

MINUTES
Virginia Port Authority Board of Commissioners
Special Board Meeting, Session 432
May 6, 2026

Virginia Port Authority (“VPA”) Board of Commissioners (“Board”) held a special meeting on May 6, 2026 in the VPA Boardroom, 600 World Trade Center, 101 W Main St, Norfolk, Virginia.

Commissioners Present:

Bill Kirk, Chair
Jim Burnett, Vice Chair
Shaza Andersen (electronic participation)
Aubrey Layne
Eva Teig Hardy (electronic participation)
Jason El Koubi
Maurice Jones
David Richardson (electronic participation)
George Brown
Ellen Smith Gajda
John Asbury (electronic participation)
Mike Coleman (electronic participation)
Faith Power (electronic participation)

Commissioners Absent

VPA Staff Present:

Sarah J. McCoy, Interim CEO
Erika Snow, VP, Human Resources
Lisa S. Nelson, Secretary to the Board

Guests:

David White, VMA

In accordance with the VPA Board of Commissioners Electronic Participation Policy, Commissioners Andersen, Hardy, Richardson, Asbury, Coleman and Power participated by electronic connection from McLean, Richmond, Richmond, Glen Allen, Norfolk, and Winchester, Virginia respectively, as they each had a scheduling conflict and could not attend in person.

Open Session

1. Open Session

Chair Kirk called the meeting to order at 12:05 pm.

2. Roll Call

Lisa Nelson did a roll call of the VPA Board and indicated who was participating in person and who was participating electronically. It was determined that we did have a physical quorum to conduct Port of Virginia Business at this meeting.

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3. Safety Briefing

The safety briefing was given by Lisa Nelson, Secretary to the VPA Board.

Closed Session

4. Closed Session

At 12:05 pm, Chair Kirk requested a motion to go into closed session. The motion was made by Commissioner Burnett as follows:

Motion to convene a closed meeting in accordance the requirements of The Virginia Freedom of Information Act, pursuant to the requirements of §2.2-3711(A)(1), for “discussion, consideration, or interviews of prospective candidates for employment; assignment, appointment, promotion, performance, demotion, salaries, disciplining, or resignation of specific public officers, appointees, or employees of any public body.”

Pursuant to Virginia Code Section 62.1-129.A, “the Board of Commissioners shall appoint the chief executive officer of the Authority, who shall not be a member of the Board, who shall be known as the Executive Director and who shall serve at the pleasure of the Board.” It is therefore necessary to convene this meeting in order for the Virginia Port Authority Board to appoint a new CEO and Executive Director of the Authority to succeed Stephen A. Edwards as a result of his departure from the organization.

The motion was seconded by Commissioner Kirk and passed by a vote of the VPA Board Members as follows:

Ayes: 13 (Layne, Power, Andersen, Asbury, Brown, Burnett, Coleman, El Koubi, Smith Gajda, Hardy, Jones, Kirk, Richardson)

Nays: 0

Abstention: 0

Absent During Vote: 0

Absent During Meeting: 0

5. Certification of Closed Session

At 12:45 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

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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 motion was seconded by Commissioner Kirk and passed by a vote of the VPA Board Members as follows:

Ayes: 13 (Layne, Power, Andersen, Asbury, Brown, Burnett, Coleman, El Koubi, Smith Gajda, Hardy, Jones, Kirk, Richardson)

Nays: 0

Abstention: 0

Absent During Vote: 0

Absent During Meeting: 0

6. Comment Period

Each Board Member was asked to speak about the proposed resolution regarding the designation and appointment of Sarah J. McCoy as the next CEO of the Virginia Port Authority. All commissioners gave their positive feedback regarding this appointment.

7. Consideration of Resolution 26-03 – Designating Sarah J. McCoy as the next CEO of the Virginia Port Authority and authorizing the VPA Board Chair to enter into a contract of employment with Sarah J. McCoy effective today, May 6, 2026.

The motion was made by Commissioner Kirk to approve Resolution 26-03, designating Sarah J. McCoy as the next CEO and of the Virginia Port Authority and approval authorizing the VPA Board Chair to enter into a contract of employment with Sarah J. McCoy effective May 6, 2006. The motion was seconded by Commissioner Burnett and passed by a vote of the VPA Board Members as follows:

Ayes: 13 (Layne, Power, Andersen, Asbury, Brown, Burnett, Coleman, El Koubi, Smith Gajda, Hardy, Jones, Kirk, Richardson)

Nays: 0

Abstention: 0

Absent During Vote: 0

Absent During Meeting: 0

8. Comments from Sarah J. McCoy.

Sarah expressed that this was very humbling and that the confidence placed in her was something she was very excited about. She went on to say that this port is capable of so much and that she looks forward to what we all can do together. Collective ability at America’s Most Modern Gateway will carry us far.

Sarah also said that we will continue to leverage our incredible assets and will keep moving forward with our incredible team. Incident rates are low and safety rates continue to improve. Expect the next era to continue to build outside of our gates and high expectations inside our gates.

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Finally, Sarah expressed her sincere gratitude for everyone's confidence in her and said we will all continue with our exceptional dedication and momentum at the Port of Virginia.

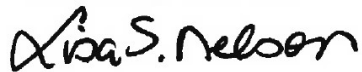
9. Opportunity for Public Comment

There were no public comments made.

Adjournment

The meeting adjourned at 1:05 pm

Respectfully submitted,

A handwritten signature in black ink that reads "Lisa S. Nelson". The signature is written in a cursive, flowing style.

Lisa S. Nelson
Secretary to the Board

AGENDA

Virginia Port Authority (VPA) Board of Commissioners Special Board Meeting – Session - 432

Wednesday, May 6, 2026 – 12:00 p.m. – 1:00 p.m.

Meeting Location:

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

Special Board Meeting Attendees

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

1. Call to Order by Chairman Kirk
2. Roll Call of Board Members
3. Motion to convene a closed meeting in accordance the requirements of The Virginia Freedom of Information Act, pursuant to the requirements of §2.2-3711(A)(1), for “discussion, consideration, or interviews of prospective candidates for employment; assignment, appointment, promotion, performance, demotion, salaries, disciplining, or resignation of specific public officers, appointees, or employees of any public body.”

Pursuant to Virginia Code Section 62.1-129.A, “the Board of Commissioners shall appoint the chief executive officer of the Authority, who shall not be a member of the Board, who shall be known as the Executive Director and who shall serve at the pleasure of the Board.” It is therefore necessary to convene this meeting in order for the Virginia Port Authority Board to appoint a new CEO and Executive Director of the Authority to succeed Stephen A. Edwards as a result of his departure from the organization.

4. Open Session – Certification of closed session
5. Executive Briefing – John W. Kirk, Board Chair
6. Adjournment of Special Meeting

CLOSED SESSION LANGUAGE

VPA Board Special Session
Closed Meeting – May 6, 2026

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)(1), for "discussion, consideration, or interviews of prospective candidates for employment; assignment, appointment, promotion, performance, demotion, salaries, disciplining, or resignation of specific public officers, appointees, or employees of any public body."

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