

**MINUTES**  
**Virginia Port Authority Board of Commissioners**  
**Special Meeting**  
**Location: Virginia Port Authority**  
**600 World Trade Center**  
**Norfolk**  
**Date: Thursday, October 31, 2013**

The Virginia Port Authority (VPA) Board of Commissioners (Board) held a meeting on October 31, 2013, at the Virginia Port Authority. Chairman Wassmer called the meeting to order at 11:00 a.m.

The following were then in attendance:

Commissioners:

Jeffrey D. Wassmer, Chairman  
Scott R. Bergeron, Vice Chairman  
Jennifer D. Aument  
James M. Boyd  
Frank E. Laughon, Jr.  
John N. Pullen  
Robert M. Stanton  
Manju S. Ganeriwala, State Treasurer

Commissioners Teleconferencing:

Juliann J. Clemente  
Craig P. Coy

Commissioners Absent:

Martin J. Briley  
Ting Xu

VPA Staff:

Rodney W. Oliver, Interim Executive Director  
Jeffrey Florin, Deputy Executive Director, Operations and COO  
Gregory Edwards, Vice President, Government Affairs  
Heather Wood, Vice President, Government Affairs  
Nina Malone, Vice President, Business Analysis and Strategy  
Wendy King, Director of Finance  
David James, Director of Contracts and Real Estate  
Elizabeth Saxby, Director, Human Resources  
Stephanie S. Allman, Economic Development Manager  
Bill Burket, Director, Maritime Incident Response Team (MIRT)  
Michael Brewer, Chief, Port Police  
Jodie Love, Community Relations Coordinator  
Melissa Fuleron, Executive Secretary  
Carla Welsh, Manager, Creative Services  
Jodie Asbell, Executive Secretary to the Executive Director and Deputy Clerk to the Board  
Debra J. McNulty, Clerk to the Board

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Virginia International Terminals LLC (VIT) Staff:

Joseph P. Ruddy, Chief Operating Officer  
Thomas Capozzi, Chief Commercial Officer  
Robert Nestor, Manager, Pricing and Strategic Planning  
Shawn Tibbetts, Vice President of Operations and Maintenance  
Mark Thorsen, Chief Information Officer  
Matthew Barnes-Smith, Director, Business Intelligence  
Ron Babski, Director of Health, Safety, and Environment  
Angela Ellis, VIT/VPA Information Technology

Guests:

David Tyeryar, Deputy Secretary of Transportation and CFO  
James W. Noel, III, Assistant Attorney General  
Denise Goode, Senator Warner's Office  
William Harrison, Williams Mullen (VPA Bond Counsel)  
Evelyn S. Traub, Troutman Sanders LLP  
Shirley Roebuck, Gilco Trucking  
Tommy Little, International Longshoremens' Association (ILA)  
Larry Bachtell, ILA  
W. Ross Grogg, Kemper Consulting  
Judy Barrett, TowneBank  
George Watkins, Virginia Pilots Association  
W. Dewey Hurley, Branscome, Inc.  
Charles Bauman, Camden County, NC  
Mike Abbott, COSCO Container Lines  
Roger Geisinger, Hampton Roads Shipping Association (HRSA)  
Augie Eckhardt, Norfolk Southern Corporation  
Francesca Sikes, Willis  
Art Moye, Virginia Maritime Association (VMA)  
David White, VMA  
Keith Helton, Givens  
Allen Campbell, Givens  
Michael Wright, Citizen

Members of the Press:

Robert McCabe, *The Virginian-Pilot*  
Rich Facan, *The Virginian-Pilot*  
Michael Shapiro, *The Daily Press*  
Bill Cresenzo, *Inside Business*  
Harry Gerwein, *Inside Business (photographer)*

Chairman Wassmer announced that the Board would be going into closed session.

**Motion for Closed Session**

At 11:05 a.m., Mr. Bergeron read the following motion to go into closed session:

“I move that the VPA Board of Commissioners convene a closed meeting pursuant to the requirements of the Virginia Freedom of Information Act, Code §2.2-3711(A)(1), for the discussion and consideration of employing an Executive Director and the performance and resignation of certain VPA employees; and for consultation with legal counsel regarding specific legal matters pursuant to Virginia Code §2.2-3711(A)(7).”

The motion was seconded by Mr. Laughon.

**End of Closed Session**

At 11:45 a.m., the Board came out of closed session and the following resolution was read by Mr. Bergeron:

“WHEREAS, the VPA Board 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 was seconded by Ms. Clemente and passed by a roll call vote of the Board as follows:

Ayes: 10 (Aument, Bergeron, Boyd, Clemente (phone), Coy (phone), Ganeriwala, Laughon, Pullen, Stanton, Wassmer)

Nays: 0

Absent During Vote: 2 (Briley, Xu)

Absent During Meeting: 2 (Briley, Xu)

### **CHAIRMAN'S ANNOUNCEMENT**

On behalf of the Board, Chairman Wassmer commended Mr. Oliver for his performance as the VPA Interim Executive Director. The Chairman further expressed his appreciation to Mr. Oliver for his leadership during his term as Interim Executive Director and commented that Mr. Oliver will be a critical part of the future success of The Port of Virginia.

Chairman Wassmer thanked the Search Committee for their efforts during the Executive Director search process, as well as the Board of Commissioners, Mr. James Noel and the Virginia Attorney General's Office, Ms. Evelyn Traub of Troutman Sanders, and VPA staff. The Chairman announced that there were over 170 applicants for the position of Executive Director. Chairman Wassmer then reported that the Search Committee chose Mr. John F. Reinhart, President and CEO of Maersk Line, Ltd., as the candidate to become the VPA Executive Director. (Mr. Reinhart was in attendance.)

**Action:** At the request of Chairman Wassmer, Mr. Stanton, Chair of the Search Committee, made the following motion:

“It is my privilege to make the motion on behalf of the Search Committee of the Board, to present Resolution 13-19, appointing John F. Reinhart, Executive Director of the Virginia Port Authority. Whereas, at the recommendation of the Virginia Port Authority Board of Commissioners Search Committee, John F. Reinhart was selected as the candidate to become the Executive Director of the Virginia Port Authority. Now, therefore, be it resolved by the Board of Commissioners of the Virginia Port Authority in a special meeting assembled in Norfolk, Virginia, this 31<sup>st</sup> day of October, 2013, that John F. Reinhart is hereby appointed to serve as Executive Director of the Virginia Port Authority, effective February 10, 2014. Be it further resolved that the Chairman of the Virginia Port Authority Board of Commissioners be delegated the authority to sign a contract or employment with John F. Reinhart consistent with the terms reviewed by the Board and subject to final approval by the Governor and Board. Be it still further resolved, that a copy of this Resolution be presented to John F. Reinhart and that a copy be attached to the minutes of the Virginia Port Authority Board meeting of October 31, 2013.”

The motion was seconded by Mr. Bergeron and unanimously approved by the Board.

Chairman Wassmer presented Resolution 13-18, amending the VPA Defined Benefit Plan (Pension Plan) and establishing a Supplemental Defined Contribution Plan.

**Action:** At the request of the Chairman, Mr. Bergeron made the following motion:

“I offer a motion to vote in favor of Resolution 13-18, amending the pension plan and establishing a supplemental defined contribution plan.”

The motion was seconded by Mr. Laughon and unanimously approved by the Board.

Chairman Wassmer announced that there would be a press conference with Mr. Reinhart immediately following adjournment and he invited everyone to attend.

The Chairman explained the approval process for the Executive Director's contract and he advised that he had met with the Governor several weeks ago and received his approval of the candidate. The Chairman reported that contract negotiations are still ongoing, but that the contract was close to final form and would likely be signed between the parties soon. He further explained that, after the Governor formally approves the contract, it will be approved and made public at the Board's next meeting scheduled for Tuesday, November 19<sup>th</sup>.

On behalf of the Board, Mr. Bergeron thanked the Chairman for his time and effort through the search process.

**Adjournment**

There being no further comments, the meeting adjourned at 12:08 p.m. The press conference for Mr. Reinhart commenced at this time.

Respectfully Submitted,

Debra J. McNulty  
Clerk to the Board