

RESOLUTION 19-7

RESOLUTION AUTHORIZING THE VIRGINIA PORT AUTHORITY TO ENTER INTO CONTRACT DOCUMENTS FOR THE ACQUISITION OF SHUTTLE TRUCKS

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") and Norfolk International Terminals (hereinafter "NIT"). These improvements include the purchase of equipment, namely shuttle trucks, to support terminal operations at VIG and NIT.

On March 27, 2018, the Board of Commissioners passed Resolution 18-3 authorizing the Executive Director to enter into a contract with Kalmar USA, Inc. for the procurement of shuttle trucks at VIG with an option for a separate future contract for the purchase of shuttle trucks and related equipment and systems for NIT.

The Authority has determined it necessary to exercise this option for the purchase of twenty-five (25) Kalmar shuttle trucks. Subject to negotiation of final contract terms, Kalmar shall provide up to twenty-five (25) shuttle trucks to be delivered and installed for a unit price up to \$1,014,454.42 USD, which could fluctuate depending on the U.S. Dollar to Euro exchange rate on the date of contract execution.

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 Kalmar USA, Inc. option contract (hereinafter the "NIT Kalmar Contract") 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 NIT Kalmar Contract. The execution and delivery of the NIT Kalmar Contract 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 NIT Kalmar Contract on behalf of the Authority. The execution of the NIT Kalmar Contract by the Executive Director shall be conclusive evidence of the Authority's approval of the NIT Kalmar Contract. 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 NIT Kalmar Contract 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 NIT Kalmar Contract 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 19-7]

PASSED AND ADOPTED this 21st day of May, 2019.

John G. Milliken
Chairman

ATTEST:

Debra J. McNulty
Secretary to the Board