

**MINUTES OF THE  
JOINT MEETING OF THE  
Virginia Port Authority Board of Commissioners  
And  
Virginia International Terminals (VIT) Board of Directors  
World Trade Center – VPA Conference Room  
July 25, 2006 – 12:30 p.m.**

The following were in attendance:

**VPA Board of Commissioners**

John G. Milliken, Chairman  
Robert C. Barclay, IV  
Joe B. Fleming  
Mark B. Goodwin  
William M. Grace  
Jonathan J. Johnson  
Virginia M. Murphy  
Michael J. Quillen  
Ranjit K. Sen  
Deborah K. Stearns  
J. Braxton Powell (State Treasurer)

**VIT Board of Directors**

Marvin S. Friedberg, President  
Leon Stafford, Secretary-Treasurer  
Franklin (Lin) P. Earley  
Regina P. Brayboy  
Wilson M. Goode  
John M. Ryan (Corporate Counsel)

**Staff:**

J. Robert Bray, Executive Director  
J. J. Keever, Deputy Executive Director  
Thomas D. Capozzi, Senior Managing Director of Marketing Services  
Rodney W. Oliver, Director of Finance

**Guests:**

James W. Hopper, Senior Asst. Attorney General  
John W. Blanton, Intern, Office of the Attorney General  
Laura Clements, Mercer Human Resource Consulting  
Joseph A. Dorto, General Manager, VIT  
W. Millard Meiggs, Chief Financial Officer, VIT

Pursuant to call by Chairman Milliken, the VPA Board of Commissioners and VIT Board of Directors convened an open session on this date at 12:30 p.m. in Virginia Port Authority Conference Room A, 600 World Trade Center, Norfolk, Virginia.

Chairman Milliken announced that today's meeting is the first time that the VPA and VIT Boards would be allowed to meet in closed session in order to discuss proprietary budget and compensation information in accordance with the new exemption from open meeting provisions in the Freedom of Information Act.

Chairman Milliken announced that both boards would meet jointly twice a year, or more frequent if needed, in order to discuss proprietary information that is provided to VPA by VIT and to provide opportunities for both boards to address any business concerns. It was reminded by the Chairman that the VPA Board appoints VIT Directors.

Chairman Milliken asked VIT Board President, Mr. Marvin Friedberg, to speak at this time. Mr. Friedberg remarked that VIT Board members had looked forward to today's joint meeting. He requested permission to read his prepared remarks in the closed session. Chairman Milliken agreed.

At 12:35 p.m., upon motion by Chairman Milliken, seconded by Mr. Sen, the VPA Board of Commissioners and VIT Board of Directors convened a closed meeting under the Virginia Freedom of Information Act §2.2-3711(A)(39) to discuss proprietary budget information of the Virginia International Terminals, Inc. gathered for or by the Virginia Port Authority pursuant to the provisions of Virginia Code §2.2-3705.6 and §62.1-132.4, that may have an affect on the rates, rate structures, practices, and charges at ports in the Commonwealth. The vote was unanimous.

At this time, members of the press and staff left the meeting. Representatives from the Attorney General's office and the clerk remained in the closed session.

The Board came out of closed session at 2:45 p.m. After reconvening the open session, the following resolution was read by Chairman Milliken and seconded by Mr. Sen:

*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;*

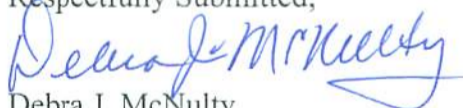
*Now, therefore be it resolved, that the Board hereby certifies that, to the best of each member's knowledge, (i) only public business matters lawfully exempted from open meeting requirements by Virginia law were discussed in the closed meeting to which this certification resolution applies, and (ii) 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: Milliken, Barclay, Fleming, Goodwin, Grace, Sen, Stearns, Powell  
Nays: 0  
Absent During Vote: 2 (Murphy, Quillen-left meeting early)  
Absent During Meeting: 0

There being no further comment the meeting adjourned at 2:50 p.m.

Respectfully Submitted,



Debra J. McNulty  
Clerk to the Board