

PRESENTED AND ADOPTED: April 10, 2025

**SUBJECT: AMENDMENT TO GENERAL MANAGER AND CHIEF EXECUTIVE OFFICER
EMPLOYMENT AGREEMENT**

2025-11

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

WHEREAS, The Washington Metropolitan Area Transit Authority ("WMATA") and Randy S. Clarke entered into that certain employment agreement dated June 1, 2022 ("Employment Agreement"); and

WHEREAS, Mr. Clarke has been serving very effectively as General Manager and Chief Executive Officer ("GM & CEO") of WMATA since July 25, 2022; and

WHEREAS, WMATA wishes to have Mr. Clarke continue to serve as GM & CEO and Mr. Clarke desires to continue his employment; and

WHEREAS, WMATA and Mr. Clarke wish to amend the 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;

NOW, THEREFORE, be it

RESOLVED, That the Board of Directors authorizes the Board Chair to enter into an amendment to the Employment Agreement consistent with the Term Sheet attached hereto; and be it finally

Motioned by Ms. Santos, seconded by Mr. Letourneau

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

RESOLVED, That as this Resolution deals solely with internal management action, it shall be effective immediately.

Reviewed as to form and legal sufficiency,



Patricia Y. Lee
Executive Vice President and General Counsel

WMATA File Structure No.:
2.1 Board of Directors
2.6 Executive Appointment and Compensation

Employment Agreement Amendment Term Sheet
Randy S. Clarke
WMATA General Manager and Chief Executive Officer

- Two-year extension of term of employment agreement (to July 2029)
- Annual bonus based on performance increases to 15%
- New annual retention payment of 5% of base salary beginning July 25, 2026, and 10% in final year of term of employment to incentivize the General Manager and Chief Executive Officer to remain with WMATA and continue to implement Strategic Transformation Plan
- Add specific performance metrics/indicators/objectives