

Northern Virginia Transportation Authority

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AGENDA

Thursday, September 26, 2013

7:00 pm

City of Fairfax City Hall

10455 Armstrong Street

Fairfax, Virginia 22031

1. Call to Order.....Chairman Nohe
2. Roll Call
3. Approval of the Minutes of the July 24, 2013 Meeting
4. Presentations
 - A. DRPT's SuperNoVA Action Plan
 - B. VDOT-HB599 Prioritization Study
5. HB 2313 - Working Group Reports/Recommendations
 - A. Public Outreach
 - B. Organizational
 - C. Project Implementation
 - D. Financial
 - E. Legal
6. Executive Director's Report
 - A. Approval of FY2014 Budget and NVRC Service Agreement
7. Information Items-CMAQ/RSTP Reallocation Requests
 - A. City of Fairfax
 - B. Town of Herndon
8. Other Business
9. Adjournment

Next Scheduled NVTA Meeting:

Thursday, October 24, 2013 at 5:30 p.m. at the Northern Virginia Regional Commission, 3060 Williams Drive, Suite 510, Fairfax, VA 22031

**SUMMARY MINUTES
NORTHERN VIRGINIA TRANSPORTATION AUTHORITY**

**July 24, 2013
Fairfax City Hall
10455 Armstrong Street
Fairfax, VA**

NVTA Members Present:

Voting Members:

Martin Nohe, Chairman
William Euille, Vice Chairman
Board Member Chris Zimmerman
Chairman Sharon Bulova
Chairman Scott York
Council Member Rishell
Mayor Parrish
Council Member Snyder
Mayor Scott Silverthorne
Senator Ebbin
Delegate Rust
Delegate May
Ms. Bushue

Prince William County
City of Alexandria
Arlington County
Fairfax County
Loudoun County
City of Manassas Park
City of Manassas*
City of Falls Church
City of Fairfax
Virginia General Assembly
Virginia General Assembly
Virginia General Assembly
Governor's Appointee

* - Arrived at 8:02

Non-voting Members:

Helen Cuervo
Joe Swartz
Jerry Foreman

VDOT
DRPT
Town Representative

Staff:

Monica Backmon

Pam Martin
Various jurisdictional staffs

Chair, Jurisdiction and Agency
Coordinating Committee
Clerk

Item I: Call to Order

Chairman Nohe called the meeting to order at 7:21 p.m.

Item II: Roll Call

The roll was called and members present were as noted above.

Item III: Approval of the Minutes of June 20, 2013

Chairman York moved and Vice Chairman Euille seconded, and the minutes were approved unanimously.

Chairman Nohe opened the public hearing for citizen testimony. Numerous citizens commented on the draft project list and process.

Ms. Monica Backmon introduced Ms. JoAnne Carter from PFM. The PFM Group of companies is a national leader in providing independent financial advice as well as investment advisory, management and consulting services to local, state, and regional government and non-profit clients. Ms. Carter has been working with the Financial Working Group. Ms. Carter gave a presentation of the advantages of both debt and pay-as-you-go (PAYGO) funding approaches.

Item IV: HB 2313 – Working Group Reports

A. Public Outreach

Chairman Nohe reported that the task of the Public Outreach Working Group was to prepare for the July public meeting. The next steps of this group are to follow up on any public outreach and any actions that are directed from tonight's meeting.

B. Organizational

Chairman York gave the summary of the organizational working group. The working group recommended the following:

- Hiring of an Interim Director for 6-12 months.
- Salary to be based on 2007 rate adjusted for inflation.
- 30 day notice be given to terminate the virtual lease at the Fairfax Innovation Center
- Move forward with NVRC's proposal to provide office space (for free), clerical support, supplies, mail box, etc. for a minimum of 6 months-

Chairman York moved the working group recommendations and Chairman Bulova seconded the motion. Chairman Nohe requested that the personnel issue regarding the

hiring of the interim executive director be discussed during closed session. The motion was amended to reflect this and the motion carried.

C. Project Implementation

Board Member Zimmerman addressed several of the questions raised during the public hearing. He indicated that approximately 200 projects were in the regional TransAction 2040 plan. Most of these projects were waiting funding. This list of projects was not just compiled; it has been ongoing for quite some time. The money collected from the taxes would not be spent until an answer to the bond validation is rendered. Approximately \$85 billion is needed for the next three decades in transportation funds. At the present time, \$200 million of projects are on the list, which indicates a large shortfall.

Chairman York asked how the funds would be distributed, would it be every month or every three months. Board Member Zimmerman answered that money would be collected, and monies would not be expended on projects immediately due to processes that need to be followed. By the time a check is written, it would be six to nine months, and interest will have accumulated.

Board Member Zimmerman stated that there are three (3) resolutions, and there is a small typo on Attachment A.2., page 1, 2nd paragraph, last sentence has "triple negatives". He made a motion to strike out the last "not" in the following sentence: "*No projects that did not pass the Tier I Screening of the FY 2014 Project Selection Process were ~~NOT~~ considered.*" Board Member Zimmerman moved and Chairman Bulova seconded, and the motion carried.

Delegate Rust disclosed that his engineering firm may work on some of the projects; therefore, he would abstain from voting.

Chairman Nohe asked Board Member Zimmerman to consider a friendly amendment to adjust the amount of the project on Route 28 from Linton Hall Road to Fitzwater Drive from \$25 million to \$28 million for phase 1 engineering work. Board Member Zimmerman accepted the friendly amendment, Chairman Bulova seconded and the motion carried.

Chairman Nohe asked for a roll call for endorsing the FY 2014 Project Selection Process and approving the List of Projects with the amendment requested by Prince William County. Delegate Rust abstained. Ms. Bushue voted "no". Mayor Parish arrived and voted "yes". The motion carried (resolution attached).

Results of the Roll Call

Martin Nohe, Chairman	yes
William Euille, Vice Chairman	yes
Board Member Chris Zimmerman	yes
Chairman Sharon Bulova	yes

Chairman Scott York	yes
Council Member Rishell	yes
Mayor Parrish	yes
Council Member Snyder	yes
Mayor Scott Silverthorne	yes
Senator Ebbin	yes
Delegate Rust	abstained
Delegate May	yes
Ms. Bushue	no

Board Member Zimmerman moved to approve the two resolutions for method of funding: the bond authorization and the PAYGO. Chairman Bulova seconded. Chairman York requested an amendment to remove the two (2) Loudoun County projects from bond financing to move over to PAYGO. Chairman York added that in the worst case scenario, they have to have 2.5 times the coverage which is about \$60 million. Ms. Rishell wanted to confirm that no bonds will be issued until the validation suit, and Chairman Nohe confirmed.

Board Member Zimmerman questioned the motion maker's right and asked for the reason of Chairman York's request. Chairman Bulova stated that she would not be supportive of the request because it allows members to pick and choose the method of financing, as the NVTA has the responsibility to develop a package that is balanced.

Mr. York moved to reflect a request to move \$7.4 million in debt financing to PAYGO, and the second portion of \$12.4 million for Route 28 improvements to PAYGO. Ms. Bushue seconded. Senator Ebbin stated that he would not support the motion. Board Member Zimmerman stated that as a collective body, the NVTA should do it collectively, and asked Chairman York for his explanations as to why a project is on the bond list versus the PAYGO list. Chairman York stated that Loudoun County does not think NVTA should have debt, and the County could pay for projects in cash with less cost if compared to the interests from bonds.

The members had detailed discussion about how the motion and the request could be made. Chairman Nohe asked for Mr. York to state his intent. Mr. York stated that his intent is to remove the project from the bond list and place it on the PAYGO list. Senator After explanation of the parliamentary process, Mr. York made the motion. Ms. Bushue seconded. Ms. Bushue asked for the problem with this motion. Board Member Zimmerman and Chairman Nohe responded that the NVTA should act as a regional body body, not as individual jurisdictions.

Results of the Roll Call

Martin Nohe, Chairman	no
William Euille, Vice Chairman	no
Board Member Chris Zimmerman	no
Chairman Sharon Bulova	no
Chairman Scott York	yes

Council Member Rishell	no
Mayor Parrish	no
Council Member Snyder	no
Mayor Scott Silverthorne	no
Senator Ebbin	no
Delegate Rust	abstained
Delegate May	no
Ms. Bushue	no

The motion failed with Chairman York voting “Yea” and Delegate Rust abstained.

Chairman Nohe moved the main motion to adopt the bond authorization resolution for the FY 2014 Bond Projects. The motion carried with Chairman York voting “Nay” and Delegate Rust abstaining (resolution attached).

Results of the Roll Call

Martin Nohe, Chairman	yes
William Euille, Vice Chairman	yes
Board Member Chris Zimmerman	yes
Chairman Sharon Bulova	yes
Chairman Scott York	no
Council Member Rishell	yes
Mayor Parrish	yes
Council Member Snyder	yes
Mayor Scott Silverthorne	yes
Senator Ebbin	yes
Delegate Rust	abstained
Delegate May	yes
Ms. Bushue	yes

Board Member Zimmerman made a motion to approve the FY 2014 PAYGO Projects, seconded by Mayor Euille. The motion carried, with Delegate Rust abstained, all other members voting in the affirmative (resolution attached).

Results of the Roll Call

Martin Nohe, Chairman	yes
William Euille, Vice Chairman	yes
Board Member Chris Zimmerman	yes
Chairman Sharon Bulova	yes
Chairman Scott York	yes
Council Member Rishell	yes
Mayor Parrish	yes
Council Member Snyder	yes
Mayor Scott Silverthorne	yes
Senator Ebbin	yes

Delegate Rust
Delegate May
Ms. Bushue

abstained
yes
yes

Mayor Parrish stated that is an opportunity for the NVTa to be a difference maker to reduce traffic congestion, and discussed his support of future studies for the Tri-County Parkway or Manassas Bypass, which is not on the list. Chairman Nohe shared his comments about the problems on that roadway.

Board Member Zimmerman pointed out that in the resolution in Attachment 8-2, the second paragraph's last sentence, "not" be deleted.

D. Financial

Mayor Euille provided the status report of the Financial Working Group and noted the group's following recommendations:

- a) Approve a FY 2014 budget for the Authority;
- b) Approve a request to the local governments to fund the budget deficit for FY 2014;
- c) Approve a policy directing that none of the 70 percent of funding the Authority is receiving for regional projects be expended until a bond validation suit has been successfully completed;
- d) Approve a recommendation that the local governments not expend their 30 percent share of the revenues that the Authority will be receiving until a bond validation suit has been successfully completed, unless the local government is prepared to repay any money expended to the Authority, if the suit is not successful;
- e) Direct the Financial Working Group to work with the Legal Working Group to prepare a Memorandum of Agreement between the Authority and each local government outlining procedures for distribution and expenditure of the 30 percent share of Authority revenues being allocated to the local governments consistent with HB 2313, including repayment provisions;
- f) Authorize Chairman Nohe to execute a letter to the Commonwealth Treasury Board seeking an exemption from typical Treasury Board approval for selling bonds supported by the three taxes that the Authority will be receiving from the Commonwealth as a result of HB 2313;
- g) Authorize Chairman Nohe to execute an Electronic Funds Transfer agreement with the
- h) Department of Taxation to allow the Authority to receive the revenues from HB 2313; and
- i) Suspend the debt policy adopted by the Authority in 2008.

Mayor Euille stated that item A (draft FY 2014 budget) and item B (request to local government to fund the budget deficit for FY 2014) will be deferred until after the hiring of the interim CEO so this person can coordinate with the Financial and Organizational Working Groups and bring finality to the budget process

Mayor Euille made a motion passage of items C to I, and the motion carried unanimously.

Chairman Nohe praised and recognized staff for their contribution and hard work to the reports and working groups.

E. Legal

Council Member Snyder provided the status report of the Legal Working Group. They will meet in August on liability issue. Council Member Snyder made a motion to confirm the Bond Counsel, seconded by Delegate Rust, and the motion carried (resolution attached). Council Member Snyder made a motion to file a bond validation suit, seconded by Chairman Bulova, Chairman York voting "Nay," Delegate May was out of the room. The motion carried (resolution attached).

Results of the Roll Call

Martin Nohe, Chairman	yes
William Euille, Vice Chairman	yes
Board Member Chris Zimmerman	yes
Chairman Sharon Bulova	yes
Chairman Scott York	no
Council Member Rishell	yes
Mayor Parrish	yes
Council Member Snyder	yes
Mayor Scott Silverthorne	yes
Senator Ebbin	yes
Delegate Rust	yes
Delegate May	absent from the room
Ms. Bushue	yes

Item V: Approval of Technical Advisory Committee Members

The Authority approved the appointment of 6 members of the TAC. The two members appointed by Secretary Connaughton did not require the approval of the Authority.

Item VI: Approval of NVTA Letter to Gubernatorial Candidates

Council Member Snyder stated that the legal team can reach out to the Virginia General Attorney. The guidance is approved. Chairman Nohe asked for the Authority to let him changes "slightly" the language in the NVTa letter due to the concern raised by one of the Delegates from the public comments section earlier. Board Member Zimmerman seconded and the motion carried.

Item VII: Information Items-CMAQ/RSTP Reallocation Requests

Information items only.

Item VII: Other Business

Ms. Backmon stated that the raw public comments are in the package for all NVTa members.

Mr. Snyder moved that the Authority convene a closed meeting, as authorized by Virginia Code sections 2.2-3711.A.1 and 7, for the purpose of discussing two personnel matters concerning candidates for employment by the Authority, and for consultation with the Authority's legal counsel concerning the meaning and application of House Bill 2313 as enacted this past session of the General Assembly, the potential for challenges to its legality and strategies to respond to such potential challenges, and the process for approval and funding of eligible projects under the legislation using cash and bond funding.

Chairman Bulova seconded, and the motion carried by a unanimous vote.

At 9:40 p.m. the Authority reconvened their meeting, Delegate May was absent. Chairman Nohe announced that Mr. John Mason, who was the previous NVTa Executive Director, has been appointed as the interim Executive Director. Mayor Euille moved, Chairman Bulova seconded, and the motion carried.

Ms. Backmon confirmed that the NVTa will not meet in August, and the next meeting will be on September 26, 2013. Chairman Nohe stated the NVRC will not have a meeting on September; therefore, he proposed to move the meeting time from 5:30 pm to 7:00 p.m. Chairman York moved, and Mayor Parrish seconded, and the motion carried. The next meeting will be on September 26, 2013, at 7:00 p.m. at the NVRC office.

IX: Adjournment

The NVTa meeting was adjourned at 9:50 p.m.

NORTHERN VIRGINIA TRANSPORTATION AUTHORITY

RESOLUTION 07-24-13-A

MOTION: ZIMMERMAN

SECOND: BULOVA

APPROVING THE PROCESS USED TO SELECT PROJECTS TO BE FINANCED WITH FISCAL YEAR 2014 NVT A FUNDS, THE PROJECTS TO BE FINANCED BY SUCH FUNDS AND THE CARRYOVER OF CERTAIN PROJECTS FOR FUTURE CONSIDERATION

July 24, 2013

WHEREAS, the Northern Virginia Transportation Authority ("NVT A") is a political subdivision of the Commonwealth of Virginia (the "Commonwealth") created by the Northern Virginia Transportation Authority Act (the "NVT A Act"), Chapter 48.2, Title 15.2, Code of Virginia of 1950, as amended (the "Virginia Code"); and

WHEREAS, as provided by Section 15.2-4831 of the NVT A Act, NVT A embraces the Counties of Arlington, Fairfax, Loudoun, and Prince William, and the Cities of Alexandria, Fairfax, Falls Church, Manassas, and Manassas Park (collectively, the "Member Localities"); and

WHEREAS, Planning District 8 established pursuant to Chapter 42 of Title 15.2 of Virginia Code is composed of the Member Localities; and

WHEREAS, NVT A prepared and on November 8, 2012, approved a regional transportation plan for Planning District 8 entitled "TransAction 2040 Regional Transportation Plan" ("TransAction 2040") pursuant to Section 15.2-4838 of the NVT A Act; and

WHEREAS, on April 3, 2013, the Virginia General Assembly adopted the Governor's substitute for House Bill 2313 ("HB 2313"), which provides, among other things, for transportation funding and related reform both on a statewide basis and on a regional basis for NVT A and Planning District 8; and

WHEREAS, HB 2313 added Section 15.2-4838.01 to the NVT A Act, under which was established the Northern Virginia Transportation Authority Fund (the "NVT A Fund"); and

WHEREAS, the NVT A Fund will receive the revenues dedicated to it under Sections 58.1-638, 58.1-802.2 and 58.1-1742 of the Virginia Code and any other funds that may be appropriated to the Fund by the General Assembly (the "HB 2313 Transportation Revenues"); and

WHEREAS, subsection B of Section 15.2-4838.1 of the NVT A Act provides that 30% of the revenues received by NVT A (the "NVT A Revenues"), including the HB 2313

Transportation Revenues, shall be distributed on a pro rata basis to the Member Localities to be applied as provided therein; and

WHEREAS, subsection C.1. of Section 15.2-4838.1 ("Subsection C.1.") provides that in Fiscal Year 2014 NVTAs shall use the remaining 70% of the NVTAs Revenues plus the amount of any NVTAs Revenues to be redistributed pursuant to subsection B (the "Regional NVTAs Funds," which term, as used below, shall include the proceeds of bonds payable from the Regional NVTAs Funds) to fund (i) transportation projects selected by NVTAs that are contained in TransAction 2040 or (ii) mass transit capital projects that increase capacity; and

WHEREAS, Subsection C.1. further provides that NVTAs shall give priority to selecting projects to be funded by Regional NVTAs Funds that are expected to provide the greatest congestion reduction relative to the cost of the project and shall document this information for each project selected and that such projects shall be located (i) only in the Member Localities or (ii) in adjacent localities but only to the extent that such extension is an insubstantial part of the project and is essential to the viability of the project within the Member Localities; and

WHEREAS, the criteria set forth in Subsection C.1. for selecting projects to be funded shall be referred to collectively below as the "Subsection C.1. Criteria"; and

WHEREAS, subsection C.3. of Section 15.2-4838.1 provides that, with regard to the Regional NVTAs Funds, each Member Locality's total long-term benefit shall be approximately equal to the proportion of the total of the Regional NVTAs Funds received by NVTAs that are generated by or attributable to the locality divided by total of such Regional NVTAs Funds received by NVTAs (together with the Subsection C.1. Criteria, the "Statutory Criteria"); and

WHEREAS, on April 25, 2013, NVTAs directed the Project Implementation Working Group (the "PIWG") to recommend actions for NVTAs to undertake transportation projects, including developing a list of projects to be funded in Fiscal Year 2014 through a process that, among other things, assures that each project will satisfy the Statutory Criteria; and

WHEREAS, the PIWG developed the selection process described in Attachment A.1. and Attachment A.2. (the "FY 2014 Project Selection Process") under which the Statutory Criteria and related measures were applied to 48 projects submitted by the Member Localities and transportation agencies; and

WHEREAS, NVTAs invited public comment on the 48 projects from June 6, 2013, through July 1, 2013, and further public comment thereon from July 10, 2013, through July 24, 2013, and the PIWG considered the public comments received during each public comment period as well as the results of the FY 2014 Project Selection Process in developing the lists of projects attached to this Resolution; and

WHEREAS, the PIWG is recommending the list of projects in Attachment B.1. (the "Recommended FY 2014 Program") for funding with Regional NVTAs Funds to be received in Fiscal Year 2014; and

WHEREAS, the PIWG is recommending the list of projects in Attachment B.2. (the "Carryover Projects") for consideration by NVTa for inclusion in a future six-year or other capital improvement program; and

WHEREAS, the PIWG developed the list of projects in the Recommended FY 2014 Program by assuming that the Regional NVTa Funds to be received in Fiscal Year 2014 would consist of a combination of pay-as-you-go monies and bond proceeds equal to not less than \$209,793,000; and

WHEREAS, NVTa desires to approve the FY 2014 Project Selection Process, the Recommended FY 2014 Program and the Carryover Projects.

After careful consideration and to further the public purposes for which NVTa was created, NOW, THEREFORE, BE IT RESOLVED BY NVTa THAT:

1. Approval of FY 2014 Project Selection Process. NVTa hereby finds and determines that the FY 2014 Project Selection Process (i) considers all of the Statutory Criteria and (ii) provides a reasonable method by which to document that the projects selected for funding with Regional NVTa Funds received in Fiscal Year 2014 satisfy the Statutory Criteria. The FY 2014 Project Selection Process is hereby approved.

2. Approval of Recommended FY 2014 Program. NVTa hereby finds and determines that each project included in the Recommended FY 2014 Program (i) promotes the safety, health, welfare, convenience and prosperity of the residents of the Member Localities and Planning District 8, and (ii) satisfies the Statutory Criteria, including by being located (A) only in the Member Localities or (B) in adjacent localities but only to the extent that such extension is an insubstantial part of the project and is essential to the viability of the project within the Member Localities. NVTa hereby approves the undertaking of the Recommended FY 2014 Program contingent upon the availability of sufficient Regional NVTa Funds in Fiscal Year 2014, which availability will be determined in separate actions of NVTa.

3. Approval of Carryover Projects. NVTa hereby approves the consideration of the Carryover Projects in the development of future six-year or other capital improvement programs by NVTa.

4. Severability. If any section, subsection, paragraph, sentence, clause, or phrase of, or project approved by, this Resolution is for any reason held or decided to be unconstitutional or invalid, such decision of unconstitutionality or invalidity shall not affect the validity of the remaining portions. NVTa hereby declares that it would have adopted this Resolution and each section, subsection, sentence, clause and phrase thereof and project listed therein even though any one or more sections, subsections, sentences, clauses, phrases or projects might be declared unconstitutional or invalid.

5. Additional Actions. Each member, officer and authorized representative of NVTa is authorized to execute and deliver on NVTa's behalf such other instruments, documents or certificates, and to do and perform such things and acts as he or she shall deem necessary or appropriate to carry out the transactions authorized by this Resolution.

Any of the foregoing previously done or performed by any member, officer, or authorized representative of NVTa is in all respects approved, ratified and confirmed. In the Chairman's absence, the Vice Chairman is authorized to take any action specifically assigned to the Chairman under this Resolution.

6. Effective Date. This Resolution shall take effect immediately.

VOTES:

Ayes: Nohe, Euille, Zimmerman, Bulova, York, Rishell, Parrish, Snyder, Silverthorne, Ebbin,
May
Nays: Bushue
Abstained: Rust
Absent from Vote: None
Absent from Meeting: Garczynski

Certified Copy: _____
Clerk

ATTACHMENT A.1.

FY 2014 PROJECT SELECTION PROCESS – STEP 1

(See Attached)

ATTACHMENT A.2.

FY 2014 PROJECT SELECTION PROCESS – STEP 2

(See Attached)

ATTACHMENT B.1.

RECOMMENDED FY 2014 PROGRAM

(See Attached)

ATTACHMENT B.2.

CARRYOVER PROJECTS

(See Attached)

Northern Virginia Transportation Authority FY 2014 Project Selection Process – STEP 1

The Jurisdiction and Agency Coordinating Committee (JACC) was tasked with preparing an initial list of projects for funding received in Fiscal Year 2014 to begin discussions by the Northern Virginia Transportation Authority (“NVTa” or “the Authority”). The Authority forwarded this list of projects to the Project Implementation and Legal Working Groups to evaluate and ensure compliance with House Bill 2313 requirements.

The Project Implementation Working Group (“PIWG”) evaluated a total of 48 transportation projects submitted by NVTa member jurisdictions and transportation agencies. The following information describes the project selection process developed and supported by the Project Implementation Working Group.

The Code of Virginia has multiple provisions designed to guide how the NVTa selects projects. NVTa is required by § 15.2-4838.01.C.1 to use the 70% funds on:

- a. transportation projects in the regional plan (TransAction 2040) that have been rated by the Commonwealth based on a project’s ability to reduce congestion facilitate emergency evacuation (the Commonwealth rating is not required for funds received in FY2014); and
- b. mass transit capital projects that increase capacity.

The same Code section requires NVTa to give priority to projects that are expected to provide the greatest congestion reduction relative to the cost of the project, and must document this information for each project. It also requires that such projects be located (a) in NVTa member jurisdictions or (b) in adjacent localities but only to the extent that such extension is an insubstantial part of the project and is essential to the viability of the project within NVTa member jurisdictions.

The prioritization based on congestion reduction relative to cost is statutorily distinct from the regional transportation policies and priorities NVTa sets as part of long range transportation planning under §15.2-4838, which NVTa used when adopting its regional plan, TransAction 2040.

In setting long range planning policies and priorities, § 15.2-4838 requires that NVTa to be guided by performance based criteria such as the ability to improve travel times, reduce delays, connect regional activity centers, improve safety, improve air quality, and move the most people in the most cost effective manner. Several of these performance based criteria are, in essence, measures of congestion reduction.

Project Selection Process

NVTa approved a project selection process for Fiscal Year 2014 funds only. This selection process does not prescribe specific project funding decisions; instead it provides guidance to the Authority by relating investment decisions to statutory requirements and regional goals. The selection of projects is broken down into three tiers. Qualifying information for each project is available in Attachment E.2.

Tier I Screening

The first set of criteria is based on the required derived from statutory provisions governing NVTa’s actions, both under §15.2-4838.01.C.1 and §15.2-4838. The criteria are as follows:

- Contained in the regional transportation plan (TransAction 2040/CLRP/TIP)
- Mass transit project that increases capacity
- Reduces congestion

- Within a locality embraced by the Authority or in adjacent localities but only to the extent that such extension is an insubstantial part of the project and is essential to the viability of the project within the localities embraced by the Authority.

For a project to qualify and move forward under this first set of criteria, it must meet all the requirements. Projects that did not pass the tier one screening were placed on the list not considered for FY 2014 funding.

Tier II Screening

The second tier provides the basis for distinguishing among proposed projects that qualify under tier one, creating a relative ranking among them. The rationale for this approach was to select projects that provide rapid, noticeable improvements to address some of the region's transportation problems. Tier two has a total of five (5) criteria; however a project can receive a total of 10 points. A major of the points are weighted towards project readiness.

- **Improve auto and pedestrian safety.** Projects that improve auto and pedestrian safety receive one (1) point.
- **Project Readiness.** Readiness is described in terms of the degree to which the project is ready to be delivered (or at least advance it significantly) within FY 2014. The criterion is weighted using the following measures:
 - a. Project is included in TIP
 - b. Project is included in the CLRP or is air quality neutral.
 - c. Have completed (or will complete prior to project selection) major regulatory reviews and/or public input processes.
 - d. Resources available to move forward with project when funding becomes available.
 - e. Funding will provide expedition of project phase.
 - f. Projects will begin or complete next phase with requested funding.

Projects can receive a maximum of six (6) points if they meet all of the criteria stated above.

- **Mode Balance.** Transit, Road, Multimodal. Projects are coded as "R" for Roadway, "T" for Transit and "M" for Multimodal.
- **Leverages External Funding.** Short-term priorities of the jurisdictions that are partially funded in the Commonwealth's Six Year Improvement Program or by individual jurisdictions or agencies. Projects are assigned one (1) point if they meet this criterion.
- **Project with 20 year lifespan.** This is only to be used if bond project list is developed. This criterion is not applicable to the current FY 2014 project list and list of projects for consideration of the Six Year Plan. Projects are assigned one (1) point if they meet this criterion or "N/A" if not applicable.

Tier III Screening

The third tier is applied as an overlay to all projects.

- **Locality's total long-term benefit shall be approximately equal to the proportion of revenues attributable to the locality.** This requirement applies to a jurisdiction's share of the regional revenues over the long-term. Consequently, the first year of regional allocations may not exactly match the proportion of revenues generated by each locality, although the regional balance of the distribution of projects is to be considered. The NVTA working groups plan to

develop a method to track annual allocations to ensure that this statutory requirement is met over the long-term.

- **Counties and cities embraced by Authority must work cooperatively with towns and populations greater than 3,500 located within such counties to ensure that the towns receive their respective share of the revenues.** Counties and cities have been working with, and will continue to work with towns to ensure that the towns receive their respective share of the revenues. The NVTAs Financial Working Group is developing revenue estimates for each of the towns. This work is being done in coordination with the towns.
- **Priority given to greatest congestion reduction relative to cost of the project.** There have been two rigorous rating processes of the projects identified as candidates for the FY 2014 NVTAs regional funding. The analysis satisfies the requirement that NVTAs give priority to projects that are expected to provide the greatest congestion reduction relative to the cost of the project.

The first set of analyses is conducted through the Transportation Planning Board's 2012 Financially Constrained Long-Range Transportation Plan (CLRP) for the National Capital Region. The Plan identifies and describes all regionally significant transportation projects and programs that are planned in the Washington metropolitan area between 2012 and 2040. Over 800 projects are included, ranging from simple highway landscaping to billion-dollar highway and transit projects. Of these projects, about 110 are considered to be "regionally significant". As developed and adopted by the National Capital Region Transportation Planning Board (TPB) the Metropolitan Planning Organization (MPO) for the area, the CLRP includes an evaluation of plan performance in the following categories:

- Population and Employment Growth
- Travel Demand and Congestion
- Transit Congestion
- Regional Highway Congestion
- Job Accessibility
- Air Quality: Mobile Source Emissions

The evaluation considers the performance of the CLRP as a single package of projects relative to the base year of the plan (for the currently adopted 2012 CLRP, the base year is 2013) and horizon year of the plan (2040). Analysis of individual projects occurs as a project advances from the CLRP to the six-year Transportation Improvement Program (TIP) and undergoes traditional project planning analysis with the funding agency (VDOT, DRPT, WMATA, local jurisdictions).

All of the projects in the 2011 CLRP are included in Baseline and Build scenarios for TransAction 2040. The TransAction 2040 Plan builds on the CLRP with additional projects to address highway and transit network performance as well as the region's Round 8.0 land use assumptions.

The CLRP reflects a regional consensus on the projects that are of the highest priority given the fiscal constraints that exist. Projects in the CLRP were included in TransAction 2040 as the top priority projects for existing revenue sources. As such, the NVTAs project selection methodology gives greater weighting to projects in the CLRP and TIP because the projects are more prepared to be implemented and therefore could address congestion reduction more readily. They have also

been vetted through a public process. With CLRP projects considered the top priority projects, NVTAs only have to determine which other projects in the regional plan meet the priority requirement.

A second set of analyses was performed in TransAction 2040 for projects not evaluated in the CLRP. This analysis was conducted in two steps: 1) System-Level Evaluation, presented performance measures showing benefits from the combined effect of the TransAction 2040 projects; and 2) benefit/cost analysis for individual projects.

A set of system-level performance criteria was developed to evaluate the benefits of adding the TransAction 2040 Plan projects. These criteria were related to the transportation planning objectives established for this Plan. The criteria described below were used to measure the performance of the entire transportation system; that is, all of the projects working together as a whole. The project team first looked at current conditions in 2007 and then evaluated conditions in the 2040 Baseline Scenario, Build Scenario, and Build 2 Scenario. The system-level performance criteria included:

- Daily vehicle-miles of travel (VMT);
- Daily person-miles of travel (PMT);
- Work trip length;
- Work trip mode share;
- Job accessibility;
- Screenline analysis; and
- Levels of service.

In addition to looking at system level performance, effort was also undertaken to rate, score, and prioritize the individual projects making up the TransAction 2040 Plan. An important element of TransAction 2040 was ensuring that this project prioritization process was conducted using a data-driven and transparent method that provides the public and decision-makers with a clear view of why and how projects were ranked and prioritized. It also was critical to identify the projects that best met the goals and objectives of the Plan.

Each project was individually evaluated using a set of project-based performance evaluation criteria. The project-level performance assessment provided feedback on how each project addressed the region's defined goals and performance objectives. This included a quantitative evaluation to measure the effects of a project on the transportation system with respect to the performance objectives, and a qualitative policy assessment to assess how well projects met broader considerations embodied in the region's goals. In addition to identifying the performance-based benefits for each project, a benefit/cost analysis was introduced to the prioritization process. The project prioritization process was applied within corridors and by project type (e.g., bicycle/pedestrian, transit, highway) and is described in more detail in the subsections which follow. The Plan conducted a benefit/cost analysis for each project based on a number of factors:

- Freight Movement
- Improved Bicycle/Pedestrian Options
- Multimodal Choices
- Urgency
- Project Readiness
- Reduce VMT

ATTACHMENT A.1.

- Safety
- Person Throughput
- Reduce Roadway Congestion
- Reduce Time Spent Traveling
- Environmental Sensitivity
- Activity Center Connections
- Land Use Supports Transportation Investment
- Management and Operations
- Cost Sharing

Projects identified for FY 2014 regional funding are either in the CLRP, TIP, and TransAction 2040 Plan. All of the projects have been evaluated based on congestion reduction relative to cost. The projects identified on the FY 2014 project list have the greatest congestion benefit relative to cost. Detailed information about each project including the stated regional benefits is provided in Attachment B.

Northern Virginia Transportation Authority FY 2014 Project Selection Process – STEP II

The Project Implementation Working Group (PIWG) was directed by the Northern Virginia Transportation Authority (“NVTa” or “the Authority”) at its June 20, 2013 meeting to prepare an FY 2014 Program to include preparation of documents for an initial bond issuance for consideration by the Authority at its July 24, 2013 meeting. Pursuant to that charge, the PIWG developed and approved by consensus a list of FY 2014 bond selection criteria. The criteria do not prescribe specific project funding decisions; instead it provides guidance to the Authority by relating investment decisions to statutory requirements and regional goals. The bond selection process is provided in detail below.

Bond Selection Criteria

The PIWG developed the following selection criteria which provide the basis for selecting projects for a FY 2014 Bond List. All projects must have been evaluated through the FY 2014 Project Selection Process in order to be considered in this process. No projects that did not pass the Tier I Screening of the FY 2014 Project Selection Process were considered.

As noted in the FY 2014 Project Selection Process (Attachment A.1.) the approach focuses on selecting projects that provide rapid, noticeable improvements to address some of the region’s transportation problems. There are a total of six (6) bond selection criteria.

- **Project with 20 year lifespan.**
- **High ranking project.** Priority is given to projects on the “List of Projects for FY 2014 Funding” as presented to the Authority on June 20, 2013. In order to be considered for bond funding, projects on the “List of Projects for Consideration for the Future Six-Year Program” as presented at the June 20, 2013 NVTa meeting must receive a high rating in the Tier II analysis.
- **Leverages external funding.** Short-term priorities of the jurisdictions that are partially funded in the Commonwealth’s Six Year Improvement Program or by individual jurisdictions or agencies.
- **Monetary size of project funding request.** Projects with relatively small funding requirements are not as suitable for bonding.

Projects that met these criteria were then screened to ensure that, as a package, the following criteria were satisfied:

- **Geographic balance.**
- **Mode balance.** Transit, Road, Multimodal. Projects are coded as “R” for Roadway, “T” for Transit and “M” for Multimodal.

Once the second screen was complete, the total value of the project funding requests on the draft list was evaluated to ensure that it met the Financial Working Group guidance on the overall size of the bond package, which took \$50 million to be the lower bound and \$100 million to be the upper bound, the PIWG searched for one project whose funding request could be split between the FY 2014 Bond List and the FY 2014 PAYG list.

Projects not removed from the “List of Projects for FY 2014 Funding” as presented to the Authority on June 20, 2013 were included on the FY 2014 PAYG List.

Northern Virginia Transportation Authority (NVTa)
Recommended FY 2014 Program

ATTACHMENT B.1

ROADWAY PROJECTS																			
Item	Agency	Project	Funding Requested	Proposed Funding	Total Project Cost	Corridor	Tier I Screen				Tier II Screen					20 year lifespan (only for projects)	Tier II Total Points		
							Status	CLB/PTIP Y/Y	TA3540	Reduces Congestion	Increases Capacity (travel only)	Wholly in NHTA Boundary	Meets All Requirements (Y/N)	Improves Safety	Project Reduces (max 6 pts)			Mode	Leverage External Funding
1	Arlington	Columbia Pike Multimodal Improvement Project	\$12,000,000	\$12,000,000	\$12,000,000	3	Final Design	Y	Y	Y	Y	Y	1	5	R	1	-	7	
2	Herndon	Herndon Parkway Intersection Improvements at Van Buren Street	\$500,000	\$500,000	\$3,000,000	1	Design concept completed. Town to begin PE in June 2013 and continue with ROW in FY2014.	N	Y	Y	Y	Y	Y	1	5	R	1	-	7
3	Herndon	Herndon Parkway Intersection Improvements at Sterling Road	\$500,000	\$500,000	\$500,000	3	Concept design completed. Town to begin PE in June 2013 and continue with ROW in FY2014.	N	Y	Y	Y	Y	Y	1	3	R	1	-	5
4	Prince William	Route 1 from Featherstone Road to Mary's Way	\$3,000,000	\$3,000,000	\$52,000,000	8	Planning complete. The NEPA document is complete and the plans are ready for design/build procurement.	Y	Y	Y	Y	Y	Y	1	4	R	1	-	6
5	Leesburg	The project consists of development of a new grade-separated interchange on Edwards Ferry Road at the intersection of Leesburg Bypass Road and Leesburg Road. The project is located on the south side of Leesburg Road, north of the Dulles Expressway is approximately 2,000 linear feet. The estimated stand alone cost is \$20,000,000.	\$20,000,000	\$20,000,000	\$20,000,000	2	Design can be finalized, minimal ROW acquired, and environmental permitting accomplished. Anticipate Construction to begin in late spring 2014.	Y/Y	Y	Y	Y	Y	Y	1	5	R	0	-	8
6	Fairfax	Route 15 widening 6 to 8 lanes (NE from McLean Road to Dulles Toll Road) \$11,100, 6 to 8 Lanes - SE from McLean Road to Dulles Toll Road	\$20,000,000	\$20,000,000	\$20,000,000	3	Design can be finalized, minimal ROW acquired, and environmental permitting accomplished. Anticipate Construction to begin in late spring 2014.	Y	Y	Y	Y	Y	Y	1	5	R	1	-	7
7	Fairfax	Route 15 widening 6 to 8 lanes (NE from McLean Road to Dulles Toll Road) \$11,100, 6 to 8 Lanes - SE from McLean Road to Dulles Toll Road	\$20,000,000	\$20,000,000	\$20,000,000	3	Design can be finalized, minimal ROW acquired, and environmental permitting accomplished. Anticipate Construction to begin in late spring 2014.	Y	Y	Y	Y	Y	Y	1	5	R	1	-	7
8	Loudoun	Route 28 West Side Improvements	\$11,100,000	\$11,100,000	\$11,100,000	3	Design complete	Y	Y	Y	Y	Y	Y	1	5	R	1	-	7
9	Arlington	Boundary Channel Drive Interchange	\$12,400,000	\$6,400,000	\$12,400,000	3	Planning and design underway. Construction to begin CY 14, early FY15	Y	Y	Y	Y	Y	Y	1	4	R	1	-	6
10	Prince William	Route 28 from Linton Hall Road to Flowater Drive	\$4,335,000	\$4,335,000	\$9,335,000	8	ROW Acquisition anticipated to begin June 2013	Y	Y	Y	Y	Y	Y	1	4	R	1	-	6
11	Prince William	Route 28 from Linton Hall Road to Flowater Drive	\$28,000,000	\$28,000,000	\$28,000,000	3	ROW Acquisition anticipated to begin FY14	Y/Y	Y	Y	Y	Y	Y	1	5	R	1	-	7
12	Fairfax City	Chain Bridge Road Widening/Improvements from Route 2050 to Edison Place	\$3,500,000	\$3,500,000	\$21,000,000	6													
Total Requested Funding:			\$3,500,000	\$3,500,000	\$21,000,000	6													
Total Available Funding:			\$111,835,000																

TRANSIT PROJECTS																		
Item	Agency	Project	Funding Requested	Proposed Funding	Total Project Cost	Corridor	Status	CLB/PTIP	Reduces Congestion	Increases Capacity	Wholly in NVTa Boundary	Meets All Requirements (Y/N)	Improves Safety	Project Readiness (max 6 pts)	Mode	Leverage External Funding	20 year lifespan (only for projects)	Tier II Total Points
1	Alexandria	Shoreline and East Time Transit Information for DASH/WAATA.					City's bus shelters currently at 95% design phase, expected 100% completion by June 2013. Buses can be procured in FY2014.	Y/Y	Y	Y	Y	Y	1	5	T	1	-	7
2	Alexandria	CASH Bus Expansion.	\$450,000	\$450,000	\$1,500,000	8												
3	PRTC	PRTC New Governance Service.	\$3,250,000	\$3,250,000	\$3,250,000	8												
4	Alexandria	Traffic Signal Upgrade/Transit Signal Priority.	\$580,000	\$580,000	\$580,000	8												
			\$600,000	\$600,000	\$1,200,000	8												

Projects not Recommended for FY 2014 List ("Carryover Projects")

ROADWAY PROJECTS (in no particular order)

[illegible]

Total Roadway

NORTHERN VIRGINIA TRANSPORTATION AUTHORITY

RESOLUTION 07-24-13-B

MOTION: ZIMMERMAN
SECOND: BULOVA

**AUTHORIZING THE ISSUANCE OF
TRANSPORTATION FACILITIES REVENUE BONDS**

July 24, 2013

WHEREAS, the Northern Virginia Transportation Authority ("NVTa") is a political subdivision of the Commonwealth of Virginia (the "Commonwealth") created by the Northern Virginia Transportation Authority Act (the "NVTa Act"), Chapter 48.2, Title 15.2, Code of Virginia of 1950, as amended (the "Virginia Code"); and

WHEREAS, as provided by Section 15.2-4831 of the NVTa Act, NVTa embraces the Counties of Arlington, Fairfax, Loudoun, and Prince William, and the Cities of Alexandria, Fairfax, Falls Church, Manassas, and Manassas Park (collectively, the "Member Localities"); and

WHEREAS, Planning District 8 established pursuant to Chapter 42 of Title 15.2 of Virginia Code is composed of the Member Localities; and

WHEREAS, Section 15.2-4830 of the NVTa Act provides, among other things, that NVTa (i) shall prepare a regional transportation plan for Planning District 8, to include, but not necessarily be limited to, transportation improvements of regional significance, and those improvements necessary or incidental thereto, and will from time to time revise and amend the plan and (ii) has the power to construct or acquire, by purchase, lease, contract, or otherwise, the transportation facilities specified in the regional transportation plan when adopted; and

WHEREAS, NVTa prepared and on November 8, 2012, approved a regional transportation plan for Planning District 8 entitled "TransAction 2040 Regional Transportation Plan" ("TransAction 2040"); and

WHEREAS, Section 15.2-4839 of the NVTa Act authorizes and empowers NVTa to issue bonds and other evidences of debt and provides that the provisions of Article 5 (Section 15.2-4519 et seq.) of Chapter 45 of Title 15.2 of the Virginia Code, shall apply, *mutatis mutandis*, to the issuance of such bonds or other debt; and

WHEREAS, Section 15.2-4519 of the Virginia Code provides that NVTa's bonds may be payable from and secured by a pledge of all or any part of the revenues, moneys or funds of NVTa as specified in a resolution adopted or indenture entered into by NVTa; and

WHEREAS, NVTA has determined to proceed with the issuance of its bonds in a principal amount not to exceed \$105,000,000 (as more particularly defined below, the "Bonds") under the terms and conditions set forth below; and

WHEREAS, on April 3, 2013, the Virginia General Assembly adopted the Governor's substitute for House Bill 2313 ("HB 2313"), which provides, among other things, for transportation funding and related reform both on a statewide basis and on a regional basis for NVTA and the Member Localities; and

WHEREAS, under HB 2313, the Northern Virginia Transportation Authority Fund (the "Fund") will receive the revenues dedicated to it under Sections 58.1-638, 58.1-802.2 and 58.1-1742 of the Virginia Code and any other funds that may be appropriated to the Fund by the General Assembly (the "HB 2313 Transportation Revenues"); and

WHEREAS, subsection B of Section 15.2-4838.1 of the NVTA Act provides that 30% of the revenues received by NVTA (the "NVTA Revenues"), including the HB 2313 Transportation Revenues, shall be distributed on a pro rata basis to the Member Localities to be applied as provided therein; and

WHEREAS, subsection C.1. of Section 15.2-4838.1 ("Subsection C.1.") provides that in Fiscal Year 2014 NVTA shall use the remaining 70% of the NVTA Revenues plus the amount of any NVTA Revenues to be redistributed pursuant to subsection B (the "Regional NVTA Funds," which term, as used below, shall include the proceeds of bonds payable from the Regional NVTA Funds) to fund (i) transportation projects selected by NVTA that are contained in TransAction 2040 or (ii) mass transit capital projects that increase capacity; and

WHEREAS, NVTA has received from the Project Implementation Working Group (the "PIWG") a selection process (the "FY 2014 Project Selection Process") that has been previously approved by NVTA pursuant to a resolution entitled **"Resolution Approving the Process Used to Select Projects to be Financing with Fiscal Year 2014 NVTA Funds, the Projects to be Financed by such Funds and the Carryover of Certain Projects for Future Consideration"** (the "FY 2014 Project Selection Process Resolution"); and

WHEREAS, as described in the FY 2014 Project Selection Process Resolution, the PIWG (i) developed the FY 2014 Project Selection Process and applied it to a list of projects submitted by the Member Localities and transportation agencies and (ii) considered the public comments received regarding such projects as well as the results of the FY 2014 Project Selection Process in developing the list of the projects ultimately approved for financing and attached as Attachment B.1. to the FY 2014 Project Selection Process Resolution (the "Recommended FY 2014 Program"); and

WHEREAS, pursuant to direction received at the June 20, 2013, NVTA meeting, the PIWG developed a selection process to evaluate projects for bond financing, which is attached as Attachment A.2. (the "Bond Selection Process"); and

WHEREAS, PIWG applied the Bond Selection Process to the Recommended FY 2014 Program and developed a list of projects that satisfy the Bond Selection Process (the "FY 2014 Bond Projects"); and

WHEREAS, the list of FY 2014 Bond Projects is attached as Attachment C, and PIWG has recommended that NVTa approve the Bond Selection Process and the issuance of the Bonds to pay the costs of the FY 2014 Bond Projects; and

WHEREAS, to the extent the related Bonds are validated, NVTa will apply the proceeds of the Bonds, along with other available funds, to pay the issuance and financing costs thereof, to fund any required reserves and to pay the costs of the construction and acquisition of the FY 2014 Bond Projects; and

WHEREAS, debt service payments on the Bonds will be made from the portion of the Regional NVTa Funds pledged thereto as provided in this Resolution and the below-defined Indenture and the investment earnings on certain funds and accounts to be established under the Indenture; and

WHEREAS, the foregoing arrangements will be reflected in the following documents, forms of which have been presented to this meeting: (i) the Master Indenture of Trust (the "Master Indenture") between NVTa and a trustee to be named therein (the "Trustee"); and (ii) the First Supplemental Series Indenture between NVTa and the Trustee, to which the form of the Bonds is attached as an exhibit (the "First Supplemental Series Indenture" and, together with the Master Indenture, the "Indenture"); and

WHEREAS, on January 10, 2008, NVTa adopted Debt Policies relating to the issuance of NVTa debt (the "2008 Debt Policies"); and

WHEREAS, the 2008 Debt Policies related to NVTa debt secured by revenues derived from House Bill 3202, adopted April 4, 2007, and which are unrelated and inapplicable to the HB 2313 Transportation Revenues; and

WHEREAS, NVTa desires to suspend the 2008 Debt Policies because they are unrelated and inapplicable to the HB 2313 Transportation Revenues and the Bonds to be issued hereunder.

After careful consideration and to further the public purposes for which NVTa was created, NOW, THEREFORE, BE IT RESOLVED BY NVTa THAT:

1. Approval of the Bond Selection Process. NVTa hereby finds and determines that the Bond Selection Process provides a reasonable method by which to determine whether to provide bond financing for projects included in the Recommended FY 2014 Program. The Bond Selection Process is hereby approved.

2. Reaffirmation of Findings, Determinations and Approvals Regarding the FY 2014 Bond Projects. NVTa hereby reaffirms its findings, determinations and approvals that are embodied in the FY 2014 Project Selection Process Resolution regarding the FY 2014 Bond Projects, which form a subset of the projects included in the Recommended FY 2014 Program.

3. Authorization and Findings Regarding Bonds. There is hereby authorized the issuance of bonds of NVTa, in one or more series from time to time in

accordance with the terms of this Resolution, to be known as the Northern Virginia Transportation Authority Transportation Facilities Revenue Bonds (the "Bonds") with appropriate series designations. The Bonds shall be in substantially the form attached as an exhibit to the First Supplemental Series Indenture. NVTA shall use the proceeds of the issuance of the Bonds as described in the Recitals above and in accordance with the NVTA Act and the Indenture to the extent the Bonds, the FY 2014 Bond Projects and the HB 2313 Transportation Revenues are validated in accordance with Section 15.2-4520 of the Virginia Code. NVTA hereby finds and determines that (i) the issuance of the Bonds will be in all respects for the benefit of the inhabitants of the Commonwealth and the Member Localities and will promote their safety, health, welfare, convenience and prosperity, (ii) the undertaking of the construction and acquisition of the FY 2014 Bond Projects will constitute the performance of an essential governmental function, (iii) the issuance of the Bonds will further the purposes of NVTA and the NVTA Act by, among other things, financing the construction and acquisition of the FY 2014 Bond Projects, (iv) the proceeds of the Bonds will be used by NVTA in accordance with subsections A. and C.1. of Section 15.2-4838.1 of the NVTA Act and (v) the issuance of the Bonds and the application of the net proceeds thereof to pay the costs of the construction and acquisition of the FY 2014 Bond Projects will be consistent with the requirement set forth in subsection C.3. of Section 15.2-4838.1 that all revenues deposited to the credit of NVTA be used for projects benefiting the Member Localities, with each Member Locality's total long-term benefits being approximately equal to the total of the fees and taxes expected to be received by NVTA that are generated by or attributable to the Member Locality divided by the total of such fees and taxes received by NVTA.

4. Details of Bonds. The final details of the Bonds, including without limitation, their series designation, dated date, aggregate principal amount, interest rates, maturity dates, redemption provisions, sale prices, and the principal amount of each maturity will be approved by subsequent resolution of NVTA; provided, however, that (i) the aggregate principal amount of the Bonds shall not exceed \$105,000,000; (ii) the Bonds shall have a true interest cost that does not exceed 6.0%; (iii) no Bonds shall mature after December 31 of the year that is 20 years after the dated date of the Bonds; and (iv) the optional redemption premium on the Bonds, if any, shall not exceed 2%.

5. Approval of Indenture. The forms of the Master Indenture and the First Supplemental Series Indenture are approved. The Chairman is authorized to execute and deliver on NVTA's behalf the Master Indenture and the First Supplemental Series Indenture in substantially the forms submitted to this meeting, with such changes, insertions or omissions as may be approved by the Chairman. Such approval shall be evidenced conclusively by the execution and delivery of such documents on NVTA's behalf.

6. Preparation, Execution and Delivery of Bonds. The Chairman is authorized to have the Bonds prepared in substantially the form submitted to this meeting, to have the Bonds executed pursuant to the terms of the Master Indenture and the First Supplemental Series Indenture, to deliver the Bonds to the Trustee for authentication, and to cause the Bonds so executed and authenticated to be delivered to or for the account of the first purchasers thereof upon payment of the purchase price thereof as provided in the First Supplemental Series Indenture.

7. Pledge. The Regional NVTAs are hereby pledged to secure the payment of the principal of and premium, if any, and interest on the Bonds in such amounts and under such terms and conditions as provided in the Indenture. Neither the members of NVTAs nor any person executing the Bonds shall be liable personally on the Bonds by reason of the issuance thereof. The Bonds shall not be a debt of the Commonwealth or any political subdivision thereof (including any Member Locality) other than NVTAs. The Bonds shall not constitute an indebtedness within the meaning of any debt limitation or restriction except as provided under the NVTAs Act. NVTAs hereby represents and acknowledges that its authority to receive any or all of the HB 2313 Transportation Revenues may be eliminated, changed or limited at any time by action of the General Assembly and that neither the General Assembly nor NVTAs can or will pledge, covenant or agree to impose or maintain at any particular rate or level any of the taxes and fees described in Sections 58.1-638, 58.1-802.2 and 58.1-1742 of the Virginia Code or the HB 2313 Transportation Revenues for the benefit of the holders of the Bonds, the Trustee or any other person or entity.

8. Sale of Bonds. The Bonds may be sold in such manner, either at public or private sale or on a competitive or negotiated basis, as may be determined by NVTAs by subsequent resolution to be in the best interests of NVTAs.

9. Authorization of Bond Anticipation Notes. If market or other conditions are such that the Chairman determines that it is not advisable to enter into a long-term financing for all or any portion of the projects specified in the recitals, the Chairman, without further approval of NVTAs as to documentation or otherwise, is hereby authorized to execute, deliver and issue short-term notes of NVTAs (the "Notes") as provided in Section 15.2-4519 of the Virginia Code at public or private sale in anticipation of the issuance of any or all series of the Bonds; provided that the aggregate principal amount of the Notes shall not exceed the principal amount authorized hereby, the term to maturity thereof shall not exceed five years, and the Notes shall have a true interest costs that does not exceed 5.0%. The Notes shall be subject to such other terms and conditions contained in this Resolution to the extent not inconsistent with this paragraph. The interest payments on the Notes shall be secured in the same manner as the Bonds authorized hereunder and the principal and premium, if any, of such Notes shall be secured by the Bonds authorized hereby. NVTAs shall retire the Notes either by issuing the Bonds authorized hereby or by making a payment or payments from any other lawfully available funds, provided that the maximum amount of the Bonds authorized hereby will be reduced by the amount of Notes retired by other lawfully available funds. If NVTAs issues Bonds to retire the Notes, NVTAs shall issue the Bonds in accordance with the terms of and subject to the parameters contained in this Resolution.

10. Federal Tax Matters. The Chairman is authorized and directed to execute and deliver on NVTAs's behalf simultaneously with the issuance of the Bonds a Tax Regulatory Agreement and/or similar agreements or certificates. The Tax Regulatory Agreement and/or similar agreements or certificates shall set forth the expected use of and investment of all or any portion of the proceeds of the Bonds and include such covenants as may be necessary to qualify the interest on all or any portion of the Bonds for exemption from gross income for federal income tax purposes under the Internal Revenue Code of 1986, as amended, and the applicable Treasury Regulations (collectively, the "Tax Code"), and to maintain such exemption. The Chairman is further authorized to make on behalf of NVTAs such elections under the Tax

Code with respect to the Bonds as he may deem to be in the best interests of NVTA after consultation with NVTA's Bond Counsel and Financial Advisor.

11. Continuing Disclosure. The Chairman is authorized and directed to execute and deliver on NVTA's behalf simultaneously with the issuance of any or all series of the Bonds a Continuing Disclosure Agreement, setting forth the disclosure to be made by or on behalf of NVTA and containing such covenants as may be necessary in order to satisfy the provisions of Rule 15c2-12 promulgated under the Securities Exchange Act of 1934.

12. Suspension of 2008 Debt Policies. The 2008 Debt Policies are hereby suspended because they are unrelated and inapplicable to the HB 2313 Transportation Revenues and the Bonds authorized hereunder. The Chairman is authorized to direct the Financial Working Group to prepare revised debt policies that are based on the HB 2313 Transportation Revenues upon validation of such revenues and the Bonds.

13. Severability. If any section, subsection, paragraph, sentence, clause, or phrase of, or project approved by, this Resolution is for any reason held or decided to be unconstitutional or invalid, such decision of unconstitutionality or invalidity shall not affect the validity of the remaining portions. NVTA hereby declares that it would have adopted this Resolution and each section, subsection, sentence, clause and phrase thereof and each project listed therein even though any one or more sections, subsections, sentences, clauses, phrases or projects might be declared unconstitutional or invalid.

14. Additional Actions. Each member, officer and authorized representative of NVTA is authorized to execute and deliver on NVTA's behalf such other instruments, documents or certificates, and to do and perform such things and acts as he or she shall deem necessary or appropriate to carry out the transactions authorized by this Resolution or contemplated by the Indenture. Any of the foregoing previously done or performed by any member, officer, or authorized representative of NVTA is in all respects approved, ratified and confirmed. In the Chairman's absence, the Vice Chairman is authorized to take any action specifically assigned to the Chairman under this Resolution.

15. Effective Date. This Resolution shall take effect immediately.

VOTES:

Ayes: Nohe, Euille, Zimmerman, Bulova, Rishell, Parrish, Snyder, Silverthorne, Ebbin, May, Bushue

Nays: York

Abstained: Rust

Absent from Vote: None

Absent from Meeting: Garczynski

Certified Copy: _____
Clerk

ATTACHMENT A.2.

DESCRIPTION OF BOND SELECTION PROCESS

(See Attached)

ATTACHMENT C

DESCRIPTION OF FY 2014 BOND PROJECTS

(See Attached)

Northern Virginia Transportation Authority FY 2014 Project Selection Process – STEP II

The Project Implementation Working Group (PIWG) was directed by the Northern Virginia Transportation Authority (“NVTa” or “the Authority”) at its June 20, 2013 meeting to prepare an FY 2014 Program to include preparation of documents for an initial bond issuance for consideration by the Authority at its July 24, 2013 meeting. Pursuant to that charge, the PIWG developed and approved by consensus a list of FY 2014 bond selection criteria. The criteria do not prescribe specific project funding decisions; instead it provides guidance to the Authority by relating investment decisions to statutory requirements and regional goals. The bond selection process is provided in detail below.

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- **High ranking project.** Priority is given to projects on the “List of Projects for FY 2014 Funding” as presented to the Authority on June 20, 2013. In order to be considered for bond funding, projects on the “List of Projects for Consideration for the Future Six-Year Program” as presented at the June 20, 2013 NVTa meeting must receive a high rating in the Tier II analysis.
- **Leverages external funding.** Short-term priorities of the jurisdictions that are partially funded in the Commonwealth’s Six Year Improvement Program or by individual jurisdictions or agencies.
- **Monetary size of project funding request.** Projects with relatively small funding requirements are not as suitable for bonding.

Projects that met these criteria were then screened to ensure that, as a package, the following criteria were satisfied:

- **Geographic balance.**
- **Mode balance.** Transit, Road, Multimodal. Projects are coded as “R” for Roadway, “T” for Transit and “M for Multimodal.

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Proposed FY 2014 Bond Projects (July 8, 2013)

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Proposed FY 2014 Bond Projects (July 8, 2013)								
Item	Agency/Locdown	Project	Funding Requested	Proposed Funding	Total Project Cost	Corridor	Status	CLRP/TIP
1	Loudoun	Leesburg Park and Ride	\$1,000,000	\$1,000,000	\$1,000,000	1	ROW acquisition and construction FY14.	Y
2	Loudoun	Route 28 Hot Spot Improvements	\$12,400,000	\$6,400,000	\$12,400,000	3	Design complete	Y
3	Fairfax	Innovation Center Metrolink Station					MWAA will select a design/build contractor in May 2013	Y
4	Arlington	Boundary Channel Drive Interchange	\$88,000,000	\$20,000,000	\$88,000,000	1	Planning and design underway; Construction to begin CY 14, early FY15	Y
5	Priano William	Route 28 from Linton Hall Road to Flizwater Drive	\$4,335,000	\$4,335,000	\$9,335,000	8		Y
6	VRE	VRE rolling stock purchase (9 additional coaches)	\$28,000,000	\$28,000,000	\$28,000,000	3	ROW Acquisition anticipated to begin June 2013	Y
7	VRE	VRE Lorton station second platform	\$19,800,000	\$19,800,000	\$19,800,000	5,6	Open contract for equipment purchase	Y
8	VRE	VRE Alexandria station tunnel and platform improvements	\$7,900,000	\$7,900,000	\$9,240,000	8	Final design and permitting could be completed and construction initiated within 12 months of receipt of funding; NEPA/design of the project is underway; estimated completion March 2014.	Y/Y
9	Fairfax City	Chain Bridge Road Widening/improvements from Route 29/60 to Eaton Place	\$1,300,000	\$1,300,000	\$10,000,000	8	ROW Acquisition anticipated to begin FY14	Y/Y
					\$21,000,000	6		
Total Funding:					\$93,735,000			

NORTHERN VIRGINIA TRANSPORTATION AUTHORITY

RESOLUTION 07-24-13-C

MOTION: ZIMMERMAN

SECOND: EUILLE

APPROVING THE PROJECTS TO BE FINANCED WITH REGIONAL NVTA FUNDS RECEIVED IN FISCAL YEAR 2014 ON A PAY-AS-YOU-GO BASIS

July 24, 2013

WHEREAS, the Northern Virginia Transportation Authority ("NVTA") is a political subdivision of the Commonwealth of Virginia (the "Commonwealth") created by the Northern Virginia Transportation Authority Act (the "NVTA Act"), Chapter 48.2, Title 15.2, Code of Virginia of 1950, as amended (the "Virginia Code"); and

WHEREAS, as provided by Section 15.2-4831 of the NVTA Act, NVTA embraces the Counties of Arlington, Fairfax, Loudoun, and Prince William, and the Cities of Alexandria, Fairfax, Falls Church, Manassas, and Manassas Park (collectively, the "Member Localities"); and

WHEREAS, Planning District 8 established pursuant to Chapter 42 of Title 15.2 of Virginia Code is composed of the Member Localities; and

WHEREAS, NVTA prepared and on November 8, 2012, approved a regional transportation plan for Planning District 8 entitled "TransAction 2040 Regional Transportation Plan" ("TransAction 2040") pursuant to Section 15.2-4838 of the NVTA Act; and

WHEREAS, on April 3, 2013, the Virginia General Assembly adopted the Governor's substitute for House Bill 2313 ("HB 2313"), which provides, among other things, for transportation funding and related reform both on a statewide basis and on a regional basis for NVTA and Planning District 8; and

WHEREAS, HB 2313 added Section 15.2-4838.01 to the NVTA Act, under which was established the Northern Virginia Transportation Authority Fund (the "NVTA Fund"); and

WHEREAS, the NVTA Fund will receive the revenues dedicated to it under Sections 58.1-638, 58.1-802.2 and 58.1-1742 of the Virginia Code and any other funds that may be appropriated to the Fund by the General Assembly (the "HB 2313 Transportation Revenues"); and

WHEREAS, subsection B of Section 15.2-4838.1 of the NVTA Act provides that 30% of the revenues received by NVTA (the "NVTA Revenues"), including the HB 2313 Transportation Revenues, shall be distributed on a pro rata basis to the Member Localities to be applied as provided therein; and

WHEREAS, subsection C.1. of Section 15.2-4838.1 ("Subsection C.1.") provides that in Fiscal Year 2014 NVTA shall use the remaining 70% of the NVTA Revenues plus the amount of any NVTA Revenues to be redistributed pursuant to subsection B (the "Regional NVTA Funds,") to fund (i) transportation projects selected by NVTA that are contained in TransAction 2040 or (ii) mass transit capital projects that increase capacity; and

WHEREAS, on April 25, 2013, NVTA directed the Project Implementation Working Group (the "PIWG") to recommend actions for NVTA to undertake transportation projects, including developing a list of projects to be funded in Fiscal Year 2014 through a process that, among other things, assures that each project will satisfy the statutory criteria for project selection set forth in the NVTA Act (the "Statutory Criteria"); and

WHEREAS, the PIWG developed a selection process (the "FY 2014 Project Selection Process") that has been previously approved by NVTA pursuant to a resolution entitled **"Resolution Approving the Process Used to Select Projects to be Financing with Fiscal Year 2014 NVTA Funds, the Projects to be Financed by such Funds and the Carryover of Certain Projects for Future Consideration"** (the "FY 2014 Project Selection Process Resolution"); and

WHEREAS, as described in the FY 2014 Project Selection Process Resolution, the PIWG (i) developed the FY 2014 Project Selection Process and applied it to a list of projects submitted by the Member Localities and transportation agencies and (ii) considered the public comments received regarding such projects as well as the results of the FY 2014 Project Selection Process in developing the projects ultimately approved for financing and attached as Attachment B.1. to the FY 2014 Project Selection Process Resolution (the "Recommended FY 2014 Program"); and

WHEREAS, pursuant to direction received at the June 20, 2013, NVTA meeting, the PIWG developed a selection process to evaluate projects for bond financing (the "Bond Selection Process"); and

WHEREAS, NVTA approved the application of the Bond Selection Process to the projects included in the Recommended FY 2014 Program pursuant to a resolution entitled **"Resolution Authorizing the Issuance of Transportation Facility Revenue Bonds"** (the "Bond Authorization Resolution");

WHEREAS, as described in the Bond Authorization Resolution, NVTA selected projects from the Recommended FY 2014 Program to receive bond financing (the "FY 2014 Bond Projects"); and

WHEREAS, the projects in the Recommended FY 2014 Program not selected to receive bond financing are set forth on Attachment D and referred to herein as the "FY 2014 PAYGO Projects;" and

WHEREAS, NVTA desires to approve the use of Regional NVTA Funds received in Fiscal Year 2014 to pay the costs of the FY 2014 PAYGO Projects on a pay-as-you-go basis.

After careful consideration and to further the public purposes for which NVTa was created, NOW, THEREFORE, BE IT RESOLVED BY NVTa THAT:

1. Approval of FY 2014 PAYGO Projects. NVTa hereby approves of the use of Regional NVTa Funds received in Fiscal Year 2014 to pay the costs of the FY 2014 PAYGO Projects. NVTa hereby reaffirms its findings, determinations and approvals that are embodied in the FY 2014 Project Selection Process Resolution regarding the FY 2014 PAYGO Projects, which form a subset of the projects in the Recommended FY 2014 Program.

2. Severability. If any section, subsection, paragraph, sentence, clause, or phrase of, or project approved by, this Resolution is for any reason held or decided to be unconstitutional or invalid, such decision of unconstitutionality or invalidity shall not affect the validity of the remaining portions. NVTa hereby declares that it would have adopted this Resolution and each section, subsection, sentence, clause and phrase thereof and project listed therein even though any one or more sections, subsections, sentences, clauses, phrases or projects might be declared unconstitutional or invalid.

3. Additional Actions. Each member, officer and authorized representative of NVTa is authorized to execute and deliver on NVTa's behalf such other instruments, documents or certificates, and to do and perform such things and acts as he or she shall deem necessary or appropriate to carry out the transactions authorized by this Resolution. Any of the foregoing previously done or performed by any member, officer, or authorized representative of NVTa is in all respects approved, ratified and confirmed. In the Chairman's absence, the Vice Chairman is authorized to take any action specifically assigned to the Chairman under this Resolution.

4. Effective Date. This Resolution shall take effect immediately.

VOTES:

Ayes: Nohe, Euille, Zimmerman, Bulova, York, Rishell, Parrish, Snyder, Silverthorne, Ebbin, May, Bushue

Nays: None

Abstained: Rust

Absent from Vote: None

Absent from Meeting: Garczynski

Certified Copy: _____
Clerk

ATTACHMENT D

DESCRIPTION OF FY 2014 PAYGO PROJECTS

(See Attached)

Northern Virginia Transportation Authority (NVTa)
Proposed FY 2014 Project List (July 8, 2013)

ATTACHMENT D

ROADWAY PROJECTS													
Item	Agency	Project	Funding Requested	Proposed Funding	Total Project Cost	Corridor	Status	CLM/RTIP	TA2246	Reduces Congestion	Increases Capacity (local only)	Widened Roadway (local only)	Needs All Requirements Met (Y/N)
1	Arlington	Columbia Plaza Multimodal Improvement Project	\$12,000,000	\$12,000,000	\$12,000,000	8	Final Design	Y/Y	Y	Y	Y	Y	Y
2	Herndon	Herndon Parkway Interchange Improvements at Van Buren Street	\$800,000	\$800,000	\$5,000,000	1	Design concept completed. Open to begin PE in June 2013 and continue with ROW in FY2014.	N	Y	Y	Y	Y	Y
3	Herndon	Herndon Parkway Interchange Improvements at Sterling Road			\$500,000	3	Concept design completed. Open to begin PE in June 2013 and continue with ROW in FY2014.	N	Y	Y	Y	Y	Y
4	Pine	Route 1 from Featherstone Road to Mary's Way	\$600,000	\$500,000	\$500,000	8	Planning complete	Y	Y	Y	Y	Y	Y
5	Prince William	Belmont Ridge Road (Route 659), North of the Dulles Greenway is approximately 6,800 linear feet. The easement stands across size is \$20,000,000.	\$3,000,000	\$3,000,000	\$20,000,000	2	The NEPA document is complete and the plans are approved for environmental permitting.	Y	Y	Y	Y	Y	Y
6	Leesburg	The project consists of development of a new grade-separated interchange on Edwards Ferry Road at the Route 15 Leesburg Bypass	\$20,000,000	\$20,000,000	\$20,000,000	2	Planning	Y/Y	Y	Y	Y	Y	Y
7	Fairfax	Route 28 Widening 8 to 8 lanes (SB from the Dulles Toll Road to Route 50) \$20M - SB from the Dulles Toll Road to Route 50.	\$5,000,000	\$1,000,000	\$40,000,000	1	Design can be finalized, retained ROW acquired, and environmental permitting accomplished. Construction could begin in late spring 2014.	Y	Y	Y	Y	Y	Y
8	Fairfax	Route 28 Widening 8 to 8 lanes (NB from McClellan Road to Dulles Toll Road) \$11.0M - 8 to 8 Lanes - NB from McClellan Road to Dulles Toll Road.	\$20,000,000	\$20,000,000	\$20,000,000	3	Design can be finalized, retained ROW acquired, and environmental permitting accomplished. Construction could begin in late spring 2014.	Y	Y	Y	Y	Y	Y
TOTAL Requested Funding:			\$11,100,000	\$11,100,000	\$11,100,000	3							
				\$68,100,000									

Tier II Screen

Tier I Screen

Project Phase (max 5)

Needs All Requirements Met (Y/N)

25 year lifespan (only for projects)

Leverage External Funding

Tier II total Points

[illegible]

NORTHERN VIRGINIA TRANSPORTATION AUTHORITY

RESOLUTION 07-24-13-D

MOTION: SNYDER

SECOND: RUST

CONFIRMING THE APPOINTMENT OF BOND COUNSEL AND AUTHORIZING THE EXECUTION OF AN ENGAGEMENT LETTER

WHEREAS, the Northern Virginia Transportation Authority ("NVTa") is a political subdivision of the Commonwealth of Virginia created by the Northern Virginia Transportation Authority Act, Chapter 48.2, of Title 15.2, of the Code of Virginia of 1950, as amended (the "Act"); and

WHEREAS, Section 15.2-4839 of the Act authorizes and empowers NVTa to issue bonds and other evidences of debt and provides that the provisions of Article 5 (section 15.2-4519 et seq.) of Chapter 45 of Title 15.2 of the Code of Virginia of 1950, as amended shall apply, *mutatis mutandis*, to the issuance of such bonds or other debt; and

WHEREAS, NVTa is proposing to issue bonds and other evidences of debt and to file a bond validation suit in furtherance of that issuance, necessitating the assistance of bond counsel; and

WHEREAS, McGuireWoods LLP ("McGuireWoods") was approved as bond counsel to NVTa by resolution adopted July 12, 2007; and

WHEREAS, NVTa desires to confirm McGuireWoods as bond counsel for NVTa's Fiscal Year 2014 bond issuance upon the recommendation of the Legal Working Group, which interviewed McGuireWoods in connection with selecting NVTa's bond counsel, subject to final approval by NVTa on July 24, 2013; and

WHEREAS, NVTa has agreed to pay to McGuireWoods the amount of \$50,000.00 in fees plus its actually-incurred expenses, with the remainder of the bond counsel fees to be paid on a contingent basis; and

WHEREAS, McGuireWoods has agreed to continue its engagement as NVTa's bond counsel on such terms; and

WHEREAS, NVTa and McGuireWoods intend to formalize their relationship in an engagement letter to be executed by both parties.

After careful consideration and to further the public purposes for which NVTa was created, NOW, THEREFORE, BE IT RESOLVED BY NVTa THAT:

1. NVTa hereby approves and authorizes the firm of McGuireWoods to continue to act as NVTa's bond counsel for purposes of NVTa's Fiscal Year 2014 bond issuance and for

the filing and prosecution of a bond validation suit for such bond issuance on the terms and conditions set forth in the engagement letter to be signed by both parties.

2. NVTA authorizes the Chairman of NVTA to sign the engagement letter with McGuireWoods on behalf of NVTA.

VOTES:

Ayes: Nohe, Euille, Zimmerman, Bulova, York, Rishell, Parrish, Snyder, Silverthorne, Ebbin, Rust, May, Bushue

Nays: None

Abstained: None

Absent from Vote: None

Absent from Meeting: Garczynski

Certified Copy: _____
Clerk

NORTHERN VIRGINIA TRANSPORTATION AUTHORITY

RESOLUTION 07-24-13-E

MOTION: SNYDER
SECOND: BULOVA

AUTHORIZING CERTAIN LEGAL PROCEEDINGS IN CONNECTION WITH THE ISSUANCE OF THE AUTHORITY'S TRANSPORTATION FACILITIES REVENUE BONDS

July 24, 2013

WHEREAS, the Northern Virginia Transportation Authority ("NVTa") is a political subdivision of the Commonwealth of Virginia (the "Commonwealth") created by the Northern Virginia Transportation Authority Act (the "NVTa Act"), Chapter 48.2, Title 15.2, Code of Virginia of 1950, as amended (the "Virginia Code"); and

WHEREAS, as provided by Section 15.2-4831 of the NVTa Act, NVTa embraces the Counties of Arlington, Fairfax, Loudoun, and Prince William, and the Cities of Alexandria, Fairfax, Falls Church, Manassas, and Manassas Park (collectively, the "Member Localities"); and

WHEREAS, Section 15.2-4839 of the NVTa Act authorizes and empowers NVTa to issue bonds and other evidences of debt and provides that the provisions of Article 5 (Section 15.2-4519 et seq.) of Chapter 45 of Title 15.2 of the Virginia Code, shall apply, *mutatis mutandis*, to the issuance of such bonds or other debt; and

WHEREAS, Section 15.2-4519 of the Virginia Code provides that NVTa's bonds may be payable from and secured by a pledge of all or any part of the revenues, moneys or funds of NVTa as specified in a resolution adopted or indenture entered into by NVTa; and

WHEREAS, on April 3, 2013, the Virginia General Assembly adopted the Governor's substitute for House Bill 2313 ("HB 2313"), which provides, among other things, for transportation funding and related reform both on a statewide basis and on a regional basis for NVTa and the Member Localities; and

WHEREAS, under HB 2313, the Northern Virginia Transportation Authority Fund (the "Fund") will receive the revenues dedicated to it under §§58.1-638, 58.1-802.2 and 58.1-1742 of the Virginia Code and any other funds that may be appropriated to the Fund by the General Assembly (the "HB 2313 Transportation Revenues"); and

WHEREAS, NVTa has determined to proceed with the issuance of its bonds (as more particularly defined below, the "Bonds") under the terms and conditions set forth in that certain

resolution adopted the date hereof entitled "**Resolution Authorizing the Issuance of Transportation Facilities Revenue Bonds**" (the "Bond Authorization Resolution"); and

WHEREAS, NVTa will apply the proceeds of the Bonds, along with other available funds, to pay the issuance and financing costs thereof, to fund any required reserves and to pay the costs of the construction and acquisition of the transportation facilities and projects described in the Bond Authorization Resolution; and

WHEREAS, debt service payments on the Bonds will be made from the portion of the HB 2313 Transportation Revenues pledged thereto as provided in the Bond Authorization Resolution and the Indenture (defined in the Bond Authorization Resolution) and the investment earnings on certain funds and accounts to be established under the Indenture; and

WHEREAS, the NVTa Act provides in Section 15.2-4520 that Article 6, Chapter 26, Title 15.2 of the Virginia Code pertaining to the judicial determination of validity of bonds (the "Validation Procedures") shall apply to all suits, actions and proceedings of whatever nature involving the validity of bonds issued by NVTa under the NVTa Act, and the Validation Procedures may, among other things, establish the validity of the bonds, the legality of all proceedings taken in connection with the authorization or issuance of the bonds, the validity of the tax or other means provided for the payment of the bonds, and the validity of all pledges of revenues and of all the covenants and provisions that constitute a part of the contract between the issuer and the owners of the bonds; and

After careful consideration and to further the public purposes for which NVTa was created, NOW, THEREFORE, BE IT RESOLVED BY NVTa THAT:

1. Authorization of Validation. In consultation with and with the approval of the Council of Counsels, McGuireWoods LLP, as Bond Counsel, is authorized to initiate a validation proceeding in the Circuit Court of Fairfax County with respect to the Bonds under the Validation Procedures to establish the validity of the Bonds and any or all of the other matters permitted under the Validation Procedures. Bond Counsel is also authorized on NVTa's behalf and under the supervision and direction of the Council of Counsels to continue all proceedings and undertake all acts (including without limitation the preparation and filing of required documents and the giving of required notices) as it may deem necessary and proper in connection with the validation proceeding.

2. Authorization of Defense. Acting under the supervision and direction of the Council of Counsels, Bond Counsel is also authorized to undertake the defense of NVTa in any legal challenge of the validity of the Bonds, HB 2313 and the HB 2313 Transportation Revenues or any related matters or proceedings.

3. Severability. If any section, subsection, paragraph, sentence, clause, or phrase of this Resolution is for any reason held or decided to be unconstitutional or invalid, such decision of unconstitutionality or invalidity shall not affect the validity of the remaining portions. NVTa hereby declares that it would have adopted this Resolution and each section, subsection, sentence, clause and phrase thereof even though any one or more sections, subsections, sentences, clauses, or phrases might be declared unconstitutional or invalid.

4. Effective Date. This Resolution shall take effect immediately.

VOTES:

Ayes: Nohe, Euille, Zimmerman, Bulova, Rishell, Parrish, Snyder, Silverthorne, Ebbin,
Rust, Bushue

Nays: York

Abstained: None

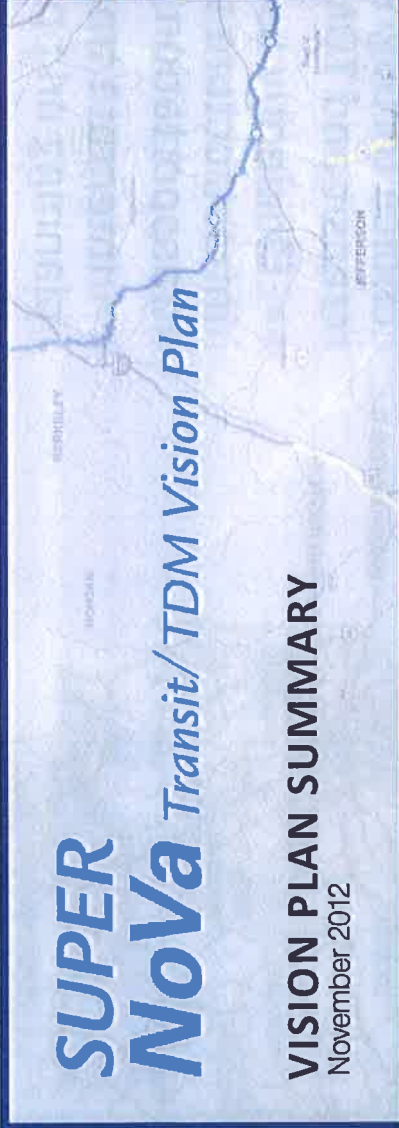
Absent from Vote: May

Absent from Meeting: Garczynski

Certified Copy: _____

Clerk

Visioning Mobility Beyond Boundaries



Northern Virginia Transportation Authority

Amy Inman

Acting Planning & Mobility Programs Administrator
Department of Rail and Public Transportation



DRPT
Virginia Department of Rail and Public Transportation

Overview

- Growth from 6 million to more than 8 million people in 30 years
- Long commutes and significant congestion
- Transit capacity challenges



Vision

Safe, strategic, and seamless mobility options for rail, transit, and TDM in greater Northern Virginia region

Mission

Visioning mobility beyond boundaries

Goals

- Increase mobility and transportation choice through strategic investments in transit and TDM
- Efficiently use transportation infrastructure to meet current and future transportation needs
- Integrate transportation and land use planning and policy
- Support sustained economic growth and prosperity

What did we do?

- Provided a forum to take a super regional view
- Listened to voices in the planning process
- Developed a regional vision for transit & TDM
- Focused on the traveler
- Identified need
- Provided policy, program, facility, and service recommendations



Public and Stakeholder Outreach

What We Heard

CONNECTIVITY *travel choice* **information**
seamless travel **reasonable cost** *quality access*
coordination **sustainability** **service expansion**
competitive travel time *respect for communities*
economic benefit travel related to work **RECREATION**

Super NoVa Regional Transit and TDM

VISION



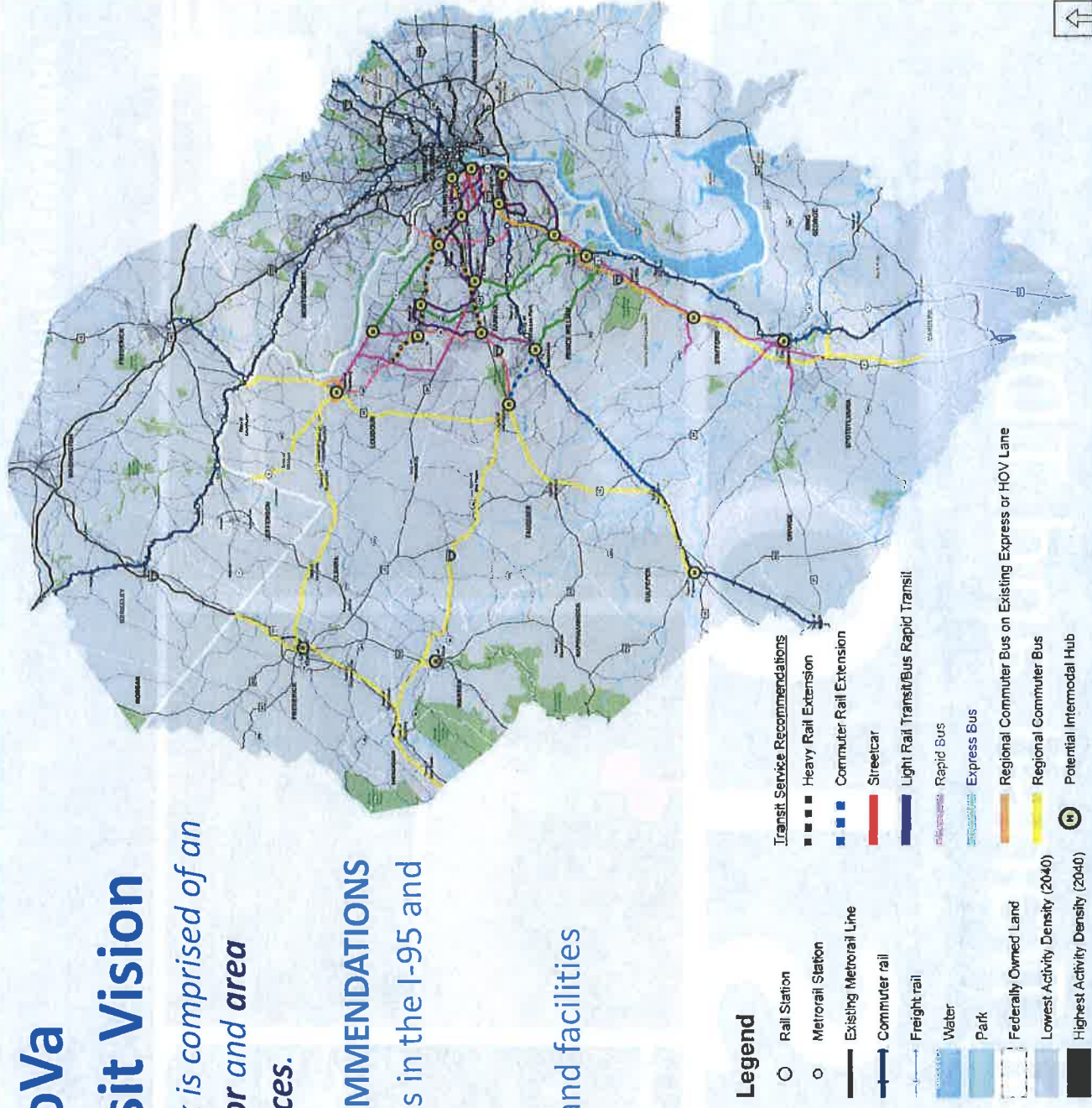
Super NoVa

Regional Transit Vision

The recommended transit network is comprised of an interconnected network of corridor and area focused transit facilities and services.

SUMMARY OF SUPER NOVA RECOMMENDATIONS

- Expansion of rail and bus services in the I-95 and I-66/US 29 corridors
- Regional bus network
- Circumferential transit services and facilities
- Streetcar in inner areas
- High-capacity transit services on urban arterials
- Increase all-day transit services in the I-95/395, Dulles, and I-66 corridors
- System of regional intermodal transportation hubs

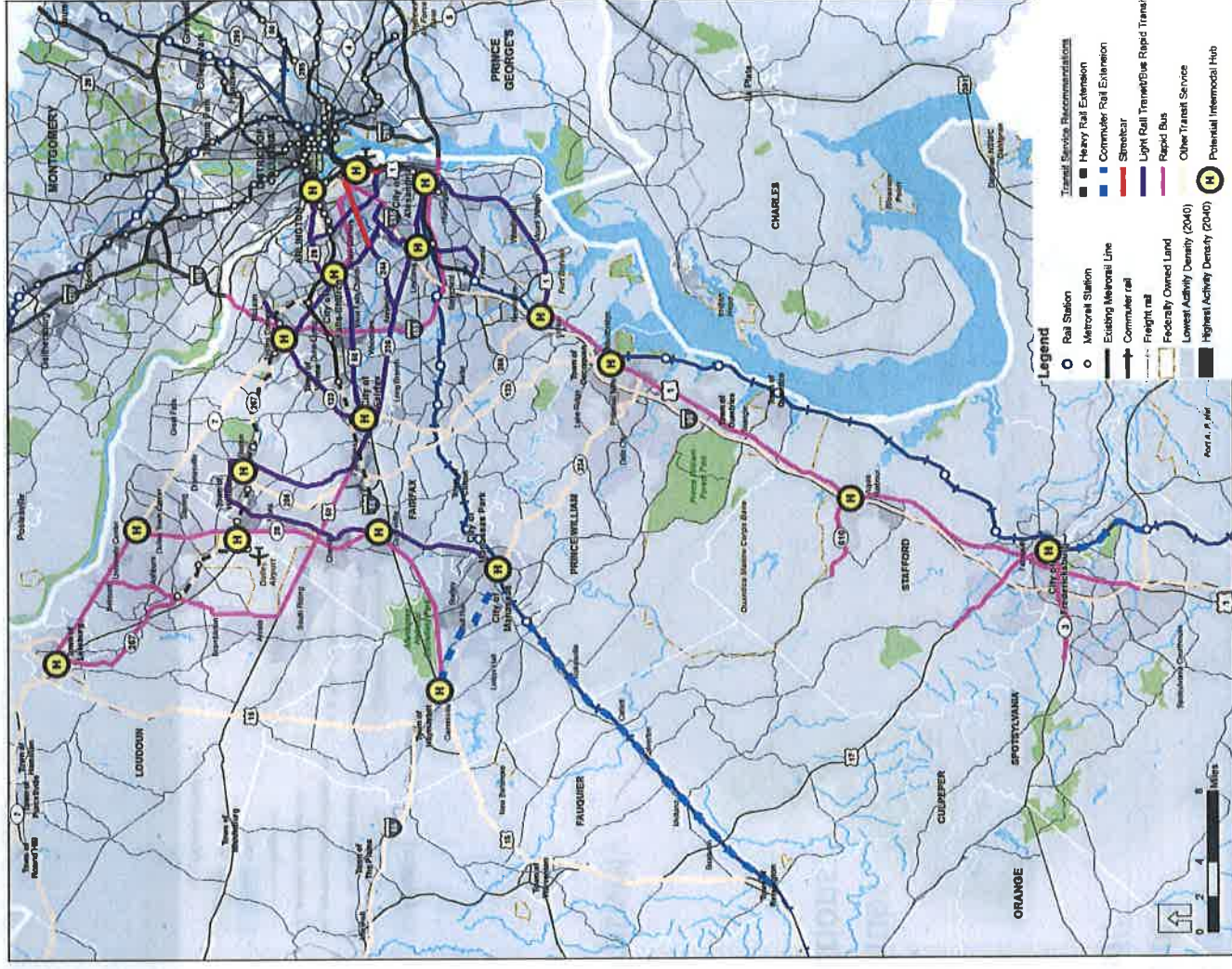


Higher Capacity Transit Network

*Growth in the center of the region will create a tremendous need for a new higher-capacity transit facilities and services. A dramatic investment in **Rapid Bus, Bus Rapid Transit (BRT), and Light Rail Transit (LRT)** will be needed along **major arterial and freeway corridors** throughout the center of the region*

SUMMARY OF SUPER NOVA RECOMMENDATIONS

- Fully dedicated transit runningways (most BRT and LRT lines)
- Partially dedicated transit runningways (some BRT, most Rapid Bus lines)
- Queue jump lanes (Rapid Bus and some BRT lines),
- Transit signal priority
- Level or nearly level passenger boarding, off-board and fare collection
- Real-time passenger information
- Branding

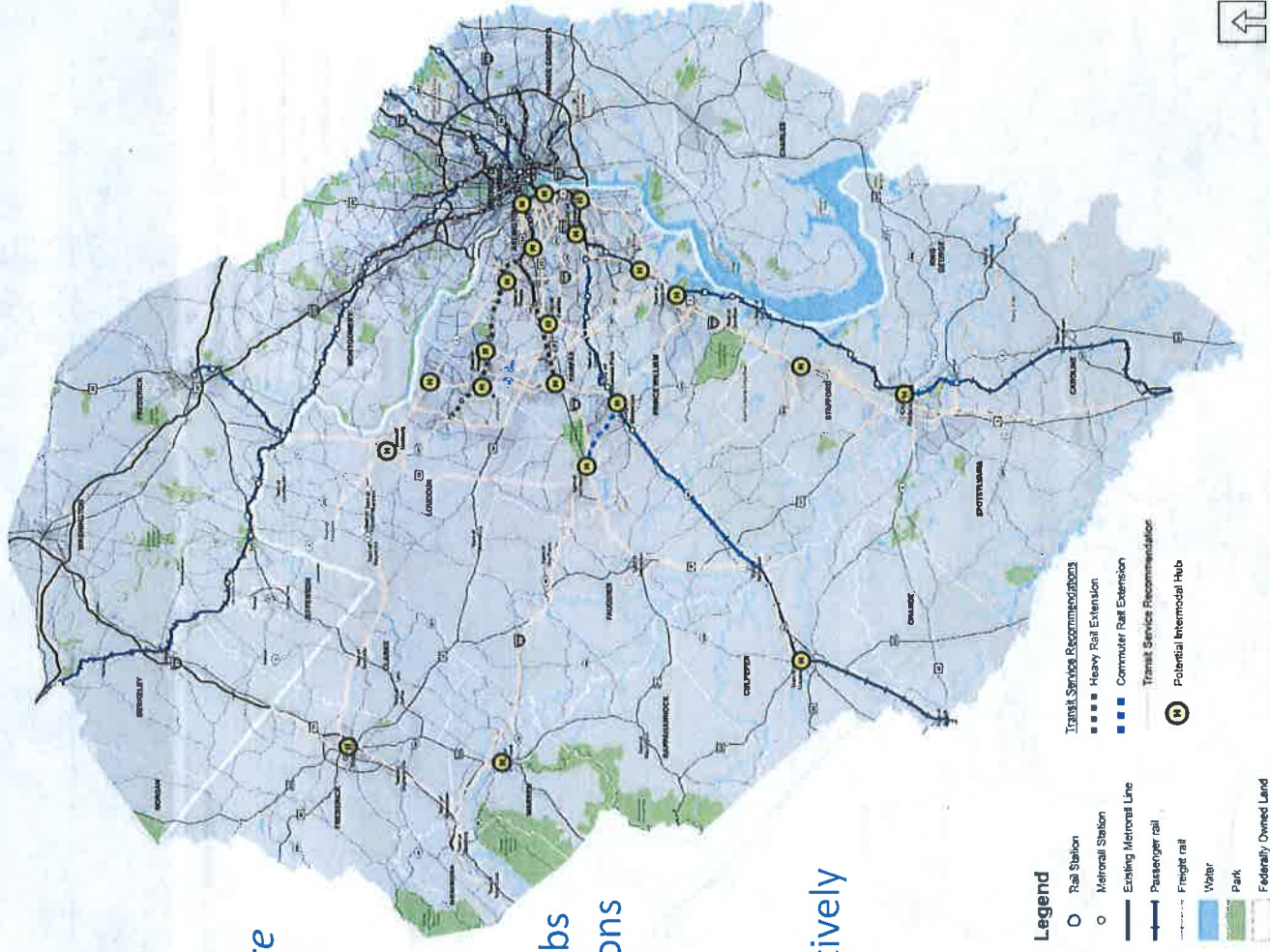


Transit Facilities

Major region-serving transit facilities often become a **burden to individual jurisdictions**. Critical facilities are often delayed due to the burden. Transit facilities will need to be viewed as **regionally beneficial infrastructure**.

SUMMARY OF SUPER NOVA RECOMMENDATIONS

- Network of transfer, intermodal, and multimodal hubs
 - Convenient location to make travel connections
 - Access to TDM services
- Transit storage and maintenance facilities
 - Need for additional facilities
 - Need to be planned and developed cooperatively at a super regional level
 - Could improve service efficiency
 - Opportunity for public/private partnership

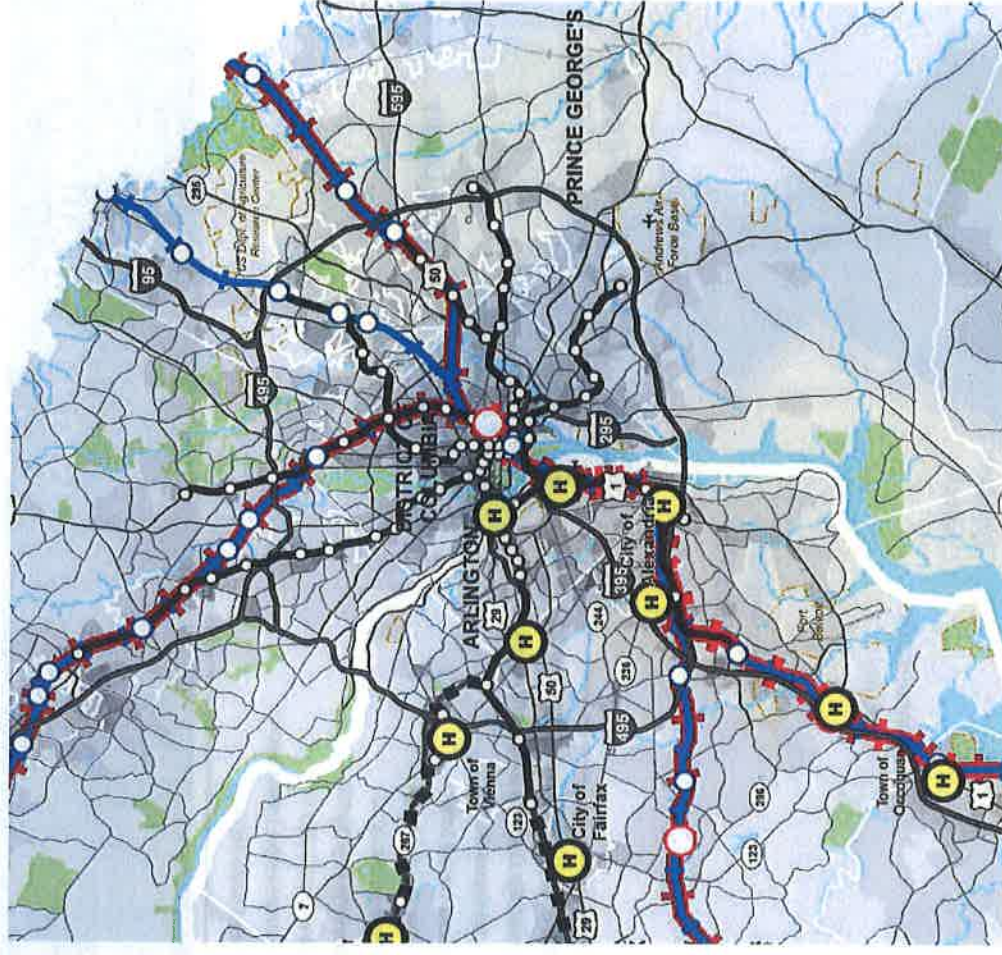


Core Capacity

Significant **capacity constraints threaten** the ability of existing **transit systems** in the center of the region to **expand and meet demand**. Core capacity investments need to become a **high regional priority** to support regional transit demand. Some of the **recommended services** could help to **alleviate** some **core capacity issues**.

SUMMARY OF CHALLENGES

- Capacity at transfer stations
- Line capacity on critical system links
- Inadequate fleet size
- Aging fleet
- Aging and undersized infrastructure
- Inadequate mid-day transit vehicle storage



Legend

- | | |
|---------------------------|-----------------------------------|
| ○ Metrorail Station | — Intercity Passenger Rail |
| ○ Commuter Rail Station | — Higher Speed Intercity Railroad |
| ○ Intercity Rail Station | — Transit Service Recommendations |
| — Existing Metrorail Line | — Heavy Rail Extension |
| — Commuter Rail | — Commuter Rail Extension |
| | ⊙ Potential Intermodal Hub |

Local Transit Service

Projected growth in the Super NoVa area will create a **tremendous need for additional local transit service**. The Super NoVa area is **currently underserved** and will need a **significant investment** in local transit service to meet regional needs.

SUMMARY OF FINDINGS

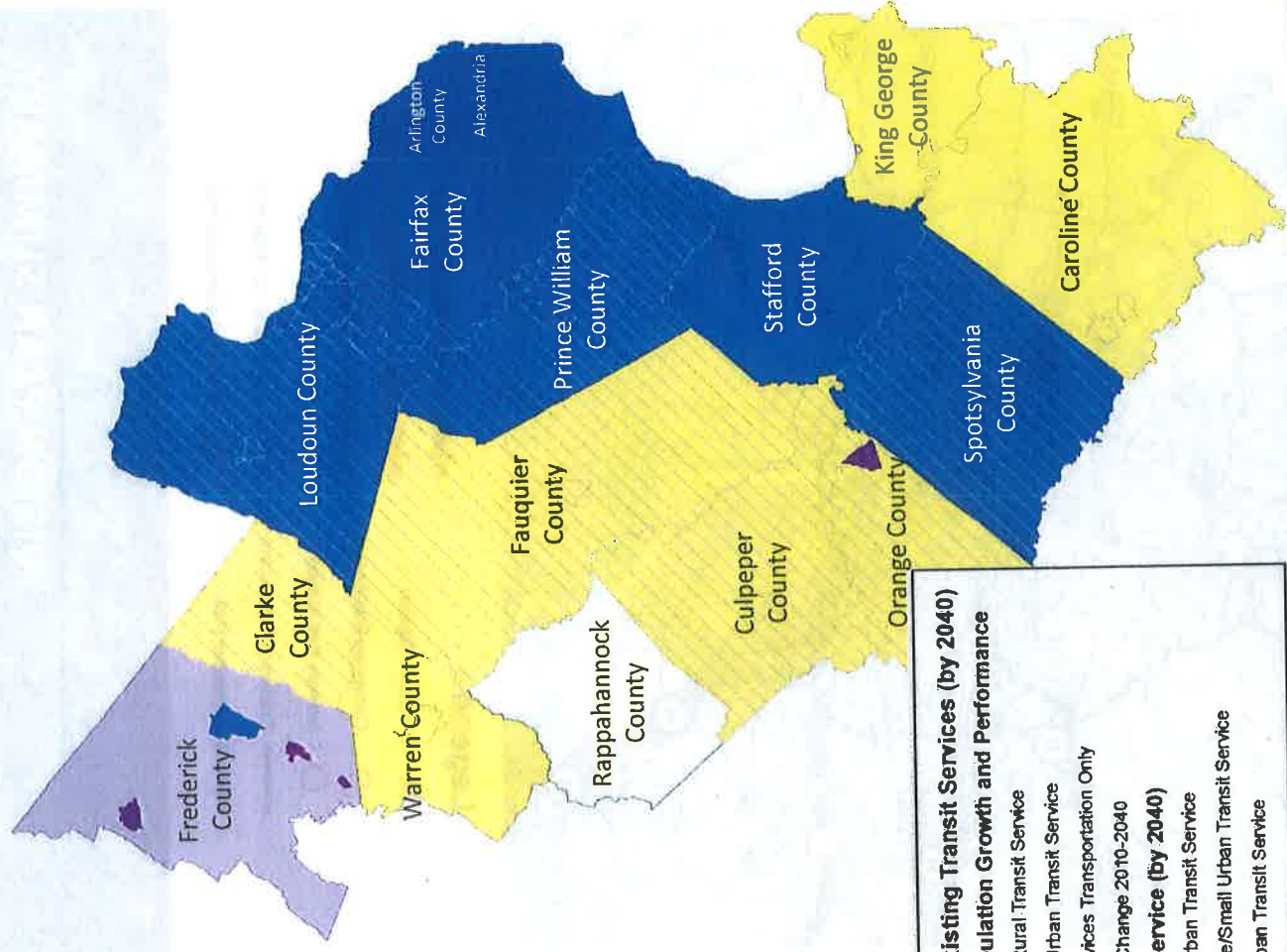
- 2040 population increases by 58% in Virginia portion of study area
- Service needs increase by 111% to 137% to meet area needs
- More cross-jurisdictional local transit services are needed

Examples of Rural Transit Service

Demand response, deviated fixed route, commuter/express bus, rural regional route

Examples of Urban Transit Service

Fixed route, deviated fixed route, community circulator, streetcar, commuter bus, bus rapid transit, light rail, heavy rail, commuter rail, ADA paratransit



Transportation Demand Management

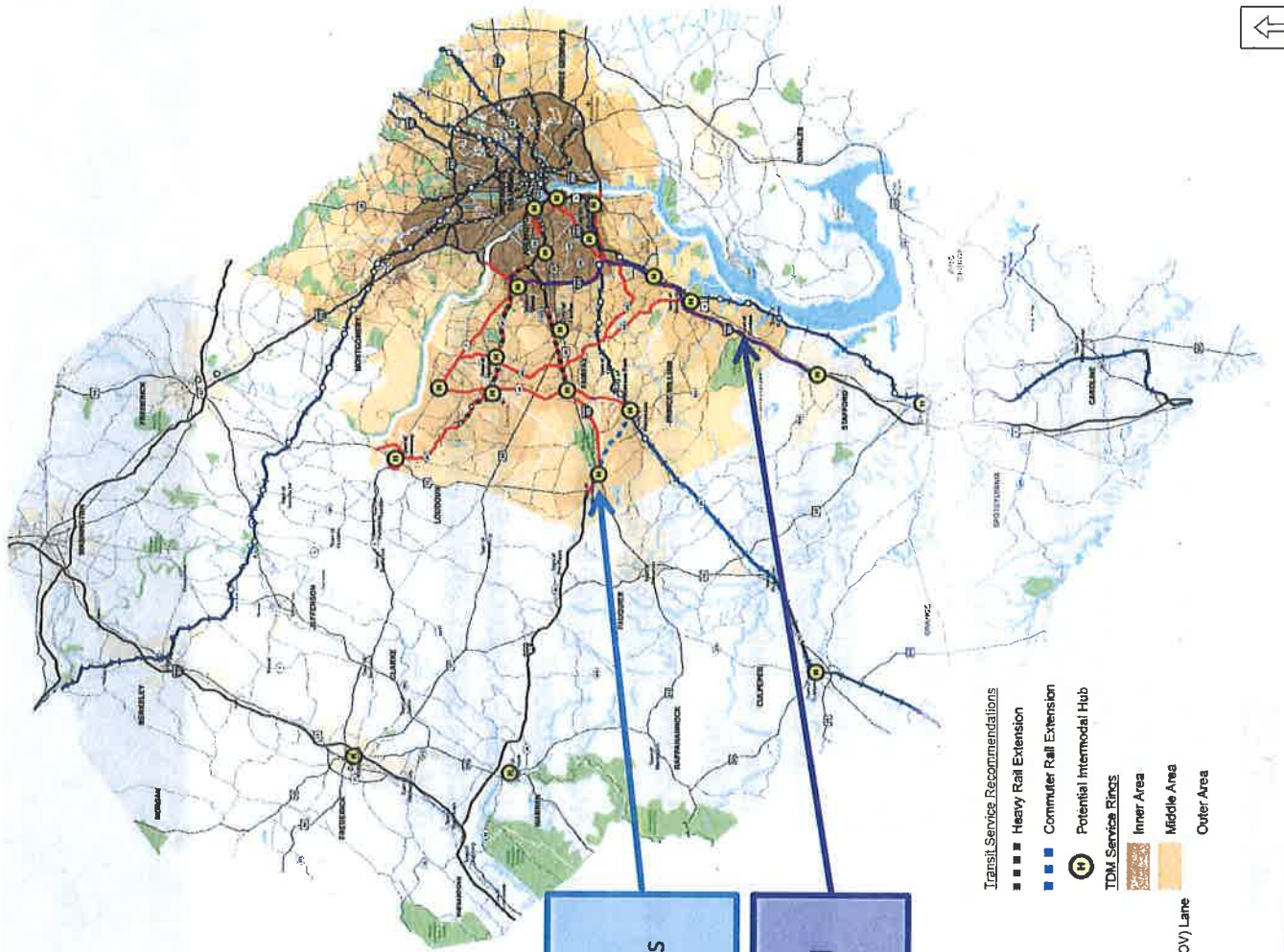
*Transit facilities and services will need to be complemented by **robust TDM programs** and services. TDM can have a tremendous effect on **increasing people's travel choices** and ultimately, their **mobility**.*

SUMMARY OF SUPER NOVA RECOMMENDATIONS

- **Inner ring:** promote a car-free lifestyle with multimodal options for all trips
- **Middle ring:** promote a car-light lifestyle focusing on options for work trips
- **Outer ring:** focus on providing access to employment and essential services
- **All rings:** promote improvements for last mile connectivity

TDM Strategies for Hubs as multimodal centers with services & retail

TDM Strategies for major Corridors and travel sheds



Policies

OPERATIONS

- Super Northern Virginia region cooperative transit service provider(s) or
- Coordinated operating plan(s)
- Simplify bus routes
- Local bus services coordinated to interface with regional transit services such as commuter bus, commuter rail, intercity passenger rail, and Metrorail
- Public/private partnership in operations
- Fare structures (reduce penalty for transfers, route pricing, private and public) to incentivize transfers
- Universal transit payment system
- Integrated corridor management
- Regional transit interoperability
- Operating cost sharing for cross-jurisdictional service
- Performance standards

FACILITIES

- Capacity improvements for VRE & Metrorail
- System of intermodal transit centers (including P&Rs) with supporting infrastructure, services, programs, and technology
- Development of a system of hubs
- Innovative delivery methods for transit facilities
- Quality, context-sensitive community growth related to transit facilities
- Transit vehicle storage and maintenance facilities
- Guidance on the shared use of roadway/HOT/HOV facilities for transit
- Accommodations for private bus and shuttle operations
- Shared- or joint-use facilities (i.e. park-and-ride at sports facility) that benefit transit and TDM

Policies

MARKETING AND COMMUNICATION

PLANNING

- Coordinated marketing (services, programs, and facilities)
- Consistent branding (i.e. route names, service types)
- Common language to refer to transit and TDM services, facilities, and programs
- Educational programs tailored to serve different purposes including:
 - Users (young, old, captive riders, choice riders)
 - Travel markets (long distance, local, specific corridors, destinations)
- Cross-marketing with related industry and other modal (bicycle, pedestrian, HOV) efforts
- Consolidated locations for consumers to obtain information on services, facilities, and programs
- Social media and mobile device application support

- Multi-jurisdictional transit and TDM planning
- Coordinated land use and transportation planning and policy-making
- Context-sensitive regional transit performance standards
- Regional interoperability planning
- Continued Super NoVa transit & TDM dialogue (regular)
- DRPT guidance on transit-supportive land use characteristics and densities
- Evaluate Super NoVa (greater Northern Virginia) regional transit governance

Policies

ACCESS TO AND FROM TRANSIT

- Pedestrian and bicycle facilities in transit corridors
- Programs to expand bicycling and walking to/from transit
- Transit stops and stations that offer good access by walking and bicycling
- Secure bicycle parking at transit stops and stations
- Vehicle-sharing systems at transit stops and stations
- Para-transit support
- Guidance for access to transit provisions in local development ordinances
- Facilitate access for transit-dependent populations

TECHNOLOGY

- Comprehensive, simple travel information (i.e. 511) for transit and TDM
- Develop a regional AVL system
- Open-source data
- Private investment in traveler information applications
- Intelligent transportation systems (ITS) as transportation infrastructure
- Inter/intra agency technology integration
- Multi-jurisdictional technology planning
- Consistent policy on technology infrastructure and platforms
- Expand and coordinate regional transit signal priority application and deployment

Next Step

Develop a Super NoVa Action Plan

To Achieve

MOBILITY BEYOND BOUNDARIES



Achieving Mobility Beyond Boundaries

Develop Super NoVa Transit and TDM Action Plan

- Follow the policies, service, and facility recommendations articulated in the Vision Plan
- Identify local, regional, and state roles and responsibilities to advance the recommendations
- Integrate Vision Plan recommendations into local and regional policies, plans, and programs

Create a Mechanism for Regular Super Regional Coordination for Transit and TDM Planning and Implementation

- Ongoing dialog will be critical to the success of advancing the transit and TDM recommendations
- Foster regional collaboration to build upon incremental success that will be required to achieve the long-term Super NoVa Transit and TDM Vision

Identify and Support Strong and Comprehensive Regional Leadership and Champions

- Foster and encourage multimodal leadership at all levels of state, regional, and local government
- Continue public, stakeholder, and community involvement that provides local and context sensitive perspective to achieving Mobility Beyond Boundaries

Thank you!!

Questions??





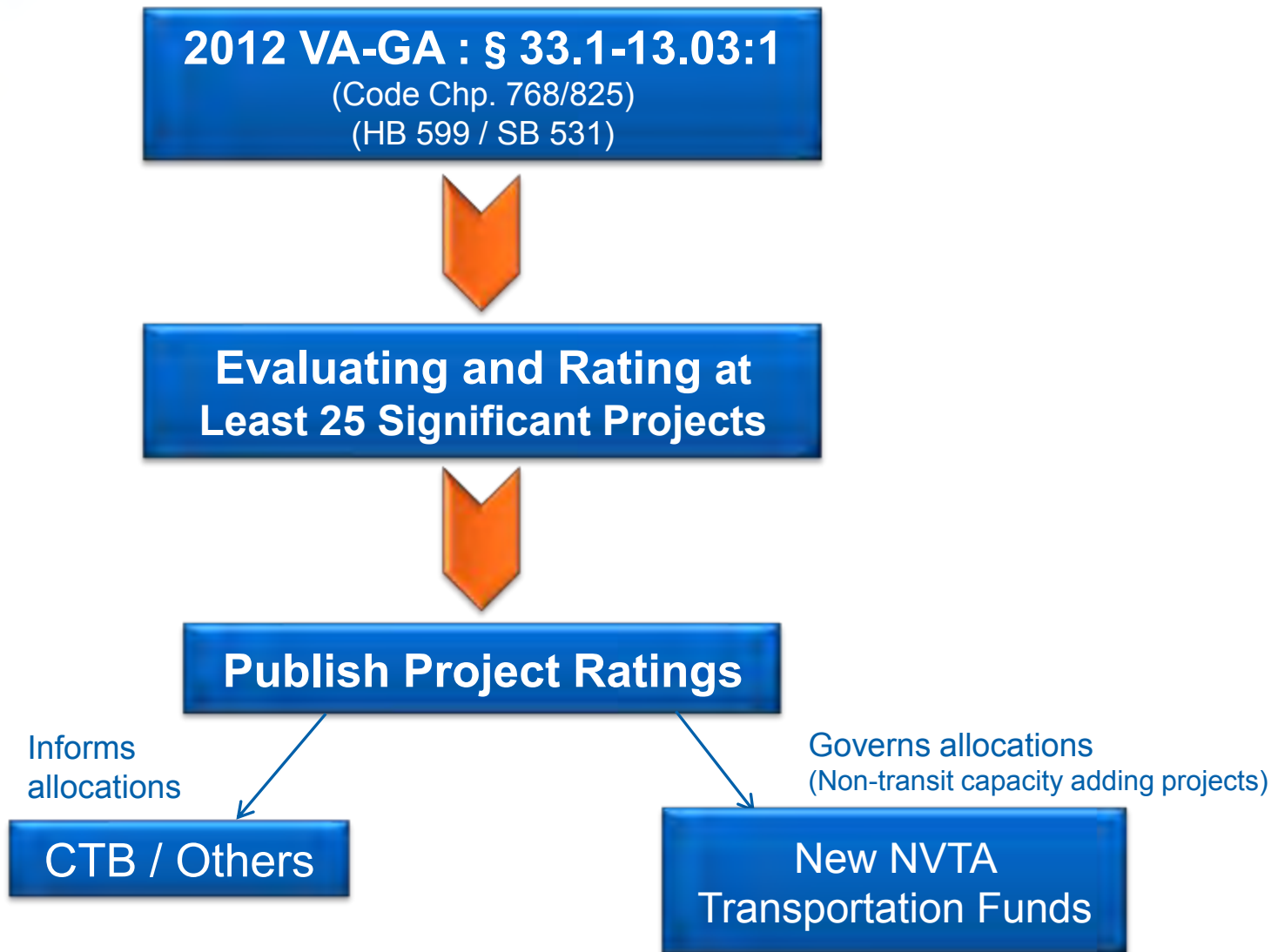
Evaluation of Transportation Projects in Northern Virginia Transportation District Overview

Helen Cuervo
VDOT NoVA District Administrator
September 26, 2013

Presentation Outline

- **Study Context**
- **Statutory Framework For Study**
- **VDOT's Considerations For Study**
- **Study Organization**
- **Technical Approach For Study (*Consultant Team*)**
- ***Schedule (Consultant Team)***
- ***Study Tasks And Coordination***
- ***Questions / Comments***

Study Context



Statutory Framework For Study

➤ **CTB establishes priorities for NoVA**

§ 33.1-13.03:1.D: For purposes of this section, the significant transportation projects to be evaluated shall comprise at least 25 such projects selected according to priorities determined by the Commonwealth Transportation Board..

➤ **Significant multi-modal projects to be evaluated**

§ 33.1-13.03:1.A:shall evaluate all significant transportation projects, including highway, mass transit, and technology projects,....

➤ **Projects over wide area**

§ 33.1-13.03:1.A: projects, in and near the Northern Virginia Transportation District ..

➤ **Project's funding source not considered**

§ 33.1-13.03:1.D: For purposes of this section, 25 such projects selectedwithout regard to the funding source of the project,...

➤ **Analytical Evaluation**

§ 33.1-13.03:1.A: evaluation shall rely on analytical techniques and transportation modeling, including those that employ computer simulations

➤ **Quantitative Rating**

§ 33.1-13.03:1.A: shall provide an objective, quantitative rating for each project....

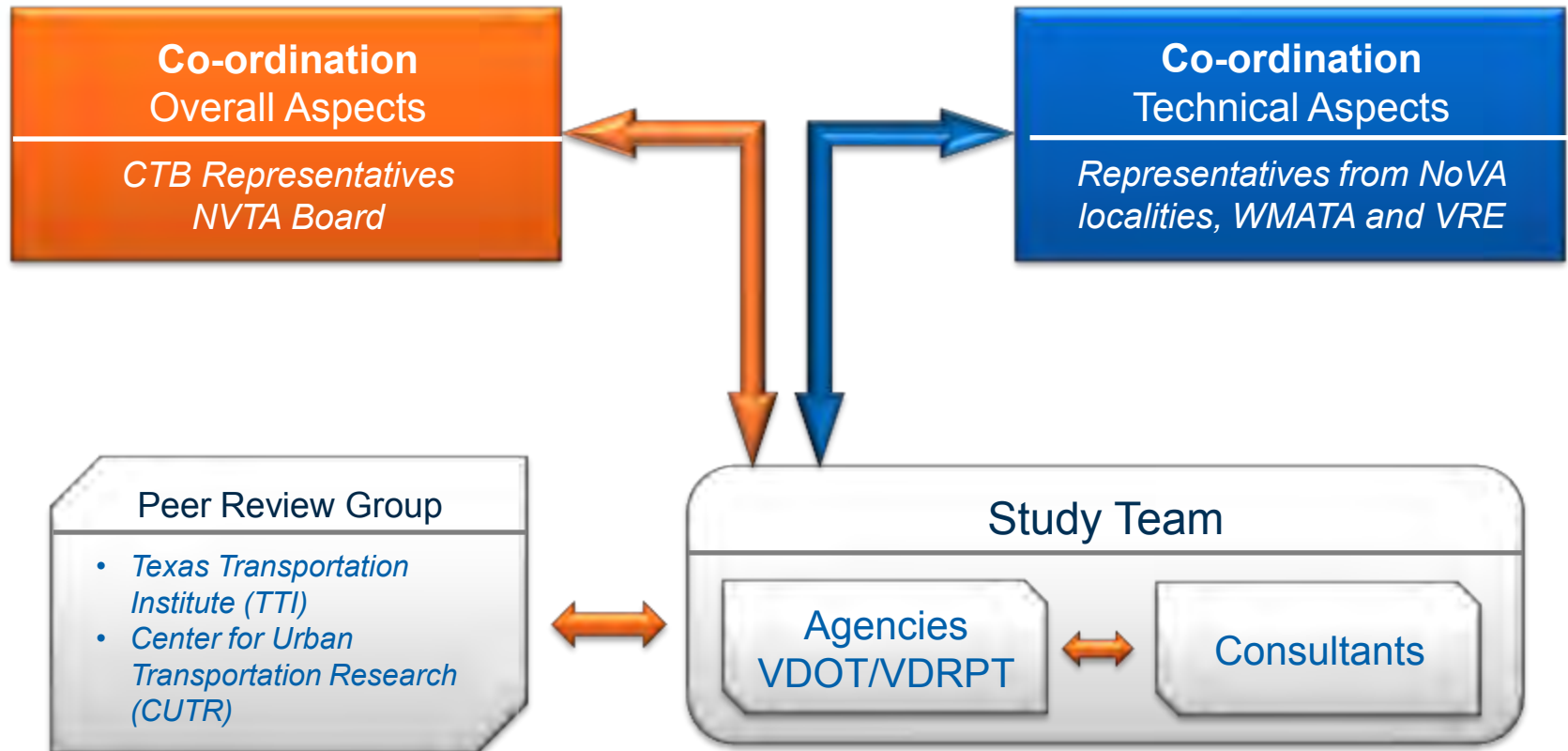
➤ **Rating Based on Congestion and Mobility Considerations only**

§ 33.1-13.03:1.A:rating for each project according to the degree to which the project is expected to reduce congestion and, to the extent feasible, the degree to which the project is expected to improve regional mobility in the event of a homeland security emergency.

Considerations For Study

- **Full compliance with the law**
- **Cognizant of Legislative Intent**
- **Coordinated / Collaborative / Objective**
- **Comprehensive, Detailed, Rigorous Technical Approach**
- **Defensible, Peer reviewed, Reusable Process**
- **Mindful of considerations of potential users of the study**

Study: Organization



Consultant Team

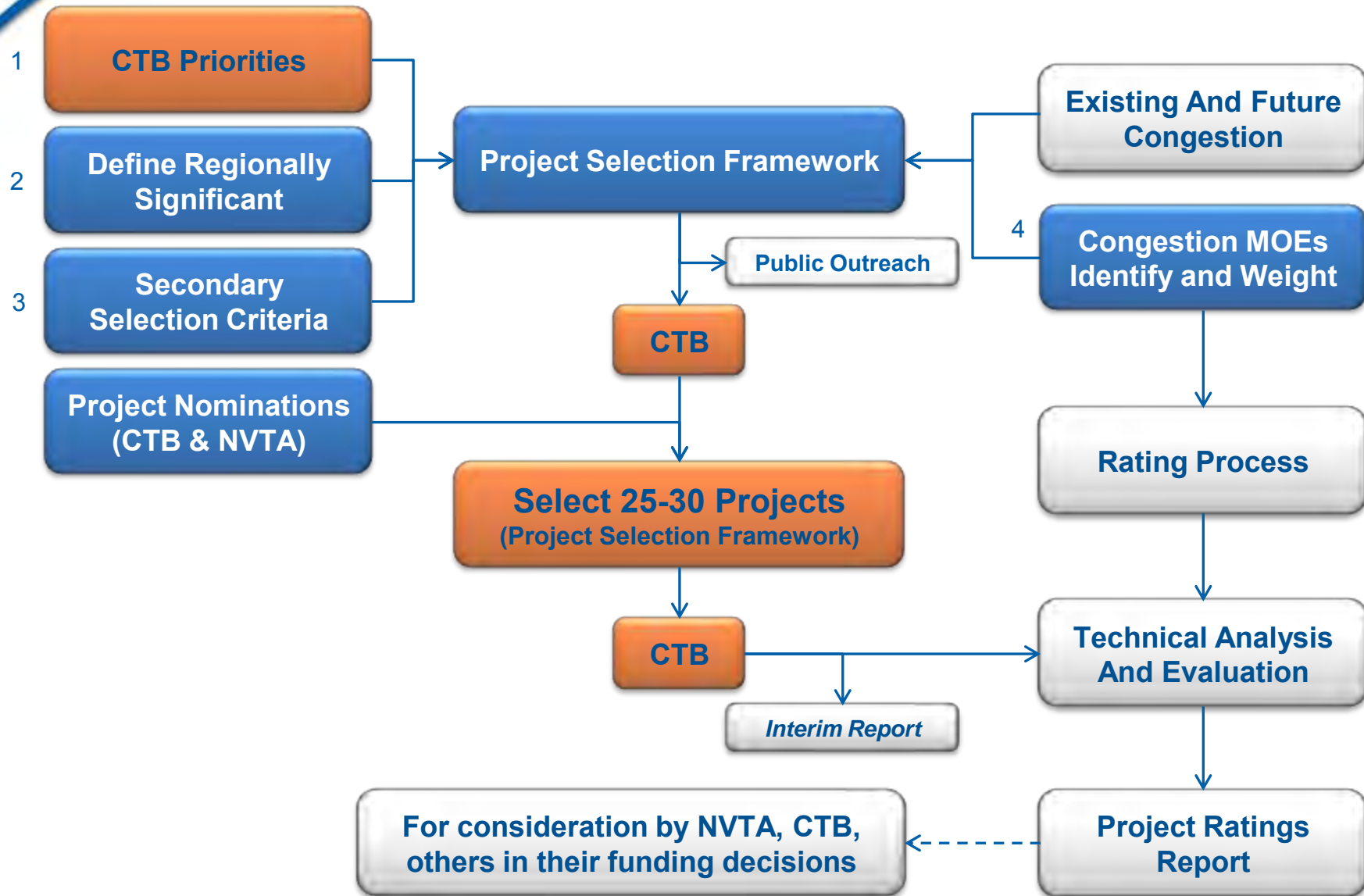
AECOM



Travesky & Associates, Ltd.



Study Tasks And Coordination



General Approach



Focus on the Legislation

- Evaluate 25-30 regionally significant projects that reduce congestion
- Projects that also improve mobility during a Homeland Security emergency will be given additional consideration

Translate the wording of the legislation into quantifiable measures

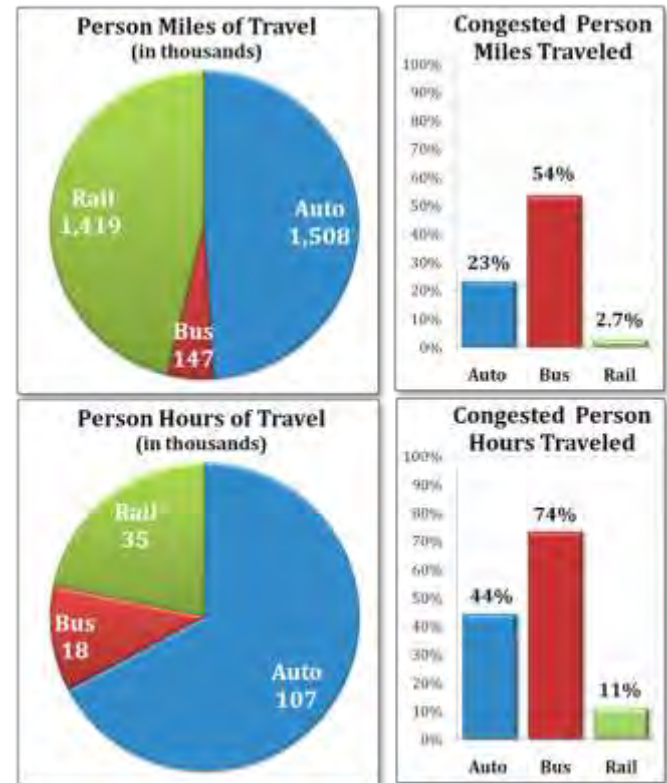
- Define multi-modal “Congestion” and “Regional Significance”



Project Selection and Evaluation Process

- Establish the analytical and decision framework
- Identify existing and future congestion problems
- Solicit projects to address identified problems
- Select 25-30 regionally significant projects
- Analyze and evaluate projects
- Rate project performance

Example Congestion Measures



Analytical and Decision Framework

Work with the CTB and NVTa to clearly define:

- the study objectives,
- the selection criteria,
- the analytical methods,
- the performance measures,
- the decision-making process, and
- the location and severity of congestion

prior to project nomination



Project Nomination Inputs



The CTB and NVTAs will receive:

- Description of the study objectives
- List of CTB priorities and secondary project selection criteria
- Measures and methods used to select and rate projects based on congestion reduction and regional significance
- Regional simulations that highlight the location and intensity of congestion problems based on pre-defined criteria

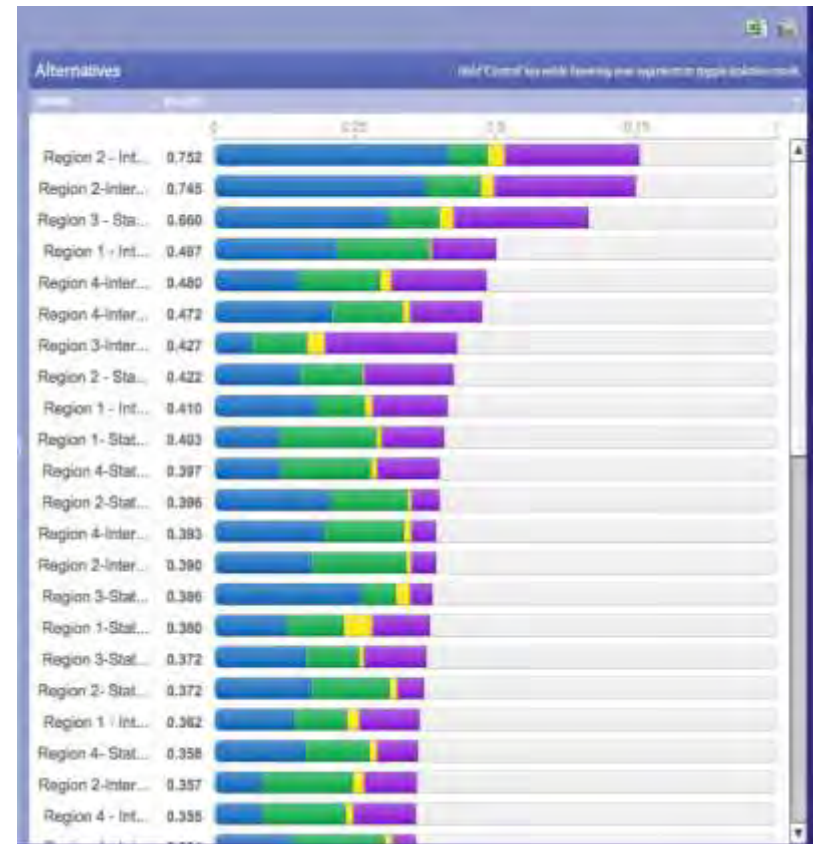
Project Selection Process

Selection criteria will be established in consultation with the CTB and NVTB

- **Establish measures for identifying regional significance and congestion reduction potential**

Selected based on multi-criteria ranking

- **Secondary criteria such as equity, local support, or cost considerations would be used to break ties**



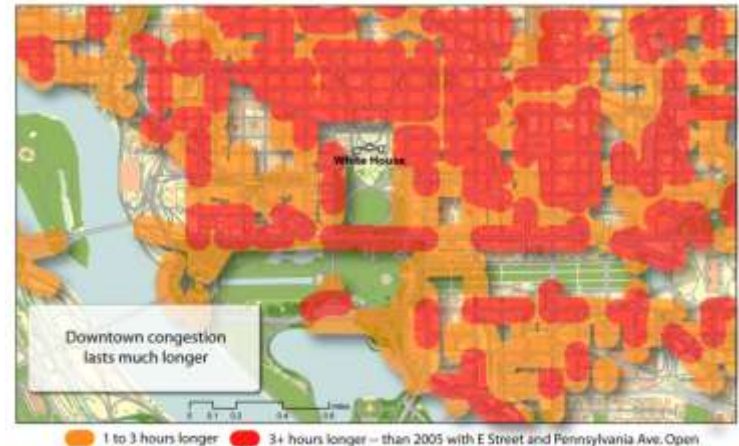
Dynamic Analysis Tools

Traditional travel models cannot address the operational aspects of congestion

- No congestion impacts on the upstream or downstream links

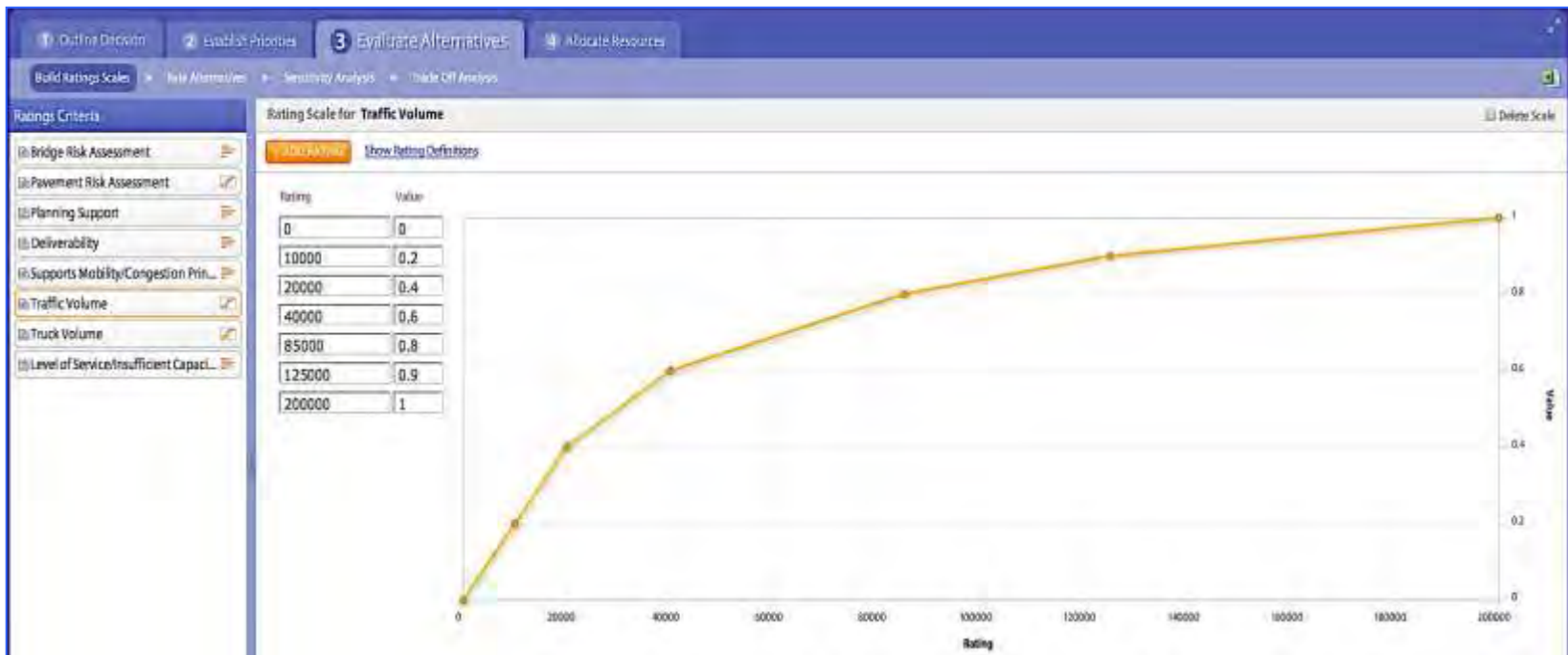
Key performance measures can only be captured with time-dependent networks

- Queue spillbacks
- Congestion duration
- Cycle failures
- Traffic density and transit crowding
- Trip-based travel time savings
- Technology impacts
- Distribution of benefits to various traveler groups or vehicle types
 - Residents of each NoVA locality, NoVA residents vs. non-residents, autos vs. trucks, etc.



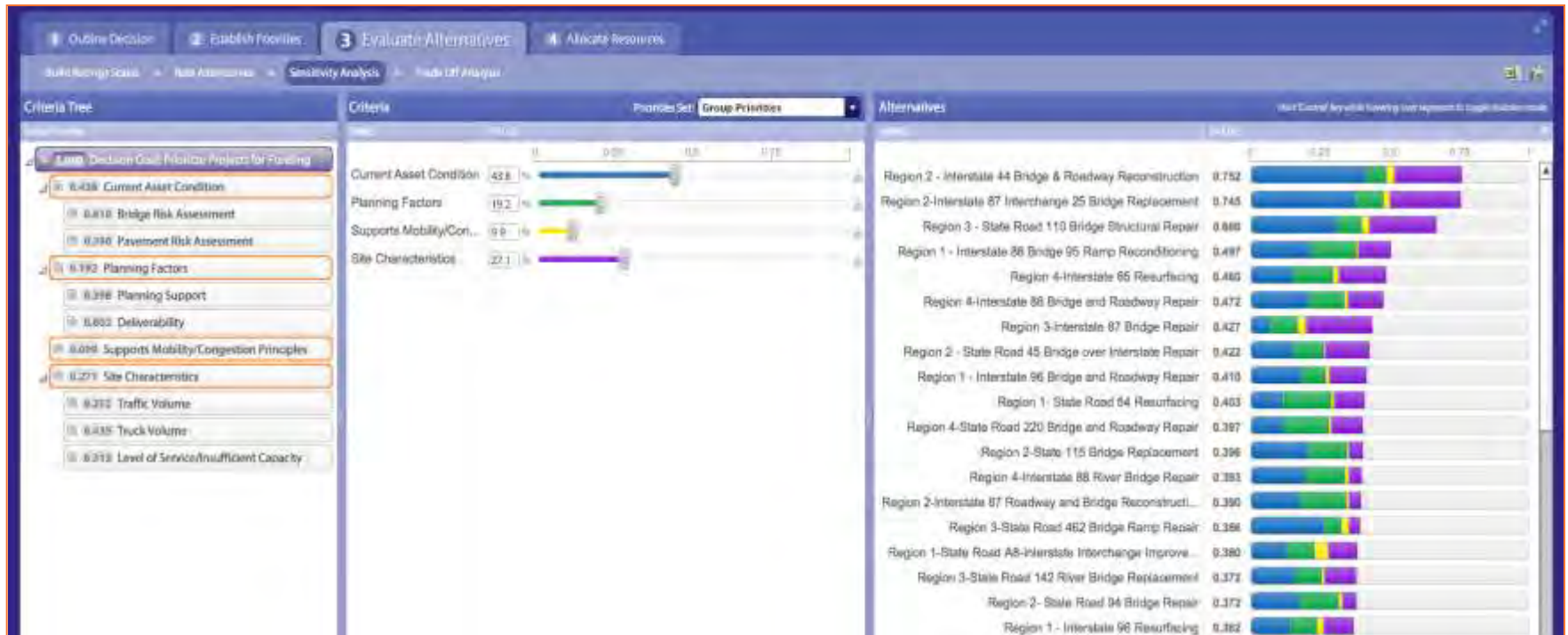
Measures of Effectiveness with Unique Rating Scales

- The CTB and NVTAs input creates non-linear weights for each performance measure
- Rating scales can be quantitative and qualitative

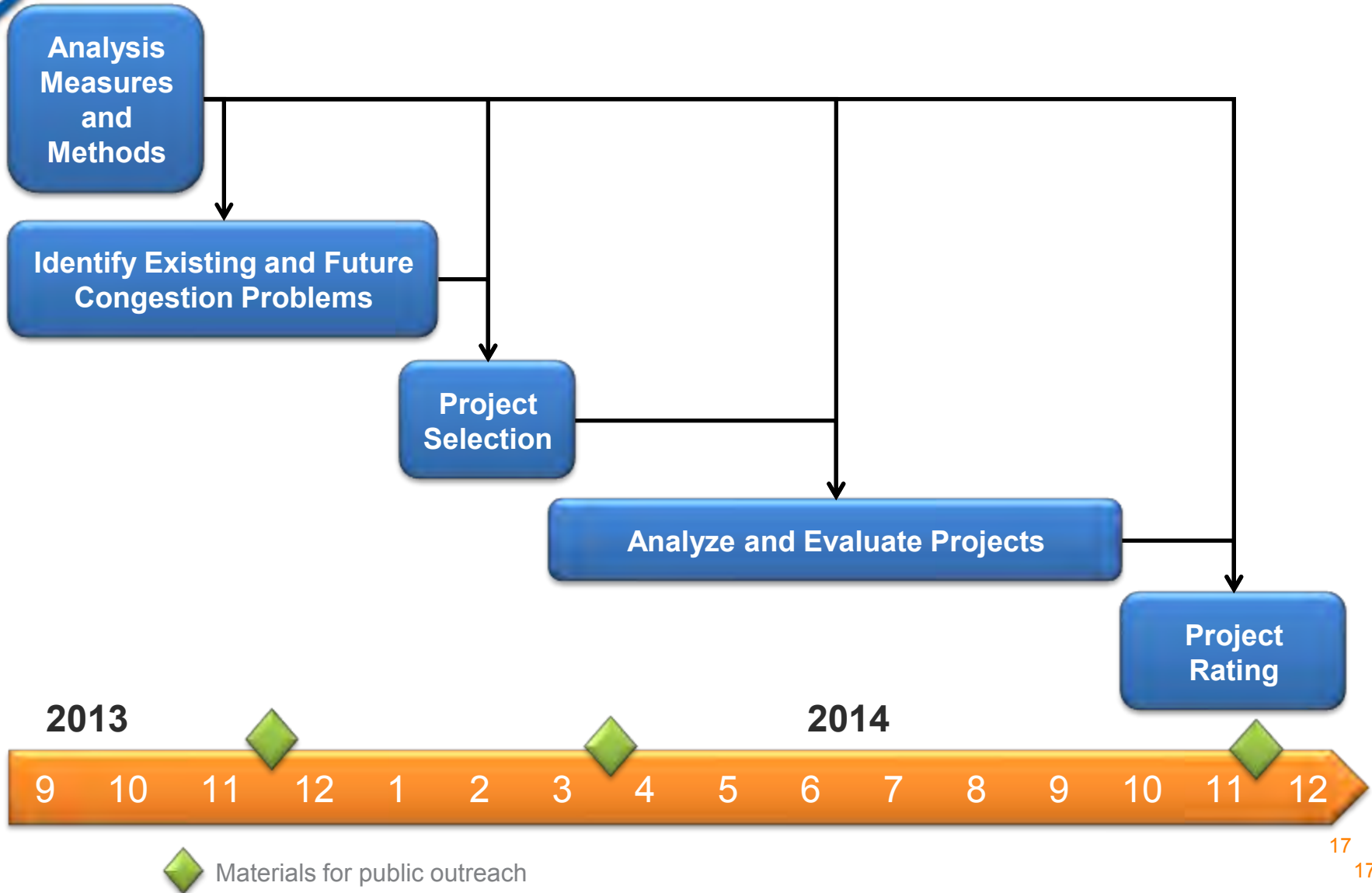


Dynamic Project Rating Analysis

- 'On-the-fly' sensitivity analysis and multifaceted 'What-If' scenarios
- Review individual criteria and test the impact of shifting priorities



Implementation Study Schedule





Questions / Comments

THANKS!

Evaluation of Transportation Projects in Northern Virginia
Transportation District
Overview
September 26, 2013

5.D.

Financial Working Group Northern Virginia Transportation Authority

MEMORANDUM

TO: Martin E. Nohe, Chairman
Northern Virginia Transportation Authority

Members
Northern Virginia Transportation Authority

FROM: William Euille, Chairman
Financial Working Group
Northern Virginia Transportation Authority

SUBJECT: Report of the Financial Working Group (Agenda Item 5.D.)

DATE: September 20, 2013

Background:

Since the July 24, 2013, Authority meeting, the Financial Working Group has met three times to continue its efforts to implement the financial aspects of HB 2313. Several subcommittee meetings were also held. Progress on each of the working group's activities is discussed below.

Imposition of Commercial and Industrial Property Tax

On July 19, 2013, Chairman Nohe wrote to the Authority's nine jurisdictions seeking information about each jurisdiction's intention regarding the implementation of the Commercial and Industrial (C&I) Property Tax for Transportation at \$0.125 per \$100 value or set aside an equivalent amount of money for transportation from another source. HB 2313 states that if a jurisdiction fails to do either, the amount of money it will receive from NVTa as part of the distribution of the 30 percent of revenue will be reduced. NVTa has received responses from all of the local governments. Two jurisdictions are implementing the C&I tax at \$0.125 per \$100. Six jurisdictions are planning to raise an equivalent amount of money from other sources. One jurisdiction has imposed the C&I tax at \$0.055 per \$100. Since this jurisdiction will not meet the statutory requirement, NVTa will be required to reduce the funding being distributed to the local jurisdiction from the 30 percent funding it is required to distribute. The difference will be added to the 70 percent regional funding that NVTa is retaining. Each jurisdiction's submission is summarized in Attachment A.

Martin E. Nohe, Chairman
Members, Northern Virginia Transportation Authority
September 20, 2013
Page Two

Local Maintenance of Effort

HB 2313 also requires that each local jurisdiction maintain the same level of spending on transportation as it did on average in FY 2011, FY 2012 and FY 2013. To gather this information, Chairman Nohe's letter also asked each jurisdiction to calculate its transportation expenses over the last three fiscal years, excluding bonds, bond debt service, state aid and federal funding. Each of the nine jurisdictions has responded, and their responses are summarized in Attachment A.

Status of Action by the Treasury Board

Following the Authority's July 24, 2013, meeting, Chairman Nohe wrote to the Commonwealth Treasury Board seeking an exemption from typical Treasury Board approval for selling bonds supported by the three taxes that the Authority will be receiving from the Commonwealth as a result of HB 2313. The Authority's bond counsel also coordinated this issue with Treasury Board staff. The Treasury Board is scheduled to consider the Authority's request at its meeting on September 18, 2013. An update on the Treasury Board's action will be provided at the NVTA meeting.

Agreements

There four agreement that the Authority will be asked to consider. These agreements include:

- a) An agreement between the Authority and its nine member jurisdictions outlining the policies and procedures associated with the distribution of the 30 percent funding that HB 2313 requires be distributed to the local governments. STATUS: Members of the Financial and Legal Working Groups have met to discuss the various items that should be included in the agreement and have reached consensus on how to approach some of these items. Discussions are continuing with the anticipation that a draft agreement can be presented for the Authority's consideration at its October 24, 2013, meeting.
- b) An agreement between each county and its town(s) for the distribution of the 30 percent funding that HB 2313 requires be distributed to the local jurisdictions and proportionately to the towns. STATUS: As described below, the Financial Working Group has discussed procedures for distributing revenues to the towns. These procedures will be incorporated into a standard agreement that each of the three counties will execute with its town(s). This agreement will closely follow the agreement between the Authority and

the counties, but will also include specific information about the distribution of each revenue source and documentation requirements. An initial draft of items to be included in the agreement has been developed and distributed for review. If the agreement between the Authority and its member jurisdictions is finalized for the October 24, 2013, it is conceivable that the town agreement can be finalized as well.

- c) An agreement between the Authority and agencies implementing projects and services funded by the 70 percent funding that the Authority will be retaining for regional projects. Since the Authority will have limited capabilities to implement projects and services on its own, particularly in the short term, it will need to coordinate with local jurisdictions, regional transportation agencies and state transportation agencies, and potential others, to implement projects and services using the 70 percent funding that the Authority will retain. To accomplish this, the Authority will need to develop a standard agreement with these implementing agencies establishing appropriate policies and procedures to protect the Authority, outline the reimbursement practices and specify documentation and records keeping requirements. STATUS: The Financial and Legal Working Groups have not begun to work on this agreement yet. It is anticipated that it will be ready for the Authority's consideration at the December 12, 2013, meeting.
- d) An agreement between the Authority and the Commonwealth (Virginia Department of Transportation and the Department of Rail and Public Transportation) related to the roles and responsibilities of each agency associated with the collection and distribution of the regional transportation revenues, the implementation of projects and the applicability of the Authority's regional funding for local matches to state transportation funding. STATUS: VDOT and DRPT have prepared a draft agreement for the Authority's consideration. The Financial and Legal Working Group are in the process of reviewing the agreement. It is anticipated that an agreement will be ready for the Authority's consideration at the December 12, 2013, meetings.

Martin E. Nohe, Chairman
Members, Northern Virginia Transportation Authority
September 20, 2013
Page Four

Distribution of Revenues to the Towns

HB 2313 requires that counties ensure that the town(s) within their boundaries receive a proportional share of the revenues made available to the counties. The Financial Working Group has been discussing ways to determine the proportional share and the procedures for making these revenues available to the towns. Draft procedures have been developed and are being reviewed. It is anticipated that these procedures will be submitted to the Authority for consideration at the October 24, 2013, meeting.

Liability and Insurance Requirements

A subcommittee of the Financial Working Group met the risk managers from several of the jurisdictions and members of the Legal Working Group to review the Authority's current insurance coverages and identify additional coverage needs. The risk managers have provided their recommendations. These recommendations have been sent to the Authority's Executive Director for his use.

Debt and Financial Policies

A subcommittee of the Financial Working Group met several times with the Authority's financial advisors, bond counsel and members of the Legal Working Group to update the debt and financial policies in anticipation of a bond sale in Spring 2014. These policies were approved by the Authority in 2008. This assumes that the Authority ultimately prevails in the bond validation suit. These policies address various aspects of NVTa's financial requirements for a bond sale, including coverage ratios, reserve requirements, and the selection of future financial advisors and bond counsel, etc. Significant progress has been made in revising the document. It is anticipated that this document will be submitted to the Authority for consideration in December 2013 or January 2014.

Procurement Procedures

A subcommittee of the Financial Working Group met with procurement staff from several of the jurisdictions and members of the Legal Working Group to review the Authority's current procurement procedures which were adopted in 2008 and recommend changes. There have been revisions to the Virginia Public Procurement Act during the last five years. The procurement
Martin E. Nohe, Chairman

officials provided recommendations for amendments. The procurement policy is being updated with these recommendations. It is anticipated that the policy will be submitted for the Authority's consideration at the October 24, 2013, meeting.

Cash Flow Procedures

A subcommittee of the Financial Working Group has been meeting with the Authority's financial advisor to prepare recommendations for cash flow procedures and documentation that will be needed to manage the distribution of the 70 percent funding that the Authority is retaining to implement regional projects and manage its bond proceeds. The subcommittee is also developing the forms that implementing agencies will need to complete to provide data on individual projects. These forms are in the process of review by the entire Financial Working Group. After the working group review is complete, these forms will be brought to the Authority for consideration, as appropriate, or submitted to the Project Implementation Working Group and the Executive Director for their use.

Job Description for Chief Financial Officer

Members of the Financial Working Group reviewed the job description for the Chief Financial Officer and provided comments. The job description has been updated and provided to the Authority's Executive Director for his use.

Initial Revenues

To date, the Commonwealth has transferred \$25.2 million in transportation revenues to the Authority. The revenues collected and transferred are reported in Attachment B.

On-Going Activities

The Financial Working Group is still working on several additional tasks. These include:

- developing audit procedures;
- preparing a recommendation for the Authority related to the calculation of the long-term benefit that jurisdictions will receive from the implementation of the projects and services supported by the 70 percent of funding that the Authority will retain for regional projects.

Members, Northern Virginia Transportation Authority

September 20, 2013

Page Six

Financial Working Group members and I will be available at the NVTA meeting on September 26, 2013, to answer questions.

Cc: Members, NVTA Jurisdiction and Agency Coordinating Committee

Members, NVTA Financial Working Group

Members, NVTA Legal Working Group

Summary of Commercial and Industrial Tax Implementation
and Local Transportation Funding Maintenance of Effort
September 20, 2013

<u>Jurisdiction</u>	<u>Amount \$0.125 C&I Raises</u>	<u>Implementing C&I Tax?</u>	<u>C&I Rate Implemented</u>	<u>Alternative Approach</u>	<u>Amount of Alternative Approach</u>	<u>Transportation Funding Maintenance of Effort</u>
Alexandria	\$11,200,000	No	N/A	Other Local Sources	+\$11,200,000	\$35,466,815
Arlington		Yes	\$0.125	N/A	N/A	\$63,849,059
Fairfax City	\$2,372,727	Yes	\$0.055	N/A	\$1,044,000	\$4,731,115
Fairfax County	\$50,500,000	Yes	\$0.125	N/A	N/A	\$147,317,287
Falls Church	\$898,218	No	N/A	Other Local Sources	\$1,050,000	\$834,363
Loudoun	\$15,170,000	No	N/A	\$0.02 real estate tax; gas tax; proffers	\$31,720,000	\$14,523,810
Manassas	\$1,709,166	No	N/A	Other Local Sources	\$1,709,100	\$996,387
Manassas Park	\$236,000	No	N/A	Other Local Sources	\$236,000	\$135,911
Prince William	\$8,200,000	No	N/A	Other Local Sources	\$8,200,000	\$25,489,910

NORTHERN VIRGINIA TRANSPORTATION AUTHORITY
STATEMENT OF REVENUES RECEIVED BY JURISDICTION IN WHICH REVENUE WAS GENERATED
JULY 1, 2013 THROUGH SEPTEMBER 20, 2013
(CASH BASIS)

<u>Jurisdiction</u>	<u>Grantor's Tax</u>	<u>Regional Sales Tax</u>	<u>Transient Occupancy Tax</u>	<u>Total</u>
City of Alexandria	\$ 440,420	\$ 1,187,694	\$ 159,869	\$ 1,787,982
Arlington County	683,212	1,721,426	733,944	3,138,582
City of Fairfax	42,283	609,360	-	651,643
Fairfax County	3,162,602	7,692,875	112,696	10,968,173
Falls Church	58,133	172,862	-	230,996
Loudoun County	1,600,172	2,815,303	-	4,415,475
City of Manassas*	-	381,490	5,449	386,939
City of Manassas Park*	-	98,016	-	98,016
Prince William County*	1,049,538	2,474,767	9,415	3,533,720
Total Revenue	\$ 7,036,360	\$ 17,153,792	\$ 1,021,374	\$ 25,211,526

<u>Date Received</u>	<u>Remitting Agency</u>				
8/28/2013	VDOT	\$ 3,551,883	\$ -	\$ -	\$ 3,551,883
9/20/2013	Dept. of Taxation	-	17,153,792	-	17,153,792
9/20/2013	VDOT	3,484,477	-	1,021,374	4,505,851
Total Revenue		\$ 7,036,360	\$ 17,153,792	\$ 1,021,374	\$ 25,211,526

*To date VDOT has been unable to determine the portion of the Grantor's Tax reported for Prince William County that is attributable to the cities of Manassas and Manassas Park.

Northern Virginia Transportation Authority

MEMORANDUM

TO: Martin E. Nohe, Chairman
Northern Virginia Transportation Authority

Members
Northern Virginia Transportation Authority

FROM: David Snyder
Legal Working Group, Chairman
Northern Virginia Transportation Authority

SUBJECT: Legal Working Group Fifth Interim Report

DATE: September 24, 2013

Background and Recommendations:

On Friday, September 13, 2013, the NVTa Legal Working Group held a meeting in the City of Falls Church.

I presided at that meeting. Also in attendance were Steve MacIsaac, Angela Horan, Ellen Posner, Rob Dickerson, Corinne Lockett, John Foster, Robert Hodges, Chris Harlow, Rob Whitfield, Cindy Mester, Noelle Dominguez, and TL Cranmer.

The meeting was called to order at 9:30am at which time participant introductions were made.

The first order of business was updates from the other NVTa Working Groups. Ellen Posner, and Steve MacIsaac briefly updated the current, ongoing activities of the Financial Working Group. Noelle Dominguez reported on the status of the Organizational Working Group.

Mr. MacIsaac and Ms. Posner reported that the MOA, Debt Policy, Cash Flow, and Liability/Insurance Coverage subcommittees of the Financial Working Group had all met on various occasions. Each had made progress toward resolving numerous, complex policy concerns in their respective areas. Although none of the subcommittees would likely be ready to make a final recommendation to the Financial Working Group and Legal Working Group in time for submission to and consideration by NVTa at its September meeting, there was a sense that a few of those matters might be ready for recommendation to the two NVTa Working Groups in advance of NVTa's October, 2013 meeting. The Legal Working Group was of the opinion that NVTa's Council of Counsels should thoroughly review any Working Group recommendations on liability and insurance matters before submission to the NVTa.

Noelle Dominguez then briefly updated the Legal Working Group as to the status of the Organizational Working Group. According to Ms. Dominguez, the Organizational Working Group was in the process of trying to schedule a meeting for that Group in the upcoming weeks.

Ellen Posner then delivered a brief update on NVTAs's bond validation proceeding. She advised that a Scheduling Order had been entered by the Court on September 10, 2013 and that the Final Hearing on this matter was still scheduled for Monday, September 30, 2013.

The Legal Working Group's next meeting will be held either on October 10, 2013 or October 16, 2013, at 9:30am in the City of Falls Church.

Northern Virginia Transportation Authority

MEMORANDUM

TO: Martin E. Nohe, Chairman
Northern Virginia Transportation Authority

Members
Northern Virginia Transportation Authority

FROM: John Mason, Interim Executive Director
Northern Virginia Transportation Authority

SUBJECT: Focus of this report is on startup activities over next few months with a view to clarifying organizational roles and responsibilities.

DATE: September 20, 2013

• **Organizational and administrative activities**

- Facilities. Office became operational on September 23.
 - Service agreement with NVRC will provide for offices, meeting rooms, etc.
 - City of Fairfax Council work session room serves well as public meeting option.
 - Contracting for separate internet service given need for security and responsiveness.
 - Files and equipment that had been stored with Fairfax County have been transferred to new offices.
- Staffing.
 - Hired administrative assistant (Camela Speer); will transition administrative tasks to her. She will be “clerk” of Authority (organizing meetings, meeting packets, roll calls, minutes, records, etc.).
 - Coordinating final draft of CFO position with WGs and staff. Will request jurisdictional financial expertise to assist in interview process.
 - Following hire of CFO and his/her agreement on accountant’s job description, will advertise and hire.
 - Will hold off on program manager hires pending agreement on NVTa implementation role and related staff role.
- HR arrangements and benefits.
 - Conceptually, NVTa staff benefits will be reasonably in line with jurisdictional benefits.
 - For HR benefits management, may “piggy back” on a jurisdiction.
 - For payroll, likely to outsource.
- Documents. Currently, document “repository” is NVTa website without any functional aggregation of documents, e.g., policy, resolutions; requires tracking

down documents by meeting date. Will establish functional NVTA data base that is easily accessible.

- Administrative regulations/SOPs. Will draft NVTA operating procedures or SOPs. Priority will be administrative guidelines for staff procedures (financial controls, etc.).

- **Financial considerations**

- Operations budget. With Authority approval of budget, ED will execute, monitor and report periodically.
- Financial management. Based on Authority approved policies, CFO will draft appropriate procedures for financial management of multiple funds.

- **Transition of responsibilities from Working Groups**. The concept of working groups has worked very well in the absence of having a NVTA staff. As NVTA staff becomes operational, envision transition along these lines:

- Organizational Working Group. Once basic guidance for NVTA operations has been agreed, tasks of this WG would transition to ED.
- Financial Working Group. Bylaws call for a Finance Committee “responsible for advising the Authority on all financial matters and overseeing financial activities undertaken by the NVTA professional staff . . .” Membership to consist of five (5) members of the NVTA appointed by the Chairman for staggered two (2) year terms; chairman to be appointed by Authority Chairman. Assume that the Financial WG responsibilities would transition to NVTA staff (primarily CFO) and Finance Committee. From time to time there may be issues that call for broader expertise. This may be accomplished by additional jurisdictional staff expertise being asked to support the Finance Committee on a particular issue (or, if necessary, convening FWG).
- Project Implementation Working Group. More clarity is needed in this area, e.g., role of NVTA vs. implementing jurisdictions/agencies, role of program coordinators, etc. Need to clarify staff role vs. JACC responsibilities.
- Public Outreach Working Group. With assumption of staff responsibilities and continuing current arrangements with NVTC, WG may not be needed.
 - FY2014 budget assumes that NVTC (Kala Quintana) will retain public outreach responsibility on part-time basis. In FY2015, it may be appropriate to hire a part-time PIO person. Have had a very preliminary discussion with ED of NVTC (Kelly Coyner); we’ve agreed to discuss further.
 - ED will assume responsibility for:
 - ✓ Website
 - ✓ Single point of contact for queries from the public
 - ✓ Public notification of meetings
- Legal Working Group. Conceptually, envision that responsibility shifts to Council of Counsels, with ED lead for staff support.

Martin E. Nohe, Chairman
Members, Northern Virginia Transportation Authority
September 20, 2013
Page Three

If there is a need to retain working groups beyond the transition of functions to staff and Council of Counsels, I would recommend that consideration be given to incorporating charters for WGs in NVTB Bylaws to ensure clarity of roles.

- **Outreach**

- Authority members. Have begun round of initial meetings with members; will continue over next couple months.
- Transportation agencies. Will reach out to COG/TPB, NVTC (initial visit accomplished), PRTC, VDOT, etc.
- NVTB committees. Have met with chair of Technical Advisory Committee. Plan to host a meeting in near future to establish working relationship. Will follow up with Planning Coordination Advisory Committee.
- Query responses. With establishment of office and NVTB information phone, will assume responsibility for coordinating responses to queries.

Northern Virginia Transportation Authority

MEMORANDUM

TO: Martin E. Nohe, Chairman
Northern Virginia Transportation Authority

Members
Northern Virginia Transportation Authority

FROM: John Mason, Interim Executive Director
Northern Virginia Transportation Authority

SUBJECT: FY2014 Administrative Budget and Service Agreement with NVRC

DATE: September 20, 2013

1. **Purpose.** To propose administrative budget for the startup and operation of the Authority in FY2014 that includes a Service Agreement with the Northern Virginia Regional Commission.
2. **Key considerations.**
 - a. Conceptual approach. Operation of NVTa is predicated (at least initially) on these principles:
 - i. Focus of a modest administrative staff is on ensuring compliance with requirements of HB2313, with special focus on financial accountability, Six Year Plan coordination, public outreach (initially assisted by NVTC staff), coordination of the TAC and PCAC committees, coordination with the JACC, and administrative/logistical support to the Authority.
 - ii. Reduction in role of Working Groups as tasks are transferred to NVTa staff and committees as listed in Bylaws (Finance, Technical Advisory (TAC), and Planning Coordination Advisory Committee (PCAC)).
 - iii. Retention of the Jurisdiction and Agency Coordinating Committee. The JACC concept is critical to retaining a small NVTa staff and brings significant technical expertise to NVTa deliberations.
 - iv. Continued operation of the Council of Counsels to provide legal support (at no cost to NVTa).
 - v. Continued banking service from Arlington County.
 - vi. Continued support from NVTC for public information/outreach (at least in FY2014).
 - vii. TAC and PCAC being coordinated and supported by NVTa staff.
 - b. Facilities. Given the Northern Virginia Regional Commission's offer of no rent charges for six months, it makes sense to accept this offer. Attachment A is proposed service agreement with NVRC.
 - c. FY2014 budget. Attachment B is proposed NVTa operational budget for FY2014 with a preliminary look forward to FY2015. The "Proposed" budget is

Martin E. Nohe, Chairman
Members, Northern Virginia Transportation Authority
September 20, 2013
Page Two

one initially drafted; the "Rev Proposed" is my proposed budget for FY2014. Cost reductions are primarily from hires being slower than originally anticipated and related reduction in salaries and NVRC costs. Principal difference is separate NVTa internet service rather than relying on NVRC option. This recommendation is driven by the need for a high level of security for NVTa data and the modest NVRC in-house technical capability in this area. It also provides greater flexibility in the event that, at some future point, NVTa is not co-located with NVRC.

- d. Potential location change. It is likely that NVRC will move from its current location to an adjacent building as GD needs current (NVRC) space. Proposed Service Agreement would remain in place.
3. **Recommendation.** To (1) authorize Interim Executive Director to sign Service Agreement with NVRC, understanding that minor changes may need to be made to it and (2) approve Revised Proposed Budget for FY2014.
4. **Proposed motion.** *I move that we (1) authorize the Interim Executive Director to sign referenced Service Agreement with the Northern Virginia Regional Commission with the understanding that minor adjustments made be made to it and (2) approve Revised Proposed Budget.*

Attachments:

- A. Service Agreement with NVRC
- B. Revised Proposed NVTa FY2014 Budget and Estimated FY2015 Budget

Coordination:

Financial Working Group
Organizational Working Group
Council of Counsels
Staff Coordinators

NVRTA Budget - FY14 & Estimated FY15					
DRAFT as of 09.14.13					
	Notes	Proposed FY2014	Rev Proposed FY2014	Estimated FY2015	Notes
INCOME:					
Cash on hand		\$212,117	\$212,117		
Interest on transportation revenues		\$100,000	\$100,000		
Billed to local government		\$735,250	\$591,595		
Total Income		\$0.00	\$1,047,367	\$903,712	
EXPENSES:					
NVRC Services					
Lease Space		\$2,550	\$5,460	\$21,840	Waived for first six months (10/1/13 - 3/31/14)
Telephone Service			\$1,650	\$2,520	\$30 per phone
Internet Service					Option not taken for reasons of security
Copier/postage (estimated)		\$10,000	\$10,000	\$10,000	Used previous estimate
Legal	1	\$ 125,000	\$ 125,000	\$ 125,000	\$0 Bond counsel expense reimbursed by bond issue + validation, etc.
Public Outreach	2	\$ 25,000	\$ 30,000	\$ 30,000	Includes part-time PIO in FY2015
Organizational	3	\$ 212,500	\$ 178,333	\$ 104,625	Interim ED 8/1/13: AA 9/23/13; ED 5/1/14
Financial	4	\$ 162,500	\$ 178,333	\$ 160,000	CFO hired 10/1/13: Accountant hired 10/1/13
Project Implementation	5	\$ 144,000	\$ 90,000	\$ 78,000	Two (2) Program Coordinators: 12/1/13 and 1/1/14
Fringe Benefits	6	\$ 127,333	\$ 122,700	\$ 171,000	Budgeted at 30% of cost. Interim ED no benefits.
Office Space Build Out	8	\$ 81,000	\$ 36,000	\$ 4,000	NVRC offices have furniture. If a move, could change.
IT/telecommunications	9	\$ 18,000	\$ 10,000		
Computers/Installation			\$ 9,972	\$1,162	6 computers in FY14, one in FY15
One-time b/w s/v			\$ 948		Security/firewall, network switch, cabling, etc.
Annual 3d party s/w costs			\$ 895	\$895	Cloud storage with file recovery up to 1TB for 5 users
Monthly internet fee (Cox)			\$ 840	\$840	
Cell phones			\$ 10,000	\$12,000	FY14: 5 staff; add one in FY15
Vehicle/Transportation	10	\$ 35,560	\$ 6,000	\$ 6,000	Mileage allowance
Financial Services	11	\$ 80,000	\$ 80,000	\$60,000	PTM contract (FY2014); other financial services (FY2015)
Operating Expenses	12	\$ 30,000	\$ 80,000		Included in NVRC expenses
Insurance	13	\$ 7,500	\$ 3,000	\$ 3,000	Continue existing D & O coverage. Additional general liability coverage
Subtotal		\$ 841,060	\$876,549	\$753,093	\$945,257
Operating Reserve (20%)		\$ 183,962	\$ 170,818	\$ 150,619	\$189,848
Total Expenses		\$ 1,025,022	\$ 1,047,367	\$ 903,712	\$1,135,105

[illegible]

**Northern Virginia Regional Commission (NVRC)
SERVICE AGREEMENT**

Client information:

Contact Name/Title: John Mason
Company Name: Northern Virginia Transportation Authority
Address: 3060 Williams Drive, Fairfax, Virginia 22031
Telephone: 703-642-4710
Fax:
Email:

Client invoicing details (if different):

Contact Name/Title:
Company Name:
Address:
Telephone:
Fax:
Email:

Initial Agreement Period:

Start Date: September 23, 2013

End Date: March 31, 2014

The nature of your business for the purpose of this agreement: Northern Virginia Transportation Authority (NVTA) administration/management.

Description of facilities and services you are paying for:	
<ul style="list-style-type: none"> Use of following offices beginning of following dates: <ul style="list-style-type: none"> ➤ September 23: #504 (203 sq ft) and #505 (125 sq ft) ➤ October 15: 1 additional interior office (100 sq ft) ➤ November 15: 1 additional interior office (100 sq ft) ➤ December 1: 1 additional interior office (100 sq ft) ➤ January 1, 2014: 1 additional interior office (100 sq ft) 	No charge
<ul style="list-style-type: none"> Use of NVRC's furnishings located in offices listed above, including (<u>NVRC-owned furnishings</u>) 	Included
<ul style="list-style-type: none"> Greeting and announcement of visitors, as well as acceptance and batching of incoming mail, by NVRC reception staff. 	Included
<ul style="list-style-type: none"> Shared use of NVRC's meeting rooms on a scheduled basis. 	Included
<ul style="list-style-type: none"> On-site shared use of amenities supporting meeting rooms, including A/V equipment; access to coin-operated soft drink machine; access to microwaves, toaster ovens, refrigerators, coffee / tea making equipment, etc. 	Included
<ul style="list-style-type: none"> Non-exclusive free parking for Client and its visitors in accordance with Rules established by NVRC's Landlord. A copy of the current rules are attached and incorporated as Exhibit C. 	Included
<ul style="list-style-type: none"> IT services: Will be contracted separately 	
<ul style="list-style-type: none"> Use of one of NVRC's desktop telephones, if available, including the carrier service and call management software used by NVRC. The exclusive direct-inward-dial numbers assigned to NVTA include 703-642-4710, 703-642-4711, additional to be determined when provided per schedule of rooms above. Client's calls will not be handled in any manner by NVRC staff. 	\$ 30/phone monthly effective with activation of each phone
<ul style="list-style-type: none"> Access to international and long distance telephone and fax services. 	At cost

• Use of copiers and use of postage machine on a fee-for-service basis.	At cost
• Other services as may be negotiated for a fee.	To be determined

NVRC SERVICE AGREEMENT – TERMS OF BUSINESS

These are the terms of business that apply to the service agreement which you the Client have signed (which we refer to simply as your agreement).

STANDARD SERVICES INCLUDED IN YOUR AGREEMENT

Office services: We will provide the following office services Monday through Friday:

- Heating and (where available) air conditioning during normal business hours
- Routine cleaning and removal of trash

Furnished office accommodation: Your agreement lists the room(s) we have initially allocated for your use. We may need to allocate different rooms from time to time, but these will be of equivalent size and we will attempt to obtain your approval with respect to such different rooms in advance. Said room(s) will be occupied by no more than one person(s).

USE OF FACILITIES

Comply with house rules: You must comply with the rules and regulations of NVRC's landlord, which are included in this agreement as Exhibit C.

Comply with the law: You must comply with all relevant laws and regulations in the conduct of your business. You must do nothing illegal. You must not do anything that may interfere with the use of NVRC's premises by us or by others, cause any nuisance or annoyance, increase the insurance premiums we have to pay, or cause loss or damage to us or to the owner of any interest in the building which contains NVRC's premises. You acknowledge that (a) the terms of the foregoing sentence are a material inducement to us for the execution of your agreement and (b) any violation by you of the foregoing sentence shall constitute a material default by you hereunder, entitling us to terminate your agreement.

On moving in: You will be asked to sign an inventory of all accommodations, furniture and equipment you are permitted to use, together with a note of its condition and details of the keys or entry cards issued to you. The inventory will be included is considered part of this agreement, and is incorporated as Exhibit B.

The nature of your business: You may use the accommodations only for the purposes stated in your agreement or subsequently agreed with us. Office use of a "retail" nature, including frequent visits by members of the public, is not permitted. You must not use the name Northern Virginia Regional Commission in any way in connection with your business.

Your name and address: You may carry on that business only in your name or some other name that we previously agree. Any signage you wish to use must be approved in advance by NVRC, and if required, by NVRC's Landlord. You may use the following as your business address: 3060 Williams Drive, Suite 510, Fairfax VA 22031.

Taking care of our property: You must take care of all parts of the NVRC's facilities, including its equipment, fittings and furnishings that you use. You must not alter any of it. You are liable for any damage caused by you or those in NVRC's premises with your permission or at your invitation.

Office furniture and equipment: With prior coordination with NVRC, you may install additional furniture and necessary cabling for IT services. Keys and security: Any keys or entry cards that we let you use remain our property at all times. You must not make any copies of them or allow anyone else to use them without our consent. Any loss must be reported to us immediately and you must pay the cost of replacement keys or cards as well as changing locks, if required. NVTA is permitted to use NVRC's premises outside normal working hours, and accepts that it is NVTA's responsibility to lock the doors to NVTA's accommodations and to the NVRC's premises when you leave.

Insurance: It is your responsibility to arrange insurance for any and all of your own property that you bring into the NVRC's premises, and for your own liability to your employees and to third parties.

PROVIDING THE SERVICES

At the start of the agreement: If for any reason we cannot provide the number of rooms stated in your agreement by the date when your agreement is due to start we have no liability to you for any type of loss or damages however you may cancel the agreement without penalty. We will not charge you the monthly fee for rooms you cannot use until they become available.

Access to your accommodation: We can enter your accommodation at any time. However, unless there is an emergency we will as a matter of courtesy try to inform you in advance when we need access to your suite to carry out testing, repairing or work other than routine inspection, cleaning and maintenance. We will also respect security procedures to protect the confidentiality of your business.

Suspension of services: We may by notice suspend the provision of services (including access to the accommodations) for reasons of political unrest, strikes or other events beyond our reasonable control, in which event payment of the monthly fee will also be suspended for the same period.

Our liability: We are not liable for any loss as a result of our failure to provide any service as a result of mechanical breakdown, strike, delay, failure of staff termination of our interest in the building containing the business center or otherwise unless we do so deliberately or are grossly negligent. We are also not liable for any failure until you have told us about it and given us a reasonable time to put it right.

NATURE AND DURATION OF AGREEMENT

The nature of your agreement: Your agreement is the commercial equivalent of any agreement for accommodation in a hotel. The whole of NVRC's premises remains our property and in our possession and control. You acknowledge that your agreement creates no tenancy interest, leasehold estate or other real property interest in your favor with respect to the services to the accommodation. We are giving you just the right to share with us the use of the facilities so that we can provide the services to you. The agreement is personal to you and cannot be transferred to anyone else. We may transfer the benefit of your agreement and our obligations under it at any time.

Duration: Your agreement lasts for the period stated in it, and will then be extended for successive periods with the mutually agreeable terms until brought to an end by you or us. Any monthly fee

during any extension period shall be equal to the then current monthly fee for your accommodation but in no event lower than the fee paid by you during the then expired period.

Bringing your agreement to an end: Either of us can terminate your agreement at the end date stated in the agreement, or at the end of any extension period, by giving at least sixty days prior written notice to the other which shall be effective the last day of the calendar month in which the last day of such sixty (60) day period falls.

Ending your agreement immediately: We may end your agreement immediately by giving you notice if:

- You are in breach of one of your obligations which cannot be put right, or which we have given you notice to put right and which you have failed to put right within fourteen days of that notice; or
- Your conduct, or that of someone at NVRC's premises with your permission or at your invitation, is incompatible with ordinary office use.

If we put an end to the agreement for any of these reasons it does not put an end to any then outstanding obligations you may have and you must:

- Pay for the services you have used;
- Pay the monthly fee for the remainder of the period for which your agreement would have lasted had we not ended it, or (if longer) for a further period of three months; and
- Indemnify us against all costs and losses we incur as a result of the termination.

If the accommodation is not available: In the unlikely event that we are no longer able to provide the services and accommodation stated in your agreement, then your agreement will end and you will only have to pay applicable fees up to the date it ends, including fees for the services you have used.

When your agreement ends:

- You are to vacate the accommodation immediately, leaving it in the same condition as it was when you took it, save for fair wear and tear. If you leave any of your own property in the accommodation, or anywhere in NVRC's premises, we may dispose of it in any way we chose without owing you any responsibility for it or any proceeds of sale.
- We will forward mail to you at your new address and give out your new telephone number via voice mail messaging for up to 3 months.

If you continue to use the accommodation when your agreement has ended:

- You are responsible for any loss, claim or liability we incur as a result of your failure to vacate on time.
- We may, at our discretion, permit you an extension subject to a surcharge on the monthly fee.

Employees: While your agreement is in force and for a period of one year after it ends, you must not solicit or offer employment to our staff. If you do, we estimate our loss at the equivalent of one

year's salary for each of the employees concerned and you must pay us damages equal to that amount.

Notices: All formal notices must be in writing to: Mr. G. Mark Gibb, Executive Director, Northern Virginia Regional Commission, 3060 Williams Drive, Suite 510, Fairfax VA 22031.

Indemnities: You must indemnify us in respect of liability, claims, damages, loss and expenses which may arise (except to the extent caused by our gross negligence or willful misconduct).

- If someone dies or is injured while in the accommodation you are using.
- From a third party in respect of your use of the business center and services.
- From a third party of our provision of services to you.
- If you do not comply with the terms of your agreement.

You must also pay any costs, including reasonable legal fees, which we incur in enforcing your agreement.

Consequential loss: If for any reason we cannot provide you with any service our liability is limited to crediting or returning to you a fair proportion of the relevant fee. To the extent permitted by law we have no liability whatever for any consequential loss as a result of anything we or our staff do or fail to do.

Applicable law: Your agreement is interpreted and enforced in accordance with the laws of the state in which the business center in question is located. We both accept the non-exclusive jurisdiction of the courts of such jurisdiction.

FEES AND PAYMENTS

Service retainer: An initial amount of \$0.00 (zero) is payable when your agreement begins. This includes the \$0.00 (zero) in monthly fees for (first month), plus an equal amount that will be held by NVRC as security for performance of all your obligations under this agreement. This service retainer, or any balance after deducting outstanding fees or costs due to us will be returned to you within 60 days after your agreement ends. We may require you to pay an increased service retainer if your outstanding fees become greater than the service retainer held, or if you frequently fail to pay fees when due.

Standard services: The monthly fees for use of office space with telephone facilities, is payable in advance in full by the 1st day of each month in respect of standard services to be provided during such calendar month. For a period of less than a month the fee will be apportioned on a daily basis.

Additional services: Fees for additional services are invoiced in arrears and payable monthly upon your receipt of the invoice we will provide you.

Payment terms: All payments are to be made on or before the required date. We will supply an invoice no later than the 20th of each month, setting forth all the fees then due. When you pay by check, we reserve the right to deny you access to your accommodation and/or refuse to provide additional services to you in the absence of cleared funds. If a check for payment is returned for any reason, a \$100.00 per returned check will be assessed and for the purpose of considering

default and/or late charge. It will be as if payment represented by the returned check had never been paid. A 4% convenience fee will be charged for credit card payments.

Late payment: If you do not pay fees when due, you agree to pay an additional amount equal to 10% of the outstanding amounts owed. If you dispute any part of an invoice, you must pay the amount not in dispute by the due date.

Withholding services: We may withhold services (including the avoidance of doubt, denying you access to your accommodation) while there are any outstanding fees or you are in breach of your agreement.

Subordination: Your agreement is subordinate to our lease with our landlord and to any other agreements to which our lease with our landlord is subordinate.

AMENDMENTS

This agreement may be amended by further agreement between NVRC and the Client. To be effective, any amendment must be a) set forth in writing signifying the nature and effective period of the amendment and b) signed and dated by both parties.

ATTACHMENTS

- Exhibit A. Floor plan designating Client's assigned office(s) in NVRC's premises.
- Exhibit B. Inventory of furniture, equipment and keys issued to Client.
- Exhibit C. Landlord's Rules and Regulations.

ATTESTATION

The parties to this Service Agreement are the Client identified on page 1 of 8, and Northern Virginia Regional Commission (aka NVRC), a political subdivision of the Commonwealth of Virginia, doing business at 3060 Williams Drive, Suite 510, Fairfax VA 22031. This Service Agreement sets forth our terms of business, which your signature below confirms you have read and understood. Elsewhere, pages initialed by the representatives of Client and NVRC, whose signatures appear below, verify that these are the pages comprising the agreement. We both agree to comply with these terms and our obligations as set out in them. Note that the agreement does not come to an end automatically. See "Bringing Your Agreement to an End" on page 4 of 8.

Name: John Mason
Title: Interim Executive Director
Date:
SIGNED on behalf of NVTA

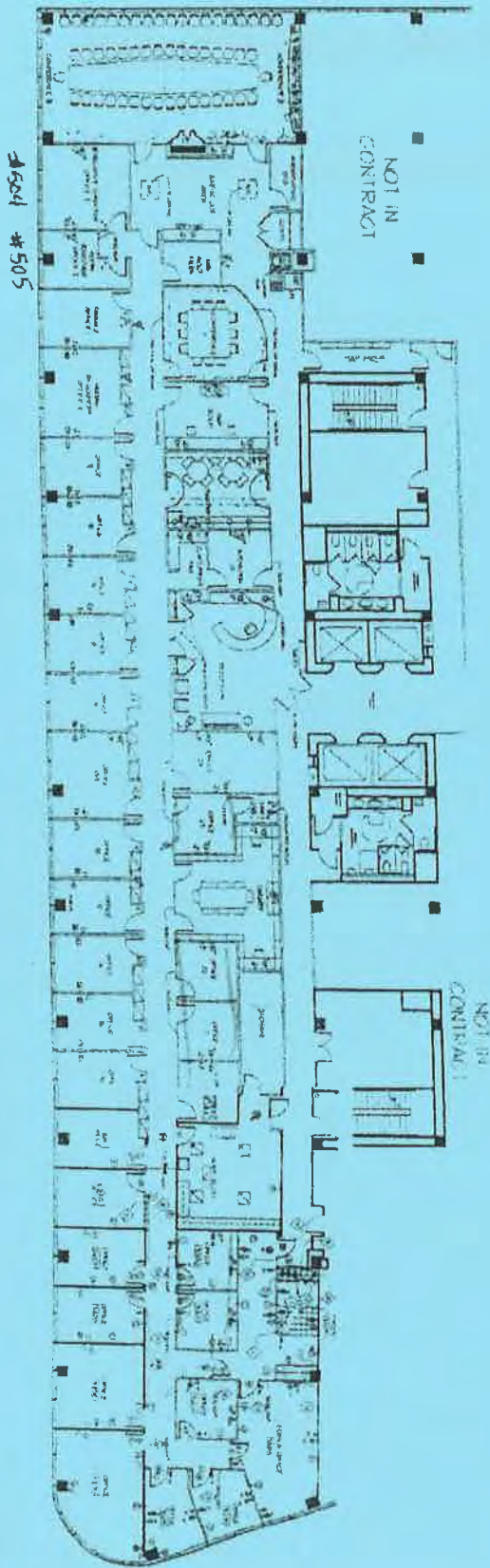
Name: G. Mark Gibb
Title: Executive Director
Date:
SIGNED on behalf of NVRC:

EXHIBIT A

PLAT OF PREMISES

Northern Virginia Regional Commission

Proposed Office Space
3050 Williams Plaza II, 5th Floor



ANKINPO
[Illegible text]

[Illegible text]

EXHIBIT B

INVENTORY OF FURNITURE, EQUIPMENT AND KEYS

To be accomplished upon joint inventory.

NYRC LEASE
3060 Williams Dr
Fairfax VA

EXHIBIT C

RULES AND REGULATIONS

Tenant shall faithfully observe and comply with the following Rules and Regulations:

1. Neither the whole nor any part of the sidewalks, plaza areas, entrances, passages, courts, elevators, vestibules, stairways, corridors or halls of the Building or Property shall be obstructed or encumbered by any tenant or used for any purpose other than ingress and egress to and from the premises of such tenant.

2. No awning, canopy, sign or other projection shall be attached to the outside walls or windows of the Building without Landlord's prior written consent. No curtain, blind, shade, or screen (other than those furnished by Landlord as building standard) shall be attached to, hung in, or used in connection with any window or door of the premises of any tenant. All electrical ceiling fixtures hung in spaces along the perimeter of the Building must be fluorescent and/or of a quality, type, design and bulb color approved by Landlord.

3. The sashes, sash doors, skylights, windows, and doors that reflect or admit light and air into the halls, passageways or other public places in the Building shall not be covered or obstructed by Tenant, nor shall any bottles, parcels or other articles be placed on the windowsills.

4. Except for customary office décor (including pictures, paintings and calendars) found in first class office buildings in Fairfax, Virginia, no tenant shall mark, paint, drill into, or in any way deface any part of the Building or its premises. No boring, cutting, stringing of wires or driving of nails or screws shall be permitted.

5. Tenant shall not permit the Premises to be occupied or used in a manner offensive or objectionable to Landlord or other occupants of the Building or neighboring buildings, nor shall Tenant make, or permit to be made, any unseemly or disturbing noises or disturb or interfere with any other tenant or occupant of the Building or neighboring buildings whether by the use of any musical instrument, radio, television, or other audio device or in any other way.

6. Tenant shall not alter any lock or install any new or additional locks, bolts or security devices on any doors or windows of the Premises without Landlord's prior written consent. Two keys will be furnished by Landlord for the Premises, and any additional keys required by Tenant must be obtained from Landlord at a reasonable cost to be established by Landlord. Each tenant must upon the termination of its tenancy restore to Landlord all keys to rooms either furnished to, or otherwise procured by, such tenant.

7. Landlord intends to provide an electronic access system to facilitate all tenants' after-hours access to the Building and Parking Garage. Landlord reserves the right to alter, discontinue, or modify said service if such action in Landlord's sole judgment is consistent with the prudent management of the Building and Parking Garage. Tenant acknowledges that Landlord is in no way guaranteeing the security of the Building, Parking Garage, or Tenant's premises. Furthermore, Landlord shall have no liability in connection with any breach of security.

8. Landlord reserves the right to control and operate the public portions of the Building and Property, as well as facilities furnished for the common use of the tenants, in such manner as it deems best for the benefit of the tenants generally, including, without limitation, the right to exclude from the Building all persons who do not present identification reasonably satisfactory to Landlord.

9. Each tenant, before closing and leaving its premises at any time, shall see that all entrance doors are locked and that all electrical appliances are turned off. Suite and entrance doors shall remain closed at all times except for normal ingress and egress.

10. No cooking shall be done or permitted by any tenant on the Premises, nor shall the Premises be used for the storage of merchandise, for lodging or for any improper, objectionable or immoral purposes. Notwithstanding the foregoing, Underwriters' Laboratory-approved equipment and microwave ovens may be used in the Premises for heating food and brewing coffee, tea, hot chocolate and similar beverages, provided that such use is in

accordance with all applicable federal, state and city laws, codes, ordinances, rules and regulations, and does not cause odors which are objectionable to Landlord or any other tenant or occupant of the Building.

11. Canvassing, soliciting, and peddling in the Building are prohibited.

12. There shall not be used in the Building by any tenant or their agents or contractors, in the delivery or receipt of merchandise, freight or other matter, any hand trucks or other means of conveyance, except those equipped with rubber tires, rubber side guards, and such other safeguards as Landlord may require.

13. No animals of any kind shall be brought into or kept about the Building by any tenant.

14. No furniture, freight or equipment of any kind shall be brought into or removed from the Building without prior notice to Landlord, which shall not be unreasonably withheld, conditioned or delayed. All moving of the same into or out of the Building shall be scheduled with Landlord and done only at such time and in such manner as Landlord shall designate. Landlord shall have the right to prescribe the weight, size and position of all safes and other heavy property brought into the Building and also the times and manner of moving the same in and out of the Building. Safes and other heavy objects shall, if considered necessary by Landlord, stand on supports of such thickness as is necessary to properly distribute the weight. Landlord will not be responsible for loss of or damage to any such safe or property in any case. All damage done to any part of the Building, its contents, occupants or visitors by moving or maintaining any such safe or other property shall be the sole responsibility of Tenant and any expense of said damage or injury shall be borne by Tenant.

15. No furniture, packages, supplies, equipment or merchandise will be received in the Building or carried up or down in the elevators, except during such hours and in such specific elevator as shall be designated by Landlord. Further, all deliveries to the Premises shall be made through the rear service entrance of the Building and under no circumstances shall any such delivery be made through the main lobby of the Building or any other entrance to the Building. No tenant shall place, or permit to be placed, on any part of the floor or floors of its premises a load exceeding the floor load per square foot which such floor was designed to carry and which is allowed by law.

16. No vending machines shall be permitted to be placed or installed in any part of the Building or premises by any tenant without the prior written consent of Landlord. Landlord reserves the right to place or install vending machines in any of the common areas of the Building.

17. No plumbing or electrical fixtures shall be installed by any tenant without the prior written consent of Landlord, which consent shall not be unreasonably withheld, conditioned or delayed.

18. Bicycles, motorcycles, or any other type of vehicle shall not be brought into the Building, other than the Parking Garage if expressly permitted by the Lease, or into the premises of any tenant.

19. Tenant will refer all contractors, contractor's representatives and installation technicians rendering any services on or to the Premises for Tenant to Landlord for Landlord's approval, which approval shall not be unreasonably withheld, conditioned or delayed, and supervision before performance of any service. This provision shall apply to all work performed in the Building, including installation of telephones, telegraph equipment, electrical devices and attachments, and any installation of any nature affecting floors, walls, woodwork, trim, windows, ceilings, equipment, or any other physical portion of the Building. Such approval, if given, shall in no way make Landlord a party to any contract between tenant and any such contractor, and Landlord shall have no liability therefor.

20. Tenant shall store all its trash and garbage within the interior of the Premises in suitable containers. No material shall be placed in the common trash boxes or receptacles for the Property if such material is of such nature that it may not be disposed of in the ordinary and customary manner of removing and disposing of trash and garbage in the area in which the

Property is located without violation of any law or ordinance governing such disposal. All trash, garbage and refuse disposal shall be made only through entry-ways and elevators provided for such purposes and at such times as Landlord shall designate. No trash or other objects shall not be placed in the public corridors or sidewalks of the Building.

21. Tenant, its employees and agents shall not loiter in the entrances or corridors of the Building, nor in any way obstruct the sidewalks, lobby, halls, stairways or elevators of the Building, and shall use the same only as a means of ingress and egress for the Premises.

22. Tenant shall comply with all safety, fire protection and evacuation procedures and regulations established by Landlord or any governmental agency.

23. Landlord shall not be responsible to clean or maintain suite finishes which are non-standard, such as kitchens, bathrooms, wallpaper, special lights, etc. However, should the need arise for the cleaning or repair of such items, Landlord may arrange for the work to be done at Tenant's sole expense.

24. Landlord reserves the right to exclude or expel from the Property any person who, in the judgment of Landlord, is intoxicated or under the influence of liquor or drugs, or who poses danger to any person or property, or who shall in any manner do any act in violation of any of these Rules and Regulations.

25. Tenant shall not request any employee of Landlord or the Building to accept any package for Tenant or otherwise, it being understood that no such employee is authorized to accept any such package. In the event Tenant shall, in violation of this rule or otherwise, request any employee of Landlord or the Building to accept a package for Tenant, such request and acceptance shall be at the sole risk of Tenant.

26. Landlord may waive any one or more of these Rules and Regulations for the benefit of any particular tenant or occupant of the Building, but no such waiver by Landlord shall be construed as a waiver of such Rules and Regulations in favor of any other tenant or occupant of the Building, nor prevent Landlord from thereafter enforcing any such Rules or Regulations against any or all tenants of the Building.

27. The Building is a non-smoking facility. Tenant, its agents, employees, contractors or invitees shall not be allowed to smoke from or possess a lighted cigarette, cigar, pipe or any other form of tobacco or similar substance used for smoking anywhere in the interior, including, without limitation, in the Premises, and/or within twenty-five feet (25') of any of the exterior doors of the Building or the dock area. Notwithstanding the foregoing, Landlord reserves the right, in its sole and absolute discretion, to designate smoking areas in and around the Building from time to time. Tenant shall comply with Landlord's Building smoking policy, as the same may be amended from time to time.

28. Landlord reserves the right, at any time and from time to time and with reasonable prior notice, to rescind, alter or waive, in whole or in part, or to add to any of these Rules and Regulations when it is deemed necessary, desirable or proper, in Landlord's reasonable judgment, for its interest or for the interests of tenants generally. Landlord shall not be responsible to Tenant or to any other person or entity for the nonobservance of the Rules and Regulations by another tenant or other person or entity.

29. Violations of these Rules and Regulations, or any amendments thereof or additions thereto, by Tenant or any of its employees, agents or consultants shall constitute a default by Tenant under the Lease.

**Jurisdiction and Agency Coordinating Committee
Northern Virginia Transportation Authority**

MEMORANDUM

TO: Martin E. Nohe, Chairman
Northern Virginia Transportation Authority

Members
Northern Virginia Transportation Authority

FROM: Monica Backmon, Chairman
Jurisdiction and Agency Coordinating Committee
Northern Virginia Transportation Authority

SUBJECT: JACC Approval of the Reallocation of Regional Surface Transportation Program Funds for the City of Fairfax and the Town of Leesburg

DATE: September 20, 2013

Background:

On September 11, 2008, the NVTa delegated the authority to approve requests to reallocate Congestion Mitigation and Air Quality (CMAQ) and Regional Surface Transportation Program (RSTP) funding between projects that were previously approved by the NVTa to the Jurisdiction and Agency Coordinating Committee (JACC).

On September 12, 2013, the City of Fairfax and the Town of Herndon requested such reallocations. The reallocation requests are noted below:

City of Fairfax

- Transfer \$16,228 in residual Regional Surface Transportation Program funds from UPC 82838 Traffic Signal Controller Upgrades (project complete) to UPC 103038 Signal Optimization.

Town of Leesburg

- Transfer \$35,231 of residual Congestion Mitigation Air Quality (CMAQ) funds from Leesburg Signal Coordination (UPC 50008) to Edwards Ferry Road Congestion Mitigation Project (UPC 70603).

NVTa's delegation requires that the JACC notify the NVTa of these requests. The JACC approved these requests on September 12, 2013. Unless otherwise directed, I will send the attached letter to VDOT NOVA District Administrator, Helen Cuervo, asking that the funds be reallocated.

Cc: Members, NVTa Jurisdictional and Agency Coordinating Committee

Northern Virginia Transportation Authority

3060 Williams Drive, Suite 510
Fairfax, VA 22031

September 26, 2013

Mr. Helen Cuervo
District Administrator
Virginia Department of Transportation
4975 Alliance Dr. Suite 4E-342
Fairfax, Virginia 22030

Reference: Request to Reallocate CMAQ and RSTP Funds for the City of Fairfax,
Arlington and Fairfax Counties and the Town of Herndon

Dear Ms. Cuervo:

On September 11, 2008, the NVTA delegated the authority to approve requests to reallocate Congestion Mitigation and Air Quality (CMAQ) and Regional Surface Transportation Program (RSTP) funding between projects that were previously approved by the NVTA to the Jurisdiction and Agency Coordinating Committee (JACC).

On July 11, 2013, the City of Fairfax, Arlington and Fairfax Counties and the Town of Herndon requested such reallocations. The reallocation requests are noted below:

City of Fairfax

- Transfer \$16,228 in residual Regional Surface Transportation Program funds from UPC 82838 Traffic Signal Controller Upgrades (project complete) to UPC 103038 Signal Optimization

Town of Leesburg

- Transfer \$35,231 of residual Congestion Mitigation Air Quality (CMAQ) funds from Leesburg Signal Coordination (UPC 50008) to Edwards Ferry Road Congestion Mitigation Project (UPC 70603).

Please take the necessary steps to reallocate these funds in the Transportation Improvement Program and the State Transportation Improvement Program. Thank you very much.

Sincerely,

Monica Backmon
NVTA JACC Chairman

Cc: Jan Vaughn, Transportation Planning Section, VDOT
Dic Burke, Transportation Planning Section, VDOT
Wendy Block Sanford, Director, City of Fairfax Department of Transportation
Calvin Grow, Town of Leesburg, Director of Public Works



City of Fairfax

10455 Armstrong Street
Fairfax, VA 22030-3630

Wendy Block Sanford
Transportation Director
Department of Public Works
(703) 385-7889
(703) 385-7863 FAX
Wendy.Sanford@fairfaxva.gov

September 9, 2013

Ms. Monica Backmon
Chairman, Jurisdiction and Agency Coordinating Committee
Northern Virginia Transportation Authority
4031 University Drive, Suite 200
Fairfax, VA 22030

Dear Ms. Backmon:

The City of Fairfax would like to request the following:

Transfer \$16,228 in residual RSTP funds from UPC 82838 Traffic Signal Controller Upgrades (project complete) to UPC 103038 Signal Optimization.

The signal optimization project is almost complete. The City requested additional work from the contractor, which increased the cost of the project. The transfer of these funds will enable the City to complete this project. VDOT is managing this project on behalf of the City under their Transportation Engineering on-call contract. If you have any questions, please contact me at (703) 385-7889 or Wendy.Sanford@fairfaxva.gov.

Sincerely,

A handwritten signature in cursive script that reads "Wendy Block Sanford".

Wendy Block Sanford
Transportation Director

cc: David Summers, City of Fairfax Public Works Director
Curt McCullough, City of Fairfax Traffic Engineer
Jan Vaughan, VDOT Urban Program Manager



JOHN WELLS
Town Manager

25 West Market Street ■ 20176 ■ 703-771-2700 ■ Fax: 703-771-2727 ■ jwells@leesburgva.gov ■ www.leesburgva.gov

July 12, 2013

Ms. Monica Backmon
Chairman, Jurisdiction and Agency Coordinating Committee
Northern Virginia Transportation Authority
4031 University Drive, Suite 200
Fairfax, Virginia 22030

Re: Transfer of Funds from UPC 50008 to UPC 70603 for the Town of Leesburg

Dear Ms. Backmon:

The Town of Leesburg requests the transfer \$35,231 in residual CMAQ funds from UPC 50008 Leesburg Signal Coordination to UPC 70603 RTE 773 Edwards Ferry Road Congestion Mitigation Project. The Leesburg Signal Coordination Project is complete.

The transfer will address an increased estimate in cost and allow the project to proceed as planned. If you have any questions, please contact Calvin K. Grow at 703-771-2791.

Sincerely,

A handwritten signature in black ink that reads "John Wells". The signature is written in a cursive style with a large, stylized "J" and "W".

John Wells
Town Manager

C: Thomas A. Mason, Director, Department of Public Works
Renee LaFollette, Director, Capital Projects
Calvin K. Grow, Transportation Engineer, Department of Public Works