

SUBJECT: APPROVAL TO INDEMNIFY NORFOLK SOUTHERN RAILWAY COMPANY

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

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

WHEREAS, In order to build a new rail heavy repair and overhaul facility in Landover, Maryland, WMATA requires Norfolk Southern Railway Company ("Norfolk Southern") to abandon its existing surface easements on the site; and

WHEREAS, WMATA and Norfolk Southern are negotiating a Purchase and Sale Agreement ("PSA") to allow for the abandonment of the easements; and

WHEREAS, Norfolk Southern requires the PSA to contain an indemnity in favor of Norfolk Southern;

NOW, THEREFORE, be it

RESOLVED, That the Board of Directors authorizes the General Manager and Chief Executive Officer or his designee to include an indemnity in favor of Norfolk Southern Railway Company as may be required by the Purchase and Sale Agreement for Norfolk Southern Railway Company to abandon surface easements on the site of a new to-be-built rail heavy repair and overhaul facility in Landover, Maryland; and be it finally

RESOLVED, That this Resolution shall be effective 30 days after adoption in accordance with Compact Section 8(b).

Reviewed as to form and legal sufficiency,

/s/ Patricia Y. Lee

Patricia Y. Lee

Executive Vice President and General Counsel