

**Virginia Port Authority Board of Commissioners**  
**Compensation Committee Meeting**  
**May 25, 2010**  
**Open Session Minutes**

Committee Members Present:

John G. Milliken, Chairman  
Mark B. Goodwin, Chairman, Finance/Planning Committee

Committee Members Absent:

Deborah K. Stearns, Vice Chairwoman

Board Members Present:

Manju S. Ganeriwala, State Treasurer

Guests:

Jeffrey R. Allen, Assistant Attorney General

Staff:

Jerry A. Bridges, Executive Director  
Debra J. McNulty, Clerk to the Board

Chairman Milliken convened a meeting of the Compensation Committee at 10:00 a.m., May 25, 2010, in the conference room of Virginia International Terminals, Inc. (VIT), 601 World Trade Center, Norfolk.

Chairman Milliken immediately presented a motion 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 reviewing the Compensation Analysis prepared by HayGroup, Inc., in connection with the Executive Director's Employment Agreement. The motion was seconded by Mr. Goodwin. The clerk left the meeting at this time.

The Compensation Committee came out of closed session at 11:00 a.m. and, after reconvening the open session, the following resolution was read by Mr. Goodwin:

“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
Mr. Goodwin	Aye
Ms. Stearns	Absent

There were no public comments and the meeting adjourned at 11:05 a.m.

Respectfully submitted,

Debra J. McNulty  
Clerk to the Board