



BOARD OF DIRECTORS MEETING

Minutes of November 6, 2008

The regular monthly meeting was held in the Board Conference Room at 1 Aviation Circle, and was called to order by the Chairman at 9:54 a.m. All thirteen Directors were present during the meeting:

H.R. Crawford, Chairman
James L. Banks, Jr.
Robert Clarke Brown
William W. Cobey Jr.
Anne Crossman
Mamadi Diané
Michael David Epstein

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

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

I. MINUTES OF THE OCTOBER 1, 2008 BOARD MEETING

The Chairman called for approval of the minutes of the October 1, which were unanimously adopted.

II. COMMITTEE REPORTS

a. Business Administration Committee

Mr. Manning reported that the Business Administration Committee met on October 15, 2008. Steve Baker reported that the Airports Authority awarded \$17.5 million in contracts during the month of September 2008. The Airports Authority hosted its 18th Annual Business Opportunity Seminar (BOS) on November 5 at the Washington Renaissance Hotel. Mr. Manning noted that the event had a record attendance and congratulated Steve Baker and his staff for a job well done.

Mr. Baker presented a comprehensive overview of the Airports Authority's plan to renew its annual operational insurance policy, noting the Airports Authority's exposure as delivered by Risk Management through its broker, Aon Risk Services. He explained the different types of coverage and reported that the Airports Authority is expected to reduce its premiums by 11.3 percent in 2009.

Brian Leuck presented the pre-solicitation terms for the refuse and recycling removal services contract at Dulles. The current contract, which expires March 31, 2009, is with Con-Serv Industries of Sterling, Virginia and includes a 25 percent LDBE requirement. The annual cost of the current contract is approximately \$852,000, but with fuel and materials increases, the contract could increase to \$1,000,000. The Committee approved the pre-solicitation terms.

Arl Williams presented the proposed 2009 medical and dental insurance programs and premium rates, noting an 11.3 percent increase over the 2008 rates. This increase was attributed to higher employees' claims in 2008. The Airports Authority has a health program in place which educates employees on treatments for chronic diseases. The Committee approved the recommendation, and Mr. Manning would offer a proposed resolution later in today's meeting.

b. Finance Committee

The Finance Committee met on October 15 and again earlier today in a Special Finance Committee meeting. During the October 15 meeting, the Airports' financial advisors provided a financial markets update and recommended deferring the sale of the \$250 million Series 2008B Bonds.

Since other agenda items were connected to the postponed financing, they were deferred to the November Finance Committee meeting.

The October 15 meeting was held in executive session, and the Committee was briefed on a proposal to amend the Passenger Facility Charge (PFC) application. At today's earlier Special Finance Committee meeting, the Committee approved staff's recommendation to amend the PFC application to provide additional funding for the AeroTrain and to pay financing costs for the AeroTrain and the International Arrivals Building at Dulles. Mr. Brown noted that the additional PFC funding in the FY 2009 budget is being used to provide relief to the airline tenants through the rates and charges model. He reported that he would offer a resolution for Board approval later in today's meeting.

During the October 15 Finance Committee meeting, management presented the draft 2009 Budget in executive session. Mr. Brown noted that the Committee

had an extensive budget discussion and expressed the Board's sentiment to provide as much relief as possible to the airlines.

Also during today's Special Finance Committee meeting, Mr. Brown reported that staff recommended amending the bond resolution for the Series 2008B Bonds so that the proceeds could be used to refund outstanding Commercial Paper Notes. He noted that in recent weeks the Airports Authority sold approximately \$100 million of Commercial Paper Notes. Although no decision was reached, Mr. Brown reported that the Committee would prefer the flexibility to use the Bond proceeds to refund some or all of the Commercial Paper Notes. Mr. Brown reported that he would offer a resolution for Board approval later in today's meeting.

c. Information Technology Committee

Mrs. Crossman reported that the Information Technology Committee met in executive session earlier today and received an update on the Enterprise Resource Planning (ERP) program. The Committee discussed the program and acknowledged that the ERP procurement process is progressing as planned. Staff anticipates the procurement process to be completed in late 2008, and a contract awarded by February 2009.

d. Planning and Construction Committee

Mr. Epstein reported that the Planning and Construction Committee met on October 15, 2008. Frank Holly reported that no significant differences occurred with the monthly Capital Construction Program (CCP) since the last report. Steve Smith reported on the proposed recommendation to award the on-call planning and programming services contract for both Airports. The Technical Evaluation Committee interviewed three firms; Ricondo & Associates, Inc. was the highest-ranked firm. The base-year contract would be \$1,500,000 and \$1,500,000 annually with a two-year option. The Committee approved the recommendation and Mr. Epstein noted that he would offer a resolution later in today's meeting.

Mr. Bennett reported on the proposed recommendation to approve VDOT easement changes for the Capital Beltway HOT Lanes project. He noted that the Commonwealth of Virginia exercised a contract to build HOT Lanes on the beltway and 495. Part of the HOT Lanes project included work to modify how the Dulles Toll Road and the intersection of the Corridor and the beltway merge. While the Committee preferred that the Board approve all proposed easements, it approved delegation of authority to the Chairman or Vice Chairman and Chairman of the Planning and Construction Committee to approve one of the

recommended easements when its final form is agreed on by the President and VDOT. Mr. Epstein noted that he would offer a resolution later in today's meeting.

With respect to the 2009 Capital Construction Program budget, Mr. Bennett reported that staff has performed a critical review. He reviewed the projects included in the recommendation paper, noting in particular the restroom modifications and upgrades to the Main Terminal at both Airports.

Jana Phillips reported on easements needed for Route 28 improvements at Innovation Avenue and Frying Pan Road. She noted that the Airports Authority granted easements to VDOT in connection with interchanges being constructed at Route 28/Innovation Avenue and at Route 28/Frying Pan Road. When the final design work was performed, VDOT discovered that it needed additional land for the permanent transportation and drainage easements. The Committee approved the recommendation and Mr. Epstein noted that he would offer a resolution later in today's meeting.

Jana Phillips noted that Loudoun County is widening its Parkway and Old Ox Road to create a new intersection. She explained that Loudoun County is seeking approximately 11.5 acres for these improvements, and it was not included in the land that the Airports Authority provided Loudoun County in 2002. The Committee approved the recommendation, and Mr. Epstein noted that he would offer a resolution later in today's meeting.

Steve Baker reported that the Airports Authority staff has been assessing revenue-producing ideas relative to the development of approximately 800 acres known as the Western Lands. Mr. Epstein noted that the land serves as an excellent opportunity to generate income for the Airports Authority. The Airports Authority has engaged the services of Innova Aviation Consulting, LLC to help with this process. He explained that staff would develop an RFP and evaluation criteria before issuing a solicitation. The Committee agreed with the pre-solicitation process.

Mr. Snelling referred to the October 15, 2008 summary minutes (fourth paragraph, last sentence) of the Planning and Construction Committee meeting located under tab C-2. He requested that his statement be clarified. He explained that during the October 15 meeting he indicated that he was concerned that the Board did not always have sufficient time to discuss items before rendering a decision. The Committee agreed to delete the sentence, as reflected in the Board Office file copy.

All Committee reports were thereupon unanimously accepted.

The Chairman reported on the Airports Authority's successful acquisition of the Toll Road and acknowledged that the staff overcame a number of hurdles, including the court case. The Airports Authority had succeeded in attaining all of its goals. The Board acknowledged Mr. Bennett and staff with a round of applause.

The Chairman acknowledged his colleagues, Anne Crossman, Mamadi Diané, Weldon Latham and Mame Reiley, whose terms were nearing expiration. He thanked them for their dedication and noted that letters regarding the manner in which they served the Airports Authority were written to the appropriate appointing authorities. The Chairman noted that Mrs. Crossman and Ms. Reiley were eligible for reappointment while Mr. Diané and Mr. Latham were not. Directors would continue to serve until their successors were named. The Chairman noted that the Board was not saying goodbye to their colleagues today, but took the opportunity to acknowledge it has been a joy and a privilege to serve with each Director.

The Chairman noted that Jim Banks and Bill Cobey submitted a report (attached) on their recent travel as participants in the United Airlines' inaugural flight to Dubai. Mr. Banks reported that they departed Dulles Airport on Sunday, October 26, and arrived on Monday, October 27. They met with Ali Al Jallaf, Vice President, Cargo Village Unit, and Abdulla Mohammed Bin Khediya, Senior General Manager, Cargo Village Unit. He and Mr. Cobey participated in a tour of the port facility at Dubai and received a thorough briefing on the future construction plans of a new international airport at an adjacent property at Jebel Ali, which will consist of six runways and accommodate 125 million passengers. The airport is expected to be completed and operational in three years. Within three years of deciding to build a metro rail system, trains are being tested. The system is scheduled to be completely operational five years after the decision was made. Directors noted that unlike the Airports Authority, Dubai has an unlimited budget and different type of democracy. Mr. Banks noted that there was an unbelievable business environment in Dubai, and it was a great trip.

Mr. Snelling noted that he would provide a report on the October 28-30 14th Annual AAAE/IAAAE North America/Central Europe/Central and South Asia Airport Issues Conference in Athens, Greece at a future meeting.

II. COMMITTEE REPORTS (continued)

a. Dulles Corridor Committee

Ms. Reiley reported that the Dulles Corridor Committee met on October 15, 2008.

In executive session, Mr. Bennett presented a briefing on the operational models that the Airports Authority could use to manage the future operation of the Dulles Toll Road. The briefing also provided the Committee an overview of the plans to transfer the Toll Road and reviewed how it will operate. Ms. Reiley noted that Mr. Bennett would provide an update on the Toll Road transfer in today's President's report.

The Dulles Corridor Committee report was unanimously accepted.

III. INFORMATION ITEMS

a. President's Report

Dulles Corridor Rail. Mr. Bennett reported that as of November 1, 2008, the Airports Authority accepted the transfer of the Toll Road from the Commonwealth of Virginia, a major step to fulfilling the vision of the rail effort in the Dulles Corridor - Loudoun County area. He noted that the Airports Authority first advanced the concept to construct the rail and to operate the Toll Road approximately three years ago. Mr. Bennett thanked the Board for its accomplishments regarding its decision making, leadership and guidance. He believed it was the Board that deserved a round of applause.

Mr. Bennett noted that all financial transactions associated with the transfer have been completed. The toll revenues are being collected and deposited into the Airports Authority's accounts. The customers will see no changes in the Toll Road operations as VDOT will continue to operate it contractually. Mr. Bennett reported that the rail project was a very complex transaction that could not have been accomplished without the hard work and dedication of many staff, advisors and attorneys in attendance at today's meeting. Mr. Bennett thanked all involved for their efforts.

The Toll Road transfer finalized the financial plan for the Metrorail construction project. As part of the process, Mr. Bennett noted that the Airports Authority received a formal certification from the U.S. Secretary of Transportation stating that the Airports Authority's operation of the Toll Road, and the development of the rail project, are consistent with the terms of its lease agreement with DOT. All necessary documentation has been submitted to the Federal Transit Administration (FTA) for consideration of providing full-funding grant approval for the project. Congressional notification is still expected by the end of the year.

Mr. Bennett reported that utility relocations and preparatory construction work in Tysons Corner were intensifying, and right-of-way acquisitions were progressing

nically. He was not aware of any significant property or right-of-way acquisition challenges.

Mr. Bennett also reported that the Tysons Tunnel Group is scheduled to host an informational meeting for several of its community associations at the Sheraton Premiere on Wednesday, November 12, to discuss the rail project and options for the tunnel project through Tysons.

Alternative Minimum Tax Penalty. Due to the uncertainty in market conditions, the Airports Authority bond deal is being delayed. Mr. Bennett noted that airport revenue bonds are generally classified as private activity bonds and are subject to an Alternative Minimum Tax (AMT). These bonds currently have an interest rate penalty of almost 150 basis points above the normal rate and are subject to the AMT, and the amount of people purchasing airport revenue bonds have declined. Mr. Bennett reported that the American Association of Airport Executives, Airports Council International, Airports Authority and other airports around the nation have been working aggressively with congressional staff to discuss opportunities to include language as part of an economic stimulus package. Congress could consider classifying airport revenue bonds as public purpose bonds, therefore, removing the AMT penalty. If the AMT penalty were removed, it would free up credit markets for airport revenue bonds and save borrowers a substantial amount on interest costs. The House and Senate staffs have been receptive to the proposals and reached a consensus to include it as part of the stimulus package being discussed. Mr. Bennett noted that it was unknown whether Congress would return for a lame duck session and whether it would approve a stimulus package to include the change to the airport revenue bonds, but that all associations would continue to work to complete this effort. He stated that construction nationwide was being impacted because the credit market is drying up.

Fourth Runway at Dulles. Mr. Bennett reported that the Airports Authority, Federal Aviation Administration and DOT would celebrate the opening of the fourth runway at Dulles on November 20, 2008. Secretary of Transportation Mary E. Peters, Acting FAA Administrator Bobby Sturgell and Governor Tim Kaine would attend the celebration. Mr. Bennett stated that each participant, and Chairman Crawford, would be making remarks at this event. FAA is very excited about the fourth runway dedication and has invited over 200 people to participate, in addition to those invited as part of the Airports Authority community outreach. Mr. Bennett noted that three runway dedication ceremonies would occur on November 20 and that Secretary Peters and FAA Administrator Sturgell would depart Dulles to arrive at Chicago O'Hare for its ceremony before flying to Seattle for the Seattle-Tacoma dedication. Three runway dedications on the same day marked a historical event.

Construction Updates. Mr. Bennett reported that the new Aircraft Rescue and Firefighting Facilities at both Airports were now in service. He noted that the Dulles Airport fire station became necessary to support the new fourth runway opening at Dulles. The new fire station at Reagan National would replace the existing sub-par facility and provide a more efficient work environment.

Mr. Bennett reported that all fire dispatching service was turned over the previous night to full-time, trained dispatchers in the Consolidated Communications Center where they are now dispatching all police and fire calls. This event marked the first time in the history of the Airports that fire dispatches would not be completed at the individual fire stations.

Business Opportunity Seminar. Mr. Bennett thanked Mr. Manning for his remarks at the November 5 Seminar. He also thanked Mr. Crawford for attending and congratulated Steve Baker and his staff for a great job.

Delta/Northwest Merger. Mr. Bennett reported that the federal government approved the Delta/Northwest merger. With respect to air service, no major changes would occur at either Airport. As Delta/Northwest merges its airport operations staff, it may create a challenge involving the use of Airport facilities at both Airports. Mr. Bennett noted that the merger would likely be more challenging at Reagan National because both Delta and Northwest have fairly significant operations there. Once the combined carrier evolves, it will be the second largest airline at Reagan National, comparable to US Airways.

b. Executive Vice President's Report

Operationally at Reagan National, Ms. McKeough reported that there were no significant changes in the number of flights offered in September 2008. She noted that carriers began adjusting the size of their aircrafts, which resulted in a slight decline of 2 percent in seats sold in September 2008.

At Dulles, Ms. McKeough reported a decline of 40 daily departures, a decrease of 8 percent in September 2008. She also noted an 8 percent decline in seats sold for domestic and international flights over this same period.

Traditionally, September marked one of the slower months at both Airports due to capacity reductions. Seasonally, airlines traditionally pulled back their flights in September, especially international flights.

At Reagan National in September 2008, approximately 1.4 million passengers used the Airport, a decrease of about 3 percent in passenger activity, over September 2007 usage. Nine months into the fiscal year, Ms. McKeough

reported that Reagan National was operating at a 3.6 percent decline compared to the same time period in 2007.

At Dulles, Ms. McKeough reported that a decline in both domestic and international activity occurred in September 2008. Passenger activity totaled 1.8 million passengers in September 2008, a decline of approximately 5.5 percent, compared to September 2007. Domestic activity totaled 6 percent less in 2008 compared to September 2007. For the first time in many months, Ms. McKeough reported that international activity also declined approximately 3 percent in September 2008, compared to September 2007. As Ms. McKeough previously reported, international carriers routinely decreased their operations in September. She noted that several foreign carriers at Dulles implemented their reductions earlier in 2008 than in prior years. Ms. McKeough also noted that Lufthansa eliminated its Munich service for the winter season. Nine months into the fiscal year, Ms. McKeough reported that Dulles' total operations declined by 2.7 percent, combined with a decrease in domestic activity of 5 percent and a 6 percent increase in international activity.

Ms. McKeough reported that cargo activity at both Airports decreased in September 2008, with declining domestic and international freight totaling 11 percent and 16 percent, respectively.

Overall, Ms. McKeough reported that the U.S. aviation industry experienced a 9 percent decline; both Reagan National and Dulles performed better than the industry's benchmark.

IV. NEW BUSINESS

- a. Proposed Recommendation to Approve 2009 Medical and Dental Insurance Programs with Proposed Premium Rates

Mr. Manning moved the adoption of the following resolution, which was unanimously adopted:

WHEREAS, after a competitive review of the healthcare market in 2007, the Board in Resolution No. 07-38 authorized contracts with Aetna to provide medical insurance, CVS Caremark to provide prescription drug coverage and the Metropolitan Insurance Company to provide dental coverage, as well as Kaiser Permanente to offer a comprehensive healthcare and prescription drug program to its employees and retirees in 2008;

WHEREAS, the costs of the programs are shared between the Airports Authority and its employees;

WHEREAS, the Airports Authority is self-insured under the Aetna and CVS plans and assumes the financial risk for the payment of medical and pharmacy claim expenses;

WHEREAS, the Airports Authority contracts with Kaiser Permanente for healthcare and prescription drugs and with the Metropolitan Insurance Corporation for dental insurance under fully-insured fixed premium contracts; and

WHEREAS, the rate increase proposed by the management to renew these contracts represents an 11.3 percent increase over 2008 healthcare rates, a moderate increase in the context of national health costs;

NOW, THEREFORE, IT IS RESOLVED

1. That the President and Chief Executive Officer is authorized to renew contracts for 2009 medical and dental insurance care with Aetna and Kaiser Permanente to provide primary medical care benefits and insurance, CVS Caremark to provide pharmacy benefits, and Metropolitan Insurance Company to provide dental insurance, consistent with the terms and conditions presented to the Board of Directors on November 6, 2008;
2. That a financial commitment of \$17,737,674 is approved for employee healthcare during 2009 with the monthly premium rates for medical and dental insurance coverage as shown in Attachment A; and
3. That this resolution shall be effective upon its adoption.

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

- b. Proposed Recommendation to Approve Amending the Passenger Facility Charge Applications for the AeroTrain and the International Arrivals Building

Mr. Brown moved the adoption of the following resolution, which was unanimously adopted:

WHEREAS, the Airports Authority receives Passenger Facility Charge (PFC) revenue under the Aviation Safety and Capacity Expansion Act of

1990, 49 U.S.C. § 40117, to pay certain construction costs at both Ronald Reagan Washington National and Washington Dulles International Airports;

WHEREAS, the authority of the Airports Authority to impose a PFC at the Airports stems from the approvals by the Federal Aviation Administration (FAA) of PFC applications submitted by the Airports Authority;

WHEREAS, the current authority of the Airports Authority to impose a PFC at Reagan National Airport will expire in 2014 and at Washington Dulles in 2016;

WHEREAS, the Airports Authority currently has an approved PFC application relating to the AeroTrain Capital Construction Program (CCP) project (AeroTrain PFC Application), and an approved application relating to the International Arrival Building expansion project (IAB PFC Application), and each approved application defines the amount of PFC revenue that may be applied to the project and manner in which the revenue may be used;

WHEREAS, in order to lower airline rates and charges, the Airports Authority desires to change the manner in which PFC revenue may be used in connection with the AeroTrain and IAB expansion projects and to enlarge, to 2038, the period during which a PFC may be imposed to provide revenue to these projects;

WHEREAS, in order to achieve these desires, the Airports Authority must submit an amendment to the AeroTrain PFC Application and to the IAB PFC Application, and obtain FAA approval of each amendment;

WHEREAS, the nature of these amendments is explained in a memorandum to the Board of Directors, entitled "Recommendation to Approve Amending the Passenger Facility Charge Applications for the AeroTrain and the International Arrivals Building," dated November 2008 (Board PFC Paper); and

WHEREAS, the amendments to the AeroTrain PFC application and the IAB PFC Application will be discussed at a consultation meeting with the airlines before they are submitted to the FAA;

NOW, THEREFORE, BE IT RESOLVED

1. That the Board approves the staff recommendations contained in the Board PFC Paper;
2. That the President and Chief Executive Officer is authorized and directed to prepare and submit an amendment to the AeroTrain PFC Application and to the IAB PFC Application which is consistent with the Board PFC Paper;
3. That the President and Chief Executive Officer is designated as the Airports Authority's official representative with respect to each amendment referenced in paragraph 1;
4. That the President and Chief Executive Officer is authorized to undertake any and all reasonable actions in furtherance of each amendment referenced in paragraph 1; and
5. That this resolution shall be effective upon its adoption.

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

- c. Proposed Resolution to Approve a Resolution Further Supplementing Resolution No. 08-14 which Amended and Restated Resolution No. 08-12 Authorizing the Series 2008B Airport System Revenue Bonds

Mr. Brown moved the adoption of the following resolution, which was unanimously adopted with all thirteen Directors voting:

WHEREAS, on September 3, 2008, the Board of Directors of the Metropolitan Washington Airports Authority ("Airports Authority") adopted Resolution No. 08-12 authorizing the issuance of Airport System Revenue Bonds, Series 2008B (the "Series 2008B Bonds") to finance certain capital improvements at Ronald Reagan Washington National Airport and Washington Dulles International Airport;

WHEREAS, on September 17, 2008, the Board of Directors adopted Resolution No. 08-14, which amended and restated Resolution No. 08-12;

WHEREAS, on October 1, 2008, the Board of Directors adopted Resolution No. 08-15, which supplemented Resolution 08-14;

WHEREAS, there are Airport System Commercial Paper Notes, Series One (the "CP One Notes") outstanding and the Airports Authority desires to authorize the refunding of all or a portion of the outstanding CP One Notes with a portion of the proceeds of the Series 2008B Bonds (the "Refunded CP One Notes");

WHEREAS, there has been presented to the Board of Directors the form of the Refunding Agreement (the "CP One Refunding Agreement") between the Airports Authority and Manufacturers and Traders Trust Company (the "Trustee") that the Airports Authority proposes to execute in connection with the refunding of the Refunded CP One Notes, a copy of which been filed in the records of the Airports Authority;

NOW, THEREFORE, IT IS RESOLVED

1. That the Authority Representatives are authorized and directed to jointly determine, after the Series 2008B Bonds have been priced in the market, the amount, if any, of the outstanding CP One Notes to be refunded with proceeds from the Series 2008B Bonds pursuant to the CP One Refunding Agreement, and that the Chairman or the Vice Chairman is authorized to execute, by manual or facsimile signature, the CP One Refunding Agreement and to take any further action as either such officer may consider necessary or desirable in connection with the refunding of the Refunded CP One Notes;
2. That any authorization provided in this Resolution to execute a document shall include authorization to deliver the document to the other parties thereto;
3. That any other acts of the Chairman or the Vice Chairman, 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 refunding of the Refunded CP One Notes are hereby authorized;
4. That to the extent there is any conflict between the provisions of this Resolution and those of Resolution No. 08-14, as supplemented by Resolution No. 08-15, the provisions of this Resolution shall prevail, and that Resolution No. 08-14, as supplemented by Resolution No. 08-15, is otherwise ratified and confirmed; and
5. That this Resolution shall be effective upon its adoption.

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

d. Proposed Recommendation to Award the On-Call Planning and Programming Services Contract for both Airports

Mr. Epstein moved the adoption of the following resolution, which was unanimously adopted:

WHEREAS, the Planning and Construction Committee concurred in a pre-solicitation paper on the selection of a firm to provide on-call planning and programming services for both Airports in June 2008;

WHEREAS, as the result of a competitive Request for Qualifications procedure, the staff technical evaluation committee recommended the selection of Ricondo & Associates, Inc. to provide the on-call services for a wide range of airfield, terminal, parking, energy, environmental and other facility-related projects at both Airports; and

WHEREAS, Ricondo & Associates, Inc. demonstrated a thorough understanding of the types of projects the Airports Authority anticipates undertaking in the coming years as well as the depth and number of individuals available to respond to a variety of demands;

NOW, THEREFORE, IT IS RESOLVED

1. That Ricondo & Associates, Inc. is hereby selected to provide on-call planning and programming services at both Airports;
2. That the contract with Ricondo & Associates, Inc. shall be awarded for an amount not to exceed \$1,500,000 for its base year, and \$1,500,000 annually, with a two-year renewal option;
3. That the contract shall include a 25 percent Local Disadvantaged Business Enterprise participation requirement; and
4. That this resolution shall be effective upon its adoption.

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

- e. Proposed Recommendation to Delegate Authority to the President/Chief Executive Officer to Approve VDOT Easement Changes for the Capital Beltway HOT Lanes Project

Mr. Epstein moved the adoption of the following resolution:

WHEREAS, the Federal Aviation Administration in 1983 granted easements in the Dulles Corridor to the Virginia Department of Transportation for the construction of the Dulles Toll Road, including the southbound lanes of Interstate 495, the "Capital Beltway", and interchange ramps connecting it with the Dulles Toll Road and Dulles Access Highway;

WHEREAS, The Authority in Resolution No. 89-18 granted further easements to accommodate the Toll Road widening;

WHEREAS, The Authority has since 1990 sought improvements to the geometrics of the I-495 – Toll Road/Access Highway interchange to improve the safety and efficiency of its operation;

WHEREAS, With the construction of the High Occupancy Toll ("HOT") Lanes project on the Beltway, further ramp construction for the interchange will require additional easements in the Dulles Corridor;

WHEREAS, The HOT Lanes project is already under construction, but the design of the interchange has not yet been completed to the satisfaction of the Authority; and

WHEREAS, The Planning and Construction Committee has reviewed the situation and the management proposal to allow construction easements while pursuing corrective measures in the overall interchange design;

NOW, THEREFORE, IT IS RESOLVED

1. That the President and Chief Executive Officer must bring all final easements back to the Chairman or Vice Chairman and Chairman of the Planning and Construction Committee for final review and approval;
2. That the President and Chief Executive Officer is authorized to grant adjustments to the Virginia Department of Transportation Toll Road easement for the HOT Lanes project, contingent upon the development of an acceptable plan to meet the Authority's long-term concerns concurrently with the operation of the HOT Lanes, now scheduled for 2012; and

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

As a matter of principle, Mr. Brown objected to delegating authority to staff to execute easements on the Board's behalf. He noted that the next two resolutions on today's agenda sought Board approval at the times the easements were executed. Mr. Brown recalled that the Planning and Construction Committee amended the proposed resolution to require the easements agreed to by the staff to be subject to the Chairman or Vice Chairman and Chairman of the Planning and Construction Committee for final review and approval. He noted that he was not convinced during the Committee discussion that the easements were of such urgency that adequate planning would not have enabled VDOT staff to present them for full Board approval. Mr. Snelling reported that while he would vote yes on the resolution, he agreed with Mr. Brown's views.

The resolution was thereupon adopted, with Mr. Brown voting nay.

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

- f. Proposed Recommendation Regarding Easements Needed for Route 28 Improvements at Innovation Avenue and Frying Pan Road

Mr. Epstein moved the adoption of the following resolution, which was unanimously adopted:

WHEREAS, in Resolution No. 87-18 the Airports Authority granted easements on the Dulles Reservation to the Virginia Department of Transportation (VDOT) for the construction of interchanges on Route 28 at Innovation Avenue and Frying Pan Road;

WHEREAS, with the development of final plans for the interchanges, the easements have proved insufficient, and VDOT has requested 1.593 acres in additional easements to accommodate its design; and

WHEREAS, the Planning and Construction Committee has reviewed the proposed easements, as presented by management, and recommends that they should be granted in the public interest;

NOW, THEREFORE, IT IS RESOLVED

1. That the President and Chief Executive Officer is authorized and directed to grant the Innovation Avenue and Frying Pan Road easements as identified in detail in the documents presented at this meeting; and

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

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

g. Proposed Recommendation Regarding Easements Needed for Route 606 and Loudoun County Parkway Improvements

Mr. Epstein moved the adoption of the following resolution, which was unanimously adopted:

WHEREAS, much of Virginia Route 606 is constructed on the Dulles Reservation, on easements granted by the Federal Aviation Administration and the Airports Authority;

WHEREAS, Loudoun County proposes to widen the two sections of Route 606 on Dulles property, the Loudoun County Parkway and Old Ox Road;

WHEREAS, additional easements to Loudoun County are required for the widening, as well as a new interchange on the Loudoun County Parkway segment with associated drainage facilities, and to the Loudoun County Sanitation Authority for the construction of a new water line to serve the developing Brambleton area near Route 606; and

WHEREAS, the Planning and Construction Committee has reviewed the proposed easements and recommends that they should be granted in the public interest;

NOW, THEREFORE, IT IS RESOLVED

1. That the President and Chief Executive Officer is authorized and directed to grant several easements proposed along Route 606, as identified in detail in the documents presented at this meeting; and
2. That the resolution shall be effective upon its adoption.

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

V. UNFINISHED BUSINESS

There was not any unfinished business.

