed session at this time.

**Motion for Closed Session**

Motion was read by Mr. Pullen, “to go into closed session in accordance with The Virginia Freedom of Information Act, pursuant to the requirements of §2.2-3711(A)(6), to discuss or consider the investment of public funds into the Port’s terminal facilities, including Virginia International Gateway (“VIG”) and Norfolk International Terminals (“NIT”), where competition or bargaining is involved, where, if made public initially, the financial interests of the VPA would be adversely affected; and pursuant to §2.2-3711(A)(38), and the provisions of §62.1-132.4, to discuss confidential proprietary information and data furnished to the VPA relating to the VIG and NIT projects; and pursuant to §2.2-3711(A)(1), the personnel exemption, to review and consider compensation strategies for certain Port employees.”

The motion was seconded by Mr. Diamonstein.

**Open Session**

At 6:10 p.m., the Executive Committee came out of closed session and the following motion was read by Mr. Pullen:

“WHEREAS, the Executive Committee has convened a closed meeting on this date pursuant to an affirmative recorded vote and in accordance with the provisions of The Virginia Freedom of Information Act; and

WHEREAS, §2.2-3712 of the Code of Virginia requires a certification that such closed meeting was conducted in conformity with Virginia law;

NOW, THEREFORE, BE IT RESOLVED, that the Committee certifies that, to the best of each member’s knowledge, (i) only public business matters lawfully exempted from open meeting requirements under this chapter were discussed in the closed meeting to which this certification resolution applies, and (ii) only such public business matters as were identified in the motion by which the closed meeting was convened were heard, discussed or considered by the Committee.”

The motion was seconded by Mr. Diamonstein.

A roll call vote of the Executive Committee members, certifying the closed session, was conducted as follows:

Ayes: 4 (Diamonstein, McCollum, Milliken, Pullen)                      Nays: 0  
Absent During Vote: 1 (Aument)  
Absent During Meeting: 1 (Aument)

There were no public comments and the meeting adjourned at 6:10 p.m.

Respectfully submitted,

  
Debra J. McNulty  
Clerk to the Board