

**AGENDA**  
**Virginia Port Authority (VPA) Board of Commissioners**  
**Finance and Audit Committee Meeting**

**Monday, January 9, 2023 – 1:00 PM – 2:15 PM**

**Meeting Location:**

VPA Boardroom, 600 World Trade Center, 101 West Main Street, Norfolk

**Finance and Audit Committee Members**

James C. Burnett      Chair  
Shaza L. Andersen    Vice Chair  
Maurice A. Jones  
David L. Richardson

**Ex-Officio Members**

Aubrey L. Layne    Board Chair  
Faith B. Power     Board Vice Chair

**Presenters**

Rodney W. Oliver    Chief Financial Officer  
Nina Malone        Principal Economist  
Brianna Barnes     Director, Contracts and Compliance  
Justin Wakeman     Manager, Risk

1.    **Open Session** – Call to Order, Chair Burnett
2.    Safety Briefing – Stephen A. Edwards
3.    **Closed Session** – Motion to 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 financial data and information relating to tonnages and cargoes furnished to the VPA in confidence by Virginia International Terminals, LLC (“VIT”) and the Hampton Roads Chassis Pool II, LLC (“HRCP II”); and pursuant to §2.2-3711(A)(6) to discuss the consideration of investment of public funds where competition or bargaining is involved, where, if made public initially, the financial interest of the governmental unit would be adversely affected.
4.    Vote on the motion
5.    **Open Session** – Certification of closed session
6.    Opportunity for Public Comment
7.    Adjourn

**CLOSED SESSION LANGUAGE**

VPA Board Finance and Audit Committee  
Closed Meeting – January 9, 2023

**TO CONVENE CLOSED MEETING:**

“I move that the VPA Board’s 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 financial data and information relating to tonnages and cargoes furnished to the VPA in confidence by Virginia International Terminals, LLC (“VIT”) and the Hampton Roads Chassis Pool II, LLC (“HRCP II”); and pursuant to §2.2-3711(A)(6) to discuss the consideration of investment of public funds where competition or bargaining is involved, where, if made public initially, the financial interest of the governmental unit would be adversely affected.”

[Motion] [Second needed] [Voice Vote]

**CERTIFICATION AFTER CLOSED MEETING:**

“I move the following resolution,

Whereas, the Finance and Audit Committee has 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, §2.2-3712 of the Code of Virginia requires a certification that such closed meeting was conducted in conformity with Virginia law;

Now, therefore, be it resolved, that the committee member certifies that, to the best of each member’s knowledge, (i) only public business matters lawfully exempted from open meeting requirements under this chapter 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 by which the closed meeting was convened were heard, discussed or considered by the Committee.”

[Motion] [Second needed] [Roll Call Vote]

Committee Members:

- Chair Burnett
- Vice Chair Andersen
- Commissioner Jones
- Commissioner Richardson

Ex Officio Members:

- Board Chair Layne
- Board Vice Chair Power

**MINUTES**  
**Virginia Port Authority Board of Commissioners**  
**Finance and Audit Committee Meeting**  
**January 9, 2023**

The Virginia Port Authority (“VPA”) Finance and Audit Committee (“Committee”) held a meeting on January 9, 2023 in the VPA Boardroom, 600 World Trade Center, 101 W Main St, Norfolk, Virginia.

**Committee Members Present:**

James C. Burnett, Chair  
Maurice A. Jones  
David L. Richardson  
Aubrey L. Layne, Ex-Officio (arrived 1:09pm)  
Faith B. Power, Ex-Officio

**Committee Members Absent:**

Shaza L. Andersen, Vice Chair

**Board Members Present:**

John C. Asbury  
Michael W. Coleman (electronic connection, departed 1:41pm)  
John W. Kirk III  
Edward F. O’Callaghan  
Deborah C. Waters

**VPA Staff Present:**

Stephen A. Edwards, CEO and Executive Director  
Rodney W. Oliver, Chief Financial Officer  
Sarah J. McCoy, General Counsel and Chief Administrative Officer  
Ryanne A. Shields, Secretary to the Board  
Nina Malone, Principal Economist  
Brianna Barnes, Director, Contracts and Compliance  
Justin Wakeman, Manager, Risk Management  
Jeff Underwood, Vice President, Finance  
Jason Barlow, Vice President, Contracts and Risk Management

In accordance with the VPA Board of Commissioners Electronic Participation Policy, Commissioner Coleman participated by electronic connection from his personal residence in Virginia Beach, Virginia due to a medical condition that prevented attendance.

**Open Session**

Chair Burnett called the meeting to order at 1:01pm and a safety briefing was performed by Stephen Edwards.

**Closed Session**

At 1:02pm, Chair Burnett requested a motion to go into closed session. The motion was made by Commissioner Richardson as follows:

“I move that the VPA Board’s 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 financial data and information relating to tonnages and cargoes furnished to the VPA in confidence by Virginia International Terminals, LLC (“VIT”) and the Hampton Roads Chassis Pool II, LLC (“HRCP II”); and pursuant to §2.2-3711(A)(6) to discuss the consideration of investment of public funds where competition or bargaining is involved, where, if made public initially, the financial interest of the governmental unit would be adversely affected.”

**MINUTES**  
**Virginia Port Authority Board of Commissioners**  
**Finance and Audit Committee Meeting**  
**January 9, 2023**

The motion was seconded by Commissioner Jones and passed by a vote of the Finance and Audit Committee Members and ex officio members as follows:

Ayes: 4 (Burnett, Jones, Richardson, Power)

Nays: 0

Abstention: 0

Absent During Vote: 2 (Andersen, Layne)

Absent During Meeting: 1 (Andersen)

**Certification of Closed Session**

At 2:01pm, the Finance and Audit Committee came out of closed session and the following resolution was made by Commissioner Richardson:

"I move the following resolution,

Whereas, the Finance and Audit Committee has 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, §2.2-3712 of the Code of Virginia requires a certification that such closed meeting was conducted in conformity with Virginia law;

Now, therefore, be it resolved, that the Committee member certifies that, to the best of each member's knowledge, (i) only public business matters lawfully exempted from open meeting requirements under this chapter 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 by which the closed meeting was convened were heard, discussed or considered by the Committee."

The resolution was seconded by Commissioner Jones and passed by a roll call vote of the Finance and Audit Committee Members and ex officio members as follows:

Ayes: 5 (Burnett, Jones, Richardson, Layne, Power)

Nays: 0

Abstention: 0

Absent During Vote: 1 (Andersen)

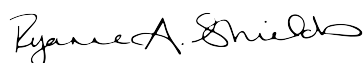
Absent During Meeting: 1 (Andersen)

**Open Session**

Chair Burnett thanked the presenter's for their interesting and informative reports.

There were no members of the public present for comment and the meeting adjourned at 2:09pm.

Respectfully submitted,



Ryanne A. Shields  
Secretary to the Board