



COMMONWEALTH of VIRGINIA

Commonwealth Transportation Board

Shannon Valentine
Chairperson

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Agenda item # New Business 1

RESOLUTION OF THE COMMONWEALTH TRANSPORTATION BOARD

October 30, 2018

MOTION

Made By: Mr. Williams, Seconded By: Mr. Johnsen
Action: Motion Carried, Unanimously

Title: Approval of and Delegation of Authority for the Secretary of Transportation to Enter into the Term Sheet Under the Nationally Significant Freight and Highway Projects Discretionary (FASTLANE) Grant Program with the United States Department of Transportation (USDOT) and for the Secretary of Transportation, Commissioner of Highways and Director of the Department of Rail and Public Transportation to Enter into Additional Agreements with the United States Government or its Agencies Relating to the Atlantic Gateway Project

WHEREAS, the Atlantic Gateway Project, which was selected for a \$165 million federal FASTLANE Grant, will enhance passenger and freight rail along the Interstate 95 corridor in Northern Virginia, increase bus service and extend the 95 Express Lanes eight miles north to the Potomac and 10 miles south to Fredericksburg; and

WHEREAS, as a condition of receiving the FASTLANE Grant funds for the Atlantic Gateway Project, the Commonwealth must enter into a Term Sheet (attached hereto as Exhibit A) with the United States Department of Transportation (FASTLANE Grant Term Sheet); and

WHEREAS, the purpose of the FASTLANE Grant Term Sheet is to set out the mutual understanding of USDOT and the Commonwealth regarding the representations contained in the application for funding and the material terms and conditions to be included in subsequent agreements that the parties intend to execute to implement the Atlantic Gateway FASTLANE Grant; and

WHEREAS, pursuant to § 33.2-221 of the *Code of Virginia*, the Commonwealth Transportation Board (Board) is authorized to enter into all contracts or agreements with the

Resolution of the Commonwealth Transportation Board
Approval of and Delegation of Authority for the Secretary of Transportation to Enter into the
Term Sheet Under the Nationally Significant Freight and Highway Projects Discretionary
(FASTLANE) Grant Program with the United States Department of Transportation (USDOT)
and for the Secretary of Transportation, Commissioner of Highways and Director of the
Department of Rail and Public Transportation to Enter into Additional Agreements with the
United States Government or its Agencies Relating to the Atlantic Gateway Project
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United States government and may do all other things necessary to carry out fully the
cooperation contemplated and provided for by present or future acts of Congress related to
transportation.

NOW THEREFORE, BE IT RESOLVED, by the Commonwealth Transportation
Board, that the FASTLANE Grant Term Sheet is hereby approved and the Secretary of
Transportation is authorized to enter into and execute the FAST LANE Grant Term Sheet
attached hereto as Exhibit A, with such changes as the Secretary deems appropriate.

BE IT FURTHER RESOLVED, by the Commonwealth Transportation Board, that the
Secretary of Transportation, the Commissioner of Highways and the Director of the Department
of Rail and Public Transportation are authorized to enter into and execute subsequent agreements
with the United States Government or its agencies as necessary to implement the Atlantic
Gateway Project and/or the Atlantic Gateway FASTLANE Grant.

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CTB Decision Brief

Approval of and Delegation of Authority for the Secretary of Transportation to Enter into the Term Sheet Under the Nationally Significant Freight and Highway Projects Discretionary (FASTLANE) Grant Program with the United States Department of Transportation (USDOT) and for the Secretary of Transportation, Commissioner of Highways and Director of the Department of Rail and Public Transportation to Enter into Additional Agreements with the United States Government or its Agencies Relating to the Atlantic Gateway Project

Issue: As a condition of receiving the FASTLANE Grant funds for the Atlantic Gateway Project, the Commonwealth must enter into a Term Sheet with the United States Department of Transportation (FASTLANE Grant Term Sheet). Approval of and delegation of authority for the Secretary of Transportation to enter into and execute the FASTLANE Grant Term Sheet with USDOT and for the Secretary of Transportation, Commissioner of Highways and Director of the Department of Rail and Public Transportation to enter into additional agreements with the United States Government or its agencies relating to the Atlantic Gateway Project is sought.

Facts: The Atlantic Gateway Project, which was selected for a \$165 million federal FASTLANE Grant, will enhance passenger and freight rail along the Interstate 95 corridor in Northern Virginia, increase bus service and extend the 95 Express Lanes eight miles north to the Potomac and 10 miles south to Fredericksburg. As a condition of receiving the FASTLANE Grant funds for the Atlantic Gateway Project, the Commonwealth must enter into a Term Sheet (attached hereto as Exhibit A) with the United States Department of Transportation (FASTLANE Grant Term Sheet).

The purpose of the FASTLANE Grant Term Sheet is to set out the mutual understanding of USDOT and the Commonwealth regarding the representations contained in the application for funding and the material terms and conditions to be included in subsequent agreements that the parties intend to execute to implement the Atlantic Gateway FASTLANE Grant.

Generally, the provisions of the FASTLANE Grant Term Sheet provide for:

- Reaffirmation by the Commonwealth that all material facts regarding the Project were accurate at the time the Grant Application was submitted and acknowledgement of any changes that have occurred since submission.
- Selection/identification by USDOT of five Project components to receive grant funding (Long Bridge—Phase 1, extending the Express Lanes to the Pentagon; Improving multimodal access to the Pentagon; Providing Safety and Capacity Improvements on I-395 (Duke Street to Edsall Road); and extending the Express Lanes to Fredericksburg).
- Identification of the Project components that will not receive grant funding (Dedication of the S-Line; Construction of a Third Main Line Track (Franconia to Occoquan); Improving Rail Operations Along the Corridor; Adding I-95 Southbound Capacity Across the Rappahannock River; and Corridor-Wide ITS and TDM Improvements).
- The requirement that one or more fund-obligating agreements be entered into with the Federal Highway Administration (FHWA), or the Federal Railroad Administration (FRA), before USDOT will commit Grant funds to the Project or any component thereof and

Approval of and Delegation of Authority for the Secretary of Transportation to Enter into the Term Sheet Under the FASTLANE Grant Program with the United States Department of Transportation (USDOT) and for the Secretary of Transportation, Commissioner of Highways and Director of the Department of Rail and Public Transportation to Enter into Additional Agreements with the United States Government or its Agencies Relating to the Atlantic Gateway Project

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agreement that the fund- obligating agreements will set out the terms governing administration of the FASTLANE Grant funds.

- The requirement that the Commonwealth continue to work to achieve a mutually agreeable arrangement with its Project partner to implement certain Project components (including the Long Bridge component) and potential forfeiture of a portion (\$45 million) of Grant funds if the Long Bridge component is not implemented.
- Availability of the FASTLANE Grant funds until the end of federal fiscal year 2019 and the caveat that any grant funds that are not obligated under a fund-obligating agreement before October 1, 2019 will no longer be available.
- The division of responsibilities for administration of the FASTLANE Grants, the Term Sheet and Project components between the United States Secretary of Transportation, FHWA and FRA.
- Cost sharing/distribution of costs between FASTLANE Grant Funds and other funding sources.
- Environmental reviews by USDOT
- The scope of work, budget, and milestone completion schedules for each Project component.
- Submission of quarterly Project progress reports, and annual budget reviews and program plans by the Commonwealth.

Pursuant to § 33.2-221 of the *Code of Virginia*, the Commonwealth Transportation Board (Board) is authorized to enter into all contracts or agreements with the United States government and may do all other things necessary to carry out fully the cooperation contemplated and provided for by present or future acts of Congress related to transportation.

Accordingly Board approval of and delegation of authority for the Secretary of Transportation to enter into and execute the FASTLANE Grant Term Sheet is sought. In addition, because the FASTLANE Grant Term Sheet contemplates additional fund-obligation agreements that will need to be executed with FHWA and/or FRA for the Project or components thereof, authority for the Secretary of Transportation, the Commissioner of Highways and the Director of the Department of Rail and Public Transportation to enter into and execute subsequent agreements with the United States Government or its agencies, as necessary, to implement the Atlantic Gateway Project and/or the Atlantic Gateway FASTLANE Grant is also sought.

Recommendations: It is recommended that the Board (1) approve the FASTLANE Grant Term Sheet and authorize the Secretary of Transportation to enter into and execute the FAST LANE Grant Term Sheet attached hereto as Exhibit A, with such changes as the Secretary deems appropriate; and (2) authorize the Secretary of Transportation, the Commissioner of Highways and the Director of the Department of Rail and Public Transportation to enter into and execute subsequent agreements with the United States Government or its agencies, as necessary, to implement the Atlantic Gateway Project and/or the Atlantic Gateway FASTLANE Grant.

CTB Decision Brief

Approval of and Delegation of Authority for the Secretary of Transportation to Enter into the Term Sheet Under the FASTLANE Grant Program with the United States Department of Transportation (USDOT) and for the Secretary of Transportation, Commissioner of Highways and Director of the Department of Rail and Public Transportation to Enter into Additional Agreements with the United States Government or its Agencies Relating to the Atlantic Gateway Project

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Action Required by CTB: The Board will be presented with a resolution for a formal vote in order to approve the recommended actions noted herein.

Options: Approve, Deny, or Defer.

Public Comments/Reactions: N/A

**UNITED STATES OF AMERICA
U.S. DEPARTMENT OF TRANSPORTATION**

**TERM SHEET UNDER THE
NATIONALLY SIGNIFICANT FREIGHT AND HIGHWAY PROJECTS
DISCRETIONARY GRANT PROGRAM**

This Term Sheet is between the United States Department of Transportation (the “USDOT”) and the Commonwealth of Virginia (the “**Project Sponsor**”).

WHEREAS, this Term Sheet reflects the conditional selection of the Project Sponsor to receive an award of funds towards the Commonwealth of Virginia’s Atlantic Gateway project under the Nationally Significant Freight and Highway Projects program, 23 U.S.C. 117, which is also referred to as the FASTLANE program. In this Term Sheet, “**FY 2016 FASTLANE Grant**” means an award under that program;

WHEREAS the purpose of this Term Sheet is to set out the parties’ mutual understanding regarding the representations contained in the application for funding and the material terms and conditions to be included in subsequent agreements that the parties intend to execute to implement a FY2016 FASTLANE Grant;

WHEREAS, the Project Sponsor submitted an application for funding dated April 14, 2016, and titled “Atlantic Gateway: Partnering to Unlock the I-95 Corridor” which presented for USDOT consideration 13 project components. In this Term Sheet, “Application” means the Project Sponsor’s April 14, 2016 application for funding as described in this paragraph;

WHEREAS, USDOT evaluated the 13 project components and selected 5 components to receive funding pursuant to the FY16 FASTLANE Grant. In this Term Sheet, “the Project” means the five components listed in section 3(a), as those components were described in the Application;

WHEREAS, the Project Sponsor intends to fund and construct the project components listed in section 3(b) and not selected by USDOT for funding pursuant to the FY16 FASTLANE Grant using private and/or Commonwealth funds;

WHEREAS, the Project Sponsor received funds from other Federal sources for the component 3B listed in section 3(b), and will construct component 3B in accordance with all applicable Federal requirements;

WHEREAS, completing all components listed in sections 3(a) and 3(b) advances the purposes of the FASTLANE program, and in selecting the Project for funding under the FY16 FASTLANE Grant, USDOT relied on the representations of the Project Sponsor with respect to its intent to construct the components listed in section 3(b), even if the Project Sponsor did not receive DOT funding for all of them (recognizing that this is subject to compliance with applicable State/local environmental laws and any other applicable laws or requirements).

WHEREAS, the Project Sponsor’s partner on Components 1A, 1B, 1C and 1E since the award of the FASTLANE Grant has had a change in corporate philosophy regarding its

ownership of additional assets and has requested a significant modification related to the implementation of such Components in a manner not previously anticipated by either the Project Sponsor or its partner;

WHEREAS, such change was not the fault of the Project Sponsor and the Project Sponsor remains willing and able to advance such Components envisioned in the FASTLANE grant application should its partner allow for such action;

WHEREAS, the Project Sponsor has a strong desire to complete Components 1A, 1B, 1C and 1E and has been and continues to work diligently with its partner, through good faith efforts, to determine whether a mutually agreeable arrangement to implement such Components can be reached;

WHEREAS, should the two parties be unable to reach a mutually agreeable arrangement to implement Components 1A, 1B, 1C, and 1E, such components will be removed from the scope of the Application;

WHEREAS, in such instance the remaining Components of the Application will proceed and the Project Sponsor would forfeit any FASTLANE funds related to Components 1A, 1B, 1C, and 1E;

THEREFORE, the parties agree to the following:

1. The FASTLANE Application.

The Project Sponsor states that:

- (a) all material statements of fact in the Application were accurate when that Application was submitted; and
- (b) Schedule A and Schedule B document all material changes in the information contained in that Application.

2. Fund-Obligating Agreements.

- (a) This Term Sheet does not commit the USDOT to provide funding for the Project or any component of the Project.
- (b) The USDOT will not commit to provide funding to the Project or any component of the Project except by executing one or more project agreements through the Federal Highway Administration (the “**FHWA**”), one or more grant agreements through the Federal Railroad Administration (the “**FRA**”), or a combination of those agreements (collectively, the “**Fund-Obligating Agreements**”).
- (c) The Project Sponsor acknowledges that the Fund-Obligating Agreements will require it to administer all FY 2016 FASTLANE Grant funds under the terms and conditions to be set forth in those agreements, including requirements to comply with applicable Federal laws and regulations.

- (d) The Project Sponsor acknowledges that this Term Sheet is not USDOT approval of any pre-award costs and that, unless the USDOT provides written approval of pre-award costs under 2 CFR 200.458, the USDOT will not reimburse expenditures made before the parties have executed a Fund-Obligating Agreement.

3. Federal Participation by Component.

- (a) The parties intend to execute Fund-Obligating Agreements that provide FY 2016 FASTLANE Grant funds for the following components of the Project:
- (1) Component 1A: Long Bridge—Phase 1 subject to (c);
 - (2) Component 2A: Extending the Express Lanes to the Pentagon;
 - (3) Component 2B: Improving Multimodal Access to the Pentagon;
 - (4) Component 2C: Providing Safety and Capacity Improvements on I-395 (Duke Street to Edsall Road); and
 - (5) Component 3A: Extending the Express Lanes to Fredericksburg.
- (b) The parties do not intend to execute Fund-Obligating Agreements that provide FY 2016 FASTLANE Grant funds to complete the following components from the Project Sponsor's application, and the Project Sponsor shall not request reimbursement under this Term Sheet for expenditures made to complete those components:
- (1) Component 1B: Dedicating the S-Line subject to (c);
 - (2) Component 1C: Constructing a Third Main Line Track (Franconia to Occoquan) subject to (c);
 - (3) Component 1E: Improving Rail Operations Along the Corridor subject to (c);
 - (4) Component 3B: Adding I-95 Southbound Capacity Across the Rappahannock River; and
 - (6) Component 4: Corridor-Wide ITS and TDM Improvements.
- (c) The Project Sponsor will use good faith efforts to work with its partner to reach a mutually agreeable arrangement to implement Components 1A, 1B, 1C and 1E. In the event the Project Sponsor is unable to reach such an arrangement then it will forfeit the \$45M in FASTLANE funds awarded for Component 1A. Further, the Project Sponsor will provide USDOT with a schedule outlining the actions that it will take in an attempt to reach such arrangement as well as items including design of certain components that may be advanced regardless of whether such arrangement is reached.
- (d) The Project Sponsor shall provide written notice to USDOT within 30 days if it intends to abandon efforts to complete any component listed in section 3(b), and the reasons

therefor. USDOT recognizes that these components remain within Project Sponsor's control, and unforeseen circumstances may prevent their completion; the Project Sponsor's failure to make good faith, reasonable efforts to complete them, however, in accordance with its representations in the FASTLANE application, may be considered by USDOT in making a determination under Section 10(d) or in selection of future funding opportunities administered by USDOT.

- (e) FY 2016 FASTLANE Grant funds are available for obligation until the end of Federal fiscal year 2019. The parties acknowledge that FY 2016 FASTLANE Grant funds that are not obligated under a Fund-Obligating Agreement before October 1, 2019, will be unavailable for the Project.

4. Division of Government Responsibilities.

- (a) The Office of the Secretary of Transportation, acting through the Build America Bureau, is responsible for the USDOT's overall administration of FY 2016 FASTLANE Grants and the administration of this Term Sheet.
- (b) The FHWA will administer and oversee all FY 2016 FASTLANE Grant funds used in the following components of the Project:
 - (1) Component 2A: Extending the Express Lanes to the Pentagon;
 - (2) Component 2B: Improving Multimodal Access to the Pentagon;
 - (3) Component 2C: Providing Safety and Capacity Improvements on I-395 (Duke Street to Edsall Road); and
 - (4) Component 3A: Extending the Express Lanes to Fredericksburg
- (c) The FRA will administer and oversee all FY 2016 FASTLANE Grant funds used in the following component of the Project:
 - (1) Component 1A: Long Bridge—Phase 1.

5. Cost Sharing.

- (a) For each component of the Project, the Project Sponsor hereby certifies that the non-Federal funds listed in Schedule B for that component are committed or are expected to be committed through a contractual obligation with a Concessionaire or other private party to fund the component.
- (b) For each component of the Project, if the actual eligible component costs are less than the "Total Component Cost" listed in Schedule B for that component, then the Project Sponsor may reduce non-Federal funds committed to that component. But the Project Sponsor shall not reduce the non-Federal share below 20% of eligible component costs nor shall FASTLANE funds exceed 60% of eligible component costs. The Project

Sponsor may provide a written request to the Department to utilize any unexpended grant funds on any other project component while following the above criteria, excluding any funds related to Component 1A if that component is removed from the scope of the Application.

6. **Environmental Review.** The Project Sponsor acknowledges that this Term Sheet does not commit the USDOT to any determination required under the National Environmental Policy Act (NEPA) or any other applicable Federal environmental law. The USDOT's determinations on the Project will be issued in full compliance with FHWA's NEPA regulations, 23 CFR Part 771, those of the Council on Environmental Quality, 40 CFR Part 1500 – 1508, and all other applicable Federal environmental laws and regulations and, State and local laws and regulations, to the extent applicable.
7. **Project Terms in this Term Sheet.** Schedule B specifically memorializes the agreement of the parties on the following terms for each component of the Project:
 - (1) the component's scope of work;
 - (2) the component's budget, including identification of all funds necessary to complete the proposed component's scope of work;
 - (3) the component's milestone completion schedule, which sets dates for the completion of all major milestones relating to that component, including:
 - (A) completion and receipt of all required environmental approvals (including NEPA approvals);
 - (B) application for and anticipated receipt of all necessary Federal, State, and local permits and approvals; and
 - (C) any necessary approval by a local transportation planning organization, and inclusion in the required Transportation Improvement Program (TIP)/State Transportation Improvement Program (STIP).
8. **Quarterly Project Progress Reports.**
 - (a) On or before the 20th day of January, April, July, and October of each year and until the Project is complete and all Fund-Obligating Agreements under this Term Sheet have been closed out, the Project Sponsor shall submit a Quarterly Project Progress Report for each component of the Project. But if the date of this Term Sheet is in March, June, September, or December, instead of submitting a Quarterly Project Progress Report covering less than one month, the Recipient shall submit the first Quarterly Project Progress Report in the fourth calendar month that begins after the date of this Term Sheet.
 - (b) The Project Sponsor shall submit a Federal Financial Report (SF-425) as part of each Quarterly Project Progress Report.

- (c) The Project Sponsor shall submit the Quarterly Project Progress Reports for components of the Project listed in section 4(b) to the FHWA. The FHWA will provide the Project Sponsor with the form and content for these Quarterly Project Progress Reports.
- (d) The Project Sponsor shall submit the Quarterly Project Progress Reports for components of the Project listed in section 4(c) to the FRA. The FRA will provide the Project Sponsor with the form and content for these Quarterly Project Progress Reports.

9. Annual Budget Review and Program Plan.

- (a) From the date of this Term Sheet until the Project is complete and all Fund-Obligating Agreements under this Term Sheet have been closed out, on or before the 60th day before the end of each Term Sheet Year, for each component of the Project, the Project Sponsor shall submit to the USDOT an Annual Budget Review and Program Plan that contains:

- (1) a detailed schedule of activities and milestones for the next Term Sheet Year;
- (2) an estimate of specific performance objectives, including forecasted expenditures, for the next Term Sheet Year; and
- (3) a comparison of the approved component budget with an updated estimate of the component costs.

“**Term Sheet Year**” means 12 months beginning on the date of this Term Sheet or an anniversary of the date of this Term Sheet.

- (b) If the Recipient’s updated estimate of the total component costs exceeds the total component costs in the approved component budget, then the Project Sponsor shall:
 - (1) include in the Annual Budget Review and Program Plan either documentation of committed funds to cover the increased costs or a written plan describing how the Project Sponsor will cover the increased costs; and
 - (2) meet with the USDOT to discuss the Annual Budget Review and Program Plan.
- (c) The Project Sponsor shall submit the Annual Budget Review and Program Plan for components of the Project listed in section 4(b) to the FHWA.
- (d) The Project Sponsor shall submit the Annual Budget Review and Program Plan for components of the Project listed in section 4(c) to the FRA.

10. Noncompliance, Remedies, and Termination.

- (a) The Project Sponsor acknowledges that the USDOT considers all FASTLANE FY 2016 Grant funds under this Term Sheet to constitute a single grant under 23 U.S.C. 117, that all Fund-Obligating Agreements entered under this Term Sheet are inter-

related, and that all FASTLANE FY 2016 Grant funds provided through a Fund-Obligating Agreement are subject to the Project Sponsor's compliance with this Term Sheet and all other Fund-Obligating Agreements.

- (b) If the Project Sponsor fails to comply with this Term Sheet or a Fund-Obligating Agreement under this Term Sheet, then the USDOT may take actions under 2 CFR 200.338 without limiting those actions to the agreement under which the Project Sponsor was noncompliant.
 - (c) If the Project Sponsor fails to timely complete a component of the Project and that the component is not identified in section 3(c), the USDOT may take action under section 10(b), including termination of all Fund-Obligating Agreements and disallowance of costs incurred under those agreements. If the Project Sponsor fails to timely complete a component of the Project and that the component is identified in section 3(c), the USDOT may take action under section 10(b) only if the Project Sponsor fails to comply with its obligations under section 3(c).
 - (d) If the USDOT determines that the Project Sponsor's use of FASTLANE FY 2016 Grant funds under this Term Sheet would not advance the purposes of the FASTLANE program, the USDOT may terminate one or more Fund-Obligating Agreements and disallow costs incurred under those agreements.
- 11. Effective Date.** The terms and conditions in this Term Sheet are effective on the Project Sponsor upon execution of this Term Sheet by both the Project Sponsor and the USDOT.

EXECUTION BY THE USDOT

Executed this _____ day of _____, 201__.

Signature of USDOT's Authorized Representative

Name of USDOT's Authorized Representative

Title

EXECUTION BY THE COMMONWEALTH OF VIRGINIA

By signature below, the Project Sponsor acknowledges that it accepts and agrees to be bound by this Term Sheet.

Executed this _____ day of _____, 201__.

Signature of Project Sponsor's Authorized Representative

Name of Project Sponsor's Authorized Representative

Title

**SCHEDULE A
MATERIAL CHANGES FROM APPLICATION**

[Describe all material changes in the Project since the application. See section 1(b).]

1A –DRPT continues to work with the private party to develop Component 1A. Subsequent to the submission of the application, circumstances have arisen with the private party that potentially impacts the advancement of the component.

2A – The Term Sheet estimate is now \$497 million, up from the \$250 million in the original application. The main reasons for the increase are the financing costs not included in the original estimate and direct construction costs are higher.

2C – The estimated cost increased \$40 million in the application to \$68 million currently. The actual bid price received from the selected Design-Builder came in at \$57 million, which is the main reason for the increase to the current Term Sheet amount. VDOT did also go through a Best and Final Offer process to reduce the price to the extent possible, and the \$57 million was the end result.

3A - The Term Sheet cost is now \$522.3 million, up from \$420 million in the original application. The main reasons for the increase are the inclusion of concessionaire oversight and development costs, VDOT oversight costs, and project insurance costs that were not included in the original estimate.

**SCHEDULE B
PROJECT TERMS**

THE PROJECT

I. BUDGET

a.	FASTLANE Grant Amount:	\$ 165,000,000	
b.	Total Project Cost:	\$ 1,281,931,250	
c.	Total FASTLANE Grant Funds and Additional Sources of Project Funds:		
	FASTLANE Discretionary Grant Amount:	\$ 165,000,000	12.9%
	Other Federal Funds (if any):	\$ 70,302,452	5.5%
	State Funds (if any):	\$ 97,697,548	7.6%
	Local Funds (if any):	\$ 4,000,000	0.3%
	<u>Other Funds (if any):</u>	<u>\$ 944,931,250</u>	<u>73.7%</u>
	Total Project Cost	\$ 1,281,931,250	100%

COMPONENT 1A: LONG BRIDGE—PHASE 1

I. COMPONENT SCOPE OF WORK

a. General Component Description

Long Bridge – Phase I involves final design and construction of approximately six miles of fourth main line track south of Long Bridge from RO Interlocking (milepost CFP 110.1) to AF Interlocking (milepost CFP 104.3) in Alexandria, Virginia. This phase supports the ultimate expansion of Long Bridge in Washington, DC. The construction of this new main line track will add rail capacity to the most heavily used passenger rail section of railroad in the Commonwealth of Virginia.

b. Mutually Agreed and Approved FY 2016 FASTLANE Component Scope of Work

This project will consist of the following construction components:

- Final Design for six miles of fourth main line track within CSXT’s rail corridor from RO Interlocking (milepost CFP 110.1) to AF Interlocking (milepost CFP 104.3)
- Construction of six miles of fourth main line track from RO Interlocking (milepost CFP 110.1) to AF Interlocking (milepost CFP 104.3), including: track, structures and signaling work

This project does not include elements to be designed, constructed and funded separately by the Virginia Railway Express within the Atlantic Gateway Component 1A limits.

II. COMPONENT BUDGET

- a. FASTLANE Amount: \$45,000,000
- b. Total Component Cost: \$185,000,000
- c. Total FASTLANE Grant Funds and Additional Sources of Project Funds:

FASTLANE Discretionary Grant Amount:	\$ 45,000,000	24.3%
Other Federal Funds (if any):	\$ 55,902,452	30.2%
State Funds (if any):	\$ 84,097,548	45.5%
Local Funds (if any):	\$	0.0%
<u>Other Funds (if any):</u>	<u>\$</u>	<u>0.0%</u>
Total Project Cost	\$185,000,000	100.0%

III. COMPONENT MILESTONE AND COMPLETION SCHEDULE

- a. Component Permits, Licenses and Approvals (Including NEPA Approvals/Completion, Planning Approvals, included on STIP/TIP, etc.)

The following component milestones and completion schedule is approximate and is contingent upon a fully executed Fund-Obligating Agreement by September 30, 2019.

- NEPA Complete April 30, 2019
- Preliminary Design Complete November 30, 2019

- b. The Project Schedule is shown below:

- Early Works LNTP March 30, 2021
- Final Design Complete September 30, 2021
- Right of Way September 30, 2021
- PS&E/Bid-Ready January 7, 2022
- Obligate & Advertise April 7, 2022
- Begin Construction May 23, 2022
- Construction Complete May 23, 2025

COMPONENT 2A: EXTENDING THE EXPRESS LANES TO THE PENTAGON

I. COMPONENT SCOPE OF WORK

c. General Component Description

Extend the I-95 Express Lanes on I-395 for eight miles north from Edsall Road to the vicinity of Eads Street in Arlington. The two existing HOV lanes will be converted to Express Lanes and a third lane will be added, providing three reversible Express Lanes. Transurban will also make an annual payment to support enhanced bus service in this part of the corridor. This component significantly improves access to the major employment centers in Arlington and new access to the Pentagon will be delivered.

d. Mutually Agreed and Approved FY 2016 FASTLANE Component Scope of Work

This component will consist of the following construction components:

- Convert two existing HOV lanes to three Express Lanes.
- Modify access at existing interchanges from HOV to High Occupancy Toll (HOT), and provide ancillary infrastructure improvements as needed.
- Capacity and operational improvements at the Eads Street interchange.
- Owner costs for Transurban Design-Build contract to deliver I-395 corridor improvements.

IV. COMPONENT BUDGET—UPC 108361, UPC 110739

- a. FASTLANE Amount: \$34,000,000
 b. Total Component Cost: \$496,631,250
 c. Total FASTLANE Grant Funds and Additional Sources of Project Funds:

FASTLANE Discretionary Grant Amount:	\$ 34,000,000	6.8%
State Funds:	\$ 0	0.0%
Other Funds:	\$ 462,631,250	93.2%
<hr/>		
Total Project Cost:	\$ 496,631,250	100.0%

V. COMPONENT MILESTONE AND COMPLETION SCHEDULE

- a. Component Permits, Licenses and Approvals (Including NEPA Approvals/Completion, Planning Approvals, included on STIP/TIP, etc.)

The following component milestones and completion schedule is approximate and is contingent upon a fully executed Fund-Obligating Agreement by November 30, 2018.

- Preliminary Design Complete January 15, 2017
- NEPA Complete February 28, 2017

b. The Project Schedule is shown below (PPTA Design-Build):

- Early Works LNTP February 27, 2017
- Financial Close July 25, 2017
- NTP July 25, 2017
- Service Commencement October 23, 2019
- Final Completion June 9, 2020

COMPONENT 2B: IMPROVING MULTIMODAL ACCESS TO THE PENTAGON

I. COMPONENT SCOPE OF WORK

a. General Component Description

Improve access into and around the Pentagon South Parking area while also improving transportation support facilities. The proposed improvements, when combined with improvements to the Eads Street interchange, will provide reduced travel times for transit providers, improved circulation for buses, and reduce queues along I-395.

b. Mutually Agreed and Approved FY 2016 FASTLANE Component Scope of Work

This component will consist of the following construction components:

- New pavement for bus loops and carpool lanes, and infrastructure elements as needed.
- New pedestrian facilities.
- Additional multimodal improvements as identified.

II. COMPONENT BUDGET—UPC 110728

- a. FASTLANE Amount: \$ 6,000,000
 b. Total Component Cost: \$10,000,000
 c. Total FASTLANE Grant Funds and Additional Sources of Project Funds:

FASTLANE Discretionary Grant Amount:	\$ 6,000,000	60.0%
State Funds (if any):	\$ 4,000,000	40.0%
Total Project Cost:	\$ 10,000,000	100.0%

III. COMPONENT MILESTONE AND COMPLETION SCHEDULE

- a. Component Permits, Licenses and Approvals (Including NEPA Approvals/Completion, Planning Approvals, included on STIP/TIP, etc.)

The following component milestones and completion schedule is approximate and is contingent upon a fully executed Fund-Obligating Agreement by November 30, 2018.

- Preliminary Design Complete January 15, 2017
- NEPA Complete February 28, 2017

- b. The Project Schedule is shown below (PPTA Design-Build):

- Early Works LNTP February 27, 2017
- Financial Close July 25, 2017
- NTP July 25, 2017
- Pentagon Improvements Final Completion March 31, 2019

**COMPONENT 2C: PROVIDING SAFETY AND CAPACITY IMPROVEMENTS ON I-395
(DUKE STREET TO EDSALL ROAD)**

I. COMPONENT SCOPE OF WORK

a. General Component Description

Address significant safety and capacity issues in the I-395 corridor. As presently configured, southbound I-395 has four through lanes north of the Duke Street interchange and south of the Edsall Road interchange. However, between the Duke Street and Edsall Road interchanges there are only three lanes causing heavy congestion on southbound I-395 during weekday afternoon peak periods.

b. Mutually Agreed and Approved FY 2016 FASTLANE Component Scope of Work

This component will consist of the following construction components:

- New fourth travel lane and full-depth shoulder.
- Duke Street Interchange—Partial cloverleaf interchange by removing existing SW quadrant loop ramp and replacing it with a left-turn spur ramp off of the existing NW quadrant directional ramp.
- Edsall Road Interchange—Partial cloverleaf interchange by removing existing NW quadrant loop ramp and existing SW quadrant directional ramp, and replacing them with a new signalized directional ramp in the SW quadrant.

II. COMPONENT BUDGET—UPC 103316, UPC 114341, UPC 110740

- a. FASTLANE Amount: \$40,000,000
 b. Total Component Cost: \$68,000,000
 c. Total FASTLANE Grant Funds and Additional Sources of Project Funds:

FASTLANE Discretionary Grant Amount:	\$ 40,000,000	58.8%
Other Federal Funds:	\$ 14,400,000	21.2%
State Funds:	\$ 9,600,000	14.1%
<u>Local Funds (Fairfax Co):</u>	<u>\$ 4,000,000</u>	<u>5.9%</u>
Total Project Cost:	\$ 68,000,000	100.0%

III. COMPONENT MILESTONE AND COMPLETION SCHEDULE

- a. Component Permits, Licenses and Approvals (Including NEPA Approvals/Completion, Planning Approvals, included on STIP/TIP, etc.)

COMPONENT 3A: EXTENDING THE EXPRESS LANES TO FREDERICKSBURG (WITH QUANTICO ACCESS)

I. COMPONENT SCOPE OF WORK

a. General Component Description

Project includes extension of I-95 Express Lanes for approximately ten (10) miles from Garrisonville Road (Route 610, exit 143) to Route 17 (exit 133), and associated access points at Route 17 and Courthouse Road and includes Quantico access.

b. Mutually Agreed and Approved FY 2016 FASTLANE Component Scope of Work

The anticipated scope of work for this project will include, but is not limited to roadway construction, milling and overlaying of existing pavement, bridge demolition and bridge construction, guardrail/barriers, storm drainage, stormwater management facilities, retaining walls, sound barrier walls, signs, sign structures, lighting, Intelligent Transportation System (ITS) components including Closed Circuit Television (CCTV) Cameras, Dynamic Message Signs (DMS), and tolling equipment. The project budget includes VDOT costs and oversight and Concessionaire’s contingency.

II. COMPONENT BUDGET

- a. FASTLANE Amount: \$40,000,000
- b. Total Component Cost: \$522,300,000
- c. Total FASTLANE Grant Funds and Additional Sources of Project Funds:

FASTLANE Discretionary Grant Amount:	\$ 40,000,000	7.7%
Other Funds (if any):	\$482,300,000	92.3%
Total Project Cost:	\$522,300,000	100.0%

III. COMPONENT MILESTONE AND COMPLETION SCHEDULE

- a. Component Permits, Licenses and Approvals (Including NEPA Approvals/Completion, Planning Approvals, included on STIP/TIP, etc.)

The following component milestones and completion schedule is approximate and is contingent upon a fully executed Fund-Obligating Agreement by November 30, 2018.

- Preliminary Design Complete November 2017
- NEPA Complete January 2018
- IJR Decision April 2018

b. The Project Schedule assumes the Project will be completed as a public-private partnership and is shown below:

- Design Build Bid Package Complete January 2018
- Request for Qualifications January 2018
- Request for Proposals March 2018
- Award Project January 2019
- Begin Construction Spring 2019
- Construction Complete 2022