

## RESOLUTION 22 - 10

### RESOLUTION AUTHORIZING THE VIRGINIA PORT AUTHORITY TO ENTER INTO CONTRACT DOCUMENTS FOR THE ACQUISITION OF SHUTTLE CARRIERS

**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").

**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 issue revenue bonds therefore without pledging the faith and credit of the Commonwealth.

**WHEREAS**, pursuant to the Act, it is the duty of the Authority to foster and stimulate the commerce of the ports of the Commonwealth and related facilities by serving as the United States Eastern Seaboard gateway for the global import and export of freight throughout the world, to promote the shipment of freight through the maritime and inland ports, to seek to secure necessary improvements of navigable tidal waters within the Commonwealth, and in general to perform any act or function that may be useful in developing, improving, or increasing the commerce, both foreign and domestic, of all maritime and inland ports of the Commonwealth and related facilities.

**WHEREAS**, in furtherance of this duty, the Authority is making significant capital improvements to the container terminals. These improvements include the purchase of equipment, namely shuttle carriers, to support terminal operations at Norfolk International Terminals and Virginia International Gateway Terminal.

**WHEREAS**, pursuant to its Procurement Manual, the Authority issued a single source justification identifying Kalmar USA, Inc. for the procurement of shuttle carriers. The Authority intends to exercise an option within the 2021 contract with Kalmar USA, Inc. for the provision of ten (10) shuttle carriers. The purchase of the shuttle carriers and related equipment and systems shall not exceed twelve million, six hundred thousand dollars (\$12,600,000), which could fluctuate depending on the U.S. Dollar to Euro exchange rate on the date of contract execution.

**WHEREAS**, the Board has determined that it is necessary and appropriate to delegate to the Executive Director the authority to exercise the option, approve and amend the terms of the Kalmar USA, Inc. contract (hereinafter the "Kalmar Option") consistent with the foregoing Recitals.

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

**Section 1. Approval of Kalmar Option.** The execution and delivery of the Kalmar shuttle carriers by the Authority consistent with the foregoing Recitals are hereby authorized. The Board hereby authorizes the Executive Director to approve the form and content of, and to execute and deliver, the Kalmar Option on behalf of the Authority. The execution of the Kalmar Option by the Executive Director shall be conclusive evidence of the Authority's approval of the Kalmar Contract. The Board 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. Ratification; Further Action.** All actions previously taken by the Commissioners, officers, and staff of the Authority in furtherance of the Kalmar Option 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 Kalmar Option and the transactions described herein and therein.

**Section 3. Effective Date.** 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 12<sup>th</sup> day of July, 2022.

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Board Chair

ATTEST:

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Ryanne A. Shields, Secretary