

RESOLUTION 20-10

A RESOLUTION APPROVING THE INCENTIVE COMPENSATION FOR JOHN F. REINHART, CEO AND EXECUTIVE DIRECTOR OF THE VIRGINIA PORT AUTHORITY, BASED ON 2019 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, the Board of Commissioners and John F. Reinhart, Executive Director of the Virginia Port Authority ("Mr. Reinhart") entered into an Employment Agreement dated October 31, 2013 ("Employment Agreement"), which Employment Agreement was approved by the Governor on November 14, 2013; and

WHEREAS, a First Amendment to the Employment Agreement, approved on January 27, 2015, provides that the additional incentive compensation may 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 of Commissioners and Mr. Reinhart entered into a Second Amendment to the Employment Agreement, dated July 25, 2017, extending Mr. Reinhart's employment for up to five additional years, which was approved by the Governor on September 7, 2017; and

WHEREAS, Mr. Reinhart's Employment Agreement with the Virginia Port Authority provides that the Board of Commissioners may grant Mr. Reinhart additional incentive compensation to a maximum amount of fifty percent (50%) of his then-effective Annual Base Salary, as defined in the Employment Agreement, provided Mr. Reinhart achieves certain performance goals and metrics set by the Board; and

WHEREAS, the Board of Commissioners established and approved the Management Incentive Metrics for Calendar Year 2019 for Mr. Reinhart on March 25, 2019; and

WHEREAS, the Board of Commissioners has determined that Mr. Reinhart has achieved ninety percent (90%) of his Management Incentive Metrics for Calendar Year 2019; and

WHEREAS, as a result of the COVID-19 pandemic, the Virginia Port Authority has temporarily suspended merit based compensation increases and incentive based compensation (hereafter “Compensation Suspension”) for all employees until such time as it is deemed financially appropriate to reinstate same;

NOW, THEREFORE, BE IT RESOLVED, that effective immediately upon the repeal of the Compensation Suspension, the Board of Commissioners of the Virginia Port Authority grants the Chairman of the Board the authority to approve payment of additional incentive compensation in the amount of ninety percent (90%) of fifty percent (50%) of Mr. Reinhart’s Annual Base Salary, as defined in the Employment Agreement, effective on the next pay period following the repeal of the Compensation Suspension.

BE IT FURTHER RESOLVED, that the Chairman is authorized to determine the amount of the payment 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 28th day of July, 2020.

John G. Milliken
Chairman

Attest:

Debra J. McNulty
Secretary to the Board