

AGENDA

Virginia Port Authority (VPA) Board of Commissioners Executive Committee Meeting

Monday, March 13, 2023 – 5:00 PM – 6:00 PM

Meeting Location:

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

Executive Committee Members

Aubrey L. Layne	Board Chair
Faith B. Power	Board Vice Chair
John C. Asbury	Chair, Growth Committee
James C. Burnett	Chair, Finance and Audit Committee
Deborah C. Waters	Chair, Operations and Infrastructure Committee

Presenters

Stephen A. Edwards	CEO/Executive Director
Cathie J. Vick	Chief Development and Public Affairs Officer
Sarah J. McCoy	General Counsel and Chief Administrative Officer

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)(6) for the discussion or consideration of the 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, and the provisions of §2.2-3705.6, to discuss proprietary data furnished to the VPA in confidence, and the provisions of §2.2-3705.7 for consultation and briefing with legal counsel pertaining to actual or probable litigation where such consultation or briefing in open meeting would adversely affect the negotiating or litigating posture of the Authority.
4. Vote on the motion
5. **Open Session** – Certification of closed session
6. Opportunity for public comment
7. Adjourn

CLOSED SESSION LANGUAGE

VPA Board Executive Committee

Closed Meeting – March 13, 2023

TO CONVENE CLOSED MEETING:

“I move that the VPA Board’s Executive Committee to a convene a closed meeting in accordance with The Virginia Freedom of Information Act, pursuant to the requirements of §2.2-3711(A)(6) for the discussion or consideration of the 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 and the provisions of §2.2-3705.6, to discuss proprietary data furnished to the VPA in confidence.”

[Motion] [Second needed] [Voice Vote]

CERTIFICATION AFTER CLOSED MEETING:

“I move the following resolution,

Whereas, the Executive 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 Layne
- Vice Chair Power
- Commissioner Asbury
- Commissioner Burnett
- Commissioner Waters

MINUTES
Virginia Port Authority Board of Commissioners
Executive Committee Meeting
March 13, 2023

The Virginia Port Authority (“VPA”) Executive Committee (“Committee”) held a meeting on March 13, 2023 in the VPA Boardroom, 600 World Trade Center, 101 W Main St, Norfolk, Virginia.

Committee Members Present:

Aubrey L. Layne, Chair
Faith B. Power, Vice Chair
James C. Burnett
Deborah C. Waters

Committee Members Absent:

John C. Asbury

Board Members Present:

Michael W. Coleman
Jason El Koubi
John W. Kirk III
Edward F. O’Callaghan

VPA Staff Present:

Stephen A. Edwards, CEO and Executive Director
Cathie J. Vick, Chief Development and Public Affairs Officer
Sarah J. McCoy, General Counsel and Chief Administrative Officer

Open Session

Chair Layne called the meeting to order at 5:00pm.

Closed Session

At 5:00pm, Chair Layne requested a motion to go into closed session. The motion was made by Vice Chair Power as follows:

“I move that the VPA Board’s Executive Committee convene a closed meeting in accordance with The Virginia Freedom of Information Act, pursuant to the requirements of §2.2-3711(A)(6) for the discussion or consideration of the 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, and the provisions of §2.2-3705.6, to discuss proprietary data furnished to the VPA in confidence, and the provisions of §2.2-3705.7 for consultation and briefing with legal counsel pertaining to actual or probable litigation where such consultation or briefing in open meeting would adversely affect the negotiating or litigating posture of the Authority.

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

Ayes: 4 (Layne, Power, Burnett, Waters)

Nays: 0

Abstention: 0

Absent During Vote: 1 (Asbury)

Absent During Meeting: 1 (Asbury)

MINUTES
Virginia Port Authority Board of Commissioners
Executive Committee Meeting
March 13, 2023

Certification of Closed Session

At 5:45pm, the Executive Committee came out of closed session and the following resolution was made by Vice Chair Power:

"I move the following resolution,

Whereas, the Executive 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 matter 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 Burnett and passed by a roll call vote of the Executive Committee Members and ex officio members as follows:

Ayes: 4 (Layne, Power, Burnett, Waters)

Nays: 0

Abstention: 0

Absent During Vote: 1 (Asbury)

Absent During Meeting: 1 (Asbury)

There were no members of the public present for comment and the meeting adjourned at 6:00pm.

Respectfully submitted,



Ryanne A. Shields
Secretary to the Board