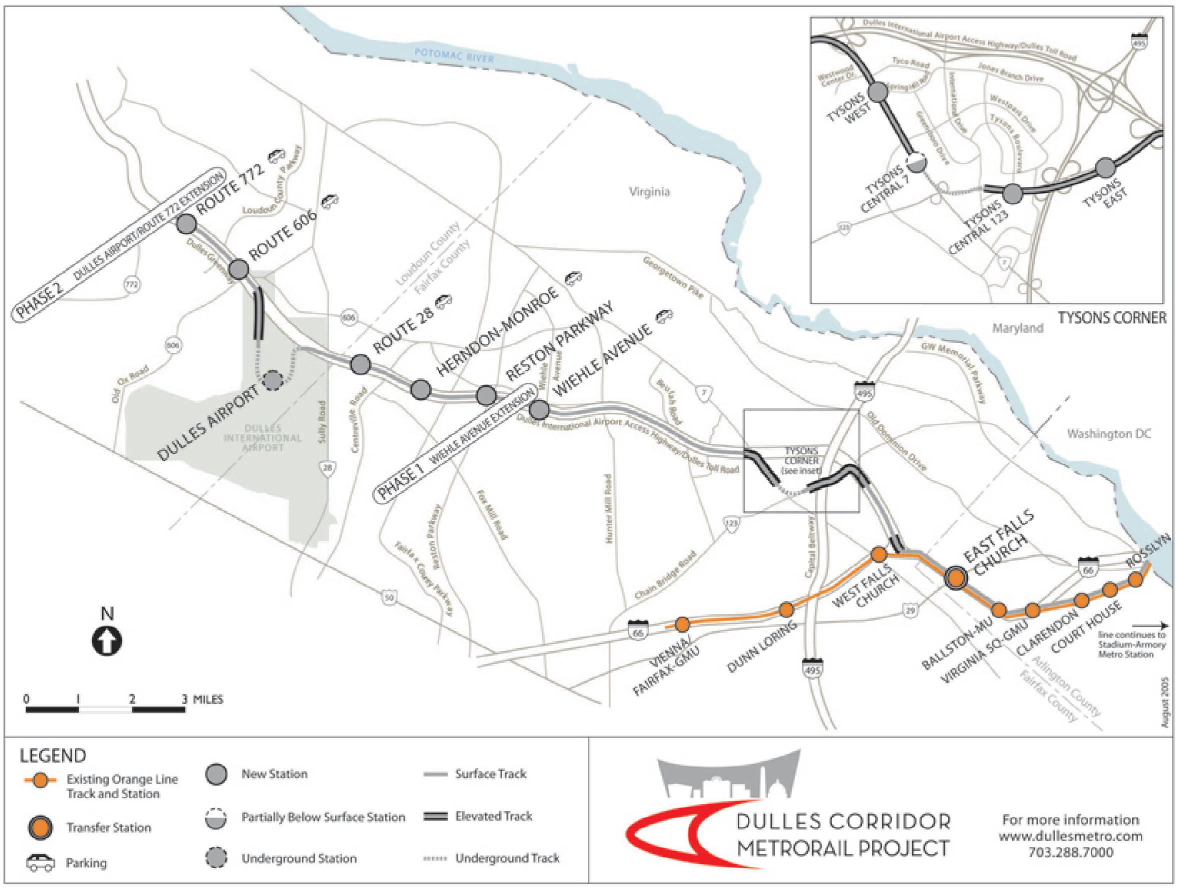
Fund 121
Dulles Rail Phase I Transportation Improvement District

Focus

Metrorail service is planned to be extended approximately 23 miles from an area east of West Falls Church station, along the median of the Dulles Connector Road (DCR) through Tysons Corner, then further out the Dulles International Airport Access Highway (DIAAH), through Dulles International Airport, to Route 772 in Loudoun County. The total cost of the Rail to Dulles Project currently is estimated to be approximately $5.2 billion. Due to financial constraints imposed by the federal government, which are expected to limit federal funding to approximately $900 million; the project is currently expected to be completed in two phases. Phase I is expected to cost approximately $2.64 billion for the segment from the Metrorail Orange line to Wiehle Avenue in Reston, including construction of five new stations. Final cost estimates for Phase II, from Wiehle Avenue, through Dulles Airport to Route 772 in Loudoun County, are expected to be developed during FY 2010.



The total project costs are expected to be shared by the federal government, the Commonwealth, Fairfax County, Loudoun County, Metropolitan Washington Airports Authority (MWAA) and operation of the Dulles Toll Road. It should be noted that the County's participation rate is determined on the basis of total project costs and sharing the cost of common features necessary to complete an operational line, such as soft costs, rail yards and power stations.

The primary source of revenue to support construction of the rail line is expected to be tolls from the Dulles Toll Road. Control and operation of the Dulles Toll Road was transferred to MWAA on November 1, 2008. The local funding partners, Fairfax County, Loudoun County, and MWAA have entered into an agreement which specifies the level of funding responsibility for each partner; the Fairfax share is approximately 16.1 percent of total costs and approximately $400.0 million for Phase I. This is also the maximum permitted under the terms of the Phase I Tax District.

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On January 21, 2004, a petition was filed with the Clerk to the Board of Supervisors (the Petition) by owners of commercial and industrial property (the Petitioners) asking the Board of Supervisors to create a Phase I Dulles Rail Transportation Improvement District (the Phase I District), as provided by Chapter 15 of Title 33.1 of the Code of Virginia, as amended (the Act). The Act is similar although not identical to the law that empowered the Board and the Board of Supervisors of Loudoun County to create the Route 28 Highway Transportation Improvement District (the Route 28 District) in both counties in 1988.

The Phase I District was approved and established by the Board of Supervisors on February 23, 2004, following a public hearing. The Phase I District is governed by a District Commission, consisting of four Board members and the Chairman of the Commonwealth Transportation Board (CTB) or his/her designee. The District Commission is advised by a District Advisory Board, composed of landowner representatives. This is the same basic governance structure used for the Route 28 Tax District.

Commercial and industrial property within the district created pursuant to the Act can be taxed to raise funds for transportation improvements in the district. Such a district can be created upon the petition of the owners of at least 51 percent, measured by land area or assessed value, of the real property located within the proposed district that is zoned or used for commercial or industrial purposes. The properties listed on the signature pages of the Petition constituted over 64 percent of such property located within the Phase I District, measured by assessed value.

Per the Code of Virginia § 33.1-435, properties zoned to permit multi-unit residential use but not yet used for that purpose and multi-unit properties primarily leased or rented to residential tenants or other occupants by an owner who is engaged in such a business are deemed to be in commercial use for purposes of the Act. But no other residential properties are subject to any tax that may be levied on behalf of such a district, even if they are within the boundaries of such a district.

The boundaries, as proposed by the Petitioners, encompass most if not all of the Tysons Corner Urban Center, commercial and industrial properties near the proposed Metrorail station at Wiehle Avenue, and the necessary DAAR right-of-way.

The proposed transportation improvements include that portion in the Phase I District of the capital improvements described as the Locally Preferred Alternative (LPA) in a resolution of the Board of Directors of the Washington Metropolitan Area Transit Authority (WMATA), adopted on November 21, 2002.

The Petitioners will contribute up to $400.0 million of the County's share for Phase I through the imposition of a voluntary tax on commercial and industrial properties within the Phase I District. Included in the proposal is a provision for full coverage of the long-term financing costs for the County's net share of construction costs. At the maximum contribution, under the current plan, the total expected cost including interest costs over the life of the district to be provided by the tax on behalf of the Phase I District is approximately $882.5 million. As of December 2006, funds for the tax district are expected to fully fund the County's expected share of Phase I costs. Funding requirements in excess of the amount to be provided by the District are expected to be funded by other available revenue sources.

The plan as set forth in the Petition contains specific provisions regarding timing, tax rates, total costs, and percentage of costs to be paid with Phase I District revenue. The plan contemplates the establishment of a Revenue Stabilization Fund (RSF) with early collection of taxes commencing in FY 2005 to build reasonable reserves to help maintain the rate parameters in view of the cyclic pattern of changes in assessed value from year to year. It is anticipated that the RSF and perhaps other rate or coverage covenants will be required by rating agencies to achieve an investment grade rating on bonds issued that are supported by Phase I District tax revenues.

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Under the terms of the petition, before any Phase I District revenues are committed the tax rate is capped at 22 cents per $100 of assessed value, and taxes collected accumulate in the RSF. If a federal Full Funding Grant Agreement (FFGA) for Phase I is not executed, then the owners of 51 percent of the commercial and industrial property within the Phase I District may petition for its dissolution, and individual property owners can ask for the return of taxes previously paid and accumulated in the RSF. The Federal Transit Administration (FTA) received the Full Funding Grant Agreement application on October 22, 2008 and approved it and forwarded it to the Secretary of the United States Department of Transportation and the Office of Management and Budget on December 19, 2008 for their approval. Secretary Peters, after reviewing the FFGA application with OMB, approved the FFGA on January 7, 2009, and forwarded it to Congress for their approval. The FFGA between the FTA and the Metropolitan Washington Airports Authority (MWAA) should be executed in March 2009.

Before committing Phase I District tax revenues, the District Commission must determine that the District's actual share of the financing will not exceed $400 million of construction funds for Phase I costs, and that a tax rate of no more than 29 cents per $100 of assessed value will be sufficient to meet the Phase I District's obligations at an assumed rate of growth in assessed value of 1.5 percent. If at the time the District Commission expects either of those parameters to be exceeded, then they must seek approval from the owners of 51 percent of the commercial or industrial property within the Phase I District before proceeding to commit the revenues.

However, once Phase I District revenues have been committed, allowing the financing to be put into place for the sale of bonds supported by those revenues, there is no "hard" cap on the Phase I District tax rate other than the statutory cap of 40 cents per $100 of assessed value. Thus there would be full latitude to set the tax rate up to the statutory maximum, if necessary, to meet the obligations of the Phase I District, e.g., if necessary to meet debt service requirements in the event assessed value growth rates cannot be sustained at 1.5 percent or greater.

FY 2010 Funding Adjustments

The following funding adjustments from the FY 2009 Revised Budget Plan are necessary to support the FY 2010 program:

- **Debt Service Payments** **$0**
  Interim debt service payments are anticipated to be $13,350,000 which is no change from the *FY 2009 Revised Budget Plan* level based on total project expenditure projections and the percentage share for the District's contribution. A bond sale will be planned for FY 2009 or FY 2010 in order to provide the permanent financing.

Changes to FY 2009 Adopted Budget Plan

The following funding adjustments reflect all approved changes in the FY 2009 Revised Budget Plan since passage of the FY 2009 Adopted Budget Plan. Included are all adjustments made as part of the FY 2008 Carryover Review and all other approved changes through September 15, 2008:

- **Carryover Adjustments** **$6,350,000**
  As part of the *FY 2008 Carryover Review*, debt service payments were increased $6,350,000 from $7,000,000 to $13,350,000 in anticipation of funding requirements for Fairfax County's share of the total project costs. Expenditures will only be made following the approval of the FFGA.

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FUND STATEMENT

Fund Type G10, Special Revenue Funds | **Fund 121, Dulles Rail Phase I Transportation Improvement District**

	FY 2008 Actual	FY 2009 Adopted Budget Plan	FY 2009 Revised Budget Plan	FY 2010 Baseline Budget
Beginning Balance	**$50,665,143**	**$70,989,464**	**$79,457,240**	**$96,643,860**
Revenue:				
Real Estate Taxes-Current	$25,731,856	$27,386,620	$27,386,620	$26,930,109
Interest on Investments	3,060,241	3,150,000	3,150,000	966,439
Total Revenue	$28,792,097	$30,536,620	$30,536,620	$27,896,548
Total Available	**$79,457,240**	**$101,526,084**	**$109,993,860**	**$124,540,408**
Expenditures:				
Debt Service	$0	$7,000,000	$13,350,000	$13,350,000
Total Expenditures	$0	$7,000,000	$13,350,000	$13,350,000
Total Disbursements	**$0**	**$7,000,000**	**$13,350,000**	**$13,350,000**
Ending Balance[1]	**$79,457,240**	**$94,526,084**	**$96,643,860**	**$111,190,408**
Tax rate/per $100 Assessed Value	**$0.22**	**$0.22**	**$0.22**	**$0.22**

[1] The ending balance is accumulating in anticipation of the start of construction, which is expected to begin following approval of the Full Funding Grant Agreement in FY 2009.