



FEBRUARY 2015
DULLES CORRIDOR ENTERPRISE
REPORT OF THE FINANCIAL ADVISORS

The Airports Authority established the Dulles Corridor Enterprise (DCE) Fund to segregate the financial activity associated with the operation, maintenance and improvement of the Dulles Toll Road (DTR) and construction of the Dulles Corridor Metrorail Project (Rail Project) from the financial operations of the Airports. This report provides an update on the status of capital financing activities and other issues related to the DCE Fund.

Action Items

No Action Items to Report

Informational Items

- ***Transportation Infrastructure Finance and Innovation Act (TIFIA) Loans.*** The first disbursement of TIFIA Loan proceeds was received by the Airports Authority on January 15, 2015. The total amount disbursed, approximately \$115.8 million, will be used to redeem outstanding DTR commercial paper notes at maturity.

The required documentation for eligible Phase 2 project costs allocated to Fairfax County and Loudoun County has been submitted for review. The initial disbursements from the TIFIA loans awarded to the Counties are expected in March 2015.

Relevant News Items

- ***Dulles Greenway Toll Increase for 2015 and Related Legislation.*** On December 30, 2014, the owners of the Dulles Greenway toll facility filed a request with the Virginia State Corporation Commission for a 2.80 percent increase in tolls. If approved, the toll rate for two-axle vehicles would increase by 10 cents, from \$4.20 to \$4.30, and the Congestion Management Toll (applicable only to weekday traffic in the peak period and direction) would increase from \$5.10 to \$5.25.

Pursuant to § 56-542 of the Code of Virginia, the Commission shall approve any request to increase tolls by a percentage that is equal to the greater of the increase in the consumer price index plus 1 percent (calculated to be 2.33 percent), real Gross Domestic Product growth (approximately 2.57 percent), or 2.8 percent.

On January 14, 2015, Virginia Senator Jennifer Wexton offered Senate Joint Resolution No. 234 that directs the Joint Legislative Audit and Review Commission to study the feasibility of the Commonwealth purchasing the Dulles Greenway. Virginia Delegate David Ramadan and other state legislators introduced legislation (House Bill No. 2344) on January 23, 2015, that would make several amendments to the Virginia Highway Corporation Act of 1988, including limiting future toll rate increases if traffic on major alternate routes increases more than traffic on the Dulles Greenway and requiring distance-based toll rates.

- 495 Express Lanes Project.** On January 14, 2015, Transurban, the private operator of the 495 Express Lanes on the Capital Beltway, released traffic and revenue data for the quarter ending December 31, 2014. Average daily toll revenue for the quarter grew over 51 percent to \$97,153 from \$64,277 in the corresponding period in 2013. Traffic for the same period increased 16.4 percent from an average of 30,417 daily trips to 35,405 daily trips.

Transurban reports that the average toll per trip for the half year ending December 31, 2014, was \$2.98 and the maximum toll charged to travel the full length of the Express Lanes was \$14.55.

On December 2, 2014, there were 51,684 trips on the 495 Express Lanes, generating record daily toll revenue of \$200,767.



- Transform 66 Inside and Outside the Beltway.** On January 21, 2015, the Virginia Department of Transportation (VDOT) and the Department of Rail and Public Transportation (DRPT) briefed the National Capital Region Transportation Planning Board (TPB) on plans to make major multi-modal improvements to Interstate 66 inside and outside the Capital Beltway. Potential improvements include converting the existing high-occupancy vehicle lanes inside the Beltway to high occupancy/toll lanes. The TPB is seeking public input on the projects before including them in the 2015 update to its fiscally Constrained Long Range Plan.

VDOT and DRPT also held public information meetings along the I-66 corridor on January 28 and 29 and February 3 and 5. It is anticipated that the Commonwealth Transportation Board will consider resolutions advancing the projects at its meeting scheduled for February 18, 2015.



MONTHLY UPDATE: OUTSTANDING DULLES CORRIDOR ENTERPRISE DEBT**SHORT-TERM NOTES AND LOANS**

Commercial Paper Notes. The aggregate principal amount of Dulles Toll Road Second Senior Lien Commercial Paper Notes outstanding as of February 1, 2015, was \$124,455,000. The Airports Authority can draw an additional \$175,545,000 under this program.

Program	Authorized Amount	Letter of Credit Provider	Dated Date	Expiration Date
<i>Commercial Paper Series One</i>	<i>Up to \$300 Million</i>	<i>JP Morgan</i>	<i>August 1, 2011</i>	<i>August 11, 2015</i>

The following table shows the rolling three-month averages of the variable rates for the Commercial Paper Notes and the Securities Industry and Financial Markets Association (SIFMA) Index on a monthly basis for 2015.¹

2015 Variable Interest Rates (3-Month Rolling Average)

Monthly	CP 1 JPM	SIFMA	Spread
January 2015	0.08%	0.04%	0.04%

Previous Years Variable Interest Rates (12-Month Rolling Average)

Calendar Year	CP 1 JPM	SIFMA	Spread
2014	0.10%	0.05%	0.05%
2013	0.15%	0.09%	0.06%
2012	0.20%	0.16%	0.04%
2011 ²	0.18%	0.15%	0.03%

FFGA Notes. On December 17, 2012, the Airports Authority issued \$200 million of fixed rate notes secured by the remaining Federal funding anticipated to be received pursuant to a Full Funding Grant Agreement (FFGA) with the Federal Transit

¹ The SIFMA index is a national rate based on a composite of approximately 250 issuers of high-grade, seven-day, tax-exempt, variable rate demand obligation issues of \$10 million or more.

² 08/11/11 through the end of the calendar year

Administration for Phase 1 of the Rail Project. The total amount of outstanding as of February 1, 2015, is \$156,317,308.

Program	Amount Issued	Rate	Lender	Dated Date	Scheduled Final Maturity
<i>FFGA Notes, Series 2012</i>	<i>\$200 Million</i>	<i>2.16%</i>	<i>Bank of America</i>	<i>December 1, 2012</i>	<i>December 1, 2016</i>

DULLES TOLL ROAD REVENUE BONDS

The total amount of outstanding Dulles Toll Road Revenue Bonds as of February 1, 2015, including accretion, is \$2,040,443,318.³ The tables on the following pages provide detail on each series of bonds.

Refunding Opportunities

The Series 2009A First Senior Current Interest Bonds may be refunded in advance of the 2019 call date. Under current market conditions, a refunding will not generate sufficient debt service savings to pursue a transaction due to the significant negative arbitrage in the required refunding escrow.

³ The amount outstanding includes approximately \$197 million of net accreted value on outstanding capital appreciation bonds and convertible capital appreciation bonds. Interest on those securities is not paid currently. It accretes from the date of issuance and is compounded semi-annually on each April 1 and October 1 until the maturity date, or if applicable, the conversion date, whereupon interest will be payable semi-annually.

Table 1: Dulles Toll Road Revenue Bonds
Amount Outstanding by Series and Credit Ratings

Series ⁴	Dated Date	Originally Issued Par Amount	Outstanding as of 2/1/2015	Lien	Tax Status	Moody's Rating	S&P Rating	Credit Enhancement ⁵
2009A	8/12/2009	\$ 198,000,000	\$ 198,000,000	First Senior	Tax-Exempt Current Interest Bonds	A2	A	None
2009B	8/12/2009	207,056,689	270,110,994	Second Senior	Tax-Exempt CABs	Baa1/ A2(Insured)	BBB+/ AA(Insured)	\$188,266,435 Assured Guaranty
2009C	8/12/2009	158,234,960	224,541,897	Second Senior	Tax-Exempt Convertible CABs	A2 (Insured)	AA (Insured)	\$158,234,960 Assured Guaranty
2009D	8/12/2009	400,000,000	400,000,000	Second Senior	Taxable Build America Bonds	Baa1	BBB+	None
2010A	5/27/2010	54,813,219	74,363,302	Second Senior	Tax-Exempt CABs	Baa1	BBB+	None
2010B	5/27/2010	137,801,650	185,890,247	Second Senior	Tax-Exempt Convertible CABs	Baa1	BBB+	None
2010D	5/27/2010	150,000,000	150,000,000	Subordinate	Taxable Build America Bonds	Baa2	BBB	None
2014A	5/14/2014	421,760,000	421,760,000	Second Senior	Tax-Exempt Current Interest Bonds	Baa1	BBB+	None
TIFIA Series 2014 ⁶	8/20/2014	115,776,928	115,776,928	Junior	Taxable Loan	Baa2	BBB-	None
		<u>\$1,843,443,446</u>	<u>\$2,040,443,318</u>					

⁴ Series 2010C was authorized but not issued.

⁵ Bonds insured by Assured Guaranty are rated "AA" (stable outlook) by S&P and "A2" (stable outlook) by Moody's.

⁶ The Airports Authority can issue up to \$1,278,000 of TIFIA Series 2014 Bonds (excluding capitalized interest) to finance eligible Phase 2 project costs.

Table 2: Dulles Toll Road Revenue Bonds
Interest Rates and Call Provisions

Series	Outstanding as of 2/1/2015	Lien	Tax Status and Structure	Principal Amortization	Yields ⁷	Call Provisions ⁸
2009A	\$ 198,000,000	First Senior	Tax-Exempt Current Interest Bonds	2030-2044	5.18% to 5.375%	October 1, 2019 at Par
2009B	270,110,994	Second Senior	Tax-Exempt CABs	2012-2040	3.50% to 7.91%	Non-Callable
2009C	224,541,897	Second Senior	Tax-Exempt Convertible CABs	2038-2041	6.50%	October 1, 2026 at Accreted Value
2009D	400,000,000	Second Senior	Taxable Build America Bonds	2045-2046	7.462% (4.85% net of full subsidy)	Any Business Day at Make-Whole Redemption Price
2010A	74,363,302	Second Senior	Tax-Exempt CABs	2029-2037	6.625%	Non-Callable
2010B	185,890,247	Second Senior	Tax-Exempt Convertible CABs	2040-2044	6.50%	October 1, 2028 at Accreted Value
2010D	150,000,000	Subordinate	Taxable Build America Bonds	2042-2047	8.00% (5.20% net of full subsidy)	Any Business Day at Make-Whole Redemption Price
2014A	421,760,000	Second Senior	Tax-Exempt Current Interest Bonds	2051-2053	4.40%	April 1, 2022 at Par
TIFIA Series 2014	115,776,928	Junior	Taxable Loan	2023-2044	3.21%	Any Business Day at Par
	<u>\$2,040,443,318</u>					

⁷ The all-in interest cost for the Series 2009, 2010 and 2014A bond issues is 6.044 percent, 6.154 percent and 4.824 percent, respectively, which results in an overall average cost of capital of 5.843 percent. The potential cost of capital including TIFIA will vary depending on when funds are drawn and the timing of future TIFIA payments and prepayments.

⁸ The Make-Whole Redemption Price is the greater of (i) 100 percent of the principal amount of the Bonds to be redeemed and (ii) the sum of the present value of the remaining scheduled payments of principal and interest to the maturity date of the Bonds to be redeemed discounted to the date on which the Bonds are to be redeemed on a semi-annual basis, assuming a 360-day year consisting of twelve 30-day months, at the adjusted Treasury Rate plus 50 basis points, plus accrued and unpaid interest on the Bonds to be redeemed on the redemption date.