

## 2022 Annual Report



We know the importance of building things to last. From our start in 1928, the Newport News Shipbuilders of tankers, ocean liners, and aircraft carriers pooled their money to form a credit union to serve the financial needs of their coworkers and families.

BayPort Credit Union

# N.N.S. & D.D.CO. Employees CREDIT UNION, INC.



### Meeting Agenda and Table of Contents

Tuesday, February 21, 2023, 7:00 p.m.

### 2023 ANNUAL MEETING BROADCAST AGENDA

- Call to Order
- Invocation
- 🗸 National Anthem
- Pledge of Allegiance
- 🗸 Welcome
- Introduction of the
  Board of Directors
- 🗸 🖌 Roll Call
- Quorum Established
- Introduction of 2022
  Annual Report
- ✓ 2022 Minutes Approved by Committee
- Appointment of Committee to Approve 2023 Minutes
- Report of the Chairman
- ✓ Report of the President/CEO
- Supervisory Committee Report
- Report of the Nominating
  Committee
- Report of the Inspector of Elections
  - Adjournment

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- 05 Minutes
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### Credit Union Board of Directors



Maureen H. Davis Chairman



Suzanne M. Beckstoffer First Vice Chairman



Pamela J. Rowe PMP<sup>®</sup> Second Vice Chairman



Jennifer M. Miller Secretary/Treasurer



Ray C. Bagley Assistant Secretary



Mary L. Cullen



Dinetta D. Hill



Craig Holley, Jr.



LeMeshia M. Steele



George C. Wiatt, Jr. CCUE<sup>®</sup>, CCUV<sup>®</sup>



Thomasina R. Wright

AS WE LOOK FORWARD TO OUR 95TH YEAR OF BUSINESS, WE REMAIN FAITHFUL TO THE CREDIT UNION PHILOSOPHY OF "PEOPLE HELPING PEOPLE."

# 2022 Highlights



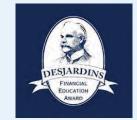
5-Star Superior – 32-year Tradition for Financial Strength & Stability



#1 in Virginia for Overall Member Satisfaction – Digital and Branch Services, Financial Advice, Member Service & Trust

# \$500K Accelerating ChangeTogether Grant – Education& Workforce Development





#1 in Virginia for Free, Adult Financial Education Outreach



### Message from the Chairman and President/CEO

Dear Valued Member:

From shipyards to backyards, community-based banking has been the mission of your Credit Union for 95 years. In 1928, we were formed as Newport News Shipbuilding Employees' Credit Union by 12 shipyard workers – with the shared goal of creating a financial institution to serve the needs of shipyard workers and their families. Today, our community charter allows us to bring BayPort's story to anyone who lives, works, worships or attends school in the Greater Hampton Roads area. We have a great story to tell, and a lot of good news to share.

We are pleased to announce that BayPort has been named the number one credit union in Virginia by Forbes. We are recognized for our overall member satisfaction based on the areas of Trust, Member Service, Digital and Branch Services, and Financial Advice. In addition, BayPort continues our 32-year tradition of being a 5-Star Superior-rated credit union from Bauer Financial for financial strength and stability.

In 2022, BayPort worked hard to position our business for continued growth while balancing our footprint on both sides of the water. We are excited that we will continue our Southside expansion by adding a fifth Virginia Beach branch location. The new branch will be located in the Little Neck section of Virginia Beach Boulevard and is expected to open this summer. We were also happy to welcome over 800 members from the Portsmouth Schools Federal Credit Union into our BayPort family. To better serve our Portsmouth community, we look forward to opening a new location on Frederick Boulevard in the Midtown Marketplace Shopping Center. This full service branch is scheduled to open next month and will include a drive-thru featuring YourTeller<sup>®</sup> Interactive Teller Machines.

Our commitment and resilience are evidenced by the fact that in the midst of economic challenges, BayPort continues to grow. In 2022, our member savings grew 4.8% to \$2 billion, our total loans to members grew over 16% to \$1.7 billion, and our total assets now stand at \$2.3 billion, putting us in the top 4% of credit unions nation-wide by asset size. Additionally, we opened over 12,500 new checking accounts. We originated nearly \$75 million in mortgage loans, over \$380 million in vehicle loans, and grew our business loan portfolio to over \$220 million.

In 2022, for the third straight year, BayPort is the only Virginia credit union to have won in all award categories in the Social Responsibility Awards sponsored by the Virginia Credit Union League and the Credit Union National Association. BayPort has been named number one in the state for our free, adult financial education outreach. Additionally, BayPort is recognized for our youth financial education outreach, charitable giving, educational scholarships, and digital services. Thank you to our staff and leadership team for working hard to achieve these industry honors.

We want to touch on the amazing work we were able to accomplish this past year through the BayPort Foundation, your Credit Union's philanthropic arm. Since launching the Foundation in 2020, through the generosity of members and partners who share our vision, we have raised over \$525,000 to invest right back into our local communities.

The success of the Foundation fundraising events allows us to support our community in new and creative ways. This past year, we partnered with two other companies with deep roots in Newport News – Newport News Shipbuilding and Ferguson Enterprises – to fund a \$500,000, multi-year transformational grant called Accelerating Change Together – or simply the ACT Grant. The inaugural year's focus was Education and Workforce Development. We are excited to share that the Virginia Beach Education Foundation was the recipient of the inaugural year's grant. The grant will support the Virginia Beach City Public Schools' addition of a new two-year, half-day Advanced Technology Center for their Renewable Energy Technologies program. The three-year, step-down grant will help answer the regional call to build a workforce pipeline for young people to enter the emerging career fields of renewable energy technologies.

Because of the success of our Foundation fundraising, we have been able to increase our annual Scholarship Program to \$100,000 in tuition assistance. This year, we offer 11 different scholarship types to high school seniors, college students, and working adults going back to school. BayPort's Scholarship Program is unique because we allow our scholarship funds to be applied to not only colleges and universities, but trade and vocational schools as well. We are proud to announce that we awarded scholarships to 36 students attending 23 schools in 2022.

For the 2023 to 2024 academic year, the Foundation is excited to introduce our newest scholarship: the Rowe Family Scholarship. This scholarship is a family gift to the BayPort Foundation Legacy Giving Program, which honors those who share BayPort's commitment and philanthropic efforts. Additionally, BayPort is honored to continue giving up to \$10,000 annually in local teacher grants for new financial education programs to engage students. In 2022, we awarded grants to eight local teachers.

In addition to BayPort's corporate support, our incredible staff are longtime supporters of several local nonprofit partners. Most notably, the American Cancer Society, the Alzheimer's Association, and the Virginia Peninsula Foodbank. In 2022, our staff raised over \$23,000 for the American Cancer Society's Relay for Life, making BayPort the number one Top Fundraising Team on the Peninsula. Your Credit Union is also the Southeastern Virginia Regional Sponsor for the Alzheimer's Association, raising over \$10,000 in 2022. Additionally, BayPort staff raised \$4,000 in support of the Virginia Peninsula Foodbank's annual Mayflower Marathon food and fund drive, helping to provide thousands of meals to those in need in our community. BayPort staff also continued our tradition of partnering with the Salvation Army to support their Christmas Red Kettle Bell ringing at locations across the Virginia Peninsula and Southside throughout the 2022 holiday season.

As your community Credit Union for the Greater Hampton Roads area, we love participating in and sponsoring events that bring our community together. Most importantly, we understand the importance of fun and family-friendly local events. We'd love for you to join us at any of BayPort's title sponsor fundraising events, whether it's at our One City Half Marathon in Newport News, Crawlin' Crab Race Weekend in Hampton, or Surf-N-Santa 5-Miler at the Virginia Beach Oceanfront. BayPort is committed to helping our local communities be happy, healthy, and financially wise, and we'd love for you to walk, run, or cheer with us.

As we look forward to our 95th year of business, our mission, vision and core values remain faithful to the credit union philosophy of "People Helping People." We will continue to do our very best work for our members and our communities in 2023 and beyond.

Maurun H. Alavis

Maureen H. Davis Chairman of the Board

James B. Mears President/CEO

### Minutes of the 94th Annual Meeting

#### 1. Call to Order

The 94th Annual Meeting of shareholders of the Newport News Shipbuilding Employees' Credit Union doing business as BayPort Credit Union was called to order virtually on February 15, 2022, at 7:00 p.m., by Ms. Suzanne M. Beckstoffer, Chairman of the Board of Directors.

The invocation was given by Ray Bagley, from Faith Ministry Outreach Church in Hampton, VA.

Javonte Wright sang the National Anthem, and a member of the Heritage High School Junior ROTC led the audience in reciting the Pledge of Allegiance.

The Chairman extended thanks to the Heritage High School Junior ROTC and Javonte Wright for their participation in the pre-meeting ceremonies.

Chairman Beckstoffer introduced the Board of Directors and parliamentarian Michael Wagner-Diggs.

At the request of the Chairman, Ms. Jennifer M. Miller, the Secretary/Treasurer conducted the Roll Call and announced that a quorum of the shareholders was in attendance.

### 2. Minutes of the 93nd Annual Meeting

The Chairman informed the members that the minutes of the 93rd Annual Meeting were in the Annual Report, which can be located on our website, and at all BayPort Branch locations and had been approved and filed by a committee comprised of Ms. Mary Cullen, Ms. Maureen Davis, Ms. LeMeshia Steele, and Ms. Thomasina Wright. There being no objection from the shareholders, the reading of those minutes was dispensed with and the Chairman ordered them filed.

Ms. Beckstoffer subsequently appointed a committee consisting of Mr. Ray Bagley, Ms. Dinetta Hill, Ms. Pamela Rowe, and Mr. George Wiatt to approve the minutes of the 94th Annual Meeting.



#### 3. Reports

#### **Chairman's and President's Reports**

The Chairman's and President's Reports to the Shareholders were presented by Ms. Suzanne M. Beckstoffer, Chairman of the Board, and Mr. James B. Mears, President/CEO of the Credit Union.

### **Supervisory Committee Report**

Ms. Anna Griffith presented the Supervisory Committee Report.

#### **Report of the Nominating Committee**

Ms. Pamela Rowe, Chairman of the Nominating Committee, presented the Nominating Committee Report. The members of the Nominating Committee were Ms. Mary Cullen, Ms. Thomasina Wright, Ms. Jennifer Miller, Mr. George Wiatt and Ms. Pamela Rowe. Ms. Rowe reported the following slate of members, in order of appearance on the ballot, were submitted as candidates for the Board of Directors: Mr. Craig Holley, Jr., Ms. Suzanne M. Beckstoffer, Ms. Maureen H. Davis, and Ms. Nancy P. Hill.

### 4. Election of Officers

Ms. Beckstoffer then announced that Mr. Kevin Green had been appointed and duly sworn to be the Inspector of Elections and in so doing would comply with an oath which was directed by the Chairman to be included with the minutes as Exhibit I. The Final Report of the Inspector of Elections will be included in the minutes of this meeting as Exhibit III.

Mr. Green then announced that this year Credit Union members had two avenues to vote for the 2022 Board of <u>Directors</u>. Members were able to vote in-person at any BayPort branch location, except for our 50th Street branch.

ers were also able to vote absentee by calling our contact center and using their online banking email to a DocuSign. Voting opened on January 5, 2022 and closed on February 14, 2022 at 5 p.m.

ckstoffer then announced that all ballots for the Office of Director have been collected and are currently counted. The results of the election will be announced on the BayPort website and social media channels, blished in the *Daily Press* and *Virginian-Pilot* newspapers, posted in all branch lobbies and on the BayPort e.

#### urnment

airman thanked the members on behalf of the Board for their participation in the Annual Meeting and ng part in the affairs of their Credit Union. There being no further business to come before the meeting, ckstoffer declared the meeting adjourned at 7:34 p.m.

### : III.

Board of Directors	
allots Distributed	2,753
otes Counted	7,138
	Votes Cast for the
	Election of Nominee
	Election of Nommee
Y, JR., Craig	1,801
Y, JR., Craig FOFFER, Suzanne M.	
	1,801

### Nominees for the **Board of Directors**

The order of appearance on the ballot is by random selection by the Committee.



Kathryn Byler is a lifelong resident of Virginia Beach. She

practices law with Pender & Coward, PC focusing on Real Estate, Trusts & Estates, Small Businesses, and Guardianships/Conservatorships. In addition to practicing law, Kathryn is principal broker of Tidewater Investment Company, Inc. t/a Byler Realty.

Her past and current community involvement include leadership positions with the American Cancer Society, Norfolk State University **Business & Economic Development** Advisory Board, Virginia Beach Forum, VA Aviation Foundation, American Lung Association, Election Protection-Lawyers' Committee for Civil Rights, Norfolk Forum, King's Grant Baptist Church, VA State Bar, and the Virginia Beach Bar Association.

Kathryn holds a Bachelor of Science in Business Administration from Old Dominion University, an MBA from Golden Gate University, and a Juris Doctor from Regent University School of Law, where she is an adjunct professor. Kathryn was named the Regent Law School "Alumnus of the Year" in 2010.

Kathryn is the mother of four adults and a proud grandmother. If elected, Kathryn is eager to be a part of BayPort's growth into Virginia Beach and southside Hampton Roads.

Ray C. Bagley, Incumbent

Incumbent, up for re-election, Ray Bagley

retired in 2018 as Vice President of Trades Operations for Newport News Shipbuilding after nearly 44 years of service. During Ray's career, he was an Apprentice School Graduate and named to the vice president position in 2014. He was responsible for production labor resources and processes, plant engineering and maintenance, waterfront support services, training, instructional design, and The Apprentice School.

Ray has been a member of BayPort Credit Union for more than 48 years. He currently serves as Vice President and Vice Chairman of BayPort Foundation and is on the Budget, Salary & Benefits, and Strategic Planning committees. He is active in his community and is the Pastor of Faith Ministry Outreach. He also serves on the board of Achievable Dream and is a member of Hampton Ministers Police Academy Alumni and Faith Walk Wythe.

Ray and his wife Marion live in Chesapeake and are the proud parents of four children, seven grandchildren, and three great-grandchildren.



LeMeshia M. Steele, Incumbent

Incumbent, up for re-election, LeMeshia

M. Steele, a Hampton Roads native, is currently employed as a Senior Financial Controls Analyst at Ferguson Enterprises, LLC. Prior to being employed at Ferguson, LeMeshia was employed as a Financial Analyst at Newport News Shipbuilding where she also interned for two summers while obtaining her undergraduate degree from North Carolina State University. LeMeshia has been a member of BayPort for more than 20 years, with her parents opening her first savings account at a very young age. Financial literacy has been an important factor in LeMeshia's life, and she believes that people of any age should be educated on the importance of sound financial habits.

With a background in accounting and finance information systems, she brings a wealth of knowledge and experience in financial reporting and budgeting as well as strength in learning and adapting to new technologies. In her inaugural term as a BayPort Board Member, she has served on various committees, participated in numerous Board events, and served as the chair of the Technology Committee for 2021. LeMeshia prides herself in being able to bridge the generational gap and bring a millennial perspective. In the community, LeMeshia enjoys volunteering and is a member of Ivy Baptist Church and Alpha Kappa Alpha Sorority. She and her husband Danny enjoy traveling, trying new restaurants, and outdoor activities.



Apprentice School graduate, Thomasina Russell Wright has a Master of Business Administration from The College of William and Mary, and a Bachelor of Science degree in Mechanical Engineering from Old Dominion University.

Thomasina began her career with Newport News Shipbuilding in 1983, and worked in various departments until 1992. She worked for Tenneco. Inc. as a state and federal lobbyist and returned to the shipyard in 1994. She has held several director level positions in Sheet Metal, Subcontract Management, and Fleet Support. She is currently the Program Director responsible for the refueling and overhaul of the USS John C. Stennis Aircraft Carrier.

Thomasina serves as Chairperson of the Technology committee. She also is active on Strategic Planning and Budget, Salary & Benefits committees. She also serves on the Board of Managers of BayPort Insurance.

Thomasina is a native of Portsmouth and very active in the community, where she lives with her husband and their four daughters.



### Thomasina R. Wright, Incumbent

Incumbent, up for re-election, an



### Mary L. Cullen, Incumbent

Incumbent, up for re-election, Mary

Cullen is currently the Vice President of the Nuclear Propulsion Division at Newport News Shipbuilding. She has a Bachelor of Science in Chemistry and holds a Master of Science in Engineering Management. She is responsible for all Nuclear Engineering and Production Refueling work at Newport News Shipbuilding. Mary has worked at Newport News Shipbuilding for more than 30 years.

Additionally, Mary volunteers in her church, Good Shepherd, in Smithfield and continues to support the Smithfield Athletic Booster Club. Throughout the years, Mary has also served on the boards of Girls Inc., Peninsula READS, and Trinity Lutheran School. Mary has been a part of the BayPort Board of Directors team for nine years. Currently, she serves on the BayPort Foundation Board, as well as the Policy and Budget, Salary & Benefits committees.

Mary lives in Smithfield with her husband, David, and two children, Ian and Meredith.

From shipyards to backyards community-based banking has been the mission of **BayPort for** 95 years. BayPort

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DATE March 25, 200

DOLLARS

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WITCOTHE Virginia Beach Education Foundation \$500,000.00 Five Hundred Thousand and 00/100 Dollars Dollars

DATE December 6, 2022

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Accelerating Change Together Grant

**BayPort** 

### Supervisory **Committee Report**

Foodbank

VIRGINIA

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The Supervisory Committee's (the "Committee") primary functions are to make, or cause to be made, an annual audit and such supplementary audits of the records and affairs of BayPort Credit Union, as it deems necessary. Accordingly, the Committee reviews operational procedures of the Credit Union and makes applicable recommendations to the Board of Directors.

The audits are designed to determine that: 1) Accounting records and financial statements are promptly and accurately prepared and present fairly the financial condition of the Credit Union. 2) Internal controls are established and maintained. 3) Plans, policies, and controls are properly administered. 4) Practices and procedures are sufficient to safeguard members' assets.

The Committee retained the services of Nearman, Maynard, Vallez, CPAs, P.A. to perform the annual audit of the Credit Union's financial statements. The opinion which they have rendered certified that the financial statements present fairly the financial performance of the Credit Union and the resulting financial position at September 30, 2022.

In summary, the Committee believes, based on the report of the certified public accounting firm and a review of the Credit Union's operations, BayPort Credit Union is in sound financial condition and is operating under sound management procedures. Any member of the Credit Union is considered to be an associate of the Committee and we invite your inquiries.



Ashley White Committee Chair









Lindsey Watson





Eleanor Northover

**Brian Stockunas** 

### OUR COMMITMENT AND RESILIENCE ARE EVIDENCED BY THE FACT THAT IN THE MIDST OF ECONOMIC CHALLENGES, BAYPORT CONTINUES TO GROW

# **2022 Financials**



Total assets now stand at \$2.3 billion putting BayPort in the

### top 4% of credit unions nationwide by asset size



Grew our business loan portfolio to over

\$220 million

Opened over **12,500 new** checking accounts



Originated nearly **\$75 million** in mortgage loans



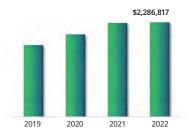
Originated over **\$380 million** in vehicle loans



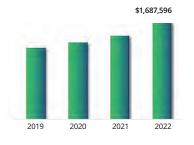


FINANCIAL HIGHLIGHTS December 31, 2022 and 2021 (In Thousands)	 2022	 2021	% of Increase (Decrease)
FINANCIAL CONDITION			
Assets	\$ 2,286,817	\$ 2,278,711	0.4%
Loans outstanding	\$ 1,687,596	\$ 1,452,859	16.2%
Savings held by members	\$ 1,994,588	\$ 1,903,366	4.8%
Total retained earnings	\$ 245,719	\$ 231,136	6.3%
OPERATING STATISTICS			
Dollar volume of loans granted to members	\$ 876,843	\$ 762,013	15.1%
Gross Income	\$ 114,364	\$ 100,084	14.3%
Dividends paid	\$ 10,908	\$ 9,133	19.4%
Operating expenses	\$ 80,817	\$ 73,893	9.4%
MEMBERS	150,834	147,544	2.2%

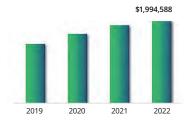
ASSETS Dollars in Thousands



LOANS OUTSTANDING Dollars in Thousands

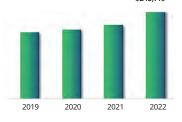


SAVINGS HELD BY MEMBERS Dollars in Thousands



TOTAL RETAINED EARNINGS Dollars in Thousands

\$245,719



#### CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION December 31, 2022 and 2021

(In Thousands)

ASSETS		2022	2021
Cash and cash equivalents	\$	35,571	\$ 39,499
Investments		452,865	696,754
Loans held-for-sale		-	206
Loans receivable, net of allowance for loan losses		1,660,363	1,430,586
Accrued interest receivable		5,577	4,434
Premises and equipment, net		59,089	61,176
National Credit Union Share Insurance Fund deposi	t	17,779	16,777
Other assets		55,573	29,279
Total Assets	\$	2,286,817	\$ 2,278,711

#### LIABILITIES AND MEMBERS' EQUITY

Members' shares and savings accounts	\$ 1,994,588	\$ 1,903,366
Borrowed funds	69,000	122,023
Accrued expenses and other liabilities	 28,747	40,697
Total liabilities	 2,092,335	2,066,086
Members' Equity	 194,482	212,625
Total Liabilities and Members' Equity	\$ 2,286,817	\$ 2,278,711

### CONSOLIDATED STATEMENTS OF INCOME

December 31, 2022 and 2021 (In Thousands)

Liabilities

INTEREST INCOME	2022	2	2021
Interest on loans receivable	\$ 75,519	9 \$	68,046
Interest on investments	8,308	3	3,598
Interest Income	83,82	7	71,644
INTEREST EXPENSE			
Dividends on members' shares	10,908	3	9,133
Interest on borrowed funds	54	1	847
Interest expense	11,449	Э	9,980
NET INTEREST INCOME	72,378	3	61,664
PROVISION FOR LOAN LOSSES	7,500	)	9,000
NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES	64,878	3	52,664
NON-INTEREST INCOME			
Service charges and other income	30,53	7	28,440
Non-operating income (expense)	(16	)	(2,418)
Non-interest Income	30,52	1	26,022
	95,399	Э	78,686
NON-INTEREST EXPENSE			
Compensation and employee benefits	39,54	1	38,962
Operations	34,720	5	29,114
Occupancy	6,550	)	5,817
Non-interest Expense	80,81	7	73,893
NET INCOME	\$ 14,582	2 \$	4,793

### Chesapeake

1000 Cedar Road 677 N. Battlefield Blvd.\* 2445 Old Taylor Road\*

**Gloucester** 6723 Fox Centre Parkway 2369 Geo. Washington Mem. Hwy.\*

**Grafton** 5028 Geo. Washington Mem. Hwy.\*

### Hampton

1168 Big Bethel Road<sup>\*</sup> 2300 Cunningham Drive 199 Fox Hill Road<sup>\*</sup> 22 Lincoln St., 3rd Floor

### **Newport News**

One BayPort Way<sup>\*</sup> 433 Denbigh Blvd.<sup>\*</sup> 955 Harpersville Road *(restricted access)* 3711 Huntington Ave.<sup>\*</sup> 5001 Huntington Ave. 3101 Jefferson Ave. *(inside Piggly Wiggly)* 8000 Marshall Ave. 12512 Warwick Blvd.<sup>\*</sup>

### Norfolk

600 Church Street (inside USPS office)

**Portsmouth** 455 Dinwiddie Street *(relocating)* 1241 Frederick Blvd. *(coming soon)* 

Smithfield 1290 Smithfield Plaza\*

Suffolk 1463 North Main Street<sup>\*</sup> 1013 University Blvd.

Williamsburg 4171 Ironbound Road\*

Virginia Beach 4388 Holland Road<sup>\*</sup> 750 Independence Blvd. 770 Lynnhaven Pkwy. 5225 Providence Road<sup>\*</sup> 3205 Virginia Beach Blvd. *(coming soon)* 



ALL BRANCHES & GENERAL INFORMATION 757.928.8850

TOLL-FREE NUMBER 1.800.928.8801

BALANCES/RATES (Audio Response) 757.244.STAR

BUSINESS BANKING 757.873.4031

MORTGAGES 757.896.8769

BAYPORT FINANCIAL 757.928.8931

### BAYPORT INSURANCE 757.493.5140

WEBSITE www.bayportcu.org

\*Also serve as CO-OP Shared Branch Locations Federally insured by the NCUA.



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