



## COMMONWEALTH of VIRGINIA

### *Virginia Passenger Rail Authority Board*

Jennifer L. Mitchell  
Chairperson

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### **RESOLUTION OF THE VIRGINIA PASSENGER RAIL AUTHORITY BOARD**

**February 1, 2022**

### **MOTION**

**Made By: Sharon Bulova      Seconded By: Victor Cardwell**

**Action: Motion carried, unanimously**

### **Title: Authorization for VPRA Executive Director to Serve on Board of Directors of Wi-Tronix Group, Inc.**

**WHEREAS**, Section 33.2-290(A) of the Code of Virginia requires the Board to employ a VPRA Executive Director who serves at the pleasure of the Board and reports directly to the Board; and

**WHEREAS**, based on his extensive experience as an executive within the railroad industry both with the Virginia Passenger Rail Authority (“VPRA”) and prior railroad organizations, the current VPRA Executive Director has been requested to join Wi-Tronix Group, Inc. as an independent, non-employee member of that entity’s board of directors for remuneration; and

**WHEREAS**, Wi-Tronix Group, Inc. is a Delaware corporation based in Illinois that produces on-board technology solutions focused on improving the safety, efficiency, and reliability of transportation systems, and does not deal directly with states, localities, or any similar entities; and

**WHEREAS**, pursuant to the *Virginia Passenger Rail Authority Human Resources Policies & Procedures Manual*, VPRA employees must obtain prior approval before undertaking any outside work activities; and

**WHEREAS**, because the VPRA Executive Director reports directly to the Board, the VPRA Executive Director now seeks authority from the Board to serve on the board of directors of Wi-Tronix Group, Inc. for the limited purposes of attending quarterly board of directors’ meetings and fulfilling other ancillary duties as a member of that board; and

**WHEREAS**, pursuant to Section 2.2-3121 of the Code of Virginia, the VPRA Executive Director has sought written informal advice from the Virginia Conflict of Interest and Ethics Advisory Council with respect to specific facts of his service as an independent, non-employee member of the board of directors for Wi-Tronix Group, Inc.

**NOW THEREFORE, BE IT RESOLVED**, that the Board hereby authorizes the VPRA Executive Director to serve as an independent, non-employee member of the board of directors of Wi-Tronix Group, Inc. for remuneration, subject to the following conditions:

1. the VPRA Executive Director will first secure written informal advice from the Virginia Conflict of Interest and Ethics Advisory Council confirming that his service as an independent, non-employee member of the board of directors of Wi-Tronix Group, Inc. for remuneration is legally permitted,
2. the VPRA Executive Director will disqualify himself from participation in any decisions (whether as VPRA Executive Director or as a member of the board of directors of Wi-Tronix Group, Inc.) in strict accordance with the law and guidance provided by the Virginia Conflict of Interest and Ethics Advisory Council, and
3. the VPRA Executive Director will use personal leave if participating in activities as a member of the board of directors of Wi-Tronix Group, Inc. when such activities are conducted during VPRA business hours.

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