

RESOLUTION 16-17

RESOLUTION AUTHORIZING THE VIRGINIA PORT AUTHORITY TO ENTER INTO CONSTRUCTION CONTRACTS FOR RAIL YARD EXPANSION 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 intends to make significant capital improvements to the marine terminal known as Virginia International Gateway (“VIG”). The VPA leases VIG from Virginia International Gateway, Inc. pursuant to the Amended and Restated Deed of Facilities Lease Agreement 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. These improvements include the construction of eight (8) new rail yard tracks to support cantilevered rail-mounted gantry crane operation. The improvements are more particularly described in the Invitation to Bid referenced below. The improvements are hereinafter collectively referred to herein as the “Phase II Rail Yard Expansion.”

Pursuant to its Capital Outlay Manual and the Construction Authority Agreement referenced above, the Authority issued an Invitation to Bid (“IFB”) for the Phase II Rail Yard Expansion: Solicitation number 2017-14, entitled “Virginia International Gateway Phase II Expansion – Rail Yard Expansion,” for the construction of the new rail yard tracks.

VPA received bids responsive to the IFB, and the lowest responsive bid submitted by a responsible bidder was within the Authority’s budget established for the work covered by the IFB. VPA has obtained all necessary approvals of the bid pursuant to the Construction Authority Agreement referenced above.

The Board has determined that it is appropriate to delegate to the Executive Director the authority to approve the final terms of, and execute and deliver, the contracts for the work covered by the IFB with the responsible bidder submitting the lowest responsive bid.

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

Section 1. Approval of Contracts. The Authority hereby approves the execution and delivery of the contracts for the construction covered by the IFB (the "Construction Contracts") to the responsible bidder submitting the lowest responsive bid. The Board hereby authorizes the Executive Director to approve the final form and content of, and to execute and deliver, the Construction Contracts on behalf of the Authority. The execution of the Construction Contracts by the Executive Director shall be conclusive evidence of the Authority's approval of the Construction Contracts. The Board 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 Construction Contracts 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 Construction Contracts if and when they are executed.

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.

PASSED AND ADOPTED this 15th day of November, 2016.

John G. Milliken
Chairman

ATTEST:

Debra J. McNulty
Secretary/Clerk