

**VIRGINIA PORT AUTHORITY
RESOLUTION 21-14**

**AUTHORIZING THE EXECUTIVE DIRECTOR TO EXECUTE A CONTRACT FOR THE
ACQUISITION OF CIVIL WORKS AS PART OF THE EXPANSION OF THE CENTRAL RAIL
YARD OF NORFOLK INTERNATIONAL TERMINALS AND AUTHORIZING AN INCREASE
TO THE FISCAL YEAR 2022 CAPITAL BUDGET**

WHEREAS, the Virginia Port Authority (the “Authority”), a body corporate and a political subdivision of the Commonwealth of Virginia, has been established pursuant to Chapter 10, Title 62.1 of the Code of Virginia of 1950, as amended (the “Act”); and

WHEREAS, pursuant to the Act, the Authority is empowered to rent, lease, buy, own, acquire, construct, reconstruct and dispose of harbors, seaports, port facilities and such property, whether real or personal as it may find necessary or convenient; and

WHEREAS, the Authority intends to make significant capital improvements to expand the Central Rail Yard of Norfolk International Terminals (“the NIT CRY”) which include the construction of two rail bundles with four working train tracks each and the installation of a cantilevered rail mounted gantry crane system over each rail bundle to substantially increase rail capacity and efficiency; and

WHEREAS, the purchase price for the civil works at the NIT CRY shall be funded from the proceeds from state and federal grants and terminal revenue approved by the Authority’s Board of Commissioners in Resolution 21-2; and

WHEREAS, pursuant to its Procurement Manual, the Authority issued a Request for Proposals (“RFP”) for the civil works and upon evaluation of the proposals submitted in response to the RFP, the Authority determined that the proposal of Allan Myers Virginia, Inc. (the “Company”) represented the best value to the Authority according to the criteria in the RFP; and

WHEREAS, the contract with the Company for the civil works at the NIT CRY provides compensation for the services to be performed for a price of fifty-three million, thirteen thousand, two hundred and eighty-two dollars (\$53,013,282.00); and

WHEREAS, the Board of Commissioners has determined that it is appropriate to delegate to the Executive Director the authority to approve the final terms, and execute and deliver, the contract for civil works at the NIT CRY with the Company (“hereinafter the “ NIT CRY Civil Works Contract”) and any sub-agreements thereto; and

WHEREAS, as a result of the total NIT CRY project budget, the Authority requests approval of an increase to the Authority’s Fiscal Year 2022 capital budget in the amount of eight million, five hundred thousand dollars (\$8,500,000.00).

NOW THEREFORE, BE IT RESOLVED by the Board of Commissioners of the Virginia Port Authority, as follows:

Section 1. Approval of the NIT CRY Civil Works Contract. The execution and delivery of the NIT CRY Civil Works Contract by the Authority, consistent with the foregoing Recitals, is hereby authorized. The Executive Director is hereby authorized to approve the form and content

and to execute and deliver the NIT CRY Civil Works Contract on behalf of the Authority. The execution of the NIT CRY Civil Works Contract by the Executive Director shall be conclusive evidence of the Authority's approval of the NIT CRY Civil Works Contract. The Board of Commissioners hereby authorizes the Executive Director to execute and deliver all ancillary documents which he deems necessary to further the intent of this Resolution.

Section 2. Approval of the Increase to the Authority's Fiscal Year 2022 Capital Budget. The Board of Commissioners does hereby approve an increase of eight million, five hundred thousand dollars (\$8,500,000.00) to the Authority's Capital Budget for Fiscal Year ending June 30, 2022.

Section 3. Ratification: Further Action. All actions previously taken by the Commissioners, officers, and staff of the Authority in furtherance of the NIT CRY Civil Works Contract and the increase to the Authority's Fiscal Year 2022 Capital Budget are hereby ratified and confirmed. The officers and employees of the Authority are hereby authorized to take such actions, and deliver such additional documents and certificates, as they may in their discretion deem necessary or proper in furtherance of the NIT CRY Civil Works Contract and the increase to the Authority's Fiscal Year 2022 Capital Budget described herein.

Section 4. Effective Date: Notice. This Resolution shall take effect immediately upon its adoption. The Secretary of the Authority shall file this Resolution with the books and records of the Authority maintained according to Section 3.11 of the Authority's Bylaws.

PASSED AND ADOPTED this 16th day of November, 2021

John G. Milliken, Chairman

ATTEST:

Ryanne A. Shields, Secretary