



## **Minutes**

### **Special Meeting of the Board of Directors**

#### **April 10, 2025**

Chair Santos called the meeting to order at 11:58 a.m. Present were:

#### **Directors**

Ms. Valerie Santos, Chair  
Mr. Paul Smedberg, 1<sup>st</sup> Vice Chair  
Mr. Joe McAndrew, 2<sup>nd</sup> Vice Chair  
Ms. Sarah Kline  
Dr. Tracy Hadden Loh  
Mr. Matt Letourneau  
Mr. Don Drummer\*  
Ms. Kamilah Martin-Proctor

\*- Present via videoconference

#### **Approval of Agenda:**

Chair Santos moved approval of the agenda with the addition of a report from the General Manager following the Action Item. The agenda was approved as amended without objection.

#### **Report by Finance and Capital Committee**

##### **A. Adoption of FY2026 Operating and Capital Budgets, FY2026-2031 Capital Improvement Plan and New Fare Payment Methodology, Approval of Title VI Analysis and Public Engagement Report and Debt Management Policy Guidelines**

Mr. Letourneau moved, seconded by Dr. Hadden Loh, approval of a resolution to adopt the Proposed Fiscal Year (FY) 2026 Operating and Capital Budgets and FY2026-2031 Capital Improvement Program (CIP) and new fare payment methodology; to approve the Public Participation Report on the Proposed Operating and Capital budgets and CIP; to approve the Title VI Equity Analysis of proposed changes to rail service; and to approve the Debt Management Policy Guidelines.

**Washington  
Metropolitan Area  
Transit Authority**

300 7<sup>th</sup> Street, SW  
Washington, DC 20024

**By Metrorail:**  
L'Enfant Plaza – Blue,  
Green, Orange, Silver and  
Yellow Lines

**By Metrobus:**  
Routes 32, 36, 52, 74

*A District of Columbia,  
Maryland and Virginia  
Transit Partnership*

This motion was approved unanimously. A copy of the approved Resolution (2025-10) has been made a part of the official file.

Ayes: 8- Ms. Santos, Mr. Smedberg, Mr. McAndrew, Ms. Kline, Dr. Hadden Loh, Mr. Letourneau, Mr. Drummer and Ms. Santos

**Action Item: Amendment to General Manager and Chief Executive Officer Employment Agreement**

Ms. Santos moved, seconded by Mr. Letourneau, approval of a resolution to amend the General Manager and Chief Executive Officer's Employment Agreement to extend the term of the Employment Agreement for two years, increase the annual bonus based on performance, add retention payments to incentivize GM & CEO to remain with WMATA and continue to implement Strategic Transformation Plan, and add specific performance metrics/indicators/objectives.

The motion was approved unanimously. A copy of the approved Resolution (2025-11) has been made a part of the official file.

Ayes: 8- Ms. Santos, Mr. Smedberg, Mr. McAndrew, Ms. Kline, Dr. Hadden Loh, Mr. Letourneau, Mr. Drummer and Ms. Santos

**Adjournment**

The meeting was adjourned at 12:18 p.m.

  
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Jennifer Ellison, Board Corporate Secretary