

Virginia Port Authority Board of Commissioners
Compensation Committee Meeting
July 27, 2010

Open Session Minutes

Committee Members Present:

John G. Milliken, Chairman
Deborah K. Stearns, Vice Chairwoman

Committee Members Absent:

Mark B. Goodwin, Chairman, Finance/Planning Committee

Board Members Present:

Manju S. Ganeriwala, State Treasurer

Guests:

David Tyerar, Deputy Secretary of Transportation & CFO
Jeffrey R. Allen, Assistant Attorney General

Staff:

Jerry A. Bridges, Executive Director
Rodney W. Oliver, Deputy Executive Director & CFO
Debra J. McNulty, Clerk

Chairman Milliken convened a meeting of the Compensation Committee at 9:40 a.m., July 27, 2010, in the Virginia Port Authority Library, 600 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 incentive compensation for FY10 accomplishments, Employment Agreement, and goals and objectives for FY11. The motion was seconded by Mr. Milliken.

At this time, Mrs. McNulty left the meeting.

The Compensation Committee came out of closed session at 11:10 a.m.

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.”

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

Mr. Milliken	Aye
Ms. Stearns	Aye

There were no public comments and the meeting adjourned at 11:12 a.m.

Respectfully submitted,

Debra J. McNulty
Clerk to the Board