

MINUTES

Board of Commissioners - Session 350

Virginia Port Authority

600 World Trade Center

Norfolk, Virginia

March 26, 2013 – 9:30 A.M.

Pursuant to call by Chairman Fralin, the Virginia Port Authority (VPA) Board of Commissioners convened its regularly-scheduled meeting on this date at 9:30 a.m., in the Authority's Boardroom, 600 World Trade Center, Norfolk, Virginia. The following attended:

Commissioners:

The Hon. William H. Fralin, Jr., Chairman

Jeffrey D. Wassmer, Vice Chairman

Scott R. Bergeron

James M. Boyd

Juliann J. Clemente

Craig P. Coy

Frank E. Laughon, Jr.

John N. Pullen

Robert M. Stanton

Ting Xu

Manju S. Ganeriwala, State Treasurer

Commissioners Absent:

Jennifer D. Aument

Staff:

Rodney W. Oliver, Interim Executive Director

J. J. (Jeff) Keever, Senior Deputy Executive Director, External Affairs

Russell Held, Deputy Executive Director, Development

Jeffrey Florin, Deputy Executive Director and COO

Linda G. Ford, Director, Port Promotion

David James, Director, Contracts and Real Estate

Heather Wood, Director, Environmental Affairs

Elizabeth Saxby, Director, Human Resources

Gregory Edwards, Director of External Affairs

Wendy King, Director of Finance

Mike Brewer, Port Police Chief

Bill Burket, Director, Maritime Incident Response Team

Carla Welsh, Manager, Creative Services

Joe Harris, Media/Public Relations Manager

Debra J. McNulty, Clerk to the Board

Jodie Asbell, Deputy Clerk to the Board

VIT Staff:

Joseph A. Dorto, President and CEO, VIT

Joseph P. Ruddy, Executive Vice President and Chief Operating Officer, VIT

VIT Staff (continued):

Thomas Capozzi, Vice President, Global Sales and Customer Service, VIT
Regina P. Brayboy, Vice President, Administration and Financial Services, VIT
Robert Nestor, Manager, Pricing and Strategic Planning, VIT

Guests:

The Hon. Kenneth Wright, Mayor of Portsmouth
David Tyeryar, Deputy Secretary of Transportation
Jeffrey R. Allen, Office of the Attorney General
Norman A. Thomas, Office of the Attorney General
James Noel, Office of the Attorney General
Ryan J. Pedraza, Office of Transportation Public-Private Partnerships
Mark Gribbin, JLARC
Anna Seymour, JLARC
Sandra Wright, JLARC
Tracey Smith, JLARC
Elizabeth Psimas, Portsmouth City Council
Tony Goodwin, Portsmouth Council, Civic Org.
Adam Beauchamp, APM Terminals
John Crowley, APM Terminals
Doug Forest, Colonna
JoAnne Carter, PFM Group
Ed O'Callaghan, Coalition for Virginia Ports
Raymond Newlon, Hapag-Lloyd
Waverly Pulley, Hunton & Williams
Frank Mach, Maritime Administration-Mid-Atlantic
Matt Barnes, Moffatt & Nichol
Susan Gaston, Virginia Port Partners
Patrick Crute, Virginia Port Partners
Larry Ewan, Continental Terminals
Cory Coho, G&P Trucking
Ted Holt, MOL
Kay Kemper, Kemper Consulting
Joel Andrus, Kemper Consulting
Kristin Marshall, Harbor Group
Augie Eckhart, Norfolk Southern
Ed Elkins, Norfolk Southern
Carroll Neville, Norfolk Southern
Steven Bain, On Course Solutions LLC
Neil Davidson, Drewry, London, UK
James Hall, ILA #970
Declan McManus, KPMG LLP
Piyush Mishra, KPMG LLP
Mike Ryan, Zim Line
Francesca Sykes, Willis
Vinnie DiCostanzo, Panalpina
Judy Barrett, Towne Bank
Carl Varner, Trade Wind, Int.

Guests (continued):

Nash Billisoly, Vandeventer Black
John Ryan, Vandeventer Black
Thomas Berkley, Vandeventer Black
Art Moye, Virginia Maritime Association
David White, Virginia Maritime Association
Robert Colorina, Citizen
Brock Vergakis, *The Associated Press*
Robert McCabe, *The Virginian-Pilot*
Stephen Katz, *The Virginian-Pilot*
Brian Clark, *The Virginian-Pilot*
Michael Shapiro, *The Daily Press*
Joe Fudge, *The Daily Press*
Mathew Ward, *Suffolk Publications*
Harold Gerwin, *Virginian Pilot-Inside Business*
Darragh Copley, WTKR-Channel 3
Drew Copley, WTKR-Channel 3
Philip Townsend, 13 News
Art Kohn, Wavy-TV

INTRODUCTIONS

Ms. Ford announced, due to the large audience, names of guests in attendance would be reflected in the minutes from the sign-in sheets that were provided. Ms. Ford mentioned members of the media in attendance - The Associated Press, ABC, CBS, NBC, and FOX affiliates, as well as our local television and news media from WAVY-TV, Channel 3, 13 News, WTKR, *The Virginian-Pilot*, *The Daily Press*, *Inside Business*, and *Suffolk Publications*.

EXECUTIVE CLOSED SESSION - PPTA

At this time, upon motion by Ms. Clemente, duly seconded by Ms. Ganeriwala, the Board voted to convene a closed session in accordance with the Virginia Freedom of Information Act, Code §2.2-3705.1 (5), §2.2-3705.6 (1), (3) and (11), and §2.2-3711(A)(1), (28), (38), (40), pursuant to §62.1-132.4, to further discuss the valuation of the P3 proposals as compared to the VPA/VIT restructuring proposal, which discussions are considered in-part related, and decision going forth.

OPEN SESSION

At 12:05 p.m., upon motion by Ms. Clemente, seconded by Mr. Bergeron, and having certified that the matters discussed in the preceding closed session met the requirements of §2.2-3712 of the Code, the Board reconvened in open session.

The resolution certifying the closed session was read and passed by a roll call vote of the Board as follows:

Ayes:11 (Bergeron, Boyd, Clemente, Coy, Fralin, Ganeriwala, Laughon, Pullen, Stanton, Wassmer, Xu)

Nays: 0

Absent During Vote: 1 (Aument)

Absent During Meeting: 1 (Aument)

Chairman Fralin announced that resolutions would be presented for adoption at this time.

Action: Upon motion made by Ms. Clemente, seconded by Mr. Laughon, the Board unanimously adopted Resolution 13-5, to discontinue further consideration of the proposals submitted on December 3, 2012, on behalf of APM Terminals Virginia, Inc. and Virginia Port Partners, L.L.C.

Action: Upon motion made by Mr. Wassmer, seconded by Mr. Bergeron, the Board unanimously adopted Resolution 13-6, to authorize the Interim Executive Director of the VPA to proceed to develop and make specific recommendations for such reorganizations as will enhance the effectiveness and efficiency of the operations of the Virginia Port Authority and its port operator, Virginia International Terminals, Inc.

Action: At the request of Chairman Fralin, Ms. Clemente offered an amended motion, seconded by Mr. Laughon, to correct the date on Resolution 13-6, from May 28, 2013, to May 9, 2013, at which time the Interim Executive Director will make further report and recommendations to the Board respecting further reorganizational measures. The motion carried.

CHAIRMAN'S REMARKS

On behalf of the Board, Chairman Fralin expressed appreciation to all participants in the PPTA process including the working group, VPA/VIT staff, port customers, and the community. The Chairman summarized the rationale of the Board's decision and the direction forward for the Port of Virginia, as outlined in written documents that were provided to the public after the meeting. Chairman Fralin particularly thanked Mr. Bergeron for his expertise with the complex financial aspects of the proposals.

The Chairman closed by saying that we need to get the word out to the world that we are the "Gateway to the East Coast".

(The Board took a 15-minute recess at this time.)

PRESENTATION

Chairman Fralin presented a shadowbox to Mr. Joseph A. Dorto, President and CEO of Virginia International Terminals, Inc., commemorating 34 years of service to the Port, on the occasion of his retirement. The Chairman stated that the Port would not be where it was without the leadership of Mr. Dorto. Mr. Dorto expressed his appreciation and thanked the Board for their decision to keep VIT as the operating company. Mr. Dorto also gave credit to Bobby Bray, the former VPA Executive Director, and to Jim Crumbley, the previous General Manager of VIT, for the success of the Port. He also remarked that there is a good team in place now with Rodney Oliver, Joe Ruddy, and Tom Capozzi. Mr. Dorto mentioned that last year was the second best year in the history of the Port and that we are on schedule to have the best fiscal year to date.

I. APPROVAL OF MINUTES

Action: Upon motion made by Chairman Fralin, the minutes of the meetings held January 4, January 22, and February 4, 2013, were unanimously approved, as circulated.

II. REPORTS OF COMMITTEES

A. Executive Committee – Mr. William H. Fralin, Jr., VPA Chairman

1. Report of the Investment and Administrative Committee

Mr. Bergeron reported that the Investment and Administrative Committee reviewed the performance of the Authority's Defined Benefit and Defined Contribution Plans. He reported that the Committee approved a recommendation to change one of the high yield bond funds from Goldman Sachs High Yield A to the JP Morgan High Yield Bond R5.

Mr. Bergeron explained that the Authority has two pension plans – employees with Virginia Retirement System and the VPA Plan. He advised that the Committee will review the pension obligations to make them more efficient while still maintaining the fairness of what has been promised to past and present employees.

Mr. Bergeron reported that the Committee also approved an increase in the Cost of Living Adjustment (COLA) for both pension plans to catch up with the COLA increases of VRS. He explained that the VPA system does not mandate COLAs and that the last increase was in 2008. Mr. Bergeron explained that the COLA would be increased 7.97%, effective July 1, 2013. The annual net cost for the increase would be approximately \$64,000. Mr. Bergeron affirmed that this action does not require approval by the full Board.

Ms. Ganeriwala explained that the state has made extensive reforms to its retirement plan and, while she did not have a problem with the COLA increase, she encouraged the Investment and Administrative Committee to examine both plans for cost savings. Ms. Ganeriwala also mentioned that the state now requires employees to contribute 5% of their pay into the pension plan (VPA does not). Chairman Fralin asked Mr. Bergeron to work with Ms. Ganeriwala to look into those issues as they will also relate to a possible early retirement buy-out that may be offered during the restructuring.

2. Report on legislation submitted for the 2013 General Assembly Session

Chairman Fralin commended Mr. Keever and his staff on their work with the legislature on the recommended changes that were submitted for the 2013 General Assembly. He noted that the Governor has not yet signed the port bills. The Chairman also thanked Board members.

Mr. Keever reported that HB2276 (copies provided) included all of the requests and changes discussed at the special VPA Board meeting that was held in Richmond on January 4, 2013. He noted that the bill also includes several unintended consequences that relate to unsolicited proposals for the VPA under the Privatization Acts. The VPA is now required to report its actions to the General Assembly during the 2014 Regular Session.

The legislation also includes a requirement that VPA promptly develop and implement all changes, reforms, and reorganization to ensure effectiveness and efficiency of VIT operations and eliminate duplicative and redundant services.

He advised that the Governor made several amendments as follows:

- Board members “*shall serve at the pleasure of the Governor*”
- Confers upon VPA all powers of other Commonwealth industrial development authorities – “*the power to effect change in ownership or operation of the Port of Virginia shall be subject to the provisions of §62-1-132.19*”
- Exempts VPA from information technology requirements of the Public Procurement Act and regulations promulgated by VITA “*and to the extent that the Authority or any component thereof utilize competitive sealed bidding or competitive negotiation for the procurement of goods and services*”.

Mr. Keever noted that SB1305 was identical to HB2276. He reported HB1824 modifies the tax grant to include agricultural products and minerals eligible for the port volume tax credit and HJR621 directs the Joint Legislative Audit and Review Commission (JLARC) to study the competitiveness, efficiency, and governance structure of the Port of Virginia. Mr. Keever reported that VPA officials had the first introductory meeting with JLARC last week and he mentioned that some of their staff are in attendance today.

Mr. Keever reported that budget amendment Item 4-5.12#1c prohibits any agreement for the sale, lease, or operation of Virginia’s port facilities until a comprehensive study of the port operations has been conducted and the General Assembly explicitly approves such an agreement as evidenced by language included in the general appropriation act. He reported that budget amendment Item 456 #1h directs the Authority to undertake a study to further investigate the improvements identified in a 2010 study conducted for VPA related to the Commonwealth Railway Mainline Safety Relocation in the City of Suffolk (introduced by Del. Chris Jones).

Mr. Keever explained there were two other budget amendments introduced, one by Del. Johnny Joannou, to take non-General Fund money from the Port Authority for Payments in Lieu of Taxes (PILOT) and Sen. Kenneth Alexander’s amendment for \$500M in PILOT funding. He reported that both amendments were withdrawn by the patrons and VPA is planning to schedule a meeting with localities and the legislators to discuss this in the near future.

Mr. Bergeron asked Mr. Keever to provide the Board with a bulleted summary of the legislation. Chairman Fralin requested that the briefing paper also include the Governor’s strike-through language.

B. Finance/Planning Committee – Mr. Scott R. Bergeron, Committee Chair

Mr. Bergeron reported that most of the Board members attended the Finance/Planning Committee meeting on Monday, March 25th, to hear a closed session update on the proposed VIT FY14 budget. He commended both VPA and VIT staff for preparing early budget information for the Committee’s review. Mr. Bergeron explained that an early review of preliminary fiscal year budgets was helpful to the Board especially with the PPTA process. He advised that **the delivery of a preliminary budget in March of each year** would become the new normal in order to provide the Board enough time to evaluate and understand the budget, especially with

the work ahead on a revised operating structure. Mr. Bergeron explained that the Board believes VPA can finance future capital expenses as long as we are “hitting the marks”.

1. VPA/VIT Combined Financial Reports

Ms. King provided an update of the financial results for the eight-month fiscal year period, ended February 28, 2014, as follows:

- Operating revenues through February are ahead of budget at \$8.3M, driven by increased container volumes that are up 6.8% above budget, translating into \$13.6M in additional revenue. This was offset by higher than budgeted incentives of \$1.3M and delayed rate increases of about \$2.3M.
- Operating expenses are \$13.2M over budget and about \$3.7M of this was attributed to volumes increases, higher labor rates, and a higher mix of rail expenses.
- Maintenance expenses continue to track below budget at \$3.2M.
- Administrative expenses were also below budget at \$1.8M.
- Facilities rental expenses are \$818,000 below budget due to lower than expected CPI increases.
- Depreciation remains the same.
- Operating Income is lower than expected due to lower interest rates.
- Capital transfers from the Commonwealth Port Fund (CPF) are ahead of budget.
- Net Assets = \$638,778 above what was anticipated for this period.

Ms. Clemente reported that, after a discussion at the last VIT Board meeting with regard to increased rail costs, Mr. Ruddy is working on a comparison of the incremental costs per container in order to gauge increased expenses. Mr. Ruddy advised that Mr. Bergeron also brought up that subject at yesterday’s Finance/Planning Committee meeting and that VIT has been taking a very hardy look at rail costs as they affect budget preparations.

2. Review of preliminary VPA FY14 Budget for the year beginning July 1, 2013 and ending June 30, 2014

Ms. King reviewed the preliminary VPA FY14 budget (without VIT budget figures), as follows:

- Total Operating Revenues – Projecting about \$12M for FYE 2013 and a slight increase for FYE 2014 of \$12.7M due to increased grant revenues.
- Total Operating Expenses – Projecting \$118M for FYE 2013 and for FYE 2014 an increase to \$120M due to increased rent at APMT due to annual CPI increase and volume increase.
- There are no cost reduction projects included in the preliminary budget, to date.
- There are some salary and benefit increases.
- Operating Revenues for FYE14 are expected to go from \$13.1M to \$18.2 due to lower grant monies anticipated for next year.
- CPF Revenue is budgeted to increase by \$2.3M.
- The decrease in net assets excludes terminal revenue from VIT.

Mr. Oliver noted that the CPF does not include revenue forecasts from the Governor's transportation bill legislation.

Mr. Bergeron proposed that the Finance/Planning Committee meet in late April/early May to review the budget. Mr. Oliver reported that he asked Mr. Ruddy to have the VIT FY14 budget ready for approval by the VIT Board at their April 25th meeting so that VPA would have the consolidated budget prepared for early approval by the VPA Board at the May 9th special meeting.

C. Facilities Committee – Mr. John N. Pullen, Committee Chair

Mr. Pullen reported that the Board had asked the Facilities Committee to look at accelerating rail improvements, particularly the design, and he advised that the Committee would work with Mr. Florin. Mr. Pullen also mentioned that VPA would also seek funding opportunities through the Governor's transportation bill, when it becomes final, and also work with the Hampton Roads Transportation Planning Organization (HRTPO) to make them aware of the Port's needs.

Mr. Florin presented the Capital Outlay Program and Facilities Maintenance Overview and he described each of the following projects:

- NIT Gate Improvements
 - i. NIT Customs Border Patrol (CTB) Interchange
 - ii. NIT Customer Service Area Improvements
 - iii. NIT OCR Portals
- Median Rail Crossing Removals
- PMT Rail Upgrades
- APMT Trench Drain Repairs
- APMT Reefer Plugs
- NIT Marshaling Yard
- Craney Island Eastward Expansion

Mr. Florin presented an updated aerial showing the dikes at Craney Island and a map showing channel depths at each of the East Coast/South Atlantic ports. Virginia is the only port prepared to receive the 12,000 TEU post-Panamax ships.

Chairman Fralin stated, because of the limited Federal funds for dredging, not every East Coast port should be dredged to 50 feet. Mr. Keever explained that VPA is trying to make that case with everyone in the Administration and the leadership in the House and Senate. Mr. Boyd referred to Captain Cofer's presentation to the Board [November 27, 2012] and he encouraged Board members to refine this message and get the word out. Ms. Clemente mentioned that she is in communication with Congressman Eric Cantor's office and Congressman Randy Forbe's office on this subject.

Mr. Florin continued with a review of investments in port capacity projects, comparing Norfolk's current and future capacity with Savannah, Charleston, NY/NJ, and Baltimore. He also reviewed the Craney Island Eastward Expansion (CIEE) federal/state cost share.

Mr. Wassmer advised that he had been in discussion with Mr. Aubrey Layne, who is on the Commonwealth Transportation Board, and he suggested that the Board invite him to speak. Mr. Wassmer encouraged VPA to continue working with the HRTPO to ensure the Port's position and to seek transportation funding that will provide benefits for the Hampton Roads' area. Mr. Florin advised that he attends the HRTPO meetings.

Chairman Fralin advised that he had asked Mr. Oliver to look at the proposed expansion of the HRBT and Patriot's Crossing and what those projects mean to the VPA.

D. Marketing/Business Development Committee – Mr. Bergeron, Committee Vice Chair

Mr. Held presented Calendar Year-to-Date and Fiscal Year-to-Date statistics as follows:

2013 Fiscal Year-to-Date, July-December

	<u>FY 2013</u>	<u>FY 2012</u>	<u>%Change</u>
Total TEUs	1,439,316	1,285,472	+12.0
Export TEUs	770,994	693,592	+11.2
Import TEUs	668,322	591,880	+12.9
B/B Tonnage	237,497	240,995	-.5
Total Rail Containers	267,730	224,531	+19.2
VIP Containers	22,275	22,395	-0.5
Total Barge Containers	38,157	28,739	+32.8
Vehicles	28,069	27,507	+2.0
Ship Calls	1,299	1,246	+4.3

Mr. Held compared budgeted vs. actual container units for FY13 and U.S. East Coast Ports calendar year-to-date TEU growth for 2012 vs. 2011, and by trade lane. Mr. Held reviewed commodity gains/losses for the Port from CY2011 to 2012.

Mr. Held presented a map showing 2012 U.S. cargo value throughput in the U.S. with a total combined value of \$86.5 billion. Ms. Clemente asked Mr. Held to email the map to Board members.

Mr. Held described the new vessel services announced by the CHKY Alliance and the G6 Alliance. He reviewed the "2012 Big Wins" for the Port, followed by a list of new business announcements and expansions.

F. Security/Safety Committee – Mr. Robert M. Stanton, Committee Chair

Chief Brewer provided an update on the TWIC enrollment process and he explained some of the difficulties with calls and wait times due to the turnover of the previous contractor, Lockheed-Martin. He reported that VPA had planned to go with the three-year extended expiration cards. The current five-year cards are due to expire in about three months and Chief Brewer reviewed the eligibility numbers for VPA employees.

Chief Brewer reported that the biometric reader rules have been released and there is a 60-day comment period. About 30 pages of the rulings pertain to vessels and port facilities and he explained the categories of risk groups assigned for biometric compliance. The Chief advised that concerns and suggestions on the rules will be discussed at the AAPA security sub-committee meeting scheduled for next month.

Chief Brewer reported that VPA's annual facilities inspection by the Coast Guard was completed successfully and he explained the areas and personnel that were examined. The only problem was a signage issue at APMT that had been corrected. Chief Brewer advised that the safety review is pending and he would report at the next Board meeting.

Mr. Burket reported that there were zero Lost Work Days in January and two in February. He reviewed the Injury Mishap Report and he explained "near-miss" tracking and how they are recorded. VIT identified 14 near-misses in the last two months. Mr. Burket also reviewed the Property Damage Mishap Report.

Mr. Burket reported that OHSAS 18001 certification process is going well. The SMT and Core Work Group had made significant progress on the OHSAS 18001. Internal audit is scheduled for mid-May and registration in June 2013.

Mr. Burket advised that VPA completed the annual Continuity of Operations Plan (COOP) review and update for the March 31, 2013 submission to the Governor's office. The Maritime Incidence Response Team (MIRT) also completed the 7th VPA/USCG Search and Rescue (SAR) Forum that involved 103 participants, 50-75 first responders, 22 vessels, and over 26 agencies, in Hampton Roads, in spite of weather challenges.

Mr. Burket announced that he will be coordinating a port tour at the request of Mr. Stanton for the Security/Safety Committee prior to the May 28th board meeting. He advised the tour will include APMT, a harbor tour onboard a Virginia Pilot launch for a view of Craney Island, and finish up at NIT. Mr. Burket advised that all Commissioners would be invited to attend.

It was reminded by Mr. Oliver that a special meeting of the Board is scheduled for May 9, 2013, at VPA.

Mr. Coy suggested that VPA look into getting certified through the Safety Act.

Chief Brewer asked the Board members to let him know if they are TWIC-certified so that he can include them in the enrollment process.

IV. REPORT OF EXECUTIVE DIRECTOR

At this time, Chairman Fralin announced to the guests in attendance that the Board would convene two additional closed sessions following a closed session regarding the Port of Richmond.

At 2:00 p.m., upon motion by Ms. Clemente and duly seconded by Ms. Xu, the Board voted to convene a closed meeting pursuant to the Virginia Freedom of Information Act §2.2-3711(A)(5) of the Code of Virginia, to hear a status report on a business prospect for the Port of Richmond.

At 2:15 p.m., upon motion by Ms. Clemente, seconded by Ms. Ganeriwala, and having certified that the matters discussed in the preceding closed session met the requirements of §2.2-3712 of the Code, the Board reconvened in open session.

The resolution certifying the closed session was read and passed by a roll call vote of the Board as follows:

Ayes:10 (Bergeron, Boyd, Clemente, Coy, Fralin, Ganeriwala, Pullen, Stanton, Wassmer, Xu)
Nays: 0
Absent During Vote: 2 (Aument, Laughon)
Absent During Meeting: 1 (Aument)

V. UNFINISHED BUSINESS

EXECUTIVE CLOSED SESSIONS

At 2:15 p.m., upon motion by Mr. Wassmer and duly seconded by Mr. Bergeron, the Board voted to convene a closed meeting pursuant to the Virginia Freedom of Information Act, Code §2.2-3705.1 (5), §2.2-3705.6 (1), (3) and (11), and §2.2-3711(A)(1), (28), (38), (40), pursuant to §62.1-132.4, to further discuss the VIT restructuring proposal and steps to be taken to implement Resolution 13-6 of the VPA Board.

At 2:40 p.m., upon motion by Mr. Wassmer, seconded by Mr. Bergeron, and having certified that the matters discussed in the preceding closed session met the requirements of §2.2-3712 of the Code, the Board reconvened in open session.

The resolution certifying the closed session was read and passed by a roll call vote of the Board as follows:

Ayes:11 (Bergeron, Boyd, Clemente, Coy, Fralin, Ganeriwala, Laughon, Pullen, Stanton, Wassmer, Xu)
Nays: 0
Absent During Vote: 1 (Aument)
Absent During Meeting: 1 (Aument)

At 2:41 p.m., upon motion by Mr. Wassmer and duly seconded by Mr. Bergeron, the Board voted to convene a closed meeting pursuant to the Virginia Freedom of Information Act, Code §2.2-3705.1 (1), to discuss personnel matters relating to the Report of the Executive Director and the VPA's forthcoming search to permanently fill that position.

At 2:58 p.m., upon motion by Mr. Wassmer, seconded by Mr. Bergeron, and having certified that the matters discussed in the preceding closed session met the requirements of §2.2-3712 of the Code, the Board reconvened in open session.

The resolution certifying the closed session was read and passed by a roll call vote of the Board as follows:

Ayes: 11 (Bergeron, Boyd, Clemente, Coy, Fralin, Ganeriwala, Laughon, Pullen, Stanton, Wassmer, Xu)

Nays: 0

Absent During Vote: 1 (Aument)

Absent During Meeting: 1 (Aument)

VI. NEW BUSINESS

No new business.

VII. ADJOURNMENT

There being no further business and no public comments, the open meeting adjourned at 3:00 p.m.

(All presentations can be viewed at: <http://www.portofvirginia.com/about/board-room.aspx>)

The VPA Board will convene a special meeting on May 9, 2013, at 2:00 p.m. in the Authority's Boardroom, 600 World Trade Center, Norfolk (agenda pending).

The next regularly-scheduled meeting of the VPA Board will be held Tuesday, May 28, 2013, at 11:00 a.m. (tent.) in the Authority's Boardroom.

The VPA Board of Commissioners meeting schedule for the remainder of 2013 is:

May 28

July 23 (Annual Meeting-Election of Officers to the Board)

September 24

November 26

Respectfully submitted,

Debra J. McNulty
Clerk to the Board