

MINUTES
Virginia Port Authority Board of Commissioners
Growth and Operations Committee Electronic Meeting
November 16, 2020

The Virginia Port Authority (“VPA”) Growth and Operations Committee (“Committee”) held an electronic meeting via the Zoom platform on November 16, 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.

Chairman Val McWhorter called the meeting to order at 2:00 p.m. and Mrs. McNulty confirmed the public line was open. Chair McWhorter 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 are included as follows:

Growth and Operations Committee Members Participating:

Val S. McWhorter, Chair
J. William Cofer
Joni L. Ivey
Deborah C. Waters

Growth and Operations Committee Members Absent:

Jennifer D. Aument, Vice Chair
Stephen Moret

Board Members Participating:

John G. Milliken, VPA Board Chairman
F. Blair Wimbush, VPA Board Vice Chairman
John C. Asbury
Manju S. Ganeriwala, State Treasurer
Eva Teig Hardy
Faith B. Power
Louisa M. Strayhorn

Guests Participating:

The Hon. Shannon Valentine, Secretary of
Transportation

VPA Staff Participating:

John F. Reinhart, CEO and Executive Director
Sarah McCoy, General Counsel
Rodney W. Oliver, Chief Financial Officer
Joseph Ruddy, Chief Innovation Officer
James (Jay) Stecher, Chief Marketing Officer
Monica Sturgis, Chief Human Resources Officer
Cathie Vick, Chief Development and Government Affairs Officer
Daniel Hendrickson, Vice President, Asset Management and Special Projects
Anja Sparenberg, Director, Management Reporting and Analytics
Carla Welsh, Director, Production
Debra J. McNulty, Secretary to the Board
Jodie Asbell, Senior Executive Assistant and Assistant Secretary to the Board

VPA-Information Technology Support:

Mark Thorsen, Chief Information Officer
Lung Cheng, Director, Information Technology
Kelly Taylor, Information Technology Technician
Matt Dudley, Helpdesk Technician

VIT Staff Participating:

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

Motion to Convene an Electronic Meeting

At the request of Chairman McWhorter, Commissioner Waters 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.

Chairman McWhorter then read the factual basis for convening an electronic meeting:

“It is necessary to convene an electronic meeting today to discuss information that is integral to the continued operations of this Port; specifically, we need to discuss impacts of the COVID-19 virus on the business, operational performance metrics, safety, terminal infrastructure projects and prospective business opportunities. All of these topics are statutorily authorized and required for continued operation of the Port.”

Chairman McWhorter affirmed that the motion to convene an electronic meeting carried and was seconded by Commissioner Ivey. He then asked Mrs. McNulty for a roll call vote of the Growth and Operation Committee members, Chair and Vice Chair of the VPA Board (ex officios), as follows:

Ayes: 6 (McWhorter, Cofer, Ivey, Waters, Milliken, Wimbush)

Nays: 0

Absent During Vote: 2 (Aument, Moret)

Absent During Meeting: 2 (Aument, Moret)

Motion for Closed Session

At 2:08 p.m., Chairman McWhorter asked Commissioner Waters to read the motion to go into closed session as follows:

“I move that the 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 §62.1-132.4, 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 Commissioner Ivey. Chairman McWhorter asked for a roll-call vote of the Committee at this time.

Ayes: 6 (McWhorter, Cofer, Ivey, Waters, Milliken, Wimbush)

Nays: 0

Absent During Vote: 2 (Aument, Moret)

Absent During Meeting: 2 (Aument, Moret)

At the request of Chairman McWhorter, Ms. 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 3:24 p.m., the Growth and Operations 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 Waters:

“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 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 Commissioner Cofer and passed by a roll call vote of the Growth and Operations Committee members and Chair and Vice Chair of the VPA Board (ex officios) as follows:

Ayes: 7 (McWhorter, Cofer, Ivey, Moret, Waters, Milliken, Wimbush)

Nays: 0

Absent During Vote: 1 (Aument)

Absent During Meeting: 2 (Aument, Moret-arrived before vote)

There were no members of the public on the conference line during the open portions of the meeting and there were no public comments submitted to PublicComments@portofvirginia.com .

The meeting adjourned at 3:24 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, looping initial "D".

Debra J. McNulty
Secretary to the Board