

**AGENDA**

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

**Monday, April 29, 2024 – 12:30 p.m. – 2:30 p.m.**

**Meeting Location:**

VPA Board Room, 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**

Mike Garber      PB Mares  
Marissa Blanco      Senior Director, Supply Management  
Rodney W. Oliver      Chief Financial Officer  
Kenon Thomas      Director, Financial Reporting & Budget  
Cathie Vick      Chief Development & Public Affairs Officer  
Stephen Edwards      CEO/Executive Director  
Sarah 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)(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 “HRCP II, LLC; 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 VPA 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 – April 29, 2024

**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 VPA 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

## AGENDA

### Virginia Port Authority (VPA) Board of Commissioners Operations and Infrastructure Committee Meeting

Monday, April 29, 2024 – 2:45 PM – 4:00 PM

#### Meeting Location:

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

#### **Operations and Infrastructure Committee Members**

Deborah C. Waters      Chair  
Edward F. O’Callaghan      Vice Chair  
John W. Kirk III  
Faith B. Power

#### **Ex-Officio Members**

Aubrey L. Layne      Board Chair

#### **Presenters**

Joseph P. Ruddy      Chief Operations Officer, VIT  
Rich Ceci      Senior Vice President, Technology and Projects, VIT  
Pat Kinsman      Vice President, Offshore Wind Development  
Cathie Vick      Chief Development & Public Affairs Officer

1. **Open Session** – Call to Order, Chair Waters
2. Safety Briefing – Joseph P. Ruddy
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 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 health and safety program and terminal throughput activity, including gate, rail, and chassis usage, information technology initiatives; 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.
4. Vote on the motion
5. **Open Session** – Certification of closed session
6. Opportunity for public comment
7. Adjourn

**CLOSED SESSION LANGUAGE**

VPA Board Operations and Infrastructure Committee  
Closed Meeting – April 29, 2024

**TO CONVENE CLOSED MEETING:**

“I move that the VPA Board’s Operations and Infrastructure 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 health and safety program and terminal throughput activity, including gate, rail, and chassis usage, information technology initiatives; 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.”

[Motion] [Second needed] [Voice Vote]

**CERTIFICATION AFTER CLOSED MEETING:**

“I move the following resolution,

Whereas, the Operations and Infrastructure 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 Waters
- \_\_\_ Vice Chair O’Callaghan
- \_\_\_ Commissioner Kirk
- \_\_\_ Commissioner Power

**Ex Officio Members:**

- \_\_\_ Board Chair Layne

**AGENDA**

**Virginia Port Authority (VPA) Board of Commissioners  
Growth Committee Meeting**

**Monday, April 29, 2024 – 2:45 PM – 4:00 PM**

**Meeting Location:**

Waterside Conference Room, 600 World Trade Center, 101 West Main Street, Norfolk

**Growth Committee Members**

John C. Asbury                      Chair  
Michael W. Coleman              Vice Chair  
Jason El Koubi  
Eva Teig Hardy

**Ex-Officio Members**

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

**Presenters**

Amanda Nelson                    Vice President, Growth, VIT  
Joe O'Brien                        Vice President, Ocean Carrier Sales, VIT  
Thomas Capozzi                    Chief Sales and Marketing Officer, VIT

1.     **Open Session** – Call to Order, Chair Asbury
2.     Safety Briefing – Thomas Capozzi
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 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; 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.
4.     Vote on the motion
5.     **Open Session** – Certification of closed session
6.     Opportunity for public comment
7.     Adjourn

**CLOSED SESSION LANGUAGE**

VPA Board Growth Committee  
Closed Meeting – April 29, 2023

**TO CONVENE CLOSED MEETING:**

“I move that the VPA Board’s Growth 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 terminal throughput activity, including gate, rail, and chassis usage; 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.”

[Motion] [Second needed] [Voice Vote]

**CERTIFICATION AFTER CLOSED MEETING:**

“I move the following resolution,

Whereas, the Growth 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 Asbury
- \_\_\_ Vice Chair Coleman
- \_\_\_ Commissioner El Koubi
- \_\_\_ Commissioner Hardy

Ex Officio Members:

- \_\_\_ Board Chair Layne
- \_\_\_ Board Vice Chair Power

## AGENDA

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

Monday, April 29, 2024 – 4:15 p.m. – 5:15 p.m.

#### Meeting Location:

VPA Board Room, 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

#### **Presenter:**

Stephen A. Edwards	CEO/Executive Director
Rich Ceci	Senior Vice President, Technology and Projects, VIT
Sarah McCoy	General Counsel and Chief Administrative Officer

1. **Open Session** – Call to Order, Chair Layne
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), to discuss proprietary data furnished to the VPA in confidence, and the provisions of §2.2-3711(A)(1), to discuss assignment, appointment, promotion and performance of employees of a public body.
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 – April 29, 2024

**TO CONVENE CLOSED MEETING:**

“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)(37), to discuss proprietary data furnished to the VPA in confidence, and the provisions of §2.2-3711(A)(1), to discuss assignment, appointment, promotion and performance of employees of a public body.

[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



## Agenda

### **Virginia Port Authority (VPA) Board of Commissioners Regular Meeting – Session – 419**

**Tuesday, April 30, 2024 – 9:00 AM**

#### Meeting Location:

VPA Boardroom, 101 W. Main Street, 600 World Trade Center, Norfolk

- 1. Call to Order**
- 2. Safety Briefing – Joseph P. Ruddy, Chief Operations Officer, VIT**
- 3. Approval of Minutes**
  - A. Approval of the minutes of the VPA Board of Commissioners meetings held January 30, 2024
- 4. Introductions and Opportunity for Public Comment**
- 5. Reports of Committees**
  - A. **Executive Committee – Aubrey L. Layne, Chair**
    1. Report of Executive Committee
    2. Resolution Commending Services of Deborah C. Waters
    3. Appointment of Nominating Committee for Election of Officers at July 30, 2024 Annual Meeting
  - B. **Impact of Port of Baltimore Incident on the Port of Virginia – Stephen A. Edwards and Bill Burket**
  - C. **Finance and Audit Committee – James C. Burnett, Committee Chair**
    1. Report of Finance and Audit Committee
    2. Small Women and Minority (SWAM) Event Update – Sarah McCoy, General Counsel & Chief Administrative Officer
    3. Financial Performance: FYTD ending March 2024 – Rodney W. Oliver, Chief Financial Officer
    4. Consideration of Resolution 24-3 - Aid to Local Ports - Cathie J. Vick, Chief Development and Public Affairs Officer
    5. Consideration of Resolution 24-4 - Waterway Maintenance Project Approvals - Cathie J. Vick, Chief Development and Public Affairs Officer
    6. General Assembly Update – Cathie J. Vick, Chief Development and Public Affairs Officer

**D. Operations and Infrastructure Committee – Deborah C. Waters, Committee Chair**

1. Report of Operations and Infrastructure Committee
2. Report on Safety and Operations – Joseph P. Ruddy, Chief Operations Officer, Virginia International Terminals, LLC (VIT)
3. Infrastructure Projects Update – Cathie J. Vick, Chief Development and Public Affairs Officer

**E. Growth Committee – John C. Asbury, Committee Chair**

1. Report of Growth Committee
2. Report on Sales and Volume – Thomas C. Capozzi, Chief Sales and Marketing Officer, VIT
3. USEC Ports Market Comparison - Thomas C. Capozzi, Chief Sales and Marketing Officer, VIT

**6. Report of CEO/Executive Director – Stephen A. Edwards**

**7. Other Business**

**8. Adjourn**

The next meeting of the VPA Board of Commissioners will be held on July 30, 2024.

A special meeting of the VPA Board of Commissioners will be convened on June 6, 2024, in Richmond, Virginia, to discuss the FY25 Budget Planning.