

Washington Metropolitan Area Transit Authority
Board Action/Information Summary

☒ Action ☐ Information

MEAD Number:
202121

Resolution:
☒ Yes ☐ No

TITLE:

Approval to Indemnify the District of Columbia

PRESENTATION SUMMARY:

Information is provided on the requirement of the District of Columbia that WMATA indemnify the District of Columbia in the proposed dedicated funding agreement. Board is requested to approve and authorize the General Manager and Chief Executive Officer or his designee to indemnify the District of Columbia.

PURPOSE:

The District of Columbia and WMATA are negotiating an agreement regarding dedicated funding. D.C. requires an indemnification in the proposed dedicated funding agreement. This action will allow the parties to complete the negotiations and sign the agreement.

DESCRIPTION:

Key Highlights:

Authorize the General Manager and Chief Executive Officer or his designee, to indemnify the District of Columbia in the proposed dedicated funding agreement.

Background and History:

Resolution 2011-30 requires approval by the Board to indemnify a counterparty.

Discussion:

Approval would allow WMATA to indemnify the District of Columbia to move forward with finalizing the proposed dedicated funding agreement.

FUNDING IMPACT:

Program:	Capital Improvement Program
Project:	Systemwide
Project Manager:	Regina Sullivan
Project Department/Office:	Government Relations
Remarks:	If the proposed dedicated funding agreement is not executed, then WMATA is at risk of not receiving \$178.5 million from the District of Columbia for FY 2020 and future funding of \$178.5 million annually.

TIMELINE:

Previous Actions	
Anticipated actions after presentation	Board approval to authorize the General Manager and Chief Executive Officer or his designee to indemnify the District of Columbia in the proposed dedicated funding agreement.

RECOMMENDATION:

If the Board approves this action, then WMATA and the District of Columbia will be able to move forward with finalizing the proposed dedicated funding agreement and WMATA will be able to start receiving funding for FY 2020 and future years.

PRESENTED AND ADOPTED: October 10, 2019

SUBJECT: APPROVAL TO INDEMNIFY THE DISTRICT OF COLUMBIA

2019-35

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

WHEREAS, Resolution 2011-30 requires approval by the Board for WMATA to indemnify a counterparty; and


WHEREAS, The District of Columbia requires an indemnification in the proposed dedicated funding agreement;

NOW, THEREFORE, be it

RESOLVED, That the Board authorizes the General Manager & Chief Executive Officer or his designee to include an indemnity for the District of Columbia as may be required in the proposed dedicated funding agreement and substantially in the form shown as Attachment A; and be it finally

RESOLVED, That, to timely complete the negotiations and execute the proposed dedicated funding agreement, this Resolution shall be effective immediately.

Reviewed as to form and legal sufficiency,



Patricia Y. Lee
General Counsel

WMATA File Structure No.:
15.2.1 Grants of Indemnification

ATTACHMENT A

F. INDEMNIFICATION AND INSURANCE:

(1) WMATA shall indemnify, defend, and hold harmless the District of Columbia, and its directors, officers, agents, and employees, from and against all claims, suits, judgments, actions, losses, damages, liabilities, costs and expenses of every name and description, including but not limited to reasonable attorney's fees and costs, brought by any third party arising out of, resulting from, or in connection with any negligent act or omission by WMATA, its contractors, subcontractors, agents, or employees, or anyone directly or indirectly employed by them, or anyone for whose acts they may be liable, relating to any CIP work covered by this Agreement.

(7) The obligations of this section shall survive the termination of this Agreement for the life of the assets purchased with the funding provided or for 20 years after the termination, whichever is longer.