

SUMMARY MINUTES
AUDIT – LEGAL COMMITTEE
MEETING OF DECEMBER 11, 2013

Mr. Adams chaired the December 11 Audit – Legal Committee Meeting, calling it to order at 9:42 a.m. A quorum was present: Mr. Conner, Ms. Hall, Co-Chair, Ms. McConnell, Mr. McDermott, Ms. Merrick, Mr. Session, Ms. Wells and Mr. Curto, *ex officio*. Mr. Carter, Mr. Chapman, Mr. Gates, Mr. Griffin, Ms. Lang, Mr. Williams were also present.

Mr. Curto stated that he had a conflict of interests in the upcoming matter because he had a substantial financial interest in one of the businesses that will be directly affected by the decisions of the Audit-Legal Committee and the Board. He said that he was recusing himself from participating in the Audit-Legal Committee's and the Board's consideration of this matter. Mr. Curto noted that he had executed a recusal agreement with the Ethics Officer and the Secretary (copy attached). He had asked the Secretary to file his recusal agreement in the Board's official records and stated that he would step away from the Board table while the matter is discussed.

The Committee then met in executive session to receive a report regarding the Evaluation Panel's results of the aviation bond and disclosure counsel procurement. Mr. Curto left the room and was not present during this discussion.

At 11:00 a.m., the Committee recessed its Meeting so that the Board of Directors Meeting could begin promptly, as noticed.

At 11:04 a.m. the Committee reconvened its Meeting, with a quorum present.

At that time, Mr. Curto once again read the statement noting that he was recusing himself from the selection of bond and disclosure counsel for the Authority. He also stated that he had asked Mr. Adams to preside over the matter when it would be presented later that day at the Board Meeting.

With respect to the same matter, Ms. Lang noted that she anticipated that after the start of the new year, one of the businesses that had submitted a proposal under this procurement and will become a member of her employer, the DC Chamber of Commerce, and, in addition, will begin providing some legal services to the Chamber on a *pro bono* basis. Due to this upcoming relationship between this law firm and her

employer, Ms. Lang stated that she recognized that she may have what the Authority's Ethics Code characterizes as an *apparent* conflict of interests in connection with the upcoming agenda item. In this situation, Ms. Lang noted that the Code permits a Director to participate in the agenda item if the Director believes that she is able to participate in the item fairly and objectively, which she believed to be the case.

Therefore, for disclosure, Ms. Lang stated that notwithstanding this anticipated upcoming relationship between one of the law firms that will be directly affected by the Board's action and the DC Chamber of Commerce, she believed that he or she was able to participate fairly and objectively in the best interest of the Authority in the upcoming agenda item which involved the selection of bond and disclosure counsel for the Authority.

Mr. Adams then offered a proposed resolution on the selection of Squire Sanders (US), LLP as bond and disclosure counsel for the Authority's Aviation Enterprise. The Committee approved the recommendation. [Mr. Curto was not seated at the table.] Mr. Adams reported that he would offer a resolution to select the firm when the Board Meeting reconvened later that day.

The Committee recessed its Meeting at 11:10 a.m.

At 1:55 p.m., the Committee reconvened its Meeting, with a quorum present. The Committee then met in executive session to discuss an issue regarding SuperShuttle.

The Meeting was thereupon adjourned at 2:45 p.m.

MWAA Board of Directors Recusal Agreement

FROM: Michael A. Curto

TO: Naomi Klaus, Ethics Officer

This is to affirm that I am disqualified from participating in the following Authority matter due to my substantial financial interest in the business identified below that may reasonably appear to conflict with the fair and objective performance of my official duties:

Authority Transaction or Matter
Staff recommendation for the Selection of
Aviation Bond and Disclosure Counsel

Disqualifying Interest
I have a Substantial Financial Interest In one of the
three businesses that will be directly affected by
the decisions of the Audit-Legal Committee and
the Board in this matter.

In accordance with the Authority's Code of Ethics for Members of the Board of Directors, I agree to recuse myself from participating in the above-listed matter. My recusal prohibits me from approving, disapproving, making, undertaking, influencing, or attempting to influence any action or decision of the Authority with regard to the above-listed Authority matter, or any other Authority matters that may involve or affect the above-listed interest.

For the purpose of this recusal, the Board Secretary has been advised to screen incoming matters to ensure that such matters relating to the above-listed interests are not brought to my attention.

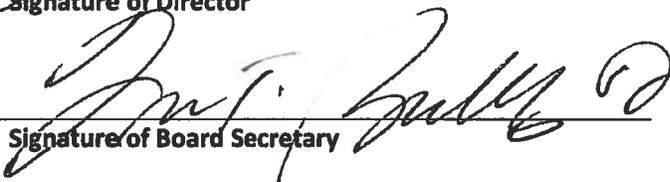
I will seek the assistance of the Ethics Officer if I am ever uncertain whether or not I may participate in a particular matter.



Signature of Director

12/18/2013

Date



Signature of Board Secretary

12/19/2013

Date



Signature of Ethics Officer

12/11/2013

Date