

BOARD OF DIRECTORS MEETING

Minutes of May 19, 2021

The Meeting of the Board of Directors was held virtually using Zoom. The Chairperson called the meeting to order at 10:20 a.m. Twelve Directors were present during the meeting:

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

Thorn Pozen
Warner H. Session
David G. Speck
J. Walter Tejada
Mark E. Uncapher
Joslyn N. Williams

The Secretary and Executive Management were also present:

John E. Potter, President and Chief Executive Officer
Jerome L. Davis, Executive Vice President and Chief Revenue Officer

Chairperson Adams stated that pursuant to Article VII, Section 5. of the Metropolitan Washington Airports Authority's (Airports Authority) Bylaws, he is allowed to convene the day's Board Meeting within thirty minutes of its scheduled time. He welcomed members of the public and staff to the May 19, 2021 meeting of the Board of Directors Meeting.

I. MINUTES OF THE APRIL 21, 2021 BOARD OF DIRECTORS MEETING

The Chairperson called for the approval of the Minutes of the April 21, 2021 Board of Directors Meeting, Tab 14, which were unanimously approved.



II. COMMITTEE REPORTS

a. Business Administration Committee – Bob Lazaro, Co-Chair

Mr. Lazaro reported that the Business Administration Committee had met earlier that day and also on April 21. At its meeting that day, the Committee approved the April 21 Summary Minutes and a recommendation for the sole source contract for maintenance support and upgrade services for the energy management control system at both Airports. Mr. Lazaro stated that the recommendation would be considered by the Board during the day's meeting. The Committee had also concurred with the pre-solicitation terms for Information Technology (IT) peripheral supplies and hardware, and IT network cabling, equipment and services. Staff had presented the Quarterly Acquisition Report for the quarter ended March 31, 2021.

In April, the Committee had approved the March 17 Summary Minutes and concurred with the pre-solicitation terms for solid runway deicer for Washington Dulles International (Dulles International) and Ronald Reagan Washington National (Reagan National) Airports.

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

Ms. Hanley reported that the Dulles Corridor Committee had met earlier that day and on April 21. At the day's meeting, the Committee had approved the Summary Minutes of the April 21 Meeting and staff presented the Dulles Corridor Metrorail Project Cost and Schedule Update for Phase 2 as of March 31, 2021.

At the April meeting, the Committee had approved the Summary Minutes of the March 17 Dulles Corridor Committee Meeting. Staff had presented the Dulles Corridor Metrorail Project Cost and Schedule Update for Phase 2 as of February 28, 2021.

Chairperson Adams confirmed the presence of a quorum for the day's Board Meeting, and Ms. Hargrove confirmed that all Directors, with the exception of Mr. Dwoskin, were present for the day's meeting.

c. Finance Committee – Judith Batty, Co-Chair

Ms. Batty reported that the Finance Committee had met earlier that day and on April 21. At the day's meeting, the Committee had approved the Summary Minutes of the April 21 meeting, as well as the recommendation to approve the proposed resolution authorizing the issuance of airport system revenue and refunding bonds Series 2021. Ms. Batty stated that the Board of Directors would consider the recommendation during the day's meeting. The Committee had received four informational reports for the first quarter of 2021-- (Financial Reports for the Aviation Enterprise, Financial Reports for the Dulles Corridor Enterprise, the Budget Reprogramming Report and the Investment Program Report). The Financial Advisors' Reports for both enterprises were also presented for informational purposes.

At the April 21 meeting, the Committee had approved the March 17 Summary Minutes and staff presented the 2020 Comprehensive Annual Financial Report.

d. Human Resources Committee – Thorn Pozen, Co-Chair

Mr. Pozen reported that the Human Resources Committee had last met on April 21. The Committee had approved the recommendation to confirm members of the Employee Relations Council, which the Board of Directors also approved on April 21.

e. Risk Management Committee – John Braun, Co-Chair

Mr. Braun reported that the Risk Management Committee had last met on April 21 where it approved the Summary Minutes of the March 17 meeting. The results of the external financial statement audit and the audit of the Airports Authority's retirement plans were presented in regular and Executive Session, pursuant to Article IX, Section 3(g) of the Airports Authority's Bylaws which permits the Board and its Committees to move into Executive Session for matters that the professional standards applicable to financial statement auditors when conducting a financial statement audit, require to be discussed in Executive Session, and for matters that involve proprietary or confidential information with vendors of

the Airports Authority. In Executive Session, staff had presented the Litigation Report pursuant to Article IX, Section 3(e) of the Bylaws, which permits the Board and its committees to move into Executive Session for consultation with legal counsel and briefings by staff, consultants, attorneys pertaining to actual or potential litigation, pending or proposed legislation, compliance with specific constitutional, statutory or judicially imposed requirements or other legal matters, and discussions of such matters by the Board without the presence of counsel, staff, consultants, or attorneys.

f. Strategic Development Committee – Mark Uncapher,
Co-Chair

Mr. Uncapher reported that the Strategic Development Committee had last met on April 21, where the Committee approved the Summary Minutes of the March 17 meeting and a recommendation to award a contract for architectural and engineering design services for rehabilitation of airfield pavement at Reagan National. The Board of Directors would consider the recommendation during the day's meeting. Staff had presented updates on Project Journey.

Prior to beginning the Information Reports, Chairperson Adams stated that he believed the Airports Authority had a lot to celebrate and that he looked forward to receiving the day's informational reports from senior management of the Airports Authority.

II. INFORMATION ITEMS

a. President's Report

Mr. Potter extended greetings and began by stating that as we move through the second year of the COVID pandemic, he was pleased to report that good signs of progress toward business recovery were evident. He referred to a slide on COVID vaccinations and stated that a number of factors are driving the positive trend, including vaccination programs in many parts of the world, aided in the United States by President Biden's recently-announced goal of vaccinating 70 percent of Americans with at least one shot by the Fourth of July.

Mr. Potter reported that progress in federal efforts on vaccinations is prompting many states and localities, including jurisdictions in the Greater Washington, D.C. region, to ease pandemic-related

business and travel restrictions. He stated that he realized everyone was looking forward to the Smithsonian museums reopening and restaurants and businesses returning to normal, and he expressed thanks to President Biden, Virginia Governor Ralph Northam, District of Columbia Mayor Muriel Bowser, and Maryland Governor Larry Hogan for their leadership in driving the COVID rates of hospitalization down. Mr. Potter also stated that great progress has been made by the country and that obviously the vaccinations, wearing of masks, and cautions taken by the public are helping.

As a result, Mr. Potter stated that flights and passenger numbers are increasing at both Airports, and that traffic is increasing on the Dulles Toll Road. He reported that the Airports Authority's management was particularly encouraged that the two major airlines that serve its Airports, namely American Airlines (American) at Reagan National and United Airlines (United) at Washington Dulles International Airport (Dulles International)- are adding flights, destinations and passengers. Mr. Potter stated that on Friday of the prior week, there were 18,000 passengers at Reagan National and over 15,00 passengers at Dulles International on Sunday. He also stated that while air travel is on a road to recovery, much additional work is needed on international travel, which is trailing. Mr. Potter further stated that all are hoping that as vaccinations increase around the world, travel restrictions will be lifted or relaxed. He noted that Mr. Davis would offer additional comments on returning international flight operations in his report.

Mr. Potter stated that the Airports Authority's teams are continuing to provide great customer service and are keeping the Airports operating safely and efficiently. He also stated that an important part of that effort requires that the Airports Authority be well prepared for any emergency situations that might arise, and that drills are undertaken periodically to ensure that the staff is prepared to respond.

Mr. Potter referred to a slide regarding a recent emergency drill at Dulles International and stated that the Airports Authority had been busy in this area as well. He reported that the Federal Aviation Administration requires each U.S. airport to conduct a full-scale emergency exercise every three years, which is referred to as the triennial, to practice their operational procedures and

sharpen first-response skills, and stated that on May 8, the Airports Authority team gathered for a triennial drill at Dulles International. Mr. Potter stated that because of COVID, the drill procedures had to be modified.

Mr. Potter referred to another slide depicting the triennial drill and stated that in order to accommodate COVID protocols, this year's event did not have the usual large contingent of community volunteers who play the "victims" of a simulated aircraft accident with movie-quality makeup jobs to make them look like they are really injured. He expressed thanks to Airports Authority colleagues and a group of volunteers from the regional Community Emergency Response Team who donated their time to play those roles early on a Saturday morning for the triennial exercise, which was held at the Airports Authority's Live Fire Training facility on the south side of the Dulles campus and allowed first responders the experience of extinguishing a large jet-fuel fire and conducting search and rescue operations. Mr. Potter referred to a third drill slide and stated that the effort takes months of planning and coordination to ensure that the exercise is done to meet the goals of the evaluators, and more importantly, to ensure the safety of everyone participating. The planning is led by the Dulles Airport Operations team, along with Airport Administration, Maintenance, Engineering, and Facilities, the Police and Fire departments, the Public Safety Communications Center and the Airports Authority's Emergency Management Communications and Parking teams.

Mr. Potter stated that the very important first-responder function is handled by the Airports Authority's Public Safety team and introduced Fire Chief Denise Pouget to share more about the Fire Department's response as well as the work done by the Airports Authority's mutual aid partners from across the region. Chief Pouget greeted everyone assembled and summarized the Fire Department's role in the triennial exercise through a series of slides. She stated that a lot of planning was involved in preparation for the exercise for several months. Chief Pouget also stated that 58 pieces of apparatus were involved, that they were obtained from 10 different jurisdictions, and 130 Fire Department personnel worked on the drill or participated in the exercise.

The slide presentation included exercises associated with the triennial drill, such as the use of specific aircraft types, the range of

units dispatched to extinguish the fire, including, among others, the Unified Command, which established a medical branch responsible for all of the patient care needs ranging from a triage and treatment group to a transportation group. Fire Chief Pouget also explained the roles of the transportation coordinators, the exercise coordinator and evaluators, and the benchmarks that the Fire Department needed to meet to ensure all patient needs. She stated that during the exercise there were 75 patients triaged, treated and transported in under 75 minutes, which was excellent. Fire Chief Pouget explained further that they were able to utilize the electronic patient tracking system, had six simulated hospitals that patients were transported to, and that during the exercise the Regional Hospital Coordinate Center and the Regional Multiple Casualty Incident Plan were operationalized to ensure that they were able to handle the influx of patients from the incident.

Chief Pouget reported that two medical ambulance buses, 13 transport units, and a host of other fire department units were involved in the exercise, and that everyone did an excellent job. She stated that the Airports Authority firefighters and the regional response and assistance teams formed a great partnership with the Operations team and all did an outstanding job to result in a very successful exercise.

Mr. Potter thanked Fire Chief Pouget for the presentation and for the successful outcome, and stated that fortunately, the wet weather dried out as the day progressed.

Turning to financial matters, Mr. Potter referred to slides that provided information regarding the Airports Authority's planned bond transaction. He stated that as had been shared during that morning's Finance Committee Meeting, Andy Rountree, Senior Vice President and Chief Financial Officer, and his team had been busy preparing for a June bond issuance for the Airports Authority's ongoing Airport construction projects. Mr. Potter also stated that the Airports Authority has an opportunity to refund existing bonds for debt service savings. Mr. Potter commented that the day's Board Meeting Agenda included a vote on the authorization to issue those bonds.

As part of the bond issuance process, Mr. Potter stated that representatives of the Airports Authority meet with credit rating

agencies and ask them to update and refresh its bond credit ratings. He reported that during the week of May 3, he joined the Board Finance Committee Co-Chairs, Ms. Batty and Mr. Speck, as well as Mr. Rountree, Giedre Ball, Debt Manager, Mary Helou, Debt Analyst, Financial Advisors Ken Cushine and Jim Taylor, to meet with Standard & Poor's Global, Moody's, and Fitch Ratings, the agencies that rate the Airports Authority's debt.

Mr. Potter stated that the Finance Committee Co-Chairs did a great job of representing the Board and helping the rating agencies understand how the Board and management work closely together to achieve the Airports Authority's goals, especially during the challenging times. He also stated further that their presence signaled to the rating agencies how important their ratings are to the Airports Authority, and he thanked them for making time to join the management representatives of, and outside advisors to, the Airports Authority.

Mr. Potter also thanked Ms. Ball and Ms. Helou for their excellent job of assembling presentation materials and supporting documentation for the rating agencies. He stated that their work allowed the Airports Authority's team to provide thorough updates on management's actions to manage safely through the pandemic, the extreme care taken to manage the operations and finances of the Airports Authority during these times, the financial results of 2020, and future plans and expectations for recovery in the years ahead.

Mr. Potter reported that the Airports Authority had just heard from Moody's, as reported earlier by Mr. Rountree, affirming the Airports Authority's rating of Aa3 with a stable outlook. He also reiterated information provided during the morning's Finance Committee Meeting that updated reports from the other rating agencies were expected later that week.

Mr. Potter then referred to a new slide and reported some additional good news on the finance front, namely, that the Airports Authority received a grant of approximately \$4 million from the Virginia Department of Environmental Quality through the Clean Air Communities Program. He stated that the grant would be used to purchase electric shuttle buses for Airport use and would cover more than 70 percent of a project to carry passengers

and workers between remote parking areas and the Main Terminal at Dulles International. Mr. Potter also stated that the project will help to reduce emissions at Dulles International, which is part of the Airports Authority's overall environmental performance and sustainability goals.

Mr. Potter stated that a great team of people worked together to make the grant funding possible, including members of the Operations Support team, led by Olin Kinney, Operational Industrial Engineering Manager, working with Brook Belete, Grants Administrator, from the Finance Office, as well as the Airports Authority's Government Affairs team. He also expressed thanks to Mr. Lazaro, who always champions the environmental efforts from the Board's perspective.

Mr. Potter referred to a slide depicting customer reactions to the New Concourse at Reagan National in his concluding remarks during which he provided updates on the 'soft opening' in April. He stated that as reported during the April Board and Committee Meetings, early news media reactions to the new facility were overwhelmingly positive. Mr. Potter reported that about one month into its use by passengers flying on American regional jets, the customer reaction is overwhelmingly positive as well. He stated that the responses received on social media, in addition to customer comments, show that the New Concourse is indeed transforming the passenger experience in a very good way.

Mr. Potter stated his expectation that the passenger experience will only get better as new concessions begin opening this summer in the New Concourse and when the new security checkpoints open later in the year. He commended Paul Malandrino, Vice President and Airport Manager at Reagan National, and the Reagan National team, along with the Engineering group and many others who are making Project Journey possible. Mr. Potter concluded by stating that it is all part of a tremendous team effort to provide a great customer experience as the Airports Authority works together to rebuild air travel and provide top-quality service to the traveling public.

Chairperson Adams thanked Mr. Potter for his report, which he stated was very much appreciated. He commended the team and

commented further that anyone who had not seen the New Concourse should plan to do so.

b. Executive Vice President's Report

Mr. Davis greeted Chairperson Adams and the Directors. He began by referring to Mr. Potter's opening comments that encouraging signs are emerging with respect to the effort to rebuild air travel. Mr. Davis stated that passenger counts are steadily increasing, airlines are adding flights, and destinations that were curtailed or that suffered service suspensions during the pandemic are resuming service. In addition, new air services have been added in some markets.

Mr. Davis referred to a slide regarding passenger traffic statistics and stated that in terms of passenger traffic, both Airports had reported increases. He stated that during the past few weeks, Reagan National and Dulles International were reporting record high enplanements since the COVID period began over a year ago. Mr. Davis also stated that the chart displayed passenger totals for both Airports combined. He referred to a light blue top line, which represented passenger total in 2019, before the pandemic and a darker blue bottom line, which represented passenger totals in 2020, when business plunged from February to April before recovering slightly for the rest of the year. Mr. Davis noted that the shorter line on the slide, which ended at April of 2021, shows current year numbers trending upward thus far. He stated that the numbers on the right side of the chart indicate that while passenger levels are exceeding the 2020 levels, the levels are also still well below the 2019 passenger levels.

Mr. Davis stated that the upward trend in passenger levels is very encouraging, and that the goal is to keep the trajectory moving in the positive direction. He reported that good progress was being made, and cited as an example, Dulles International passenger levels the preceding Friday, when there were approximately 14,500 departing travelers screened through the Transportation Security Administration (TSA) checkpoints and when Reagan National had more than 18,000 screened passengers. Mr. Davis noted, however, that those numbers were roughly half of the pre-pandemic

passenger screening levels at both Airports. He stated further that the TSA statistics only tell part of the story, because they do not include the number of arriving passengers who do not pass through the security checkpoints or transfer passengers who change planes at the Airports.

Mr. Davis then referred to a slide on new and resumed air service and stated that in addition to rising passenger counts, several airlines that operate at the Airports Authority's Airports are adding more flights to their schedules. He stated that United began service the prior Friday between Dulles International and Accra, Ghana, and announced planned service in the summer between Dulles and Athens, Greece, as well as Lagos, Nigeria in the winter. Mr. Davis also stated that Iceland Air would resume service at Dulles International that week. In addition, he reported that a new international carrier, Air Senegal, had just announced plans to begin serving Dulles International in September, which would provide fliers another option for traveling between our region and Africa.

In addition, Mr. Davis stated that United had announced plans to resume its service between Dulles International and Paris, as well as the addition of another daily flight to Frankfurt, Germany, thereby providing twice-daily service.

Mr. Davis stated that domestic destinations are also being added, including United flights from Dulles International to: Myrtle Beach, South Carolina; Bozeman, Montana; and Milwaukee, Wisconsin--- Southwest Airlines service between Dulles International and Orlando-Melbourne in Florida---as well as American service between Dulles International and Austin, Texas. Mr. Davis reported that United is also bringing back its third daily bank of flights, with around 46 departures, focused mostly on the East Coast, which he stated put United only 32 daily departures short of its Dulles International peak during the pre-pandemic period.

Mr. Davis then referred to a slide addressing parking revenue and stated that in addition to all that was stated regarding passenger and flight levels, the Airports Authority's parking revenue continued to trend upward with April representing the highest number of transactions and revenue since March of 2020. He stated that within the previous two weeks, the Airports Authority

had seen increases in parking that had driven capacity in some facilities to over 90 percent.

Mr. Davis reported that in response to increased parking demand, the Airports Authority re-opened the Economy Lot at Reagan National on May 7 and was expecting to open the Economy Lot at Dulles International soon.

Mr. Davis referred to a slide concerning Airport concessions and stated that as a result of the increases in air travel at both Airports, concessionaires are also benefiting. He reported that sales in recent weeks were increasing and that nine concessions had opened or would open in May, including the following:

- Be Right Burger
- Chef Geoff's
- Five Guys
- two Capital City Ink locations at Dulles International.

Mr. Davis referred to another slide listing the openings of the following concessionaires at Reagan National:

- Wow Bao
- American Tap Room
- Georgetown Market
- Taylor Gourmet

Mr. Davis stated that the afore-mentioned concessionaire openings take the North Concourse at Reagan National and the Terminal A concourse at Dulles International to 100 percent open. He reported that more openings are planned for June. Mr. Davis stated that the Airports Authority looks forward to the successful reopening of all of the Airports' concessions.

Mr. Davis stated that there is one area that has come back even stronger than pre-pandemic levels and identified that area as the amount of customer feedback received. He stated that by adding a link to the Airports Authority's survey on the Airport Wi-Fi, the Airports Authority had received over 2,000 completed customer surveys in April, an increase from 132 in April of 2020, and the highest number the Airports Authority had received in any month since the survey's commencement in 2015.

Mr. Davis stated that an average of over 10,000 people per day logged onto the Airports Authority's free Airport Wi-Fi in April, which was an increase of 400 percent compared with April of 2020.

Mr. Davis referred to a slide regarding the lifting of COVID restrictions and stated that all of the positive trends that he had highlighted during his report were occurring at the same time that business and travel restrictions were being eased across the country, including the DMV area, and in several other parts of the world. He identified, as an example, one of planned re-openings of key tourist attractions such as the Smithsonian museums, including the National Air and Space Museum's Udvar-Hazy Center on the Dulles International campus, being the first of the Smithsonian museums to re-open its doors just a few days after the Board Meeting. Mr. Davis advised that the museum would continue to have some COVID precautions still in place, such as timed-entry tickets.

Mr. Davis stated that the re-openings of local tourist attractions, increased passenger levels, as well as the resurgence of flight offerings and planned openings by the concessionaires are all very encouraging signs as everyone works together to recover from the pandemic. He also stated that the dates issued by local jurisdictions for expected business re-openings but stressed the Airports Authority's confidence that air travel would recover.

Mr. Davis thanked the federal partners of the Airports Authority, along with the Governors of Maryland and Virginia, and the Mayor of the District of Columbia for their leadership in this important area. He stated that the Airports Authority looks forward to a resurgence of travel and tourism, which has become an increasingly vital part of the regional economy, and a key business segment for Reagan National and Dulles International. Mr. Davis also stated that with more and more travelers using those Airports, the Office of Revenue is continuing the Airports Authority's tradition of welcoming visitors with great shopping and dining opportunities, as well as informative, enlightening and entertaining exhibits and performances, to enhance their Airport experience.

Mr. Davis transitioned to a slide with the Asia Pacific Heritage Month logo displayed and reported that during May, the Airports Authority would be celebrating Asian Pacific American Heritage

Month to honor the contributions that Asian-Americans and Pacific Islanders have made to American society and culture. He stated that the Airports Authority would be taking special note of their role in aviation.

Mr. Davis presented a slide featuring the 2021 campaign's tributes to aviation pioneers, including Katherine Sue Fun Cheung, a U.S. immigrant from China, who was born a year after the Wright Brothers' first flight and became the first Chinese-American woman to earn a pilot's license. She was also widely known for acrobatic flying.

The next slide featured another honoree, Arthur Tien Chin, America's first flying Ace in World War Two. For Mr. Potter's benefit, Mr. Davis noted that Mr. Chin became a postal worker after the war and now has a Post Office named after him in Oregon.

The next slide featured another honoree, Hazel Ying Lee, the first female Chinese-American pilot to fly for the military in World War Two. Another slide featured honoree Quang Pham, the first Vietnamese-American to earn Naval aviator's wings in the U.S. Marine Corps, flew missions in the Persian Gulf War and became Chairman and Chief Executive Officer of a pharmaceutical company. The final honoree was Sunita Williams, an American astronaut of Indian descent, who holds the record for most spacewalks by a female astronaut and flew on four missions to the International Space Station.

Mr. Davis encouraged all to look at the profiles of the named honorees, which would be appearing in the Airports and would be placed on the Airports Authority's websites so that others could learn more about these very distinguished Americans as the Airports Authority continues to honor the diversity that has helped build America and the aviation industry.

Chairperson Adams thanked Mr. Davis for his report and stated that he appreciated the profiles celebrating Asian-American Heritage Month.

Vice Chairperson Sudow thanked Mr. Davis for his report, which he stated he found very encouraging. He also stated that having recently flown in from San Francisco on a 777 aircraft, and

contrasting the traffic in San Francisco with what he experienced in January of his first trip there, he could attest to the great pickup in traffic and the use of the concessions at the Airports of the Airports Authority. Vice Chairperson Sudow asked Mr. Davis in light of the widely reported stories that restaurants, food and beverage operators and others are having trouble rehiring or hiring employees to staff their operations, how many of the concessionaires of the Airports Authority's Airports are actually experiencing difficulty in staffing the Airport concessions and how many of them actually recalled and gave preference to their prior employees. He also asked how many of those employees of concessionaires are provided paid sick leave. Vice Chairperson Sudow stated his belief that all of the questions he raised could provide robust staffing, good morale and strong support for the concessions at the Airports of the Airports Authority.

Mr. Davis stated that as the New Concourse opened, the most important issue from his standpoint was that concessions be provided with sufficient lead time to be able to hire the personnel they were looking to attract, whether that involved bringing back employees or considering new employees. He also stated that without sufficient lead time, there could be a shortage of workers for the concessionaire companies. Mr. Davis further stated that the Airports Authority always made it clear to all concessionaires, through its efforts and the efforts of Marketplace, that they should bring back employees who worked there before because that was the smart thing to do, that would allow for expeditious badging of persons who work at the Airport and that would also allow workers to assume jobs quickly.

Mr. Davis stated that the return of employees to work, in his opinion, is related to governmental decisions that were made. He acknowledged that some persons are electing not to return to work, which Office of Revenue staff has discussed with concessionaires in roundtable discussions. Mr. Davis stated that the members of his team try to balance the decision of those employees not to return to work with the manner in which the Airport concessions businesses are being operated. He also stated that the Airports Authority has made a great investment in concessionaires and would do everything in its power to ensure that they are successful when they reopen, which is the most important thing it can do. Mr. Davis further stated that as of that date, there had been no

bankruptcies or closings that provided any indication that there could be a trend against employees returning to work or that would provide a lack of confidence in the hiring of the right people in the Airport concessions. He stated that those were some of his responses and that he would later provide more specific responses to other questions raised by Vice Chairperson Sudow.

Vice Chairperson Sudow thanked Mr. Davis for his report. He stated that it would be important going forward if Mr. Davis would advise the Board of the major concessionaires who had affirmatively provided priority for recall of existing employees and information concerning their policies going forward in terms of paid sick leave. Mr. Davis agreed to provide that information.

Mr. Tejada asked Mr. Potter whether there had been any update provided on the matter of the height of the Amazon building under construction which surfaced because of possible incompatibility with current airspace limitations. Mr. Potter stated that the Airports Authority is obligated to report any construction that exceeds the current Federal Aviation Administration (FAA) limits on building heights to the FAA, and that the Airports Authority reported that the building height of one of the proposed Amazon structures exceeded the limit by 13 feet. He further stated that the issue was currently in the hands of the FAA.

Mr. Tejada asked if the FAA was the decision maker, which Mr. Potter answered in the affirmative.

IV. NEW BUSINESS

- a. Recommendation to Award a Contract for Architectural and Engineering Design Services for Rehabilitation of Airfield Pavements at Ronald Reagan Washington National Airport

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

WHEREAS, The Strategic Development Committee concurred with staff's recommendation to issue a solicitation for a design services contract to support the

rehabilitation of airfield pavements and improvements at Ronald Reagan Washington National Airport (Reagan National) in November of 2020;

WHEREAS, The Metropolitan Washington Airports Authority (Airports Authority) received 14 proposals in response to its Request for Qualifications Information (RFQI), nine of which were determined to be conforming;

WHEREAS, The Evaluation Committee performed a technical review of the proposals and determined at the conclusion of the evaluation process that the highest rated firm was Crawford, Murphy and Tilly;

WHEREAS, The proposed contract with the Airports Authority is for a two-year base period with three one-year option periods to be exercised at the Airports Authority's discretion, at an estimated total cost of \$8 million;

WHEREAS, The contract includes a 23 percent Disadvantaged Business Enterprise participation goal; now, therefore, be it

RESOLVED, That the President and Chief Executive Officer is authorized to enter into a contract with Crawford, Murphy, and Tilly for the Rehabilitation of Airfield Pavements at Reagan National, consistent with the terms presented to the Strategic Development Committee at its April 21, 2021 meeting.

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

b. Recommendation to Approve the Proposed Resolution Authorizing Issuance of Airport System Revenue and Refunding Bonds, Series 2021

Ms. Batty moved the adoption of the following recommendation, which was unanimously approved by all 12 Directors present:

WHEREAS, The Metropolitan Washington Airports Authority ("Airports Authority") desires to authorize the issuance of Airport System Revenue and Refunding Bonds, Series 2021 (referred to in this Resolution as the "Series 2021 Bonds"), which may be issued in one or more series or subseries in an aggregate principal amount not to exceed \$950,000,000, to finance and refinance a portion of the costs of certain capital improvements (the "Projects") at Ronald Reagan Washington National Airport and Washington Dulles International Airport (together, the "Airports") and for other purposes identified below;

WHEREAS, A public hearing has been held relating to the Projects and the plan of financing 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 plan of financing, including the issuance of the Series 2021 Bonds, to the extent that such bonds are subject to Section 147 of the Code;

WHEREAS, The Airports Authority has selected a syndicate of investment banking firms to serve as underwriters for financing and refinancing costs of certain capital improvements at the Airports and has appointed from the syndicate of investment banking firms Citigroup Global Markets, Inc., to serve as senior bookrunning manager (the "Managing Underwriter") for the Series 2021 Bonds;

WHEREAS, The Airports Authority desires to authorize the refunding of all or a portion of (i) its outstanding Airport System Revenue Refunding Bonds, Series 2011C, (ii) its outstanding Airport System Revenue Refunding Bonds, Series 2011D, and (iii) such other of its outstanding Bonds as shall be cost-effective and in the best interests of the Airports Authority, as may be determined in accordance with paragraph 3 hereof (all or the portions of such Bonds to be refunded are the "Refunded Bonds"), and (iv) any outstanding Airport

System Revenue Commercial Paper Notes, Series Two (the “Refunded Commercial Paper Notes”), as may also be determined in accordance with paragraph 3 hereof;

WHEREAS, The Airports Authority desires that proceeds of the Series 2021 Bonds be used to (1) pay a portion of the cost of the Projects, including reimbursing the Airports Authority for prior expenditures on the Projects, (2) pay capitalized interest on the Series 2021 Bonds and certain of the Airports Authority’s outstanding bonds, (3) refund the Refunded Bonds and/or the Refunded Commercial Paper Notes, (4) pay costs related to the full or partial termination of any credit facilities and/or interest rate swaps with respect to certain of the Refunded Bonds, (5) fund a deposit, if necessary, to a reserve account, and (6) pay costs of issuance of the Series 2021 Bonds;

WHEREAS, The Airports Authority desires to set forth guidelines for determining the interest rate or rates, maturities, and other terms of the Series 2021 Bonds and the termination of any interest rate swap; and

WHEREAS, There has been presented to the Airports Authority the form of the following documents for execution in connection with the issuance of the Series 2021 Bonds, copies of which documents shall be filed in the records of the Airports Authority:

- (a) the form of the Fifty-third Supplemental Indenture of Trust (the “Fifty-third Supplemental Indenture”), between the Airports Authority and Manufacturers and Traders Trust Company, as trustee (the “Trustee”), relating to the issuance of the Series 2021 Bonds, which supplements the Amended and Restated Master Indenture of Trust, dated as of September 1, 2001, as amended (the “Master Indenture”), which form will be modified after pricing to reflect the pricing details and final terms of the Series 2021 Bonds, the Refunded Bonds, the Refunded Commercial Paper Notes and any full and/or partial

termination of interest rate swaps (as determined in accordance with paragraph 3 below);

(b) the form of the Series 2021 Bonds, attached as Exhibit A to the Fifty-third Supplemental Indenture;

(c) the form of the Bond Purchase Agreement relating to the Series 2021 Bonds (the "Purchase Contract"), between the Airports Authority and the Managing Underwriter and the other underwriting firms named therein (collectively, the "Underwriters");

(d) the Preliminary Official Statement relating to the public offering of the Series 2021 Bonds (the "Preliminary Official Statement"; the final Official Statement, in substantially the form of the Preliminary Official Statement and including the final terms of the Series 2021 Bonds, is the "Official Statement");

(e) the form of Refunding Agreement(s) between the Airports Authority and the Trustee relating to the refunding of all or portions of the Refunded Bonds, which form will be modified as necessary with respect to agreements for additional outstanding Bonds that will be refunded (collectively, the "Refunding Agreement"); now, therefore, be it

RESOLVED, That the Underwriters are authorized to distribute the Preliminary Official Statement to prospective purchasers of the Series 2021 Bonds and the Official Statement to purchasers of the Series 2021 Bonds;

2. That the Series 2021 Bonds shall be issued in book-entry form, pursuant to the Master Indenture and the Fifty-third Supplemental Indenture and sold to the Underwriters pursuant to the Purchase Contract, all upon the terms and conditions specified therein;

3. That the Chairperson, and at least one of the Co-Chairs of the Finance Committee, are authorized until December 31, 2021, and directed to jointly determine, after the Series 2021 Bonds have been priced in the market, the following:

(a) the exact principal amount, series, and subseries designation of the Series 2021 Bonds, including whether issued as AMT, Non-AMT or Taxable, provided that the aggregate principal amount of the Series 2021 Bonds shall not exceed \$950,000,000;

(b) the interest rate or rates of each series or subseries of the Series 2021 Bonds;

(c) the maturity or maturities of each series or subseries of the Series 2021 Bonds, including the amount and date of any mandatory sinking fund redemption for a maturity;

(d) the provisions for redemption of each series or subseries of the Series 2021 Bonds prior to maturity;

(e) the amount and extent of any credit facility for the Series 2021 Bonds and the provider thereof;

(f) the amount of the debt service reserve requirement for each series or subseries of the Series 2021 Bonds;

(g) the amount of the purchase price for each series or subseries of Series 2021 Bonds;

(h) the investment, if any, of the defeasance escrow(s) under the Refunding Agreement;

(i) the par amount and series of the Refunded Bonds and the Refunded Commercial

Paper Notes, if any, to be refunded with proceeds of the Series 2021 Bonds, and the amounts of any full or partial termination fees with respect to related credit facilities; and

(j) whether any interest rate swaps shall be fully and/or partially terminated and the amounts of any interest rate swap termination payments;

all in a manner to achieve the most favorable net effective interest rate while balancing the Airports Authority's exposure to interest rate and market risks on the entire long-term debt portfolio within the Airports Authority's Aviation Enterprise Fund, including the Series 2021 Bonds; provided, that the determinations made pursuant to this paragraph 3 shall comply with the following requirements: (i) the maximum term of the Series 2021 Bonds shall not exceed 35 years; (ii) except with respect to any make-whole redemption, no Series 2021 Bonds shall be subject to redemption at a redemption premium exceeding three percent of the principal amount thereof; (iii) the Underwriters' discount relating to the Series 2021 Bonds shall not exceed two percent of the principal amount thereof; (iv) the true interest cost of the Series 2021 Bonds shall not exceed five percent per annum; (v) the Series 2021 Bonds shall be offered to the public at a price of not less than 95 percent and not more than 130 percent of the principal amount thereof, plus accrued interest, if any, and (vi) the aggregate net present value loss resulting from the full and/or partial termination of interest rate swaps and the refunding of the related Refunded Bonds shall not exceed \$5,000,000; and any such loss shall not be payable from available cash contributed by the Airports Authority;

4. That each of the Chairperson, the Vice Chairperson, either Co-Chair of the Finance Committee, the President and Chief Executive Officer, the Senior Vice President and General Counsel, the Senior Vice President for Finance and Chief Financial Officer and

the Manager of Treasury is hereby appointed as an “Authority Representative” under the Master Indenture and the Fifty-third Supplemental Indenture;

5. That the payment and reimbursement of the costs of the Projects and the refunding and, as applicable, redemption of the Refunded Bonds and/or the Refunded Commercial Paper Notes and, subject to the limitation contained in paragraph 3 of this Resolution, the payment of termination payments in connection with the full or partial termination of any credit facilities and/or interest rate swaps, with proceeds of the Series 2021 Bonds, together with any other funds of the Airports Authority, are authorized and directed in the manner set forth in the Refunding Agreement or the Fifty-third Supplemental Indenture, as applicable;

6. That the Chairperson or the Vice Chairperson is authorized and directed to execute, by manual or facsimile signature, the Fifty-third Supplemental Indenture, the Series 2021 Bonds, the Purchase Contract, the Official Statement and the Refunding Agreement, and that all forms of such documents are hereby approved, with such changes, insertions, completions, and omissions as are necessary to reflect the bond principal amounts, the series or subseries designations, and other terms determined pursuant to paragraph 3 of this Resolution, and the execution of these documents by the Chairperson or Vice Chairperson shall constitute conclusive evidence of their approval by the Airports Authority;

7. That the Secretary or Assistant Secretary is authorized and directed to affix the Seal of the Airports Authority or a facsimile thereof on the Fifty-third Supplemental Indenture, the Series 2021 Bonds and the Refunding Agreement, after their execution by the Chairperson or Vice Chairperson, to attest the same, by a manual or facsimile signature, and to deliver the Series 2021 Bonds to the Trustee for authentication upon the terms provided in the Master Indenture and the Fifty-third Supplemental Indenture;

8. That each of the Authority Representatives is authorized, with respect to the Series 2021 Bonds, to execute one or more tax compliance certificates on behalf of the Airports Authority to implement the covenants and agreements set forth in the Fifty-third Supplemental Indenture and to make any election permitted by the Internal Revenue Code of 1986, as amended, that is determined by such officer to be to the advantage of the Airports Authority; and the representations, agreements and elections set forth in the executed tax compliance certificate(s) shall be deemed to be the representations, agreements and elections of the Airports Authority, as if the same were set forth in the Fifty-third Supplemental Indenture;

9. That each of the Authority Representatives is authorized to execute, deliver and file all other certificates and instruments related to the issuance and sale of the Series 2021 Bonds, including the Internal Revenue Service Forms 8038 and/or 8038-G, as applicable, any agreements and/or amendments to agreements for the investment of proceeds from the sale of, or other moneys relating to, the Series 2021 Bonds and/or the Refunded Bonds, and any agreements relating to the full and/or partial termination of the interest rate swaps referenced above, and to take any further action as the officer may consider necessary or desirable in connection with the issuance and sale of the Series 2021 Bonds, the refunding and, as applicable, redemption of the Refunded Bonds and the Refunded Commercial Paper Notes and the full or partial termination of any credit facilities and/or interest rate swaps, and the other determinations made pursuant to paragraph 3 of this Resolution;

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

11. That any other acts of the Authority Representatives or any other officer of the Airports

Authority that are in conformity with the purposes, intent and conditions of this Resolution and in furtherance of the execution, delivery and performance by the Airports Authority of the Fifty-third Supplemental Indenture are hereby authorized, and the authorizations granted herein to such officers of the Airports Authority shall apply equally to any person serving in such capacity on an interim or acting basis, except that the Airports Authority 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 Fifty-third Supplemental Indenture presented to the Airports Authority who is to serve as underwriter, trustee, or provider of a credit facility, if any, or in a similar role relating to the Series 2021 Bonds, the Refunded Bonds or the Refunded Commercial Paper Notes.

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

- c. Recommendation to Award a Sole Source Contract for Maintenance, Support and Upgrade Services for the Energy Management Control System at Ronald Reagan Washington National and Washington Dulles International Airports

Mr. Lazaro moved the adoption of the following recommendation, which was unanimously approved by all 11 Directors present:

WHEREAS, The Energy Management Control System (EMCS) at Ronald Reagan Washington National Airport (Reagan National) and Washington Dulles International Airport (Dulles International) is a computer-based building management system that controls essential building functions, including heating, air conditioning, lighting and valve function, which is critical to the Metropolitan Washington Airports Authority's (Airports Authority) ability to comply with building life safety requirements such as emergency smoke evacuation;

WHEREAS, The existing Siemens Industry, Inc. (Siemens) EMCS has been in use at both Airports for

over 20 years, and the software has reached the end of its useful life;

WHEREAS, The EMCS is managed by Airports Authority staff with support from Siemens;

WHEREAS, The Airports Authority's Design Manual requires that Siemens software and parts be used in upgrades and maintenance of the EMCS;

WHEREAS, Siemens' Desigo CC (Desigo) is the next generation of EMCS software and will be used to upgrade the current system;

WHEREAS, The Airports Authority will continue to use the majority of existing hardware with the new Desigo application;

WHEREAS, Siemens provides the knowledge, programming expertise, and hardware and software required to facilitate upgrades at both Airports;

WHEREAS, The proposed contract includes a two-year base term, estimated not to exceed \$5.02 million for hardware and software upgrades and labor, corrective maintenance and supplemental services, and three one-year option periods, for a total contract value over the full five-year term estimated not to exceed \$7.3 million;

WHEREAS, The proposed sole source contract is permitted in accordance with Contracting Manual Section 1.4.1(3)(c) Proprietary Equipment and Software; and

WHEREAS, As required by Section 2.9.3 of the Contracting Manual, notice of this intended sole source award was published on the Airports Authority's website for the required time period, and no statements of capabilities were received; now, therefore, be it

RESOLVED; That the President and Chief Executive Officer is authorized and directed to enter into a sole source contract with Siemens Industry, Inc., consistent with the terms and conditions presented to the

Business Administration Committee at its May 19, 2021 meeting.

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

V. UNFINISHED BUSINESS

There was no unfinished business.

VI. OTHER BUSINESS & ADJOURNMENT

Chairperson Adams stated that at the commencement of the day's Board and Committee Meetings he stated that the Airports Authority had a lot to celebrate, whether increased travel that is largely brought about by the increased vaccination rates and control over the COVID virus, the opening of the New Concourse and on the horizon, the completion of Secure National Hall and the completion of Phase 2 of the Silver Line. He also stated that he truly believed that though there was a long way to go, a lot of progress had been made and at a time when everyone was keenly aware of the facilities and potential shortness of life, he thought it was important to celebrate the high times. Chairperson Adams offered hearty congratulations to Mr. Potter and the senior management of the Airports Authority, and more importantly to the amazing team of individuals who contributed to those accomplishments, for he realized that without the team's dedication and service, the work would not be possible, and he suggested that an applause was appropriate to celebrate those accomplishments. He stated that he deferred to Mr. Potter on the appropriate timing of the employees of the Airports Authority's return to their official offices. Chairperson Adams wished everyone present and their families continued safety and health.

There being no other business, the Meeting was thereupon adjourned at 11:07 a.m.

Respectfully submitted,



Monica R. Hargrove
Vice President and Secretary

Approved July 21, 2021