



RESOLUTION NO. 11-23

**Authorizing Issuance of
Airport System Revenue and Refunding Variable Rate Bonds, Series 2011A,
Airport System Revenue and Refunding Variable Rate Bonds, Series 2011B,
Airport System Revenue and Refunding Bonds, Series 2011C,
Airport System Revenue Refunding Bonds, Series 2011D, and
Taxable Airport System Revenue Refunding Bonds, Series 2011E**

WHEREAS, The Metropolitan Washington Airports Authority ("Airports Authority") desires to authorize the issuance of Airport System Revenue and Refunding Variable Rate Bonds, Series 2011A (the "Series 2011A Bonds"), Airport System Revenue and Refunding Variable Rate Bonds, Series 2011B (the "Series 2011B Bonds"), Airport System Revenue and Refunding Bonds, Series 2011C (the "Series 2011C Bonds"), Airport System Revenue Refunding Bonds, Series 2011D (the "Series 2011D Bonds"), and Taxable Airport System Revenue Refunding Bonds, Series 2011E (the "Series 2011E Bonds" and together with the Series 2011A Bonds, the Series 2011B, the Series 2011C, and the Series 2011D Bonds, the "Series 2011 Bonds") which may be issued in one or more series or subseries in an aggregate principal amount not to exceed \$700,000,000 to finance or refinance a portion of the costs of certain capital improvements ("Projects") at Ronald Reagan Washington National Airport and Washington Dulles International Airport (the "Airports") and for other purposes identified below;

WHEREAS, A public hearing has been held relating to the Projects to the extent required by Section 147 of the Internal Revenue Code of 1986, as amended (the "Code");

WHEREAS, The Governor of Virginia and the Mayor of the District of Columbia have approved the issuance of the Series 2011 Bonds, to the extent that such bonds are subject to Section 147 of the Code;

WHEREAS, The Airports Authority in Resolution No. 11-19 authorized the direct purchase of the Series 2011A Bonds by Wells Fargo Bank, National Association, acting as lead arranger, PNC Bank, National Association, and Union Bank, N. A. (the "Wells Fargo Group") and authorized the interest rate on such

Series 2011A Bonds to be based initially on the London Interbank Offered Rate Index (the "LIBOR Index");

WHEREAS, The Airports Authority in Resolution No. 11-19 also authorized the direct purchase of the Series 2011B Bonds by Citibank NA ("Citibank") and authorized the interest on such Series 2011B Bonds to be based initially on the Securities Industry and Financial Markets Association Municipal Swap Index (the "SIFMA Index");

WHEREAS, The Airports Authority has selected a syndicate of investment banking firms to serve as underwriters for the program financing and refinancing costs of certain capital improvements at the Airports and desires to appoint investment banking firms from the syndicate to serve as senior bookrunning manager and co-managers for the sale of the Series 2011C Bonds, the Series 2011D Bonds and the Series 2011E Bonds;

WHEREAS, The Airports Authority desires to appoint, from the syndicate of investment banking firms, JP Morgan Securities LLC as senior bookrunning managing underwriter (the "Managing Underwriter") and Barclays Capital Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Citigroup Global Markets Inc., Loop Capital Markets, LLC., Morgan Stanley & Co. Incorporated, Siebert Brandford Shank & Co., L.L.C., Morgan Keegan & Company, Inc., and Wells Fargo Bank, National Association as the co-managing underwriters (the "Co-Managing Underwriters") for the Series 2011C Bonds, the Series 2011D Bonds and the Series 2011E Bonds;

WHEREAS, The Airports Authority desires that proceeds of the Series 2011A Bonds be used (1) for the current refunding of a portion of the outstanding Airport System Revenue Variable Rate Refunding Bonds, Series 2002C, which are secured by letter of credit provided by Dexia Credit Local, acting through its New York Agency (the "Series 2002C Bonds"), (2) for the current refunding of a portion of the outstanding Airport System Revenue Variable Rate Bonds, Series 2009A, which are secured by a standby bond purchase agreement provided by Landesbank Baden-Württemberg, acting through its New York Branch (the "Series 2009A Bonds"), (3) for the current refunding of a portion of the outstanding Airport System Revenue Commercial Paper Notes, Series One (the "Refunded CP One Notes"), (4) to pay capitalized interest on the Series 2011A Bonds and certain of the Airport's Authority's outstanding bonds, and (5) to pay a portion of the cost of the Projects;

WHEREAS, The Airports Authority desires that proceeds of the Series 2011B Bonds be used (1) for the current refunding of the balance of the

outstanding Series 2002C Bonds, and (2) to pay a portion of the cost of the Projects;

WHEREAS, The Airports Authority desires that proceeds of the Series 2011C Bonds be used (1) for the current refunding of a portion of the outstanding Airport System Revenue and Refunding Bonds, Series 1998B (the "Series 1998B Bonds"), (2) for the current refunding of all or a portion of the outstanding Airport System Revenue Bonds, Series 2001A (the "Series 2001A Bonds"), (3) to pay capitalized interest on the Series 2011C Bonds and certain of the Airports Authority's outstanding bonds, and (4) to pay a portion of the cost of the Projects;

WHEREAS, The Airports Authority desires that proceeds of the Series 2011D Bonds be used for the current refunding of all or a portion of the outstanding Airport System Revenue Bonds, Series 2001B (the "Series 2001B Bonds");

WHEREAS, The Airports Authority desires that proceeds of the Series 2011E Bonds be used (1) to pay a portion of the cost of the Projects, (2) to pay capitalized interest on the Series 2011E Bonds and certain of the Airport's Authority's outstanding bonds, and (3) for the current refunding of a portion of the outstanding Series 2001A Bonds (the refunded Series 2001A Bonds, together with the refunded Series 1998B Bonds, the refunded Series 2001B Bonds, all of the refunded Series 2002C Bonds, and the refunded Series 2009A Bonds, the "Refunded Bonds");

WHEREAS, The Airports Authority and Wachovia Bank, National Association, executed an interest rate exchange agreement with an effective date of October 1, 2011 (the "Swap Agreement") and the Swap Agreement may be terminated prior to its effective date;

WHEREAS, In the event the Swap Agreement is terminated or amended prior to its effective date, the Airports Authority desires to authorize payment of the resulting swap termination fee, if any, with a portion of the proceeds of the Series 2011 Bonds;

WHEREAS, Ambac Assurance Corporation issued a forward commitment for financial guaranty insurance with respect to the obligations of the Airports Authority under certain Series 2011 Bonds and the Swap Agreement and the Airports Authority desires to authorize a termination of such commitment (the "Ambac Insurance");

WHEREAS, The Airports Authority desires to set forth guidelines for determining the interest rate or rates, maturities, and other terms of the Series 2011 Bonds;

WHEREAS, There has been presented to the Airports Authority the form of the following documents for execution in connection with the issuance of the Series 2011 Bonds, copies of which documents shall be filed in the records of the Airports Authority:

(a) the Fortieth Supplemental Indenture of Trust (the "Fortieth Supplemental Indenture"), between the Airports Authority and the Trustee, relating to the issuance of the Series 2011A Bonds, which supplements the Master Indenture;

(b) the Forty-first Supplemental Indenture of Trust (the "Forty-first Supplemental Indenture"), between the Airports Authority and the Trustee, relating to the issuance of the Series 2011B Bonds, which supplements the Master Indenture;

(c) the Forty-second Supplemental Indenture of Trust (the "Forty-second Supplemental Indenture"), between the Airports Authority and the Trustee, relating to the issuance of the Series 2011C Bonds, the Series 2011D Bonds, and the Series 2011E Bonds, which supplements the Master Indenture;

(d) the form of the Series 2011A Bonds, attached as Exhibit A to the Fortieth Supplemental Indenture;

(e) the form of the Series 2011B Bonds, attached as Exhibit A to the Forty-first Supplemental Indenture;

(f) the forms of the Series 2011C Bonds, the Series 2011D Bonds and Series 2011E Bonds attached as Exhibit A, Exhibit C and Exhibit D, respectively, to the Forty-second Supplemental Indenture;

(g) the Continuing Covenants Agreement relating to the Series 2011A Bonds between the Airports Authority and the Wells Fargo Group (the "Wells Continuing Covenants Agreement");

(h) the Continuing Covenants Agreement relating to the Series 2011B Bonds between the Airports Authority and Citibank (the "Citibank Continuing Covenants Agreement" and together with the Wells Continuing Covenants Agreement, the "Continuing Covenants Agreements");

(i) the Bond Purchase Agreement relating to the Series 2011C Bonds, the Series 2011D Bonds and the Series 2011E Bonds (the "Series 2011C-E Purchase Contract"), between the Airports Authority and the Managing Underwriter and the Co-Managing Underwriters named therein (collectively, the "Series 2011C-E Underwriters");

(j) the Official Statement relating to the public offering of the Series 2011C Bonds, the Series 2011D Bonds and the Series 2011E Bonds (the "Official Statement");

(k) the Refunding Agreement between the Airports Authority and the Trustee relating to the refunding of the Refunded CP One Notes (the "CP One Refunding Agreement"); and

(l) the Refunding Agreements between the Airports Authority and the Trustee relating to the refunding of the Refunded Bonds (collectively, the "Bond Refunding Agreements" and, together with the CP One Refunding Agreement, the "Refunding Agreements"); now, therefore, be it

RESOLVED, That JP Morgan Securities LLC is appointed as senior bookrunning managing underwriter and Barclays Capital Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Citigroup Global Markets Inc., Loop Capital Markets, LLC., Morgan Stanley & Co. Incorporated, Siebert Brandford Shank & Co., L.L.C., Morgan Keegan & Company, Inc., and Wells Fargo Bank, National Association are appointed as co-managing underwriters for the Series 2011C Bonds, the Series 2011D Bonds and the Series 2011E Bonds and the Series 2011C-E Underwriters are authorized to distribute the Official Statement to prospective purchasers of the Series 2011C Bonds, the Series 2011D Bonds, and the Series 2011E Bonds;

2. That the Series 2011B Bonds, the Series 2011C Bonds, the Series 2011D Bonds, and the Series 2011E Bonds shall be issued in book entry form and the Series 2011A Bonds shall be issued in certificated form, each pursuant to the Master Indenture, the Fortieth Supplemental Indenture, the Forty-first Supplemental Indenture and the Forty-second Supplemental Indenture; the Series 2011A Bonds shall be sold to the Wells Fargo Group pursuant to the Wells Continuing Covenants Agreement; the Series 2011B Bonds shall be sold to Citibank pursuant to the Citibank Continuing Covenants Agreement; and the Series 2011C Bonds, the Series 2011D Bonds and the Series 2011E Bonds shall be sold to the Series 2011C-E Underwriters pursuant to the Series 2011C-E Purchase Contract; all upon the terms and conditions specified respectively therein;

3. That the Chairman or Vice Chairman, and the Chairman of the Finance Committee (and if timing and schedule permit, with the advice and consent of the Finance Committee) (the "Authority Representatives"), are authorized until December 31, 2011, and directed to jointly determine, after the Series 2011C Bonds, the Series 2011D Bonds, and the Series 2011E Bonds have been priced in the market, and in the case of the Series 2011A Bonds and the Series 2011B Bonds, the purchase price has been negotiated with the Wells Fargo Group and Citibank, respectively, the following:

(a) the exact principal amount, series, and subseries designation of the Series 2011 Bonds, provided that the aggregate principal amount of the Series 2011 Bonds shall not exceed \$700,000,000 and the aggregate principal amount of the Series 2011A Bonds shall not exceed \$239,000,000, the aggregate principal amount of the Series 2011B Bonds shall not exceed \$217,000,000, the aggregate principal amount of the Series 2011C Bonds shall not exceed \$323,000,000, the aggregate principal amount of the Series 2011D Bonds shall not exceed \$12,000,000 and the aggregate principal amount of the Series 2011E Bonds shall not exceed \$146,000,000;

(b) the respective fixed interest rates or initial variable interest rate modes and initial interest rates of each series or subseries of the Series 2011 Bonds;

(c) the maturity or maturities of each series or subseries of the Series 2011 Bonds, including the amount and date of any mandatory sinking fund redemption for a maturity;

(d) the provisions for redemption, tender and purchase of each series or subseries of the Series 2011 Bonds prior to maturity;

(e) the amount and extent of any credit facility for the Series 2011 Bonds and the provider thereof;

(f) the amount of the debt service reserve requirement, if any, and the provider of any debt service reserve fund surety bond for a series or subseries of the Series 2011 Bonds;

(g) the amount of the purchase price for each series or subseries of Series 2011 Bonds;

(h) the par amount of the Series 1998B Bonds, the Series 2001A Bonds, the Series 2001B Bonds, the Series 2002C Bonds, and the Series 2009A Bonds, if any, to be refunded pursuant to the Refunding Agreements;

(i) whether to terminate or amend the Swap Agreement and use a portion of the proceeds of the Series 2011 Bonds to pay any resulting swap termination fee;

(j) whether to terminate the Ambac Insurance; and

(k) whether to issue the Series 2011E Bonds, the interest on which is expected to be taxable for federal income tax purposes;

all in a manner to achieve the most favorable net effective interest rate while balancing the Airports Authority's exposure to interest rate and market risks on the entire long-term debt within the Airports Authority's Aviation Enterprise Fund, including the Series 2011 Bonds; provided, that the determinations made pursuant to this paragraph shall comply with the following requirements: (i) the maximum term of the Series 2011 Bonds shall not exceed 31 years; (ii) no Series 2011 Bonds shall be subject to redemption at a redemption premium exceeding three percent (3%) of the principal amount thereof; (iii) the underwriters' discount relating to the Series 2011C Bonds, the Series 2011D Bonds and the Series 2011E Bonds shall not exceed two percent (2%) of the principal amount thereof; (iv) the true interest cost of the Series 2011 Bonds shall not exceed nine percent (9%) per annum; (v) the Series 2011C Bonds, the Series 2011D Bonds, and the Series 2011E Bonds shall be offered to the public, and the Series 2011A Bonds and the Series 2011B Bonds shall be sold to the Wells Fargo Group and Citibank, respectively, at a price of not less than 95 percent (95%) and not more than 110 percent (110%) of the principal amount thereof, plus accrued interest; and (vi) the maximum interest rate on any Series 2011 Bond shall not exceed twelve percent (12%) per annum or such higher rate provided in the Continuing Covenants Agreements, the Fortieth Supplemental Indenture, the Forty-first Supplemental Indenture, and Forty-second Supplemental Indenture;

4. That the payment or redemption of the Refunded CP One Notes and the Refunded Bonds with a portion of the proceeds of the Series 2011 Bonds, together with other funds of the Airports Authority, are authorized and directed in the manner and the amounts set forth in the respective Refunding Agreements;

5. That the Chairman or the Vice Chairman is authorized and directed to execute, by manual or facsimile signature, the Fortieth Supplemental Indenture, the Forty-first Supplemental Indenture, the Forty-second

Supplemental Indenture, the Series 2011 Bonds, the Purchase Contracts, the Official Statement, the Refunding Agreements, and the Continuing Covenants Agreements, all of which forms are hereby approved, with such changes, insertions, completions, and omissions as are necessary to reflect the bond principal amounts, the series or subseries designations of the Series 2011 Bonds, and other terms of the Series 2011 Bonds determined pursuant to paragraph 3 of this Resolution, and the execution of these documents by the Chairman or Vice Chairman shall constitute conclusive evidence of their approval by the Airports Authority;

6. That the Secretary or Assistant Secretary is authorized and directed to affix the Seal of the Airports Authority or a facsimile thereof on the Fortieth Supplemental Indenture, the Forty-first Supplemental Indenture, the Forty-second Supplemental Indenture, the Series 2011 Bonds, the Purchase Contracts, the Official Statement, the Refunding Agreements, and the Continuing Covenants Agreements, after their execution by the Chairman or Vice Chairman, to attest the same, by a manual or facsimile signature, and to deliver the Series 2011 Bonds to the Trustee for authentication upon the terms provided in the Master Indenture, the Fortieth Supplemental Indenture, the Forty-first Supplemental Indenture, and the Forty-second Supplemental Indenture;

7. That the Chairman, the Vice Chairman, the President and Chief Executive Officer, and the Vice President for Finance and Chief Financial Officer are each authorized and directed, with respect to the Series 2011 Bonds, to execute one or more tax certificates on behalf of the Airports Authority in implementation of the covenants and agreements set forth in the Fortieth Supplemental Indenture, the Forty-first Supplemental Indenture, and the Forty-second Supplemental Indenture and to make any election permitted by the Internal Revenue Code of 1986, as amended, that is determined by such officer to be to the advantage of the Airports Authority; and the representations, agreements and elections set forth in the executed tax certificates shall be deemed to be the representations, agreements and elections of the Airports Authority, as if the same were set forth in the Fortieth Supplemental Indenture, the Forty-first Supplemental Indenture, and the Forty-second Supplemental Indenture;

8. That the President and Chief Executive Officer and the Vice President for Finance and Chief Financial Officer are each authorized and directed to execute, deliver and file all other certificates and instruments related to the issuance and sales of the Series 2011 Bonds, including Internal Revenue Service Form 8038 or 8038-G, any reimbursement agreement relating to any debt service reserve fund surety bond, and any agreement for the investment of

proceeds from the sale of the Series 2011 Bonds, and to take any further action as the officers may consider necessary or desirable in connection with the issuance and sale of the Series 2011 Bonds, the refunding of the Refunded Bonds, the termination or amendment of the Swap Agreement, the termination of the Ambac Insurance, and the other actions made pursuant to paragraph 3 of this Resolution;


9. That any authorization provided in this Resolution to execute a document shall include authorization to deliver the document to the other parties thereto; and

10. That any other acts of the Chairman, the Vice Chairman, the Chairman of the Finance Committee, the President and Chief Executive Officer, the Vice President for Finance and Chief Financial Officer or any other officer of the Airports Authority that are in conformity with the purposes, intent and conditions of this Resolution and in furtherance of the execution, delivery and performance by the Airports Authority of the Fortieth Supplemental Indenture, the Forty-first Supplemental Indenture, and the Forty-second Supplemental Indenture are hereby authorized, and the authorizations granted herein to such officers of the Airports Authority shall apply equally to any person serving in such capacity on an interim or acting basis, except that the Airports Authority reserves unto itself the authority to appoint or remove any person or entity named, appointed or described in this Resolution or in the form of the Fortieth Supplemental Indenture, the Forty-first Supplemental Indenture, or the Forty-second Supplemental Indenture presented to the Airports Authority who is to serve as underwriter, trustee, or provider of the credit or liquidity facility or in a similar role relating to the Series 2011 Bonds or the Refunded Bonds.

RECORDED VOTE:

Members Present	<u>9</u>
Members in Favor	<u>9</u>
Members Against	<u>0</u>
Members Abstaining	<u>0</u>

Adopted September 7, 2011


Quince T. Brinkley, Jr., Secretary