

**COUNCIL OF THE DISTRICT OF COLUMBIA
COMMITTEE OF THE WHOLE
COMMITTEE REPORT**

1350 Pennsylvania Avenue, NW, Washington, DC 20004

DRAFT

TO: All Councilmembers

FROM: Chairman Phil Mendelson
Committee of the Whole

DATE: December 4, 2018

SUBJECT: Report on PR 22-1017, “Metropolitan Washington Airports Authority Board of Directors Judith Batty Confirmation Resolution of 2018”

The Committee of the Whole, to which PR 22-1017, the “Metropolitan Washington Airports Authority Board of Directors Judith Batty Confirmation Resolution of 2018” was referred, reports favorably thereon, and recommends approval by the Council.

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I. BACKGROUND AND NEED

On September 25, 2018, Proposed Resolution 22-1017, the “Metropolitan Washington Airports Authority Board of Directors Judith Batty Confirmation Resolution of 2018” was introduced by Chairman Phil Mendelson at the request of the Mayor. PR 22-1017 would confirm the Mayor’s nomination of Ms. Judith Batty for appointment to the Metropolitan Washington Airports Authority Board of Directors for a six-year term expiring October 2, 2024. Ms. Batty is a resident of Ward 1.

The Metropolitan Washington Airports Authority (“MWAA”) was created in 1987 to assume control of Washington Dulles International Airport and Washington National Airport (later renamed Ronald Reagan Washington National Airport). The airports were formerly run by the U.S. Department of Transportation and the Federal Aviation Administration. MWAA is an

independent body created through an interstate compact between the Commonwealth of Virginia and the District of Columbia.

In addition to the two airports, MWAA also operates, maintains, and controls the Dulles Toll Road and the Dulles Access Road. In 2008, Virginia officially transferred control of the Toll Road to MWAA in order for MWAA to construct an extension of WMATA's rail line, known as the Silver Line, connecting the region to Tysons Corner and Dulles Airport. The first phase of the Silver Line opened in July of 2014, with the second phase currently under construction and expected to open in 2020.

The Metropolitan Washington Airports Authority Board of Directors (the "Board") governs the activities of MWAA. It is composed of 17 members: seven members appointed by the Governor of Virginia, four members appointed by the Mayor of the District of Columbia, three members appointed by the Governor of Maryland, and three members appointed by the President of the United States with the advice and consent of the Senate. Board terms are for six years and members may not hold over and may not serve after the expiration of a term unless and until they are reappointed, and each member is limited to a maximum of two terms. All members must reside within the Washington Standard Metropolitan Statistical Area except for the President's appointments, each of whom must be a registered voter of a state other than Virginia, Maryland, or the District.¹ These provisions are the result of changes required by Congress 2012 that increased the number and allocation of seats, prohibited the holding over of a seat, and limited reappointment.²

Ms. Judith Batty was nominated by Mayor Bowser on September 25, 2018 for appointment to the Board. It is necessary for the Committee to move Ms. Batty's nomination quickly, as the seat was vacated by Ms. Barbara Lang on October 2, 2018 when her second term expired.

Ms. Batty served as an executive and senior attorney at Exxon Mobil Corporation for over 28 years. Prior to her work at Exxon Mobil, Ms. Batty was a corporate attorney in private practice, and as an attorney with the United States Department of Justice Antitrust Division. She also has a long record of service in many professional and charitable organizations, and has held a number of positions on not-for profit Boards. She is currently on the Governing Board of Trustees of the Arena Stage in the District where she serves as Chair. Ms. Batty received a Bachelor of Arts from New York University College of Arts and Sciences and a Juris Doctor from the New York University School of Law.

Ms. Batty's executive experience includes structing and negotiating complex international acquisitions, divestitures, financings, and market entry. She also has a breadth of experience in legal, public and government affairs, and business operations. While Ms. Batty does not have direct experience in the aviation industry or airport operations, she has deep expertise in corporate governance with companies in regulated industries.

¹ 49 U.S.C. § 49106(c)

² Pub. L. 112-55, §191 (2011), H.B. 1245, 2012 Reg. Sess. (Va. 2015), D.C. Law 19-222 (Bill 19-829).

Table A: Membership of Metropolitan Washington Airports Authority Board of Directors

| Council Resolution | Member Name | Appointing Jurisdiction | Term Expiration |
|---------------------------|----------------------------|--------------------------------|------------------------|
| R 21-172 | Thorn Pozen | District of Columbia | January 5, 2021 |
| R 22-17 | Warner H. Session, Chair | District of Columbia | January 5, 2023 |
| PR 19-1017* | Judith Batty | District of Columbia | October 2, 2024 |
| PR 20-1016* | Joslyn N. Williams | District of Columbia | January 5, 2025 |
| | A. Bradley Mims | Maryland | November 30, 2020 |
| | Earl Adams Jr., Vice Chair | Maryland | October 10, 2024 |
| | Mark Uncapher | Maryland | November 30, 2022 |
| | Albert Dwoskin | Virginia | October 11, 2020 |
| | Anthony H. Griffin | Virginia | November 23, 2018 |
| | Katherine K. Hanley | Virginia | November 23, 2018 |
| | Robert W. Lazaro, Jr. | Virginia | November 23, 2018 |
| | David G. Speck | Virginia | November 23, 2020 |
| | William E. Sudlow | Virginia | October 11, 2024 |
| | J. Walter Tejada | Virginia | November 23, 2018 |
| | Vacant | Federal | May 30, 2022 |
| | Vacant | Federal | November 22, 2023 |
| | Vacant | Federal | May 30, 2024 |

* If confirmed through PR22-1017

At the November 14, 2018 roundtable on her nomination, she testified to her strong interest in ensuring that local small businesses can compete for more business at the airports and with construction contracts. She is also a frequent user of the airports and testified that improving efficiency will make for a better experience for residents of the region. She committed to serving in the best interest of the District. The Committee of the Whole recommends her appointment.

II. LEGISLATIVE CHRONOLOGY

- September 25, 2018 PR 22-1017, the “Metropolitan Washington Airports Authority Board of Directors Judith Batty Confirmation Resolution of 2018” is introduced by Chairman Mendelson at the request of Mayor Bowser.
- October 2, 2018 PR 22-1017 is “read” at the October 2, 2018 Legislative Meeting; on this date the referral of the PR to the Committee of the Whole is official and the 90-day period for Council review begins. If this measure is not acted upon by the Council before January 9, 2019, PR 22-1017 will be deemed disapproved.
- October 5, 2018 Notice of Intent to Act on PR 22-1017 is published in the *District of Columbia Register*.
- November 9, 2018 Notice of a Public Roundtable on PR 22-1017 is published in the *District of Columbia Register*.

November 14, 2018 The Committee of the Whole holds a public hearing on PR 22-1017.

December 4, 2018 The Committee of the Whole marks-up PR 22-1017.

III. POSITION OF THE EXECUTIVE

Ms. Judith Batty is the Mayor's nomination for appointment to the Metropolitan Washington Airports Authority Board of Directors.

IV. COMMENTS OF ADVISORY NEIGHBORHOOD COMMISSIONS

The Committee received no testimony or comments from any Advisory Neighborhood Commission.

V. SUMMARY OF TESTIMONY

The Committee of the Whole held a public hearing on PR 22-1017 on Wednesday, November 14, 2018. The testimony summarized below is from that hearing. A copy of the testimony is attached to this report.

Warner H. Session, Chair, Metropolitan Washington Airports Authority Board of Directors, testified in support of the nominee having met with her after her nomination by the Mayor. He also spoke to the importance of having a full complement of Board members, particularly for the District given that Ms. Barbara Lang's term expired on October 2, 2018.

Judith Batty, Nominee, testified on her background and experience, emphasizing her corporate and governance experience. Ms. Batty also stated that she understands the time commitment and will meet the obligation.

VI. IMPACT ON EXISTING LAW

Members of the Metropolitan Washington Airports Authority Board of Directors are appointed pursuant to section 5 of the District of Columbia Regional Airports Authority Act of 1985, effective December 3, 1985 (D.C. Law 6-67; D.C. Official Code § 9-901 *et seq.*), as amended by D.C. Law 19-222, which establishes the Board, and in accordance with section 2 of the Confirmation Act of 1978, effective March 3, 1979 (D.C. Law 2-142; D.C. Official Code § 1-523.01).

VII. FISCAL IMPACT

The approval of PR 22-1017 will have no fiscal impact. Members are not compensated by the District government and the operations of the Airports Authority are self-funded.

VIII. SECTION-BY-SECTION ANALYSIS

| | |
|------------------|--|
| <u>Section 1</u> | States the short title of PR 22-1017. |
| <u>Section 2</u> | Confirms the nomination for appointment of Judity Batty to the Metropolitan Washington Airports Authority Board of Directors for a term to end on October 4, 2024. |
| <u>Section 3</u> | Requires that a copy of the resolution, upon adoption, be transmitted to the nominee and to the Mayor. |
| <u>Section 4</u> | Effective date. |

IX. COMMITTEE ACTION

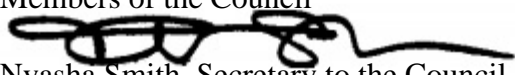
X. ATTACHMENTS

1. PR 22-1017 as introduced
2. Nominee's response to Committee questions
3. Written testimony
4. Legal Sufficiency Determination
5. Committee Print for PR 22-1017

COUNCIL OF THE DISTRICT OF COLUMBIA
1350 Pennsylvania Avenue, N.W.
Washington D.C. 20004

Memorandum

To : Members of the Council

From : 
Nyasha Smith, Secretary to the Council

Date : October 01, 2018

Subject : Referral of Proposed Legislation

Notice is given that the attached proposed legislation was introduced in the Office of the Secretary on Tuesday, September 25, 2018. Copies are available in Room 10, the Legislative Services Division.

TITLE: "Metropolitan Washington Airports Authority Board of Directors Judith Batty Confirmation Resolution of 2018", PR22-1017

INTRODUCED BY: Chairman Mendelson at the request of the Mayor

The Chairman is referring this legislation to the Committee of the Whole. This resolution will be deemed disapproved on Wednesday, January 9, 2019 without Council action.

Attachment

cc: General Counsel
Budget Director
Legislative Services



2018 SEP 25 AM 9:26
OFFICE OF THE
SECRETARY

MURIEL BOWSER
MAYOR

SEP 25 2018

The Honorable Phil Mendelson
Chairman
Council of the District of Columbia
John A. Wilson Building
1350 Pennsylvania Avenue, N.W., Suite 504
Washington, DC 20004

Dear Chairman Mendelson:

In accordance with section 2 of the Confirmation Act of 1978, effective March 3, 1979 (D.C. Law 2-142; D.C. Official Code § 1-523.01), and pursuant to section 6007(e) of the Metropolitan Washington Airports Act of 1986, effective October 30, 1986 (D.C. Law 99-591; D.C. Official Code § 9-1006(e)), I am pleased to nominate the following person:

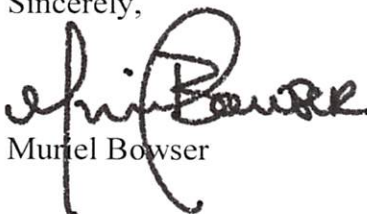
Ms. Judith Batty
2101 Connecticut Avenue NW
Washington, DC 20008
(Ward 1)

for appointment as a member of the Metropolitan Washington Airports Authority Board of Directors, replacing Barbara B. Lang, for a term to end October 2, 2024.

Enclosed, you will find biographical information detailing the experience of the above-mentioned nominee, together with a proposed resolution to assist the Council during the confirmation process.

I would appreciate the Council's earliest consideration of this nomination for confirmation. Please do not hesitate to contact me, or Steven Walker, Director, Mayor's Office of Talent and Appointments, should the Council require additional information.

Sincerely,


Muriel Bowser



Chairman Phil Mendelson
at the request of the Mayor

A PROPOSED RESOLUTION

IN THE COUNCIL OF THE DISTRICT OF COLUMBIA

Chairman Phil Mendelson, at the request of the Mayor, introduced the following resolution,
which was referred to the Committee on _____

To confirm the appointment of Ms. Judith Batty to the Metropolitan Washington Airports
Authority Board of Directors.

RESOLVED, BY THE COUNCIL OF THE DISTRICT OF COLUMBIA, That this
resolution may be cited as the "Metropolitan Washington Airports Authority Board of Directors
Judith Batty Confirmation Resolution of 2018".

Sec. 2. The Council of the District of Columbia confirms the reappointment of:

Ms. Judith Batty
2101 Connecticut Avenue NW
Washington, DC 20008
(Ward 1)

as a member of the Metropolitan Washington Airports Authority Board of Directors, established
by section 6007(e) of the Metropolitan Washington Airports Act of 1986, approved October 30,
1986 (D.C. Law 99-591; D.C. Official Code § 9-1006(e)), replacing Barbara B. Lang, for a term
to end October 2, 2024.

Sec. 3. The Council of the District of Columbia shall transmit a copy of this resolution,
upon its adoption, to the nominee and to the Office of the Mayor.

Sec. 4. This resolution shall take effect immediately.

JUDITH BATTY

PROFESSIONAL EXPERIENCE

Exxon Mobil Corporation

1987-2015

Senior Counsel Special Projects - Reporting to Downstream General Counsel 2010-2015

- Successfully structured, negotiated and drafted mergers and acquisitions of strategic downstream businesses and assets.
- Successfully led and managed global teams of both in-house and outside counsel.
- Developed creative, thoughtful and strategic solutions to issues arising during negotiations.
- Adeptly worked collaboratively with people across countries and cultures.
- Successfully led teams and completed deals ranging from \$400 million to \$4 billion in Asia, Europe and North America.

Senior Director Federal Government Relations

2009-2010

- Developed strategies to execute the corporation's policy positions to the Obama Administration and Congress related to trade sanctions, patent reform, STEM education, and the economic empowerment of women and girls.

General Counsel ExxonMobil Yugen Kaisha (Tokyo)

2006-2009

- Advised Chairman and CEO and other senior management on complex major issues affecting one of the largest oil refining and marketing companies in Japan.
- Attended and participated in all Board of Directors meetings of the publicly traded TonenGeneral Corporation (non-voting member).
- Managed and developed the staffs of the legal department and office of the corporate secretary.
- Oversaw and administered a multimillion-dollar budget and team of senior professionals.

Assistant Chief Attorney Refining and Supply

2000-2006

- Lead legal advisor for Supply & Trading and Refining & Supply Planning business groups.
- Hired and managed outside counsel advising these business groups.
- Managed and coordinated the in-house global attorneys advising these business groups.

Various senior attorney positions Mobil Oil Corp (Dallas, London, Fairfax) 1987-2000

- Extensive experience structuring and negotiating complex international acquisitions and divestitures.
- Experience in obtaining limited recourse financing from commercial banks, export credit agencies, and the capital markets.
- Successfully negotiated and drafted production sharing agreements with governments in Asia, Africa, South America, and Europe.

Galland, Kharasch, Morse, and Garfinkle

1985-1987

Associate

- Litigation and Antitrust associate with significant case responsibilities, including strategy, drafting and management of discovery and motion practice.

United States Department of Justice

1981-1885

Attorney Trial Section of the Antitrust Division - Honors Program

- Participated in criminal investigations, including witness preparation and questioning in grand jury investigations and at trial.
- Drafted and participated in negotiations of consent decrees.

AFFILIATIONS

Governing Board of Trustees Arena Stage

2010 – present

Arena Stage is a major arts and cultural center in DC with a yearly budget averaging \$18M and a Board of 38 members on average.

2016- 2019 Chair of the Board

- Transforming the Board from a working board to a strategic governing board.
- Successfully created the Young Patrons Board.

Board of Trustees Girl Scouts of the USA

2014- present

- 2017-2020 *International Commissioner*
 - Liaison to the World Association of Girl Guides and Girl Scouts (WAGGGS) and to other member organizations of WAGGGS.
 - Serve on the Executive Committee of Board of GSUSA
- 2014-2017 Member of the Board of Trustees
 - Led a Task Force of Board and Staff who evaluated and recommended restructuring the Girl Scout cookie business.
 - Served on the Audit Committee

Board of Trustees Levine Music

2000-2006, 2009-2018

Levine is an accredited community music school with five campuses throughout the Washington DC metro area.

- Served on the Executive Committee for two years at the request of the then Chair.
- Served on the Trustee Committee, the Strategic Planning Task Force, and the Nominating Committee.

Board of Trustees The Links Foundation, Inc

2014-2018

The Links Foundation is the 501(c)(3) of the Links, Inc, one of the largest and oldest volunteer service organizations consisting of over 15,000 women of color.

- Chair of the Grants and Grants-in-Aid Committee which develops and executes the process for awarding program grants to other charities.

EDUCATION

New York University School of Law, Juris Doctor 1981

New York University College of Arts and Sciences, Bachelor of Arts 1978



Executive Office of the Mayor - Office of Talent and Appointments
John A. Wilson Building | 1350 Pennsylvania Avenue, Suite 600 | Washington, DC 20004

Judith Batty



Ms. Judith Batty is an executive with a breadth of experience in structuring and negotiating complex international acquisitions, divestitures, financings and market entry. She is comfortable navigating countries and challenges, maintaining a keen focus on success and delivering bottom line results. With a proven track record of working at the top executive levels within a top fortune 500 company, Ms. Batty also brings expertise in legal, public and government affairs, and business operations.

Through her current board service and membership on the executive committees of two major not-for-profits, she understands the need of capital allocation and fiscal management to achieve maximum financial results. Ms. Batty also brings deep expertise in corporate governance with companies in regulated industries.

Ms. Batty served as an executive and senior attorney at Exxon Mobil Corporation for over 28 years. She was the first female, and first African American, General Counsel of ExxonMobil's 3000 employee, publicly traded, Japanese affiliate. She has deep expertise in all areas of the oil industry, including Upstream, Downstream and Chemicals. Her credentials include serving as the Assistant Chief Attorney for the Refining and Supply Company, leading the legal team that successfully completed the \$3.6 billion restructuring of ExxonMobil's holdings in Japan, and being lead counsel for Mobil Corporation in the initial groundbreaking financing of the Ras Laffan LNG plant. In addition to her legal positions, Ms. Batty served as Senior Director, Federal Relations, Government and Public Affairs for Exxon Mobil Corporation, where she worked on policy issues, including trade sanctions, patent reform, STEM education, and issues around the economic empowerment of women and girls.

Prior to her tenure with ExxonMobil, Ms. Batty was a corporate attorney in private practice. Upon graduation from law school, she joined the United States Department of Justice, through its Honors Program, and was assigned to the Trial Section of the Antitrust Division, where she participated in civil and criminal investigations and trials, including grand jury investigations and merger reviews. Ms. Batty is active in several professional and charitable organizations and has held numerous committee and Board officer positions on not-for-profit Boards. She currently serves as Chair of the Governing Board of Trustees of Arena Stage, a major arts and cultural center in the nation's capital.

A Ward 1 resident, Ms. Batty received a Bachelor of Arts from New York University College of Arts and Sciences and a Juris Doctor from New York University School of Law.



Dear Chairman Mendelson,

Below are my answers to the questions submitted to me on November 5, 2018 in advance of my confirmation hearing for the Metropolitan Washington Airports Authority Board of Directors. The answers are numbered in the same order as the questions in your letter. I look forward to further discussing my qualifications with the Committee of the Whole.

- 1) I have not filed with the Office of Campaign Finance or the Board of Ethics and Government Accountability.
- 2) I own stock in excess of \$5000 in the following publicly traded companies:
 - a. Exxon Mobil Corporation
 - b. Moody's Corporation
 - c. Goldman Sachs Group Inc.
 - d. Deere & Company
 - e. Chipotle Mexican Grill, Inc
 - f. AutoZone, Inc
 - g. O'Reilly Automotive Inc
 - h. Arch Capital Group Ltd
 - i. Visa Inc
 - j. Strategic Education, Inc
 - k. Expeditors International of Washington
- 3) None
- 4) None
- 5) None
- 6) I own my apartment at 2101 Connecticut Ave NW Apt 78, Washington, DC 20008, and I am a guarantor on a mortgage at 2930 45th Street NW, Washington, DC 20016.
- 7) I am a member of the bar of the District of Columbia and the bar of the state of New York.
- 8) I am a member of the American Bar Association and the DC Bar Association.
- 9) None
- 10) I am Chair of the Board of Trustees of Arena Stage, I serve on the Board of Girl Scouts of the USA, I am a member of the Council of Advisors for Levine Music.
- 11) I have an outstanding parking ticket in the amount of 50.00 in the District of Columbia that I am contesting. I received a ticket because my registration sticker was in the window but not attached properly.

12) No

13) I have contributed \$2500 to Mayor Bowser's campaigns between 2017-2018 and I hosted a fundraiser for her in 2018. I contributed \$1250 to Courtney Snowden's campaign in 2014 and I hosted a fundraiser for her in 2014. I contributed \$1000 to Reta Jo Lewis' campaign in 2013. I was Treasurer for the Statehood, Yes! political action committee from August 2016 until August 2017.

14) No.

15) The Dulles and Reagan airports are vitally important to the economic health of the District. The efficient running of the airports benefits both businesses and consumers. I have had 28 years of experience in a major corporation, and would like to use my accumulated knowledge to contribute to the safe and efficient operation of the airports. In particular, I am interested in ensuring that DC small businesses have access to contracts and concessions at the airports and that DC residents have a smooth and efficient experience when using airport facilities.

16) The role and purpose of the Board is to provide strategic direction and oversight to the management of MWAA. I have served on a number of not for profit boards in many leadership capacities, including Chair, and, as part of my responsibilities at ExxonMobil, advised corporate boards, and I am ready, willing and able to contribute to the Board of MWAA. In particular, I would like to ensure that the businesses and residents of the District have a contributing representative on the Board.

17) My resume and bio are attached.

I would like to emphasize that I have 28 years of experience working as an executive in a major corporation. I understand complex businesses and complex business transactions. I have structured and negotiated complex acquisitions, divestitures, financings and market entry. I am comfortable navigating challenges, maintaining a keen focus on success and delivering bottom line results.

I also have accumulated over three and a half million frequent flier miles and thus am no stranger to airports. I am also very interested in ensuring that Reagan and Dulles provide a premier experience to DC residents and visitors using the airport facilities.

18) No additional information.

Thank you for your attention. I look forward to my confirmation hearing.

Sincerely,

Judith N Batty

1 **DRAFT COMMITTEE PRINT**
2 **Committee of the Whole**
3 **December 4, 2017**
4
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7 A PROPOSED RESOLUTION

8
9 22-1017

10
11 IN THE COUNCIL OF THE DISTRICT OF COLUMBIA
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13

14
15 To confirm the reappointment of Mr. Warner H. Session to the Metropolitan Washington
16 Airports Authority Board of Directors.
17

18 RESOLVED, BY THE COUNCIL OF THE DISTRICT OF COLUMBIA, That this
19 resolution may be cited as the “Metropolitan Washington Airports Authority Board of Directors
20 Judith Batty Confirmation Resolution of 2018”.

21 Sec. 2. The Council of the District of Columbia confirms the reappointment of:

22 Mr. Judith Batty
23 2101 Connecticut Ave., N.W.
24 Washington, D.C. 20008
25 (Ward 1)
26

27 as a member of the Metropolitan Washington Airports Authority Board of Directors,
28 established by section 5 of the District of Columbia Regional Airports Authority Act of 1985,
29 effective December 3, 1985 (D.C. Law 6-67; D.C. Official Code § 9-904) and in accordance with
30 section 2 of the Confirmation Act of 1978, effective March 3, 1979 (D.C. Law 2-142; D. C.
31 Official Code § 1-523.01), for a term to end October 2, 2024.

32 Sec. 3. The Council of the District of Columbia shall transmit a copy of this resolution,
33 upon its adoption, to the nominee and to the Office of the Mayor.

34 Sec. 4. This resolution shall take effect immediately.