COMMONWEALTH of VIRGINIA

Commonwealth Transportation Board

Aubrey L. Layne, Jr.
Chairman

1401 East Broad Street
Richmond, Virginia 23219

(804) 786-2701
Fax: (804) 786-2940

COMMONWEALTH TRANSPORTATION BOARD
WORKSHOP AGENDA

VDOT Central Auditorium
1221 East Broad Street
Richmond, Virginia 23219
July 28, 2016
9:00 a.m.

1. Governance
   Aubrey Layne, Secretary of Transportation

2. Hampton Roads Transportation Planning Organization
   Bob Crum, Executive Director

3. Virginia Railway Express Financial Update
   Doug Allen, Chief Executive Officer

4. Transform 66 Multimodal Project
   Kate Mattice, Acting Executive Director

5. Updated Guidelines and Selection Criteria for the Virginia Transportation Infrastructure Bank
   John Lawson, Virginia Department of Transportation

6. Advanced Traffic Management System Briefing
   Dean Gustafson, Virginia Department of Transportation

7. Commissioner's Items
   Charles Kilpatrick, Virginia Department of Transportation

8. Director's Items
   Jennifer Mitchell, Virginia Department of Rail & Public Transportation

9. Secretary's Items
   Aubrey Layne, Secretary of Transportation

# # #

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1. Governance
   Aubrey Layne, Secretary of Transportation

This item does not have a formal presentation associated with it.

Commonwealth Transportation Board

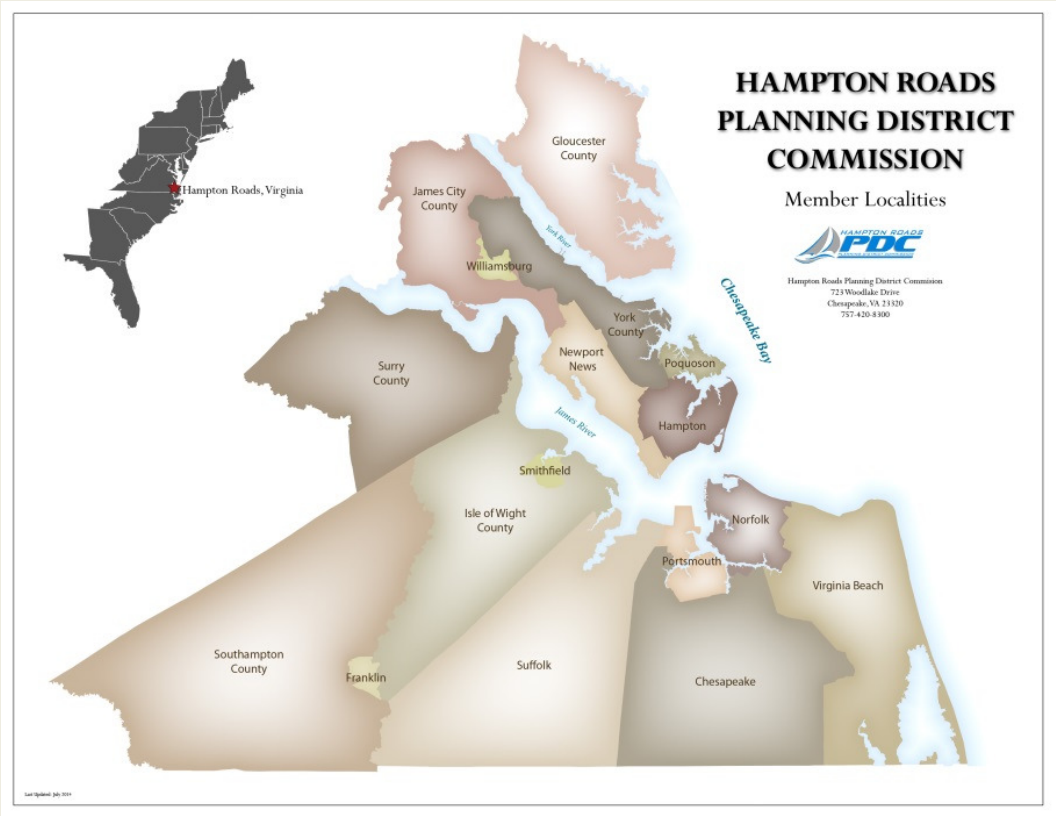
July 28, 2016

HAMPTON ROADS PDC
PLANNING DISTRICT COMMISSION

the heartbeat of HAMPTON ROADS TPO
TRANSPORTATION PLANNING ORGANIZATION

WE SERVE:

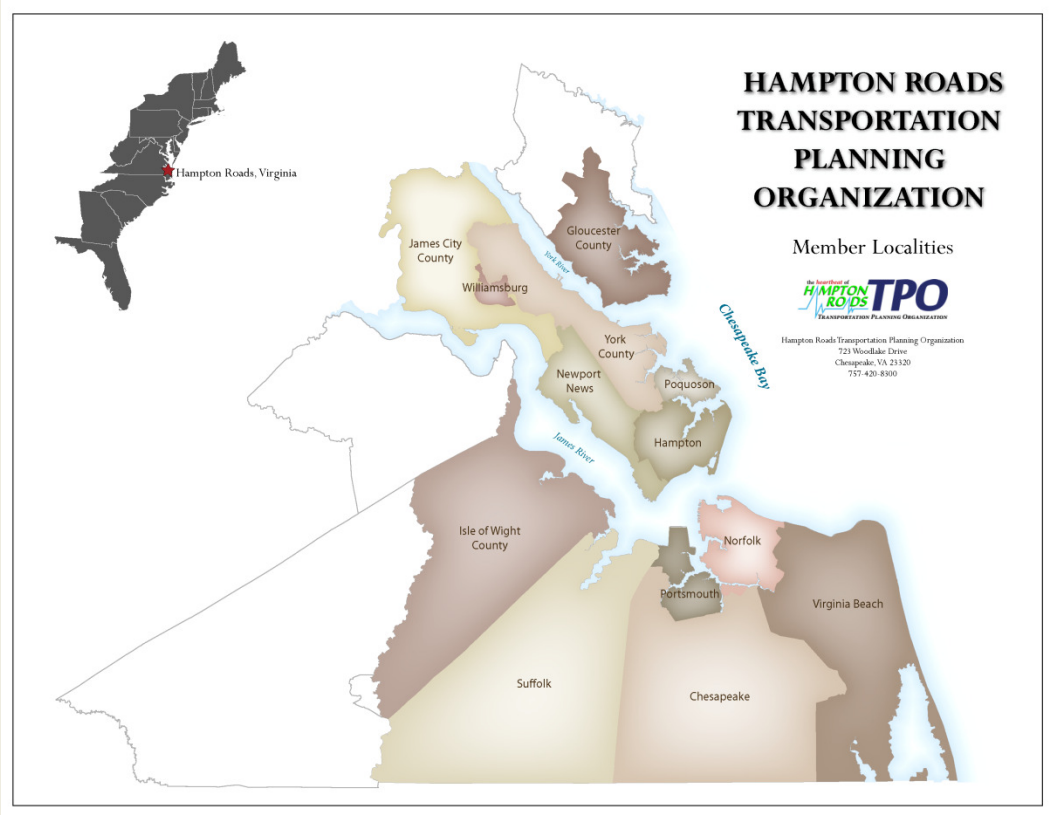
- The HRPDC Serves 17 Localities



- 1.7 million people that call Hampton Roads home

WE SERVE:

- The HRTPO Serves 13 Localities



- 1.7 million people that call Hampton Roads home

HAMPTON ROADS TRANSPORTATION PLANNING ORGANIZATION (HRTPO)

- Identify Needs
- Establish Plans
- Prioritize Projects

HAMPTON ROADS TRANSPORTATION ACCOUNTABILITY COMMISSION (HRTAC)

HRTAC
Hampton Roads Transportation Accountability Commission

- Develop Funding Plans
- Leverage HRTF $'s
- Allocate HRTF to Move Projects Forward

the heartbeat of HAMPTON ROADS TPO
TRANSPORTATION PLANNING ORGANIZATION

HAMPTON ROADS TRANSPORTATION FUND

Additional Sales Tax

- - Additional 0.7%

Additional Fuels Tax

- - Wholesale tax on motor fuels
- - Additional 2.1%

the heartbeat of HAMPTON ROADS TPO
TRANSPORTATION PLANNING ORGANIZATION

PROJECT PRIORITIZATION

Project Utility

(Project Effectiveness)

- Congestion
- System Continuity and Connectivity
- Safety and Security
- Cost Effectiveness
- Regional Significance

Economic Vitality

(Potential for Economic Gain)

- Total Reduction in Travel Time
- Address the Needs of Basic Sector Industries
- Labor Market Access
- Increase Opportunity
- Impact on Truck Movement

Project Viability

(Project Readiness)

- % Funding Committed
- % Design Complete
- Prior Planning Commitment
- NEPA Documents/Decisions

the heartbeat of HAMPTON ROADS TPO
TRANSPORTATION PLANNING ORGANIZATION

SMART SCALE PROJECTS ENDORSEMENT - 2015

Submitted the following projects in Priority Order:

1. I-64 Peninsula Widening (Segments 1 – 3)

2. I-64 Southside Widening, including High Rise Bridge

3. I-64/I-264 Interchange

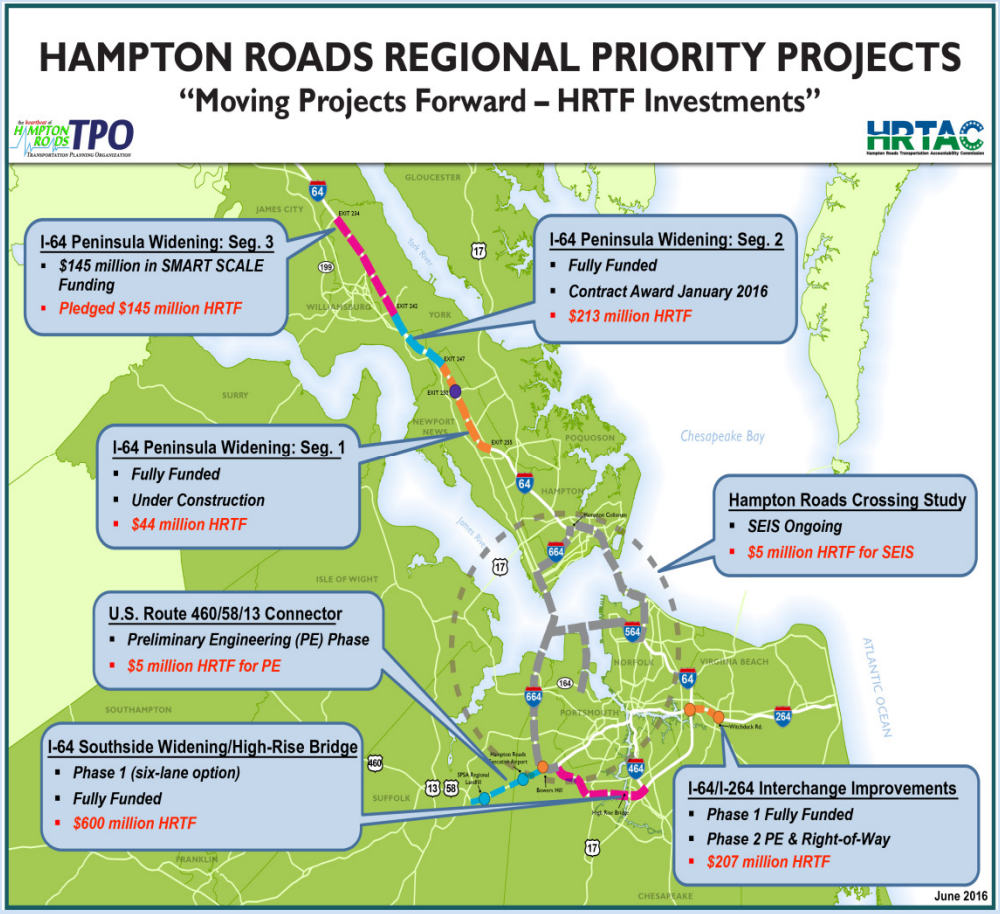
I-64 Widening project

	HRTF	State/Federal
Segment 1	$44 M	$100 M
Segment 2	$213 M	-
Segment 3	$155 M	$145 M
TOTAL	**$ 412 M**	**$245 M**

the heartbeat of HAMPTON ROADS TPO Transportation Planning Organization

2040 LRTP: REGIONAL PRIORITY PROJECTS

Sequencing Based on Project Readiness



I	• I-64 Peninsula Widening • I-64/I-264 Interchange
II	• I-64 Southside Widening/High-Rise Bridge - Phase 1
III	• Hampton Roads Crossing: Locally Preferred Alternative - Phase 1
IV	• I-64 Southside Widening/High-Rise Bridge - Phase 2
V	• I-64/Fort Eustis Blvd Interchange • US Route 460/58/13 Connector

❖ **Approved by the HRTPO Board at its February 18, 2016 Meeting.**

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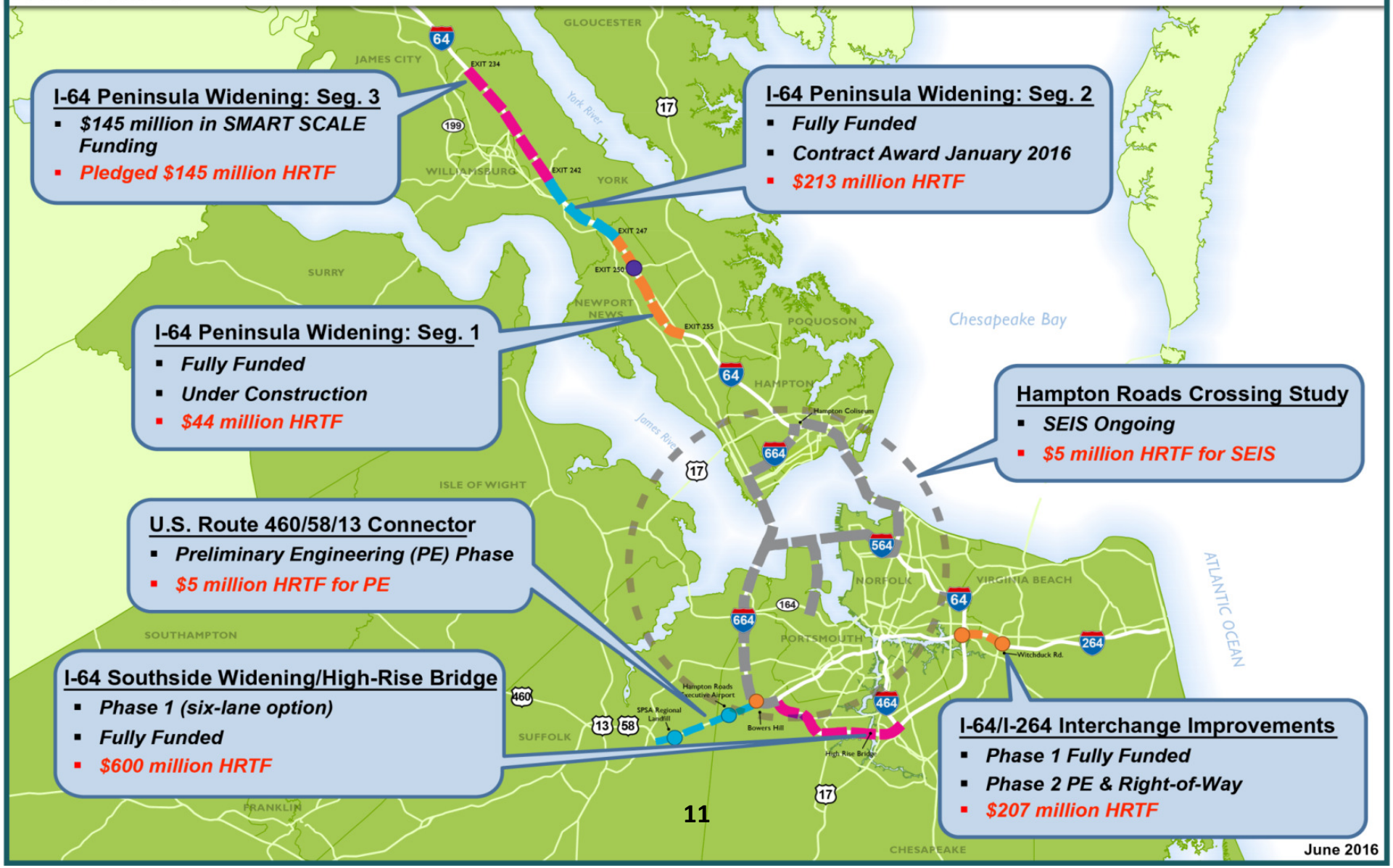
TRANSPORTATION PLANNING ORGANIZATION

HAMPTON ROADS REGIONAL PRIORITY PROJECTS

"Moving Projects Forward – HRTF Investments"



I-64 Peninsula Widening: Seg. 3
- *$145 million in SMART SCALE Funding*
- *Pledged $145 million HRTF*

I-64 Peninsula Widening: Seg. 2
- *Fully Funded*
- *Contract Award January 2016*
- *$213 million HRTF*

I-64 Peninsula Widening: Seg. 1
- *Fully Funded*
- *Under Construction*
- *$44 million HRTF*

Hampton Roads Crossing Study
- *SEIS Ongoing*
- *$5 million HRTF for SEIS*

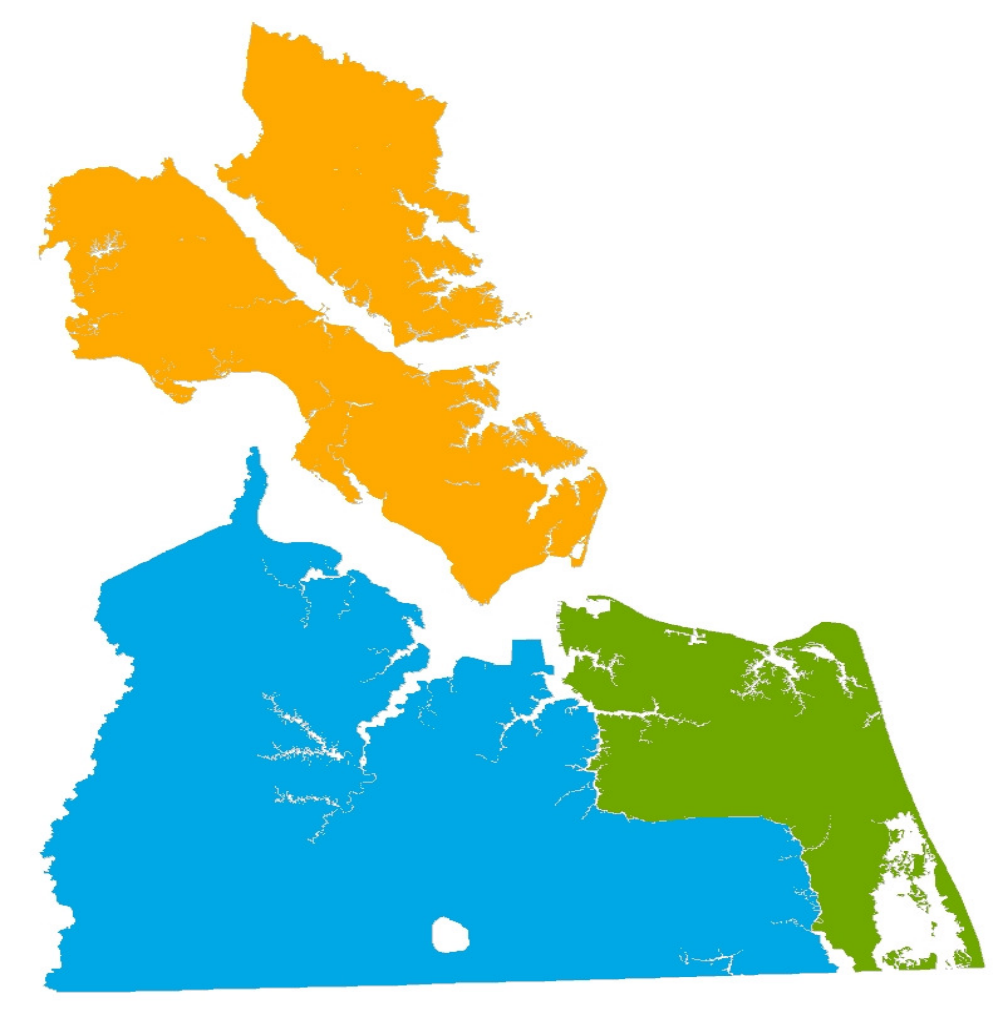
U.S. Route 460/58/13 Connector
- *Preliminary Engineering (PE) Phase*
- *$5 million HRTF for PE*

I-64 Southside Widening/High-Rise Bridge
- *Phase 1 (six-lane option)*
- *Fully Funded*
- *$600 million HRTF*

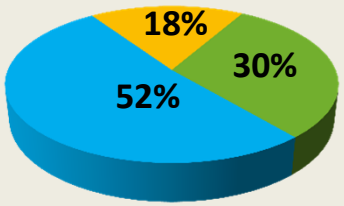
I-64/I-264 Interchange Improvements
- *Phase 1 Fully Funded*
- *Phase 2 PE & Right-of-Way*
- *$207 million HRTF*

June 2016

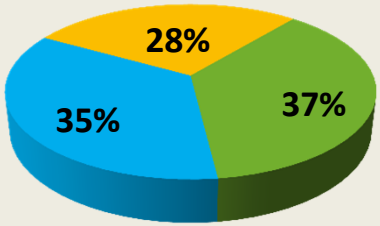
Future Growth



Portion of Total Population Growth
2009 to 2040



Portion of Total Employment Growth
2009 to 2040



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TRANSPORTATION PLANNING ORGANIZATION

Sections that comprise the alternatives retained for analysis

VDOT
U.S. Department of Transportation Federal Highway Administration

Alternative A

- Includes improvements to I-64 between I-664 and I-564
- Would result in a consistent six-lane facility
- Improvements to HRBT would be largely confined to existing right of way

Alternative B

Includes:

- I-64/HRBT
- I-564
- I-564 Connector
- Route 164 Connector
- Route 164

Alternative C

Includes:

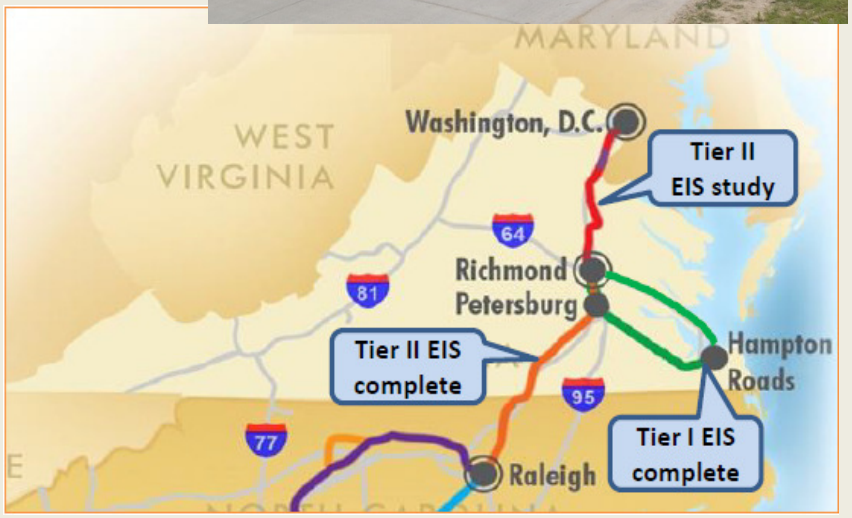
- I-664
- I-664/I-564 Connectors
- I-564
- Route 164 Connector

Alternative D

- Includes all components of Alternatives B and C
- Applies a more narrow footprint than Alternative C
- The different footprint allows for more information and options to be available to the study

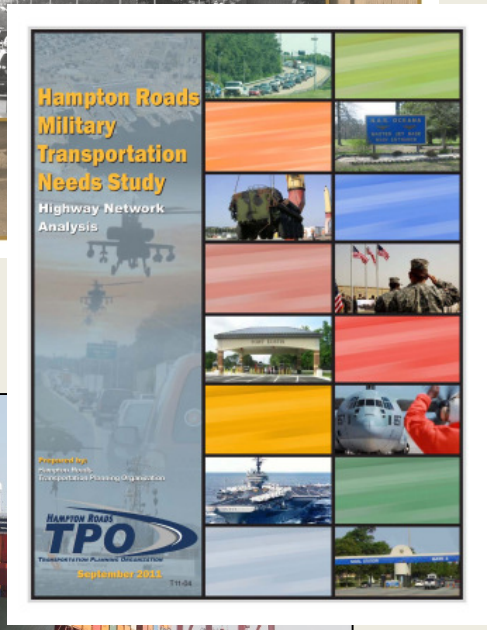
OTHER HRTPO EFFORTS

- Tier II Environmental Impact Statement for Richmond to Hampton Roads higher speed passenger rail
- Norfolk Trains 2 and 3
- Light Rail to Town Center
- Bus Rapid Transit - Peninsula



OTHER HRTPO EFFORTS

- Regional Freight
- Public Transportation Funding
- HOV to HOT Conversion Study
- Active Transportation Initiative
- Sea-Level Rise Impacts
- Military Transportation Needs
- Connected/Automated Vehicles
- Millennials and Transportation



MAY 12, 2016 SYIP MEETING

The Regional Building, Chesapeake VA

- 140 Attendees
- Regional Consensus

the heartbeat of HAMPTON ROADS TPO
TRANSPORTATION PLANNING ORGANIZATION

HRPDC/HRTPO

Forum for Regional Discussion and Consensus Building

Robert Crum

Executive Director

rcrum@hrpdcva.gov

VIRGINIA RAILWAY EXPRESS

ADDING CAPACITY
IN CORRIDORS OF STATEWIDE SIGNIFICANCE (COSS)

Commonwealth Transportation Board

July 28, 2016

Doug Allen
Chief Executive Officer
Virginia Railway Express

A BETTER WAY. A BETTER LIFE.

WHO WE ARE

Commuter rail

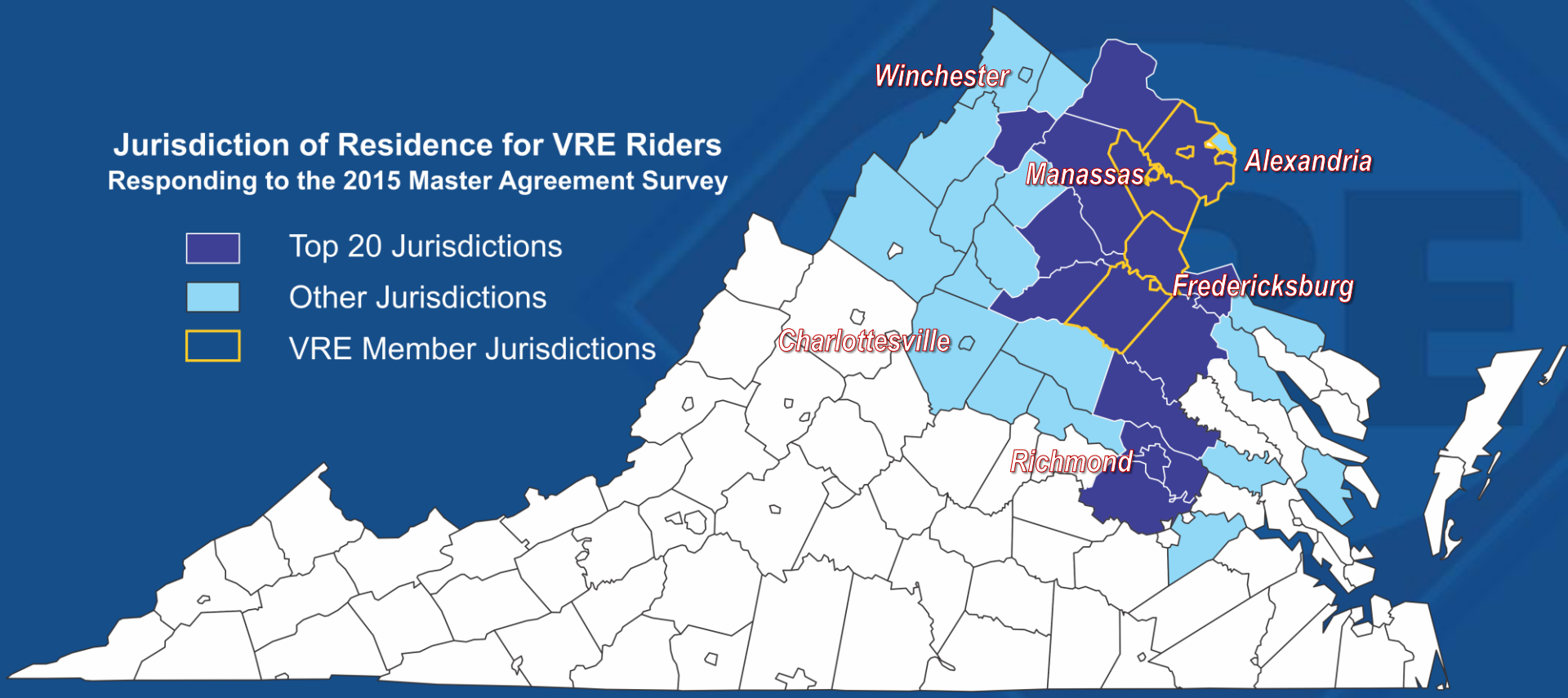
2 Commissions,
9 Jurisdictions

Safe, Reliable,
High Customer
Satisfaction

4.5 million riders
per year

A BETTER WAY. A BETTER LIFE.

On a typical weekday
VRE draws ridership from 39 Virginia Jurisdictions



A BETTER WAY. A BETTER LIFE.

Source: 2015 Virginia Railway Express Master Agreement Survey

WHAT WE DO

We add peak capacity…

Currently 5,400 peak seats/hour

…in corridors of statewide significance…

I-66, I-95 & I-395

…for longer-distance commuters…

*Travelers that would otherwise drive on highways**

…using non-highway rights-of-way

CSXT, NS & Amtrak

A BETTER WAY. A BETTER LIFE.

** Source: Texas A&M Transportation Institute Congestion Relief Provided by Virginia Railway Express*

VDOT EFFORTS

…I-95/395 Express Lanes…

Opened in 2014, south/north extensions in 2018

… I-66 inside beltway…

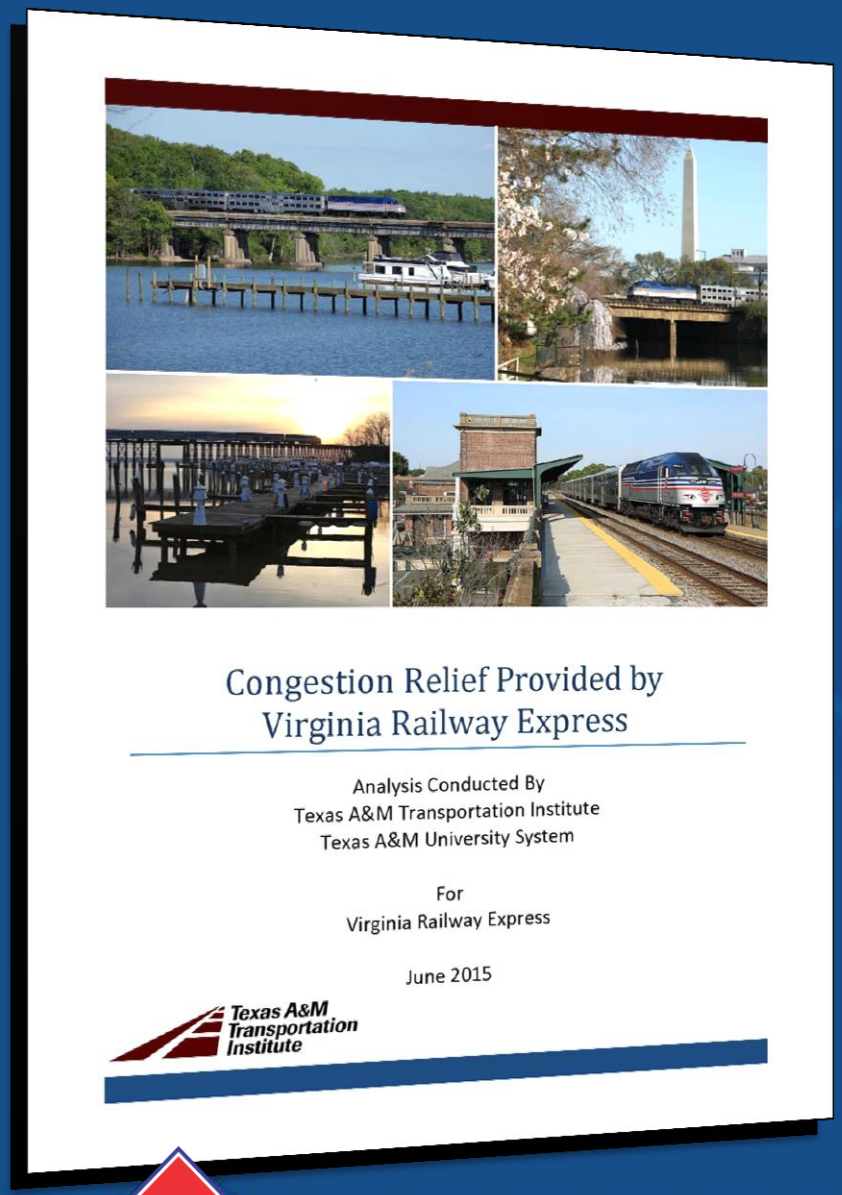
Complete in 2020

…I-66 outside the beltway…

Two Express lanes/direction open in 2020

… total value…

$2.5B



Congestion Relief Provided by
Virginia Railway Express

Analysis Conducted By
Texas A&M Transportation Institute
Texas A&M University System

For
Virginia Railway Express

June 2015

Texas A&M Transportation Institute

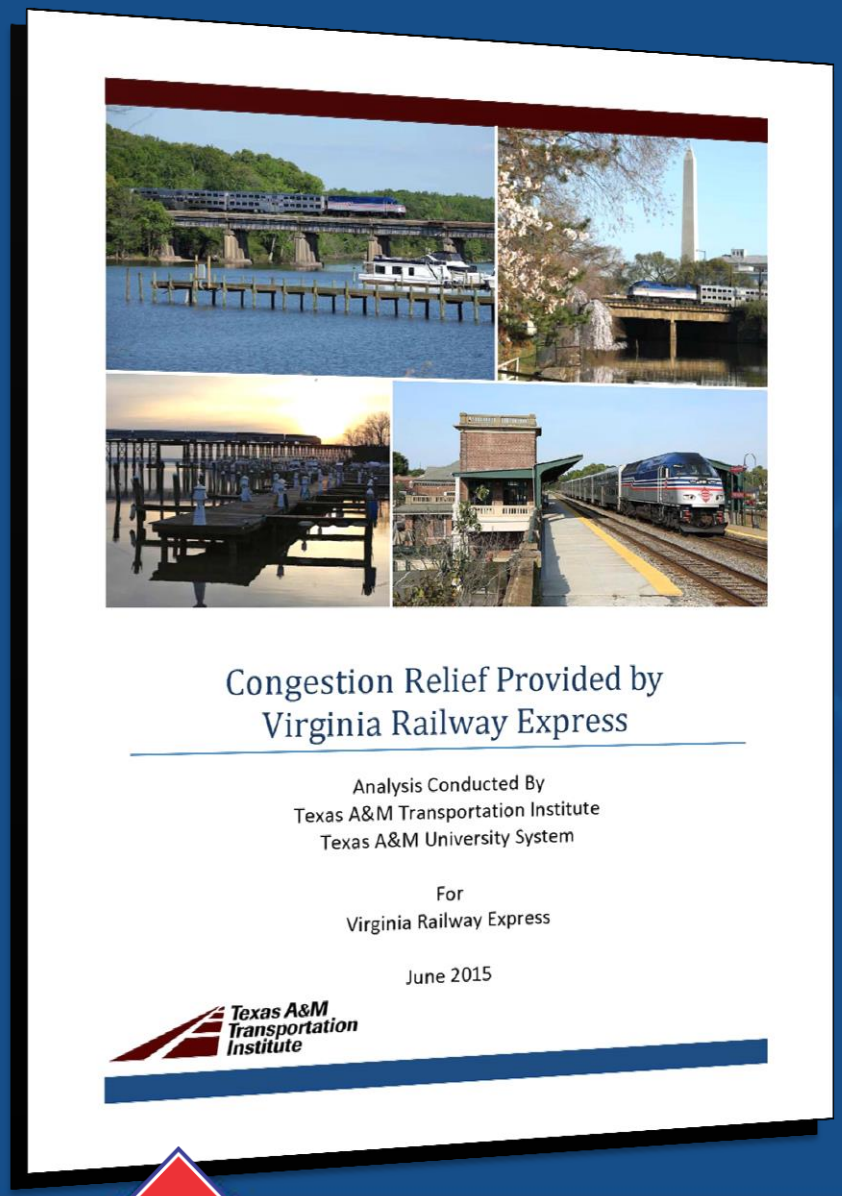
VRE BENEFITS TO CoSS

"…contribution to congestion relief is significant…"

"…much greater congestion benefit in the evening peak period…"

"…contributes to a delay reduction of between 8 and 18%..."

Full TTI report available at *http://www.vre.org/about/studies-and-reports/*



Congestion Relief Provided by
Virginia Railway Express

Analysis Conducted By
Texas A&M Transportation Institute
Texas A&M University System

For
Virginia Railway Express

June 2015

Texas A&M Transportation Institute

VRE BENEFITS TO CoSS

"…[VRE] provides capacity for about 5,000 persons per hour…"

"…would require adding at least one freeway lane in each direction in both VRE corridors…"

"…total estimated construction cost required to provide [freeway] capacity to carry VRE passengers is over $1 billion."

Full TTI report available at *http://www.vre.org/about/studies-and-reports/*

VRE SYSTEM PLAN 2040

- Longer trains
- Longer platforms
- More station parking
- Second platforms

- More trains
- Third track on CSX
- Storage yard expansion

- Gainesville-Haymarket Extension
- Long Bridge

VRE FINANCIAL PLAN

Complement to System Plan 2040

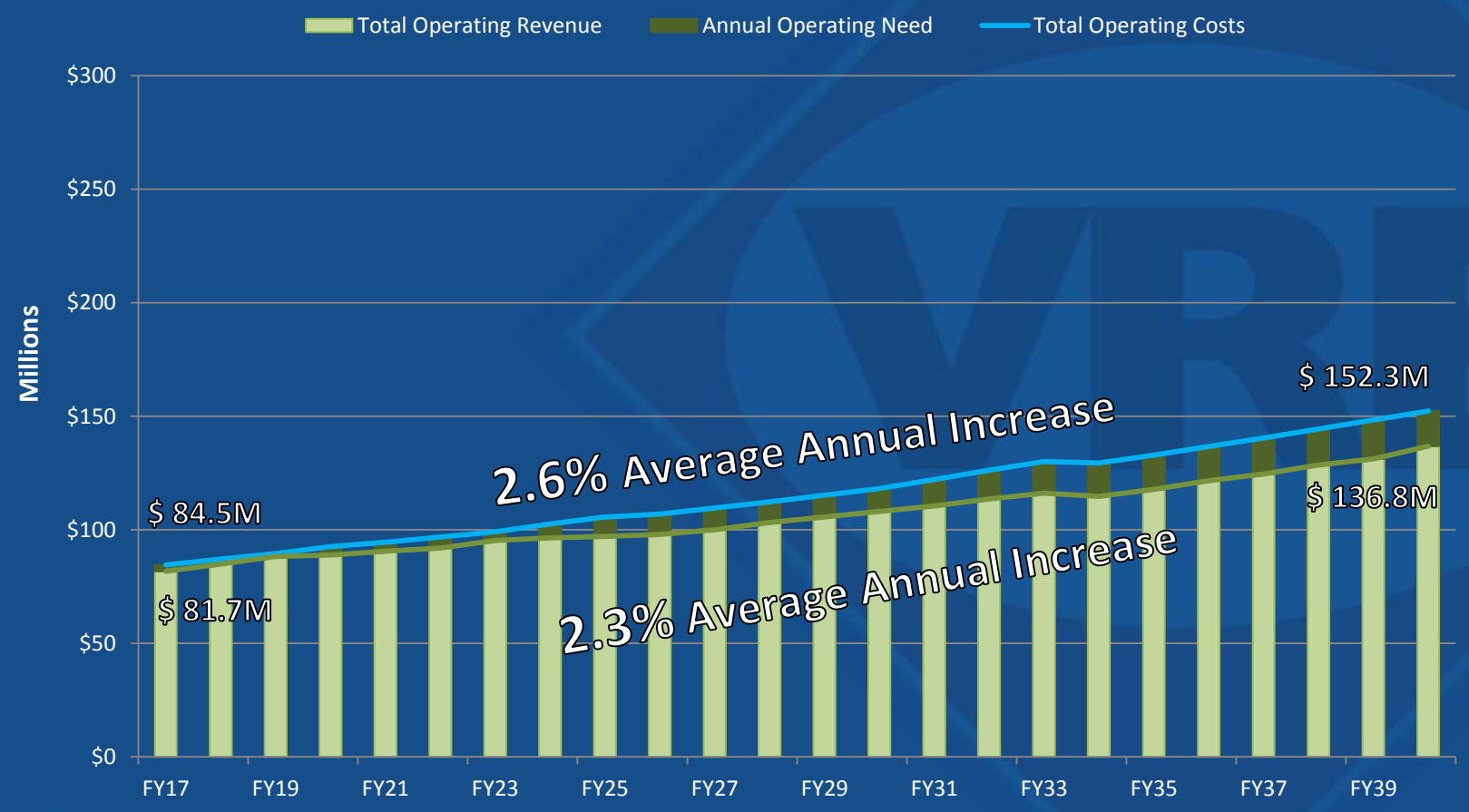
- Scenarios
  - Focus on Steady State, Natural Growth, System Plan 2040
- Refined cost estimates
- Detailed cost modeling
- Forecast future operating and capital needs
- Forecast revenues by source
- Identified revenue needs
- Key findings to inform decisions, next steps

VRE FINANCIAL PLAN
KEY FINDINGS

- Operating expenses escalate faster than revenues

OPERATING COST VS. REVENUE

NATURAL GROWTH



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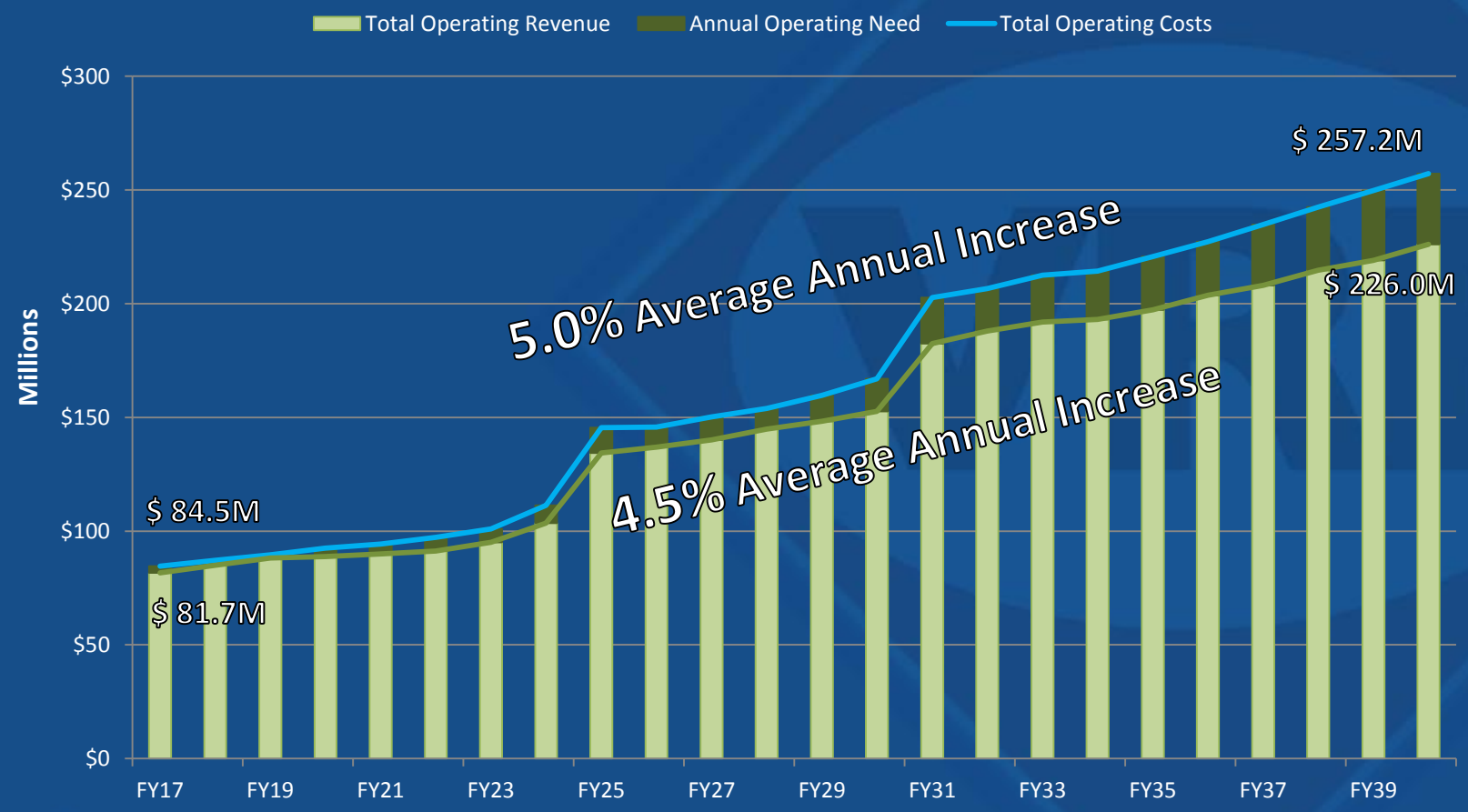
OPERATING COST VS. REVENUE

SYSTEM PLAN



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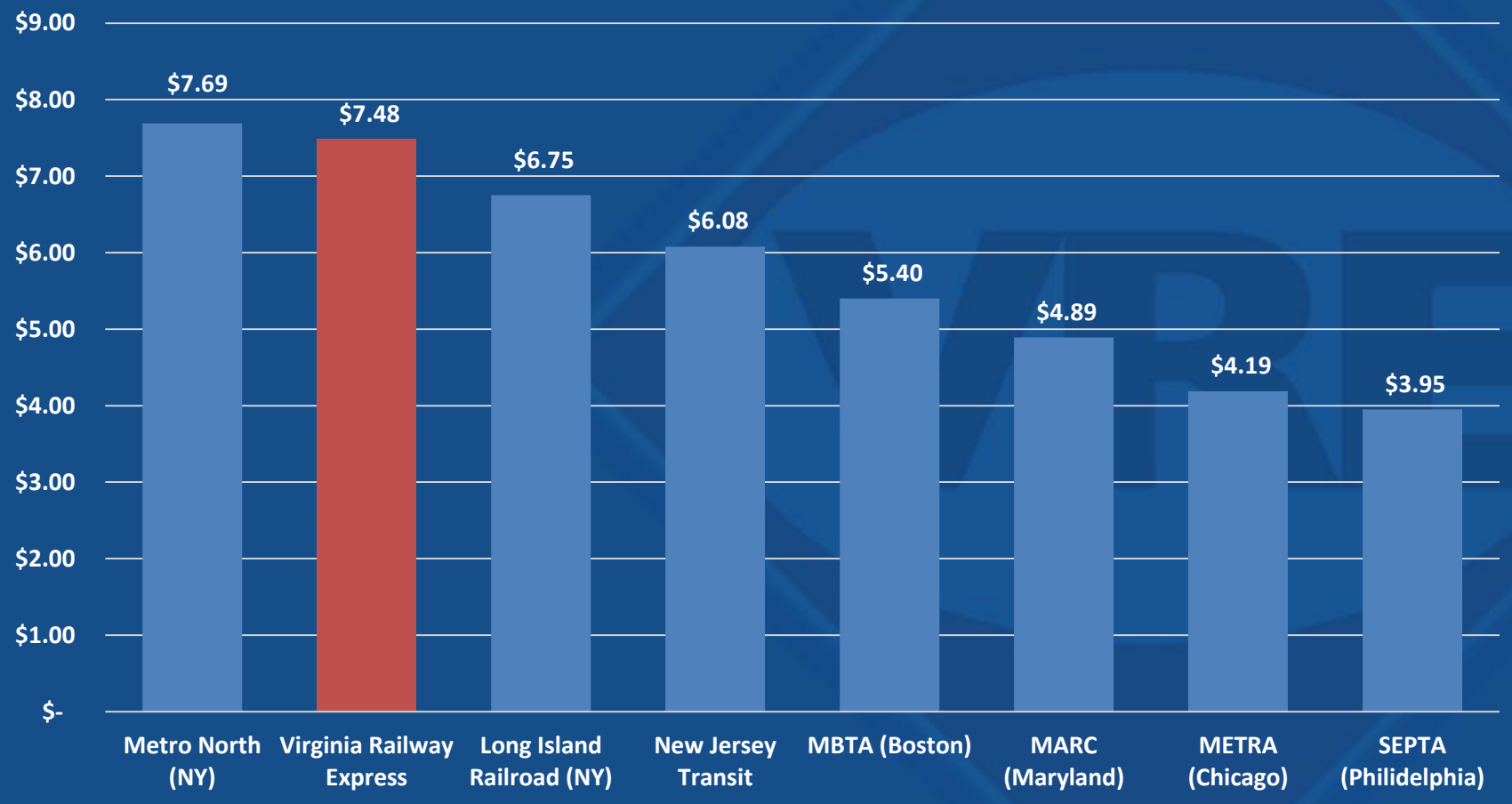
VRE FINANCIAL PLAN
KEY FINDINGS

- Operating expenses escalate faster than revenues
- Raising fares alone is not a viable solution

VRE FINANCIAL PLAN
AVERAGE FARE



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VRE FINANCIAL PLAN
OPERATING SOURCES

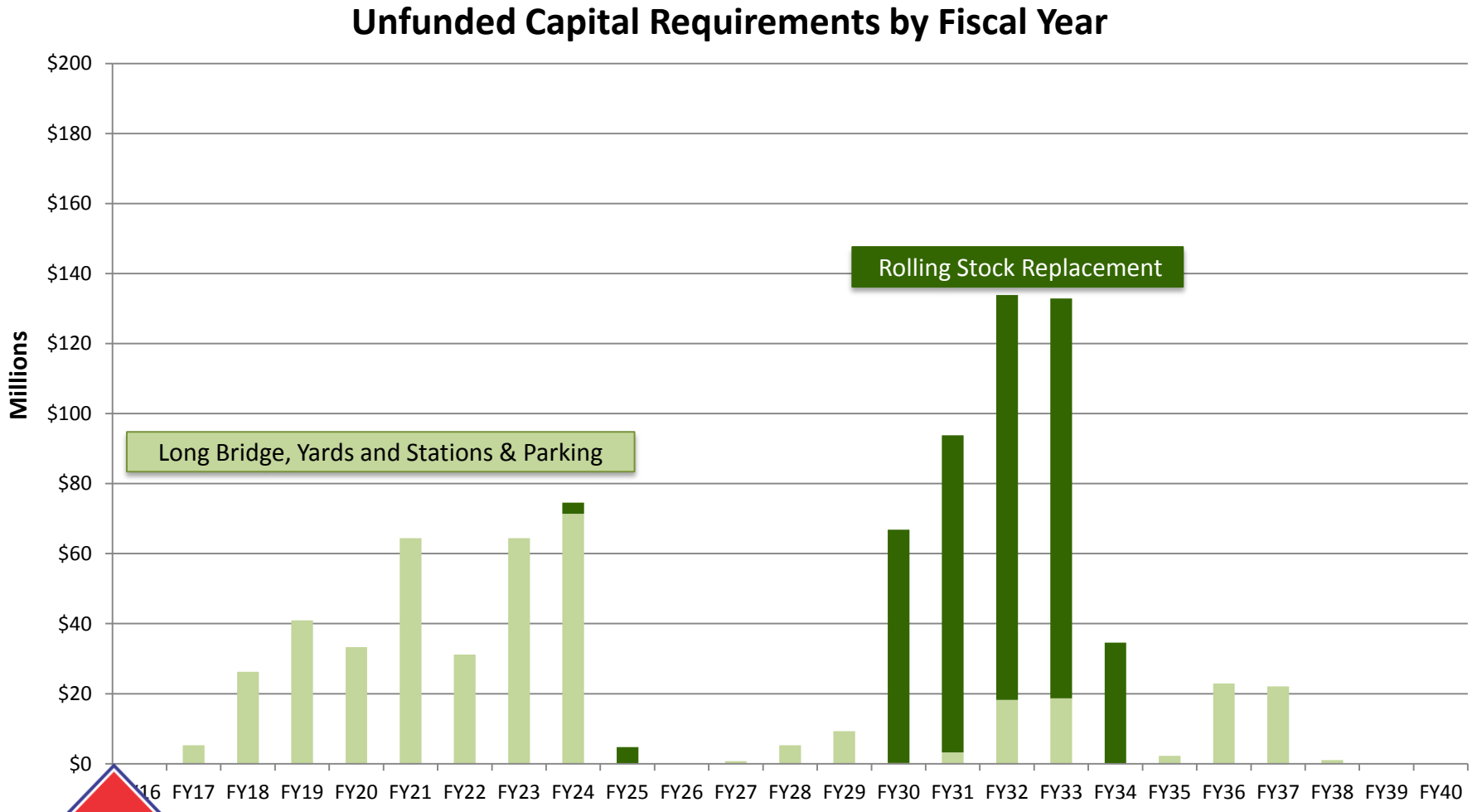
Funding from Jurisdictions is Limited

- Arlington, Alexandria – flat fee of approximately $150k
- Fairfax Co. – VRE funded thru general fund (gas tax to WMATA)
- Prince Wm Co. – PRTC bus service and VRE exceeds gas tax; NVTA
- M,MP,F – limited gas tax base
- Stafford Co. – gas tax only on VRE, stopped road projects
- Spotsylvania Co. – gas tax, new station opened in 2015

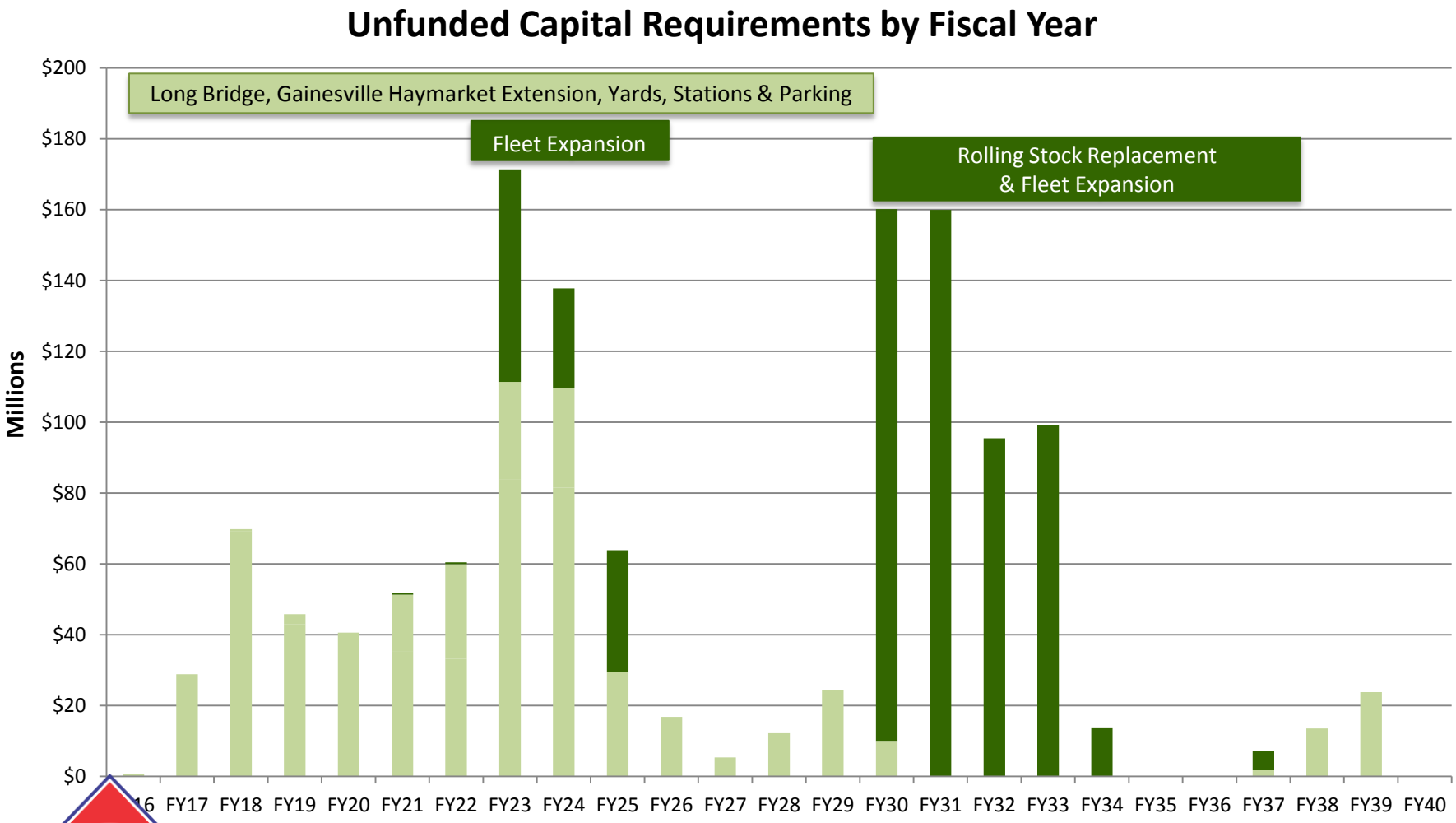
VRE FINANCIAL PLAN
KEY FINDINGS

- Operating expenses escalate faster than revenues
- Raising fares alone is not a viable solution
- Capital costs exceed expected sources, particularly in non-NVTA jurisdictions

VRE FINANCIAL PLAN
NATURAL GROWTH SCENARIO



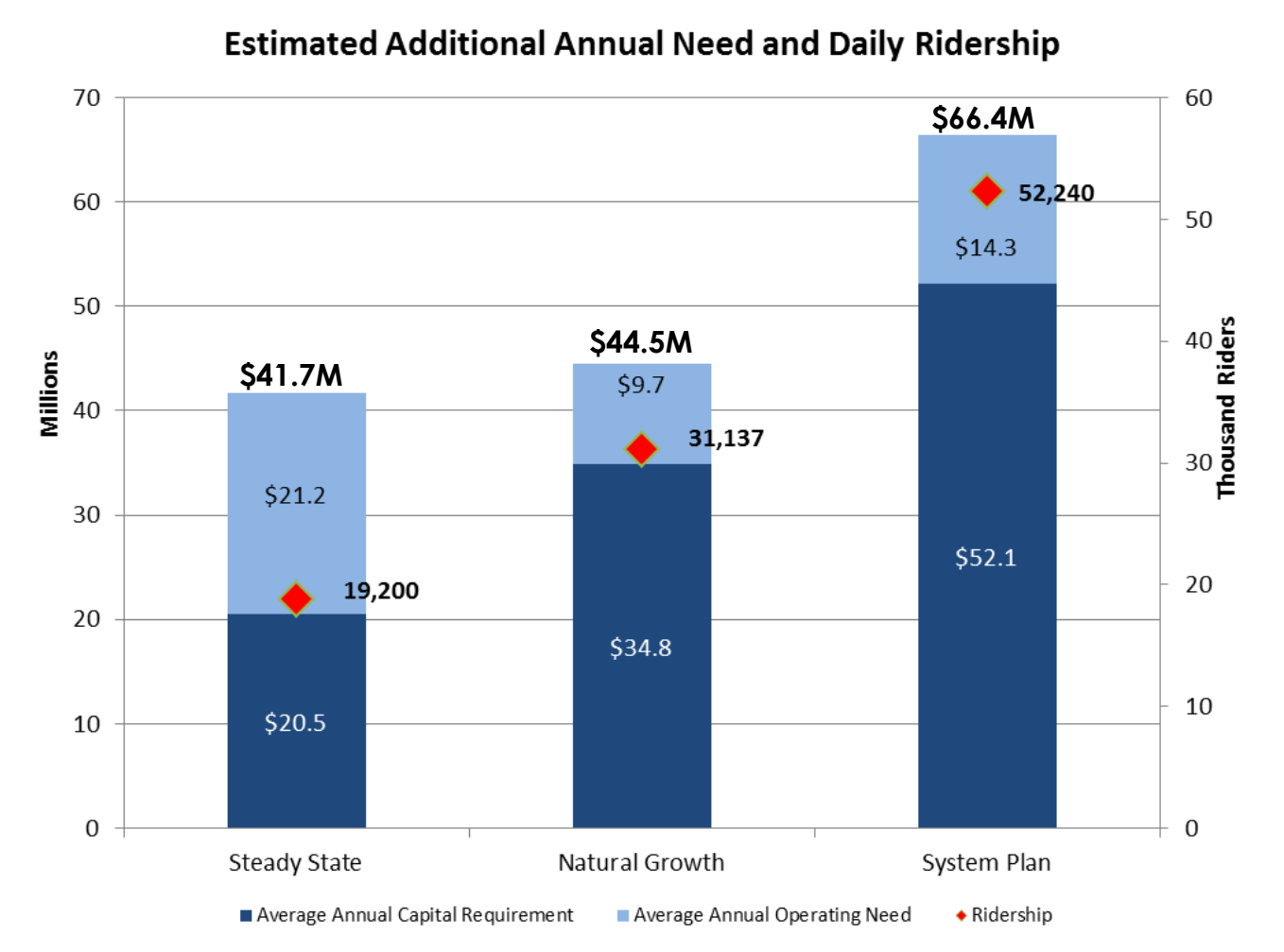
VRE FINANCIAL PLAN
SYSTEM PLAN SCENARIO



VRE FINANCIAL PLAN
KEY FINDINGS

- Operating expenses escalate faster than revenues
- Raising fares alone is not a viable solution
- Capital costs exceed expected sources, particularly in non-NVTA jurisdictions
- Today's service is not sustainable over time
- Additional funding results in more riders

VRE FINANCIAL PLAN SUMMARY OF FINDINGS



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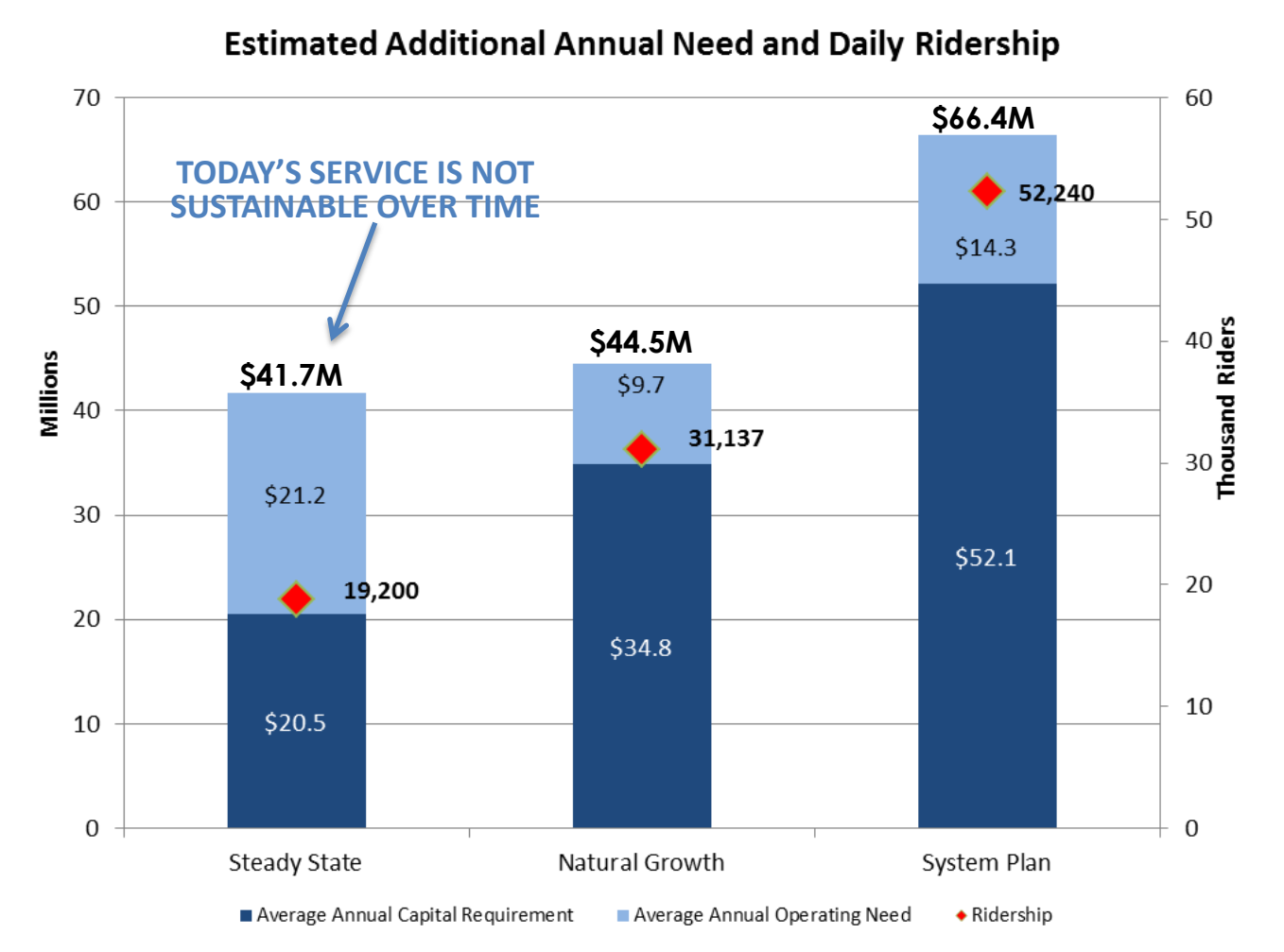
VRE FINANCIAL PLAN SUMMARY OF FINDINGS



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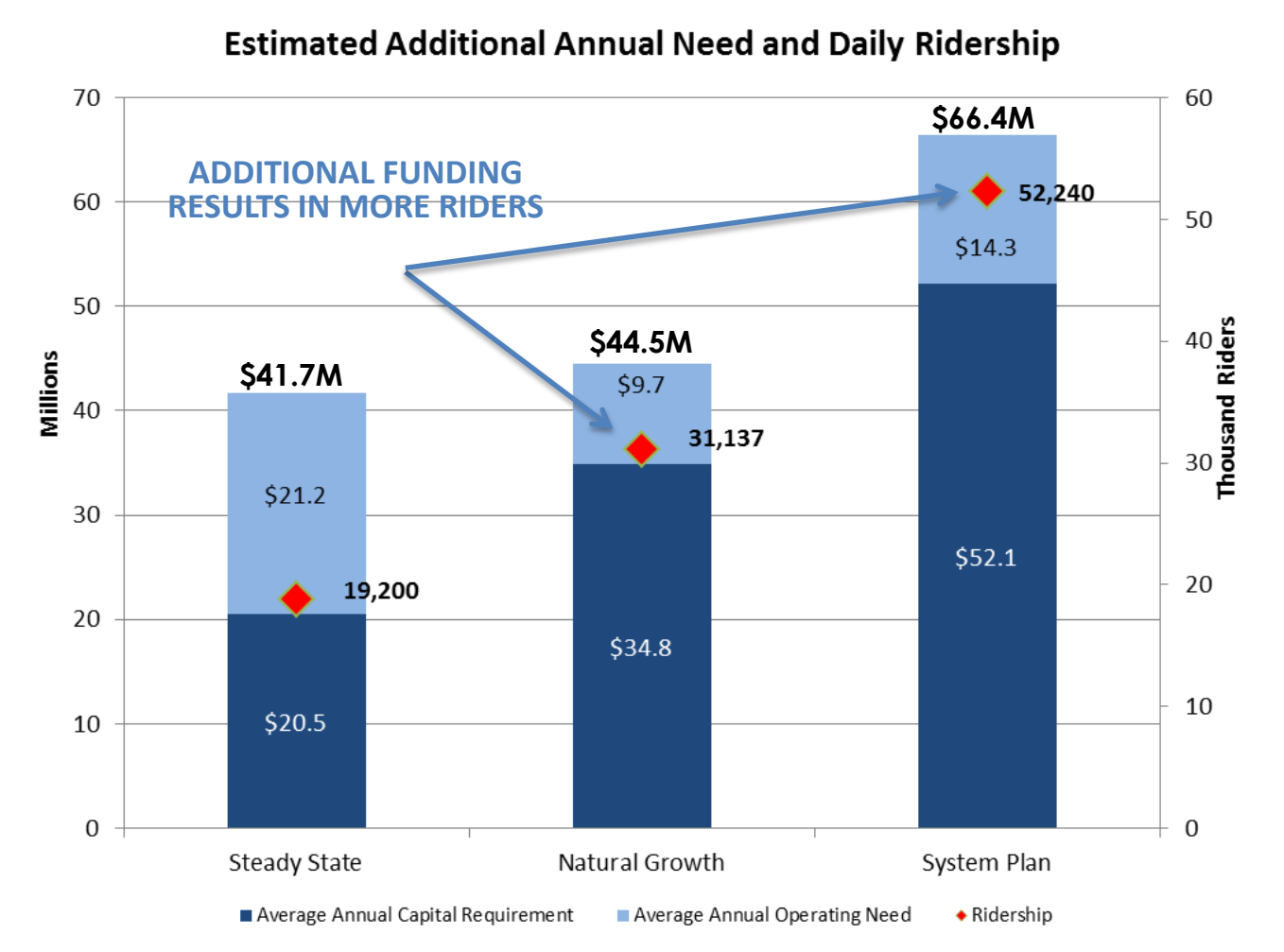

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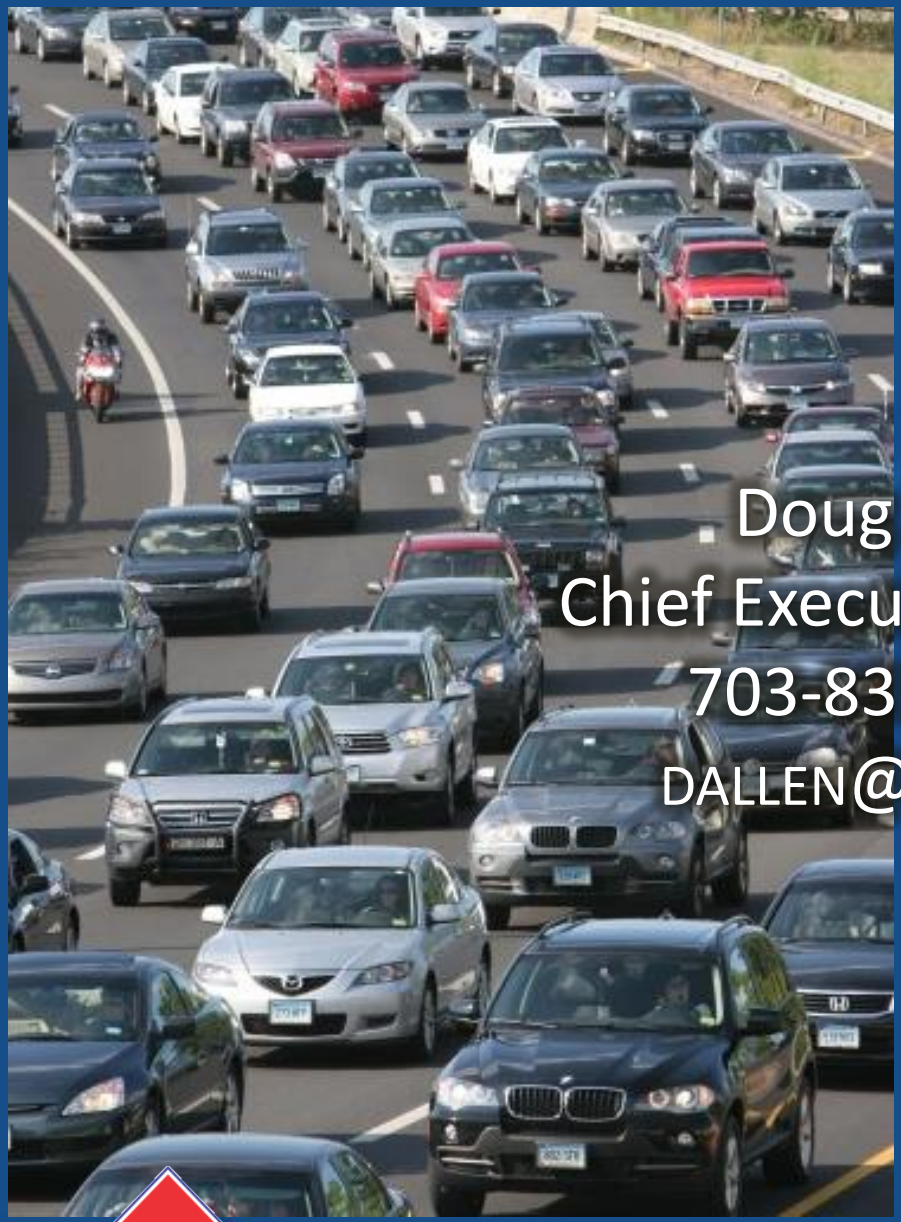
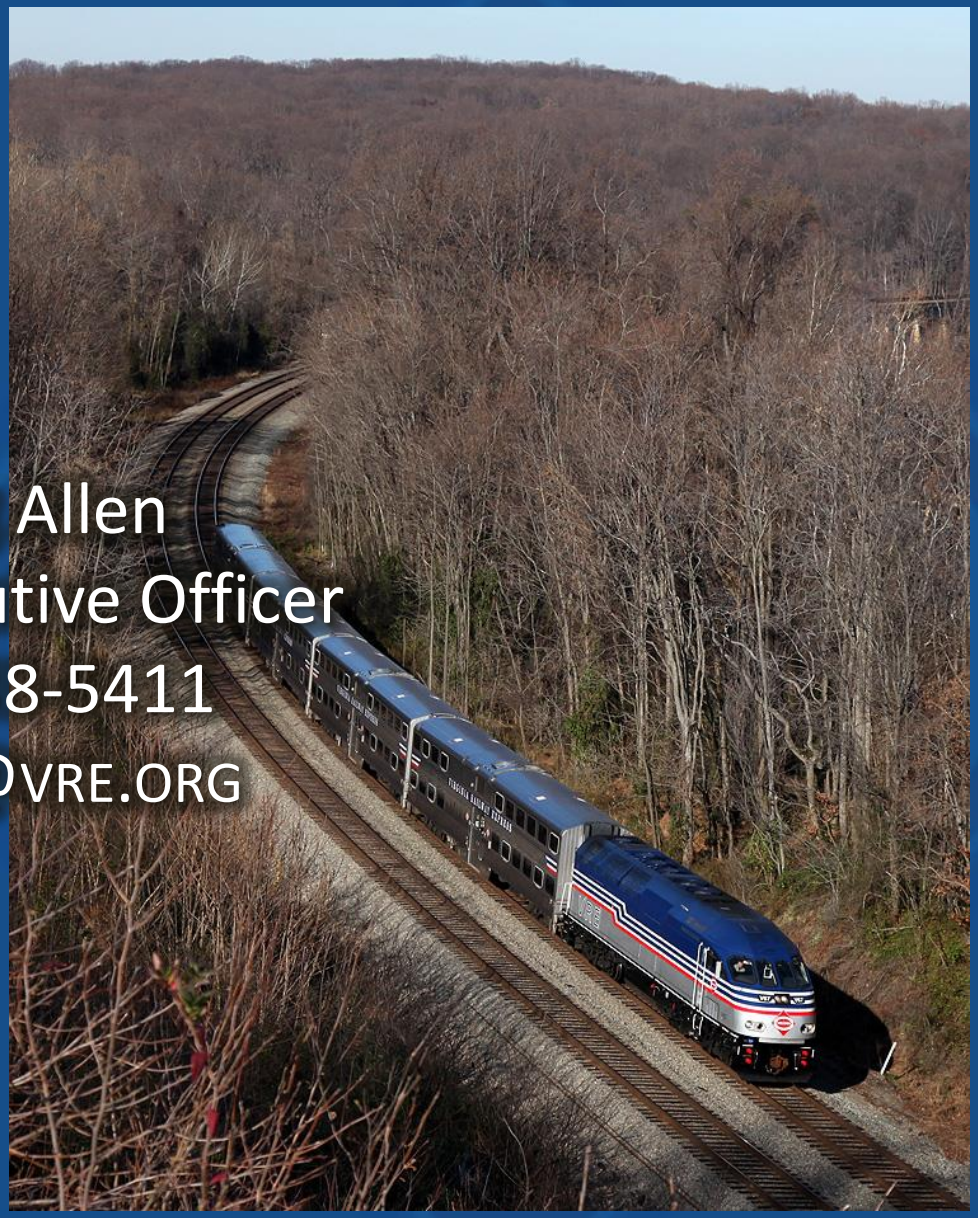
CONCLUSIONS

1. VRE is a vital component of the Commonwealth's transportation system.
2. VRE provides significant capacity during the rush hours in the I-66, I-95 and I-395 corridors.
3. The cost to replace VRE capacity in these CoSS would be substantial.
4. The most cost effective way to increase capacity in these CoSS is to expand VRE.
5. VRE needs additional investment from the Commonwealth to continue and expand capacity in the I-66, I-95 and I-395 CoSS.





Doug Allen
Chief Executive Officer
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DALLEN@VRE.ORG

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VRE

SUMMARY OF KEY POINTS

- The I-66, I-95 and I-395 CoSS are some of the most congested in Virginia.
- VDOT has/will max out capacity in these corridors.
- VRE is the only viable option for significant additional capacity in these corridors.
- VRE is limited by existing sources of funding.
- VRE needs dedicated funding to continue and to provide significantly more capacity in these CoSS.

NORTHERN VIRGINIA TRANSPORTATION COMMISSION

Transform 66 Multimodal Project

Presentation to the Commonwealth Transportation Board

July 28, 2016

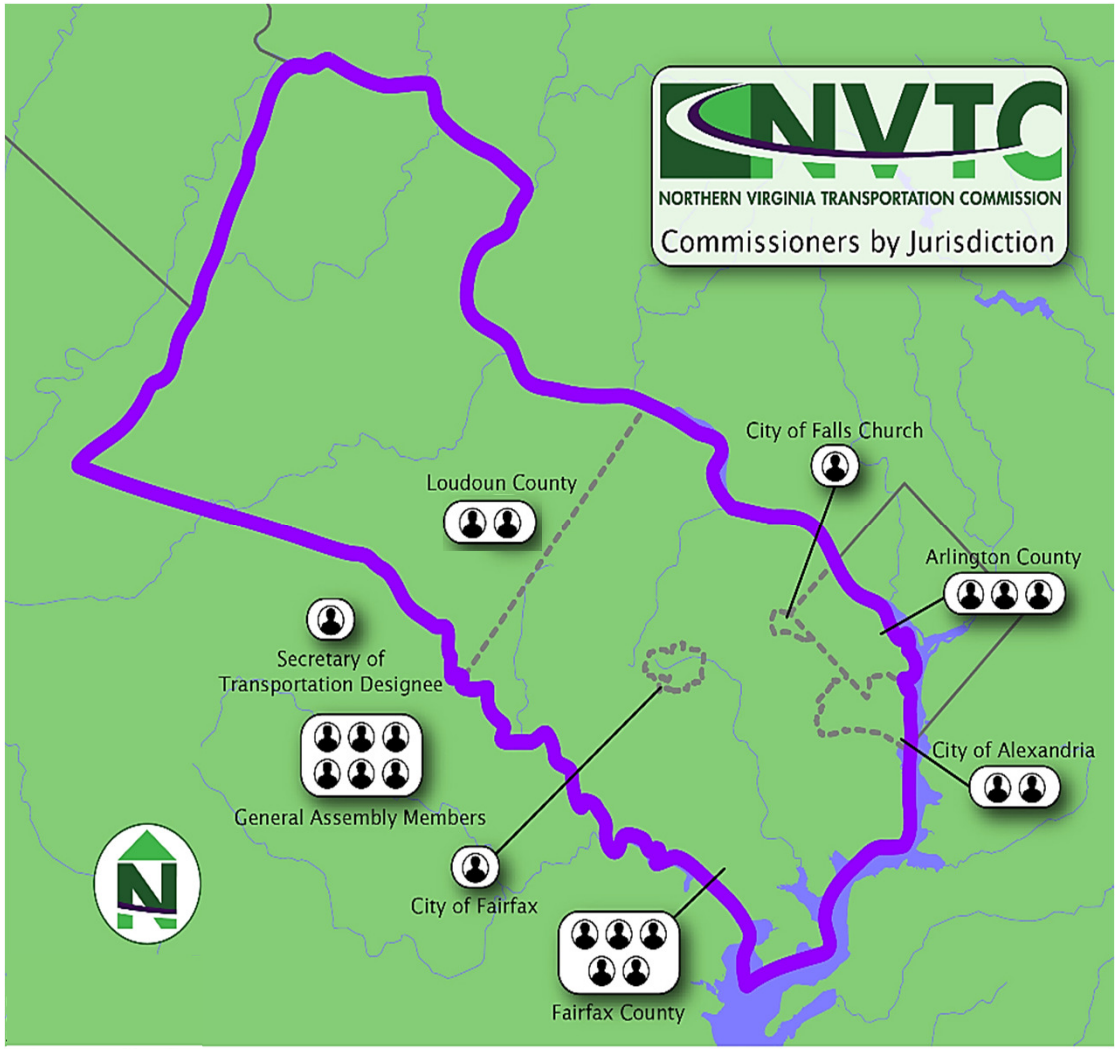
The Transform 66 Multimodal Project is done in conjunction with:

TRANSFORM 66 INSIDE the Beltway

VDOT | DRPT

Investing in Multimodal Solutions

NVTC: Northern Virginia Transportation Commission

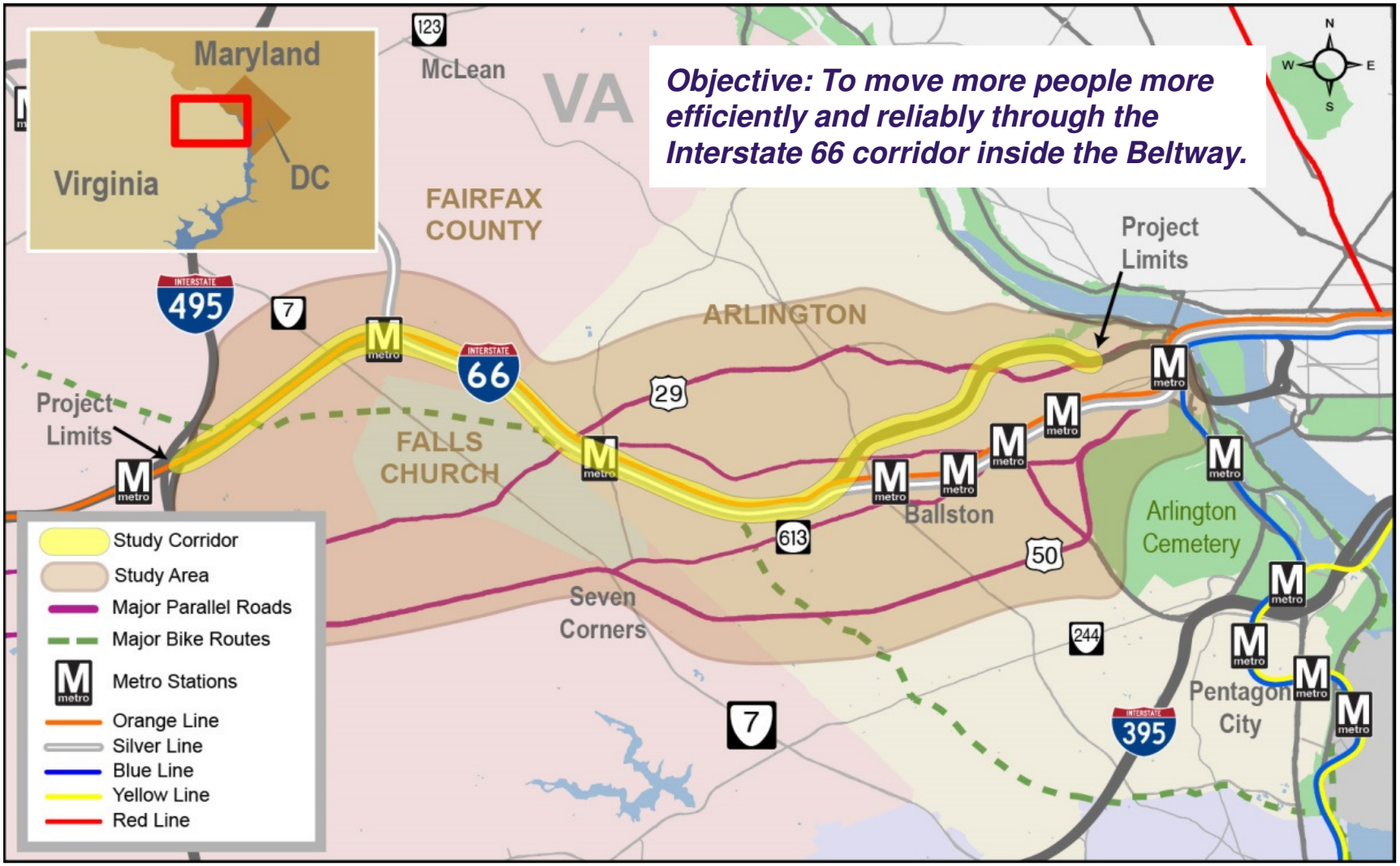


NVTC Jurisdictions:

- Loudoun County
- Arlington County
- Fairfax County
- City of Alexandria
- City of Fairfax
- City of Falls Church

All of NVTC's jurisdictions are members of the Washington Metropolitan Area Transit Zone established by the WMATA Compact.

The Transform 66 Inside the Beltway Project



Objective: To move more people more efficiently and reliably through the Interstate 66 corridor inside the Beltway.

Transform 66 Inside the Beltway Partnership

- 40-year agreement between the Commonwealth and Northern Virginia Transportation Commission signed December 2015
- Initial program to provide new transportation choices for when tolling starts

NVTC will:

Plan and select multimodal improvements

Issue grants to and coordinate with agencies to ensure efficient delivery of selected projects

Monitor effectiveness of projects

VDOT will:

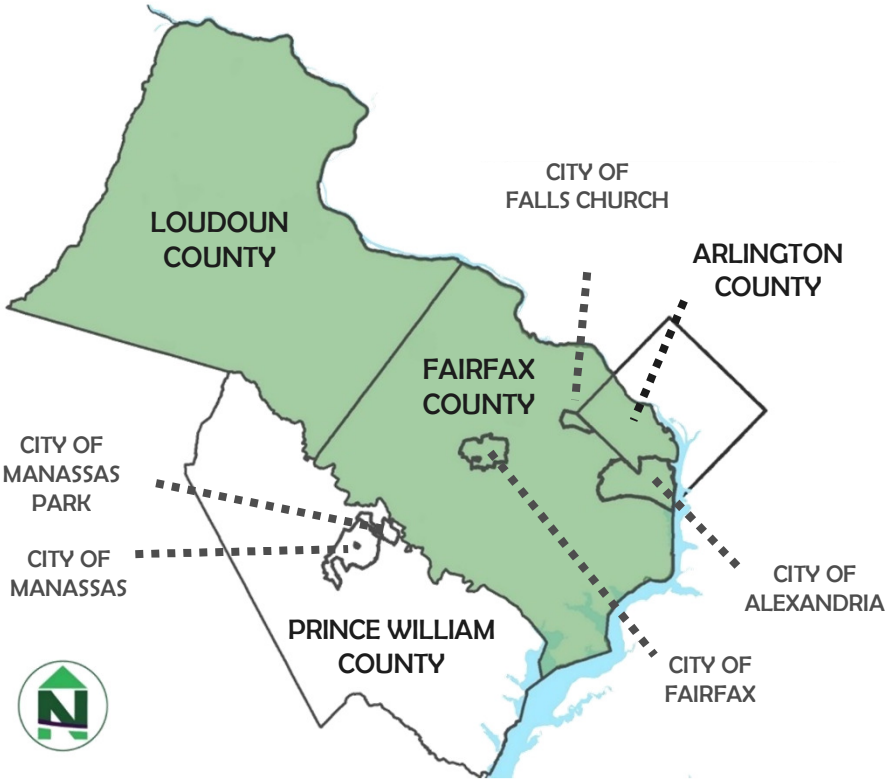
Widen I-66 eastbound between exits 67 and 71

Manage the design, construction, maintenance, and operations of I-66 Inside the Beltway tolls

Multimodal Project Requirements

- Benefit the toll payers of I-66 Inside the Beltway
- Legally eligible (location, type, applicant)
- Meet one or more of the Transform 66 Improvement Goals
  - ✓ Move more people
  - ✓ Enhance transportation connectivity
  - ✓ Improve transit service
  - ✓ Reduce roadway congestion
  - ✓ Increase travel options

Eligible Applicants



- Virginia Planning District 8 jurisdictions
- Agencies providing public transportation within those jurisdictions

Eligible Component Types

New or enhanced **local and commuter bus service**, including capital and operating expenses
Vanpool, and formal and informal carpooling programs and assistance
Capital improvements for **Washington Metropolitan Area Transit Authority rail and bus service**, including capital and operating expenses
Park and ride lot(s) and access or improved access thereto
Roadway improvements to address impacts from the dynamic tolling of the Facility on roadways in the Corridor
Roadway operational improvements in the Corridor
Transportation Systems Management and Operations as defined in 23 U.S.C. § 101(a)(30).
Projects identified in previous studies (VDOT's June 2012/August 2013 Reports on I-66 Inside the Beltway, DRPT's 2009 Transportation Demand Management/Transit Report)

Timeline

December 2015
CTB/NVTC approval of MOA

March 2016
Call for Projects

April 5
Public comment opens

March 24
Applications due

April 22
Technical evaluation results posted

May 5
Public hearing (Arlington)

May 18
Public hearing (Reston)

May 23
Public comment period closes

June 2
NVTC approval of component list

July
CTB approval of component list

Fall 2016
Grant agreements signed

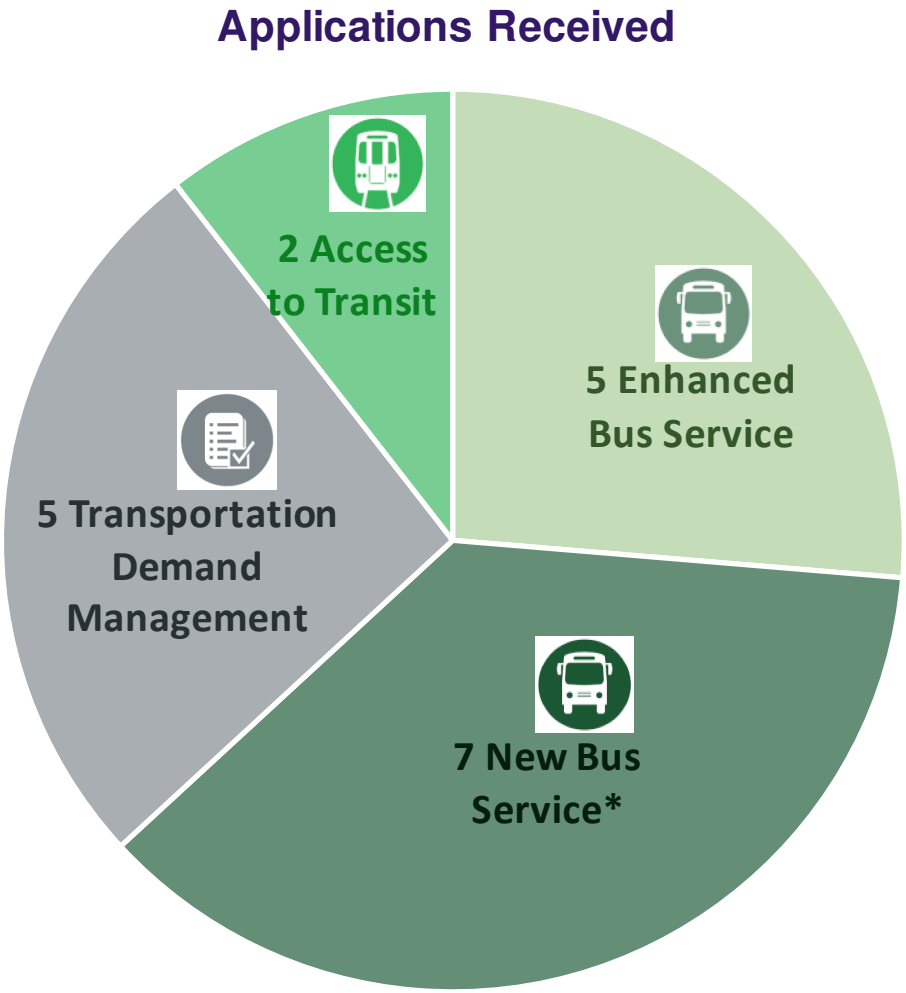
Summer 2017
Toll Day One
(Implementation)

Ongoing
Grant management / performance monitoring

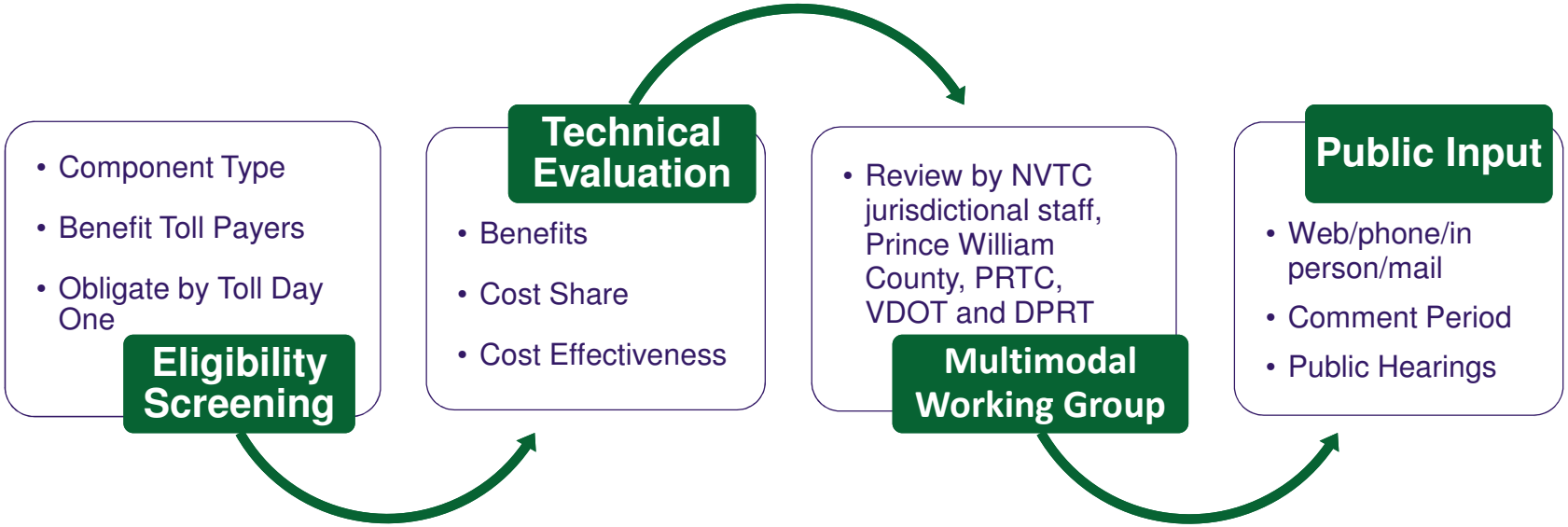
2016 2017

Applications for $10 M Initial Multimodal Project

- 19 applications from:
  - Arlington County
  - City of Alexandria
  - Fairfax County
  - City of Falls Church
  - Loudoun County
  - Potomac and Rappahannock Transportation Commission
- $42.7 million in requests
- 13 components ready by toll day one



Multimodal Component Selection Process



Initial Multimodal Package:

NVTC-Approved Component List

Approved Component	Applicant	Total Funding Request
Fairfax Connector Express Service from Government Center to State Department/Foggy Bottom	Fairfax	$3,336,836
Loudoun County Stone Ridge Enhanced Transit	Loudoun	$1,940,939
PRTC Gainesville to Pentagon Commuter Service	PRTC	$887,900
Peak Period Service Expansion to Metrobus Route 2A Washington Blvd-Dunn Loring	Arlington	$1,000,000
ART Bus Route 55 Peak Period Service Expansion	Arlington	$450,000
Bus Stop Consolidation and Accessibility Improvements Lee Highway and Washington Blvd	Arlington	$462,000
Expanded Transit Access through Capital Bikeshare	Falls Church	$500,000
Multimodal Real-Time Transportation Information Screens	Arlington	$250,000
Loudoun County Transportation Demand Management Transit Subsidy	Loudoun	$623,000
Arlington County Expanded TDM Outreach to the I-66 Corridor	Arlington	$350,000
	Total	**$9,800,675**

Initial Multimodal Package:
Collective Benefits

- ✓ **Moves as many as 5,000 people daily** through the corridor in the morning peak period within the first year of operation
- ✓ Provides much-needed **relief to the busy I-66/Orange/Silver Line Corridor**
- ✓ **Connects 20 activity centers** across Northern Virginia and the District of Columbia
- ✓ **Provides three new bus routes** and increase service on two existing routes
- ✓ **Allows the corridor to operate more efficiently** by providing traveler information and transportation demand management services.

Initial Multimodal Package:
Summary

- Approved by NVTC, a local body of local officials, members of General Assembly, and the Commonwealth
- Meets the requirements of the MOA and
  - ✓ moves people through the I-66 corridor
  - ✓ benefits tolls payers of I-66 inside the Beltway
  - ✓ is cost effective
  - ✓ will be ready by toll-day one
- Selected through an NVTC-approved process (eligibility screening, technical evaluation, jurisdictional input and public comment)
- Needs CTB approval to put in place by Toll Day One

Next Steps

- CTB Approval of Initial Multimodal Project
- NVTC Implementation of Grant Agreements
- Ongoing NVTC grant administration and performance monitoring
- Annual Report to CTB on selected components

Updated Guidelines and Selection Criteria for the Virginia Transportation Infrastructure Bank (VTIB)

John W. Lawson
Chief Financial Officer, VDOT

July 28, 2016

Virginia Transportation Infrastructure Bank

- Virginia Transportation Infrastructure Bank (VTIB) was created by Chapter 830 of the 2011 Acts of Assembly and amended by Chapter 805 of the 2014 Acts of Assembly (§ 33.2-1500).

- VTIB is a Special non-reverting, revolving loan fund and is a sub-fund of the Transportation Trust Fund.

- The Bank was created for the purpose of making loans and other financial assistance to localities, private entities and other eligible borrowers to alleviate, in part, a critical need for additional funding sources for transportation projects.

- Monies loaned from the Bank are to be repaid, with interest, to the Bank to provide loans and credit assistance to additional projects.

- Updates to the Guidelines and Selection Criteria are needed to align the VTIB Program to the changes made to the *Code of Virginia* by HB 1887 (2015).

Virginia Transportation Infrastructure Bank

- **Administered by the Commonwealth Transportation Board (CTB) and the Virginia Resources Authority (VRA).**
  - CTB policy and programmatic administrator.
    - Acting through the Virginia Department of Transportation (VDOT) staff.
  - Virginia Resources Authority serves as the financial manager.

- **Minimum Eligibility Requirements.**
  - A Governmental Entity is a duly created and a validly existing unit of government as defined by the VTIB Act.
  - A Private Entity has executed an interim or comprehensive agreement to develop and construct a transportation infrastructure project pursuant to the Public-Private Transportation Act of 1995.
  - The Project is of local, regional, or statewide significance and meets the public interest identified in subsection A of § 33.2-214.1, Statewide prioritization process for project selection.

- **VRA is responsible for semi-annual program reporting to Chairmen of the House Committees on Appropriations, Finance, and Transportation and the Senate Committees on Finance and Transportation.**

VDOT

Applicant

- *any (i) Private Entity; (ii) Governmental Entity; (iii) instrumentality, corporation, or entity established by any of the foregoing pursuant to § 33.2-1500; or (iv) combination of two or more of the foregoing.*

VDOT Staff

- Receives Applications
- Checks for conformity with minimum requirements and policy
- Drafts scoring of projects in accordance with criteria

VRA Virginia Resources Authority

VRA Financial Review

- Financial Analysis including credit strength of applicant, strength of revenue source and coverage adequacy

VDOT Staff

- Reviews and incorporates VRA analysis
- Organizes information for Advisory Panel

Advisory Panel

- Reviews application
- Decides on a recommendation given set of selection criteria

Commonwealth Transportation Board

- Reviews Advisory Panel recommendations
- Approval
- Publishes results

VDOT Virginia Department of Transportation

VRA and VDOT Staff

- Coordinates Documents
- Finalizes loan schedule
- Handles operational procedures
- Monitors loans

Virginia Transportation Infrastructure Bank

Guidelines and Criteria – Major Updates	Previous Guidelines & Criteria	Updated Guidelines & Criteria
Selection Criteria	Greater focus on Financial ability.	Updated to incorporate changes contained in HB1887 and SMART SCALE (HB2).
Grants	Allowed for grants.	New Criteria removes the ability to provide Grants.
Review Time	45 days.	Extended to 90 days to allow for better alignment to CTB.
Application Template	Had not been updated for some time, not as user friendly.	Streamlined to allow for easier submission with more detailed instructions.
Statewide Prioritization Criteria	Not a Mandatory Requirement.	Projects now need to meet the public interest as identified by subsection A of § 33.2-214.1, Statewide prioritization process.

Virginia Transportation Infrastructure Bank

Scoring Criteria – Major Updates	Previous Guidelines & Criteria	Updated Guidelines & Criteria
Scoring Criteria	3 Mandatory Screening Questions. A total of 18 screening questions with a maximum score of 43.	5 Mandatory Screening Questions and 3 individual criterion each containing several sub screening questions (12). New maximum of 30 Points.
Statewide Prioritization Criteria	Not a Mandatory Requirement.	Projects now need to meet the public interest as identified by subsection A of § 33.2-214.1, Statewide prioritization process.
Impact on VTIBs Lending Capacity Criteria	Focused on level of assistance in terms of VTIB overall funding for the project.	New Criteria includes early repayment and loan structuring (Terms) and more expanded maturity of project criteria.
Impact of SMART Scale	Focused on benefit of project.	Applicants are now assessed on a needs and benefit basis of the project in line with SMART Scale Safety, Congestion, Economic Development, Environmental and Land Use.

A new Scoring worksheet has been designed to allow the scoring parties a more clear understanding of the scoring criteria's intent and to allow for a more transparent scoring process.

Virginia Transportation Infrastructure Bank

- **History of Previous Funding provided to VTIB - $282,700,000**
  - $32,700,000 from the Commonwealth's General Fund.
  - $250,000,000 from the Commonwealth Transportation Fund.
- **New Dedicated Revenue to VTIB**
  - House Bill 1887, effective July 1, 2015, provides VTIB with two-thirds of all interest, dividends, and appreciation that may accrue to the Transportation Trust Fund and the Highway Maintenance and Operating Fund.

Virginia Transportation Infrastructure Bank

Virginia Transportation Infrastructure Bank

Life to Date, as of June 30, 2016

Capitalizations to date	$311,378,287.00
Interest Earnings	14,272,820.22
Expenditures	(604,170.20)
Funds Available for VTIB Loans	**$325,046,937.02**
Closed Loans and Line of Credit:	
City of Chesapeake- Dominion Blvd	$151,893,495.00
U.S. Route 460 ($80 million Line of Credit Released)	0.00
EDA of Loudoun County- Pacific Blvd*	27,893,220.00
Total Closed Loans/Lines of Credit	**$179,786,715.00**
Approved Loans but not yet Closed:	
City of Alexandria- Potomac Yards	$50,000,000.00
CBBT District- Thimble Shoal Tunnel	50,000,000.00
Total Approved Loans but Not Closed	**$100,000,000.00**
Remaining Available VTIB Funds	**$45,260,222.02**

*Original Loan amount was $36,000,000. Prepayment of $8,106,780 was submitted on 5/26/16.

VIRGINIA TRANSPORTATION INFRASTRUCTURE BANK (VTIB)
APPLICATION SCREENING AND SCORING CRITERIA
Project Sponsor/Borrower Financial Risk Assessment Criteria

Project Name: _____

Application ID: _____

Date of Review: _____

Reviewer: _____

A	Mandatory Screening Questions	Yes/No
A1	***The Applicant Is An Eligible Borrower Or A Project Sponsor As Defined By The Act?***	
A2	***The Project Costs Are Reasonable?***	
A3	***The Project Has Local Support?***	
A4	***The Project Has A Sound Financial Plan With A Reliable Repayment Source?***	
A5	***Does Project Meet A Need Identified In VTRANS 2040 For A CoSS, RN Or UDA?****	

* CoSS Corridor of Statewide Significance, RN Regional Network, UDA Urban Development Area

B	Readiness/Acceleration		
B1	**Maturity of the Project**	**Point Allocation**	**Criteria Score**
	Study, Design	0	
	Right-Of-Way	1	
	Construction, Design/Build, Purchase	2	

B2	VTIB Investment Impact On The Project Timeline	Point Allocation	Criteria Score
	Will Not Be Accelerated	0	
	Will Be Accelerated By 1 To 5 Years	1	
	Will Be Accelerated By 5 To 10 Years	2	
	Will Be Accelerated By More Than 10 Years	3	
	Can Only Be Completed With VTIB	4	

B3	Factors That May Impede Project Implementation Or Completion	Point Allocation	Criteria Score
	Significant Factors Identified	0	
	Factors Identified With Reasonable Plan For Mitigation Or Alternatives	1	
	None Identified	3	

C	Impact On VTIB Lending Capacity	Maximum Points	Criteria Score
C1	**Maturity of the Project**		
	Substantially Funded By VTIB (80 - 100% VTIB Funded)	0	
	VTIB Major Funding Component (50 - 79% VTIB Funded)	1	
	VTIB Less Than Half (20 - 49% VTIB Funded)	2	
	VTIB Closes A Funding Gap Of Other Resources (Less Than 20% VTIB Funded)	3	

C2	Interest Rate Sought	Maximum Points	Criteria Score
	Additional Subsidy	0	
	Standard Rate	3	

C3	Loan Structure - Average Life (years)	Maximum Points	Criteria Score
	Greater Than 18	0	
	12.5 - 18	1	
	6 - 12.5	2	
	Less Than 6	3	

C4	Potential For Early Repayment	Maximum Points	Criteria Score
	Early Repayment Unlikely	0	
	Base Case Demonstrates Full Repayment Potential Within Five Years Of Final Maturity	1	
	Base Case Demonstrates Full Repayment Potential More Than Five Years Prior To Final Maturity	2	

D	Benefits Of Project	Maximum Points	Criteria Score	High	Medium	Low
D1	**Safety – Reduce The Number And Rate Of Fatalities And Severe Injuries And Improve The Overall Safety Aspect Of The Project.**					
	Does The Project Have A Direct Transportation Safety Need	2		2	1	0
	Does The Project Address The Direct Transportation Safety Need	2		2	1	0
	Average Score					

D2	Congestion – Reduce Person Hours Of Delay And Increase Person Throughput	Maximum Points	Criteria Score	High	Medium	Low
	Does The Project Have A Transportation Congestion Need	2		2	1	0
	Does The Project Address The Transportation Congestion Need	2		2	1	0
	Average Score					

D3	Economic Development – Support Economic Development And Improve Goods Movement	Maximum Points	Criteria Score	High	Medium	Low
	Is There A Need to Support Economic Growth And The Movement Of Good Via This VDOT System	2		2	1	0
	Does The Project Provide Support For Economic Growth And The Movement Of Good Via This VDOT System	2		2	1	0
	Average Score					

D4	**Environmental Quality – Improve Air Quality And Avoid Impacts To The Natural Environment**	**Maximum Points**	**Criteria Score**	**High**	**Medium**	**Low**
	Is There A Need To Improve Air Quality And Minimize The Impact Of Transportation On The Natural Environment?	2		2	1	0
	Does This Project Address The Issues Of Air Quality And Improve Or Minimize The Impact Of Transportation On The Natural Environment?	2		2	1	0
	Average Score					

D5	**Land Use – Support Transportation Efficient Land Development Patterns**	**Maximum Points**	**Criteria Score**	**High**	**Medium**	**Low**
	Is There A Need Within The Project Scope To Improve The Use Of Land For A More Efficient Transportation System?	2		2	1	0
	Does This Project Provide A Better Solution And Improve The Use Of Land For A More Efficient Transportation System?	2		2	1	0
	Average Score					

Total Scores

B	Readiness/Acceleration	Criteria Score
B1	*Maturity Of The Project*	
B2	*Vtib Investment Impact On The Project Timeline*	
B3	*Factors That May Impede Project Implementation Or Completion*	
	Readiness/Acceleration Total	

C	Impact On VTIB Lending Capacity	Criteria Score
C1	Maturity Of The Project	
C2	Interest Rate Sought	
C3	Loan Structure - Average Life (Years)	
C4	Potential For Early Repayment	
	Impact On VTIB Lending Capacity Total	

D	Benefits Of Project	Criteria Score
D1	Safety – Reduce The Number And Rate Of Fatalities And Severe Injuries And Improve The Overall Safety Aspect Of The Project.	
D2	Congestion – Reduce Person Hours Of Delay And Increase Person Throughput	
D3	Environmental Quality – Improve Air Quality And Avoid Impacts To The Natural Environment	
D4	Environmental Quality – Improve Air Quality And Avoid Impacts To The Natural Environment	
D5	Land Use – Support Transportation Efficient Land Development Patterns	
	Benefits of Project Total	

B	Readiness/Acceleration Total	
C	Impact on VTIB lending capacity Total	
D	Benefits of Project Total	
	Total Project Score *Maximum Points Allowed: 30	

The Commonwealth of Virginia

The Virginia Transportation Infrastructure Bank

Program Overview, Guidelines and Selection Criteria

Administered by the Virginia Commonwealth Transportation Board

Managed by the Virginia Resources Authority

~~September 2011~~July 2016

TABLE OF CONTENTS

Introduction ..... Page 1

Goals and Objectives ..... Page 1

The VTIB Act ..... Page 1

Virginia Transportation Infrastructure Bank Funding ..... Page 2

Virginia Transportation Infrastructure Bank Administration ..... Page 2

Eligible Applicants ..... Page 2

Eligible Projects and Costs ..... Page 3

Eligible Types of Assistance ..... Page 3

Application Process ..... Page 4
- Minimum Eligibility Requirements ..... Page 5
- Application Screening Criteria ..... Page 5

Applicant Creditworthiness ..... Page 6

Financing Commitment ..... Page 6

Loan Closing/Grant Award/Financing Agreement ..... Page 6

Interest Rates ..... Page 7

Disbursement Process ..... Page 7

Loan Term/Repayment ..... Page 7

Recipient Reporting Requirements ..... Page 8

Appendix A: The VTIB Act ..... Page 9

Appendix B: VTIB Assistance Application ..... Page 16

Appendix C: VTIB Screening and Scoring Criteria and Worksheet ..... Page 25

Appendix D: VTIB Interest Rate Methodology ..... Page 28

Introduction

Article 1~~.2~~ of Chapter ~~1~~15 of Title 33.~~1~~ 2 of the *Code of Virginia* ~~of 1950~~ as amended (the "VTIB Act"), is the legal framework creating the Virginia Transportation Infrastructure Bank ("VTIB" or the "Bank"). The Bank is a special non-reverting, revolving loan fund that is a sub-fund of the Transportation Trust Fund. The Bank shall be capitalized with (i) two-thirds of all interest, dividends, and appreciation that may accrue to the Transportation Trust Fund and the Highway Maintenance and Operating Fund and (ii) monies appropriated by the General Assembly and credited to the Bank. Monies deposited into the Bank shall be used for the purpose of making loans and other financial assistance to localities, private entities and other eligible borrowers ~~and grants to localities~~ to finance transportation projects. Monies loaned from the Bank are to be repaid, with interest, to the Bank to provide loans~~, grants~~ and credit assistance to additional projects.

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Goals and Objectives

The General Assembly has determined that creating the VTIB is in the public interest, serves a public purpose and will promote the health, safety, welfare, convenience, or prosperity of the people of the Commonwealth.

It is the intent of the VTIB Act and the Bank to alleviate, in part, a critical need for additional sources of funding to finance present and future needs of the Commonwealth of Virginia (the "Commonwealth") for the design and construction of roads and highways, including toll facilities, mass transit, freight, passenger and commuter rail, including rolling stock, port and airport and other transportation facilities.

The purpose of the Bank is also to encourage the investment of both public and private funds in the development of eligible transportation projects and to provide an alternative source of financing for present and future transportation needs in the Commonwealth.

The VTIB Act

The VTIB Act authorizes monies from the Bank to be used to provide loans~~, grants~~, credit enhancements and other financial assistance to eligible borrowers to finance the cost of transportation projects and facilities. For the purpose of the VTIB Act, finance, when used in connection with a cost or project, is defined to include both the initial financing and any refinancing of that cost or project.

The following guidelines and criteria have been developed by the Commonwealth Transportation Board ("CTB" or the "Board"), in consultation with the Virginia Resources Authority ("VRA", the "Authority" or the "Manager") and the Secretary of Transportation to guide the process of applying for and receiving financial assistance from the Bank.

Unless otherwise defined herein, capitalized terms used in the Guidelines and Criteria have the same meaning as the Definitions contained in section (§) 33.~~1-23.7~~2.1501 of the VTIB Act.

The complete text of the VTIB Act has been included as Appendix A to these guidelines. Although guidance is provided herein with regard to the application of the VTIB Act, it will be incumbent upon all entities, both public and private, to read the VTIB Act in its entirety, and to comply with provisions of the VTIB Act.

Virginia Transportation Infrastructure Bank Funding

The General Assembly has funded the Bank with an initial capitalization of $282,700,000. $32,700,000 has been appropriated from the Commonwealth's general fund and $250,000,000 has been designated from the Commonwealth Transportation Fund. With the enactment of House Bill 1887, two-thirds of all interest, dividends, and appreciation that may accrue to the Transportation Trust Fund and the Highway Maintenance and Operating Fund are dedicated to the Bank.

~~A portion, not to exceed 20% of the capitalization of the VTIB may be used for grants to Governmental Entities to finance projects. Governmental Entities applying for a grant must demonstrate, to the satisfaction of the Manager, the project cannot be financed on reasonable terms or would otherwise be financially infeasible without the grant.~~

Principal and interest payments from loans and other forms of financial assistance made from the VTIB and interest earned on monies in the Bank will be credited to the Bank for future use on other eligible transportation projects.

Virginia Transportation Infrastructure Bank Administration

The Board shall determine the projects for which loans or other financial assistance may be provided by the Bank. The General Assembly has given the Board, acting through the staff of the Virginia Department of Transportation ("VDOT" or the "Department"), the responsibility for administering the policy and programmatic aspects of the VTIB. The VRA ~~will~~ serves as the financial manager of the Bank, serving as the administrator and trustee of the funds disbursed from the Bank. A management agreement between the Board, the Manager and the Secretary of Finance ~~will~~ sets forth the specific terms and conditions under which the Bank will be administered and managed by the parties.

Eligible Applicants

Financial assistance from the VTIB may be provided to a Locality, a Private Entity and/or an Eligible Borrower. Eligible Borrower means any i) Private Entity, ii) Governmental Entity, iii) instrumentality, corporation or entity established by any of the foregoing pursuant to § ~~33.1-23.11~~33.2-1505; or, iv) combination of two or more of the foregoing.

"Private Entity" means any private or nongovernmental entity that has executed an interim or comprehensive agreement to develop and construct a transportation infrastructure project pursuant to the Public-Private Partnership Act of 1995 (§ ~~56-556~~33.2-1800 *et seq*.).

"Governmental Entity" means any i) Locality; ii) local, regional, state or federal entity; transportation authority, planning district, commission, or political subdivision created by the General Assembly or pursuant to the Constitution and laws of the Commonwealth; or public transportation entity owned, operated or controlled by one or more local entities; iii) entity established by interstate compact; iv) instrumentality, corporation or entity established by any of the foregoing pursuant to § ~~33.1-23.11~~33.2-1505; or, v) combination of two or more of the foregoing.

"Locality" means any county, city or town in the Commonwealth.

A Project Sponsor, or an Private Entity or Governmental Entity that is involved in the planning, design, right-of-way acquisition, engineering, construction, maintenance or financing of a project, may also apply to the Board for assistance from the Bank.

Eligible Projects and Cost

The proceeds from any financial assistance from the Bank may be used to finance the Cost associated with any eligible transportation Project. Finance, as defined by the VTIB Act and when used in connection with a cost or a project, includes both the initial financing and any refinancing of the cost or project. Under the VTIB Act, a Project means i) the construction, reconstruction, rehabilitation or replacement of any interstate, state highway, toll road, tunnel, local road, or bridge; or ii) the construction, reconstruction, rehabilitation or replacement of any a) mass transit, b) commuter, passenger or freight rail, c) port, or d) airport facility; or the acquisition of any rolling stock, vehicle or equipment to be used therewith.

Cost, as applied to any project financed under the provisions of the Bank, means the total of all costs including, but not limited to, the costs of planning, design, right-of-way acquisition, engineering, and construction incurred by an Eligible Borrower or other Project Sponsor as reasonable and necessary for carrying out all works and undertakings necessary or incident to the accomplishment of any project. Cost also includes capitalized interest, reasonably required reserve funds, and financing, credit enhancement and issuance cost. Expenses incurred on an approved project prior to the execution of a financing agreement are also eligible provided they are necessary and attributable to the project.

Monies from the Bank are not intended to supplant existing or programmed funds from other public sources, but are to be used to support projects and activities beyond the funding capacity of existing programs.

Eligible Types of Assistance

Monies in the Bank may be used to provide Loans, ~~Grants,~~ Credit enhancements and Other financial assistance to Eligible Borrowers and Project Sponsors.

"Loan" means an obligation subject to repayment that is provided by the Bank to an Eligible Borrower to finance all or a part of the eligible cost of a project incurred by the Eligible Borrower or other Project Sponsor.

~~"Grant" means a transfer of monies or property that does not impose any obligation or condition on the grantee to repay any amount to the transferor other than in connection with assuring that the transferred monies or property will be spent or used in accordance with the governmental purpose of the transfer. Such grant terms include, without limitation, direct cash payments made to pay or reimburse all or a portion of interest payments made by a grantee on a debt obligation.~~

"Credit~~"~~ enhancements" means surety bonds, insurance policies, letters of credit, guarantees, and other forms of collateral or security.

"Other financial assistance" ~~means, but is not limited to, grants,~~includes capital or debt reserves for bond or debt instrument financing, provision of letters of credit and other forms of credit enhancement, and other lawful forms of financing and methods of leveraging funds that are approved by the Manager.

No loan or other financial assistance may be provided or committed to be provided by the Bank in a manner that would cause such loan or other financial assistance to be tax-supported debt within the meaning of § 2.2-2713 of the *Code of Virginia* or be deemed to constitute a debt of the Commonwealth or a pledge of the full faith and credit of the Commonwealth but shall be payable solely from legally available monies held by the Bank.

Application Process

Applications will be accepted throughout the year from Eligible Borrowers and Project Sponsors. Applications must be submitted in the form and containing the items specified in the VTIB Assistance Application. A copy of the application is provided in Appendix B. Applications must be received at least ~~fifteen forty five (145)~~ninety (90) days before the next scheduled Board meeting for possible consideration at that meeting.

All applications for assistance from the Bank shall be sent to VDOT's Chief Financial Officer ~~(the "CFO")~~ and addressed as follows:

Virginia Transportation Infrastructure Bank
Attention: Chief Financial Officer
Virginia Department of Transportation
1401 East Broad Street
Annex Building – Third Floor
Richmond, Virginia 23219-2000

Applications will be initially screened by VDOT staff for minimum eligibility. The minimum eligibility requirements are as follows:

Minimum Eligibility Requirements

- The applicant is an Eligible Borrower or a Project Sponsor as defined by the VTIB Act.
  - A Governmental Entity is a duly created and a validly existing unit of government as defined by the VTIB Act.
  - A Private Entity has executed an interim or comprehensive agreement to develop and construct a transportation infrastructure project pursuant to the Public-Private Transportation Act of 1995.
  - The Project is ~~a statewide, regional and/or local priority~~of local, regional, or statewide significance and meets the public interest identified in subsection A of § 33.2-214.1, Statewide prioritization process for project selection.

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The applications meeting the minimum requirements will be further reviewed and scored by VDOT staff and the Manager, VRA. The Manager will analyze the applicants' financial capability and credit worthiness to be considered in determining the successful applicants. Following an applicant's selection for evaluation, meetings may be conducted with the applicant by either or both the Board or the Manager. The purpose of the meetings will be to review and confirm the information contained in the application. Representatives of the applicant, VDOT staff, VRA staff and staff from the applicable modal oversight agencies, as appropriate, will participate in the meetings.

Application Screening Criteria

The applications will be scored using the screening criteria currently in use. Appendix C is the current VTIB Screening and Scoring Criteria and Worksheet and identifies the scoring items and weights. Each application meeting the minimum eligibility requirements will be scored on a series of criteria based on the project's scope, project's maturity, project's benefits, project's public benefits, project's funding, and the applicant's credit.

The results of the scoring process will be presented to and reviewed by the VTIB Advisory Panel (the "Panel"). The Panel shall be chaired by the Deputy Secretary of Transportation and include the following members:

- VDOT's ~~CFO~~Chief Financial Officer
- ~~DRPT's~~ Department of Rail and Public Transportation's ~~CFO~~Chief Financial Officer
- VRA Executive Director or designee
- Secretary of Finance or designee
- Secretary of Commerce and Trade or designee
- Representative from ~~VPA~~ Virginia Port Authority or ~~DOAV~~Virginia Department of Aviation (if application pool contains related projects)

The panel will determine the applications to present to the Board at their next scheduled meeting with recommendation for approval. The Chair or designee will present to the Board a summary of the applications received, respective scores, and recommendations for approval or denial of

the requested financial assistance. After action by the Board, the scores of the applications will be posted on VDOT's website, with the successful applications so noted.

Applicant Creditworthiness

As part of the scoring process, the Manager will conduct a financial capability review of each application meeting minimum qualifications to determine the creditworthiness of the applicant and project. This assessment will analyze such factors as revenue stability, debt service coverage, various reserves and other factors to determine the applicant's overall financial condition, the applicant's ability to generate and maintain sufficient revenues from the project and the availability of reliable repayment sources to retire the project obligation.

Financing Commitment

Following action by the Board to approve the financial assistance from the Bank, the Manager will provide a written commitment (the "Commitment") to the potential recipient. The Commitment will outline the type of assistance to be provided and in the case of a loan, the required security provisions, the loan term and payment provisions, the amount of assistance to be provided and any conditions that must be met by the applicant prior to loan closing~~ or grant award~~. The Commitment must be accepted by the potential recipient and returned signed to VRA within 60 days of the Commitment date to preserve the funding.

A project obligation, as defined by the VTIB Act, means any bond, note, debenture, interim certificate, grant or revenue anticipation note, lease or lease-purchase or installment sales agreement, or credit enhancement issued, incurred or entered into by an Eligible Borrower to evidence a loan, or any financing agreements, reimbursement agreements, guarantees, or other evidences of an obligation of an Eligible Borrower or other Project Sponsor to pay or to guarantee a loan.

Loan Closing/Grant Award/Financing Agreement

Any conditions or other prerequisites to receiving the assistance outlined in the Commitment must be met, to the Manager's satisfaction, prior to execution of a Financing Agreement (the "Agreement". VRA and the applicant will enter into the Agreement for the funds. The Agreement will include the security provisions for the assistance, repayment terms along with the amortization schedule, representations and warranties, borrower covenants, disbursement requirements, monitoring and reporting requirements and will specify any other terms and conditions for the financial assistance.

Interest Rates

Project obligations, ~~with the exception of a Grant,~~ will bear interest at a rate that shall be determined by reference to the current market rates for comparable obligations, the nature of the project and the financing structure therefor, and the Creditworthiness of the Eligible Borrower and other Project Sponsors.

Standard Interest Rates**:** Appendix D explains the current methodology for determining Standard Rates.

Project Based Interest Rates: The applicant may elect to apply for an additional interest rate subsidy based on the nature of a project. Justification for the additional subsidy must detail project constraints and affordability factors.

Disbursement Process

Disbursement of the financial assistance can begin following execution of the Agreement. Disbursements shall be made by the State Treasurer on warrants issued by the Comptroller upon written request signed by the Commissioner of Highways or his or her designee. Disbursements will be made from the Bank to the manager ~~semi-annually~~ based on the estimated draws for financial assistance on the executed Agreements with the successful applicants. The funds shall be held in trust on behalf of the Bank until paid to the applicant. Additional disbursements from the Bank to the Manager may be made if needed to provide for the actual draws.

A loan from the Bank may be disbursed to the recipient either i) in anticipation of reimbursement (including an advance or draw under a credit enhancement instrument), ii) as direct payment of eligible costs, or iii) to redeem or defease a prior obligation incurred by the Eligible Borrower or other Project Sponsor to finance the eligible costs of a project.

Recipients will submit a disbursement request to VDOT. VDOT will review the request for completeness and if acceptable, approve the request for payment by the Manager. VDOT will notify the recipient within 30-days of any deficiencies in any disbursement request. Upon receipt of a complete, acceptable disbursement request, the VDOT will forward the request to the Authority for payment.

VDOT may review or audit Project records and documentation as may be required to verify the eligibility and validity of expenditures financed from the VTIB.

Loan Term/Repayment

The repayment terms shall be outlined in the executed ~~agreement~~Agreement. The repayment schedule for each project obligation, ~~with the exception of a Grant,~~ shall require the amortization of principal beginning within five years following the later of i) substantial project completion, as defined by the VTIB Act or ii) the date of incurrence of the project obligation. The repayment

schedule shall have a final maturity date of not more than 35 years following substantial project completion. Substantial project completion means the opening of any part of a project for vehicular or passenger traffic or the handling of cargo and freight.

Recipients must pledge one or more reliable repayment sources and/or other property to secure the project obligation. This must be a source which is generating funds that will be dedicated by the Eligible Borrower or Project Sponsor for the purpose of retiring the project obligation. The pledge of a reliable repayment source(s) and/or other property to secure the project obligation may be subordinate to the pledge securing any other senior debt obligations incurred to finance the project.

Notwithstanding the provisions of the VTIB Act, the Manager may at any time following substantial project completion defer payment on a project obligation if the project is unable to generate sufficient revenues to pay the scheduled payments.

Loan recipients shall make their repayments to the Manager. The Manager will remit the Funds to the Bank monthly to be held by the Treasury. Payments on project obligations shall be credited to the Bank and are to be used solely for the purposes established by the VTIB Act.

The Manager will be responsible for monitoring and ensuring repayment of the loans.

Recipient Reporting Requirements

Recipients of VTIB assistance will be required to supply VDOT and VRA with various reports, certificates and documents during the project development phase as well as throughout the life of any loan. Submittals of annual audited and interim, unaudited financial statements, approved budgets and use of funds reporting will be required as a condition of accepting assistance from the Bank. In addition, the recipient shall provide disclosure of any material events that could affect its ability to complete and, if applicable, operate the project.

Other special reporting requirements may be required on a case-by-case basis. All reporting and submittal requirements will be included and outlined in the Agreement.

~~Certain recipient reporting requirements will be due April 1 and October 1 of each year during the term of any outstanding Loan, or, for Grant recipients, until completion of the assisted project. VDOT and VRA will seek to minimize reporting requirements for smaller Grants and Loans.~~

Appendix A

The VTIB Act

Virginia Transportation Infrastructure Bank.

§ ~~33.1-23.6~~33.2-1500. Legislative findings and purposes.

The General Assembly finds that there exists in the Commonwealth a critical need for additional sources of funding to finance the present and future needs of the Commonwealth for the design and construction of roads and highways, including toll facilities, mass transit, freight, passenger and commuter rail, including rolling stock, port, airport and other transportation facilities. This need can be alleviated in part through the creation of a transportation infrastructure bank. The purpose of such bank is to encourage the investment of both public and private funds and to make loans and other financial assistance available to localities, private entities, and other Eligible Borrowers to finance eligible transportation projects. The General Assembly determines that the creation of a transportation infrastructure bank for this purpose is in the public interest, serves a public purpose and will promote the health, safety, welfare, convenience, or prosperity of the people of the Commonwealth.

§ ~~33.1-23.7~~33.2-1501. Definitions.

As used in this article, whether in capitalized or uncapitalized form, each of the following terms has the meaning given it in this section, unless the context requires a different meaning to be consistent with the manifest intention of the General Assembly:

"Bank" means the Virginia Transportation Infrastructure Bank created in § 33.1-23.8.

"Board" means the Commonwealth Transportation Board.

"Cost," as applied to any project financed under the provisions of this article, means the total of all costs including, but not limited to, the costs of planning, design, right-of-way acquisition, engineering, and construction incurred by an Eligible Borrower or other Project Sponsor as reasonable and necessary for carrying out all works and undertakings necessary or incident to the accomplishment of any project. The term also includes capitalized interest, reasonably required reserve funds, and financing, credit enhancement, and issuance costs.

"Credit enhancements" means surety bonds, insurance policies, letters of credit, guarantees, and other forms of collateral or security.

"Creditworthiness" means attributes such as revenue stability, debt service coverage, reserves, and other factors commonly considered in assessing the strength of the security for indebtedness.

"Eligible Borrower" means any (i) Private Entity; (ii) Governmental Entity; (iii) instrumentality, corporation, or entity established by any of the foregoing pursuant to § 33.1-23.11; or (iv) combination of two or more of the foregoing.

"Finance" and any variation of the term, when used in connection with a cost or a project, includes both the initial financing and any refinancing of the cost or project and any variation of such terms. "Finance" does not include a grant.

"Governmental Entity" means any (i) Locality; (ii) local, regional, state, or federal entity; transportation authority, planning district, commission, or political subdivision created by the General Assembly or pursuant to the Constitution and laws of the Commonwealth; or public transportation entity owned, operated, or controlled by one or more local entities; (iii) entity established by interstate compact; (iv) instrumentality, corporation, or entity established by any of the foregoing pursuant to § 33.1-23.11; or (v) any combination of two or more of the foregoing.

"Grant" means a transfer of moneys or property that does not impose any obligation or condition on the grantee to repay any amount to the transferor other than in connection with assuring that the transferred moneys or property will be spent or used in accordance with the governmental purpose of the transfer. Such term includes, without limitation, direct cash payments made to pay or reimburse all or a portion of interest payments made by a grantee on a debt obligation. As provided in §§ 33.1-23.8 and 33.1-23.9, only Governmental Entities may receive grants of moneys or property held in or for the credit of the Bank.

"Loan" means an obligation subject to repayment that is provided by the Bank to an Eligible Borrower to finance all or a part of the eligible cost of a project incurred by the Eligible Borrower or other Project Sponsor. A loan may be disbursed (i) in anticipation of reimbursement (including an advance or draw under a credit enhancement instrument), (ii) as direct payment of eligible costs, or (iii) to redeem or defease a prior obligation incurred by the Eligible Borrower or other Project Sponsor to finance the eligible costs of a project.

"Locality" means any county, city, or town in the Commonwealth.

"Management agreement" means the memorandum of understanding or interagency agreement among the Manager, the Secretary of Finance and the Board as authorized under subsection B of § 33.1-23.8.

"Manager" means the Virginia Resources Authority serving as the manager, administrator and trustee of funds disbursed from the Bank in accordance with the provisions of this article and the management agreement.

"Other financial assistance" ~~means, but is not limited to, grants,~~ includes capital or debt reserves for bonds or debt instrument financing, provision of letters of credit and other forms of credit enhancement, and other lawful forms of financing and methods of leveraging funds that are approved by the Manager.

"Private Entity" means any private or nongovernmental entity that has executed an interim or comprehensive agreement to develop and construct a transportation infrastructure project pursuant to the Public-Private Transportation Act of 1995 (§ 56-556 et seq.).

"Project" means (i) the construction, reconstruction, rehabilitation, or replacement of any interstate, state highway, toll road, tunnel, local road, or bridge; or (ii) the construction, reconstruction, rehabilitation, replacement, of any (a) mass transit, (b) commuter, passenger or freight rail, (c) port, or (d) airport facility; or the acquisition of any rolling stock, vehicle or equipment to be used therewith.

"Project obligation" means any bond, note, debenture, interim certificate, grant or revenue anticipation note, lease or lease-purchase or installment sales agreement, or credit enhancements issued, incurred, or entered into by an Eligible Borrower to evidence a loan, or any financing agreements, reimbursement agreements, guarantees, or other evidences of an obligation of an Eligible Borrower or other Project Sponsor to pay or guarantee a loan.

"Project Sponsor" means any Private Entity or Governmental Entity that is involved in the planning, design, right-of-way acquisition, engineering, construction, maintenance or financing of a project.

"Reliable repayment source" means any means by which an Eligible Borrower or other Project Sponsor generates funds that are dedicated to the purpose of retiring a project obligation.

"Substantial project completion" means the opening of a project for vehicular or passenger traffic or the handling of cargo and freight.

§ ~~33.1-23.8~~33.2-1502. Creation of the Virginia Transportation Infrastructure Bank.

A. There is hereby created in the state treasury a special nonreverting, revolving loan fund that is a subfund of the Transportation Trust Fund, known as the Virginia Transportation Infrastructure Bank. The Bank shall be established on the books of the Comptroller. The Bank shall be capitalized with (i) two-thirds of all interest, dividends and appreciation that may accrue to the Transportation Trust Fund and the Highway Maintenance and Operating Fund and (ii) moneys appropriated by the General Assembly and credited to the Bank. Disbursements from the Bank shall be made by the State Treasurer on warrants issued by the Comptroller upon written request signed by the Commissioner of Highways or his or her designee. Payments on project obligations and interest earned on the moneys in the Bank shall be credited to the Bank. Any moneys remaining in the Bank, including interest thereon, at the end of each fiscal year shall not revert to the general fund but shall remain in the Bank. Notwithstanding anything to the contrary set forth in this article or in the management agreement, the Board will have the right to determine the projects for which loans or other financial assistance may be provided by the Bank. Moneys in the Bank shall be used solely for the purposes enumerated in subsection~~s~~ C ~~and D~~.

B. The Board, the Manager and the Secretary of Finance are authorized to enter into a management agreement which may include provisions (i) setting forth the terms and conditions under which the Manager will advise the Board on the financial propriety of providing particular loans or other financial assistance, (ii) setting forth the terms and conditions under which the substantive requirements of subsections C ~~through F~~, D and E and § ~~33.1-23.11~~33.2-1505 will be applied and administered~~,~~; and (iii) authorizing the ~~M~~manager to request the Board

to disburse from the moneys in the Bank, the reasonable costs and expenses the ~~M~~manager may incur in the management and administration of the Bank and a reasonable fee to be approved by the Board for the ~~M~~manager's management and administrative services.

C. 1. Moneys deposited in the Bank shall be used for the purpose of making loans and other financial assistance to finance projects.

2. Each project obligation shall be payable, in whole or in part, from reliable repayment sources pledged for such purpose.

3. The interest rate on a project obligation shall be determined by reference to the current market rates for comparable obligations, the nature of the project and the financing structure therefor, and the creditworthiness of the Eligible Borrower and other Project Sponsors.

4. The repayment schedule for each project obligation shall require (i) the amortization of principal beginning within five years following the later of substantial project completion or the date of incurrence of the project obligation and (ii) a final maturity date of not more than 35 years following substantial project completion.

D. ~~A portion not to exceed 20 percent of the capitalization of the Bank may be used for grants to Governmental Entities to finance projects.~~

~~E.~~ The pledge of reliable repayment sources and other property securing any project obligation may be subordinate to the pledge securing any other senior debt obligations incurred to finance the project.

~~F.~~E. Notwithstanding subdivision C 4, the ~~Manager~~ manager may at any time following substantial project completion defer payments on a project obligation if the project is unable to generate sufficient revenues to pay the scheduled payments.

~~G.~~F. No loan or other financial assistance may be provided or committed to be provided by the Bank in a manner that would cause such loan or other financial assistance to be tax-supported debt within the meaning of § 2.2-2713 or be deemed to constitute a debt of the Commonwealth of Virginia or a pledge of the full faith and credit of the Commonwealth but shall be payable solely from legally available moneys held by the Bank.

~~H.~~G. Neither the Bank nor the Manager is authorized or empowered to be or to constitute a bank or trust company within the jurisdiction or under the control of the Commonwealth or an agency thereof or the Comptroller of Currency of the U.S. Treasury Department; or a bank, banker, or dealer in securities within the meaning of, or subject to the provisions of, any securities, securities exchange, or securities dealers law of the United States or of the Commonwealth.

~~I.~~H. The Board or the Manager may establish or direct the establishment of federal and state accounts or subaccounts as may be necessary to meet any applicable federal law requirements or desirable for the efficient administration of the Bank in accordance with this article.

§ ~~33.1-23.9~~33.2-1503. Eligibility and project selection.

A. Any entity constituting an Eligible Borrower or other Project Sponsor is eligible to apply to the Board for project financing from the Bank.

B. ~~Notwithstanding subsection A, only Governmental Entities are eligible to apply for a grant from the Bank.~~

~~C. Any Governmental Entity applying for a grant must demonstrate, among other things as determined by the Manager, that the project cannot be financed on reasonable terms or would otherwise be financially infeasible without the grant.~~

~~D.~~ All applicants for a loan or other financial assistance ~~(other than a grant)~~ must file an application with the Board, which must include all items determined by the Board in consultation with the Manager to be necessary and appropriate for the Board to determine whether or not to approve the loan, including the availability of reliable repayment sources to retire the project obligation as well as creditworthiness.

~~E.~~C. Each applicant for a loan or other financial assistance must demonstrate that the project is of local, regional or statewide significance, and ~~it meets the goal of generating economic benefits, improving air quality, reducing congestion, and/or improving safety through enhancement of the state transportation network~~ meets the public interest identified in subsection A of § 33.2-214.1. Another criterion to be considered is whether or not the loan or other financial assistance will enable the project to be completed at an earlier date than otherwise feasible. The Board shall issue guidelines for scoring projects in accordance with ~~the criteria set out in this subsection~~subsection of § 33.2-214.1 and any other criteria deemed necessary and appropriate for evaluating projects as determined by the Board in consultation with the Manager and shall apply the scoring guidelines to each proposed project. Further, the Board shall promptly publish each proposed project and its score using the scoring guidelines.

~~F.~~D. All projects for which a loan or other financial assistance is provided must meet and remain in compliance with the policies and guidelines established by the Board and the ~~Manager~~manager.

§ ~~33.1-23.10~~33.2-1504. Grants from the Commonwealth Transportation Board.

The Board may make grants of money or property to the Bank for the purpose of enabling it to carry out its corporate purposes and for the exercise of its powers. This section shall not be construed to limit any other power the Board may have to make grants to the Bank.

§ ~~33.1-23.11~~33.2-1505. Project Obligations.

A. Subject to the terms determined by the m~~M~~anager in accordance with the management agreement, each loan or other financial assistance ~~(which for purposes of this section shall not include grants)~~ shall be evidenced or guaranteed by project obligations provided to finance the costs of any project. The ~~Manager~~ manager may also sell any project obligations so acquired

and apply the proceeds of such a sale to the making of additional loans and the provision of other financial assistance for financing the cost of any project or for any other corporate purpose of the Bank.

B. The ~~Manager~~ manager may require, as a condition to provision of a loan or other financial assistance and the acquisition of any project obligations, that the Eligible Borrower or any other Project Sponsor covenant to perform any of the following:

1. Establish and collect tolls, rents, rates, fees, and other charges to produce revenue sufficient to pay all or a specified portion of (i) the costs of operation, maintenance, replacement, renewal, and repairs of the project; (ii) any outstanding indebtedness incurred for the purposes of the project, including the principal of and premium, if any, and interest on the project obligations; and (iii) any amounts necessary to create and maintain any required reserve, including any rate stabilization fund deemed necessary or appropriate by the ~~Manager~~ manager to offset the need, in whole or part, for future increases in tolls, rents, rates, fees, or charges;

2. Create and maintain a special fund or funds as security for or the source of the scheduled payments on the project obligations or for the operation, maintenance, repair, or replacement of the project or any portions thereof or other property of the Eligible Borrower or any other Project Sponsor, and deposit into any fund or funds amounts sufficient to make any payments as they become due and payable;

3. Create and maintain other special funds as required by the ~~Manager~~manager; and

4. Perform other acts, including the conveyance or mortgaging of real and personal property together with all right, title and interest therein to secure project obligations, or take other actions as may be deemed necessary or desirable by the ~~Manager~~ manager to secure payment of the project obligations and to provide for remedies in the event of any default or nonpayment by the Eligible Borrower or any other Project Sponsor, including, without limitation, any of the following:

a. The procurement of credit enhancements or liquidity arrangements for project obligations from any source, public or private, and the payment therefor of premiums, fees, or other charges.

b. The combination of one or more projects, or the combination of one or more projects with one or more other undertakings, facilities, or systems, for the purpose of operations and financing, and the pledging of the revenues from such combined projects, undertakings, facilities, and systems to secure project obligations issued in connection with such combination or any part or parts thereof.

c. The payment of such fees and charges in connection with the acquisition of the project obligations as may be determined by the ~~Manager~~manager.

C. All Eligible Borrowers and other Project Sponsors, including any Governmental Entities, providing project obligations to the Bank are authorized to perform any acts, take any action, adopt any proceedings and make and carry out any contracts with the Bank, the

~~Manager~~manager, or the Board that are contemplated by this article. Such contracts need not be identical among all Eligible Borrowers or other Project Sponsors, but may be structured as determined by the ~~Manager~~ manager according to the needs of the contracting Eligible Borrowers and other Project Sponsors and the purposes of the Bank.

In addition, subject to the approval of the ~~Manager~~manager, any Project Sponsor is authorized to establish and contract with a special purpose or limited purpose instrumentality, corporation, or other entity for the purpose of having such entity serve as the Eligible Borrower with respect to a particular project.

§ ~~33.1-23.12~~33.2-1506. Exemption from taxation; exemption from Virginia Public Procurement Act.

A. The Bank will be performing an essential governmental function in the exercise of the powers conferred upon it by this article. Accordingly, the Bank shall not be required to pay any taxes or assessments to the Commonwealth or its localities or any political subdivision thereof upon any capital, moneys or any property or upon any operations of the Bank or the income therefrom, or any taxes or assessments upon any project or any property or project obligation acquired by the Bank under the provisions of this article or upon the income therefrom.

B. The provisions of the Virginia Public Procurement Act (§ 2.2-4300 et seq.) shall not apply to the Bank in the exercise of any power conferred under this article.

§ ~~33.1-23.13~~33.2-1507. Reporting requirement.

A. No loan or other financial assistance shall be awarded from the Bank until the Secretary of Transportation has provided copies of the management agreement and related criteria and guidelines to the Chairmen of the House Committees on Appropriations, Finance, and Transportation and the Senate Committees on Finance and Transportation.

B. Within 30 days after each six-month period ending June 30 and December 31, the ~~Manager~~ manager shall provide a report to the Chairmen of the House Committees on Appropriations, Finance, and Transportation and the Senate Committees on Finance and Transportation, which shall include, but not be limited to, the amounts of loans and other financial assistance provided by the Bank and the projects for which the loans and other financial assistance were provided.

Appendix B

VTIB Assistance Application

The Commonwealth of Virginia

The Virginia Transportation Infrastructure Bank

Assistance Application

Administered by the Commonwealth Transportation Board

Managed by the Virginia Resources Authority

September ~~2011~~2015

All applicants must complete Sections 1 and 2. Private Entities and Project Sponsors, where applicable, may reference the location of material contained in their conceptual or detailed proposals submitted as a part of a Public-Private Transportation Act of 1995 (PPTA) project for the same information requested in Sections 3, 4 and 5.

SECTION 1 – Contact Information

Applicant's Legal Name: _____

Other Names Under Which Applicant Does Business: _____

_____

Federal Tax Identification Number: _____

Business Address: _____

_____

Mailing Address (If different from above): _____

_____

Contact Person Name: _____

Contact Person Title: _____

Contact Person Mailing Address (If different from above): _____

_____

Telephone Number: ( )_____

Fax Number: ( )_____

E-mail Address: _____

SECTION 2 – Assistance Requested

Type of Assistance Requested: ( ) Loan ~~( ) Grant~~ ( ) Other – Please specify:

_____

Amount of Assistance Requested: $_____
Interest Rate Requested: ( ) Standard Rate ( ) Project Based Rate – Please Specify _____

SECTION 3 – Project Information

This section requires narrative information and an exhibit. The list below must be included in the application package with responses attached and numbered to correspond to the respective item.

1. Project Name. Assign a short name to the project for identification purposes. Identify any Virginia Department of Transportation's Universal Project Code (UPC) Number(s) assigned to the project.

2. Location. Describe the location of the project, including major intersecting highway and rail routes. Attach a map as Exhibit 1. Identify and include the town(s), cities (s), county(s) that the project will serve.

3. Project Development Process. Describe the delivery and procurement methods by which the project will be undertaken. Is this project being developed pursuant to traditional arrangements or through innovative approaches such as state, local or regional design-build provisions or public-private partnerships? Will the project be locally administered or will VDOT be the expected to administer the project?

4. Purpose of VTIB Assistance. Describe what aspect(s) of the project for which the assistance will be used. Provide a breakdown of the proposed uses of the VTIB assistance.

5. Project Description. Describe the need for the project, its basic design features and what the project is intended to accomplish. Include an assessment of the current condition of all transportation facilities relating to the project. For a construction project, describe the difference in the current project scope as compared to any approved environmental documents or study alternatives. If no environmental assessments or reviews have been completed on the project, provide an explanation and a schedule outlining the steps to comply with the National Environmental Policy Act. Include a narrative as to how any studies and analyses to be completed using moneys from the VTIB will advance the development of a transportation project or facility.

6. Describe how the funds, if provided, will enhance the economic development opportunities for the local area, the region and the Commonwealth in general. The description should include, but not be limited to, the number of jobs created as a result of the project and the amounts of investment that will be committed in the event that the funds are being used for an economic development project. Explain the project's goals in generating economic benefit for the locality, region or Commonwealth. Does the project meet the minimum criteria established in the Governor's Opportunity Fund Guidelines?

7. Describe the local, regional or statewide significance of the project and the benefits that would be achieved with the VTIB financial assistance. Provide any local governmental resolution(s), Planning District Commission or Metropolitan Planning Organization endorsements.

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~~8. Describe how the project will make improvements to air quality and reduce congestion along the impacted corridor.~~

~~9. Describe how the project will improve safety along the corridor, specifically through enhancement of the state transportation network.~~

~~10.~~8. Project Schedule. Provide a timeline that shows the estimated start and completion dates for each task and element of work to be funded from the VTIB proceeds. Indicate the applicant's current status with respect to the timeline. Describe the extent to which the VTIB assistance will expedite the schedule or aid in meeting the schedule than would be otherwise feasible. List any other critical path issues.

~~11. Grant Application – Governmental Entity Only. Document the reasons why the project cannot be financed through a loan with reasonable terms or why the project is otherwise financially infeasible without the grant.~~

~~12.~~9. Permits and Approvals. List all major permits and approvals necessary for construction of the project and the date, or projected date of the applicant's receipt of such permits and approvals. The list should include permits and approvals required under local, regional, state and federal laws and regulations. Indicate when outstanding approvals by the governing entities are expected. Describe the status of the environmental review documents. Copies of major permits and approvals will be required upon execution of a financing agreement.

~~13.~~10. Project Work Plan. Provide a project work plan that delineates the technical and financial steps, actions and activities necessary to complete project developmental activities, finalize construction of the facility or the project, initiate operation and provide adequate maintenance.

~~14.~~11. Project Compliance Monitoring Plan. Include a comprehensive project compliance monitoring plan that will assure the project sponsor's ability to deliver the project as planned, fulfill all project commitments and ensure compliance with all terms of the financing agreement, including all applicable regulations and provisions of law.

~~15.~~12. Maintenance and Operations. Include a description of the maintenance and operations plan for the project. Include projections of maintenance and operations expenses and the source of payment for these expenses.

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SECTION 4 – Plan of Finance

The following section pertains to the plan of finance for the project. This section also requests narrative information and exhibits. Projects in the developmental stage shall provide as much detailed and specific information as requested in the items below that is known or available at this time. This information should be presented in the form of a conceptual or preliminary plan of finance. Projects that are ready for implementation must provide the information as requested in the items below. This information should be presented in the form of a base case financial plan as follows.

1. Estimated Project Cost (Uses of Funds). Provide a detailed budget for the project. The budget should include all applicable and anticipated expenses and cost for any and all administrative, engineering and/or technical services, feasibility studies, preliminary engineering and environmental assessments, right-of-way acquisition, vehicle acquisition, construction, construction administration, project management, project inspection, project or facility maintenance, operation and handback, any contingencies and/or any other categories as may be necessary. All cost estimates should be shown on a year-of-expenditure, cash basis that includes any necessary explanations as to the assumptions used to determine the estimates. Project cost estimates must be current (no more than six months old) and certified by the VDOT project cost estimating system or a nationally recognized firm of consulting engineers for all projects.

2. Sources of Funds. Provide a table that reflects the amount of funding from each source of funds for the project, including the VTIB financing that will be used to fund the uses identified in Section 4, Item 1. Include, as applicable, federal grants and/or loans, state grants and/or loans, local grants and/or loans, private investment and/or equity contributions, bond proceeds, other borrowings and any other sources of funding that will be used for the project.

   In addition, provide in narrative form the following information for each source of funding. Supplement the narrative with a chart showing the flow of funds.

   Description of VTIB Funding:
   - The entity requesting the ~~grant and/or~~ loan.
   - A schedule for the use of the VTIB ~~grant and/or~~ loan proceeds.
   -

   ~~*If a loan is being requested:*~~
   - Provide documentation evidencing authorization to commit to loan repayment.
   - The source of repayment for the VTIB loan; revenue, moral and/or general obligation pledge.
   - If project revenues are the source of repayment, the priority of repayment of the loan with respect to project revenues.
   - If non-project revenues are the source of repayment (e.g. general revenues, tax increments, special taxes or special assessments, appropriations, etc.), the priority of repayment of the loan with respect to borrowing entity's other liabilities.
   - The security features for the loan, including any pledged revenues and collateral.

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- Debt service coverage on the loan.
- Whether the source of repayment is contingent on the project's completion.
- Whether the source of repayment is subject to future allocations, appropriations and/or governing body approval.
- Proposed payment schedule.
- Explanation and justification for requesting a Project Based Interest Rate.

Description of other governmental grants:

- The specific governmental entity providing the grant.
- The timing for receipt of the grant, including the key steps that must occur in order to receive the grant, such as environmental permits, receipt of other funding, resolutions adopted by the entity, budget appropriations, etc. Provide relevant documentation for those steps that have occurred.
- Any known level of commitment associated with the grant.
- Requirements that will be imposed by the entity on the use of the grant monies or the project.

Description of other loans, debt or other borrowing:

- The lender and legal entity borrowing the money.
- The source of repayment for all other debt and the priority of payment relative to other project borrowing.
- Provide current revenue estimates for loans to be secured by a pledge of revenue, certified (within six months of the application) by a nationally recognized consulting firm (i.e. traffic and revenue consultant, CPA firm or other acceptable consultant for the type of project) for all projects where revenues will be the main source of repayment for the loan.
- Security features for all other debt, including any pledged revenues and collateral
- Covenants related to the financial or operational performance of the project, such as coverage levels, and the incurrence of additional debt.
- Structure, including the term, amortization and whether the loan will be fixed or variable rate and expected fixed rate or expected spread to specified index for variable rate debt.
- Anticipated credit ratings if funds are to be borrowed through a public debt offering.
- Any credit enhancement or other guarantees.
- The timing for the borrowing or issuance of debt, including the key steps that must occur. Provide relevant documentation for those steps that have occurred.

Description of equity and private investment:

- The entity, or entities, providing the equity or private investment.
- The mechanism(s) for how the investor(s) will be repaid, for example from excess cash flow, periodic scheduled payments, lump-sum payment from additional debt incurred in the future, etc.

- The expected rate of return and justification for the rate of return.
- Any anticipated revenue sharing with any entity.
- The timing for receipt of the investment, including the key steps that must occur in order to receive the funds. Provide relevant documentation for those steps that have occurred.
- Any major conditions or requirements that will be imposed by the investor(s) on the project.

Other Financial Information:

- List any ratings the applicant has received from Moody's, Standard & Poor's or Fitch Ratings.
- Does the applicant have a financial policy in place?
- Does the applicant have a multi-year capital improvement plan?
- Is there an existing Master Indenture by which the applicant issues debt?
- Are there any service, inter-agency, inter-entity or other such agreements or memoranda of understanding in effect that may affect the anticipated financing?
- Has there been any issuance of debt since the date of the applicant's latest financial statements?
- Are there any incidents that have occurred since the date of your last financial statements that would significantly affect revenues pledged to the repayment of the loan or the applicant's overall financial condition.

3. Pro Forma Cash Flow. Provide pro forma cash flows, reflecting the flow of funds and showing revenues, all debt repayment, including any loans and grants under the VTIB, maintenance and operations expenses and any payments to equity/private investors. Provide a detailed description of assumptions and justification of the assumptions. Attach any existing independent feasibility studies.

4. Risks and Mitigation. Identify the risks to the project completion and the sufficiency of revenues to repay the loan. Samples of these types of risk could include cost escalation, timing of approvals and permits, litigation, and availability of other funding. Identify the mitigation strategies for any acknowledged risks, including any payment and performance guarantees.

5. Provide year-end audited financial statements for the past five years for the borrower and the parent entity. The financial statements must have been audited by a certified public accountant in accordance with U. S. generally accepted accounting principles and be provided in U. S. dollars.

6. For applications requesting a Project Based Interest Rate, justify the additional subsidy and detail any project constraints and affordability factors.

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SECTION 5 – Applicant Organization Information

This section requests narrative information and exhibits. The list below should be included in the application package with responses attached and numbered to correspond to the applicable item.

1. Describe the applicant's legal framework including past history and ownership structure. Include a copy of the statutory authority under which the entity was created.

2. Describe the legal authority of the applicant to carry out the proposed project activities. This description should include discussion of the applicant's ability to levy taxes, issue debt, charge tolls or other fees and/or receive assistance from the VTIB. Provide documentation in the form of an exhibit as applicable.

3. Identify whether governmental entities, other than the applicant, must approve the submission of the application package, the funding of activities or the carrying out of activities described in the application. Provide documentation in the form of an exhibit as applicable.

4. Describe the applicant's organizational structure and the applicant's relationship to any subsidiaries or affiliates. Include the legal names of key principals and staff and any recent or proposed changes to the organization structure. If applicant is part of a joint venture, identify all partners and each partner's relationship to any subsidiaries or affiliates.

5. Provide an organization chart, in the form of an exhibit, to include the major parties involved in any aspect of the project. Include the major service contractors that have been, or will be, retained for the project.

6. Describe the applicant's prior experience as it relates to carrying out projects similar to that being proposed. Include prior experience in relation to the implementation of any new technology and the success of the use of such technology.

7. Describe any current, threatened, or pending litigation involving the applicant related to permitting, public involvement, environmental irregularities, construction defects, securities fraud, conflict of interest, failure to perform under a state or federal contract, or other charges which may reflect on the applicant's financial position or ability to complete the project.

SECTION 6 – Assurances and Certifications

The undersigned authorized representative of the applicant certifies that the information contained herein and the attached statements and exhibits are true, correct and complete to the best of his or her knowledge and belief. The undersigned also agrees to clarify or supplement information pertaining to this application upon request.

Name: _____

Title: _____

Signature: _____

Date: _____

Appendix C

VTIB APPLICATION SCREENING AND SCORING CRITERIA
Project Sponsor/Borrower Financial Risk Assessment Criteria
September 2011

	Score	Minimum Score	Maximum Score
Mandatory Criteria			
A. The applicant is an Eligible Borrower or a Project Sponsor as defined by the Act. 0 Not an Eligible Borrower or a Project Sponsor 1 Is an Eligible Borrower or a Project Sponsor		0	1
B. The Project is a statewide, regional and/or local priority. 0 Not a statewide, regional and/or local priority 1 Is a statewide, regional and/or local priority		0	1
Total Mandatory Critieria Score ***Must score 2 for further consideraltion***		0	2
Additional Criteria			
C. Maturity of project (study, design, right-of-way, construction, design/build, purchase, etc...). *1 study, design* *2 right-of-way* *3 construction, design/build, purchase*		1	3
D. Project ready for implementation *0 No* *3 Yes*		0	3
E. Project timeline 0 *Will not be accelerated* *1 Will be accelerated by 1 to 5 years* *2 Will be accelerated by 5 to 10 years* *3 Will be accelerated by more than 10 years* *4 Can only be completed with VTIB*		0	4

1

VTIB APPLICATION SCREENING AND SCORING CRITERIA
Project Sponsor/Borrower Financial Risk Assessment Criteria
September 2011

	Score	Minimum Score	Maximum Score
F. VTIB assistance as a percentage of total project *1 Substantially funded by VTIB (76 - 100% VTIB funded)* *2 VTIB major funding component (26 - 75% VTIB funded)* *3 VTIB closes a funding gap leveraging other resources (1 - 25% VTIB funded)*		1	3
G. Ownership of project (private, local, federal/state) *1 private* *2 local* *3 federal/state*		1	3
H. Project provides economic benefits *0 No* *1 Yes - Provides strong potential for economic benefits* *~~Yes - Meets the economic development criteria of the Governor's~~* *2 Opportunity Fund*		0	2
I. Project improves air quality and/or reduces congestion *0 No* *1 Yes*		0	1
J. Project improves safety and/or enhances the state transportation network *0 No* *1 Yes*		0	1
K. Project consistent with and supportive of local and regional plans and initiatives *0 No* *1 Yes*		0	1
L. Is the cost of the proposed project reasonable? *0 No* *2 Yes*		0	2

2

VTIB APPLICATION SCREENING AND SCORING CRITERIA
Project Sponsor/Borrower Financial Risk Assessment Criteria
September 2011

	Score	Minimum Score	Maximum Score
M. Is there sufficient support (sound financial plan and project champion)? *0 No* *2 Yes*		0	2
N. Are there significant factors that may cause project to not be completed (N/A, no, yes)? *0 Yes* *2 N/A, no*		0	2
O. Audited financial statements/opinion available (N/A, no, yes)? 0 *N/A, no* 1 *Yes*		0	1
P. Eligible Borrower and Proposed Security *1 Private entity* *2 Governmental entity - other* *3 Governmental entity - Qualifies for Category A interest rate*		1	3
Q. Interest Rate sought *0 Additional Subsidy* *1 Standard Rate*		0	1
R. Loan structure - Average Life (years) *1 Greater than 12.5* *2 6 - 12.5* *3 Less than 6*		1	3
Total Score	0	5	37

3

Appendix D

VTIB Interest Rate Methodology

Standard Rates

	Category A	Category B
Governmental	AAA GO MMD of Comparable Maturity Less 50 bps	AAA GO MMD of Comparable Maturity
Private Entity	AAA GO Taxable MMD of Comparable Maturity Less 50 bps	AAA GO Taxable MMD of Comparable Maturity Less

Current Standard Rates for Indication Purposes

	Category A	Category B
Governmental	10yr 1.76% 20yr 2.99% 30yr 3.38%	10yr 2.26% 20yr 3.49% 30yr 3.88%
Private Entity	10yr 3.75% 20yr 4.95% 30yr 5.22%	10yr 4.25% 20yr 5.45% 30yr 5.72%

As of August 15, 2011

Category:

Governmental –

- Category A
  - City, County or Town tax supported; or
  - Established enterprise system and debt service coverage >1.5x with proposed loan; or
  - Credit rating in the "BBB" category or above from either Standard & Poor's, Moody's, or Fitch
- Category B
  - All others and any type of subordinate pledge

Private –

- Category A
  - Established revenue stream and debt service coverage >1.5x with proposed loan; or
  - Credit rating in the "BBB" category or above from either Standard & Poor's, Moody's, or Fitch
- Category B
  - All others and any type of subordinate pledge

Virginia Department of Transportation

Advanced Traffic Management System (ATMS) Briefing

July 28, 2016

Dean Gustafson, PE, PTOE
State Operations Engineer

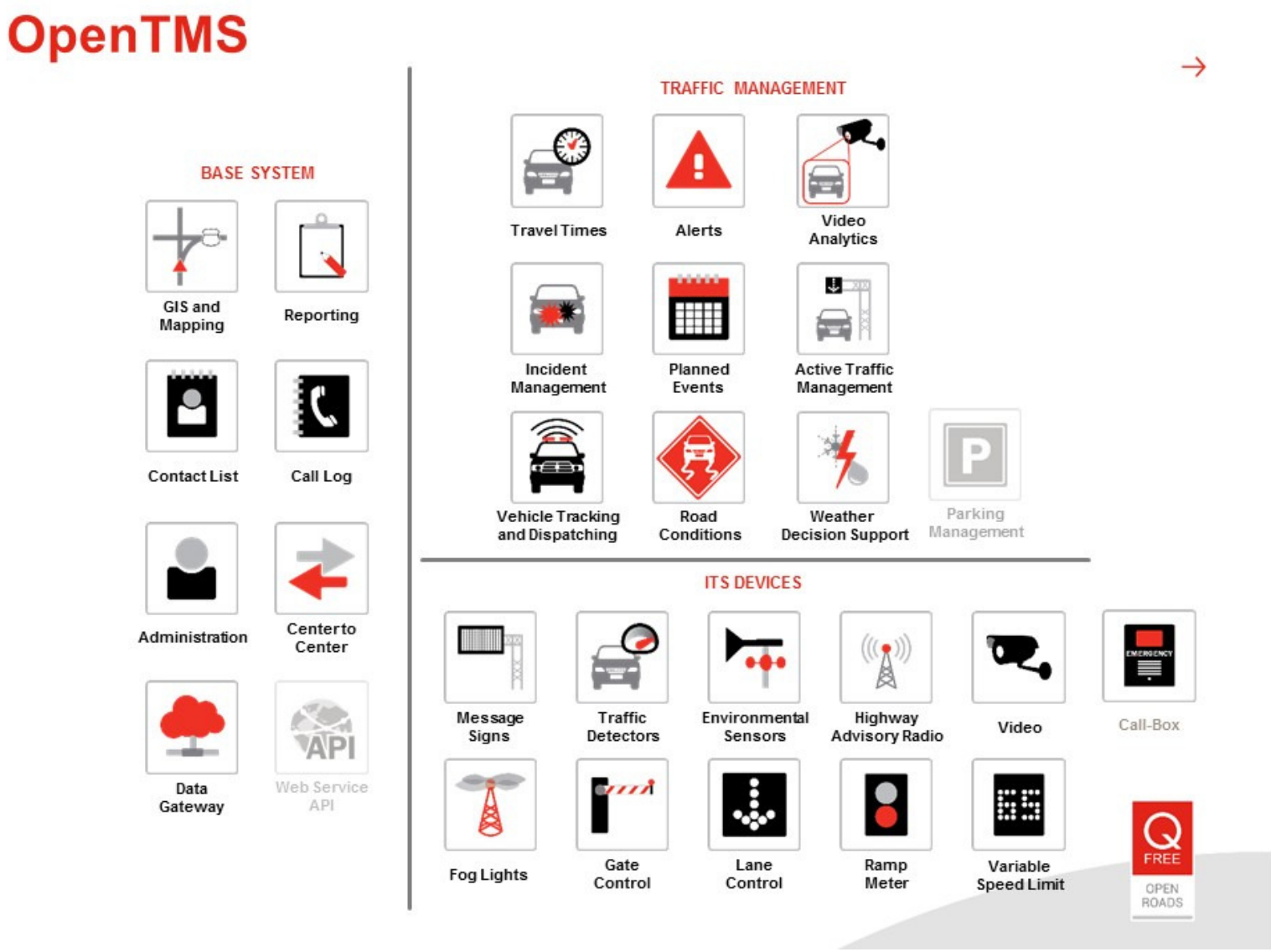
VDOT Innovation and Technology Implementation Plan

1. Improve safety to the goal of ZERO Annual fatalities.
2. Improve Operations, providing increased mobility and reduced congestion; connecting people and moving goods in a more timely and efficient manner.
3. Concurrently reduce infrastructure costs and improve State of Good Repair in order to repurpose spending from obsolete assets to core needs and innovative approaches.
4. Drive the implementation toward significantly reduced overall public sector transportation infrastructure investment.

VDOT needs a new ATMS to implement the Innovation & Technology Plan

- **We need interoperability between our 5 traffic operations centers (TOC) to better coordinate agency operations, emergency response & handle peak events.**
- **We need to consolidate various systems with future connected and automated vehicle initiatives to <u>improve operations, improve safety, and reduce congestion.</u>**
- **A statewide ATMS will facilitate data sharing for connected and automated vehicle consumption and drive innovation.**

The ATMS automates managing traffic



VDOT has selected the most viable vendor

- VDOT needs to consolidate each Regional ATMS into one statewide ATMS.
- VDOT leverages existing investment to control 3,100 field devices and upgrade legacy applications.
  - VA Traffic – used to manage incidents, weather events and work zones
  - Lane Closure System (LCAMS) – use to coordinate work zones/lane closures
  - Data Gateway – data exchange broker between Virginia State Police, 911 center, cities and VDOT
  - Email Generator Service – automates real-time notification of incidents, major weather events, and major work zones.
- Previous competitive procurement resulted in only 3 potentially viable vendors.
  - One vendor could not control VDOT field devices.
  - Second vendor only in 1 TOC, their market focus is tunnel control systems and Tolling, and would require new hardware/network infrastructure.
  - Open Roads (dba Q-Free) is operating in 4 of 5 TOC's, developed legacy applications, and integrated with over 2,200 field devices.
  - No substantial change in marketplace over last several years.

Implement ATMS using a phased approach

- **Release 1 – Staunton, Salem, and Richmond TOC's**
  - April 2017
  - All currently used business modules, except VA Traffic and LCAMS
- **Release 2 – Hampton Roads TOC**
  - September 2017
  - All currently used business modules, except VA Traffic and LCAMS
- **Release 3 – NOVA Public Safety TOC and Active Traffic Management (ATM)**
  - March 2018
  - Updates to other regions
- **Release 4 – Integrate VA Traffic and Lane Closure System**
  - October 2018

- **Schedule driven by development time, operational risk and relationship to other major projects (Transform I-66)**
- **Each Release replaces Regional ATMS at each TOC**

The contract will ensure successful ATMS Delivery

- Sole source procurement to implement only viable solution
- Deliverable based, performance driven contract
- Contract will be 4 years with 2, two year renewal options
- Base contract value is $25.8 M
  - Development Costs (one-time) $13.9 M
  - Operations and Maintenance Support Costs $11.9 M over 4 years
- Contract structured to accommodate innovative solutions and changes over its life.
- A robust project governance structure has been established.
- The contract is compliant with Commonwealth of Virginia (COV) Security Requirements.
- The sole source justification and contract have received legal review and concurrence from the OAG and are both being reviewed by VITA.

Any questions?

Please note these items do not have a formal presentation associated with them, but serve as a place to allow the referenced presenters an opportunity to speak to items related to CTB business.

7. Commissioner's Items
   Charles Kilpatrick, Virginia Department of Transportation

8. Director's Items
   Jennifer Mitchell, Virginia Department of Rail & Public Transportation

9. Secretary's Items
   Aubrey Layne, Secretary of Transportation