

EXECUTIVE COMMITTEE OF THE VIRGINIA PORT AUTHORITY

NOVEMBER 14, 2016

RATIFICATION OF NOTICE OF INTENT TO AWARD AND RESOLUTION AUTHORIZING THE EXECUTIVE DIRECTOR TO ENTER INTO CONTRACTS FOR THE ACQUISITION OF AUTOMATED STACKING CRANES FOR NORFOLK INTERNATIONAL TERMINALS AND 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 intends to make significant capital improvements to Norfolk International Terminals ("NIT") and Virginia International Gateway ("VIG"). These improvements include the purchase of sixty (60) automated stacking cranes ("ASCs") to be installed at south NIT (the "NIT ASCs") and the acquisition of twenty-six (26) ASCs to be installed at VIG (the "VIG ASCs").

The purchase price for the NIT ASCs shall be funded from the proceeds allocated to the Authority from bonds authorized and issued for capital improvements at NIT by the Virginia Public Building Authority pursuant to Chapter 759 of the Acts of Assembly of 2016 of the Commonwealth of Virginia.

The VIG ASCs will be owned by Virginia International Gateway, Inc., the owner of VIG, and leased to the Authority pursuant to the Amended and Restated Deed of Facilities Lease Agreement between the Authority and Virginia International Gateway, Inc. dated as of September 21, 2016, and the associated Construction Authority Agreement, the forms of which were approved by the Authority pursuant to its Resolution 16-8.

Pursuant to its Procurement Manual and the Construction Authority Agreement referenced above, the Authority issued a Request for Proposals ("RFP") for the ASCs and related equipment and systems. Upon evaluation of the proposals submitted in response to the RFP, it was determined that the

proposal by Konecranes Finland Corporation (“Konecranes”) represented the best value to the VPA according to the criteria in the RFP. Upon approval by the Chairman of the Board and the Chairman of the Finance and Audit Committee, the Authority issued a Notice of Intent to Award (“NOIA”) contracts to Konecranes for the procurement of the ASCs. The contract for the NIT ASCs shall provide for them to be delivered and installed for a price of U.S. \$163,386,344.00. The contract for the VIG ASCs shall provide for them to be delivered and installed for a price of U.S. \$71,340,480.00.

The Executive Committee of the Authority has the authority to exercise all powers of the Authority’s Board of Commissioners between its meetings and has determined that it is necessary and appropriate to delegate to the Executive Director the authority to finalize and execute the ASC Contracts on behalf of the Authority.

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

Section 1. Approval of ASC Contracts. The execution and delivery of the ASC Contracts by the Authority consistent with the foregoing Recitals are hereby authorized. The Executive Director is hereby authorized to approve, execute, and deliver the ASC Contracts on behalf of the Authority. The execution of the ASC Contracts by the Executive Director shall be conclusive evidence of the Authority’s approval of the ASC Contracts. The Executive Committee hereby authorizes the Executive Director to execute and deliver any 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 ASC Contracts, including without limitation the approval of the issuance of the NOIA, are hereby ratified and affirmed. 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 ASC Contracts and the transactions described therein if and when they are approved and executed.

Section 3. Effective Date; Notice. 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. The Secretary shall promptly inform all members of the Authority’s Board of Commissioners of this action.

APPROVED AND ADOPTED this 14th day of November, 2016.

John G. Milliken, Chairman

ATTEST:

Debra J. McNulty
Secretary/Clerk