

Executive Compensation

1. Compensation

1. Base Salary

In order to attract, motivate and retain qualified employees, the Vancouver Fraser Port Authority (VFPA), doing business as Port Metro Vancouver, targets its salaries and indirect compensation to be at the 60th percentile relative to the compensation paid by comparison organizations. A compensation review for benchmarked positions is undertaken every 3 – 5 years to ensure that our salary ranges retain their competitive position in the relevant market place.

2. Annual Incentive Plan

The VFPA offers an incentive plan for its employees, which may increase average total compensation beyond the 60th percentile and up to a maximum of the 75th percentile of the total compensation paid by competitors. Incentive awards are determined by a combination of corporate performance, which is measured against the Corporate Balanced Scorecard, approved annually by the Board of Directors, and individual performance measured against pre-approved objectives consistent with the Business Plan.

3. Other Annual Compensation

Executives are entitled to additional benefits such as Financial Planning, a Health Spending Account and Fitness and Health Club Memberships. They are also entitled to automobile benefits including coverage for insurance, license fees and Air Care; and operating and maintenance costs up to an established annual maximum.

4. Summary Compensation Table as of December 31, 2011

Name & Principal Position	Year	Base Salary	Annual Incentive Plan¹	Other Annual Compensation
Robin Silvester	2011	\$ 348,400	\$ 202,072	\$ 21,959
President & CEO	2010	\$ 335,000	\$ 177,500	\$ 23,422
Allan Baydala	2011	\$ 214,760	\$ 108,991	\$ 22,787
Chief Financial Officer	2010	\$ 206,500	\$ 101,185	\$ 22,630
Tom Corsie	2011	\$ 168,920	\$ 73,480	\$ 20,992
Vice President, Real Estate	2010	\$ 164,000	\$ 63,960	\$ 20,600
Christine Dioszeghy	2011	\$ 160,780	\$ 77,174	\$ 19,068
Vice President, Human Resources & Organizational Excellence	2010	\$ 151,000	\$ 58,890	\$ 16,538
Sheri Plewes ²	2011	\$ 44,288	\$ 25,703	\$ 4,799
Vice President, Infrastructure Delivery				
Duncan Wilson ³	2011	\$ 140,672	\$ 46,044	\$ 5,000
Vice President, Corporate Social Responsibility				
Peter Xotta	2011	\$ 188,908	\$ 96,432	\$ 21,335
Vice President, Planning & Operations	2010	\$ 175,500	\$ 73,710	\$ 19,908

- 1 Dollar value of all amounts paid in recognition of performance in the fiscal year specified, but paid the following fiscal year.
- 2 Ms. Plewes' employment with the VFPA commenced October 11, 2011.
- 3 Mr. Wilson's appointment effective September 1, 2011.

2. Pension Plans

The VFPA provides pension plans, as follows:

1. Defined Benefit Pension Plans

Employees hired by the Vancouver Port Authority (VPA) on or before December 31, 2007 are members of the VPA Defined Benefit Pension Plan. Membership in the Basic Pension Plan is restricted to employees employed by VPA on March 1, 1999. Employees' contributions are 4.0% of pensionable earnings, which is not in excess of the Year's Maximum Pensionable Earnings (YMPE) under the Canada Pension Plan; plus 7.5% of pensionable earnings, which is in excess of the YMPE. The amount of an employee's pension is based on 2% of the average of the best five years of pensionable earnings (salary and bonus) multiplied by credited years of service up to a maximum of 35 years. The annual pension payable is indexed based on increases in the Consumer Price Index.

Employees hired by the North Fraser Port Authority (NFPA) on or before December 31, 2007 are members of the NFPA Defined Benefit Pension Plan. Employees' contributions are 5.0% of pensionable earnings. The amount of an employee's pension is based on 2% of the average of the best five years of pensionable earnings (salary only) multiplied by credited years of service up to a maximum of 35 years.

VFPA also provides a Supplemental Pension Plan to defined benefit plan members. The Supplemental Pension Plan provides pension benefits in excess of the maximum permitted under current tax rules that apply to the Basic Pension Plans.

The normal retirement age under the Basic Pension Plans and the Supplemental Pension Plan is 65. Members are eligible to retire with an unreduced pension when they have attained age 60 and completed at least two years of membership service or attained age 55 and have at least 30 years of membership service.

Name of Executive Officer	Employer Contribution		Accrued Obligation at Dec. 31, 2011	Years of Credited Service at Dec. 31, 2011	Projected Annual Benefit Payable at age 65
Allan Baydala	2011	\$ 21,659	\$ 262,000	6	\$ 57,000
	2010	\$ 19,618			
Christine Dioszeghy	2011	\$ 65,817	\$2,399,000	30	\$ 161,000
	2011	\$ 31,462			
Peter Xotta	2011	\$ 84,339	\$2,144,000	24	\$ 199,000
	2010	\$ 31,462			

2. Group Registered Retirement Savings Plan (RRSP) and Defined Contribution Pension Plan (DC RPP)

Employees hired by the VFPA after December 31, 2007, are members of the VFPA Group Registered Retirement Savings Plan. Employees' contributions are from 1% to 7% of annual earnings (salary and bonus), with VFPA making a matching contribution equal to the total required contributions of the employee.

Employees hired by the Fraser River Port Authority (FRPA) on or before December 31, 2007 are members of the FRPA Defined Contribution Pension Plan. Employees' contributions are from 5% to 7% of annual earnings (salary and bonus), with VFPA making a matching contribution equal to the total required contributions of the employee.

VFPA also provides a Supplemental Non-Registered Savings Plan for employees who are not members of the defined benefit plans, and are affected by the registered retirement savings plan contribution limit. Employees' contributions to the plan and those of VFPA represent those contributions made according to the provisions of the savings plan that are in excess of the maximum amounts allowable as a deduction under the Income Tax Act. VFPA contributes an amount equal to \$3 for every \$7 combined employee and employer contributions.

Name of Executive Officer	Year	RRSP Employer Contribution	DC RPP Employer Contribution	Supplemental Non-Registered Savings Plan Employer Contribution
Robin Silvester	2011	\$ 11,225		\$ 47,454
	2010	\$ 13,682		\$ 40,350
Tom Corsie	2011		\$ 11,485	\$ 8,920
	2010		\$ 11,225	\$ 6,235
Sheri Plewes ¹	2011	\$ 3,100		
Duncan Wilson	2011	\$ 11,225		\$ 1,422

1 Reflects a portion of the year as Ms. Plewes' employment commenced on October 11, 2011.

3. Directors Compensation

1. Compensation Outline

The directors of the VFPA are entitled to receive an annual fee for acting as a director on the Board and as a Chair for each committee served, plus a fee for each Board and committee meeting attended. The fees are outlined in the table below. In addition, directors are reimbursed for travel and other expenses incurred for attendance at Board, committee meetings, and other approved activities on behalf of the Board.

Regular Board service

Annual Chair retainer	\$ 100,000
Annual Vice Chair retainer	\$ 22,000
Annual Member retainer	\$ 15,000
Meeting fee	\$ 1,000

Committee service

Annual Audit Chair retainer	\$ 7,000
Annual Chair retainer	\$ 5,000
Meeting fee	\$ 500

2. Summary Compensation Table as of December 31, 2011

Director	Board Chair & Vice Chair Retainer	Board Member Retainer	Board & Committee Meeting Fees	Committee Chair Retainer	Special Meetings	Total Compensation
Sarah Morgan-Silvester, Chair ¹	\$ 25,000				\$ 3,500	\$ 28,500
Craig Neeser, Chair	\$ 75,000	\$ 3,750	\$ 3,000	\$ 1,250	\$14,500	\$ 97,500
Robert Wilds, Vice Chair ²	\$ 18,333		\$ 6,000	\$ 4,167	\$11,500	\$ 40,000
Anne Bancroft-Jones		\$15,000	\$ 6,500	\$ 618	\$18,000	\$ 40,118
Robert Carwell		\$15,000	\$ 10,500		\$22,000	\$ 47,500
Tim Chapman ³		\$ 2,583	\$ 1,500		\$ 4,000	\$ 8,083
Philip Hochstein ⁴		\$11,250	\$ 4,000		\$13,000	\$ 28,250
Pat Jacobsen ⁵		\$12,500	\$ 6,000	\$ 4,167	\$10,000	\$ 32,667
Eugene Kwan		\$15,000	\$ 7,000	\$ 618	\$17,000	\$ 39,618
Paul Landry ⁶		\$ 2,583	\$ 1,000		\$ 4,000	\$ 7,583
Thomas Longworth		\$15,000	\$ 7,000	\$ 2,500	\$11,750	\$ 36,250
Penny Priddy ⁷		\$ 7,500		\$ 3,500	\$ 9,000	\$ 20,000
Helen Sparkes ⁸		\$ 7,500	\$ 4,000	\$ 2,500	\$ 5,000	\$ 19,000
Marcella Szel		\$15,000	\$ 6,500	\$ 3,750	\$22,000	\$ 47,250
Richard Turner		\$15,000	\$ 7,500	\$ 7,000	\$14,000	\$ 43,500

- 1 Ms. Morgan-Silver's appointment ended February 28, 2011.
- 2 Mr. Wilds' appointment ended September 28, 2011.
- 3 Mr. Chapman's appointment commenced September 29, 2011.
- 4 Mr. Hochstein's appointment commenced March 1, 2011.
- 5 Ms. Jacobsen's appointment ended September 28, 2011.
- 6 Mr. Landry's appointment commenced September 29, 2011.
- 7 Ms. Priddy's appointment commenced June 1, 2011.
- 8 Ms. Sparkes' appointment ended May 31, 2011.