

- 11-08 - Authorization to Sign Checks
- 12-08 - Approval of Memorandum of Understanding with NVTC for Financial Mgmt
- 13-08 - Ratification of job description and approve process/scheduling for hiring of Executive Director
- 14-08 - Approval of Charges for Technical Advisory Committee, Planning Coordination Advisory Committee and Jurisdiction and Agency Coordinating Committee
- 15-08 - Approval of Position on Accepting Unsolicited Public Private Transportation Act Proposals
- 16-08 - Approval of Meeting Calendar for FY 2008
- 17-08 - Approval of Pursuit of Office Space
- 18-08 - Direction to Implement Remaining Working Group Recommendations, as Specified.

8. **Administrative Items** *Interim Technical Committee will be available to answer any questions*
Approval of Submission Date for CMAQ/RSTP Applications

9. **Information Item** *Interim Technical Committee will be available to answer any questions*
Update on FAMPO Request for Allocation of Transit Funds

10. **Other Business**

11. **Adjournment**

NEXT MEETING: September 27, 2007

Location to be Announced

Northern Virginia Transportation Authority

DRAFT Summary Minutes
JUNE 6, 2007

held at Fairfax County Government Center
12000 Government Center Parkway, Room 232
Fairfax, Virginia 22035

Members
(those present are highlighted)

William Euille	<i>Mayor, City of Alexandria</i>
Christopher Zimmerman, NVTA Chairman	<i>Arlington County Board;</i>
Robert Lederer	<i>Mayor, City of Fairfax</i>
Gerald E. Connolly	<i>Chairman, Fairfax County Board of Supervisors</i>
Robin Gardner (alternate)	<i>Mayor, City of Falls Church</i>
Scott K. York,	<i>Chairman, Loudoun County Board of Supervisors</i>
Harry J. "Hal" Parrish, II	<i>Vice Mayor, City of Manassas</i>
Bryan Polk	<i>Vice Mayor, City of Manassas Park</i>
Martin Nohe, NVTA Vice Chairman	<i>Vice Chairman, Prince William Board of County Supervisors</i>
Jeannemarie Devolites Davis	<i>Virginia Senate, District 34</i>
Vincent F. Callahan, Jr.	<i>Virginia House of Delegates, District 34</i>
Jeff Frederick	<i>Virginia House of Delegates, District 52</i>
Judy Connally	<i>Governor's Appointee – CTB Member</i>
Margaret E. G. Vanderhye	<i>Governor's Appointee</i>
Matthew Tucker	<i>Director, VDRPT (non-voting member)</i>
Dennis Morrison	<i>Director, No. Va. District, VDOT (non-voting member)</i>

Staff Present

Linda Tenney *Deputy Director, NVRC*

Guests Present

Barbara Reese *Deputy Secretary of Transportation*

Local and state agency staff, representatives from interested organizations, and members of the public

Call to Order

Chairman Zimmerman called the meeting to order at 7:04 p.m. and welcomed those in attendance.

Roll Call

The roll was called and members present or absent were noted for the record.

Approval of Minutes

Mr. Connolly moved approval of the minutes of the May 10 meeting. The motion was seconded by Mr. York and carried with Mr. Nohe abstaining.

Action Items

A. Approval of Reallocation Funds for Manassas and Herndon
Chairman Zimmerman directed attention to an updated letter before the Authority, dated June 7, 2007, including dollar figures and project numbers. Upon a motion by Mr. Parrish, seconded by Mr. Connolly, the requested action was approved unanimously.

B. Review of Working Groups' Reports, Including Recommended Actions

Chairman Zimmerman expressed appreciation to all working group contributors, and recognized the presence of Barbara Reese, Deputy Secretary of Transportation, who has been instrumental in the deliberations of the Financial Working Group. He said he would entertain reports from all five working groups before inviting discussion on their recommendations. All the recommendations were summarized in a PowerPoint presentation, with printed copies before the members. Copies of the full working groups' reports were in members' meeting materials, and were posted also on the website: www.novaregion.org/novatrans.

• *Legal*

Indicating that Mr. Snyder, chairman of the Legal Working Group, was out of town, committee vice chairman Mr. Parrish reported on behalf of the group. He recognized the work of committee chair Snyder and supporting staff, especially Tom Biesiadny of Fairfax County who chairs NVTA's Interim Technical Committee.

• *Financial*

Mr. York, chairman of the Financial Working Group, recognized the significant efforts of the group's staff coordinators: Kevin Greenlief of Fairfax County, Mark Adams of Loudoun County, and Gus Vega of Arlington County. Mr. York said the work group formulated 14 recommendations. He invited Kevin Greenlief, Director, Fairfax County Department of Tax Administration, to provide an oral briefing concerning the seven taxes and fees NVTA is authorized to impose. Mr. York summarized the remaining recommendations.

• *Project Implementation*

Mr. Connolly, chairman of the Project Implementation Working Group, indicated the group met twice and developed the ten recommendations included in the report.

• *Public Outreach*

Mr. Nohe recognized the contributions of committee vice chair and NVTA member Margaret Vanderhye, as well as those of Barbara Gordon of Northern Virginia Regional Commission staff, and Kala Quintana of Northern Virginia Transportation Commission staff. Mr. Nohe presented the Public Outreach Working Group's recommendations.

• *Organizational*

Chairman Zimmerman, chairman of the Organizational Working Group, reported the summary recommendations of this group.

• *Discussion and Action*

Mr. Connolly made a motion, seconded by Mr. Nohe, that the recommendations of the working groups be adopted.

Mr. Connolly initiated discussion by offering observations on the following topics:

Logo – the Public Outreach Working Group's recommendation to improve the logo should be considered in light of the potential expense vs. the degree of improvement to be expected. **Public Meetings** – decisions made now will set a precedent, so it will be important to think through what will trigger the need for a *public hearing*, and what will be the best way to obtain input not only from interest groups, but from citizens. **Executive Director search** – NVTA may want to name a broader panel, with technical expertise and regional representation, rather than delegating the search to a "small group of individuals to manage the hiring process," as recommended by the Organizational Working Group. **Location** – Not a trivial issue, NVTA's selection of a permanent location needs to take into account the membership of the Authority and further more should not simply evolve from a short-term placement. Location should meet the needs of the Authority.

Mr. Nohe said that the “town halls” proposed by the Public Outreach Working Group were intended to help educate the public about the timing of projects NVTA may undertake, so expectations would be appropriate. Town halls are not envisioned as public hearings, and would not require a quorum of members.

Mr. Zimmerman said it would not be incompatible with the recommendations of the Organizational Working Group to have a panel such as described by Mr. Connolly participate in the oversight of the Executive Director hiring process.

Delegate Frederick commented on the Public Outreach Group’s mission statement, saying that it would be more important to say the mission is to reduce congestion, as opposed to “...identification and completion of transportation projects and improvements.” Members discussed alternatives for language that would appropriately capture both concepts.

Mr. York said it was premature for NVTA to vote on the Working Group’s recommendations, as there had not yet been sufficient opportunity for community input. He suggested allowing until the public hearing is held on July 12.

Mr. Euille added that the City of Alexandria has a process for reviewing the recommendations, and was planning a briefing for the City Council.

Mr. Polk also expressed concern about the pace of NVTA’s decision making.

Mr. Lederer asked whether all jurisdictions expect to have their own public hearings, or whether members plan to ask for direction from their Boards and Councils regarding approval of the seven taxes and fees, before July 12. Mr. Zimmerman replied that the Arlington County Board does not direct members how to vote on regional bodies. Mr. Euille said that Alexandria City Council will devote time to NVTA’s concerns at the next Council meeting, but will not be holding a public hearing. Ms. Gardner said Falls Church will poll Council members and will have a public hearing. Mr. Parrish said although the Manassas City Council has not voted on the taxes and fees, he has asked the Council for guidance on this subject. He suggested that NVTA take action on the proposed taxes and fees at the meeting following the July 12 public hearing. Mr. York said Loudoun County will have a public hearing, but it has yet not been placed on the County Board agenda.

Mr. Connolly said that constituents want something done. Transportation overwhelms even education as a public concern. Nothing in the working group reports is a surprise. NVTA held a public hearing in May. The Public Outreach Working Group’s recommendations for town halls will help deliver information to the public.

Mr. Nohe said that there will be a public hearing on July 12. The question is whether a vote should be taken then.

Ms. Gardner added that the question also is whether to act on all the recommendations at once, or only the ones that would not statutorily require a public hearing before action is taken.

Mr. Nohe observed that some recommendations are less time-critical than others. Decisions that need to be made by or before July 12 should not go undecided.

Following further discussion among members about the implications of taking immediate action, Mr. Connolly asked whether members would be more comfortable if the motion were changed to signify that the Authority concurs with the recommendations of the working groups, subject to completing the public process outlined in the recommendations.

At Mr. York's request, Chairman Zimmerman recessed the meeting for seven minutes, calling it back to order at 8:37 p.m.

Mr. Connolly withdrew his original motion.

Mr. York moved that staff be authorized to proceed in accordance with the working group recommendations, subject to final approval following the July 12 public hearing, adding that this action is intended to allow expenditure of \$10,000 for retention bond counsel, along with funds necessary to reserve a new domain name for the Authority.

Mr. Polk and Delegate Frederick suggested amending the motion to indicate that no vote would be taken the same day as the public hearing.

Following further discussion about timing and logistics, congruence of proposed procedures with those of several member governments' and appropriate consideration of citizen comments, Mr. Polk and Delegate Frederick withdrew their suggestion to amend the motion.

Mr. Polk then suggested that final materials to be considered and acted upon be provided to members at least 10 days in advance of the public hearing. There were no objections.

Mr. Zimmerman asked the motion to be restated.

The motion was restated and provided in writing to all members, as follows, prior to voting:
Authorize staff to proceed according to the recommendations outlined in the working group reports, including an expenditure of \$10,000 for retention bond counsel, along with funds necessary to reserve a new domain name for the Authority, subject to final action following the public hearing on July 12, 2007.

The vote was called and the motion passed unanimously.

A brief conversation ensued in which staffs' findings were reported regarding the impact of NVTA's bonds on member governments' debt capacity and ratings. The general consensus among the findings was that, as a separate revenue authority, NVTA's issuing of bonds should not affect local governments' debt capacity. More information from rating agencies will be obtained before NVTA acts on debt issuance.

Appointment of Nominating Committee

Chairman Zimmerman appointed Mr. Connolly, Mr. Snyder and Mr. York to serve as the Nominating Committee.

Information Items

Mr. Biesiadny reported on the following items, for which written memoranda also had been provided to members.

A. Update on Air Quality

The Metropolitan Washington Air Quality Committee adopted an eight-hour ozone State Implementation Plan on May 23, and is submitting this to the US Environmental Protection Agency.

B. Update on TIP/ CLRP Inputs

VDOT has made some changes to the I-95/I-395 HOT lanes presentation for the Constrained Long Range Plan, as well as the I-66 plan. The Transportation Planning Board approved the project

submissions on May 16, so the air quality conformity analysis for the Transportation Improvement Program and the Constrained Long Range Plan are moving forward.

C. Update on TIP Amendments

The Transportation Improvement Program amendments that the Virginia Department of Transportation has submitted are provided.

Other Business

Chairman Zimmerman referred to a letter received by jurisdictional counsel from the Attorney General's office, dated June 1, addressing the question of possible challenges to HB 3202. It notes that "Virginia's laws are presumed to be constitutional." With further elaboration, the letter concludes that the position of the Office of the Attorney General "...is that House Bill 3202 is constitutional and this Office will vigorously defend any additional challenge to the legislation."

Mr. Connolly expressed enormous appreciation to all the jurisdictions' staff for a large quantity of dedicated and high quality work on NVTA's behalf.

Chairman Zimmerman similarly expressed appreciation to members for their patience and engagement, as these are very substantial decisions being made – some of the most important ones members may have the opportunity to make in public office.

Adjournment

Noting the date of the next meeting, July 12, Chairman Zimmerman adjourned the meeting at 9:02 p.m.

NVTA Transportation Bond Project List

Mode	Description	Funding Required	Route	Status	TransAction 2030	IN TIP/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 Ale	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	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 bound	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	Route 15 Park-and-Ride Lot in Prince William County	\$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	VRE
Total Transit Projects		\$37,808,820						
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
M	Additional Turn Lanes & Multi-purpose Trail from Woodlea Drive to Virts Corner	\$1,000,000	15	NTP after approval of Bond	Consistent	Conformity Neutral		72593
Total Multi-Modal Projects		\$7,246,000						
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 construction of a new road segment between Auto World Circle and Severn Way along the west side of Route 28 to four lanes divided	\$2,600,000	N/A	Design complete. Most Right-of-way has been acquired.	Consistent	CLRP	Was fully funded at \$19 million but, due to inflation in construction and right of way acquisition costs, \$2.6 million more is needed for a total of \$21.6 million to go to construction in 2008.	70760
H	Complete Battlefield Parkway between Route 7 and Kincaid Boulevard	\$5,000,000	N/A	Design-Build contract approved.	Consistent	CLRP	Ready for Construction in Summer 2008.	18992
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	Traffic Calming Village of Aldie 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 in 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.	0	Yes	Project pushed to 2015 because of a lack of funding. These funds will advance the project schedule.	Local
H	Intersection Improvements on Manassas Drive	\$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		\$56,945,180						

Northern Virginia Transportation Authority Short Term Transportation Priorities

Approved: November 10, 2006

Proposed Projects	(\$000)
<u>Highway Projects - Interchange/Intersection Improvements</u>	
Multimodal Traffic Improvement Chain Bridge Road/Eaton Place [1]	\$2,000
Fairfax County Pkwy Improvements (Including HOV Projects)	\$250,000
Franconia/South Van Dorn Street Interchange	\$76,700
I-66/Route 29 - Gainesville Interchange, including grade separation	\$40,000
<u>Roadway Projects - Capacity Improvements</u>	
Richmond Highway Roadway Improvements	\$40,500
Route 7 Improvements - Falls Church	\$4,000
Route 7 Improvements - Loudoun County (@Rt. 659, Ashburn Village Blvd and Loudoun Co. Pkwy)	\$90,000
Route 50/Route 606 Improvements	\$30,000
Eisenhower Avenue Widening	\$10,000
Elden Street Improvements [2]	\$20,000
Widen Route 7/15 ByPass[2]	\$50,000
Battlefield Parkway/Route 7 South Segment	\$25,000
Widen Route 50 to 6 lanes between Fairfax Co. Line and Poland Road	\$15,000
Route 28 Widening (Godwin Drive to Vint Hill Road)	\$20,000
Route 1 Widening to 6 lanes (Delaware Drive to Annapolis Way)	\$90,000
Route 234 North Bypass	\$67,000
Route 1/Route 619 Traffic Circle	\$24,000
Total Roadway	\$854,200
<u>Transit Projects</u>	
Metro Station Entrance & Access Improvements (Ballston/Eisenhower Avenue/Fairfax Co)	\$48,000
Crystal City/Potomac Yards Transitway	\$20,000
Richmond Highway Public Trans. Initiative [1]	\$27,000
Vienna Metrorail Station Access Program [1,2]	\$33,000
Fairfax Connector - 50 buses + operating cost for 10 years	\$50,000
Loudoun County Bus Service Expansion and New Service	\$7,000
PRTC Capital	\$11,550
VRE - Tier II Locomotives (20 units)	\$41,000
VRE - Platform Extensions, Parking and Mid-day Storage	\$67,500
WMATA Capital - Metro Matters and Beyond Metro Matters (Virginia's Share)	\$550,000
Total Transit	\$855,050
<u>Pedestrian/Bicycle Projects</u>	
Pedestrian Amenities at Existing and Proposed Transit Stations in Fairfax County	\$10,000
Route 7 Pedestrian Improvements - Seven Corners/Bailey's Crossroads Area - Fairfax County	\$2,000
On-Road Bike Access - Tysons Corner - Fairfax County	\$8,750
<u>Safety Projects</u>	
Rail Safety Improvements (Grade Separations in Manassas) [2] - Manassas	\$20,000
Total	\$1,750,000

[1] Project includes pedestrian and/or bicycle improvements

[2] Allocated amount reflects partial funding

Northern Virginia Transportation Authority
Estimate of Start-Up Costs

Assumptions

1. State continues to provide \$50,000 annual grant.
2. NVTA taxes become effective January 08 with revenue postings beginning in March 08.
3. State provides revenue anticipation loans, per HB 3202.
4. NVTA adopts 6-year construction plan in November 07, bonds issued in January 08, verified by bond validation suit.
5. Project six staff by end of FY 08 (Exec. Director, CFO, accountant, admin. staff, two proj. mgmt. staff)
6. Assume building lease will include basic build-out, furniture provided by lessee.
7. 20% contingency covers unanticipated expenditures/underassumptions.

Initial Phase (Thru March 2008)

Legal	\$100,000	Per working group recommendation
Public Outreach	20,000	Per working group recommendation
Organizational	150,000	Hire executive director and temporary support staff in September 07
Financial	100,000	Contractual financial management through March 08.
Project Implementation	60,000	Hire 2 project management staff in January 08
Office Space Lease	52,500	Shared space with VDRPT, est. 3,000 sf @ \$35/sf beginning in September 07
Office Space Build-Out	81,000	Estimate 2 hardwall offices, 8 systems furniture
Office Equipment	9,000	Estimate \$3,000 one-time cost for additional employees (computers, fax, etc.)
Vehicle/Transportation	26,530	Purchase one vehicle, add transit allowance for employees
Operating Expenses	15,000	Estimate \$10,000 annual rate per employee (supplies, telecommunications, etc.)
Insurance	5,000	Estimate \$10,000 per year for NVTA board coverage and liability insurance
Subtotal:	619,030	
<u>Contingency (20%):</u>	<u>123,806</u>	
Total Initial Phase:	\$742,836	

State Grant: \$50,000

Revenue Anticipation Loan: \$692,836

Balance of FY 08 (Thru June 30, 2008)

Legal	\$25,000	
Public Outreach	5,000	Contingency for continued outreach, website maintenance
Organizational	62,500	
Financial	62,500	Hire CFO & accountant in April 08
Project Implementation	60,000	
Office Space Lease	26,250	
Office Equipment	9,000	
Vehicle/Transportation	9,030	Vehicle depreciation + transit allowance
Operating Expenses	15,000	
Insurance	2,500	
Subtotal:	276,780	
<u>Contingency (20%)</u>	<u>55,356</u>	
Total Balance of FY 08:	\$332,136	Paid by NVTA Tax Revenue

**Interim Technical Committee
Northern Virginia Transportation Authority**

MEMORANDUM

TO: Christopher Zimmerman, Chairman
Northern Virginia Transportation Authority

Members
Northern Virginia Transportation Authority

FROM: Tom Biesiadny, Chairman
Interim Technical Committee
Northern Virginia Transportation Authority

SUBJECT: Summary of NVTA Resolutions Related to Implementing HB 3202 (Item 8.)

DATE: July 2, 2007

Recommendation:

The Interim Technical Committee recommends that the NVTA adopt the attached resolutions to implement the seven taxes and fees authorized by the General Assembly; adopt an initial list of projects to be funded with bonds; authorize the issuance of the bonds; approve a bond validation suit and associated actions, and approve other actions necessary to develop NVTA as a funding and implementing organization, consistent with the June 1, 2007, recommendations of the five working groups established by NVTA.

Background:

On June 6, 2007, the NVTA authorized staff to proceed according to the recommendations outlined in the working group reports, subject to final action following the public hearing on July 12, 2007. During the past month, NVTA members and staff from the local governments and state and regional agencies have met through the working groups, the Council of Counsels and the Interim Technical Committee to pursue the recommendations of the five working groups. This memo is intended to summarize each of the attached resolutions that have been prepared for the NVTA consideration.

In addition, staff would like to brief you on these materials prior to the July 2, 2007, meeting. We will call you in the next several days to arrange a meeting.

01-08 - Approval of Regional Taxes and Fees; Seven Resolutions (A, B, C, D, E, F, and G)

The first seven resolutions relate to the adoption of the seven regional taxes and fees authorized by the General Assembly. They are:

A. Congestion Relief Fee (Grantor's Tax):	\$0.40/\$100 valuation
B. Motor Vehicle Rental Tax	2% of rental
C. Transient Occupancy Tax	2% of room rate
D. Safety Inspection Fee	\$10 per year
E. Initial Vehicle Registration Fee	1% of value
F. Auto Repair Sales and Use Tax	5% of total
G. Annual Regional Vehicle Registration Fee	\$10 per year

If all these taxes and fees are enacted, it is anticipated that NVTA could raise more than \$300 million per year beginning in the first full year of implementation. If the NVTA approves these taxes and fees on July 12, 2007, the guidelines, policies and procedures for their administration and collection will be developed, along with the memorandums of understanding with certain entities who will collect and forward the taxes and fees to NVTA. These guidelines will be brought back to the NVTA for approval on September 27, 2007. For several reasons, staff recommends that the actual effective date of the regional taxes and fees be January 1, 2008. These reasons include: it is anticipated that the trial court proceedings related to the bond validation suit will likely be complete by that time; this is the beginning of a quarter; NVTA will likely not have all the resources necessary to manage these funds until late fall 2007; and some preparation work must be done prior to the implementation to ensure that funds are accounted for accurately.

HB 3202 allows NVTA to impose any combination of these taxes and fees. Although earlier versions of the bill contained an "all or nothing provision," the bill, as enacted, does not. However, staff recommends that NVTA impose all the taxes and fees it plans to adopt at the same time, so that these taxes and fees can be included in the bond validation suit. To add a tax or fee in the future may require another bond validation suit for that revenue source.

If NVTA chooses not to act on these resolutions on July 12, 2007, or does not approve at least one of these resolutions, there is no need to act on any of the subsequent financial and organizational resolutions; however, NVTA should still approve a meeting schedule for FY 2008, Resolution 16-08.

02-08 - Approval of Short Term Bond Project List

The Interim Technical Committee has prepared the attached list of recommended project for NVTAs consideration for the initial bond issuance (Attachment I). The estimated construction and development cost of these projects is \$102 million. A primary purpose for undertaking these projects is to provide rapid, noticeable project implementation to address some of the region's transportation problems.

The initial list of projects is limited in scope and is comprised primarily of projects that have been significantly developed, rather than new projects. This \$102 million project list is a subset of \$291.4 million in projects submitted by the jurisdictions and transportation agencies for consideration. Taken as a whole this list is:

- A balance of transit, multi-modal, and roadway projects.
- Regionally distributed, recognizing that HB 3202 requires that "each locality's total long-term benefits being approximately equal to the total of the fees and taxes received by the Authority that are generated by or attributable to the locality divided by the total of such fees and taxes received by the Authority."

The projects in the list meet the following criteria:

- Reduce congestion, improve auto and pedestrian safety and/or improve transit service and capacity.
- Are "ready to go," with funding being the primary obstacle to moving to the next phase (right of way or construction). Once funding is received, the project will begin the next phase.
- Have at least a 20 year life.
- Are included in the region's existing Transportation Improvement Program/Constrained Long Range Plan or the version that the Transportation Planning Board is scheduled to adopt in December 2007, or are air quality-neutral.
- Are included in NVTAs TransAction 2030 Regional Transportation Plan, specifically, or are consistent with the plan.
- Have already completed (or will complete before the bond issuance) any major regulatory reviews or major public input processes.
- Have (or will have before the bond issuance) resources available to implement the project when funding is provided.
- Are all short-term priorities of the jurisdictions; most are projects already partially funded in the Commonwealth's Six Year Program or by individual jurisdictions or agencies. The funding from this initial NVTAs bond issue will allow these projects to be fully funded in a shorter time frame than previously anticipated. Most of these projects were included on the list of short-term priorities approved by NVTAs on November 10, 2006, prior to the 2007 General Assembly session, also attached as Attachment II.

One NVTA jurisdiction has indicated that they may propose adjustments to its projects on the list prior to NVTA adoption.

The Interim Technical Committee will be working to develop a suggested project development process, project prioritization process (using previously adopted criteria) and six year project implementation program for NVTA by November 1, 2007. This longer term approach to project development will provide a more rigorous framework for selecting future projects for implementation. These project development recommendations will include extensive coordination with other transportation funding agencies, as well as a public input process.

03-08 - Authorization to Issue Bonds

This resolution authorizes the issuance of up to \$130 million in principal amount of bonds to be supported by the taxes and fees approved by the NVTA. Proceeds from the sale of bonds will be used to fund the projects approved in Resolution 02-08, pay issuance and financing costs and fund capitalized interest and required reserves. The difference between the not-to-exceed principal amount of \$130 million and the project amount of \$102 million is attributed to issuance costs, structural features of the bonds (such as reserves) and potential market conditions at the time of sale. Issuance costs include the cost of bond counsel, financial advisor, underwriter, underwriter's counsel, rating agencies, and bond insurance, among others. The most significant cost of issuance is the underwriter's compensation, and it varies based on the amount borrowed. Beyond issuance costs, certain features of the bond issue, such as a reserve for one year of debt service, are expected by the rating agencies and municipal market to be set aside at the time the bonds are issued. These features will ensure that the bonds will be received favorably at sale. The actual, final principal amount will also depend on market conditions at the time of sale, but in no cases will it exceed \$130 million.

04-08 - Authorization to File Bond Validation Suit

This resolution authorizes the filing of a bond validation suit in a court of competent jurisdiction on July 13, 2007. Details regarding the actual location will be available at the July 12, 2007, NVTA meeting. The purpose of this suit is to ask the court to rule on the validity of the revenue sources to be used to pay back the bond holders. The suit provides an opportunity to anyone questioning the legality of the taxes and fees to address the court. The suit also contains an appeal provision that would lead to a hearing of the case by the Supreme Court of Virginia. It is anticipated that the courts would either rule that the bonds and the taxes and fees are valid or outline reasons why the bonds and the taxes and fees are not valid. If the courts rule against NVTA, NVTA would have an opportunity to work with the General Assembly and/or others to correct the legislation or structure to address the courts' concerns.

Mr. Christopher Zimmerman, Chairman
Members, Northern Virginia Transportation Authority
Draft: July 2, 2007
Page 5

05-08 - Authorization to Retain Bond Counsel

Following the NVTA's action on June 6, 2007, the Legal Working Group, including NVTA Members David Snyder and Hal Parrish, interviewed two law firms as potential bond counsel. These firms are already under contract with NVTA jurisdictions as bond counsel. Following the interviews and discussion, the NVTA members selected McGuireWoods LLP as NVTA's bond counsel. McGuireWoods was retained on a contingent basis, subject to NVTA's ratification on July 12, 2007. If the bond issuance proceeds, McGuireWoods will be paid from the proceeds of the first bond issue.

Should the NVTA choose not to proceed with the implementation of the taxes and fees and the bond issuance, NVTA will owe McGuireWoods a maximum of \$10,000, as was authorized at the June 6, 2007, NVTA meeting.

The Council of Counsels has prepared an engagement letter to retain McGuireWoods. Due to the legal nature of the document, it is not being circulated in advance of the meeting. Copies of this document will be available for review by NVTA members at the meeting.

06-08 - Approval of Request Financial Assistance for Short Term Operating Costs

As part of HB 3202, the General Assembly authorized the Secretary of Finance to make financial assistance available to NVTA to fund the start up costs associated with implementing the bill. The Financial Working Group has prepared an estimate of NVTA short term operating/start up cost through FY 2008, Attachment III. Since staff has not yet received any specific documents from the Secretary of Finance, the resolution authorizes NVTA Chairman Zimmerman to execute a contract with the Secretary of Finance for an amount not to exceed \$1,000,000, following review and affirmative recommendation by the Council of Counsels and the Financial Working Group.

Based on a January 1, 2008, implementation date, NVTA could raise up to \$150 million during the remainder of FY 2008. These funds could be used to repay any financial assistance and pay future operating costs.

07-08 - Authorization to Establish the Council of Counsels

This resolution authorizes Ross G. Horton, Esq. (Prince William County), Stephen A. MacIsaac, Esq. (Arlington County), Ellen F. M. Posner, Esq. (Fairfax County) and Christopher P. Spera, Esq. (Alexandria) to serve as the Council of Counsel and provide on a voluntary, uncompensated, and as needed basis, legal advice, legal support, and legal services to NVTA. Such legal services would include, but not necessarily be limited to, providing general legal advice, offering litigation support, developing memoranda of understanding, assisting in the development of implementation policies, drafting of contracts and other legal documents, analyzing legislation, and providing advice at

NVTA meetings and subcommittee meetings.

It is envisioned that the provision of legal services under the "Council of Counsels" concept would continue until such time as NVTA determines that it would be in NVTA's best interest to obtain independent counsel, until an impermissible conflict of interest arises as between NVTA and its constituent member localities, or three constituent member localities have chosen to withdraw their attorneys from the "Council of Counsel" concept. In addition, independent counsel may be recommended for a particular issue(s) while the "Council of Counsels" continues to provide the legal services outlined above.

Each of the four local governing bodies has approved its attorney providing this support to NVTA. Documentation of these actions will be available at the July 12, 2007, NVTA meeting.

08-08 - Approval of Financial Advisor Recommendation

To assist in preparing the bond issue and the bond validation suit, the Legal Working Group, the Financial Working Group and NVTA's bond counsel, McGuireWoods, have recommended that NVTA retain the service of a financial advisor. This engagement would be limited to providing NVTA with the benefit of financial advice in structuring the bond issue. This expertise does not exist among the local governments or the regional agencies. This resolution authorizes a contract with Public Financial Management to provide these services. This procurement is possible using an existing Prince William County contract that contains a Metropolitan Washington Council of Governments rider provision. This contract was competitively procured. Public Financial Management will be paid using proceeds of the bond issue.

09-08 - Approval of Incidental Financial Services Recommendation

To assist NVTA with short-term, day-to-day financial questions not necessarily related to the bond issuance, the Financial Working Group recommends that NVTA retain the services of a financial consultant. The short-term financial management contract will be utilized primarily to assist NVTA in setting up financial operating procedures, overseeing banking deposit processes, ensuring proper accounting for tax receipts, coordinating with bond counsel and debt financial manager as needed, and advising NVTA on financial operating matters as may be required. Since there are no applicable contracts with a Metropolitan Washington Council of Governments rider provision, the resolution authorizes a procurement for these services.

10-08 - Approval of Banking Services Recommendation.

To provide banking services for NVTA, the Financial Working Group recommends that NVTA enter into a contract with Wachovia Bank, N.A. This resolution authorizes a contract with Wachovia to establish a bank account. This procurement is possible using an existing Arlington

County contract that contains a Metropolitan Washington Council of Governments rider provision. The contract was competitively procured. This resolution also authorizes the Chairman to sign

Mr. Christopher Zimmerman, Chairman
Members, Northern Virginia Transportation Authority
Draft: July 2, 2007
Page 7

documentation to establish liquid account with the Virginia Local Government Investment Pool.

11-08 - Authorization to Sign Checks

Since NVTA will now have its own bank account, NVTA will need to authorize individuals to sign checks on its behalf. In the short term, it is not expected that there will be a significant number of checks to be written. Since it will be several months before an executive director and a chief financial officer are hired, this resolution authorizes NVTA's Chairman and Vice Chairman to sign checks on NVTA's behalf in the interim.

12-08 - Approval of Memorandum of Understanding with NVTC for Financial Management

This resolution authorizes NVTA's Chairman to enter into a memorandum of understanding with the Northern Virginia Transportation Commission (NVTC) to provide financial management functions for NVTA. In addition, this resolution authorizes NVTC to receive the \$50,000 VDOT grant that is available to NVTA in FY 2008. A more detailed summary of the steps taken to reach this decision is provided.

In response to NVTA's desire to maintain a limited organizational structure, members of the Financial Working Group have investigated several different approaches to providing NVTA's financial function in the short term. To preserve the distinction between NVTA and the local governments related to debt, the Financial Working Group does not recommend that any of the local governments assume this role. Financial Working Group members talked with several private companies. Some of these companies indicated they were not interested in undertaking this work. Several others indicated that they could accommodate NVTA's needs for \$8,500 to \$10,000 per month. NVTC offered to provide this service to NVTA at no cost in the short term. In the future if there is a need for additional temporary staff, this requirement, as well as alternatives will be discussed with the NVTA. Financial Working Group members also discussed the option of handling NVTA's finances with Northern Virginia Regional Commission (NVRC) staff. NVRC staff said that they would do what was necessary to handle NVTA finances, but noted that they would need to contract out this work.

Since NVTC, appeared to be the most feasible option, representatives of the Financial Working Group met with Scott Kalkwarf, NVTC Director of Finance, to discuss the feasibility of using the NVTC accounting system for NVTA. NVTC's accounting and financial system includes basic accounting functionality, such as general ledger and accounts payable. It does not have advanced functions to support project cost accounting or payroll. NVTC has effective backup systems and has contingency plans in case of problems with the software. NVTC has received an unqualified (clean) opinion from its auditor for the last several years.

To ensure NVTA activities are recorded separately from NVTC, a new company will be created in the financial system. The group anticipates the number of transactions for NVTA during the next six to 12 months to be limited.

Mr. Christopher Zimmerman, Chairman
Members, Northern Virginia Transportation Authority
Draft: July 2, 2007

Page 8

The group discussed the reporting needs of NVTA which is to report revenues by type and jurisdiction. NVTC's existing chart of accounts can accommodate this reporting requirement and sample reports were provided to the group. Additionally, NVTC currently tracks its own revenues by type and jurisdiction.

One concern the group had with NVTC's software, it is based on older technology and is no longer supported by the vendor. To ease any concerns, NVTC has contingency plans to restore the system which has been thoroughly reviewed and evaluated by their independent auditors.

The Financial Working Group recommends accepting the offer by NVTC to handle the accounting during the interim period. The risks associated with the system failure are remote, and should it occur, accounting events can be reconstructed with the help of a local jurisdiction or outside accountants.

13-08 - Ratification of Job Description and Approval of Process and Schedule for Hiring an Executive Director

Following NVTA's June 6, 2007, meeting, a subcommittee of the Organization Working Group sought assistance from local government Human Resource professionals to finalize the executive director job description and advertise the position. The position was posted on the Washington Post website on Monday, June 25, 2007, and is also posted on each of the local government websites and NVTA's website. The job notice appeared in the Washington Post on July 1, 2007. This resolution ratifies the job description and the following time line for hiring an executive director:

- July 13, 2007: Closing Date.
- July 20, 2007: Review of resumes by subcommittee including the directors of departments of transportation from Alexandria, Arlington, Fairfax County and Prince William County, as well as representatives from Falls Church, Fairfax City and the Potomac Rappahannock Transportation Commission.
- July 22 to 28, 2007: Candidate interviews, either by the subcommittee or a committee of NVTA.
- August, 2007: Second round of interviews with entire NVTA and selection.

14-08 - Approval of Charges for Technical Advisory Committee, Planning Coordination Advisory Committee and Jurisdiction and Agency Coordination Committee (A, B, and C)

This resolution approves the charges for each of these three committees consistent with the recommendations of the Organizational Working Group and directs that final recommendation for

each of these committees be prepared for NVTA's consideration on September 27, 2007.

15-08 - Approval of Position on Accepting Unsolicited Public Private Transportation Act (PPTA) Proposals

Mr. Christopher Zimmerman, Chairman
Members, Northern Virginia Transportation Authority
Draft: July 2, 2007
Page 9

While recognizing that PPTA proposals can be an effective project implementation tool, this resolution indicates that until the NVTA has sufficient project management resources, in accordance with an organization plan approved by the NVTA, no unsolicited PPTA proposals will be accepted.

16-08 - Approval of Meeting Calendar for FY 2008

Annually at its July meeting, NVTA approves a calendar for the upcoming fiscal year. This calendar assumes that meeting dates already approved by NVTA through December 2007. In addition, it recommends monthly meetings through June 2008. The resolution approves the calendar.

17-08 - Approval of Pursuit of Office Space

Members of the Organizational Working Group have begun to pursue short term office space for NVTA. One low cost option being developed is the potential for NVTA to use recently vacated space in one of the local governments. Alternatively, NVTA will need to procure a commercial broker to help secure both short and long term office space. This resolution authorizes NVTA's Chairman to enter into an agreement with the local government following review and approval by the Council of Counsels. In addition, it authorizes NVTA's executive director, on NVTA's behalf, to conduct a procurement for a tenant's agent to assist with locating short-term office space for NVTA, if the local government option is not successful. Upon completion of procurement and presentation of recommendations, as well as review by the Council of Counsels, it authorizes the NVTA Chairman to enter into a contract with the successful bidder at no cost to the NVTA.

18-08 - Direction to Implement Remaining Working Group Recommendations, as Specified

This resolution directs the five working groups, the Council of Counsels and the Jurisdiction and Agency Coordinating Committee to proceed with implementation of the remaining working group recommendations that have not been addressed in the previous resolutions. Each recommendation is listed separately.

Council of Counsels members, Financial, Legal and Organizational Working Group members, NVTA's bond counsel, NVTA's financial advisor, Interim Technical Committee members and I will be available at the July 12, 2007, NVTA meeting to answer questions. Each of the working group reports can be found on NVTA's website (www.thenovaauthority.org).

Cc: Members, NVTA Interim Technical Committee
Members, NVTA Working Groups
Members, Council of Counsels

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 _____
Chair

Attest _____
Vice Chair

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 _____
Chair

Attest _____
Vice Chair

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 _____
Chair

Attest _____
Vice Chair

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 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 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 NVTA Act. NVTA 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 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 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 NVTA 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 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 Safety Inspection 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 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 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 _____
Chair

Attest _____
Vice Chair

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 NVTA 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 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 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 NVTA Act. NVTA 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 _____
Chair

Attest _____
Vice Chair

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 _____
Chair

Attest _____
Vice Chair

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 NVTVA for consideration and approval at a future meeting.

4. Notice. The Chairman of the NVTVA 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 _____
Chair

Attest _____
Vice Chair

NORTHERN VIRGINIA TRANSPORTATION AUTHORITY

RESOLUTION 2-08

APPROVING THE RECOMMENDED LIST OF PROJECTS FOR THE NORTHERN VIRGINIA TRANSPORTATION AUTHORITY'S INITIAL BOND ISSUANCE

WHEREAS, the Northern Virginia Transportation Authority (NVTA) has adopted some or all of the seven taxes and fees detailed in NVTA Resolutions 01-08A, 01-08B, 01-08C, 01-08D, 01-08E, 01-08F, and 01-08G; and,

WHEREAS, the NVTA is charged with utilizing this revenue to fund and implement transportation projects; and,

WHEREAS, the local jurisdictions and agencies have developed a multi-modal, regionally balanced list of facilities and projects, based upon NVTA's approved transportation plan, TransAction 2030, to be funded by an initial bond issue, which list is attached hereto; and,

WHEREAS, the project list is a balance of transit, multi-modal, and roadway projects that is regionally distributed, recognizing that HB 3202 requires that "each locality's total long-term benefits being approximately equal to the total of the fees and taxes received by the Authority that are generated by or attributable to the locality divided by the total of such fees and taxes received by the Authority;" and

WHEREAS, each of the projects in the list meet the following criteria:

- Reduce congestion, improve auto and pedestrian safety and/or improve transit service and capacity.
- Are "ready to go," with funding being the primary obstacle to moving to the next phase (right of way or construction). Once funding is received, the project will begin the next phase.
- Have at least a 20 year life.
- Are included in the region's existing Transportation Improvement Program/Constrained Long Range Plan or the version that the Transportation Planning Board is scheduled to adopt in December 2007, or are air quality-neutral.
- Are included in TransAction 2030 Regional Transportation Plan, specifically, or are consistent with the plan.
- Have already completed (or will complete before the bond issuance) any major regulatory reviews or major public input processes.
- Have (or will have before the bond issuance) resources available to implement the project when funding is provided.
- Are all short-term priorities of the jurisdictions; most are projects already partially funded in the Commonwealth's Six Year Program or by individual jurisdictions or agencies. The funding from this initial NVTA bond issue will allow these projects to be fully funded in a

shorter time frame than previously anticipated. Most of these projects were included on the list of short-term priorities approved by NVTA on November 10, 2006, prior to the 2007 General Assembly session, also attached, as Attachment II.

WHEREAS, these facilities and projects will also provide rapid, noticeable project implementation to address some of the region’s transportation problems; and,

WHEREAS, the NVTA’s Jurisdiction and Agency Coordinating Committee will be working to develop a suggested project development process, project prioritization process (using previously adopted criteria) and six year project implementation program for NVTA by November 1, 2007.

NOW, THEREFORE, BE IT RESOLVED BY NVTA THAT:

The NVTA does approve the attached list of projects for an initial NVTA bond issuance.

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

BY _____
Chair

Attest _____
Vice Chair

Insert Project List

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, 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; 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 _____
Chair

Attest _____
Vice Chair

EXHIBIT A

DESCRIPTION OF PROJECTS

(To be attached when list is finalized)

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 NVTA Act provides that 40% of the revenues received by NVTA (the "NVTA 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 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 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, NVTA will apply the proceeds of the Bonds, along with other available funds, to pay the issuance and financing costs thereof, to fund any required reserves and to pay the costs of the construction and acquisition of the transportation facilities and projects described in the Bond Resolution; and

WHEREAS, debt service payments on the Bonds will be made from the portion of the Pledgeable NVTA 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 NVTA Act provides in Section 15.2-4520 that Article 6, Chapter 26, Title 15.2 of the Virginia Code pertaining to the judicial determination of validity of bonds (the "Validation Provisions") shall apply to all suits, actions and proceedings of whatever nature involving the validity of bonds issued by NVTA under the NVTA Act, and the Validation 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 NVTA was created, NOW, THEREFORE, BE IT RESOLVED, BY NVTA THAT:

1. Authorization of Validation. In consultation with and with the approval of the Council of Counsels, McGuireWoods LLP, as Bond Counsel, is authorized to initiate a validation proceeding in the Circuit Court of _____ 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 NVTA's behalf and under the supervision and direction of the Council of Counsels to continue all proceedings and undertake all acts (including without limitation the

preparation and filing of required documents and the giving of required notices) as it may deem necessary and proper in connection with the validation proceeding.

2. Authorization of Defense. Acting under the supervision and direction of the Council of Counsels, Bond Counsel is also authorized to undertake the defense of NVTa in any legal challenge of the validity of the Bonds, 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 _____
Chair

Attest _____
Vice Chair

NORTHERN VIRGINIA TRANSPORTATION AUTHORITY

RESOLUTION 05-08

AUTHORIZING RETENTION OF BOND COUNSEL FOR THE NORTHERN VIRGINIA TRANSPORTATION AUTHORITY

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

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

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

WHEREAS, in furtherance of its proposed effort to issue bonds and other evidences of debt and in order to prepare and prosecute a bond validation suit for such issuance, on June 6, 2007, NVTA appointed a subcommittee and authorized that subcommittee to work with staff to select bond counsel in accordance with the recommendations of the Legal Working Group’s Report and subject to final approval by NVTA following the NVTA public hearing on July 12, 2007; and

WHEREAS, the NVTA subcommittee coordinated with staff, and in accordance with the recommendation of the Legal Working Group’s report, interviewed and recommended McGuireWoods LLP as NVTA’s bond counsel, subject to final approval by NVTA following the NVTA public hearing on July 12, 2007; and

WHEREAS, NVTA has agreed to pay to McGuireWoods LLP a retainer in the amount of \$10,000.00 with the remainder of counsel fees to be paid from revenues derived from the bond issuance; and

WHEREAS, McGuireWoods LLP has agreed to engagement as NVTA’s bond counsel on such terms; and

WHEREAS, NVTA and McGuireWoods LLP have formalized their relationship in an engagement letter to be executed by both parties;

NOW, THEREFORE, BE IT RESOLVED BY NVTA THAT:

1. The firm of McGuireWoods LLP is hereby approved and authorized to act as NVTA's bond counsel for purposes of NVTA's initial bond issuance and for the filing and prosecution of a bond validation suit for such bond issuance on the terms and conditions set forth in the engagement letter to be signed by both parties.

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

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

BY _____
Chair

Attest _____
Vice Chair

NORTHERN VIRGINIA TRANSPORTATION AUTHORITY

RESOLUTION 6-08

APPROVING THE REQUEST OF FINANCIAL ASSISTANCE FOR SHORT-TERM OPERATING COSTS

WHEREAS, the Northern Virginia Transportation Authority (NVTA) has adopted the seven taxes and fees detailed in NVTA Resolution 1-08; and,

WHEREAS, these taxes and fees will be implemented January 1, 2008, with receipts anticipated beginning in March 2008; and

WHEREAS, staff from the local jurisdictions have drafted an estimate of short-term costs associated with developing the necessary physical and financial infrastructure and recruiting key staff, a copy of which is attached; and,

WHEREAS, preliminary start-up operating costs are estimated to total approximately \$700,000 through March 2008; and,

WHEREAS, the Commonwealth of Virginia has indicated its willingness to provide financial assistance through the Department of Finance in advance of the receipt of taxes and fees.

NOW, THEREFORE, BE IT RESOLVED BY NVTA THAT:

1. The NVTA authorizes the Chairman, acting on behalf of the Authority, to apply for financial assistance from the Commonwealth of Virginia, Department of Finance, at an amount not to exceed \$1,000,000, to be fully repaid no later than April 30, 2008.
2. The financial assistance will be limited to authorized operating expenditures for the Authority until such time as tax and fee revenue collections are posted.
3. The Council of Counsels and the Financial Working Group are hereby directed to provide support to the Chairman to ensure that the terms of the agreement will be financially and legally appropriate.

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

BY _____
Chair

Attest _____
Vice Chair

NORTHERN VIRGINIA TRANSPORTATION AUTHORITY

RESOLUTION 07-08

AUTHORIZING ESTABLISHMENT OF THE COUNCIL OF COUNSELS

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

WHEREAS, NVTA is authorized by HB 3202, 2007 Virginia Acts of Assembly Chapter 896, to impose various taxes and fees, and to use the revenue generated thereby to fund the costs of transportation projects benefiting the counties and cities embraced by NVTA; and

WHEREAS, the imposition by NVTA of the aforesaid taxes and fees, the collection of the revenue generated thereby, and the implementation of the projects funded with such revenue, will necessitate the provision of legal counsel and advice, legal support, and legal services and representation on an ongoing basis to NVTA; and

WHEREAS, Section 15.2-4833 of the Act authorizes NVTA to employ such staff as it shall determine to be necessary to carry out its duties and responsibilities; and

WHEREAS, NVTA has determined that it is in its best interests to forestall the employment of in-house counsel and the engagement of private counsel for general counsel purposes, and to instead utilize the services of attorneys from city and county attorneys' offices of NVTA's member jurisdictions until such time as NVTA determines it is necessary to hire or retain independent counsel;

NOW, THEREFORE, BE IT RESOLVED BY NVTA THAT:

1. Subject to the consent of their respective member jurisdictions, NVTA hereby approves and establishes the Council of Counsels the purposes of which shall be to provide to NVTA legal counsel and advice, legal support, and legal services and representation, and which Council of Counsels shall consist of the following individuals who shall neither be employed nor compensated by NVTA, and shall remain employees of their respective member jurisdictions:

Alexandria Assistant City Attorney Christopher P. Spera
Arlington County Attorney Stephen A. MacIsaac
Fairfax County Assistant County Attorney Ellen F. M. Posner
Prince William County Attorney Ross G. Horton

2. The provision of legal services by the Council of Counsels shall continue until such time as NVTA determines it is necessary to obtain independent counsel, until a conflict of interest arises between NVTA and its member localities that makes continuation of the Council of Counsels impermissible or impracticable, or three member localities have withdrawn their consent to the continued participation of their respective attorney in the Council of Counsels.

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

BY _____
Chair

Attest _____
Vice Chair

NORTHERN VIRGINIA TRANSPORTATION AUTHORITY

RESOLUTION 08-08

AUTHORIZING THE NVTA TO PROCURE A FINANCIAL ADVISOR NECESSARY TO THE IMPLEMENTATION OF HB 3202

WHEREAS, the Northern Virginia Transportation Authority (NVTA) has adopted the seven taxes and fees detailed in NVTA Resolution 01-08; and,

WHEREAS, the NVTA has authorized the sales of bonds as detailed in NVTA Resolution 03-08; and,

WHEREAS, the NVTA will benefit from financial advice in structuring the bond issue; and,

WHEREAS, the County of Prince William currently has a contract for financial advice with Public Financial Management that contains a provision allowing other public entities, such as NVTA, to ride on the contract; and,

WHEREAS, this resolution is consistent with the recommendations of the Financial Working Group dated June 1, 2007.

NOW, THEREFORE, BE IT RESOLVED BY NVTA THAT:

The NVTA authorizes its Chairman to sign an appropriate contract, as recommended by the Financial Working Group and the Council of Counsels, to hire Public Financial Management for financial advisory service related to the bond issuance authorized in Resolution 03-08, with the same terms and conditions as Prince William County contract.

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

BY _____.
Chair

Attest _____.
Vice Chair

NORTHERN VIRGINIA TRANSPORTATION AUTHORITY

RESOLUTION 09-08

**AUTHORIZING THE NVTA TO PROCURE INCIDENTAL FINANCIAL SERVICES
NECESSARY TO THE IMPLEMENTATION OF HB 3202**

WHEREAS, the Northern Virginia Transportation Authority (NVTA) has adopted the seven taxes and fees detailed in NVTA Resolution 01-08; and,

WHEREAS, these taxes and fees will generate an estimated \$300 million per year; and,

WHEREAS, the NVTA will benefit from incidental financial services in managing this revenue; and,

WHEREAS, the City of Alexandria currently has a contract for financial advice with Robinson, Farmer, Cox and Associates, Inc., that contains a provision allowing other public entities, such as NVTA, to ride on the contract; and,

WHEREAS, this resolution is consistent with the recommendations of the Financial Working Group dated June 1, 2007.

NOW, THEREFORE, BE IT RESOLVED BY NVTA THAT:

The NVTA authorizes a procurement for incidental financial services related to the taxes and fees authorized in Resolution 01-08.

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

BY _____.
Chair

Attest _____.
Vice Chair

NORTHERN VIRGINIA TRANSPORTATION AUTHORITY

RESOLUTION 10- 08

**AUTHORIZING THE NVTA TO ESTABLISH BANK ACCOUNTS NECESSARY TO
THE IMPLEMENTATION OF HB 3202**

WHEREAS, the Northern Virginia Transportation Authority (NVTA) has adopted the seven taxes and fees detailed in NVTA Resolution 1-08; and,

WHEREAS, the NVTA has authorized the request for an anticipation loan detailed in NVTA Resolution 5-08; and,

WHEREAS, the effective financial management of funds requires appropriate bank accounts be established in the name of the NVTA; and,

WHEREAS, the County of Arlington currently has a banking contract with Wachovia bank that contains a provision allowing other public entities, such as NVTA, to ride on the contract; and,

WHEREAS, establishing a liquid account with the Virginia Local Government Investment Pool (LGIP) allows for the interim investment of funds not otherwise needed for operating needs; and

WHEREAS, this resolution is consistent with the recommendations of the Financial Working Group dated June 1, 2007.

NOW, THEREFORE, BE IT RESOLVED BY NVTA THAT:

1. The NVTA authorizes its Chairman to sign an appropriate documentation, and as recommended by the Financial Working Group to establish a bank account with Wachovia Bank with the same terms and conditions as Arlington County.
2. The NVTA authorizes its Chairman to sign appropriate documentation as recommended by the Financial Working Group to establish a liquid account with the Virginia Local Government Investment Pool for interim investment of funds not otherwise needed for immediate operating needs.
3. The NVTA authorizes the implementation of banking services to facilitate the safekeeping, receipt and disbursement of funds to accomplish the functions of the Authority

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

BY _____.
Chair

Attest _____.
Vice Chair

NORTHERN VIRGINIA TRANSPORTATION AUTHORITY

RESOLUTION 11-08

AUTHORIZING THE CHAIRMAN AND VICE CHAIRMAN TO SIGN CHECKS ON BEHALF OF NVTA FOR ITEMS APPROVED BY NVTA

WHEREAS, the Northern Virginia Transportation Authority (NVTA) has adopted the seven taxes and fees detailed in NVTA Resolution 01-08; and,

WHEREAS, the NVTA has approved a list of initial projects to be implement with these taxes and fees; and

WHEREAS, the NVTA has authorized the sales of bonds as detailed in NVTA Resolution 03-08; and,

WHEREAS, the NVTA has authorized the acceptance of short term financial assistance from the Commonwealth of Virginia; and,

WHEREAS, the NVTA is still in the process of hiring an executive director and financial staff; and,

WHEREAS, the NVTA will need to write checks prior to the hiring of professional staff; and,

WHEREAS, this resolution is consistent with the recommendations of the Financial Working Group dated June 1, 2007.

NOW, THEREFORE, BE IT RESOLVED BY NVTA THAT:

The NVTA authorizes its Chairman and Vice Chairman to sign checks on behalf of the NVTA for items approved by NVTA.

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

BY _____.
Chair

Attest _____.
Vice Chair

NORTHERN VIRGINIA TRANSPORTATION AUTHORITY

RESOLUTION 12 – 08

AUTHORIZING THE NVTA TO ENTER INTO A MEMORANDUM OF UNDERSTANDING WITH THE NVTC TO PROVIDE SHORT-TERM ACCOUNTING SUPPORT TO TRACK TAXES AND FEES

WHEREAS, the Northern Virginia Transportation Authority (NVTA) has adopted the seven taxes and fees detailed in NVTA Resolution 1-08; and,

WHEREAS, the NVTA is in need of short-term support to track and account for the collection, deposit and reconciliation of all such taxes and fees; and,

WHEREAS, the Northern Virginia Transportation Commission (NVTC) is willing and able to provide the necessary accounting support.

NOW, THEREFORE, BE IT RESOLVED BY NVTA THAT:

1. The NVTA authorizes its Chairman to sign a Memorandum of Understanding as recommended by the Financial Working Group and the Council of Counsels, entering into an agreement with the NVTC to provide short-term accounting support to the NVTA, and,
2. The NVTA authorizes NVTC to receive a \$50,000 FY 2008 Virginia Department of Transportation grant on behalf of NVTA.

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

BY _____
Chair

Attest _____
Vice Chair

Memorandum of Understanding (MOU)
Administration of HB 3202 (Chapter 896, Acts of Assembly)

**Agreement Between the Northern Virginia Transportation Authority and the
Northern Virginia Transportation Commission**

This agreement is made and entered into this _____ day of July, 2007 by and between the Northern Virginia Transportation Commission (hereinafter NVTC) and the Northern Virginia Transportation Authority (hereinafter NVTA).

WHEREAS, it is the intent of the NVTC to enter into an agreement with the NVTA to ensure the effective administration of the taxes and fees NVTA has been authorized to impose pursuant to HB 3202 (Chapter 896, Acts of Assembly); and,

WHEREAS, the NVTA is in need of short-term support to track and account for all taxes and fees that it may impose; and,

WHEREAS, this agreement between the NVTC and the NVTA is made pursuant to the 13th enactment clause of HB 3202, to wit certain state agencies “and other appropriate entities shall develop guidelines, policies, and procedures for the efficient and effective collection and administration of the fees and taxes authorized by this act for use by the Authority;” and,

NOW, THEREFORE, WITNESSETH THIS AGREEMENT:

1. THE terms of this agreement shall commence upon the signature of the Executive Director for the NVTC and the Chairman of the NVTA, following the formal adoption by the NVTA of any taxes and fees authorized by HB 3202. The terms of this agreement shall continue in force for the duration of the enabling authority granted under HB 3202, and as long as any taxes and fees remain in force per resolution of the NVTA. Furthermore, if the imposition of such taxes and fees subsequently ends, for any reason, the NVTC will continue to provide services under the terms of this agreement until such time as all revenue still in the process of being collected is properly deposited and accounted for.

2. NVTC agrees that it will provide accounting functions to track all taxes and fees that are collected on behalf of the NVTA. Specifically, pursuant to the provisions of Memorandums of Understanding that may be entered into by the NVTA, the NVTC agrees that it will receive bank deposit information from funds that are deposited into NVTA bank accounts and will receive associated report information directly from the NVTA collection agents. NVTC further agrees that it will enter the financial data into its financial computer system and will reconcile on a monthly basis the receipts so deposited, to the reports from the collection agents.

3. IN accounting for this information, the NVTC will set up a separate set of accounting records for the NVTA operations and treat the NVTA as a unique business, separate and distinct from NVTC funds and operations within the NVTC financial system. The NVTC agrees to provide full access to NVTA representatives or designees of all NVTA financial records.
4. NVTC agrees to provide NVTA with a monthly summary that shows the revenues received and the balance in each account. NVTC understands and agrees that all revenues must be accounted for based on the locality to which the tax or fee is attributable. NVTC further agrees that if any monthly receipts do not balance with collection reports, NVTC will immediately contact the bank and the appropriate collection agents for further review and reconciliation. NVTC will also promptly notify the designated NVTA representative of any discrepancy.
5. PURSUANT to its normal business procedures, NVTC will maintain hard copy and off-site backups of all NVTA data in its financial system.
6. NVTC shall maintain original deposit information and collection agent reports to be reviewed as part of a year-end audit, and/or for audit purposes upon such time as NVTA accounting operations may be transitioned elsewhere. The cost of the annual audit will be at the NVTA's expense.
7. THE NVTC anticipates and agrees to provide the short-term accounting services to the NVTA using existing resources within the NVTC's adopted budget at no additional cost to the NVTA. However, additional temporary services may be procured by NVTC, upon advance notice and written consent of the NVTA, if necessary to assist with the performance of agreed upon services. The cost of additional temporary services will be at the NVTA's expense.
8. THIS agreement may be cancelled by either party upon written notice with at least three months advance notice. Such advance notice may be shortened or waived upon mutual written consent of the parties hereto. This agreement may also be amended upon mutual written consent of the parties hereto.

Signed and agreed to this _____ day of July, 2007

Richard K. Taube
Executive Director, NVTC

The Honorable Christopher Zimmerman
Chairman, NVTA

NORTHERN VIRGINIA TRANSPORTATION AUTHORITY

RESOLUTION 13-08

**RATIFYING THE JOB DESCRIPTION AND APPROVING THE PROCESS FOR
HIRING THE EXECUTIVE DIRECTOR FOR THE NORTHERN VIRGINIA
TRANSPORTATION AUTHORITY**

WHEREAS, it is anticipated that the Northern Virginia Transportation Authority (NVTA) will be processing the funding generated by the taxes and fees authorized in House Bill (HB) 3202; and,

WHEREAS, the NVTA is also charged with the periodic update of the Long Range Transportation Plan (currently TransAction 2030), and the development of a Six-Year Program, in addition to potential project management functions; and,

WHEREAS, the § [15.2-4833](#) of the Code of Virginia requires NVTA to employ a chief executive officer and such staff as it shall determine to be necessary to carry out its duties and responsibilities; and,

WHEREAS, the NVTA will need an individual to lead the organization in achieving its mission and vision as it transitions from being primarily a regional planning agency to being a transportation funding agency overseeing the implementation of projects, programs, and services it funds within the region.

NOW, THEREFORE, BE IT RESOLVED BY NVTA THAT:

The NVTA does ratify the job description (Attachment A) and approve the proposed schedule and process (Attachment B) for hiring the executive director.

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

BY _____
Chair

Attest _____
Vice Chair

**ATTACHMENT A
NVTA RESOLUTION 13-08**

**EXECUTIVE DIRECTOR
NORTHERN VIRGINIA TRANSPORTATION AUTHORITY (NVTA)**

Job #07-9030

NOTE: This position is not a Fairfax County Government position; however, to facilitate the hiring process, the Fairfax County AIMS system is being used to process resumes on-line. Representatives of all Northern Virginia jurisdictions with membership on the NVTA and regional transportation and planning agencies are assisting with the recruitment of the Executive Director.

The Northern Virginia Transportation Authority (NVTA) was created by the Virginia General Assembly in 2002 as an independent body to develop long-range transportation plans for the Northern Virginia region. In 2007, the General Assembly gave NVTA authority to adopt a variety of taxes and fees dedicated to transportation in the region. The NVTA is now seeking a dynamic and talented Executive Director who will lead the organization in achieving its mission and vision as it transitions from being primarily a regional planning agency to being a transportation funding agency overseeing the implementation of projects, programs, and services it funds within the region.

The Executive Director position is the first to be hired by the Authority and will oversee the hiring of additional personnel as authorized by the NVTA Board. To date, the Authority has been utilizing staff and other resources from its member jurisdictions and other regional planning and transportation agencies. This critical new position will be at the center of the development of major transportation plans for Northern Virginia. The organization will fund transportation projects, programs, and services to improve travel times, reduce delays, connect regional activity centers, improve safety and air quality, and move people in the most cost-effective manner.

The jurisdictions included within Authority's membership include the Counties of Arlington, Fairfax, Loudoun, and Prince William, and the Cities of Alexandria, Fairfax, Falls Church, Manassas, and Manassas Park. Since its founding in 2002, the NVTA has established partnerships among its member jurisdictions and other regional agencies such as the Virginia Department of Transportation, Virginia Department of Rail and Public Transportation, Washington Metropolitan Area Transit Authority (WMATA), Northern Virginia Transportation Commission (NVTC), Virginia Railway Express (VRE), Potomac-Rappahannock Transportation Commission (PRTC), Northern Virginia Regional Commission (NVRC), and Metropolitan Washington Council of Governments Transportation Planning Board (MWCOG TPB) to set policies and priorities for regional transportation projects.

Position Overview:

The Executive Director is accountable to the NVTA Board and is responsible for the effective management and day-to-day operations of the Authority. This includes working closely with various committees and working groups that are comprised of NVTA members and staff from local jurisdictions and regional transportation and planning agencies to develop and implement the Authority's capital program.

Responsibilities:**Leadership**

- With the working committees and local jurisdictions, sets the strategic vision for the NVTA and ensures the achievement of the Long-Range Plan.
- Oversees administrative procedures to maintain fiscal accountability and control, equitable personnel practices, efficient office management, and attainment of management objectives.
- Develops, implements, and evaluates an annual operational plan, programs, and budget.
- Recommends an annual budget for Board approval and, in concert with the Chief Financial Officer, prudently manages the NVTA's resources within budget guidelines and in accordance with accepted accounting standards and practices.
- Provides leadership to the NVTA staff and to set an effective organizational agenda. The Executive Director is expected to provide management staff with an annual review, recommend salary increases, provide for in-service training, and generally maintain a positive working relationship among employees. The Executive Director is responsible for setting employment policy and ensuring that the NVTA complies with all state and federal laws and regulations regarding employment.

Building Working Relationships

- Develops and maintains relationships with Board members, ensuring the flow of appropriate information about operations and challenges of the organization.
- Works in close, frequent, and occasionally confidential collaboration with the NVTA Board to identify problems, needs, and opportunities, and to coordinate responsibility for achieving both near-term and long-range goals.
- Reports monthly on specific tasks and responsibilities set by the Board as performance priorities.
- Forges effective, mutual relationships with elected officials and staff at all levels of government, private sector partners, and members of community groups and the general public.

Qualifications:

Masters Degree in Planning, Business, Transportation Management, Public Administration, Economics, Engineering, or related fields is preferred.

A minimum of ten years experience in management is required.

Salary is negotiable depending on experience and past successes.

This position is envisioned to be for a term of two years, with an opportunity to be extended should such an extension be acceptable to both parties.

It is requested that resumes be submitted by no later than July 13, 2007; however, resumes will continue to be accepted until the position is filled. To apply for this position, submit your resume on-line through Fairfax County AIMS system at www.fairfaxcounty.gov/AIMS. Refer to Job #07-9030.

While submission on-line through the AIMS system is preferred to expedite the resume handling process, you may also apply for this position by sending your resume as an attachment to an e-mail to TheAuthority@thenovaauthority.org or through the mail or fax to:

Attention: NVT A Executive Director Recruitment, Job #07-9030
c/o Northern Virginia Regional Commission
3060 Williams Drive, Suite 510
Fairfax, VA 22031
703-642-5077 (FAX)

For additional details about this position, please contact Sherry Rowe at 703-324-3864.

Additional information on the NVT A can be found at <http://thenovaauthority.org>,

**ATTACHMENT B
NVTA RESOLUTION 13-08**

PROPOSED SCHEDULE FOR HIRING OF NVTA EXECUTIVE DIRECTOR

6/25/07 Advertisement posted on jurisdictional, regional agency, and Washington Post job websites

7/1/07 Advertisement in Sunday Washington Post jobs classifieds

Application can be made by submitting a resume via mail or fax to NVRC, via e-mail to the NVTA website, or via the Fairfax County AIMS online system.

7/13/07 Requested deadline for applications to be submitted (applications will continue to be accepted until the position is filled however)

7/18/07 Completion of review and sorting by Human Resources staff into those that meet the minimum and preferred qualifications, and those that do not. (All applications will be forwarded on to the NVTA technical review team for consideration)

7/20/07 Completion of NVTA technical team review of applications to prepare a draft recommended short list of applicants to be interviewed by the NVTA interview panel

Week of 7/22/07 – 7/28/07 Contact selected applicants for interviews

Week of 7/22 - 28/07 Possible dates for interviews by NVTA interview panel. (The NVTA technical team will complete pre-interviews if desired by the NVTA)

8/07 Second round of interviews with entire NVTA and selection??

NORTHERN VIRGINIA TRANSPORTATION AUTHORITY

RESOLUTION 14A-08

**ESTABLISHING THE NORTHERN VIRGINIA TRANSPORTATION AUTHORITY'S
TECHNICAL ADVISORY COMMITTEE AND ITS CHARGE**

WHEREAS, the § 15.2-4837 of the Code of Virginia requires NVTA to establish a technical committee to “advise and provide recommendations on the development of projects as required by 15.2-4838 and funding strategies;” and,

WHEREAS, the NVTA will be developing projects and funding strategies for the periodic update of the Long Range Transportation Plan (currently TransAction 2030), and the development a Six Year Program; and,

WHEREAS, the NVTA anticipates having staff to support such a committee.

NOW, THEREFORE, BE IT RESOLVED BY NVTA THAT:

1. The NVTA does create the Technical Advisory Committee (TAC).
2. The NVTA does charge the TAC with reviewing the development of major projects and potential funding strategies and providing advisory recommendations to the NVTA members. “Development of Projects” shall be defined as: the identification of projects for the NVTA long range transportation plan and the NVTA Six Year Program, and the application of performance-based criteria to the projects identified.

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

BY _____
Chair

Attest _____
Vice Chair

NORTHERN VIRGINIA TRANSPORTATION AUTHORITY

RESOLUTION 14B-08

**ESTABLISHING THE NORTHERN VIRGINIA TRANSPORTATION AUTHORITY'S
PLANNING COORDINATION ADVISORY COMMITTEE AND ITS CHARGE**

WHEREAS, the § 15.2-4837 of the Code of Virginia requires NVTA to establish a planning committee “to include but not be limited to, at least one elected official from each town that is located in any county embraced by the Authority and receives street maintenance payments under 33.1-41.1;” and,

WHEREAS, the NVTA will need advice on policy issues related to the periodic update of the NVTA’s Long Range Transportation Plan (currently TransAction 2030), and the development of NVTA’s Six Year Program with consideration to regional transportation, land use and growth issues; and,

WHEREAS, the NVTA anticipates having staff to support such a committee.

NOW, THEREFORE, BE IT RESOLVED BY NVTA THAT:

1. The NVTA does create the Planning Coordination Advisory Committee (PCAC).
2. The NVTA does charge the PCAC with advising the NVTA on larger policy issues related to the periodic update of the NVTA’s Long Range Transportation Plan (currently TransAction 2030), and the development of NVTA’s Six Year Program with consideration to regional transportation, land use and growth issues (including follow up to the ATLAS Study), and providing advisory recommendations to the NVTA members.

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

BY _____
Chair

Attest _____
Vice Chair

NORTHERN VIRGINIA TRANSPORTATION AUTHORITY

RESOLUTION 14C-08

**ESTABLISHING THE NORTHERN VIRGINIA TRANSPORTATION AUTHORITY'S
JURISDICTIONAL AND AGENCY COORDINATING COMMITTEE AND ITS
CHARGE**

WHEREAS, the Northern Virginia Transportation Authority (NVTA) has been functioning over the last several years with the support of the Interim Technical Committee (ITC), made up of local jurisdictional and regional agency staff; and,

WHEREAS, members of the ITC provide technical advice to the NVTA on regional transportation issues such as legislation, major state projects, regional funding, air quality and other issues as they arise; and,

WHEREAS, other regional transportation bodies such as the Washington Metropolitan Area Transit Authority (WMATA), Northern Virginia Transportation Commission (NVTC), Virginia Railway Express (VRE) and others all have similar staff advisory committees; and,

WHEREAS, the NVTA anticipates having staff to support such a committee.

NOW, THEREFORE, BE IT RESOLVED BY NVTA THAT:

1. The NVTA does rename the Interim Technical Committee (ITC) to the Jurisdictional and Agency Coordinating Committee, comprised of NVTA jurisdictional and regional agency staff.
2. The NVTA does charge the JACC with providing technical advice to the NVTA on regional transportation issues, the technical management of the long-range transportation plan (Transaction 2030) update, developing the annual regional CMAQ and RSTP strawman, and other duties as assigned.

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

BY _____
Chair

Attest _____
Vice Chair

NORTHERN VIRGINIA TRANSPORTATION AUTHORITY

RESOLUTION 15-08

**RESTRICTING PUBLIC-PRIVATE TRANSPORTATION ACT PROPOSALS FROM
BEING SUBMITTED TO THE NORTHERN VIRGINIA TRANSPORTATION
AUTHORITY**

WHEREAS, the Northern Virginia Transportation Authority (NVTA) has adopted the seven taxes and fees detailed in NVTA Resolution 1-08; and,

WHEREAS, the NVTA is charged with utilizing this revenue to fund and implement transportation projects; and,

WHEREAS, the NVTA will be working to develop a suggested project development process, project prioritization process (using previously adopted criteria) and six year project implementation program for NVTA by November 1, 2007; and,

WHEREAS, although PPTA proposals can be an effective project implementation tool, the NVTA does not currently have the staff capacity or approved guidelines to evaluate unsolicited Public-Private Transportation Act (PPTA) proposals in the project development process.

NOW, THEREFORE, BE IT RESOLVED BY NVTA THAT:

The NVTA will not accept unsolicited PPTA project proposals until the appropriate staffing levels have been attained, as determined by the NVTA.

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

BY _____
Chair

Attest _____
Vice Chair

NORTHERN VIRGINIA TRANSPORTATION AUTHORITY

RESOLUTION 16-08

APPROVING A MEETING CALENDAR FOR FY 2008

WHEREAS, the July 12, 2007, meeting is considered the Northern Virginia Transportation Authority (NVTa)'s annual meeting, as specified in the By-Laws; and,

WHEREAS, the By-Laws require NVTa to establish a meeting schedule for the next year at its annual meeting.

NOW, THEREFORE, BE IT RESOLVED BY NVTa THAT the attached meeting schedule is hereby approved.

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

BY _____
Chair

Attest _____
Vice Chair

Proposed FY 2008 Meeting Schedule
Northern Virginia Transportation Authority
Draft: June 29, 2007

July 12, 2007 – 6:00 p.m.

August – No Meeting

September 27, 2007 – 6:00 p.m.

November 8, 2007 – 7:30 p.m.

December 13, 2007 – 7:30 p.m.

January 10, 2008 – 7:30 p.m.

February 7, 2008 – 5:30 p.m. (Joint Meeting with NVTC in Richmond?)
Subject to Change pending VaCo/VML Day schedule

March 13, 2008 – 7:30 p.m.

April 10, 2008 – 7:30 p.m.

May 8, 2008 – 7:30 p.m.

June 12, 2008 – 7:30 p.m.

NORTHERN VIRGINIA TRANSPORTATION AUTHORITY

RESOLUTION 17-08

**AUTHORIZING PURSUIT OF OFFICE SPACE FOR THE NORTHERN VIRGINIA
TRANSPORTATION AUTHORITY**

WHEREAS, it is anticipated that the Northern Virginia Transportation Authority (NVTA) will be hiring staff in fiscal year (FY) 08; and,

WHEREAS, the NVTA currently does not have its own office space; and

WHEREAS, the NVTA has tasked the Northern Virginia Transportation Commission's (NVTC's) executive director with pursuing options for short-term office space; and

WHEREAS, it may be possible to utilize local jurisdictional or regional agency space; and

WHEREAS, in the event that jurisdictional or agency space cannot be secured, it may be necessary to lease office space on a short-term basis; and

WHEREAS, a tenant's agent could provide expertise in locating short-term leased space.

NOW, THEREFORE, BE IT RESOLVED BY NVTA THAT:

1. The NVTA authorizes NVTC's executive director to pursue office space arrangements with local jurisdictions or regional agencies.
2. In the event that no local jurisdictional or regional space can be secured, NVTA authorizes NVTC's executive director to conduct a procurement for a tenant's agent to assist with locating short-term office space for NVTA utilizing the informal procedure for a small purchase outlined in the Virginia Procurement Act.
3. Upon completion of the procurement and review the NVTC executive director's recommendation to by the Financial Working Group and the by the Council of Counsels, NVTA does authorize its Chairman to enter into a contract with the successful tenant's agent at no cost to the NVTA.

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

BY _____
Chair

Attest _____
Vice Chair

NORTHERN VIRGINIA TRANSPORTATION AUTHORITY

RESOLUTION 18-08

**DIRECTING THE IMPLEMENTATION OF THE REMAINING RECOMMENDATIONS
WORKING GROUP RECOMMENDATIONS, AS SPECIFIED**

WHEREAS, the Northern Virginia Transportation Authority (NVTA) has adopted the seven taxes and fees detailed in NVTA Resolution 1-08; and,

WHEREAS, NVTA must continue to move forward to implement the provisions of House Bill (HB) 3202 and transition from being primarily a regional planning agency to being a transportation funding agency overseeing the implementation of projects, programs, and services it funds within the region; and,

WHEREAS, the five NVTA working groups have provided the attached recommendations to implement HB 3202 and to provide staff.

NOW, THEREFORE, BE IT RESOLVED BY NVTA THAT:

1. The NVTA does authorize the working groups to proceed with the recommendations outlined in the attached document that have not been covered by previous resolutions. These include:
 - a. Direct the Legal Working Group (LWG) to continue to coordinate with the Governor's staff, the Attorney General's office and representatives of the Hampton Roads jurisdictions.
 - b. Direct the Financial Working Group (FWG) to work with jurisdictions and its regional organizations to begin the financial implementation of HB 3202 until NVTA directs and/or hires appropriate staff or consultants to do so.
 - c. Begin the process of developing a scenario for providing a Chief Financial Officer (CFO) and staff accountant function.
 - d. Task the Jurisdictional and Agency Coordinating Committee (JACC) to recommend a general project development process adaptable to specific projects by November 1, 2007.
 - e. Task the JACC to recommend a project prioritization process for projects in the adopted Constrained Long-Range Plan (CLRP) using previously adopted criteria.
 - f. Task the JACC to recommend a six-year project implementation program with funding streams by November 1, 2007.
 - g. Task the JACC to develop a list of "Federalized" highways (Federal funds used in the past) by November 1, 2007.
 - h. Task the LWG, with the JACC, to develop a general project management agreement.
 - i. Direct the Public Outreach Working Group (POWG) and/or the newly appointed spokesperson to establish and build relationships with Northern

Virginia residents, stakeholder groups, businesses, media, transportation agencies, special interest groups, and critics as outlined in the Strategic Communications plan.

- j. Direct POWG and/or the newly appointed spokesperson to further develop short-term, mid-term and long term communications objectives for NVTA's consideration.
- k. Consider recommending, in the 2008 Legislative Program, legislation streamlining NVTA project implementation, specifically, increase the limits of on-call consultants.
- l. Direct the Organizational Working Group (OWG) to seek on a temporary basis, a location suitable for establishing a business address and phone number, in a space consistent with the budgeted number of employees.
- m. Continue to rely on existing administrative arrangements, local staff support, and working group support, combined with the three committees and space at a temporary location, until an executive director arrives and leads the further transformation of the NVTA.
- n. Direct the OWG, in conjunction with the POWG, to develop recommendations for meeting locations specific to the following types of meetings: business meetings, public hearings/information sessions, and work sessions.

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

BY _____
Chair

Attest _____
Vice Chair