

BOARD OF DIRECTORS MEETING

Minutes of February 16, 2022

The Meeting of the Board of Directors was held virtually using Zoom. Chairperson Sudow called the meeting to order at 11:06 a.m. and welcomed all to the February 16 meeting of the Metropolitan Washington Airports Authority Board of Directors. He stated that he had hoped to hold the meeting in the Corporate Offices of the Airports Authority but due to the continuing spread of COVID-19, management thought it was prudent to hold the day's meetings virtually. He stated that assuming the continuing decline in infection rates, he continues to be hopeful that the March 2022 meeting will be convened in person in the Corporate Offices.

Chairperson Sudow asked the Secretary to confirm that a quorum was present. Thirteen Directors were present during the meeting:

William E. Sudow, Chairperson
Thorn Pozen, Vice-Chairperson
Judith N. Batty
John A. Braun
Katherine K. Hanley
Robert W. Lazaro, Jr.

Mamie Mallory
Timothy Poole
Warner H. Session
David G. Speck
Walter Tejada
Mark E. Uncapher

Joslyn N. Williams

The Secretary and Executive Management were present:

John E. Potter, President and Chief Executive Officer
Chryssa Westerlund, Executive Vice President and
Chief Revenue Officer

Mr. Sudow congratulated the Finance team, including: Andy Rountree, Senior Vice President and Chief Financial Officer; Giedre Ball, Manager, Debt Program; Ken Cushine of Frasca & Associates; and the Financial Advisors; Wells Fargo and the underwriting team; and the individual members of the collective team that contributed to the extraordinary results of the Dulles Toll Road bond transaction. He stated that as all present heard during the day's Finance



Committee Meeting, the transaction took place in a highly volatile and very challenging market situation but notwithstanding that, the Airports Authority achieved exceptional results, beyond the optimistic estimates of cost savings anticipated. Mr. Sudow stated that the entire effort and initiative, as summarized earlier, was not accidental and was not just luck, but was the result of a lot of preparation, skill, and hard work, and is a tribute to not only the internal staff of the Airports Authority, but to the team that Mr. Rountree and others created.

Mr. Sudow recognized Wells Fargo and its leadership team of Ken Carney, Julie Berger, and Julie Coursey and expressed appreciation to them for the opportunity to watch parts of the virtual handling of the orders for the transaction over the previous two days. He stated that in the past, many of the Directors had been physically present for bond transactions, but even virtually all could appreciate the decision making that took place throughout. Mr. Sudow stated that there were multiple caucuses and decisions that contributed to the great result, and again recognized and expressed appreciation for the experience and the skill and expertise of the team that was assembled to oversee and execute the transaction. He reiterated his appreciation to Mr. Rountree and Ms. Ball for the opportunity to work with them on the transaction and stated that he looked forward to working with the team on other equally important bond transactions, particularly for the Aviation Enterprise, during the year.

Mr. Sudow stated that the Board has a number of legacy actions to address during the year for the Aviation Enterprise and that the members could expect increasing demands on their time not only for Committee Meetings and Board Workshops, but additional briefings with CEO Jack Potter and members of the executive management team. He stated that he looked forward to a very important year, added that the Airports Authority started off well in January, and has a lot ahead to address in 2022.

I. MINUTES OF THE JANUARY 19, 2022 BOARD OF DIRECTORS MEETING

The Chairperson called for the approval of the Minutes of the January 19, 2022 Board of Directors Meeting, Tab 15, which were unanimously approved.

II. COMMITTEE REPORTS

a. Risk Management Committee – Mark Uncapher, Co-Chair

Mr. Uncapher reported that the Risk Management Committee had last met January 19, 2022. At its meeting that day, the Committee approved the December 15, 2021 Summary Minutes as well two recommendations, including one recommendation to approve a contract award for Dulles Corridor Enterprise Bond and Disclosure Counsel Services and a second recommendation to approve the 2022 Audit. He stated that both recommendations would be considered by the Board of Directors later in the day's meeting.

b. Dulles Corridor Committee – Kate Hanley, Co-Chair

Ms. Hanley reported that the Dulles Corridor Committee met on January 19, 2022, when it approved the Summary Minutes of the December 15, 2021 Dulles Corridor Committee Minutes and received the Dulles Corridor Metro Rail Project Phase 2 Cost and Schedule Update as of November 30, 2021. Ms. Hanley stated that the Committee also met earlier that day, prior to the Board Meeting, and approved the Summary Minutes of the January 19, 2022 Dulles Corridor Committee Minutes, and approved a staff recommendation to adopt proposed amendments to Part 10 of the Metropolitan Washington Airports Authority's Regulations governing collection of unpaid tolls on the Dulles Toll Road. She stated that the Board would consider the recommendation later in the day's meeting. The Committee also received the Dulles Corridor Metro Rail Cost and Schedule Update for Phase 2 as of January 31, 2022.

c. Finance Committee – Judith Batty, Co-Chair

Ms. Batty reported that the Finance Committee last met that morning, prior to the Board Meeting and approved the Summary Minutes of the January 19, 2022 Finance Committee Minutes. In addition to receiving five informational reports, the Financial Advisors Reports were presented for the Dulles Corridor and the

Aviation Enterprises. Staff reported on the transaction that resulted in the Dulles Toll Road Second Senior Loan Revenue Refunding Bonds, which Chairperson Sudow referred to earlier, and in which she concurred demonstrated great work by the teams of the Airports Authority. Ms. Batty also reported that the Finance Committee received the Quarterly Reports that ended December 31, 2022 for the Investment Program and the 2021 Budget Reprogramming. The Finance Committee approved staff's recommendation to approve a revolving loan program for the Aviation Enterprise, which the Board would consider at the day's meeting.

The Finance Committee also met on January 19, 2022, and approved the Summary Minutes of the December 15, 2021 Finance Committee Meeting and received four informational reports. The Financial Advisors Reports were presented for the Aviation and Dulles Corridor Enterprises, and the financial reports were presented for the Aviation and Dulles Corridor Enterprises, both as of November 2021.

d. Human Resources Committee- Joslyn Williams, Co-Chair

Mr. Williams reported that the Human Resources Committee met on December 15, 2021 and earlier that day, prior to the Board Meeting. At the December 15 meeting, the Committee approved the Summary Minutes of the November 17, 2021 Human Resources Committee Meeting and received and approved staff's recommendation to authorize the Chief Executive Officer (CEO) to publish notice of the proposed amendment to Part 9 of the Metropolitan Washington Airports Authority's Regulations regarding preemployment criminal history record checks, to conduct a public hearing on the proposed amendment, and to provide a 30 day comment period during which members of the public could present views on the proposed amendment.

Mr. Williams reported that at the day's meeting, the Human Resources Committee approved the Summary Minutes of the December 15, 2021 Human Resources Committee Meeting and

approved staff's recommendation to amend Part 9 of the Metropolitan Washington Airports Authority's Regulations regarding preemployment criminal history record checks. He stated that the Board would consider that recommendation later in the day's Board Meeting.

e. Executive and Governance Committee- Judith Batty, Co-Chair

Ms. Batty reported that the Executive and Governance Committee last met prior to the day's Board Meeting and on December 15, 2021. At the December meeting, the Committee approved the September 15, 2021 and November 17, 2021 Summary Minutes of the Executive and Governance Committee Meetings. Also at that meeting, the Committee approved staff's recommendation to authorize the President and CEO to initiate public comments on the proposed amendment to Part 7 of the Metropolitan Washington Airports Authority's Regulations regarding solicitation, sale of printed materials, demonstration and distribution of literature by issuance of a public notice of the proposed amendment, to conduct a public hearing, and to provide a 30 day comment period during which members of the public could present views on the proposed amendment.

Ms. Batty reported that at the day's meeting, the Executive and Governance Committee approved the Summary Minutes of the December 15, 2021 Executive and Governance Committee Meeting and approved staff's recommendation to amend Part 7 of the Metropolitan Washington Airports Authority's Regulations regarding solicitation, sale of printed materials, demonstration and distribution of literature. Ms. Batty stated that the Board would consider that recommendation later in the day's meeting.

III. INFORMATION ITEMS

a. President's Report

Mr. Potter extended greetings to all in attendance and acknowledged two very significant changes in the Senior Management team of the Airports Authority since the January 19, 2022 Board Meeting.

He stated that the Airports Authority's nationwide search for a new Executive Vice President and Chief Revenue Officer, which is a critically important position for its business – now and in the future – found the best candidate at the Airports Authority. Mr. Potter stated that just a few days ago he was delighted to announce the appointment of Chryssa Westerlund, who had been serving as Chief Revenue Officer in an acting capacity since the retirement of Jerome Davis in September of 2021.

Ms. Westerlund had been a key member of the Revenue Office leadership team since joining the Airports Authority in 2015. Prior to acting in the role of Chief Revenue Officer following Mr. Davis' departure, Chryssa was the Airports Authority's Vice President for Marketing and Consumer Strategy, leading initiatives that included the design and launch of new parking products, developing the Airports Authority's industry-leading business intelligence system, and expanding the growth and quality of its airport concessions programs.

Ms. Westerlund came to the Airports Authority with more than 20 years of business experience, is a certified public accountant, and a graduate of the University of Pennsylvania's Wharton School of Business. Mr. Potter stated that Ms. Westerlund has a great background for the job, a great track record at the Airports Authority, and that the Executive team is very pleased to have her permanently in the role of Chief Revenue Officer. He extended congratulations and thanks to Ms. Westerlund for taking on the important assignment, and stated that all look forward to working with her.

Ms. Westerlund thanked Mr. Potter and the Board for providing her the opportunity to serve in her new role. She stated that she looked forward to working with everyone and driving the marketing and revenue priorities for the Airports Authority.

Mr. Potter reminded the Board that he announced in December that then Vice President of Audit, Alan Davis, would be leaving the Airports Authority at the end of that month. He stated that following Alan's departure, he was very pleased that Marilou Parayaoan had begun serving as Acting Vice President of Audit. He stated that Ms. Parayaoan has been an integral member of the Audit team, having held the positions of Senior Auditor and Audit Manager, and worked on audits in every functional area. She also serves as a board member of the Association of Airport Internal Auditors, as well as the Washington-area chapter of the Institute of Internal Auditors. In addition to being a certified public accountant,

Ms. Parayaoan's many other certifications include internal auditing and information systems as well as being a certified fraud examiner and a chartered global management accountant. Mr. Potter thanked Ms. Parayaoan for taking on the important new responsibility while a search for a successor to Mr. Davis is conducted.

Ms. Parayaoan thanked Mr. Potter for the opportunity to serve as Acting Vice President for the Office of Audit and stated that she considered it an honor and a privilege to create and protect value for the organization.

Mr. Potter thanked Ms. Parayaoan for her comments and stated that he looked forward to working with her. Turning to the finance area, Mr. Potter reminded the Board that during its January meeting, on the eve of the Airports Authority's bond transaction for over \$750 million in Dulles Toll Road refunding bonds, Andy Rountree and the Finance team went into the bond market to take advantage of historically low interest rates to refinance some of the higher-interest debt and generate debt-service savings for future years. He stated that as discussed during the day's Finance Committee meeting, the

bond sale exceeded the Airports Authority's initial debt-savings goal of \$ 200 million by \$ 52-million on a gross basis. He stated that the transaction, which would officially close later that day, was a great success.

Mr. Potter stated that the really important part of the most recent bond transaction's debt-service savings was the way they were structured. He stated that the Airports Authority was able to front-load much of the savings over the next three years, beginning in 2022, as a way to minimize the need to raise toll rates beyond the levels and timetables previously published by the Airports Authority. Mr. Potter stated that the Toll Road continues to recover from very low traffic during the pandemic, which significantly impacted toll revenues, and that the bond transaction is a big step in the Airports Authority's efforts to prevent the pandemic from impacting future toll rates as well as enabling the Airports Authority to maintain its published toll rate schedule despite the effects of the pandemic. Mr. Potter stated that this is good news for the Airports Authority's Toll Road customers. Mr. Potter extended thanks and congratulations to Mr. Rountree and the Finance team, as well as to Johnna Spera, Sr. Vice President and General Counsel, and other members of the Airports Authority staff, the underwriters, external bond counsel and Financial Advisers, and to members of the Airports Authority's Board, who took part in the transaction, including Chairperson Sudow, Vice Chairperson Thorn Pozen, and Finance Committee Co-Chairs Judith Batty and David Speck. Mr. Potter stated that the Airports Authority's Finance team is already preparing for the next bond transaction this spring, on the aviation side.

Mr. Potter reported that the Airports Authority is fast approaching its goal of turning the Silver Line project over to the Washington Metropolitan Area Transit Authority (WMATA) as Andrew Hascall, Acting Senior Vice President, Dulles Corridor Metrorail Project had just reported during the day's February 16, 2022 Dulles Corridor Committee meeting. Since declaring substantial completion last year for the rail line and maintenance yard, Mr. Potter stated that the testing process for Phase 2 had been going well and that the

Airports Authority's executive management is confident that, working together with WMATA and other partners, the few remaining technical issues would be resolved in the next few weeks. He stated that the executive team would keep the Board apprised of progress on the project as we move toward the finish line for this important transit project for the Metropolitan Washington region.

Turning to government matters, Mr. Potter reported that the next week the Airports Authority would be appearing before the D.C. Council's Committee of the Whole for the annual hearing. He stated that the Airports Authority executive staff would brief Council members on items including the Airports Authority's COVID response and recovery, its business and community outreach efforts, its accomplishments of the 2021 year, including Project Journey and progress on the Silver Line, and the Airports Authority's major contribution to the regional economy. Mr. Potter stated that this year's hearing, scheduled for noon on Tuesday, February 22, would be virtual because of the ongoing COVID precautions.

Mr. Potter stated that as the Airports Authority continues dealing with the impacts of the COVID pandemic on our business, some positive signs are emerging. The omicron variant seems to have peaked, cases are going down, and a number of states, as well as other countries, are beginning to ease some of their COVID-related travel restrictions. He stated that the executive team of the Airports Authority is cautiously optimistic that things are moving in a positive direction and that he looks forward to reporting on further progress at future Board meetings.

Mr. Potter stated that much of the progress that is being seen in the COVID-recovery effort of the Airports Authority is the result of hard work, thoughtful planning, and a continuing strong focus on health and safety by everyone on the Airports Authority team, including staff, government partners, the airlines and concessionaires, and all the persons at both airports who volunteer with organizations like Travelers Aid.

Mr. Potter closed his remarks by acknowledging the great work of the Airports Authority's Travelers Aid team. As a slide showing photos of members of the Travelers Aid team was displayed, Mr. Potter stated that with their instantly recognizable blue vests, Travelers Aid volunteers have become a popular symbol of good customer service at the information desks at Ronald Reagan Washington National (Reagan National) and Washington Dulles International (Dulles International) Airports [collectively, the (Airports)]. Mr. Potter stated that Travelers Aid at both airports recently recognized the volunteers' hard work and dedication by naming their "Volunteers of the Year". At Reagan National, Hayden Bryan was recognized for over 433 volunteer hours in 2021. Hayden's excellent customer service skills are well known at Reagan National and have been on display especially in the weeks since the new security checkpoints opened. Mr. Potter stated that with all the changes that Project Journey has brought to the Reagan National, the Travelers Aid volunteers have been more valuable than ever in ensuring that each customer's journey at Reagan National is a smooth one.

Mr. Potter stated that at Dulles International, Bill "Eagle Eye" Ulman, who has an especially appropriate nickname, was recognized for his 593 hours of service in 2021. Bill has made a positive impact on countless travelers, as well as his volunteer colleagues, in his 20 years of service. Bill has an encyclopedic knowledge of the history of Dulles International, its policies and ongoing changes, which has earned him a special role in the volunteer program and around the airport as a volunteer trainer, special assistant, and general problem spotter. Mr. Potter stated that Bill's incomparable attention to detail and ability to identify problem areas for travelers have earned him the "Eagle Eye" label and the Dulles International team members, as well as airport passengers, are beneficiaries of his skills and knowledge.

Mr. Potter again expressed thanks to Bill Ulman and Hayden Bryan, and all the volunteers who take time out of their busy schedules to

assist the Airports' customers. He stated that their work is a very big part of the Airports Authority's commitment to world class service for the traveling public, and that we are extremely fortunate to have them.

Mr. Sudow thanked Mr. Potter for his remarks and invited the Board to ask questions or make comments. In the absence of questions or comments, Mr. Sudow added congratulations and thanks to Hayden and Bill, and the other Travelers Aid volunteers. He stated that in his many travels through both Airports, the volunteers are ever present and very helpful to travelers who have questions or who have lost their way. He stated that he considers the Traveler's Aid Program an important part of the customer experience in place at both Airports.

Mr. Sudow then personally congratulated Ms. Westerlund on her appointment to the position of Chief Revenue Officer and Executive Vice President. He stated that he had enjoyed working with her in the past, that she had made a number of contributions in her prior position and the Board looked forward to working with her and to the Office of Revenue's continued progress in increasing non-airline revenue for the Airports Authority and lowering costs for the Airports Authority's airline partners.

Mr. Sudow stated that lowering airline costs is an important part of the Board's initiatives.

b. Executive Vice President's Report

Ms. Westerlund thanked Mr. Sudow, stated that it had been a pleasure working with him and she looked forward to continuing to do so. She greeted the entire Board and stated that she appreciated the confidence the Board placed in her and that she looked forward to working with everyone in her new role.

Ms. Westerlund stated that her February report starts with some great news about the expansion of air service by Allegiant Air out of Dulles International. She stated that the Board members might recall that Allegiant started air service from Dulles International to Jacksonville and Sarasota, Florida just a few months earlier. With prices as low as \$ 40 one-way, Ms. Westerlund stated that it's no surprise that those routes are doing great. She reported that starting in April, flights to Nashville, Tennessee, and Austin, Texas, will be available twice a week, and the day prior to the day's Board meeting, prices were as low as \$ 39 to Nashville and \$ 49 to Austin. Ms. Westerlund acknowledged and thanked Scott Cooper of the Airline Business Development team for his excellent work in bringing Allegiant to Dulles International and expanding service so quickly.

Ms. Westerlund stated that there is a lot of great work underway in 2022 in the Revenue organization and across the Airports Authority. She reported that the Corporate Marketing team was proud to support Tanisha Lewis, Vice President for Diversity, Inclusion and Social Impact, in her initiative to celebrate Black History month. She reported that videotaped interviews with four of the many African-American employees making a difference every day at the Airports Authority were developed and are being shared across all of the Airports Authority's digital channels. The individuals being featured include: Police Lieutenant Sundi Harris; HVAC Apprentice Jeremiah Stewart; Operations Process Senior Analyst Stacey Armstead; and the Revenue organization's Digital Strategy Manager, Brian McCoy. She then shared the video interview of Stacey Armstead with the Board.

Ms. Westerlund stated that the Revenue team appreciates Stacey and all of the interviewees taking time out of their schedules to participate in the Airports Authority's Black History Month celebration this year.

Ms. Westerlund stated that Brian McCoy, whose interview would be available the next week, is a fantastic leader in the Revenue

organization, and the work his team does is the source of many compliments. She shared that just a couple weeks before the Board Meeting, she was advised that one of the area's County Supervisors stated, and she quoted: "Can I just tell you that whomever it is who is doing your social media is killing it." (And, of course, they meant "killing it" in a good way.)

Ms. Westerlund then transitioned to provide information about the Airports Authority's Digital Marketing Specialist, Amanda Obayashi, who reports to Brian McCoy, and is responsible for overseeing the Airports Authority's social media channels and setting the tone. Ms. Westerlund stated that while Amanda makes it look effortless, all of that engaging content is the result of planning, collaboration and hard work. She works with various groups across the Airports Authority to develop digital content that supports new airlines and routes, drives non-airline revenue, and assists communications and the Airports Authority's customer service teams to provide operational information relevant to passenger travel, and engages the community in fun ways to drive brand loyalty.

Ms. Westerlund then shared in a slide presentation, some of her favorite digital content from the Airports Authority's Digital Marketing team during 2021, including:

- Safety Messaging-----All of the different and fun ways passenger were reminded to wear masks and practice safe habits
- New Air Service----Welcoming back Aer Lingus... and launching United's new service to Accra, Ghana
- Project Journey---The countdowns, the fun facts and the beautiful pictures that she collaborated with the Project Journey team on, made the campaign one of the most popular of 2021
- January weather----And, of course, January brought the real-time weather alerts from the Communications team.

Ms. Westerlund again extended appreciation to Amanda Ohbayashi and all the individuals who work to provide content for the Airports Authority's passengers and community.

She then provided a business intelligence slide and stated that in addition to the very public facing activity that comes from the Office of Revenue's digital strategy team, there is also work going on behind the scenes to provide the information and insight that leads to good decision-making.

Ms. Westerlund stated that the Revenue Strategy team works arm-in-arm with the Airports Authority's incredible IT team to develop and refine what she believes is one of the best business intelligence systems in the airport industry. She reported that there are 10 areas for which the Airports Authority collects approximately 1.4 million data points every month, with the goal of improving the customer experience and driving non-airline revenue.

Ms. Westerlund shared that a recent example of how the Office of Revenue uses data to improve the customer experience is in parking. As part of the Marketing Department's ongoing analyses of customer feedback, the team noted that several customers commented on not receiving the confirmation email when they made a parking reservation. Follow up with the Airports Authority's contractor identified that a regional third-party web services outage temporarily impacted the Airports Authority's ability to communicate with its parking reservation customers. After resolving the issue, the IT team worked to ensure that there were backup servers in multiple geographical locations to avoid being affected by regional outages in the future.

Ms. Westerlund stated that one of her favorite examples of the last few years is how the Airport Authority's Customer Service teams used data to improve customers' impressions of the airport restrooms at Reagan National and Dulles International. Back in 2019, the Airports Authority's customer survey scores for bathroom cleanliness were at 81 percent, which was actually above average for airports. She stated that the Office of Revenue wanted to do even better and in February of 2020, added a real time data collection

system called “Feedback Now” in several of the restrooms at both Airports. This system alerts the Customer Service teams of the Airports Authority if there are multiple unhappy responses within a relatively short time frame, and a worker is sent to investigate and correct any issues found. Because the alerts are real time, the team was also able to see that satisfaction declines around the same time as cleaning-crew shift change. By making a few operational adjustments, positive scores went up to 91 percent – far above the industry average -- and have stayed there ever since. According to benchmark data, the Airports Authority has seen that puts us at the very top of airports collecting similar data.

And speaking of data, just the week of the February Board Meeting, Ms. Westerlund then presented data on 2021 passenger numbers reported for the full year. Reagan National’s commercial enplanements came in at just over 7 million, which is 59 percent of pre-pandemic 2019 levels. And as a chart presented in the presentation reflected, there was a slow start to 2021 passenger enplanements, which was balanced with a very strong finish with December coming in at 96 percent of pre-pandemic passenger levels. Ms. Westerlund stated that sustaining the level of activity that existed pre-pandemic and growing again would require the return of business travel. She stated that airlines are predicting that there may be an uptick in business travel starting around the May 2022 time-frame.

Ms. Westerlund stated that at Dulles International, enplanements for the year came in at almost 7.4 million, which is about 181 percent of 2020 and 60 percent of 2019. The month of December reached 77 percent of pre-pandemic levels. In addition to the return of business travel, Dulles International will close that final gap when international travel ramps up again. With more countries opening their borders to tourism again, Ms. Westerlund stated that the airlines are reporting cautious optimism for the summer of 2022.

Ms. Westerlund concluded by stating that if the airlines are optimistic about returning passenger enplanements at the Airports Authority's Airports, then she is also optimistic.

Mr. Sudow thanked Ms. Westerlund for her comments and invited the Board to ask questions or make comments. There were no questions or comments and the Board began turned to New Business.

IV. NEW BUSINESS

a. Recommendation to Award a Contract for Dulles Corridor Enterprise Board and Disclosure Counsel Services

Mr. Uncapher moved the adoption of the following recommendation, which was unanimously approved by all Directors present:

WHEREAS, The Board of Directors (Board) has reserved to itself the authority to select bond counsel under the *Revised General Delegations and Reservations of Authority*, Board Resolution No. 01-20, adopted November 8, 2001;

WHEREAS, In July 2021, the Risk Management Committee concurred with the issuance of a "technical only" solicitation seeking a law firm with qualifications and experience that demonstrates a high competency in delivering bond and disclosure counsel services related to financing transactions secured solely by the revenue of a toll road;

WHEREAS, In accordance with Section 2.2.10 of the Airports Authority's Contracting Manual, Fourth Edition, Revision 2, a Technical Evaluation Committee evaluated the proposals submitted in response to a Request for Proposals based solely upon technical criteria;

WHEREAS, The Technical Evaluation Committee recommended award to Hawkins Delafield and Wood, LLP, the highest technically rated firm;

WHEREAS, The Contracting Officer negotiated the price with Hawkins Delafield and Wood, LLP, and determined the final agreed-to price is fair and reasonable;

WHEREAS, The Contract will have a three-year base term and two, one-year option periods, and is awarded on an indefinite quantity basis;

WHEREAS, The Airports Authority will issue task orders for bond transactions and disclosure services and the firm will invoice for services as they are incurred;

WHEREAS, The contract value over the five (5) year term is estimated at \$700,000; now, therefore, be it

RESOLVED, That the President and Chief Executive Officer is authorized and directed to enter into a contract with Hawkins Delafield and Wood, LLP to provide bond and disclosure counsel services to support the capital debt financing activities related to the Dulles Corridor Enterprise, as presented to the Risk Management Committee at its January 19, 2022 meeting.

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

b. Recommendation to Approve a Revolving Loan Program for the Aviation Enterprise

Ms. Batty moved the adoption of the following recommendation, which was unanimously approved by all Directors present:

WHEREAS, The Metropolitan Washington Airports Authority (the "Airports Authority") is, from time to time, in need of interim financing for certain capital improvements at Ronald Reagan Washington National Airport and Washington Dulles International Airport (the "Approved Projects") and for certain other purposes and U.S. Bank National Association (the "Bank") has agreed to provide such interim financing through loans (the "Revolving Loans") under the provisions of a Revolving Credit Agreement to be entered into between the Airports Authority and the Bank (the "Revolving Credit Agreement");

WHEREAS, In connection with such Revolving Loans, the Airports Authority desires to authorize the issuance to the Bank of a Series of Program Bonds to be designated "Airport System Revenue Revolving Loan Notes, Series One" in the aggregate principal amount not to exceed \$200,000,000 outstanding at any one time, to be issued in three subseries as further described in the hereinafter defined Fifty-fourth Supplemental Indenture (the "Revolving Loan Notes"), the proceeds of which shall be used, as determined from time to time, to (i) finance the Cost of Approved Projects, including reimbursements to the Airports Authority, (ii) pay capitalized interest on the Revolving Loan Notes and certain of the Airports Authority's Outstanding Bonds, (iii) refund Airports Authority indebtedness that may be outstanding from time to time, (iv) pay termination fees with respect to certain credit facilities and termination payments with respect to hedge facilities relating to refunded Bonds and (v) pay costs of issuing the Revolving Loan Notes;

WHEREAS, There has been presented to the Airports Authority the forms of the following documents for execution in connection with the Revolving Loans and the issuance of the Revolving Loan Notes, copies of which documents shall be filed in the records of the Airports Authority:

- (a) the form of the Fifty-fourth Supplemental Indenture of Trust (the "Fifty-fourth Supplemental Indenture"), between the Airports

Authority and Manufacturers and Traders Trust Company, as trustee (the "Trustee"), relating to the issuance of the Revolving Loan Notes, which supplements the Amended and Restated Master Indenture of Trust, dated as of September 1, 2001, as amended (the "Master Indenture");

(b) the forms of the Revolving Loan Notes, attached as Exhibits A-1, A-2 and A-3 to the Fifty-fourth Supplemental Indenture; and

(c) the form of the Revolving Credit Agreement; now, therefore, be it

RESOLVED, That the Fifty-fourth Supplemental Indenture, the Revolving Loan Notes and the Revolving Credit Agreement (collectively, the "Revolving Loan Documents") shall be and hereby are approved in substantially the forms submitted to the Board of Directors at this meeting, with such completions, omissions, insertions and changes necessary to reflect the transactions to be accomplished by such documents or as otherwise may be approved by the persons executing them, their execution to constitute conclusive evidence of the Board of Directors' approval of such completions, omissions, insertions and changes;

2. That the Revolving Loan Notes shall be issued as Program Bonds, pursuant to the Master Indenture and the Fifty-fourth Supplemental Indenture and delivered to the Bank, all upon the terms and conditions specified therein;

3. That each of the Chairperson, the Vice Chairperson, either Co-Chair of the Finance Committee, the President and Chief Executive Officer, the Senior Vice President and General Counsel, the Senior Vice President for Finance and Chief Financial Officer and the Manager of Treasury is hereby appointed as an "Authority Representative" under the Master Indenture and the Fifty-fourth Supplemental Indenture;

4. That the application of the proceeds of the Revolving Loans for the purposes set forth herein is authorized and directed;

5. That the Chairperson or the Vice Chairperson is authorized and directed to execute, by manual or facsimile signature, the Revolving Loan Documents;

6. That the Secretary or Assistant Secretary is authorized and directed to affix, as applicable, the Seal of the Airports Authority or a facsimile thereof on the Revolving Loan Documents, after their execution by the Chairperson or Vice Chairperson, to attest the same, by a manual or facsimile signature, and to deliver the Revolving Loan Notes to the Trustee for authentication upon the terms provided in the Master Indenture and the Fifty-fourth Supplemental Indenture;

7. That each of the Authority Representatives is authorized, with respect to the Revolving Loan Notes, to execute one or more tax compliance certificates on behalf of the Airports Authority to implement the covenants and agreements set forth in the Fifty-fourth 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 compliance certificate(s) shall be deemed to be the representations, agreements and elections of the Airports Authority, as if the same were set forth in the Fifty-fourth Supplemental Indenture;

8. That each of the Authority Representatives is authorized to execute, deliver and file all other certificates and instruments related to the Revolving Loans and the issuance and delivery of the Revolving Loan Notes, including the Internal Revenue Service Forms 8038 and/or 8038-G, as applicable, and to take any further action as the officer may consider necessary or desirable in connection with the Revolving Loans and the issuance and delivery of the Revolving Loan Notes;

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 Authority Representatives 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 Revolving Loan Documents 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.

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

c. Recommendation to Approve Proposed Amendment to Part 10 of the Metropolitan Washington Airports Authority Regulations Governing Collections of Unpaid Tolls on the Dulles Toll Road

Ms. Hanley moved the adoption of the following recommendation, which was unanimously approved by all Directors present:

WHEREAS, The Metropolitan Washington Airports Authority (Airports Authority) operates the Dulles Toll Road (DTR) pursuant to a Permit and Operating Agreement (POA), dated as of December 29, 2006, between the Virginia Department of Transportation and the Airports Authority;

WHEREAS, Under the terms of the POA, the Airports Authority is authorized to set toll rates and collect tolls, including enforcement of unpaid tolls, for use of the DTR;

WHEREAS, Under Part 10, Section 10.2 of the Metropolitan Washington Airports Authority Regulations (Regulations), the Airports Authority relies on the enforcement process established in the Code of Virginia applicable to toll roads that permit cash or electronic payment of tolls to collect unpaid tolls on the DTR;

WHEREAS, On December 15, 2021, in anticipation of conversion to all electronic tolling in 2022, staff recommended to the Dulles Corridor Committee (Committee) that it authorize staff to initiate the process for amending Part 10, Section 10.2, of the Regulations to reference additional provisions of the Code of Virginia for enforcement of unpaid tolls on the DTR, and the Committee provided the authorization;

WHEREAS, On December 17, 2021, notice was published in *The Washington Post* (i) of the proposed amendment to Part 10, Section 10.2, of the Regulations, (ii) the date and time of the public hearing on the proposed amendment, and (iii) the opportunities available to members of the public to submit comments on the proposed amendment during a 30-day comment period;

WHEREAS, A public hearing was held virtually on January 5, 2022, and there were no members of the public in attendance. Additionally, no public comments were received during the 30-day comment period;

WHEREAS, At its meeting on February 16, 2022, staff reported on the public hearing and comment period to the Committee, and based on the staff report and recommendation, the Committee voted to recommend to the Board of Directors (Board) that it amend Section 10.2 to include reference to additional sections of the Code of Virginia

establishing enforcement procedures for collection of unpaid tolls;

WHEREAS, After considering the staff recommendation, the absence of public comment, and the recommendations and views of the Committee, the Board determined that it is necessary and appropriate and in the best interest of the Authority to authorize and take the following action; now, therefore, be it

RESOLVED, That Part 10 (Dulles Toll Road), Section 10.2 of the Metropolitan Washington Airports Authority Regulations shall be and is hereby amended to read as follows:

§ 10.2. Penalty.

Persons violating Section 10.1 shall be liable for a civil penalty, consistent with Sections 46.2-819, 46.2-819.1, 46.2-819.3, and 46.2-819.3:1 of the Code of Virginia, as follows:

- (1) for any violation not addressed in Paragraphs (2) through (4) of this Section, a penalty of fifty dollars (\$50);
- (2) for the first violation occurring after, and within twelve (12) months of, the violation described in Paragraph (1) above, a penalty of one hundred dollars (\$100);
- (3) for the first violation occurring after, and within twenty-four (24) months of, the violation described in Paragraph (2) above, a penalty of two hundred fifty dollars (\$250); and
- (4) for each violation occurring after the violation described in Paragraph (3), and within thirty-six (36) months of the violation described in Paragraph (2) above, a penalty of five hundred dollars (\$500);

provided, that, for a first conviction of a person violating Section 10.1, the total amount for the first conviction shall not exceed two thousand two hundred dollars (\$2,200), including civil penalties, unpaid tolls and administrative fees, regardless of the total number of violations the person is convicted of on the date of that first conviction.

2. That this resolution shall be effective upon its adoption.

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

d. Recommendation to Approve Proposed Amendment to Part 9 of the Metropolitan Washington Airports Authority Regulations Regarding Pre-Employment Criminal History Record Checks

Mr. Williams moved the adoption of the following recommendation, which was unanimously approved by all Directors present:

WHEREAS, Part 9, Section 9.11 of the Metropolitan Washington Airports Authority (Airports Authority) Regulations (Regulations), was enacted by the Board in December 2012, in accordance with Virginia law, to allow the Airports Authority to access the Virginia Central Criminal Records Exchange (CCRE) to conduct background pre-employment criminal history records checks for all applicants;

WHEREAS, Section 9.11 requires that each applicant for employment with the Airports Authority undergo a criminal background check upon receiving a conditional offer of employment;

WHEREAS, The Airports Authority is operating in a highly competitive labor market and needs to make hiring decisions quickly, facilitated by commercial entities which can provide faster criminal background checks while still ensuring candidates are suitable for employment in an airport security environment;

WHEREAS, The proposed amendment to Section 9.11 would limit the use of CCRE to candidates for employment in the Office of Public Safety

WHEREAS, On December 15, 2021, staff recommended to the Human Resources Committee (Committee) that it authorize staff to initiate the process for amending Part 9, Section 9.11, of the Regulations to limit the use of CCRE to candidates for employment in the Office of Public Safety, and the Committee provided the authorization;

WHEREAS, On December 17, 2021, notice was published in *The Washington Post* (i) of the proposed amendment to Part 9, Section 9.11, of the Regulations, (ii) the date and time of the public hearing on the proposed amendment, and (iii) the opportunities available to members of the public to submit comments on the proposed amendment during a 30-day comment period;

WHEREAS, A public hearing was held virtually on January 5, 2022, and there were no members of the public in attendance. Additionally, no public comments were received during the 30-day comment period;

WHEREAS, At its meeting on February 16, 2022, staff reported on the public hearing and comment period to the Committee, and based on the staff report and

recommendation, the Committee voted to recommend to the Board that it amend Section 9.11 to include reference to limit the use off CCRE to candidates for employment of the Office of Public Safety;

WHEREAS, In accordance with Section 11.K. of the Lease of the Metropolitan Washington Airports between the United States of America, acting by and through the Secretary of Transportation, and the Metropolitan Washington Airports Authority, as amended, the Secretary of Transportation, through his designee, concurred in the proposed revisions;

WHEREAS, After considering the staff recommendation, the absence of public comment, and the recommendations and views of the Committee, the Board determined that it is necessary and appropriate and in the best interest of the Authority to authorize and take the following action; now, therefore, be it

RESOLVED, That Part 9 (Miscellaneous), Section 9.11 of the Metropolitan Washington Airports Authority Regulations shall be and is hereby amended to read as follows:

§ 9.11. Criminal History Records Check of Applicants for Authority Employment.

- (1) In the interest of public welfare and safety, all applicants for positions in the Office of Public Safety to whom a conditional offer of employment with the Authority has been made shall be investigated to determine if the past criminal conduct of a person with a conviction record would be compatible with the nature of the employment under consideration. Accordingly, the President or his or her designee shall

request from the Virginia Central Criminal Records Exchange and the Federal Bureau of Investigation, a criminal record check of each such applicant for Authority employment.

- (2) Each applicant required to undergo a criminal background check pursuant to this Section, upon receiving a conditional offer of employment, shall submit to fingerprinting and provide personal, descriptive information to be forwarded along with the applicant's fingerprints through the Virginia Central Criminal Records Exchange to the Federal Bureau of Investigation for the purpose of obtaining criminal history record information regarding such applicant.
- (3) Criminal history record information considered in accordance with this section shall include outstanding warrants, pending criminal charges, and records of conviction.
- (4) The President or his or her designee shall review the criminal history record information to determine whether the conviction record, if any, of the applicant is compatible with the nature of the Authority employment under consideration. In making this determination and in determining whether a criminal conviction directly relates to a position, the Vice President or his or her designee shall consider the following criteria:
 - (a) the nature and seriousness of the crime;
 - (b) the relationship of the crime to the work to be performed in the position applied for;
 - (c) the extent to which the position applied for might offer an opportunity to engage in further criminal activity of the same type as that in which the person had been involved;

- (d) the relationship of the crime to the ability, capacity, or fitness required to perform the duties and discharge the responsibilities of the position being sought;
 - (e) the extent and nature of the person's past criminal activity;
 - (f) the age of the person at the time of the commission of the crime;
 - (g) the amount of time that has elapsed since the person's last involvement in the commission of a crime;
 - (h) the conduct and work activity of the person prior to and following the criminal activity; and
 - (i) evidence of the person's rehabilitation or rehabilitative effort while incarcerated or following release.
- (5) Any applicant who is denied employment on the basis of criminal history record information obtained pursuant to this Section will be notified in writing and will be given an opportunity to inspect the information for the purpose of clarifying, explaining, or denying it.

The criminal history information provided in accordance with this Section shall be confidential, shall be used solely to assess eligibility for Authority employment and for access to restricted areas of the Airports in compliance with 49 U.S.C. § 44936 and its implementing regulations, and shall not be disseminated except as provided in this Section.

2. That this resolution shall be effective upon its adoption.

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

- e. Recommendation to Approve Proposed Amendment to Part 7 of the Metropolitan Washington Airports Authority Regulations Regarding Solicitation of Printed Materials, Demonstrations and Distribution of Literature of Unpaid Tolls on the Dulles Toll Road

Ms. Batty moved the adoption of the following recommendation, which was unanimously approved by all Directors present:

WHEREAS, Part 7, Sections 7.5 and 7.6 of the Metropolitan Washington Airports Authority Regulations (Regulations), were enacted by the Board to assure that members of the public can engage in expressive activities, including solicitation, sale of printed materials, demonstrations and distribution of literature in specified locations as specified by the regulation;

WHEREAS, Many of the specified locations at Reagan Washington National Airport are no longer available because National Hall is now post-security;

WHEREAS, The Board believes that the language of the Regulation could be simplified to grant staff greater flexibility in regard to establishing locations for expressive activity and the contents of an application for a permit;

WHEREAS, The proposed amendment to Section 7.5 would require that directions regarding the permit application process be contained in an Order and Instruction or similar directive and be published on the website;

WHEREAS, The proposed amendment to Section 7.6 would require that locations for expressive activity be contained in an Order and Instruction or similar directive and be published on the website;

WHEREAS, On December 15, 2021, staff recommended to the Executive and Governance Committee (Committee) that it authorize staff to initiate the process for amending Part 7, Sections 7.5 and 7.6 of the Regulations to delete prescriptive language and replace it with language directing that the specifics regarding the contents of the permit and the locations for engaging in expressive activity be contained in an Order and Instruction;

WHEREAS, On December 17, 2021, notice was published in *The Washington Post* (i) of the proposed amendment to Part 7, Sections 7.5 and 7.6 of the Regulations, (ii) the date and time of the public hearing on the proposed amendment, and (iii) the opportunities available to members of the public to submit comments on the proposed amendment during a 30-day comment period;

WHEREAS, A public hearing was held virtually on January 5, 2022, and there were no members of the public in attendance. Additionally, no public comments were received during the 30-day comment period;

WHEREAS, At its meeting on February 16, 2022, staff reported on the public hearing and comment period to the Committee, and based on the staff report and recommendation, the Committee voted to recommend to the Board that it amend Sections 7.5 and 7.6 to require that directions regarding the permit application process be contained in an Order and Instruction or similar directive and be published on the website and that locations for expressive

activity be contained in an Order and Instruction or similar directive and be published on the website;

WHEREAS, After considering the staff recommendation, the absence of public comment, and the recommendations and views of the Committee, the Board determined that it is necessary and appropriate and in the best interest of the Authority to authorize and take the following action; now, therefore, be it

RESOLVED, That Part 7, Sections 7.5 and 7.6 of the Metropolitan Washington Airports Authority Regulations shall be and is hereby amended to read as follows:

§ 7.5. Permits.

- (1) Permit applications shall be made in writing or on each Airport's website in accordance with an Order and Instruction or other directive adopted by the Authority. Directions for applying for a permit shall be published on each Airport's website. Permit applications for solicitation and sale of printed material outside the air terminals, or for demonstrations or distribution of literature will be processed in order of receipt and use of a particular area will be allocated in order of receipt of fully executed applications. Applicants for permits to solicit or to distribute printed material which requests contributions on behalf of charitable or civic organizations must show that the organization is duly registered or exempted from registration with the Virginia Commissioner of Agriculture and Consumer Services. Permits shall be issued to individual persons and may not be transferred to another person. Permits shall be issued without delay and shall be valid for up to forty-eight (48) hours. Permits may not be reserved more than thirty (30) days in advance. No more than thirty-

three percent (33%) of the permits available for demonstrations or distribution of literature inside the air terminals on a given day shall be issued to the representatives of one (1) organization in advance of the date of the permit.

- (2) A permit may be denied on the following grounds:
- (a) A fully executed prior application for the same time and place has been received and a permit has been or will be granted authorizing activities which do not reasonably permit multiple occupancy of the particular area;
 - (b) The proposed solicitation, sale of printed material, demonstration, or distribution of literature is of such nature that it cannot reasonably be accommodated in the particular area applied for, taking into account safety, damage to Authority facilities, traffic congestion, or substantial impairment of the operation of public facilities or services of concessionaires or contractors;
 - (c) The location applied for is within the air terminals and has not been designated as available for demonstration or the distribution of literature; or
 - (d) The applicant has made serious or repeated violations of the provisions of this Part.

(Res. No. 94-4, 1-5-94)

§ 7.6. Terminal Areas Available for Demonstrations or Distribution.

Each Airport Manager or their designee shall identify the areas at each Airport available for demonstrations or the distribution of literature and the number of persons who may engage in such activity at each location and shall publish this in an Order and Instruction or other directive and on the Airport website. Each Airport shall make available a map showing the exact location of these available areas, which shall be published on the Airport website.

2. That this resolution shall be effective upon its adoption.

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

f. Recommendation to Approve the 2022 Audit Plan

Ms. Uncapher moved the adoption of the recommendation to approve the 2022 Audit Plan of the Metropolitan Washington Airports Authority, which was unanimously approved by all Directors present.

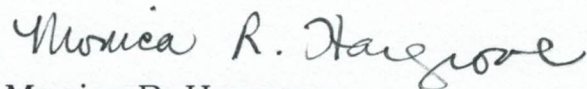
V. Unfinished Business

There was no Unfinished Business.

VI. Other Business & Adjournment

There being no other business pending, Mr. Sudow thanked everyone for their attendance of the day's Board Meeting. He announced that the March Board of Directors Meeting would be held on March 16, 2022 and that the MWAA website would include information on the location of the meeting, although he stated his aspiration to hold the meeting at the Corporate Offices of the Metropolitan Washington Airports Authority. A motion to adjourn was made, seconded and unanimously approved. The Meeting was thereupon adjourned at 11:46 a.m.

Respectfully submitted,

A handwritten signature in cursive script that reads "Monica R. Hargrove".

Monica R. Hargrove

Vice President and Secretary