Agenda

Virginia Port Authority (VPA) Board of Commissioners
Regular Meeting – Session – 430

Tuesday, October 28, 2025 – 9:00 AM

Meeting Location:

VPA Boardroom, 101 W. Main Street, 600 World Trade Center, Norfolk

1. **Call to Order**

2. **Safety Briefing –** Joseph P. Ruddy, Chief Operations Officer, VIT

3. **Approval of Minutes**

   A. Approval of the minutes of the VPA Board of Commissioners meetings as detailed below:
      1. VPA Board Annual Meeting – July 29, 2025
      2. VPA Board Public Session – July 29, 2025

4. **Introductions and Opportunity for Public Comment**

5. **Special Recognition of Mona McLaurin, Chief, VPA Police – Stephen A. Edwards**

6. **Reports of Committees**

   A. **Executive Committee – Aubrey Layne, Chair**

      1. Report of Executive Committee

      2. 2026 VPA Board Meeting Dates

   B. **Investment Committee – Aubrey Layne, Chair**

      1. Report of Investment Committee

   C. **Finance and Audit Committee – James C. Burnett, Committee Chair**

      1. FY25 External Audit Presentation - PB Mares

      2. Report of Finance and Audit Committee

      3. First Quarter Financial Statement – Rodney W. Oliver, Chief Financial Officer

   D. **Operations and Infrastructure – Bill Kirk, Committee Chair**

      1. Report of Operations and Infrastructure Committee

      2. Report on Safety and Operations – Joseph P. Ruddy, Chief Operations Officer, VIT

      3. Infrastructure Projects Update – Stephen A. Edwards, Executive Director/CEO

E. **Growth – John Asbury, Committee Chair**

1. Report of Growth Committee

2. Report on Sales and Volume – Thomas C. Capozzi, Chief Sales Officer, VIT

3. USEC Ports Market Comparison - Thomas C. Capozzi, Chief Sales Officer, VIT

7. **Report of CEO/Executive Director – Stephen A. Edwards**

8. **Nominating Committee Report** – Board Chair Layne

    1. Slate of Officers for FY2026
        - Motion and vote on FY2026 Slate of Officers

9. **Other Business**

10. **Adjourn**

The next meeting of the VPA Board of Commissioners will be held on January 27, 2026.

AMERICA'S MOST MODERN GATEWAY

Virginia Port Authority
Board of Commissioners
Regular Meeting
Session 430
October 28, 2025

Agenda

- Approval of Minutes - July 29, 2025 (Annual Meeting & Regular Public Meeting)
- Introductions and Opportunity for Public Comment
- Special Recognition – Mona McLaurin – Chief, VPA Police
- Committee/Regular Reports
- CEO / Executive Director Report
- Other Business and Adjournment

Special Recognition - Mona McLaurin, Chief, VPA Police

Stephen A. Edwards, CEO/Executive Director

Executive Committee Report

Chair Layne

2026 VPA Board Meeting Dates

Aubrey Layne, Board Chair

2026 Virginia Port Authority Board of Commissioner Meeting Dates		
Dates	**Committee Meeting Date**	**Regular Public Meeting Date**
January 26-27, 2026	Monday, January 26, 2026	Tuesday, January 27, 2026
April 27-28, 2026	Monday, April 27, 2026	Tuesday, April 28, 2026
June 4, 2026	BUDGET MEETING	
July 27-28, 2026	Monday, July 27, 2026	Tuesday, July 28, 2026
October 26-27, 2026	Monday, October 26, 2026	Tuesday, October 27, 2026

Investment Committee Report

Aubrey Layne, Board Chair

Finance and Audit Committee

Committee Chair Burnett

FY25 External Audit Presentation

PB Mares

PBMares SM

Virginia Port Authority and Virginia International Terminals

Presentation to the Finance and Audit Committee

October 27, 2025

Our Audit Team

- Robbie Bitner, CPA, Partner
  - State and Local Government NC leader for PBMares with over 20 years of experience
- Dwight Buracker, CPA, Partner
  - State and Local Government partner for PBMares with over 20 years of experience with focus on transportation industry
- Andrea Nichols, CPA, MAcc, Manager
  - Single Audit Specialist with 20 years of experience

Results of the Audits of VPA and VIT

- Audits performed
  - In accordance with our audit plans and well before the APA deadline
  - No restrictions placed on the scope of our work
  - Unmodified audit opinions on the Financial Statements
  - Significant Deficiency in internal control over the Schedule of Federal Awards and amounts presented
  - Single Audit not issued due to OMB not issuing the Compliance Supplement

Required Communications

- Our Responsibilities with Regard to the Audit
  - Our responsibilities fall under auditing standards generally accepted in the USA; *Government Auditing Standards* issued by the Comptroller General of the US; audit requirements of Title 2 U.S. Code of Federal Regulations Part 200, Uniform Guidance; and the *Specifications for Audits of Authorities, Boards, and Commissions*, issued by the Auditor of Public Accounts.
  - Our audit does not relieve management or those charged with governance of their responsibilities for the financial statements.

Required Communications

- Accounting Policies and Practices
  - Management is responsible for the appropriateness of accounting policies used by VPA and VIT
  - Significant estimates were: useful lives of capital assets; lease assets and liabilities; pension and OPEB liabilities; deferred inflows and outflows of resources; fair value of investments; allowance for doubtful accounts; subscription based IT arrangements; deferred loss on refunding; and compensated absences

Required Communications

- Audit Adjustments VPA and VIT
  - None
- Uncorrected Misstatements
  - VPA – classification between State and Federal revenue of $3.6M, and
  - Adjustment for dredging AR and unearned revenue of $2.6M
  - VIT - none

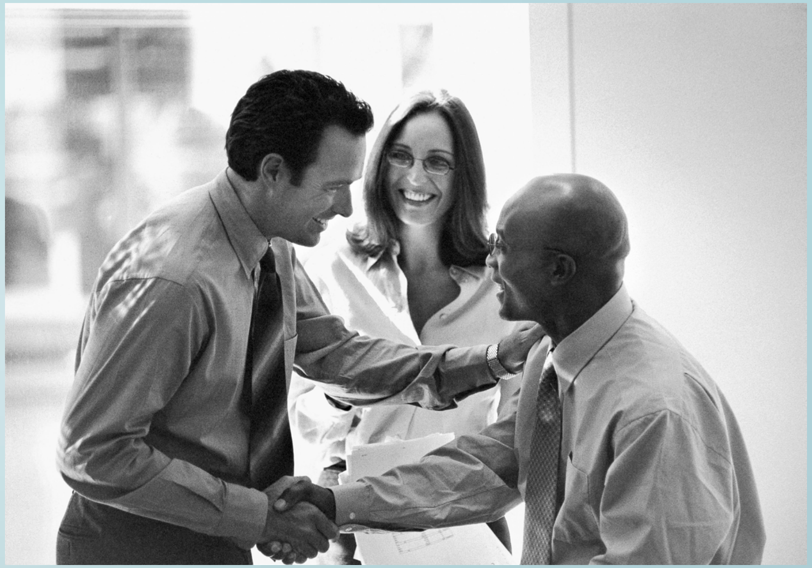
Required Communications

- Disagreements with Management – None
- Consultation with Other Accountants – None
- Significant Issues Discussed with Management - None
- Significant Difficulties Encountered in Performing the Audit – None

Additional Communication

- We want to thank the VPA Finance Team for all their upfront prep work and diligence in preparing for this year’s audit. The continued efforts put forth by your finance team to improve year-end audit preparation and processes was key to completing the audits well ahead of the APA due date.

Thank you!



Questions, comments, and observations.

Finance and Audit Committee Report

Committee Chair Burnett

1st Quarter Financial Statements

Rodney W. Oliver, Chief Financial Officer

Fiscal Year 2026 YTD Highlights

USD millions

July – September	Actual	Budget	Fav. (Unfav.) % Variance
Volume	451,832	467,917	(3%)
Operating Revenues	$ 211.3	$ 214.0	(1%)
Operating Expenses	194.1	206.5	6%
Operating Income	$ 17.2	$ 7.5	129%
EBITDA	$ 71.4	$ 59.2	21%

Cash Flow YTD Highlights

USD millions

	FY25 YTD	FY26 YTD
Net cash provided by operating activities	$ 93.8	$ 61.5
Net cash provided by noncapital financing activities	2.0	30.3
Defeasance deposits	-	(289.2)
Proceeds from debt	-	731.1
Payments made on VIG lease	(27.9)	(369.3)
Payments made on long-term debt and other leases	(43.9)	(506.1)
Acquisition of capital assets	(80.0)	(51.6)
Other cash provided by financing activities	56.5	16.4
Net cash used in investing activities	(51.1)	(132.3)
Net change in cash and cash equivalents	**$ (50.6)**	**$ (509.2)**

Operations and Infrastructure Committee Report

Committee Chair Kirk

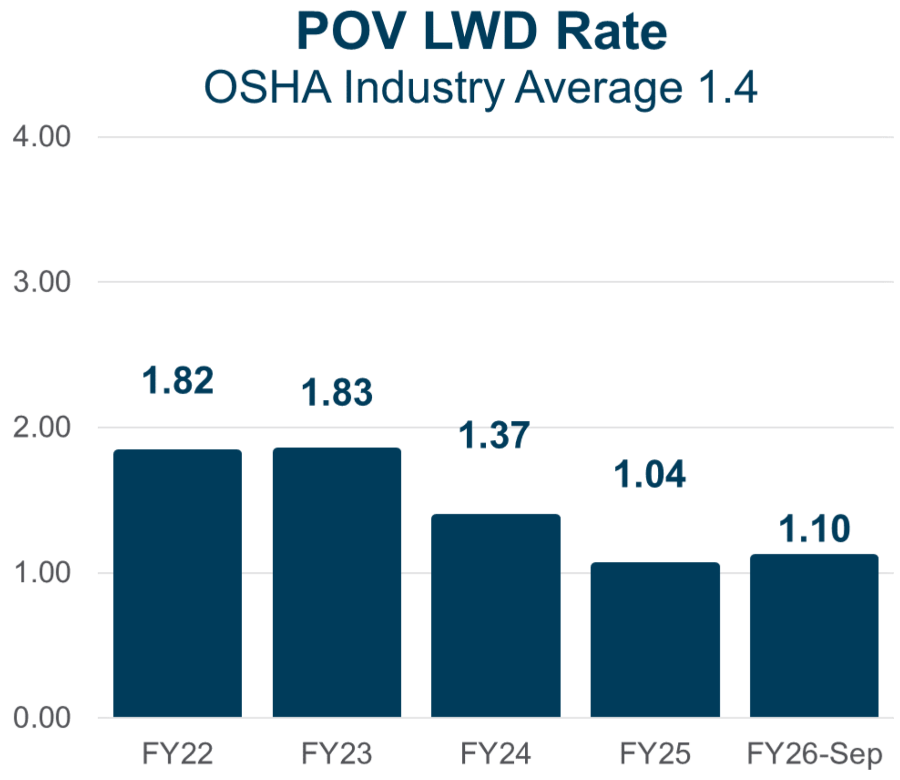
Safety Update

Joseph P. Ruddy, Chief Operations Officer, VIT

OSHA Safety Metrics – FY26 Sep

As of September 30th the POV FY26
Lost Work Day (LWD) rate of **1.10** is:

- 5.8% increase from FY25
- 19.7% decrease from FY24
- FY26 year-end goal is 0.91

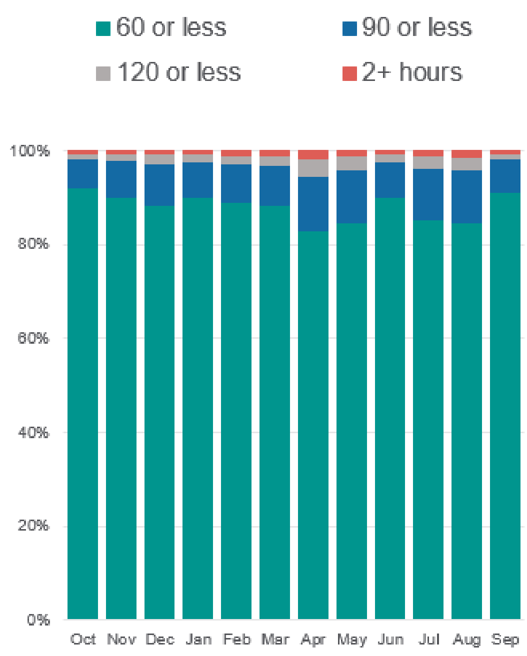


Operations Update

Joseph P. Ruddy, Chief Operations Officer, VIT

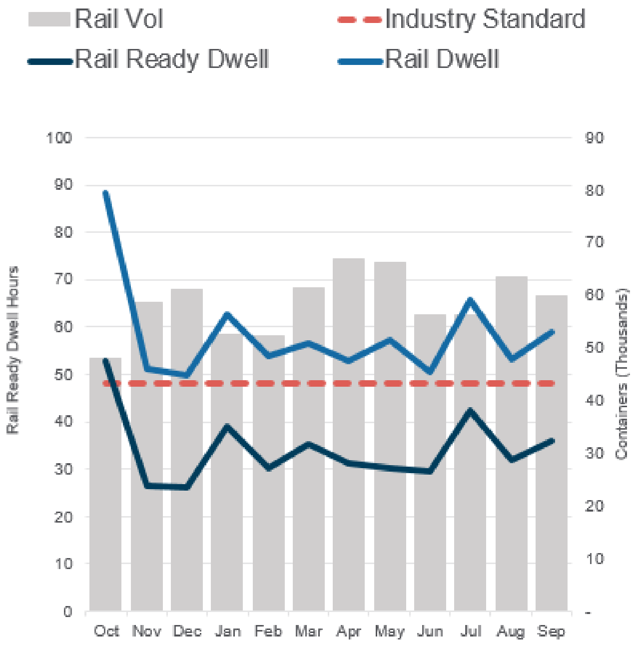
Operations KPI – FY26 Sep

Gate Performance



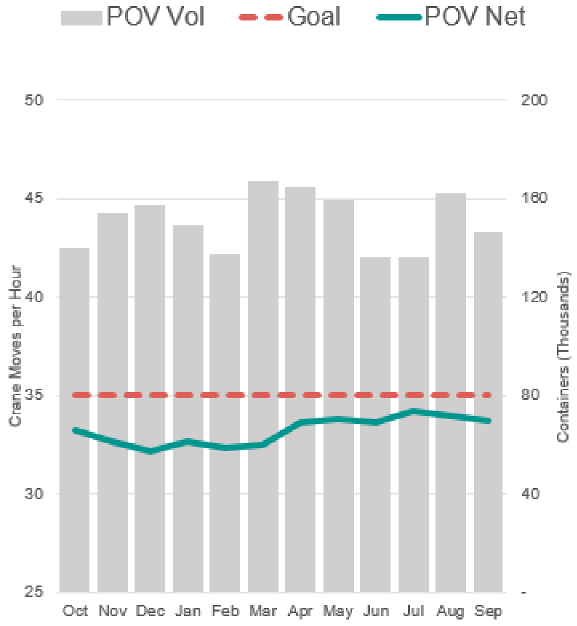
73,400 truck visits, 91.3% under 1 hour
0.5% or 366 truck visits over 2 hours
Turn Time: 33.8 min traditional
and 40.7 min expanded

Rail Performance



59,857 rail containers, down 9.3% YOY
Rail Ready Dwell: 36.1 hours
Rail Dwell: 58.9 hours

Net Productivity



Net Productivity: 33.7 crane moves per hour, 4.1% higher year over year

Infrastructure and Projects Update

Stephen A. Edwards, CEO/Executive Director

Infrastructure Projects Dashboard

North NIT Optimization

Design
100%
Complete

Construction
71.1%
On-Time

Overall
67.2 %
On-Time

PMT Offshore Wind Staging Port

Design
100%
Complete

Construction
100%
Complete

Overall
100%
Complete

North NIT Optimization Project

Stephen A. Edwards, CEO/Executive Director

North NIT Optimization Project - Summary

Project Lead: Rich Ceci

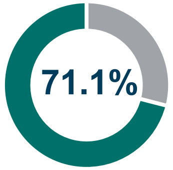
Project Summary: North NIT is being converted from a straddle carrier operation to a Rail Mounted Gantry (RMG) operation consistent with VIG and South NIT. The berth will be strengthened to support 4 new ship-to-shore (STS) cranes. Yard is 50% COMPLETE 9 stacks.

Project Tracking:

- Budget
- Schedule

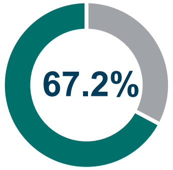
Project Progress:

Construction

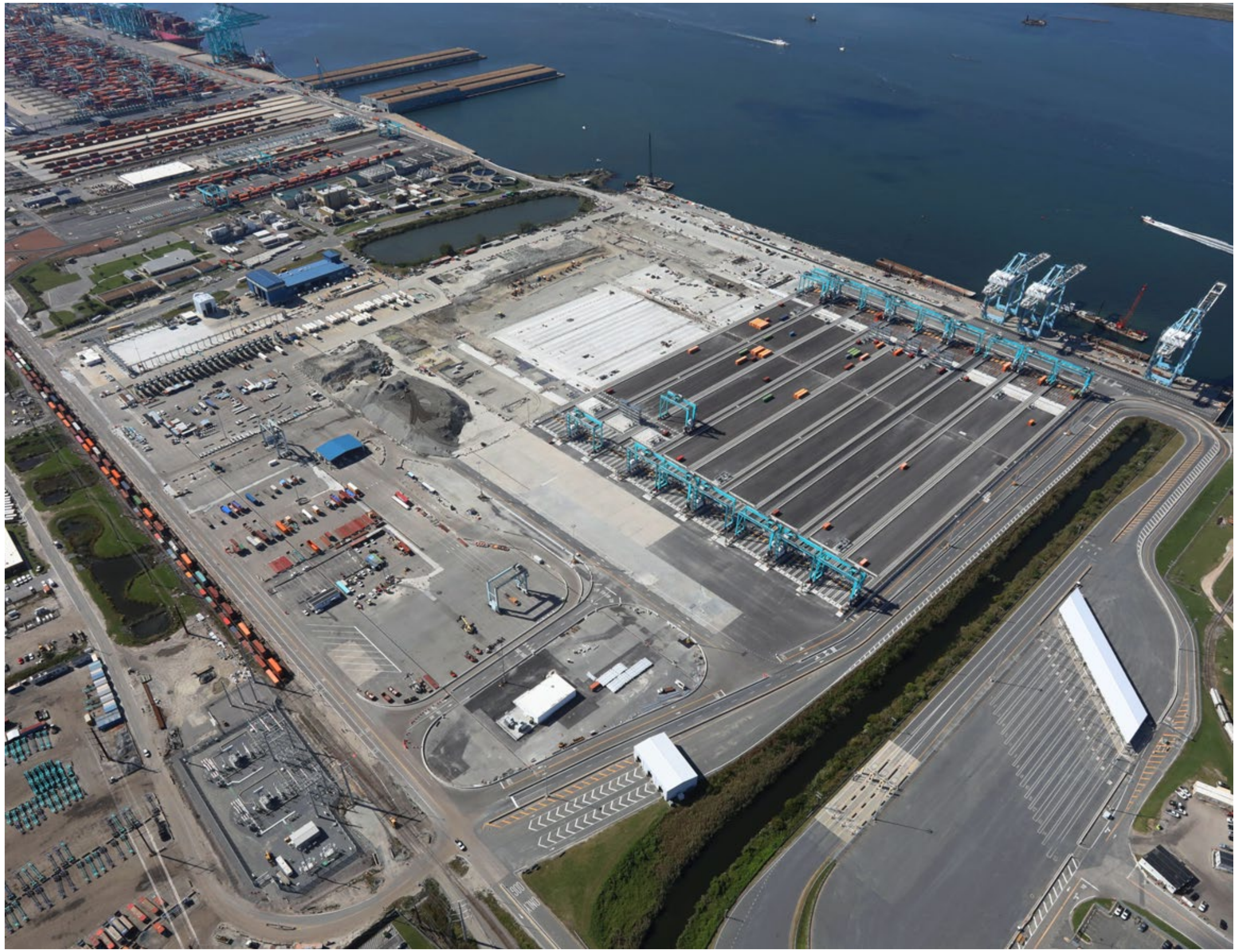


ON-TIME

Overall



ON-TIME



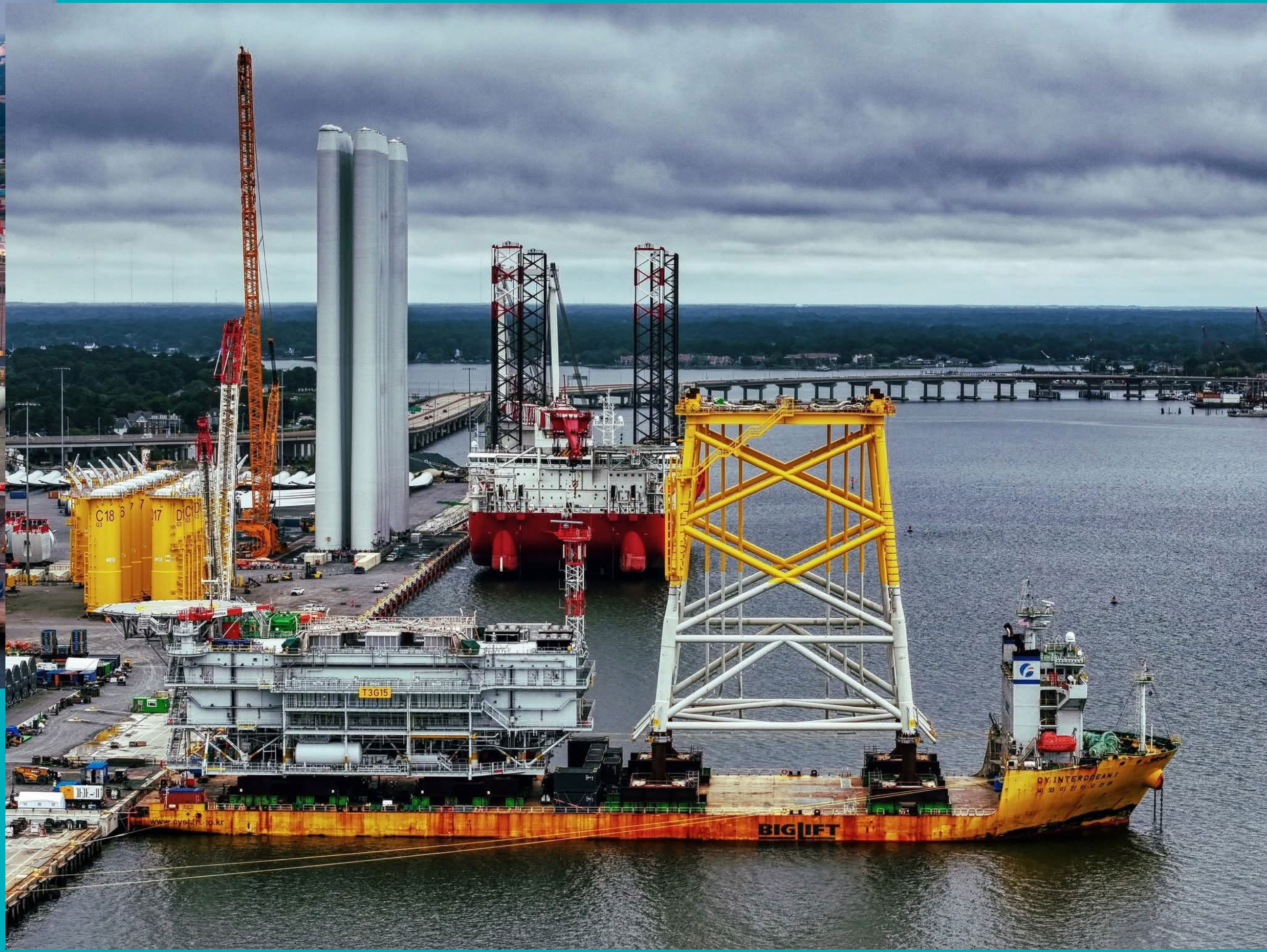
North NIT Optimization Project - Summary

North NIT Optimization Low Profile Cranes

Offshore Wind Project

Stephen A. Edwards, CEO/Executive Director

THE PORT OF VIRGINIA
AMERICA'S MOST MODERN GATEWAY

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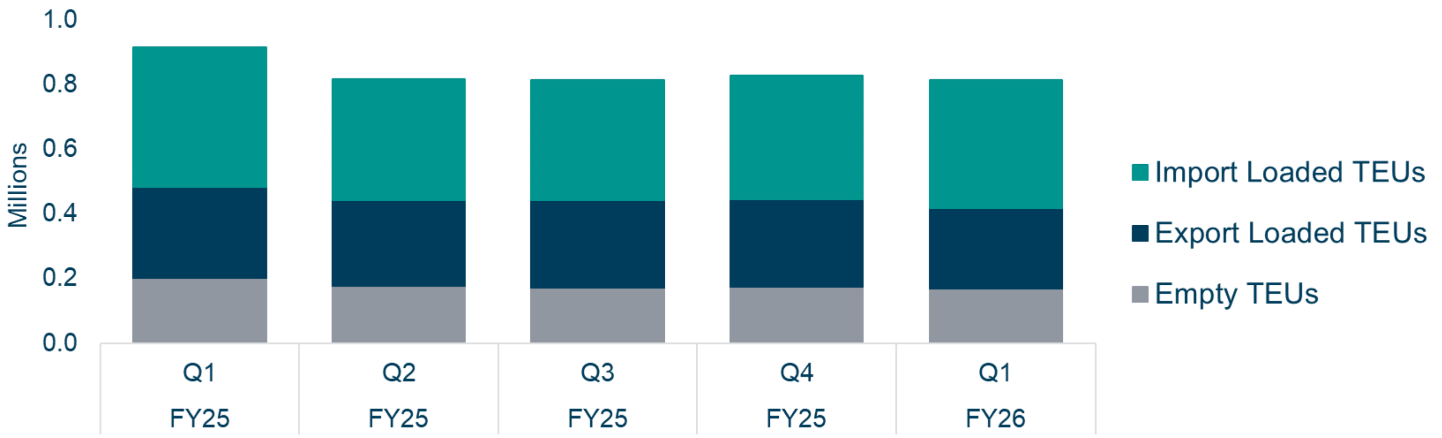
Growth Committee Report

Committee Chair Asbury

Sales and Volume Report

Thomas C. Capozzi, Chief Sales Officer, VIT

Volumes: Q1 FY26



	FY26 Q1	FY25 Q1	Change	% Change
Total TEUs	814,233	915,113	(100,881)	(11.0%)
Export Loaded TEUs	249,200	281,705	(32,505)	(11.5%)
Import Loaded TEUs	397,338	431,601	(34,263)	(7.9%)
Empty TEUs	167,695	201,809	(34,114)	(16.9%)
Total Barge Containers	17,672	16,657	1,015	6.1%
RMT Containers	8,932	7,261	1,671	23.0%
Total Truck Containers	249,767	292,458	(42,691)	(14.6%)
Non-Containerized Tonnage	194,594	146,959	47,636	32.4%
Vessel Calls	428	457	(29)	(6.3%)

USEC Ports Market Comparison

	FY 2025	FY 2024	Change	% Change
New York / New Jersey	5,898,036	5,568,041	329,995	5.9%
Savannah	4,196,276	3,963,391	232,885	5.9%
The Port of Virginia	**2,647,883**	**2,765,192**	**(117,309)**	**(4.2%)**
Charleston	1,884,923	1,941,749	(56,826)	(2.9%)
Baltimore	723,255	610,759	112,496	18.4%

*Source: Reported Actuals – Loaded TEUs

*Fiscal period included: July 2024 through June 2025

CEO/Executive Director Report

Stephen A. Edwards, CEO/Executive Director

Nominating Committee Report

Aubrey Layne, Board Chair

Other Business

Chair Layne

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Thank You