

**AGREEMENT BY AND BETWEEN THE COMMONWEALTH OF VIRGINIA AND
THE METROPOLITAN WASHINGTON AIRPORTS AUTHORITY CONCERNING
PROJECT LABOR AGREEMENTS FOR
PHASE 2 OF THE DULLES METRORAIL PROJECT**

This Agreement concerning Project Labor Agreements (PLA) for Phase 2 of the Dulles Metrorail Project (Phase 2) by and between the Commonwealth of Virginia (Virginia) and the Metropolitan Washington Airports Authority (MWAA) is made and executed as of the _____ day of _____, 2011.

WHEREAS, the United States Department of Transportation (US DOT), Virginia, Fairfax County (Fairfax), Loudoun County (Loudoun), the Washington Metropolitan Area Transit Authority (WMATA), and MWAA have reached agreement on the terms of a Memorandum of Agreement (MOA) which sets forth their mutual understandings, expectations and commitments concerning the completion of the Dulles Corridor Metrorail Project, and in particular Phase 2 of the Project; and

WHEREAS, Section 3.9 of the MOA provides that Virginia and MWAA have reached a separate agreement on the matter of PLAs for Phase 2, and further provides that any PLA contemplated for the Project shall be consistent with applicable Federal statutory and regulatory requirement and Virginia law; and

WHEREAS, Virginia and MWAA have reached verbal agreement concerning the necessary provisions for this separate agreement, and wish to memorialize their agreement in writing;

NOW, THEREFORE, in consideration of the covenants and agreements hereinafter set forth, the mutual benefits of the Project, and other good and valuable consideration, the sufficiency of which is hereby acknowledged, it is agreed and bound between the parties hereto as follows:

Any PLA for Phase 2 will comply in all respects with Virginia law, including but not limited to the Virginia Right to Work Laws, Title 40.1 Chapter 4 of the Code of Virginia, as amended §§ 40.1-52 *et seq.* (Virginia's Right-to-Work Laws); in addition, the following principles and requirements will apply to any Phase 2 PLA and/or to Phase 2 generally:

(1) no prime contractor or subcontractor, at any tier, shall (i) require any individual who is working or seeking to work on Phase 2 to be or become a member of a labor union or (ii) prohibit any such individual from being or becoming a union member;

(2) no prime contractor or subcontractor, at any tier, working or seeking to work on Phase 2, shall be discriminated against based upon its affiliation with one or more labor unions or its lack thereof;

(3) no prime contractor working or seeking to work on Phase 2 shall be required, in order to secure or maintain a phase 2 prime contract, to become a party to any labor agreement other than the Phase 2 PLA; and

(4) no subcontractor working or seeking to work on Phase 2, at any tier, shall be required, in order to secure or maintain a Phase 2 subcontract, to become a party to any agreement with one or more labor unions, including the Phase 2 PLA.

MWAA further agrees that MWAA, and all contractors and subcontractors performing any work on Phase 2, are subject to the requirements set forth in Virginia's Right to Work laws and are subject to all remedies for non-compliance set forth therein, in addition to any other remedies that may be available under Virginia law. MWAA agrees to include in any and all solicitation documents and in any contract awarded for Phase 2, (i) language contained in this Agreement, and (ii) language requiring any entity awarded a contract for Phase 2 to include language contained in this Agreement in its agreements with subcontractors.

IN TESTIMONY THEREOF, the parties have caused this Agreement to be executed, each by its duly authorized officers, all as of the day, month, and year hereinabove first written.

COMMONWEALTH OF VIRGINIA

Sean T. Connaughton
Secretary of Transportation

Thelma Drake
Director, Department of Rail and Public Transportation

Gregory A. Whirley, Sr.
Commissioner of Highways

METROPOLITAN WASHINGTON
AIRPORTS AUTHORITY

John E. Potter
President and Chief Executive Officer