

**MINUTES**  
**Virginia Port Authority Board of Commissioners**  
**Finance and Audit Committee Electronic Meeting**  
**July 27, 2020**

The Virginia Port Authority (“VPA”) Finance and Audit Committee (“Committee”) held an electronic meeting via the Zoom platform on July 27, 2020.

*This electronic meeting is assembled during a declared state of emergency when it is impracticable or unsafe to assemble a quorum in a single location to discuss or transact the business statutorily required or necessary to continue operation of the public body in accordance with Item 4-0.01.g of Chapter 1283 of the 2020 Amendments to the 2019 Appropriation Act.*

Chairwoman Power called the meeting to order at 3:45 p.m. and asked Mrs. McNulty to conduct a roll call of VPA Board members, colleagues with Virginia Port Authority (“VPA”) and Virginia International Terminals, LLC (“VIT”), guests, and members of the public who were electronically present, as follows:

Finance and Audit Committee Members Participating:

Faith B. Power, Chair  
John C. Asbury  
Manju S. Ganeriwala, State Treasurer  
Eva Teig Hardy  
Louisa M. Strayhorn

Board Members Participating:

John G. Milliken, VPA Board Chairman  
F. Blair Wimbush, VPA Board Vice Chairman  
Jennifer D. Aument  
Eva Teig Hardy  
Joni L. Ivey  
Deborah C. Waters

Guests Participating:

The Hon. Shannon Valentine, Secretary of  
Transportation  
W. Brice Fiske, Office of the Attorney  
General

VPA Staff Participating:

John F. Reinhart, CEO & Executive Director  
Matthew Barnes-Smith, Chief Administration Officer  
Sarah McCoy, General Counsel and Acting Chief Human Resources Officer  
Rodney W. Oliver, Chief Financial Officer  
Joseph Ruddy, Chief Innovation Officer  
James (Jay) Stecher, Chief Marketing Officer  
Cathie Vick, Chief Development and Government Affairs Officer  
Jason Barlow, Vice President, Contracts and Risk Management  
Carla Welsh, Director, Production  
Colleen Mollison, Senior Manager, Contracts, SOR, and Procurement  
Marissa Blanco, Director, Supply Management  
Jodie Asbell, Senior Executive Assistant and Assistant Secretary to the Board  
Debra J. McNulty, Secretary to the Board

VPA-Information Technology Support:

Mark Thorsen, Chief Information Officer  
Lung Cheng, Director, Information Technology  
Kelly Taylor, Information Technology Technician  
Charles Cannon, Information Technology Specialist

VIT Staff Participating:

Thomas D. Capozzi, Chief Sales Officer  
Kevin Price, Chief Operations Officer

**Motion to Convene an Electronic Meeting**

At 3:45 p.m. Chairwoman Power made a motion to convene an electronic meeting pursuant to the requirements of Item 4-0.01.g of Chapter 1283 of the 2020 Amendments to the 2019 Appropriation Act, to discuss or transact the business statutorily required or necessary to continue operation of the Virginia Port Authority.

Chairwoman Power then read the factual basis for convening an electronic meeting:

“Electronic meetings are permitted where the public body is “mak[ing] decisions that are statutorily required or necessary to continue operations and where failure to do so could impact the ability of the Authority to carry out its mission. As such, the Virginia Port Authority has a duty to continue operations by ensuring financial stability and compliance.”

Chairwoman Power affirmed that the motion to convene an electronic meeting carried and was seconded by Commissioner Hardy. Chair Power asked Mrs. McNulty for a roll call vote of the Finance and Audit Committee members, Chair and Vice Chair of the VPA Board (ex officios), as follows:

Ayes: 6 (Power, Asbury, Ganeriwala, Hardy, Strayhorn, Milliken, Wimbush)  
Nays: 0  
Absent During Vote: 0  
Absent During Meeting: 0

**Opportunity for Public Comment**

Chairwoman Power asked if there were any members of the public on the conference line who wished to comment. There were no members of the public on the line.

**Motion for Closed Session**

At 3:47 p.m., at the request of Chairwoman Power, Commissioner Strayhorn read the motion to go into closed session as follows:

“I move that the Finance and Audit 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 §62.1-132.4, to discuss proprietary data furnished to the VPA in confidence by Virginia International Terminals, LLC (“VIT”) and the Hampton Roads Chassis

Pool II, LLC (“HRCP II”) to discuss May year-to-date financials, financing opportunities, and enhancements to the compliance program.”

The motion was seconded by Commissioner Asbury. Chairwoman Power asked for a roll-call vote at this time.

Ayes: 6 (Power, Asbury, Ganeriwala, Hardy, Strayhorn, Milliken, Wimbush)

Nays: 0

Absent During Vote: 0

Absent During Meeting: 0

At the request of Chairwoman Power, Mrs. McNulty confirmed that the public conference line was disconnected and that the Committee was ready to move into closed session.

### **End of Closed Session**

At 4:58 p.m., the Finance and Audit Committee came out of closed session, Mrs. McNulty announced that the public conference line was connected at this time, and the following resolution was read by Commissioner Strayhorn:

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

Now, therefore be it resolved, that the Finance and Audit 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 Vice Chairman Wimbush and passed by a roll call vote of the Finance and Audit Committee members and Chair and Vice Chair of the VPA Board (ex officios) as follows:

Ayes: 6 (Power, Asbury, Ganeriwala, Hardy, Strayhorn, Milliken, Wimbush)

Nays: 0

Absent During Vote: 0

Absent During Meeting: 0

There were no members of the public on the conference line and the meeting adjourned at 4:58 p.m.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Debra J. McNulty". The signature is written in a cursive style with a large, stylized initial "D".

Debra J. McNulty  
Secretary to the Board