



BOARD OF DIRECTORS MEETING

Minutes of July 18, 2012

The regular meeting of the Board of Directors was held in the first floor Conference Rooms 1A, 1B and 1C at 1 Aviation Circle. The Chairman called the meeting to order at 9:50 a.m. Ten Directors were present during the meeting:

Michael A. Curto, Chairman
Thomas M. Davis III, Vice-Chairman
Robert Clarke Brown
Richard S. Carter
William W. Cobey Jr.

Frank M. Conner III
Shirley Robinson Hall
Michael L. O'Reilly
Warner H. Session
Todd A. Stottlemeyer

H.R. Crawford was connected to the meeting by telephone, and Dennis L. Martire, subject to a removal order by Governor McDonnell, was present in the staff section of the conference rooms.

The Secretary and Executive Management were present:

John E. Potter, President and Chief Executive Officer
Margaret E. McKeough, Executive Vice President and Chief Operating Officer

The Chairman began the meeting by acknowledging its late start, the result of issues considered in the Audit-Legal Committee executive session earlier that morning.

I. MINUTES OF THE JUNE 20, 2012 BOARD OF DIRECTORS MEETING

The Chairman then called for approval of the Minutes of the June 20 Meeting, which were unanimously adopted.

He next noted that Mr. Session wished to make a statement. Mr. Session recognized two Federal Aviation Administration (FAA) interns who were in the audience: Lamar Minter and Joshua Williams. Mr. Minter was a sen-

ior at Tennessee State University, majoring in mechanical engineering, and Mr. Williams was a senior at Delaware State University, majoring in aviation management. Mr. Session said the FAA had an intern program that focused on historically black colleges and universities, as well as other minority institutions.

II. COMMITTEE REPORTS

a. Business Administration Committee – Warner H. Session, Chairman

Mr. Session reported the Business Administration Committee had last met on June 20, with a single item on its agenda. The subject was the recommendation of a selection committee on a contract for Airside Snow Removal and Ice Control Services at Dulles International. He noted that most snow removal, from runways and taxiways, was done by Authority staff operating Authority equipment; the contract covered areas adjacent to the concourses and taxi-lanes.

Mr. Session explained that the procurement had been unusual; it had first been advertised with a scope that required the bidders to obtain their own snow melters. As a result, there had not been much competition and the costs bid had been high.

After concluding that it would make more sense for the Authority to buy the snow melters and solicit for a contractor to operate them, the staff re-issued the solicitation with an amended scope.

The prevailing offeror had been Atlantic Contracting and Material Company, of Upper Marlboro, Maryland, which had scored highest in both the technical evaluation and in price. The contract would be for two years, with three one-year extension options, for a total five-year cost of \$10,189,125. That figure represented a savings of about \$7 million over all five years.

The Committee voted unanimously to recommend that the Board approve the contract; Mr. Session said he would offer a resolution later in the day's meeting.

b. Dulles Corridor Committee – Thomas M. Davis III, Chairman

Mr. Davis reported that the Dulles Corridor Committee had last met June 20. The Committee had first heard the Dulles Toll Road Highway Noise Wall Program Update. The staff had previously reported on the Authority standards to be applied in the Corridor. First developed in 2010, they had been updated to comply with revisions to the federal and Virginia noise wall policies.

The staff had since applied the Policy, and was reporting on how it had affected the Corridor. Although the Federal Highway Administration and Virginia Department of Transportation (VDOT) standards had allowed the “grandfathering” of existing noise walls and communities with existing noise walls, the Authority program had called for the reassessment of all neighborhoods along the Corridor to bring them all into compliance with the new Policy.

Five neighborhoods had qualified for a total of 1.6 miles of new noise walls; construction would begin in 2013 at Worldgate Condominiums; McLean Hamlets; Odricks Corner; Dulles Green Apartments; and Courtyard by Marriott and Summerfield Suites. The cost would be \$13 million.

For two neighborhoods, 1.8 miles of existing noise walls were considered non-performing. They would be fixed in 2013 and 2014, at a cost of \$11.4 million. The locations were at Wolftrap Meadows and the Bluffs at Wolftrap.

An additional 4.2 miles of existing walls at nine developments were performing adequately, but needed repairs. That work would be done in 2012, at an estimated cost of \$2.4 million.

All the funds for the noise wall project would be from Toll Road revenues. When the projects were completed, about 6.2 miles of the road would not have noise walls. As properties adjacent to the Toll Road were developed in the future, the developers would be responsible for providing noise walls or other noise-attenuation measures.

The Committee had also heard the regular monthly Dulles Corridor Metrorail Cost Summary and Project Update for the month of April. Phase 1 expenditures had been \$47 million, bringing the total up to \$1.908 billion. Contingency use had been \$3.1 million, making the total \$303.5 million. With the Board action in June to amend the project budget, there was currently in effect \$158.8 million available for future contingencies. Staff was reasonably confident the amount would be enough.

The Committee had next heard the Dulles Corridor Enterprise Financial Report for May. Toll Road revenues year-to-date had been \$42.4 million, up 8.8 percent from 2011, but still just short of the budget. Transactions had been down about 1 percent, at 41.4 million. The budget had anticipated both figures would be flat in 2012.

Expenditures had been down 6.5 percent from last year, and had totaled \$9.6 million, well below budget. Mr. Davis noted that the relationship between revenues and expenses was not direct, as the revenues paid for noise walls, other road projects, and debt service in addition to Toll Road maintenance and expenses. A drop in anticipated expenditures was nevertheless very good news.

Mr. Carter asked how much of Phase 1 had been completed; Pat Nowakowski, the Executive Director of the Metrorail Project, said construction was 77 percent complete.

c. Finance Committee – Frank M. Conner III, Chairman

Mr. Conner reported that the Finance Committee had met on June 20, and had spent some time discussing the sale of the Series 2012 Airport System Revenue Refunding Bonds. The net present value savings had been \$40.6 million, or 11.1 percent. This would have a positive impact on the cost per enplaned passenger at Dulles International and on coverage.

The Committee had also discussed progress on negotiations with Virginia over its \$150 million grant, and the May Financial Reports on the Aviation Enterprise.

III. INFORMATION ITEMS

a. President's Report

Mr. Potter said that the Dulles Metrorail project was progressing on schedule, with the construction 77 percent complete. The last section of the aerial guideway had been put in place, with considerable press coverage, a major milestone. In addition, in early July the Loudoun County Supervisors had voted to stay in the project, which meant the rail line would terminate at route 772 in the County.

As a result, the Request for Qualifications Information (RFQI) documents had been released the prior week. A pre-bid conference for the project would be held on July 26, along with a separate business outreach event that would allow interested prime and sub-contractors to work with each other. Such events had worked well in the past on aviation projects, and were well liked by the industry.

Responses to the RFQI were due in September, and an Request for Proposals would be issued to the shortlisted firms later in the fall. The contract award recommendation would be ready for the Board in the spring. Now that the procurement process had begun, it was essential that all communications with interested contractors be managed through the contracting officer assigned to the procurement. Mr. Potter said he had confirmed the substance and importance of this rule with all employees.

There had been a monumental storm since the last Board meeting; both Airports had continued operations, and had not suffered any of the power outages others had. The telephone system at Reagan National had gone out, but service had been continued through the Dulles International exchange. The only power issue the Authority had faced was a power failure to the toll booths, which had been welcomed in the community. Generators had been brought in quickly, however. The employees had done an extraordinary job dealing with the storm at both Airports.

Comprehensive FAA safety inspections had just been completed at both Airports, both of which had come through with flying colors. Mr. Potter

emphasized the Authority's success in protecting the flying public, one of its first priorities.

Some service changes had resulted from recent slot reallocations. Spirit Airlines had sold four of six slots to Southwest Airlines, which planned two daily round trips between Reagan National and St. Louis. The remaining two slots had been returned to the Department of Transportation. The Spirit service from Reagan National and Fort Lauderdale and Myrtle Beach was continued by other carriers.

Mr. Potter said that Travelers Aid was very helpful to the Authority. Under contract, it provided volunteers to assist passengers. They did very good work, handling many travelers' problems.

Paul Malandrino, Vice President and Reagan National Airport Manager, introduced Priscilla Carey, coordinator for the Travelers Aid volunteers at Reagan National. She related a story about a deaf teenager who had been stranded at Reagan National by weather-related cancellations. A Travelers Aid volunteer had found the teenager and assisted her to an airline-provided hotel, and assured she left on a flight the following morning.

Chris Browne, Vice President and Dulles Airport Manager, introduced Sally Harvey, Travelers Aid coordinator at Dulles International. He also noted that Michael Oring, Executive Director of Travelers Aid Washington DC, was in the audience. In Washington, Travelers Aid covered the two Airports plus Union Station, with the larger operations on the Airports. There were over 400 volunteers working at Dulles International alone, who provided over 100,000 cases of personal assistance to passengers each year. Ms. Harvey explained that passengers approached the three counters the organization maintained at Dulles International and made rapid-fire questions of all sorts. Among them were questions about lost children, lost items, flight schedules, and directions to baggage claim, gate locations, and airline check-in counters. All were handled individually. Ms. Harvey told a story about a volunteer who, responding to a call from a distraught mother, tracked a minor traveling alone who had been taken to a hospital. The volunteer got the child back to the airport, helped to book a flight, and stayed with the child until the flight left.

The Chairman thanked the Travelers Aid representatives for their extraordinary work, with the passengers, 24-7.

Mr. O'Reilly reported that Mr. Potter had served as chair of the Greater Washington Aviation Open (GWAO) the previous weekend. That golf tournament benefitted the Corporate Angel Network, which flew cancer patients free on corporate jets. It also supported the Veterans Airlift Command, which provided similar services for veterans. This year, the GWAO had raised over \$100,000.

Mr. O'Reilly then presented a trophy from the Dulles Regional Area Chamber of Commerce annual luncheon, which had celebrated the 50th anniversary of Dulles International.

Mr. Brown said there had been many characterizations of the project labor agreement (PLA) issue since the Board had removed the incentive for a PLA from the RFQI. It was not the Board's intention to prohibit use of a PLA, and Mr. Brown understood that respondents were not prohibited from including PLAs in their proposals.

Mr. Potter said Mr. Brown was correct. There was, however, a labor element in the RFQI requiring bidders to provide a detailed plan to handle labor issues, to deal with the labor pool, preventing strikes, and dealing with other rules and regulations applicable to labor on the project.

Mr. Brown said some of the accounts in the press were confusing. Loudoun County's approval had been conditioned on removing the incentive, not on prohibiting a PLA. Mr. Potter agreed, noting that there were other projects in Virginia where a contractor had chosen to enter into a PLA.

b. Executive Vice President's Report

Ms. McKeough reported on May passenger activity. Overall, the U.S. industry had seen passenger traffic levels consistent with those of 2011, without growth. With 1.7 million passengers, Reagan National had seen a 1 percent decline in passengers, the first month in many without growth. Part of the reason was the adjustments to new markets occasioned by the recent slot adjustments. At Dulles International, there had

been an increase of about 1 percent, on both the domestic and international sides, for a total of 2.1 million passengers.

On a year-to-date basis, passenger activity at both Airports had increased, Reagan National up 1.6 percent and Dulles up .5 percent. Cargo had been down 10 percent overall in May; that figure included, however, a 5 percent increase in domestic cargo. The large decline was closely related to the economic conditions in Europe. She added that passenger figures for June should be quite good.

Mr. Carter asked if there was any news on the Ethiopian rose deliveries to Dulles. Mark Treadaway, Vice President for Air Service Planning & Development, said there had been a positive article in the *Washington Times*. The flower shipments were continuing; Wednesdays were the busiest day for that traffic. The Authority was pursuing a separate refrigerator unit for flowers and pharmaceuticals, which would support more traffic.

Ms. Hall asked about the schedule for reconstructing Terminal A at Reagan National. Ms. McKeough said the project for major reconstruction remained in the capital plan, but had long been deferred because the traffic did not warrant it. The situation was changing; the current budget had items for short-term improvements, carpeting and painting, and expanded security check points and baggage systems. These improvements would be finished in March. The 2013 Budget would include larger plans.

IV. NEW BUSINESS

a. Amending the 2012 Budget for the Dulles Corridor Metro-rail Project

Mr. Session moved the following resolution, which was unanimously adopted:

WHEREAS, The airside snow removal and ice control services contract for Washington Dulles has expired;

WHEREAS, The Business Administration Committee in February 2011 concurred in the pre-solicitation report for these services;

WHEREAS, An Evaluation Committee has reviewed the competing proposals and has recommended the award to Atlantic Contracting and Material Company of Upper Marlboro, Maryland; and

WHEREAS, The Business Administration Committee is satisfied with the results of the competitive procurement process, as presented at its June 20 meeting; now, therefore, be it

RESOLVED, That the President and Chief Executive Officer is authorized and directed to enter into a two-year contract, with three one-year extension options, with Atlantic Contracting, Inc., consistent with the terms presented to the Business Administration Committee at its June 20, 2012 meeting.

The final resolution filed in the Board of Directors Office includes a copy of the staff recommendation paper.

b. Adoption of the Amended Freedom of Information Policy

The Chairman, on behalf of the Executive and Governance Committee, moved the adoption of the proposed revised Freedom of Information Policy, which he called a major step in the Authority's transparency policy.

He noted that the new Policy would do two important things. First, it notified the public where basic information about the Authority can be obtained. Most critical Board documents were now on the website: for example, the charter legislation, the Lease with the federal government, the Bylaws, the delegations of authority, the Travel Policy, the Code of Ethical Responsibilities, Board schedules, agendas, Committees, monthly Board papers, and Resolutions. In addition, there were other key documents, such as the employee code of ethics and the Contracting Manual, included on the website.

Second, the Policy restructured and simplified the Freedom of Information process. A central Freedom of Information Officer would be established in the Board Office, where all requests could be made. Those not requiring formal FOI action would be referred to the proper office; otherwise the response would come from the Freedom of Information Officer. Decisions not to release information could be appealed to the Chairman of the Legal Committee, whose decision would be final for further litigation purposes.

The Vice Chairman agreed that the amended policy was an important step forward, and congratulated the Chairman on bringing it along.

The Policy was thereupon unanimously adopted; a copy is attached to these Minutes.

V. UNFINISHED BUSINESS

There was not any unfinished business.

VI. OTHER BUSINESS & ADJOURNMENT

The Chairman announced that the Vice Chairman had a motion. The Vice Chairman noted that the Governor could remove a Member of the Authority for cause, and in a hearing the week before, the judge had decided that section 24.2 of the Virginia Code did not apply to the current case. That would have required the Governor to petition the Circuit Court to remove a Director. The Vice Chairman was not sure what procedures were to be followed, but said that in his opinion the Governor's writ should be given the full force of law unless and until a court of competent jurisdiction decided to the contrary. He was aware that litigation was pending in the Fairfax Circuit Court, but pointed out that Virginia was deprived of a vote while the process continued. That had already been the case for two Meetings. He wished to make a motion that Caren Merrick, the Governor's designee, be seated pending further judicial findings, which could take weeks, months or years. He understood that seven votes would be required to consider this motion. Mr. Brown made a point of order to that effect; the Chairman agreed that seven votes were required to add the motion to the Agenda. The Vice Chairman asked, if the point of order were sustained, that the question be placed on the

Agenda of the August Meeting. He said it was important that the position be filled.

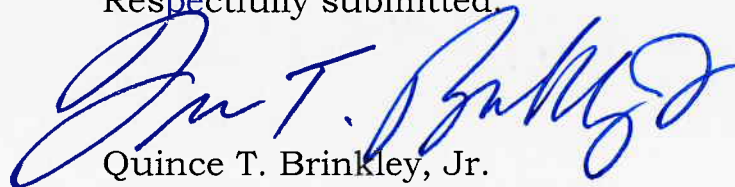
Mr. O'Reilly pointed out that the Authority had filed an interpleader action in the Fairfax Circuit Court that said the Authority could not decide between the competing claimants for the seat, and asked the court to assist. He said there were two cases proceeding currently, with a court resolution on the way. He did not think it appropriate for the Board to consider a motion to seat either claimant immediately. He would not support the Vice Chairman's motion.

The Chairman called for a vote on adding the item to the Agenda. The motion failed by a vote of 4-6.

At 10:30 a.m., the Board went into Executive Session to meet with counsel and consultants.

At 12:45 p.m. the Executive Session was finished and the Meeting adjourned.

Respectfully submitted:

A handwritten signature in blue ink, appearing to read "Quince T. Brinkley, Jr.", is written over the typed name.

Quince T. Brinkley, Jr.
Vice President and Secretary

Attachments (2)

Statement of Dennis L. Martire

July 18, 2012

I believe that the Governor's attempt to remove me is improper and that I currently retain full legal rights to my seat on the Board. In order to remove a member of the Metropolitan Washington Airports Authority Board, there must be "cause" to do so, and the removal must be accomplished "in accordance with" the laws of the jurisdiction from which the member was appointed. See 49 U.S.C. § 49106(c)(6)(C); Va. Code § 5.1-155(E); D.C. Code § 9-904(e). Also, legal "cause" must exist in fact before a member may be removed from his position, and a court must determine whether there is cause.

To date, no court – including the court in Fairfax County – has held that Governor McDonnell acted "in accordance with" the laws of Virginia to remove me. Nor has any court addressed whether there was "cause" to do so (there was not). Indeed, the Commonwealth and the Fairfax court agreed that further litigation is necessary before the issue of "cause" can be determined. Accordingly, I have not been properly removed from my position and, therefore, I am entitled to the full exercise of the rights and privileges of a MWAA Board member. I should be allowed to participate in this Board meeting.

I believe that the Governor's actions are contrary to law. There is no legitimate cause for me to be removed. While I do not wish to pose an impediment to important MWAA business that will be addressed at this Board meeting, MWAA's choice to limit my participation as a Board member is wrong, and I want to note my objection.

Freedom of Information Policy

The Metropolitan Washington Airports Authority is committed to transparency in all its operations. From the beginning, it has maintained its own Freedom of Information Policy that continued the disclosure rules in force at the two Airports from the enactment of the federal Freedom of Information Act in 1966. All its records are available to the public, except those that are not required to be disclosed pursuant to the exemptions set out in Part 3 below.

Given its commitment to transparency, the Airports Authority encourages anyone interested in its activities to seek information informally. This document is designed to assist in that process, and is divided into three parts.

Part 1 identifies records easy to get from the Authority's website; Part 2 provides contacts for answering questions and help in obtaining other records; Part 3 provides a formal Freedom of Information procedure for obtaining Authority records that are not readily available, and includes standards for the withholding of certain types of records.

Part 1 – Documents Generally Available

The Airports Authority makes most of its important records readily available, principally through the Authority website, www.mwaa.com, under the “About the Authority”, “Business Information” and “News and Publications” tabs. There anyone can read and download many records. The following are among those to be found there:

Board of Directors documents

(About the Authority tab – Board of Directors – Meeting Information):

- Calendars and Schedules
- Agendas and Papers prepared for Board and Committee Meetings (Minutes are included with the link for each meeting)

(About the Authority tab – Board of Directors – Reference Materials)

- Bylaws
- Committee Membership
- Committee Jurisdiction
- Travel and Business Expense Guidelines
- Resolution No. 01-20 – General Delegations and Reservations of Authority
- The Code of Ethical Responsibilities for Members of the Board of Directors
- The Lease of the Metropolitan Washington Airports between the United States and the Metropolitan Washington Airports Authority
- Provisions of the District of Columbia Code establishing, jointly with the Commonwealth of Virginia, the Metropolitan Washington Airports Authority
- Provisions of the Commonwealth of Virginia Code establishing, jointly with the District of Columbia, the Metropolitan Washington Airports Authority
- Provisions of the United States Code, authorizing the transfer of Washington National and Washington Dulles International Airports to the Metropolitan Washington Airports Authority, with conditions.
- The Freedom of Information Policy

(About the Authority tab – Annual Reports)

- Annual Reports from 2000 to present
- Comprehensive Annual Financial Reports from 2000 to present

Business Information

(Business Information tab)

- Contracting Manual and forms
- Construction Opportunities
- Concession Opportunities
- Equal Opportunity Programs

(About the Authority tab – Regulations and Policies)

- Regulations
- Code of Ethics for Directors
- Code of Ethics for Employees

- Airline Use and Lease Agreement

Other Records

(About the Authority tab – Financial)

- The Budget
- Comprehensive Annual Financial Reports
- Monthly Financial Statements
- Airline Rates and Charges
- Master Trust Indenture
- Official Statements

Dulles Rail Documents

(Link on the home page, under the Dulles Corridor logo; also Dulles – About Dulles International – Dulles Corridor Information)

- Historical and current documents, including contracts, for the Dulles Corridor Rail Project

Part 2 – Contacts

The Airports Authority maintains its principal corporate offices at 1 Aviation Circle on Ronald Reagan Washington National Airport. Records are kept there, at the airport offices at both Reagan National and Washington Dulles International Airport, and at the Dulles Corridor Metrorail Project office at 1593 Spring Hill Road in Vienna.

To obtain records informally, questions or requests can be directed to any office in the Authority likely to have them. If uncertain which office to call, contact the Secretary's office, 703-417-8740, which will refer you to the right office.

Part 3 – Formal Freedom of Information Procedures

I. Where to file a request – Formal Freedom of Information requests for records located anywhere within the Authority should be addressed to the Freedom of Information Officer, Office of the Secretary, MA-BD, Metropolitan Washington

Airports Authority, 1 Aviation Circle, Washington, D.C. 20001-6000. They can also be submitted to [FOI@mwaa.com]. Questions may be directed to the e-mail address or to 703-417-8740.

II. Content of a request – Such requests should identify the records requested or set out as clearly as possible their nature, state the format requested (paper or electronic) and provide a telephone number and/or an e-mail address for clarifying communications.

III. Internal processing – The Freedom of Information Officer will assure a copy of the request is directed to the office holding the requested records, and will respond to a request as soon as possible, but not later than within two weeks of the receipt of the request. The Freedom of Information Officer will keep a docket of all Freedom of Information requests.

IV. Requests sent elsewhere – Copies of written FOI requests submitted to offices other than the Office of the Secretary will be promptly provided to the Freedom of Information Officer.

V. Response – The Authority's written response shall (a) provide the records requested, (b) explain why more time is required to respond, or (c) deny the release of records, in whole or in part, based on the exemptions in paragraph VII below. If denied, the withheld records shall be identified, and reasons shall be provided for their withholding. Responses may not be sent without the concurrence of the Secretary and appropriate consultation with the General Counsel's Office.

VI. Appeal – If a request is denied in whole or in part, or not responded to within two weeks, the requester may appeal to the Chairman of the Legal Committee of the Board of Directors. Such an appeal should be clearly identified as a Freedom of Information appeal, and addressed to the Secretary of the Authority at the address in paragraph I, above. The Committee Chairman's decision will be final.

VII. Reasons for withholding – Records or portions of records in the following categories of exemptions may be, but are not required to be, withheld from disclosure. Records are rarely withheld in their entirety; when an exemption applies to only a portion of a requested record, the rest of the record will be released. Any

decision to withhold must set out the reasons for doing so, based on the exemptions stated below:

A. Personal Privacy. Personnel, payroll and financial records containing information concerning identifiable individuals, except that access shall not be denied to the person who is the subject thereof. The name, position and salary of Authority employees, however, are public information.

B. Confidential Business Information.

(1) Confidential business information of the Authority: records containing commercial, financial, or proprietary information which, if disclosed, could harm the competitive or negotiating position of the Authority; and

(2) Confidential business information provided by others and held by the Authority: records containing commercial, financial or proprietary information provided from outside the Authority, if the submitter claims a privilege for the information and gives adequate reasons why protection is necessary, or the information has been identified as exempt in the Authority Contracting Manual.

(3) Confidential procurement records, such as proposals, offers, bids and proposal scoring records, including competitive negotiation proposals, sealed bidding records, cost estimates, and business plans, the withholding of which is specifically addressed in the Authority Contracting Manual.

C. Law Enforcement and Security Records. Records compiled for law enforcement and security purposes, but only to the extent that and as long as the production of such records would (1) interfere with investigative or enforcement proceedings; (2) deprive a person of a right to a fair trial or an impartial adjudication; (3) constitute an unwarranted invasion of personal privacy; (4) disclose the identity of a confidential source and confidential information furnished only by the confidential source; (5) disclose law enforcement and security techniques and procedures not generally known outside the law enforcement community; (6) cause a suspect to flee or evade detection; (7) result in the destruction of evidence; or (8) endanger the life or physical safety of an individual.

D. Privileged Documents. Records subject to a generally recognized privilege, such as the attorney work product privilege and the attorney-client privilege; records that would not be available to a person in litigation with the Authority; and records with respect to matters addressed by the Board of Directors in Executive Session.

E. Pre-Decisional Documents. Records containing analyses and recommendations with respect to matters to be decided by the President and Chief Executive Officer or the Board of Directors, except to the extent the analyses and/or recommendations are disclosed or otherwise addressed in a final decision document. Documents prepared for the Board of Directors and its committees and not otherwise exempt from disclosure under paragraph VII are normally made available at www.mwaa.com before the meeting at which the matters addressed in the documents are to be discussed, but only after they have been provided to the Directors.

VIII. Other Considerations – Only existing records are subject to release. The Authority does not create new records in response to a Freedom of Information requests, including records summarizing data or other information. Only records held by the Authority can be released, paper records in its own files or electronic records on its own servers; this Policy does not reach records held by vendors, contractors, or other third parties. In addition, personal notes, papers and any other records created and maintained by the preparer solely as work papers for personal use are not treated as Authority records.

IX. Fees – Requests for a limited number of readily available records that do not require significant staff resources to locate and produce will normally be answered without charge. More substantial requests will be assessed fees to cover the costs of locating the requested records and in producing and delivering hard or electronic copies of the records. A schedule of such fees will be provided to the requester; if the projected fees exceed \$250, a 50 percent deposit may be required before Authority resources are committed to locating and producing the requested records.



SPECIAL BOARD OF DIRECTORS MEETING

Minutes of September 5, 2012

The special meeting of the Board of Directors was held in the first floor Conference Rooms 1A, 1B and 1C at 1 Aviation Circle. The Chairman called the meeting to order at 1:00 p.m. Nine Directors were present during the meeting:

Michael A. Curto, Chairman
Thomas M. Davis III, Vice-Chairman
Robert Clarke Brown
Richard S. Carter
William W. Cobey Jr.

H.R. Crawford
Shirley Robinson Hall
Michael L. O'Reilly
Warner H. Session

The Secretary and Executive Management were present:

John E. Potter, President and Chief Executive Officer
Margaret E. McKeough, Executive Vice President and Chief
Operating Officer

The Chairman announced that the Special Meeting was to address three action items.

I. PROPOSED AUTHORITY TRAVEL POLICY

The Chairman noted that the revised Travel Policy had been discussed that morning in the Executive and Governance Committee Meeting; the Committee had moved its adoption. Mr. Brown said that he would vote against the proposed policy. He supported the need for a much clearer travel policy than the existing policy, and that he supported much of the contents of the proposed policy. It had, however, included a fundamental flaw in that separately and independently appointed Members of the Board had fiduciary responsibilities to use their best judgment in exercising their duties as Directors. Part of the exercise of those duties was decisions about where to travel, and Mr. Brown said he did not believe the Board should cede those decisions to a single person, the Chairman,

as the proposed policy would do. For that single reason, he would vote against the policy.

The Chairman then called for a vote; he announced that the voice vote was in favor. He said the record would reflect Mr. Brown's vote in opposition.

A copy of the Travel Policy is attached to these minutes.

II. RECOMMENDATION TO AWARD A FEE MANAGER TO CONTRACT, LEASE, MARKET AND MANAGE FOOD/BEVERAGE AND RETAIL CONCESSIONS AT BOTH AIRPORTS

Mr. Session, Chairman of the Business Administration Committee, moved the following resolution, which was unanimously adopted:

WHEREAS, The separate management contracts issued in 1995 for food service and retail concessions at Ronald Reagan Washington National Airport and Washington Dulles International Airport have been operating under extensions since their original expiration date of June 30, 2010, and are now scheduled to expire December 31, 2012.

WHEREAS, The Business Administration Committee concurred in pre-solicitation terms and evaluation criteria for a single contract at both Airports on March 21, 2012;

WHEREAS, A Request for Proposals was issued April 6, and three proposals were received June 18;

WHEREAS, The staff evaluation committee has recommended the selection of MarketPlace Development, Inc., of Boston, Massachusetts;

WHEREAS, The proposed contract includes a 10 percent Local Disadvantaged Business Enterprise participation requirement, and Airport Concession Disadvantaged Business Enterprise leasing goals of 25 percent for retail and 35 percent for food and beverage; and

WHEREAS, The Business Administration Committee is satisfied with the results of the competitive process and recommends that the Board of Directors approve the award of the contract to MarketPlace, now, therefore, be it

RESOLVED, That the President and Chief Executive Officer is authorized and directed to enter into a contract with MarketPlace Development Inc., consistent with the terms presented to the Business Administration Committee at its September 5, 2012 meeting.

The final resolution filed in the Board of Directors Office includes a copy of the staff recommendation paper.

III. APPROVAL OF THE AWARD OF A CONTRACT TO PURCHASE ELECTRICITY FOR STARTUP TESTING ON THE DULLES CORRIDOR METRORAIL PROJECT

Mr. Davis, Chairman of the Dulles Corridor Committee, moved the adoption of the following contract:

WHEREAS, Phase 1 of the Dulles Corridor Metrorail Project is scheduled for turnover to the Washington Metropolitan Area Transit Authority (WMATA) in August 2013;

WHEREAS, The rail traction power system must be tested before the turnover date and the Airports Authority must purchase the electricity used to conduct the tests;

WHEREAS, Dominion Virginia Power is the exclusive provider of electric power in the project area, and provides power to both Airports;

WHEREAS, The rate structure for power available to the project has been established by the Virginia Energy Purchasing Governmental Association for governmental agencies, including the Airports Authority;

WHEREAS, No other sources of electricity are available;

WHEREAS, The proposed contract, which will terminate on the turnover date, is projected to cost \$10.1 million;

WHEREAS, The Dulles Corridor Committee is satisfied with the management proposal; now, therefore, be it

RESOLVED, That an exception is granted to the requirement for full and open competition and that the President and Chief Executive Officer is authorized and directed to contract with Dominion Virginia Power for interim electric service for the rail system testing through turnover to WMATA in 2013, consistent with the terms presented to the Dulles Corridor Committee at its July 18, 2012 meeting.

A vote count was required, as the resolution provided for a sole-source contract award; all eight Directors present at that time voted in the affirmative.

The final resolution filed in the Board of Directors Office includes a copy of the staff recommendation paper.

The Chairman reported that William A. Hazel, a former Board Member appointed by Governor Gilmore in 1998, had recently died. He served as Planning Committee Chairman, and had left the Board in 2007. Mr. Davis said he would be attending the funeral, and would be pleased to represent the Authority. He said Mr. Hazel had been a giant in the development of Northern Virginia, and would be missed on many fronts.

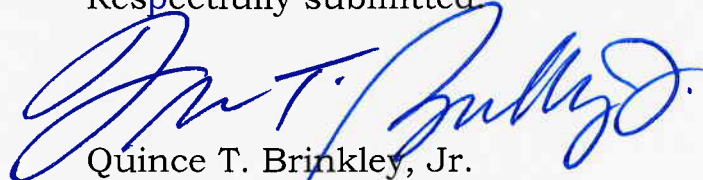
The Chairman said the Special Board Meeting would be the last public meeting of the day; an Audit-Legal Committee Meeting would be held entirely in executive session. The Committee would hear an update on the inspector general report and discuss pending litigation matters. No actions would be taken.

Mr. Davis said he was aware that Mr. Stottlemeyer had spoken to the Chairman. He also said that he wanted to go on the record with his objection to the indemnification funding of litigation between Directors. He understood it would be discussed later in the Audit-Legal Committee Meeting.

The Chairman noted that Sean Connaughton, the Virginia Secretary of Transportation, had sent a letter about the status of Mr. Stottlemeyer's appointment in view of charges that his position on the University of Virginia Board of Visitors was a "public office", thus allegedly disqualifying him from Authority Board Membership. Secretary Connaughton had asked that the letter be made a part of the day's records; the Chairman therefore directed that it be attached to the Minutes.

The Meeting was thereupon adjourned at 1:05 p.m.

Respectfully submitted:

A handwritten signature in blue ink, appearing to read "Quince T. Brinkley, Jr.", is written over the printed name.

Quince T. Brinkley, Jr.
Vice President and Secretary

Attachments (2)

Topic:	Travel Policy	Topic No:	To Be Determined
Function:	General Accounting	Updated:	September 5, 2012
Section:	Cash Disbursements	Owner:	Office of Finance
Applicability:	Airports Authority-wide, including Directors	Status:	FINAL

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1.0 Purpose	The purpose of this Policy is to outline travel procedures for allowability, fiscal responsibility and consistency in control and reporting. The Policy applies to all Travelers, including all Directors, all employees, and non-employees (such as job candidates, external procurement panel members, etc.) traveling on behalf of the Metropolitan Washington Airports Authority (Airports Authority). Any exceptions for a category of Traveler are explicitly noted in the applicable section.
2.0 Distribution	<p>This Policy shall be distributed to all Directors and employees and supersede Airports Authority Directive AC-001B, dated April 15, 2005, and the Travel and Business Expense Guidelines for Board of Directors, dated December 3, 2008.</p> <p>This Policy will be presented to Directors during members' initial orientation and reviewed with Directors annually thereafter and presented to employees during new employee orientation.</p>
3.0 Definitions	<p>3.1. Actual Expenses Payment of authorized actual daily expenses incurred, up to the limit prescribed by Section 9.1.3 of this policy, as appropriate. Entitlement to reimbursement is contingent upon the presentment of receipts for actual expenses.</p> <p>3.2. Approving Official Those authorized to approve Travel Authorizations or Expense Reimbursement Requests. The Approving Official is responsible for ensuring knowledge and compliance with this Policy.</p> <p>3.3. Board Office Includes the Directors, the Vice President & Secretary, and Board staff.</p> <p>3.4. Daily Expenses Actual expenses incurred by the Traveler on a daily basis while in a travel status. Allowable Daily Expenses may include the Traveler's meals and Incidentals, Transportation, lodging (including internet connectivity fees, business center fees, and related expenses), and parking.</p> <p>3.5. Domestic Trips Trips taken within the continental (contiguous) United States (excludes Alaska, Hawaii, and U.S. Territories).</p> <p>3.6. Expense Reimbursement Request The Expense Reimbursement Request is the Traveler's statement to the Airports Authority of costs incurred on behalf of the Airports Authority.</p> <p>The Board Office and non-employees (such as job candidates, external procurement panel members, etc.) submit the Expense Reimbursement Request using the Form AC-13, which is available on Livelink, under MA-20 (Finance), in the Finance Forms folder and in the warehouse at each airport. The Vice President & Secretary shall transmit all documentation to Accounts Payable for the Board Office. Employees submit this form electronically through the Oracle EBS system using the appropriate MWAA Employee Expense Entry template (i-Expense).</p> <p>3.7. Incidentals A Daily Expense that includes: fees and tips given to porters, baggage carriers, hotel staff, and staff on ships.</p>

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3.8. International Trips

Trips taken outside of the continental (contiguous) United States. Trips to Hawaii, Alaska, and U.S. Territories are also considered International Trips.

3.9. Local Travel

Any one-day trip less than 250 miles round trip from the Traveler's work location that does not require an overnight stay. Local Travel may be via personal vehicle, Airports Authority-owned vehicle or public transportation. Use of Airports Authority-owned vehicles is encouraged.

3.10. Mileage Rate

The per mile amount reimbursed to a Traveler when using his/her privately owned automobile on official business. Use of a privately owned vehicle is only only authorized for Local Travel or as stated in Section 5.6.5 of this Policy. The Airports Authority follows the rate set by the IRS. The Mileage Rate is the same for Local and non-local Travel. The rate shall be updated as required by the Office of Finance and documentation on the current mileage rate is included in

Attachment 1 – Mileage Rate

TO: Users at CF, Users at DCA; Users at IAD; Users
FROM: Wanda Onafuwa, Accounts Payable Manager
DATE: January 1, 2012
SUBJECT: IRS Mileage Rate

The IRS standard business mileage rate effective January 1, 2012
Please use this rate on all expense reimbursement requests for travel
December 31, 2012.

For all employees the Oracle i-Expense module will reflect the current
non-users of i-Expense we have updated the appropriate Expense
forms found in the MA-20 forms folder on Live Link.

Should you have additional questions please contact me at extens

Thank You.

3.11. Personal Expenses

Expenses not considered necessary to conduct official Airports Authority business. Personal Expenses that may not be reimbursed include expenses for movie rentals, health club costs, sundries, non-business related Local Travel, and alcoholic beverages.

3.12. Personal Travel

Any travel not considered official business.

3.13. Transportation

The means by which a Traveler gets to and from an authorized destination. Transportation may be accomplished by common carrier (e.g. bus, rental car, plane, train, or taxi), privately owned vehicle (if using a car service, only an amount up to a cab fare for an equivalent trip will be reimbursed) and Airports Authority-owned vehicle. Refer to Section 5.6 for Transportation

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guidelines and restrictions.

3.14. Travel Advance

Funds advanced via Form AC-10, Travel Authorization/Advance, to a Traveler prior to traveling on the Airports Authority's behalf. Travel Authorization/Advance forms are available on Livelink, under MA-20 (Finance), in the Finance Forms folder and in the warehouse at each Airport.

3.15. Travel Authorization

Written approval for a Traveler to leave his/her work location and incur expenses on behalf of the Airports Authority. Form AC-10, Travel Authorization/Advance, specifies the dates, places to be visited, department, estimated cost for the trip, and other pertinent information. The Travel Authorization/Advance Form shall be completed and approved before the trip, in accordance with Section 5.1. Travel Authorization/Advance forms are available on Livelink, under MA-20 (Finance), in the Finance Forms folder and in the warehouse at each Airport.

3.16. Travel Authorization Number

A sequential number assigned by the Traveler's office that uniquely identifies each Travel Authorization. The format is 4 letters (always MWAA), followed by 2 digits designating the fiscal year, followed by 3 digits (the MA routing number of the Traveler preceded by zeros if less than 3 digits), followed by a 3-digit trip number. The four elements should be separated by dashes, e.g., MWAA-03-022-010. The person preparing the Travel Authorization/Advance Form is responsible for obtaining the 3-digit trip number from the Traveler's office.

3.17. Traveler

Any person authorized to travel on behalf of the Airports Authority.

4.0 Policy

4.1. General Policy

The Airports Authority shall pay for or reimburse reasonable actual, authorized and properly documented expenses incurred while traveling on official business. Expenses include Transportation, Daily Expenses and other expenses necessary to complete the purpose of the trip in the most expeditious and cost effective manner to the Airports Authority. Expenses claimed that are found to be in violation of this Policy shall be rejected by the Approving Official. If payment or reimbursement occurred and further review by management, accounting staff, or audit determines it was made in error, the Traveler shall be required to make restitution.

4.2. Prudent Use of Travel Funds

Expenses incurred relative to the purpose and location of the travel must be reasonable.

4.3. Trip Summary

When requested by the Approving Official, the Traveler shall provide a written summary describing any event attended, key business-related activities, and the results and benefits to the Airports Authority.

4.4. Travel Reporting

Quarterly, the Airports Authority will deliver to the Board Office a report of all travel activity, which includes the travel of all Directors and employees.

4.5. Annual Audit

The Office of Audit shall conduct an annual audit of all travel expenses and

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present results of the audit to the President and CEO and Executive and Governance Committee of the Board.

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5.0 Travel Authorizations

5.1. Preparing the Travel Authorization/Advance Form

The Travel Authorization/Advance Form (Attachment 2 – Form AC-10 (Travel Authorization/ Advance)) shall be prepared to provide an estimate of the cost of non-Local Travel for budgetary purposes.

The Traveler's office must maintain a copy of the Travel Authorization/Advance Form until it has been submitted to Finance.

5.2. Approving Officials for Travel Authorizations

If the Traveler is...	Approval must be made in advance by...
Chairman of the Board	Vice-Chairman of the Board
Board Office (other than Chairman)	Chairman of the Board
President and CEO ("CEO")	CFO
Executive Vice President and COO ("COO")	CEO
Vice President	CEO or COO
Air Service Planning & Development Staff	Vice President
Staff or other Traveler not listed above	<u>Domestic Trips:</u> Vice President <u>International Trips:</u> Vice President, and Either the CEO or COO

Travel Authorization approval by the Chairman of the Board or Vice Chairman of the Board shall be applied consistently and shall not be unreasonably withheld.

The Board Office is not required to obtain a Travel Authorization for travel to Board and Committee meetings and any function, meeting, or event other than conferences for which the invitation has been extended to all Directors or Directors on the same Committee. If there is a vacancy or extended unavailability of an Approving Official on the Board, the Chairman of the Board or other Board Officer shall submit a Travel Authorization to the Board Secretary for approval.

5.2.1. Responsibility of Approving Officials for Travel Authorizations

It is the responsibility of the Approving Official to ensure, prior to authorizing travel, that the requested travel is reasonable, in compliance with this Policy, and that sufficient funds for travel are available in the department budget.

5.2.2. Appeal of Denied Travel Authorization

If a travel request for the Board Office is declined, the Traveler may appeal the decision to the Executive and Governance Committee.

5.3. Allowable Costs

Allowable costs include: round trip mileage to and from the point of common carrier Transportation, standard parking (not including valet parking, unless valet parking is the only option available), taxi fare to and from the point of common carrier Transportation or work location, shuttle bus fares, common carrier Transportation, Daily Expenses, car rental, telephone charges as described hereafter, and conference or meeting fees if appropriate. NOTE:

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Mileage to or from the airport may not be approved on workdays if the Traveler is required to report to work before or after the trip and works at the airport at which the flight is departing or arriving.

5.4. Amending a Travel Authorization/Advance Form

If travel plans change significantly, an amended Travel Authorization/Advance should be prepared. Significant changes are defined as changes that either increase or decrease the number of travel days or vary the estimated cost by 20 percent or more.

A Travel Authorization/Advance may be amended by (a) canceling the original Authorization and preparing a new Authorization using a new Authorization Number; or (b) amending the existing Authorization and initialing the changes; or (c) preparing a new Travel Authorization/Advance with the changes using the same number and stamped or marked "amended". Under "Remarks," the reason for the modification should be explained in detail. The Approving Official shall approve the amended Authorization.

5.5. Business and Personal Travel Combined

If a Traveler desires to combine a business trip with personal time, the Traveler shall indicate that in the appropriate section of the Travel Authorization/Advance Form and annotate the dates of personal leave. Approval to combine Personal Travel with business travel is at the sole discretion of the Approving Official. The Traveler shall reimburse the Airports Authority for the difference the Airports Authority would have paid for the most direct route to the business destination. Allowable expenses, as defined, are only reimbursable for the Traveler for the business portion of the trip.

5.6. Transportation

If a Traveler wants to use tickets that include weekend days to obtain savings on airfare, the Approving Official must concur and specifically note this on the Travel Authorization before their purchase. Evidence of the savings received from a weekend stay shall be provided in the form of dated quotes from the airline, hotel and estimated subsistence for the weekend stay versus the weekday airline ticket round trip cost.

To minimize costs, Travelers are encouraged to book Transportation as early as possible.

5.6.1. Air Travel

Travelers are required to obtain discount fares to the extent possible and purchase economy class tickets. Unrestricted or changeable tickets are allowable. Travelers may upgrade to a different class at their own expense. If travel is outside of the continental (contiguous) United States, the Board Office may purchase the next higher class over economy without prior approval, unless the next higher upgrade results in first class accommodations which must be approved in advance by the Approving Official. Travelers other than the Board Office may request advance approval from the appropriate Approving Official for the next higher class over economy if travel is outside the continental (contiguous) United States. Travelers may, with advance approval from the appropriate Approving Official, purchase other than economy class when necessary to accommodate a medical disability or other special need. Blanket

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authorization of other than economy class transportation accommodations is prohibited; authorizations shall be on an individual trip-by-trip basis.

Baggage fees charged by airlines for checked luggage will be reimbursed for up to two bags.

5.6.2. Train Travel

Travelers are required to purchase economy class or Acela business class tickets for train fares. The appropriate Approving Official may authorize the next higher class or Pullman car fares if the trip is greater than 6 hours or the travel is overnight. Travelers may, with advance approval from the appropriate Approving Official, purchase other than economy class when necessary to accommodate a medical disability or other special need. Blanket authorization of other than economy class transportation accommodations is prohibited; authorizations shall be on an individual trip-by-trip basis.

5.6.3. Car Rental

Car rental shall be authorized only when local Transportation is not practical or would be more expensive. Car rentals, if authorized, are limited to intermediate size vehicles. The Approving Official shall annotate the justification for use of a rental car in the "Remarks or Special Provisions" section on the Travel Authorization/Advance.

To the extent possible, the Airports Authority encourages Travelers to coordinate Transportation services when two or more Travelers are traveling at the same time to the same destination. Travelers shall not utilize the car rental pre-paid gasoline option.

The Airports Authority maintains insurance for Travelers renting automobiles while on official travel. The Airports Authority will not reimburse the Loss Damage Waiver (LDW) and Personal Accident Insurance (PAI) provisions of a rental car agreement. The Traveler shall use personal funds to purchase LDW or PAI or provide personal auto insurance coverage to cover any Personal Travel. The business portion of the rental car expense shall be a ratio of total business days used to total days of the rental car contract.

If the Traveler is involved in an accident while traveling on official business, he/she shall report the accident to the local authorities, the car rental company, their supervisor, or, in the case of a Member of the Board of Directors, the Chairman of the Board, and follow the Airports Authority's procedures as outlined in the Risk Management Claims Procedure Manual.

5.6.4. Private Aircraft

The use of a non-commercial privately owned aircraft is not authorized.

5.6.5. Personal Vehicle

Travelers are not authorized to use their personal vehicle for Airports Authority business, except for Local Travel or when authorized by the Approving Official. The Traveler's insurance policy for his/her personal vehicle shall be the primary policy when that vehicle is used on Airports

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Authority business. The Airports Authority provides coverage for liability in excess of the Traveler's policy.

5.6.6. Travel Routing

Travel shall be arranged by the route and Transportation mode that is most cost effective to the Airports Authority, except when otherwise necessary for Air Service Planning & Development purposes and must be authorized in advance by the Vice President of Air Service Planning & Development. The Traveler shall bear any additional cost incurred as a result of deviation from this route for personal reasons. Travelers shall indicate all calculations clearly on the Expense Reimbursement Request to support the amount claimed. If the Traveler is authorized to use a privately owned vehicle, reimbursement is limited to the lesser of actual expense at the current Mileage Rate or the direct route advance purchase ticket.

5.6.7. Taxis, Shuttle Services and Other Courtesy Transportation

Transportation expenses in the performance of Airports Authority business travel are reimbursable for the usual fare plus tip for use of a taxi, shuttle service or other courtesy transportation.

5.7. Hotel Accommodations

If traveling to an event and a host hotel is provided at a reasonable rate, Travelers should stay at the host hotel unless rooms are sold out at the host hotel rate. If rooms are no longer available at the host hotel rate, the Traveler should make every effort to find a room at a comparable cost.

If purpose of the travel is for a meeting or event that does not include a host hotel, the Traveler should make every effort to find a hotel with reasonable rates.

To minimize costs, Travelers are encouraged to book lodging as early as possible. In addition, the lowest possible (government, conference, corporate) rates at the selected hotel should be obtained when making hotel reservations. Non-standard, premium/deluxe suites or upgrades are acceptable only when there is no additional cost to the Airports Authority. Travelers may upgrade at their own expense. Travelers should provide their credit card information at check in to ensure that they are billed directly for all hotel charges.

6.0 Travel Advances

6.1. General

The Board Office and employees may request Travel Advances to cover their estimated out-of-pocket expenses while traveling on official business. The requested amount of the Travel Advance may not exceed the total cost estimate authorized in the Travel Authorization/Advance request.

6.2. Approval and Submission Requirements

A Traveler may request a Travel Advance by completing Form AC-10, Travel Authorization/Advance Request (Attachment 2 – Form AC-10 (Travel Authorization/ Advance)), and having it approved by his/her Approving Official. To allow sufficient time to process the request, Travelers are encouraged to submit the request at least 10 business days before the start of the trip.

6.3. Payment of Travel Advances

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Generally, Travel Advances will be paid to the Traveler no sooner than 15 business days before travel commences.

Travel Advances shall not be issued through the Agent Cashier.

6.4. Repayment of Travel Advances

Travel Advances must be settled by completing an Expense Reimbursement Request (see Section 9.0). If the amount submitted in the Expense Reimbursement Request is less than the amount of the Advance, the Traveler must send a personal check payable to MWAA routed to Accounts Payable (MA-22B) with the Expense Reimbursement Request. Travel Advances may also be repaid by returning the original check.

6.5. Failure to Repay Advances and Potential Payroll Deduction

The Traveler shall submit an Expense Reimbursement Request within 30 days after returning from the trip. Any Travel Advance still outstanding 45 days after returning from the trip shall be referred to the Controller who shall notify the Traveler and the Traveler's Vice President that the amount will be deducted from his/her next paycheck within 10 days and future requests for Travel Advances to the Traveler will be denied.

7.0 Making Reservations

The Traveler may use the Airports Authority travel agents or his/her personal method of payment. If a Travel Authorization is required as defined in Section 5.2, the Traveler MUST obtain the Approving Official's signature and a Travel Authorization number prior to purchasing any tickets. If it is determined a ticket was purchased or reservation requiring a deposit was made prior to approval and receipt of a Travel Authorization number, the Traveler may have to pay for the items purchased.

7.1. Travel Agent

The Airports Authority has an established contract with a travel agency (Attachment 3). The Traveler may use the travel agent to make airline or train reservations. Hotel reservations, and/or car rental reservations (if authorized) may be made by the travel agent if a personal data sheet completed by the Traveler is on file with the agent. When making reservations with the Airports Authority's travel agent, Travelers should be as flexible as possible on their departure and return dates to take advantage of discount fares. The travel agent charges a fee for the service, which is part of the total cost of the ticket.

In the event of a national security incident, the travel agent will be able to provide vital information on the Traveler's itinerary and/or current location.

7.1.1. Problems with Ticketing or the Travel Agent

The travel agent provides a toll free number to be used during the travel period. The Airports Authority's travel agent and Airports Authority staff making the arrangements can easily remedy most ticketing reservation problems. If a problem cannot be resolved with the travel agent, the details should be reported to Accounts Payable, MA-22B.

7.2. Using the Internet or Contacting Carriers Directly

Travelers may use the Internet or contact carriers directly in an effort to obtain better prices. The Traveler is expected to use/obtain discount fares to the extent possible and purchase only economy class tickets.

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8.0 Local Travel

8.1. Reimbursable Expense for Local Travel

Reimbursable expenses for Local Travel while on Airports Authority business include mileage, standard parking (not including valet parking, unless valet parking is the only option available, public transit (Metrorail), and tolls. Accounts Payable shall reimburse expenses incurred during Local Travel upon receipt of an approved Form AC-13, Expense Reimbursement Request (Attachment 4). Local Travel reimbursements may be signed by the Department Manager or designated official.

Only Travelers on official Airports Authority business on their regular day off shall be reimbursed for meals during normal working hours.

Mileage to and from the workplace on a regularly scheduled day off is not reimbursable if an employee is reporting for work to perform his/her regular duties. Union employees shall refer to their current executed agreement with the Airports Authority.

8.2. Local Travel From Home Versus Work

If Local Travel to a meeting or training is from home rather than work on a normal business day, the normal commuting expenses to and from work shall be deducted from the claim.

8.3. Airports Authority-Sponsored Activities and Events

Travelers shall not be reimbursed for Local Travel expenses or meals incurred while participating in Airports Authority-sponsored activities and events for which attendance is not mandatory.

9.0 Expense Reimbursements

9.1. Completing the Expense Reimbursement Request

9.1.1. General Guidelines

The requestor must complete an Expense Reimbursement Request to request reimbursement of travel expenses. Expense Reimbursement Requests must be typed and signed by the requestor or submitted electronically through the i-Expense system. The address used on the form should be the requestor's preferred check mailing address or noted electronic funds transfer for direct deposit. The accounting code on the bottom of the form must be the same as that on the Travel Authorization.

9.1.2. Receipts

Requestors shall maintain all receipts related to travel on Airports Authority business. If submitting the Expense Reimbursement Request electronically through the i-Expense system, receipts must be submitted electronically and must be legible. Those not required to submit the Expense Reimbursement Request electronically must attach original receipts to the Expense Reimbursement Request and forward them to Accounts Payable, MA-22B.

Detailed receipts are required for all expenses in excess of \$25.00. For a credit card purchase, the signature page, as well as the detail of the purchase, are required. The requestor shall provide receipts for room/hotel meals that show total daily meal expenses of more than \$25.00 per day. (Hotels will provide this receipt upon request.)

The original itinerary and receipt for airfare shall be provided to document the travel. It is important that the employee's name, method of payment, date, time, airline flight numbers and applicable changes are clearly evident from the documentation provided.

Topic:	Travel Policy	Topic No:	To Be Determined
Function:	General Accounting	Updated:	September 5, 2012
Section:	Cash Disbursements	Owner:	Office of Finance
Applicability:	Airports Authority-wide, including Directors	Status:	FINAL

Requestors may submit a per diem claim up to \$25.00 without receipts for total daily meal and Incidentals expenses (including applicable taxes and tips). Reimbursement requests for meals and Incidentals totaling more than the allotted \$25.00 per diem require detailed receipts.

Travelers shall be reimbursed for the actual cost of lodging for the business portion of the trip. The Traveler's lodging receipt must show each night registered. A lump sum billing, covering a number of days, is not acceptable. Online bookings may preclude daily charges from showing on the hotel receipt, however in this event, the Traveler must obtain evidence from the hotel indicating dates of stay. Travelers are discouraged from pre-payment lodging expenses unless clearly documented significant savings is evidenced in the Travel Authorization/Advance and approved in advance by Approving Official. The Traveler may claim Daily Expenses for the business portion of the trip only.

Receipts for gasoline purchases for a rental car are required regardless of cost.

9.1.3. Daily Expenses for Meals and Incidentals

Daily Expenses for meals (including applicable taxes and tips) and Incidentals should be reasonable and must not exceed the authorized limit, as defined in Attachment 5. The Office of Finance shall adjust this limit to remain consistent with federal travel policy.

9.1.4. Allowed Expenses for Travel

Tips in excess of the following amounts may be denied:

- \$2.00 per incident for baggage handlers, porters, shuttle drivers
- 20 percent of bill for meals
- 20 percent of trip charge for taxis

A claim for any expense involving tips will constitute a certification on the part of the requestor submitting the claim that those amounts were actually given to the service provider.

Dry cleaning and laundry expenses are allowed only for trips exceeding six (6) nights and seven (7) days. Rental cars are allowed only if approved on the Travel Authorization/Advance Form. Gasoline purchases incurred while traveling on business purposes shall be reimbursed only with receipts, regardless of cost. Work-related phone calls (e.g., to the office, voicemail, or other necessary business calls) as well as reasonable personal phone calls shall be reimbursed.

Meals provided in the prepaid cost of activities will not be reimbursed if the requestor chooses to obtain his/her meals elsewhere. Exceptions may be granted by the Approving Official.

Mileage is reimbursable to and from the destination at the Mileage Rate set by the set by the IRS per mile traveled for business. See

Attachment 1 – Mileage Rate

TO: Users at CF, Users at DCA; Users at IAD; Users
FROM: Wanda Onafuwa, Accounts Payable Manager
DATE: January 1, 2012

Topic:	Travel Policy	Topic No:	To Be Determined
Function:	General Accounting	Updated:	September 5, 2012
Section:	Cash Disbursements	Owner:	Office of Finance
Applicability:	Airports Authority-wide, including Directors	Status:	FINAL

SUBJECT: IRS Mileage Rate

The IRS standard business mileage rate effective January 1, 2012 is 55.5 cents per mile. Please use this rate on all expense reimbursement requests for travel beginning January 1, 2012 through December 31, 2012.

For all employees the Oracle i-Expense module will reflect the current mileage rate. For non-users of i-Expense we have updated the appropriate Expense Reimbursement forms found in the MA-20 forms folder on Live Link.

Should you have additional questions please contact me at extension 71201.

Thank You.

9.1.5. Personal Expenses

Personal Expenses are not reimbursable.

9.2. Approving Officials for Expense Reimbursement Requests

If the requestor is...	Approval must be made by...
Chairman of the Board	Vice-Chairman of the Board
Board Office (other than Chairman)	Chairman of the Board
CEO or COO	CFO or Designee
Vice President	CEO or COO
Staff or other requestor not listed above	Vice President or Designee

Expense Reimbursement Request approval by the Chairman of the Board or Vice Chairman of the Board shall be applied consistently and shall not be unreasonably withheld.

If there is a vacancy or extended unavailability of an Approving Official on the Board, the Chairman of the Board or other Board Officer shall submit an Expense Reimbursement Request to the Board Secretary for approval.

9.3. Currency Conversion

The Airports Authority will reimburse for out-of-country expenses for approved international travel on the basis of credit card statements and receipts, including currency conversion fees and credit card foreign exchange fees, for business-related transactions. The reimbursement rate is based on the exchange rate used by the Traveler's credit card company in calculating its "local currency" payment. The use of Automated Teller Machines (ATMs) is encouraged to minimize these fees.

9.4. Submission Requirements

The Board Office and non-employees (such as job candidates, external procurement panel members, etc.) submit the approved Expense

Topic:	Travel Policy	Topic No:	To Be Determined
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Section:	Cash Disbursements	Owner:	Office of Finance
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Reimbursement Request using the Form AC-13 (Attachment 4), which is available on Livelink, under MA-20 (Finance), in the Finance Forms folder and in the warehouse of each airport. The Form must be submitted to Accounts Payable (MA-22B) within 30 days after completion of the trip. If a Travel Authorization/Advance is required, a copy should be submitted with the Expense Reimbursement Request.

Employees must submit Expense Reimbursement Requests electronically through the i-Expense system within 30 days after completion of the trip. If a Travel Authorization/Advance is required, a copy should be submitted with the Expense Reimbursement Request. Upon appropriate approvals, the electronic Expense Reimbursement Request will be routed to Accounts Payable.

9.4.1. Cancellation With Charges Incurred

If a trip is cancelled and charges were incurred (e.g., airfare or hotel reservations), an Expense Reimbursement Request shall be prepared and approved by the Approving Official. The Traveler shall provide a brief written explanation for the cancellation, submit the Expense Reimbursement Request with a copy of the Travel Authorization/Advance Form clearly marked "CANCELED," and return any Advance money received to Accounts Payable, MA-22B, within 10 business days of the cancellation.

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Function:	General Accounting	Updated:	September 5, 2012
Section:	Cash Disbursements	Owner:	Office of Finance
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10.0 Miscellaneous	<p>10.1. Travel Expenses Paid by Outside Parties In circumstances when an employee's expenses are eligible for reimbursement by a third party, the employee should submit the Travel Authorization to Accounts Payable (MA-22B) and note on the Travel Authorization the third party reimbursement, including the name and billing contact for the third party. After submitting the Expense Reimbursement Request, Accounts Payable will submit an invoice to the third party directing reimbursement be made directly to the Airports Authority.</p> <p>10.2. Personal Injury Accidents A Traveler has the responsibility to seek medical attention if he/she is injured while traveling on official business and to notify his/her immediate supervisor as soon as possible. The Workers' Compensation insurance company shall determine if the injury will be compensable under the Virginia Workers' Compensation Act. The Traveler should follow the Airports Authority's internal reporting procedures as outlined in the <i>Risk Management Claims Procedure Manual</i>.</p> <p>A personal accident policy is also in effect for foreign Travelers. The Traveler shall contact the Risk Management Department prior to foreign travel for current policy information.</p>
11.0 Exceptions to the Policy	<p>Exceptions to this Policy shall be explained in detail on the Expense Reimbursement Request. When circumstances arise that are not directly covered in these written procedures, Travelers are expected to use sound judgment and provide detailed documentation on the reimbursement request in support of variances.</p> <p>Any exception to this policy requested by the Board Office must be approved in writing by the Chairman of the Board of Directors. If denied, the decision may be appealed to the Executive and Governance Committee.</p> <p>Any exception to this policy requested by staff must be approved in writing by the CEO or COO.</p>
12.0 Questions	<p>Questions regarding this Policy should be directed to Accounts Payable, MA-22B, on (703) 417-8722.</p>
13.0 Effective Date	
14.0 Approvals	

Topic:	Travel Policy	Topic No:	To Be Determined
Function:	General Accounting	Updated:	September 5, 2012
Section:	Cash Disbursements	Owner:	Office of Finance
Applicability:	Airports Authority-wide, including Directors	Status:	FINAL

**Attachment 1 –
Mileage Rate**

TO: Users at CF, Users at DCA; Users at IAD; Users at PSD; Users at DCE
FROM: Wanda Onafuwa, Accounts Payable Manager
DATE: January 1, 2012
SUBJECT: IRS Mileage Rate

The IRS standard business mileage rate effective January 1, 2012 is 55.5 cents per mile. Please use this rate on all expense reimbursement requests for travel beginning January 1–December 31, 2012.

For all employees the Oracle i-Expense module will reflect the current mileage rate . For non-users of i-Expense we have updated the appropriate Expense Reimbursement Request forms found in the MA-20 forms folder on Live Link.

Should you have additional questions please contact me at extension 71201.

Thank You.

Topic: Travel Policy
Function: General Accounting
Section: Cash Disbursements
Applicability: Airports Authority-wide, including Directors

Topic No: To Be Determined
Updated: September 5, 2012
Owner: Office of Finance
Status: FINAL

**Attachment 2 –
Form AC-10
(Travel
Authorization/
Advance)**

Page 1 of 1

Metropolitan Washington Airports Authority
TRAVEL AUTHORIZATION/ADVANCE

TRAVEL ESTIMATE	
From: _____	To: _____ Return To: _____
<small>(Separate multiple destinations by commas)</small>	
From: _____	To: _____
COST ESTIMATE	
Transportation	\$ _____
Rental Car (must be pre-authorized)	\$ _____
Lodging	\$ _____
Meals	\$ _____
Other	\$ _____
	\$ _____
	\$ _____
TOTAL ▶	\$ 0.00

L. Personal time requested _____ **Dates of personal time:** _____

TRAVELER'S INITIALS	
L. CHECK	Estimated cost of trip (from total Cost Estimate above) \$ _____
	LESS:
	Transportation cost charged to the Authority \$ _____
L. ACH	Other costs paid directly by the Authority \$ _____
	TOTAL ▶ \$ 0.00
Traveler is hereby authorized to perform travel as indicated above and to be reimbursed for necessary expenses for travel in accordance with Authority policy.	

**Attachment 3 –
Airports
Authority Travel
Agent**

Globetrotter Travel Management Services, Inc.
Phone: (301) 570-0800 (Press 1 for Reservations)
travel@globetrottermgmt.com

Topic:	Travel Policy	Topic No:	To Be Determined
Function:	General Accounting	Updated:	September 5, 2012
Section:	Cash Disbursements	Owner:	Office of Finance
Applicability:	Airports Authority-wide, including Directors	Status:	FINAL

**Attachment 4 –
Form AC-12
(Expense
Reimbursement
Request)**

Metropolitan Washington Airports Authority
EXPENSE REIMBURSEMENT REQUEST 2012

Page 1 of 1

NAME (Last, First, MI)		EMPLOYER'S ADDRESS		
ADDRESS (Street, City, State, Zip Code)		DATE SUBMITTED		
PURPOSE OF EXPENSE REQUESTED		DATE OF TRAVEL		
EXPENSES				
DATE	DESCRIPTION OF EXPENSE	AMOUNT	DATE OF EXPENSE	AMOUNT TO REIMBURSE
				\$0.00
				\$0.00
				\$0.00
				\$0.00
				\$0.00
				\$0.00
				\$0.00
				\$0.00
				\$0.00
				\$0.00
				\$0.00
				\$0.00
				\$0.00
				\$0.00
				\$0.00
				\$0.00
				\$0.00
RECEIPT/RECEIPTS (Attach to request amount and date if applicable)			TOTAL REIMBURSE	
			\$0.00	
I certify that these expenses were incurred for official business and were not previously reimbursed.				
EMPLOYEE SIGNATURE		DATE		
APPROVAL SIGNATURE (If required, please provide signature of Approver)		DATE		
APPROVED FOR CASH		DATE		

**Attachment 5 –
Daily Meals &
Incidentals Limit**

Daily Expenses for meals (including applicable taxes and tips) and Incidentals must not exceed the authorized limit, which is based on §301-11.18 of the Federal Travel Regulation.

As of August 31, 2012, the authorized limit for daily meals and incidentals is \$71.



COMMONWEALTH of VIRGINIA

Office of the Governor

Sean T. Connaughton
Secretary of Transportation

September 4, 2012



Mr. Michael Curto
Chairman
Metropolitan Washington Airport Authority
1 Aviation Circle
Washington, D.C. 20001

Dear Chairman Curto:

You and Governor McDonnell received similar letters from Mr. Andrew Keyes, counsel to Dennis Martire, in which Mr. Keyes forwards an argument by Mr. Martire that Virginia MWAA appointee, Mr. Stottlemeyer, is ineligible to serve because he also serves the people of Virginia as a Member of the Board of Visitors of the College of William and Mary. Mr. Martire apparently feels that Mr. Stottlemeyer's service with the College is inconsistent with the requirement of Virginia Code Section 5.1-155(B), which states, in part, that "[MWAA] Members shall not hold elective or appointive public office. . . ."

As far as I know, there has been no communication to the Commonwealth from MWAA indicating that this letter is being treated as anything other than what it is – frivolous mischief motivated by Mr. Martire's litigation strategy in his challenge to his removal for cause on June 14th, 2012, by Governor McDonnell. Nonetheless, I am authorized to convey the Commonwealth's views before MWAA's meeting on September 5th, 2012.

Mr. Stottlemeyer was thoroughly vetted prior to his appointment by Governor McDonnell. He meets all federal, Virginia and MWAA requirements for service on the Board. The Governor was aware of Mr. Stottlemeyer's valued service on the Board of Visitors at the College of William and Mary when he appointed him to the MWAA Board. There is nothing in Mr. Martire's letter that suggests to the Commonwealth that MWAA should be deprived of Mr. Stottlemeyer's considerable skill and knowledge. The Commonwealth is very grateful to Mr. Stottlemeyer for his willingness to contribute to the councils of MWAA.

Section 5.1-155(B) echoes federal statutory and MWAA internal requirements intended to protect the independence of the MWAA Board. See, 49 U.S.C. § 49106(c)(4)(A) and MWAA By-laws, Section 1.b.(i).

Mr. Michael Curto
September 4, 2012
Page 2

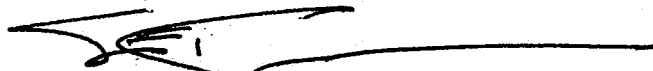
It acts to bar the appointment of members of the legislative and executive branches of the Commonwealth Government, just as the federal statute restricts appointment of Members of Congress or presidential appointees to the Board. MWAA's by-laws confirm that there is no prohibition on MWAA members being appointed to part-time, civic or other sorts of volunteer posts.

Prior to his removal, Mr. Martire served on the MWAA Board while at the same time being an appointed member of Governor O'Malley's Blue Ribbon Commission on Transportation Funding. He also served, while an active MWAA Board Member, as a member of the Pennsylvania Workforce Investment Board. At no time did he resign, ask to be removed, or suggest to MWAA or to the Commonwealth that these appointments disqualified him from MWAA service. This circumstance buttresses the Commonwealth's view that Mr. Martire's attack on Mr. Stottlemeyer is nothing more than a wasteful, litigation-driven effort to compromise and distract the functions of the MWAA Board at a time when it faces significant issues related to the operations of Reagan National and Dulles International Airports and their access infrastructure.

That Mr. Martire's attack on Mr. Stottlemeyer was conveyed by Williams & Connolly is not lost on the Commonwealth. I would appreciate your assurances that tolls and airport fees paid by Virginians are not being diverted from their intended uses to finance, in whole or in part, Mr. Martire's attacks on MWAA and its Board Members, be they Messrs. Stottlemeyer, Davis, Conner, Ms. Merrick, Dr. Chapman, or Ms. McConnell.

I ask that you forward this statement to Mr. Brinkley for inclusion in the record of your September 5th meeting. Please do not hesitate to contact me if you have any questions about this statement.

Sincerely,



Sean T. Connaughton