



Minutes

1520th Meeting of the Board of Directors November 20, 2025

Chair Santos called the meeting to order at 1:31 p.m. Present were:

Directors

Ms. Valerie Santos, Chair
Mr. Paul Smedberg, 1st Vice Chair
Mr. Joe McAndrew, 2nd Vice Chair
Dr. Tracy Hadden Loh
Mr. Walter Alcorn

Alternate Directors

Ms. April Rai*

* - Present via videoconference

Approval of Agenda:

Ms. Santos moved to approve the agenda with the removal of Item IV, Employee Spotlight. The agenda was approved as amended without objection.

Approval of Minutes

The minutes of the October 9, 2025 Board of Directors meeting and the September 25, 2025 Board Executive Sessions October 9, 2025, October 27, 2025 and November 6, 2025 were approved as submitted.

Report by Chair

Amendment to Resolution 2021-07 - Procurement Procedures Manual

Mr. McAndrew moved, seconded by Dr. Hadden Loh, approval of a motion to amend Resolution 2021-07 "Amendment to Procurement Procedures Manual" as follows:

Add two new WHEREAS clauses as follows:

WHEREAS, The Board of Directors is committed to continuing to improve the Authority's finance and administration functions, including procurement, grants management, budgeting, reporting, and risk management; and

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WHEREAS, As part of this commitment, the Board desires to strengthen the Authority's commitment to full and open competition and to limit exceptions to this requirement;

Add a new RESOLVED clause as follows:

RESOLVED, That Section 201(b) of the Procurement Guiding Principles (Attachment A) is deleted in its entirety and replaced with the following:

General Manager & Chief Executive Officer. Except for (1) new procurements in the amount of \$15 million or greater, (2) sole source contracts in the amount of \$500,000 or greater, and (3) change orders or modifications to existing contracts where the cumulative amount for the current and all prior modifications against the contract exceeds \$1 million or 10% of the original contract award amount, whichever is greater, the GM & CEO is delegated contracting authority. For the procurement actions excepted above, the GM & CEO shall bring such procurement actions to the Finance & Capital Committee of the Board for concurrence only after which the GM & CEO shall have contracting authority to issue a contract award or a change order/modification.

For procurements within the GM & CEO's contracting authority, the GM & CEO is authorized to initiate, award and modify procurements consistent with the approved Authority operating and multi-year capital budgets and is responsible for delegating contracting officer authority to qualified employees of the Authority and authorizing the re-delegation of authority to other qualified employees of the Authority; approving employee standards of conduct; approving Authority procurement and related policies and procedures that augment Board procurement policy but only as authorized by the Board or this Procurement Policy, the initiation of procurement actions and awarding contracts in emergency situations; and reporting sole source and emergency contracts to the Board. The GM & CEO is also responsible for establishing a system for the timely review and approval of procurement actions, establishing policies and procedures for special agreements, and implementing procurement policies and procedures.

And to make this amendment effective immediately.

This motion was approved unanimously. A copy of the amended Resolution (2021-07) has been made a part of the official file.

Ayes: 6- Ms. Santos, Mr. Smedberg, Mr. McAndrew, Mr. Rai, Dr. Hadden Loh and Mr. Alcorn

Amendment to Resolution 2007-09 – Personnel Policies and Procedures Manual

Mr. Smedberg moved, seconded by Ms. Rai, to amend to Resolution 2007-09 “Revisions to the Personnel Policies and Procedures Manual” as follows:

Add a new WHEREAS clause as follows:

WHEREAS, Currently, there are a number of executive and senior management vacancies and the Board of Directors desires to help contribute to organizational and financial stability to the Authority;

Add a new RESOLVED clause as follows:

RESOLVED, That the Executive Committee of the Board of Directors shall have approval authority for the appointment and removal of all executive positions and/or functions that directly report to the General Manager & Chief Executive Officer on the effective date of this motion (except for the Chief of Staff), as well as the Chief Procurement Officer or the highest ranking official having procurement authority, and the head of the office of Government Relations or equivalent position; and be it further

And to make this amendment effective immediately and control over any conflicting language in any prior resolution or motion, including Resolution 2012-31.

This motion was approved unanimously. A copy of the amended Resolution (2007-09) has been made a part of the official file.

Ayes: 6- Ms. Santos, Mr. Smedberg, Mr. McAndrew, Mr. Rai, Dr. Hadden Loh and Mr. Alcorn

Report by Finance and Capital Committee

Mr. McAndrew moved, seconded by Dr. Hadden Loh, approval of two resolutions, one to authorize a public hearing on proposed changes to the Mass Transit Plan at the Braddock Road Metro station and authorize a joint development solicitation for this station and a second resolution to authorize a public hearing on proposed changes to the Mass Transit Plan at the North Bethesda Metro station. This motion was approved unanimously. Copies of the approved Resolutions (2025-31 and 2025-32) have been made a part of the official file.

Ayes: 6- Ms. Santos, Mr. Smedberg, Mr. McAndrew, Mr. Rai, Dr. Hadden Loh and Mr. Alcorn

Consent Item

Ms. Santos moved, seconded by Mr. Smedberg, approval of Consent Item XI.A.

This motion was approved unanimously.

Ayes: 6- Ms. Santos, Mr. Smedberg, Mr. McAndrew, Ms. Rai, Dr. Hadden Loh and Mr. Alcorn

A. Authorization for Reimbursable Agreement for the Metrobus Clear Lanes Program in Montgomery County, Maryland

Approval of a Resolution to delegate authority to the General Manager and Chief Executive Officer or his designee to negotiate and execute a reimbursable agreement for Montgomery County, Maryland to fully fund the operational costs of the Clear Lanes Program for a base term lasting until July 1, 2026, and up to seven successive one-year option terms. A copy of the approved Resolution (2025-33) has been made a part of the official file.

Adjournment

The meeting was adjourned at 2:01 p.m.



Jennifer Ellison, Board Corporate Secretary