

**MINUTES**  
**Virginia Port Authority Board of Commissioners Retreat (Day 1 of 2)**  
**Norfolk International Terminals (NIT) Operations Tower, 9<sup>th</sup> Floor**  
**7737 Hampton Boulevard, Norfolk, Virginia**

**Wednesday, August 31, 2011**

The following were in attendance:

**VPA Board of Commissioners**

Michael J. Quillen, Chairman  
Jennifer D. Aument  
Scott R. Bergeron  
James M. Boyd  
Juliann J. Clemente  
The Honorable William H. Fralin, Jr.  
Frank E. Laughon, Jr.  
John N. Pullen  
Robert M. Stanton  
Jeffrey D. Wassmer  
Ting Xu  
Manju Ganeriwala, State Treasurer

**Staff:**

Jerry A. Bridges, Executive Director  
J. J. Keever, Senior Deputy Executive Director, External Affairs  
Rodney W. Oliver, Deputy Executive Director and CFO  
Jeffrey L. Florin, Deputy Executive Director, Operations and COO  
Russell J. Held, Deputy Executive Director of Development  
Nina Malone, Director, Business Analysis and Strategy  
Carla Welsh, Public Relations Program Manager  
Debra J. McNulty, Clerk

**Guests:**

The Hon. Sean Connaughton, Secretary of Transportation  
David Tyeryar, Deputy Secretary of Transportation and CFO  
Jeffrey A. Allen, Assistant Attorney General  
Joseph A. Dorto, President and CEO, VIT  
Joseph Ruddy, Executive Vice President and Chief Operating Officer, VIT  
Regina Brayboy, Vice President, Administration and Financial Services, VIT  
Thomas Capozzi, Vice President, Global Sales and Customer Service, VIT  
Robert Nestor, Manager, Pricing and Strategic Planning, VIT

Pursuant to call by Chairman Quillen, the VPA Board of Commissioners convened an open session on this date at 11:00 a.m., in the Operations Tower (9<sup>th</sup> Floor) at Norfolk International Terminals.

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Chairman Quillen remarked that all of the new board members have oriented themselves very quickly since their appointments by Governor McDonnell in July. He announced that it was very important to have a candid question and answer session through the strategic sessions that were planned for the two-day retreat. The Chairman also announced that the next regularly-scheduled VPA Board of Commissioners meeting will be held on September 27, 2011.

At this time, Chairman Quillen deferred to Mr. Allen, the Authority's legal representative from the Office of the Attorney General. Mr. Allen reported that there have been inquiries from the press with regard to the closed session topics and he advised that the Board and staff should stay within the confines of the agenda topics that apply to the closed session exemptions and to comply strictly with Virginia's Freedom of Information Act (FOIA). The agenda topics were:

1. 2012 Business Goals and Objectives for VPA
2. Global VPA Business Picture/Competitive VPA Business Overview
3. Virginia Port Authority(VPA) & Virginia International Terminals, Inc.(VIT) Business Organizations
4. VIT Port Operation Labor Review and Productivity
5. VPA 2040 Master Plan and future business strategies – Including in-depth discussion of terminals, empty yards, etc.
6. APMT Lease Business Discussion – Summary of deal components and valuation report prepared by R. K. Johns & Associates
7. Railroad Business Overview–Norfolk Southern and CSX maps and sites as well as on-dock rail capabilities and volume commitments
8. VPA/VIT Competitive Port Business Discussion – Marketing statistics, ranking of ship lines, customers, current services, distribution centers, and Panama Canal:
  - Structural – competing facilities, locations, channel depths, rail connections, labor, etc.
  - Financial

At 11:05 a.m., Chairman Quillen asked Ms. Clemente to read the motions to go into closed session, as follows:

“I move that the VPA Board of Commissioners convene a closed meeting under the Virginia Freedom of Information Act to for the purpose of discussing confidential financial/budget information; competitive issues; business strategies and projections; and personnel matters in accordance with the following exemptions:

§2.2-3711.3: Discussion or consideration of the acquisition of real property for a public purpose, or of the disposition of publicly held real property, where discussion in an open meeting would adversely affect the bargaining position or negotiating strategy of the public body.

§2.2-3711.5: Discussion concerning a prospective business or industry or the expansion of an existing business or industry where no previous announcement has been made of the business' or industry's interest in locating or expanding its facilities in the community.

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§2.2-3711.6: Discussion or consideration of the 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.

§2.2-3711.38: Discussion or consideration by the Virginia Port Authority of records excluded from this chapter pursuant to subdivision 1 of § 2.2-3705.6.

§2.2-3711.40: Discussion or consideration of records excluded from this chapter pursuant to subdivision 3 of § 2.2-3705.6.

The motions were seconded by Mr. Bergeron.

The Board came out of closed session at 5:44 p.m. After reconvening the open session, the following resolution was read by Ms. Clemente and seconded by Ms. Ganeriwala:

“Whereas, the Virginia Port Authority Board of Commissioners 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 Board of Commissioners that such closed meeting was conducted in conformity with Virginia law;

Now, therefore be it resolved, that the Board 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 Board of Commissioners.”

The resolution passed by a roll call vote of the VPA Board as follows:

Ayes:	12
Nays:	0
Absent During Vote:	0
Absent During Meeting:	0

There being no further comments the meeting adjourned at 5:45 p.m.

Respectfully Submitted,

Debra J. McNulty  
Clerk to the Board