



**CENTRAL TEXAS
Regional Mobility Authority**

January 25, 2017
AGENDA ITEM #13

Consider and take appropriate action regarding
CTRMA's application for Qualified Energy
Conservation Bonds (QECB)

Strategic Plan Relevance: Regional Mobility
 Department: Engineering
 Contact: Jeff Dailey, P.E., Deputy Executive Director
 Associated Costs: N/A
 Funding Source: N/A
 Action Requested: Consider and take appropriate action

Summary:

On November 30, 2016, the Board authorized staff to submit an application for qualified energy conservation bonds (QECB) to be used in developing and/or enhancing park and ride facilities. The goal of the application is to pool unused QECB allocations from Travis County, Williamson County, and the City of Austin with statewide allocations for potential funding of more than \$50,000,000.00. The table below outlines the allocations and status of action on the waiver requests.

QECB Unused Allocation	Status
Travis County \$2,568,900	<i>Under discussion and consideration</i> – discussed by Commissioner's Court on 12/20/2016 and 01/10/2017, additional discussion and/or action scheduled on 01/31/2017.
Williamson County \$3,773,122	<i>Under discussion</i> – discussed by Commissioners Court on 12/13/2016.
City of Austin \$7,865,291	<i>To be considered</i> – discussion and/or planned action by the City Council is scheduled on 02/02/2017.
Statewide ~\$38,000,000	Available after consideration or action on local allocation waiver requests.
Total ~\$52,207,313	

Williamson County and Travis County Commissioner's Court have discussed but have not taken an action. The Austin City Council has scheduled its first consideration of the waiver. CTRMA Staff plans to present an update on the progress and requests appropriate direction as necessary.

Backup Provided: Board Resolution 16-088; Application for Qualified Energy Conservation Bond Allocation

**GENERAL MEETING OF THE BOARD OF DIRECTORS
OF THE
CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY**

RESOLUTION NO. 16-088

**AUTHORIZING THE FILING OF AN APPLICATION WITH THE
STATE OF TEXAS FOR AN ALLOCATION OF THE STATE OF TEXAS'
QUALIFIED ENERGY CONSERVATION BOND AUTHORITY; AND
MAKING CERTAIN FINDINGS AND AUTHORIZATIONS IN
CONNECTION THEREWITH**

WHEREAS, the Central Texas Regional Mobility Authority (the "Authority") has been created and organized pursuant to and in accordance with the provisions of Chapter 361, Texas Transportation Code, and operates pursuant to the Constitution and laws of the State, including, particularly, Chapter 370, Texas Transportation Code (the "Act"), for the purposes of constructing, maintaining and operating transportation projects, including turnpike projects, in Travis and Williamson Counties, Texas; and

WHEREAS, pursuant to the Act, the Authority is authorized to: (i) study, evaluate, design, finance, acquire, construct, maintain, repair and operate transportation projects (as defined in the Act), individually or as a system (as defined in the Act); (ii) issue bonds, certificates, notes or other obligations payable from the revenues of a transportation project or system, including tolls, fees, fares or other charges, to pay all or part of the cost of a transportation project and to refund any bonds previously issued for a transportation project; and (iii) impose tolls, fees, fares or other charges for the use of each of its transportation projects and the different parts or sections of each of its transportation projects; and

WHEREAS, pursuant to the Act and other applicable laws, the Authority is authorized to issue revenue bonds, notes, certificates or other obligations for the purposes of (i) financing all or a portion of the cost of the acquisition, construction, improvement, extension or expansion of one or more transportation projects (as defined in the Act) and (ii) paying the expenses of issuing such revenue bonds, notes, certificates or other obligations; and

WHEREAS, the Authority proposes to issue "qualified energy conservation bonds" for the purpose of developing and/or enhancing one or more park and ride facilities that qualify as "mass commuting facilities" (the "Qualified Conservation Projects") under sections 54A and 54D of the Internal Revenue Code of 1986, as amended (the "Code");

WHEREAS, the Authority is authorized and intends to issue revenue bonds (the "Bonds") pursuant to the Act to finance the Qualified Conservation Projects;

WHEREAS, the Authority wishes to designate the Bonds as "qualified energy conservation bonds" pursuant to section 54D of the Code conditioned upon the awarding of an allocation by the State of its unused qualified energy conservation bond limitation as authorized by section 54D(e) of the Code;

THEREFORE BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY THAT:

Section 1. An application is hereby approved and authorized to be filed with the Bond Review Board of the State, the State Governor's Office and such other agencies and instrumentalities of the State or other organizations as may be necessary seeking the awarding of an allocation by State of its unused qualified energy conservation bond limitation as authorized by section 54D(e) of the Code.

Section 2. The Authority declares its official intent to issue the Bonds to provide financing for the Qualified Conservation Projects and designate such bonds as "qualified energy conservation bonds" pursuant to sections 54A and 54D of the Code.

Section 3. The Executive Director, Chief Financial Officer and Controller of the Authority or their respective designees, Bracewell LLP, as Bond Counsel to the Authority, and Hilltop Securities Inc., as financial advisor to the Authority are hereby authorized to do any and all things necessary or appropriate in order to receive an allocation by the State of its unused qualified energy conservation bond limitation including amending this Resolution in order to (i) correct any ambiguity or mistake or properly or more completely document the transactions contemplated by this Resolution, (ii) obtain an allocation by State of its unused qualified energy conservation bond limitation as authorized by section 54D(e) of the Code, or (iii) obtain the approval of the Bonds by the State Attorney General's office.

Section 4. It is hereby found and determined that the meeting at which this Resolution is adopted was open to the public; and that public notice of the time, place, and purpose of such meeting was given, all as required by Chapter 551, Texas Government Code.

Section 5. This Resolution shall be in full force and effect from and upon its adoption.

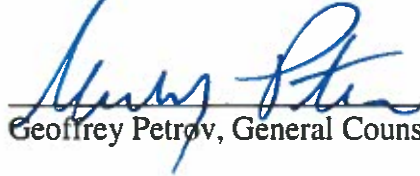
Section 6. All orders and resolutions, or parts thereof, which are in conflict or inconsistent with any provision of this Resolution are hereby repealed and declared to be inapplicable, and the provisions of this Resolution shall be and remain controlling as to the matters prescribed herein.

Section 7. If any word, phrase, clause, paragraph, sentence, part, portion, or provision of this Resolution or the application thereof to any person or circumstance shall be held to be invalid, the remainder of this Resolution shall nevertheless be valid and the Board hereby declares that this Resolution would have been enacted without such invalid word, phrase, clause, paragraph, sentence, part, portion, or provisions.

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Adopted, passed and approved by the Board of Directors of the Central Texas Regional Mobility Authority on the 30th day of November, 2016.

Submitted and reviewed by:



Geoffrey Petrov, General Counsel

Approved:



Ray Wilkerson
Chairman, Board of Directors



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STATE OF TEXAS
APPLICATION FOR QUALIFIED ENERGY
CONSERVATION BOND ALLOCATION

TX BOND REVIEW BD
AUSTIN, TEXAS

TO: Program Administrator
Texas Bond Review Board
300 W. 15th Street, #409
Austin, Texas 78701-1649

****APPLICATION FEE: \$1000**
Fees should be sent to: Comptroller of Public Accounts
Item Processing – Lock Box Section
208 E. 10th Street
Austin, TX 78701

DUPLICATE:
Office of the Governor
P.O. Box 12428
Austin, Texas 78711

Hand delivery: 1100 San Jacinto Avenue
Austin, TX 78701

Name of Project: Central Texas Park & Ride Initiative

Parties (only include applicable items)

1. Issuer

Issuer Name:	Central Texas Regional Mobility Authority
Principal Contact:	Mike Heiligenstein
Address:	3300 N IH-35, Suite 300, Austin, Texas 78705
Telephone:	(512) 996-9778
E-mail:	mstein@ctrma.org
Issuer's Authorizing State Statute:	Chapter 370, Texas Transportation Code, as amended, Chapter 1207, Texas Government Code, as amended, and Chapter 1371, Texas Government Code, as amended

2. Obligor/Project User

Name:	Central Texas Regional Mobility Authority
Principal Contact:	Bill Chapman, CFO
Address:	3300 N IH-35, Suite 300, Austin, Texas 78705
Telephone:	(512) 450-6284
E-mail:	wchapman@ctrma.org
Business Structure:	Political Subdivision of the State of Texas
State and Date of Incorporation/ Creation:	2002

3. Issuer's Sponsoring Governmental Unit (if any)

Name:	N/A
Principal Contact:	
Address:	
Telephone:	
E-mail:	

4. Bond Counsel

Name:	Bracewell LLP
Principal Contact:	Glenn Opel
Address:	111 Congress Avenue - Suite 2300 Austin, Tx 78701
Telephone:	(512) 542-2114
E-mail:	Glenn.Opel@bgllp.com

5. Underwriter

Name:	Morgan Stanley
Principal Contact:	Frank Reed/Blaine Brunson
Address:	755 Mulberry Ave., Suite 300 San Antonio, Tx 78212
Telephone:	(210) 277-4447
E-mail:	Frank.Reed@morganstanley.com

6. Financial Advisor

Name:	FirstSouthwest, a division of HilltopSecurities
Principal Contact:	Richard Ramirez
Address:	300 West 6 th Street, Suite 1940 Austin, Tx 78701
Telephone:	(512) 481-2007
E-mail:	Richard.Ramirez@firstsw.com

7. Authorized Representative of Issuer

Name:	N/A
Principal Contact:	
Address:	
Telephone:	
E-mail:	

8. Others: Please indicate any others you would like to receive emailed requests for further information or notifications regarding reservations.

NAME	E-MAIL

Bond Qualification Details

9.

Requested Amount	\$77,973,000
Minimum Amount of allocation required	\$77,973,000
QECB Authority previously allocated to issuer	\$0.00
QECB Authority available to other entities within the jurisdiction of this applicant - City of Austin, Travis County, Williamson County	<u>\$14,207,313</u>

Please briefly describe why additional allocation is necessary.
 Amounts available in the CTRMA jurisdiction are not adequate to fund total project list

10. Bond Type

Non-Private Activity

Private Activity

Project Category – 100% of available project proceeds will be used for (check one or more):

Capital expenditure incurred for purposes of (check one or more):

- Reducing energy consumption in publicly-owned buildings by at least 20 percent
- Implementing green community programs
- Rural development involving the production of electricity from renewable energy resources
- Any qualified facility (as determined under section 45(d) without regard to paragraphs (8) and (10) thereof and without regard to any placed in service date). Describe: _____

Expenditures with respect to research facilities, and research grants, to support research in (check one or more):

- Development of cellulosic ethanol or other non-fossil fuels
- Technologies for the capture and sequestration of carbon dioxide produced through the use of fossil fuels
- Increasing the efficiency of existing technologies for producing non-fossil fuels
- Automobile battery technologies and other technologies to reduce fossil fuel consumption in transportation
- Technologies to reduce energy use in buildings

Mass commuting facilities and related facilities that reduce the consumption of energy, including expenditures to reduce pollution from vehicles used for mass commuting

Demonstration projects designed to promote the commercialization of (check one or more):

- Green building technology
- Conversion of agricultural waste for use in the production of fuel or otherwise
- Advanced battery manufacturing technologies
- Technologies to reduce peak use of electricity
- Technologies for the capture and sequestration of carbon dioxide emitted from combusting fossil fuels in order to produce electricity

Public education campaigns to promote energy efficiency

Project Details

11. Location of project (include county and zip codes)

Travis County - 73301, 73344, 78617, 78645, 78651, 78652, 78653, 78660, 78669, 78691, 78701, 78702, 78703, 78704, 78705, 78708, 78709, 78710, 78711, 78712, 78713, 78714, 78715, 78716, 78717, 78718, 78719, 78720, 78721, 78722, 78723, 78724, 78725, 78726, 78727, 78728, 78729, 78730, 78731, 787132, 78733, 78734, 78735, 78736, 78737, 78738, 78739, 78741, 78742, 78744, 78745, 78746, 78747, 78748, 78749, 78750, 78751, 78752, 78753, 78754, 78755, 78756, 78757, 78758, 78759, 78760, 78761, 78762, 78763, 78764, 78765, 78766, 78767, 78768, 78769, 78772, 78773, 78774, 78778, 78779, 78780, 78781, 78783, 78799.

Williamson County - 76527, 76530, 76537, 76573, 76574, 76578, 78613, 78615, 78626, 78627, 78628, 78630, 78633, 78634, 78641, 78642, 78646, 78664, 78655, 78673, 78674, 78680, 78680, 78681, 78682, 78683, 78717, 78729

12. Please briefly describe the project and its benefits.

The program will include the construction of eight (8) or more Park & Ride Facilities throughout the Central Texas Area along tolled facilities and managed lane projects being developed by CTRMA. Transit buses will utilize these facilities at no cost. Utilizing tolled facilities and managed lane project will reduce travel time thereby increasing ridership. Increased ridership thereby reduces vehicle miles traveled (VMT). Also, CapMetro will utilize Electric or Compressed Natural Gas (CNG) Transit Service and help reduce pollution by providing mass commuting opportunities and traffic mitigation throughout the Central Texas Area.

Describe the extent to which this project will result in energy savings, and the criteria you used to estimate the savings.

Eight park and ride sites have the potential to reduce vehicle miles traveled (VMT) by approximately 12,874,950 miles annually. The reduction in VMT results in an estimated savings of 377,800 gallons of fuel annually.

This estimate is based on a preliminary planning study of the park and ride sites proving 2,431 spaces with the following criteria:

- 85% lot usage.
- 90% of the users previously drove alone.
- Length of the trip is calculated from the proposed park and ride location to the Austin Central Business District (CBD).
- 250 operating days per year.
- Auto fuel efficiency based on 23.41 mpg per the USDOT Bureau of Transportation Statistics.
- Bus fuel efficiency based on 3.26 mpg per the American Public Transit Association’s Public Transportation Fact Book.

These Park & Ride Facilities will also be utilized by customers who carpool or rideshare utilizing several programs endorsed by the CTRMA which also serve to reduce fuel consumption, maintenance costs, and congestion which contributes to higher emissions.

What is the expected life of the project?

Thirty-Five (35) years

13. Estimated project costs broken down by:

Land	20,000,000
Building	52,155,400
Equipment	
Interest during Construction	4,258,140
Costs of Issuance	1,559,460
net Original Issue Discount	
Other (please specify)	
TOTAL	77,973,000
Less other sources of funds	
Bond Amount*	77,973,000

*The total bond amount should equal the requested amount in Question 9.

14. Anticipated total payroll resulting from or expected to be saved by project: \$ 29,327,000.00

Based on American Public Transportation Association “Job Impacts of Spending on Public Transportation: An Update”, April 29, 2009; 8,200 direct effect jobs per billion dollar of spending and \$23.83 mean hourly wage according to the U.S. Bureau of Labor Statistics for a one year duration.

15. Unemployment from the Texas Workforce Commission from the most recent month of the county (ies) or Metropolitan Statistical Area (MSA) in which the project is located?

Austin-Round Rock Metropolitan Statistical Area = May 2016 - 2.9%

16. Number of expected full-time equivalent jobs to be created? 207
 Number of expected full-time construction/temporary jobs? 385

Based on American Public Transportation Association “Job Impacts of Spending on Public Transportation: An Update”, April 29, 2009; 8,200 direct effect jobs per billion dollar of spending. 65% estimated to be planning, design and construction/temporary and 35% estimated to be full-time equivalent jobs.

17. Average salary of permanent jobs created

\$23.83 mean hourly wage according to the U.S. Bureau of Labor Statistics

18. Does the project development plan provide jobs that enhance opportunities for Texas in technology, advanced manufacturing, environmental processing or other areas that provide for a specialized workforce? If so, how?

The CTRMA is on the forefront of using technology to assist in the reduction of traffic congestion as evidenced by the recent opening of the Traffic Management Center in Cedar Park which is being used to manage the MoPac Express lanes and for rapid identification and response to traffic incidents on CTRMA facilities which will result in safer roadways and decreased travel times. Technology will also be utilized to monitor the Park & Ride Facilities to ensure operations are running smoothly resulting in reliable travel times that will benefit bus service. The CTRMA has also encourage the use and development of traffic management applications such as Carma and Metropia and has been a champion of the Commute Solutions program which is helping to develop ridesharing pools among major employers in the Austin MSA.

19. Is a workforce training program a component of the project’s development plan?

No

20. Key Dates

Milestones	DATE (MM/DD/YY)
When designation is required	12/31/2016
Estimated completion of plans and specs	1 st Quarter 2017
Estimated commencement of project	1 st Quarter 2017
Estimated completion of project	12/31/2019
Estimated date project to be placed in service	12/31/2019

*10% must be committed (Via a Signed Contract) within 6 months

** 100% of proceeds must be spent within 3 years.

Project Financing

21. Expected Closing Date
1st Quarter 2017

22. Besides the QECCB issuance, what alternative financing has been considered for this project and what are the advantages and disadvantages of a QECCB issuance for the project compared with other financing alternatives?

City of Austin - Bond Program

TxDOT - Congestion Mitigation Funds

CAMPO - FTA Grants:

- Buses and Bus Facilities Grants Program - 5339
- Capital Investment Grants - 5309
- Flexible Funding Programs - Congestion Mitigation and Air Quality Program - 23 USC 149

While all of these programs could theoretically be used to fund Park & Ride facilities, it was evident that the QECCB program had the most attractive overall cost of capital for the Authority.

23. a. How will the QECCB transaction be memorialized?

Bond indenture (CTRMA Series 2017 Senior Lien Revenue Bonds)

b. Statutory authority reference for the obligation:

The Bonds will be issued by the Authority pursuant to the laws of the State, particularly Chapter 370, Texas Transportation Code, as amended, Chapter 1207, Texas Government Code, as amended, and Chapter 1371, Texas Government Code, as amended

24. Please describe the security for the obligation.

Toll revenues and other available funds.

25. What is the final maturity for the memorializing obligation?

Maximum allowable term at time of pricing (Currently 35 years)

Application Attachments (as applicable)

(BRB Use only)

26. Certification Regarding Fees & Check Copy, on the form prescribed by the Board
- Inducement Resolution or Preliminary Action
- Legal Counsel Opinion (QECB and authorization under state law)
- Estimated Sources and Uses of Funds
- Detailed Report of Energy Savings Analysis
- ESPC Addendum
- Issuer's Certified Articles of Incorporation and Bylaws
- Issuer's Certificate of Continued Existence
- Obligor's/User's Articles of Incorporation and Bylaws
- Obligor's/User's Certificate of Continued Existence
- Obligor's/User's Certificate of Good Standing (including partners or parents)

DISTRIBUTION INSTRUCTIONS FOR CERTIFICATES OF RESERVATION/ALLOCATION:	
Please indicate who should receive the Certificates	Street Address
Issuer <input type="checkbox"/> Bond Counsel <input type="checkbox"/>	
Name of Firm:	
Contact Name & Phone #:	
Please indicate the preferred Method of Delivery (Note: Certificates will not be sent by regular mail.)	
Messenger <input type="checkbox"/>	Account #
Fed Ex <input type="checkbox"/>	
Other Carrier (Specify Below) <input type="checkbox"/>	

Project Certification

27. Certification: The information contained in this Application for qualified energy conservation bond issuing authority and related attachments is, to the best of our knowledge, true and accurate.

CENTRAL TEXAS REGIONAL Mobility Authority
(Name of Issuer)


(Signature)

William Chapman CFO
(Name/Title/Date)

10/24/16

Attachment 1 Map of Potential Park and Ride Projects



Attachment 2 Preliminary Park and Ride Program Cost Estimates

Map ID	Site Location	Total Estimated Project Costs ¹
17	South MoPac/Slaughter	\$ 8,008,200.00
18	South MoPac/South Bay	\$ 2,259,200.00
19	South MoPac/Escarpment	\$ 2,054,600.00
20	Oak Hill	\$ 16,969,500.00
21	Howard	\$ 12,258,750.00
22	US 183 North/SH 620	\$ 8,359,125.00
23	SH 71	\$ 12,556,125.00
24	US 290/Manor	\$ 9,689,400.00
Total Estimated Program Cost		\$ 72,154,900.00

¹ Estimated costs include property acquisition, planning, environmental, design, and construction based on 8/12/2016 Program Estimate.

Reservation Docket # _____

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Date & Time Received
2016 OCT 24 AM 9: 57

**TEXAS BOND REVIEW BOARD
CERTIFICATION REGARDING FEES**


TX BOND REVIEW BD
AUSTIN, TEXAS

THIS FORM & A COPY OF THE CHECK MUST BE SENT TO THE FOLLOWING ADDRESS:

**TEXAS BOND REVIEW BOARD
300 W. 15TH ST, SUITE 409
AUSTIN, TX 78701-1649**

The undersigned certifies that as of the 24th day of October, 2016 a check, representing the
DAY MONTH YEAR
Application _____ fee, in the amount of \$ 1,000.00, was sent by overnight mail
(APPLICATION, CLOSING)
to the COMPTROLLER OF PUBLIC ACCOUNTS, ITEM PROCESSING - LOCKBOX SECTION.

A copy of the check must be attached to this certification.

 _____ Signature of Bond Counsel	Glenn Opel-Bracewell _____ Typed Name of Bond Counsel
Central Texas Regional Mobility Authority _____ Name of Issuer	10/24/2016 _____ Date
Central Texas Regional Mobility Authority _____ Name of User	Park & Ride Facilities _____ Project

THE FEE MUST BE RECEIVED WITHIN 24 HOURS OF THE RECEIPT OF THE APPLICATION OR ANY REQUIRED SUBSEQUENT FILINGS.

This certification must be filed with documents each time a fee is required to be submitted.

Texas Comptroller of Public Accounts 10/24/2016

Document No.	Document Date	Posting Description	Amount	Discount	Net Amount
ENERGY	10/21/2016	Invoice PI014393	1,000.00		1,000.00

Total 1,000.00

18173

CENTRAL TEXAS
REGIONAL MOBILITY AUTHORITY
3300 N IH-35, SUITE 300
AUSTIN, TX 78705
(512) 996-9778

REGIONS BANK
TEXAS
88-78/1119

E2Shield™ Check Fraud Protection for Business

****ONE THOUSAND AND 0/100

PAY *COPY*

10/24/2016 \$*****1,000.00
DATE AMOUNT

Texas Comptroller of Public Accounts
PO Box 13186
Austin, Texas 78711-3186

TO THE ORDER OF

Manjiv Jangle
AUTHORIZED SIGNATURE

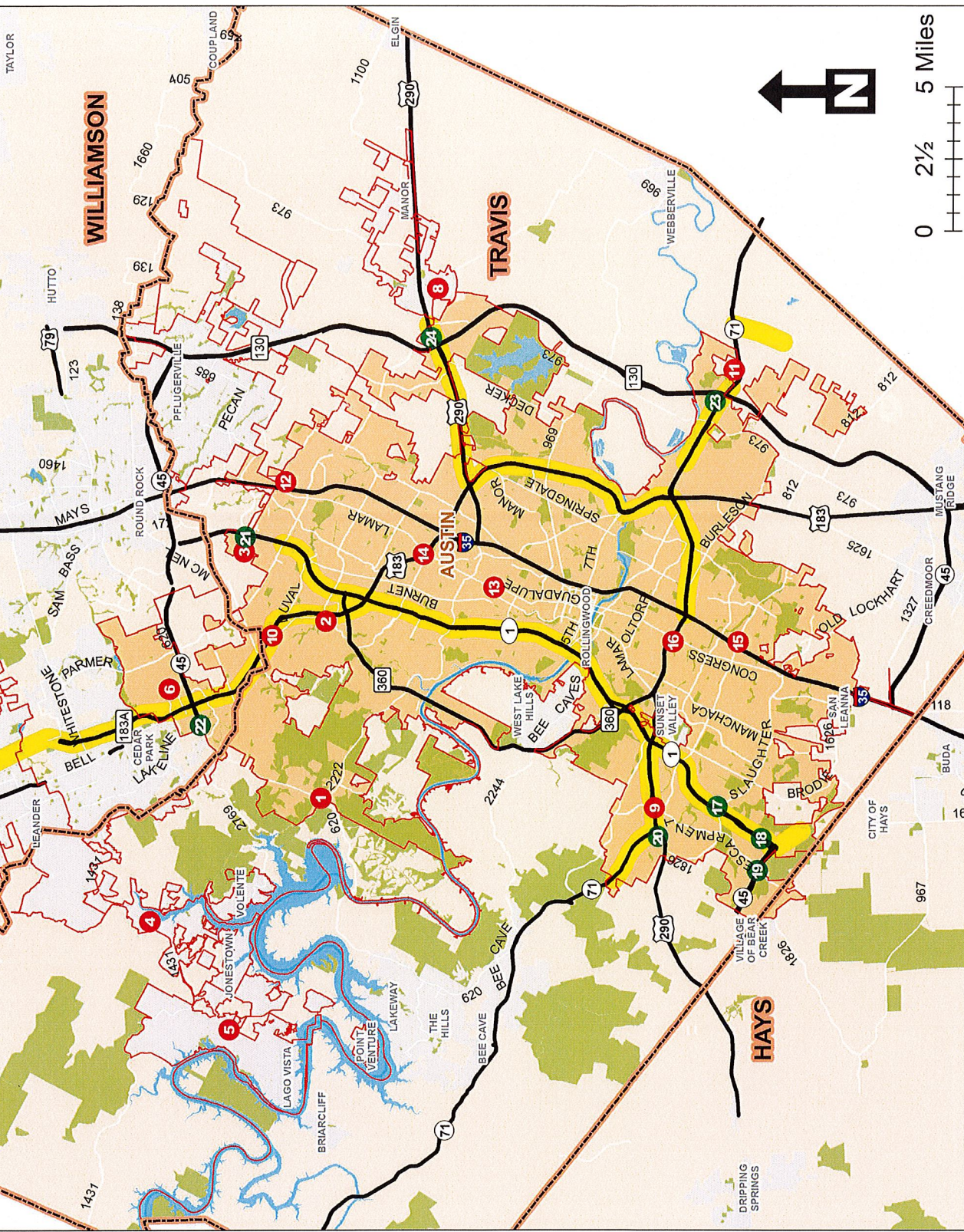
⑈018173⑈ ⑆111900785⑆ 0101887041⑈

Details on back.

Texas Comptroller of Public Accounts 10/24/2016

Document No.	Document Date	Posting Description	Amount	Discount	Net Amount
ENERGY	10/21/2016	Invoice PI014393	1,000.00		1,000.00

Total 1,000.00



EXISTING PARK & RIDE
Facility and Number of Spaces

- 1 Four Points
- 2 Great Hills, 125
- 3 Howard Station, 200
- 4 Jonestown, 13
- 5 Lago Vista, 16
- 6 Lakeline, 485
- 7 Leander, 635
- 8 Manor, 70
- 9 Oak Hill, 82
- 10 Pavilion, 348
- 11 Southeast, 27
- 12 Tech Ridge, 476
- 13 Triangle, 200
- 14 North Lamar, 268
- 15 Southpark Meadows, 75
- 16 South Congress, 32

POTENTIAL PARK & RIDE

- Facility
- 17 Slaughter
- 18 South Bay
- 19 Escarpment
- 20 Oak Hill
- 21 Howard
- 22 183 North
- 23 SH 71
- 24 Manor

- Basemap**
- Major Roadways
 - CTRMA Project Areas
 - County Boundaries
 - City Boundaries
 - City of Austin Boundary
 - CapMetro Service Area
 - Parks and Open Spaces
 - Water Features