



RESOLUTION NO. 13-2

**Approving Amendment Number 4 to the Lease Agreement Between
the United States of America and
the Metropolitan Washington Airports Authority,
and Rescinding Resolution 12-38**

WHEREAS, the Airports Authority leases the land at Washington Dulles International and Ronald Reagan Washington National Airports from the United States pursuant to a lease agreement executed by the parties in 1987 (Lease);

WHEREAS, the Lease was executed on behalf of the United States by the U.S. Secretary of Transportation (Secretary), pursuant to the Metropolitan Washington Airports Act of 1986 in which Congress agreed to lease the two federally-owned airports to the Airports Authority and authorized the Secretary to negotiate and execute the Lease;

WHEREAS, since 1987 the Lease has been amended on three occasions;

WHEREAS, the Secretary has proposed a fourth amendment to the Lease which calls for the Airports Authority to establish policies and procedures in a number of identified areas, and to do so in consultation with and with the concurrence of the Secretary or his designee;

WHEREAS, the amendment also calls for the Airports Authority, upon the receipt of reasonable notice, to provide access to the Secretary and his representatives to personnel and records of the Airports Authority;

WHEREAS, the amendment amends the Lease's definition of "Airport Purposes" to implement an amendment of that same term enacted by Congress as part of the 2012 FAA Reauthorization Act;

WHEREAS, at its December 2012 meeting, the Executive and Governance Committee considered the Secretary's proposed amendment and recommended its approval to the Board of Directors;

WHEREAS, at its December 2012 meeting, the Board adopted Resolution 12-38 approving the Secretary's proposed Lease amendment;

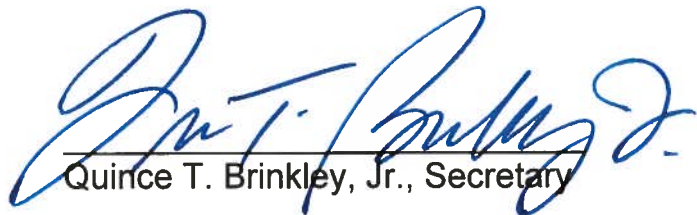
WHEREAS, following the December 2012 meeting, a revision to the approved amendment has been proposed which provides for the Airports Authority and Secretary, in the latter part of 2018, to address the "sunsetting" of Lease paragraph 11.K (Paragraph 11.K Revision), a paragraph which is added to the Lease by the Secretary's proposed amendment; and

WHEREAS, the Executive and Governance Committee has considered the Paragraph 11.K Revision, has recommended its approval to the Board of Directors, and has further recommended that the Board rescind Resolution 12-38 and adopt a new resolution approving the Secretary's proposed Lease amendment, as revised by the addition of the Paragraph 11.K Revision, which is attached hereto; now, therefore, be it

RESOLVED, that the amendment to the Lease proposed by the Secretary, as revised by the addition of the Paragraph 11.K Revision, is approved, and the Chairman of the Board is authorized to execute the amendment, as revised, on behalf of the Airports Authority.

Attachment

Adopted January 16, 2013



Quince T. Brinkley, Jr., Secretary

AMENDMENT NO. 4

to the

LEASE

of the

METROPOLITAN WASHINGTON AIRPORTS

between

THE UNITED STATES OF AMERICA

acting by and through

THE SECRETARY OF TRANSPORTATION

and

THE METROPOLITAN WASHINGTON AIRPORTS AUTHORITY

WHEREAS, the Metropolitan Washington Airports Authority (the “Airports Authority”) and the United States of America, acting by and through the Secretary of Transportation (the “Secretary”), entered into a lease dated March 2, 1987 (the “Lease”), whereby the Secretary leased to the Airports Authority Ronald Reagan Washington National Airport and Washington Dulles International Airport (the “Metropolitan Washington Airports”) for a term of fifty (50) years, effective June 7, 1987, which term was extended for an additional thirty (30) years by Amendment No. 3 to the Lease, dated April 30, 2003; and

WHEREAS, the Airports Authority has a continuing obligation under the Lease to comply with the “Act,” which is currently defined in the Lease as the Metropolitan Washington Airports Act of 1986, Title VI of Public Law 99-591, as amended by Title VII of Public Law 102-240 and by Title IX of Public Law 104-264; and

WHEREAS, the Act has been amended since the 104th Congress, including on February 14, 2012, by Titles I and IV of Public Law 112-95 (FAA Modernization and Reform Act of 2012), and the Secretary and the Airports Authority wish to modify the definition of “Act” in the Lease to clarify that the Airports Authority’s obligation extends to the Act, as amended as of the execution date of this Amendment, and to make other conforming changes to the Lease; and

WHEREAS, the Secretary and the Airports Authority are committed to strengthening the content and oversight of the Airports Authority’s internal policies and procedures, and the Secretary and the Airports Authority wish to modify the Lease to clarify the provisions related to Airports Authority policies and procedures and to make other conforming changes to the Lease;

IT IS NOW, THEREFORE, AGREED that the Lease, as amended, is further amended as follows:

1. Article 1, Definitions, paragraph 1.A. “Act,” as previously amended, is amended by striking the word “and” between “Public Law 102-240” and “by Title IX,” by inserting a comma after “Public Law 102-240”, and by inserting after “Public Law 104-264” a comma and then the words “by Title II of Public Law 106-181, by Section 4, Division C of Public Law 112-55, and by Titles I and IV of Public Law 112-95”.
2. Article 1, Definitions, paragraph 1.D. “Airport Purposes” is amended by inserting before the period a comma and then the words “or for a business or activity not inconsistent with the needs of aviation that has been approved by the Secretary”.
3. Article 8, Access to Premises, is amended to insert, at the end of such Article 8, the following language: “The Airports Authority shall further provide the Secretary and her authorized representatives and agents full access at any time during normal business hours, after reasonable notice, to the Airports Authority’s personnel, books, records, contracts, and documents for the purpose of assuring compliance with the terms of this Lease.”
4. Article 11, Continuing Obligations, is amended to add a new paragraph 11.K. to read as follows: “11.K. Airport Authority Policies and Procedures. The Authority shall adopt, maintain and adhere to policies and procedures in the areas of procurement and contracting, human resources (including hiring and adverse action), budget (as relates to federal funds), travel, ethics, governance, and transparency (including open meetings and executive sessions). These policies and procedures should be substantially similar to those of similar public entities and should strive to reflect a standard of ‘best practices.’ The Authority shall develop these policies and procedures, and any amendments thereto, in consultation with the Secretary of Transportation or the Secretary’s designee. Prior to the adoption of such policies and procedures, or amendments, the Authority shall obtain the concurrence of the Secretary or the Secretary’s designee. The Authority shall adopt a new or revised policy in each of these areas within 12 months of the execution date of this Amendment. The parties agree that, prior to December 31, 2018, they will in good faith discuss whether this paragraph 11.K shall continue in effect following that date

and, if so, whether the paragraph should sunset on a specified future date; absent an agreement of the parties to the contrary, which is reflected in an amendment to this Lease, this paragraph 11.K shall continue in effect following December 31, 2018.”


5. All other provisions of the Lease remain unchanged.

ENTERED INTO THIS ____ DAY OF _____, 2013.

For the United States of America:

For the Metropolitan Washington Airports
Authority:

Ray LaHood
Secretary of Transportation



Michael A. Curto
Chairman

Amendment No. 4 to the Lease of the Metropolitan Washington Airports
between the United States of America, acting by and through
the Secretary of Transportation, and the
the Metropolitan Washington Airports Authority

APPROVED, pursuant to section 3, Chapter 598, Virginia Acts of Assembly, 1985
Session:

The Honorable Robert F. McDonnell
Governor of Virginia

APPROVED, pursuant to section 4 of D.C. Law 6-67:

The Honorable Vincent C. Gray
Mayor of the District of Columbia