

## RESOLUTION 15-1

### **A RESOLUTION APPROVING THE INCENTIVE COMPENSATION FOR JOHN F. REINHART, CEO/EXECUTIVE DIRECTOR OF THE VIRGINIA PORT AUTHORITY, BASED ON 2014 MANAGEMENT INCENTIVE METRICS**

**WHEREAS**, §62.1-129 of the Code of Virginia states that the Virginia Port Authority Executive Director's compensation shall be fixed by the Virginia Port Authority Board of Commissioners in accordance with law; and

**WHEREAS**, §62.1-129 further states that the compensation shall be established at a level which will enable the Virginia Port Authority to attract and retain a capable Executive Director; and

**WHEREAS**, for the first full year of Mr. Reinhart's employment, his employment agreement with the Virginia Port Authority provides that the Board of Commissioners will grant Mr. Reinhart a base salary supplement provided Mr. Reinhart remains employed through February 10, 2015 and permits the Board of Commissioners to grant Mr. Reinhart additional incentive compensation up to 12.5% of his Annual Base Salary, as defined in the agreement, provided Mr. Reinhart achieves certain performance goals and objectives set by the Board; and

**WHEREAS**, the Board of Commissioners established and approved the Management Incentive Metrics for Calendar Year 2014 for Mr. Reinhart; and

**WHEREAS**, the Board of Commissioners has determined that Mr. Reinhart has achieved ninety-three percent (93%) of his Management Incentive Metrics for Calendar Year 2014; and

**WHEREAS**, Mr. Reinhart's employment agreement provides that the base salary supplement and the additional incentive compensation for the first full year of employment and in the future will be contributed to the Supplemental Defined Contribution Plan and Qualified Governmental Excess Benefit Arrangement (referred to as the 415(m) Plan) established pursuant to the employment agreement; and

**WHEREAS**, the Board desires more flexibility in determining how the base salary supplement and the additional incentive compensation will be paid, both for the first year of employment and in the future, and Mr. Reinhart is willing to agree to an amendment to that effect to the employment agreement dated October 31, 2013.

**NOW, THEREFORE, BE IT RESOLVED**, that the Board of Commissioners of the Virginia Port Authority grants the Chairman of the Board the power to authorize payment of additional incentive compensation in the amount of 93% of 12.5% of Mr. Reinhart's Annual Base Salary, as defined in the agreement, effective February 10, 2015.

**FURTHER RESOLVED**, that the Chairman is authorized to execute an amendment to Mr. Reinhart's employment agreement dated October 31, 2013 to provide that the base salary supplement and additional incentive compensation both for the first year of employment and in the future "may", as opposed to "will", be paid to the Supplemental Defined Contribution Plan and Qualified Governmental Excess Benefit Arrangement (referred to as the 415(m) Plan) established pursuant to the employment agreement.

**FURTHER RESOLVED**, that following execution of the amendment to the employment agreement by both parties, the Chairman is authorized to determine the amount of the payments described above that will be contributed to the Supplemental Defined Contribution Plan and Qualified Governmental Excess Benefit Arrangement (referred to as the 415(m) Plan) established pursuant to the employment agreement, and the remaining amount that will be paid to Mr. Reinhart.

**PASSED AND ADOPTED** this 27<sup>th</sup> day of January, 2015.

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John G. Milliken  
Chairman

Attest:

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Debra J. McNulty, Clerk