FIRST AMENDMENT TO
VIRGINIA PORT AUTHORITY
DEFINED CONTRIBUTION PLAN
(As Restated Effective January 28, 2014)

Pursuant to section 10.02 of the Virginia Port Authority Defined Contribution Plan (formerly the Virginia Port Authority Matching Plan) (as restated effective January 28, 2014) (the "Plan"), the Administrator hereby amends the Plan as follows, effective April 1, 2014 or as otherwise expressly provided herein:

1. Section 1.13 of the Plan is added, effective April 1, 2014, to read as follows:

1.13 Employee means any employee employed by the Employer, subject to the following:

1.13(a) The term "Employee" shall exclude any person who is a Leased Employee.

1.13(b) The term "Employee" shall exclude any employee who is a part of a collective bargaining unit for which benefits have been the subject of good faith negotiation unless and until the Employer and the collective bargaining unit representative for that unit through the process of good faith bargaining agree in writing for coverage hereunder.

1.13(c) The term "Employee" shall exclude any person who is classified by the Employer as an independent contractor.

1.13(d) Effective April 1, 2014, the term "Employee" shall exclude employees who are not full-time, salaried, permanent employees.

When used with an initial lower case letter, the term "employee" shall mean a person employed by the Employer, as the context requires, without regard to the limitations contained in this Section.

2. Section 6.03 of the Plan is amended, effective April 1, 2014, to read as follows:

6.01 Vesting –

6.01(a) A Participant shall be one hundred percent (100%) vested in his Account upon attaining his Normal Retirement Age or upon the occurrence of a Disability while employed by the Employer.

6.01(b) If a Participant dies while employed by the Employer, he shall be one hundred percent (100%) vested in his Account.

6.01(c) At any time when a Participant is not fully vested in his Account under subsections (a) or (b), he shall have a non-forfeitable interest in accordance with the following:

(i) A Matching Plan Participant shall be vested in his Matching Account and Discretionary Account in accordance with the following table:

Years of Service	Non forfeitable Percentage
Less than 5 years	0%
5 years or more	100%

(ii) An Enhanced Matching Plan Participant shall be vested in his Base Account, Matching Account and Discretionary Account in accordance with the following table:

Years of Service	Non forfeitable Percentage
Less than 2 years	0%
2 years	25%
3 years	50%
4 years	75%
5 years or more	100%

3. Section 6.03 of the Plan is amended, effective April 1, 2014, to read as follows:

6.03 Use of Forfeitures. Forfeitures shall be used or reallocated to the remaining active Participants' Accounts in the following manner:

(a) Forfeitures from an Enhanced Plan Participant's Base Account shall be allocated to the remaining Enhanced Plan Participants' Base Accounts in proportion to their Compensation.

(b) Forfeitures from an Enhanced Plan Participant's Matching Account shall be allocated to the remaining Enhanced Plan Participants' Matching Accounts in proportion to their Deferred Compensation.

(c) Forfeitures from a Matching Plan Participant's Matching Account shall be allocated to the remaining Matching Plan Participants' Matching Accounts in proportion to their Deferred Compensation.

(d) Forfeitures from a Participant's Discretionary Account shall be allocated to the remaining Participants' Discretionary Accounts in the same manner as the Discretionary Contribution that gave rise to the forfeiture.

(e) In the event that there are no remaining Participants in a category to receive an allocation of the forfeitures as described above, forfeitures shall be used to pay reasonable administrative expenses of the Plan no later than the end of the second plan year following the forfeiture.

IN WITNESS WHEREOF, the Administrator has caused its name to be signed to this Amendment by its Chair, as of the 25th of March, 2014.

VIRGINIA PORT AUTHORITY

By:_____
Jeffrey D. Wassmer

Its: Chairman

Attest:

By:_____
Debra J. McNulty
Clerk to the Board/Secretary
Virginia Port Authority