



BOARD OF DIRECTORS SPECIAL MEETING

Minutes of September 17, 2008

The Chairman called a Special Meeting of the Metropolitan Washington Airports Authority to consider the proposed deferment of certain Capital Construction Program projects and to approve the Series 2008B Airport System Revenue Bonds (amended and restated authorizing resolution). The meeting was held in the Board Conference Room at 1 Aviation Circle and was called to order by the Chairman at 10:32 a.m. Ten Directors were present during the meeting:

H.R. Crawford, Chairman  
Robert Clarke Brown  
William W. Cobey Jr.  
Anne Crossman  
Michael David Epstein

Weldon H. Latham  
Leonard Manning  
Michael L. O'Reilly  
Mame Reiley  
Charles D. Snelling

The Secretary and the following Officers were present:

James E. Bennett, President and Chief Executive Officer  
Margaret E. McKeough, Executive Vice President and Chief Operating Officer

The Chairman thanked Jim Bennett, Lynn Hampton, Margaret McKeough, Bob Brown, Bill Cobey, Michael Epstein and Charles Snelling for their participation. He noted that many phone calls resulting in hours of discussion occurred to prepare for the day's Special Board Meeting.

I. Proposed Deferment of Certain Capital Construction Program Projects

Mr. Brown reported that the proposed amended resolution addressed the Capital Construction Program (CCP) projects that management has recommended deferring. He noted that while additional changes to the CCP may still occur throughout the 2009 budget process, the day's resolution included the bulk of the projects. Mr. Brown reported that the Board believed the day's action was necessary prior to the bond financing so that the changes to the Program were no longer management's recommendations, but rather official Board policies. He then moved the following resolution, as amended as a result of the earlier day's

action taken by the Finance and Planning and Construction Committees, which was unanimously adopted:

WHEREAS, Airports Authority management has recommended the deferral of certain projects in the Airports Authority's Capital Construction Program (CCP) and the modification of the scope of other CCP projects;

WHEREAS, these projects and the recommended deferrals and modifications are described in recommendation papers presented to the Planning and Construction Committee and Finance Committee, "Deferment of Certain Capital Construction Projects," dated September 2008 (Staff Papers);

WHEREAS, at their meetings on September 17, 2008, the Planning and Construction Committee and the Finance Committee reviewed the proposed CCP deferrals and modifications that are described in the Staff Papers, concurred with the proposals and voted to recommend that the Board of Directors approve the proposals;

WHEREAS, at a special meeting of the Board of Directors on September 17, 2008, the Board received these recommendations of the Planning and Construction Committee and the Finance Committee, reviewed the proposed CCP deferrals and modifications, and determined the proposals to be in the interests of the Airports Authority;

**NOW, THEREFORE, BE IT RESOLVED**

1. That the deferrals of certain CCP projects and the modification of the scope of other CCP projects, as described in the Staff Papers, are hereby approved; and
2. That this Resolution shall be effective upon the date of its adoption.

**RECOMMENDATION TO THE PLANNING AND CONSTRUCTION AND  
FINANCE COMMITTEES ON THE  
PROPOSED DEFERMENT OF CERTAIN CAPITAL CONSTRUCTION  
PROJECTS**

**SEPTEMBER 2008**

**ACTION REQUESTED**

That the Planning and Construction and Finance Committees recommend to the Board the deferral and or modification to the scope of certain projects in the Capital Construction Program (CCP) of the Airports Authority. These projects

include deferral of the construction of the Tier 2 Concourse and related facilities, the consolidated rental car facility, cargo 7 apron, the expansion of the south utility service complex, and modification to the scope of the Runway 1C-19C reconstruction.

## BACKGROUND

The CCP provides for the planning, design, and construction of major facility improvements at National and Dulles Airports. CCP projects are funded with proceeds from bonds, commercial paper program, grants and passenger facility charges (PFCs). As part of its periodic CCP review process, management periodically makes recommendations to the Board to the scope, timing and size of the CCP.

## DISCUSSION

Due to a number of factors including weak economic conditions, the recent unprecedented increases in the cost of aviation fuel, and forecasted declines in enplanements, management recommends the deferral of certain projects in the current 2001-2016 CCP projects. These projects include the deferral of the construction of the Tier 2 Concourse and related facilities, the consolidated rental car facility, cargo 7 apron, and the expansion of the south utility service complex. Management also recommends modifications to the scope of Runway 1C-19C reconstruction. Reconstruction will extend the service life of the runway until economic conditions allow for full reconstruction. This will result in a reduction of \$1.9 billion of the cost of the 2001-2016 CCP, from \$6.6 billion to \$4.7 billion. Management has provided the Planning Committee this background information.

When the draft 2009 Budget is presented for the Finance Committee to discuss in October, management may provide additional recommendations to the CCP.

The following is a project summary and description of the proposed revised CCP for National and Dulles Airports.

Summary by Major Cost Center	Comparison Project Costs (2001-2016)							
	2007		2008 <sup>17</sup>		2007		2008 <sup>17</sup>	
	Uninflated	Uninflated	Increase/ Decrease	Increase/ Decrease	Inflated	Inflated	Increase/ Decrease	Increase/ Decrease
Airfield	\$ 998,177	\$ 620,660	\$ (377,516)	-37.8%	\$ 1,523,414	\$ 802,776	\$ (720,638)	-47.3%
Airport Buildings	2,168,249	2,167,008	(1,240)	-0.1%	2,887,470	1,738,698	(1,148,772)	-39.8%
Systems & Services	1,461,854	279,829	(1,182,025)	-80.9%	485,915	262,456	(223,459)	-46.0%
Ground Transportation	685,692	560,501	(125,191)	-18.3%	771,874	593,419	(178,455)	-23.1%
Aviation	206,725	97,292	(109,434)	-52.9%	187,191	160,497	(26,694)	-14.3%
Nonaviation	12,011	12,011	0	0.0%	12,011	12,011	0	0.0%
Passenger Conveyance	716,714	637,306	(79,409)	-11.1%	843,488	777,342	(66,146)	-7.8%
Maintenance	98,028	109,583	11,555	11.8%	99,297	111,140	11,843	11.9%
Public Safety	27,505	33,944	6,439	23.4%	40,544	48,893	8,349	20.6%
Administration	180,924	178,046	(2,879)	-1.6%	204,806	327,362	122,556	59.8%
Tenant Equipment	2	2	0	0.0%	935	3,812	2,877	307.5%
<b>Total</b>	<b>\$ 6,555,881</b>	<b>\$ 4,696,181</b>	<b>\$ (1,859,700)</b>	<b>-28.4%</b>	<b>\$ 7,056,944</b>	<b>\$ 4,838,405</b>	<b>\$ (2,218,539)</b>	<b>-31.4%</b>
<b>By Airport</b>								
Washington National Airport	\$ 426,258	\$ 395,757	\$ (30,501)	-7.2%	\$ 464,948	\$ 429,146	\$ (35,801)	-7.7%
Dulles International Airport	6,129,623	4,300,424	(1,829,199)	-29.8%	6,591,997	4,409,259	(2,182,738)	-33.1%
<b>Total</b>	<b>\$ 6,555,881</b>	<b>\$ 4,696,181</b>	<b>\$ (1,859,700)</b>	<b>-28.4%</b>	<b>\$ 7,056,944</b>	<b>\$ 4,838,405</b>	<b>\$ (2,218,539)</b>	<b>-31.4%</b>

<sup>17</sup> Proposed changes to the 2001-2016 CCP recommended by Authority Management  
Columns may not add to totals shown due to rounding

## Project Descriptions

Below are the changes by project including funding modifications and appropriate cost centers:

### Washington National Airport

#### Projects Modified - \$30.5M

*Terminal A Rehabilitation (Building and Apron) – \$16.3M decrease – assigned to Airfield and Airport Buildings cost center*

*Terminal B&C (Security, Inline Baggage, etc.) – \$20.1M decrease- assigned to Airport Buildings cost center*

*Parking Revenue Control System – \$17.6M decrease – assigned to Ground Transportation cost center*

*Airport Rescue and Fire Fighting (ARFF) Station – \$7.3M increase- assigned to Public Safety Cost Center*

*Enterprise Resource Program (ERP) (approved in 2008 Budget) - \$16.2M increase – assigned to Administration cost center*

## Washington Dulles International Airport

### Projects Deferred - \$1,800.9M

*Tier 2 Concourse and Related Facilities - \$1,401.5B decrease- assigned to Airfield, Airport Buildings, Systems & Services, Aviation, Ground Transportation, Passenger Conveyance and Administration cost centers.* The Tier 2 Concourse is a 43-gate, two-level midfield concourse that would replace the existing Concourses C and D and include a concourse facility, federal inspection station, West AeroTrain system station, apron, sterile corridors, hydrant fueling and taxilane reconstruction. The project also includes the demolition of Concourses C and D.

*South Utility System Expansion – \$214.9M decrease – assigned to Systems & Services cost center.* This project will develop a southern utility service complex which includes gas, electricity, water, heating/cooling and telecommunications to serve Tier 2 Concourse through a utility tunnel. Planned work includes the construction of a new south utility building, utility tunnel, trunk lines and a south area electrical substation and distribution center.

*Consolidated Rental Car Facility - \$178.5M decrease – assigned to Ground Transportation cost center.* This project involves the design and construction of a consolidated rental car facility which includes parking decks, customer services areas and ready lot facilities.

*Cargo 7 Apron - \$6.0M decrease – assigned to Airfield cost center.* The project will construct additional air carrier apron parking for cargo aircraft opposite Cargo Building 7. The proposed Cargo Building 7 will have apron access along the entire length of the airside portion of the building. The new apron will be 410 feet by 800 feet in size.

### Projects Modified - \$28.3M

*Runway 1C-19C Reconstruction – \$94.5M decrease – assigned to Airfield cost center.* This project current scope provides for the design and reconstruction of runway 1C-19C along with the design of associated Taxiways W and W1. The existing runway is over 40 years old and is approaching the point where it can no longer be economically maintained. The revised project scope addresses the rehabilitation of the runway surface which when augmented with enhanced inspections and maintenance will allow for safe operation of the runway until economic conditions improve. Reconstruction will be limited to the runway areas necessary for the connections of Taxiways W2, W3 and W4 which link the new Runway 1L-19CR into the terminal area.

*Runway 12/30 – \$21.6M decrease – assigned to Airfield cost center*  
*Apron, Taxilanes, (includes Tier 3) – \$73.5M decrease – assigned to Airfield cost center*  
*Main Terminal Rehabilitation (Baggage/Artwork/Infrastructure) – \$39.7M decrease – assigned to Airport Buildings cost center*  
*Main Terminal Package 6 Automated People Mover – \$116.1M increase (assigned to Airport Buildings and Passenger Conveyance cost centers)*  
*Concourse B Expansion – \$17.7M increase – assigned to Airport Buildings cost center*  
*Contribution to Dulles Metro – \$6.2M increase – assigned to Ground Transportation cost center*  
*North Area Roads – \$12.7M increase – assigned to Ground Transportation cost center*  
*Spoils Stockpile – \$19.0M increase – assigned to Ground Transportation cost center*  
*Parking (employee/economy public parking) – \$10.3M increase – assigned to Ground Transportation cost center*  
*Automated People Mover Maintenance Facility – \$5.7M increase – assigned to Maintenance cost center*  
*Airport Rescue and Fire Fighting (ARFF) Station – \$5.1M increase – assigned to Public Safety cost center*  
*Automated People Mover IAB – \$5.2M decrease – assigned to Airport Buildings and Passenger Conveyance cost centers*  
*Enterprise Resource Program (ERP) (approved in 2008 Budget) – \$16.8M increase – assigned to Administration cost center*  
*Radio Enhancements – \$5.9M increase – assigned to Administration and Systems & Services cost centers*  
*Various Projects (Z Gate Rehabilitation, IAB, Land, etc.) – \$9.3M decrease – assigned to Airport Buildings cost center*

## RECOMMENDATION

That the Planning and Construction and Finance Committees recommend to the Board the deferral and or modification to the scope of certain projects in the CCP, including the construction of the Tier 2 Concourse and related facilities, the consolidated rental car facility, cargo 7 apron, the expansion of the south utility service complex, and modification to the scope of Runway 1C-19C reconstruction. This will result in a reduction of \$1.9 billion of the cost of the 2001-2016 CCP, from \$6.6 billion to \$4.7 billion in current dollars.

Prepared by: Office of Finance  
Revised September 24, 2008

II. Recommendation to Approve the Series 2008B Airport System Revenue Bonds (Amended and Restated Authorizing Resolution)

Mr. Brown reported that the proposed resolution was an amendment to the resolution that the Board approved at its September 3 Annual Board Meeting. He moved the adoption of the amended resolution, which would provide authority to proceed with the bond financing and to modify the outstanding swaps particularly giving the ability to respond to the Lehman Brothers bankruptcy and any implications that may result with those swaps. He noted that Lehman Brothers was the Airports Authority's largest counterparty among all swaps.

Mr. Brown reported that the amended resolution provided broad delegations to the officers and to the Finance Committee Chairman. He noted that Committee members have heard him report, but that he wanted the minutes of the day's Board Meeting to reflect that he took the delegations very seriously. He believed the delegations should be used in the rarest of conditions and that the normal process with the Finance Committee and Board actions be followed whenever possible. However, because of the extreme situation in the financial market, the broad delegations were needed to protect the Airports Authority. He noted that the staff did not have authority to close out swaps without Board authority and that the delegations will serve as a bridge between the times that the Finance Committee and Board meets.

Mr. Brown moved the adoption of the following resolution, which was unanimously adopted by all ten Directors present.

WHEREAS, the Board of Directors of the Metropolitan Washington Airports Authority ("Airports Authority") desires to authorize the issuance of Airport System Revenue Bonds, Series 2008B, which may be issued in one or more series or subseries, (collectively, "Series 2008B Bonds") in an aggregate amount not to exceed \$175,000,000 to finance certain capital improvements ("Projects") at Ronald Reagan Washington National Airport and Washington Dulles International Airport (collectively, the "Airports");

WHEREAS, the Board of Directors desires to set forth guidelines for determining the interest rate or rates, maturities and other terms of the Series 2008B Bonds;

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 2008B Bonds, to the extent that these bonds are subject to Section 147 of the Code;

WHEREAS, to provide a hedge against rising interest rates, the Airports Authority has executed forward starting interest rate swap agreements with Wachovia Bank, N.A. (the "Wachovia Swap") and Bank of Montreal (the "BMO Swaps"), as counterparties with an effective date of October 1, 2008 (collectively, the "Swaps") in connection with future debt issuances;

WHEREAS, the Airports Authority has in effect interest rate swap agreements with Merrill Lynch Capital Services, Inc., Lehman Brothers Special Financing, Inc., Lehman Brothers Commercial Bank, Wachovia Bank, N.A., Bank of Montreal, Bear Stearns Financial Products, and Bank of America serving as counterparties in connection with its outstanding bonds and future debt issuances (collectively, the "Existing Swaps") and the credit rating and financial condition of some counterparties has decreased;

WHEREAS, the determination to issue all or a portion of the Series 2008B Bonds as fixed interest rate or variable interest rate obligations, to proceed with, terminate, transfer, defer, extend, or revise the Swaps, and to enter into one or more new swaps (collectively, the "New Swaps") with any of the counterparties listed on Attachment A to this Resolution (collectively, the "Other Counterparties") will be based on market conditions proximate to the sale date of the Series 2008B Bonds and an assessment of the Airports Authority's exposure to interest rate, market and credit risks, and will be designed to achieve the most favorable result to the Airports Authority;

WHEREAS, copies of the following documents relating to each of the Swaps and to swap transactions executed by the Airports Authority with certain of the Other Counterparties have been filed previously in the records of the Authority:

- (a) an ISDA Master Agreement in the form executed by the Airports Authority (the "Master Agreement");
- (b) a Schedule attached to the Master Agreement (the "Schedule");
- and
- (c) a Confirmation (the "Confirmation");

WHEREAS, liquidity support for payment of the Series 2008B Bonds if issued as variable interest rate obligations may be provided initially by Landesbank Baden-Württemberg (the "Bank");

WHEREAS, on September 3, 2008, the Board of Directors adopted Resolution No. 08-12 and now desires to amend and restate such resolution in its entirety;

WHEREAS, there was presented at the September 3, 2008, meeting of the Board of Directors the form of the following documents that the Airports Authority proposed to execute to carry out the transactions described in Resolution No. 08-12 in connection with the issuance of the Series 2008B Bonds, copies of which documents have been filed in the records of the Authority:



- (a) a Supplemental Indenture of Trust (the "Series 2008B VRDO Supplemental Indenture"), between the Airports Authority and the Trustee, relating to the issuance of the 2008B Series Bonds as variable interest rate obligations, which supplements the Master Indenture;
- (b) a Supplemental Indenture of Trust (the "Series 2008B Fixed Rate Supplemental Indenture" and together with the Series 2008B VRDO Supplemental Indenture, the "Series 2008B Supplemental Indentures"), between the Airports Authority and the Trustee, relating to the issuance of the Series 2008B Bonds as fixed interest rate obligations, which supplements the Master Indenture;
- (c) the form of the Series 2008B Bonds, attached as Exhibit A to each of the Series 2008B Supplemental Indentures;
- (d) the Bond Purchase Agreement relating to the Series 2008B Bonds (the "Purchase Contract") between the Airports Authority and Siebert Brandford Shank & Co., LLC, on behalf of itself and the other underwriter listed therein (collectively, the "Underwriters");
- (e) the Official Statement relating to the public offering of the Series 2008B Bonds (the "Official Statement");
- (f) the Standby Bond Purchase Agreement, dated as of September 1, 2008, between the Airports Authority and the Bank (the "Standby Agreement");
- (g) the Remarketing Agreement dated as of September 1, 2008 (the "Morgan Stanley Remarketing Agreement") between the Airports Authority and Morgan Stanley & Co. Incorporated, as remarketing agent for all or a portion of the Series 2008B Bonds;
- (h) the Remarketing Agreement dated as of September 1, 2008 (the "Morgan Keegan Remarketing Agreement" and together with the Morgan Stanley Remarketing Agreement, the "Remarketing Agreements") between the Airports Authority and Morgan Keegan & Company, Inc., as remarketing agent for all or a portion of the Series 2008B Bonds; and
- (i) a Confirmation relating to a New Swap (the "New Swap Confirmation") with any of the Counterparties listed on Attachment A to this Resolution other than Morgan Stanley;

WHEREAS, since its adoption of Resolution No. 08-12, the Board of Directors has reviewed management's proposed amendments to the Airports Authority's Capital Construction Program and has approved those amendments;

WHEREAS, there has been presented to the Board of Directors the form of the following additional documents that the Airports Authority proposes to execute in connection with the New Swaps copies of which documents have been filed in the records of the Authority:

- (a) the ISDA Master Agreement (the "MS Master Agreement") between the Airports Authority and Morgan Stanley;
- (b) the Schedule attached to the MS Master Agreement (the "MS Schedule");
- (c) the Confirmation between the Airports Authority and Morgan Stanley (the "MS Confirmation" and together with the MS Master Agreement and the MS Schedule, collectively the "MS Swap Documents");

NOW, THEREFORE, IT IS RESOLVED

1. That the Series 2008B Bonds may be issued in one or more series or subseries, all or a portion of which may be issued as variable interest rate or fixed rate bonds, or a combination thereof;
2. That the Underwriters are authorized to distribute the Official Statement to prospective purchasers of the Series 2008B Bonds;
3. That the Series 2008B Bonds shall be issued in book entry form pursuant to the Master Indenture and the Series 2008B Supplemental Indentures and sold to the Underwriters pursuant to the Purchase Contract, all upon the terms and conditions specified therein;
4. 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 January 31, 2009, and directed to jointly determine, after the Series 2008B Bonds have been priced in the market, the following:
  - (a) the exact principal amount, series, and subseries designation of the Series 2008B Bonds, provided that the combined aggregate principal amount of the Series 2008B Bonds shall not exceed \$175,000,000;
  - (b) the initial interest rate of each series or subseries of the Series 2008B Bonds whether it is to be fixed or variable;
  - (c) the maturity or maturities of each series or subseries of the Series 2008B Bonds, including the amount and date of any mandatory sinking fund redemption for a maturity;
  - (d) the provisions for tender, purchase and redemption of the Series 2008B Bonds prior to maturity;

- (e) the amount and extent of any liquidity facility for the Series 2008B Bonds;
- (f) the amount of the debt service reserve requirement, if any, and the provider of any Debt Service Reserve Fund surety bond; and
- (g) the amount of the purchase price for each series or subseries of Series 2008B Bonds;

all in a manner to achieve the most favorable net effective interest rate while balancing the Airports Authority's exposure to interest rate, market and credit risks on the entire long-term debt of the Authority, including the Series 2008B Bonds; provided, that the determinations made pursuant to this paragraph shall comply with the following requirements: (i) the maximum term of the Series 2008B Bonds shall not exceed 31 years; (ii) the Series 2008B Bonds shall be subject to redemption at a redemption premium not to exceed three percent (3%) of the principal amount thereof; (iii) the underwriter's discount relating to the Series 2008B Bonds shall not exceed one percent (1%) of the principal amount thereof; (iv) the true interest cost of the Series 2008B Bonds shall not exceed seven percent (7%) per annum; (v) the Series 2008B Bonds shall be offered to the public 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 2008B Bond bearing interest at a variable interest rate shall not exceed twelve percent (12%) per annum or such higher rate provided in the Standby Agreement;

5. That the Authority Representatives are hereby appointed as joint representatives of the Airports Authority with respect to the termination, transfer or revision of the Swaps and the execution of the New Swaps and are authorized, until January 31, 2009, to determine whether:

- (a) to allow any or all of the Swaps to become effective on October 1, 2008;
- (b) to terminate any or all of the Swaps;
- (c) to enter into one or more New Swaps and, in the case of a determination to enter any such swap, to determine the Other Counterparty;
- (d) to defer any or all of the Swaps by extending their effective date and by approving the final revised terms and conditions of the applicable Master Agreement, Schedule and Confirmation, including, but not limited to, the notional principal amount, amortization schedule, nominal effective date, final maturity date, pricing and the designation of the series of Bonds to which the revised Swaps relate; and

- (e) to terminate the insurance provided by Ambac Assurance Corporation with respect to any of the Swaps or obtain insurance relating to any New Swaps;

provided, that, in determining whether to allow the Swaps to become effective or to terminate them, the Authority Representatives shall seek to balance the Airports Authority's exposure to interest rate, market and credit risks to achieve the most favorable results to the Authority; and provided further, that the Authority Representatives may determine to defer any Swap or to enter any New Swap only if (i) the revised Swap or the New Swap complies with the derivatives policy approved by the Airports Authority on November 5, 2003, (ii) the fixed swap interest rate related to the notional principal amount in the revised Swap or the New Swap does not exceed 7 percent (7%) per annum, (iii) the maximum term of the revised Swap or the New Swap does not exceed 35 years from its effective date, and (iv) the floating interest rate in the revised Swap or the New Swap is based on an index estimated to correspond to the expected interest rate of the underlying series of Bonds;

6. That the Authority Representatives are hereby appointed as joint representatives of the Airports Authority with respect to the termination of the Existing Swaps and are authorized, until January 31, 2009, to determine, after consultation with the Airports Authority's financial advisors and management, whether to terminate any or all of the Existing Swaps; provided, that, in determining whether to terminate any Existing Swap, the Authority Representatives shall seek to balance the Airports Authority's exposure to interest rate, market and credit risks to achieve the most favorable results to the Airports Authority;

7. That the Authority Representatives are authorized and directed to:

- (a) execute any amendments, supplements or other documents, including revisions to any Master Agreement, Schedule and Confirmation, necessary or desirable to implement decisions the Authority Representatives make pursuant to paragraphs 5 and 6 of this Resolution and to incorporate the terms and conditions they approve in connection with those decisions; provided, that any such revised Master Agreement, Schedule and Confirmation executed by the Authority Representatives shall be in substantially the same form as the previously filed documents; and

- (b) execute the MS Swap Documents, and/or the Master Agreement, Schedule and New Swap Confirmation with any of the Other Counterparties except Morgan Stanley, as well as any other documents, necessary or desirable to implement decisions the Authorized Representatives make pursuant to paragraph 5 of this Resolution to enter into one or more New Swaps, as such documents may be revised to reflect changes, insertions, completions, and omissions that are necessary or desirable to incorporate the terms and conditions the Authority

Representatives approve in connection with those decisions; provided, that the aggregate notional principal amount of the New Swaps shall not exceed \$110,000,000;

8. That any revised Master Agreement, Schedule and Confirmation relating to the revised Swaps, and any other document that implements decisions made by the Authority Representatives pursuant to paragraph 5 of this Resolution and incorporates the terms and conditions they approve in connection with those decisions, are hereby approved, and the provisions of any such revised Master Agreement, Schedule, Confirmation and other document are hereby incorporated in this Resolution;

9. That the Chairman or the Vice Chairman is authorized and directed to execute, by manual or facsimile signature, the Series 2008B Supplemental Indentures, the Purchase Contract, the Series 2008B Bonds, the Remarketing Agreements, the Standby Agreement, the Official Statement, the MS Swap Documents and any New Swap Confirmation, in substantially the forms submitted to the Board of Directors, 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 2008B Bonds, variable or fixed interest rate, and other terms of the Series 2008B Bonds, any New Swaps, and the Standby Agreement determined pursuant to paragraph 4 or 5 of this Resolution, and the execution of these documents by the Chairman or Vice Chairman shall constitute conclusive evidence of their approval by the Board of Directors;

10. That the Secretary is authorized and directed to affix the Seal of the Airports Authority or a facsimile thereof on the Series 2008B Supplemental Indentures, the Purchase Contract, the Series 2008B Bonds, the Remarketing Agreements, the Standby Agreement, the Official Statement, the MS Swap Documents and any New Swap Confirmation, after their execution by the Chairman or Vice Chairman, to attest the same, by a manual or facsimile signature, and to deliver the Series 2008B Bonds to the Trustee for authentication upon the terms provided in the Master Indenture and the Series 2008B Supplemental Indentures;

11. 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 2008B Bonds, to execute a tax certificate on behalf of the Airports Authority in implementation of the covenants and agreements set forth in the Series 2008B Supplemental Indentures and to make any election permitted by the Code 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 tax certificate shall be deemed to be the representations, agreements and elections of the Airports Authority, as if the same were set forth in the Series 2008B Supplemental Indentures;

12. 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 2008B Bonds, including Internal Revenue Service Form 8038, 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 2008B Bonds, and to take any further action as the officers may consider necessary or desirable in connection with the issuance and sales of the Series 2008B Bonds;

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

14. 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 Authority of the Series 2008B Supplemental Indentures or the termination, deferral or modification of the Swaps and the execution of the Confirmation or the MS Swap Documents are hereby authorized, except that the Board of Directors 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 Series 2008B Supplemental Indentures presented to the Board of Directors which is to serve as trustee, remarketing agent or provider of the liquidity facility or in any other role relating to the Series 2008B Bonds as contemplated under terms of the Series 2008B Supplemental Indentures; and

15. That this Resolution amends and restates Resolution No. 08-12 in its entirety, but does and shall not affect the validity of any actions taken under it before the adoption of this Resolution.

Attachment A  
to  
Amended and Restated Resolution No. 08-12

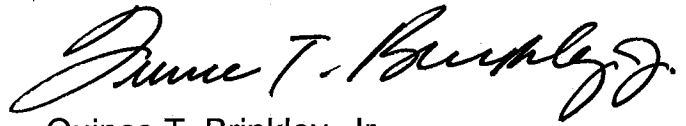
Other Counterparties

Lehman Brothers  
Morgan Stanley  
Merrill Lynch & Company

The Chairman also commended the Secretary to the Board, Lisa Makle-Brooks, and Sheryl Edwards for their outstanding work.

The meeting was adjourned at 10:37 a.m.

Respectfully submitted,

A handwritten signature in cursive script that reads "Quince T. Brinkley, Jr.".

Quince T. Brinkley, Jr.  
Vice President and Secretary

*Approved 10/1/08*