

BOARD OF DIRECTORS ANNUAL MEETING

Minutes of November 18, 2020

The Annual Meeting of the Board of Directors was held virtually using Zoom. The Chairperson called the meeting to order at 10:28 a.m. Fourteen Directors were present during the meeting:

Earl Adams, Jr., Chairperson	A. Bradley Mims
William E. Sudow, Vice Chairperson	Thorn Pozen
Judith N. Batty	Warner H. Session
John A. Braun	David G. Speck
Albert J. Dwoskin	J. Walter Tejada
Katherine K. Hanley	Mark E. Uncapher
Robert W. Lazaro, Jr.	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

Mr. Pozen was then recognized by Chairperson Adams. Mr. Pozen took a point of privilege to acknowledge the presence of a large number of SEIU members who were participating in the day's virtual Annual Meeting. Mr. Tejada joined in Mr. Pozen's acknowledgment, stated that many of the union members are front line workers at the Airports of the Metropolitan Washington Airports Authority (Airports Authority), welcomed the SEIU participants, thanked the workers for their work at the Airports and expressed appreciation to them for joining the day's meeting.

Chairperson Adams thanked Mr. Pozen and Mr. Tejada for their remarks, and welcomed and thanked everyone attending the 2020 Annual Meeting of the Airports Authority Board of Directors. He advised that he would begin the meeting with one administrative



item, the election of officers, Tab 14. Chairperson Adams advised that he would invite Mr. Sudow, Vice Chairperson of the Board, to oversee the nominations and election of Chairperson.

I. ELECTION OF CHAIRPERSON, VICE CHAIRPERSON AND SECRETARY

On behalf of the Nominations Committee, Mr. Speck had presented the following slate of nominees for 2021: Earl Adams, Jr. for Chairperson, William E. Sudow for Vice Chairperson, and Monica R. Hargrove for Secretary.

Mr. Sudow thanked Chairperson Adams and stated that as all are aware, the nominations for each office under consideration would be handled separately and individually. Mr. Sudow then asked if there were any other nominations for Chairperson for 2021. Hearing none, a motion to approve the nomination presented by the Nominations Committee was offered. Chairperson Adams was re-elected.

Chairperson Adams thanked Mr. Sudow and asked if there were other nominations for Vice Chairperson. Hearing none, a motion to approve the nomination presented by the Nominations Committee was offered. Mr. Sudow was re-elected as the Vice Chairperson. Chairperson Adams congratulated Mr. Sudow upon his election

Chairperson Adams then asked if there were other nominations for Secretary. Hearing none, a motion to approve the nomination presented by the Nominations Committee was offered. Ms. Hargrove was re-elected as the Secretary. Chairperson Adams took a point of personal privilege to thank Ms. Hargrove for her support and assistance and stated that he would defer additional remarks until later in the day's meeting.

II. MINUTES OF THE OCTOBER 21, 2020 BOARD OF DIRECTORS MEETING

The Chairperson called for the approval of the Minutes of the October 21, 2020 Board of Directors Meeting, Tab 15, which were unanimously approved.

III.COMMITTEE REPORTS

a. Business Administration Committee – Warner H. Session, Co-Chair

Mr. Session reported that the Business Administration Committee had just ended its meeting where it approved the Summary Minutes of the October 21, 2020 meeting and received the Quarterly Acquisition Report for the third quarter of 2020 presented by Julia Hodge, Vice President for Supply Chain Management. The Committee had also approved the Recommendation to Approve the Revised Resolution to Authorize the Award of a Sole Source Contract for an Airline Passenger Data and Forecasting Subscription. Mr. Session stated that as noted during the day's Committee Meeting, the Committee had approved the award of the contract in October. However, subsequent to the Committee's approval, the name of the company awarded the contract was changed from Reed Business Information, Inc. to LNRS Data Services, Inc., and the recommendation approved by the Business Administration Committee at the day's meeting reflects the current company name. Mr. Session stated that the Board would consider the recommendation later in the day's meeting.

In October, the Committee had approved the Summary Minutes of the September 16 meeting. In addition to its approval of the Award of Sole Source Contract for an Airline Passenger Data and Forecasting Subscription to Reed Business Information, Inc., the Business Administration Committee had approved the recommendations to Award a Contract for Dell Information Technology Equipment and Software, and Award of a Sole Source Contract for Europay, MasterCard and Visa Credit Card Processing Services for Public Parking at both Airports. The Committee had also concurred with the issuance of two solicitations, one being the unarmed security guard services at Washington Dulles International Airport (Dulles International) and the other being the elevator, escalator and moving walkway maintenance and repair services at both Airports. Mr. Session stated that the Board of Directors would consider the three contract awards later in the day's meeting.

b. Finance Committee – A. Bradley Mims, Co-Chair

Mr. Mims reported that the Finance Committee had just ended its meeting that morning and had also met on October 21. He stated that during the day's meeting, the Finance Committee had approved two recommendations: Recommendation to Approve the Recommended 2021 Budget and Recommendation Regarding Selection of Financial Advisory Firms. Mr. Mims reported that the Board would consider the Selection of Financial Advisory Firms later in the day's meeting, and it would consider the Recommended 2021 Budget on December 16. In October the Committee had approved the July 15 and September 16 Minutes. Staff had presented six written informational reports, including the financial reports for the Aviation and Dulles Corridor Enterprises (Enterprises), the Financial Advisors' Report for both Enterprises, quarterly reports for the budget reprogrammings for the quarters ended June 30 and September 30, 2020 and for the investment program ended June 30, 2020. Mr. Mims stated that a complete report from the day's Finance Committee Meeting would be presented in December.

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

Mr. Braun reported that the Risk Management Committee had last met October 21. The Committee had approved the Summary Minutes of the September 16 meeting. The Committee had also received the results of a Recently-Completed Audit of the Information Technology General Controls Security Incident Management. The Committee had also met in executive session to further discuss the results of the audit, pursuant to Article IX, Section 3(c) of the Airports Authority's Bylaws, which permits the Board and its Committees to move into executive session to discuss existing or prospective contracts, business or legal relationships in order to protect the proprietary or confidential information of the Airports Authority, any person or company, the financial interest of the Airports Authority; or the negotiating position of the Airports Authority, and the Executive Staff presented the Litigation Report pursuant to Article IX, Section 3(e) of the Airports Authority's Bylaws, which permits the Board and its Committees to move into executive session for consultation with legal counsel and briefings by staff and consultants to the attorneys pertaining to existing or potential litigation and pending or proposed legislation, compliance with specific constitutional, statutory or judicial imposed requirements,

or other legal matters, and discussions of such matters by the Board without the presence of counsel, staff, consultants or attorneys.

IV. INFORMATION ITEMS

a. President's Report

Mr. Potter congratulated Mr. Adams, Mr. Sudow and Ms. Hargrove on being elected as Chairperson, Vice Chairperson and Secretary, respectively. He also congratulated Directors Kate Hanley and David Speck on their reappointments to the Board of Directors by Governor Northam of the Commonwealth of Virginia, as well as Director Brad Mims on his reappointment to the Board of Directors by Maryland Governor Hogan. Mr. Potter stated that the Airports Authority staff would be anxiously awaiting an announcement about the reappointment term for Director Thorn Pozen of the District of Columbia. He then congratulated Mr. Mims for his designation as a member of the Biden transition team for the U. S. Department of Transportation, and commented that it was good to see that someone of his extensive background would serve in an area that is important to both our nation and the aviation business. Mr. Potter stated that he looked forward to working with Mr. Mims and helping him in any way as he worked with the Biden transition team.

Director Mims thanked Mr. Potter for his remarks.

Mr. Potter also congratulated all of the winners in recent political elections, including all members of the Local Congressional delegations from Virginia, Maryland and the District of Columbia, as well as those who won state and local elections. He stated that the Airports Authority staff looks forward to working with all of the recently-elected leaders and that the Government Affairs staff of the Airports Authority had been busy reaching out to the new government officials and their staffs.

Mr. Potter then presented an update on the COVID 19 pandemic. He reported that the virus appears to be accelerating in our region and in many other places, which is a concern for the health and safety of passengers and employees of the Airports Authority, as well as for the air travel industry in general. Mr. Potter stated that the Airports Authority is using all of its communications channels, including news media and social media, to urge everyone to double-down on

their protective measures and to follow the revised health precautions recently issued by the Governor of Virginia. He further stated that while recent news about the development of vaccines is encouraging, it appears that the COVID situation is far from over, and that everyone must remain vigilant. Mr. Potter noted that the recommended precautions take on increasing importance as the public enters the busy Thanksgiving holiday season. He stated that because this may be the first time that many people have flown since the beginning of the pandemic, the Airports Authority staff is placing special emphasis on the health and safety protocol, such as wearing masks and social distancing, to help keep the Airports' passengers safe on their journeys.

Mr. Potter then commented on Airport operations, and stated that compliments were in order for Airports Authority staff at Dulles International for a very successful annual inspection by the Federal Aviation Administration (FAA). Mr. Potter stated that the FAA inspection is a major event, which happens on fairly short notice, and that it is required of all commercial airports in the United States in order for them to remain in business. He further stated that the certification process involves daytime and nighttime inspections of many Airport areas, including runway lights, pavement markings and conditions, Airport signs and safety areas, airfield fencing, wind indicators, beacons, the condition of Airport vehicles, training programs, record-keeping, and even things like wildlife management. Mr. Potter reported that this year's inspection at Dulles International was somewhat delayed and complicated as a result of the COVID-19 situation. He stated that he was pleased to report that Dulles International passed the FAA inspection with flying colors. Mr. Potter congratulated Mike Stewart, Vice President and Airport Manager, Dulles International, and the entire Dulles team for a job well done. He also extended good luck to Paul Malandrino, Vice President and Airport Manager, Ronald Reagan Washington National Airport (Reagan National) and the Reagan National team as they prepare for the FAA inspection, expected in the next several days.

Mr. Potter then referred to several opportunities that the Airports Authority had been able to take advantage of during the pandemic, including several airfield and terminal maintenance projects, which were easier to accomplish during times of fewer cars, planes and passengers at both Airports. Mr. Potter stated that there had been an impressive list of accomplishments that saved the Airports

Authority financially and that would serve it well both currently and into the future.

Mr. Potter reviewed the following as examples of the many accomplishments during the year:

- Repaired and refurbished large segments of pavement at both Airports
- Replaced boilers and other climate-control equipment
- Made additions and improvements to baggage-handling equipment
- Finished building a new recovery system for glycol – the chemical used to de-ice airplanes
- Rehabilitated airplane fueling systems
- Upgraded plumbing in concourse buildings
- Installed LED lighting in several areas to save electricity
- Upgraded jet bridges and related equipment at Reagan National
- Added additional electric vehicle charges to Airport parking garages
- Upgraded signage and digital displays to make terminals and concourses easier to navigate
- Built and opened the new “third curb” at Dulles International to relieve traffic congestion and improve the Transportation Network Company (TNC) ride-sharing experience for passengers and moved the TNC staging lot for Reagan National back onto the Airport campus

Mr. Potter emphasized that those named were just some of the many things that Airports Authority teams had accomplished to make the Airports more convenient and efficient for passengers, and to position the Airports Authority for a stronger recovery in the months ahead.

Mr. Potter then provided a brief preview of an event taking place the following Monday, when a number of the Airports Authority’s small and minority-owned business partners – and potential partners – would graduate from the Airports Authority’s Small Business University. He stated that 2020 was the third year for the Small Business University program, which was designed to help small and minority-owned companies compete effectively for Airports Authority

contracts. The Airports Authority established the program to help build and maintain a strong community of suppliers of goods and services, which is believed to be a key factor in the Airports Authority's success as a business serving an increasingly diverse public. Mr. Potter stated that the Airports Authority is grateful that George Mason University is partnering with the organization on this important endeavor.

Mr. Potter commended the Office of Supplier Diversity, led by Ms. Hodge and Deputy Vice President for Supplier Diversity Wande Leintu for establishing this very important and innovative program. He stated that the 2020 ceremony would be virtual, like so many events during this time period, and extended an invitation to Directors to join members of the Airports Authority and George Mason University in congratulating the 21 company representatives who would be recognized at the graduation.

Mr. Potter then provided brief remarks on several financial matters, beginning with the Recommended Budget for 2021 that was presented at the day's Finance Committee meeting. He stated that the 2021 Budget is likely the most challenging budget ever proposed for the Airports Authority because of the impacts of COVID-19. Mr. Potter further stated that in order to keep expenditures low during this time of depressed revenue, emphasizing that the Airports Authority Executive Staff is not requesting any increases in capital programs for 2021, staff had identified more than \$20 million in Capital, Operating and Maintenance Investment Program funds, as well as over \$10 million in the Capital Construction Project budget, to be repurposed in 2021.

Mr. Potter stated that the actions recommended for the 2021 Budget, coupled with the federal assistance that the Airports Authority had received through the Coronavirus Aid, Relief, and Economic Security Act (CARES Act), have helped the Airports Authority hold down costs to airlines. In that regard, a cost per enplaned passenger at Dulles International and Reagan National of under \$19 and \$20, respectively, have been projected for 2021.

Mr. Potter stated that the budget was crafted to help support efforts by the airline partners and other members of the Airports Authority's airport community rebuild their businesses, while efforts are underway to continue working together to address the continuing

impacts of the pandemic. As a result of tight cost management, and because the Airports Authority began 2020 in a strong financial position, Mr. Potter stated that he was extremely pleased that the Airports Authority had no furloughs or similar staff reductions during 2020. He also emphasized that the Executive team of the Airports Authority's proposed budget also recommends no staff furloughs for 2021, a goal the Executive Staff of the Airports Authority will work diligently to achieve. Mr. Potter then thanked Andy Rountree, Senior Vice President and Chief Financial Officer; George Kangha, Budget Manager; Teri Arnold, Rates and Charges Manager, and the entire team, for such excellent work in a very tough budget year.

Mr. Potter then provided information to the Board and others in attendance of the meeting that in the financial area, members of the Airports Authority team continue to receive recognition for their amazing work, even in these difficult times. Mr. Potter stated that most recently, the Airports Authority's Debt Manager, Giedre Ball, was named a "rising star" by *Bond Buyer*, one of the major publications for the financial industry. He reported that Ms. Ball manages a \$ 7.6 billion debt portfolio for the Airports Authority, has taken a leadership role in the issuance of more than \$2 billion in Airport System and Dulles Toll Road bonds, and also manages the Airports Authority's investor relations and disclosure compliance functions. Mr. Potter stated that the Airports Authority is fortunate to have someone of her caliber in this very important position and congratulated her on the well-deserved recognition.

Mr. Potter concluded by stating that although the Airports Authority is faced with many challenges, nevertheless the men and women of the Airports Authority are rising to meet them, and to advance its mission of service to the traveling public, even in very difficult times. He thanked the employees of the Airports Authority for their hard work and dedication and wished all a very happy and healthy Thanksgiving.

Chairperson Adams thanked Mr. Potter for his leadership, especially in guiding the Directors and working with the Finance team on the 2021 Budget. He also congratulated Ms. Ball on her accomplishment.

Ms. Hanley asked questions concerning how the Airports Authority's employees are doing under the resurgence of COVID, especially in terms of leave availability if any employees test positive. More specifically, Ms. Hanley asked if any Airports Authority employees had to quarantine previously, and might need to quarantine again, whether leave would be available to them. Ms. Hanley also asked how the Airports will manage its employees who are required to remain onsite, and to determine when certain symptoms require employees to quarantine. She then asked if the Directors could be provided with a more detailed explanation of the Airports Authority's handling of employees with health and quarantine needs as a result of the current state of the pandemic. Mr. Potter stated that Executive Staff would provide the Directors with a comprehensive response to the questions raised by Ms. Hanley. He further stated that the situation described by Ms. Hanley had not arisen with respect to Airports Authority employees exhausting the 80 hours of sick leave made available under the CARES Act. Mr. Potter also stated that the provisions under the CARES Act would expire for airport employees at the end of 2020, and the Airports Authority is reviewing the issues that she raised.

Ms. Hanley stated that she was particularly interested in understanding how Airports Authority workers who often work the same shifts with the same workers and might have a need to quarantine more than once because of COVID exposure.

Mr. Potter advised that the Airports Authority's employees have experienced lower incidents of COVID than the general population, including employees who are reporting to work. He advised that the Airports Authority's management is making the employees aware of the health policies and procedures that it has adopted, and has provided ongoing communications to encourage the employees to protect themselves and their families from the pandemic. Mr. Potter emphasized that the Airports Authority has been on an education campaign and as changes have been made in recommendations by the Centers for Disease Control and Prevention, the Governors of the Commonwealth of Virginia and the State of Maryland, as well as the Mayor of the District of Columbia, the Airports Authority has been aggressive about ensuring that its policies and procedures are in compliance with those governmental standards.

Mr. Tejada asked for comprehensive information on the incidence of COVID for Airports employees generally, including Airports Authority contractors and others, and not just Airports Authority employees. Mr. Potter advised that all airport tenants are required to provide information on COVID positives among their employees who work at both Airports to the Airports Authority. He stated that the information is maintained and would be shared with the Directors. Mr. Tejada thanked Mr. Potter for his response.

b. Executive Vice President's Report

Mr. Davis provided his report. He greeted the Directors and congratulated the 2021 Board Officers who were re-elected, as well as Directors who were reappointed to serve additional terms, and Director Mims for his selection to the Biden Transition Team. Mr. Davis stated that while 2020 had been a challenging year, the Office of Revenue was working on a number of matters designed to rebuild the aviation business and recover from the losses caused by the pandemic, several of which he would update the Board on during his remarks.

Mr. Davis began his presentation with information on the passenger statistics at both Airports to provide information concerning passenger traffic in the Airports since the initial impacts of the virus in March and April.

Mr. Davis stated that the Office of Revenue just completed its assessment of official numbers for September, which indicated that overall passenger traffic was then down by more than 75 percent from the same time last year. Reagan National had 400,000 passengers in September compared with more than 1.9 million passengers in September 2019. At Dulles International, there were 550,000 passengers in September, down from more than 2 million passengers in 2019. The total for both Airports in September was 960,000 passengers compared with 3.94 million passengers for the two-Airport system in September 2019, which Mr. Davis advised represents an overall passenger decrease of 75.7 percent, from September 2019 to September 2020.

Mr. Davis referred to a slide illustrating the decline in September passenger traffic and business growth over the past four years, which he stated shows the impact that COVID is having as the end

of 2020 is approaching. He stated that with encouraging news about the development of COVID vaccines in recent days, the Office of Revenue is hopeful that passenger traffic might increase in the months ahead.

Mr. Davis stated that at that time, although the Airports Authority's recovery in terms of passenger traffic was moving in the right direction, it continued to move very slowly, even with the expected increase for holiday travel in the final weeks of the year.

Mr. Davis stated that the Airports Authority's Airline Business Development team has been hard at work encouraging airlines to grow new air service and restart routes that were suspended because of COVID. He reported that due to those efforts, United Airlines would be starting five new routes from Dulles in December, to Allentown, Erie and Johnstown in Pennsylvania; to Pensacola, Florida; and to Santo Domingo in the Dominican Republic. Mr. Davis stated that the Airline Business Development team continues to work with the airlines, concessionaires, and other partners to highlight all of the health and safety measures implemented by the Airports Authority and to be ready for higher levels of passenger traffic when they do return.

Mr. Davis then referred to a slide entitled Concessions Update – Dulles and stated that as passengers return to the Airports operated by the Airports Authority, the Office of Revenue wants to ensure that they have a positive experience at both Airports, and that they are able to purchase food and other items they need for their journeys. He stated that one way the Office of Revenue is accomplishing that is through its concessions re-opening program, which he mentioned during the October Board of Directors Meeting. Mr. Davis further stated that since the October meeting, an additional five concessions had opened – two at Dulles International and three at Reagan National. With the addition of those five concessions, the total number of open concessions across both Airports total 82, or 44 percent of the Airports Authority's normal total.

Mr. Davis then displayed slide 5, entitled Concessions Update –DCA, and advised that the Office of Revenue is working closely with the Airports Authority's concessionaires and with Marketplace Development, its fee manager, to ensure that the Airports Authority is matching passenger traffic and demand in the Airports with the

capabilities of the shops and restaurants. He stated that matching passenger traffic and demand can be a tricky job because of the ebbs and flows of passengers in various parts of the Airports throughout the day. Mr. Davis further stated that the goal of the Office of Revenue is to have concessions ready for business when the Airports' returning passengers need them. He reported that the Airports Authority is receiving good feedback from its concessions partners on the effort and that they have been pleased with the progress thus far.

As the Airports Authority's concessionaires re-establish their presence in the Airports, the Office of Revenue is ensuring that it provides additional options for Airport customers through the Airports Authority's recently-established Pouring Rights Agreement with PepsiCo. Under the Pouring Rights agreement, Pepsi is installing vending machines for beverages and items at strategic locations throughout the Airports. The machines can serve the needs of passengers in the Airports when concessions might not be operating nearby, and also during heavy traffic times when customers might otherwise be standing in lines. Mr. Davis stated that a few other airports have adopted this vending-machine strategy, where they have been well-received by passengers. He also stated that the Airports Authority looks forward to providing its customers with the new beverage services to help further enhance their airport experiences.

As the holiday travel season begins, Mr. Davis stated his belief that it is more important than ever for passengers to understand the actions taken by the Airports Authority to make each of their journeys safe and enjoyable. For that reason, he stated that over the next six weeks, the Airports Authority would be extending its reach into the region through a variety of paid and owned advertising channels. He then displayed a slide featuring examples of some of the health and safety advertising messaging recently introduced by the Airports Authority. Mr. Davis stated that much of the Airports Authority's paid advertising is radio spots, noting that the ads are in English and Spanish, depending on the audience. He also stated that the Office of Revenue has allocated about 15 percent of the Airports Authority's advertising spending to reach Spanish-speaking households through radio and social media. Mr. Davis then had an English version of one of its current radio advertising messages played for meeting attendees.

Mr. Davis then reminded everyone that walkable parking is available at both Airports at the economy lot prices. More specifically, he stated that the parking rate is \$10 a day at Dulles International in Garage One and \$17 a day at Reagan National in the garages, if reservations are made in advance. Mr. Davis stated that the Airports Authority continues to keep the Airport reserved rate prices low, because it believes driving to the Airport in one's own vehicle and walking into the Airport is one of the safest ways to travel to the airport currently.

Mr. Davis stated that the Office of Revenue looks forward to providing additional updates next month in the concessions areas discussed, as well as on the Airports Authority's Airline Business Development strategies and progress.

Mr. Davis next advised that the Office of Revenue, along with other departments across the Airports Authority, has been keeping a focus on unconscious bias. He stated that as the Board had been advised, the Airports Authority launched its organization-wide unconscious bias initiative earlier this year amid the social unrest that was affecting many American cities and dominating much of the national discourse. Mr. Davis further stated that the Airports Authority's Office of Revenue was using part of its monthly departmental meeting times for panels and other discussions on that important and very timely subject. He also stated that they are aimed at helping Airports Authority colleagues become more aware of the internal biases that everyone has, and to further raise employee awareness of how these internal biases – if not properly addressed – can impact our work and service to the traveling public.

Mr. Davis concluded by stating that the Office of Revenue is moving forward in the areas he highlighted, among many others, and he expressed appreciation of the Board's support during a very challenging period. He stated that the Office of Revenue staff looked forward to keeping the Board apprised of its progress in the months ahead. Mr. Davis wished everyone a safe, healthy and happy Thanksgiving holiday.

Chairperson Adams thanked Mr. Davis and the Office of Revenue team for their efforts, especially with respect to the vendors and the efforts to maintain the Airports Authority's concessions program. He stated that the pandemic has created a delicate situation at airports

and that it is difficult to maintain an appropriate balance with airport concessions.

Mr. Session acknowledged Mr. Davis and the efforts of the Office of Revenue during this time period. He stated that he recognized that the traffic recovery would be a slow one and recalled that a slide previously shared by Mr. Rountree during the Finance Committee Meeting indicated that the 2019 passenger traffic levels would not be reached again until 2024. Mr. Session further stated his belief that all airport stakeholders with operations at both Airports would be required to work together with the Airports Authority to serve the traveling public in order to move through the challenges faced as a result of the pandemic.

Mr. Davis thanked Mr. Session and stated that one key observation made by the Office of Revenue with respect to airport concessions and concessionaires at the Airports operated by the Airports Authority during 2020 is that none of them have declared bankruptcy. He stated that when that fact is considered while many businesses throughout the country have experienced very tough times through September, it says a lot about what the Office of Revenue is trying to accomplish with the concessionaires as well as a lot about what kind of business partners exist at the Airports Authority's Airports.

Chairperson Adams agreed with Mr. Davis and thanked him for his comments, as did Mr. Session.

V. NEW BUSINESS

Chairperson Adams called for New Business, at Tab 18, and stated that there were four items to act upon.

a. Recommendation to Award a Contract for Dell Information Technology Equipment and Software

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

WHEREAS, The Office of Information Technology (IT) has undertaken a strategic effort to modernize the Metropolitan Washington Airports Authority's (Airports

Authority) IT infrastructure, including equipment and software, to support current and future Airports Authority and customer demand, enhance the organization's security posture, ensure public safety and business continuity for all facets of Airport operations, and improve operational cost and efficiency;

WHEREAS, The Airports Authority utilizes Dell Marketing L.P. (Dell) equipment and software as its main technology manufacturer for laptop and desktop computers, servers, storage equipment, display monitors, and other peripherals;

WHEREAS, The Airports Authority has invested heavily in Dell technology over the last decade, including the data center implementation in Ashburn Virginia, in 2017 and Richmond, Virginia, in 2019, both of which will require lifecycle upgrades in the next three years;

WHEREAS, Following a competitive procurement process, the University of Virginia (UVA) awarded a contract to Dell on behalf of the Virginia Higher Education Procurement Consortium in 2009;

WHEREAS, The UVA contract with Dell was renegotiated in 2018 and currently expires on March 30, 2024, and contains provisions permitting the use of the contract by other public entities;

WHEREAS, The UVA contract meets the Airports Authority's needs and utilization of this competitively-procured contract, which is permitted under Section 1.3.1 of the Contracting Manual, will allow the Airports Authority to access terms and conditions, including advantageous pricing and discounts, that are in the organization's best interest;

WHEREAS, The proposed contract term, which will allow the Airports Authority to meet near-term demand for Dell equipment and software, includes a base term through March 30, 2024; and

WHEREAS, the estimated spend on the Airports Authority's contract with Dell for enterprise hardware, end user hardware and software, and related peripherals, is forecast at \$15 million; now, therefore, be it

RESOLVED, That the President and Chief Executive Officer is authorized to enter into a contract with Dell Marketing L.P. for IT equipment and software, consistent with the terms presented to the Business Administration Committee at its October 21, 2020 meeting.

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

b. Recommendation to Award a Sole Source Contract for Europay, MasterCard and Visa Credit Card Processing Services for Public Parking at Washington Dulles International and Ronald Reagan Washington National Airports

Mr. Session moved the adoption of the following resolution, which was approved by 13 Directors (Mr. Dwoskin was absent):

WHEREAS, Europay, MasterCard and Visa (EMV) derives its name from the three credit card associations and is a global standard used to govern card payment technology;

WHEREAS, EMV chip cards contain embedded microprocessors that provide stronger transaction security and additional payment features, such as mobile and contactless options, than those available on traditional magnetic stripe cards;

WHEREAS, As part of the Metropolitan Washington Airports Authority (Airports Authority) continuing effort to increase its security posture and reduce potential liability in credit card processing, EMV technology is being deployed to support public parking operations at Washington Dulles International (Dulles International) and Ronald Reagan Washington National (Reagan National) Airports;

WHEREAS, Following separate competitive solicitations, the Airports Authority contracted with HUB Parking Technology (HUB) for the provision of a Parking Access Revenue Control System (PARCS) at both Airports;

WHEREAS, HUB is responsible for the hardware and software facilitating parking transactions and revenue collection, including ticket machines, license plate readers, and pay stations, and its system interfaces with payment processing software to remit revenue to the Airports Authority;

WHEREAS, Windcave, Inc. (Windcave) is the only EMV service provider that HUB has integrated with, tested, and deployed;

WHEREAS, Windcave meets the Airports Authority's requirements for Payment Card Industry Data Security Standards and will replace the payment processor currently used for magnetic stripe transactions;

WHEREAS, Contracting directly with Windcave is required in order to deploy EMV technology that is compatible with the Airports Authority's existing PARCS equipment;

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

WHEREAS, As required by the Airports Authority's Contracting Manual, notice of this sole source contract award has been published on the Airports Authority's website for the required time period and no firm offered a capability statement for this requirement;

WHEREAS, The proposed contract for a two-year base term, with three one-year option periods, costs a total of approximately \$600,000, which is based on forecasted parking transactions and is consistent with current processing costs; and

WHEREAS, Actual costs will be incurred as a fixed fee per transaction, based on the volume of monthly transactions; now, therefore, be it

RESOLVED, That the President and Chief Executive Officer is authorized to enter into a sole source contract with Windcave, Inc. for Europay, MasterCard and Visa credit card processing services for public parking at Dulles International and Reagan National.

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

c. Recommendation to Approve Revised Resolution to Authorize the Award of a Sole Source Contract for an Airline Passenger Data and Forecasting Subscription

Mr. Session moved the adoption of the following resolution, which was unanimously approved by all 14 Directors:

WHEREAS, The Metropolitan Washington Airports Authority's (Airports Authority) Office of Revenue's Airline Business Development Office requires access to U.S. and foreign flag airline passenger traffic and revenue data, historic and future published airline schedules, and traffic and revenue forecasting tools to research and identify opportunities and create effective business cases that are presented to airlines in order to secure new and expanded airline service at Ronald Reagan Washington National Airport and Washington Dulles International Airport (both Airports);

WHEREAS, LNRS Data Services, Inc., through its Cirium Dii Mi (Dii) platform, is the only provider of these airline passenger data and analytics solutions.

WHEREAS, The total cost for the Dii subscription and support for a contract with a two-year base and three one-year options is approximately \$276,461;

WHEREAS, As required by the Airports Authority's Contracting Manual, notice of this sole source contract

award has been published on the Airports Authority's website for the required time period and no firm offered a capability statement for this requirement; now, therefore, be it

RESOLVED, That the President and Chief Executive Officer is authorized to enter into a sole source contract with LNRS Data Services, Inc. for the provision of the Diiio subscription and support to the Airports Authority in accordance with the terms presented to the Committee.

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

d. Recommendation Regarding Selection of Financial Advisory Firms

Mr. Mims moved the adoption of the following resolution, which was unanimously approved by all Directors present.

WHEREAS, In September 2020, the Metropolitan Washington Airports Authority (Airports Authority) issued a Request for Proposals (2020 RFP) for financial advisory services for two distinct scopes of work: (i) services to support the capital debt financing activities related to the Aviation Enterprise's Capital Construction Program and the Dulles Corridor Enterprise's Capital Investment Program (Capital Financing Advisory Services); and (ii) services to provide financial advisory services unique to the Dulles Toll Road (Specialized Toll Road Advisory Services);

WHEREAS, In October 2020, the Airports Authority received proposals to provide Capital Financing Advisory Services and Specialized Toll Road Advisory Services;

WHEREAS, A Technical Evaluation Committee (TEC) has reviewed and scored these proposals, has interviewed offeror firms, and has recommended to the Finance Committee the selection of Frasca & Associates to provide Capital Financing Advisory Services for the Aviation and Dulles Corridor Enterprises, and Mercator Advisors to

provide Specialized Toll Road Advisory Services relating to the Dulles Toll Road;

WHEREAS, The Finance Committee has concurred with the TEC's recommendation and has recommended to the Board of Directors that it select Frasca & Associates and Mercator Advisors to provide Capital Financing Advisory Services and Specialized Toll Road Advisory Services, respectively, to the Airports Authority; now, therefore, be it

RESOLVED, that Frasca & Associates is hereby selected as financial advisor to the Airports Authority to provide Capital Financing Advisory Services for the Aviation and Dulles Corridor Enterprises, as outlined in the 2020 RFP;

2. That Mercator Advisors is hereby selected as financial advisor to the Airports Authority to provide Specialized Toll Road Advisory Services relating to the Dulles Toll Road, as outlined in the 2020 RFP; and

3. That the President and Chief Executive Officer is authorized to execute contracts with Frasca & Associates and Mercator Advisors, with each contract containing terms and conditions consistent with those in the staff paper presented to the Board of Directors at its November 2020 meeting.

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

VI. UNFINISHED BUSINESS

There was not any unfinished business.

VII. OTHER BUSINESS & ADJOURNMENT

Chairperson Adams thanked all members of the Board for their continued support and voice of confidence in his re-election as Board Chairperson for 2021. He stated that while 2020 has been a challenging year, it was an honor for him to serve as Chairperson and that he looked forward to serving in 2021. Chairperson Adams

expressed a need to continually thank the Board Office Staff for their efforts and work, but most importantly for their patience in working with him over the past year. He stated, on behalf of all of the Directors, that without each staff member in the Board Office, the work of the Board would not be possible, and expressed appreciation and thanks to all.

Chairperson Adams then stated to Mr. Potter, Mr. Davis, members of the Airports Authority's executive staff, and all employees, that their efforts over the past year were amazing. He also stated that the fact that the Airports Authority's operations have continued at such a high level is a testament to their professionalism and commitment to the travelling public. Chairperson Adams recognized the fact that Project Journey, the Silver Line, and other construction projects of the Airports Authority have continued and are making great strides as amazing, in and of themselves. He stated further that under the circumstances, if the schedules and deadlines of any of those projects slipped a bit, it would be understandable given the circumstances, but the Airports Authority would nevertheless continue to move forward, but that it must always prioritize, and never compromise, the safety of those projects.

Chairperson Adams acknowledged the congratulations extended throughout the day's meetings to Mr. Rountree and the entire finance team, and thanked them for guiding the Board through the Airports Authority's very challenging 2021 budget year. He stated that the Board looked forward to moving towards a recovery in 2021, but that he was happy to know that there are such great professionals overseeing the financial health of the Airports Authority.

Chairperson Adams extended thanks and congratulations to Directors Hanley, Speck and Mims on their reappointments to the Board of Directors of the Airports Authority. He also stated that he did not want to be premature in expressions to Director Pozen, but stated his sense that Mr. Pozen should feel confident that the District of Columbia City Council would reappoint him for a second term on the Board. Chairperson Adams expressed thanks to Governors Northam and Hogan, as well as Mayor Bowser, for recognizing the contributions that each of the named Directors are making as a result of their appointments to the Board of the Airports Authority.

Chairperson Adams also thanked all who not only attended the day's Annual Board Meeting and Committee Meetings, but more importantly, to the Directors and executive staff members who attended workshops, briefings, ad hoc committee meetings, participated in graduation ceremonies and outreach events, and tracked aviation industry developments, thereby demonstrating engagement with the needs and affairs of the Airports Authority throughout 2020. For all of the foregoing, notwithstanding busy schedules and the uniqueness of the virtual world, Chairperson Adams stated that he was very appreciative of the presence of the Directors over the past year, and reiterated that he looked forward to working with the Board in 2021. He then associated himself with comments made by Mr. Potter on the status of the pandemic, in that it is imperative that everyone remain vigilant and continue to adhere to the safeguards that all know will work. Chairperson Adams expressed optimism about the ability of the Airports Authority to overcome, especially because he knows that Mr. Potter and his team are tracking all of the best practices relating to safety and security at the Airports of the Airports Authority.

Chairperson Adams expressed confidence in the ability of the Airports of the Airports Authority to be on the leading edge of ensuring that the traveling public's experience is as safe and secure as possible. He stated that as he prepared his comments for the day's Annual Meeting, and the Board's eighth virtual meeting, an image of the television show, Gilligan's Island, surfaced in his mind. He stated that in March, everyone thought the pandemic would be temporary, just like the three-hour voyage expected by those travelling to Gilligan's Island. The pandemic continues with us. Chairperson Adams stated that as the three-hour tour lasted for three years on Gilligan's Island, we know that the longer than expected voyage brought out the best in everyone on the Gilligan's Island trip. Likewise, Chairperson Adams stated that while he wished for a Sherwood Schwartz storyline ending for the pandemic, he recognized that the current pandemic experience is our reality, but that the entire Airports Authority team has come together and accomplished amazing work during the past year, and that he anticipated the same work ethic and accomplishments would continue in 2021. He extended to everyone and their families best wishes during the Thanksgiving holiday and again stated that he looked forward to working with the Airports Authority team during the 2021 year.

The meeting was thereupon adjourned at 11:16 a.m.

Respectfully submitted,

Monica R. Hargrove

Monica R. Hargrove
Vice President and Secretary

Approved December 16, 2020