



RESOLUTION #2577

SUBJECT: Approve a Memorandum of Agreement Pertaining to NVTC General Counsel Services

WHEREAS: At the Potomac and Transportation Commission (PRTC) meeting on July 10, 2025 and the Northern Virginia Transportation Commission (NVTC) meeting on July 17, 2025, each Commission adopted resolutions appointing Ms. MinhChau Corr as General Counsel and Chief Legal Officer for the Commissions for all VRE matters, and approved an employment agreement between the Commissions and Ms. MinhChau Corr;

WHEREAS: NVTC wishes to formalize its relationship with MinhChau Corr to serve as NVTC's legal counsel in all NVTC legal matters; and

WHEREAS: A Memorandum of Agreement between NVTC and MinhChau Corr has been prepared detailing her duties as General Counsel to NVTC and the financial arrangements related thereto.

NOW, THEREFORE, BE IT RESOLVED that the Northern Virginia Transportation Commission hereby approves the attached Memorandum of Agreement Pertaining to NVTC General Counsel Services and authorizes the executive director to execute the agreement on behalf of the Commission.

BE IT FURTHER RESOLVED that NVTC authorize the executive director to contribute to the VRE budget on the same financial terms as outlined in the Memorandum of Agreement.

Approved this 17th day of July 2025.

A handwritten signature in blue ink, appearing to read "David F. Snyder", is written over a horizontal line.

David F. Snyder
Chair

A handwritten signature in blue ink, appearing to read "Matt Letourneau", is written over a horizontal line.

Matthew F. Letourneau
Secretary-Treasurer

**MEMORANDUM OF AGREEMENT
PERTAINING TO NVTC GENERAL COUNSEL SERVICES**

This Memorandum of Agreement, effective September 15, 2025, is by and between the Northern Virginia Transportation Commission (“NVTC”) and MinhChau Corr (“Corr”).

WITNESSETH:

WHEREAS, the Northern Virginia Transportation Commission (“NVTC”) is a political subdivision of the Commonwealth of Virginia established in accordance with the Transportation District Act of 1964, §§ 33.2-1900 et seq. of the Code of Virginia, 1950, as amended; and

WHEREAS, the Virginia Railway Express (“VRE”) is the name of a commuter rail service owned and operated by NVTC and the Potomac and Rappahannock Transportation Commission, also a political subdivision of the Commonwealth of Virginia established in accordance with the Transportation District Act of 1964, (“PRTC”); and

WHEREAS, PRTC and NVTC have approved a contract of employment with Corr, effective September 15, 2025, (the “September 15, 2025 Employment Agreement”) for the provision of general counsel services to both in all matters pertaining to VRE; and

WHEREAS, NVTC has expressed its desire to use Corr’s services for a variety of legal matters in addition to VRE matters by appointing her as legal counsel in all NVTC matters; and

WHEREAS, in its July 17, 2025 resolution approving the September 15, 2025 Employment Agreement with Corr, NVTC authorized retention of Corr’s legal services in all NVTC matters, and authorized the NVTC Executive Director to contribute to the VRE operating budget on the same financial terms as had been in place with VRE with Corr’s predecessor through September 12, 2025; and

WHEREAS, NVTC and Corr have determined that details associated with implementation of NVTC’s approval of the use of Corr as legal counsel in all NVTC matters should be provided for in a Memorandum of Agreement, as such terms are hereafter set forth:

NOW, THEREFORE, in consideration of the foregoing, and the mutual promises and obligations hereafter set forth, NVTC and Corr agree as follows:

1. In addition to the services detailed in the September 15, 2025 Employment Agreement pertaining to VRE legal matters, Corr shall provide legal services in all NVTC matters as provided for herein and as may be requested by the NVTC or the NVTC Executive Director. The legal services provided by Corr shall be those typical of a general counsel for a governmental entity and shall include, but not be limited to, those identified in the list attached as Exhibit A.
2. In consideration of the services provided to NVTC by Corr, and as prescribed by NVTC in its July 17, 2025 resolution, the NVTC Executive Director shall pay, on a fiscal year basis, the annual sum of thirty thousand dollars (\$30,000) to the Virginia Railway Express, as a revenue to the VRE budget and an offset against the compensation paid to Corr under the September 15, 2025 Employment Agreement.
3. NVTC and Corr may, by written amendment, modify the terms and conditions of this Agreement.
4. This Agreement shall be terminated upon termination of the September 15, 2025 Employment Agreement with Corr pertaining to VRE matters, or upon such other action by NVTC to terminate, with or without cause, Corr's role as legal counsel in all NVTC matters.

IN WITNESS WHEREOF, the parties hereto have executed this Memorandum of Agreement as of the date aforesaid.

NORTHERN VIRGINIA
TRANSPORTATION COMMISSION

Katherine A. Mattice

Date: _____

MINH CHAU CORR

Date: _____

EXHIBIT A
NVTC GENERAL COUNSEL DUTIES

The following summarizes the typical duties and responsibilities of the General Counsel to NVTC. The list is intended as illustrative and not exhaustive.

1. Meeting procedures based on State law including Virginia Freedom of Information Act (FOIA), by-laws, Roberts Rules, and other agreements and policy guidance of NVTC
2. FOIA inquiries and information requests
3. Personnel, purchasing, and other policies
4. Legislation – federal and state, including regulations
5. Electronic meetings
6. Closed session motions and certifications
7. Conflict of Interest Act requirements for annual disclosures, contracts, and transactions
8. Procurements (requests for proposals, invitations for bid and public private partnerships) and protests
9. Contract formation and administration; dispute resolution
10. Real estate matters, e.g., office lease
11. Equal Employment Opportunity (EEO) matters – discrimination, harassment, ADA accommodations, Equal Employment Opportunity Commission charges
12. Personnel issues – hiring, termination, grievances
13. Insurance and liability matters
14. Federal, State (e.g. DRPT), Regional (e.g. NVTA), and jurisdictional grant agreements and requirements
15. I-66 and I-395 Toll Revenue grant program matters
16. Washington Metropolitan Area Transit Authority (WMATA) related matters
17. Debt financings