

## RESOLUTION 17-15

### RESOLUTION AUTHORIZING THE VIRGINIA PORT AUTHORITY TO ENTER INTO CONSTRUCTION MANAGEMENT CONTRACT DOCUMENTS FOR THE EXPANSION PROJECT AT VIRGINIA INTERNATIONAL GATEWAY

#### RECITALS:

The Virginia Port Authority (the "Authority"), a body corporate and a political subdivision of the Commonwealth of Virginia, has been established pursuant to Chapter 10, Title 62.1 of the Code of Virginia of 1950, as amended (the "Act").

Pursuant to the Act, the Authority is empowered to rent, lease, buy, own, acquire, construct, reconstruct, and dispose of harbors, seaports, port facilities and such property, whether real or personal, as it may find necessary or convenient and issue revenue bonds therefore without pledging the faith and credit of the Commonwealth.

Pursuant to the Act, it is the duty of the Authority to foster and stimulate the commerce of the ports of the Commonwealth and related facilities by serving as the United States Eastern Seaboard gateway for the global import and export of freight throughout the world, to promote the shipment of freight through the maritime and inland ports, to seek to secure necessary improvements of navigable tidal waters within the Commonwealth, and in general to perform any act or function that may be useful in developing, improving, or increasing the commerce, both foreign and domestic, of all maritime and inland ports of the Commonwealth and related facilities.

In furtherance of this duty, the Authority is making significant capital improvements to Virginia International Gateway terminal (hereinafter "VIG"). Construction management and engineering services are necessary to support the construction of the VIG Phase II expansion project (hereinafter "VIG Phase II").

On January 18, 2017, the Authority entered into a contract with CH2M Hill Engineers, Inc. proposing a budget of \$4,500,000 for the construction management services and engineering associated with VIG Phase II (hereinafter the "VIG Construction Management Services Contract"). The contract provides for project-specific services to be set forth in one or more task orders issued by the Authority. An amendment to the VIG Construction Management Services Contract (hereinafter "Amendment") is now required to increase the budget by \$2,000,000.00 to provide for additional services to be performed in furtherance of VIG Phase II.

The Board has determined that it is necessary and appropriate to delegate to the Executive Director the authority to negotiate, approve and amend the terms of the VIG Construction Management Services Contract and associated Amendment consistent with the foregoing Recitals.

**NOW THEREFORE, IT IS RESOLVED** by the Board of Commissioners of the Virginia Port Authority, as follows:

Section 1. Approval of VIG Construction Management Services Contract as modified by the Amendment. The execution and delivery of the VIG Construction Management Services Contract as modified by the Amendment by the Authority consistent with the foregoing Recitals are hereby authorized. The Board hereby authorizes the Executive Director to approve the form and content of, and to execute and deliver, the VIG Construction Management Services Contract and Amendment on behalf of the Authority. The execution of the Amendment by the Executive Director shall be conclusive evidence of the Authority's approval of the VIG Construction Management Services Contract as modified by the Amendment. The Board hereby authorizes the Executive Director to execute and deliver all ancillary documents which he deems necessary to further the intent of this Resolution.

Section 2. Ratification; Further Action. All actions previously taken by the Commissioners, officers, and staff of the Authority in furtherance of the VIG Construction Management Services Contract and Amendment are hereby ratified and confirmed. The officers and employees 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 proper in furtherance of the VIG Construction Management Services Contract as modified by the Amendment and the transactions described herein and therein.

Section 3. Effective Date. This Resolution shall take effect immediately upon its adoption. The Secretary of the Authority shall file this Resolution with the books and records of the Authority maintained according to Section 3.11 of the Authority's Bylaws.

**[END OF RESOLUTION 17-15]**

PASSED AND ADOPTED this 5<sup>th</sup> day of December, 2017.

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John G. Milliken  
Chairman

ATTEST:

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Debra J. McNulty  
Secretary to the Board