RESOLUTION NO. 92-169

A RESOLUTION

AUTHORIZING AND DIRECTING THE GENERAL MANAGER TO NEGOTIATE, EXECUTE AND DELIVER CONTRACTS WITH BERNARD JOHNSON, INC., CRSS CIVIL ENGINEERS, INC. CARTER & BURGESS, INC. AND HOWARD NEEDLES TAMMEN & BERGENDOFF FOR ARCHITECT/ENGINEER SERVICES; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT.

WHEREAS, METRO's Regional Bus Plan includes construction of the Westpark HOV lane and associated facilities; and

WHEREAS, staff has reviewed the qualifications of firms for architect/engineering services for design of the Westpark HOV lane and associated facilities; and

WHEREAS, it has been determined that the firms designated below are most qualified to perform the work; and

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE METROPOLITAN TRANSIT AUTHORITY THAT:

Section 1. The General Manager be and he is hereby authorized and directed to negotiate, execute and deliver contracts for architect/engineer services for design of the Westpark HOV lane and associated facilities with the firms of Bernard Johnson, Inc., CRSS Civil Engineers, Inc., Carter & Burgess, Inc., and Howard Needles Tammen & Bergendoff.

Section 2. This resolution is effective immediately upon passage.

PASSED this 28th day of October, 1992
APPROVED this 28th day of October, 1992

ATTEST:

[Signature]
ASSISTANT SECRETARY

[Signature]
CHAIRMAN
A RESOLUTION

AUTHORIZING THE GENERAL MANAGER TO NEGOTIATE, EXECUTE AND DELIVER A CONTRACT WITH JOHN S. CHASE FAIA ARCHITECT, INC. FOR ARCHITECT/ENGINEERING SERVICES FOR THE MODIFICATION AND EXPANSION OF THE NORTHWEST STATION PARK & RIDE LOT; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT.

WHEREAS, METRO has reviewed the qualifications of architectural and engineering firms for the modifications and expansion of the Northwest Station Park & Ride lot; and

WHEREAS, the firm of John S. Chase FAIA Architects, Inc. is most qualified to do the work.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE METROPOLITAN TRANSIT AUTHORITY THAT:

Section 1. The General Manager be and he is hereby authorized to negotiate, execute and deliver a contract with John S. Chase FAIA Architect, Inc. for architect/engineering services for the modification and expansion of the Northwest Station Park & Ride lot.

Section 2. This resolution is effective immediately upon passage.

PASSED this 28th day of October, 1992
APPROVED this 28th day of October, 1992

ATTEST:

[Signatures]

ASSISTANT SECRETARY

CHAIRMAN
RESOLUTION NO. 92-171

A RESOLUTION

AUTHORIZING THE GENERAL MANAGER TO NEGOTIATE, EXECUTE AND DELIVER A CONTRACT WITH ROBERT REID CONSULTING ENGINEER, INC. FOR DESIGN OF THE GREENWAY PLAZA ACCESS RAMP; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT.

WHEREAS, METRO's Regional Bus Plan includes construction of a ramp in the Greenway Plaza area on the Southwest Freeway HOV lane; and

WHEREAS, METRO has reviewed the qualifications of firms for architectural and engineering service; and

WHEREAS, a short list was prepared of qualified firms; and

WHEREAS, the firm of Robert Reid Consulting Engineer, Inc. is most qualified to provide architect/engineer services for design of the Greenway Plaza Access Ramp;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE METROPOLITAN TRANSIT AUTHORITY THAT:

Section 1. The General Manager be and he is hereby authorized and directed to negotiate, execute and deliver a contract with Robert Reid Consulting Engineer, Inc. for design of the Greenway Plaza Access Ramp on the Southwest Freeway High Occupancy Vehicle Lane.

Section 2. This Resolution is effective immediately upon passage.

PASSED this 28th day of October, 1992
APPROVED this 28th day of October, 1992

ATTEST:

[Signatures]

ASSISTANT SECRETARY

CHAIRMAN
A RESOLUTION

AUTHORIZING THE GENERAL MANAGER TO NEGOTIATE, EXECUTE AND DELIVER A CONTRACT WITH HARDING LAWSON ASSOCIATES FOR ENVIRONMENTAL ENGINEERING AND ASSESSMENT SERVICES; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT.

WHEREAS, staff reviewed the qualifications of firms for environmental engineering and assessment services, and presented the Board with a short list of the four most qualified firms; and

WHEREAS, by way of Resolution 92-85, the Board authorized METRO to enter into contracts with two of the short-listed firms, namely ENSR Consulting and Engineering and ERM-Southwest, Inc.; and

WHEREAS, the firm of Lawson Harding Associates is also listed on the short list of eligible firms; and

WHEREAS, it is appropriate that the General Manager be authorized to negotiate, execute and deliver a contract with Harding Lawson Associates for additional environmental and engineering assessment services;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE METROPOLITAN TRANSIT AUTHORITY THAT:

Section 1. The General Manager be and he is hereby authorized and directed to negotiate, execute and deliver a contract with Harding Lawson Associates for environmental engineering and assessment services, on an "as needed" basis, for an amount not to exceed $250,000.

Section 2. In the event that METRO is unable to reach agreement with Harding Lawson Associates or with ENSR Consulting and Engineering or ERM-Southwest, Inc., the General Manager be and he is hereby authorized to negotiate, execute and deliver a
contract with Roy F. Weston, Inc. for environmental engineering and assessment services, on an "as needed" basis, for an amount not to exceed $250,000.

Section 3. This resolution is effective immediately upon passage.

PASSED this 28th day of October, 1992
APPROVED this 28th day of October, 1992

ATTEST:

WILLIAM F. BURGE, III
CHAIRMAN
A RESOLUTION

AUTHORIZING THE GENERAL MANAGER TO NEGOTIATE, EXECUTE AND DELIVER A CONTRACT WITH PROFESSIONAL SERVICES INDUSTRIES, INC. FOR GEOTECHNICAL ENGINEERING AND GEOSCIENCE SUPPORT SERVICES; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT.

WHEREAS, METRO issued Requests for Qualifications for professional geotechnical engineering and geoscience support services; and

WHEREAS, staff carefully reviewed the qualifications of those firms that responded to the Request for Qualifications in accordance with METRO's selection procedures; and

WHEREAS, the firm of Professional Services Industries, Inc. is most qualified to do the work.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE METROPOLITAN TRANSIT AUTHORITY THAT:

Section 1. The General Manager be and he is hereby authorized to negotiate, execute and deliver a contract with Professional Services Industries, Inc. for geotechnical engineering and geoscience support services on an "as needed" basis for an amount not to exceed $250,000.

Section 2. In the event that the parties are unable to negotiate an agreement, the General Manager is hereby authorized to negotiate, execute and deliver a contract with Harding Lawson Associates for the required services for an amount not to exceed $250,000.
Section 3. This resolution is effective immediately upon passage.

PASSED this 28th day of October, 1992
APPROVED this 28th day of October, 1992

ATTEST:

WILLIAM A. BURGE, III
CHAIRMAN
A RESOLUTION

AUTHORIZING AND DIRECTING THE GENERAL MANAGER TO NEGOTIATE, EXECUTE AND DELIVER AN INTERGOVERNMENTAL AGREEMENT WITH THE HOUSTON-GALVESTON AREA COUNCIL FOR THE FISCAL YEAR 1993 UNIFIED PLANNING WORK PROGRAM; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT.

WHEREAS, the Federal Transit Administration supports regional transportation planning activities under Section 8(d) of the Federal Transit Act of 1991 with the support administered through the Houston-Galveston Area Council; and

WHEREAS, the planning activities are conducted under the Unified Planning Work Program through an intergovernmental agreement between METRO and the Houston-Galveston Area Council; and

WHEREAS, the Board of Directors is of the opinion that it is appropriate to authorize the General Manager to negotiate, execute and deliver an intergovernmental agreement with the Houston-Galveston Area Council for the Fiscal Year 1993 Unified Planning Work Program which consists of an Employee Trip Reduction Program Impact Study, continuing development of the EMME\textsubscript{2} transportation model and assessment of a transit Geographic Information System application; and

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE METROPOLITAN TRANSIT AUTHORITY THAT:

Section 1. The General Manager be and he is hereby authorized and directed to negotiate, execute and deliver an intergovernmental
agreement with the Houston-Galveston Area Council for the Fiscal Year 1993 Unified Planning Work Program.

Section 2. This resolution is effective immediately upon passage.

PASSED this 28th day of October, 1992
APPROVED this 28th day of October, 1992

ATTEST:

[Signatures]

WILLIAM F. BURGE, III
CHAIRMAN
RESOLUTION NO. 92-175

A RESOLUTION

AUTHORIZING THE GENERAL MANAGER TO NEGOTIATE, EXECUTE AND DELIVER A MODIFICATION TO THE CONTRACT WITH TURNER, COLLIE & BRADEN, INC. FOR THE ELYSIAN/HARDY CORRIDOR STUDY; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT.

WHEREAS, METRO entered into contract with Turner, Collie & Braden, Inc. to conduct a study of the Elysian/Hardy Corridor; and

WHEREAS, additional services are necessary for environmental assessment and the preparation of schematic drawings for a possible alignment along Maury Street;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE METROPOLITAN TRANSIT AUTHORITY THAT:

Section 1. The General Manager be and he is hereby authorized and directed to negotiate, execute and deliver a modification to the contract with Turner, Collie & Braden, Inc. for additional services for the Elysian/Hardy Corridor Study and increasing the maximum authorized expenditure under the contract by $87,556.76.

Section 2. This resolution is effective immediately upon passage.

PASSED this 28th day of October, 1992
APPROVED this 28th day of October, 1992

ATTEST:

[Signatures]
RESOLUTION NO. 92-177

A RESOLUTION

AUTHORIZING THE GENERAL MANAGER TO NEGOTIATE, EXECUTE, AND DELIVER CONTRACTS FOR DESIGN AND CIVIL ENGINEERING SERVICES FOR GENERAL MOBILITY AND TRANSIT STREET PROJECTS; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT.

WHEREAS, METRO solicited Qualification Statements and Letters of Interest for design and engineering services for designated General Mobility and Transit Street Projects; and

WHEREAS, staff has reviewed the qualifications of firms that responded to the solicitation, and a determination has been made that the firms listed below are most qualified to do the work;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE METROPOLITAN TRANSIT AUTHORITY THAT:

Section 1. The General Manager be and he is hereby authorized and directed to negotiate, execute and deliver contracts for design and civil engineering services with the firms listed on Attachment "A".

Section 2. This resolution is effective immediately upon passage.

PASSED this 28th day of October, 1992
APPROVED this 28th day of October, 1992

ATTEST:

[Signature]
ASSISTANT SECRETARY

[Signature]
WILLIAM F. BURGE, III
CHAIRMAN
RESOLUTION NO. 92-176

A RESOLUTION

AUTHORIZING AND DIRECTING THE GENERAL MANAGER TO NEGOTIATE, EXECUTE AND DELIVER CONTRACTS WITH DANNENBAUM ENGINEERING CORP./S&B; TURNER, COLLIE & BRADEN, INC./BROWN & ROOT, INC.; AND LICHLITER/JAMESON ASSOC., INC. FOR DESIGN OF THE MAURY STREET EXPRESSWAY; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT.

WHEREAS, METRO's Regional Mobility Plan includes construction of the Maury Street Expressway; and

WHEREAS, staff has reviewed the qualifications of firms for engineering services for design of the Maury Street Expressway; and

WHEREAS, the Board of Directors is of the opinion that it is appropriate to authorize the General Manager to negotiate, execute and deliver contracts with the engineering design teams specified below;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE METROPOLITAN TRANSIT AUTHORITY THAT:

Section 1. The General Manager be and he is hereby authorized to negotiate, execute and deliver contracts for engineering services for design of the Maury Street Expressway with the design teams of Dannenbaum Engineering Corp./S&B; Turner, Collie & Braden, Inc./Brown & Root, Inc., and Lichliter/Jameson Assoc., Inc.

Section 2. This resolution is effective immediately upon passage.

PASSED this 28th day of October, 1992
APPROVED this 28th day of October, 1992

ATTEST:

WILLIAM F. BURGE, III
CHAIRMAN

ASSISTANT SECRETARY
RESOLUTION NO. 92-178

A RESOLUTION

AUTHORIZING THE GENERAL MANAGER TO NEGOTIATE, EXECUTE AND DELIVER A CONTRACT WITH GILBERT TWEED FOR EXECUTIVE SEARCH SERVICES; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT.

WHEREAS, the services of an executive search firm are needed to recruit for two positions for the new Traffic Operations Center; and

WHEREAS, METRO has solicited Qualification Statements and Letters of Interest from several firms; and

WHEREAS, the firm of Gilbert Tweed is most qualified to perform the necessary services;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE METROPOLITAN TRANSIT AUTHORITY THAT:

Section 1. The General Manager be and he is hereby authorized and directed to negotiate, execute and deliver a contract with Gilbert Tweed for executive search services at a cost not to exceed $110,000.

Section 2. This resolution is effective immediately upon passage.

PASSED this 28th day of October, 1992
APPROVED this 28th day of October, 1992

ATTEST:

[Signature]
ASSISTANT SECRETARY

[Signature]
WILLIAM F. BURGE, III
CHAIRMAN
A RESOLUTION

AUTHORIZING THE GENERAL MANAGER TO EXECUTE AND DELIVER A FIXED UNIT PRICE CONTRACT WITH BRIDGESTONE/FIRESTONE TIRE AND RUBBER COMPANY FOR THE LEASE AND SERVICE OF BUS TIRES; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT.

WHEREAS, METRO solicited bids for the lease and service of bus tires; and

WHEREAS, Bridgestone/Firestone Tire and Rubber Company submitted the lowest responsive and responsible bid;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE METROPOLITAN TRANSIT AUTHORITY THAT:

Section 1. The General Manager be and he is hereby authorized and directed to execute and deliver a fixed unit price contract with Bridgestone/Firestone Tire and Rubber Company for the lease and service of bus tires for a five year period commencing January 1, 1993 for an amount not to exceed $13,556,170.

Section 2. This resolution is effective immediately upon passage.

PASSED this 28th day of October, 1992
APPROVED this 28th day of October, 1992

ATTEST:

WILLIAM F. BURGE, III
CHAIRMAN
RESOLUTION NO. 92-180

A RESOLUTION

AUTHORIZING THE GENERAL MANAGER TO EXECUTE AND DELIVER A CONTRACT WITH AMEREX CORPORATION FOR THE SUPPLY AND INSTALLATION OF FIRE SUPPRESSION AND METHANE DETECTION SYSTEMS; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT.

WHEREAS, METRO solicited bids for the supply and installation of fire suppression and methane detection systems on LNG-powered buses; and

WHEREAS, the firm of Amerex Corporation submitted the lowest responsive and responsible bid;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE METROPOLITAN TRANSIT AUTHORITY THAT:

Section 1. The General Manager be and he is hereby authorized and directed to execute and deliver a contract with Amerex Corporation for the supply and installation of 100 fire suppression and methane detection systems at a cost not to exceed $349,500, with an option to purchase up to fifty (50) additional systems.

Section 2. This resolution is effective immediately upon passage.

PASSED this 28th day of October, 1992
APPROVED this 28th day of October, 1992

ATTEST:

[Signatures]

ASSISTANT SECRETARY

WILLIAM F. BURGE, III
CHAIRMAN

[Logo]
A RESOLUTION

AUTHORIZING THE GENERAL MANAGER TO EXECUTE AND DELIVER A CONTRACT WITH PROJECT DEVELOPMENT GROUP FOR REMOVAL AND DISPOSAL OF ASBESTOS AND LEAD-BASED PAINT FROM THE BUFFALO BAYOU FACILITY.

WHEREAS, the existing structure for METRO' Buffalo Bayou facility contains significant quantities of asbestos and lead-based paint; and

WHEREAS, METRO solicited bids for removal and disposal of this material; and

WHEREAS, the firm of Project Development Group submitted the lowest responsive and responsible bid;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE METROPOLITAN TRANSIT AUTHORITY THAT:

Section 1. The General Manager be and he is hereby authorized and directed to execute and deliver a contract with Project Development Group for the removal and disposal of asbestos and lead-based point from the Buffalo Bayou facility for an amount not to exceed $449,000.

PASSED this 28th day of October, 1992
APPROVED this 28th day of October, 1992

ATTEST:

[Signature]
ASSISTANT SECRETARY

[Signature]
WILLIAM F. BURGE, III
CHAIRMAN
A RESOLUTION

AUTHORIZING THE GENERAL MANAGER TO EXECUTE AND DELIVER A CONTRACT WITH SPAW-GLASS, INC. FOR THE DEMOLITION AND RENOVATION OF DESIGNATED PORTIONS OF THE BUFFALO BAYOU FACILITY; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT.

WHEREAS, METRO will construct a Buffalo Bayou facility for office space and the mid-day storage of buses at the site of the Southern Pacific Freight Depot between North San Jacinto and McKee streets; and

WHEREAS, the existing structure must be renovated to accommodate METRO's needs; and

WHEREAS, METRO solicited bids for the demolition and renovation of designated portions of the existing structure; and

WHEREAS, the firm of Spaw-Glass, Inc. submitted the lowest responsive and responsible bid;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE METROPOLITAN TRANSIT AUTHORITY THAT:

Section 1. The General Manager be and he is hereby authorized and directed to execute and deliver a contract with Spaw-Glass, Inc. for the designated portions of the Buffalo Bayou facility at a cost not to exceed $7.3 million.

Section 2. This resolution is effective immediately upon passage.

PASSED this 28th day of October, 1992
APPROVED the 28th day of October, 1992

ATTEST:

[Signature]
ASSISTANT SECRETARY

[Signature]
CHAIRMAN
A RESOLUTION

AUTHORIZING THE GENERAL MANAGER TO NEGOTIATE, EXECUTE AND DELIVER A CONTRACT WITH NEOPLAN USA, CORPORATION FOR THE PURCHASE OF A LOW-FLOOR 40-FOOT DEMONSTRATION BUS; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT.

WHEREAS, Neoplan USA, Corporation manufactures a low-floor 40-foot transit bus; and

WHEREAS, it is appropriate that METRO obtain a low-floor 40-foot bus in order to test its performance in the METRO service area;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE METROPOLITAN TRANSIT AUTHORITY THAT:

Section 1. The General Manager be and he is hereby authorized and directed to negotiate, execute and deliver a contract with Neoplan USA, Corporation for the purchase of a low-floor 40-foot transit bus at a cost not to exceed $200,000.

Section 2. This resolution is effective immediately upon passage.

PASSED this 28th day of October, 1992
APPROVED this 28th day of October, 1992

ATTEST:

WILLIAM F. BURGE, III
CHAIRMAN

[Signature]
ASSISTANT SECRETARY

[Stamp]
METROPOLITAN TRANSIT AUTHORITY
RESOLUTION NO. 92-184

A RESOLUTION

APPROVING DESIGNATED STREETS AND INTERSECTION IMPROVEMENTS UNDER THE SOUTH MAIN AREA/TEXAS MEDICAL CENTER TRANSIT STREET RECONSTRUCTION PROJECT OF THE REGIONAL BUS PLAN; AUTHORIZING THE GENERAL MANAGER TO NEGOTIATE AND EXECUTE AN AGREEMENT WITH THE TEXAS MEDICAL CENTER; AUTHORIZING THE GENERAL MANAGER TO SUBMIT A GRANT APPLICATION TO THE FEDERAL TRANIT ADMINISTRATION FOR PROJECT FUNDING; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT.

WHEREAS, by way of Resolution 92-89, the Board approved the reconstruction of streets and intersections in the South Main/Texas Medical Center area as a part of the Regional Bus Plan; and

WHEREAS, the Board has reviewed staff’s identification of those streets and intersections in need of improvement; and

WHEREAS, it is appropriate that METRO proceed with the reconstruction project by execution of appropriate agreements and the submission of a grant application to the Federal Transit Administration for necessary funding;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE METROPOLITAN TRANSIT AUTHORITY THAT:

Section 1. The Board hereby approves those streets and intersections listed on "Attachment A" for reconstruction under the South Main Area/Texas Medical Center Transit Street Reconstruction project of the Regional Bus Plan.

Section 2. The General Manager be and he is hereby authorized and directed to negotiate and execute an agreement with Texas Medical Center, Inc. for transit access to private streets and for funding contributions.
Section 3. The General Manager be and he is hereby authorized and directed to prepare and submit a grant application to the Federal Transit Administration for available funding for this project, and execute any resulting agreement(s).

Section 4. This resolution is effective immediately upon passage.

PASSED this 28th day of October, 1992
APPROVED this 28th day of October, 1992

ATTEST:

[Signatures]

ASSISTANT SECRETARY

WILLIAM F. BURGE, III
CHAIRMAN
ATTACHMENT A

SOUTH MAIN AREA/TEXAS MEDICAL CENTER PHASE I TRANSIT STREET RECONSTRUCTION PROJECTS

GROUP I

Bertner (M.D. Anderson to Pressler)
Moursund (Braeswood to Bertner)

GROUP II

Main (Calumet to S. Braeswood)
Fannin (Calumet to S. Braeswood)
RESOLUTION NO. 92-185

A RESOLUTION

DESIGNATING CERTAIN PROJECTS FOR CONSTRUCTION UNDER THE SIDEWALKS, ACCESSIBILITY MODIFICATION AND HIKE AND BIKE TRAILS CONSTRUCTION PROGRAM; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT.

WHEREAS, by way of Resolution 92-48, METRO adopted a program for the construction of sidewalks, accessibility modifications and hike and bike trails, and allocated funding through FY94; and

WHEREAS, Phase I construction of designated projects will begin in early 1993; and

WHEREAS, staff has identified various projects for Phase II construction;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE METROPOLITAN TRANSIT AUTHORITY THAT:

Section 1. The Board hereby designates the locations listed on Attachment A as projects for Phase II construction under the Sidewalks, Accessibility Modifications and Hike and Bike Trails Construction Program.

Section 2. This Resolution is effective immediately upon passage.

PASSED this 28th day of October, 1992
APPROVED this 28th day of October, 1992

ATTEST:

[Signature]
ASSISTANT SECRETARY

[Signature]
WILLIAM F. BURGE, III
CHAIRMAN
PROPOSED SIDEWALK PROJECTS - PHASE 2

This program involves the construction of sidewalks where none presently exist, in order to improve pedestrian mobility and access to METRO bus service. The replacement of existing sidewalks will be limited to those locations where extensive deterioration has rendered the sidewalk impassable or hazardous. Curb ramps and boarding pads will be built where new sidewalks are constructed.

On streets with adequate right-of-way and an urban roadway section (curb and gutter), sidewalks will be built, where missing, on both sides of the street.

On rural or open-ditch type streets, sidewalk construction will typically be limited to one side of the street. This is due to space limitations and the much higher expense involved with adjustments to existing ditches, culverts and driveways to make room for the sidewalk. Open-ditch streets are indicated with an (*) on the list below.

<table>
<thead>
<tr>
<th>NO.</th>
<th>LOCATION</th>
<th>NEIGHBORHOOD/SCHOOL</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Antoine (NW Freeway to W. Little York)</td>
<td>Scarborough Sr. High</td>
</tr>
<tr>
<td>2</td>
<td>Briar Forest Dr. (Dairy Ashford to Wilcrest)</td>
<td>Meadow Wood Elementary</td>
</tr>
<tr>
<td>* 3</td>
<td>Brooks (N. Main to Chapman)</td>
<td>Near Northside</td>
</tr>
<tr>
<td>4</td>
<td>Calhoun (Mayflower to IH-610 south)</td>
<td>Sunnyside</td>
</tr>
<tr>
<td>5</td>
<td>Chapman (Brooks to Quitman)</td>
<td>Near Northside</td>
</tr>
<tr>
<td>* 6</td>
<td>Collier (Polk to Lawndale)</td>
<td>Eastwood-Broadmoore</td>
</tr>
<tr>
<td>7</td>
<td>Dumble (McKinney to Polk)</td>
<td>Eastwood-Broadmoore</td>
</tr>
<tr>
<td>8</td>
<td>Ennis (Cleburne to N. MacGregor Way)</td>
<td>Riverside Park</td>
</tr>
<tr>
<td>9</td>
<td>Evergreen (Kernel to Woodridge) (east side only)</td>
<td>Southmayd Elementary</td>
</tr>
<tr>
<td>10</td>
<td>Fairview/Tuam (Montrose to Bagby)</td>
<td>Avondale</td>
</tr>
<tr>
<td>11</td>
<td>Fulton (Hogan to Quitman)</td>
<td>Near Northside</td>
</tr>
<tr>
<td>12</td>
<td>Gellhorn (Bucroft to Guinevere)</td>
<td>Pleasantville</td>
</tr>
<tr>
<td>13</td>
<td>Glenmont (Westward to South Rice)</td>
<td>Gulfon</td>
</tr>
<tr>
<td>14</td>
<td>Guinevere (Denmaree to Silverdale)</td>
<td>Pleasantville</td>
</tr>
<tr>
<td>15</td>
<td>Guinevere (Gellhorn to Ledwicke)</td>
<td>Pleasantville</td>
</tr>
<tr>
<td>16</td>
<td>Harrisburg (Paige to 81st Street)</td>
<td>Milby-Navigation</td>
</tr>
<tr>
<td>17</td>
<td>Hicksfield (Scharpe to Lockwood)</td>
<td>Eastwood-Broadmoore</td>
</tr>
<tr>
<td>18</td>
<td>Hogan (Maury to IH-45 North)</td>
<td>Near Northside</td>
</tr>
<tr>
<td>19</td>
<td>Houston Ave. (Washington to Memorial)</td>
<td>Sixth Ward</td>
</tr>
<tr>
<td>20</td>
<td>Jensen (Canal to IH-10)</td>
<td>Old Spring Branch</td>
</tr>
<tr>
<td>* 22</td>
<td>Larkin (Sherwin to T.C. Jester)</td>
<td>Eastwood-Broadmoore</td>
</tr>
<tr>
<td>23</td>
<td>Lawndale (Sunnyland to Kellogg)</td>
<td>Pleasantville</td>
</tr>
<tr>
<td>24</td>
<td>Lawndale (Telephone to Collier)</td>
<td>Eastwood-Broadmoore</td>
</tr>
<tr>
<td>25</td>
<td>Ledwicke (Guinevere to Tilgham)</td>
<td>Pleasantville</td>
</tr>
<tr>
<td>26</td>
<td>Live Oak (Cleburne to Riverside)</td>
<td>Riverside Park</td>
</tr>
<tr>
<td>27</td>
<td>Lockwood (IH-45 to Market)</td>
<td>Milby-Navigation</td>
</tr>
</tbody>
</table>
# Proposed Sidewalk Projects - Phase 2

<table>
<thead>
<tr>
<th>No.</th>
<th>Location Drawn From</th>
<th>Neighborhood/School</th>
</tr>
</thead>
<tbody>
<tr>
<td>28</td>
<td>Lyons (Waco to Lockwood)</td>
<td>Pinecrest</td>
</tr>
<tr>
<td>29</td>
<td>Martin Luther King Blvd. (Airport to Park Village)</td>
<td>Crestmont Park</td>
</tr>
<tr>
<td>30</td>
<td>Martindale (Selinsky East to Madden)</td>
<td>Crestmont Park</td>
</tr>
<tr>
<td>31</td>
<td>McKinney (Eastwood to Dumble)</td>
<td>Eastwood-Broadmoore</td>
</tr>
<tr>
<td>*32</td>
<td>Memorial Dr. (Brittmoore to METRO Patron Parking Lot)</td>
<td></td>
</tr>
<tr>
<td>33</td>
<td>Memorial Dr. (Sawyer to Houston Ave.)</td>
<td>Sixth Ward</td>
</tr>
<tr>
<td>34</td>
<td>Memorial Dr. (Shepherd to Waugh)</td>
<td>Magnolia Grove</td>
</tr>
<tr>
<td>35</td>
<td>Memorial/San Felipe (Briarforest to Farnham)</td>
<td></td>
</tr>
<tr>
<td>*37</td>
<td>Neuens St. (Blalock to Witte)</td>
<td>Pine Shadows Elementary</td>
</tr>
<tr>
<td>38</td>
<td>N. MacGregor (SH-288 to MPRR/Ardmore) (north side only)</td>
<td>Riverside Park</td>
</tr>
<tr>
<td>39</td>
<td>Polk (Dumble to Collier)</td>
<td>Eastwood-Broadmoore</td>
</tr>
<tr>
<td>40</td>
<td>Quitman (Maury to IH-45 North)</td>
<td>Near Northside</td>
</tr>
<tr>
<td>41</td>
<td>Riverside (Live Oak east to Live Oak west)</td>
<td>Riverside Park</td>
</tr>
<tr>
<td>*42</td>
<td>Rosehaven (Airport to Reed)</td>
<td>Reynolds Elementary</td>
</tr>
<tr>
<td>*43</td>
<td>Sabo (Fuqua to Kingspoint)</td>
<td></td>
</tr>
<tr>
<td>44</td>
<td>Sawyer (Washington to Memorial)</td>
<td>Sixth Ward</td>
</tr>
<tr>
<td>45</td>
<td>Scott (Wheeler to Rosewood)</td>
<td>Tierwester-TSU</td>
</tr>
<tr>
<td>46</td>
<td>Scott (Wilmington to Reed)</td>
<td>Worthing Sr. High</td>
</tr>
<tr>
<td>47</td>
<td>Selinsky (Martindale to Jutland)</td>
<td>Crestmont Park</td>
</tr>
<tr>
<td>48</td>
<td>Shepherd (West Gray to Washington)</td>
<td>Magnolia Grove</td>
</tr>
<tr>
<td>*49</td>
<td>Solo (Noble to Lyons)</td>
<td>Pinecrest</td>
</tr>
<tr>
<td>50</td>
<td>South Acres (Faircroft to MLK)</td>
<td>Crestmont Park</td>
</tr>
<tr>
<td>51</td>
<td>Southmore (SH-288 to Scott)</td>
<td>Riverside Park</td>
</tr>
<tr>
<td>52</td>
<td>Telephone (McKinney to Tellepsen)</td>
<td>Eastwood-Broadmoore</td>
</tr>
<tr>
<td>53</td>
<td>Tierwester (Blodgett to Cleburne)</td>
<td>Tierwester-TSU</td>
</tr>
<tr>
<td>54</td>
<td>Tilgham (Ledwicke to Pleasantville)</td>
<td>Pleasantville</td>
</tr>
<tr>
<td>55</td>
<td>Waco (Noble to Providence)</td>
<td>Pinecrest</td>
</tr>
<tr>
<td>56</td>
<td>Washington (Sawyer to Houston Ave.)</td>
<td>Sixth Ward</td>
</tr>
<tr>
<td>57</td>
<td>Waugh/Heights (Memorial to Washington)</td>
<td>Magnolia Grove</td>
</tr>
<tr>
<td>58</td>
<td>Wayside (I-H-45 to Buffalo Bayou)</td>
<td></td>
</tr>
<tr>
<td>*59</td>
<td>Weaver (Hirsch to Shreveport)</td>
<td>Easter &amp; Chatham Elementary</td>
</tr>
<tr>
<td>60</td>
<td>West Gray (Stanford to Taft)</td>
<td>Avondale</td>
</tr>
<tr>
<td>61</td>
<td>Wheeler (Tierwester to Scott)</td>
<td>Tierwester-TSU</td>
</tr>
<tr>
<td>62</td>
<td>Witte Rd. (Neuens to Long Point)</td>
<td>Pine Shadows Elementary</td>
</tr>
</tbody>
</table>

**Total Length** = 162,000 Feet (30.7 Miles)
RESOLUTION NO. 92-186

A RESOLUTION

CERTIFYING DESIGNATED STREET PROJECTS AS ELIGIBLE FOR EXPENDITURE OF EXPANDED BASE SALES TAX REVENUE FUNDS BY THE CITY OF HOUSTON; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT.

WHEREAS, the city of Houston has developed a "Neighborhoods to Standard" Program for the reconstruction of selected major thoroughfares and residential streets; and

WHEREAS, the city of Houston has developed criteria for the identification of streets and thoroughfares in need of improvement under the "Neighborhoods to Standard" Program; and

WHEREAS, the city of Houston has requested that these street improvement projects be certified as eligible for expenditure of expanded base sales tax revenue under its "Neighborhoods to Standard" criteria; and

WHEREAS, in an effort to expedite construction, the Board is of the opinion that it is appropriate to waive review of the projects under the criteria established under Board Resolution No. 88-29 and subsequent resolutions, and certify the projects under the criteria established by the city.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE METROPOLITAN TRANSIT AUTHORITY THAT:

Section 1. The Board hereby certifies as projects eligible for expenditure of expanded base sales tax revenue by the city of Houston those streets and thoroughfares designated for improvement under the City's "Neighborhoods to Standard" Program.
Section 2. This resolution is effective immediately upon passage.

PASSED this 28th day of October, 1992
APPROVED this 28th day of October, 1992

ATTEST:

[Signature]
ASSISTANT SECRETARY

[Signature]
WILLIAM F. BURGE, III
CHAIRMAN
A RESOLUTION

AUTHORIZING THE GENERAL MANAGER TO NEGOTIATE, EXECUTE AND DELIVER A MODIFICATION TO THE CONTRACT WITH ATE CONTRACT SERVICES; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT.

WHEREAS, ATE Contract Services currently provides transportation services at designated park and ride lots pursuant to contract with METRO; and

WHEREAS, a new solicitation will be issued to accommodate METRO’s receipt of additional buses and changes in contract-provided service; and

WHEREAS, it is necessary to extend the performance period under the contract with ATE Contract Services to allow for a continuation of park and ride services pending receipt of additional buses and solicitation of bids;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE METROPOLITAN TRANSIT AUTHORITY THAT:

Section 1. The General Manager be and he is hereby authorized to negotiate, execute and deliver a modification to the contract with ATE Contract Services for park and ride transportation services extending the period of performance up to four additional months and increasing the maximum authorized expenditures under the contract by an amount not to exceed $1,000,000.

Section 2. This resolution is effective immediately upon passage.

PASSED this 28th day of October, 1992
APPROVED this 28th day of October, 1992

ATTEST:

ASSISTANT SECRETARY

CHAIRMAN

WILLIAM F. BURGE, III
RESOLUTION NO. 92-188

A RESOLUTION

APPROVING OF THE ASSIGNMENT AND MODIFICATION OF METRO CONTRACT NO. W90226C WITH IKARUS USA, INC.; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT.

WHEREAS, METRO entered into a contract with Ikarus USA, Inc. for the supply and delivery of 40-foot transit buses with a five-year delivery schedule; and

WHEREAS, after delivering 210 buses of the original 300 buses ordered, Ikarus USA, Inc. has filed voluntary bankruptcy and has ceased operation; and

WHEREAS, AII Acquisition Corporation has offered to purchase the assets of Ikarus USA, Inc. and resume bus-manufacturing operations; and

WHEREAS, Ikarus USA, Inc. and AII Acquisition Corporation have requested METRO's concurrence in assigning and modifying the contract between METRO and Ikarus USA as part of the bankruptcy reorganization plan for Ikarus USA, Inc.; and

WHEREAS, the Board of Directors is of the opinion that it is in METRO's best interest to approve of the assignment and modification of METRO's contract with Ikarus USA, Inc. as described below.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE METROPOLITAN TRANSIT AUTHORITY THAT:

Section 1. The Board of Directors hereby approves of the assignment and modification of METRO Contract No. W90226C with
Ikarus USA, Inc. to AII Acquisition Corporation in accordance with the terms and conditions specified in Attachment A. The General Manager may, at his discretion, make such modifications and adjustments in the terms and conditions of the assignment and modification in general accordance with the terms of Attachment A as he may determine reasonable and necessary to accomplish METRO's objectives.

Section 2. The General Manager or his attorneys or designees are hereby authorized to appear on behalf of the Metropolitan Transit Authority in the bankruptcy proceedings involving Ikarus USA, Inc. and to take such actions as are reasonable and necessary to accomplish the assignment and modification of the contract with Ikarus USA, Inc. as authorized herein.

Section 3. This resolution is effective immediately upon passage.

PASSED this 28th day of October, 1992
APPROVED this 28th day of October, 1992

ATTEST:

[Signature]
Assistant Secretary

[Signature]
William F. Burge, III
Chairman
ACKNOWLEDGEMENT AND MODIFICATION NUMBER 013
TO
CONTRACT W90226C

This Acknowledgement and Modification Number 013 to Contract W90226C (this "Agreement") is entered into as of this ___ day of October, 1992, by and among the Metropolitan Transit Authority of Harris County, Texas ("Metro"), Ikarus USA, Inc., debtor-in-possession, an Indiana corporation ("I-USA"), the First Hungary Fund Limited, an Isle of Jersey corporation (the "Fund"), and All Acquisition Corporation, a Delaware corporation ("All"), with reference to the following facts:

WHEREAS, Metro and I-USA entered into Contract No. W90226C dated as of April 28, 1989, as subsequently amended by Modification Nos. 001 through 012 thereto (as amended, the "Contract"); and

WHEREAS, pursuant to (i) the Letter Agreement dated August 28, 1992 by and among the Fund, I-USA and Union City Body Company, Inc., debtor-in-possession, an Indiana corporation and the owner of all of the outstanding shares of capital stock of I-USA ("UCBC"), (ii) the letter dated September 4, 1992 from Bank One Indianapolis, N.A., a national banking association, to I-USA, (iii) the letter dated September 9, 1992 to the Fund from UCBC and I-USA, and (iv) the letter dated September 8, 1992 from the Fund to I-USA and UCBC (all of the foregoing are collectively referred to hereinafter as the "Preliminary Purchase Agreement"), the Fund agreed, subject to the terms and conditions set forth in the Preliminary Purchase Agreement, to purchase the assets of I-USA which are necessary and appropriate to carry on the business of constructing mass transit buses and to fully perform the obligations due to Metro under the Contract; and

WHEREAS, the Fund has subsequently assigned all of its rights and interests in and under the Preliminary Purchase Agreement to its affiliate, All; and

WHEREAS, on August 11, 1992, UCBC filed a petition under Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code"), commencing a case under the supervision of the United States Bankruptcy Court for the Southern District of Indiana, Indianapolis Division (the "Bankruptcy Court"); and

WHEREAS, on September 9, 1992, I-USA filed a petition under Chapter 11 of the Bankruptcy Code, commencing a case under the supervision of the Bankruptcy Court; and
WHEREAS, the failure of various conditions set forth in the
Preliminary Purchase Agreement has lead to several modifications
of the terms set forth therein, and AII, I-USA and UCBC have
agreed to consummate the purchase transaction on the revised
terms set forth in the draft Asset Purchase Agreement dated
October 28, 1992 (as the same may hereafter be subsequently
amended by AII, UCBC and I-USA, the "Asset Purchase Agreement");
and
WHEREAS, although the Contract currently requires I-USA to
deliver an aggregate of 450 buses to Metro (of which 210 have
heretofore been delivered), Metro has requested that the
aggregate number of buses under the Contract be reduced to 300;
and
WHEREAS, it is a condition precedent to the consummation of
the purchase transaction that the Contract, as modified hereby,
be assumed by I-USA and assigned to AII pursuant to Section 365
of the Bankruptcy Code upon the entry of an appropriate order of
the Bankruptcy Court (the "Order").

NOW, THEREFORE, in consideration of the mutual covenants and
agreements contained herein, the parties agree as follows:

1. Effectiveness. This Agreement shall become effective
after the entry of the Order and concurrently with the closing of
the purchase transaction contemplated by the Asset Purchase
Agreement (the "Effective Time"), which shall in no event be
later than November 12, 1992.

2. Assumption. AII hereby expressly assumes and agrees to
keep, perform and fulfill all of the terms, covenants,
obligations and conditions required to be kept, performed and
fulfilled by I-USA under or pursuant to the Contract, including
without limitation any liabilities and obligations of I-USA
pursuant to Exhibit B (Warranty Requirements) of the Contract
which have arisen or accrued on or prior to the Effective Time
and which remain unpaid or unsatisfied as of such time. Without
limiting the generality of the foregoing, AII specifically agrees
to assume all legitimate warranty claims of Metro on any and all
buses previously delivered under the Contract and, promptly after
the Effective Time, Metro shall be paid, out of the $50,000 in
escrowed funds referred to hereinafter in this Section 2, an
amount in cash equal to the full amount of the warranty claims
previously submitted by Metro to I-USA which have been approved
by I-USA but not heretofore paid to Metro. AII further expressly
agrees to address all other warranty claims which have been
heretofore submitted to I-USA by Metro on or before January 8,
1992. For the purposes of the immediately preceding sentence,
the term "address" means that AII shall either have (i) approved
a warranty claim and made payment thereon; (ii) notified Metro
that AII requires additional information from the part supplier.
and/or Metro before a determination can be reached with respect to such warranty claim; or (iii) rejected such warranty claim. At the Effective Time, AII shall deposit $50,000 in escrow with a bank in Houston selected by Metro (the "Escrow Bank"), which funds shall be used to pay any warranty claims which have been or shall be submitted by Metro and approved by AII or I-USA. Further, Metro shall withhold $2,000 of the purchase price of each of the 90 buses to be purchased by Metro pursuant to Section 3(a) hereof and deposit such funds in escrow with the Escrow Bank for the purpose of paying any future warranty claims on such buses which are approved by AII.

3. Amendments to Contract. Notwithstanding anything to the contrary set forth in the Contract, including without limitation the provisions of Articles 5, 11, 26 and 35 thereof and Modification Number 010 thereto:

(a) Metro shall purchase an aggregate of 90 buses from AII under the Contract. The first 30 of such buses shall be diesel buses in accordance with the existing terms of the Contract, of which the first six (buses nos. 211 through 216) shall be configured as transit buses at a purchase price of $192,559 per bus, and the next 24 (buses nos. 217 through 240) shall be configured as suburban buses at a purchase price of $209,792 per bus. All of such 30 diesel buses shall be delivered to Metro on or before May 10, 1993. The remaining 60 buses shall be equipped with a dual-fuel engine and related LNG fuel and fire suppression/detection systems in accordance with the specifications attached hereto as Exhibits H and J; provided, however, that Exhibit H is hereby amended in accordance with Section 3(b) below. The purchase price for the first 30 of the dual-fuel buses (bus nos. 241 through 270) shall be $258,722, and the purchase price for the next 30 dual-fuel buses (bus nos. 271 through 300) shall be $259,555. All of the 60 dual-fuel buses shall be delivered to Metro on or before November 5, 1993.

(b) Exhibit H attached hereto is hereby amended in the following respects: (i) paragraph 3.2.1.3 is deleted in its entirety; (ii) paragraph 3.2.1.5 is amended by adding a new second sentence which reads as follows: "This equipment shall be delivered by METRO no later than 45 days prior to delivery of the completed bus."; (iii) the first sentence of paragraph 3.2.2.1 is amended to read as follows: "Dual cryogenic container(s) shall be mounted between the main longitudinal trusses of the chassis, immediately behind the front axle."; (iv) the penultimate sentence of paragraph 3.2.2.1 is deleted in its entirety; (v) paragraph 3.2.2.10 is amended by striking the reference therein to paragraph "3.2.2.10" and inserting in lieu thereof "3.2.2.9"; (vi) paragraph 3.2.4.2 is deleted in its entirety; and (vii) paragraph 3.3.1 is amended to read in its entirety as follows: "The diesel fuel storage on the bus shall consist of a single reservoir, fifty (50) gallons or greater."
(c) No liquidated damages or other fees shall be payable by AII or I-USA as a result of the change in delivery schedule set forth in Section 3(a) hereof unless there is a default under such revised delivery schedule.

(d) AII and Metro agree that the obligations under Article 26 of the Contract shall be deemed fully performed upon AII's deposit in escrow with the Escrow Bank of cash in the amount of $500,000 which shall secure the obligations of AII to deliver the 90 buses set forth in Section 3(a) hereof.

Except as amended by this Agreement, the Contract shall remain in full force and effect in accordance with its terms.

4. Withdrawal of Default. Metro hereby agrees that its notification of default set forth in that certain letter dated September 10, 1992 to I-USA shall be deemed withdrawn and of no force or effect whatsoever as of the Effective Time.

5. Release.

(a) Each of I-USA, AII and the Fund, on behalf of itself and each of its predecessors, successors, transferees, agents and assigns, hereby fully and forever releases and discharges, as of the Effective Time, Metro and each of its predecessors, successors, transferees, agents and assigns from any and all actions, causes of action, suits, demands and claims of every kind, nature, combination and description, whether in law or equity, known or unknown, anticipated or unanticipated, suspected or unsuspected, fixed, conditional or contingent (collectively, "Claims"), which any of I-USA, AII or the Fund now owns or holds, or has at any time heretofore owned or held, or which any of I-USA, AII or the Fund hereafter can, shall or may own or hold which in every case arise out of the negotiations leading to this Agreement and the conduct of Metro in connection therewith prior to the Effective Time; provided, however, that the foregoing release shall not extend to any Claims which arise out of the Contract or the performance thereof by any of the parties thereto.

(b) Metro, on behalf of itself and each of its predecessors, successors, transferees, agents and assigns, hereby fully and forever releases and discharges, as of the Effective Time, I-USA, AII and the Fund and each of their respective predecessors, successors, transferees, agents and assigns from any and all Claims which Metro now owns or holds, or has at any time heretofore owned or held, or which Metro hereafter can, shall or may own or hold which in every case arise out of the negotiations leading to this Agreement and the conduct of I-USA, AII and the Fund in connection therewith prior to the Effective Time; provided, however, that the foregoing release shall not
extend to any claims which arise out of the Contract or the performance thereof by any of the parties thereto.

(c) Each of the parties hereto hereby expressly waives all benefits under Section 1542 of the California Civil Code, as well as under any other statutes or common law principles of similar effect, to the extent that any such benefits may contravene the provisions of this Section 5. Each of such parties acknowledges that it has read and understands Section 1542 of the California Civil Code, which provides as follows:

A GENERAL RELEASE DOES NOT EXTEND TO CLAIMS WHICH THE CREDITOR DOES NOT KNOW OR SUSPECT TO EXIST IN HIS FAVOR AT THE TIME OF EXECUTING THE RELEASE, WHICH IF KNOWN BY HIM MUST HAVE MATERIALLY AFFECTED HIS SETTLEMENT WITH THE DEBTOR.

6. Miscellaneous. All terms and provisions of this Agreement shall be binding upon and inure to the benefit of the respective successors and assigns of the parties hereto. This Agreement has been negotiated at arms' length between persons knowledgeable in the matters dealt with herein. In addition, each party has been represented by experienced and knowledgeable legal counsel. Accordingly, any rule of law, including but not limited to, Section 1645 of the California Civil Code, or any legal decision that would require interpretation of any ambiguities in this Agreement against the party that has drafted it, is of no application and is hereby expressly waived. This Agreement may be executed in one or more counterparts, each of which shall be deemed to be an original, but all of which taken together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, this instrument has been executed by the duly authorized representatives of AII, I-USA and the Fund, and by Metro by its General Manager, or authorized designee, and
attested by Metro's Secretary, or Assistant Secretary, under its Metro seal as of the date first set forth above.

ALL ACQUISITION CORPORATION

By: ____________________________
Peter Rona
Chairman of the Board

THE FIRST HUNGARY FUND LIMITED

By: THE FIRST HUNGARIAN INVESTMENT ADVISORY, RT

Its: Investment Advisor

By: ____________________________
Peter Rona
Chief Executive Officer

AS TO SECTION 5 ONLY:

IKARUS USA, INC. (subject to the extension of the requisite authority by the United States Bankruptcy Court for the Southern District of Indiana, Indianapolis Division, in the I-USA proceeding)

By: ____________________________
Print Name: ____________________
Its: ____________________________

METROPOLITAN TRANSIT AUTHORITY OF HARRIS COUNTY, TEXAS

Executed for and on behalf of the Metropolitan Transit Authority pursuant to Resolution No. _____ of the Board of Directors, passed on the 28th day of October, 1992 and on file in the office of the Assistant Secretary of the Authority.

By: ____________________________
Print Name: ____________________
Its: ____________________________

ATTEST:

By: ____________________________
Assistant Secretary

APPROVED:

By: ____________________________
Staff Counsel

By: ____________________________
Assistant General Manager
/Finance
A RESOLUTION

AUTHORIZING AND DIRECTING THE GENERAL MANAGER TO ACQUIRE APPROXIMATELY 2.17 ACRES OF LAND TO EXPAND THE NORTHWEST BUS OPERATING FACILITY; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT.

WHEREAS, it is necessary to expand the Northwest Bus Operating facility to accommodate increased bus operations and the construction of a liquified natural gas fueling station; and

WHEREAS, approximately 2.17 acres of land adjacent to the Northwest Bus Operating facility have been identified for possible acquisition; and

WHEREAS, the Board of Directors believes it is appropriate to proceed to purchase this property in order to accommodate METRO’s operating requirements at the Northwest Bus Operating Facility;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE METROPOLITAN TRANSIT AUTHORITY THAT:

Section 1. The General Manager be and he is hereby authorized and directed to negotiate, execute and deliver an appropriate agreement or agreements to purchase approximately 2.17 acres of land for expansion of the Northwest Bus Operating facility with a purchase amount not to exceed $235,860 plus 10% for any administrative settlements.
Section 2. This resolution is effective immediately upon passage.

PASSED this 28th day of October, 1992
APPROVED this 28th day of October, 1992

ATTEST:

WILLIAM F. BURGE, III
CHAIRMAN

ASSISTANT SECRETARY