



MARCH 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

- ***Federal Transit Administration (FTA) Fiscal Year (FY) 2015 Appropriations.*** On February 9, 2015, the FTA published the allocations for FY 2015 Section 5309 Fixed Guideway Capital Investment Grants. The amount appropriated and allocated to the Rail Project is \$102,155,131, which is the total amount remaining under the \$900 million Full Funding Grant Agreement (FFGA) commitment for Phase 1. Those funds have been pledged to repayment of fixed rate grant anticipation notes issued by the Airports Authority in December 2012.
- ***Transportation Infrastructure Finance and Innovation Act (TIFIA) Loans.*** Fairfax County and Loudoun County submitted their first requisitions for TIFIA funds on March 2, 2015. The initial disbursements from TIFIA to the Counties are expected on or about March 16, 2015. The initial payment from the Counties to the Airports Authority will occur on or about March 19, 2015.
- ***Commercial Paper Program Options.*** The existing \$300 million Dulles Toll Road Second Senior Lien Commercial Paper (CP) Program with JP Morgan expires on August 11, 2015. Over the next few months, Finance Staff and the Financial Advisors will develop potential options for Board consideration, including an extension of the existing program or solicitation of a replacement facility.

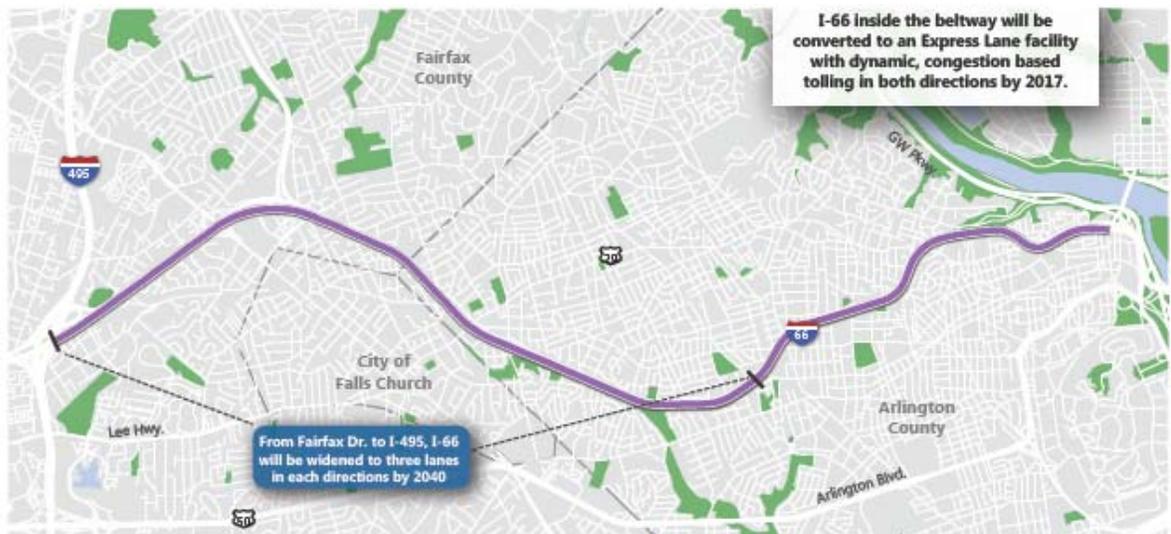
Relevant News Items

- ***Dulles Greenway Toll Increase for 2015.*** On February 25, 2015, the Virginia State Corporation Commission issued a Final Order approving a 2.80 percent toll increase

for the Dulles Greenway toll facility effective March 4, 2015. The toll rate for 2-axle vehicles increased 10 cents, from \$4.20 to \$4.30, and the Congestion Management Toll (applicable only to weekday traffic in the peak period and direction) increased from \$5.10 to \$5.20. The toll rates cited above do not include the Dulles Toll Road ramp toll (currently \$1.00 for a 2-axle vehicle) collected by the owners of the Dulles Greenway on behalf the Airports Authority.

- Transform 66 Inside and Outside the Beltway.*** On February 18, 2015, the National Capital Region Transportation Planning Board (TPB) voted to include the plans for major multi-modal improvements to Interstate 66 inside and outside the Capital Beltway in an air quality analysis of the region's long-range transportation plan. After the analysis is completed in the fall of 2015, the TPB will vote on whether to add the projects to the Financially Constrained Long-Range Transportation Plan.

The TPB sought and received a commitment from the Virginia Department of Transportation to conduct an evaluation of the effectiveness of the proposed tolling and multimodal improvements prior to widening Interstate 66 inside the Beltway.



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 March 9, 2015, was \$95,000,000. The Airports Authority can draw an additional \$205,000,000 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
February 2015	0.08%	0.03%	0.05%
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%

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

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 Administration for Phase 1 of the Rail Project. The total amount of outstanding Notes as of March 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 March 1, 2015, including accretion, is \$2,069,486,891.³ 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 \$200 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 3/1/2015	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	270,691,227	Second Senior	Tax-Exempt CABs	Baa1/A2(Insured)	BBB+/AA(Insured)	\$188,266,435 Assured Guaranty
2009C	8/12/2009	158,234,960	225,732,491	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	74,764,979	Second Senior	Tax-Exempt CABs	Baa1	BBB+	None
2010B	5/27/2010	137,801,650	186,875,799	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	141,662,395	141,662,395	Junior	Taxable Loan	Baa2	BBB-	None
		<u>\$1,869,328,913</u>	<u>\$ 2,069,486,891</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 3/1/2015	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	270,691,227	Second Senior	Tax-Exempt CABs	2012-2040	3.50% to 7.91%	Non-Callable
2009C	225,732,491	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	74,764,979	Second Senior	Tax-Exempt CABs	2029-2037	6.625%	Non-Callable
2010B	186,875,799	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	141,662,395	Junior	Taxable Loan	2023-2044	3.21%	Any Business Day at Par
	<u>\$ 2,069,486,891</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.