



SPECIAL BOARD OF DIRECTORS MEETING

Minutes of June 22, 2011

The Special Meeting of the Board of Directors, called to select a President and Chief Executive Officer, was held in the Board Conference Room at 1 Aviation Circle and was called to order by the Chairman at 8:30 a.m. All Members were present during the meeting:

Charles D. Snelling, Chairman
Thomas M. Davis III, Vice Chairman
Robert Clarke Brown
Richard S. Carter
Frank M. Conner III
H.R. Crawford
William W. Cobey Jr.

Michael A. Curto
Shirley Robinson Hall
Dennis L. Martire
Michael L. O'Reilly
Mame Reiley
Warner H. Session

The Secretary and Executive Management were present:

E. Lynn Hampton, President and Chief Executive Officer
Margaret E. McKeough, Executive Vice President and Chief Operating Officer

The Chairman called for nominations. Mr. Crawford nominated John E. Potter, former Postmaster General, to serve as President and Chief Executive Officer; Ms. Reiley seconded the nomination. The Chairman then suggested that each Director should be given an opportunity to comment on the nomination before the vote. He proceeded to call on Directors as they were seated, proceeding counterclockwise around the table to his right.

Mr. Davis said he had known Mr. Potter for a number of years, as he had chaired the House Committee with jurisdiction over the Postal Service. He had worked with Mr. Potter on legislation; he was a first-class professional, with a reputation as an outstanding leader for managing a large organization. He had extensive experience with cargo and air freight, areas the Airports Authority was focusing on. Mr. Davis said Mr. Potter would add credibility to the organization, and commended the Executive Search Committee and the Board for the choice.

Ms. Reiley agreed with Mr. Davis, and added that Mr. Potter was the right man at the right time to lead the Airports Authority and to face the challenges presented

by the Metrorail to Dulles project. She said she was thrilled to have seconded his nomination.

Mr. Brown said he did not have any comments.

Mr. Cobey thanked the Executive Search Committee, noting that it was a pivotal time. He said the Airports Authority would have outstanding and visionary leadership going forward.

Mr. O'Reilly said he would support the nomination; he had had an opportunity to speak to Mr. Potter during the interviews and had found him a very impressive individual. Mr. Potter had been "local" for a number of years, and was therefore familiar with many of the issues the Airports Authority was facing. This might call into question his willingness to take on the position. But he commended Mr. Potter for accepting the job; he thought Mr. Potter wanted to take on a challenge, and Mr. O'Reilly was confident he could meet the Airports Authority's challenges.

Ms. Hall said she had enjoyed serving on the Executive Search Committee, and noted that there had been a number of outstanding candidates. Her preference was for someone who had a depth of airport industry experience. She was sure Mr. Potter would do a fine job, but since there had been several candidates with deep experience, the Board's choice could have been different.

Mr. Carter said he too had hoped for someone with depth of experience in aviation. He did look forward to working with Mr. Potter, and pledged his support. He also complimented the Executive Search Committee, thanking particularly Mr. Session, the Chairman. He said the process had brought the Board closer together.

Mr. Session first thanked the Chairman for giving him the opportunity to chair the Executive Search Committee and for supporting him throughout the process. He said some would think that as a new Board member he had been "thrown into the deep end", but the Committee had started with a time and task schedule to complete the process in 90 days. He thanked the Committee members, as well as other members of the Board, who had been fully engaged throughout the process. The Committee had been thorough in its deliberations and disciplined in its discussions. He also recognized the search firm Spencer Stuart, particularly Michael Bell, who had provided extraordinary professionalism throughout the process, allowing for an excellent pool of candidates. Mr. Session recognized Kim Kendrick and Sherry Bellamy of L&L Consultants, who had also contributed to the process.

There had been a very diverse pool of candidates, both in terms of ethnicity, race, and gender, and background with and without aviation background. His

personal preference would have been to have a candidate who had actually run an airport, but he said the Airports were already two of the best in the country. What was needed now was strong leadership and vision, particularly with respect to the rail project. He believed Mr. Potter possessed these characteristics, and was a good candidate for times such as the Airports Authority was facing. Mr. Session would be supporting him.

Mr. Curto said he had enjoyed working on the Executive Search Committee, and commended Mr. Session for keeping the group on task and on time. He fully supported the selection of Mr. Potter, and looked forward to working with him closely in the future.

Mr. Conner thanked Mr. Session for his leadership in the search process. He said Mr. Potter was a remarkable talent; there had been many talented people to choose from. Mr. Potter would be a remarkable leader, with the many challenges the Airports Authority faced. The process may have been long, but it had produced the right result. He noted that the Airports Authority had run extremely well through the year it had taken to complete the process, and he commended the senior leadership and Ms. Hampton particularly for carrying on and serving the customers through the search process.

Mr. Martire thanked Mr. Session for running a successful process. There had been excellent candidates to consider; Mr. Potter had risen to the top. He would be great for the business community, but great for the labor community as well. He would be an asset to the organization.

Mr. Crawford thanked the Executive Search Committee, and said now that the Committee had selected a high quality individual, he would strongly support it. He had spoken with Mr. Potter, and believed that the Board was selecting the right person at the right time.

Mr. Brown observed that he had not expected all to speak, and would not pass up the opportunity to do so himself. He said he had been involved in the organization study, which had shown that the Airports Authority needed a strong leader. He said Mr. Potter was like a GI general, and was just what the organization needed. As to aviation experience, he noted that Mr. Potter had worked with every airline in the country, both cargo and passenger carriers. He had not run an airport, but the Board had made a decision at the start of the search not to do what often happened in airport searches, a roundup of the usual suspects, who were then passed around from airport to airport like baseball managers. The Airports Authority had wanted to look at the broader management pool for this job. The decision was the right one, and Mr. Potter would be a strong President. Mr. Brown was happy to be part of the decision.

Mr. Snelling said he was enormously gratified by what had been said that morning. He thanked Mr. Session for chairing a very good committee, and agreed with Mr. Carter that the search had been a process of healing and reuniting for the Board. He said Ms. Hampton had served with vigor, distinction and dedication he had rarely seen, working night and day.

[There followed a spontaneous standing ovation for Ms. Hampton]

The Chairman then called for a vote; he noted the Board Members had received a term sheet and executed contract; all that remained was the Board's vote. The Board had agreed to a recorded vote, and the Chairman called for a show of hands. The result was: Ms. Reiley and Messrs. Davis, Brown, Cobey, Conner, Curto, Crawford, Martire, O'Reilly, Session and Snelling in favor; Ms. Hall and Mr. Carter opposed.

The Chairman then called for Mr. Potter to be brought in. This was done to general applause. The Chairman welcomed him, and announced that he would be taking on the job not later than July 18. He said that the Board had selected a former Postmaster General, John E. "Jack" Potter to be the President and CEO of the Airports Authority. He said the Board was confident Mr. Potter had the leadership and management skills necessary to continue the Airports Authority's strong legacy of providing outstanding aviation services to the Washington region and to travelers throughout the world who used the Washington airports. Mr. Potter was the right person at the right time to meet the challenges of building the rail system in the Dulles Corridor and improving the Dulles Toll Road to promote mobility and economic development for the region. Mr. Potter's skills and background were a good fit for the Airports Authority. As Postmaster General, he had managed a workforce of 500,000 employees, and had led the transformation of the Postal Service into a service-driven, customer-focused, and cost-sensitive organization. He would also bring fresh perspective to the job. The Chairman said he looked forward to working with Mr. Potter to help build a strong and secure future for this world-class transportation system that was so important to the region.

Mr. Potter thanked the Board for considering and then selecting him. He looked forward to working with the Board and staff, as well as all stakeholders. He remembered that his first impression of Washington had been the Airport. That would be true for travelers, business people, foreign visitors, or citizens visiting their government. It was important that the Airports be welcoming, that the passengers' experiences were positive, that airports were efficient and serve them well. He would be building on a very strong legacy; cargo was very important to the regional economy, tourism was also very important. Mr. Potter said he was very excited about the Dulles rail project, as it would bring the opportunity of growth along the corridor and provide employment for people from

all over the region. He was excited about getting in, getting involved, and working with everybody involved. There were two goals: world-class airports and a world-class rail line. He would do his best to deliver.

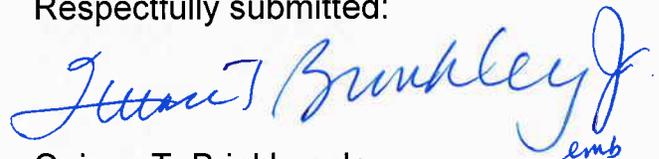
The Chairman said that Ms. Hampton had consented to be available for 90 days for any necessary consultations, and thanked her for doing so. He asked her if she wished to make any remarks. She said that all airport employees would look forward to working with Mr. Potter. As he had said, the Airports Authority operated great airports, was building a great rail project, and operating a great Toll Road. She thanked the Board for the opportunity she had to get to know the Airports and the airport people better than she had in the many years she had worked there.

The Chairman noted that Ms. McKeough had worked through the interregnum as well, and asked if she had any remarks. Ms. McKeough said staff was standing by and looking forward to continuing the work of the Airports Authority.

The Chairman said he had appointed Quince Brinkley, Vice President and Secretary, as Transition Director to act for the Board and the Chairman in integrating Mr. Potter into the organization.

There being no further business, the meeting was adjourned at 8:50 a.m.

Respectfully submitted:



Quince T. Brinkley, Jr.
Vice President and Secretary

Approved 7/6/11