



Minutes

1398th Meeting of the Board of Directors July 24, 2014

Chair Downs called the meeting to order at 1:10 p.m. Present were:

Directors

Mr. Tom Downs
Mr. Mortimer Downey
Mr. Alvin Nichols
Mrs. Catherine Hudgins
Mr. James Dyke
Ms. Muriel Bowser
Mr. Marcel Acosta
Mr. Michael Goldman

Alternate Directors

Mr. Matthew Brown
Mrs. Artis Hampshire-Cowan
Mr. William Euille
Mr. Tom Bulger
Ms. Kathryn Porter

Certification of Board Executive Session:

Mr. Downey moved, seconded by Mr. Acosta, to certify to the best of each members' knowledge and with no individual member dissenting, that at the just-concluded Executive Session of June 26, 2014, only such matters as are authorized for discussion in Executive Session and only those matters identified in the notice by which the Executive Session was convened were heard, discussed or considered by the Board.

Ayes: 12-Mr. Downs, Mr. Downey, Mr. Nichols, Mrs. Hudgins, Mr. Dyke, Mr. Acosta, Mr. Goldman, Mr. Brown, Mrs. Hampshire-Cowan, Mr. Euille, Mr. Bulger and Ms. Porter

Approval of Agenda:

The agenda was approved as presented.

Approval of Minutes:

The minutes of the June 26, 2014 Board meeting were approved as submitted.

**Washington
Metropolitan Area
Transit Authority**

600 Fifth Street, NW
Washington, DC 20001
202/962-1234

By Metrorail:
Judiciary Square—Red
Line
Silver Line
By Metrobus:
Routes D1, D3, D6, P6,
70, 71, 80, X2

A District of Columbia,
Maryland and Virginia
Transit Partnership

Report by Chair

A. Approval of Riders' Advisory Council Appointments

Mr. Downs moved, seconded by Mr. Dyke, approval of a resolution to appoint Caroline Kim and Pablo DeStefanis to the Riders' Advisory Council representing the District of Columbia, and Deborah MacKenzie as an at-large representative. This motion was unanimously approved. A copy of the approved Resolution (2014-33) has been made a part of the official file.

Ayes: 8- Mr. Downs, Mr. Downey, Mr. Nichols, Mrs. Hudgins, Mr. Dyke, Ms. Bowser, Mr. Acosta and Mr. Goldman

Report by Customer Service and Operations Committee

A. Approval to Hold Public Hearings on Bus Service Adjustments and Fare Change for FY2015

Mrs. Hudgins moved, seconded by Mr. Dyke, approval of a resolution to authorize public hearings on Metrobus service changes and a fare reduction to one route. This motion was approved unanimously. A copy of the approved Resolution (2014-34) has been made a part of the official file.

Ayes: 8- Mr. Downs, Mr. Downey, Mr. Nichols, Mrs. Hudgins, Mr. Dyke, Ms. Bowser, Mr. Acosta and Mr. Goldman

Report by Finance and Administration Committee

A. Approval of DC Student Transit Subsidy Agreement – July 2014

Mr. Acosta moved, seconded by Ms. Bowser, approval of a resolution to authorize the GM/CEO to execute an updated agreement between WMATA and the District of Columbia for reduced DC student fares on Metrobus and Metrorail, which reflects recent fare policy and technological changes. The resolution was approved unanimously. A copy of the approved Resolution (2014-35) has been made a part of the official file.

Ayes: 8- Mr. Downs, Mr. Downey, Mr. Nichols, Mrs. Hudgins, Mr. Dyke, Ms. Bowser, Mr. Acosta and Mr. Goldman

B. Approval of Reimbursable Project for Repairs to Minnesota Avenue Parking Structure

Mr. Acosta moved, seconded by Mr. Downey, approval of a resolution to authorize the GM/CEO to execute a Memorandum of Understanding with the District of Columbia and establish a new reimbursable project for repairs to the parking garage at the Minnesota Avenue station. The resolution was approved unanimously. A copy of the approved Resolution (2014-36) has been made a part of the official file.

Ayes: 8- Mr. Downs, Mr. Downey, Mr. Nichols, Mrs. Hudgins, Mr. Dyke, Ms. Bowser, Mr. Acosta and Mr. Goldman

C. Approval of FY2015 Interim Financing

Mr. Acosta moved, seconded by Mrs. Hudgins, approval of a resolution to authorize the GM/CEO, CFO, or Treasurer to negotiate and execute interim financing in an amount not to exceed \$250 million, with a term of not more than one year and an interest rate not to exceed 1.50% per annum. The resolution was unanimously approved. A copy of the approved Resolution (2014-37) has been made a part of the official file.

Ayes: 8- Mr. Downs, Mr. Downey, Mr. Nichols, Mrs. Hudgins, Mr. Dyke, Ms. Bowser, Mr. Acosta and Mr. Goldman

D. Approval of Changes to Board Bylaws – Audits Committee Responsibilities

Mr. Acosta moved, seconded by Mr. Nichols, approval of a resolution to update the Board's Bylaws to direct the Audits and Investigations Committee to set expectations for the external auditor, review a risk analysis of external auditor findings, resolve any disagreements regarding audit findings, and ensure audit awareness training for Board members. The resolution was approved unanimously. A copy of the approved Resolution (2014-38) has been made a part of the official file.

Ayes: 8- Mr. Downs, Mr. Downey, Mr. Nichols, Mrs. Hudgins, Mr. Dyke, Ms. Bowser, Mr. Acosta and Mr. Goldman

E. Approval of FY2014 Capital Budget Reprogramming

Mr. Acosta moved, seconded by Mrs. Hudgins, approval of a resolution to grant the GM/CEO an additional \$50 million in reprogramming authority for FY2014 to move budget authority between existing capital projects. The resolution was approved unanimously. A copy of the approved Resolution (2014-39) has been made a part of the official file.

Ayes: 8- Mr. Downs, Mr. Downey, Mr. Nichols, Mrs. Hudgins, Mr. Dyke, Ms. Bowser, Mr. Acosta and Mr. Goldman

Report by Safety and Security Committee

A. Approval of Camera-Access Sharing Policy

Mr. Downey moved, seconded by Mr. Goldman, approval of a resolution to authorize the GM/CEO to enter into regional camera sharing agreements with jurisdictions and agencies, and ensure that the agreements incorporate the principles in Attachment A of the resolution. This motion was approved unanimously. A copy of the approved Resolution (2014-40) has been made a part of the official file.

Ayes: 8- Mr. Downs, Mr. Downey, Mr. Nichols, Mrs. Hudgins, Mr. Dyke, Ms. Bowser, Mr. Acosta and Mr. Goldman

Report by Governance Committee

A. Approval of Revisions to Board Code of Ethics – Confidentiality and Fiduciary Duty

Mr. Dyke moved, seconded by Mrs. Hudgins, approval of a resolution to approve the Principles of Board Fiduciary Duties and Confidentiality in Attachment A of the resolution. This motion was approved. A copy of the approved Resolution (2014-41) has been made a part of the official file.

Ayes: 6- Mr. Downs, Mr. Nichols, Mrs. Hudgins, Mr. Dyke, Ms. Bowser and Mr. Goldman

Abstain: 2- Mr. Downey and Mr. Acosta

Consent Item

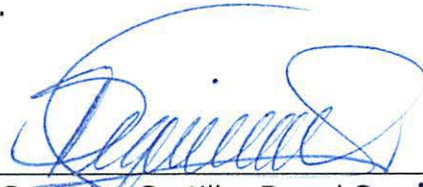
A. Approval of Indemnification of CSX Transportation

Mrs. Hudgins moved, seconded by Mr. Acosta, approval of a resolution to indemnify CSX Transportation, Inc. (CSX) in order for WMATA to perform an annual inspection of its bridges, seven of which cross over property owned by CSX. This motion was approved unanimously. A copy of the approved Resolution (2014-42) has been made a part of the official file.

Ayes: 8- Mr. Downs, Mr. Downey, Mr. Nichols, Mrs. Hudgins, Mr. Dyke, Ms. Bowser, Mr. Acosta and Mr. Goldman

Adjournment

The meeting was adjourned at 1:43 p.m.

A handwritten signature in blue ink, appearing to read 'Loyda Sequeira-Castillo', written in a cursive style.

Loyda Sequeira-Castillo, Board Secretary