

**MINUTES**  
**Virginia Port Authority Board of Commissioners**  
**Finance and Audit Committee Meeting**  
**November 14, 2022**

The Virginia Port Authority (“VPA”) Finance and Audit Committee (“Committee”) held a meeting on November 14, 2022 in the Council Conference Room, Newport News City Hall 10<sup>th</sup> Floor, 2400 Washington Ave, Newport News.

**Committee Members Present:**

James C. Burnett, Chair  
Shaza L. Andersen, Vice Chair  
David L. Richardson  
Aubrey L. Layne, Ex-Officio  
Faith B. Power, Ex-Officio

**Committee Members Absent:**

Maurice A. Jones

**Board Members Present:**

John C. Asbury (arrived 1:32pm)  
Michael W. Coleman  
John W. Kirk III (arrived 1:32pm)  
Edward F. O’Callaghan  
Deborah C. Waters

**VPA Staff Present:**

Stephen A. Edwards, CEO and Executive Director  
Rodney W. Oliver, Chief Financial Officer  
Sarah J. McCoy, General Counsel  
Ryenne A. Shields, Secretary to the Board  
Jeff Underwood, Vice President, Finance  
Marissa Blanco, Senior Director, Supply Management  
Nina Malone, Principal Economist  
Jodie Asbell, Senior Executive Administrative Assistant and Assistant Secretary to the Board

**VIT Staff Present:**

Thomas D. Capozzi, Chief Sales and Marketing Officer  
Rich Ceci, Senior Vice President, Technology and Project Management  
Aaron Katrancha, Director, Breakbulk/Ro-Ro and Inland Terminal Sales  
Scott Rhodes, Director, Breakbulk and Inland Terminal Operations

**Guests:**

Mike Garber, PB Mares

**Open Session**

Chair Burnett called the meeting to order at 1:00pm and a safety briefing was performed by Stephen Edwards.

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**Closed Session**

At 1:01pm, Chair Burnett requested a motion to go into closed session. The motion was made by Commissioner Andersen as follows:

"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 governmental unit would be adversely affected.."

The motion was seconded by Commissioner Richardson and passed by a vote of the Finance and Audit Committee Members and ex officio members as follows:

Ayes: 5 (Burnett, Andersen, Richardson, Layne, Power)

Nays: 0

Abstention: 0

Absent During Vote: 1 (Jones)

Absent During Meeting: 1 (Jones)

**Certification of Closed Session**

At 2:09pm, the Finance and Audit Committee came out of closed session and the following resolution was made by Commissioner Andersen:

"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."

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

Ayes: 5 (Burnett, Andersen, Richardson, Layne, Power)

Nays: 0

Abstention: 0

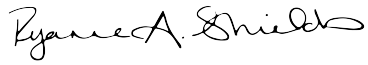
Absent During Vote: 1 (Jones)

Absent During Meeting: 1 (Jones)

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There were no members of the public present for comment and the meeting adjourned at 2:10pm.

Respectfully submitted,



Ryanne A. Shields  
Secretary to the Board