

MINUTES
Virginia Port Authority Board of Commissioners Retreat (Day 2 of 2)
APM Terminals Conference Room
1000 APM Terminals Boulevard
Portsmouth, Virginia

Thursday, September 1, 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.
Robert M. Stanton
Jeffrey D. Wassmer
Ting Xu
Manju Ganeriwala, State Treasurer

VPA Commissioners Absent:

John N. Pullen

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
Ed Merkle, Director of Security and Emergency Operations
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

VPA BOARD RETREAT MINUTES

September 1, 2011

Page 2

Pursuant to call by Chairman Quillen, the VPA Board of Commissioners convened an open session on this date at 8:30 a.m., in the APM Terminals Conference Room, 1000 APM Terminals Boulevard, Portsmouth, Virginia.

Chairman Quillen announced that he will elect a Vice Chair at the September 27th meeting of the Board along with some action items that will be discussed today. The Chairman also explained that the standing committees would be announced and that each committee chair would determine the need for a meeting.

Chairman Quillen reminded the Commissioners that the full board Public Session is normally scheduled to start at 11:00 a.m. (according to Bylaws), which can be adjusted according to committee schedules. The Chairman also reminded the Commissioners that they should complete their Conflict of Interest Training which is mandatory for Board members. That information had been distributed by email earlier.

The agenda topics for discussion were:

1. Overall Strategic Business Plan – Discussion of Efforts Underway
2. Future Business Marketing Plan (including Portsmouth Marine Terminal (PMT) and Newport News Marine Terminal(NNMT))
3. VPA/VIT Budget Discussions and Projections– Including Commonwealth Port Fund, non-General Fund support, etc.
4. Major Transportation Initiatives Applicable to the Port
5. Port Security Overview (including safety record compared to other ports)
6. VPA Early Retirement Incentive – Review of Personnel Organization Charts

At 8:30 a.m., prior to Governor McDonnell's scheduled video conference, 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:

§2.2-3711.1: Discussion, consideration, or interviews of prospective candidates for employment; assignment, appointment, promotion, performance, demotion, salaries, disciplining, or resignation of specific public officers, appointees, or employees of any public body; and evaluation of performance of departments or schools of public institutions of higher education where such evaluation will necessarily involve discussion of the performance of specific individuals. Any teacher shall be permitted to be present during a closed meeting in which there is a discussion or consideration of a disciplinary matter that involves the teacher and some student and the student involved in the matter is present, provided the teacher makes a written request to be present to the presiding officer of the appropriate board.

VPA BOARD RETREAT MINUTES

September 1, 2011

Page 3

§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.

§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.

§2.2-3711.14: Discussion by the Governor and any economic advisory board reviewing forecasts of economic activity and estimating general and non-general fund revenues.

§2.2-3711.19: Discussion of plans to protect public safety as it relates to terrorist activity and briefings by staff members, legal counsel, or law-enforcement or emergency service officials concerning actions taken to respond to such activity or a related threat to public safety; or discussion of reports or plans related to the security of any governmental facility, building or structure, or the safety of persons using such facility, building or structure.

§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. Fralin. Staff and guests left the meeting at this time, with the exception of Secretary Connaughton, Mr. Tyeryar, Mr. Allen, Mr. Bridges, and Mr. Keever.

The Board came out of closed session at 1:25 p.m. After reconvening the open session, the following resolution was read by Ms. Clemente and seconded by Ms. Xu:

“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;

VPA BOARD RETREAT MINUTES

September 1, 2011

Page 4

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:	11
Nays:	0
Absent During Vote:	1 (Mr. Pullen)
Absent During Meeting:	1 (Mr. Pullen)

There being no further comments the meeting adjourned at 1:28 p.m.

Respectfully Submitted,

Debra J. McNulty
Clerk to the Board