



COMMONWEALTH of VIRGINIA


Office of the Governor

Aubrey L. Layne, Jr.
Secretary of Transportation

July 31, 2016

MEMORANDUM

TO: The Honorable Thomas K. Norment, Jr.
The Honorable Emmett W. Hanger, Jr.
The Honorable Charles W. Carrico, Sr.
The Honorable S. Chris Jones
The Honorable R. Lee Ware, Jr.
The Honorable Ronald A. Villanueva

FROM: Aubrey L. Layne, Jr., Secretary of Transportation 

SUBJECT: Report on the Transportation Partnership Opportunity Fund

Pursuant to Section §33.2-1529.1 of the Code of Virginia, the Governor is required to submit semiannual reports on the Transportation Partnership Opportunity Fund (“TPOF” or the “Fund”). This memorandum and the related attachment will constitute that report on behalf of Governor McAuliffe for the period ending June 30, 2016.

To date, capitalization for the Fund has come from the following:

- \$23,600,000 and \$26,400,000 from the Toll Facility Revolving Account and from the Highway Construction Fund, respectively, pursuant to Chapter 951 of the Acts of Assembly of 2005;
- \$305,000,000 pursuant to Chapter 847 of the Acts of Assembly of 2007 and Chapter 780 of the Acts of Assembly of 2016;
- \$50,000,000 made available July 1, 2011 from the Commonwealth Transportation Fund pursuant to Item 452 H. of Chapter 890 of the Acts of Assembly of 2011.
- House Bill 1887, effective July 1, 2015 provides the TPOF with one-third of all interest, dividends, and appreciation that may accrue to the Transportation Trust Fund and the Highway Maintenance and Operating Fund.

The Honorable Thomas K. Norment, Jr.
The Honorable Emmett W. Hanger, Jr.
The Honorable Charles W. Carrico, Sr.
The Honorable S. Chris Jones
The Honorable R. Lee Ware, Jr.
The Honorable Ronald A. Villanueva
July 31, 2016
Page Two

The \$305,000,000, as outlined by Chapter 847 of the 2007 Acts of Assembly and Chapter 780 of the 2016 Acts of Assembly, is targeted for specific projects while the remaining \$100,000,000 may be used for any eligible applicant and project. The body of this report focuses on the use of the \$100,000,000 while the attachment provides a brief summary and overview of the fund in its entirety as of June 30, 2016.

At the end of the previous reporting period, ending December 31, 2015, thirty-five applications, representing twenty-six separate projects, had been submitted requesting a total of \$190,728,000 in assistance, with \$103,862,233 in awards approved by the Governor and reductions of \$11,937,719 pending the Governor's approval.

During this reporting period of January 1 to June 30, 2016, the TPOF program experienced the following activity or has pending activity from previous periods:

The Virginia Department of Transportation was awarded two grants of \$5 million each in 2011 for the CFX/Route 460 Interchange of the Coalfields Expressway project. The private partner, Bizzack Construction, LLC sent a letter to the Department stating that the TPOF funds were no longer needed because the project is eligible for 100% federal funding. They requested the money be transfer to another section of the overall project. The Advisory Panel met on March 30, 2015 to consider the request. Given that there is a lack of funding for the construction of the section, the Advisory Panel took actions to deny the transfer request and rescind the grants. The rescission is pending the Governor's approval. The original award amounts would be returned to the Fund.

The City of Winchester submitted a revised project and budget for the grant the City was awarded in December 2011. The City was unable to continue with the original scope of work due to condemnation issues. The grant amount was revised from \$4,984,500 to \$2,999,248 and will be used to assist in providing a safe truck access into the Rubbermaid Plant. The advisory panel met on June 22, 2015 and recommended the revised project move forward. The revised project received the Governor's approval on January 4, 2016. An amendment to the grant agreement is pending.

The Honorable Thomas K. Norment, Jr.
The Honorable Emmett W. Hanger, Jr.
The Honorable Charles W. Carrico, Sr.
The Honorable S. Chris Jones
The Honorable R. Lee Ware, Jr.
The Honorable Ronald A. Villanueva
July 31, 2016
Page Three

On December 30, 2015, the Route 28 Highway Transportation Improvement District Commission submitted an application for consideration for the Final Design for Northbound Widening. In accordance with section 33.2-1529.1 of the Code of Virginia, TPOF can no longer be used for PPTA projects. Therefore, the project no longer qualifies and the application was withdrawn.

Chapter 684 of the 2015 Acts of Assembly (Section 33.2-1529.1 of the Code of Virginia) amended TPOF and became effective July 1, 2015. Changes in eligibility now require the applicant to be agency or political subdivision of the Commonwealth. The updates also prescribe that funds are for the sole purpose of addressing transportation aspects of economic development opportunities. Design-Build Projects and PPTA projects are no longer criteria for eligibility. Due to the changes, the Guidelines and Criteria and the application were revised by the Department in consultation with the Offices of the Secretary of Transportation and Commerce and Trade. The Commonwealth Transportation Board adopted the revised documentation on February 17, 2016.

The County of Chesterfield submitted an application on March 4, 2016 totaling \$5,000,000 to assist with improvements to the I-95/ Willis Road Interchange in support of the Shandong Tranlin Paper Company's facility being located in the James River Industrial Park. Tranlin expects to invest \$2 billion into the development of the facility and employ 2,000 people by 2020. The grant request was approved by the Advisory Panel on May 23, 2016 and is pending the Governor's approval.

As of June 30, 2016, thirty-six applications, representing twenty-seven separate projects, have been submitted requesting a total of \$195,728,000 in TPOF assistance. The Governor has approved awards totaling \$103,754,443. There is one award totaling \$5,000,000 and two reductions/rescissions totaling \$11,937,719 pending the Governor's approval. With this adjustment, projects that have reached financial close total \$91,816,714 (See attachment, Financial Close Total on page 2 and Total Awards on page 4).

The Fund is one of many tools available to market the Commonwealth to prospective economic development partners. Please let me know if I can provide additional information regarding these projects or the use of the Fund.

Copy: The Honorable Maurice A. Jones

Attachment

Attachment

**Semiannual Report on the Transportation Partnership Opportunity Fund
Activity/Award Details to Date**

The following identifies the recipients, the projects and the awards made, and the actions taken from TPOF, along with their current status:

Awards/Projects with Financial Close

<u>Recipient</u>	<u>Project</u>	<u>Location</u>	<u>Type of Assistance</u>	<u>Amount</u>	<u>Status</u>
State Route 28 Highway Transportation District Commission	Rt. 28 Corridor Improvements	Loudoun and Fairfax Counties	Grant	\$5,000,000	Grant is fully disbursed.
VDOT	Coalfields Expressway	Buchanan, Wise and Dickenson Counties	Grant	1,772,740	Grant is fully disbursed. Grant awarded was \$2,000,000. Final grant amount was \$1,772,740.
Town of Leesburg	Battlefield Parkway	Town of Leesburg	Grant	5,000,000	Grant is fully disbursed.
County of Rockingham	Harrisonburg Southeast Connector	County of Rockingham	Grant	5,000,000	Grant is fully disbursed.
County of Prince George	Rolls-Royce Economic Development Project	County of Prince George	2 Grants-\$5,000,000 each	10,000,000	Grants are fully disbursed. Investment of \$100 million and creation of 170 jobs.
County of Accomack	Mid-Atlantic Regional Spaceport (MARS) – Orbital Sciences Corp.	County of Accomack	Grant	3,250,968	Grant is fully disbursed. Grant awarded was \$3,427,412. Final grant amount was \$3,250,968.
Virginia Commercial Space Flight Authority (VCSFA)	MARS	County of Accomack	Grant	5,000,000	Loan has been converted to a grant. Grant is fully disbursed.
Virginia Commercial Space Flight Authority (VCSFA)	MARS	County of Accomack	Grant	5,000,000	Grant is fully disbursed.
Virginia Commercial Space Flight Authority (VCSFA)	MARS	County of Accomack	2 Grants-\$5,000,000 each	10,000,000	Grants are fully disbursed. Investment of \$45+ million and creation of 500 jobs.
County of Loudoun	Pacific Boulevard	County of Loudoun	Grant	3,000,000	Grant is fully disbursed.
Department of Aviation	Emporia	City of Emporia	Grant	151,085	Grant is fully disbursed. Grant awarded was \$162,210. Final grant amount was \$151,085.
Virginia Commercial Space Flight Authority (VCSFA)	MARS	County of Accomack	Grant	5,000,000	Grant is fully disbursed.
County of Accomack	Wallops Research Park	County of Accomack	Grant	4,000,000	Grant is fully disbursed.
County of Giles	Celanese Acetate	County of Giles	Grant	724,878	Grant is fully disbursed.
Page Total				<u>\$62,899,671</u>	

Attachment

**Semiannual Report on the Transportation Partnership Opportunity Fund
Activity/Award Details to Date**

Awards/Projects with Financial Close - Continued

<u>Recipient</u>	<u>Project</u>	<u>Location</u>	<u>Type of Assistance</u>	<u>Amount</u>	<u>Status</u>
City of Winchester	Monticello Drive Extension Rubbermaid Products Economic Development Project	City of Winchester	Grant	3,046,781	A grant amendment is pending; the current balance is \$2,999,248.
Economic Development Authority of the City of Newport News	Canon Virginia, Inc. Economic Development Project	City of Newport News and County of Gloucester	Grant	5,000,000	Grant was amended in April 2011 and work is ongoing. Total disbursements made are \$4,650,646; the current balance is \$349,354.
VDOT	Coalfields Expressway Hawks Nest Section	Buchanan, Wise and Dickenson Counties	2 Grants-\$5,000,000 each	9,892,200	Grants are fully disbursed. Grants awarded was \$10,000,000. Final grant amount was \$9,892,200.
County of Prince William	USMC Heritage Center Transportation Improvements	County of Prince William	2 Grants-\$2,242,350 and \$2,735,712	\$4,978,062	Work is underway. Total disbursements made are \$4,901,601; the current balance is \$76,461.
State Route 28 Highway Transportation Improvement District Commission	Route 28 bridge widening over the Dulles Toll Road	Loudoun and Fairfax Counties	Grant	5,000,000	Grant is fully disbursed
Economic Development Authority of the City of Newport News	Liebherr Expansion	City of Newport News and Hampton	Grant	1,000,000	Work is underway. Total disbursements made are \$48,126; the current balance is \$951,874.
			Subtotal	<u>\$28,917,043</u>	
			Financial Close Total	<u>\$91,816,714</u>	

Attachment

**Semiannual Report on the Transportation Partnership Opportunity Fund
Activity/Award Details to Date**

Awards/Projects Unable to Reach Financial Close

<u>Recipient</u>	<u>Project</u>	<u>Location</u>	<u>Type of Assistance</u>	<u>Amount</u>	<u>Status</u>
Flour Virginia, Inc and Transurban USA Development, Inc.	I-95/I-395 HOT Lanes	Spotsylvania, Stafford, Prince William and Fairfax Counties	Loan	\$10,000,000	Conflicts with business agreement and TPOF statue. SIB loan was approved for the project and repaid at closing.
City of Newport News	Wolseley Economic Development Project	City of Newport News	Grant	2,700,000	Due to the decline in the economy the plan for expansion were suspended.
VDOT	Coalfields Expressway Rockhouse Section	Buchanan, Wise and Dickenson Counties	2 Grants-\$5,000,000 each	10,000,000	Project was unable to achieve FHWA approval and the funds have been rescinded.
VDOT	Coalfields Expressway and U.S. Route 460 Connector	Buchanan, Wise and Dickenson Counties	2 Grants-\$5,000,000 each	10,000,000	Project has become eligible for 100% federal funding. TPOF funds have been rescinded since they were no longer needed.
Total				<u>\$32,700,000</u>	

Awards/Projects Not Receiving Award

<u>Recipient</u>	<u>Project</u>	<u>Location</u>	<u>Type of Assistance</u>	<u>Amount</u>	<u>Status</u>
County of Rockingham	Southeast Connector	County of Rockingham	Grant	\$4,980,938	The project was denied award due to adjusted priorities for the County.

Awards/Projects Not TPOF Eligible

<u>Recipient</u>	<u>Project</u>	<u>Location</u>	<u>Type of Assistance</u>	<u>Amount</u>	<u>Status</u>
Virginia Port Authority	Western Freeway Rail Relocation	Commonwealth of Virginia	Grant	\$4,800,000	The project did not meet Transportation or Economic Development Evaluation Criteria.
Holliday Properties	Capital Region Center	County of Hanover	Grant	5,000,000	There were several statutory conflicts with the application and project.
The Olde Dominion Agriculture Foundation, Inc	Old Dominion Ag Complex	County of Pittsylvania	Grant	300,000	There were several statutory conflicts with the application and project. Other funding has been identified for the project.
The Route 28 Highway Transportation Improvement District Commission	Rt. 28 Corridor Improvements-Northbound Widening	Loudoun and Fairfax Counties	Grant	5,000,000	Due to changes in section 33.2-1529.1, TPOF can no longer be used for PPTA projects.
Total				<u>\$15,100,000</u>	

Attachment

**Semiannual Report on the Transportation Partnership Opportunity Fund
Activity/Award Details to Date**

The table below summarizes the awards to date and the remaining balance form the \$100 million in capitalization as of June 30, 2016.

Capitalizations

July 1, 2006	\$50,000,000
July 1, 2011	50,000,000
Interest Earnings	12,518,969
Total Funding Available	<u>\$112,518,969</u>

Project	Amount	Type of Assistance	Eligibility Criteria
Town of Leesburg	5,000,000	Grant	Design-Build Project
County of Loudoun	3,000,000	Grant	Design-Build Project
County of Rockingham	5,000,000	Grant	Design-Build Project
County of Prince William	4,978,062	Grant	Design-Build Project
County of Accomack	4,000,000	Grant	Design-Build Project
County of Prince George	10,000,000	Grants	Economic Development
City of Newport News	5,000,000	Grant	Economic Development
County of Accomack	3,250,968	Grant	Economic Development
Virginia Comm. Space Flight Authority	10,000,000	Grants	Economic Development
City of Winchester*	3,046,781	Grant	Economic Development
Virginia Comm. Space Flight Authority	5,000,000	Grant	Economic Development
Virginia Comm. Space Flight Authority	5,000,000	Grant	Economic Development
Virginia Comm. Space Flight Authority	5,000,000	Grant	Economic Development
Department of Aviation	151,085	Grant	Economic Development
County of Giles	724,878	Grant	Economic Development
EDA of Newport News	1,000,000	Grant	Economic Development
Rt. 28 HTIDC	5,000,000	Grant	PPTA Project
State Route 28 HTIDC	5,000,000	Grant	PPTA Project
VDOT – CFX	1,772,740	Grant	PPTA Project
VDOT – CFX (Hawks Nest)	9,892,200	Grants	PPTA Project
VDOT – CFX (CFX/Connector Int.)**	0	Grants	PPTA Project
Total Awards	\$91,816,714		
Reductions***	<u>1,038,833</u>		
Available for Award	<u>\$19,663,422</u>		

*Approved by Governor; Pending amendment to agreement- Includes previously made disbursements
 **Rescinded by panel; Pending Governor's approval
 ***FY 2009-2016 Indirect Costs and Governor's FY 2010 Operational Efficiencies Reductions

Attachment

Semiannual Report on the Transportation Partnership Opportunity Fund Activity/Award Details to Date

Chapter 847 of the Acts of Assembly of 2007 and Chapter 780 of the Acts of Assembly of 2016 Item 449.10 and Item 453 G - \$305,000,000 Appropriation

Through Item 449.10 of Chapter 847 of the Acts of Assembly of 2007, \$305,000,000 was allotted to TPOF out of the \$500,000,000 for the 2007 Transportation Initiative (the "Initiative") projects.

In 2008, the General Assembly, through Item 462 of Chapter 879 of the Acts of Assembly of 2008, reappropriated \$180,000,000 of the \$500,000,000 back to the Commonwealth of Virginia's General Fund. To substitute for these monies, Item 459.H. of Chapter 879 of the Acts of Assembly of 2008 authorized the issuance of \$180,000,000 of Capital Projects Revenue bonds.

Item 453 G. of Chapter 780 of the 2016 Acts of Assembly dedicated the \$31,070,647 that was remaining from the previous allocation to Road Improvements at military installations and improvements at interstate rest areas throughout the Commonwealth.

The following are TPOF's Initiative projects receiving award and their status:

<u>Project</u>	<u>Grant Amount</u>	<u>Location</u>	<u>Status</u>
I-495 Capital Beltway HOT Lanes	\$157,207,586	Northern Virginia	Grant is fully disbursed.
Route 58 Hillsville Bypass	77,000,000	Town of Hillsville	Grant is fully disbursed.
Route 50 Widening	14,721,767	County of Fairfax	Project is underway and the grant funds will be applied to the project expenditures as they occur.
Norfolk Southern Corporation (NSC) - Right-of-Way Acquisition	20,000,000	City of Virginia Beach	Grant is fully disbursed.
I-295/Medowville Interchange	5,000,000	County of Chesterfield	Grant is fully disbursed.
Total	\$273,929,353		

The remaining projects identified for funding through the 2007 Initiative and their respective status follow:

<u>Project</u>	<u>Location</u>	<u>Status</u>
Environmental Impact Statement (EIS) for Route 37 - Eastern Bypass	County of Frederick	It was determined that the project did not qualify for TPOF and other funds were identified to perform EIS.
I-64/I-264 Interchange	City of Virginia Beach	A mutual agreement was reached between the City and the Secretary of Transportation to fund the NSC ROW acquisition at \$20,000,000 instead of the I-64/I-264 Interchange.

The following table summarizes the awards from the \$305,000,000 appropriation:

Capitalization		\$305,000,000	
<u>Project</u>	<u>Grant Amount</u>	<u>Type of Assistance</u>	<u>Eligibility Criteria</u>
I-495 Capital Beltway HOT Lanes	\$157,207,586	Grant	PPTA Project
U.S. Route 58 - Hillsville Bypass	77,000,000	Grant	PPTA Project
U.S. Route 50 Widening	14,721,767	Grant	Design-Build Project
NSC Right-of-Way Acquisition	20,000,000	Grant	Per FTA Requirements
I-295/Medowville Interchange	5,000,000	Grant	Design-Build Project
Road Improvements to military installations	23,110,000	Grant	Item 453 G. of Chapter 780 (2016)
Improvements at interstate rest areas	7,960,647	Grant	Item 453 G. of Chapter 780 (2016)
Total Awards	<u>\$305,000,000</u>		
Authorization Balance	<u>\$0</u>		