

AGENDA

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

Monday, January 27, 2025 – 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

Stephen Edwards CEO/Executive Director
Rodney W. Oliver Chief Financial Officer
Barbara Nelson VP, Transportation and Government Affairs
Marissa Blanco Sr. Director, Supply Management
Sherry Cefali Kroll, LLC
Matthew Talbot Kroll, LLC

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 – January 27, 2025

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 Executive Session

Monday, January 27, 2025 – 2:45 p.m. – 4:15 p.m.

Meeting Location:

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

Executive Session Attendees

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

Presenters:

Stephen Edwards	CEO/Executive Director, VPA
Ashley Fisher	Vice President, Strategy, Virginia International Terminals, LLC (“VIT”)
Executive Team	

1. Call to Order
2. Safety Briefing – Joseph P. Ruddy, Chief Operations Officer, VIT
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)(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) for the discussion or consideration of the 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, and the provisions of §2.2-3711(A)(37), to discuss proprietary information gathered by or for the VPA in confidence.

4. Open Session – Certification of closed session
5. Opportunity for public comment

6. Adjourn

CLOSED SESSION LANGUAGE
VPA Board Executive Session
Closed Meeting – January 27, 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)(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) for the discussion or consideration of the 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, and the provisions of §2.2-3711(A)(37), to discuss proprietary information gathered by or for the VPA in confidence.”

[Motion] [Second needed] [Voice Vote]

CERTIFICATION AFTER CLOSED MEETING:

“I move the following resolution,

Whereas, the 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 Board.”

[Motion] [Second needed] [Roll Call Vote]

Board Members:

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

AGENDA

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

Monday, January 27, 2025 – 4:30 p.m. – 5:30 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
John W. Kirk	Chair, Operations and Infrastructure Committee

Presenter:

Stephen A. Edwards CEO/Executive Director

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 – January 27, 2025

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 Kirk