



RESOLUTION NO. 14-10

Authorizing the Issuance of Dulles Toll Road Second Senior Lien Revenue Refunding Bonds, Series 2014A (Dulles Metrorail and Capital Improvement Projects)

WHEREAS, On November 1, 2008, the Virginia Department of Transportation ("VDOT") transferred the Dulles Toll Road to the Metropolitan Washington Airports Authority ("Airports Authority") pursuant to the Master Transfer Agreement Relating to the Dulles Toll Road and the Dulles Corridor Metrorail Project, dated December 29, 2006, by and between VDOT and the Airports Authority;

WHEREAS, On the same date, VDOT and the Airports Authority entered into the Dulles Toll Road Permit and Operating Agreement ("Permit and Operating Agreement") granting a permit to the Airports Authority for the following 50 years, among other things, to operate, maintain and improve the Dulles Toll Road, to establish, charge and collect tolls and other fees for the privilege of using the Dulles Toll Road, and to retain, use, pledge and assign revenues from such tolls and other fees, all in accordance with the terms and conditions of Permit and Operating Agreement;

WHEREAS, Under the Permit and Operating Agreement, the Airports Authority is responsible for the design and construction of an extension of the Washington Metrorail system from the West Falls Church Station to and through Dulles International Airport, ending at a new station on Virginia Route 772 ("Metrorail Project"), to be located in part within the Dulles International Airport Access Highway right-of-way;

WHEREAS, On August 12, 2009, the Airports Authority issued the Dulles Toll Road Revenue Bonds, Series 2009, in the aggregate principal amount of approximately \$963.3 million to pay, among other things, a portion of the costs of the Metrorail Project;

WHEREAS, On May 27, 2010, the Airports Authority issued the Dulles Toll Road Revenue Bonds, Series 2010, in the aggregate principal amount of approximately \$342.6 million to pay, among other things, a portion of the costs of the Metrorail Project;

WHEREAS, On August 11, 2011, the Airports Authority issued the Dulles Toll Road Second Senior Lien Commercial Paper Notes, Series One ("Commercial Paper Notes") in the aggregate principal amount of up to \$300,000,000 to pay, among other things, a portion of the costs of the Metrorail Project;

WHEREAS, On November 22, 2013, the Airports Authority and JPMorgan Chase Bank, National Association ("JPMorgan") entered into an agreement pursuant to which JPMorgan agreed to purchase, as requested from time to time by the Airports Authority, Dulles Toll Road Subordinate Lien Revenue Notes, Series 2013, in the aggregate principal amount not to exceed \$400,000,000 ("Series 2013 Notes") maturing no later than November 19, 2014, of which \$150,000,000 is currently outstanding, to pay, among other things, a portion of the costs of the Metrorail Project;

WHEREAS, The Airports Authority desires to authorize the issuance of additional Dulles Toll Road Revenue Bonds, in one or more series in an aggregate principal amount not to exceed \$450,000,000, to finance and refinance a portion of the costs of the Metrorail Project, and to be designated as Dulles Toll Road Second Senior Lien Revenue Refunding Bonds, Series 2014A ("Series 2014A Bonds") to (i) refund all or a portion of the outstanding Commercial Paper Notes and all or a portion of the outstanding Series 2013 Notes, (ii) fund the debt service reserve requirement for the Series 2014A Bonds, and (iii) pay the costs of issuance of the Series 2014A Bonds;

WHEREAS, The Airports Authority desires to set forth guidelines for determining the interest rate or rates, maturities and other terms of the Series 2014A Bonds;

WHEREAS, The forms of the following documents have been presented to the Board of Directors at this meeting:

(a) the Ninth Supplemental Indenture of Trust ("Supplemental Indenture"), dated as of May 1, 2014, by and between the Airports Authority and Manufacturers and Traders Trust Company, as trustee ("Trustee"), relating to the issuance of the Series 2014A Bonds;

(b) the Series 2014A Bonds, attached as Exhibit A to the Ninth Supplemental Indenture;

(c) the Bond Purchase Agreement relating to the Series 2014A Bonds ("Bond Purchase Agreement"), by and among the Airports Authority and J.

P. Morgan Securities LLC, on behalf of itself and the other underwriters listed therein (collectively, the "Underwriters");

(d) the Escrow Deposit Agreement relating to the defeasance of the Commercial Paper Notes ("Escrow Agreement"), by and between the Airports Authority and Manufacturers and Traders Trust Company, as escrow agent ("Escrow Agent");

(e) the Appendix to the Continuing Disclosure Agreement, dated as of August 1, 2009 ("Continuing Disclosure Agreement Appendix"), by and between the Airports Authority and Digital Assurance Certification, L.L.C. ("DAC"), as the disclosure dissemination agent (the "Disclosure Dissemination Agent"), relating to the Series 2014A Bonds; and

(f) the Official Statement relating to the public offering of the Series 2014A Bonds ("Official Statement"), which includes as an appendix the Comprehensive Traffic and Revenue Study prepared in connection with the issuance of the Series 2014A Bonds; and

WHEREAS, All capitalized terms used but not defined in this Resolution have the meanings given them in the Supplemental Indenture; now, therefore, be it

RESOLVED, That the Underwriters are authorized to distribute the Official Statement to the prospective purchasers of the Series 2014A Bonds;

2. That Manufacturers and Traders Trust Company shall serve as the Trustee under the Supplemental Indenture and as Escrow Agent under the Escrow Agreement;

3. That the Series 2014A Bonds shall be issued in book-entry form pursuant to the Master Indenture of Trust, dated as of August 1, 2009 ("Master Indenture"), by and between the Airports Authority and the Trustee, and the Supplemental Indenture and sold to the Underwriters pursuant to the Bond Purchase Agreement, all upon the terms and conditions specified therein;

4. That the form of each of the documents described in paragraphs (a) through (f) of the tenth "Whereas" clause of this Resolution is hereby approved;

5. That the Chairman, or in his absence the Vice Chairman, of the Board of Directors and at least one of the Co-Chairs of the Finance Committee are authorized to jointly make the following determinations in the name of and for

the benefit of the Airports Authority that are necessary or desirable to accomplish the issuance and sale of the Series 2014A Bonds:

(a) the number of series, the series designations and the exact principal amount of each series of the Series 2014A Bonds; provided, that the combined aggregate principal amount of the Series 2014A Bonds shall not exceed \$450,000,000;

(b) the interest rates for the Series 2014A Bonds;

(c) the maturity or maturities of the Series 2014A Bonds, including the amount and date of any mandatory sinking fund redemption for a maturity;

(d) the provisions for redemption of the Series 2014A Bonds prior to maturity;

(e) the amount, the extent and the provider of the bond insurance or other credit enhancement, if any, for the Series 2014A Bonds;

(f) the amount of the debt service reserve requirement, if any, and the provider of any Debt Service Reserve Fund surety bond; and

(g) the purchase price for the Series 2014A Bonds;

all in a manner to achieve the most favorable net effective interest rate while balancing the Airports Authority's exposure to interest rate, market and credit risks on the Dulles Corridor Enterprise debt of the Airports Authority; provided that the determinations made pursuant to this paragraph shall comply with the following requirements: (i) the maximum term of the Series 2014A Bonds shall not exceed 40 years; (ii) the Series 2014A Bonds shall be subject to redemption as provided in the Supplemental Indenture, as appropriate, provided that the redemption premium on the Series 2014A Bonds shall not exceed three percent (3%) of the principal amount thereof; (iii) the Underwriters' discount relating to any of the Series 2014A Bonds shall not exceed 2 percent (2%) of the principal amount thereof; (iv) the true interest cost of the Series 2014A Bonds shall not exceed nine percent (9%) per annum and (v) the Series 2014A Bonds shall be offered to the public at a price of not less than ninety-five percent (95%) and not more than one hundred ten percent (110%) of the principal amount thereof;

6. That each of the Chairman, the Vice Chairman, the Co-Chairs of the Finance Committee, the President and Chief Executive Officer, the Executive Vice President and Chief Operating Officer, the Vice President for Finance and Chief Financial Officer, the Deputy Chief Financial Officer and the Manager of

Treasury is hereby appointed as an "Airports Authority Representative" under the Master Indenture and the Supplemental Indenture and is authorized to determine at the time of pricing of the Series 2014A Bonds to not price one or more series of the Series 2014A Bonds and/or change the series designation of any of the Series 2014A Bonds and/or renumber the Supplemental Indenture to reflect sequential numbering of the Supplemental Indenture securing the Series of Series 2014A Bonds that are actually being issued;

7. That each of the Airports Authority Representatives is authorized to execute, by manual or facsimile signature, any document and to take any further action as the representative may consider necessary or desirable to implement the decisions that are made pursuant to paragraphs 5 and 6 of this Resolution;

8. That each of the Chairman and the Vice Chairman is authorized and directed to execute, by manual or facsimile signature, the Supplemental Indenture, the Bond Purchase Agreement, the Series 2014A Bonds and the Official Statement in substantially the forms submitted to the Board of Directors, with such changes, insertions, completions and omissions as are necessary to reflect the bond principal amounts and other terms of the Series 2014A Bonds determined pursuant to paragraphs 5 and 6 of this Resolution, and the execution of these documents by the Chairman or Vice Chairman shall constitute conclusive evidence of their approval by the Board of Directors;

9. That the Secretary is authorized and directed to affix the seal of the Airports Authority or a facsimile thereof on each of the Supplemental Indenture, the Bond Purchase Agreement, the Series 2014A Bonds and the Official Statement, after their execution by the Chairman or Vice Chairman, to attest the same by a manual or facsimile signature, and to deliver the Series 2014A Bonds to the Trustee for authentication upon the terms provided in the Master Indenture and the Supplemental Indenture; and

10. That each of the Airports Authority Representatives is authorized and directed, with respect to the Series 2014A Bonds, to execute and deliver such closing certificates, including a tax certificate and Internal Revenue Service

Form 8038 or 8038-G returns, any letter of representations with The Depository Trust Company with respect to the Series 2014A Bonds, and any continuing disclosure agreement, and take such actions as shall be necessary or desirable in connection with the closing or issuance of the Series 2014A Bonds.

RECORDED VOTE:

Members Present	<u>14</u>
Members in Favor	<u>14</u>
Members Against	<u>0</u>
Members Abstaining	<u>0</u>

Adopted April 16, 2014


Quince T. Brinkley, Jr., Secretary