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## SENATE BILL NO. 1446

## AMENDMENT IN THE NATURE OF A SUBSTITUTE

(Proposed by the House Committee on Appropriations  
on February 14, 2011)

(Patrons Prior to Substitute—Senators Wampler and Colgan)

A *BILL to amend and reenact §§ 2.2-1509.1, 2.2-1514, as it is currently effective, 33.1-23.05, 33.1-23.1, 33.1-23.4:01, 33.1-268, 33.1-269, 33.1-276, 33.1-277, and 33.1-280 of the Code of Virginia; to amend and reenact § 2 of the second enactment of Chapter 896 of the Acts of Assembly of 2007; and to amend the Code of Virginia by adding in Chapter 1 of Title 33.1 an article numbered 1.2, consisting of sections numbered 33.1-23.6 through 33.1-23.13, and an article numbered 1.3, consisting of sections numbered 33.1-23.14 through 33.1-23.26, and by adding a section numbered 33.1-221.1:1.3, relating to transportation funding.*

**Be it enacted by the General Assembly of Virginia:**

1. That §§ 2.2-1509.1, 2.2-1514, as it is currently effective, 33.1-23.05, 33.1-23.1, 33.1-23.4:01, 33.1-268, 33.1-269, 33.1-276, 33.1-277, and 33.1-280 of the Code of Virginia are amended and reenacted and that the Code of Virginia is amended by adding in Chapter 1 of Title 33.1 an article numbered 1.2, consisting of sections numbered 33.1-23.6 through 33.1-23.13, and an article numbered 1.3, consisting of sections numbered 33.1-23.14 through 33.1-23.26, and by adding a section numbered 33.1-221.1:1.3 as follows: 23.

§ 2.2-1509.1. Budget bill to include appropriations for capital outlay projects.

A. For purposes of this section:

"Projected general fund revenues" for a fiscal year means the estimated general fund revenues for such year as contained in the six-year revenue plan submitted in the prior calendar year pursuant to § 2.2-1503.

"Capital outlay project" means the same as that term is defined in § 2.2-1515.

B. In "The Budget Bill" submitted pursuant to § 2.2-1509, the Governor shall provide for the funding of capital outlay projects, as specified herein. Such funding recommendations shall be in addition to any appropriation for capital outlay projects from the Central Maintenance Reserve of the general appropriation act.

1. The Governor shall include in "The Budget Bill" submitted pursuant to § 2.2-1509 a biennial appropriation for the capital outlay plan described in § 2.2-1518 *and an additional appropriation for transportation projects*. The biennial appropriation shall not be less than two percent of the projected general fund revenues for the biennium.

a. When the projected general fund revenues for a fiscal year or years are eight percent or greater than the projected general fund revenues for the immediately preceding fiscal year the amount of the biennial appropriation for the capital outlay plan *and the appropriation for transportation projects* that the Governor shall provide from general fund revenues shall not be less than two percent of the projected general fund revenues for each fiscal year.

b. When the projected general fund revenues for a fiscal year or years are at least five percent but less than eight percent greater than the projected general fund revenues for the immediately preceding fiscal year, the Governor may recommend funding of up to one-half of the required biennial appropriation from alternative financing mechanisms, including, but not limited to, bonded indebtedness. The Governor shall submit such bill or bills for consideration by the General Assembly as are necessary to implement such alternative financings, and shall include in "The Budget Bill" submitted pursuant to § 2.2-1509 proposed appropriations from general fund revenues for the remaining one-half of the required biennial appropriation.

c. When the projected general fund revenues for a fiscal year or years are less than five percent greater than the projected general fund revenues for the immediately preceding fiscal year, the Governor may recommend funding of up to the entire required biennial appropriation from alternative financing mechanisms, including, but not limited to, bonded indebtedness. The Governor shall submit such bill or bills for consideration by the General Assembly as are necessary to implement such alternative financings.

2. In implementing the provisions of this section, the amount of general funds to be included in the biennial appropriation for the capital outlay plan *and the additional appropriation for transportation projects* shall be calculated on a year-to-year basis, but may be apportioned on a biennial basis; provided, however, that the combined total of general fund appropriations and alternative financing mechanisms for the capital outlay plan included in "The Budget Bill" submitted pursuant to § 2.2-1509 shall equal at least two percent of the projected general fund revenues for the biennium.

C. The capital outlay projects *that are not transportation projects* proposed under this section and to

60 be included in "The Budget Bill" submitted pursuant to § 2.2-1509 shall be consistent, as far as  
61 practicable, with those capital outlay projects included in the corresponding fiscal year of the current  
62 six-year capital outlay plan described in § 2.2-1518.

63 § 2.2-1514. (Contingent expiration date - see Editor's notes) Assignment of general fund for  
64 nonrecurring expenditures.

65 A. As used in this section:

66 "The Budget Bill" means ~~the~~ "The Budget Bill" submitted pursuant to § 2.2-1509, including any  
67 amendments to a general appropriation act pursuant to such section.

68 "Nonrecurring expenditures" means the acquisition or construction of capital outlay projects as  
69 defined in § 2.2-1518, the acquisition or construction of capital improvements, the acquisition of land,  
70 the acquisition of equipment, or other expenditures of a one-time nature as specified in the general  
71 appropriation act. Such term shall ~~not~~ include any expenditures relating to transportation, including but  
72 not limited to transportation maintenance.

73 B. At the end of each fiscal year, the Comptroller shall assign within his annual report pursuant to  
74 § 2.2-813 as follows: one-third of ~~the remaining amount of the general fund balance that is not~~  
75 ~~otherwise restricted, committed, or assigned for other usage within the general fund any amounts~~  
76 ~~collected in excess of the official general fund revenue estimate included in the general appropriation~~  
77 ~~act in effect at that time shall be assigned by the Comptroller for nonrecurring expenditures the Virginia~~  
78 ~~Water Quality Improvement Fund pursuant to § 10.1-2128, and two-thirds shall be assigned for deposit~~  
79 ~~into the Transportation Trust Fund. No such assignment shall be made unless the full amounts required~~  
80 ~~for other restrictions, commitments, or assignments including but not limited to (i) the Revenue~~  
81 ~~Stabilization Fund deposit pursuant to § 2.2-1829, (ii) the Virginia Water Quality Improvement Fund~~  
82 ~~deposit pursuant to § 10.1-2128, but excluding any deposits provided under the Virginia Natural~~  
83 ~~Resources Commitment Fund established under § 10.1-2128.1, (iii) capital outlay reappropriations~~  
84 ~~pursuant to the general appropriation act, (iv) (a) operating expense reappropriations pursuant to the~~  
85 ~~general appropriation act, and (b) reappropriations of unexpended appropriations to certain public~~  
86 ~~institutions of higher education pursuant to § 2.2-5005, (v) pro rata rebate payments to certain public~~  
87 ~~institutions of higher education pursuant to § 2.2-5005, (vi) the unappropriated balance anticipated in the~~  
88 ~~general appropriation act for the end of such fiscal year, and (vii) interest payments on deposits of~~  
89 ~~certain public institutions of higher education pursuant to § 2.2-5005 are set aside. The Comptroller shall~~  
90 ~~set aside amounts required for clauses (iv) (b), (v), and (vii) beginning with the initial fiscal year as~~  
91 ~~determined under § 2.2-5005 and for all fiscal years thereafter has been set aside.~~

92 C. ~~At the end of each fiscal year, the Comptroller shall assign within his annual report pursuant to~~  
93 ~~§ 2.2-813 the remaining amount of the general fund balance after providing for the set asides as~~  
94 ~~directed in subsection B, that is not otherwise restricted, committed, or assigned for other usage for~~  
95 ~~nonrecurring expenditures. No such assignment shall be made unless the full amounts required for other~~  
96 ~~restrictions, commitments, or assignments including but not limited to (i) capital outlay reappropriations~~  
97 ~~pursuant to the general appropriation act, (ii) (a) operating expense reappropriations pursuant to the~~  
98 ~~general appropriation act and (b) reappropriations of unexpended appropriations to certain public~~  
99 ~~institutions of higher education pursuant to § 2.2-5005, (iii) pro rata rebate payments to certain public~~  
100 ~~institutions of higher education pursuant to § 2.2-5005, (iv) the unappropriated balance anticipated in~~  
101 ~~the general appropriation act for the end of such fiscal year, and (v) interest payments on deposits of~~  
102 ~~certain public institutions of higher education pursuant to § 2.2-5005 are set aside. The Comptroller~~  
103 ~~shall set aside amounts required for clauses (ii) (b), (iii), and (v) beginning with the initial fiscal year~~  
104 ~~as determined under § 2.2-5005 and for all fiscal years thereafter.~~

105 CD. The Governor shall include in "The Budget Bill" pursuant to § 2.2-1509 recommended  
106 appropriations from the general fund or recommended amendments to general fund appropriations in the  
107 general appropriation act in effect at that time an amount for nonrecurring expenditures, *an amount for*  
108 *the Water Quality Improvement Fund*, and an amount for deposit into the Transportation Trust Fund *or*  
109 *any subfund thereof* equal to the amounts assigned by the Comptroller for such purposes pursuant to the  
110 provisions of ~~subsection~~ *subsections B and C*. Such deposit to the Transportation Trust Fund shall not  
111 preclude the appropriation of additional amounts from the general fund for transportation purposes.

112 § 33.1-23.05. Revenue-sharing funds for systems in certain counties, cities, and towns.

113 A. From revenues made available by the General Assembly ~~after January 1, 2008~~, and appropriated  
114 for the improvement, construction, or reconstruction of the systems of state highways, the  
115 Commonwealth Transportation Board ~~shall~~ *may* make an equivalent matching allocation to any county,  
116 city, or town for designations by the governing body of up to ~~\$4~~ *\$10* million ~~in county, city, or town~~  
117 ~~general funds~~ for use by the county, city, or town to improve, construct, or reconstruct the highway  
118 systems within such county, city, or town. After adopting a resolution supporting the action, the  
119 governing body may request revenue-sharing funds to improve, construct, or reconstruct a highway  
120 system located in another locality, between two or more localities, or to bring subdivision streets, used  
121 as such prior to ~~July 1, 1992~~ *the date specified in § 33.1-72.1*, up to standards sufficient to qualify them

for inclusion in the state primary and secondary system of highways. All requests for funding shall be accompanied by a prioritized listing of specified projects.

B. The allocation of funds to localities shall be only for the purposes set forth in subsection A. In allocating funds under this section, the Board shall give priority (i) first when such project is administered by the county, city, or town, either directly or by contract with another entity, (ii) second, when such county, city, or town commits more local funding than the amount of revenue-sharing funding requested, and (iii) third when the allocation will accelerate an existing project in the Six-Year Improvement Program or the locality's capital plans. Any funds remaining may be applied to any other project that requires an equivalent matching allocation from the governing body to allocations that will accelerate projects in the Commonwealth Transportation Six-Year Improvement Program or the locality's capital plan.

C. The Department will contract with the county, city, or town for the implementation of the project or projects. Such contract may cover either a single project or may provide for the locality's implementation of several projects during the fiscal year. The county, city, or town will undertake implementation of the particular project or projects by obtaining the necessary permits from the Department of Transportation in order to ensure that the improvement is consistent with the Department's standards for such improvements. At the request of the locality, the Department may provide the locality with engineering, right-of-way acquisition, and/or construction services for a project with its own forces. The locality shall provide payment to the Department for any such services. If administered by the Department, such contract shall also require that the governing body pay to the Department within 30 days the local revenue-sharing funds from its general fund upon written notice by the Department of its intent to proceed. Any project having funds allocated under this program shall be initiated in such a fashion where at least a portion of such funds have been expended within two subsequent fiscal years of allocation. Any revenue-sharing funds for projects not initiated after two subsequent fiscal years of allocation may be reallocated at the discretion of the Commonwealth Transportation Board.

D. Total Commonwealth funds allocated by the Board under this section shall not exceed \$50 \$200 million in any one fiscal year and no less than \$15 million each fiscal year, subject to appropriation for such purpose.

E. No more than three months prior to the end of any fiscal year in which less than the full program allocation has been allocated by the Board to specific governing bodies, those localities requesting the maximum allocation under subsection A may be allowed an additional allocation.

*E. The funds allocated by the Commonwealth Transportation Board under this section shall be distributed and administered in accordance with the revenue-sharing program guidelines established by the Board.*

§ 33.1-23.1. Allocation of funds among highway systems.

A. The Commonwealth Transportation Board shall allocate each year from all funds made available for highway purposes such amount as it deems reasonable and necessary for the maintenance of roads within the interstate system of highways, the primary system of state highways, the secondary system of state highways and for city and town street maintenance payments made pursuant to § 33.1-41.1 and payments made to counties which have withdrawn or elect to withdraw from the secondary system of state highways pursuant to § 33.1-23.5:1 and for revenue sharing pursuant to § 33.1-23.05.

B. After funds are set aside for administrative and general expenses and pursuant to other provisions in this title which provide for the disposition of funds prior to allocation for highway purposes, and after allocation is made pursuant to subsection A of this section, the Commonwealth Transportation Board may allocate each year up to 40% 10 percent of the funds remaining for highway purposes for the undertaking and financing of rail projects that, in the Board's determination, will result in mitigation of highway congestion. After the forgoing allocations have been made, the Board shall allocate the remaining funds available for highway purposes, exclusive of federal funds for the interstate system, among the several highway systems for construction first pursuant to §§ 33.1-23.1:1 and 33.1-23.1:2 and then as follows:

1. Forty percent of the remaining funds exclusive of federal-aid matching funds for the interstate system shall be allocated to the primary system of state highways, including the arterial network, and in addition, an amount shall be allocated to the primary system as interstate matching funds as provided in subsection B of § 33.1-23.2.

2. Thirty percent of the remaining funds exclusive of federal-aid matching funds for the interstate system shall be allocated to urban highways for state aid pursuant to § 33.1-44.

3. Thirty percent of the remaining funds exclusive of federal-aid matching funds for the interstate system shall be allocated to the secondary system of state highways.

C. In addition, the Commonwealth Transportation Board, from funds appropriated for such purpose in the general appropriation act, shall allocate additional funds to the Cities of Newport News, Norfolk,

183 and Portsmouth and the County of Warren in such manner and apportion such funds among such  
 184 localities as the Board may determine, unless otherwise provided in the general appropriation act. The  
 185 localities shall use such funds to address highway maintenance and repair needs created by or associated  
 186 with port operations in those localities.

187 D. Notwithstanding the foregoing provisions of this section, the General Assembly may, through the  
 188 general appropriations act, permit the Governor to increase the amounts to be allocated to highway  
 189 maintenance, highway construction, either or both.

190 § 33.1-23.4:01. Allocation of proceeds of Commonwealth of Virginia Transportation Capital Projects  
 191 Revenue Bonds.

192 The Commonwealth Transportation Board shall allocate, use, and distribute the proceeds of any  
 193 bonds it is authorized to issue on or after July 1, 2007, pursuant to subdivision 4f of § 33.1-269, as  
 194 follows:

195 1. A minimum of ~~20%~~ 20 percent of the bond proceeds shall be used for transit capital consistent  
 196 with subdivision A 4 g of § 58.1-638.

197 2. A minimum of ~~4.3%~~ 4.3 percent of the bond proceeds shall be used for rail capital consistent with  
 198 the provisions of §§ 33.1-221.1:1.1 and 33.1-221.1:1.2.

199 3. The remaining amount of bond proceeds shall be used for paying the costs incurred or to be  
 200 incurred for construction of transportation projects with such bond proceeds used or allocated as follows:  
 201 (a) (i) first, to match federal highway funds projected to be made available and allocated to highway and  
 202 public transportation capital projects *to the extent determined* by the Commonwealth Transportation  
 203 Board, for purposes of allowing additional state construction funds to be allocated to the primary, urban,  
 204 and secondary systems of highways pursuant to subdivisions B 1, B 2, and B 3 of § 33.1-23.1; (b) (ii)  
 205 next, to provide any required funding to fulfill the Commonwealth's allocation of equivalent revenue  
 206 sharing matching funds pursuant to § 33.1-23.05 *to the extent determined by the Commonwealth*  
 207 *Transportation Board*; and (c) (iii) third, to pay or fund the costs of statewide or regional projects  
 208 throughout the Commonwealth. Costs incurred or to be incurred for construction or funding of these  
 209 transportation projects shall include, but are not limited to, environmental and engineering studies,  
 210 rights-of-way acquisition, improvements to all modes of transportation, acquisition, construction and  
 211 related improvements, and any financing costs or other financing expenses relating to such bonds. Such  
 212 costs may include the payment of interest on such bonds for a period during construction and not  
 213 exceeding one year after completion of construction of the relevant project.

214 4. The total amount of bonds authorized shall be used for purposes of applying the percentages in  
 215 subdivisions 1 through 3.

#### 216 Article 1.2.

#### 217 Virginia Transportation Infrastructure Bank.

218 § 33.1-23.6. Legislative findings and purposes.

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

229 § 33.1-23.7. Definitions.

230 *As used in this article, unless the context requires a different meaning:*

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

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

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

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

242 "Eligible borrower" means any (i) private entity; (ii) locality; (iii) local, regional, state, or federal  
 243 entity or transportation authority, planning district, commission, or political subdivision created by the  
 244 General Assembly or pursuant to the Constitution and laws of the Commonwealth; (iv) metropolitan

planning organization; (v) entity established by interstate compact; (vi) instrumentality, corporation, or entity established by any of the foregoing or any project sponsor pursuant to § 33.1-23.11; or (vii) combination of two or more of the foregoing.

"Loan" means an obligation subject to repayment that is provided by the Bank to an eligible borrower for all or a part of the eligible cost of a project incurred by an eligible borrower or a project sponsor. A loan may be disbursed in anticipation of reimbursement for (including an advance or draw under a credit enhancement instrument) or direct payment of 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 between the Virginia Resources Authority and the Commonwealth Transportation Board as authorized under subsection B of § 33.1-23.8.

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

"Other financial assistance" means, but is not limited to, grants, interest rate subsidies, 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) transit, (b) passenger or freight rail, (c) port, or (c) airport facility; or the acquisition of any vehicle or equipment to be used therewith.

"Project obligation" means any bonds, notes, debentures, interim certificates, grant or revenue anticipation notes, leases or lease-purchase or installment sales agreements, or credit enhancements issued, incurred, or entered into by an eligible borrower or project sponsor to evidence or guarantee a loan, or any financing agreements, reimbursement agreements, or other evidences of an obligation of an eligible borrower or a project sponsor for the payment or guarantee of a loan.

"Project sponsor" means any eligible borrower and any other governmental or nongovernmental entity that is involved in the construction, maintenance, and financing of a project for which a loan is made.

"Reliable repayment source" means any means by which an eligible borrower or 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. 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 as recommended by the Governor, and appropriated by the General Assembly, and the appropriations shall be paid into the state treasury and credited to the Bank. Repayment of loans 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. The Bank shall be managed and administered by the Manager subject to certain specific rights of the Commonwealth Transportation Board as set forth in this article or the management agreement. Notwithstanding anything to the contrary set forth in this article or in the management agreement, the Commonwealth Transportation Board will have the right to determine the projects for which loans or other financial assistance may be made provided by the Bank. Moneys in the Bank shall be used solely for the purposes enumerated in subsections C and D.

B. The Commonwealth Transportation Board and the Virginia Resources Authority are authorized to enter into a management agreement under which the Virginia Resources Authority will manage and administer the Bank, which may include provisions (i) setting forth the terms and conditions under which the Virginia Resources Authority will advise the Commonwealth Transportation Board on the financial propriety of providing loans or other financial assistance to prospective eligible borrowers or other project sponsors, (ii) setting forth the terms and conditions under which the substantive requirements of subsections C through F and § 33.1-23.11 will be applied and administered, and (iii) authorizing the Virginia Resources Authority to disburse from the moneys in or payable to the Bank the reasonable costs and expenses the Virginia Resources Authority may incur in the management and administration of the Bank and a reasonable fee to be approved by the Commonwealth Transportation Board for the Virginia Resources Authority's management and administrative services.

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

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

310 3. The interest rate on a project obligation, if any, shall be determined by reference to the current  
311 market rates for comparable obligations, the nature of the project and the financing structure therefor,  
312 and the creditworthiness of the eligible borrower and any other project sponsors.

313 4. The repayment schedule for each project obligation shall require the amortization of principal  
314 beginning no later than five years following substantial project completion and a final maturity date of  
315 not more than 35 years following substantial project completion.

316 D. A portion not to exceed 20 percent of the capitalization of the Bank may be used for grants or  
317 interest rate subsidies to localities to finance projects.

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

320 F. Notwithstanding subdivision C 4, the Manager may at any time following substantial project  
321 completion, reduce, defer or cancel payments on a project obligation if the project is unable to generate  
322 sufficient revenues to pay the scheduled payments.

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

328 H. The Bank is not authorized or empowered to be or to constitute a bank or trust company within  
329 the jurisdiction or under the control of the Commonwealth or an agency thereof or the Comptroller of  
330 Currency of the U.S. Treasury Department; or a bank, banker, or dealer in securities within the  
331 meaning of, or subject to the provisions of, any securities, securities exchange, or securities dealers law  
332 of the United States or of the Commonwealth.

333 I. The Commonwealth Transportation Board or the Manager may direct the Comptroller to establish  
334 federal and state accounts or subaccounts as may be necessary to meet any applicable federal law  
335 requirements or desirable for the efficient administration of the Bank in accordance with this article.

336 § 33.1-23.9. Eligibility and project selection.

337 A. Any entity constituting an eligible borrower or a project sponsor is eligible to apply for a loan or  
338 other financial assistance from the Bank to finance a project.

339 B. Notwithstanding subsection A, only localities are eligible to apply for a grant or an interest rate  
340 subsidy from the Bank.

341 C. All applicants for a loan must file an application with the Manager, which must include all items  
342 determined by the Manager to be necessary and appropriate for the Commonwealth Transportation  
343 Board to determine whether or not to approve the loan, including the availability of reliable repayment  
344 sources to retire the project obligation as well as creditworthiness.

345 D. Any locality applying for a grant or interest rate subsidy must demonstrate, among other things  
346 as determined by the Manager, that the project cannot be financed on reasonable terms or would  
347 otherwise be financially infeasible without the grant or interest rate subsidy.

348 E. Each applicant for a loan or other financial assistance must demonstrate that the project is of  
349 local, regional or statewide significance, and it meets the goal of generating economic benefits,  
350 improving air quality, reducing congestion, and/or improving safety through enhancement of the state  
351 transportation network. Another criterion to be considered is whether or not the loan or other financial  
352 assistance will enable the project to be completed at an earlier date than otherwise feasible.

353 F. All projects for which a loan or other financial assistance is provided must meet and remain in  
354 compliance with the policies and guidelines established by the Commonwealth Transportation Board and  
355 the Virginia Resources Authority.

356 § 33.1-23.10. Grants from the Commonwealth Transportation Board.

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

361 § 33.1-23.11. Acquisition of project obligations.

362 A. The Manager shall have the power and authority to cause the Bank to purchase or otherwise  
363 acquire, on terms as defined by the Manager, project obligations to evidence or guarantee loans or  
364 other financial assistance (which for purposes of this section shall not include grants and interest rate  
365 subsidies) provided to finance or refinance the costs of any project. The Manager may also sell any  
366 project obligations so acquired and apply the proceeds of such a sale to the making of additional loans  
367 and the provision of other financial assistance for financing or refinancing the cost of any project or for

any other corporate purpose of the Bank.

B. The 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 other project sponsor or sponsors 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 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 other project sponsors, 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; 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 to secure payment of the project obligations and to provide for the remedies of the Manager or other holder of the project obligations in the event of any default or nonpayment by the eligible borrower or other project sponsor or sponsors, 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.

C. All eligible borrowers and other project sponsors, including any localities, 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, or the Commonwealth Transportation 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 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, any project sponsor is authorized to establish and contract with a special purpose or limited 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. 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. 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 Virginia Resources Authority 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.

Article 1.3.



*Commonwealth of Virginia Federal Transportation Grant Anticipation Revenue Notes.*

*§ 33.1-23.14. Short title; definitions.*

A. This article shall be known and may be cited as the "Commonwealth of Virginia Federal Transportation Grant Anticipation Revenue Notes Act of 2011."

B. As used in this article, unless the context requires a different meaning:

"Federal highway reimbursements" means all federal-aid highway construction reimbursements and any other federal highway assistance received from time to time by the Commonwealth under or in accordance with Title 23 of the United States Code or any successor program established under federal law from the Federal Highway Administration and any successor or additional federal agencies.

"GARVEE" means an "eligible debt financing instrument" as defined under § 122 of Chapter 1 of Title 23 of the United States Code, the principal of and interest on which and certain other costs associated therewith may be reimbursed by federal highway reimbursements.

"Notes" means those notes authorized and issued pursuant to § 33.1-23.15.

"Project-specific reimbursements" means the federal highway reimbursements received by the Commonwealth from time to time only with respect to the project or projects to be financed by the Notes or any series thereof.

"Series" means any grouping of Notes issued at one time or from time to time as designated as such by the Board as necessary or desirable for administrative convenience, satisfaction of federal tax or securities law requirements, or any similar purpose.

*§ 33.1-23.15. Authorization of Notes.*

The Board is hereby authorized, by and with the consent of the Governor, to issue, pursuant to the provisions of the State Revenue Bond Act (§ 33.1-267 et seq.), in one or more series from time to time revenue obligations of the Commonwealth to be designated "Commonwealth of Virginia Federal Transportation Grant Anticipation Revenue Notes, Series .," ("Notes") provided that the aggregate principal amount outstanding at any time shall not exceed the amount authorized pursuant to the second enactments of Chapters 1019 and 1044 of the Acts of Assembly of 2000 as amended by Chapter 655 of the Acts of Assembly of 2005, less any principal amounts outstanding from revenue obligations issued pursuant to those enactments prior to January 1, 2011, and exclusive of (i) the amount of any revenue obligations that may be issued to refund Notes issued under this Article or the revenue obligations issued under those enactments in accordance with § 33.1-293, and (ii) any amounts issued for financing expenses (including, without limitation, any original issue discount).

*§ 33.1-23.16. Use of proceeds of Notes.*

A. The net proceeds of the Notes shall be used exclusively for the purpose of providing funds, together with any other available funds, for paying the costs incurred or to be incurred for construction or funding of such projects to be designated by the Board.

B. The proceeds of Notes, including any premium received on the sale thereof, shall be made available by the Board to pay costs of the projects and, where appropriate, may be paid to any authority, locality, commission, or other entity for the purposes of paying for costs of the projects. The proceeds of Notes may be used together with any federal, local, or private funds that may be made available for such purpose. The proceeds of Notes, together with any investment earnings thereon, may at the discretion of the Board secure the payment of principal or purchase price of and redemption premium, if any, and interest on Notes.

*§ 33.1-23.17. Details of Notes.*

A. The terms and structure of each issue of Notes shall be determined by the Board, subject to approval by the Treasury Board if required in accordance with § 2.2-2416. The Notes of each issue shall be dated, shall be issued in a principal amount (subject to the limitation as to amount outstanding at any one time set forth in § 33.1-23.15), shall bear interest at such rate or rates that may be fixed, adjustable, variable, or a combination thereof, and may be determined by a formula or other method, shall mature at such time or times not exceeding 20 years after the issuance thereof, and may be made subject to purchase or redemption before their maturity or maturities, at such price or prices and under such terms and conditions, all as may be determined by the Board. The Board shall determine the form and series designations of Notes, whether Notes are certificated or uncertificated, and fix the authorized denomination or denominations of Notes and the place or places of payment of principal or purchase price of, and redemption premium, if any, and interest on, Notes, which may be at the office of the State Treasurer or any bank or trust company within or without the Commonwealth. The principal or purchase price of, and redemption premium, if any, and interest on, Notes shall be made payable in lawful money of the United States of America. Each issue of Notes may be issued under a system of book entry for recording the ownership and transfer of ownership of rights to receive payments of principal or purchase price of and redemption premium, if any, and interest on such Notes. All Notes shall have and are hereby declared to have, as between successive holders, all the qualities and incidents of negotiable instruments under the negotiable instruments law of the Commonwealth.

B. The Board may sell Notes from time to time at public or private sale, by competitive bidding,



negotiated sale, or private placement, for such price or prices as it may determine to be in the best interests of the Commonwealth.

§ 33.1-23.18. Form and manner of execution; signature of person ceasing to be officer.

The Notes shall be signed on behalf of the Board by the Chairman or Vice-Chairman of the Board, or shall bear the facsimile signature of such officer, and shall bear the official seal of the Board, which shall be attested by the manual or facsimile signature of the secretary or assistant secretary of the Board. In the event that Notes shall bear the facsimile signature of the Chairman or Vice-Chairman of the Board, such Notes shall be signed by such administrative assistant as the Chairman of the Board shall determine or by any registrar/paying agent that may be designated by the Board. In case any officer whose signature or a facsimile of whose signature appears on any Notes shall cease to be such officer before the delivery of such Notes, such signature or facsimile signature nevertheless shall be valid and sufficient for all purposes as if such officer had remained in office until such delivery.

§ 33.1-23.19. Authority to obtain GARVEE approval.

The Board is authorized to seek any necessary approvals for the issuance of Notes as GARVEEs from the Federal Highway Administration and any successor or additional federal agencies.

§ 33.1-23.20. Expenses.

All expenses incurred under this article or in connection with issuance of Notes shall be paid from the proceeds of such Notes or from any available funds as the Board shall determine.

§ 33.1-23.21. Deposit of proceeds.

The proceeds of each series of Notes shall be placed by the State Treasurer in a special fund in the state treasury or may be placed with a trustee in accordance with § 33.1-283 and shall be disbursed only for the purpose for which such series shall be issued.

§ 33.1-23.22. Other funds.

The Board is hereby authorized to receive any other funds that may be made available to pay costs of the projects and, subject to appropriation by the General Assembly or allocation or designation by the Board, as the case may be, to make available the same to the payment of the principal or purchase price of, and redemption premium, if any, and interest on Notes authorized hereby and to enter into the appropriate agreements to allow for those funds to be paid into the state treasury, or to a trustee in accordance with § 33.1-283 to pay a part of the costs of the projects or to pay principal or purchase price of, and redemption premium, if any, and interest on Notes.

§ 33.1-23.23. Application of project-specific reimbursements.

A. In accordance with Article X, Section 7 of the Constitution of Virginia, and § 2.2-1802, all federal highway reimbursements are paid into the state treasury. In connection with each series of Notes issued pursuant to this article, the Board shall establish a fund in accordance with § 33.1-286 either in the state treasury or with a trustee in accordance with § 33.1-283, which secures and is used for the payment of such series of Notes to the credit of which there shall be deposited such amounts, appropriated therefor by the General Assembly, as are required to pay principal or purchase price of, and redemption premium, if any, and interest on Notes, as and when due and payable, (i) first from the project-specific reimbursements; (ii) then, at the discretion of the Board, to the extent required, from legally available revenues of the Transportation Trust Fund; and (iii) then from such other funds, if any, which are designated by the General Assembly for such purpose.

B. The Board is authorized to provide that the pledge of federal highway reimbursements and any other federal highway assistance received for all or any series of the Notes will be subordinate to any prior pledge thereof to notes issued pursuant to subdivision 4d of § 33.1-269 and the second enactments of Chapters 1019 and 1044 of the Acts of Assembly of 2000, as amended and that the obligation to make transfers of federal highway reimbursements and any other federal highway assistance received or other amounts into any fund established under subsection A will be subordinate to the obligation to make any required payments or deposits on or with respect to notes issued pursuant to subdivision 4d of § 33.1-269 and the second enactments of Chapters 1019 and 1044 of the Acts of Assembly of 2000, as amended.

§ 33.1-23.24. Investment of proceeds and other amounts.

Notes proceeds and moneys in any reserve funds and sinking funds in respect of Notes shall be invested by the State Treasurer in accordance with the provisions of general law relating to the investment of such funds belonging to or in the control of the Commonwealth, or by a trustee in accordance with § 33.1-283.

§ 33.1-23.25. Exemption from taxation.

The interest income from and any profit made on the sale of the Notes issued under the provisions of this article shall at all times be free and exempt from taxation by the Commonwealth and by any municipality, county, or other political subdivision thereof.

§ 33.1-23.26. Notes as eligible securities.

All Notes issued under the provisions of this article are hereby made securities in which all persons

552 and entities listed in § 33.1-280 may properly and legally invest funds under their control.

553 § 33.1-221.1:1.3. Intercity Passenger Rail Operating and Capital Fund.

554 A. The General Assembly declares it to be in the public interest that developing and continuing  
555 intercity passenger rail operations and the development of rail infrastructure, rolling stock, and support  
556 facilities to support intercity passenger rail service are important elements of a balanced transportation  
557 system in the Commonwealth and further declares it to be in the public interest that the retention,  
558 maintenance, improvement, and development of intercity passenger rail-related infrastructure  
559 improvements and operations are essential to the Commonwealth's continued economic growth, vitality,  
560 and competitiveness in national and world markets.

561 B. There is hereby created in the state treasury a special nonreverting fund to be known as the  
562 Intercity Passenger Rail Operating and Capital Fund, which shall be considered a special fund within  
563 the Transportation Trust Fund. The Intercity Passenger Rail Operating and Capital Fund shall be  
564 established on the books of the Comptroller and shall consist of funds as may be set forth in the  
565 appropriation act and by allocation of funds for operations and projects pursuant to this section by the  
566 Commonwealth Transportation Board in accordance with § 33.1- 23.1. Interest earned on moneys in the  
567 Intercity Passenger Rail Operating and Capital Fund shall remain in the Intercity Passenger Rail  
568 Operating and Capital Fund and be credited to it. Any moneys remaining in the Intercity Passenger  
569 Rail Operating and Capital Fund, including interest thereon, at the end of each fiscal year shall not  
570 revert to the general fund but shall remain in the Intercity Passenger Rail Operating and Capital Fund.  
571 Moneys in the Intercity Passenger Rail Operating and Capital Fund shall be used solely as provided in  
572 this section. Expenditures and disbursements from the Intercity Passenger Rail Operating and Capital  
573 Fund shall be made by the State Treasurer on warrants issued by the Comptroller upon written request  
574 signed by the Director of the Virginia Department of Rail and Public Transportation or his designee.

575 C. The Director of the Virginia Department of Rail and Public Transportation or his designee shall  
576 administer and expend or commit, subject to the approval of the Commonwealth Transportation Board,  
577 the Intercity Passenger Rail Operating and Capital Fund to support the cost of operating intercity  
578 passenger rail service; acquiring, leasing, and/or improving railways or railroad equipment, rolling  
579 stock, rights-of-way, or facilities; or assisting other appropriate entities to acquire, lease, or improve  
580 railways or railroad equipment, rolling stock, rights-of-way, or facilities for intercity passenger rail  
581 transportation purposes whenever the Board shall have determined that such acquisition, lease, and/or  
582 improvement is for the common good of a region of the Commonwealth or the Commonwealth as a  
583 whole. Funds provided in this section may also be used as matching funds for federal grants to support  
584 intercity passenger rail projects.

585 D. Capital projects including tracks and facilities constructed and property, equipment, and rolling  
586 stock purchased with funds under this section shall be the property of the Commonwealth for the useful  
587 life of the project, as determined by the Director of the Department of Rail and Public Transportation,  
588 and shall be made available for use by all intercity passenger rail operations and common carriers  
589 using the railway system to which they connect under the trackage rights or operating agreements  
590 between the parties. Projects undertaken pursuant to this section shall be limited to those of a region of  
591 the Commonwealth or the Commonwealth as a whole. Such projects undertaken pursuant to this section  
592 shall not require a matching contribution; however, projects proposed with matching funds may receive  
593 more favorable consideration. Matching funds may be provided from any source except Commonwealth  
594 Transportation Fund revenues.

595 § 33.1-268. Definitions.

596 As used in this article, the following words and terms shall have the following meanings:

597 (1) The word "Board" means the Commonwealth Transportation Board, or if the Commonwealth  
598 Transportation Board is abolished, any board, commission or officer succeeding to the principal  
599 functions thereof or upon whom the powers given by this article to the Board shall be given by law.

600 (2) The word "project" or "projects" means any one or more of the following:

601 (a) York River Bridges, extending from a point within the Town of Yorktown in York County, or  
602 within York County across the York River to Gloucester Point or some point in Gloucester County.

603 (b) Rappahannock River Bridge, extending from Greys Point, or its vicinity, in Middlesex County,  
604 across the Rappahannock River to a point in the vicinity of White Stone, in Lancaster County, or at  
605 some other feasible point in the general vicinity of the two respective points.

606 (c), (d) [Reserved.]

607 (e) James River Bridge, from a point at or near Jamestown, in James City County, across the James  
608 River to a point in Surry County.

609 (f), (g) [Reserved.]

610 (h) James River, Chuckatuck and Nansemond River Bridges, together with necessary connecting  
611 roads, in the Cities of Newport News and Suffolk and the County of Isle of Wight.

612 (i) [Reserved.]

613 (j) Hampton Roads Bridge, Tunnel, or Bridge and Tunnel System, extending from a point or points

in the Cities of Newport News and Hampton on the northwest shore of Hampton Roads across Hampton Roads to a point or points in the City of Norfolk or Suffolk on the southeast shore of Hampton Roads.

(k) The Norfolk-Virginia Beach Highway, extending from a point in the vicinity of the intersection of Interstate Route 64 and Primary Route 58 at Norfolk to some feasible point between London Bridge and Primary Route 60.

(l) The Henrico-James River Bridge, extending from a point on the eastern shore of the James River in Henrico County to a point on the western shore, between Falling Creek and Bells Road interchanges of the Richmond-Petersburg Turnpike; however, the project shall be deemed to include all property, rights, easements and franchises relating to any of the foregoing projects and deemed necessary or convenient for the operation thereof and to include approaches thereto.

(m) The limited access highway between the Patrick Henry Airport area and the Newport News downtown area which generally runs parallel to tracks of the Chesapeake and Ohio Railroad.

(n) Transportation improvements in the Dulles Corridor, with an eastern terminus of the East Falls Church Metrorail station at Interstate Route 66 and a western terminus of Virginia Route 772 in Loudoun County, including without limitation the Dulles Toll Road, the Dulles Access Road, outer roadways adjacent or parallel thereto, mass transit, including rail, bus rapid transit, and capacity enhancing treatments such as High-Occupancy Vehicle lanes, High-Occupancy Toll (HOT) lanes, interchange improvements, commuter parking lots, and other transportation management strategies.

(o), (p) [Repealed.]

(q) Subject to the limitations and approvals of § 33.1-279.1, any other highway for a primary highway transportation improvement district or transportation service district which the Board has agreed to finance under a contract with any such district or any other alternative mechanism for generation of local revenues for specific funding of a project satisfactory to the Commonwealth Transportation Board, the financing for which is to be secured by Transportation Trust Fund revenues under any appropriation made by the General Assembly for that purpose and payable first from revenues received under such contract or other local funding source, second, to the extent required, from funds appropriated and allocated, pursuant to the highway allocation formula as provided by law, to the highway construction district in which the project is located or to the county or counties in which the project is located and third, to the extent required from other legally available revenues of the Trust Fund and from any other available source of funds.

(r) U.S. 58 Corridor Development Program projects as defined in §§ 33.1-221.1:2 and 58.1-815.

(s) The Northern Virginia Transportation District Program as defined in § 33.1-221.1:3.

(t) Any program for highways or mass transit or transportation facilities, endorsed by the local jurisdiction or jurisdictions affected, which agree that certain distributions of state recordation taxes will be dedicated and used for the payment of any bonds or other obligations, including interest thereon, the proceeds of which were used to pay the cost of the program. Any such program shall be referred to as a "Transportation Improvement Program."

(u) Any project designated from time to time by the General Assembly financed in whole or part through the issuance of Commonwealth of Virginia Federal Highway Reimbursement Anticipation Notes.

(v) Any project authorized by the General Assembly financed in whole or in part by funds from the Priority Transportation Fund established pursuant to § 33.1-23.03:8 or from the proceeds of bonds whose debt service is paid in whole or in part by funds from such Fund.

(w) *Any project identified by the Commonwealth Transportation Board to be financed in whole or in part through the issuance of Commonwealth of Virginia Federal Transportation Grant Anticipation Revenue Notes.*

(3) The word "undertaking" means all of the projects authorized to be acquired or constructed under this article.

(4) The word "improvements" means such repairs, replacements, additions and betterments of and to a project acquired by purchase or by condemnation as are deemed necessary to place it in a safe and efficient condition for the use of the public, if such repairs, replacements, additions and betterments are ordered prior to the sale of any bonds for the acquisition of such project.

(5) The term "cost of project" as applied to a project to be acquired by purchase or by condemnation, includes the purchase price or the amount of the award, cost of improvements, financing charges, interest during any period of disuse before completion of improvements, cost of traffic estimates and of engineering and legal expenses, plans, specifications and surveys, estimates of cost and of revenues, other expenses necessary or incident to determining the feasibility or practicability of the enterprises, administrative expenses and such other expenses as may be necessary or incident to the financing herein authorized and the acquisition of the project and the placing of the project in operation.

(6) The term "cost of project" as applied to a project to be constructed, embraces the cost of construction, the cost of all lands, properties, rights, easements and franchises acquired which are deemed necessary for such construction, the cost of acquiring by purchase or condemnation any ferry

675 which is deemed by the Board to be competitive with any bridge to be constructed, the cost of all  
676 machinery and equipment, financing charges, interest prior to and during construction and for one year  
677 after completion of construction, cost of traffic estimates and of engineering data, engineering and legal  
678 expenses, cost of plans, specifications and surveys, estimates of cost and of revenues, other expenses  
679 necessary or incident to determining the feasibility or practicability of the enterprise, administrative  
680 expense and such other expenses as may be necessary or incident to the financing herein authorized, the  
681 construction of the project, the placing of the project in operation and the condemnation of property  
682 necessary for such construction and operation.

683 (7) The word "owner" includes all individuals, incorporated companies, copartnerships, societies or  
684 associations having any title or interest in any property rights, easements or franchises authorized to be  
685 acquired by this article.

686 (8) [Repealed.]

687 (9) The words "revenue" and "revenues" include tolls and any other moneys received or pledged by  
688 the Board pursuant to this article, including, without limitation, legally available Transportation Trust  
689 Fund revenues and any federal highway reimbursements and any other federal highway assistance  
690 received from time to time by the Commonwealth.

691 (10) The terms "toll project" and "toll projects" mean projects financed in whole or in part through  
692 the issuance of revenue bonds which are secured by toll revenues generated by such project or projects.

693 § 33.1-269. General powers of Board.

694 The Commonwealth Transportation Board may, subject to the provisions of this article:

695 1. Acquire by purchase or by condemnation, construct, improve, operate and maintain any one or  
696 more of the projects mentioned and included in the undertaking defined in this article;

697 2. Issue revenue bonds of the Commonwealth, to be known and designated as "Commonwealth of  
698 Virginia Toll Revenue Bonds," payable from earnings and from any other available sources of funds, to  
699 pay the cost of such projects;

700 3. Subject to the limitations and approvals of § 33.1-279.1, issue revenue bonds of the  
701 Commonwealth to be known and designated as "Commonwealth of Virginia Transportation Contract  
702 Revenue Bonds," secured by Transportation Trust Fund revenues under a payment agreement between  
703 the Board and the Treasury Board, subject to their appropriation by the General Assembly and payable  
704 first from revenues received pursuant to contracts with a primary highway transportation improvement  
705 district or transportation service district or other local revenue sources for which specific funding of any  
706 such bonds may be authorized by law; second, to the extent required, from funds appropriated and  
707 allocated, pursuant to the highway allocation formula as provided by law, to the highway construction  
708 district in which the project or projects to be financed are located or to the county or counties in which  
709 the project or projects to be financed are located; and third, to the extent required, from other legally  
710 available revenues of the Trust Fund and from any other available source of funds;

711 4. Issue revenue bonds of the Commonwealth to be known and designated as "Commonwealth of  
712 Virginia Transportation Revenue Bonds," secured (i) by revenues received from the U.S. Route 58  
713 Corridor Development Fund, subject to their appropriation by the General Assembly, (ii) to the extent  
714 required, from revenues legally available from the Transportation Trust Fund and (iii) to the extent  
715 required, from any other legally available funds which have been appropriated by the General Assembly;

716 4a. Issue revenue bonds of the Commonwealth to be known and designated as "Commonwealth of  
717 Virginia Transportation Revenue Bonds," secured, subject to their appropriation by the General  
718 Assembly, first from (i) revenues received from the Northern Virginia Transportation District Fund, (ii)  
719 to the extent required, funds appropriated and allocated, pursuant to the highway allocation formula as  
720 provided by law, to the highway construction district in which the project or projects to be financed are  
721 located or to the city or county in which the project or projects to be financed are located, (iii) to the  
722 extent required, legally available revenues of the Transportation Trust Fund, and (iv) such other funds  
723 which may be appropriated by the General Assembly;

724 4b. Issue revenue bonds of the Commonwealth to be known and designated as "Commonwealth of  
725 Virginia Transportation Program Revenue Bonds" secured, subject to their appropriation by the General  
726 Assembly, first from (i) any revenues received from any Set-aside Fund established by the General  
727 Assembly pursuant to § 58.1-816.1, (ii) to the extent required, revenues received pursuant to any  
728 contract with a local jurisdiction or any alternative mechanism for generation of local revenues for  
729 specific funding of a project satisfactory to the Commonwealth Transportation Board, (iii) to the extent  
730 required, funds appropriated and allocated, pursuant to the highway allocation formula as provided by  
731 law, to the highway construction district in which the project or projects to be financed are located or to  
732 the city or county in which the project or projects to be financed are located, (iv) to the extent required,  
733 legally available revenues of the Transportation Trust Fund, and (v) such other funds which may be  
734 appropriated by the General Assembly. No bonds for any project or projects shall be issued under the  
735 authority of this subsection unless such project or projects are specifically included in a bill or resolution  
736 passed by the General Assembly;

4c. Issue revenue bonds of the Commonwealth to be known and designated as "Commonwealth of Virginia Transportation Program Revenue Bonds" secured, subject to their appropriation by the General Assembly, first from (i) any revenues received from the Commonwealth Transit Capital Fund established by the General Assembly pursuant to subdivision A 4 g of § 58.1-638, (ii) to the extent required, legally available revenues of the Transportation Trust Fund, and (iii) such other funds which may be appropriated by the General Assembly. No bonds for any project or projects shall be issued under the authority of this subsection unless such project or projects are specifically included in a bill or resolution passed by the General Assembly;

4d. Issue revenue bonds of the Commonwealth from time to time to be known and designated as "Commonwealth of Virginia Federal Highway Reimbursement Anticipation Notes" secured, subject to their appropriation by the General Assembly, (i) first from any federal highway reimbursements and any other federal highway assistance received from time to time by the Commonwealth, (ii) then, at the discretion of the Board, to the extent required, from legally available revenues of the Transportation Trust Fund, and (iii) then from such other funds, if any, which are designated by the General Assembly for such purpose;

4e. Issue revenue bonds of the Commonwealth from time to time to be known and designated as "Commonwealth of Virginia Credit Assistance Revenue Bonds," secured, subject to their appropriation by the General Assembly, solely from revenues with respect to or generated by the project or projects being financed thereby and any tolls or other revenues pledged by the Board as security therefor and in accordance with the applicable federal credit assistance authorized with respect to such project or projects by the United States Department of Transportation;

4f. Issue revenue bonds of the Commonwealth to be known and designated as "Commonwealth of Virginia Transportation Capital Projects Revenue Bonds," secured, subject to their appropriation by the General Assembly, (i) from the revenues deposited into the Priority Transportation Fund established pursuant to § 33.1-23.03:8; (ii) to the extent required, from revenues legally available from the Transportation Trust Fund; and (iii) to the extent required, from any other legally available funds;

*4g. Issue grant anticipation notes of the Commonwealth from time to time to be known and designated as "Commonwealth of Virginia Federal Transportation Grant Anticipation Revenue Notes" secured, subject to their appropriation by the General Assembly, (i) first from the project-specific reimbursements pursuant to § 33.1-23.23; (ii) then, at the discretion of the Board, to the extent required, from legally available revenues of the Transportation Trust Fund; and (iii) then from such other funds, if any, which are designated by the General Assembly for such purpose;*

5. Fix and collect tolls and other charges for the use of such projects or to refinance the cost of such projects;

6. Construct grade separations at intersections of any projects with public highways, streets or other public ways or places and change and adjust the lines and grades thereof so as to accommodate the same to the design of such grade separations, the cost of such grade separations and any damage incurred in changing and adjusting the lines and grades of such highways, streets, ways and places to be ascertained and paid by the Board as a part of the cost of the project;

7. Vacate or change the location of any portion of any public highway, street or other public way or place and reconstruct the same at such new location as the Board deems most favorable for the project and of substantially the same type and in as good condition as the original highway, streets, way or place, the cost of such reconstruction and any damage incurred in vacating or changing the location thereof to be ascertained and paid by the Board as a part of the cost of the project. Any public highway, street or other public way or place vacated or relocated by the Board shall be vacated or relocated in the manner provided by law for the vacation or relocation of public roads and any damages awarded on account thereof may be paid by the Board as a part of the cost of the project;

8. Make reasonable regulations for the installation, construction, maintenance, repair, renewal and relocation of pipes, mains, sewers, conduits, cables, wires, towers, poles and other equipment and appliances herein called "public utility facilities," of the Commonwealth and of any municipality, county, or other political subdivision, public utility or public service corporation owning or operating the same in, on, along, over or under the project. Whenever the Board determines that it is necessary that any such public utility facilities should be relocated or removed, the Commonwealth or such municipality, county, political subdivision, public utility or public service corporation shall relocate or remove the same in accordance with the order of the Board. The cost and expense of such relocation or removal, including the cost of installing such public utility facilities in a new location or locations, and the cost of any lands or any rights or interests in lands, and any other rights acquired to accomplish such relocation or removal shall be ascertained by the Board.

On any toll project, the Board shall pay the cost and expense of relocation or removal as a part of the cost of the project for those public utility facilities owned or operated by the Commonwealth or such municipality, county, political subdivision, public utility or public service corporation. On all other

8198 projects, under this article, the Board shall pay the cost and expense of relocation or removal as a part  
8199 of the cost of the project for those public utility facilities owned or operated by the Commonwealth or  
8200 such municipality, county, or political subdivision. The Commonwealth or such municipality, county,  
8201 political subdivision, public utility or public service corporation may maintain and operate such public  
8202 utility facilities with the necessary appurtenances, in the new location or locations, for as long a period  
8203 and upon the same terms and conditions as it had the right to maintain and operate such public utility  
8204 facilities in their former location or locations;

8205 9. Acquire by the exercise of the power of eminent domain any lands, property, rights, rights-of-way,  
8206 franchises, easements and other property, including public lands, parks, playgrounds, reservations,  
8207 highways or parkways, or parts thereof or rights therein, of any municipality, county or other political  
8208 subdivision, deemed necessary or convenient for the construction or the efficient operation of the project  
8209 or necessary in the restoration, replacement or relocation of public or private property damaged or  
8210 destroyed.

8211 The cost of such projects shall be paid solely from the proceeds of Commonwealth of Virginia Toll  
8212 or Transportation Contract Revenue Bonds or a combination thereof or from such proceeds and from  
8213 any grant or contribution which may be made thereto pursuant to the provisions of this article;

8214 10. Notwithstanding any provision of this article to the contrary, the Board shall be authorized to  
8215 exercise the powers conferred herein, in addition to its general powers to acquire rights-of-way and to  
8216 construct, operate and maintain state highways, with respect to any project which the General Assembly  
8217 has authorized or may hereafter authorize to be financed in whole or in part through the issuance of  
8218 bonds of the Commonwealth pursuant to the provisions of Section 9 (c) of Article X of the Constitution  
8219 of Virginia; and

8220 11. Enter into any agreements or take such other actions as the Board shall determine in connection  
8221 with applying for or obtaining any federal credit assistance, including without limitation loan guarantees  
8222 and lines of credit, pursuant to authorization from the United States Department of Transportation with  
8223 respect to any project included in the Commonwealth's long-range transportation plan and the approved  
8224 State Transportation Improvement Program.

8225 § 33.1-276. Revenue bonds.

8226 The Board may provide by resolution, at one time or from time to time, for the issuance of revenue  
8227 bonds, notes, or other revenue obligations of the Commonwealth for the purpose of paying all or any  
8228 part of the cost as hereinabove defined of any one or more projects as hereinabove defined. The  
8229 principal or purchase price of, and redemption premium, if any, and interest on such obligations shall be  
8230 payable solely from the special funds herein provided for such payment. "Special funds" for the  
8231 purposes of this section shall include any such funds established for Commonwealth of Virginia Toll  
8232 Revenue Bonds, Commonwealth of Virginia Transportation Contract Revenue Bonds, Commonwealth of  
8233 Virginia Transportation Revenue Bonds, ~~or~~ Commonwealth of Virginia Federal Highway Reimbursement  
8234 Anticipation Notes, *or Commonwealth of Virginia Federal Transportation Grant Anticipation Revenue*  
8235 *Notes.*

8236 § 33.1-277. Credit of Commonwealth not pledged.

8237 A. Commonwealth of Virginia Toll Revenue Bonds issued under the provisions of this article shall  
8238 not be deemed to constitute a debt of the Commonwealth of Virginia or a pledge of the faith and credit  
8239 of the Commonwealth, but such bonds shall be payable solely from the funds herein provided therefor  
8240 from tolls and revenues, from bond proceeds or earnings thereon and from any other available sources  
8241 of funds. All such bonds shall state on their face that the Commonwealth of Virginia is not obligated to  
8242 pay the same or the interest thereon except from the special fund provided therefor from tolls and  
8243 revenues under this article, from bond proceeds or earnings thereon and from any other available sources  
8244 of funds and that the faith and credit of the Commonwealth are not pledged to the payment of the  
8245 principal or interest of such bonds. The issuance of such revenue bonds under the provisions of this  
8246 article shall not directly or indirectly or contingently obligate the Commonwealth to levy or to pledge  
8247 any form of taxation whatever therefor or to make any appropriation for their payment, other than  
8248 appropriate available funds derived as revenues from tolls and charges under this article or derived from  
8249 bond proceeds or earnings thereon and from any other available sources of funds.

8250 B. Commonwealth of Virginia Transportation Contract Revenue Bonds issued under the provisions of  
8251 this article shall not be deemed to constitute a debt of the Commonwealth of Virginia or a pledge of the  
8252 faith and credit of the Commonwealth, but such bonds shall be payable solely from the funds herein  
8253 provided therefor (i) from revenues received pursuant to contracts with a primary highway transportation  
8254 district or transportation service district or any other alternative mechanism for generation of local  
8255 revenues for specific funding of a project satisfactory to the Commonwealth Transportation Board, (ii) to  
8256 the extent required, from funds appropriated and allocated, pursuant to the highway allocation formula as  
8257 provided by law, to the highway construction district in which the project or projects to be financed are  
8258 located or to the county or counties in which such project or projects are located, (iii) from bond  
8259 proceeds or earnings thereon, (iv) to the extent required, from other legally available revenues of the

Trust Fund, and (v) from any other available source of funds. All such bonds shall state on their face that the Commonwealth of Virginia is not obligated to pay the same or the interest thereon except from revenues in clauses (i) and (iii) ~~hereof~~ and that the faith and credit of the Commonwealth are not pledged to the payment of the principal and interest of such bonds. The issuance of such revenue bonds under the provisions of this article shall not directly or indirectly or contingently obligate the Commonwealth to levy or to pledge any form of taxation whatever or to make any appropriation for their payment, other than to appropriate available funds derived as revenues under this article from the sources set forth in clauses (i) and (iii) ~~hereof~~. Nothing in this article shall be construed to obligate the General Assembly to make any appropriation of the funds set forth in clause (ii) or (iv) ~~hereof~~ for payment of such bonds.

C. Commonwealth of Virginia Transportation Revenue Bonds issued under the provisions of this article shall not be deemed to constitute a debt of the Commonwealth of Virginia or a pledge of the full faith and credit of the Commonwealth, but such bonds shall be payable solely from the funds herein provided therefor (i) from revenues received from the U.S. Route 58 Corridor Development Fund, subject to their appropriation by the General Assembly, (ii) to the extent required, from revenues legally available from the Transportation Trust Fund and (iii) to the extent required, from any other legally available funds which shall have been appropriated by the General Assembly.

D. Commonwealth of Virginia Transportation Revenue Bonds issued under this article for Category 1 projects as provided in subdivision (2) (s) of § 33.1-268 shall not be deemed to constitute a debt of the Commonwealth of Virginia or a pledge of the faith and credit of the Commonwealth. Such bonds shall be payable solely, subject to their appropriation by the General Assembly, first from (i) revenues received from the Northern Virginia Transportation District Fund, (ii) to the extent required, funds appropriated and allocated, pursuant to the highway allocation formula as provided by law, to the highway construction district in which the project or projects to be financed are located or to the city or county in which the project or projects to be financed are located, (iii) to the extent required, legally available revenues of the Transportation Trust Fund, and (iv) such other funds which may be appropriated by the General Assembly.

E. Commonwealth of Virginia Transportation Program Revenue Bonds issued under this article for projects defined in subdivision (2) (t) of § 33.1-268 shall not be deemed to constitute a debt of the Commonwealth or a pledge of the faith and credit of the Commonwealth. Such bonds shall be payable solely, subject to their appropriation by the General Assembly, first from (i) any revenues received from any Set-aside Fund established by the General Assembly pursuant to § 58.1-816.1, (ii) to the extent required, revenues received pursuant to any contract with a local jurisdiction or any alternative mechanism for generation of local revenues for specific funding of a project satisfactory to the Commonwealth Transportation Board, (iii) to the extent required, funds appropriated and allocated, pursuant to the highway allocation formula as provided by law, to the highway construction district in which the project or projects to be financed are located or to the city or county in which the project or projects to be financed are located, (iv) to the extent required, legally available revenues from the Transportation Trust Fund, and (v) such other funds which may be appropriated by the General Assembly.

F. Commonwealth of Virginia Federal Highway Reimbursement Anticipation Notes issued under this article shall not be deemed to constitute a debt of the Commonwealth of Virginia or a pledge of the full faith and credit of the Commonwealth, but such obligations shall be payable solely, subject to appropriation by the General Assembly, (i) first from any federal highway reimbursements and any other federal highway assistance received from time to time by the Commonwealth, (ii) then, at the discretion of the Board, to the extent required, from legally available revenues of the Transportation Trust Fund, and (iii) then, from such other funds, if any, which are designated by the General Assembly for such purpose.

G. Commonwealth of Virginia Transportation Credit Assistance Revenue Bonds issued under the provisions of this article shall not be deemed to constitute a debt of the Commonwealth of Virginia or a pledge of the full faith and credit of the Commonwealth, but such obligations shall be payable solely, subject to appropriation by the General Assembly, from revenues with respect to or generated by the project or projects being financed thereby and any tolls or other revenues pledged by the Board as security therefor and in accordance with the applicable federal credit assistance authorized with respect to such project or projects by the United States Department of Transportation.

H. Commonwealth of Virginia Transportation Capital Projects Revenue Bonds issued under the provisions of this article for projects as provided in subdivision ~~2~~ (v) of § 33.1-268 shall not be deemed to constitute a debt of the Commonwealth of Virginia or a pledge of the full faith and credit of the Commonwealth, but such bonds shall be payable solely, subject to their appropriation by the General Assembly, (i) from the revenues deposited into the Priority Transportation Fund established pursuant to § 33.1-23.03:8; (ii) to the extent required, from revenues legally available from the Transportation Trust



921 Fund; and (iii) to the extent required, from any other legally available funds.

922 *I. Commonwealth of Virginia Federal Transportation Grant Anticipation Revenue Notes issued under*  
923 *the provisions of Article 1.3 (§ 33.1-23.14 et seq.) of Chapter 1 and this article shall not be deemed to*  
924 *constitute a debt of the Commonwealth of Virginia or a pledge of the full faith and credit of the*  
925 *Commonwealth, but such notes shall be payable solely, subject to their appropriation by the General*  
926 *Assembly, (i) first from the project-specific reimbursements pursuant to § 33.1-23.23, (ii) then, at the*  
927 *discretion of the Board, to the extent required, from legally available revenues of the Transportation*  
928 *Trust Fund, and (iii) then from such other funds, if any, which are designated by the General Assembly*  
929 *for such purpose.*

930 § 33.1-280. Sale of bonds; bonds as legal investments.

931 The Board may sell such bonds in such manner and for such price as it may determine to be for the  
932 best interests of the Commonwealth, but no such sale shall be made at a price so low as to require the  
933 payment of interest on the money received therefor at more than the maximum per centum per annum  
934 approved by the Commonwealth Treasury Board with respect to such obligations in accordance with  
935 § 2.2-2416 of the Code of Virginia, as amended, computed with relation to the absolute maturity of the  
936 bonds in accordance with standard tables of bond values, excluding, however, from such computations  
937 the amount of any premium to be paid on redemption for any bonds prior to maturity.

938 All bonds heretofore or hereafter issued pursuant to the authority of this article are hereby made  
939 securities in which all public officers and bodies of this Commonwealth and all political subdivisions  
940 thereof, all insurance companies and associations, all national banks and trust companies, and savings  
941 institutions, including savings and loan associations, in the Commonwealth, and all executors,  
942 administrators, trustees, and other fiduciaries, both individual or corporate, may properly and legally  
943 invest funds within their control.

944 2. That § 2 of the second enactment of Chapter 896 of the Acts of Assembly of 2007 is amended  
945 and reenacted as follows:

946 § 2. The Commonwealth Transportation Board is hereby authorized, by and with the consent of  
947 the Governor, to issue, pursuant to the provisions of the State Revenue Bond Act (§ 33.1-267 et  
948 seq. of the Code of Virginia) as amended from time to time, revenue obligations of the  
949 Commonwealth to be designated "Commonwealth of Virginia Transportation Capital Projects  
950 Revenue Bonds, Series ....." *(the "Bonds")* at one or more times in an aggregate principal  
951 amount not to exceed \$3 billion *the "Overall Limitation")*; ~~after all costs~~; provided that, the  
952 aggregate principal amount issued in any one fiscal year shall not exceed \$300 million *(the*  
953 *"Annual Limitation")*, excluding any refunding bonds, *except for the fiscal years ending June 30,*  
954 *2012, and June 30, 2013, in which the Annual Limitation is increased by an additional \$200*  
955 *million and \$300 million, respectively, is authorized.* If, the aggregate principal amount issued in  
956 any fiscal year is less than ~~\$300 million~~ *the Annual Limitation* ~~the maximum authorized amount,~~  
957 then the amount by which such issuance is less than ~~\$300 million~~ *the Annual Limitation* ~~the~~  
958 ~~maximum authorized amount~~ may be issued in any subsequent fiscal year in addition to the  
959 ~~\$300 million maximum authorized in amount~~ *Annual Limitation* for the subsequent fiscal year.  
960 *In determining compliance with either the Overall Limitation or any Annual Limitation there shall*  
961 *be excluded (i) the principal amount of Bonds issued under this Act to pay issuance or financing*  
962 *expenses or costs (including any original issue discount) and (ii) the principal amount of Bonds*  
963 *issued under § 33.1-293 to refund any outstanding Bonds.* The issuance of any bonds under this  
964 Act is subject to the provisions of subsection C of § 33.1-23.03:8 of the Code of Virginia.

965 3. That the authority to issue additional Commonwealth of Virginia Federal Highway  
966 Reimbursement Anticipation Notes pursuant to the second enactment of Chapter 1019 of the Acts  
967 of Assembly of 2000, as amended by Chapter 655 of the Acts of Assembly of 2005, expires on  
968 January 1, 2011, or the aggregate principal amount limitation on Notes issued pursuant to Article  
969 1.3 (§ 33.1-23.01 et seq.) of Chapter 1 of Title 33.1 of the Code of Virginia. Nothing in this  
970 enactment shall in any way affect such notes issued prior to January 1, 2011.