



RESOLUTION NO. 15-17

Authorizing Issuance of Airport System Revenue and Refunding Bonds, Series 2015B (AMT), Airport System Revenue Refunding Bonds, Series 2015C (Non-AMT), and Taxable Airport System Revenue Refunding Bonds, Series 2015D

WHEREAS, The Metropolitan Washington Airports Authority (“Airports Authority”) desires to authorize the issuance of Airport System Revenue and Refunding Bonds, Series 2015B (AMT) (the “Series 2015B Bonds”), Airport System Revenue Refunding Bonds, Series 2015C (Non-AMT) (the “Series 2015C Bonds”), and Taxable Airport System Revenue Refunding Bonds, Series 2015D (the “Series 2015D Bonds” and, together with the Series 2015B Bonds and the Series 2015C Bonds, the “Series 2015 Bonds”), which may be issued in one or more series or subseries in an aggregate principal amount not to exceed \$450,000,000, to finance and/or refinance a portion of the costs of certain capital improvements (the “Projects”) at Ronald Reagan Washington National Airport and Washington Dulles International Airport (the “Airports”) and for other purposes identified below;

WHEREAS, A public hearing has been held relating to the Projects 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 issuance of the Series 2015 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 the program financing and refinancing costs of certain capital improvements at the Airports and has appointed from the syndicate of investment banking firms Morgan Stanley & Co. LLC to serve as senior bookrunning manager (the “Managing Underwriter”) and RBC Capital Markets, LLC to serve as the co-senior managing underwriter for the Series 2015 Bonds;

WHEREAS, The Airports Authority desires to authorize the refunding of all or a portion of its outstanding Airport System Revenue Bonds, Series 2005A (the

“Series 2005A Bonds”), of its outstanding Airport System Revenue Refunding Bonds, Series 2005B (the “Series 2005B Bonds”), of its outstanding Taxable Airport System Revenue Bonds, Series 2005C (the “Series 2005C Bonds”), of its outstanding Airport System Revenue Refunding Bonds, Series 2005D (the “Series 2005D Bonds”), of its outstanding Airport System Revenue Bonds, Series 2006A (the “Series 2006A Bonds”), of its outstanding Airport System Revenue Bonds, Series 2006B (the “Series 2006B Bonds”), of its outstanding Airport System Revenue Refunding Bonds, Series 2006C (the “Series 2006C Bonds”), of its outstanding Airport System Revenue Refunding Bonds, Series 2007A (the “Series 2007A Bonds”), of its outstanding Airport System Revenue Bonds, Series 2007B (the “Series 2007B Bonds”), of its outstanding Airport System Revenue and Refunding Variable Rate Bonds, Series 2011A, Subseries 2011A-2 (the “Series 2011A-2 Bonds”), (all or the portions of the Series 2005A Bonds, the Series 2005B Bonds, the Series 2005C Bonds, the Series 2005D Bonds, the Series 2006A Bonds, the Series 2006B Bonds, the Series 2006C Bonds, the Series 2007A Bonds, the Series 2007B Bonds and the Series 2011A-2 Bonds to be refunded are the “Refunded Bonds”), and of its outstanding Airport System Revenue Commercial Paper Notes, Series Two – Subseries A-1 (Non-AMT) (the “Series Two Commercial Paper Notes”; all or the portion of the Series Two Commercial Paper Notes to be refunded are the “Refunded Series Two Commercial Paper Notes”);

WHEREAS, The Airports Authority desires that proceeds of the Series 2015B Bonds be used (1) for the refunding of the Series 2005A Bonds and the Series 2011A-2 Bonds, (2) to pay a portion of the cost of the Projects, (3) to fund a deposit, if necessary, to a reserve account, (4) to pay capitalized interest on the Series 2015B Bonds and certain of the Airports Authority's outstanding bonds, (5) to pay any costs related to termination of the interest rate swap with respect to the Series 2011A-2 Bonds, and (6) to pay costs of issuance of the Series 2015B Bonds;

WHEREAS, The Airports Authority desires that proceeds of the Series 2015C Bonds be used (1) for the refunding of the Series 2005B Bonds and the Series 2005D Bonds, (2) for the refunding of the Refunded Series Two Commercial Paper Notes, (3) to fund a deposit, if necessary, to a reserve account, and (4) to pay costs of issuance of the Series 2015C Bonds;

WHEREAS, The Airports Authority desires that proceeds of the Series 2015D Bonds be used (1) for the refunding of the Series 2005C Bonds, the Series 2006A Bonds, the Series 2006B Bonds, the Series 2006C Bonds, the Series 2007A Bonds and the Series 2007B Bonds, (2) to fund a deposit, if necessary, to a reserve account, and (3) to pay costs of issuance of the Series 2015D Bonds;

WHEREAS, The Airports Authority desires to set forth guidelines for determining the interest rate or rates, maturities, and other terms of the Series 2015 Bonds; 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 2015 Bonds, copies of which documents shall be filed in the records of the Airports Authority:

(a) the form of the Forty-seventh Supplemental Indenture of Trust (the "Forty-seventh Supplemental Indenture"), between the Airports Authority and Manufacturers and Traders Trust Company (successor to Allfirst Bank), as trustee (the "Trustee"), relating to the issuance of the Series 2015 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 Refunded Bonds (as determined in accordance with Section 3 below);

(b) the form of the Series 2015B Bonds, attached as Exhibit A to the Forty-seventh Supplemental Indenture;

(c) the form of the Series 2015C Bonds, attached as Exhibit B to the Forty-seventh Supplemental Indenture;

(d) the form of the Series 2015D Bonds, attached as Exhibit C to the Forty-seventh Supplemental Indenture;

(e) the form of the Bond Purchase Agreement relating to the Series 2015 Bonds (the "Purchase Contract"), between the Airports Authority and the Managing Underwriter and the other underwriting firms named therein (collectively, the "Underwriters");

(f) the Preliminary Official Statement relating to the public offering of the Series 2015 Bonds (the "Preliminary Official Statement"; the final Official Statement, in substantially the form of the Preliminary Official Statement and including the terms of the Series 2015 Bonds, is the "Official Statement");

(g) the form of Refunding Agreements between the Airports Authority and the Trustee relating to the refunding of the Refunded Bonds, except as set forth in (h) below, (collectively, the "Refunding Agreement"); and

(h) the form of Tender Agreement between the Airports Authority and Citibank, N.A. relating to the possible tender for purchase and cancellation of

a portion of the Series 2005A Bonds in lieu of their redemption (the "Tender Agreement"); now, therefore, be it

RESOLVED, that the Underwriters are authorized to distribute the Preliminary Official Statement to prospective purchasers of the Series 2015 Bonds and the Official Statement to purchasers of the Series 2015 Bonds;

2. That the Series 2015 Bonds shall be issued in book entry form, pursuant to the Master Indenture and the Forty-seventh Supplemental Indenture and sold to the Underwriters pursuant to the Purchase Contract, all upon the terms and conditions specified therein;

3. That the Chairman or Vice Chairman, and at least one of the Co-Chairs of the Finance Committee, are authorized until December 31, 2015, and directed to jointly determine, after the Series 2015 Bonds have been priced in the market, the following:

(a) the exact principal amount, series, and subseries designation of the Series 2015 Bonds, provided that the aggregate principal amount of the Series 2015 Bonds shall not exceed \$450,000,000;

(b) the interest rate or rates of each series or subseries of the Series 2015 Bonds;

(c) the maturity or maturities of each series or subseries of the Series 2015 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 2015 Bonds prior to maturity;

(e) the amount and extent of any credit facility for the Series 2015 Bonds and the provider thereof;

(f) the amount of the debt service reserve requirement, if any, and the provider of any debt service reserve fund surety bond, if any, for each series or subseries of the Series 2015 Bonds;

(g) the amount of the purchase price for each series or subseries of Series 2015 Bonds;

(h) the investment, if any, of the defeasance escrows under the Refunding Agreements; and

(i) the par amount of the Series 2005A Bonds, the Series 2005B Bonds, the Series 2005C Bonds, the Series 2005D Bonds, the Series 2006A Bonds, the Series 2006B Bonds, the Series 2006C Bonds, the Series 2007A Bonds, the Series 2007B Bonds, the Series 2011A-2 Bonds and the Series Two Commercial Paper Notes, if any, to be refunded;

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 within the Airports Authority's Aviation Enterprise Fund, including the Series 2015 Bonds; provided, that the determinations made pursuant to this paragraph 3 shall comply with the following requirements: (i) the maximum term of the Series 2015 Bonds shall not exceed 32 years; (ii) no Series 2015 Bonds shall be subject to redemption at a redemption premium exceeding three percent (3%) of the principal amount thereof; (iii) the underwriters' discount relating to the Series 2015 Bonds shall not exceed two percent (2%) of the principal amount thereof; (iv) the true interest cost of the Series 2015 Bonds shall not exceed six percent (6%) per annum; and (v) the Series 2015 Bonds shall be offered to the public at a price of not less than 95 percent (95%) and not more than 130 percent (130%) of the principal amount thereof, plus accrued interest, if any;

4. That the payment or redemption and/or purchase and cancellation, of the Refunded Bonds and the Refunded Series Two Commercial Paper Notes with a portion of the proceeds of the Series 2015 Bonds, together with any other funds of the Airports Authority, is authorized and directed in the manner set forth in the Refunding Agreement, the Tender Agreement or the Forty-seventh Supplemental Indenture, as applicable;

5. That the Chairman or the Vice Chairman is authorized and directed to execute, by manual or facsimile signature, the Forty-seventh Supplemental Indenture, the Series 2015 Bonds, the Purchase Contract, the Official Statement, the Refunding Agreement and the Tender Agreement, all of which forms 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 Chairman or Vice Chairman shall constitute conclusive evidence of their approval by the Airports Authority;

6. 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-seventh Supplemental Indenture, the Series 2015 Bonds, the Refunding

Agreement and the Tender Agreement, after their execution by the Chairman or Vice Chairman, to attest the same, by a manual or facsimile signature, and to deliver the Series 2015 Bonds to the Trustee for authentication upon the terms provided in the Master Indenture and the Forty-seventh Supplemental Indenture;

7. 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, with respect to the Series 2015 Bonds, as applicable, to execute one or more tax compliance certificates on behalf of the Airports Authority in implementation of the covenants and agreements set forth in the Forty-seventh 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 certificates shall be deemed to be the representations, agreements and elections of the Airports Authority, as if the same were set forth in the Forty-seventh Supplemental Indenture;

8. That the President and Chief Executive Officer and the Vice President for Finance and Chief Financial Officer are each authorized to execute, deliver and file all other certificates and instruments related to the issuance and sales of the Series 2015 Bonds, including with respect to the Series 2015B Bonds and the Series 2015C Bonds the Internal Revenue Service Form 8038 or 8038-G, any reimbursement agreement relating to any debt service reserve fund surety bond, and any agreement for the investment of proceeds from the sale of the Series 2015 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 2015 Bonds, the refunding and redemption and/or purchase and cancellation of the Refunded Bonds and the Refunded Series Two Commercial Paper Notes, as applicable, and with respect to termination of the interest rate swap related to the Series 2011A-2 Bonds, and the other actions made pursuant to paragraph 3 of this Resolution;

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

10. That any other acts of the Chairman, the Vice Chairman, the 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-seventh 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 Forty-seventh 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 2015 Bonds, the Refunded Bonds or the Refunded Series Two Commercial Paper Notes.

RECORDED VOTE:

Members Present	<u>13</u>
Members in Favor	<u>13</u>
Members Against	<u>0</u>
Members Abstaining	<u>0</u>

Adopted June 17, 2015



Quince T. Brinkley, Jr., Secretary