

Washington Metropolitan Area Transit Authority  
**Board Action/Information Summary**

<input checked="" type="radio"/> Action <input type="radio"/> Information	Document Number: 210857	Resolution: <input checked="" type="radio"/> Yes <input type="radio"/> No
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**Presentation Name:**

Approval to Indemnify Pepco in High-Voltage Equipment

**Project Manager:**

Alecia Licata

**Project Department:**

Infrastructure

**Purpose/Key Highlights:**

Board Resolution 2011-30 requires Board approval of any non-procurement agreement that requires WMATA to indemnify the counterparty.

**Interested Parties:**

Pepco is the interested party

**Background:**

Board Resolution 2011-30 requires Board approval of any non-procurement agreement that requires WMATA to indemnify the counterparty.

**Discussion:**

Pepco requires Pepco staff perform inspection and tests on all new WMATA-owned equipment that connects to Pepco's electrical equipment. Metro's Traction Power State of Good Repair program (CIP0253) and AC Power State of Good Repair Program (CIP0252) installs new equipment at approximately 350 locations across Metro. Pepco requires WMATA sign a Hold Harmless Release and indemnify their personal against any and all loss. Metro cannot continue to replace switchgear unless Pepco's Hold Harmless Release is signed.

**Funding Impact:**

There is no funding impact to indemnify Pepco

**Previous Actions:**

None

**Next Steps:**

Board grants indemnification to Pepco as may be required in the testing and inspection of WMATA-owned high voltage equipment.

**Recommendation:**

Approval to: Authorize GM/CEO or his designee to indemnify Pepco.

**PRESENTED AND ADOPTED: October 10, 2024**

SUBJECT: APPROVAL TO INDEMNIFY PEPCO FOR PEPCO'S INSPECTION AND TESTING OF WMATA-OWNED HIGH-VOLTAGE EQUIPMENT

**2024-28**

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

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

WHEREAS, WMATA is replacing high-voltage switchgear throughout Maryland and the District of Columbia as part of the AC Room State of Good Repair program (CIP0252) and the Traction Power State of Good Repair program (CIP0253); and

WHEREAS, The Potomac Electric Power Company (Pepco) requires WMATA to enter into a Hold Harmless Release in order for Pepco to inspect and test WMATA-owned high-voltage switchgear prior to energizing new equipment; and

WHEREAS, Pepco's Hold Harmless Release contains a term that requires WMATA to indemnify Pepco, substantially in the form shown as Attachment A;

NOW THEREFORE, be it

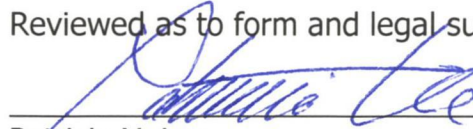
*RESOLVED*, That the Board of Directors authorizes the General Manager & Chief Executive Officer or his designee to indemnify the Potomac Electric Power Company (Pepco) as may be required in the Hold Harmless Release, substantially in the form shown as Attachment A; and be it finally

**Motioned by Ms. Santos, seconded by Dr. Hadden Loh**

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

*RESOLVED*, That in order to timely execute the Hold Harmless Release required to advance the replacement of switchgear on multiple contracts in support of the AC Room and Traction Power State of Good Repair programs, this Resolution shall be effective immediately.

Reviewed as to form and legal sufficiency,



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Patricia Y. Lee  
Executive Vice President, Chief Legal Officer, and  
General Counsel

WMATA File Structure No.:  
15.2.1 Grants of Indemnification



September 20, 2024

WMATA  
Alecia Licata  
7450 Wisconsin Avenue  
Washington, D.C.

RE: Hold Harmless Release

Dear WMATA,

We understand that you have installed, and plan to continue to install, upgrade, and replace, at various Metro stations and WMATA property certain customer-owned high-voltage equipment for connection to the Potomac Electric Power Company (Pepco) electric system.

Prior to energizing this equipment for use, we will, at mutually convenient times, perform several inspections and tests of such equipment without cost to you. Inspections and testing will be conducted by different Pepco departments depending on the equipment under review, such as relays, meters, feeders, switchgear, auxiliary control systems, and related equipment. These inspections may consist of initial inspections, witness testing, final inspections, isolating and tagging/grounding, removal of tags and grounds, removal of old equipment, and sometimes post-energization inspections. At the time of the inspections, Pepco will operationally test and inspect the grounding, phasing, and functionality of the equipment. Should the inspection or testing detect a problem, Pepco may require additional inspections and/or testing to confirm it has been corrected.

In consideration of Pepco conducting such inspections and tests, you agree, on behalf of WMATA, and its successors and assigns, to hold harmless and indemnify Pepco, its employees, officers, contractors, and affiliates, including their successors and assigns, from and against any and all loss, liability, cost and expense (including attorney's fees) on account of any injury or damage to persons or property that may occur, either in the course of our making such inspection or test or as a result thereof, as a result of any defect, fault, malfunctioning, or nonfunctioning of such equipment. The labor costs reflected in our cost letters and invoices do not include any labor involved in our inspections and testing referenced in this Hold Harmless Letter. If you do so agree, kindly have this letter signed by an officer or other authorized representative of your organization, and return the signed letter to us.

Sincerely,  
Eliana Santos – Project Manager  
Project Execution Team - Distribution Engineering  
240-485-8861

AGREED TO:

BY: \_\_\_\_\_

PRINT: \_\_\_\_\_

TITLE: \_\_\_\_\_

DATE: \_\_\_\_\_