



COMMONWEALTH of VIRGINIA

Office of the Governor

Robert F. McDonnell
Governor

January 3, 2012

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

Dear Chairman Curto:

Happy New Year and congratulations on assuming the Chairmanship of the Metropolitan Washington Airports Authority (MWAA) Board of Directors. The Commonwealth and I are committed to working with you, the Board of Directors, and the Authority to advance the interests of the airports, its related facilities, and the Dulles Metro Rail extension project and other matters of mutual concern.

An issue that is obviously facing MWAA is implementation of the recently enacted legislation amending the federal statutes governing MWAA. Virginia is committed to working with MWAA to implement the changes required by the federal legislation. We are, however, concerned about several issues related to the legal memorandum obtained by MWAA from outside counsel. We have outlined our concerns in various communications with MWAA over the past several weeks.

It is our understanding that the MWAA Board of Directors is meeting tomorrow and will likely be discussing this matter further. In an effort to be helpful, we provide the following points.

First, based upon legal advice obtained from our counsel at the Office of the Attorney General, Virginia's two additional appointees can be seated with the full powers and duties incumbent upon board members immediately upon enactment of legislation amending Virginia's MWAA statutes. The Commonwealth will be seeking emergency legislation to implement this in the General Assembly session commencing next week. Consequently, it is our expectation that the two additional appointees will be seated and their powers and duties as board members will commence upon the enactment of legislation amending Virginia's statutes.

Second, § 5.1-155 (E) of the *Code of Virginia*, the *District of Columbia Code* and federal law now all state 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. Given the provisions of Article 1, Section 8 of the U.S. Constitution, existing Virginia and District of Columbia (D.C.) law, and the enactment of Public Law 112-55 on November 18,

Michael A. Curto
January 3, 2012
Page 2

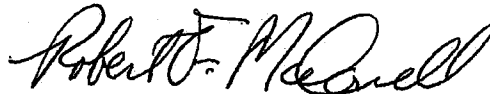
2011, it is our opinion that those members whose terms have expired should immediately be removed from the Board of Directors.

Finally, the MWAA Board of Directors is legally responsible for the governance and operation of the Authority. Consequently, the Board must take a leadership role in addressing the current inconsistency between federal, Virginia, and D.C. laws regarding MWAA. We are concerned that MWAA is currently in violation of the 1986 Transfer Act and the airports lease terms which require that the Authority be "consistent with" the requirements of 49 USC § 49106 as well as "at least meet the specifications" of that provision. As currently structured, MWAA is in violation of the Transfer Act and the MWAA Board must work with Virginia and D.C. to implement the recently enacted federal law as soon as possible, whether through statutory or administrative actions.

I respectfully request that the MWAA Board of Directors consider these points during your meeting tomorrow and I would ask for an immediate resolution of these issues so that MWAA can operate in complete accordance with applicable federal, state and local law. 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.

Congratulations again and I look forward to working with you.

Sincerely,

A handwritten signature in black ink, appearing to read "Robert F. McDonnell", with a stylized, cursive script.

Robert F. McDonnell

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