

Virginia Port Authority Board of Commissioners
Compensation Committee Meeting
March 23, 2010
Open Session Minutes

Committee Members Present:

John G. Milliken, Chairman
Deborah K. Stearns, Vice Chairwoman
Mark B. Goodwin, Chairman, Finance/Planning Committee

Board Members Present:

Stephen M. Cumbie

Guests:

Jeffrey R. Allen, Assistant Attorney General

Staff:

Jerry A. Bridges, Executive Director
Rodney Oliver, Deputy Executive Director and CFO
David James, Director of Contracts and Real Estate

Chairman Milliken convened a meeting of the Compensation Committee at 11:05 a.m., March 23, 2010, in the conference room of Virginia International Terminals, Inc. (VIT), 601 World Trade Center, Norfolk.

At the request of Chairman Milliken, Ms. Stearns moved that the Compensation Committee convene a closed session under the Virginia Freedom of Information Act §2.2-3711(A)(1), the personnel exemption, for the purpose of discussing the Executive Director's Employment Agreement. The motion was seconded by Mr. Goodwin.

The Compensation Committee came out of closed session at 11:50 a.m. and, after reconvening the open session, the following resolution was read by Ms. Stearns:

“Whereas, the Virginia Port Authority Compensation Committee had 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, Section 2.2-3712 of the *Code of Virginia* requires a certification by the Compensation Committee members that such closed meeting was conducted in conformity with Virginia law;

Now, therefore be it resolved, that the Compensation Committee hereby certifies that, to the best of each member's knowledge, (i) only public business matters lawfully exempted from open meeting requirements by Virginia law 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 convening the closed meeting were heard, discussed or considered by the Compensation Committee.”

The resolution passed by a roll call vote of the Committee members as follows:

Mr. Milliken	Aye
Ms. Stearns	Aye
Mr. Goodwin	Aye

There were no public comments and the meeting adjourned at 11:52 a.m.

Respectfully submitted,

Debra J. McNulty
Clerk to the Board