

COMMONWEALTH of VIRGINIA

Office of the Governor

Robert F. McDonnell
Governor

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December 28, 2011

Charles D. Snelling, Chairman
Washington Metropolitan Airports Authority
1 Aviation Circle
Washington, D.C. 20001

Dear Chairman Snelling:

I write you today in response to your letter dated December 1, 2011, regarding the recently enacted federal legislation amending the statutes governing the Metropolitan Washington Airports Authority (MWAA) Board of Directors. While the Commonwealth is committed to working with MWAA to implement the changes included in the legislation, we are concerned about several issues related to the legal memorandum obtained by MWAA from outside counsel.

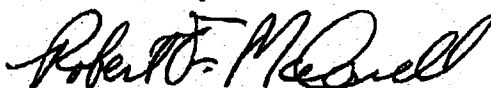
First, is it the opinion of the MWAA Board of Directors and its counsel that the Commonwealth's two additional appointees shall be seated and commence their powers and duties as board members upon the enactment of legislation amending Virginia's statutes? Based upon legal advice obtained from our counsel at the Office of the Attorney General, Virginia's opinion is that our members should be seated with the full powers and duties incumbent upon board members immediately upon enactment of legislation amending Virginia's statutes.

Second, § 5.1-155 (E) of the *Code of Virginia* states that members of the MWAA Board of Directors may be removed for cause. Cause is determined by the law of the jurisdiction authorized to make the appointments at issue. The recent amendments to 49 U.S.C. § 49106 further clarify that members may be removed for cause by the appointing executive. Given the provisions of Article 1, Section 8 of the U.S. Constitution and the enactment of Public Law 112-55 on November 18, 2011, it is our opinion that those members whose terms have expired should immediately be removed from the Board of Directors.

Charles D. Snelling
December 28, 2011
Page 2

I respectfully request that the MWAA Board of Directors officially respond to this request no later than Friday, December 30, 2011. Should you wish to discuss these issues further, my Chief of Staff, Martin Kent, and Secretary of Transportation, Sean Connaughton, are available at your convenience at (804) 786-2211 or martin.kent@governor.virginia.gov and sean.connaughton@governor.virginia.gov, respectively.

Sincerely,


Robert F. McDonnell

cc: The Honorable Martin L. Kent
The Honorable Sean T. Connaughton