

**MINUTES**  
**Virginia Port Authority Board of Commissioners**  
**Special Meeting**  
**Capitol Building**  
**House Room 1**  
**1000 Bank Street**  
**Richmond, Virginia**

**Monday, October 24, 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  
Manju Ganeriwala, State Treasurer

VPA Commissioners Absent:

Ting Xu

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  
Carla Welsh, Public Relations Program Manager  
Jodie Asbell, Executive Secretary Senior and Deputy Clerk to the Board  
Debra J. McNulty, Secretary/Clerk to the Board

Guests:

The Hon. Sean Connaughton, Secretary of Transportation  
Jeffrey A. Allen, Assistant Attorney General  
Charlie Kilpatrick, Chief Deputy Commissioner, VDOT  
John Lawson, VDOT  
Mike Woods, Troutman Sanders LLP  
Joseph A. Dorto, President and CEO, VIT  
Joseph Ruddy, Executive Vice President and Chief Operating Officer, 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 House Room 1 at the Capitol Building, 1000 Bank Street, Richmond.

At the request of the Chairman, Mr. Boyd read a motion to go into closed session, seconded by Mr. Bergeron, for the purpose of discussing confidential financial/budget information; competitive issues; business strategies and projections; personnel matters; and the VPA-VIT business organization in accordance with FOIA closed meeting exemptions: §2.2-3711.1; §2.2-3711.3; §2.2-3711.5; §2.2-3711.6; §2.2-3711.38 (pursuant to subdivision 1 of § 2.2-3705.6); and §2.2-3711.40 (pursuant to subdivision 3 of § 2.2-3705.6)

The Board came out of closed session at 3:25 p.m. Ms. Ganeriwala had to leave the meeting during a portion of the closed session. After reconvening the open session, the following resolution was read by Mr. Boyd and seconded by Mr. Bergeron:

“WHEREAS, the VPA Board of Commissioners has 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, §2.2-3712 of the Code of Virginia requires a certification that such closed meeting was conducted in conformity with Virginia law;

NOW, THEREFORE, BE IT RESOLVED, that the VPA Board certifies that, to the best of each member’s knowledge, (i) only public business matters lawfully exempted from open meeting requirements under this chapter 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 by which the closed meeting was convened were heard, discussed or considered by the Board.”

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

Ayes:	9 (Aument, Bergeron, Boyd, Clemente, Fralin, Laughon, Pullen, Stanton, Wassmer)
Nays:	0
Absent During Vote:	2 (Ganeriwala, Xu)
Absent During Meeting:	1 (Xu)

Chairman Quillen asked for a motion to approve the revised Memorandum of Agreement (MOA) between VPA and VDOT for financial support of Route 460. This item was discussed at length in the closed meeting and there were no questions from the Board at this time.

**ACTION:** Ms. Clemente offered a motion to approve the revised MOA subject to the re-titling of the MOA to a “Memorandum of Understanding” and subject to revised language that would be provided by the Assistant Attorney General that VPA would have representation by the Board on Route 460 negotiations. Mr. Laughon seconded the motion. The motion carried as follows:

Ayes - 8 (Aument, Bergeron, Boyd, Clemente, Fralin, Laughon,  
Pullen, Wassmer)  
Nays - 1 (Stanton)  
Absent During Vote: 2 (Ganeriwala, Xu)  
Absent During Meeting: 1 (Xu)

Chairman Quillen presented Resolution 11-2, approving the Executive Director's FY2012 Compensation Plan (Goals and Objectives) and asked for a motion at this time.

**ACTION:** Upon motion by Mr. Bergeron, seconded by Mr. Pullen, the VPA Board approved the Executive Director's FY2012 Compensation Plan (Goals and Objectives). The motion carried as follows:

Ayes: 9 (Aument, Bergeron, Boyd, Clemente, Fralin, Laughon,  
Pullen, Stanton, Wassmer)  
Nays: 0  
Absent During Vote: 2 (Ganeriwala, Xu)  
Absent During Meeting: 1 (Xu)

Chairman Quillen announced that, during his meeting last week, Norfolk Southern had offered to make a presentation to the VPA Board at one of the upcoming meetings to discuss expanded business opportunities. The Chairman added that he hoped the VPA Board would have the same opportunity to hear from CSX.

Mr. Bergeron reported that he has been working with Mr. Oliver to schedule a Finance/Planning Committee meeting in November to gain a better understanding of the finances of the VPA and VIT.

There being no further comments the meeting adjourned at 3:28 p.m.

Respectfully Submitted,

Debra J. McNulty  
Clerk to the Board