

MOTION BY CHAIR OF BOARD OF DIRECTORS, DECEMBER 20, 2019

The Code of Ethics for Members of the WMATA Board of Directors provides that a member may participate in a matter notwithstanding a conflict of interest, after obtaining a recommendation from the Ethics Officer and Board approval, by making a declaration that he or she is able to participate fairly and objectively in the interest of WMATA.

Board member Thomas Graham has previously disclosed that he provides consulting services to Pepco through his company, T.H. Graham and Associates. Those services are mostly regulatory in nature, including rate cases. Pepco is one of Metro's largest non-personnel multi-year contractors, providing electricity in Maryland and the District of Columbia to the WMATA system, which is paid from WMATA's operating budget. In contrast, Pepco's connection to WMATA's capital budget is through occasional work supporting WMATA and its contractors on capital projects.

Mr. Graham would like to participate in the Board's consideration of the fiscal year (FY) 2020 capital budget. Mr. Graham can participate fairly and objectively in this matter notwithstanding his conflict of interest with Pepco because Pepco's potential interest in the capital budget is minimal and there is no direct connection between Mr. Graham's work on rate matters and Pepco's potential work on capital projects.

The Board Ethics Officer recommends that, in order to participate in the Board's consideration of the FY 2020 capital budget, Mr. Graham make a declaration including the nature of his personal interest and why he is able to participate fairly and objectively regarding the FY 2020 Capital Budget.

In accordance with the Board's Bylaws and Code of Ethics, I move that:

The Board of Directors approves Mr. Graham participating in consideration of the FY 2020 capital budget subject to making a declaration in lieu of recusal substantially similar to the foregoing. The presiding Chair will read the declaration into the record prior to any action being taken at any meeting of the Board or of a Committee at which the FY 2020 capital budget is considered.