

MINUTES
Virginia Port Authority Board of Commissioners
Special Board Meeting, Session 427
June 20, 2025

Virginia Port Authority (“VPA”) Board of Commissioners (“Board”) held a special meeting on June 20, 2025 in the VPA Boardroom, 600 World Trade Center, 101 W Main St, Norfolk, Virginia.

Commissioners Present:

Aubrey L. Layne, Chair
Faith B. Power, Vice Chair (electronic participation)
Bill Kirk
Jim Burnett
Eva Teig Hardy
Jason El Koubi (electronic participation)
Maurice Jones
David Richardson (electronic participation)
George Brown
Ellen Smith Gajda

Commissioners Absent

John Asbury
Mike Coleman
Shaza Andersen

VPA Staff Present:

Stephen A. Edwards, CEO and Executive Director
Rodney W. Oliver, Chief Financial Officer (electronic participation)
Matt Miller, Director, Contracts & Real Estate
Andrew Sinclair, Director, Federal Government Affairs
Marissa Blanco, Sr. Director, Supply Management
Lisa S. Nelson, Secretary to the Board

Guests:

Shep Miller, Secretary of Transportation (electronic participation)
John Lawson, Deputy Secretary of Transportation

In accordance with the VPA Board of Commissioners Electronic Participation Policy, Commissioners Power, El Koubi, Richardson participated by electronic connection from Winchester, Virginia, Richmond, Virginia and Richmond, Virginia, respectively as they each had a scheduling conflict. Rodney Oliver, CFO, VPA also participated by electronic connection from Texas as he also had a scheduling conflict. Secretary Miller participated by electronic connection from Richmond, Virginia as he too had a scheduling conflict.

Open Session

1. Open Session

Chair Layne called the meeting to order at 10:00 am.

2. Safety Briefing

The safety briefing was given by Stephen Edwards.

Closed Session

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3. Closed Session

At 10:02 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 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 Kirk and passed by a vote of the VPA Board Members as follows:

Ayes: 10 (Layne, Power, Brown, Burnett, El Koubi, Gajda, Hardy, Jones, Kirk, Richardson)

Nays: 0

Abstention: 0

Absent During Vote: 3 (Andersen, Asbury, Coleman)

Absent During Meeting: 3 (Andersen, Asbury, Coleman)

4. Certification of Closed Session

At 11:02 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 Kirk and certified by a roll call of the VPA Board of Commissioners as follows:

5. Vote on Motion

Ayes: 10 (Layne, Power, Brown, Burnett, El Koubi, Gajda, Hardy, Jones, Kirk, Richardson)

Nays: 0

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Abstention: 0

Absent During Vote: 3 (Andersen, Asbury, Coleman)

Absent During Meeting: 3 (Andersen, Asbury, Coleman)

6. Appointment of Nominating Committee for Election of Officers at the July 29, 2025 Annual Meeting

Chair Layne appointed the following Board Members to the Nominating Committee:

Jim Burnett (Chair)

Mike Coleman

Bill Kirk

Eva Hardy

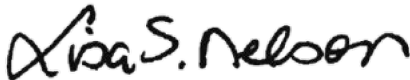
7. Opportunity for Public Comment

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

Adjournment

The meeting adjourned at 11:04 am

Respectfully submitted,



Lisa S. Nelson
Secretary to the Board

AGENDA

Virginia Port Authority (VPA) Board of Commissioners Special Board Meeting – Session - 427

Friday, June 20, 2025 – 10:00 a.m. – 11:00 a.m.

Meeting Location:

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

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 Smith Gajda	Board Commissioner
David L. Richardson	Board Commissioner
George Brown	Board Commissioner

Presenters:

Stephen Edwards CEO/Executive Director

- 1. Open Session** – Call to Order, Aubrey Layne, Board Chair
- 2. Safety Briefing** – Stephen Edwards, CEO/Executive Director
- 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 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 motion
- 5. Open Session** – Certification of closed session
- 6.** Appointment of Nominating Committee for Election of Officers at July 29, 2025 Annual Meeting – Aubrey Layne, Board Chair
- 7.** Opportunity for public comment

8. Adjourn

CLOSED SESSION LANGUAGE
VPA Board Special Budget Session
Closed Meeting – June 20, 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 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