

AG E N D A

Virginia Port Authority (VPA) Board of Commissioners

ANNUAL MEETING - Session 400

Tuesday, July 28, 2020

Electronic Meeting – +1(351) 222 2275 - Conference Code: 63998897#

Guest Pin: 445656

Call to Order by Chairman John G. Milliken

Roll Call and Identification of All Electronic Participants

This electronic meeting is assembled during a declared state of emergency when it is impracticable or unsafe to assemble a quorum in a single location to discuss or transact the business statutorily required or necessary to continue operation of the public body in accordance with Item 4-0.01.g of Chapter 1283 of the 2020 Amendments to the 2019 Appropriation Act.

- I. Motion to convene an electronic meeting** in accordance with requirements of Item 4-0.01.g of Chapter 1283 of the 2020 Amendments to the 2019 Appropriation Act, to discuss or transact the business statutorily required or necessary to continue operation of the Virginia Port Authority.

- A. Discussion on the factual basis for the motion

Pursuant to Item 4-0.01.g of Chapter 1283 of the 2020 Amendments to the 2019 Appropriation Act, this Board is convening to discuss statutorily required information that will cover budget, operations reports, and vital resolutions that are necessary to transact the business of the Virginia Port Authority.

- B. Vote on the motion and roll call of Board Members

II. Election of Officers

Report of the Nominating Committee and Election of Officers for the year July 1, 2020 through June 30, 2021

Nominating Committee

Val S. McWhorter, Chair

Louisa M. Strayhorn

Deborah C. Waters

Under the Bylaws (Article III. Section 3.3 Officers) the Board elects a Chair and a Vice Chair and may elect from its membership or appoint from the staff a Secretary and Treasurer. The practice of the Board has been to elect its Chair and Vice Chair and to appoint from the staff a Treasurer, Secretary, and Assistant Secretary. Officers for the year ending June 30, 2020 were:

Chair – John G. Milliken

Vice Chair – F. Blair Wimbush

Treasurer – Rodney W. Oliver

Secretary – Debra J. McNulty
Assistant Secretary – Jodie L. Asbell

At this time, the Nominating Committee will present the slate of officers for year ending June 30, 2021.

III. Appointments to Standing Committees

Standing Committee assignments are currently as follows:

Executive Committee

John G. Milliken, Chair
F. Blair Wimbush, Vice Chair
Jennifer D. Aument
Faith B. Power
Val S. McWhorter

Finance and Audit Committee

Faith B. Power, Chair
Louisa M Strayhorn, Vice Chair
John C. Asbury
Eva Teig Hardy
Manju S. Ganeriwala (State Treasurer)

Growth and Operations Committee

Val S. McWhorter, Chair
Jennifer D. Aument, Vice Chair
J. William Cofer
Joni L. Ivey
Stephen Moret
Deborah C. Waters

NOTE: Under the By Laws (Article XII), the Chair and Vice Chair of the Board are ex officio members of all committees of which they are not a regular member.

Resolution 14-12, which includes formation of an Investment Committee, was adopted by the Board on November 18, 2014 – Delegation of Fiduciary and Administrative Duties Under Pension, Defined Contribution and Deferred Compensation Plans of the Virginia Port Authority, Virginia International Terminals, LLC and HRCPII, LLC:

Investment Committee

Chair of the Board
Chair, Finance and Audit Committee
CEO/Executive Director
Chief Financial Officer
Chief Human Resources Officer

IV. Other Business

V. Opportunity for Public Comment and Adjournment

AG E N D A

Virginia Port Authority (VPA) Board of Commissioners - Session 401
Tuesday, July 28, 2020 – 9:15 A.M. (or immediately following Annual Meeting)

Call to Order by Chairman John G. Milliken

I. Approval of Minutes

Approval of the minutes of the VPA Board of Commissioners electronic (Zoom) meeting held May 19, 2020.

II. Reports of Committees

A. Executive Committee – John G. Milliken, Chairman

- I. Report of Executive Committee - Chairman Milliken
2. Consideration of Resolution 20-10, approving the Executive Director's incentive compensation based on CY2019 management incentive metrics

B. Finance and Audit Committee – Faith B. Power, Committee Chair

- I. Report of Finance and Audit Committee – Chair Power
2. Presentation of Administrative Services and Compliance Reports – Matthew Barnes-Smith, Chief Administration Officer
 - a. Consideration of Resolution 20-11, authorizing a contract for the acquisition of shuttle carriers – Mr. Barnes-Smith
 - b. Consideration of Resolution 20-12, authorizing the Virginia Port Authority to exercise an existing contract option for the acquisition of two (2) additional ship-to-shore cranes and related equipment and systems for Norfolk International Terminals (NIT)
3. VPA and Virginia International Terminals LLC (VIT) Consolidated Financial Reports for the Month Ended May 31, 2020, and FY19 Year-to-Date (July-May) – Rodney W. Oliver, Chief Financial Officer
 - a. Consideration of Resolution 20-13, authorizing financing under the Commonwealth Master Equipment Lease Program

C. Growth and Operations Committee – Val S. McWhorter, Committee Chair

1. Report of Growth and Operations Committee – Chair McWhorter
2. Report on Safety, Operations & Update on Projects – Kevin Price, Chief Operations Officer, Virginia International Terminals, LLC (VIT)
3. Sales Report – Thomas D. Capozzi, Chief Sales Officer, VIT

III. Report by Chief Development & Public Affairs Officer – Cathie Vick

1. Consideration of Resolution 20-14, authorizing (FY21) funds from the Waterway Maintenance Grant Program for the Town of Tangier

IV. Report by Acting Chief Human Resources Officer – Sarah McCoy

V. Report by Chief Innovation Officer – Joseph Ruddy

VI. Report by Chief Marketing Officer – James Stecher

VII. Report by CEO/Executive Director - John F. Reinhart

VIII. Unfinished Business

IX. New Business

X. Other Business, Opportunity for Public Comment, and Adjournment