



COMMONWEALTH of VIRGINIA

Office of the Governor

Robert F. McDonnell
Governor

December 30, 2011

Michael A. Curto, Chairman
Washington Metropolitan Airports Authority
1 Aviation Circle
Washington, D.C. 20001

Dear Chairman Curto:

I write in transmittal of the executed Memorandum of Agreement enclosed herein ("Agreement") among the United States Department of Transportation, the Commonwealth of Virginia, Fairfax County, Loudoun County, the Washington Metropolitan Area Transit Authority, and the Metropolitan Washington Airports Authority ("MWAA") concerning Phase 2 of the Dulles Corridor Metrorail Project.

This is a very important project for the region, meaning that it is essential that, since the Commonwealth has not yet received written assurances concerning various legal and governance issues raised verbally and in recent correspondence, our performance under this Agreement remains subject to the following conditions:

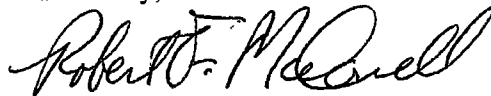
1. MWAA must fully comply in a timely manner with the recently enacted amendments to 49 U.S.C. § 49106 on governance and membership, especially concerning seating of Virginia's new members and the automatic removal of all members upon expiration of their term (*See Public Law 112-55, November 18, 2011*);
2. Virginia must be afforded the opportunity to examine all relevant proposed contract documents concerning Phase 2 of the project to ensure they do not violate this Commonwealth's right-to-work law or other statutes or policies; and
3. MWAA must honor the decisions of each jurisdiction in the exercise of their authority under local, state, and federal law to appoint members or remove their appointees for cause.
4. MWAA must agree in writing to support all statutory and ordinance changes deemed necessary to effectuate the purposes of Public Law 112-55, enacted November 18, 2011.

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I trust that each of these conditions will be met in good faith by MWAA from the time of execution of this Agreement throughout Phase 2 of the Project and beyond. Virginia's performance under the Agreement is hinged upon reliance that you will do so.

Should you have questions regarding these conditions to our approval of the Agreement or any matter concerning Phase 2, my Chief of Staff, Martin Kent, and Secretary of Transportation, Sean Connaughton, are available at (804) 786-2211 or martin.kent@governor.virginia.gov and sean.connaughton@governor.virginia.gov, respectively. We remain most hopeful that changes in law and MWAA membership will usher in a new era of fiscal responsibility and cooperation to manage these great airports and associated transportation networks with excellence and high regard for the taxpayers of Virginia.

Sincerely,

A handwritten signature in black ink, appearing to read "Robert F. McDonnell". The signature is fluid and cursive, with the first name "Robert" and last name "McDonnell" clearly distinguishable.

Robert F. McDonnell

Enclosure

c: The Honorable Martin L. Kent, Chief of Staff
The Honorable Sean T. Connaughton, Virginia Secretary of Transportation
The Honorable Ray LaHood, U.S. Secretary of Transportation
The Honorable Tom Davis, III, MWAA Vice-Chairman