



BOARD OF DIRECTORS MEETING

Minutes of January 21, 2015

The regular meeting of the Board of Directors was held in the first floor Conference Rooms 1A, 1B and 1C at 1 Aviation Circle. The Chairman called the meeting to order at 9:45 a.m. Fourteen Directors were present during the meeting:

Frank M. Conner III, Chairman
Warner H. Session, Vice Chairman
Earl Adams, Jr.
Lynn Chapman
Michael A. Curto
Bruce A. Gates
Katherine K. Hanley

Richard A. Kennedy
Barbara Lang
William Shaw McDermott
Caren Merrick
A. Bradley Mims
Nina Mitchell Wells
Joslyn N. Williams

The Secretary and Executive Management were present:

John E. Potter, President and Chief Executive Officer
Margaret E. McKeough, Executive Vice President and Chief
Operating Officer
Jerome Davis, Executive Vice President and Chief Revenue Officer

Mr. Conner welcomed Brad Mims noting his extraordinary wealth of experience in the transportation sector. He stated that he looked forward to Mr. Mims' contributions. Mr. Conner reported that a couple of Directors had been unable to attend the day's meeting. He stated that he hoped that the new Mayor of the District of Columbia would soon make the remaining appointment at which time the Board would reach its full complement.

Mr. Conner reported that much had been accomplished in 2014 and that a substantial amount of work remained for this year. He stated that he appreciated everyone's dedication.

I. MINUTES OF THE DECEMBER 10, 2014 BOARD OF DIRECTORS MEETING

The Chairman called for the approval of the Minutes of the December 10, 2014 Board of Directors Meeting, which were unanimously adopted.

II. COMMITTEE REPORTS

a. Dulles Corridor Committee – Richard Kennedy, Co-Chair

Mr. Kennedy reported that the Dulles Corridor Committee had met that morning and on December 10, 2014. At both meetings, staff had presented the Dulles Corridor Metrorail Project Monthly Cost and Schedule Update for Phases 1 and 2. At the day's meeting, the Committee had approved the award of a sole source contract for the installation of underground power lines along Route 28 at Dulles International. Mr. Kennedy reported that he would offer a resolution later in the Board Meeting. The Committee had also received the Phase 2 Quarterly Update.

b. Executive and Governance Committee – Frank M. Conner, III, Chairman

Mr. Conner reported that the Executive and Governance Committee had last met December 10, 2014. The Committee had discussed information regarding personnel matters in executive session.

c. Finance Committee – Michael A. Curto, Co-Chair

Mr. Curto reported that the Finance Committee had met that morning and on December 10, 2014. At both meetings, staff had presented the Financial Advisors' Reports for the Aviation and Dulles Corridor Enterprises and the monthly Financial Reports for both Enterprises. At the day's meeting, the Committee had approved the recommendation to approve the proposed resolution authorizing the call option extension of the Airport System Revenue Bonds, Series 2006A-B. Mr. Curto reported that he would offer a resolution later in the Board Meeting.

d. Risk Management Committee – Nina Mitchell Wells, Co-Chair

Ms. Wells reported that the Risk Management Committee had last met December 10, 2014. In executive session the Committee had received

an update on the Calendar Year 2014 Financial Statement. In regular session staff had presented the Calendar Year 2014 Audit follow up and audit results on the Terminal Agent's Office at Dulles International and on contracts for the fixed base operator and retail concessionaire.

e. Strategic Development Committee – Barbara Lang, Co-Chair

Ms. Lang reported that the Strategic Development Committee had last met December 10, 2014. Staff had presented the Air Service Development Report and the proposed 2015 Annual Air Service Plan. The Committee had concurred with the Plan.

With regard to the Committees, Mr. Conner reported that it had become a tradition to reassign members annually, which had been completed. As part of Mr. Conner's operating approach, he stated that he believed that it is beneficial to shift Co-Chair leadership after two years on a designated Committee to provide all Directors an opportunity to become engaged in other substantive areas. Additionally, he noted that the Dulles Corridor Committee is traditionally led by two Directors who represented the Commonwealth of Virginia, but that with the recent Dulles Corridor Metrorail Project and its associated Transportation Infrastructure Finance and Innovation Act loan, he had thought it appropriate to have a Federal Director as one of the Co-Chairs. While he had attempted to accommodate the Directors' requests, Mr. Conner stated that he also wanted to achieve jurisdictional representation.

III. INFORMATION ITEMS

a. President's Report

Mr. Potter officially welcomed Mr. Mims, who represented Maryland. He stated that his experiences in government and public service, his focus in transportation and infrastructure construction and his role in the Federal Aviation Administration and aviation industry would be instrumental in helping guide the Authority in the future.

Mr. Potter acknowledged Richard Sarles, Washington Metropolitan Area Transit Authority (WMATA) General Manager and Chief Executive Officer (CEO), as a key partner in making the Silver Line a reality. He noted that Mr. Sarles had retired the prior week after a long and distinguished career. Mr. Potter reported that Mr. Sarles' leadership had been instrumental in the successful opening of Phase 1 during the navigation

and negotiation of many aspects of the immense and complex project. On behalf of the Authority, Mr. Potter thanked and congratulated Mr. Sarles for his leadership and support and wished him the best. Mr. Potter noted that WMATA had begun its search for Mr. Sarles' successor. Jack Requa, currently Assistant General Manager for Bus Services, would serve as interim General Manager and CEO. Mr. Potter reported that the Authority looked forward to working with Mr. Requa as the organization continued the partnership to bring the Silver Line to a successful completion.

Mr. Potter also acknowledged all the work of many Authority employees, especially the Airport Operations teams led by Ms. McKeough, who had sustained the substantial changes affecting both Airports and the entire aviation industry during 2014. While the gate relocations and renovation projects at Reagan National could have caused great inconvenience and confusion for passengers, wise planning, excellent leadership and constant focus on customer services had resulted in smooth operations and a seamless transition for passengers. Mr. Potter stated that the efforts had been a true testament to the talent and dedication of the Authority team, and he thanked and saluted all involved for a job well done. He noted that Ms. McKeough would report on the holiday operations, along with a briefing on the Authority's preparations for the remaining winter, later in the day's meeting.

Mr. Potter reported that United and American Airlines, as well as most of the other airlines that operate at the Airports, had recently executed their agreements associated with the new Use Agreement and Premises Lease (Lease Agreement). The requisite number of air carriers had executed the agreements at each Airport, and the 2015 Authority Lease Agreement had become effective on January 1. Mr. Potter noted that some requested changes to the designated premises to be leased by several airlines were being resolved. Due to differing holiday leave schedules and required corporate reviews/approvals from various airlines, some executed signature pages had not yet been received. Mr. Potter reported that the remainder of the airlines' agreements would likely be executed during the next several weeks.

With regard to the Lease Agreement, Mr. Potter recalled that the new terms included a \$1 billion customer service enhancement program over the next 10 years at Reagan National. The components of the program included a new commuter concourse to enclose the 14 commuter gates that currently board outside from hardstands on the airfield and new

security configurations for the B/C Terminal to secure National Hall. Mr. Potter reported that these major construction efforts would provide a more convenient, smooth flow of passengers between gates and alleviate overcrowding in individual gate areas, particularly during peak travel times. He noted that Authority staff is consulting and coordinating with the airlines to finalize the concepts and schedules for both projects. Mr. Potter stated that he would outline the Authority's plans in the near future.

Mr. Potter reported that Governor McAuliffe of Virginia had honored the Authority the prior week with his selection of Dulles International as the first site for installation of a new iteration of the "Welcome to Virginia" road signs, which featured the slogan "Virginia is for Lovers." The tag line had helped promote tourism in the Commonwealth. As reflected in the Authority's recent Economic Impact Study, Mr. Potter reported that Reagan National and Dulles International are major contributors to the tourism economy, which is a big business in Virginia and the National Capital Region. The new road signs would soon be visible throughout Virginia and one would be displayed at Reagan National.

Mr. Potter concluded his report with a story about an extraordinary level of community service by two members of the Authority's Public Safety team. He reported that an article had recently appeared in the Frederick County newspaper about how members of several families volunteer in the North Mountain Volunteer Fire and Rescue Department. Mr. Potter stated that the main family in this volunteer department is the Taylor family. He reported that the Chief of the North Mountain Department is Josh Taylor and the Assistant Chief is his brother, Matt. Several other members of the Taylor family also serve in the department. When Josh and Matt Taylor are not serving their neighbors in their community near Winchester, they are working 24-hour shifts as full-time firefighters at the Authority.

Mr. Potter reported that the sort of dedication to public service displayed by Josh and Matt Taylor characterizes many of the Authority's employees. He saluted and thanked the Taylors and the hundreds of employees across the Authority who volunteered to help their neighbors and make their communities better places to live. He introduced Josh and Matt Taylor, who received a round of applause.

Mr. Conner thanked the Taylor family and stated that volunteering service to communities is reflective of many of the Authority's employees.

b. Executive Vice Presidents' Reports

At the December 2014 Board Meeting, Ms. McKeough had reported that forecasters were predicting that the 2014 holiday travel season would be a record-setting one for the aviation industry. Ms. McKeough stated that the passenger activity at Reagan National and Dulles International during Thanksgiving had been strong. While staff is still collecting formal data for the December holiday travel season, Ms. McKeough reported that metrics, such as parking inventory and passenger screenings by the Transportation Security Administration (TSA), used to measure passenger activity, had indicated that December had also been a solid travel season at both Airports. Approximately 500,000 passengers had been screened by TSA during the two-week holiday period at Reagan National and Dulles International, which represented an increase of 13 percent and 3 percent, respectively, compared to the December 2013 holiday travel. Most importantly, Ms. McKeough reported that the average wait times at the security screenings had been lower than in prior years, which had been particularly noteworthy for Dulles International since wait times had been a challenge in past years. The Authority had worked with TSA and its partners at Dulles International and was now providing real time notice to passengers of wait times at the Airport, which allowed passengers to select the screening location most beneficial for them. Additionally, passengers could access the wait time information online prior to arriving at the Airport. Ms. McKeough reported that these efforts, as well as encouraging passengers to enroll in TSA's Pre-Check Program, had significantly contributed to managing the lines and wait times at Dulles International. During the recent holiday season, wait lines at Dulles International had averaged 15 minutes, which was significantly lower than past years. Ms. McKeough reported that staff would continue to work to ensure that the shorter wait lines are a reliable experience, which is critical to passengers.

Ms. McKeough reported that the parking inventory is another metric used to gauge passenger activity. She noted that the parking products at both Airports had experienced strong usage during the recent holiday season. Ms. McKeough reported that the Authority had offered a special holiday promotional feature in the surface parking lot in front of the Main Terminal at Dulles International. She stated that Jerome Davis, Executive Vice President and Chief Revenue Officer, would provide information about the financial impact. Ms. McKeough reported that a sufficient amount of parking had been available to accommodate the

passengers' needs at Reagan National. Additionally, strong ridership had occurred on the Dulles Toll Road (DTR) during the holiday period.

Ms. McKeough also reported that subsequent to the holiday season, Authority staff had faced weather-related events that had caused disruptions at the Airports. She thanked the Operations and Public Safety staff for their efforts during these events.

Ms. McKeough noted that Authority staff had been closely monitoring several important external developments. She reported that the Department of Transportation had issued a Notice of Proposed Rulemaking (NPRM) to formalize the slot structure for all three New York airports. Ms. McKeough explained that the NPRM had introduced new ideas regarding how slots are transferred or traded between airlines at those airports. While there is no direct application to Reagan National or Dulles International, Ms. McKeough noted that the Authority is monitoring the issue closely to determine if it would be prudent to submit formal comments. Lastly, Ms. McKeough reported that Authority staff had been meeting with neighborhood leaders who had expressed concerns about noise issues relative to aircraft operations at Reagan National. She thanked Ms. Lang and Mr. Chapman, who had also attended one of the meetings. Ms. McKeough reported that the Authority is committed to continuing its dialogue with the Federal Aviation Administration, the airlines and neighborhood leaders in an effort to address the concerns.

As noted by Ms. McKeough, Mr. Davis reported that the Authority had introduced a 50 percent reduction in fees to allow passengers to park in the circle at Dulles International. At Reagan National, price adjustments had been made to the parking products to address the anticipated needs for additional parking. He stated that these strategic decisions had resulted in increased revenue at both Airports -- 6 percent at Dulles International and 20 percent at Reagan National. Mr. Davis reported that the results had been indicative of staff's noteworthy execution.

Mr. Davis reported that one of the Chief Revenue Office's key objectives is to enhance the presence of Reagan National and Dulles International in the community in ways that better serve the traveling public, support the Authority's mission of economic development and help stimulate revenue. He explained that this objective is reflected in the Authority's concessions redevelopment program, which had attracted new shops and restaurants that are uniquely part of the National Capital area

demonstrated through our involvement with Chambers of Commerce, Convention and Visitors bureaus and other key organizations. He focused on the Authority's efforts to expand the Airports' role in supporting and publicizing major events in the area, including the annual Cherry Blossom Festival and Independence Day activities that attract many people to Washington and the surrounding region. As he had reported at the December 2014 Board Meeting, Mr. Davis stated that these high-visibility events make a significant contribution to the economy and can also be important producers of revenue for the Airports.

Mr. Davis reported that Reagan National and Dulles International are taking a significant role in the World Police and Fire Games (Games), which would be held June 26 through July 5. He explained that the biennial event is basically an Olympic Games for first responders from around the world. Police officers and firefighters from 70 nations will participate in competitions that test their athletic abilities and first-responder skills. Approximately 12,000 athletes will compete in 60 events at 53 venues. Additionally, 30,000 friends and family are expected to accompany these athletes to the area. Mr. Davis noted that the Games had begun in the 1980s in California and it had been hosted by cities throughout the United States and internationally since that time. Fairfax County would host this year's Games.

Mr. Davis reported that the Games' organizers had recently met at Dulles International. Members of the Authority's marketing, operations and communications staff, as well as Police and Fire teams, had attended. Representatives from United Airlines and the Fairfax County government, including police and fire officials, had also attended the meeting. Mr. Davis reported that Authority staff would work to help guests navigate the Airports and the venues around the region and make the Games as successful as possible while helping boost the Authority's revenues and the tourism economy of the National Capital area. He explained that the Authority would focus on alternative revenue streams given the uniqueness of the event; concessions with targeted couponing (meals and clothing); display areas to market goods and services; and leveraging transportation like the Silver Line Express bus and parking options. A short video describing the biennial event was shown. Mr. Davis reported that events such as the Games can be leading indicators of the economic impact of tourism on the region. With the Authority taking part in the promotion of these events and welcoming visitors to the region, it would present a great opportunity to bring in additional revenue as the

Authority pursued its overall missions of serving the traveling public and helping to grow the regional economy.

Mr. Davis stated that the Authority recognizes that tourism is big business for the Washington, D.C., area, which represents a growing segment of the economy that rivals the federal government in its importance to commerce in the region. He noted that greater involvement by the Authority in promoting and publicizing highly-visible events can enhance that impact even further for the regional economy and revenue growth at Reagan National and Dulles International.

Mr. Davis reported that in the coming months he looked forward to updating the Board on other projects and initiatives designed to enhance the Authority's revenue production, to help make Reagan National and Dulles International more competitive and to give passengers the best Airport experience that can be provided.

Ms. Wells stated that it would be interesting to learn about the financial impact derived from the Games and asked Mr. Davis to ensure that a tracking device was established for this purpose.

Mr. Davis announced that Chryssa Westerlund had recently joined the Authority as the Deputy Vice President for Planning and Development. He reported that Ms. Westerlund brings a wealth of strategic, marketing and financial experience to her new position. Mr. Davis introduced Ms. Westerlund, who received a warm welcome. Mr. Conner commended Mr. Davis on the Authority's efforts to be more integrated within the community, as well as the parking tactics that had been used to create additional revenue for the Authority and to further convenience the passengers at Dulles International.

Ms. Lang inquired whether all the Games' venues would be located in Northern Virginia, to which Mr. Davis responded negatively. He stated that one of the Games' attributes which had appealed to the Authority is the exposure and economic benefit that the event could provide throughout the region. Since the Games' headquarters is located in Reston, Virginia, Ms. Hanley noted that additional Silver Line activity would likely occur while preparation is underway. She stated that the probability of an increased amount of DTR users that would not possess an E-ZPass may also occur during the Games, and Ms. Hanley suggested that staff consider solutions that could be offered to accommodate these DTR users. Mr. Potter reported that staff is working closely with the

Games' organizing committee and hoped to demonstrate the flexibility that existed throughout the region in an effort to be considered as a location for future Olympics.

Mr. Session stated that he had been encouraged by the report that Mr. Davis had presented. He noted that the Financial Report presented at the day's Finance Committee Meeting had indicated that increases had occurred in almost all of the categories for non-airline revenue. With respect to the future Capital Construction Program (CCP) at Reagan National, Mr. Session inquired whether a positive impact would occur on the concession program. Mr. Davis stated that staff is currently spending a substantial amount of time discussing the potential impacts on the concessions. As a result of the CCP, Mr. Davis reported that more space will likely be available for concessions, which will provide opportunities for additional creativity and innovation resulting in increased revenue.

IV. NEW BUSINESS

a. Recommendation to Award a Sole Source Contract for the Installation of Underground Power Lines along Route 28 at Dulles International

Mr. Kennedy moved the adoption of the following resolution, which was unanimously approved by 13 Directors present:

WHEREAS, One of the Traction Power Substations (TPS) for Phase 2 of the Silver Line Project (Project) needs to be connected via underground duct banks to a Dominion Virginia Power (DVP) substation on the grounds of Washington Dulles International Airport (Dulles International) on the west side of Virginia Route 28;

WHEREAS, In 2014, the Airports Authority conveyed an easement to DVP for, among other things, construction of a duct bank to carry distribution circuits for DVP's own purposes, not related to the Project, along an approximately 2200 foot portion of the route where duct banks need to be installed for the Project;

WHEREAS, DVP has obtained the permits necessary to construct its own duct banks in this area;

WHEREAS, Staff has determined that rather than engaging a separate contractor to work in the same area with DVP, it will be faster and less expensive to contract with DVP to install approximately 2200 feet of the duct banks and related cables and manholes needed to serve the Phase 2 TPS at the same time DVP does its own work;

WHEREAS, Notice of this potential sole source contract award has been published on the Airports Authority's website, and no party has expressed an interest in performing the contract work; and

WHEREAS, The Dulles Corridor Committee has reviewed the proposed contract, as presented by staff, and recommended that the Board of Directors approve the award of a sole source contract to DVP; now, therefore, be it

RESOLVED, That the President and Chief Executive Officer is authorized and directed to enter into a sole source contract with DVP to install duct banks and related cables and manholes as identified in the documents presented to the Dulles Corridor Committee at its January 21, 2015, meeting.

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

b. Recommendation to Approve the Proposed Resolution Authorizing the Call Option Extension of the Airport System Revenue Bonds, Series 2006A and 2006B

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

WHEREAS, The Metropolitan Washington Airports Authority (the "Airports Authority") issued its Airport System Revenue Bonds, Series 2006A (the "Series 2006A Bonds"), under the Amended and Restated Master Indenture of Trust, dated as of September 1, 2001, as amended (the "Master Indenture"), as supplemented by a Twenty-sixth Supplemental Indenture of Trust, dated as of January 1, 2006, between the Airports Authority and Manufacturers and Traders Trust Company (successor to Allfirst Bank), as Trustee (the "Trustee");

WHEREAS, The Airports Authority issued its Airport System Revenue Bonds, Series 2006B (the "Series 2006B Bonds"), under the Master Indenture, as supplemented by a Twenty-seventh Supplemental Indenture of Trust, dated as of December 1, 2006, between the Airports Authority and the Trustee;

WHEREAS, Citibank, N.A. ("Citibank") owns \$91,445,000 principal amount of the Series 2006A Bonds maturing October 1, 2035 and \$91,000,000 principal amount of the Series 2006B Bonds maturing October 1, 2036 (collectively, the "Citibank 2006 Bonds"), and has proposed to the Airports Authority tendering the Citibank 2006 Bonds to the Airports Authority for purchase and cancellation and purchasing in exchange therefor a lesser aggregate principal amount of Bonds (as defined in the Master Indenture) to be issued by the Airports Authority maturing on October 1, 2034 and bearing interest at the same rate as the Citibank 2006 Bonds but with an extension of the first optional redemption date from October 1, 2016 to a date no later than October 1, 2024, at a purchase price equal to the principal amount of such Bonds to be issued by the Airports Authority plus original issue premium equal to any portion of the purchase price to be paid by the Airports Authority for the Citibank 2006 Bonds necessary to be funded from such original issue premium and the costs of issuance of such Bonds, which proposal would result in debt service savings to the Airports Authority;

WHEREAS, The Airports Authority desires to accept such proposal from Citibank and authorize the issuance of Airport System Revenue Refunding Bonds, Series 2015A (AMT) (the "Series 2015A Bonds"), within the Airports Authority's Aviation Enterprise Fund, in an aggregate principal amount not to exceed \$183,000,000, the proceeds of which shall be applied to (i) refund, purchase and cancel the Citibank 2006 Bonds and (ii) pay costs of issuance of the Series 2015A Bonds;

WHEREAS, The Airports Authority desires to set forth guidelines for determining certain details of the Series 2015A Bonds; and

WHEREAS, Excess amounts on deposit in the reserve accounts for the Series 2006A Bonds and the Series 2006B Bonds upon the issuance of the Series 2015A Bonds and the purchase and cancellation of the Citibank 2006 Bonds shall be applied to fund a reserve account for the Series 2015A Bonds and to pay a portion of the costs of certain capital improvement projects at Ronald Reagan Washington National Airport and Washington Dulles International Airport; 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 2015A Bonds and the refunding, purchase and cancellation of the Citibank 2006 Bonds, copies of which documents shall be filed in the records of the Airports Authority:

- (a) the Forty-sixth Supplemental Indenture of Trust (the "Forty-sixth Supplemental Indenture"), between the Airports Authority and the Trustee relating to the issuance of the Series 2015A Bonds, which supplements the Master Indenture;
- (b) the Series 2015A Bonds, attached as Exhibit A to the Forty-sixth Supplemental Indenture; and
- (c) the Tender and Purchase Agreement relating to the Series 2015A Bonds (the "Tender and Purchase Agreement"), among the Airports Authority, Citibank and the Trustee; now, therefore, be it

RESOLVED, that the Series 2015A Bonds shall be issued in book entry form, pursuant to the Master Indenture and the Forty-sixth Supplemental Indenture, and sold to Citibank pursuant to the Tender and Purchase Agreement, all upon the terms and conditions specified therein;

2. That the Chairman or Vice Chairman and at least one of the Co-Chairmen of the Finance Committee are authorized until July 1, 2015, and directed to jointly determine the following:

(a) the exact principal amount of the Series 2015A Bonds, provided that the aggregate principal amount of the Series 2015A Bonds shall not exceed \$183,000,000;

(b) the mandatory sinking fund redemptions for the Series 2015A Bonds;

(c) the first optional redemption date for the Series 2015A Bonds, provided that such first optional redemption date shall not be later than October 1, 2024;

(d) the amount of the debt service reserve requirement for the Series 2015A Bonds; and

(e) the amounts of (i) the purchase price to be paid by Citibank for the Series 2015A Bonds, provided that such purchase price shall not be less than 113% of the principal amount of the Series 2015A Bonds, and (ii) the purchase price to be paid by the Airports Authority for the Citibank 2006 Bonds, provided that such purchase price shall not exceed 107% of the principal amount of the Citibank 2006 Bonds plus accrued interest;

all in a manner to achieve the most favorable financial results for the Airports Authority's Aviation Enterprise Fund;

3. That the purchase and cancellation of the Citibank 2006 Bonds with a portion of the proceeds of the Series 2015A Bonds, together with any other funds of the Airports Authority, is authorized and directed in the manner and the amounts set forth in the Forty-sixth Supplemental Indenture and the Tender and Purchase Agreement;

4. That the Chairman or the Vice Chairman is authorized and directed to execute, by manual or facsimile signature, the Forty-sixth Supplemental Indenture, the Series 2015A Bonds and the Tender and Purchase Agreement, the forms of which are hereby approved, with such changes, insertions, completions, and omissions as are necessary to reflect the

aggregate principal amount and other terms determined pursuant to paragraph 2 of this Resolution, and the execution of these documents by the Chairman or Vice Chairman shall constitute conclusive evidence of their approval by the Airports Authority;

5. That the Secretary or Assistant Secretary is authorized and directed to affix the Seal of the Airports Authority or a facsimile thereof on the Forty-sixth Supplemental Indenture and the Series 2015A Bonds, after their execution by the Chairman or Vice Chairman, to attest the same, by a manual or facsimile signature, and to deliver the Series 2015A Bonds to the Trustee for authentication upon the terms provided in the Master Indenture and the Forty-sixth Supplemental Indenture;

6. That the Chairman, the Vice Chairman, the President and Chief Executive Officer, and the Vice President for Finance and Chief Financial Officer are each authorized and directed, with respect to the Series 2015A Bonds, to execute a tax compliance certificate on behalf of the Airports Authority in implementation of the covenants and agreements set forth in the Forty-sixth 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 shall be deemed to be the representations, agreements and elections of the Airports Authority, as if the same were set forth in the Forty-sixth Supplemental Indenture;

7. That the President and Chief Executive Officer and the Vice President for Finance and Chief Financial Officer are each authorized and directed to execute, deliver and file any other certificates and instruments related to the issuance and sale of the Series 2015A Bonds, including Internal Revenue Service Form 8038, and any necessary amendments to the repurchase agreements entered into by the Airports Authority with Morgan Stanley & Co. Incorporated in connection with the reserve accounts for the Series 2006A Bonds and the Series 2006B Bonds, and to take any further action as the

officer may consider necessary or desirable in connection with the issuance and sale of the Series 2015A Bonds, the refunding, purchase and cancellation of the Citibank 2006 Bonds, and any other actions undertaken to implement the determinations made pursuant to paragraph 2 of this Resolution;

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

9. That any other acts of the Chairman, the Vice Chairman, the Co-Chairmen of the Finance Committee, the President and Chief Executive Officer, the Vice President for Finance and Chief Financial Officer or any other officer of the Airports Authority that are in conformity with the purposes, intent and conditions of this Resolution and in furtherance of the execution, delivery and performance by the Airports Authority of the Forty-sixth Supplemental Indenture are hereby authorized, and the authorizations granted herein to any such officers of the Airports Authority shall apply equally to any person serving in such capacity on an interim or acting basis.

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

c. Confirmation of the Employee Relations Council

Mr. Williams moved the confirmation of seven incumbents and two-nominees of the Employee Relations Council (ERC) to serve two-year terms expiring January 31, 2017. The Board approved the ERC membership by a unanimous vote.

d. Recommendation to Approve the Revised Investment Policies for the Sponsored Retirement Plans and the Employee Welfare Benefits Trust

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

WHEREAS, The Metropolitan Washington Airports Authority (Airports Authority) maintains a number of retirement plans for its employees, including two defined benefit plans – the Metropolitan Washington Airports Authority Retirement Plan and the Metropolitan Washington Airports Authority Retirement Plan for Police Officers and Firefighters (Retirement Plans);

WHEREAS, The Airports Authority also maintains a separate Employee Welfare Benefits Trust (Benefits Trust) to fund retiree health coverage for eligible retirees of the Airports Authority;

WHEREAS, In 1996, the Airports Authority adopted an Investment Policy for the Retirement Plans and the Benefits Trust (Investment Policy) which is administered by the Retirement Program Committee and which governs the investment strategy for the Retirement Plans and Benefits Trust; and amendments to this policy were made in 2003, 2007 and 2010;

WHEREAS, Staff have proposed revisions to the Investment Policy which would create a separate policy for the Retirement Plans and for the Benefits Trust, given the differing nature of these programs, and would reflect current best practices in each policy;

WHEREAS, The proposed separate investment policies were reviewed by the Retirement Program Committee at a meeting on December 2, 2014, and have been presented to and reviewed by the Human Resources Committee at its January 2015 meeting, and both Committees have recommended the approval of the separate policies by the Board of Directors; now, therefore, be it

RESOLVED, That the proposed separate investment policies – the “Statement of Overall Investment Objectives and Policy” for the Retirement Plans and the “Statement of Overall Investment Objectives and Policy” for the Benefits Trust – as presented to the Human Resources Committee at its January 2015 meeting, are hereby approved and adopted.

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

V. UNFINISHED BUSINESS

There was not any unfinished business.

VI. OTHER BUSINESS & ADJOURNMENT

The Meeting was thereupon adjourned at 10:25 a.m.

Respectfully submitted:

Quince T. Brinkley, Jr.
Vice President and Secretary

approved 2/18/15

Q. T. Brinkley Jr.