

**MINUTES**  
**Virginia Port Authority Board of Commissioners**  
**Finance and Audit Committee Meeting**  
**November 15, 2021**

The Virginia Port Authority (“VPA”) Finance and Audit Committee (“Committee”) held a meeting on November 15, 2021 in the Virginia International Gateway (VIG) Boardroom, located at 1000 Virginia International Gateway Blvd, Portsmouth, VA 23703.

Committee Members Present:

Louisa M. Strayhorn, Chair  
John C. Asbury, Vice Chair  
John G. Milliken, VPA Board Chairman, Ex Officio  
Faith B. Power, VPA Board Vice Chair, Ex Officio

Committee Members Absent:

Manju S. Ganeriwala  
Aubrey L. Layne  
Stephen M. Moret

Board Members Present:

Joni L. Ivey  
Val S. McWhorter  
Edward F. O’Callaghan  
Deborah C. Waters

VPA Staff Present:

Stephen A. Edwards, CEO and Executive Director  
Rodney W. Oliver, Chief Financial Officer  
Cathie J. Vick, Chief Development and Public Affairs Officer  
Joseph P. Ruddy, Chief Innovation Officer  
Monica Y. Sturgis, Chief Human Resources Officer  
Sarah J. McCoy, General Counsel  
Ryanne A. Shields, Secretary to the Board  
Jason Barlow, Vice President, Contracts and Risk Management  
Brianna Barnes, Director, Contracts and Compliance  
Shaune Thomas, Director, Organizational Development  
Sandi Jackson, Director, Treasury

Virginia International Terminals, LLC Staff Present:

Kevin Price, Chief Operations Officer  
Thomas D. Capozzi, Chief Sales Officer  
Rich Ceci, Senior Vice President, Technology and Project Management

Guests:

Hon. Shannon Valentine, Secretary of Transportation  
W. Brice Fiske, Office of the Attorney General  
JoAnne Carter, PFM Financial Advisors, LLC  
Kristy Choi, PFM Financial Advisors, LLC

Committee Chair Strayhorn called the meeting to order at 3:07pm.

**Motion for Closed Session**

At 3:07pm, Chair Strayhorn asked for a motion to go into closed session. The motion was read by Committee Vice Chair John C. Asbury as follows:

“I move that the 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)(1) to discuss the employment, assignment, appointment, promotion, performance and salaries of specific employees of a public body and 2.2-3711(A)(37), and the provisions of §62.1-132.4, to discuss proprietary financial data 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.”

The motion was seconded by Vice Chair Power and Chair Strayhorn called for a vote of the Finance and Audit Committee members and ex officio members as follows:

Ayes: 4 (Strayhorn, Asbury, Milliken, Power)

Nays: 0

Absent During Vote: 3 (Ganeriwala, Layne, Moret)

Absent During Meeting: 2 (Ganeriwala, Layne, Moret)

**End of Closed Session**

At 4:21pm, the Finance and Audit Committee came out of closed session and the following resolution was read by Committee Vice Chair Asbury:

“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 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.”

The resolution was seconded by Chairman Milliken and passed by a roll call vote of the Finance and Audit Committee Members and ex officio members as follows:

Ayes: 4 (Strayhorn, Asbury, Milliken, Power)

Nays: 0

Absent During Vote: 3 (Ganeriwala, Layne, Moret)

Absent During Meeting: 2 (Ganeriwala, Layne, Moret)

There were no members of the public present for comment and the meeting adjourned at 4:22pm.

Respectfully submitted,



Rianne A. Shields  
Secretary to the Board