

MINUTES
Virginia Port Authority Board of Commissioners
Growth and Operations Committee Meeting
September 23, 2019

The Virginia Port Authority ("VPA") Growth and Operations Committee ("Committee") held a meeting on September 23, 2019, at Virginia Port Authority, 600 World Trade Center, 101 West Main Street, Norfolk. VPA Growth and Operations Acting Chairman, Val S. McWhorter, called the meeting to order at 2:00 p.m.

The following were in attendance:

Committee Members Present:

Val S. McWhorter, Acting Chair
J. William Cofer
Stephen Moret
Deborah C. Waters

Committee Members Absent:

Alan A. Diamonstein, Chair
Jennifer D. Aument, Vice Chair

Board Members Present:

John G. Milliken, VPA Board Chairman
F. Blair Wimbush, VPA Board Vice Chairman
John C. Asbury
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 Development & Government Affairs Officer
Matthew Barnes-Smith, Chief Administration Officer
Jay Stecher, Chief Marketing Officer
Daniel Hendrickson, Vice President, Strategic Planning & Analytics
Mark Thorsen, Vice President Technology/Chief Information Officer
Anja Sparenberg, Director, Management Reporting & Analytics
Shaune Thomas, Senior Manager, Talent Acquisition
Carla Welsh, Director, Creator Services
Bevan Calo, Manager, Digital Media & Traffic
Charlie Cannon, Information Technology Specialist
Kelly Taylor, Information Technology Technician
Debra J. McNulty, Secretary to the Board

Virginia International Terminals, LLC (VIT) Staff:

Thomas D. Capozzi, Chief Sales Officer
Kevin Price, Chief Operations Officer
Rich Ceci, Vice President, Technology & Project Management
Joseph O'Brien, Vice President, Ocean Carrier Sales
Tony Salino, Director, Ocean Carrier Sales

Guests:

W. Brice Fiske, Office of the Attorney General

Mr. Ruddy conducted the safety briefing at this time.

VPA Board Chair, John Milliken, welcomed newly-appointed Commissioner John C. Asbury and congratulated him on his appointment by Governor Northam. The Chairman asked Mr. Asbury to say a few words at this time. Mr. Asbury announced that he is the CEO of Atlantic Union Bank, the only statewide, independent Virginia bank. He expressed his pleasure on being appointed to the VPA Board and explained that he would miss the public session on September 24 due to a Federal Reserve Bank meeting in Atlanta.

Chairman Milliken spoke of how important The Port of Virginia is to the growth of the Commonwealth. Mr. McWhorter welcomed Mr. Asbury on behalf of the Growth and Operations Committee.

Motion for Closed Session

At 2:05 p.m., Acting Committee Chair McWhorter asked for a motion to go into closed session. The motion was read by Mr. Cofer 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 Ms. Waters. Ms. McCoy, at this time, requested that the motion to go into closed session be suspended to allow an open session discussion on BoardEffect.

Open Session

Mr. Thorsen reminded the Board that, at the July meeting, further instructions on the use of the BoardEffect platform for viewing board documents would be introduced on the topic of making annotations and The Freedom of Information Act (FOIA). Mr. Thorsen introduced Ms. McCoy at this time, to review FOIA requirements.

Ms. McCoy explained that Board members’ annotations made in BoardEffect are not subject to FOIA if the annotations are made on closed session documents, however, they would be subject to FOIA

when annotating on open session documents. Vice Chairman Wimbush asked if annotations are protected in closed session preparatory (draft) documents. Ms. McCoy confirmed that they would be protected.

At this time, Mr. Thorsen introduced Ms. Kelly Taylor, IT Technician, who briefly demonstrated how annotations are accessed and used on documents contained in BoardEffect. Ms. Taylor recommended that, in the essence of time, Board members refrain from practicing annotations during the meeting but that she would be available to assist at a later time.

Motion for Closed Session

At 2:15 p.m., Acting Committee Chair McWhorter made a motion to go into closed session, in accordance with the previous reading by Mr. Cofer, which was seconded by Ms. Waters.

End of Closed Session

At 3:42 p.m., the Growth and Operations Committee came out of closed session and the following resolution was read by Mr. Cofer:

“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 (Cofer, McWhorter, Moret, Waters, Milliken, Wimbush)

Nays: 0

Absent During Vote: 2 (Aument, Diamonstein)

Absent During Meeting: 2 (Aument, Diamonstein)

There were no public comments and the meeting adjourned at 3:42 p.m.

Respectfully submitted,



Debra J. McNulty
Secretary to the Board