

RESOLUTION 14-2

FREEZING PENSION PLAN TO NEW PARTICIPANTS AND ESTABLISHING ENHANCED DEFINED CONTRIBUTION PLAN FOR NEW EMPLOYEES

WHEREAS, the Virginia Port Authority Defined Benefit Plan (Pension Plan) and a related trust provides a basic retirement benefit based on a formula set forth in the Pension Plan.

WHEREAS, the Virginia Port Authority Matching Plan (currently known as the Matching Plan) and a related trust provides a matching contribution by the Authority in the amount of 50% of the first 6% of compensation contributed by an employee to the Deferred Compensation Plan that becomes vested after 5 years of service.

WHEREAS, the Authority has determined the retirement benefit programs described above should be restructured in order to move toward normalizing the retirement benefits between the Authority and Virginia International Terminals, LLC.

WHEREAS, counsel for the Authority has drafted the Seventeenth Amendment to the Pension Plan to freeze participation and to provide that no new participants shall be admitted or readmitted on or after April 1, 2014.

WHEREAS, counsel for the Authority has drafted an amendment and restatement to the Matching Plan to accomplish the following:

- To change its name to the Virginia Port Authority Defined Contribution Plan;
- To continue the current level of employer matching contributions for employees who became participants before April 1, 2014 (with the exception of the CEO/Executive Director);
- To provide for an employer contribution of 4% of Compensation for employees who are employed or reemployed on or after April 1, 2014 and the CEO/Executive Director (“Enhanced Plan Participants”);
- To provide an employer matching contribution for Enhanced Plan Participants in the amount of 50% of the first 4% of compensation contributed by such employee to the Deferred Compensation Plan;
- To provide that the 4% Employer Contribution and the Matching Contribution made for Enhanced Plan Participants will vest over a 2 to 5 year schedule in 25% increments; and
- To provide that no loans or withdrawals are permitted from the Plan for Enhanced Plan Participants.

NOW, THEREFORE, BE IT RESOLVED, that the Seventeenth Amendment to the Pension Plan is hereby adopted and approved.

BE IT FURTHER RESOLVED, that a copy of this resolution shall be attached to and maintained as a permanent record of the Pension Plan and the proper officers of the Authority are hereby directed to take all necessary and appropriate actions as may be required to execute the amendments, to communicate the plan changes and to submit the Pension Plan to the Internal Revenue Service when appropriate for their determination of the qualification of the Plan under Section 401 of the Code and the exemption of the trust thereunder under Section 501 of the Code, and to make any further amendments during the determination and ruling process which are found by counsel for the Authority to be advisable or as may be required by the Internal Revenue Service in order to secure such favorable determination (if found by counsel to be advisable).

BE IT FURTHER RESOLVED, that the amendment and restatement to the Matching Plan, to be known going forward as the Virginia Port Authority Defined Contribution Plan is hereby approved to be effective April 1, 2014.

BE IT FURTHER RESOLVED, that a copy of this resolution shall be attached to and maintained as a permanent record of the Virginia Port Authority Defined Contribution Plan and the proper officers of the Authority are hereby directed to take all necessary and appropriate actions as may be required to execute the document, to communicate the plan to its participants and to submit the restatement of Virginia Port Authority Defined Contribution Plan to the Internal Revenue Service when appropriate for their determination of the qualification of the Plan under Section 401 of the Code and the exemption of the trust thereunder under Section 501 of the Code, and to make any amendments during the determination and ruling process which are found by counsel for the Authority to be advisable or as may be required by the Internal Revenue Service in order to secure such favorable determination (if found by counsel to be advisable).

BE IT STILL FURTHER RESOLVED that a copy of this Resolution be attached to the minutes of the Virginia Port Authority Board Meeting of January 28, 2014.

Jeffrey D. Wassmer
Chairman

Attest:

Debra J. McNulty, Clerk