

Virginia Port Authority Board of Commissioners
Compensation Committee Meeting – May 22, 2007

Open Session Minutes

Committee Members Present:

John G. Milliken, Chairman
Robert C. Barclay, IV, Vice Chairman
Mark B. Goodwin, Chairman, Finance/Planning Committee

Board Members Present:

William M. Grace
Joe B. Fleming

Staff:

Jerry A. Bridges, Executive Director
Rodney Oliver, Director of Finance
Debra J. McNulty, Clerk

Chairman Milliken convened a meeting of the Compensation Committee at 8:05 a.m., May 22, 2007, in the Virginia Port Authority Library, 600 World Trade Center, Norfolk.

At the request of Chairman Milliken, Mr. Barclay moved that the Compensation Committee convene a closed session under the Virginia Freedom of Information Act §2.2-3711(A)(1), the personnel exemption, for the purpose of reviewing and discussing the Executive Director's FY2008 Performance Measures and compensation for the Executive Director for accomplishments for FY2007 since taking office February 5, 2007, and the Executive Director Emeritus' incentive supplement for FY2007.

The motion was seconded by Mr. Goodwin.

At this time, Mr. Oliver and Mrs. McNulty were asked to leave the meeting. At 8:55 a.m., Mr. Bridges was asked to leave the closed meeting.

The Compensation Committee came out of closed session at 9:20 a.m. After reconvening the open session, the following resolution was read by Mr. Barclay:

“Whereas, the Virginia Port Authority Compensation Committee 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 Compensation Committee members that such closed meeting was conducted in conformity with Virginia law;

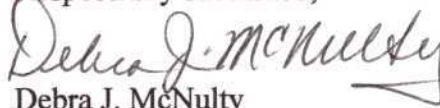
Now, therefore be it resolved, that the Compensation Committee hereby certifies that, to the best of each member's knowledge, (i) only public business matters lawfully exempted from open meeting requirements by Virginia law were discussed in the closed meeting to which this certification resolution applies, and (ii) only such public business matters as were identified in the motion convening the closed meeting were heard, discussed or considered by the Compensation Committee.”

The resolution passed by a roll call vote of the Committee members as follows:

Mr. Milliken	Aye
Mr. Barclay	Aye
Mr. Goodwin	Aye

There were no public comments and the meeting adjourned at 9:20 a.m.

Respectfully submitted,



Debra J. McNulty
Clerk to the Board