

**MINUTES**  
**Virginia Port Authority Board of Commissioners**  
**Finance and Audit Committee Meeting**  
**March 27, 2017**

The Virginia Port Authority (“VPA”) Finance and Audit Committee (“Committee”) held a meeting on March 27, 2017, in the VPA’s Conference Room, 600 World Trade Center, Norfolk, Virginia. Committee Chairman Gary T. McCollum called the meeting to order at 3:40 p.m.

The following were then in attendance:

Finance and Audit Committee Members Present:

Gary T. McCollum, Chair  
Manju S. Ganeriwala, State Treasurer  
Faith B. Power  
Kim Scheeler  
F. Blair Wimbush

Board Members Present:

John G. Milliken, VPA Board Chairman  
J. William Cofer  
Alan A. Diamonstein  
Deborah C. Waters

VPA Staff:

John F. Reinhart, CEO and Executive Director  
James Bibbs, Chief Human Resources Officer  
Cathie Vick, Chief Public Affairs Officer  
Rodney W. Oliver, Chief Financial Officer  
Joseph P. Ruddy, Chief Innovation Officer  
James W. Noel, III, General Counsel  
Matthew Barnes-Smith, Vice President, Strategic Planning & Analytics  
Jay Stecher, Vice President, Marketing & Communications  
Jefferson Underwood, Vice President, Finance  
Chris Harrell, Vice President, Contracts & Risk Management  
David James, Senior Director, Contracts & Real Estate  
Al Collado, Senior Director, Procurement  
Jonathan Gray, Budget Manager  
Lisa Nelson, Executive Administrative Assistant  
Debra J. McNulty, Secretary to the Board

Virginia International Terminals, LLC (VIT) Staff:

Thomas D. Capozzi, Chief Sales Officer  
Shawn Tibbetts, Chief Operations Officer

Guests:

The Hon. Aubrey L. Layne, Jr., Secretary of Transportation  
W. Brice Fiske, Office of the Attorney General  
JoAnne Carter, PFM Group (VPA Financial Advisor)

Mr. Ruddy conducted the safety briefing at this time.

### **Motion for Closed Session**

At 3:40 p.m., Committee Chairman McCollum asked for a motion to go into closed session. The motion was read by Mr. Scheeler, "...that the VPA Board's Finance and Audit Committee 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 proprietary financial information and data relating to the VIG and NIT construction budgets, and preliminary FY2018 budget, and confidential data and information regarding safety and procurement initiatives, customer contracts and the port's strategic growth plan; and pursuant to the requirements of §2.2-3711(A)(7), to consult with legal counsel pertaining to actual litigation, where such consultation or briefing in open meeting would adversely affect the negotiating or litigating posture of the public body; and to consult with legal counsel employed or retained by a public body regarding specific legal matters requiring the provision of legal advice by such counsel, and pursuant to the requirements of §2.2-3711(A)(3), for the discussion or consideration of the acquisition of real property for a public purpose and as it relates to the operations and growth of the Port's terminal facilities, where discussion in an open meeting would adversely affect the bargaining position or negotiating strategy of the public body." The motion was seconded by Ms. Power.

### **End of Closed Session**

At 4:40 p.m., the Finance and Audit Committee came out of closed session and the following resolution was read by Mr. Scheeler:

"Whereas, the Virginia Port Authority Finance and Audit Committee had 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, Section 2.2-3712 of the Code of Virginia requires a certification by Committee members that such closed meeting was conducted in conformity with Virginia law;

Now, therefore be it resolved, that the Finance and Audit Committee hereby certifies that, to the best of each member's knowledge, (i) only public business matters lawfully exempted from open meeting requirements by Virginia law 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 convening the closed meeting were heard, discussed or considered by the Committee."

The resolution was seconded by Mr. Wimbush and passed by a roll call vote of the Finance and Audit Committee members and Chairman of the Board (ex officio), as follows:

Ayes: 6 (McCollum, Ganeriwala, Power, Scheeler, Wimbush, Milliken)

Nays: 0

Absent During Vote: 0

Absent During Meeting: 0

There were no public comments and the meeting adjourned at 4:40 p.m.

Respectfully submitted,

Debra J. McNulty  
Secretary to the Board