

Washington Metropolitan Area Transit Authority
Board Action/Information Summary

☒ Action ☐ Information

MEAD Number:
202250

Resolution:
☒ Yes ☐ No

TITLE:

FY21 Capital Budget Amendment & FY22 Work Session

PRESENTATION SUMMARY:

Staff will recommend an amendment to the FY2021 Capital Budget and request authorization to negotiate or compete a bond issuance; present a summary of the FY2022 Capital Budget; and provide an update on progress towards completion of a six-year Capital Funding Agreement.

PURPOSE:

To provide an update on the FY2021 and FY2022 Capital Budgets and to increase to the FY2021 Capital Budget, primarily to accelerate station platform state of good repair projects and authorize the negotiation or competitive sale of a series of Dedicated Funding bonds.

DESCRIPTION:

The FY2021 Capital Budget amendment increases the FY2021 budget for certain projects in the Capital Improvement Program (CIP). The vendors associated with the projects receiving additional funding are:

☐	Platform Rehab Program	AECOM-STV JV
☐		Clark Construction Group, LLC
☐		HNTB Corporation
☐		Kiewit Infrastructure Company
☐		North Carolina Granite Co
☐		Parsons Transportation Group Inc
☐		Summitville Tiles Inc
☐		Transportation Management Service Inc
☐		
☐		
☐	Potomac Yard Station	A. Morton Thomas and Associates, Inc.
☐		AECOM, USA, INC.

	AECOM-STV JV
	Gannett Fleming Engineers and Architects
	Gannett Fleming-Parsons Joint Venture II
	LTK Engineering Services
	Mott MacDonald I&E, LLC
	P2D
	Potomac Yard Constructors
	STV/Systra
	WSP USA Inc.
COVID IT Equipment	Carahsoft Technology Corp
	Dell Marketing LP

Key Highlights:

- Metro's Capital Improvement Program is focused on restoring and improving the safety, security, state of good repair, and reliability of the system.
- Recognizing the need to address overdue state of good repair needs as expeditiously as possible, Metro is accelerating the station platform rehabilitation program. Eleven platform reconstructions are complete and Metro will advance the replacement of 11 additional platforms over the next two years.
- Staff will request an amendment to increase the FY2021 Capital Budget by \$255 million to support these platform projects, a schedule update for the Potomac Yard station reimbursable project, and information technology equipment to support remote work and cyber security during the pandemic.
- Approval is requested to negotiate or competitively sell Dedicated Funding backed bonds.
- An update on the negotiations of a renewed Capital Funding Agreement is provided in advance of presenting the final agreement to the Board for adoption in April.

Background and History:

On April 2, 2020, the Board approved capital investments in the amount of \$9.714 billion for the FY2021-2026 CIP and \$1.821 billion for the FY2021 Capital Budget. On May 28, 2020 and July 23, 2020, the Board amended the approved FY2021 budget resulting in a current FY2021 amended budget of \$1.832 billion. The program includes funding to move forward Bus and Paratransit, Rail, and Support projects. These projects improve safety, state of good repair, asset conditions, reliability and customer satisfaction moving Metro closer to its performance goals.

Discussion:

WMATA continues to partner with the Jurisdictions to deliver safe, affordable and reliable public transportation. In this role, Metro has continued to leverage this period of low ridership to aggressively address overdue capital needs and deliver the capital program. By accelerating these projects and programs, Metro is working to efficiently and effectively deliver a capital program that improves safety, security, and the state of good repair. The action before the Board will increase the total budget by \$255 million and is anticipated, when combined with plans for dedicated funding-backed debt in the amount of approximately \$550 million (including unspent proceeds from the Series 2020A bonds) to result in a total FY2021 Capital Budget of \$2.087 billion.

Additionally, this request is to authorize negotiation or competitive sale of 2021A bonds in the amount of \$360 million excluding fees, cost of debt service reserve, cost of issuance and any premiums on the sale of bonds. The duration of the bonds is not to exceed past 25 years with the intent to reimburse for eligible expenses incurred before the issuance of bonds. Release of these bonds will allow continued support of the Capital Improvement Program to continue without disruption. Staff will return to the Board later this Fiscal Year for formal authorization to issue dedicated funding-backed debt.

FUNDING IMPACT:

FY2021 Capital Budget will increase by \$255 million.

Platform Phase 3	\$176
Platform Phase 4	\$29
Potomac Yard	\$39
COVID Capital Expenses (New Project)	\$11
Total FY21 increase	\$255

(in millions)

TIMELINE:

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Previous Actions	April 2020- Approval of Fiscal Year 2021 Operating Budget and Capital Budget, Fare and Service Changes and Public Participation Report May 2020- Amendment of FY 2021 Operating and Capital Budget
Anticipated actions after presentation	Spring 2021 – Request Board Approval to Issue Dedicated Funding-Backed Debt Spring 2021 – Request Board Approval of the FY2022 Capital Budget and Six-Year Capital Improvement Program Spring 2021 – Request Board Approval of the FY2022 to FY 2027 Capital Funding Agreement and DC Local Capital Funding Agreement

RECOMMENDATION:

Staff recommends approval of \$255 million increase to FY2021 Capital Budget to support accelerated platform state of good repair program, Potomac Yard reimbursable project, IT investments for remote work, and cyber security. Additionally, staff recommends approval to negotiate or competitively sell up to \$360 million in Dedicated Funding backed bonds.

Washington Metropolitan Area Transit Authority

Board Action/Information Summary

☐ Action ☒ Information

MEAD Number:
202254

Resolution:
☐ Yes ☒ No

TITLE:

Series 2021A Dedicated Revenue Bond Issuance

PRESENTATION SUMMARY:

Staff to update the Committee on the proposed terms of increasing the Series 2021A bonds in the amount of \$874 million and authorizing the issuance through a negotiated sale.

PURPOSE:

Staff will provide details to the Committee on issuing up to \$874 million in principal of Series 2021A Dedicated Revenue bonds to fund FY2021 and FY2022 capital investments to be sold on a negotiated basis.

DESCRIPTION:

The following is a list of potential participants in the bond sale including underwriters, financial advisors, bond counsel and disclosure counsel:

- Academy Securities
- Backstrom McCarley Berry & Co., Inc
- Bank of America Merrill Lynch
- Barclays
- BB&T Capital Markets
- Blaylock Van, LLC
- Cabrera Capital Markets, LLC
- Citigroup Global Markets, Inc.
- Estrada Hinojosa & Co., Inc.
- Goldman, Sachs & Co.
- J.P. Morgan Securities LLC
- Janney Montgomery Scott, LLC
- Jefferies LLC
- Loop Capital Markets
- Mischler Financial Group
- Morgan Stanley
- Piper Sandler & Co.
- PNC Capital Markets, LLC
- RBC Capital Markets
- Ramirez & Co., Inc.
- Siebert Williams Shank & Co., LLC
- Stern Brothers & Co.

- Tribal Capital Market, LLC
- US Bancorp
- UBS Financial Services Inc.
- United Bank
- Wells Fargo Securities
- Frasca & Associates, LLC
- Phoenix Capital Partners, LLC
- Hogan Lovells US LLP

Key Highlights:

- On February 25, 2021, the Board authorized a capital expenditure increase of \$255 million in FY2021, requiring a total FY2021 debt funding requirement of \$360 million.
- The proposed FY2022 Capital Budget includes a debt funding requirement of \$1.027 billion.
- Long-term interest rates are expected to rise in the next 3-12 months and its financially advantageous for Metro to increase the size of the Series 2021A offering to raise at least 50 percent the expected debt funding requirement of the FY2022 capital budget.

Background and History:

On February 11, 2021 the Finance and Capital Committee approved the issuance of bonds in the par amount of \$360 million in support of the FY2021 capital improvement program. On February 25, 2021 the full Board deferred action on this matter until a special Board of Directors meeting on March 11, 2021. Furthermore, the proposed FY2022 Capital Budget includes long-term debt of \$1.027 billion.

Long term municipal interest rates are rising as demonstrated by the increased 10bps in the week ending February 19. Debt-sourced funds in FY2022 Capital Budget are \$1.027 billion. Issuing bonds in June 2021 would allow Metro to diversify its interest rate risk exposure for FY2022 capital program. The additional FY2022 debt requirement would be funded later into FY2022.

The Government Finance Officers Association recommends a negotiated bond sales strategy when one or more of the following conditions exists. Metro meets all conditions for the Dedicated Revenue Series 2021A bonds:

- This is a complex, new credit with no market comparable
- The pledge includes collateral funding streams from multiple jurisdictions with multiple revenue streams
- The timing differences in revenue streams and limited history of certain of those streams
- Negotiated bond sales are optimal during unstable market periods

Discussion:

Metro's financial advisor, Frasca, recommends a negotiated sales strategy for the Series 2021A bonds to facilitate adequate marketing and achieve lowest cost for the following reasons:

- COVID-19's impact on transit agencies remains a significant credit concern for investors regarding pledged revenue
- The pledge encompasses multiple revenue streams with a short history and complex, multi-jurisdictional agreements, contributions and requirements
- There's opportunity to broaden the investor base through more direct interactions with Metro during the marketing process

FUNDING IMPACT:

Project Manager:	Robert Haas
Project Department/Office:	CFO/TRES
	Request for the issuance of bonds to fund capital investments

TIMELINE:

Previous Actions	January/2021 – Staff has identified a Financial Advisor and a Bond and Disclosure Counsel to assist with the proposed bond issuance. February/2021 – The FY2021 amended capital program has been approved by the Board Finance and Capital Committee
Anticipated actions after presentation	March/2021 – Staff to Prepare the Bond offering Documents April/2021 - Staff to Prepare the Bond offering Documents and seek Bond Ratings May/2021 - Seek Board approval for the supplemental bond resolution and additional bond sale documentation June/2021 - Bond sale

RECOMMENDATION:

No recommendation. This is an information item.

PRESENTED AND ADOPTED: March 25, 2021

SUBJECT: AMEND FISCAL YEAR 2021 CAPITAL BUDGET AND AUTHORIZE THE NEGOTIATION OR COMPETITIVE SALE OF THE SERIES 2021A DEDICATED FUNDING BONDS

2021-10

**RESOLUTION
OF THE
BOARD OF DIRECTORS
OF THE
WASHINGTON METROPOLITAN AREA TRANSIT AUTHORITY**

WHEREAS, Resolution 2011-30, as amended, requires Board of Directors approval for changes to total expense authorization of the Annual Capital Budget; and

WHEREAS, On July 23, 2020, the Board adopted the fiscal year (FY) 2021 Capital Budget as amended (Resolutions 2020-09 and 2020-28); and

WHEREAS, That in order to maintain a balanced Capital Budget, additional funding is anticipated to be provided through the issuance of dedicated funding debt and an increase in the Potomac Yard Reimbursable project funding provided by the City of Alexandria; and

WHEREAS, On February 27, 2020, the Board adopted the Debt Management Policy, which requires that negotiation or competitive sale of a series of bonds, such as contemplated by the FY 2021 Capital Budget, be authorized by the Board (Resolution 2020-04); and

WHEREAS, WMATA intends to reimburse itself from bond proceeds for eligible expenditures incurred before the issuance of the bonds covered in this resolution to the extent permitted by the Internal Revenue Code of 1986 and regulations issued under such Code;

NOW, THEREFORE, be it

RESOLVED, That the fiscal year 2021 Capital Budget is amended by increasing the total expense authorization by \$255 million; and be it further

RESOLVED, That the Board of Directors authorizes the General Manager/Chief Executive Officer and the Chief Financial Officer, and each of them individually, to obtain the underwriting, Trustee, printing, and other services necessary to negotiate or competitively sell and issue the bonds; and be it further

Motioned by Mr. McMillin, seconded by Mr. Bulger

Ayes: 8- Mr. Smedberg, Ms. Gidigbi-Jenkins, Mr. Goldman, Mr. McMillin, Mr. Letourneau, Mr. Bulger, Mr. Slater and Mr. Rouse

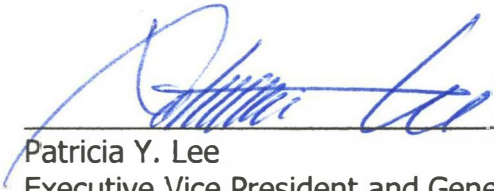
RESOLVED, That the long-term bonds, if issued, shall have the following terms: duration to be no more than 25 years; an aggregate amount not to exceed \$874 million in principal, excluding any required debt service reserve, the costs of issuance (including but not limited to underwriters' fees, financial advisory fees, printing costs, legal fees, and such other fees which the General Manager/Chief Executive Officer or the Chief Financial Officer deem necessary to complete the sale of such bonds), and any premium on the sale of the bonds; all of such expenses, costs, premium, and fees being authorized by the Board of Directors to be included in the bond issuance in addition to the aggregate principal amount listed above; and be it further

RESOLVED, That an indicative average interest rate and the method of sale will be established by the Board of Directors prior to final issuance; and be it further

RESOLVED, That staff shall bring to the Board of Directors the total amount of the proposed issuance (principal, any anticipated premium, plus anticipated costs) and terms of the proposed issuance for final review and approval before bonds may be issued; and be it finally

RESOLVED, That to prevent interruption of the fiscal year 2021 Capital Program and the timely issuance of the bonds, this Resolution shall be effective immediately.

Reviewed as to form and legal sufficiency,



Patricia Y. Lee
Executive Vice President and General Counsel

WMATA File Structure Nos.:
4.1 Bonds
4.2.2. Fiscal Year budgets