

AGENDA

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

Monday, April 28, 2025 – 12:30 p.m. – 2:45 p.m.

Meeting Location:

George Washington Hotel, Garden Conference Room
103 E. Piccadilly Street, Winchester, VA

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
Nina Malone Principal Economist
Sarah J. McCoy General Counsel and Chief Administrative Officer
Barbara Nelson VP, Transportation and Government Affairs
Joanne Carter PFM
TW Bruno McGuire Woods

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 28, 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 Operations and Infrastructure Committee Meeting

Monday, April 28, 2025 – 3:00 PM – 4:00 PM

Meeting Location:

George Washington Hotel – Garden Conference Room
103 E. Piccadilly Street, Winchester, VA

Operations and Infrastructure Committee Members

John W. Kirk, III Chair
Faith B. Power Vice Chair
George H. Brown
Ellen Smith Gajda

Ex-Officio Members

Aubrey L. Layne Board Chair

Presenters

Stephen Edwards CEO/Executive Director
Joseph P. Ruddy Chief Operations Officer, VIT

1. **Open Session** – Call to Order, Chair Kirk
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 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 28, 2025

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 Kirk
- Vice Chair Power
- Commissioner Brown
- Commissioner Gajda

Ex Officio Members:

- Board Chair Layne

AGENDA

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

Monday, April 28, 2025 – 4:15 PM – 5:00 PM

Meeting Location:

George Washington Hotel – Garden Conference Room
103 E. Piccadilly Street, Winchester, VA

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

Andrew Sinclair Director, Federal Government Affairs
Amanda Nelson Vice President, Growth, VIT
Thomas Capozzi Chief Sales Officer, VIT

1. **Open Session** – Call to Order, Chair Asbury
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 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 28, 2025

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 28, 2025 – 5:15 p.m. – 6:00 p.m.

Meeting Location:

George Washington Hotel – Garden Conference Room
103 E. Piccadilly Street, Winchester, VA

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, III	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) and §62.1-132.4, 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 28, 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