

Virginia Investment Pool Trust Fund

Annual Financial Report
For the Years Ended June 30, 2024 and 2023



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For the Years Ended June 30, 2024 and 2023



Prepared by:
VML/VACO Finance

VIRGINIA INVESTMENT POOL TRUST FUND
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Report of Independent Auditor

To the Board of Trustees
Virginia Investment Pool Trust Fund
Richmond, Virginia

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of the Virginia Investment Pool Trust Fund (the “Trust”), as of and for the years ended June 30, 2024 and 2023, and the related notes to the financial statements, which collectively comprise the Trust’s basic financial statements as listed in the table of contents.

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective fiduciary net position of the Trust, as of June 30, 2024 and 2023, and the respective changes in fiduciary net position for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Our responsibilities under those standards are further described in the *Auditor’s Responsibilities for the Audit of the Financial Statements* section of our report. We are required to be independent of the Trust and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Trust’s ability to continue as a going concern for twelve months beyond the financial statement date, including any currently known information that may raise substantial doubt shortly thereafter.

Auditor’s Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor’s report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with auditing standards generally accepted in the United States of America and *Government Auditing Standards* will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with generally accepted auditing standards and *Government Auditing Standards*, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Trust's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Trust's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control related matters that we identified during the audit.

Required Supplementary Information

Accounting principles generally accepted in the United States of America requires that the management's discussion and analysis, as listed in the table of contents, be presented to supplement the basic financial statements. Such information is the responsibility of management and, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Supplementary Information

Our audits were conducted for the purpose of forming an opinion on the financial statements that collectively comprise the Trust's basic financial statements. The supplementary information, as listed in the table of contents, is presented for the purpose of additional analysis and is not a required part of the basic financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the basic financial statements. The information has been subjected to the auditing procedures applied in the audits of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the supplementary information is fairly stated, in all material respects, in relation to the basic financial statements as a whole.

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated September 26, 2024, on our consideration of the Trust's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is solely to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the Trust's internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering Trust's internal control over financial reporting and compliance.

A handwritten signature in black ink that reads "Cherry Bekaert LLP". The signature is written in a cursive, flowing style.

Richmond, Virginia
September 26, 2024

VIRGINIA INVESTMENT POOL TRUST FUND

MANAGEMENT'S DISCUSSION AND ANALYSIS (UNAUDITED)

JUNE 30, 2024 and 2023

This management's discussion and analysis provides an overview of the financial position and the results of activities of the Virginia Investment Pool Trust Fund ("Trust"), as of and for the fiscal years ended June 30, 2024 and June 30, 2023. Management offers the following discussion and analysis as a narrative introduction to the basic financial statements, which includes comparative information, as of and for the fiscal year-ended June 30, 2022, where applicable. This narrative is intended as a supplement and should be read in conjunction with the basic financial statements, accompanying notes, and supplementary information, which follow this section.

The Trust was established in 2013 under the Joint Exercise of Powers statute of the Commonwealth of Virginia ("Commonwealth") by founding participants, the City of Chesapeake, Virginia and the City of Roanoke, Virginia. The Trust operates under the Virginia Investment Pool Trust Fund Agreement ("Trust Agreement"), which was adopted by the Board of Trustees on September 13, 2013. The Trust is an Internal Revenue Code Section 115 ("IRC § 115") governmental trust. The Trust was created to provide political subdivisions of the Commonwealth of Virginia with an investment vehicle to pool their funds and to invest such funds in one or more investment portfolios under the direction and daily supervision of a professional fund manager. Income of the Trust is tax-exempt under IRC § 115.

The Virginia Association of Counties ("VACo") and the Virginia Municipal League ("VML") jointly sponsor the Trust, which operates as the VACo/VML Virginia Investment Pool. Primary benefits of participation in the Trust include professional investment management of trust assets, competitive rates of return, two highly-rated portfolios, and convenient, secure online access. The Trust offers two investment portfolios: the Virginia Investment Pool 1-3 Year High Quality Bond Fund ("VIP 1-3 Year Bond Fund") and the Virginia Investment Pool Stable Net Asset Value Liquidity Pool ("VIP Liquidity Pool"). The VIP 1-3 Year Bond Fund is designed for surplus funds that can be invested in longer duration securities relative to the VIP Liquidity Pool, which is designed for daily cash liquidity. Participants hold individual trust accounts wherein they can monitor the performance of their investments.

The Virginia Local Government Finance Corporation ("VLGFC"), operating as VML/VACo Finance ("Administrator"), provides day-to-day administration of the Trust pursuant to a Memorandum of Agreement.

Overview of the Financial Statements

The components of the financial statements and the required supplementary information are prepared in accordance with accounting principles generally accepted in the United States of America as promulgated by the Government Accounting Standards Board ("GASB").

This overview serves as an introduction to the Trust's basic financial statements. The Trust's basic financial statements include the following:

- The *Statements of Fiduciary Net Position* presents the Trust's assets and liabilities. The difference between the assets and liabilities is reported as the net position restricted for pool participants. Over time, changes in net position may serve as a useful indicator of whether the financial position of the Trust is improving or deteriorating.
- The *Statements of Changes in Fiduciary Net Position* presents information showing how the Trust's net position changed during the period. This statement includes additions and deductions that occurred during the fiscal year. Additions include participant contributions and investment earnings. Deductions include participant withdrawals and administrative expenses.
- The *Notes to Financial Statements* provide additional information that is essential for understanding the financial data provided in the financial statements and are an integral part of the financial statements.

VIRGINIA INVESTMENT POOL TRUST FUND
MANAGEMENT'S DISCUSSION AND ANALYSIS (UNAUDITED)

JUNE 30, 2024 and 2023

The summarized financial information presented below is for the three years ended June 30.

	Fiscal Year 2024	Fiscal Year 2023	Fiscal Year 2022
Total Assets	\$ 3,724,545,376	\$ 2,676,376,878	\$ 2,204,459,807
Total Liabilities	31,419,371	245,910	25,189,260
Net position, June 30	<u>3,693,126,006</u>	<u>2,676,130,968</u>	<u>2,179,270,547</u>
Total Additions	2,849,491,019	2,055,369,207	1,614,711,017
Total Deductions	1,832,495,981	1,558,508,787	1,704,228,194
Change in net position	<u>1,016,995,038</u>	<u>496,860,421</u>	<u>(89,517,177)</u>
Net position, July 1	2,676,130,968	2,179,270,547	2,268,787,724
Change in net position	1,016,995,038	496,860,421	(89,517,177)
Net position, June 30	<u>\$ 3,693,126,006</u>	<u>\$ 2,676,130,968</u>	<u>\$ 2,179,270,547</u>

Financial Highlights – Fiscal Year 2024

- The combined total net position held in trust for pool participants was \$3,693.1 million at June 30, 2024, representing an increase of \$1,017.0 million, or 38.00%, from the net position as of June 30, 2023. The increase was due to two significant factors: Investments at Fair Value increased by \$358.5 million and Cash and Cash Equivalents increased by \$676.3 million.
- Cash and cash equivalents increased by \$676.3 million from \$736.2 million at June 30, 2023 to \$1,412.5 million at June 30, 2024. The increase in cash position was driven by an increase in money market institutional investments of \$669.7 million in the VIP Liquidity Pool. The VIP 1-3 Year Bond Fund had a decrease of \$9.0 million in money market funds. The VIP Liquidity Pool had an increase of \$12.2 million in repurchase agreements (presented as cash equivalents).
- Contributions from participants during fiscal year-ended 2024 totaled \$2,704.8 million, a 36.19% increase in contributions from participants of \$1,986.1 million during fiscal year 2023. The net increase is attributable to the VIP Liquidity Pool, which experienced an increase from prior year of \$726.7 million, or 36.82%, offset by a decrease in the VIP 1-3 Year Bond Fund from prior year of \$7.9 million.
- Contributions receivable as of June 30, 2024 was \$10.6 million, resulting from participant contributions in transit with a trade date of June 28, 2024, compared to no outstanding contributions receivable as of June 30, 2023. The balance of contributions receivable as of June 30, 2024 settled to the bank on July 1, 2024.
- Interest income increased markedly during fiscal year 2024 compared with fiscal year 2023, ending June 30, 2024 at \$143.9 million versus \$74.8 million at June 30, 2023. Interest receivables also increased during fiscal year 2024 with a year-ending balance of \$11.9 million compared to fiscal year 2023 ending balance of \$9.1 million.

VIRGINIA INVESTMENT POOL TRUST FUND

MANAGEMENT'S DISCUSSION AND ANALYSIS (UNAUDITED)

JUNE 30, 2024 and 2023

- The Trust's fair value of investments appreciated \$6.7 million in fiscal year 2024, compared to net depreciation of \$4.5 million in fiscal year 2023. This change is largely attributable to the VIP 1-3 Year Bond Fund, which experienced a net appreciation in the fair value of investments of \$2.3 million in fiscal year 2024, compared to fiscal year 2023, which experienced a net depreciation of \$5.4 million. In fiscal year 2024, the VIP Liquidity Pool experienced net depreciation in the fair market value of investments of \$0.2 million, compared to fiscal year 2023, in which it experienced net appreciation of \$0.9 million. As discussed later, the return for the VIP 1-3 Year Bond Fund in fiscal year 2024 was 4.59% compared to 0.29% for fiscal year 2023.
- Participant withdrawals during the fiscal year-ended 2024 totaled \$1,831.6 million compared with participant withdrawals of \$1,557.8 million during fiscal 2023 for an increase of \$273.8 million, or 17.58%. The increased withdrawal activity is attributable to the VIP Liquidity Pool, which experienced an increase in withdrawals of \$269.9 million, or 17.36%, and the VIP 1-3 Year Bond Fund which experienced an increase of \$3.9 million in withdrawals from prior year, from \$3.3 million for fiscal year-ended June 30, 2023 to \$7.1 million in fiscal year-ended June 30, 2024.
- Withdrawals payable as of June 30, 2024 was \$1,000, resulting from participant withdrawals in transit with a trade date of June 28, 2024, compared to no outstanding withdrawals payable as of June 30, 2023. The June 28, 2024 trades settled to the bank on July 1, 2024.
- There was one Securities Purchased Payable as of June 30, 2024 for \$30.0 million, which represented a VIP Liquidity Pool securities transaction with a trade date of June 27, 2024. The securities trade settled to the bank on July 1, 2024.
- There was a balance Due to Investment Pools as of June 30, 2024 resulting from exchange transactions from one participant from VIP 1-3 Year Bond Fund to the VIP Liquidity Pool. The transactions had a trade date of June 28, 2024, and settled to the bank on July 1, 2024. The exchanges are included in Transfers between Pools and the net position for the fiscal year ended June 30, 2024. The VIP 1-3 Year Bond Fund strikes on the fifteenth and the last business day of each month; therefore, the balance due to investment pools from the VIP 1-3 Year Bond Fund to the VIP Liquidity Pool is recorded as of June 30, 2024 at \$1,194,137.

Financial Highlights – Fiscal Year 2023

- The combined total net position held in trust for pool participants was \$2,676.1 million at June 30, 2023, representing an increase of \$496.9 million, or 22.80%, from the net position as of June 30, 2022. The increase was due to several factors: Investments at Fair Value increased by \$457.1 million; Cash and Cash Equivalents increased by \$14.1 million; Interest Receivable increased by \$6.8 million; and Withdrawal Payables decreased by \$25.0 million. Offsetting this was a decrease in Contributions Receivable by \$6.0 million.
- Cash and cash equivalents increased by \$14.1 million from \$722.1 million at June 30, 2022 to \$736.2 million at June 30, 2023. The increase in cash position was due to several factors. The VIP 1-3 Year Bond Fund had an increase of \$8.1 million in money market funds. The VIP Liquidity Pool had decreases of \$30.7 million in money market funds and of \$141.0 million in repurchase agreements (presented as cash equivalents), offset by an increase in money market investments of \$116.4 million. Additionally, the VIP Liquidity Pool had a balance of \$61.2 million in insured cash sweep deposits as of June 30, 2023 compared to no insured cash sweep deposits at June 30, 2022.
- Contributions from participants during fiscal year-ended 2023 totaled \$1,986.1 million, a 22.35% increase in contributions from participants of \$1,623.3 million during fiscal year 2022. The net increase is attributable to the VIP Liquidity Pool which experienced an increase from prior year of \$364.9 million, or 22.69%, offset by a decrease in the VIP 1-3 Year Bond Fund from prior year of \$2.2 million.

VIRGINIA INVESTMENT POOL TRUST FUND

MANAGEMENT'S DISCUSSION AND ANALYSIS (UNAUDITED)

JUNE 30, 2024 and 2023

- There were no contributions receivable at June 30, 2023. This represents a decrease from \$6.0 million at June 30, 2022.
- Interest income increased markedly during fiscal year 2023 compared with fiscal year 2022, ending June 30, 2023 at \$74.8 million versus \$7.1 million at June 30, 2022. Interest receivables also increased during fiscal year 2023 with a year-ending balance of \$9.1 million compared to fiscal year 2022 ending balance of \$2.3 million.
- The Trust's fair value of investments depreciated \$4.5 million in fiscal year 2023, compared to net depreciation of \$14.9 million in fiscal year 2022. This change is largely attributable to the VIP 1-3 Year Bond Fund, which experienced a net depreciation in the fair value of investments of \$5.4 million in fiscal year 2023, compared to fiscal year 2022, which experienced a net depreciation of \$13.9 million. In fiscal year 2023, the VIP Liquidity Pool experienced net appreciation in the fair market value of investments of \$0.9 million, compared to fiscal year 2022, in which it experienced net depreciation of \$1.0 million. As discussed later, the return for the VIP 1-3 Year Bond Fund in fiscal year 2023 was 0.29% compared to (3.19%) for fiscal year 2022.
- Participant withdrawals during the fiscal year-ended 2023 totaled \$1,557.8 million compared with participant withdrawals of \$1,703.7 million during fiscal 2022 for a decrease of \$145.8 million, or (8.56%). The lower withdrawal activity is attributable to the VIP Liquidity Pool, which experienced a decrease in withdrawals of \$123.9 million, or (7.38%), and the VIP 1-3 Year Bond Fund which experienced a decrease of \$21.9 million in withdrawals from prior year, from \$25.2 million for fiscal year-ended June 30, 2022 to \$3.3 million in fiscal year-ended June 30, 2023.
- There were no withdrawals payable at June 30, 2023. This represents a decrease from \$25.0 million at June 30, 2022.

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VIRGINIA INVESTMENT POOL TRUST FUND

MANAGEMENT'S DISCUSSION AND ANALYSIS (UNAUDITED)

JUNE 30, 2024 and 2023

Financial Analysis

The Trust's objectives are established individually by investment pool. The VIP 1-3 Year Bond Fund's objective is to provide political subdivisions with a high-quality investment vehicle for participants who require less liquidity and can assume additional price volatility for the potential of greater returns over a longer-term horizon. The objective of the VIP Liquidity Pool is to provide political subdivisions with an AAAM-rated (Standard & Poor's) investment vehicle offering daily liquidity at a stable net asset value ("NAV").

The comparative financial information for the *Statements of Fiduciary Net Position* as of the three fiscal years ended June 30 are as follows:

	2024	Increase (Decrease)	2023	Increase (Decrease)	2022
ASSETS					
Cash and Cash Equivalents	\$ 1,412,462,591	\$ 676,288,482	\$ 736,174,109	\$ 14,095,048	\$ 722,079,061
Contributions Receivable	10,600,000	10,600,000	-	(6,000,000)	6,000,000
Investments at Fair Value	2,289,618,022	358,503,063	1,931,114,959	457,064,677	1,474,050,282
Interest Receivable	11,864,763	2,776,953	9,087,810	6,757,346	2,330,464
TOTAL ASSETS	3,724,545,376	1,048,168,498	2,676,376,878	471,917,071	2,204,459,807
LIABILITIES					
Due to Investment Pools	1,194,137	1,194,137	-	-	-
Withdrawals Payable	1,000	1,000	-	(25,000,000)	25,000,000
Securities Purchased Payable	30,000,000	30,000,000	-	-	-
Accounts Payable	224,234	(21,676)	245,910	56,650	189,260
TOTAL LIABILITIES	31,419,371	31,173,461	245,910	(24,943,350)	25,189,260
NET POSITION HELD IN TRUST FOR POOL PARTICIPANTS	\$ 3,693,126,006	\$ 1,016,995,037	\$ 2,676,130,968	\$ 496,860,421	\$ 2,179,270,547

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VIRGINIA INVESTMENT POOL TRUST FUND
MANAGEMENT'S DISCUSSION AND ANALYSIS (UNAUDITED)

JUNE 30, 2024 and 2023

The comparative financial information for the *Statements of Changes in Fiduciary Net Position* for the three fiscal years ended June 30 are as follows:

	2024	Increase (Decrease)	2023	Increase (Decrease)	2022
ADDITIONS					
Participant Contributions	\$ 2,704,837,618	\$ 718,747,304	\$ 1,986,090,314	\$ 362,768,375	\$ 1,623,321,939
Interest Income	143,875,817	69,082,170	74,793,647	67,688,218	7,105,429
Net Appreciation/(Depreciation) in Fair Value of Investments	2,117,614	6,660,016	(4,542,402)	10,393,570	(14,935,972)
Investment Expenses	(1,340,030)	(367,678)	(972,352)	(191,973)	(780,379)
Total Additions	<u>2,849,491,019</u>	<u>794,121,812</u>	<u>2,055,369,207</u>	<u>440,658,190</u>	<u>1,614,711,017</u>
DEDUCTIONS					
Participant Withdrawals	1,831,626,989	273,799,764	1,557,827,226	(145,824,363)	1,703,651,588
Administrative and Program Expenses	868,992	187,431	681,561	104,955	576,606
Total Deductions	<u>1,832,495,981</u>	<u>273,987,195</u>	<u>1,558,508,787</u>	<u>(145,719,408)</u>	<u>1,704,228,194</u>
Change in Net Position	<u>1,016,995,038</u>	<u>520,134,618</u>	<u>496,860,421</u>	<u>586,377,598</u>	<u>(89,517,177)</u>
Net Position Beginning of Year	<u>2,676,130,968</u>	<u>496,860,422</u>	<u>2,179,270,547</u>	<u>(89,517,178)</u>	<u>2,268,787,725</u>
NET POSITION HELD IN TRUST FOR POOL PARTICIPANTS	<u>\$ 3,693,126,006</u>	<u>\$ 1,016,995,040</u>	<u>\$ 2,676,130,968</u>	<u>\$ 496,860,421</u>	<u>\$ 2,179,270,547</u>

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VIRGINIA INVESTMENT POOL TRUST FUND

MANAGEMENT'S DISCUSSION AND ANALYSIS (UNAUDITED)

JUNE 30, 2024 and 2023

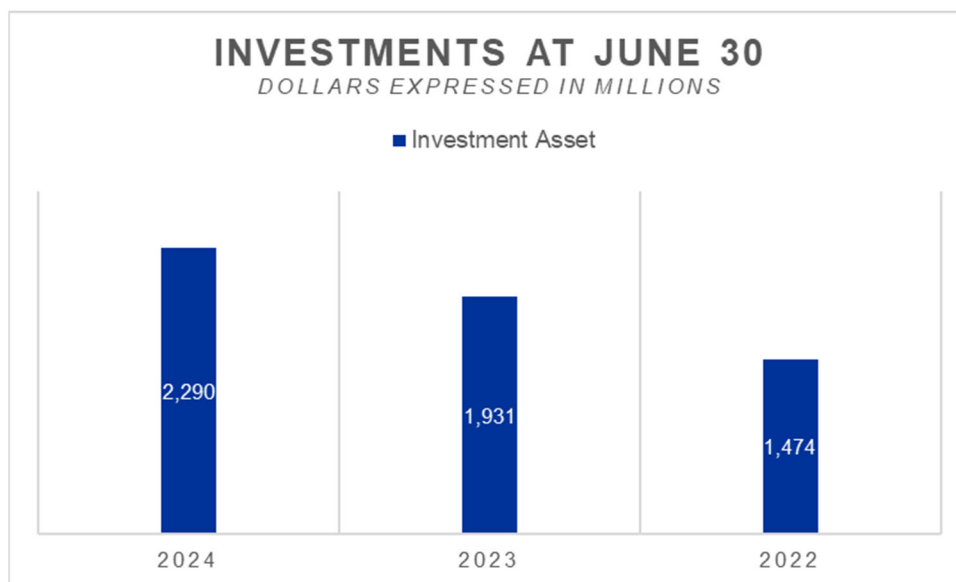
Net Position – June 30, 2024 compared to June 30, 2023

The Trust's net position, comprised primarily of investments reported at fair value, saw an increase of 38.00% from fiscal year-end 2023 to fiscal year-end 2024. Increases in investment balances and overall net position resulted from increases in participant contributions which offset increases in participant withdrawals, resulting in participant contributions exceeding participant withdrawals in fiscal year 2024, and increases in both net interest income and net appreciation in fair value of investments in fiscal year 2024. This led to an overall increase in the net position in fiscal year 2024 compared to an overall increase in net position in fiscal year 2023, with the current year change at \$1,017.0 million compared to prior year of \$496.9 million.

Net Position – June 30, 2023 compared to June 30, 2022

The Trust's net position, comprised primarily of investments reported at fair value, saw an increase of 22.80% from fiscal year-end 2022 to fiscal year-end 2023. Increases in investment balances and overall net position resulted from increases in participant contributions and decreases in participant withdrawals, resulting in participant contributions exceeding participant withdrawals in fiscal year 2023, and net interest income far exceeding depreciation in fair value of investments in fiscal year 2023. This led to an overall increase in the net position in fiscal year 2023 compared to an overall decrease in net position in fiscal year 2022, with the current year change at \$496.9 million compared to prior year of (\$89.5) million.

A comparison of the investment assets for three years as of June 30 is presented below:



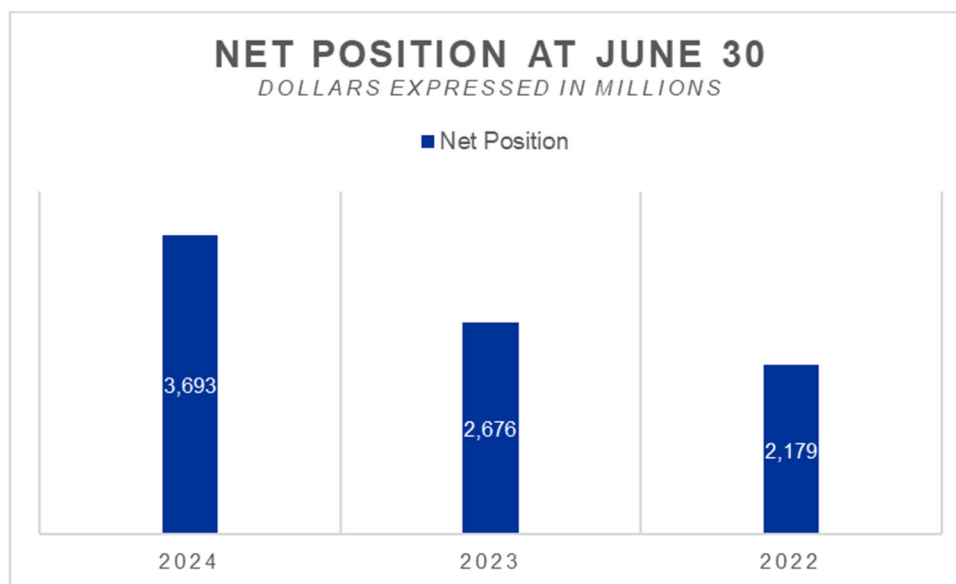
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VIRGINIA INVESTMENT POOL TRUST FUND

MANAGEMENT'S DISCUSSION AND ANALYSIS (UNAUDITED)

JUNE 30, 2024 and 2023

A comparison of the net position restricted for pool participants for three years as of June 30 is presented below:



Cash and Cash Equivalents – June 30, 2024 compared to June 30, 2023

Cash and cash equivalents totaled \$1,412.5 million at fiscal year-end 2024 compared with \$736.2 million at fiscal year-end 2023, representing an increase in cash and cash equivalents of \$676.3 million. Cash and cash equivalents include: money market funds, insured cash sweep deposits, money market investments, and repurchase agreements.

Cash and Cash Equivalents – June 30, 2023 compared to June 30, 2022

Cash and cash equivalents totaled \$736.2 million at fiscal year-end 2023 compared with \$722.1 million at fiscal year-end 2022, representing an increase in cash and cash equivalents of \$14.1 million. Cash and cash equivalents include: money market funds, insured cash sweep deposits, money market investments, and repurchase agreements.

Participation - June 30, 2024 compared to June 30, 2023

Participation in the Trust's pools is voluntary and the Administrator strives to direct marketing efforts throughout the Commonwealth. The Trust provides all political subdivisions, including urban, rural, and underserved localities access to professionally managed investment pools.

The average of the daily aggregate participant net asset values was higher in fiscal year 2024 than in fiscal year 2023. The VIP 1-3 Year Bond Fund's average of the daily total participant net asset values increased slightly from \$341.4 million for fiscal year 2023 to \$341.5 million for fiscal year 2024. However, the VIP Liquidity Pool's average of the daily total participant net asset values increased markedly from \$1,700.5 million for fiscal year 2023 to \$2,360.6 million for fiscal year 2024. During the fiscal year, sixteen new participants joined the Trust, bringing the total number of participants to 183. The Trust is in its eleventh fiscal year of operations, and participants are seeking high quality fixed income investment options under the supervision of professional management.

VIRGINIA INVESTMENT POOL TRUST FUND
MANAGEMENT’S DISCUSSION AND ANALYSIS (UNAUDITED)

JUNE 30, 2024 and 2023

Factors affecting the level of interest income of the Trust include weighted average maturity, duration, interest rate levels, and average daily investment balances.

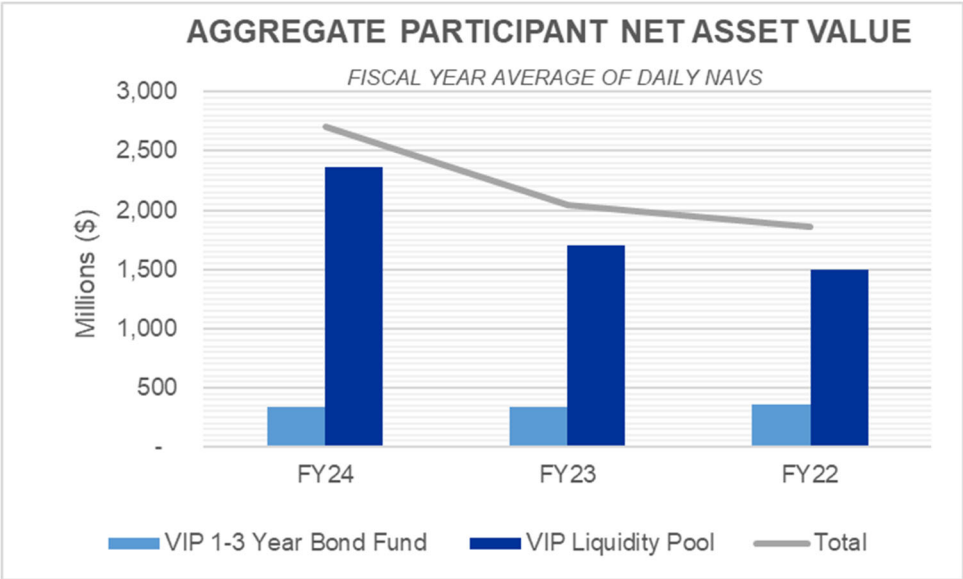
Participation - June 30, 2023 compared to June 30, 2022

Participation in the Trust’s pools is voluntary and the Administrator strives to direct marketing efforts throughout the Commonwealth. The Trust provides all political subdivisions, including urban, rural, and underserved localities access to professionally managed investment pools.

The average of the daily aggregate participant net asset values was higher in fiscal year 2023 than in fiscal year 2022. The VIP 1-3 Year Bond Fund’s average of the daily total participant net asset values decreased from \$363.5 million for fiscal year 2022 to \$341.4 million for fiscal year 2023. However, the VIP Liquidity Pool’s average of the daily total participant net asset values increased from \$1,494.3 million for fiscal year 2022 to \$1,700.5 million for fiscal year 2023. During the fiscal year, twenty-two new participants joined the Trust, bringing the total number of participants to 167. The Trust is in its tenth fiscal year of operations, and participants are seeking high quality fixed income investment options under the supervision of professional management.

Factors affecting the level of interest income of the Trust include weighted average maturity, duration, interest rate levels, and average daily investment balances.

The chart below presents a comparison of the average total investment NAV balance of participants by pool and by total Trust over the fiscal years 2024, 2023, and 2022:



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VIRGINIA INVESTMENT POOL TRUST FUND

MANAGEMENT'S DISCUSSION AND ANALYSIS (UNAUDITED)

JUNE 30, 2024 and 2023

Investment Performance

Following the Federal Open Market Committee's ("FOMC") 0.25% rate hike in July 2023, the committee left the federal funds rates stable throughout the remainder of fiscal year 2024 at 5.25% to 5.50%. The federal funds rate is the overnight interest rate at which depository institutions lend reserve balances to other depository institutions and is instrumental in determining the rates of other fixed income instruments. With the rate of inflation remaining above the Fed's 2% target during fiscal year 2024, the Fed maintained a higher fed funds rate in order to temper economic growth and reduce inflation by slowing both consumer demand and corporate spending. The Fed's policies had a significant impact on the performance of the VIP portfolios, as detailed below.

VIP 1-3 Year High Quality Bond Fund

The VIP 1-3 Year High Quality Bond Fund provides an investment vehicle to pool and invest funds for political subdivisions with surplus funds and an investment horizon of one year or longer. The VIP 1-3 Year Bond Fund is rated AA+f/S1 by Standard & Poor's. The VIP 1-3 Year Bond Fund measures its returns against the ICE Bank of America Merrill Lynch (ICE BAML) 1-3 Year AAA/AA Corporate & Government Index. The VIP 1-3 Year Bond Fund aims to exceed the return of the benchmark over three-year rolling periods while preserving participant capital. The total return (before fees) of the VIP 1-3 Year Bond Fund for the year-ended June 30, 2024 was 4.59% compared to 4.58% for the ICE BAML Index, and for the year-ended June 30, 2023 was 0.29% compared to 0.16% for the ICE BAML Index. As of fiscal year-end 2024, the annualized return since inception (February 1, 2014) of the VIP 1-3 Year Bond Fund was 1.27%, compared to the benchmark's annualized return of 1.16%.

With the FOMC holding its benchmark overnight rate largely static during the fiscal year, Treasury yields remained steady, as well. The one-month and 5-Year yields started the year (July 3, 2023) at 5.27% and 4.19%, respectively. As of fiscal year-end, the one-month and 5-Year Treasury yields rose 20 and 14 basis points, respectively, to 5.47% and 4.33%. The 2-Year Treasury yield began the fiscal year at 4.94% and ended the fiscal year at 4.71%. The market value of the securities in the portfolio increased due to the decline in yields during the fiscal year as fixed income prices move inversely to yields. The VIP 1-3 Year Bond Fund realized a positive total return (which includes income) of 4.59% versus the benchmark's return of 4.58%. While the future cannot be predicted with certainty, using history as a guide, it is anticipated that, over complete market cycles, the income return generated from the Fund will exceed any negative price return, leading to an overall positive total return.

Market yield is a forward-looking measure and represents the yield investors might realize going forward assuming the securities in the portfolio are held to maturity, all else being equal. The market yield (before fees) has decreased from 4.98% as of June 30, 2023 to 4.81% as of June 30, 2024.

Duration, a key metric used to manage interest rate risk of the 1-3 Year Bond Fund, is a measurement of a fund's sensitivity to interest rate changes. The duration of the VIP 1-3 Year Fund as of June 30, 2024 was 1.78 years compared with the duration of its benchmark of 1.75 years. As of June 30, 2023, the 1-3 Year Bond Fund's duration was 1.83 years compared with the duration of its benchmark of 1.76 years. Book yield is based on the amortized cost of the securities held in the portfolio, ignoring current market values, and represents the potential yield available to current participants who were invested in the portfolio at the time the securities in the portfolio were purchased. The book yield (before fees) as of June 30, 2024 was 4.35%.

VIRGINIA INVESTMENT POOL TRUST FUND

MANAGEMENT'S DISCUSSION AND ANALYSIS (UNAUDITED)

JUNE 30, 2024 and 2023

The VIP 1-3 Year Bond Fund did not experience large swings in fair value during fiscal year 2024 in part due to the relatively short duration of the securities in the portfolio. The Net Asset Value of the VIP 1-3 Year Bond Fund ranged from \$9.64 to \$9.81 and ended the fiscal year at \$9.71. The VIP 1-3 Year Bond Fund achieved a positive total return for the fiscal year, driven by both the positive income component of 3.91% and the positive price return of 0.68%. Furthermore, the current market yield of the VIP 1-3 Year Bond Fund suggests higher income going forward, all else being equal.

VIP 1-3 Year Bond Fund Summarized Investment Information as of June 30:

VIP 1-3 Year Bond Fund

	2024	2023	2022
Total Return (FYTD)	4.59%	0.29%	-3.19%
ICE BAML Index (FYTD)	4.58%	0.16%	-3.30%
Duration (years)	1.78	1.83	1.80
ICE BAML Index (years)	1.75	1.76	1.77
Total Return Since Inception (Annualized)	1.27%	0.93%	1.00%
ICE BAML Index (Annualized)	1.16%	0.81%	0.88%

The VIP 1-3 Year Bond Fund portfolio allocation is a key strategy to maximizing the investment returns to participants. The portfolio allocation of the VIP 1-3 Year Bond Fund, based on fair value as of June 30, 2024 and June 30, 2023, was as follows:

Security Distribution	2024		2023	
	Portfolio Amount	Portfolio Allocation	Portfolio Amount	Portfolio Allocation
Money Market Funds	\$ 622,442	0.18%	\$ 9,637,138	2.87%
U.S. Treasury Securities	293,749,952	87.18%	282,583,936	84.06%
U.S. Government and Agency	18,041,594	5.35%	11,788,988	3.51%
Corporate Bonds and Notes	24,514,964	7.28%	32,148,774	9.56%
Total	<u>\$ 336,928,952</u>	<u>100.00%</u>	<u>\$ 336,158,837</u>	<u>100.00%</u>

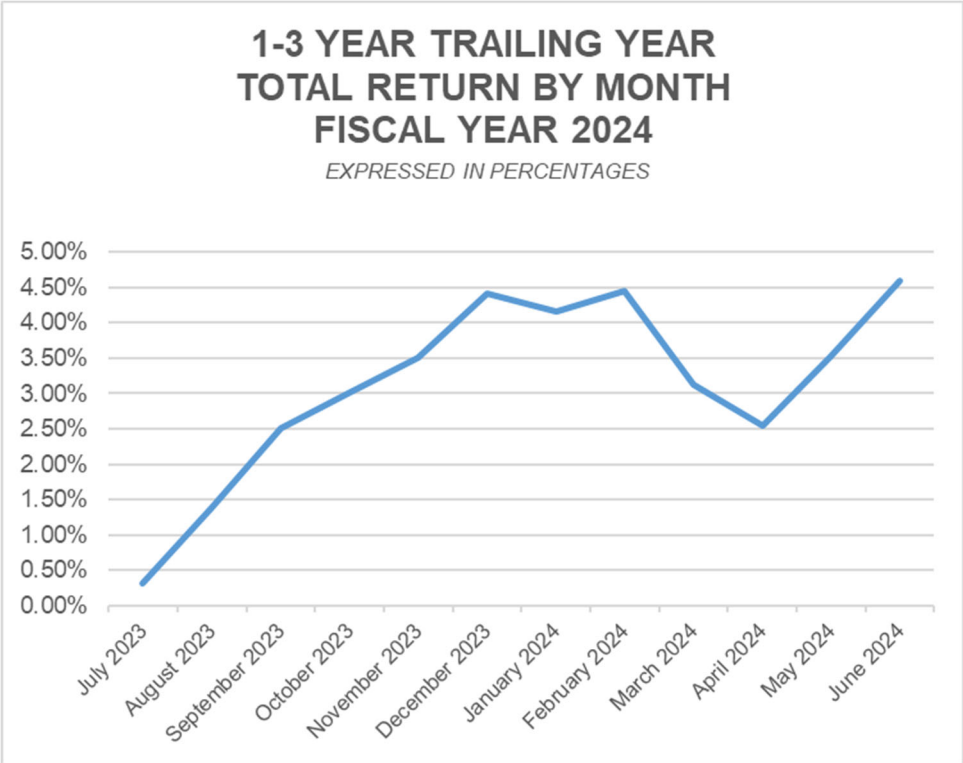
The VIP 1-3 Year Bond Fund participant shares are valued two times per month. The net asset value per share of the VIP 1-3 Year Bond Fund as of June 30 for three years is below:

VIP 1-3 Year Bond Fund		
PRICE PER SHARE		
AS OF JUNE 30		
2024	2023	2022
\$ 9.710	\$ 9.646	\$ 9.801

VIRGINIA INVESTMENT POOL TRUST FUND
MANAGEMENT’S DISCUSSION AND ANALYSIS (UNAUDITED)

JUNE 30, 2024 and 2023

The VIP 1-3 Year Bond Fund’s rolling twelve-month investment returns to participants as of the month-end valuation for each month during fiscal year 2024 are reflected below:

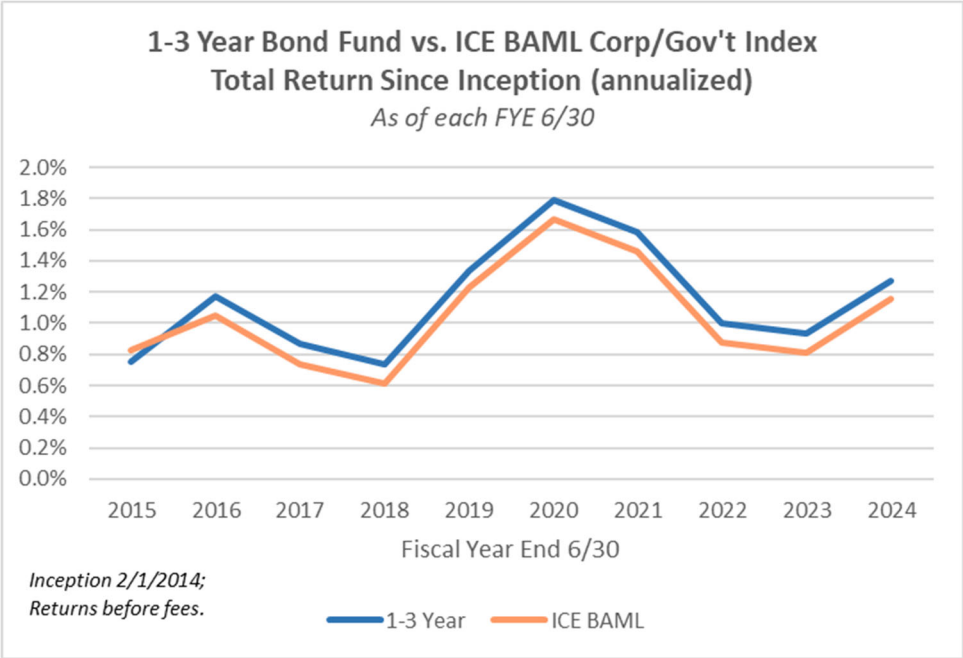


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VIRGINIA INVESTMENT POOL TRUST FUND
MANAGEMENT’S DISCUSSION AND ANALYSIS (UNAUDITED)

JUNE 30, 2024 and 2023

The VIP 1-3 Year Bond Fund’s annualized total return before fees since inception as of each fiscal year end from fiscal year 2015 to fiscal year 2024 are reflected below:



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VIRGINIA INVESTMENT POOL TRUST FUND

MANAGEMENT'S DISCUSSION AND ANALYSIS (UNAUDITED)

JUNE 30, 2024 and 2023

VIP Liquidity Pool

The VIP Liquidity Pool was established in October 2016. The objective of the VIP Liquidity Pool is to provide political subdivisions with an AAAM-rated (Standard & Poor's) investment vehicle offering daily liquidity at a stable net asset value. The investments in the VIP Liquidity Pool are short-duration, high-quality, fixed income securities. As such, the investments are less susceptible to changes in fair value that could result in permanent adjustments due to market conditions.

As the Federal Reserve held the federal funds target rate range largely steady throughout fiscal year 2024, the net yield of the VIP Liquidity Pool remained relatively steady as well. The net yield at the beginning of the fiscal year was 5.29% compared to 5.41% as of June 30, 2024. The 30-day average net yield of the VIP Liquidity Pool as of June 30, 2024 was 5.42% compared to 5.25% as of June 30, 2023. The average annual daily yield for fiscal year-ended June 30, 2024 was 5.48% compared to 3.92% for fiscal year-ended June 30, 2023.

As of June 30, 2024, the weighted average maturity to reset ("WAMR") was 20.34 days and the weighted average maturity to final ("WAMF") was 48.63 days. As of June 30, 2023, the WAMR was 40.78 days and the WAMF was 69.67 days. Standard & Poor's guidelines permit a maximum WAMR of 60 days and a maximum WAMF of 90-120 days.

VIP Liquidity Pool Summarized Investment Information as of June 30:

	2024	2023	2022
30 Day Ave Net Yield	5.42%	5.25%	1.13%
Ave Annual Daily Yield	5.48%	3.92%	0.27%
WAMR (days)	20.34	40.78	26.71
WAMF (days)	48.63	69.67	55.62

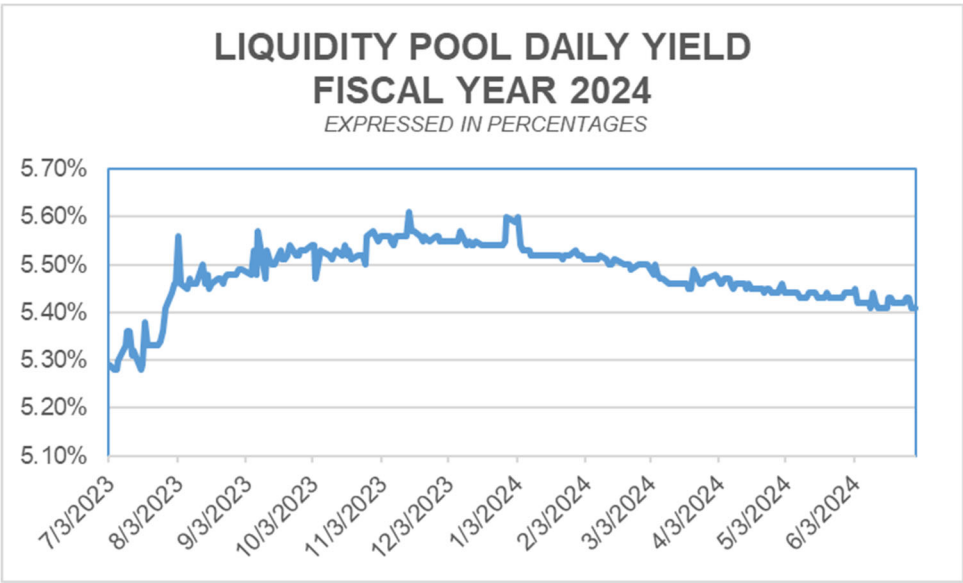
The portfolio allocation of the VIP Liquidity Pool, based on fair value as of June 30, 2024 and June 30, 2023, was as follows:

Security Distribution	2024		2023	
	Portfolio Amount	Portfolio Allocation	Portfolio Amount	Portfolio Allocation
Cash	\$ 64,704,481	1.92%	\$ 61,245,038	2.63%
Money Market Funds	1,060,766,086	31.52%	391,140,125	16.78%
U.S. Treasury Securities	74,662,148	2.22%	59,193,510	2.54%
Commercial Paper	911,008,214	27.07%	354,201,492	15.20%
Negotiable Certificates of Deposit	967,637,942	28.76%	1,191,198,259	51.10%
Repurchase Agreements	286,255,783	8.51%	274,021,358	11.76%
Total	<u>\$ 3,365,034,653</u>	<u>100.00%</u>	<u>\$ 2,330,999,783</u>	<u>100.00%</u>

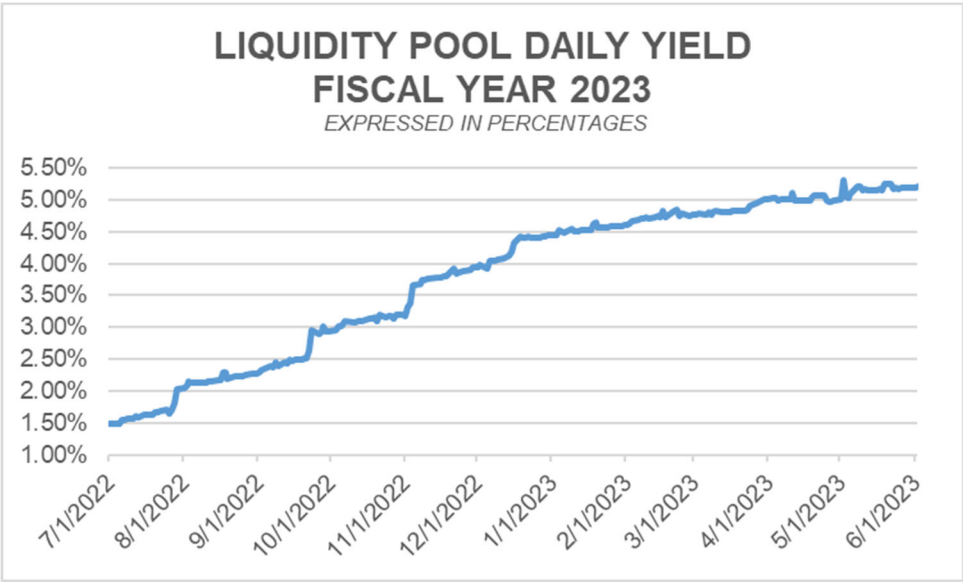
VIRGINIA INVESTMENT POOL TRUST FUND
MANAGEMENT’S DISCUSSION AND ANALYSIS (UNAUDITED)

JUNE 30, 2024 and 2023

The VIP Liquidity Pool’s investment returns to participants based on the daily valuation during fiscal year 2024 are reflected below:



The VIP Liquidity Pool’s investment returns to participants based on the daily valuation during fiscal year 2023 are reflected below:



VIRGINIA INVESTMENT POOL TRUST FUND

MANAGEMENT'S DISCUSSION AND ANALYSIS (UNAUDITED)

JUNE 30, 2024 and 2023

Economic Factors and Review

The Trust's performance and operations are dependent on the financial markets and overall economic conditions. Participant activity is influenced by local economic factors and participant cash flows.

The Liquidity Pool has a WAMR of less than 60 days, while the 1-3 Year Bond Fund has a duration of less than two years. Investments with shorter durations are subject to less interest rate risk. Management believes that it has adequately planned for economic downturns through portfolio diversification, maintaining sufficient liquidity, investing in securities with lower durations, and modifying target asset allocations.

Quarterly U.S. real economic growth, as measured by the percentage change in Gross Domestic Product ("GDP") from the prior quarter, ended fiscal year 2023 at 2.1% (annualized). The first quarter of fiscal year 2024 experienced a rebound in economic activity with a real GDP of 4.9% versus the prior quarter (annualized). The quarterly growth rate of the economy; however, slowed in second and third quarters of the fiscal year 2024, coming in at 3.4% (annualized) and 1.4% (annualized) respectively; and ending fiscal year 2024 at 2.8% (annualized).

The U.S. unemployment rate increased during fiscal year 2024, beginning at 3.5% in July 2023, and ending the year in June 2024 at 4.1%. Virginia's unemployment rate during fiscal year 2024 remained steady at 2.6% in July 2023, ending the year in June 2024 at 2.7%. Domestic year-on-year inflation ("CPI") as of June 2023 of 3.0% remained static despite fluctuations within the fiscal year, ending the year in June 2024 at 3.0%.

Beginning in early 2022, the Fed embarked on an aggressive rate hiking campaign to counter rising inflation which peaked in mid-2022 at an annual rate of 9.1%. The Fed Funds rate went from near 0% to today's target rate between 5.25% and 5.50%. As a result, inflation has moderated and the economy has cooled while still maintaining a positive growth rate. With today's lower inflation and slowing growth, the Fed has indicated that the next likely move in rates will be lower.

Declining interest rates have a positive impact on bond prices due to the inverse relationship between rates and prices. Further, because interest rates are much higher today than where they were two years ago, fixed income investors are enjoying higher yields along with the prospect of price increases due to falling rates, which together would translate into significantly higher total returns.

Requests for Information

This financial report is designed to provide a general overview of the Trust's finances. This report and additional information can be found by visiting the Trust's website, virginiainvestmentpool.org/resources/. Questions concerning any of the information provided in this report or requests for additional financial information should be addressed to:

Managing Director
VML/VACo Finance
8 E. Canal Street
Richmond, VA 23219
(804) 648-0635

VIRGINIA INVESTMENT POOL TRUST FUND
STATEMENTS OF FIDUCIARY NET POSITION

JUNE 30, 2024 and 2023

		2024	2023
ASSETS			
	Cash and Cash Equivalents	\$ 1,412,462,591	\$ 736,174,109
	Contributions Receivable	10,600,000	-
	Investments at Fair Value	2,289,618,022	1,931,114,959
	Interest Receivable	11,864,763	9,087,810
	Total Assets	<u>3,724,545,376</u>	<u>2,676,376,878</u>
LIABILITIES			
	Due to Investment Pools	1,194,137	-
	Withdrawals Payable	1,000	-
	Securities Purchased Payable	30,000,000	-
	Accounts Payable	224,234	245,910
	Total Liabilities	<u>31,419,371</u>	<u>245,910</u>
NET POSITION HELD IN TRUST FOR POOL PARTICIPANTS		<u>\$ 3,693,126,006</u>	<u>\$ 2,676,130,968</u>

The accompanying notes are an integral part of these financial statements.

VIRGINIA INVESTMENT POOL TRUST FUND
STATEMENTS OF CHANGES IN FIDUCIARY NET POSITION

YEAR-ENDED JUNE 30, 2024 and 2023

	2024	2023
ADDITIONS		
Participant Contributions	\$ 2,704,837,618	\$ 1,986,090,314
Investment Income:		
Interest Income	143,875,817	74,793,647
Net Appreciation / (Depreciation) in Fair Value of Investments	2,117,614	(4,542,402)
Investment Expenses	(1,340,030)	(972,352)
Net Investment Income	144,653,401	69,278,893
Total Additions	2,849,491,019	2,055,369,207
DEDUCTIONS		
Participant Withdrawals	1,831,626,989	1,557,827,226
Administrative and Program Expenses	868,992	681,561
Total Deductions	1,832,495,981	1,558,508,787
Change in Net Position	1,016,995,038	496,860,421
Net Position Beginning of Year	2,676,130,968	2,179,270,547
NET POSITION HELD IN TRUST FOR POOL PARTICIPANTS	\$ 3,693,126,006	\$ 2,676,130,968

The accompanying notes are an integral part of these financial statements.

VIRGINIA INVESTMENT POOL TRUST FUND

NOTES TO FINANCIAL STATEMENTS

JUNE 30, 2024 and 2023

Note 1—Summary of significant accounting policies

Basis of Presentation – The accompanying financial statements have been prepared in conformance with the accounting principles generally accepted in the United States of America (“GAAP”) as prescribed by the Governmental Accounting Standards Board (“GASB”). These financial statements have been prepared utilizing the accounting principles for governmental external investment pools.

The Reporting Entity – For financial reporting purposes, the Virginia Investment Pool Trust Fund (“Trust”) is an independent reporting entity and is not a component unit of any governmental entity. The Trust reports its activities as a single fiduciary fund.

The Trust was established September 13, 2013, to provide a pooled investment alternative for political subdivisions of the Commonwealth of Virginia (“Commonwealth”). The Trust is a qualified investment pool as defined in the Code of Virginia § 2.2-4513.1 *Investment of funds in qualified investment pools*.

The Trust was created to provide an investment vehicle to pool participant funds and to invest such funds into one or more investment portfolios under the direction and daily supervision of a professional fund manager. Participants hold individual trust accounts within the investment pools.

The Trust is comprised of two pools and operates under the Virginia Investment Pool Trust Fund Agreement (“Trust Agreement”). The Virginia Investment Pool 1-3 Year High Quality Bond Fund (“VIP 1-3 Year Bond Fund”) is designed for political subdivisions that have excess funds and an investment horizon longer than that of money market instruments, typically one year or longer. In October 2016, the Trust established a second portfolio, the Virginia Investment Pool Stable Net Asset Value Liquidity Pool (“VIP Liquidity Pool”). The VIP Liquidity Pool provides daily liquidity and a stable net asset value (“NAV”) for daily operating funds.

The VIP 1-3 Year Bond Fund is designed to provide political subdivisions with a high-quality investment vehicle for participants who require less liquidity and can assume additional price volatility for the potential of greater returns over a longer-term horizon. Participant ownership is proportionate and based on market value. Participants can expect the value of their investment in the fund to fluctuate from month-to-month and should consider this portfolio for a longer-term strategy. The NAV is floating and fluctuates in accordance with market conditions including changes in interest rates. Shares are purchased and redeemed at the floating NAV.

The Trust reports its investments in the VIP 1-3 Year Bond Fund at fair value and, as such, participants should also report their investments in the Trust at fair value approximating NAV. Fair value is determined two times per month. The VIP 1-3 Year Bond Fund is rated AA+/f/S1 by Standard & Poor’s.

The objective of the VIP Liquidity Pool is to provide political subdivisions with an AAAM-rated (Standard & Poor’s) investment vehicle offering daily liquidity at a stable NAV. Participant shares are purchased and redeemed at the stable NAV. The Trust reports its investments in the VIP Liquidity Pool at fair value, and as such participants should also report their investments in the Trust at fair value approximating NAV. Fair value is determined daily. The VIP Liquidity Pool is rated AAAM by Standard & Poor’s.

The Trust’s Board of Trustees has fiduciary responsibility for the investment of monies and administration of the Trust pursuant to the Trust Agreement. The Board of Trustees is currently comprised of twelve voting members and two ex-officio members. Trustees are treasurers or chief investment officers of participating political subdivisions and are elected for staggered three-year terms by the participants in the Trust. The Trust is not subject to regulatory oversight and is not registered with the Securities and Exchange Commission (“SEC”) as an investment company.

VIRGINIA INVESTMENT POOL TRUST FUND

NOTES TO FINANCIAL STATEMENTS

JUNE 30, 2024 and 2023

Note 1—Summary of significant accounting policies (continued)

Measurement Focus and Basis of Accounting – The financial statements of the Trust are presented as a fiduciary fund utilizing the economic resources measurement focus and the accrual basis of accounting. Under the accrual basis of accounting, revenues are recognized when earned and expenses are recognized when incurred regardless of timing of the cash flows. Security transactions and the related gains and losses are reported on a trade date basis. At June 30, 2024, there was a pending securities purchase payable in the VIP Liquidity Pool for \$30 million with a trade date of June 27, 2024, and bank settlement date of July 1, 2024. At June 30, 2023, there were no pending trades. Interest income is accrued as earned, but is allocated to participants' accounts daily for the VIP Liquidity Pool and twice per month for the VIP 1-3 Year Bond Fund.

GASB Statements – There were no new pronouncements issued by the GASB that affected the Trust for fiscal year-ended June 30, 2024.

Cash and Cash Equivalents – The Trust considers all deposits in banks and short-term highly liquid investments that are readily convertible to cash to be cash equivalents. Cash equivalents, which are comprised of money market mutual funds and repurchase agreements, are recorded at amortized cost, which approximates fair value.

Cash received from participants for investing in the Trust is recognized upon receipt by the custodian bank if received by the cutoff time. Funds received after the cutoff time will not be in the investment account until the next business day. There are no separate participant accounts to hold participant funds during this interim period.

Investment Objectives – The investment objectives of the Trust are structured in accordance with the strategy of each respective pool. The standard of prudence to be used by investment officials of the Trust shall be the “prudent person” and shall be applied in the context of managing the portfolios. The Trust may only invest in authorized investments as established by the Board of Trustees and in accordance with the *Code of Virginia*, Chapter 45. *Investment of Public Funds Act*.

The VIP 1-3 Year Bond Fund is a fixed income investment portfolio designed to provide a pooled investment alternative with an investment horizon greater than that of money market instruments, typically one year or longer. The investment objectives are to exceed the return of the ICE Bank of America Merrill Lynch 1-3-Year AAA/AA U.S. Corporate & Government Index over three-year periods, and to preserve capital. The VIP 1-3 Year Bond Fund seeks to obtain the highest possible yield on available financial assets, consistent with constraints imposed by safety objectives and cash flow considerations.

The VIP Liquidity Pool is a fixed income investment portfolio designed to provide a pooled investment alternative with a stable NAV. The investment objectives are safety, liquidity, transparency, and offering a competitive yield, in accordance with the *Code of Virginia*.

Investment Restrictions – The investment policy seeks to restrict investments only to those high-quality, fixed income securities as authorized in the *Code of Virginia*. No investment may have a rating that is not at or above the minimum required in the *Code of Virginia*.

Investments of funds for the VIP 1-3 Year Bond Fund may not exceed a period of 60 months, unless the investment has a put option meeting this requirement.

VIRGINIA INVESTMENT POOL TRUST FUND

NOTES TO FINANCIAL STATEMENTS

JUNE 30, 2024 and 2023

Note 1—Summary of significant accounting policies (continued)

To provide for the safety and liquidity of funds, the VIP Liquidity Pool is required to maintain a dollar-weighted average maturity to reset ("WAMR") of 60 days or less and a dollar-weighted average maturity to final of 120 days or less.

Valuation – Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Security transactions are recorded on a trade date basis. Realized gains and losses on sales of investments are calculated on an identified cost basis. Interest income, including any amortization of premium or accretion of discount, is recorded on the accrual basis. See Note 2 and Note 3 for discussion of investment risk and fair value measurements. Net investment income consists of realized and unrealized appreciation (depreciation) in the fair value of investments and interest income earned. Realized gains and losses on the sale of investments are recognized on the specific identification basis to match with the cost basis of the investments sold.

The following table reflects the investments at fair value and par value, including interest rate ranges and the maturity date ranges for the VIP 1-3 Year Bond Fund, as of June 30, 2024:

VIP 1-3 Year Bond Fund

Investment Type	Fair Value	Par Value	Maturity Dates Ranges	Interest Rate Ranges (%)
U.S. Treasury Securities	\$ 293,749,952	\$ 292,764,209	05/2025 - 06/2027	0.25 - 4.63
U.S. Government and Agency	18,041,594	18,070,134	06/2026 - 11/2026	4.38 - 4.63
Corporate Bonds and Notes	24,514,964	24,593,015	11/2024 - 05/2026	3.13 - 5.05
Total VIP 1-3 Year Bond Fund	\$ 336,306,510	\$ 335,427,358		

The following table reflects the investments at fair value and par value, including interest rate ranges and the maturity date ranges for the VIP 1-3 Year Bond Fund, as of June 30, 2023:

VIP 1-3 Year Bond Fund

Investment Type	Fair Value	Par Value	Maturity Dates Ranges	Interest Rate Ranges (%)
U.S. Treasury Securities	\$ 282,583,936	\$ 289,620,174	07/2024 - 04/2026	0.25 - 4.25
U.S. Government and Agency	11,788,988	11,863,559	03/2025 - 06/2026	4.38 - 4.63
Corporate Bonds and Notes	32,148,774	32,599,964	05/2024 - 05/2026	2.85 - 5.05
Total VIP 1-3 Year Bond Fund	\$ 326,521,698	\$ 334,083,697		

VIRGINIA INVESTMENT POOL TRUST FUND

NOTES TO FINANCIAL STATEMENTS

JUNE 30, 2024 and 2023

Note 1—Summary of significant accounting policies (continued)

The following table reflects the investments at fair value and par value, including interest rate ranges and the maturity date ranges for the VIP Liquidity Pool, as of June 30, 2024:

VIP Liquidity Pool

Investment Type	Fair Value	Par Value	Maturity Dates Ranges	Interest Rate Ranges (%)
U.S. Treasury Securities	\$ 74,662,148	\$ 74,387,377	07/2024 - 08/2024	0.00 (1)
Commercial Paper	911,008,214	905,153,316	07/2024 - 03/2025	5.50 - 5.61 (1)(2)
Negotiable Certificates of Deposit	967,637,942	967,545,401	07/2024 - 02/2025	5.31 - 5.82 (2)
Repurchase Agreements (3)	286,255,783	286,255,783	07/2024	0.00 (1)
Total VIP Liquidity Pool	\$ 2,239,564,087	\$ 2,233,341,877		

(1) Includes securities issued at a discount.

(2) Includes securities that have variable rates with the rates ranging from 5.50 - 5.82 percent as of fiscal year end.

(3) The repurchase agreements meet the definition of a cash equivalent per policy and are reported on the Statement of Net Position as cash equivalents at amortized cost, which approximates fair value.

The following table reflects the investments at fair value and par value, including interest rate ranges and the maturity date ranges for the VIP Liquidity Pool, as of June 30, 2023:

VIP Liquidity Pool

Investment Type	Fair Value	Par Value	Maturity Dates Ranges	Interest Rate Ranges (%)
U.S. Treasury Securities	\$ 59,193,510	\$ 58,953,535	08/2023 - 12/2023	0.00 (1)
Commercial Paper	354,201,492	350,340,464	07/2023 - 01/2024	5.39 - 5.52 (1)(2)
Negotiable Certificates of Deposit	1,191,198,259	1,191,211,409	07/2023 - 02/2024	4.97 - 5.73 (2)
Repurchase Agreements (3)	274,021,358	274,021,358	07/2023	0.00 (1)
Total VIP Liquidity Pool	\$ 1,878,614,619	\$ 1,874,526,766		

(1) Includes securities issued at a discount.

(2) Includes securities that have variable rates with the rates ranging from 5.20 - 5.62 percent as of fiscal year end.

(3) The repurchase agreements meet the definition of a cash equivalent per policy and are reported on the Statement of Net Position as cash equivalents at amortized cost, which approximates fair value.

VIRGINIA INVESTMENT POOL TRUST FUND

NOTES TO FINANCIAL STATEMENTS

JUNE 30, 2024 and 2023

Note 1—Summary of significant accounting policies (continued)

Administrative and Investment Fees – The Administrator oversees the operations of the Trust, and the Trust contracts with a third-party service provider for the portfolio management and record keeping services. The costs for the services of the Administrator and third-party service provider are accrued and charged as administrative expenses and investment expenses, respectively. The Board of Trustees approves administrative and investment fees. Fees are payable monthly in arrears on the first day of the next succeeding month.

Administrative fees for the VIP 1-3 Year Bond Fund are assessed once per month in arrears for the costs of administering the Trust. The fee is inclusive of all costs of program administration other than direct investment-related expenses, including client education, audit and reporting, legal services, accounting, credit rating, Board expenses, and insurance. The program administration fee is applied on a sliding scale based upon each participant's average asset value during the preceding month. Direct investment-related expenses, including fees for investment management and custodial services, are deducted from investment assets directly rather than from participant accounts. For fiscal years ended June 30, 2024 and 2023, the investment-related expenses were approximately 0.06% (6 basis points) of investment assets. Total administrative and investment fees ranged between 0.08% and 0.17% depending on each participant's asset value.

Participant fees for the VIP Liquidity Pool are assessed daily. The annual fee to each participant may not exceed 0.15% (15 basis points) of the participant's account balance. The fee charged to participants is inclusive of all costs including program administration, investment management, custodial services, and fund accounting and reporting.

Income Distribution – In order to account for each participant's activity, separate accounts are maintained by the Trust. Earnings less expenses accrued in the Trust are allocated to each participant on a semi-monthly basis for the VIP 1-3 Year Bond Fund, and on daily basis for the VIP Liquidity Pool. The allocation is based on the participant's pro rata share of the total investments in the pool. The allocated net investment income is automatically reinvested the same business day.

Participant Transactions – For both pools, the value of each participant's investment is determined by the pro rata share of NAV of the fund based on the fair value determination on the strike days. Each participant's proportionate share is adjusted so the sum of the participant shares equals the total investment portfolio value.

The VIP 1-3 Year Bond Fund is managed as a variable NAV pool. Fair value and NAV are determined on the 15th and last business day of each month. If the 15th is not a business day, fair value and the NAV are determined as of the preceding business day. The pool transacts with participants based on a floating NAV per share that is determined by the market, which is the same method used to report investments. Participants may contribute at any time and the contributions initially are included in the VIP Liquidity Pool, which serves as a sweep account for the VIP 1-3 Year Bond Fund. Designated deposits are transferred from the VIP Liquidity Pool into the VIP 1-3 Year Bond Fund following the next semi-monthly portfolio valuation. Redemptions must be at least ten thousand dollars and may be made twice per month on the first business day following the portfolio valuation.

The VIP Liquidity Pool is managed as a stable NAV. Fair value is determined daily for the VIP Liquidity Pool and the pool transacts with participants at a stable NAV per share of \$1.00 based on the fair value, which is the same method used to report investments. Participants may contribute and withdraw funds on a daily basis. Contributions received by the cutoff time are credited to the participant account that day and invested with other funds in the portfolio. Contributions received after the cutoff time are credited on the next business day. Requests for redemptions are honored on a same day basis, if received prior to the cutoff time. Participants may contribute to, and withdraw funds from, the VIP Liquidity Pool at any time.

VIRGINIA INVESTMENT POOL TRUST FUND

NOTES TO FINANCIAL STATEMENTS

JUNE 30, 2024 and 2023

Note 1—Summary of significant accounting policies (continued)

Custodian – The Trust has contracted with a custodian that is a qualified public depository to maintain custody of the funds and securities. The custodian is responsible for holding all funds and securities in a separate account in the name of the Trust, collecting all income and principal due to the Trust from securities held, accepting contributions and distributing redemptions, and properly accepting for delivery and/or delivering securities in accordance with the contract between the Trust and the custodian.

Risk Management – The Trust is exposed to various risks of loss such as loss due to torts, theft, injuries, and natural disasters. The Administrator, at the direction of the Board of Trustees, maintains commercial insurance coverage to limit exposure to identified risks. The Administrator conducts an analysis at least annually to determine the type and extent of coverage needed. The coverage is deemed sufficient to preclude any significant uninsured loss for the covered risks. There were no significant reductions in insurance coverage from the prior year. The costs of settled claims, if any, have not exceeded the coverage in any of the past three years. As of June 30, 2024 and 2023, there is no evidence of an asset impairment or other information that would require the recognition or disclosure of a loss.

Taxes – The Trust is exempt from taxation under Section 115 of the Internal Revenue Code. Accordingly, the accompanying financial statements do not include a provision for Federal or state income taxes.

Estimates – The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements. Such estimates also affect the reported amounts of additions and deductions during the reporting period. Actual results could differ from those estimates and assumptions.

Termination – The Trust Agreement specifically allows for the termination of the Trust once “all participation interests of all participating political subdivisions have been terminated in their entirety.” Partial termination would occur when a participating political subdivision’s interest in the Trust is terminated or when a Trust Joinder Agreement has been terminated. In case of termination, either in whole or in part, affected assets of the Trust would be distributed or transferred in accordance with the Trust Agreement.

Note 2 – Deposits and Investment Risk

Deposits and Investment Risk – The following information regarding disclosures of risks are designed to inform financial statement users about the Trust’s various risks.

Custodial Credit Risk – Custodial credit risk is the risk, in the event of the failure of a depository financial institution or financial counterparty, the Trust will not be able to recover the value of its deposits, investments, or recover collateral securities that are in the possession of an outside party. The Trust’s deposit policy states that collateral for savings and time deposits shall be pledged according to the provisions of the Virginia Security for Public Deposits Act, Section 2.2- 4400 et seq. of the *Code of Virginia* (“Deposit Act”) and the requirements of the State Treasury Board (“Treasury Board”) regulations.

Funds held as deposits in financial institutions are secured in accordance with the provisions of the Deposit Act, which requires any public depository that receives or holds public deposits to pledge collateral to the Treasury Board to cover public deposits in excess of Federal deposit insurance. Deposits are insured by the Federal Deposit Insurance Corporation (“FDIC”) up to federally insured limits. Deposits with a financial institution in excess of the FDIC limit are collateralized at a rate of 102 percent under the pooled method of collateralization as elected by the financial institution.

VIRGINIA INVESTMENT POOL TRUST FUND

NOTES TO FINANCIAL STATEMENTS

JUNE 30, 2024 and 2023

Note 2—Deposits and Investment Risk (continued)

The Trust utilized a money market mutual funds with a weighted average maturity of 41 days as of June 30, 2024. Excess funds in the deposit account are swept into the money market mutual fund each night. The balance remains in the money market mutual fund until expenses are incurred or securities are purchased. When the cash is needed, the funds are moved from the money market mutual fund into the deposit account under the direction of the investment manager. At June 30, 2024, the Trust had approximately \$5.1 million of money market mutual funds, which represented approximately 0.14% of the Trust's total assets. The money market mutual fund is reported as a cash equivalent on the *Statement of Fiduciary Net Position*.

The Trust utilized an institutional money market mutual fund with weighted average maturities between 18 and 48 days as of June 30, 2024. The money market mutual fund is required to price and transact at a net asset value ("NAV") per share that fluctuates based upon the pricing of the underlying portfolio of securities, which may impact the value of those fund shares. The financial institution is a member of the Securities Investor Protection Corporation ("SIPC"). In the event of insolvency or liquidation of the financial institution, securities held in safekeeping by the financial institution are covered by SIPC limits, but not investment risk including loss of principal on an investment. At June 30, 2024, the Trust had approximately \$1,056.3 million in institutional money market mutual funds, which represented approximately 28.36% of the Trust's total assets. The institutional money market mutual fund is reported as a cash equivalent on the *Statement of Fiduciary Net Position*.

As of June 30, 2024, the Trust had deposits in insured cash sweep accounts with one financial institution. The deposits were held in savings accounts that are fully FDIC insured and earn interest at 5.50%. As of June 30, 2024, the carrying amount of the insured cash sweep deposits was \$64.7 million. The insured cash sweep account is considered a deposit and is reported as cash on the *Statement of Fiduciary Net Position*.

There were no deposits in transit as of June 30, 2024.

For fiscal years ended June 30, 2024 and 2023, cash equivalents include repurchase agreements that mature daily. Securities utilized in repurchase agreements are subject to additional restrictions designed to limit the Trust's exposure to risk and ensure the safety of the investment. The Trust invests a portion of its cash in repurchase agreements, which are collateralized by U.S. Government backed securities with the Trust's bank. The fair value, plus accrued income, of securities utilized as collateral in repurchase agreements must be at least 102 percent of the value of the repurchase agreement, plus accrued income. At June 30, 2024 and 2023, the Trust had approximately \$286.3 million and \$274.0 million of repurchase agreements in cash equivalents respectively, which represent approximately 7.69% and 10.24% of the Trust's total assets, respectively.

As of June 30, 2024 and 2023, investment securities for the Trust were registered and held by the custodian in the name of the Trust for the benefit of the investment pools and were not exposed to custodial credit risk.

Interest Rate Risk – Interest rate risk is the risk that changes in interest rates will adversely affect the fair value of an investment. Generally, the longer the maturity of an investment, the greater the sensitivity of its fair value to changes in interest rates. The Trust manages the risk for the VIP 1-3 Year Bond Fund using the effective duration methodology. The VIP Liquidity Pool is reported based on the segmented time distribution as the investments held are not as exposed to interest rate risk as those of longer durations.

VIRGINIA INVESTMENT POOL TRUST FUND
NOTES TO FINANCIAL STATEMENTS

JUNE 30, 2024 and 2023

Note 2—Deposits and Investment Risk (continued)

The following schedule reflects the interest rate risk for the VIP 1-3 Year Bond Fund as of June 30, 2024:

VIP 1-3 Year Bond Fund

<u>Investment Type</u>	<u>Fair Value</u>	<u>Weighted Average Effective Duration (in years)</u>
U.S. Treasury Securities	\$ 293,749,952	1.83
U.S. Government and Agency	18,041,594	2.07
Corporate Bonds and Notes	24,514,964	1.00
Total VIP 1-3 Year Bond Fund	\$ 336,306,510	1.78

The following schedule reflects the interest rate risk for the VIP 1-3 Year Bond Fund as of June 30, 2023:

VIP 1-3 Year Bond Fund

<u>Investment Type</u>	<u>Fair Value</u>	<u>Weighted Average Effective Duration (in years)</u>
U.S. Treasury Securities	\$ 282,583,936	1.81
U.S. Government and Agency	11,788,988	2.39
Corporate Bonds and Notes	32,148,774	1.77
Total VIP 1-3 Year Bond Fund	\$ 326,521,698	1.83

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VIRGINIA INVESTMENT POOL TRUST FUND

NOTES TO FINANCIAL STATEMENTS

JUNE 30, 2024 and 2023

Note 2—Deposits and Investment Risk (continued)

The following schedule reflects the interest rate risk for the VIP Liquidity Pool as of June 30, 2024:

VIP Liquidity Pool

Investment Type	Fair Value	Investment Maturities (in days)								
		0-29	30-59	60-89	90-119	120-149	150-179	180-209	210-239	240-269
U.S. Treasury Securities	\$ 74,662,148	\$ 49,850,820	\$ 24,811,329	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Commercial Paper	911,008,214	194,372,522	156,454,885	140,012,481	89,656,650	133,021,555	131,687,442	14,524,770	46,277,919	4,999,990
Negotiable Certificates of Deposit	967,637,942	217,505,690	154,997,745	150,021,276	100,016,285	225,088,784	80,006,184	-	30,000,000	10,001,980
Repurchase Agreements*	286,255,783	286,255,783	-	-	-	-	-	-	-	-
Total VIP Liquidity Pool	\$ 2,239,564,087	\$ 747,984,813	\$ 336,263,958	\$ 290,033,757	\$ 189,672,935	\$ 358,110,338	\$ 211,693,626	\$ 14,524,770	\$ 76,277,919	\$ 15,001,970

* The repurchase agreements meet the definition of a cash equivalent per policy and are reported on the Statement of Fiduciary Net Position as cash equivalents.

The following schedule reflects the interest rate risk for the VIP Liquidity Pool as of June 30, 2023:

VIP Liquidity Pool

Investment Type	Fair Value	Investment Maturities (in days)								
		0-29	30-59	60-89	90-119	120-149	150-179	180-209	210-239	240-269
U.S. Treasury Securities	\$ 59,193,510	\$ -	\$ 29,877,120	\$ -	\$ -	\$ -	\$ 29,316,390	\$ -	\$ -	\$ -
Commercial Paper	354,201,492	89,802,000	39,790,115	69,300,545	25,007,900	24,490,950	81,569,785	24,240,197	-	-
Negotiable Certificates of Deposit	1,191,198,259	145,999,423	128,194,403	195,052,431	260,064,288	166,957,964	204,957,051	59,972,700	30,000,000	-
Repurchase Agreements *	274,021,358	274,021,358	-	-	-	-	-	-	-	-
Total VIP Liquidity Pool	\$ 1,878,614,619	\$ 509,822,781	\$ 197,861,638	\$ 264,352,976	\$ 285,072,188	\$ 191,448,914	\$ 315,843,226	\$ 84,212,897	\$ 30,000,000	\$ -

* The repurchase agreements meet the definition of a cash equivalent per policy and are reported on the Statement of Fiduciary Net Position as cash equivalents.

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VIRGINIA INVESTMENT POOL TRUST FUND

NOTES TO FINANCIAL STATEMENTS

JUNE 30, 2024 and 2023

Note 2—Deposits and Investment Risk (continued)

Credit Risk – Credit risk is the risk that an issuer or other counterparty to an investment will not fulfill its obligations to the Trust. Credit risk is measured by the assignment of a rating by a nationally recognized statistical rating organization. Obligations of the U.S. government or obligations explicitly guaranteed by the U.S. government are not considered to have credit risk and disclosure is not required. The Investment Policy states that no investment shall be purchased if its ratings from nationally recognized ratings firms are not at or above the minimum as established by the Board of Trustees and in the *Code of Virginia*. Certain major classes of investments presented below have minimum ratings for securities as defined in the Trust Investment Policy. Those major classes of investments without minimum ratings for securities are subject to a standard of prudence to be used by investment officials in the context of managing the portfolios.

- Bankers' acceptances from "prime quality" institutions. Prime quality shall be as determined by one or more nationally recognized rating agency.
- Commercial paper rated by at least two of the following: Moody's Investors Service Inc., within its NCO/Moody's rating of P-1; by Standard & Poor's, Inc., within its rating of A-1; or by Fitch Investor's Services, Inc., within its rating of F-1; or by their corporate successors.
- Corporate bonds and notes with at least two of the following ratings: at least AA by Fitch Investor's Services, Inc., at least AA by Standard and Poor's, or at least Aa by Moody's Investors Service and a maturity of no more than 397 days.
- Negotiable certificates of deposit and negotiable bank deposit notes of domestic banks and domestic offices of foreign banks with at least two of the following ratings: at least F1 by Fitch Investor's Services, Inc., at least A-1 by Standard & Poor's, or at least P-1 by Moody's Investor Service, Inc., for maturities of one year (397 days) or less.

The following table reflects the credit quality of the investments held by the Trust in the VIP 1-3 Year Bond Fund as of June 30, 2024:

VIP 1-3 Year Bond Fund

	Fair Value by Credit Rating - S&P / Moody's				Total
	AAA / Aaa	AA+ / Aa1	AA / Aa2	AA- / Aa3	
U.S. Government Agencies	\$ -	\$ 18,041,594	\$ -	\$ -	\$ 18,041,594
Corporate Bonds and Notes	6,826,809	11,605,848	-	6,082,307	24,514,964
Total VIP 1-3 Year Bond Fund	\$ 6,826,809	\$ 29,647,442	\$ -	\$ 6,082,307	\$ 42,556,558

Excludes investments of approximately \$293.7 million that are obligations of the U.S. Government that are not subject to credit risk disclosure.

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VIRGINIA INVESTMENT POOL TRUST FUND

NOTES TO FINANCIAL STATEMENTS

JUNE 30, 2024 and 2023

Note 2—Deposits and Investment Risk (continued)

The following table reflects the credit quality of the investments held by the Trust in the VIP 1-3 Year Bond Fund as of June 30, 2023:

VIP 1-3 Year Bond Fund

	Fair Value by Credit Rating - S&P / Moody's				Total
	AAA / Aaa	AA+ / Aa1	AA / Aa2	AA- / Aa3	
U.S. Government Agencies	\$ -	\$ 11,788,988	\$ -	\$ -	\$ 11,788,988
Corporate Bonds and Notes	6,735,889	14,748,449	-	10,664,436	32,148,774
Total VIP 1-3 Year Bond Fund	\$ 6,735,889	\$ 26,537,437	\$ -	\$ 10,664,436	\$ 43,937,762

Excludes investments of approximately \$282.6 million that are obligations of the U.S. Government that are not subject to credit risk disclosure.

The following table reflects the credit quality of the investments held by the Trust in the VIP Liquidity Pool as of June 30, 2024:

VIP Liquidity Pool

	Fair Value by Credit Rating - S&P / Moody's		Total
	A-1+ / P-1	A-1 / P-1	
Negotiable Certificates of Deposit	\$ 422,565,358	545,072,584	\$ 967,637,942
Commercial Paper	330,615,410	\$ 580,392,803	911,008,214
Repurchase Agreement	53,212,974	233,042,808	286,255,783
Total VIP Liquidity Pool	\$ 806,393,743	\$ 1,358,508,196	\$ 2,164,901,938

Excludes investments of approximately \$74.7 million that are obligations of the U.S. Government that are not subject to credit risk disclosure.

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VIRGINIA INVESTMENT POOL TRUST FUND

NOTES TO FINANCIAL STATEMENTS

JUNE 30, 2024 and 2023

Note 2—Deposits and Investment Risk (continued)

The following table reflects the credit quality of the investments held by the Trust in the VIP Liquidity Pool as of June 30, 2023:

VIP Liquidity Pool

	Fair Value by Credit Rating - S&P / Moody's		Total
	A-1+ / P-1	A-1 / P-1	
Negotiable Certificates of Deposit	\$ 383,261,743	807,936,517	\$ 1,191,198,259
Commercial Paper	191,577,652	\$ 162,623,840	354,201,492
Repurchase Agreement	50,466,612	223,554,746	274,021,358
Total VIP Liquidity Pool	\$ 625,306,006	\$ 1,194,115,103	\$ 1,819,421,109

Excludes investments of approximately \$59.2 million that are obligations of the U.S. Government that are not subject to credit risk disclosure.

Concentration of Credit Risk – Concentration of credit risk is the risk of loss attributed to the magnitude of an investment in a single issuer or security type. The Trust's investment policy states that no more than 35% of each portfolio's assets shall be invested in commercial paper, no more than 5% of each portfolio shall be invested in the commercial paper of a single issuing corporation, and that the investment manager shall endeavor to maintain appropriate diversification across instruments and institutions in order to reduce overall portfolio risk. There are no limits on the use of U.S. government, agency or U.S. guaranteed issues. The Trust invests solely in fixed income securities. At June 30, 2024, and 2023, commercial paper investments did not exceed 35% of the portfolio's assets and there were no investments in any one issuer that represents 5% or more of the total investments.

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VIRGINIA INVESTMENT POOL TRUST FUND

NOTES TO FINANCIAL STATEMENTS

JUNE 30, 2024 and 2023

Note 3—Fair value measurement

Fair value, as defined under GAAP, is an exit price representing the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. GAAP establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. These tiers include:

Level 1: Observable inputs such as quoted prices in active markets.

Level 2: Inputs other than quoted prices in active markets that are either directly or indirectly observable. Observable inputs are inputs that reflect the assumptions market participants would use in pricing a security and are developed based on market data obtained from sources independent of the reporting entity. These may include quoted prices for similar securities, interest rates, prepayment speeds, credit risk, and others. Debt securities are valued in accordance with the evaluated bid price supplied by the pricing service and are generally categorized as Level 2 in the hierarchy. Securities that are categorized as Level 2 in the hierarchy include, but are not limited to, repurchase agreements, U.S. Treasury securities, U.S. government agency securities, corporate securities, and commercial paper.

Level 3: Unobservable inputs about which little or no market data exists, therefore requiring an entity to develop its own assumptions. In situations where quoted prices or observable inputs are unavailable or deemed less relevant (for example, when there is little or no market activity for an investment at the end of the period), unobservable inputs may be used. Unobservable inputs are inputs that reflect the reporting entity's own assumptions about the factors market participants would use in pricing the security and would be based on the best information available under the circumstances.

There have been no changes in the methodologies used as of June 30, 2024 and 2023. There were no transfers between levels in the fair value hierarchy during the period. The inputs or methodology used for valuing securities are not necessarily an indication of the risk associated with investing in those securities.

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VIRGINIA INVESTMENT POOL TRUST FUND

NOTES TO FINANCIAL STATEMENTS

JUNE 30, 2024 and 2023

Note 3—Fair value measurement (continued)

The following is a description of the valuation methodologies used for assets measured at fair value by the Trust for the VIP 1-3 Year Bond Fund as of June 30, 2024:

VIP 1-3 Year Bond Fund

		Quoted Prices in Active Markets for Identical Assets	Significant Other Observable Inputs	Significant Unobservable Inputs
	Total	Level 1	Level 2	Level 3
U.S. Treasury Securities	\$ 293,749,952	\$ -	\$ 293,749,952	\$ -
U.S. Government Agencies	18,041,594	-	18,041,594	-
Corporate Bonds and Notes	24,514,964	-	24,514,964	-
Total VIP 1-3 Year Bond Fund	\$ 336,306,510	\$ -	\$ 336,306,510	\$ -

The following is a description of the valuation methodologies used for assets measured at fair value by the Trust for the VIP 1-3 Year Bond Fund as of June 30, 2023:

VIP 1-3 Year Bond Fund

		Quoted Prices in Active Markets for Identical Assets	Significant Other Observable Inputs	Significant Unobservable Inputs
	Total	Level 1	Level 2	Level 3
U.S. Treasury Securities	\$ 282,583,936	\$ -	\$ 282,583,936	\$ -
U.S. Government Agencies	11,788,988	-	11,788,988	-
Corporate Bonds and Notes	32,148,774	-	32,148,774	-
Total VIP 1-3 Year Bond Fund	\$ 326,521,698	\$ -	\$ 326,521,698	\$ -

VIRGINIA INVESTMENT POOL TRUST FUND

NOTES TO FINANCIAL STATEMENTS

JUNE 30, 2024 and 2023

Note 3—Fair value measurement (continued)

The following is a description of the valuation methodologies used for assets measured at fair value by the Trust for the VIP Liquidity Pool as of June 30, 2024:

VIP Liquidity Pool

		Quoted Prices in Active Markets for Identical Assets	Significant Other Observable Inputs	Significant Unobservable Inputs
	Total	Level 1	Level 2	Level 3
U.S. Treasury Securities	\$ 74,662,148	\$ -	\$ 74,662,148	\$ -
Commercial Paper	911,008,214	-	911,008,214	-
Negotiable Certificates of Deposit	967,637,942	-	967,637,942	-
Repurchase Agreements	286,255,783	-	286,255,783	-
Total VIP Liquidity Pool	\$ 2,239,564,087	\$ -	\$ 2,239,564,087	\$ -

The following is a description of the valuation methodologies used for assets measured at fair value by the Trust for the VIP Liquidity Pool as of June 30, 2023:

VIP Liquidity Pool

		Quoted Prices in Active Markets for Identical Assets	Significant Other Observable Inputs	Significant Unobservable Inputs
	Total	Level 1	Level 2	Level 3
U.S. Treasury Securities	\$ 59,193,510	\$ -	\$ 59,193,510	\$ -
Commercial Paper	354,201,492	-	354,201,492	-
Negotiable Certificates of Deposit	1,191,198,259	-	1,191,198,259	-
Repurchase Agreements	274,021,358	-	274,021,358	-
Total VIP Liquidity Pool	\$ 1,878,614,619	\$ -	\$ 1,878,614,619	\$ -

Note 4—Related party transactions

The Trust has an agreement with Virginia Local Government Finance Corporation ("VLGFC") whereby VLGFC serves as administrator for the Trust. The Trust compensates VLGFC to provide administrative services through a monthly program fee charged as a percentage of invested assets. The administrative fee during fiscal years ended June 30, 2024 and 2023 amounted to approximately \$0.82 million and \$0.65 million, respectively.

VIRGINIA INVESTMENT POOL TRUST FUND

NOTES TO FINANCIAL STATEMENTS

JUNE 30, 2024 and 2023

Note 5—Subsequent Events

The Trust has performed an evaluation of subsequent events through September 20, 2024, the date the basic financial statements were available to be issued. In September 2024, the Federal Reserve announced that it will be reducing the federal funds target range by 0.50% to 4.75% to 5.00%. The Consumer Price Index (CPI) has moderated over the past 12 months but remains higher than the Fed's target rate of 2%.

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VIRGINIA INVESTMENT POOL TRUST FUND
COMBINING STATEMENT OF FIDUCIARY NET POSITION

JUNE 30, 2024

		1-3 Year High Quality Bond Fund		Stable NAV Liquidity Pool		Total VIP Trust
ASSETS						
Cash and Cash Equivalents	\$	652,170	\$	1,411,810,421	\$	1,412,462,591
Contributions Receivable		-		10,600,000		10,600,000
Investments at Fair Value		336,306,510		1,953,311,512		2,289,618,022
Interest Receivable		2,881,472		7,784,390		10,665,862
Other Receivables		2,764		1,196,137		1,198,901
Total Assets		<u>339,842,916</u>		<u>3,384,702,460</u>		<u>3,724,545,376</u>
LIABILITIES						
Due to Investment Pools		1,194,137		-		1,194,137
Withdrawals Payable		-		1,000		1,000
Securities Purchased Payable				30,000,000		30,000,000
Accounts Payable		32,957		186,513		219,470
Other Payables		2,764		2,000		4,764
Total Liabilities		<u>1,229,858</u>		<u>30,189,513</u>		<u>31,419,371</u>
NET POSITION HELD IN TRUST FOR POOL PARTICIPANTS	\$	<u>338,613,058</u>	\$	<u>3,354,512,948</u>	\$	<u>3,693,126,006</u>

VIRGINIA INVESTMENT POOL TRUST FUND
COMBINING STATEMENT OF CHANGES IN FIDUCIARY NET POSITION

YEAR-ENDED JUNE 30, 2024

	1-3 Year High Quality Bond Fund	Stable NAV Liquidity Pool	Total VIP Trust
ADDITIONS			
Participant Contributions	\$ 4,622,544	\$ 2,700,215,074	\$ 2,704,837,618
Investment Income:			
Interest Income	13,021,594	130,854,223	143,875,817
Net Appreciation/(Depreciation) in Fair Value of Investments	2,299,006	(181,392)	2,117,614
Investment Expenses	(209,572)	(1,130,458)	(1,340,030)
Net Investment Income	15,111,028	129,542,373	144,653,401
Total Additions	19,733,572	2,829,757,447	2,849,491,019
DEDUCTIONS			
Participant Withdrawals	7,105,973	1,824,521,016	1,831,626,989
Administrative and Program Expenses	221,008	647,984	868,992
Total Deductions	7,326,981	1,825,169,000	1,832,495,981
Net Change before Transfers	12,406,591	1,004,588,447	1,016,995,038
Transfers between Pools	(11,671,424)	11,671,424	-
Change in Net Position	735,167	1,016,259,871	1,016,995,038
Net Position Beginning of Year	337,877,891	2,338,253,077	2,676,130,968
NET POSITION HELD IN TRUST FOR POOL PARTICIPANTS	\$ 338,613,058	\$ 3,354,512,948	\$ 3,693,126,006

VIRGINIA INVESTMENT POOL TRUST FUND
COMBINING STATEMENT OF FIDUCIARY NET POSITION

JUNE 30, 2023

		1-3 Year High Quality Bond Fund		Stable NAV Liquidity Pool		Total VIP Trust
ASSETS						
Cash and Cash Equivalents	\$	9,684,913	\$	726,489,196	\$	736,174,109
Investments at Fair Value		326,521,698		1,604,593,261		1,931,114,959
Interest Receivable		1,668,369		7,377,878		9,046,247
Other Receivables		40,730		833		41,563
Total Assets		<u>337,915,710</u>		<u>2,338,461,168</u>		<u>2,676,376,878</u>
LIABILITIES						
Accounts Payable		34,729		169,618		204,347
Other Payables		3,091		38,472		41,563
Total Liabilities		<u>37,820</u>		<u>208,090</u>		<u>245,910</u>
NET POSITION HELD IN TRUST FOR POOL PARTICIPANTS	\$	<u><u>337,877,890</u></u>	\$	<u><u>2,338,253,078</u></u>	\$	<u><u>2,676,130,968</u></u>

VIRGINIA INVESTMENT POOL TRUST FUND
COMBINING STATEMENT OF CHANGES IN FIDUCIARY NET POSITION

YEAR-ENDED JUNE 30, 2023

	1-3 Year High Quality Bond Fund	Stable NAV Liquidity Pool	Total VIP Trust
ADDITIONS			
Participant Contributions	\$ 12,534,320	\$ 1,973,555,994	\$ 1,986,090,314
Investment Income:			
Interest Income	6,501,330	68,292,317	74,793,647
Net Appreciation/(Depreciation) in Fair Value of Investments	(5,417,071)	874,669	(4,542,402)
Investment Expenses	(210,115)	(762,237)	(972,352)
Net Investment Income	874,144	68,404,749	69,278,893
Total Additions	13,408,464	2,041,960,743	2,055,369,207
DEDUCTIONS			
Participant Withdrawals	3,254,333	1,554,572,893	1,557,827,226
Administrative and Program Expenses	248,323	433,238	681,561
Total Deductions	3,502,656	1,555,006,131	1,558,508,787
Net Change before Transfers	9,905,809	486,954,612	496,860,421
Transfers between Pools	(8,399,710)	8,399,710	-
Change in Net Position	1,506,099	495,354,322	496,860,421
Net Position Beginning of Year	336,371,791	1,842,898,756	2,179,270,547
NET POSITION HELD IN TRUST FOR POOL PARTICIPANTS	\$ 337,877,890	\$ 2,338,253,078	\$ 2,676,130,968

**Report of Independent Auditor on Internal Control over Financial Reporting and on
Compliance and Other Matters Based on an Audit of Financial Statements Performed in
Accordance with Government Auditing Standards**

To the Board of Trustees
Virginia Investment Pool Trust Fund
Richmond, Virginia.

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the financial statements of the Virginia Investment Pool Trust Fund (the "Trust"), as of and for the year ended June 30, 2024, and the related notes to the financial statements, which collectively comprise the Trust's basic financial statements, and have issued our report thereon dated September 26, 2024.

Report on Internal Control over Financial Reporting

In planning and performing our audit of the financial statements, we considered Trust's internal control over financial reporting ("internal control") as a basis for designing audit procedures that are appropriate in the circumstances for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of Trust's internal control. Accordingly, we do not express an opinion on the effectiveness of Trust's internal control.

A *deficiency in internal control* exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements, on a timely basis. A *material weakness* is a deficiency, or a combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected, on a timely basis. A *significant deficiency* is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or, significant deficiencies. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses or significant deficiencies may exist that were not identified.

Report on Compliance and Other Matters

As part of obtaining reasonable assurance about whether Trust's financial statements are free from material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the financial statements. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

Purpose of This Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the entity's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Trust's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

Cherry Bekaert LLP

Richmond, Virginia
September 26, 2024