

MINUTES
Virginia Port Authority Board of Commissioners
Budget Meeting, Session 426
June 5, 2025

The Virginia Port Authority (“VPA”) Board of Commissioners (“Board”) held Budget Meeting on June 6, 2024 in the Virginia Economic Development Partnership (VEDP) Conference Room, 901 E. Cary Street, Suite 700 Richmond, VA 23219.

Commissioners Present:

Aubrey L. Layne, Chair
Faith B. Power, Vice Chair
Shaza Andersen (electronic participation)
John Asbury
Jim Burnett
Michael W. Coleman
Jason El Koubi
Maurice Jones
David Richardson
George Brown
Ellen Smith Gajda

Commissioners Absent

Eva Teig Hardy
Bill Kirk

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
Kenon Thomas, Director, Financial Reporting & Budget
Nina Malone, Principal Economist
Sandi Jackson, Director, Treasury
Matt Miller, Director, Contracts & Real Estate
Lisa S. Nelson, Secretary to the Board
Jodie Asbell, Assistant Secretary to the Board

Guests:

Robbie Bittner, PB Mares
Dwight Buracker, PB Mares

In accordance with the VPA Board of Commissioners Electronic Participation Policy, Commissioner Andersen participated by electronic connection from McLean, Virginia as she had a conflict with another Board Meeting.

Open Session

Chair Layne called the meeting to order at 11:00 am and a safety briefing was given by Commissioner Jason El Koubi.

Chair Layne reported out from the Investment Committee Meeting.

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The Investment Committee convened this morning and received presentations from management and the Ports Retirement Investment Advisor (Compass Financial Partners).

During the meeting:

- The Actuary confirmed that no decisions were required of the Committee regarding the assumptions required for preparation of the 2025 actuarial valuation reports.
- We reviewed the retirement plan investment performance through March 31, 2025, which included recommendations for two investment fund changes.
- Replace T. Rowe Price New Horizons Fund with American Century Small Cap Growth Fund for pension and defined contribution plan.
- Replace Victory Sycamore Small Company Opportunity Fund with PIMCO RAE US Small Fund for pension and defined contribution plan.
- We engaged in a discussion on pension investment strategy.
- At the conclusion of the meeting, the Committee unanimously approved the proposed investment fund changes and the glide path investment strategy with a focus on asset/liability management.

Chair Layne also reported that VIT is currently 100% funded and the VPA is currently 80%.

Closed Session

At 11:08 am, Chair Layne requested a motion to go into closed session. The motion was made by Commissioner Burnett as follows:

“I move that the VPA Board of Commissioners 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 El Koubi and passed by a vote of the VPA Board Members as follows:

Ayes: 11 (Layne, Power, Andersen, Asbury, Brown, Burnett, Coleman, El Koubi, Gajda, Jones, Richardson)

Nays: 0

Abstention: 0

Absent During Vote: 2 (Hardy, Kirk)

Absent During Meeting: 2 (Hardy, Kirk)

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Certification of Closed Session

At 1:28 pm, the VPA Board of Commissioners came out of closed session and the following resolution was made by Commissioner Burnett:

"I move the following resolution,

Whereas, the VPA Board of Commissioners 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 Coleman and certified by a roll call of the VPA Board of Commissioners as follows:

Ayes: 11 (Layne, Power, Andersen, Asbury, Brown, Burnett, Coleman, El Koubi, Gajda, Jones, Richardson)

Nays: 0

Abstention: 0

Absent During Vote: 2 (Hardy, Kirk)

Absent During Meeting: 2 (Hardy, Kirk)

Open Session

I. **Call to Order**

Chair Layne called the open session of the Budget Meeting to order at 1:32 pm.

II. **Opportunity for Public Comment**

There were no public attendees and therefore, no comments made.

III. **Chair Layne reported out on the Closed Budget Meeting**

Chair Layne stated that the Board met earlier today and received presentations from management on the Annual Consolidated Budget for Fiscal Year 2026 and an Equipment Purchase and Sale Agreement related to Ship-to-Shore cranes.

He shared that the Board would be next be receiving presentations on the fiscal year 2026 Consolidated Budget and the Equipment Purchase and Sale Agreement will be

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provided. He announced that we would first have Auditors, PB Mares address planning for the upcoming Fiscal Year 2025 external audits for VPA and VIT.

IV. Audit Planning Presentation

Robbie Bittner of PB Mares was introduced by Rodney Oliver. Robbie thanked everyone for the opportunity to present to the VPA Board today.

Mr. Bittner shared the reports that would be issued from PB Mares:

- Audit opinions on the consolidated financial statements of VPA & VIT as well as VIT and Subsidiary
- Internal control over financial reporting and on compliance and other matters
- Compliance for each major federal program and internal control over compliance
- Report to the Board of Commissioners of the VPA and Management of VIT

A slide depicting timing of logistics of the audit schedule was shared for both VIT and VPA. Rodney Oliver interjected that these dates may be slightly altered with all that is currently going on.

The Engagement Service Team for VPA and VIT was announced. Robbie introduced his colleague Dwight Buracker who was also in attendance.

New Standards were shared for Fiscal Year Ending 06/30/2025 and 06/30/2026.

The floor was opened up for any questions, comments and observations.

Commissioner Jim Burnett shared that he had participated in a call with PB Mares and the Audit Committee and they have discussed tariffs and various other related pertinent items related to the Port.

Rodney Oliver also met with PB Mares recently to discuss significant transactions.

Preliminary external audit results will be reported at the July 2025 VPA Board Meeting.

V. Budget Presentation

Rodney Oliver provided a briefing on the Fiscal Year 2026 budget.

Items covered were:

- Key Assumptions
- Executive Summary
- Capital Budget
- Debt Service Coverage
- Risks and Considerations

The floor was opened up for questions regarding the budget presentation. Chair Layne thanked Rodney and his team for the excellent briefing.

Commissioner Burnett recommended the approval of Resolutions 25-17, approving the Virginia Port Authority's Consolidated Annual Budget for Fiscal Year ending June 30, 2026.

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- **ACTION:** Upon motion by Commissioner Burnett, seconded by Commissioner Asbury, Resolution 25-17 was approved unanimously (11-0) by a vote of the Board.
- Ayes: 11 (Layne, Power, Andersen, Asbury, Brown, Burnett, Coleman, El Koubi, Gajda, Jones, Richardson)
Nays: 0
Abstention: 0
Absent During Vote: 2 (Hardy, Kirk)
Absent During Meeting: 2 (Hardy, Kirk)

VI. **Other Business**

Stephen Edwards presented Resolution 25-18, authorizing the Virginia Port Authority to enter in to a purchase and sale agreement for the sale of cargo handling equipment, specifically, ship to shore cranes.

Commissioner Burnett recommended the approval of Resolutions 25-18,

Authorizing The Virginia Port Authority to enter into a Purchase and Sale Agreement for the Sale of Cargo handling equipment – Ship to Shore Cranes

ACTION: Upon motion by Commissioner Burnett, seconded by Commissioner Coleman, Resolution 25-18 was approved unanimously (11-0) by a vote of the Board.

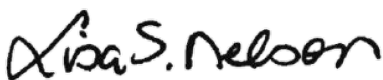
- Ayes: 11 (Layne, Power, Andersen, Asbury, Brown, Burnett, Coleman, El Koubi, Gajda, Jones, Richardson)
Nays: 0
Abstention: 0
Absent During Vote: 2 (Hardy, Kirk)
Absent During Meeting: 2 (Hardy, Kirk)

Mr. Edwards stated that we will come back to the board if a decision needs to be made whether or not to assign the contract of the four new STS cranes. Aubrey Layne advised that a special Board Meeting should be called to make the final determination of the STS crane contract assignment.

VII. **Adjournment**

The meeting adjourned at 1:48 pm

Respectfully submitted,



Lisa S. Nelson
Secretary to the Board

AGENDA
Virginia Port Authority (VPA) Board of Commissioners
Investment Committee Meeting

Thursday, June 5, 2025 – 10:00 a.m. – 11:00 a.m.

Meeting Location:

Virginia Economic Development Partnership (VEDP) Office, 901 E. Cary Street, Suite 700, Richmond, VA 23219

Investment Committee Members:

Aubrey L. Layne – Chair, VPA Board
James C. Burnett – Chair, Finance and Audit Committee
Stephen A. Edwards – CEO and Executive Director, VPA
Rodney W. Oliver – Chief Financial Officer, VPA

Ex Officio Members:

Faith B. Power

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)(1), the personnel exemption, to review the various retirement and pension plans as they relate to employee compensation; and pursuant to section 2.2-3711(A)(37), and the provisions of section 62.1-132.4, to discuss proprietary financial and budgetary information furnished to the VPA in confidence by its terminal operator as it relates to the management of employee retirement plan investments; and the provisions of section 2.2-3711(A)(6) to discuss the management of the plans 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

Presenters – Transamerica and Compass Financial Partners (via Teams)
5. **Open Session** – Certification of Closed Session
6. Opportunity for Public Comment
7. Adjourn

CLOSED SESSION LANGUAGE

VPA Board Investment Committee
Closed Meeting – Thursday, June 5, 2025

TO CONVENE CLOSED MEETING:

"I move that the VPA Board's Investment Committee convene a closed meeting in accordance with The Virginia Freedom of Information Act, pursuant to the requirements of §2.2-3711(A)(1), the personnel exemption, to review the various retirement and pension plans as they relate to employee compensation; and pursuant to section 2.2-3711(A)(37), and the provisions of section 62.1-132.4, to discuss proprietary financial and budgetary information furnished to the VPA in confidence by its terminal operator as it relates to the management of employee retirement plan investments; and the provisions of section 2.2-3711(A)(6) to discuss the management of the plans where competition or bargaining is involved, where if made public initially, the financial interest of the VPA would be adversely affected."

[Motion] [Second needed] [Vote]

CERTIFICATION AFTER CLOSED MEETING:

"I move the following resolution,

Whereas, the Investment 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]

___ Chair Layne
___ Commissioner Burnett
___ Stephen Edwards
___ Rodney Oliver

Ex Officio:
___ Board Vice Chair Power

AGENDA

Virginia Port Authority (VPA) Board of Commissioners Special Budget Meeting – Session - 426

Thursday, June 5, 2025 – 11:00 a.m. – 2:00 p.m.

Meeting Location:

Virginia Economic Development Partnership (VEDP) Office, 901 E. Cary Street, Suite 700, Richmond, VA 23219

Budget Meeting Attendees

Aubrey L. Layne	Board Chair
Faith B. Power	Board Vice Chair
Shaza Andersen	Board Commissioner
John C. Asbury	Board Commissioner
James C. Burnett	Board Commissioner
Michael W. Coleman	Board Commissioner
Jason El Koubi	Board Commissioner
Eva Teig Hardy	Board Commissioner
Maurice A. Jones	Board Commissioner
John W. Kirk	Board Commissioner
Ellen Gajda	Board Commissioner
David L. Richardson	Board Commissioner
George Brown	Board Commissioner

Presenters:

Rodney Oliver	Chief Financial Officer
Kenon Thomas	Director, Financial Reporting & Budget
Nina Malone	Principal Economist
Mike Garber	PB Mares
Robbie Bittner	PB Mares

- 1. Call to Order**
- 2. Safety Briefing – Jason El Koubi, Board Commissioner**
- 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. Open Session – Certification of closed session**
- 5. Audit Planning Presentation – Robbie Bittner - PB Mares**

- 6. Presentation of the Fiscal Year 2026 Consolidated Budget - Rodney Oliver, VPA Chief Financial Officer**
- 7. Consideration of Resolution 25-17, VPA Fiscal Year 2026 Consolidated Budget – Rodney Oliver, VPA Chief Financial Officer**
- 8. Consideration of Resolution 25-18, Authorizing The Virginia Port Authority to Enter Into a Purchase and Sale Agreement for the Sale of Cargo handling equipment – Ship to Shore Cranes – Stephen Edwards, CEO and Executive Director, VPA**
- 9. Opportunity for public comment**
- 10. Adjourn**

CLOSED SESSION LANGUAGE
VPA Board Special Budget Session
Closed Meeting – June 6, 2025

TO CONVENE CLOSED MEETING:

“I move that the VPA Board 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 VPA Board 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 board 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]

Board Members:

- ☐ Chair Layne
- ☐ Vice Chair Power
- ☐ Commissioner Andersen
- ☐ Commissioner Asbury
- ☐ Commissioner Burnett
- ☐ Commissioner Coleman
- ☐ Commissioner El Koubi
- ☐ Commissioner Hardy
- ☐ Commissioner Jones
- ☐ Commissioner Kirk
- ☐ Commissioner Gajda
- ☐ Commissioner Richardson
- ☐ Commissioner Brown

Virginia Port Authority and Virginia International Terminals, LLC and Subsidiary

Meeting with the Finance and Audit Committee of the Virginia Port Authority



Presented by:
Robbie Bittner, Partner

Certified Public Accountants & Consultants

Reports To Be Issued

1. Audit opinions on the consolidated financial statements of:
 - VPA & VIT
 - VIT & Subsidiary
2. Internal control over financial reporting and on compliance and other matters (YellowBook & APA)
3. Compliance for each major federal program and internal control over compliance (Uniform Guidance)
4. Report to the Board of Commissioners of the Virginia Port Authority (VPA) and Management of Virginia International Terminals, LLC (VIT) (AU-C 260)

Timing & Logistics



VIT and Subsidiary

VPA

- Planning
 - May 26th
 - Fieldwork
 - July 14th
 - Due Dates:
 - Final reports by August 8th
- June 16th
 - July 28th
 - Final reports by Sep 5th

Engagement Service Team - VPA



- Engagement Partner – Robbie Bittner
- Engagement Quality Control Partner– Mike Garber
- Manager – Andrea Nichols
- In-Charge (Supervisor) – Hunter Simmons

Engagement Service Team - VIT



- Engagement Partner – Dwight Buracker
- Engagement Quality Control Partner– Betsy Hedrick
- Managers – Andrea Nichols
- In-Charge (Supervisor) – Michael Kiraly

Effective Two-Way Communication



- From the Committee/Management to the Auditor:
 - Aid in understanding the VPA/VIT and their environments
 - Identifying appropriate sources of audit evidence
 - Providing information about specific transactions or events
 - Any specific areas of concern or focus for us
- From the Auditor to the Committee (if applicable):
 - Significant deficiencies and material weaknesses in internal control, or other findings that may not reach these levels of reporting
 - Fraud, or noncompliance with laws and/or regulations
 - Difficulties encountered in the audit
 - Disagreements with management

Independence



PBMares, LLP is independent with respect to the VPA, VIT and Subsidiary.

Our independence policies and procedures are designed to provide reasonable assurance that our Firm and its personnel comply with applicable professional independence standards (AICPA & GAO). Our policies address financial interests, business and family relationships, and non-audit services that may be thought to bear on independence.

Fraud Inquiries

- Identify and understand the factors that can lead to fraudulent financial reporting
- Assess risk of fraudulent financial reporting
- AU-C Sec. 240: *Consideration of Fraud in a Financial Statement Audit*, establishes and provides guidance to auditor to assess that the financial statements are not materially misstated due to fraud
- Management is responsible for implementing systems that prevent fraud

New Standards

Fiscal Year Ending 6/30/2025

- GASB Statement No. 101 – *Compensated Absences*
- GASB Statement No. 102 – *Certain Risk Disclosures*

Fiscal Year Ending 6/30/2026

- GASB Statement No. 103 – Financial Reporting Model Improvements
- GASB Statement No. 104 – Disclosure of Certain Capital Assets

Questions, Comments, and Observations





AMERICA'S MOST MODERN GATEWAY

FY2026 Budgeted Financials

Agenda

- Key Assumptions
- Executive Summary
- Capital Budget
- Debt Service Coverage
- Risks and Considerations

Major Assumptions



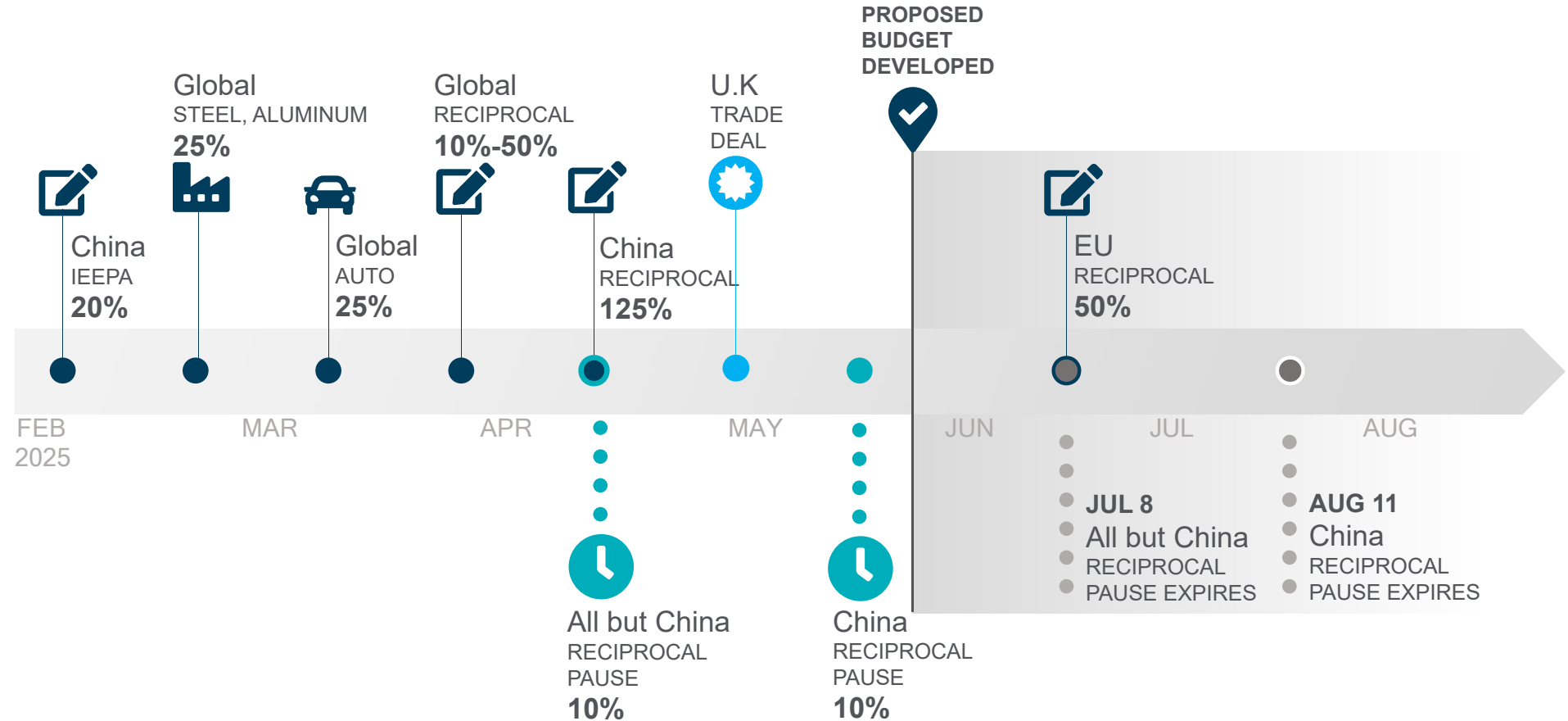
- **CPI:**
 - *VIG Lease (May)* = 2.8%
 - *Other (July)* = 3.2%
- **Labor Rate** = 7.0%
- **SOR Increase** = 5.1%
- **Headcount & Personnel:**
 - *Headcount* = 505
 - *Merit + Promotion* = 4.0%
 - *Vacancy* = 6.0%
 - Incentive compensation (all colleagues) budgeted at 100% achievement



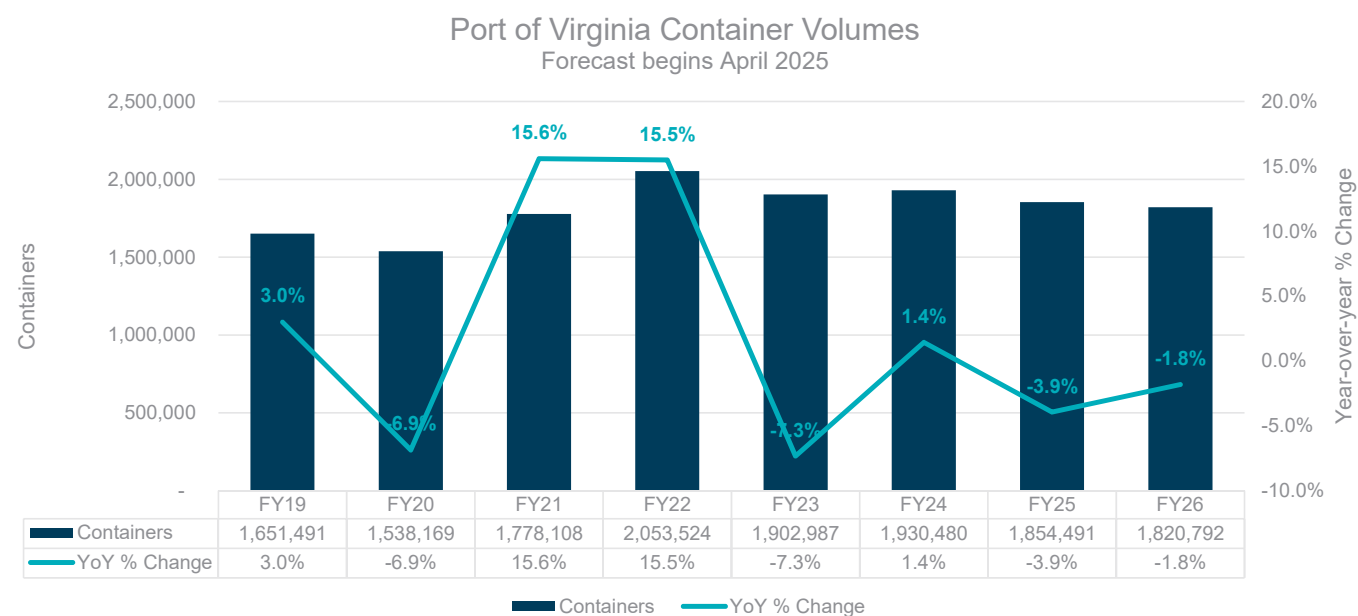
- **Volume** = 1.8% decrease from Fcst
- Shipline contracts renewed at Avg. CUR + SOR
- VIT Stevedoring market share remains static, but updated for impact of Gemini Alliance
- LCS Revenues based on FY24 as baseline
- OSW Components based on latest delivery schedule and customer agreements
- Chassis Fleet of 16,550 at 60% utilization

TARIFFS TIMELINE

as of May 27, 2025



FY2026 VOLUME



Executive Summary

	FY25		Favorable (Unfavorable)		Favorable (Unfavorable)	
	Forecast	FY26 Budget	\$		%	
NIT Volume	979,523	764,601	(214,922)		-21.9%	
VIG Volume	874,968	1,056,192	181,224		20.7%	
Total Volume	1,854,491	1,820,793	(33,698)		-1.8%	
CVOW Component Pieces	503	1,284	781		155.3%	
Terminal operating revenues	\$ 822,473	\$ 837,080	\$ 14,607		1.8%	
Other revenues	18,815	18,945	130		0.7%	
Operating revenues - Grants	1,349	1,292	(57)		-4.2%	
Total operating revenues	\$ 842,637	\$ 857,317	\$ 14,680		1.7%	
Terminal Operations	329,605	378,803	(49,198)		-14.9%	
Terminal Maintenance	160,886	181,174	(20,288)		-12.6%	
General and Administrative	57,321	61,257	(3,936)		-6.9%	
Facility Rental	5,097	-	5,097		100.0%	
Depreciation and Amortization	201,317	212,356	(11,039)		-5.5%	
Total operating expenses	\$ 754,226	\$ 833,590	\$ (79,364)		-10.5%	
Operating income	\$ 88,411	\$ 23,727	\$ (64,684)		-73.2%	
Change in Net Position	\$ 148,420	\$ 11,320	\$ (137,100)		-92.4%	
EBITDA	\$ 289,728	\$ 236,083	\$ (53,645)		-18.5%	
EBITDA Margin	34.4%	27.5%			-6.8%	

Capital Budget

Summary by Asset Type

EPA Grant Project	\$391,705
Tariff (30%) – STS Cranes	33,852
Lifecycle	11,786
Safety	5,550
Major Project Scope	1,445
Other	11,351

TOTAL	\$455,689
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Summary by Funding Source

VPA	\$129,505
Federal	313,364
VIT	12,820

TOTAL	\$455,689
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Continuing Strong Debt Service Coverage

	Average 2018-2020	Average 2021-2024	FY 2025 Forecast	FY 2026 Budget
Agg. Net Revenue Coverage (1.1x)	1.41	2.98	2.38	1.62
Agg. Adjusted Net Revenue Coverage (1.25x)	1.60	3.12	2.53	1.75
Net Revenue Coverage (1.0x)	1.31	2.89	2.31	1.55
Fixed Obligation Coverage (1.0x)	1.21	2.89	2.16	1.55

RISKS & CONSIDERATIONS

- Trade policy and tariffs uncertainty
- Regulatory policies impacting ports and maritime trade
- Geopolitical conflicts
- New ocean service networks and alliances
- Marine terminal acquisitions



RESOLUTION 25-17

**APPROVING VIRGINIA PORT AUTHORITY'S
CONSOLIDATED ANNUAL BUDGET FOR FISCAL YEAR
ENDING JUNE 30, 2026**

WHEREAS, the Chief Financial Officer of the Virginia Port Authority (the "Authority") has proposed the annual consolidated budget for the Authority for Fiscal Year ending June 30, 2026 and has submitted same to the Board of Commissioners (the "Board") of the Authority; and

WHEREAS, the Chief Financial Officer has also made available to the Board such other information as the Board has reasonably requested in connection with the preparation of such annual budget; and

NOW, THEREFORE, BE IT RESOLVED that, Board does hereby approve the Authority's annual consolidated budget for Fiscal Year Ending June 30, 2026.

PASSED AND ADOPTED this 5th day of June, 2025.

Aubrey L. Layne
Chairman

Attest:

Lisa Nelson, Secretary

RESOLUTION 25-18

RESOLUTION AUTHORIZING THE VIRGINIA PORT AUTHORITY TO ENTER INTO A PURCHASE AND SALE AGREEMENT FOR THE SALE OF CARGO HANDLING EQUIPMENT – SHIP TO SHORE CRANES

WHEREAS, The Virginia Port Authority ("Authority"), a body corporate and a political subdivision of the Commonwealth of Virginia, has been established pursuant to Chapter 10, Title 62.1 of the Code of Virginia of 1950, as amended (the "Act"); and

WHEREAS, Section 62.1-132.6 of the Code of Virginia of 1950 as amended exempts the Authority from certain obligations relative to the disposal of surplus property, provided the Authority adopts and the Board of Commissioners approves policies or regulations governing the sale of surplus property; and

WHEREAS, the Board of Commissioners adopted the Procurement and Capital Outlay Manual with an effective date of October 1, 2020, in compliance with the requirements of Section 62.1-132.6 of the Code of Virginia; and

WHEREAS, the requirements of section 6.4 of the Procurement and Capital Outlay Manual requires the disposition of surplus property valued in excess of prescribed amounts to be approved by the Board of Commissioners by Resolution; and

WHEREAS, VPA owns four ship-to-shore cranes currently in service at NIT, along with certain related replacement and spare parts (collectively, the "NIT Cranes"), that VPA has determined are surplus property as defined in Procurement and Capital Outlay Manual; and

WHEREAS, the Authority recommends the sale of four ship-to-shore cranes and the associated spare parts located at Norfolk International Terminals ("NIT") to Europe Terminal NV for a total sale price of two hundred thousand dollars (\$200,000) and has prepared an Equipment Purchase and Sale Agreement as presented to the Board ("Sale Agreement"); and

WHEREAS, the Board of Commissioners has duly reviewed and considered the Sale Agreement and determined that the purpose of the sale and the terms contemplated by the Sale Agreement are in conformity with the purposes of the Authority set forth in the Act and are in the public interest and otherwise beneficial to the Commonwealth of Virginia.

NOW, THEREFORE, BE IT RESOLVED by the Board of Commissioners of the Virginia Port Authority, as follows:

Section 1. Approval of the Sale of Ship-To-Shore Cranes. The Board approves the Sale Agreement with Europe Terminal NV for a total sale price of two hundred thousand dollars (\$200,000) and the execution and delivery thereof by the Authority is hereby authorized, and the Sale Agreement shall be executed in the manner therein set forth to evidence the acceptance by the Authority of such a Sale Agreement, with such changes, insertions, and omissions as may be approved by the Executive Director, the execution of the Sale Agreement by the Executive Director to be conclusive evidence of the Authority's approval of any such changes, insertions and omissions.

Section 2. Ratification; Further Action. The actions previously taken by the officers and staff of the Authority in furtherance of this Resolution are hereby ratified and confirmed. The officers and staff of the Authority, any of whom may act, are hereby authorized to take such actions, and deliver such additional documents and certificates, as they may, in their discretion, deem necessary or proper in connection with the adoption of this Resolution.

Section 3. Effective Date. This Resolution shall take effect immediately upon its adoption.

PASSED AND ADOPTED this 5th day of June, 2025.

Aubrey L. Layne
Chairman

ATTEST:

Lisa Nelson, Secretary to the Board