

**MINUTES**  
**Virginia Port Authority Board of Commissioners**  
**Growth and Operations Committee Meeting**  
**July 22, 2019**

The Virginia Port Authority (“VPA”) Growth and Operations Committee (“Committee”) held a meeting on July 22, 2019, at Virginia Port Authority, 600 World Trade Center, 101 West Main Street, Norfolk. VPA Growth and Operations Chairman, Alan A. Diamonstein, called the meeting to order at 1:30 p.m.

The following were in attendance:

Committee Members Present:

Alan A. Diamonstein, Chair  
Jennifer D. Aument, Vice Chair  
Val S. McWhorter  
Deborah C. Waters (arrived at 2:00 pm)

Committee Members Absent:

J. William Cofer  
Stephen Moret

Board Members Present:

John G. Milliken, VPA Board Chairman  
F. Blair Wimbush, VPA Board Vice Chairman  
Faith B. Power  
Kim Scheeler  
Louisa M. Strayhorn

VPA Staff:

John F. Reinhart, CEO & Executive Director  
Sarah McCoy, General Counsel  
Rodney W. Oliver, Chief Financial Officer  
Joseph P. Ruddy, Chief Innovation Officer  
Cathie Vick, Chief Public Affairs Officer  
Matthew Barnes-Smith, Senior Vice President, Administration Services & Compliance  
Daniel Hendrickson, Vice President, Strategic Planning & Analytics  
Jay Stecher, Vice President, Marketing & Communication  
Mark Thorsen, Vice President Technology/Chief Information Officer  
Anja Sparenberg, Director, Management Reporting & Analytics  
Bevan Calo, Manager, Digital Media & Traffic  
Kelly Taylor, Information Technology Technician  
Debra J. McNulty, Secretary to the Board  
Abigail Toohey, Legal Intern

Virginia International Terminals, LLC (VIT) Staff:

Shawn Tibbetts, President & Chief Operations Officer  
Kevin Price, Senior Vice President, Operations  
Rich Ceci, Vice President, Technology & Project Management

Guests:

Hon. Shannon Valentine, Secretary of Transportation (arrived at 2:35 p.m.)  
W. Brice Fiske, Office of the Attorney General

Mr. Ruddy conducted the safety briefing at this time.

Mr. Thorsen announced that Board members were viewing the meeting materials on the new online board portal – BoardEffect. He explained that each of the Ipads were logged on with commissioners' credentials that were assigned and that staff would continue to log everyone in prior to the meetings so that the material would be immediately available. Mr. Thorsen confirmed that commissioners would continue to receive draft board materials by email a week prior to the meetings. He explained that Mrs. McNulty would provide confidential logon credentials and instructions to access the portal later in the week.

Mr. Reinhart mentioned the annotations feature in BoardEffect and a discussion ensued with regard to The Freedom of Information Act (FOIA) requirements. Ms. McCoy affirmed that annotations would be subject to FOIA and she offered to provide the Board with further information. Mr. McWhorter cautioned board members to be careful as to the content when annotating within the portal.

Mr. Thorsen explained that a roll-out of BoardEffect would be taken in several steps in order to fully learn the product and that more information would be provided at the September meeting.

#### **Motion for Closed Session**

At 1:36 p.m., Committee Chairman Diamonstein asked for a motion to go into closed session. The motion was read by Mr. McWhorter as follows:

“I move that the VPA Board’s Growth and Operations Committee convene a closed meeting in accordance with The Virginia Freedom of Information Act, pursuant to the requirements of §2.2-3711(A)(37), and the provisions of §2.1-132.4, to discuss proprietary information and data furnished to the VPA in confidence, including but not limited to customer and cargo contracts, agreements, or information, ship tally sheets, ship manifests, information relating to tonnages and cargoes, annual budgets; as well as metrics, analyses, and data relating to its safety program and terminal throughput activity, including gate, rail, and chassis usage, information technology initiatives, and vessel size and capacity forecasting; and pursuant to §2.2-3711(A)(5), to discuss prospective business or industry or the expansion of an existing business or industry where no previous announcement has been made of the business' or industry's interest in locating or expanding its facilities in the community; and pursuant to §2.2-3711(A)(6), to discuss or consider the investment of public funds relating to strategic growth initiatives and projects, where competition or bargaining is involved, where, if made public initially, the financial interests of the VPA would be adversely affected.”

The motion was seconded by Chairman Milliken.

#### **End of Closed Session**

At 3:09 p.m., the Growth and Operations Committee came out of closed session and the following resolution was read by Mr. McWhorter:

“Whereas, the Virginia Port Authority Growth and Operations 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 the Committee members that such closed meeting was conducted in conformity with Virginia law;

Now, therefore be it resolved, that the Growth and Operations 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 Ms. Waters and passed by a roll call vote of the Growth and Operation Committee members, and Chair and Vice Chair of the VPA Board (ex officios), as follows:

Ayes: 6(Aument, Diamonstein, McWhorter, Waters, Milliken, Wimbush)

Nays: 0

Absent During Vote: 2 (Cofer, Moret)

Absent During Meeting: 2 (Cofer, Moret)

There were no public comments and the meeting adjourned at 3:09 p.m.

Respectfully submitted,



Debra J. McNulty  
Secretary to the Board