

MINUTES
Virginia Port Authority Board of Commissioners
Finance and Audit Committee Electronic Meeting
January 25, 2021

The Virginia Port Authority ("VPA") Finance and Audit Committee ("Committee") held an electronic meeting via the Zoom platform on January 25, 2021.

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 Mrs. McNulty confirmed that the public conference line was open. Chair Power 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:

Finance and Audit Committee Members Participating:

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

Board Members Participating:

John G. Milliken, VPA Board Chairman
F. Blair Wimbush, VPA Board Vice Chairman
Jennifer D. Aument
J. William Cofer
Eva Teig Hardy
Joni L. Ivey
Val S. McWhorter (arrived 4:20)
Deborah C. Waters

Guests Participating:

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

Board Members Absent:

Stephen Moret

VPA Staff Participating:

Stephen A. Edwards, CEO and Executive Director
John F. Reinhart, Executive Director Emeritus (Retiring)
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
Jason Barlow, Vice President, Contracts and Risk Management
Daniel Hendrickson, Vice President, Asset Management and Special Projects
Jefferson Underwood, Vice President, Finance

VPA Staff (continued):

Anja Sparenberg, Director, Management Reporting and Analytics
Carla Welsh, Director, Production
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
Matt Dudley, Helpdesk Support
Barika Jones, Helpdesk Support

VIT Staff Participating:

Thomas D. Capozzi, Chief Sales Officer
Kevin Price, Chief Operations Officer
Rich Ceci, Vice President, Technology and Project Management

Motion to Convene an Electronic Meeting

At 3:45 p.m. Commissioner Strayhorn 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 Asbury. Chairwoman 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: 7 (Power, Strayhorn, Asbury, Ganeriwala, Hardy, Milliken, Wimbush)

Nays: 0

Absent During Vote: 0

Absent During Meeting: 0

Motion for Closed Session

At the request of Chairwoman Power, Commissioner Strayhorn read the motion to go into closed session at this time, 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 November financials and procurement opportunities.

The motion was seconded by Commissioner Asbury. Chairwoman Power asked for a roll-call vote of the Finance and Audit Committee at this time.

Ayes: 7 (Power, Strayhorn, Asbury, Ganeriwala, Hardy, 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 4:55 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 Commissioner Hardy 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: 7 (Power, Strayhorn, Asbury, Ganeriwala, Hardy, Milliken, Wimbush)

Nays: 0

Absent During Vote: 0

Absent During Meeting: 0

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 4:55 p.m.

Respectfully submitted,

A handwritten signature in cursive script, appearing to read "Debra J. McNulty".

Debra J. McNulty
Secretary to the Board