

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

**Monday, March 13, 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  
Rich Ceci      Senior Vice President, Technology and Project Management, VIT  
JoAnne Carter      PFM  
Douglas Sbertolli      Williams Mullen  
Kenon Thomas      Director, Financial Reporting and Budget  
Jefferson Underwood      Vice President, Finance  
Marissa Blanco      Senior Director, Supply Management

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 – March 13, 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**  
**March 13, 2023**

The Virginia Port Authority (“VPA”) Finance and Audit 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:**

James C. Burnett, Chair  
Shaza L. Andersen, Vice Chair (Electronic)  
Maurice A. Jones  
Aubrey L. Layne, Ex-Officio  
Faith B. Power, Ex-Officio

**Committee Members Absent:**

David L. Richardson

**Board Members Present:**

Michael W. Coleman  
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  
Ryenne A. Shields, Secretary to the Board  
Jeff Underwood, Vice President, Finance  
Marissa Blanco, Senior Director, Supply Management  
Kenon Thomas, Director, Financial Reporting and Budget  
Sandi Jackson, Director, Treasury  
Nina Malone, Principal Economist

**Virginia International Terminals, LLC (“VIT”) Staff Present:**

Rich Ceci, Senior Vice President, Technology and Project Management

**Guests:**

JoAnne Carter, PFM  
Katie Piper, PFM  
Doug Sbertolli, Williams Mullen

In accordance with the VPA Board of Commissioners Electronic Participation Policy, Commissioner Andersen participated by electronic connection from her personal residence in Great Falls, 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**

**MINUTES**  
**Virginia Port Authority Board of Commissioners**  
**Finance and Audit Committee Meeting**  
**March 13, 2023**

At 1:02pm, Chair Burnett requested a motion to go into closed session. The motion was made by Board Vice Chair Power 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."

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

Ayes: 5 (Andersen, Burnett, Jones, Layne, Power)  
Nays: 0  
Abstention: 0  
Absent During Vote: 0  
Absent During Meeting: 1 (Richardson)

**Certification of Closed Session**

At 2:24pm, the Finance and Audit Committee came out of closed session and the following resolution was made by Board Vice Chair Power:

"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 Andersen and passed by a roll call vote of the Finance and Audit Committee Members and ex officio members as follows:

Ayes: 5 (Andersen, Burnett, Jones, Layne, Power)  
Nays: 0  
Abstention: 0  
Absent During Vote: 0  
Absent During Meeting: 1 (Richardson)

**Open Session**

**MINUTES**  
**Virginia Port Authority Board of Commissioners**  
**Finance and Audit Committee Meeting**  
**March 13, 2023**

There were no members of the public present for comment and the meeting adjourned at 2:25pm.

Respectfully submitted,

A handwritten signature in cursive script that reads "Ryanne A. Shields".

Ryanne A. Shields  
Secretary to the Board