



RESOLUTION NO. 13-25

Selecting Investment Banking Firms to Assist the Airports Authority in Implementing the Plan of Finance for the Dulles Corridor Metrorail Project

WHEREAS, The plan of finance for the Dulles Corridor Metrorail Project (Rail Project) provides, in part, for the acquisition in late 2013 of interim financing sufficient to provide short-term construction liquidity for the Rail Project and the issuance in early 2014 of long-term, fixed-rate Dulles Toll Road revenue bonds;

WHEREAS, To facilitate the securing of this interim and long-term financing, among other things, the Airports Authority issued a Request for Proposals (RFP) in July 2013;

WHEREAS, The RFP was distributed to the 11 investment banking firms that the Board of Directors appointed in April 2012 to the Dulles Corridor Enterprise (DCE) Underwriting Syndicate;

WHEREAS, The RFP requested that interested firms respond to a series of questions relating to the financing of the Rail Project, including questions asking for the firms' views and recommendations regarding the structure and terms of interim financing that the Airports Authority might secure in late 2013, and the structuring of the long-term, fixed-rate Dulles Toll Road revenue bonds that the Airports Authority might issue in early 2014;

WHEREAS, Ten of the 11 DCE Underwriting Syndicate firms responded to the RFP, two of which expressed an interest only in performing a co-manager role in connection with the issuance of long-term Dulles Toll Road revenue bonds;

WHEREAS, A staff evaluation committee, assisted by non-voting members, reviewed the RFP responses submitted by these firms and, using criteria in the RFP, evaluated the firms based on their responses to the questions that the RFP posed;

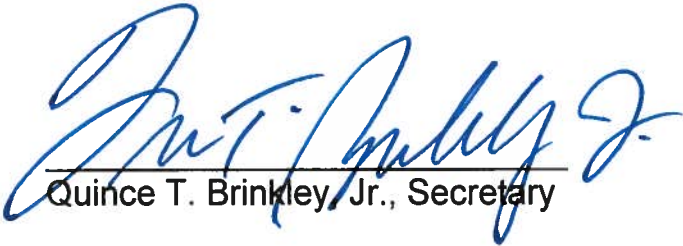
WHEREAS, The results of the evaluation committee's review were presented to the Finance Committee at its September 2013 meeting, following which the Committee made recommendations to the Board of Directors; and

WHEREAS, The Board of Directors has reviewed and accepted the recommendations of the Finance Committee with respect to interim financing; now, therefore, be it

RESOLVED, That (i) the following firms from the DCE Underwriting Syndicate are selected to engage in negotiations with finance staff, assisted by the Airports Authority's financial advisors, regarding the firms' provision of interim financing to the Airports Authority that will be sufficient to provide short-term construction liquidity for the Dulles Metro Corridor Project, as this interim financing component of the plan of finance is described in the staff paper presented to the Finance Committee at its September 2013 meeting: Bank of America/Merrill Lynch, JP Morgan and RBC; and (ii) finance staff will present the results of these negotiations to the Finance Committee for approval at its October 2013 meeting; and

2. That the selection of firms and the identification of roles these firms might play in conjunction with the issuance in early 2014 of long-term, fixed-rate Dulles Toll Road revenue bonds to provide permanent financing for the Dulles Corridor Metrorail Project will be addressed by the Board at a later meeting.

Adopted September 18, 2013



Quince T. Brinkley Jr., Secretary