

Hampton Roads Transportation Accountability Commission (HRTAC)
Technical Advisory Committee
Summary Minutes of the July 14, 2015 Meeting

The Hampton Roads Transportation Accountability Commission (HRTAC) Technical Advisory Committee Meeting was called to order at 9:33 a.m. in the Regional Board Room, 723 Woodlake Drive, Chesapeake, Virginia, with the following in attendance:

HRTAC Technical Advisory Committee Members in Attendance:

Neal Crawford, Chair
Lynn Allsbrook
Helen Dragas
Joe Frank
Harry Lester
W. Sheppard Miller, III
C. Earl Sorey, Jr.
Jody Wagner

HRTPO Interim Executive Director:

Camelia Ravanbakht

Other Participants:

Tom Inglima
David Miller
James Utterback

HRTAC Technical Advisory Committee Members Absent:

James Koch

* Denotes Late Arrival or Early Departure

Others Recorded Attending:

Frank Papcin (Citizens); Thelma Drake, Jeffrey Raliski (NO); Phil Pullen (VB); Scott Forehand, Don Quisenberry (eScribeSolutions); Phil Rinehart (HNTB); Genera Peck (McGuire Woods Consulting); Kevin Rotty (PFM); Tony Gibson (VDOT); Phil Lohr (WRA); Melton Boyer, Nancy Collins, Mike Long, Chris Vaigneur (HRPDC); Rob Case, Kathlene Grauberger, Danetta Jankosky, Mike Kimbrel (HRTPO)

Call to Order

After the Call to Order, Chairman Neal Crawford welcomed everyone to the meeting and called for public comments.

Public Comment Period (limit 5 minutes per individual)

Mr. Frank Papcin began his comments noting a statistic that 96 percent of the residents living in Hampton Roads commute outside the city they live in to work.

Mr Papcin noted that the Commission needed to take into consideration where people want to live and the type of environments in which they want to live.

Minutes of May 19, 2015 HRTAC Technical Advisory Committee Meeting

Mr. Sheppard Miller Moved to approve the minutes of the May 19, 2015 HRTAC Technical Advisory Committee Meeting; seconded by Mr. Joe Frank. The Motion Carried.

Schedule for Making Preliminary Recommendation to HRTAC

Chair Crawford reiterated that the goal of the TAC was to work as efficiently as possible to come up with preliminary recommendation for HRTAC for funding the projects they have been asked to consider. He expressed a tentative goal of 90 days to make the recommendation to HRTAC.

HRTAC Projects Financing: David Miller, PFM Consulting

Mr. David Miller, of PFM consulting, began his discussion by stating that he was going to try to address toll road financing attributes and examples in his presentation, as prior plans he had seen all used tolling.

In his continued preview of his presentation, Mr. Miller summarized the scope of services that HRTAC has contracted with PFM and gave examples such as determining what assumptions have been made, are they good assumptions to make, what should be changed, and how should they move forward. He followed by stating their efforts will culminate in the development of a useful and robust financial model that looks at different debt structures, financing structures, and pay-as-you-go financing models. Further the model and plan will provide options for the delivery of the selected projects in a timely and efficient manner.

Mr. Miller then began to address the importance of understanding traffic patterns and how tolls will affect them. He emphasized that if toll revenue bond financing is contemplated, it is imperative to have a rigorous due diligence document that contains an investment grade traffic and revenue forecast. He added that he was not suggesting that they were going to produce an investment grade study, but noted that if HRTAC wanted tolling and toll revenue financing to be part of the plan of finance, they were going to need credible data. He also stated that their original schedule called for presentation of a financial plan in mid-September.

Mr. Miller stated that their recommendations would be both feasible and realistic. He remarked that their efforts would be transparent. He stated the model delivered would be a flexible one because with mega-projects there would be inevitable timing changes and changes in project data. He commented that the financial planning on projects like this is an iterative process.

He listed some specifics points involved with toll financing such as the following:

- Toll financing requires a lot of due diligence.

- Toll finance is not the most efficient form of finance.
- Toll finance will typically have a lower bond rating.
- Typically capitalized interest is present with toll revenue bonds.
- A BBB rating may apply to the first one or two toll revenue bonds.

He discussed ways to improve the credit rating, noting that having non-toll revenues blended with toll revenues can enhance the rating and noted that could be achieved in this case. He emphasized that the HRTF provided numerous financing options, and that Virginia was doing a great job.

Mr. Miller summarized the following additional state and federal financing options that are available:

- TIFIA Loans
- Virginia Transportation Infrastructure Bank (VTIB)
- Virginia Toll Facilities Revolving Account (TFRA)

He used the North Carolina Turnpike Authority and the Triangle Expressway as a financing plan example. He explained that in the North Carolina plan, they had non-toll state appropriations money available. He stated that they specifically did not bond 100 percent of the toll revenue in order to create some liquidity reserves and enhance the credit rating. He noted that the North Carolina DOT also made a commitment to pay operations and maintenance (O&M), renewal, and replacement costs when toll revenues were insufficient. He relayed that they also used a TIFIA loan in the plan and that all of the actions culminated in a significantly better rating than BBB. He continued that the plan is working very well, the project is ahead of projection, and they are already planning an additional extension.

Mr. Miller cited the Chesapeake Transportation System and the Chesapeake Expressway as additional examples of successful plans of finance. He explained that those plans used combinations of a toll revenue bond in senior position, combined with a VDOT TFRA loan and an Urban Allocation loan in subordinate lien positions.

He provided an example of a TIFIA loan that closed in February at 1.23 percent for 35 years. He said they would look into options like that for HRTAC.

Mr. Miller next began to explain the concept of system financing. He described that if a region finances each project independent of the others, the most likely result will be a BBB-rated bond. He said that if you look at the projects as part of an urban system, the projects will build on themselves, and a common revenue stream from the combined projects could be created to secure the debt. He presented the Central Florida Expressway Authority as a prime example of the system financing model. He noted that the system is now in its 50th year, and now runs as a solid A-rated self-supporting agency. He cited their new billion dollar project, the Wekiva Parkway, as a project that is only a third to one half self-supporting, which ordinarily would have a low bond rating, but since it is part of the system, the project can be easily financed with an A credit rating. He made the corollary that HRTAC has nine projects right now, and in 25 years, there will be more projects, emphasizing the power of the system concept.

Mr. Joe Frank asked what the net was when operating a tolling system. Mr. Miller explained that it depended on the type of tolling, manual vs. video vs. electronic transponder, and was further influenced by the success of collections recovery. He described that the electronic transponder tolling method was more efficient than the video, which was more efficient than manual toll collection. He remarked that he anticipated only the use of the electronic transponder collection method, and that the success of that method is also linked to the success of the transponder marketing campaign. Mr. Miller did quote an operational loss of ten to fifteen percent.

Mr. Frank then questioned if Mr. Miller had a sense of what federal money might become available or whether he anticipated Congress to pass a transportation plan. Mr. Miller responded that the General Fund had been subsidizing the Highway Trust Fund. He noted conversations about a national infrastructure bank, and his anticipation that congressional efforts would probably be focused to lessen the pressure on the General Fund subsidies, but not exceed the current level of funding available. He said that he thought the situations where interstate tolling is permitted would be expanded.

Mr. Frank followed by asking whether the federal government would approve tolling existing facilities. Regarding federal approval to toll existing facilities, Mr. Miller explained:

- You can toll all lanes of interstate water crossings to which you are making improvements.
- You can toll new capacity.
- You can toll HOV lane to HOT lane conversions.

Ms. Helen Dragas requested clarification for tolling water crossings, to which Mr. Miller responded that you must be making improvements to add a toll.

Ms. Jody Wagner asked if Mr. Miller knew of any regional programs that had failed. Mr. Miller answered that he was unaware of any that had failed. He did give an example of some projects in Texas that were funded using an individual project focus instead of a system focus, which affected their bond credit rating.

Mr. Earl Sorey asked Mr. Miller if it were possible to bring an existing tolling system with its own bond indentures into the larger framework of a system. Mr. Miller answered that it was financially possible, but politically it could be difficult.

Mr. Frank questioned how bond rating agencies were looking at fossil fuel components of revenues and retail sales taxes. Mr. Miller explained that Gas Tax Credits are special taxes and considered stable. He continued that the financing model should not expect robust fuel tax growth, and added that many transit agencies use sales taxes to enhance bond ratings with success.

Mr. Sheppard Miller questioned whether it was within the scope of the PFM contract to provide an analysis of the economic impact on Hampton Roads from placement of tolls. Mr. David Miller responded that it was not part of the PFM schedule and that they were not economists. He continued that with most toll projects, he does typically see some kind of economic impact analysis. Mr. Sheppard Miller focused his line of questioning to find out if some kind of analysis would be produced that would illuminate the economic differences between the different funding types. David Miller deferred those answers to an engineer or economist.

Mr. Sheppard Miller opined that the Hampton Roads region has long suffered the reality of being a cul-de-sac region. He emphasized the importance of making decisions that do not make this region more of a cul-de-sac. He gave a brief history of some of the issues that affect the region, and observed that he did not feel the state has met its obligation.

Chair Crawford stated that Dr. Koch is currently working on a project to study the economic impact tolling will have on different municipalities in the region, and he hopes that Dr. Koch's study can be incorporated into the plan.

Mr. Harry Lester commented that there was neither any political will to send more state money to the region nor any political will to allow for an increase in taxes. He continued that in the light of those two realities, when faced with the options of doing nothing or doing something with tolls, he will choose the latter. Mr. Sheppard Miller agreed but clarified his hesitation as being one of not being able to understand why one would choose to pay more for a project when a clearly less expensive funding opportunity existed. Chair Crawford offered that their task was to look at all options.

Mr. Frank echoed Mr. Sheppard Miller's point about the importance of gauging the economic impact of their potential decisions and suggested engaging the services of a professional economic strategy team. He also suggested that in an effort to support their decisions, the impact of doing nothing should be known and used. He quoted the state project timelines showing a completion date of near the year 2080. He stated that if they waited until 2080 to get the projects completed, no projects would be relevant since he doubted anyone would be living in Hampton Roads at that time, projecting an exodus of military and business. He offered that tolls need to be a component of the plan of finance, noting that they cannot be the only component.

Mr. Sheppard Miller stated agreement with Mr. Lester's use of tolls in absence of other options. He noted that the recent tax hike of 0.7 cents is inelastic, and if they increased that rate by 50% to 1.05 cents, it would still be inelastic.

Ms. Dragas offered that the Committee's due diligence on economic impact should at least be as rigorous as due diligence for the bond holders, and that process should be worked into the schedule.

Mr. David Miller then continued with his presentation noting that much of the data he was presenting was taken from other presentations and that there were some discrepancies between the presentations. He relayed that the nine projects on the table were put forward in October 2013 with an assumed \$2.5 billion in federal and state funding, but Secretary Layne's December 2014 presentation assumed only \$126 million.

Dr. Camelia Ravanbakht offered clarification that the \$2.5 billion in the October 2013 TPO presentation was based on a number of assumptions. She outlined the following:

- Per VDOT, the region expects to receive \$4.4 billion in state and federal monies between now and 2040.
- The forecast for regional fund collection is \$8.4 billion for the same time period – to be used 100% for projects supporting congestion relief.
- The projected funds are to be used for more than just the nine projects.
- The numbers quoted are combined figures and characterized as straight numbers based on historical trend.

Ms. Wagner questioned why there was such a discrepancy between the \$2.5 billion allocated by the TPO and the \$126 million. Mr. James Utterback offered clarification that the \$126 million is what has already been allocated to the following specific projects:

- \$100 million for the I-64 Widening Project Segment 1
- \$26 million used for engineering spread across a few projects
- These monies are in the current 6-Year Improvement Plan (SYIP)

Mr. David Miller stressed the importance that these numbers are a big assumption and emphasized the need to coordinate with the long-range transportation plan.

Mr. James Utterback offered that the Northern Virginia Transportation Authority (NVTA) is putting in projects to compete for HB2 state money. He argued that the region needed to act quickly to be able to compete for those funds as well. He noted that applications are being submitted between August and October. Mr. Harry Lester suggested inviting Secretary Layne to the August meeting.

Mr. Lester provided a summary of the HB2 money divisions as follows:

- 45% for good repair
- 27.5% for statewide availability
- 27.5% for regional availability

Dr. Ravanbakht added that for the next 6 years there will be the following availability:

- \$500 million to be used on a statewide basis
- \$500 million divided between the 9 construction districts (\$100 million share to Hampton Roads)

Ms. Wagner asked if someone in the organization was already in process of applying for the state HB2 money. Mr. Utterback replied that he was from VDOT, and that they were not in process of making application. He stated his purpose of bringing the topic up was to make the Commission aware of the process and relay that VDOT can offer support and help with the application process at the request of the body.

Dr. Ravanbakht noted that HRTAC was ineligible to apply for funds based on HB2 legislation. She concluded that if they were directed to do so, HRTPO could prepare and submit application from TPO on behalf of HRTAC.

Mr. Frank commented that even modest construction projects are expensive.

Chair Crawford expressed interest in pursuing all funds available.

Mr. David Miller continued his presentation by stating an assumption made in 2013 that 664 would be tolled. He noted that the HRBT was not part of the nine projects, but was also planned to be tolled. He stated that depending on the toll rates, between \$2.9 billion and \$4.4 billion of funding was included there.

Mr. David Miller continued the explanation that some toll revenue expectations related to HOT toll on new capacity, the attractiveness of managed lanes, and the fact that these two scenarios only produce a fraction of revenue and do not necessarily solve congestion issues.

Mr. Sheppard Miller asked whether the complications represented by Elizabeth River Crossing (ERC) Agreement will be built into the analysis. Mr. David Miller noted that he had already had a conversation with the Chair about that topic. He remarked that to be able to correctly evaluate the issue, refined traffic modeling was needed, with the assumption that ERC will probably have a different view. He added that if tolling was going to be used as a funding source, they were already behind in the process.

Mr. David Miller then directed the presentation and discussion to that of the High Rise Bridge Project. He noted that if a TIFIA loan was being looked at as a funding vehicle, an 18-month process was to be expected, and a good traffic and revenue study would need to be completed before approaching US DOT about the TIFIA program.

Mr. Lester asked whether they were to receive a project from HRTAC on which to work. Chair Crawford responded that they had already been presented with nine projects. Mr. Lester then questioned if they were waiting on anything else from HRTAC. Dr. Ravanbakht responded that they were not. Chair Crawford reiterated that they were looking at this from a system standpoint, not just as individual projects. Mr. David Miller offered that to be his primary suggestion, which was to look at these projects as a system first.

Mr. Frank added that didn't want to wait for 2080 to complete the projects. He wanted to look at 2030 or 2040 as dates of completion. He expressed his impression that they needed to develop a comprehensive financing plan that included tolls but did not rely exclusively on tolls. Mr. Sheppard Miller remarked that he thought HRTAC had the right to do tolls without legislative approval.

Chair Crawford refocused the discussion that they were there to work on all nine projects and explore all options for finance. Mr. Frank expressed agreement.

Ms. Wagner offered that they could provide a footnote that a toll could be avoided if the tax rate was increased. She added that the current politics of the time indicate that there isn't any political will for some of these funding options. She noted that the political landscape was not static, and that things could be different in 2020.

Ms. Dragas expressed agreement with viewing these projects as a system. She questioned whether there were studies or engineering work that could be done at minimum cost where they could give the "go ahead" because a precedent exists.

Mr. Utterback explained that for the High Rise Bridge Project, the Environmental Assessment (EA) was just completed. VDOT is currently in discussion to determine bridge height, which is a significant cost driver. He noted that they can do some preliminary engineering and get the project to a design-build state, but currently they are waiting for HRTAC to determine how to fund before they move forward.

Mr. Sheppard Miller noted that in their last meeting they declined to recommend or authorize anything. He stated that he knew the bridge needed to be built and expected that the project was going to be done. He expressed interest in moving forward even with the decision made in the last meeting.

Mr. David Miller brought up the subject of the Hampton Roads Bridge Tunnel, and how that facility must be included in the regional traffic and revenue model, which in turn is needed for a comprehensive regional plan of finance using the system approach.

Mr. Sheppard Miller asked if VDOT had any estimate on the true lifespan of the HRBT.

Mr. Utterback responded that the facility was structurally sound and that the only present issues involve rehabilitation. He added that the HRBT was part of the Third Crossing SEIS that is presently being prepared. He noted that CBA-1 and CBA-2 both have HRBT components and, along with CBA-9, those are the 3 alternatives reviewed in the SEIS.

Dr. Ravanbakht added that the TPO Board approval of the nine projects back in 2013 also had an attached resolution to consider congestion pricing for HRBT. She also reminded everyone that the TPO Board has taken action on this issue twice in the last 20 years by endorsing the Hampton Roads Third Crossing.

Ms. Dragas asked why the HRBT had been left out of the nine projects. Dr. Ravanbakht offered that VMASC did simulations that showed there would be a reduction in congestion with the Third Crossing including Patriot's Crossing. She noted that the simulation did not alleviate the congestion at the HRBT. The only way to eliminate congestion at the HRBT was to make an improvement to the HRBT. Mr. Utterback added that the EIS for the HRBT, the 8-lane solution, was never completed, and this time it is going to be a 6-lane study instead.

Mr. Sheppard Miller described his impression of what happened to the HRBT project in that the 8-lane solution would be hugely impactful and excessively expensive. He continued that if that project was chosen, they would essentially be putting all their eggs in one basket and still have only one route. Dr. Ravanbakht summarized that the Third Crossing was going to alleviate some of the congestion at the HRBT, and it was a better alternative for the region as a whole for the movement of goods and people.

Ms. Dragas questioned the logic of tolling the whole region while not expanding capacity to the biggest choke point in the region. She asked if it was a dead issue. Chair Crawford and Dr. Ravanbakht both responded that it was not a dead issue, adding that it would be looked at in the upcoming Third Crossing SEIS.

Mr. David Miller stated that they would be presenting a number of options and scenarios, but not so many that it would become confusing.

Chair Crawford thanked Mr. David Miller for his presentation and observed how lucky they were to have a passionate and dedicated committee. He continued that they wanted to work fast, but more importantly, they wanted to make the correct decisions and recommendations. Mr. Lynn Allsbrook extolled the importance of building the right projects for congestion relief.

Mr. Utterback remarked that the I-64 Segment 2 project has been through the RFQ process and they were beginning to issue an RFP. He related that HRTAC has agreed to put \$6 million on the project to get them through the engineering. He continued

that they expected to award the contract in September / October and recommended that the Committee make the funding recommendation to the HRTAC Board. He said that in the absence of funding, the project will slow down or stop.

Mr. Sheppard Miller noted that the HRTAC Board has the ability to advance the process without a recommendation from the TAC. Mr. Utterback agreed that they could. Mr. Miller continued that they have not completed any analysis and were not going to have any semblance of a plan in place within the next 3 weeks. Mr. Utterback clarified his comments as being for situational awareness.

Mr. Utterback next noted that the 64/264 Interchange Project discussion had been previously deferred by the committee. Mr. Miller repeated a past meeting decision that they weren't going to make a decision that they were ill-equipped to make. He stated that if they needed to go spend money, they should go spend it, and that they were the only ones that could spend the money.

Mr. Tom Inglima clarified the situation that the Secretary's provisional plan that was adopted by the Commission used a pay-as-you-go model. He noted that the Commission needed to allocate additional funds towards the two projects since they were not in the initial funding plan. He offered that they were not being asked to recommend spending X amount on a specific project, but they were being asked whether or not the initial funding plan could take into account the additional projects described by Mr. Utterback.

Mr. Lester reminded the group of a letter tendered by Mayor Will Sessoms requesting additional application of \$5 million for the 64/264 Interchange Project. Ms. Dragas questioned if the difference between the two money requests was only that they had received a letter from a mayor on one of the projects. Mr. Inglima characterized the situation being that money for the High Rise Bridge Project was already in the plan, and Commission could determine to go ahead with that work.

Ms. Wagner wondered if the two projects being discussed were in the current nine projects. Mr. Inglima clarified that they are part of the nine projects, but not in the Initial Funding Plan. He went on to explain that the enabling legislation contemplated spending money in accordance with a funding plan. He stated that the Commission provisionally accepted the Secretary's Initial Funding Plan.

Chair Crawford asked if this could be taken up at the August meeting. Mr. Utterback responded that they could, but wanted people to understand that right now, only the I-64 West to I-264 East movement is being addressed, and that the much larger problem of I-64 East to I-264 East movement is not being addressed. He followed that the 64/264 interchange is included in the original funding package and one of the nine projects, but only the first phase costs were covered by the plan.

Mr. Sheppard Miller asked whether the goal was to do all nine projects or to recommend actions on specific projects. Dr. Ravanbakht stated that the nine projects are included in the long-range plan, and the plan is to recommend a solution for all nine. Ms. Jody Wagner stated her understanding was that they were going to do all nine projects, even if it took until 2080. Chair Crawford added that they should make effort to accelerate the process. Chair Crawford continued that between now and the next meeting on August 18 they can consider making recommendations to keep the projects moving and add them to the agenda for August 18.

Mr. Sorey asked Dr. Ravanbakht for clarification if the HRTAC projects had a placeholder on the 2040 plan. Dr. Ravanbakht clarified that there was a placeholder for all of the projects except the I-64 Widening Project Segment 1. She added that this was probably the impetus for the Committee to come up with a funding plan in 90 days. She relayed that there is a deadline from a federal highway perspective and that the plan must be done and approved by the Commission before the end of the year.

HRTAC Technical Advisory Committee Meeting Schedule

The next two meetings for the HRTAC Technical Advisory Committee Meeting will be August 18, 2015 and September 15, 2015. Times for both meetings is to be 9:30 a.m.

Adjournment

With no further business to come before the Hampton Roads Transportation Accountability Commission (HRTAC) Technical Advisory Committee (TAC), the meeting adjourned at 11:46 a.m.

Neal Crawford
HRTAC Technical Advisory Committee Chair