

VIRGINIA:

IN THE CIRCUIT COURT FOR THE COUNTY OF ARLINGTON

NORTHERN VIRGINIA TRANSPORTATION
AUTHORITY,

Plaintiff,

v.

STATUTORY DEFENDANTS PURSUANT TO
VIRGINIA CODE §§ 15.2-2650, ET SEQ., TO WIT,
TAXPAYERS, PROPERTY OWNERS AND
CITIZENS OF THE COUNTIES OF ARLINGTON,
FAIRFAX, LOUDOUN, AND PRINCE WILLIAM,
AND THE CITIES OF ALEXANDRIA, FAIRFAX,
FALLS CHURCH, MANASSAS, AND MANASSAS
PARK, VIRGINIA, INCLUDING NONRESIDENTS
OWNING PROPERTY OR SUBJECT TO
TAXATION THEREIN, AND ALL OTHER
PERSONS INTERESTED IN OR AFFECTED IN
ANY WAY BY THE PROPOSED ISSUANCE BY
THE NORTHERN VIRGINIA TRANSPORTATION
AUTHORITY OF ITS NORTHERN VIRGINIA
TRANSPORTATION AUTHORITY
TRANSPORTATION FACILITIES REVENUE
BONDS IN AN AMOUNT NOT TO EXCEED
\$130,000,000,

Defendants.

CASE No. 01-923

RECEIVED

JUL 13 2007

DAVID A. BELL, CLERK
Arlington County Circuit Court
by [Signature] Deputy Clerk

COMPLAINT

Plaintiff, the Northern Virginia Transportation Authority ("NVTA"), pursuant to the pertinent provisions of the Public Finance Act of 1991 (the "Public Finance Act"), §§ 15.2-2650 et seq. of the Code of Virginia (the "Code"), and the Northern Virginia Transportation Authority Act (the "NVTA Act"), §§ 15.2-4829 et seq. of the Code, seeks this Court's judicial determination of the validity of the following:

- A. Northern Virginia Transportation Authority Transportation
Facilities Revenue Bonds, in an amount not to exceed

\$130,000,000 (the “Bonds”), to be issued by NVTa pursuant to a resolution entitled “Resolution 03-08 Authorizing the Issuance of Not to Exceed \$130,000,000 Transportation Facilities Revenue Bonds” and adopted by NVTa on July 12, 2007 (the “Bond Resolution”), and the Indenture (as defined in the Bond Resolution); and

- B. All proceedings of NVTa heretofore taken in connection with or related to the authorization and issuance of the Bonds; and
- C. The taxes or other means provided for the payment of the Bonds; and
- D. All pledges of revenues and all covenants and provisions that constitute a part of the contract between NVTa and the owners of the Bonds, including, without limitation, the provisions for the application of revenues to pay the administrative costs of NVTa; and
- E. The proposed application of the proceeds of the issuance of the Bonds; and
- F. The Bonds, when issued, shall not be a debt, liability or general obligation of the Commonwealth of Virginia or any political subdivision thereof other than NVTa; and
- G. The enactment of Chapter 896, 2007 Va. Acts of Assembly (“Chapter 896”), as it relates to the powers of the NVTa Act, was within the legislative power of the Virginia General Assembly set

forth in Article IV of the Constitution of Virginia, and does not violate any Section of that Article, and the NVT Act, as amended by Chapter 896, and Code §§ 46.2-755.1, 46.2-755.2, 46.2-1167.1, 58.1-605, 58.1-606, 58.1-802.1, 58.1-2402.1, and 58.1-3825.1, as enacted, do not violate any provisions of the Constitution of Virginia.

In support of its Complaint, NVT states as follows:

1. NVT is a duly created and validly existing political subdivision of the Commonwealth of Virginia exercising public and essential government functions pursuant to the NVT Act.
2. NVT 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”).
3. NVT is authorized under the Public Finance Act and the NVT Act to bring this action to establish the validity of the Bonds. Code §§ 15.2-2651, 15.2-4839 and 15.2-4520.
4. Defendants are statutory defendants as provided under the Public Finance Act. Code § 15.2-2651.
5. This Court has jurisdiction of the subject matter as provided under the Public Finance Act. Code § 15.2-2651.
6. NVT is empowered under the NVT Act, among other things, to (i) prepare a regional transportation plan for Planning District Eight, 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) construct or

acquire, by purchase, lease, contract, or otherwise, the transportation facilities specified in the regional transportation plan.

7. NVTA prepared and, on September 14, 2006, approved a regional transportation plan for Planning District Eight entitled “TransAction 2030 Regional Transportation Plan” (the “Plan”).

8. NVTA is authorized under the NVTA Act to issue bonds and other evidences of debt, and the NVTA Act further provides that the provisions of Article 5 (Code § 15.2-4519 et seq.) of Chapter 45 of Title 15.2 of the Code, as amended, shall apply, mutatis mutandis, to the issuance of such bonds or other debt.

9. Pursuant to Code § 15.2-4519, 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.

10. Pursuant to Chapter 896, the Virginia General Assembly has authorized NVTA to impose any one or more of seven regional taxes and fees (the “Regional Taxes and Fees”), specifically, (i) the additional annual regional vehicle registration fee under Code § 46.2-755.1, (ii) the initial vehicle registration fee under Code § 46.2-755.2, (iii) the additional safety inspection fee under Code § 46.2-1167.1, (iv) the retail sales and use tax on auto repairs under Code §§ 58.1-605 and 58.1-606, (v) the regional congestion relief fee under Code § 58.1-802.1, (vi) the local rental car transportation fee under Code § 58.1-2402.1 and (vii) the additional transient occupancy tax under Code § 58.1-3825.1.

11. Code § 15.2-4834 provides, inter alia, that (i) a majority of NVTA, which majority shall include at least a majority of the representatives of the Member Localities, shall constitute a quorum; (ii) decisions of NVTA shall require a quorum and shall be in accordance

with voting procedures established by NVTA; and (iii) in all cases, decisions of NVTA shall require the affirmative vote of two-thirds of the members of NVTA present and voting, and two-thirds of the representatives of the Member Localities who are present and voting and whose Member Localities include at least two-thirds of the population embraced by NVTA (collectively, the “Quorum/Supermajority Requirements”).

12. At a meeting of NVTA held on July 12, 2007 (the “July 12 Meeting”), NVTA adopted resolutions authorizing imposition of the seven Regional Taxes and Fees (the “Imposition Resolutions”). (A copy of each Imposition Resolution is attached hereto as Exhibit 1(a) to 1(g) and made a part hereof.) Each Imposition Resolution was adopted by NVTA in accordance with the Quorum/Supermajority Requirements.

13. At NVTA’s July 12 Meeting, NVTA also adopted the Bond Resolution and a resolution approving the initiation of this proceeding to validate the Bonds pursuant to the Public Finance Act (the “Validation Resolution”). (Copies of the Bond Resolution and Validation Resolution are attached hereto as Exhibits 2 and 3 and made a part hereof.) The Bond Resolution and Validation Resolution were adopted by NVTA in accordance with the Quorum/Supermajority Requirements.

14. In the Bond Resolution, NVTA required, among other things, that proceeds of the Bonds will be applied, along with other available funds, to (i) pay the costs of the construction and acquisition of the transportation facilities and projects described in Exhibit A to the Bond Resolution (the “Projects”); and (ii) pay the issuance and financing costs of the Bonds, fund capitalized interest and any required reserves. See Exhibit 2

15. Each of the Projects is a project specified in the Plan or is a priority regional transportation project that is consistent with the Plan.

16. In the Bond Resolution, NVTA found and determined, among other things, that the issuance of the Bonds will (i) be in all respects for the benefit of the inhabitants of the Commonwealth and the Member Localities and promote their safety, health, welfare, convenience and prosperity; and (ii) further the purposes of NVTA and the NVTA Act by, among other things, financing the construction and acquisition of the Projects. NVTA also found that the proceeds of the Bonds will be used by NVTA solely for transportation purposes benefiting the Member Localities. See Exhibit 2.

17. In the Bond Resolution, NVTA approved the Indenture between NVTA and a qualified bank and trust company selected by NVTA to act as trustee (the “Trustee”). See Exhibit 4 hereto. As part of the Bond Resolution, the Indenture was approved by NVTA in accordance with the Quorum/Supermajority Requirements.

18. The Indenture provides, inter alia, (i) the conditions to be satisfied for the issuance and delivery of the Bonds and any future series of NVTA bonds (the “Additional Bonds”); (ii) for the payment of and security for the debt service on the Bonds and any Additional Bonds, including a pledge of the Pledgeable NVTA Revenues (as described in the Indenture); (iii) for the establishment and maintenance of a series of funds and accounts; and (iv) for the application of the NVTA Revenues (as described in the Indenture) to pay NVTA’s administrative costs, to make the pro rata distribution to the Member Localities under Code § 15.2-4838.1(B), to pay the debt service on the Bonds and any Additional Bonds and for other purposes required or contemplated under the NVTA Act.

19. The Bonds when issued will be valid and legal obligations of NVTA. Pursuant to the NVTA Act, the Bonds will be payable only from the Pledgeable NVTA Revenues pledged for such purpose under the Bond Resolution and the Indenture and shall not be a debt, liability or

general obligation of the Commonwealth of Virginia or any political subdivision thereof, other than NVT A.

WHEREFORE, in accordance with Code §§ 15.2-2650, et seq., NVT A requests that this Court:

I. Enter an Order in the form of the attachment, (a) requiring the publication of this Complaint, without Exhibits, once a week for two consecutive weeks in a newspaper (or newspapers which in aggregate are) published or having general circulation in the Member Localities and fixing a time and place for hearing the proceeding, which Order shall be published with this Complaint, without Exhibits; (b) scheduling a prompt hearing pursuant to Code § 15.2-2654, with the least possible delay; and (c) establishing a schedule for the statutory defendants and all other persons interested in or affected by the issuance of the Bonds to participate by filing responsive pleading(s) in the Clerk's Office.

II. Enter a Final Order determining and declaring that:

(a) the Bonds are valid and legal;

(b) all proceedings heretofore taken by NVT A in connection with the authorization or issuance of the Bonds, including the adoption of the Imposition Resolutions and the Bond Resolution, are valid and legal;

(c) the Regional Fees and Taxes and all other means provided for payment of the Bonds are valid and legal;

(d) all pledges of the Pledgeable NVT A Revenues and other security for the Bonds provided pursuant to the Bond Resolution and the Indenture, and the terms, covenants and provisions contained in the Bond Resolution and the Indenture, including, without limitation, the

provisions for the application of NVTAs Revenues to pay the administrative costs of NVTAs, are valid and legal;

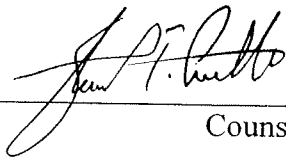
(e) the proposed application of the proceeds of the issuance of the Bonds is valid and legal;

(f) the Bonds, when issued, shall be payable only from the Pledgeable NVTAs Revenues of NVTAs pledged for such purpose and shall not be a debt, liability or general obligation of the Commonwealth of Virginia or any political subdivision thereof other than NVTAs; and

(g) the enactment of Chapter 896, as it relates to the powers of the NVTAs Act, was within the legislative power of the Virginia General Assembly set forth in Article IV of the Constitution of Virginia, and does not violate any Section of that Article, and the NVTAs Act, as amended by Chapter 896, and Code §§ 46.2-755.1, 46.2-755.2, 46.2-1167.1, 58.1-605, 58.1-606, 58.1-802.1, 58.1-2402.1, 58.1-3825.1, 15.2-4838.1, 15.2-4839, and 15.2-4840, as enacted, do not violate any provisions of the Constitution of Virginia.

III. Provide for such other and further relief as may be requested by the parties or as the Court may deem appropriate.

Dated: July 13, 2007

By:  _____
Counsel

William G. Broaddus (VSB # 05284)
Arthur E. Anderson II (VSB # 23759)
Stewart T. Leeth (VSB # 31122)
McGuireWoods LLP
One James Center
901 East Cary Street
Richmond, Virginia 23219
(804) 775-1000 (phone)
(804) 775-1061 (facsimile)
*Counsel for the Northern Virginia
Transportation Authority*



Northern Virginia Transportation Authority

c/o Northern Virginia Regional Commission 3060 Williams Drive, Suite 510 Fairfax, Virginia 22031
703-642-0700; fax 703-642-5077; www.novaregion.org

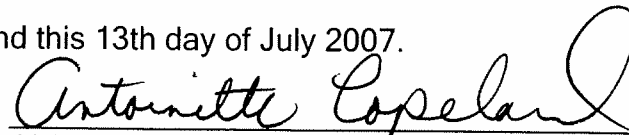
CERTIFICATION

I hereby certify that at its public meeting held on July 12, 2007, on motion by Mr. Snyder, seconded by Mr. Callahan and carried by a roll call vote recorded as follows:

Christopher Zimmerman	-	Aye
Martin Nohe	-	Aye
Gerry Connolly	-	Aye
Scott York	-	Nay
William D. Euille	-	Aye
Robert F. Lederer	-	Aye
David F. Snyder	-	Aye
Harry J. Parrish, II	-	Aye
Bryan Polk	-	Nay
Jeff Frederick	-	Nay
Vince Callahan	-	Aye
Jeanne-Marie Devolites-Davis	-	Aye
Julia A. Connally	-	Aye
Margaret Vanderhye	-	Aye

the Northern Virginia Transportation Authority adopted **RESOLUTION 01-08A - IMPOSING THE REGIONAL CONGESTION RELIEF FEE.**

Given under my hand this 13th day of July 2007.


ANTOINETTE COPELAND, ACTING CLERK
NORTHERN VIRGINIA TRANSPORTATION AUTHORITY

NORTHERN VIRGINIA TRANSPORTATION AUTHORITY

- RESOLUTION 01-08A -

IMPOSING THE REGIONAL CONGESTION RELIEF FEE

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 15.2-4840(12) of the NVTA Act empowers NVTA to decide and vote to impose certain fees and taxes authorized under law for imposition and assessment by NVTA; provided that (i) any such fee or tax assessed or imposed is assessed and imposed in all of the Member Localities and (ii) the revenues from such fees and taxes are kept in a separate account and used only for the purposes provided in the NVTA Act; and

WHEREAS, on April 4, 2007, the Virginia General Assembly adopted the Governor's substitute for House Bill 3202 ("HB 3202"), which provides for transportation funding and related reforms both on a statewide basis and on a regional basis for NVTA and the Member Localities and the Hampton Roads Transportation Authority and the localities embraced thereby; and

WHEREAS, HB 3202 authorizes and empowers NVTA to impose any one or more of seven regional taxes and fees (the "Regional Taxes and Fees"); and

WHEREAS, one of the Regional Taxes and Fees is provided for in Section 58.1-802.1 of the Virginia Code (the "Regional Congestion Relief Fee Provision"), under which NVTA may impose, in addition to any other tax imposed under the provisions of Chapter 8 of Title 58.1 of the Virginia Code, a regional congestion relief fee on each deed, instrument, or writing by which lands, tenements, or other realty located in any of the Member Localities is sold and is granted, assigned, transferred, or otherwise conveyed to or vested in the purchaser or any other person, by such purchaser's direction (the "Regional Congestion Relief Fee"); and

WHEREAS, the rate of the Regional Congestion Relief Fee, when the consideration or value of the interest, whichever is greater, equals or exceeds \$100, shall be \$0.40 for each \$100 or fraction thereof, exclusive of the value of any lien or encumbrance remaining thereon at the time of the sale, whether such lien is assumed or the realty is sold subject to such lien or encumbrance; and

WHEREAS, the Regional Congestion Relief Fee shall be paid by the grantor, or any person who signs on behalf of the grantor, of any deed, instrument, or writing subject to the Regional Congestion Relief Fee; and

WHEREAS, the Regional Congestion Relief Fee shall not apply to any (i) transaction described in subdivisions 6 through 13 of subsection A of Section 58.1-811 of the Virginia Code, (ii) instrument or writing given to secure a debt, (iii) deed conveying real estate from an incorporated college or other incorporated institution of learning not conducted for profit, (iv) deed conveying real estate from the United States, the Commonwealth or any county, city, town, district or other political subdivision thereof, (v) conveyance of real estate to the Commonwealth or any county, city, town, district or other political subdivision thereof, if such political unit is required by law to reimburse the parties subject to Regional Congestion Relief Fee, (vi) deed conveying real estate from the trustee or trustees of a church or religious body or from an incorporated church or religious body, or from a corporation mentioned in Section 57-16.1 of the Virginia Code; or (vii) any deed of gift conveying real estate or any interest therein to The Nature Conservancy or any lease of real property to any interest therein to The Nature Conservancy, where such deed of gift or lease of real estate is intended to be used exclusively for the purpose of preserving wilderness, natural or open space area; and

WHEREAS, the Regional Congestion Relief Fee shall be collected by the Clerks of the Circuit Courts in each of the Member Localities pursuant to subsection B of Section 58.1-802 of the Virginia Code; provided that (i) the compensation allowed to the Clerk under such subsection shall not be applicable with regard to the Regional Congestion Relief Fee and (ii) the Clerk shall return all fees collected pursuant to the authority granted under the Regional Congestion Relief Fee Provision (the "Fee Revenues") to the NVTA as soon as practicable; and

WHEREAS, under subsection B of Section 15.2-4838.1 of the NVTA Act, forty percent (40%) of the Fee revenues and the revenues from any of the other Regional Taxes and Fees imposed and received by NVTA (collectively, the "Regional Tax and Fee Revenues"), net of the costs of the collection and administration of the Regional Tax and Fee Revenues to be provided for in the below-described guidelines, policies and procedures (including the operating costs of NVTA), will be distributed on a pro rata basis to the Member Localities to be used for transportation purposes as provided in such subsection; and

WHEREAS, under subsection C of Section 15.2-4838.1 of the NVTA Act, the remaining sixty percent (60%) of the Regional Tax and Fee Revenues will be used by NVTA solely for transportation projects and purposes that benefit the Member Localities, including for the payment of debt service owing on any bonds issued by NVTA; and

WHEREAS, enactment clause 13 of HB 3202 provides that (i) NVTA, the Member Localities, the Commissioner of the Virginia Department of Taxation, and the Commissioner of the Department of Motor Vehicles, and other appropriate entities shall develop guidelines, policies, and procedures for the efficient and effective collection and administration of the Regional Taxes and Fees for use by NVTA, (ii) the guidelines, policies, and procedures shall be made public at least 60 days prior to their implementation, and (iii) the development of these guidelines, policies, and procedures shall be exempt from the Administrative Process Act (§ 2.2-4000 et seq. of the Virginia Code); and

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

1. Imposition of Regional Congestion Relief Fee, Required Use of Fee Revenues, and Findings. There is hereby imposed the Regional Congestion Relief Fee to be collected on all transactions for which the Regional Congestion Relief Fee may be collected under the Regional Congestion Relief Fee Provision occurring on and after January 1, 2008. The Fee Revenue shall be used for transportation purposes in accordance with the NVTa Act. NVTa hereby finds and determines that imposition of the Regional Congestion Relief Fee and the use of the Fee Revenue as provided in this Resolution will (i) 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 and (ii) further the purposes of NVTa and the NVTa Act.

2. Representation and Acknowledgement. NVTa hereby represents and acknowledges that its authority to impose, collect or apply any or all of the Regional Congestion Relief Fee and the Fee Revenues may be eliminated, changed or limited at any time by action of the Virginia General Assembly and that NVTa will not pledge, covenant or agree to impose or maintain at any particular rate or level the Regional Congestion Relief Fee for the benefit of the holders of any of NVTa's bonds, notes or other evidences of indebtedness, any bond trustee or any other person or entity.

3. Policies and Procedures. The Financial Working Group, in consultation with the Legal Working Group as may be necessary, is hereby authorized and directed to develop guidelines, policies and procedures for the efficient collection and administration of the Regional Congestion Relief Fee for use by NVTa (the "Policies and Procedures") as provided in enactment clause 13 of HB 3202. In developing the Policies and Procedures, the Financial Working Group is directed to consult and cooperate with the Member Localities, the Commissioner of the Virginia Department of Taxation, the Commissioner of the Virginia Department of Motor Vehicles, and other entities as the Financial Working Group shall deem appropriate and beneficial, which cooperation may be embodied in an memorandum or memoranda of understanding with one or more of such entities. The Financial Working Group is directed to present the Policies and Procedures and any such memorandum or memoranda to NVTa for consideration and approval at a future meeting.

4. Notice. The Chairman of the NVTa or his designee shall provide written notice of the approval of this Resolution to impose the Regional Congestion Relief Fee to the Clerks of the House of Delegates and the Senate of the Virginia General Assembly as required under enactment clause 13 of HB 3202. Such notice shall be provided as soon as practicable following the adoption of this Resolution.

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

Adopted by the Northern Virginia Transportation Authority, on this 12th day of July, 2007.

BY Charles Z...
Chairman

Attest W. R. Williams
Vice Chairman



Northern Virginia Transportation Authority

c/o Northern Virginia Regional Commission 3060 Williams Drive, Suite 510 Fairfax, Virginia 22031
703-642-0700; fax 703-642-5077; www.novaregion.org

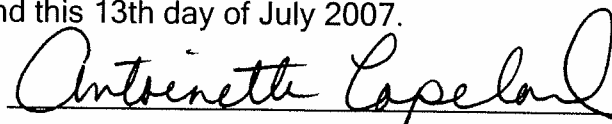
CERTIFICATION

I hereby certify that at its public meeting held on July 12, 2007, on motion by Mr. Nohe, seconded by Mr. Polk and carried by a roll call vote recorded as follows:

Christopher Zimmerman	-	Aye
Martin Nohe	-	Aye
Gerry Connolly	-	Aye
Scott York	-	Aye
William D. Euille	-	Aye
Robert F. Lederer	-	Aye
David F. Snyder	-	Aye
Harry J. Parrish, II	-	Aye
Bryan Polk	-	Aye
Jeff Frederick	-	Nay
Vince Callahan	-	Aye
Jeanne-Marie Devolites-Davis	-	Aye
Julia A. Connally	-	Aye
Margaret Vanderhye	-	Aye

the Northern Virginia Transportation Authority adopted **RESOLUTION 01-08B - IMPOSING THE MOTOR VEHICLE RENTAL FEE.**

Given under my hand this 13th day of July 2007.


ANTOINETTE COPELAND, ACTING CLERK
NORTHERN VIRGINIA TRANSPORTATION AUTHORITY

NORTHERN VIRGINIA TRANSPORTATION AUTHORITY

- RESOLUTION 01-08B -

IMPOSING THE MOTOR VEHICLE RENTAL FEE

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 15.2-4840(12) of the NVTa Act empowers NVTa to decide and vote to impose certain fees and taxes authorized under law for imposition and assessment by NVTa; provided that (i) any such fee or tax assessed or imposed is assessed and imposed in all of the Member Localities and (ii) the revenues from such fees and taxes are kept in a separate account and used only for the purposes provided in the NVTa Act; and

WHEREAS, on April 4, 2007, the Virginia General Assembly adopted the Governor's substitute for House Bill 3202 ("HB 3202"), which provides for transportation funding and related reforms both on a statewide basis and on a regional basis for NVTa and the Member Localities and the Hampton Roads Transportation Authority and the localities embraced thereby; and

WHEREAS, HB 3202 authorizes and empowers NVTa to impose any one or more of seven regional taxes and fees (the "Regional Taxes and Fees"); and

WHEREAS, one of the Regional Taxes and Fees is provided for in Section 58.1-2402.1 of the Virginia Code (the "Motor Vehicle Rental Fee Provision"), under which NVTa may impose a fee of 2% of the gross proceeds on the daily rental of a vehicle in any of the Member Localities wherein the daily rental of the vehicle occurs, regardless of whether such vehicle is required to be licensed in the Commonwealth (the "Motor Vehicle Rental Fee"); and

WHEREAS, the Motor Vehicle Rental Fee shall not be levied upon a rental to a person for re-rental as an established business or part of an established business or incidental or germane to such business; and

WHEREAS, any and all Motor Vehicle Rental Fees shall be collected by the Virginia Department of Motor Vehicles (the "DMV") and the Commissioner of the DMV shall maintain records of the Motor Vehicle Rental Fees imposed and collected by locality; and

WHEREAS, the Motor Vehicle Rental Fee shall be implemented, enforced, and collected in the same manner that rental taxes under Chapter 24 of Title 58.1 of the Virginia Code are implemented, enforced, and collected; and

WHEREAS, after subtraction of the direct costs of administration by the DMV, the Commissioner of the DMV shall transfer the revenues collected pursuant to Motor Vehicle Rental Fee Provision (the Fee Revenues) to NVTa; and

WHEREAS, Section 58.1-2403 of the Virginia Code provides for certain exemptions from the imposition of the Motor Vehicle Rental Fee; and

WHEREAS, under subsection B of Section 15.2-4838.1 of the NVTa Act, forty percent (40%) of the Fee revenues and the revenues from any of the other Regional Taxes and Fees imposed and received by NVTa (collectively, the "Regional Tax and Fee Revenues"), net of the costs of the collection and administration of the Regional Tax and Fee Revenues to be provided for in the below-described guidelines, policies and procedures (including the operating costs of NVTa), will be distributed on a pro rata basis to the Member Localities to be used for transportation purposes as provided in such subsection; and

WHEREAS, under subsection C of Section 15.2-4838.1 of the NVTa Act, the remaining sixty percent (60%) of the Regional Tax and Fee Revenues will be used by NVTa solely for transportation projects and purposes that benefit the Member Localities, including for the payment of debt service owing on any bonds issued by NVTa; and

WHEREAS, enactment clause 13 of HB 3202 provides that (i) NVTa, the Member Localities, the Commissioner of the Virginia Department of Taxation, and the Commissioner of the DMV, and other appropriate entities shall develop guidelines, policies, and procedures for the efficient and effective collection and administration of the Regional Taxes and Fees for use by NVTa, (ii) the guidelines, policies, and procedures shall be made public at least 60 days prior to their implementation, and (iii) the development of these guidelines, policies, and procedures shall be exempt from the Administrative Process Act (§ 2.2-4000 et seq. of the Virginia Code); and

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

1. Imposition of Motor Vehicle Rental Fee, Required Use of Fee Revenues and Findings. There is hereby imposed the Motor Vehicle Rental Fee to be collected on all transactions for which the Motor Vehicle Rental Fee may be collected under the Motor Vehicle Rental Fee Provision occurring on and after January 1, 2008. The Fee Revenues shall be used for transportation purposes in accordance with the NVTa Act. NVTa hereby finds and determines that imposition of the Motor Vehicle Rental Fee and the use of the Fee Revenues as provided in this Resolution will (i) 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 and (ii) further the purposes of NVTa and the NVTa Act.

2. Representation and Acknowledgement. NVTa hereby represents and acknowledges that its authority to impose, collect or apply any or all of the Motor Vehicle Rental


Fee and the Fee Revenues may be eliminated, changed or limited at any time by action of the Virginia General Assembly and that NVTa will not pledge, covenant or agree to impose or maintain at any particular rate or level the Motor Vehicle Rental Fee for the benefit of the holders of any of NVTa's bonds, notes or other evidences of indebtedness, any bond trustee or any other person or entity.


3. Policies and Procedures. The Financial Working Group, in consultation with the Legal Working Group as may be necessary, is hereby authorized and directed to develop guidelines, policies and procedures for the efficient collection and administration of the Motor Vehicle Rental Fee for use by NVTa (the "Policies and Procedures") as provided in enactment clause 13 of HB 3202. In developing the Policies and Procedures, the Financial Working Group is directed to consult and cooperate with the Member Localities, the Commissioner of the Virginia Department of Taxation, the Commissioner of the DMV, and other entities as the Financial Working Group shall deem appropriate and beneficial, which cooperation may, be embodied in a memorandum or memoranda of understanding with one or more of such entities. The Financial Working Group is directed to present the Policies and Procedures and any such memorandum or memoranda to NVTa for consideration and approval at a future meeting.

4. Notice. The Chairman of the NVTa or his designee shall provide written notice of the approval of this Resolution to impose the Motor Vehicle Rental Fee to the Clerks of the House of Delegates and the Senate of the Virginia General Assembly as required under enactment clause 13 of HB 3202. Such notice shall be provided as soon as practicable following the adoption of this Resolution.

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

Adopted by the Northern Virginia Transportation Authority, on this 12th day of July, 2007.

BY 
Chairman

Attest 
Vice Chairman



Northern Virginia Transportation Authority

c/o Northern Virginia Regional Commission 3060 Williams Drive, Suite 510 Fairfax, Virginia 22031
703-642-0700; fax 703-642-5077; www.novaregion.org

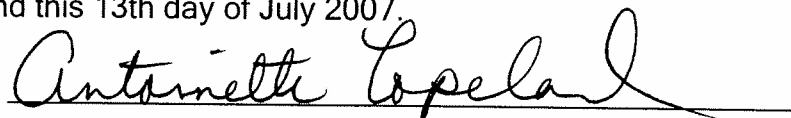
CERTIFICATION

I hereby certify that at its public meeting held on July 12, 2007, on motion by Mr. Snyder, seconded by Mr. Euille and carried by a roll call vote recorded as follows:

Christopher Zimmerman	-	Aye
Martin Nohe	-	Aye
Gerry Connolly	-	Aye
Scott York	-	Aye
William D. Euille	-	Aye
Robert F. Lederer	-	Aye
David F. Snyder	-	Aye
Harry J. Parrish, II	-	Aye
Bryan Polk	-	Aye
Jeff Frederick	-	Nay
Vince Callahan	-	Aye
Jeanne-Marie Devolites-Davis	-	Aye
Julia A. Connally	-	Aye
Margaret Vanderhye	-	Aye

the Northern Virginia Transportation Authority adopted **RESOLUTION 01-08C - IMPOSING THE TRANSIENT OCCUPANCY TAX.**

Given under my hand this 13th day of July 2007.


ANTOINETTE COPELAND, ACTING CLERK
NORTHERN VIRGINIA TRANSPORTATION AUTHORITY

NORTHERN VIRGINIA TRANSPORTATION AUTHORITY

- RESOLUTION 01-08C -

IMPOSING THE TRANSIENT OCCUPANCY TAX

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 15.2-4840(12) of the NVTA Act empowers NVTA to decide and vote to impose certain fees and taxes authorized under law for imposition and assessment by NVTA; provided that (i) any such fee or tax assessed or imposed is assessed and imposed in all of the Member Localities and (ii) the revenues from such fees and taxes are kept in a separate account and used only for the purposes provided in the NVTA Act; and

WHEREAS, on April 4, 2007, the Virginia General Assembly adopted the Governor's substitute for House Bill 3202 ("HB 3202"), which provides for transportation funding and related reforms both on a statewide basis and on a regional basis for NVTA and the Member Localities and the Hampton Roads Transportation Authority and the localities embraced thereby; and

WHEREAS, HB 3202 authorizes and empowers NVTA to impose any one or more of seven regional taxes and fees (the "Regional Taxes and Fees"); and

WHEREAS, one of the Regional Taxes and Fees is provided for in Section 58.1-3825.1 of the Virginia Code (the "TOT Provision"), under which NVTA may impose, in addition to such transient occupancy taxes as are authorized by Chapter 38 of Title 58.1 of the Virginia Code, an additional transient occupancy tax at the rate of 2% of the amount of charge for the occupancy of any room or space occupied provided that such room or space is located within a Member Locality (the "Transient Occupancy Tax"); and

WHEREAS, under subsection B of Section 15.2-4838.1 of the NVTA Act, forty percent (40%) of the revenues generated and collected from the imposition of the Transient Occupancy Tax (the "TOT Revenues") and the revenues from any of the other Regional Taxes and Fees imposed and received by NVTA (collectively, the "Regional Tax and Fee Revenues"), net of the costs of the collection and administration of the Regional Tax and Fee Revenues to be provided for in the below-described guidelines, policies and procedures (including the operating costs of NVTA), will be distributed on a pro rata basis to the Member Localities to be used for transportation purposes as provided in such subsection; and

WHEREAS, under subsection C of Section 15.2-4838.1 of the NVTa Act, the remaining sixty percent (60%) of the Regional Tax and Fee Revenues will be used by NVTa solely for transportation projects and purposes that benefit the Member Localities, including for the payment of debt service owing on any bonds issued by NVTa; and

WHEREAS, enactment clause 13 of HB 3202 provides that (i) NVTa, the Member Localities, the Commissioner of the Virginia Department of Taxation, and the Commissioner of the Department of Motor Vehicles, and other appropriate entities shall develop guidelines, policies, and procedures for the efficient and effective collection and administration of the Regional Taxes and Fees for use by NVTa, (ii) the guidelines, policies, and procedures shall be made public at least 60 days prior to their implementation, and (iii) the development of these guidelines, policies, and procedures shall be exempt from the Administrative Process Act (§ 2.2-4000 et seq. of the Virginia Code); and

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

1. Imposition of Transient Occupancy Tax, Required Use of TOT Revenues, and Findings. There is hereby imposed the Transient Occupancy Tax to be collected on all transactions taxable under the TOT Provision occurring on and after January 1, 2008. The TOT Revenues will be used for transportation purposes in accordance with the Act. NVTa hereby finds and determines that imposition of the Transient Occupancy Tax and the use of the Fee Revenues as provided for this Resolution will (i) 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 and (ii) further the purposes of NVTa and the Act.

2. Representation and Acknowledgement. NVTa hereby represents and acknowledges that its authority to impose, collect or apply any or all of the Transient Occupancy Tax and the TOT Revenues may be eliminated, changed or limited at any time by action of the Virginia General Assembly and that NVTa will not pledge, covenant or agree to impose or maintain at any particular rate or level the Transient Occupancy Tax for the benefit of the holders of any of NVTa's bonds, notes or other evidences of indebtedness, any bond trustee or any other person or entity.

3. Policies and Procedures. The Financial Working Group, in consultation with the Legal Working Group as may be necessary, is hereby authorized and directed to develop guidelines, policies and procedures for the efficient collection and administration of the Transient Occupancy Tax for use by NVTa (the "Policies and Procedures") as provided in enactment clause 13 of HB 3202. In developing the Policies and Procedures, the Financial Working Group is directed to consult and cooperate with the Member Localities, the Commissioner of the Virginia Department of Taxation, the Commissioner of the Virginia Department of Motor Vehicles, and other entities as the Financial Working Group shall deem appropriate and beneficial, which cooperation may be embodied in an memorandum or memoranda of understanding with one or more of such entities. The Financial Working Group is directed to present the Policies and Procedures and any such memorandum or memoranda to NVTa for consideration and approval at a future meeting.

4. **Notice.** The Chairman of the NVTa or his designee shall provide written notice of the approval of this Resolution to impose the Transient Occupancy Tax to the Clerks of the House of Delegates and the Senate of the Virginia General Assembly as required under enactment clause 13 of HB 3202. Such notice shall be provided as soon as practicable following the adoption of this Resolution.

5. **Effective Date.** This Resolution shall take effect immediately.

Adopted by the Northern Virginia Transportation Authority, on this 12th day of July, 2007.

BY
Chairman

Attest
Vice Chairman



Northern Virginia Transportation Authority

c/o Northern Virginia Regional Commission 3060 Williams Drive, Suite 510 Fairfax, Virginia 22031

703-642-0700; fax 703-642-5077; www.novaregion.org

CERTIFICATION

I hereby certify that at its public meeting held on July 12, 2007, on motion by Mr. Nohe, seconded by Ms. Devolites-Davis and carried by a roll call vote recorded as follows:

Christopher Zimmerman	-	Aye
Martin Nohe	-	Aye
Gerry Connolly	-	Aye
Scott York	-	Nay
William D. Euille	-	Aye
Robert F. Lederer	-	Aye
David F. Snyder	-	Aye
Harry J. Parrish, II	-	Aye
Bryan Polk	-	Aye
Jeff Frederick	-	Nay
Vince Callahan	-	Aye
Jeanne-Marie Devolites-Davis	-	Aye
Julia A. Connally	-	Aye
Margaret Vanderhye	-	Aye

the Northern Virginia Transportation Authority adopted **RESOLUTION 01-08D - IMPOSING THE SAFETY INSPECTION FEE.**

Given under my hand this 13th day of July 2007.

A handwritten signature in cursive script, reading "Antoinette Copeland", is written over a horizontal line.

ANTOINETTE COPELAND, ACTING CLERK
NORTHERN VIRGINIA TRANSPORTATION AUTHORITY

NORTHERN VIRGINIA TRANSPORTATION AUTHORITY

- RESOLUTION 01-08D -

IMPOSING THE SAFETY INSPECTION FEE

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 15.2-4840(12) of the NVTA Act empowers NVTA to decide and vote to impose certain fees and taxes authorized under law for imposition and assessment by NVTA; provided that (i) any such fee or tax assessed or imposed is assessed and imposed in all of the Member Localities and (ii) the revenues from such fees and taxes are kept in a separate account and used only for the purposes provided in the NVTA Act; and

WHEREAS, on April 4, 2007, the Virginia General Assembly adopted the Governor's substitute for House Bill 3202 ("HB 3202"), which provides for transportation funding and related reforms both on a statewide basis and on a regional basis for NVTA and the Member Localities and the Hampton Roads Transportation Authority and the localities embraced thereby; and

WHEREAS, HB 3202 authorizes and empowers NVTA to impose any one or more of seven regional taxes and fees (the "Regional Taxes and Fees"); and

WHEREAS, one of the Regional Taxes and Fees is provided for in Section 46.2-1167.1 of the Virginia Code (the "Safety Inspection Fee Provision"), under which NVTA may impose an additional fee at the time of inspection in the amount of \$10 for all vehicles for which an amount is permitted to be charged for inspection pursuant to the Safety Inspection Fee Provision in the Member Localities (the "Safety Inspection Fee"); and

WHEREAS, under subsection B of Section 15.2-4838.1 of the NVTA Act, forty percent (40%) of the revenues generated and collected pursuant to the Safety Inspection Fee (The "Fee Revenues") and the revenues from any of the other Regional Taxes and Fees imposed and received by NVTA (collectively, the "Regional Tax and Fee Revenues"), net of the costs of the collection and administration of the Regional Tax and Fee Revenues to be provided for in the below-described guidelines, policies and procedures (including the operating costs of NVTA), will be distributed on a pro rata basis to the Member Localities to be used for transportation purposes as provided in such subsection; and

WHEREAS, under subsection C of Section 15.2-4838.1 of the NVT Act, the remaining sixty percent (60%) of the Regional Tax and Fee Revenues will be used by NVT solely for transportation projects and purposes that benefit the Member Localities, including for the payment of debt service owing on any bonds issued by NVT; and

WHEREAS, enactment clause 13 of HB 3202 provides that (i) NVT, the Member Localities, the Commissioner of the Virginia Department of Taxation, and the Commissioner of the Department of Motor Vehicles, and other appropriate entities shall develop guidelines, policies, and procedures for the efficient and effective collection and administration of the Regional Taxes and Fees for use by NVT, (ii) the guidelines, policies, and procedures shall be made public at least 60 days prior to their implementation, and (iii) the development of these guidelines, policies, and procedures shall be exempt from the Administrative Process Act (§ 2.2-4000 et seq. of the Virginia Code); and

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

1. Imposition of Safety Inspection Fee, Required Use of Fee Revenues, and Findings. There is hereby imposed the Safety Inspection Fee to be collected on all transactions for which the Safety Inspection Fee may be collected under the Safety Inspection Fee Provision occurring on and after January 1, 2008. The Fee Revenues shall be used for transportation purposes in accordance with the NVT Act. NVT hereby finds and determines that imposition of the Safety Inspection Fee and the use of the Fee Revenues as provide in this Resolution will (i) 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 and (ii) further the purposes of the NVT and the NVT Act.

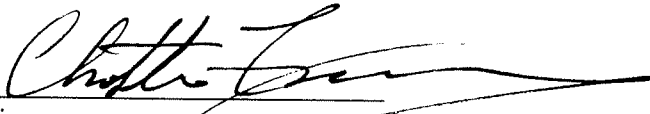
2. Representation and Acknowledgement. NVT hereby represents and acknowledges that its authority to impose, collect or apply any or all of the Safety Inspection Fee and the Fee Revenues may be eliminated, changed or limited at any time by action of the Virginia General Assembly and that NVT will not pledge, covenant or agree to impose or maintain at any particular rate or level the Safety Inspection Fee for the benefit of the holders of any of NVT's bonds, notes or other evidences of indebtedness, any bond trustee or any other person or entity.


3. Policies and Procedures. The Financial Working Group, in consultation with the Legal Working Group as may be necessary, is hereby authorized and directed to develop guidelines, policies and procedures for the efficient collection and administration of the Safety Inspection Fee for use by NVT (the "Policies and Procedures") as provided in enactment clause 13 of HB 3202. In developing the Policies and Procedures, the Financial Working Group is directed to consult and cooperate with the Member Localities, the Commissioner of the Virginia Department of Taxation, the Commissioner of the Virginia Department of Motor Vehicles, and other entities as the Financial Working Group shall deem appropriate and beneficial, which cooperation may be embodied in a memorandum or memoranda of understanding with one or more such entities. The Financial Working Group is directed to present the Policies and Procedures and any such memorandum or memoranda to NVT for consideration and approval at a future meeting.

4. Notice. The Chairman of the NVT A or his designee shall provide written notice of the approval of this Resolution to impose the Safety Inspection Fee to the Clerks of the House of Delegates and the Senate of the Virginia General Assembly as required under enactment clause 13 of HB 3202. Such notice shall be provided as soon as practicable following the adoption of this Resolution.

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

Adopted by the Northern Virginia Transportation Authority, on this 12th day of July, 2007.

BY 
Chairman

Attest 
Vice Chairman



Northern Virginia Transportation Authority

c/o Northern Virginia Regional Commission 3060 Williams Drive, Suite 510 Fairfax, Virginia 22031
703-642-0700; fax 703-642-5077; www.novaregion.org

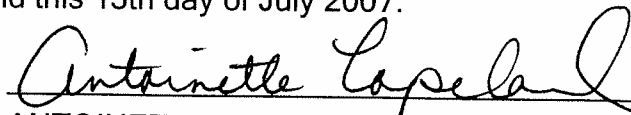
CERTIFICATION

I hereby certify that at its public meeting held on July 12, 2007, on motion by Mr. Snyder, seconded by Ms. Connally and carried by a roll call vote recorded as follows:

Christopher Zimmerman	-	Aye
Martin Nohe	-	Aye
Gerry Connolly	-	Aye
Scott York	-	Nay
William D. Euille	-	Aye
Robert F. Lederer	-	Aye
David F. Snyder	-	Aye
Harry J. Parrish, II	-	Aye
Bryan Polk	-	Aye
Jeff Frederick	-	Nay
Vince Callahan	-	Aye
Jeanne-Marie Devolites-Davis	-	Aye
Julia A. Connally	-	Aye
Margaret Vanderhye	-	Aye

the Northern Virginia Transportation Authority adopted **RESOLUTION 01-08E - IMPOSING THE INITIAL VEHICLE REGISTRATION FEE.**

Given under my hand this 13th day of July 2007.


ANTOINETTE COPELAND, ACTING CLERK
NORTHERN VIRGINIA TRANSPORTATION AUTHORITY

NORTHERN VIRGINIA TRANSPORTATION AUTHORITY

- RESOLUTION 01-08E -

IMPOSING THE INITIAL VEHICLE REGISTRATION FEE

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 15.2-4840(12) of the NVTa Act empowers NVTa to decide and vote to impose certain fees and taxes authorized under law for imposition and assessment by NVTa; provided that (i) any such fee or tax assessed or imposed is assessed and imposed in all of the Member Localities and (ii) the revenues from such fees and taxes are kept in a separate account and used only for the purposes provided in the NVTa Act; and

WHEREAS, on April 4, 2007, the Virginia General Assembly adopted the Governor's substitute for House Bill 3202 ("HB 3202"), which provides for transportation funding and related reforms both on a statewide basis and on a regional basis for NVTa and the Member Localities and the Hampton Roads Transportation Authority and the localities embraced thereby; and

WHEREAS, HB 3202 authorizes and empowers NVTa to impose any one or more of seven regional taxes and fees (the "Regional Taxes and Fees"); and

WHEREAS, one of the Regional Taxes and Fees is provided for in Section 46.2-755.2 of the Virginia Code (the "Initial Vehicle Registration Fee Provision"), under which NVTa may charge, in addition to taxes and license fees imposed pursuant to Section 46.2-752 and to all other taxes and fees permitted by law, an additional non-refundable initial, one-time registration fee on any vehicle registered in any of the Member Localities, for such vehicles subject to state registration fees under Title 46.2 of the Virginia Code (the "Initial Vehicle Registration Fee"); and

WHEREAS, the Initial Vehicle Registration Fee is to be imposed at a rate of 1% of the value of the vehicle at the time the vehicle is first registered in such Member Locality by the owner of the vehicle; and

WHEREAS, the value of the vehicle shall be determined on the same basis as is or would be used to determine the basis for motor vehicle sales and use tax as set forth in Chapter 24 (Section 58.1-2400 *et seq.*) of Title 58.1 of the Virginia Code; and

WHEREAS, the Initial Vehicle Registration Fee shall be assessed at the time the vehicle is first registered in a Member Locality by the owner of the vehicle, and shall be imposed only once, so long as the ownership of the vehicle upon which it is imposed remains unchanged; and

WHEREAS, the Initial Vehicle Registration Fee shall not be imposed on (i) vehicles registered prior to January 1, 2008 unless the ownership of the vehicle changes on or after January 1, 2008, (ii) vehicles registered under the International Registration Plan developed by International Registration Plan, Inc., and (iii) any vehicle for which the sole basis for imposing the fee would be a change in the ownership of the vehicle due to (a) a gift to the spouse, son, or daughter of the transferor, (b) a transfer to a spouse, heir under the will, or heir at law by intestate succession as a result of the death of the owner of the vehicle, or (c) the addition or removal of a spouse; and

WHEREAS, under subsection B of Section 15.2-4838.1 of the NVT Act, forty percent (40%) of the revenues generated and collected pursuant to the Initial Vehicle Registration Fee (the "Fee Revenues") and the revenues from any of the other Regional Taxes and Fees imposed and received by NVT (collectively, the "Regional Tax and Fee Revenues"), net of the costs of the collection and administration of the Regional Tax and Fee Revenues to be provided for in the below-described guidelines, policies and procedures (including the operating costs of NVT), will be distributed on a pro rata basis to the Member Localities to be used for transportation purposes as provided in such subsection; and

WHEREAS, under subsection C of Section 15.2-4838.1 of the NVT Act, the remaining sixty percent (60%) of the Regional Tax and Fee Revenues will be used by NVT solely for transportation projects and purposes that benefit the Member Localities, including for the payment of debt service owing on any bonds issued by NVT; and

WHEREAS, enactment clause 13 of HB 3202 provides that (i) NVT, the Member Localities, the Commissioner of the Virginia Department of Taxation, and the Commissioner of the Department of Motor Vehicles, and other appropriate entities shall develop guidelines, policies, and procedures for the efficient and effective collection and administration of the Regional Taxes and Fees for use by NVT, (ii) the guidelines, policies, and procedures shall be made public at least 60 days prior to their implementation, and (iii) the development of these guidelines, policies, and procedures shall be exempt from the Administrative Process Act (§ 2.2-4000 et seq. of the Virginia Code); and

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

1. Imposition of Initial Vehicle Registration Fee, Required Use of Fee Revenues, and Findings. There is hereby imposed the Initial Vehicle Registration Fee to be collected on all transactions for which the Initial Vehicle Registration Fee may be collected under the Initial Vehicle Registration Fee Provision occurring on and after January 1, 2008. The Fee Revenues shall be used for transportation purposes in accordance with the NVT Act. NVT hereby finds and determines that imposition of the Initial Vehicle Registration Fee and the use of the Fee Revenues as provide in this Resolution will (i) 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 and (ii) further the purposes of NVTA and the NVTA Act.

2. Representation and Acknowledgement. NVTA hereby represents and acknowledges that its authority to impose, collect or apply any or all of the Initial Vehicle Registration Fee and the Fee Revenues may be eliminated, changed or limited at any time by action of the Virginia General Assembly and that NVTA will not pledge, covenant or agree to impose or maintain at any particular rate or level the Initial Vehicle Registration Fee for the benefit of the holders of any of NVTA's bonds, notes or other evidences of indebtedness, any bond trustee or any other person or entity.

3. Policies and Procedures. The Financial Working Group, in consultation with the Legal Working Group as may be necessary, is hereby authorized and directed to develop guidelines, policies and procedures for the efficient collection and administration of the Initial Vehicle Registration Fee for use by NVTA (the "Policies and Procedures") as provided in enactment clause 13 of HB 3202. In developing the Policies and Procedures, the Financial Working Group is directed to consult and cooperate with the Member Localities, the Commissioner of the Virginia Department of Taxation, the Commissioner of the Virginia Department of Motor Vehicles, and other entities as the Financial Working Group shall deem appropriate and beneficial, which cooperation may be embodied in a memorandum or memoranda of understanding with one or more of such entities. The Financial Working Group is directed to present the Policies and Procedures and any such memorandum or memoranda to NVTA for consideration and approval at a future meeting.

4. Notice. The Chairman of the NVTA or his designee shall provide written notice of the approval of this Resolution to impose the Initial Vehicle Registration Fee to the Clerks of the House of Delegates and the Senate of the Virginia General Assembly as required under enactment clause 13 of HB 3202. Such notice shall be provided as soon as practicable following the adoption of this Resolution.

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

Adopted by the Northern Virginia Transportation Authority, on this 12th day of July, 2007.

BY

Chairman

Attest

Vice Chairman



Northern Virginia Transportation Authority

c/o Northern Virginia Regional Commission 3060 Williams Drive, Suite 510 Fairfax, Virginia 22031
703-642-0700; fax 703-642-5077; www.novaregion.org

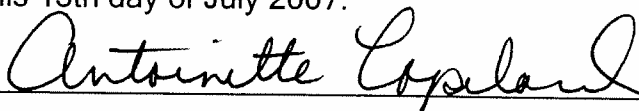
CERTIFICATION

I hereby certify that at its public meeting held on July 12, 2007, on motion by Mr. Snyder, seconded by Mr. Nohe and carried by a roll call vote recorded as follows:

Christopher Zimmerman	-	Aye
Martin Nohe	-	Aye
Gerry Connolly	-	Aye
Scott York	-	Nay
William D. Euille	-	Aye
Robert F. Lederer	-	Aye
David F. Snyder	-	Aye
Harry J. Parrish, II	-	Aye
Bryan Polk	-	Aye
Jeff Frederick	-	Nay
Vince Callahan	-	Aye
Jeanne-Marie Devolites-Davis	-	Aye
Julia A. Connally	-	Aye
Margaret Vanderhye	-	Aye

the Northern Virginia Transportation Authority adopted **RESOLUTION 01-08F - IMPOSING THE AUTO REPAIR RETAIL SALES AND USE TAX.**

Given under my hand this 13th day of July 2007.


ANTOINETTE COPELAND, ACTING CLERK
NORTHERN VIRGINIA TRANSPORTATION AUTHORITY

NORTHERN VIRGINIA TRANSPORTATION AUTHORITY

- RESOLUTION 01-08F -

IMPOSING THE AUTO REPAIR RETAIL SALES AND USE TAX

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 15.2-4840(12) of the NVTa Act empowers NVTa to decide and vote to impose certain fees and taxes authorized under law for imposition and assessment by NVTa; provided that (i) any such fee or tax assessed or imposed is assessed and imposed in all of the Member Localities and (ii) the revenues from such fees and taxes are kept in a separate account and used only for the purposes provided in the NVTa Act; and

WHEREAS, on April 4, 2007, the Virginia General Assembly adopted the Governor's substitute for House Bill 3202 ("HB 3202"), which provides for transportation funding and related reforms both on a statewide basis and on a regional basis for NVTa and the Member Localities and the Hampton Roads Transportation Authority and the localities embraced thereby; and

WHEREAS, HB 3202 authorizes and empowers NVTa to impose any one or more of seven regional taxes and fees (the "Regional Taxes and Fees"); and

WHEREAS, one of the Regional Taxes and Fees is provided for in subsection K of Section 58.1-605 and subsection H of Section 58.1-606 of the Virginia Code (collectively, the "Auto Repair Sales Tax Provisions"), under which NVTa may impose a retail sales and use tax at the rate of 5% on (i) charges for separately stated labor or services in the repair of motor vehicles and (ii) charges for the repair of a motor vehicle in cases in which the true object of the repair is a service provided within a Member Locality (the "Auto Repair Sales Tax"); and

WHEREAS, the Auto Repair Sales Tax is to be administered and collected by the Commissioner (the "State Tax Commissioner") of the Virginia Department of Taxation (the "State Tax Department") in the same manner and subject to the same penalties as provided for the local retail sales and use tax, except as otherwise provided in the Auto Repair Sales Tax Provisions; and

WHEREAS, the revenues generated and collected pursuant to the Auto Repair Sales Tax less the applicable portion of any refunds to taxpayers and after subtraction of the direct costs of

administration by the State Tax Department, will be deposited and held in a special trust fund under the control of the State Treasurer entitled "Special Sales and Use Tax Motor Vehicle Repair Fund," from which the State Treasurer on a monthly basis will distribute the deposited amounts (the Tax Revenues"), to NVTA; and

WHEREAS, under subsection B of Section 15.2-4838.1 of the NVTA Act, forty percent (40%) of the Tax Revenues and the revenues from any of the other Annual Regional Taxes and Fees imposed and received by NVTA (collectively, the "Regional Tax and Fee Revenues"), net of the costs of the collection and administration of the Regional Tax and Fee Revenues to be provided for in the below-described guidelines, policies and procedures (including the operating costs of NVTA), will be distributed on a pro rata basis to the Member Localities to be used for transportation purposes as provided in such subsection; and

WHEREAS, under subsection C of Section 15.2-4838.1 of the NVTA Act, the remaining sixty percent (60%) of the Regional Tax and Fee Revenues will be used by NVTA solely for transportation projects and purposes that benefit the Member Localities, including for the payment of debt service owing on any bonds issued by NVTA; and

WHEREAS, enactment clause 13 of HB 3202 provides that (i) NVTA, the Member Localities, the State Tax Commissioner, and the Commissioner of the Department of Motor Vehicles, and other appropriate entities shall develop guidelines, policies, and procedures for the efficient and effective collection and administration of the Regional Taxes and Fees for use by NVTA, (ii) the guidelines, policies, and procedures shall be made public at least 60 days prior to their implementation, and (iii) the development of these guidelines, policies, and procedures shall be exempt from the Administrative Process Act (§ 2.2-4000 et seq. of the Virginia Code); and

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

1. Imposition of Auto Repair Sales Tax, Required Use of Fee Revenues, and Findings. There is hereby imposed the Auto Repair Sales Tax to be collected on all transactions taxable under the Auto Repair Sales Tax Provisions occurring on and after January 1, 2008. The Tax Revenues shall be used for transportation purposes in accordance with the NVTA Act. NVTA hereby finds and determines that imposition of the Auto Repair Sales Tax and the use of the Tax Revenues as provide in this Resolution will (i) 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 and (ii) further the purposes of NVTA and the NVTA Act.

2. Representation and Acknowledgement. NVTA hereby represents and acknowledges that its authority to impose, collect or apply any or all of the Auto Repair Sales Tax and the Tax Revenues may be eliminated, changed or limited at any time by action of the Virginia General Assembly and that NVTA will not pledge, covenant or agree to impose or maintain at any particular rate or level the Auto Repair Sales Tax for the benefit of the holders of any of NVTA's bonds, notes or other evidences of indebtedness, any bond trustee or any other person or entity.

3. Policies and Procedures. The Financial Working Group, in consultation with the Legal Working Group as may be necessary, is hereby authorized and directed to develop guidelines, policies and procedures for the efficient collection and administration of the Auto Repair Sales Tax for use by NVTa (the "Policies and Procedures") as provided in enactment clause 13 of HB 3202. In developing the Policies and Procedures, the Financial Working Group is directed to consult and cooperate with the Member Localities, the State Tax Commissioner, the Commissioner of the Virginia Department of Motor Vehicles, and other entities as the Financial Working Group shall deem appropriate and beneficial, which cooperation may be embodied in a memorandum or memoranda of understanding with one or more of such entities. The Financial Working Group is directed to present the Policies and Procedures and any such memorandum or memoranda to NVTa for consideration and approval at a future meeting.

4. Notice. The Chairman of the NVTa or his designee shall provide written notice of the approval of this Resolution to impose the Auto Repair Sales Tax to the Clerks of the House of Delegates and the Senate of the Virginia General Assembly as required under enactment clause 13 of HB 3202. Such notice shall be provided as soon as practicable following the adoption of this Resolution.

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

Adopted by the Northern Virginia Transportation Authority, on this 12th day of July, 2007.

BY

Chairman

Attest

Vice Chairman



Northern Virginia Transportation Authority

c/o Northern Virginia Regional Commission 3060 Williams Drive, Suite 510 Fairfax, Virginia 22031
703-642-0700; fax 703-642-5077; www.novaregion.org

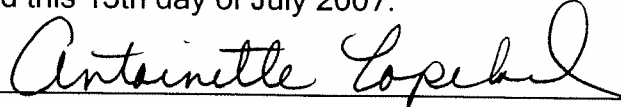
CERTIFICATION

I hereby certify that at its public meeting held on July 12, 2007, on motion by Mr. Nohe, seconded by Mr. Euille and carried by a roll call vote recorded as follows:

Christopher Zimmerman	-	Aye
Martin Nohe	-	Aye
Gerry Connolly	-	Aye
Scott York	-	Nay
William D. Euille	-	Aye
Robert F. Lederer	-	Aye
David F. Snyder	-	Aye
Harry J. Parrish, II	-	Aye
Bryan Polk	-	Aye
Jeff Frederick	-	Nay
Vince Callahan	-	Aye
Jeanne-Marie Devolites-Davis	-	Aye
Julia A. Connally	-	Aye
Margaret Vanderhye	-	Aye

the Northern Virginia Transportation Authority adopted **RESOLUTION 01-08G - IMPOSING THE ANNUAL REGIONAL VEHICLE REGISTRATION FEE.**

Given under my hand this 13th day of July 2007.



ANTOINETTE COPELAND, ACTING CLERK
NORTHERN VIRGINIA TRANSPORTATION AUTHORITY

NORTHERN VIRGINIA TRANSPORTATION AUTHORITY

- RESOLUTION 01-08G -

IMPOSING THE ANNUAL REGIONAL VEHICLE REGISTRATION FEE

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 15.2-4840(12) of the NVTa Act empowers NVTa to decide and vote to impose certain fees and taxes authorized under law for imposition and assessment by NVTa; provided that (i) any such fee or tax assessed or imposed is assessed and imposed in all of the Member Localities and (ii) the revenues from such fees and taxes are kept in a separate account and used only for the purposes provided in the NVTa Act; and

WHEREAS, on April 4, 2007, the Virginia General Assembly adopted the Governor's substitute for House Bill 3202 ("HB 3202"), which provides for transportation funding and related reforms both on a statewide basis and on a regional basis for NVTa and the Member Localities and the Hampton Roads Transportation Authority and the localities embraced thereby; and

WHEREAS, HB 3202 authorizes and empowers NVTa to impose any one or more of seven regional taxes and fees (the "Regional Taxes and Fees"); and

WHEREAS, one of the Regional Taxes and Fees is provided for in Section 46.2-755.1 of the Virginia Code (the "Annual Regional Vehicle Registration Fee Provision"), under which NVTa may charge, in addition to taxes and license fees imposed pursuant to Section 46.2-752 of the Virginia Code and to all other taxes and fees permitted by law, an additional non-refundable annual regional vehicle registration fee in the amount of \$10 for each vehicle registered in any of the Member Localities, for such vehicles subject to state registration fees under Title 46.2 of the Virginia Code (the "Annual Vehicle Registration Fee"); and

WHEREAS, as provided for in the Annual Regional Vehicle Registration Fee Provision, the Annual Regional Vehicle Registration Fee shall not, however, be charged for any vehicle registered under the International Registration Plan developed by International Registration Plan, Inc.; and

WHEREAS, under subsection B of Section 15.2-4838.1 of the Virginia Code, forty percent (40%) of the revenues generated and collected pursuant to the Annual Vehicle

Registration Fee and the revenues from any of the other Regional Taxes and Fees imposed and received by NVTa (collectively, the "Regional Tax and Fee Revenues"), net of the costs of the collection and administration of the Regional Tax and Fee Revenues to be provided for in the below-described guidelines, policies and procedures (including the operating costs of NVTa), will be distributed on a pro rata basis to the Member Localities to be used for transportation purposes as provided in such subsection; and

WHEREAS, under subsection C of Section 15.2-4838.1 of the Virginia Code, the remaining sixty percent (60%) of the Regional Tax and Fee Revenues will be used by NVTa solely for transportation projects and purposes that benefit the Member Localities, including for the payment of debt service owing on any bonds issued by NVTa; and

WHEREAS, enactment clause 13 of HB 3202 provides that (i) NVTa, the Member Localities, the Commissioner of the Virginia Department of Taxation, and the Commissioner of the Department of Motor Vehicles, and other appropriate entities shall develop guidelines, policies, and procedures for the efficient and effective collection and administration of the Regional Taxes and Fees for use by NVTa, (ii) the guidelines, policies, and procedures shall be made public at least 60 days prior to their implementation, and (iii) the development of these guidelines, policies, and procedures shall be exempt from the Administrative Process Act (§ 2.2-4000 et seq. of the Virginia Code); and

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

1. Imposition of Annual Vehicle Registration Fee and Findings. There is hereby imposed the Annual Vehicle Registration Fee to be collected on all transactions for which the Annual Vehicle Registration Fee may be collected under the Annual Vehicle Registration Fee Provision occurring on and after January 1, 2008. NVTa hereby finds and determines that imposition of the Annual Vehicle Registration Fee will (i) 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 and (ii) further the purposes of NVTa and the NVTa Act.

2. Representation and Acknowledgement. NVTa hereby represents and acknowledges that its authority to impose, collect or apply any or all of the Annual Vehicle Registration Fee and the revenues there from may be eliminated, changed or limited at any time by action of the Virginia General Assembly and that NVTa will not pledge, covenant or agree to impose or maintain at any particular rate or level the Annual Vehicle Registration Fee for the benefit of the holders of any of NVTa's bonds, notes or other evidences of indebtedness, any bond trustee or any other person or entity.

3. Policies and Procedures. The Financial Working Group, in consultation with the Legal Working Group as may be necessary, is hereby authorized and directed to develop guidelines, policies and procedures for the efficient collection and administration of the Annual Vehicle Registration Fee for use by NVTa (the "Policies and Procedures") as provided in enactment clause 13 of HB 3202. In developing the Policies and Procedures, the Financial Working Group is directed to consult and cooperate with the Member Localities, the

Commissioner of the Virginia Department of Taxation, the Commissioner of the Virginia Department of Motor Vehicles, and other entities as the Financial Working Group shall deem appropriate and beneficial, which cooperation may be embodied in a memorandum or memoranda of understanding with one or more of such entities. The Financial Working Group is directed to present the Policies and Procedures and any such memorandum or memoranda to NVTa for consideration and approval at a future meeting.

4. Notice. The Chairman of the NVTa or his designee shall provide written notice of the approval of this Resolution to impose the Annual Vehicle Registration Fee to the Clerks of the House of Delegates and the Senate of the Virginia General Assembly as required under enactment clause 13 of HB 3202. Such notice shall be provided as soon as practicable following the adoption of this Resolution.

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

Adopted by the Northern Virginia Transportation Authority, on this 12th day of July, 2007.

BY

Chairman

Attest

Vice Chairman



Northern Virginia Transportation Authority

c/o Northern Virginia Regional Commission 3060 Williams Drive, Suite 510 Fairfax, Virginia 22031
703-642-0700; fax 703-642-5077; www.novaregion.org

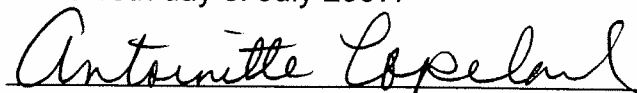
CERTIFICATION

I hereby certify that at its public meeting held on July 12, 2007, on motion by Mr. Connolly, seconded by Mr. Snyder and carried by a roll call vote recorded as follows:

Christopher Zimmerman	-	Aye
Martin Nohe	-	Aye
Gerry Connolly	-	Aye
Scott York	-	Aye
William D. Euille	-	Aye
Robert F. Lederer	-	Aye
David F. Snyder	-	Aye
Harry J. Parrish, II	-	Aye
Bryan Polk	-	Aye
Jeff Frederick	-	Aye
Vince Callahan	-	Aye
Jeanne-Marie Devolites-Davis	-	Aye
Julia A. Connally	-	Aye
Margaret Vanderhye	-	Aye

the Northern Virginia Transportation Authority adopted **RESOLUTION 03-08 - AUTHORIZING THE ISSUANCE OF NOT TO EXCEED \$130,000,000 TRANSPORTATION FACILITIES REVENUE BONDS.**

Given under my hand this 13th day of July 2007.


ANTOINETTE COPELAND, ACTING CLERK
NORTHERN VIRGINIA TRANSPORTATION AUTHORITY

NORTHERN VIRGINIA TRANSPORTATION AUTHORITY

- RESOLUTION 03-08 -

AUTHORIZING THE ISSUANCE OF NOT TO EXCEED \$130,000,000 TRANSPORTATION FACILITIES REVENUE BONDS

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 15.2-4830 of the NVTa Act provides, *inter alia*, that NVTa (i) will prepare a regional transportation plan for Planning District Eight, 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 September 14, 2006, approved a regional transportation plan for Planning District Eight entitled "TransAction 2030 Regional Transportation Plan" (the "Plan"); 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 4, 2007, the Virginia General Assembly adopted the Governor's substitute for House Bill 3202 ("HB 3202"), which provides for transportation funding and related reforms both on a statewide basis and on a regional basis for NVTa and the Member Localities and the Hampton Roads Transportation Authority and the localities embraced thereby; and

WHEREAS, under HB 3202 NVTa has been authorized and empowered to impose any one or more of seven regional taxes and fees, specifically, (i) the additional annual regional vehicle registration fee under Section 46.2-755.1 of the Virginia Code, (ii) the initial vehicle

registration fee under Section 46.2-755.2, (iii) the additional safety inspection fee under Section 46.2-1167.1, (iv) the retail sales and use tax on auto repairs under Sections 58.1-605 and 58.1-606, (v) the regional congestion relief fee under Section 58.1-802.1, (vi) the local rental car transportation fee under Section 58.1-2402.1 and (vii) the additional transient occupancy tax under Section 58.1-3825.1 (collectively, the "Regional Taxes and Fees"), one or more of which have been imposed by NVTa; and

WHEREAS, the revenues derived from the Regional Taxes and Fees, net of the administrative costs which may be deducted therefrom under the Virginia Code and guidelines, policies and procedures described in enactment clause 13 of HB 3202, shall be referred to below as the "Regional Tax and Fee Revenues;" and

WHEREAS, Section 15.2-4838.1 of the NVTa Act provides that 40% of the revenues received by NVTa (the "NVTa Revenues"), including the Regional Tax and Fee Revenues, but excluding funds from tolls collected pursuant to subdivision F of Section 15.2-4840 of the NVTa Act shall be distributed on a pro rata basis to the Member Localities to be applied as provided therein; and

WHEREAS, Section 15.2-4838.1 further provides that the first required use of the remaining 60% of the NVTa Revenues (the "Pledgeable NVTa Revenues") is to pay any debt service owing on any of the bonds of NVTa; and

WHEREAS, NVTa has determined to proceed with the issuance of its bonds in a principal amount not to exceed \$130,000,000 (as more particularly defined below, the "Bonds") under the terms and conditions set forth below; 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 capitalized interest and any required reserves and to pay the costs of the construction and acquisition of the transportation facilities and projects described in Exhibit A to this Resolution (the "Projects"), each of which is a project specified in the Plan, or is a priority regional transportation project that is consistent with the Plan; and

WHEREAS, debt service payments on the Bonds will be made from the portion of the Pledgeable NVTa Revenues 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, unless otherwise defined, each capitalized term used in this Resolution shall have the meaning given it in the Indenture; and

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

1. General Authorization and Findings. There is hereby authorized the issuance of bonds of NVTa to be known as the Northern Virginia Transportation Authority Transportation Facilities Revenue Bonds (the "Bonds"). 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. 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 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, *inter alia*, financing the construction and acquisition of the Projects, (iv) the proceeds of the Bonds will be used by NVTa solely for transportation purposes benefiting the Member Localities, both collectively as part of Planning District Eight and individually 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 Projects will be consistent with the requirement set forth in 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.

2. 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 \$130,000,000; (ii) the Bonds shall have a true interest cost that does not exceed 6.0%; (iii) the final maturity of the Bonds shall not be later than December 31, 2038; and (iv) no optional redemption premium on the Bonds may exceed 3%.

3. 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.

4. 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.

5. Pledge. The Pledgeable NVTA Revenues are hereby pledged to secure the payment of the principal of and interest on the Bonds in such amounts and under such terms and conditions as provided in the Indenture. Neither the members of NVTA 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 NVTA. The Bonds shall not constitute an indebtedness within the meaning of any debt limitation or restriction except as provided under the NVTA Act. NVTA hereby represents and acknowledges that its authority to impose, collect or apply any or all of the Regional Taxes and Fees and the Regional Tax and Fee Revenues may be eliminated, changed or limited at any time by action of the General Assembly and that NVTA will not pledge, covenant or agree to impose or maintain at any particular rate or level any of the Regional Taxes and Fees for the benefit of the holders of the Bonds, the Trustee or any other person or entity.

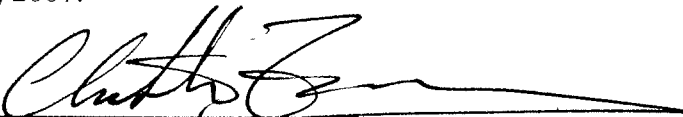
6. Sale of Bonds. The Bonds may be sold in such manner, either at public or private sale or on a competitive or negotiated basis, as may be determined by NVTA by subsequent resolution to be in the best interests of NVTA.

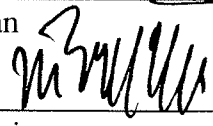
7. Federal Tax Matters. The Chairman is authorized and directed to execute and deliver on NVTA's behalf simultaneously with the issuance of the Bonds a Tax Regulatory Agreement and/or similar agreements or certificates. The Tax Regulatory Agreement and/or similar agreements or certificates shall set 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 NVTA 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.

8. 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.

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

Adopted by the Northern Virginia Transportation Authority, on this 12th day of July, 2007.

BY 
Chairman

Attest 
Vice Chairman

NFTA Resolution 03-08

NVTA Transportation Bond Project List

Mode	Description	Funding Required	Route	Status	TransAction 2000	NTIP/CLRP	Comments	UPC
Total Bond \$102,000,000								
T	The Crystal City/Potomac Yard Transit improvements project is being jointly developed by Arlington County and the City of Alexandria. The purpose of this project is to provide enhanced transit service in the Crystal City/Potomac Yard area, connecting Alexandria's Braddock Road Metro station to the Pentagon and Pentagon City in Arlington. The service implementation plan envisions bus rapid transit (BRT) service operating in dedicated transit lanes on an alignment that generally follows Route 1 (Jefferson Davis Highway).	Alexandria: \$8,458,820	1	Alexandria: To date, the project has completed a transit alternative analysis and developed an interim service implementation plan. Most of the work for the environmental analysis in Alexandria has been finished. This work is targeted to be completed by the end of 2007 or early 2008.	Yes	Design- In TIP/CLRP. Construction in TIP/CLRP by the end of 2007	Alexandria: Construct a running way between the Monroe Avenue Bridge and East Glebe Road (Segment B in the environmental document). No Right-of-way needed. Will go to Construction in 2008. Part of public-private partnership	T1837
T		Arlington: \$3,000,000	N/A	Arlington: Design nearly complete; Right-of-way Completed. Construction targeted to begin Spring 2008. FTA has approved the environmental documentation for the initial segment in Arlington from the Crystal City Metrorail station to the County - City boundary.	Yes	Yes	Arlington: Implementation of exclusive bus lanes, bus stop improvements, intersection modifications, and traffic signal improvements	T1117
T	Richmond Highway Public Transportation Initiative - Remaining pedestrian funding	\$10,000,000	1	Phased, multi part project. Phase 1 PE complete. Right-of-way and Construction underway simultaneously on multiple segments.	Yes	Yes	Environmental Work complete.	67772
T	Prince William Park-and-Ride Lot <i>WATER</i>	\$1,400,000	N/A	Design underway.	Consistent	Yes	To complete funding for land purchase and construction up to four acres/200 spaces	
T	Route 15 Park-and-Ride Lot	\$1,000,000	15	Right-of-way acquired	Yes	Conformity Neutral	All Right-of-way has been acquired.	72803
T	Installation of escalator canopy at Huntington south entrance to provide sheltered customer access to the station.	\$2,000,000	N/A	Off the shelf design available.	Consistent	Conformity Neutral	Provide sheltered customer access and protect escalators	WMATA
T	Upgrade of station signage at 20 Virginia Metrorail stations to provide wayfinding signs, illuminated signs and other needed signage.	\$6,100,000	N/A	Off the shelf signage design and specs available.	Consistent	Conformity Neutral	Upgrade station signage at 20 Northern Virginia Stations to provide way finding signs, illuminated signs, etc.	WMATA
T	Upgrade of platform at West Falls Church and Vienna stations to improve safety and rehabilitate existing platform	\$3,500,000	N/A	Ready for Construction.	Consistent	Conformity Neutral	West Falls Church, Vienna	WMATA
T	VRE Locomotives (Local Match)	\$3,750,000	N/A	RFP Approved by VRE. RFP to NVTC and PRTC on July 5.	Yes	TIP	Funding request for \$3.75 million to match a \$15 million state appropriation for locomotive acquisition (program total \$18.75 million). This funding is expected to purchase 4-5 locomotives and permit the immediate initiation of a procurement with options for a total of 20 locomotives. The majority of the locomotives will be put into service on the Manassas line. However, as Fairfax and Prince William County residents/taxpayers also ride the Fredericksburg line, at least one new locomotive will also be placed in service on that line. Overall, this purchase will enhance service for the entire VRE system as the worst locomotives in the VRE fleet will be replaced.	VRE

Total Transit Projects
\$39,208,820

M	Wilson Blvd. Oakland to Randolph. Phase II this project includes re-alignment of existing roadway, expanded sidewalks, improved transit stops and shelter, ADA compliancy at each intersection, improved street lighting and pedestrian crossing improvements.	\$2,000,000	N/A	Right-of-way Completed	Consistent	No; Conformity Neutral	Design complete, ready to go to construction.	Local
M	Old Dominion Drive Multi-Modal Improvements Phases 2-5 - Construct curb, gutter, sidewalk, bike lanes and bus stop improvements from Glebe Road to the Fairfax County line.	\$1,500,000	309	Right-of-way in progress, anticipated to be complete by early 08.	Consistent	Yes	Design is nearly complete and construction could begin summer/fall 2008.	18863
M	Multi-Modal Improvements for the Intersection of Chain Bridge Road (Route 123) and Eaton Place	\$2,500,000	123	Design being reviewed by VDOT.	Consistent	Yes		Local
M	Citywide sidewalk replacement and construction - Falls Church	\$246,000	N/A	Project Scoping Underway.	Consistent	Conformity Neutral	No Right-of-way needed. Includes replacement of curb and gutter, sidewalk, and construction of sidewalk missing links	Local

Total Multi-Modal Projects
\$6,246,000

H	Lee Highway at Harrison - Construction of left-turn lanes both east and westbound Lee Highway, including improvements to the ADA ramps, sidewalks, signal modifications.	\$800,000	29	Right-of-way Completed	Yes (Reconstruct, US 29 Turn Lanes, Quincy to Lexington)	In previous TIP; Conformity neutral	Design complete, ready to go to construction.	Local
H	Fairfax County Parkway/Fair Lakes/Monument Interchange	\$28,850,000	7100	PE complete. Right-of-way under way.	Yes	Yes	To complete funding.	52404
H	Pacific Boulevard: Nokes Boulevard Interchange to Severn Way.	\$2,700,000	N/A	Design complete. Most Right-of-way has been acquired.	Consistent	CLRP		78908
H	Battlefield Parkway: Construct half section from Route 621 to new bridge.	\$3,000,000	N/A	Design complete. Right-of-way has been acquired.	Consistent	CLRP	Ready for construction in summer 2008.	Local
H	Intersection of VA 606 (Loudoun County Parkway) and VA 621 (Evergreen Mills Road) - Extend left-turn bay on northbound VA 606 (Loudoun County Parkway).	\$230,000	606	Right-of-way - N/A	Consistent	Conformity Neutral	Can be implemented fairly quickly within existing right of way.	86336
H	Bull Run Post Office Road: pave 0.2 mile from Cedar Ridge Boulevard to Fairfax County line	\$1,500,000		Project scoping to begin.	Consistent	Conformity Neutral		Local
H	Traffic Calming Village of Adie for Snickersville Turnpike to New Mountain Road	\$915,180	50	NTP after approval of Bond	Consistent	Yes		68825
H	Maple and Main Intersection Improvements in Purcellville.	\$1,300,000	7	Right-of-way has not started. Right-of-way/ Easement Acquisition: Dec 07 to Dec 08. Utility Relocation Start: Jan 08 to Jan 09.	Consistent	Not Required	To Complete funding. This project is to mitigate safety and congestion issues, and is the Town Council's top 10 priority projects. The project is 75% completed.	70578
H	Route 28 overpass in Manassas.	\$2,000,000	28	In Right-of-way phase.	Consistent	Yes	Project pushed to 2015 because of a lack of funding. These funds will advance the project schedule.	Local
H	Intersection Improvements at Manassas Drive and Euclid Avenue in Manassas Park.	\$350,000	N/A	Project Scoping underway.	Consistent	N/A		Local
H	Prince William Parkway widening (4 to 6 lanes) from Hoadly Road to Old Bridge Road	\$14,900,000	3000	Partially designed and constructed	Yes	CLRP	Most Right-of-way has been acquired. Design is underway and will be completed in 2007. Portions of road are currently under construction through proffers.	Local

Total Roadway Projects
\$56,545,180



Northern Virginia Transportation Authority

c/o Northern Virginia Regional Commission 3060 Williams Drive, Suite 510 Fairfax, Virginia 22031
703-642-0700; fax 703-642-5077; www.novaregion.org

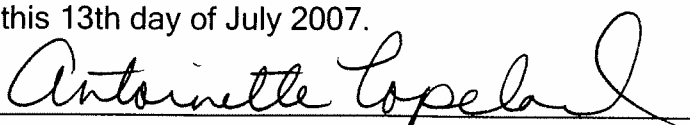
CERTIFICATION

I hereby certify that at its public meeting held on July 12, 2007, on motion by Mr. Connolly, seconded by Mr. Snyder and carried by a roll call vote recorded as follows:

Christopher Zimmerman	-	Aye
Martin Nohe	-	Aye
Gerry Connolly	-	Aye
Scott York	-	Aye
William D. Euille	-	Aye
Robert F. Lederer	-	Aye
David F. Snyder	-	Aye
Harry J. Parrish, II	-	Aye
Bryan Polk	-	Aye
Jeff Frederick	-	Aye
Vince Callahan	-	Aye
Jeanne-Marie Devolites-Davis	-	Aye
Julia A. Connally	-	Aye
Margaret Vanderhye	-	Aye

the Northern Virginia Transportation Authority adopted **RESOLUTION 04-08 - AUTHORIZING CERTAIN LEGAL PROCEEDINGS IN CONNECTION WITH THE ISSUANCE OF THE AUTHORITY'S TRANSPORTATION FACILITIES REVENUE BONDS.**

Given under my hand this 13th day of July 2007.


ANTOINETTE COPELAND, ACTING CLERK
NORTHERN VIRGINIA TRANSPORTATION AUTHORITY

NORTHERN VIRGINIA TRANSPORTATION AUTHORITY

- RESOLUTION 04-08 -

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

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 4, 2007, the Virginia General Assembly adopted the Governor's substitute for House Bill 3202 ("HB 3202"), which provides for transportation funding and related reforms both on a statewide basis and on a regional basis for NVTa and the Member Localities and the Hampton Roads Transportation Authority and the localities embraced thereby; and

WHEREAS, under HB 3202 NVTa has been authorized and empowered to impose any one or more of seven regional taxes and fees, specifically, (i) the additional annual regional vehicle registration fee under Section 46.2-755.1 of the Virginia Code, (ii) the initial vehicle registration fee under Section 46.2-755.2, (iii) the additional safety inspection fee under Section 46.2-1167.1, (iv) the retail sales and use tax on auto repairs under Sections 58.1-605 and 58.1-606, (v) the regional congestion relief fee under Section 58.1-802.1, (vi) the local rental car transportation fee under Section 58.1-2402.1 and (vii) the additional transient occupancy tax under Section 58.1-3825.1 (collectively, the "Regional Taxes and Fees"), one or more of which have been imposed by NVTa; and

WHEREAS, the revenues derived from the Regional Taxes and Fees, net of the administrative costs which may be deducted therefrom under the Virginia Code and guidelines, policies and procedures described in enactment clause 13 of HB 3202, shall be referred to below as the "Regional Tax and Fee Revenues;" and

WHEREAS, Section 15.2-4838.1 of the NVT Act provides that 40% of the revenues received by NVT (the "NVT Revenues"), including the Regional Tax and Fee Revenues, shall be distributed on a pro rata basis to the Member Localities to be applied as provided therein; and

WHEREAS, Section 15.2-4838.1 further provides that the first required use of the remaining 60% of the NVT Revenues (the "Pledgeable NVT Revenues") is to pay any debt service owing on any of the bonds of NVT; and

WHEREAS, NVT has determined to proceed with the issuance of its bonds in a principal amount not to exceed \$130,000,000 (as more particularly defined below, the "Bonds") under the terms and conditions set forth in that certain resolution adopted the date hereof entitled "Resolution 03-08 Authorizing the Issuance of Not to Exceed \$130,000,000 Transportation Facilities Revenue Bonds" (the "Bond Resolution"); and

WHEREAS, NVT 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 Resolution; and

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

WHEREAS, the NVT 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 Provisions") shall apply to all suits, actions and proceedings of whatever nature involving the validity of bonds issued by NVT under the NVT Act, and the Validation Provisions 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 NVT was created, NOW, THEREFORE, BE IT RESOLVED, BY NVT 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 a court of competent jurisdiction with respect to the Bonds under the Validation Provisions to establish the validity of the Bonds and any or all of the other matters permitted under the Validation Provisions, including any appeals related thereto. Bond Counsel

is also authorized on NVTAs 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 NVTAs in any legal challenge of the validity of the Bonds, the imposition of any of the Regional Taxes and Fees or any related matters or proceedings, including any appeals related thereto

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

Adopted by the Northern Virginia Transportation Authority, on this 12th day of July, 2007.

BY

Chairman

Attest

Vice Chairman

VIRGINIA:

IN THE CIRCUIT COURT FOR THE COUNTY OF ARLINGTON

NORTHERN VIRGINIA TRANSPORTATION
AUTHORITY,

Plaintiff,

v.

STATUTORY DEFENDANTS PURSUANT TO
VIRGINIA CODE §§ 15.2-2650, ET SEQ., TO WIT,
TAXPAYERS, PROPERTY OWNERS AND
CITIZENS OF THE COUNTIES OF ARLINGTON,
FAIRFAX, LOUDOUN, AND PRINCE WILLIAM,
AND THE CITIES OF ALEXANDRIA, FAIRFAX,
FALLS CHURCH, MANASSAS, AND MANASSAS
PARK, VIRGINIA, INCLUDING NONRESIDENTS
OWNING PROPERTY OR SUBJECT TO
TAXATION THEREIN, AND ALL OTHER
PERSONS INTERESTED IN OR AFFECTED IN
ANY WAY BY THE PROPOSED ISSUANCE BY
THE NORTHERN VIRGINIA TRANSPORTATION
AUTHORITY OF ITS NORTHERN VIRGINIA
TRANSPORTATION AUTHORITY
TRANSPORTATION IMPROVEMENT BONDS IN
AN AMOUNT NOT TO EXCEED \$130,000,000,

Defendants.

CASE No. 07-923

ORDER OF PUBLICATION

The Northern Virginia Transportation Authority ("NVTA"), pursuant to the pertinent provisions of the Public Finance Act of 1991 (the "Public Finance Act"), §§ 15.2-2650 et seq. of the Code of Virginia (the "Code") and the Northern Virginia Transportation Authority Act, §§ 15.2-4829 et seq. of the Code, has filed a Complaint seeking this Court's judicial determination that (1) the Northern Virginia Transportation Authority Transportation Facilities Revenue Bonds, in an amount not to exceed \$130,000,000 (the "Bonds") to be issued by NVTA pursuant to a resolution entitled "Resolution 03-08 Authorizing the Issuance of Not to Exceed \$130,000,000

Transportation Facilities Revenue Bonds" and adopted by NVTa on July 12, 2007 (the "Bond Resolution") and the Indenture (as defined in the Bond Resolution) are valid and legal; (2) all proceedings heretofore taken by NVTa in connection with the authorization or issuance of the Bonds, including the adoption of the Bond Resolution and resolutions authorizing imposition of seven regional taxes and fees, are valid and legal; (3) all pledges of revenues and receipts and other security for the Bonds provided pursuant to the Bond Resolution and the Indenture, and the terms, covenants and provisions contained in the Bond Resolution and the Indenture, including, without limitation, the provisions for the application of revenues to pay the administrative costs of NVTa, are valid and legal; (4) the proposed application of the proceeds of the issuance of the Bonds is valid and legal; (5) the regional fees and taxes and all other means provided for payment of the Bonds are valid and legal; (6) the Bonds, when issued, shall be payable only from the revenues and receipts of NVTa pledged for such purpose and shall not be a debt, liability or general obligation of the Commonwealth of Virginia or any political subdivision thereof other than NVTa; and (7) the enactment of Chapter 896, 2007 Va. Acts of Assembly ("Chapter 896"), was within the legislative power of the Virginia General Assembly set forth in Article IV of the Constitution of Virginia, and does not violate any Section of that Article, and the NVTa Act, as amended by Chapter 896, and Code §§ 46.2-755.1, 46.2-755.2, 46.2-1167.1, 58.1-605, 58.1-606, 58.1-802.1, 58.1-2402.1, 58.1-3825.1, as enacted, do not violate any provisions of the Constitution of Virginia. All matters are described in more detail in the Complaint.

THEREFORE, IT IS ORDERED THAT:

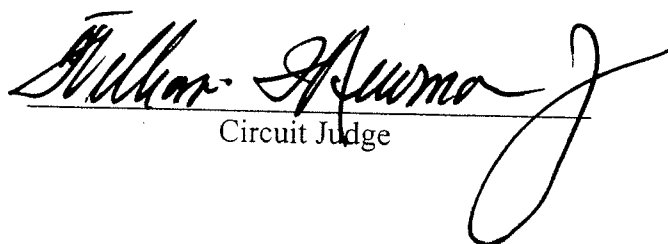
1. A hearing will be held on August 27, 2007, at 10:00 a.m., in the Circuit Court of the County of Arlington to consider the Complaint and all matters relating to it;

2. A copy of this Order and a copy of the Complaint (without Exhibits) shall be published once a week for two consecutive weeks in *The Washington Times*, which is a newspaper published or having general circulation in the Counties of Arlington, Fairfax, Loudoun, and Prince William, and the Cities of Alexandria, Fairfax, Falls Church, Manassas, and Manassas Park;

3. Any taxpayer, property owner, citizen of the Counties of Arlington, Fairfax, Loudoun, and Prince William, and the Cities of Alexandria, Fairfax, Falls Church, Manassas, and Manassas Park or person interested in or affected by the issuance of the Bonds who wishes to participate in this proceeding and the hearing may do so and shall file a responsive pleading to the Complaint in the Clerk's Office of this Court no later than August 6, 2007 at 5:00 p.m. and serve a copy of such pleading on counsel for NVTa listed below. Failure to file a responsive pleading timely shall preclude the person from participation; and

4. The Court shall hold a prehearing conference on August 15, ___, 2007 at 9:30 a.m. Counsel for all parties are expected to attend.

ENTERED this 13th day of July, 2007.


Circuit Judge

WE ASK FOR THIS:

William G. Broaddus

William G. Broaddus (VSB # 05284)

Arthur E. Anderson II (VSB # 23759)

Stewart T. Leeth (VSB # 31122)

McGuireWoods LLP

One James Center

901 East Cary Street

Richmond, Virginia 23219

(804) 775-1000 (phone)

(804) 775-1061 (facsimile)

*Counsel for the Northern Virginia
Transportation Authority*

1 COPY.

FILED DAVID A. BELL, CLERK

B. Eley