BOARD OF DIRECTORS MEETING

Minutes of April 7, 2010

The regular meeting of the Board of Directors was held in the Board Conference Room at 1 Aviation Circle. As the Chairman was not available at the outset of the meeting, it was called to order by the Vice Chairman at 9:53 a.m. The following Directors were present during the meeting:

Charles D. Snelling, Chairman
Michael L. O'Reilly, Vice Chairman
Robert Clarke Brown
William W. Cobey Jr.
Frank M. Conner III
H.R. Crawford
Michael David Epstein
Jack A. Garson
Leonard Manning
Dennis L. Martire
Mame Reiley
David G. Speck

The Secretary and Executive Management were present:

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

I. MINUTES OF THE MARCH 3, 2010 AND MARCH 17, 2010 BOARD MEETINGS

The Vice Chairman called for approval of the minutes of the March 3, 2010 Board Meeting, and March 17, 2010 Special Board Meeting, both of which were unanimously adopted.

II. COMMITTEE REPORTS

a. Business Administration Committee

Mr. Manning reported that the Business Administration Committee had last met on March 17. In the absence of Steve Baker, Vice President for Business Administration., Fred Seitz, Manager, Procurement and Contracts, had presented the monthly contracting report. He had reported that $102 million in new contracts had been issued through February. Of that amount, 55.6 percent of the non-federal aid contracts, or $56.1 million, had gone to Local Disadvantaged Business Enterprises (LDBEs). DBE participation had been 30 percent of the federal aid contracts, or $398,000. Mr. Manning reported that the Committee had next addressed an urgent problem caused by the protest pending on the Board's decision to award a new parking contract. Action was required to extend the existing contract beyond the March 31 expiration date. Mr. Manning noted that Mr. Bennett had already extended the contract by the maximum 12 months. Because the shuttle bus portion of the new contract was not subject to the protest, the solution was to modify the existing AeroLink contract at Reagan National to cover only parking, and then to extend it. The new shuttle bus contract could then be awarded, while the new parking contract would await resolution of the protest.

The Committee had agreed with this approach and had recommended that the Board approve it. A special Board Meeting had also been held on March 17, at which time the Board had adopted a resolution to extend the contract.

The Committee had next received a pre-solicitation report on the procurement of unarmed guard services at Dulles International. There would be a single procurement, but two separate contracts – one for the Airport; and another for the Toll Road. Mr. Manning stated that after learning that the Airports Authority would not save much money with a long-term contract because it was labor intensive, the Committee had agreed to a one-year contract with four one-year extension options.

Mr. Manning reported that a second pre-solicitation report had been presented on landscape, maintenance and sidewalk snow removal at Dulles International again covering both the Airport and the Toll Road, where a single firm would operate under two separate contracts. With more equipment involved, the contract would be for two years with three one-year extensions. The Committee had concurred with the overall approach.

The Committee had revisited Mr. Martire's suggestion that the Airports Authority require construction contractors to use E-Verify procedures to confirm that their employees were legally able to work under Federal law. There was a consensus that the use of E-Verify is appropriate for the Airports Authority. Further investigation of the mechanics of implementing this system would be conducted. Mr. Martire had also advised the Committee of an additional process offered by the Social Security Administration. Mr. Manning said that the staff would investigate the process and report the findings to the Committee later in the month.

b. <u>Dulles Corridor Committee</u>

Ms. Reiley reported that the Dulles Corridor Committee had last met on March 17. Pat Nowakowski, Project Executive Director, had reported on the Dulles Corridor Metrorail Project Phase 1 Monthly Cost Summary and Project Update. The Committee had urged that the number of jobs being provided by this project should be determined and publicized because the project provided significant job opportunities in this region.

Steve Smith, Deputy Vice President for Engineering, had presented a report on the history of noise issues and mitigation devices along the Toll Road. As part of the Airports Authority responsibilities for the Toll Road, Mr. Smith reported that it would have to construct and maintain sound barriers along Route 28 and the I-495 interchange. He had noted that a noise policy would have to be developed for the Corridor, and an application made to the Federal Highway Administration to help fund it. A draft of the policy would be provided in April and distributed in May for public comment. The final policy would be presented to the Committee in July.

Andy Rountree, Deputy Chief Financial Officer, had presented the monthly financial report for the Dulles Corridor Enterprise Fund, which, as anticipated, had shown a significant loss in February with a 20 percent decrease in revenues from January, and a 50 percent increase in operational costs, primarily due to snow removal. Discounting the impact of the weather, Mr. Rountree had reported that despite a projected 5 percent decline, the Toll Road had experienced only a 3 percent decline in roadway usage compared to February 2009. Year-to-date Toll Road revenues had totaled $12.5 million, with expenditures reaching $5 million.

c. <u>Steering Committee</u>

Mr. Crawford reported that earlier that day in executive session the Steering Committee had conducted a brief brainstorming session to discuss plans for the Board to initiate an organizational study on the Airports Authority. As a result of that meeting, the Steering Committee had approved proceeding to hire a consultant to assist the Board of Directors with the study. The Committee would make a recommendation to the Board based on the schedule included in materials for the day's meetings.

d. <u>Strategic Development Committee</u>

Mr. Brown reported that the Strategic Development Committee had last met in executive session on March 17. The Committee had received its monthly air service development report. Staff had also presented its report on the progress of the Federal Aviation Administration reauthorization legislation, including the many legislative amendments dealing with slots and perimeters. Mr. Brown noted that Mr. Bennett would probably provide an update during his report.

The Committee had discussed the US Airways-Delta Airlines (Delta) slot swap proposed at Reagan National, which was pending at the time of the Committee's meeting. Mr. Brown noted that there had been subsequent action on the matter, and that Mr. Bennett would be reporting on it.

The Committee had deferred discussion on a briefing on the Airports Authority's activities with two major airport trade associations, Airports Council International - North America and the American Association of Airports Executives, in conjunction with the Committee's work on overseeing the legislative program of the Airports Authority. Mr. Brown stated that both trade associations were actively involved in legislative affairs. In the coming months, Mr. Brown indicated that staff would provide an updated report on the organizations, which he thought would be of interest to most Directors.

e. Finance Committee

Mr. Conner reported that the Finance Committee had last met on March 17 in a truncated session. He reported that the Committee had received a financial report on the Aviation Enterprise Fund. The Committee had continued to refine its options on the aviation side, in particular, the decision to leave the swap in place or to terminate it. Mr. Conner stated that the Committee would further refine the issue as it moved forward and incorporate the impact of interest rates in its quantitative analysis. He said that a full discussion would occur at the May Finance Committee meeting.

Mr. Conner reported that the Committee had also discussed the Dulles Corridor Enterprise financing that would soon occur. He recalled that at the recommendation of the financial advisors and staff, the Board had appointed Citi and Morgan Stanley as co-senior managers for this particular offering. Mr. Conner stated that there would be two different syndicates – one for the taxable bond issuance and the other for the tax-exempt issuance. He suggested that all had been informed about the selection of the firms. Mr. Conner stated that the Airports Authority had conducted a very thorough analysis of firms that had performed in the previous offerings and had been supportive of the Airports Authority. Mr. Conner reported that he would offer a resolution later in the day's meeting.

Mr. Conner reported that the Committee had voted to recommend approval of the Series 2010 Dulles Toll Road Revenue Bond sale in an amount up to $700 million. He anticipated that this offering may occur in the next month or so. It included a great deal of flexibility, which would improve the overall plan of finance. Mr. Conner said that he would offer a resolution later in the day's meeting.

Mr. Conner then reported that the Committee had received the Aviation Enterprise Fund financial report. With the record snowfall in the 2009-2010 snow season, many aspects of the operating expenses had been impacted. The Airports Authority had used $3.1 million of its Capital, Operating and Maintenance Investment Program funds for snow removal and would seek reimbursement from the Federal Emergency Management Agency. As a result of the weather impact, the net loss to the Aviation Enterprise Fund in February had been $18.5 million. Additionally, the Airports Authority had lost $15.2 million in January. Year-to-date, the loss had been $33.7 million compared to a net income of $62.6 million. Mr. Connor said that the Committee believed the remainder of the year would be positive and that the coverage ratios could recover.

Mr. Conner also reported that the Committee had received a draft proposal from staff on budget reprogramming. He indicated that discussion had continued and that staff would present a revised proposal to address the Committee's comments at its April meeting.

f. Legal and Governance Committee

Because Mr. Garson was still meeting with the Chairman, Mr. Speck reported that the last meeting of the Legal and Governance Committee had been held on March 11 in executive session. He said that the District of Columbia Parking Associates ("DCPA") protest of the Board's approval of an award of public parking contracts for both Airports to Five Star – U Street Metropolitan Washington Airports Parking, LLC, had been the single agenda item. Mr. Speck advised that DCPA had since withdrawn its protest.

At its meeting earlier that day, the Committee had discussed personnel matters in executive session. The Committee would continue to discuss the matter and coordinated additional meetings with Directors.

The minutes of all Committee meetings were unanimously approved.

III. INFORMATION ITEMS

a. President's Report

Mr. Bennett reported that the Senate had approved its version of a Federal Aviation Administration (FAA) Reauthorization Bill, which did not include any specific changes relative to either the slot or perimeter rules at Reagan National. He noted that Senators Mark Warner and Jim Webb and their staff had done an exceptional job keeping language out of that bill on the Senate floor. However, the compromise was reflected in a colloquy included in the ***Congressional Record*** on the floor that implied that one or more perimeter rule amendments would be included in the Bill when the Senate conferenced with the House.

Mr. Bennett recalled that ten additional slots were included in the passed House Bill. The conference would occur with the inclusion of ten slots in the House bill and general guidance to discuss the perimeter rule with the Senate.

Mr. Bennett then reported that the US Airways-Delta slot swap transaction had heated up on March 22, the date when comments were due on the tentative order approving the slot transaction between the two carriers. He said that the Department of Transportation had tentatively approved the transaction, but had included some stipulations, and offered a comment period. Mr. Bennett noted that on March 22 US Airways and Delta had filed comments, which countered the DOT order and proposed a measure that would "carve out" slots for other carriers, but not as many as the Department had required. He stated that US Airways and Delta had already initiated deals with Jet Blue and WestJet, subject to the Department's approval, tentatively awarding Jet Blue five slot pairs at Reagan National and access into LaGuardia Airport to WestJet. Mr. Bennett noted that Southwest Airlines had filed comments with the Transportation Department on March 22 indicating its preference for a carve out of more slots at Reagan National and expressed its desire, for the first time, to begin a robust schedule at Reagan National with some of the freed-up slots. As a result, Mr. Bennett reported that US Airways and Delta had presented a compromise proposal and indicated that if it was not approved, that both airlines would likely sue the Department. He noted that the airlines felt that DOT did not have the legal authority to perform actions included in the stipulated order.

Subsequent to that activity, Mr. Bennett reported that Jet Blue and American Airlines had since announced that they had reached an agreement on a slot transaction. He stated that Jet Blue would be awarded eight slot pairs at Reagan National in exchange for an unspecified number of Jet Blue slots at Kennedy Airport. The parties involved in that transaction also had asserted that it did not require regulatory approval on the slot transaction. Mr. Bennett then noted that Jet Blue had announced its plans to initiate service at Reagan National in November.

Mr. Bennett recalled that Jet Blue had also been involved in the US Airways-Delta transaction for five slot pairs. Therefore, in addition to the eight slot pairs from the American transaction, Jet Blue could be awarded a total of 13 slot pairs. In the American transaction, Jet Blue had filed a request with the Transportation Department that it also receive some of the unused early morning and late evening slots available for use during other times of the day.

Mr. Bennett noted that there had been a substantial amount of interest in airlines gaining access into Reagan National. He said that Jet Blue would probably serve Reagan National in November with a minimum of eight daily departures, but that it might offer more than 13 daily departures.

Given the competitive issues raised by DOT, combined with the American-Jet Blue transaction, Mr. Bennett predicted that the US Airways-Delta transaction would occur. He stated that the scenario sufficiently satisfied most of the competitive issues to gain new entrant, low fare carriers into Reagan National. Mr.

Bennett believed that all factors led to a strong indication that the agreement would be executed.

Mr. Bennett reiterated that the FAA bill, once finally conferenced, would add ten extra slots at Reagan National and likely result in some relaxation of the perimeter rule.

If these transactions did occur, Mr. Bennett noted, Jet Blue would have a stronger operation at Reagan National than it currently has at Dulles International and Baltimore Washington International Thurgood Marshall Airport by year's end. Mr. Brown inquired about Jet Blue's destinations, to which Mr. Bennett responded that schedules had not yet been released. Mr. Bennett noted that Jet Blue's additional service would obviously alter the competitive landscape between Baltimore, Dulles International and Reagan National, as it would substantially increase the low-fare services at Reagan National.

Mr. Bennett added that Southwest would probably not allow a fairly robust, low-fare operation to begin at Reagan National that would compete with its Baltimore operation. He predicted that there would be an interesting series of events occurring as the transaction advanced.

Mr. Bennett then reported that the Main Terminal Station and new security mezzanine at Dulles International was being given a Project Achievement Award by the National Capital Chapter of the Construction Management Association of America in its 2009 category of construction value exceeding more than $100 million. He noted that the Association's mission was to promote and enhance leadership, professionalism and excellence in managing the development and construction of projects and programs. He characterized this recognition as a major accomplishment for the team that managed the project. Mr. Bennett congratulated Frank Holly, Steve Smith and Ken Vogel, Parsons Management Consultants, and others who worked on the project. The award would be presented on April 15.

Mr. Bennett reported that management would recognize the Airports Authority snow teams for their tremendous efforts in keeping the Toll Road and Airports operating during the 2009-2010 snow season with future luncheons. Mr. Bennett invited the Board to attend the luncheons, to be held at both Airports. The Vice Chairman asked the Secretary to provide the time and location of the luncheons to all Directors.

Mr. Epstein noted that Dulles International would be a better airport for a low-cost carrier, considering the level of traffic it generated and the space available. He inquired how the Airports Authority could promote additional traffic at one Airport over the other, or if it had any control over it. Mr. Bennett responded that Mark Treadaway and his staff had spent a considerable amount of time and effort promoting Dulles. Although airlines at Reagan National offer similar routes to those of Baltimore or Dulles International, it continued to be the airlines' preferred airport. Because of Reagan National's limited resources, airlines could command a fare premium over fares at the other two airports.

Ms. Reiley reported that she had received many positive comments on the operation of Dulles International and Reagan National during the snow storms, flood, and outage. She said that she wanted to convey the public's sentiments to staff about their efforts during the snow storms. Ms. Reiley also noted that she had received many favorable comments on the operation of the new AeroTrain. Mr. Bennett said that he would convey the comments to the staff.

b. Executive Vice President's Report

Margaret McKeough reported on the February air service activity by noting that traffic improvements would occur with the arrival of spring. As had already been mentioned during the Committee report, passenger traffic had decreased significantly. Ms. McKeough reported that aircraft operations had decreased by 20 percent at Reagan National and 17 percent at Dulles International in February. She said that due to the inclement weather that passenger activity at Reagan National and Dulles International had decreased approximately 16 percent and 11 percent, respectively. Ms. McKeough said that cargo activity had increased 19 percent, noting that the increase had been mostly attributed to a growth in international cargo activity.

IV. NEW BUSINESS

a. Recommendation to Approve the Issuance of the Dulles Toll Road Revenue Bonds, Series 2010

Since Mr. Conner was temporarily out of the meeting, Mr. Brown offered the authorizing resolution for the Toll Road financing, which Mr. Conner had described earlier, including the delegation to individual Board officers to approve the terms of the sale, if necessary. Mr. Brown then moved the adoption of the following resolution, which was unanimously adopted by all twelve Directors present:

WHEREAS, on November 1, 2008, the Virginia Department of Transportation ("VDOT") transferred the Dulles Toll Road to the Metropolitan Washington Airports Authority ("Airports Authority") pursuant to Master Transfer Agreement Relating to the Dulles Toll Road and the Dulles Corridor Metrorail Project, dated December 29, 2006, by and between VDOT and the Airports Authority, and issued a permit to the Airports Authority authorizing it for the following 50 years, among other things, to operate, maintain and improve the Dulles Toll Road, to establish, charge and collect tolls and other fees for the privilege of using the Dulles Toll Road, and to retain, use, pledge and assign revenues from such tolls and other fees, all in accordance with the terms and conditions of the Dulles Toll Road Permit and Operating Agreement (the "Permit and Operating Agreement"), dated December 29, 2006, by and between VDOT and the Airports Authority;

WHEREAS, under the Permit and Operating Agreement, the Airports Authority is responsible for the design and construction of an extension of the Washington Metrorail system from the West Falls Church Station to and through Dulles International Airport, ending at a new station on Virginia Route 772 (the "Metrorail Project"), to be located in part within the Dulles International Airport Access Highway right-of-way;

WHEREAS, on August 12, 2009, the Airports Authority issued the Dulles Toll Road Revenue Bonds, Series 2009 (the "Series 2009 Bonds") in the aggregate principal amount of approximately $963.3 million to pay, among other things, a portion of the costs of the Metrorail Project;

WHEREAS, the Airports Authority desires to authorize the issuance of additional Dulles Toll Road Revenue Bonds, in one or more series in an aggregate principal amount not to exceed $700,000,000, to finance a portion of the costs of the Metrorail Project, and to be designated as:

(i) Dulles Toll Road Second Senior Lien Revenue Bonds, Series 2010A (Capital Appreciation Bonds) (the "Series 2010A Bonds") to (i) pay a portion of the costs of the Metrorail Project, (ii) fund any debt service reserve fund requirement for the Series 2010A Bonds, and (iii) pay the costs of issuance of the Series 2010A Bonds;

(ii) Dulles Toll Road Second Senior Lien Revenue Bonds, Series 2010B (Convertible Capital Appreciation Bonds) (the "Series 2010B Bonds") to (i) pay a portion of the costs of the Metrorail Project, (ii) fund any debt service reserve fund requirement for the Series 2010B Bonds, and (iii) pay the costs of issuance of the Series 2010B Bonds;

(iii) Dulles Toll Road Subordinate Lien Revenue Bonds, Series 2010C (Current Interest Bonds) (the "Series 2010C Bonds") to (i) pay a portion of the costs of the Metrorail Project, (ii) fund any debt service reserve fund requirement for the Series 2010C Bonds, and (iii) pay the costs of issuance of the Series 2010C Bonds; and

(iv) Dulles Toll Road Subordinate Lien Revenue Bonds, Series 2010D (Current Interest Bonds) (Federally Taxable – Issuer Subsidy – Build America Bonds) (the "Series 2010D Bonds" and, together with the Series 2010A Bonds, the Series 2010B Bonds and the Series 2010C Bonds, the "Series 2010 Bonds") to (i) pay a portion of the costs of the Metrorail Project, (ii) fund any debt service reserve fund requirement for the Series 2010D Bonds, and (iii) pay the costs of issuance of the Series 2010D Bonds;

WHEREAS, the Airports Authority desires to set forth guidelines for determining the interest rate or rates, maturities and other terms of the Series 2010 Bonds; and

WHEREAS, the forms of the following documents have been presented to the Board of Directors at this meeting:

(a) the Fourth Supplemental Indenture of Trust (the "Fourth Supplemental Indenture"), dated as of May 1, 2010, by and between the Airports Authority and Manufacturers and Traders Trust Company, as trustee (the "Trustee"), relating to the issuance of the Series 2010A Bonds;

(b) the Fifth Supplemental Indenture of Trust (the "Fifth Supplemental Indenture"), dated as of May 1, 2010, by and between the Airports Authority and the Trustee, relating to the issuance of the Series 2010B Bonds;

(c) the Sixth Supplemental Indenture of Trust (the "Sixth Supplemental Indenture"), dated as of May 1, 2010, by and between the Airports Authority and the Trustee, relating to the issuance of the Series 2010C Bonds;

(d) the Seventh Supplemental Indenture of Trust (the "Seventh Supplemental Indenture" and, together with the Fourth Supplemental Indenture, the Fifth Supplemental Indenture and the Sixth Supplemental Indenture, the "Supplemental Indentures"), dated as of May 1, 2010, by and between the Airports Authority and the Trustee, relating to the issuance of the Series 2010D Bonds;

(e) the Series 2010A Bonds, attached as Exhibit A to the Fourth Supplemental Indenture;

(f) the Series 2010B Bonds, attached as Exhibit A to the Fifth Supplemental Indenture;

(g) the Series 2010C Bonds, attached as Exhibit A to the Sixth Supplemental Indenture;

(h) the Series 2010D Bonds, attached as Exhibit A to the Seventh Supplemental Indenture;

(i) the Bond Purchase Agreement relating to the Series 2010A Bonds, the Series 2010B Bonds and the Series 2010C Bonds (the "Series 2010A-C Bond Purchase Agreement"), by and among the Airports Authority and Citigroup Global Markets Inc. and Morgan Stanley & Co. Incorporated, on behalf of themselves and the other underwriters listed therein (collectively, the "Underwriters");

(j) the Bond Purchase Agreement relating to the Series 2010D Bonds (the "Series 2010D Bond Purchase Agreement" and, together with the Series 2010A-C Bond Purchase Agreement, the "Bond Purchase Agreements"), by and among the Airports Authority and the Underwriters;

(k) the Appendix to the Continuing Disclosure Agreement, dated as of August 1, 2009 (the "Continuing Disclosure Agreement Appendix"), by and between the Airports Authority and Digital Assurance Certification, L.L.C. ("DAC"), as the disclosure dissemination agent (the "Disclosure Dissemination Agent"), relating to the Series 2010 Bonds; and

(l) the Official Statement relating to the public offering of the Series 2010 Bonds (the "Official Statement"), which includes as an appendix the Comprehensive Traffic and Revenue Study prepared in connection with the issuance of the Series 2009 Bonds and a letter updating the information in that study;

NOW, THEREFORE, BE IT RESOLVED

1. That the Underwriters are authorized to distribute the Official Statement to the prospective purchasers of the Series 2010 Bonds;

2. That Manufacturers and Traders Trust Company shall serve as the Trustee under the Supplemental Indentures;

3. That the Series 2010 Bonds shall be issued in book-entry form pursuant to the Master Indenture of Trust, dated as of August 1, 2009 (the "Master Indenture"), by and between the Airports Authority and the Trustee, and the Supplemental Indentures and sold to the Underwriters pursu-

ant to the Bond Purchase Agreements, all upon the terms and conditions specified therein;

4. That the form of each of the documents described in paragraphs (a) through (l) of the sixth "Whereas" clause of this Resolution is hereby approved; provided, that the Finance Committee is authorized, up to and including July 31, 2010, to make any material changes to the Official Statement that it deems necessary;

5. That the Chairman, or Vice Chairman, of the Airports Authority and the Chairman of the Finance Committee (and if timing and schedule permit, with the advice and consent of the Finance Committee) (the "Airports Authority Representatives") are authorized up to and including July 31, 2010, and directed to jointly determine, at the time the Series 2010 Bonds are being priced in the market, the following:

(a) the number of series, the series designations and the exact principal amount of each series of the Series 2010 Bonds; provided, that the combined aggregate principal amount of the Series 2010 Bonds shall not exceed $700,000,000;

(b) the interest rates for the Series 2010 Bonds;

(c) the maturity or maturities of the Series 2010 Bonds, including the amount and date of any mandatory sinking fund redemption for a maturity;

(d) the provisions for redemption of the Series 2010 Bonds prior to maturity;

(e) the amount, the extent and the provider of the bond insurance or other credit enhancement, if any, for the Series 2010 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 purchase price for the Series 2010 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 Dulles Corridor Project debt of the Airports Authority; provided that the determinations made pursuant to this paragraph shall comply with the following requirements: (i) the maximum term of the Series 2010 Bonds shall not exceed 40 years; (ii) the Series 2010 Bonds shall be subject to redemption as provided in each of the Supplemental Indentures, as appropriate, provided that the redemption premium on the Series 2010 Bonds that are (A) current interest bonds (other than Build America Bonds) and (B) convertible capital appreciation bonds shall not exceed three percent (3%) of the principal amount thereof; (iii) the Underwriters' discount relating to any of the Series 2010 Bonds shall not exceed two percent (2%) of the principal amount thereof; (iv) the true interest cost of the Series 2010 Bonds shall not exceed nine percent (9%) per annum; (v) the Series 2010 Bonds that are current interest bonds (other than Build America Bonds) shall be offered to the public at a price of not less than ninety-five percent (95%) and not more than one hundred ten percent (110%) of the principal amount thereof; and (vi) with respect to each maturity of the Series 2010 Bonds that are Build America Bonds, the issue price shall not include premium greater than one-fourth (1/4) of one percent (1%) of the stated redemption price of such Series 2010 Bond at maturity multiplied by the number of complete years to maturity of such Series 2010 Bond (or, if earlier, the optional redemption date that results in the lowest yield on such Series 2010 Bond);

6. That the Airports Authority Representatives are authorized to determine at the time of pricing of the Series 2010 Bonds to not price one or more series of the Series 2010 Bonds and/or change the series designation of any of the Series 2010 Bonds and/or renumber the Supplemental Indentures to reflect sequential numbering of the Supplemental Indentures securing the Series of Series 2010 Bonds that are actually being issued;

7. That the Airports Authority Representatives are authorized to execute, by manual or facsimile signature, any document and to take any further action as the officers may consider necessary or desirable to implement the decisions they make pursuant to paragraphs 5 and 6 of this Resolution;

8. That the Chairman or the Vice Chairman is authorized and directed to execute, by manual or facsimile signature, the Supplemental Indentures, the Bond Purchase Agreements, the Series 2010 Bonds and the Official Statement in substantially the forms submitted to the Board of Directors, with such changes, insertions, completions and omissions as are necessary to reflect the bond principal amounts and other terms of the Series 2010 Bonds determined pursuant to paragraph 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;

9. That the Secretary is authorized and directed to affix the seal of the Airports Authority or a facsimile thereof on each of the Supplemental In-

dentures, the Bond Purchase Agreements, the Series 2010 Bonds and the Official Statement, after their execution by the Chairman or Vice Chairman, to attest the same, by a manual or facsimile signature, and to deliver the Series 2010 Bonds to the Trustee for authentication upon the terms provided in the Master Indenture and the Supplemental Indentures;

10. That the Chairman, the Vice Chairman, the President and Chief Executive Officer, the Vice President for Finance and Chief Financial Officer and the Deputy Chief Financial Officer are each authorized and directed, with respect to the Series 2010 Bonds, to execute a tax certificate on behalf of the Airports Authority in implementation of the covenants and agreements set forth in the 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 executed 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 Supplemental Indentures;

11. That the President and Chief Executive Officer, the Vice President for Finance and Chief Financial Officer and the Deputy Chief Financial Officer are each authorized and directed to execute, deliver and file all other certificates and instruments related to the issuance and sale of the Series 2010 Bonds, including Internal Revenue Service Form 8038 and any agreement for the investment of proceeds from the sale of the Series 2010 Bonds, and to take any further action as the officers may consider necessary or desirable in connection with the issuance and sale of the Series 2010 Bonds;

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

13. 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, the Deputy 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 Airports Authority of the Master Indenture and the Supplemental Indentures 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 Supplemental Indentures presented to the Board of Directors which is to serve as trustee

or provider of bond insurance or other credit enhancement relating to the Series 2010 Bonds as contemplated under terms of the Master Indenture and the Supplemental Indentures.

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

b. Recommendation to Appoint Co-Managers for the 2010 Dulles Corridor Bonds

Mr. Brown offered the resolution, noting that two separate underwriting syndicates would be used for the taxable and the tax-exempt bond issues. He then moved the adoption of the following resolution, which was passed with Mr. Speck abstaining:

WHEREAS, the Airports Authority has established a Dulles Toll Road Revenue Bond financing program;

WHEREAS, in Resolution 09-18 the Board of Directors on May 6, 2009 appointed certain investment banking firms to serve as co-managing underwriters for the Dulles Toll Road Revenue Bond financing program;

WHEREAS, pursuant to Resolution 09-18, in connection with each issuance of Dulles Toll Road Revenue Bonds, the Board may select from the list of co-managing underwriters appointed thereby one or more firms to serve as book-running senior managing underwriters, may appoint investment banking firms not on the list as co-managing underwriters, and may remove one or more of the investment banking firms from the list;

WHEREAS, the Airports Authority is preparing for the issuance of its Dulles Toll Road Revenue Bonds, Series 2010, and, in connection therewith, desires to appoint co-managing underwriters to assist in the underwriting of such bonds; and

WHEREAS, the Finance Committee has recommended that the Board appoint certain firms as co-managing underwriters for the Dulles Toll Road Revenue Bonds, Series 2010;

NOW, THEREFORE, BE IT RESOLVED

1. That the following investment banking firms are appointed to serve as co-managing underwriters for the Dulles Toll Road Revenue Bonds, Series 2010, that will be issued as second senior lien capital appreciation