

Washington Metropolitan Area Transit Authority
Board Action/Information Summary

<input checked="" type="radio"/> Action <input type="radio"/> Information	MEAD Number: 101031	Resolution: <input checked="" type="radio"/> Yes <input type="radio"/> No
---	------------------------	--

TITLE:

Required Indemnifications in DRPT Master Agreement

PURPOSE:

To obtain Board of Directors approval and authorization for the General Manager/Chief Executive Officer to agree to the terms of the indemnifications contained in the Master Agreement with the Virginia Department of Rail and Public Transportation (DRPT).

DESCRIPTION:

The Virginia Department of Rail and Public Transportation (DRPT) has allocated funds to support Metro's execution of various projects, such as the purchase of real estate at Cinder Bed Road, the purchase of buses, and the Canopy Project at West Falls Church. These funds are separate from the funds that DRPT provides to Metro pursuant to the PRIIA Agreement and are not funds provided through the Northern Virginia Transportation Commission (NVTC).

As a condition of receiving grant funds, DRPT requires that Metro enters into a Master Agreement that requires Metro to "indemnify, defend and hold harmless the Commonwealth of Virginia, the Department, Virginia Department of Transportation, and their officers, agents and employees from and against all damages, claims, suits, judgments, expenses, actions and cost of every name and description, arising out of or resulting from any negligent act or omission in the performance by the Grantee or its subcontractors of the work covered by this Agreement or a Project Agreement."

Entering into the Master Agreement is consistent with Metro's goal of using every resource wisely. The agreement will allow Metro to pursue current and future funds from DRPT to supplement the Capital Improvement Program budget and to support Metro's capital improvement needs. In the absence of a Master Agreement, Metro would not be able to draw upon the resources that DRPT is holding for funding approved Metro projects.

FUNDING IMPACT:

No funding impact. This action authorizes acceptance of indemnification terms and has no financial impact on any project. Separate project agreements and Board actions are

required for receiving funds per project. Accepting the indemnification terms within the Master Agreement and signing the Master Agreement do not directly provide for funds to become available.

In prior years, the Board of Directors has approved amendments to the capital budget for the Royal Street Garage Replacement and Canopy Construction at West Falls Church for which a portion of the funding would be provided by DRPT. These budgets were approved in Board Resolutions 2008-21 and 2010-43, respectively. The execution of the project agreements for these two projects is dependent on the signing of the Master Agreement with DRPT.

Project Manager:	Sheila Gudiswitz
Project Department/Office:	CFO/Office of the Treasurer

RECOMMENDATION:

Approval and authorization for the General Manager/Chief Executive Officer to agree to indemnify, defend and hold harmless the Commonwealth of Virginia, the DRPT, Virginia Department of Transportation, its officers, agents and employees from and against all damages, claims, suits, judgments, expenses, actions and cost of every name and description, arising out of or resulting from any negligent act or omission in the performance of Metro`s or its subcontractors` work covered by the Master Agreement or any Project Agreement that arises under the Master Agreement.

SUBJECT: APPROVAL AND AUTHORITY TO ENTER INTO A MASTER AGREEMENT WITH THE VIRGINIA DEPARTMENT OF RAIL AND PUBLIC TRANSPORTATION FOR USE OF COMMONWEALTH TRANSPORTATION FUNDS

2011-17

**RESOLUTION
OF THE
BOARD OF DIRECTORS
OF THE
WASHINGTON METROPOLITAN AREA TRANSIT AUTHORITY**

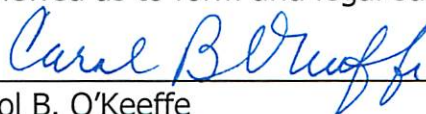
WHEREAS, The Virginia Department of Rail and Public Transportation (DRPT) proposes to make funds available to WMATA for various projects, such as the purchase of real estate at Cinderbed Road, the purchase of buses, and the Canopy Project, which are separate from the funds DRPT provides to WMATA pursuant to the PRIIA Agreement and are not funds provided through the Northern Virginia Transportation Commission (NVTC); and

WHEREAS, As a condition of receiving grant funds, DRPT requires that WMATA enter into a Master Agreement and requires WMATA to indemnify, defend and hold harmless the Commonwealth of Virginia, the DRPT, Department of Transportation, its officers, agents and employees from and against all damages, claims, suits, judgments, expenses, actions and cost of every name and description, arising out of or resulting from any negligent act or omission in the performance of WMATA's or its subcontractors' work covered by the Master Agreement or any Project Agreement that arises under the Master Agreement; now, therefore be it

RESOLVED, That the Board of Directors approves and authorizes the General Manager/Chief Executive Officer to enter into the Master Agreement with DRPT, which requires WMATA indemnify, defend and hold harmless the Commonwealth of Virginia, the DRPT, Department of Transportation, its officers, agents and employees from and against all damages, claims, suits, judgments, expenses, actions and cost of every name and description, arising out of or resulting from any negligent act or omission in the performance of WMATA's or its subcontractors' work covered by the Master Agreement or any Project Agreement that arises under the Master Agreement; and be it finally

RESOLVED, That this Resolution shall be effective immediately.

Reviewed as to form and legal sufficiency,



Carol B. O'Keeffe
General Counsel