A RESOLUTION

AUTHORIZING AND DIRECTING THE PRESIDENT & CEO TO NEGOTIATE, EXECUTE AND DELIVER CONTRACTS WITH JP MORGAN SECURITIES, INC., LOOP CAPITAL MARKETS, LLC., AND RAMIREZ & COMPANY FOR INVESTMENT BANKER/DEALER SERVICES; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT.

WHEREAS, the Board of Directors recently approved METRO's implementation of a commercial paper program as a component of its authorized financial transactions; and

WHEREAS, METRO issued a Request for Interest and Qualifications for investment banker/dealer services for the commercial paper program; and

WHEREAS, JP Morgan Securities, Inc., Loop Capital Markets, LLC., and Ramirez & Company have been determined most qualified;

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

Section 1. The President & CEO is hereby authorized and directed to negotiate, execute and deliver contracts with the firms of JP Morgan Securities, Inc., Loop Capital Markets, LLC., and Ramirez & Company for a total amount not to exceed of $435,000.00.

Section 2. This resolution is effective immediately upon passage.

PASSED this 14th day of July, 2005
APPROVED this 14th day of July, 2005

ATTEST:

Assistant Secretary

Chairman
A RESOLUTION

AUTHORIZING AND DIRECTING THE PRESIDENT & CEO TO NEGOTIATE, EXECUTE AND DELIVER AN AMENDMENT TO THE MOTORIST ASSISTANCE PROGRAM INTERAGENCY AGREEMENT TO EXTEND THE PROGRAM AND INCREASE METRO'S FUNDING PARTICIPATION; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT.

WHEREAS, since 1989, METRO has participated with the Texas Department of Transportation, the Harris County Sheriff's Department, the City of Houston, the Houston Automobile Dealers Association and Cingular Wireless Telephone Company in a Motorist Assistance Program ("MAP") to improve traffic flow by assisting drivers who have had minor vehicle breakdowns; and

WHEREAS, the MAP program has consistently received considerable public support; and

WHEREAS, it is appropriate that the MAP program be continued and that funding participation be increased;

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

Section 1. The President & CEO is hereby authorized and directed to negotiate, execute and deliver an amendment to the Motorist Assistance Program interagency agreement to extend the Motorist Assistance Program for two (2) additional years and increase METRO's contribution to the program by an amount not to exceed $1,590,000.00.
Section 2. This resolution is effective immediately upon passage.

PASSED this 14th day of July, 2005
APPROVED this 14th day of July, 2005

ATTEST:

Assistant Secretary

Chairman
RESOLUTION NO. 2005-56

A RESOLUTION

AUTHORIZED AND DIRECTING THE PRESIDENT & CEO TO EXECUTE AND DELIVER A CONTRACT WITH ORION BUS INDUSTRIES FOR THE PURCHASE OF HALDEX SLACK ADJUSTERS; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT.

WHEREAS, slack adjusters are needed for the repair and maintenance of transit vehicle brake systems; and

WHEREAS, METRO solicited bids for Haldex slack adjusters; and

WHEREAS, Orion Bus Industries 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 President & CEO is hereby authorized and directed to execute and deliver a three-year contract with Orion Bus Industries for Haldex slack adjusters for an amount not to exceed $347,352.00.

Section 2. This resolution is effective immediately upon passage.

PASSED this 14th day of July, 2005
APPROVED this 14th day of July, 2005

ATTEST:

Assistant Secretary

Chairman
A RESOLUTION

AUTHORIZING AND DIRECTING THE PRESIDENT & CEO TO PREPARE AND SUBMIT A LAST AND BEST OFFER TO LOCAL 260, TRANSPORT WORKERS UNION OF AMERICA, IF METRO AND LOCAL 260 ARE UNABLE TO REACH AGREEMENT ON A NEW LABOR AGREEMENT; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT.

WHEREAS, METRO has entered into a labor agreement with Local 260, Transport Workers Union of America, which agreement expires on July 31, 2005; and

WHEREAS, discussions are ongoing for a new labor agreement; and

WHEREAS, the labor agreement contains an impasse procedure which provides that if no satisfactory subsequent agreement is reached between METRO and Local 260, METRO shall submit its last and best offer to the Union as the first step in invoking the impasse procedure; and

WHEREAS, the Board of Directors urges the parties to continue to engage in good-faith negotiations to reach a satisfactory labor agreement to follow on after the current agreement; and

WHEREAS, if no satisfactory agreement can be reached before the July 31, 2005 expiration of the current labor agreement, the Board of Directors is of the opinion that it is appropriate to authorize the President & CEO to prepare and submit a last and best offer to Local 260 as provided for in the impasse procedures of the current labor agreement;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE METROPOLITAN TRANSIT AUTHORITY THAT:
Section 1. The President & CEO is hereby authorized and directed to prepare and submit a last and best offer to Local 260, Transport Workers Union of America, on or before July 31, 2005 if no satisfactory agreement is reached with Local 260 on a labor agreement to succeed the current labor agreement which expires on July 31, 2005.

Section 2. This resolution is effective immediately upon passage.

PASSED this 14th day of July, 2005
APPROVED this 14th day of July, 2005

ATTEST:

David S. Wolff
Chairman
RESOLUTION NO. 2005-58

A RESOLUTION

AMENDING THE PRESIDENT & CHIEF EXECUTIVE OFFICER'S EMPLOYMENT AGREEMENT; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT.

WHEREAS, the employment agreement between METRO and the President & Chief Executive Officer; Frank J. Wilson, provides for an annual performance review; and

WHEREAS, the Board of Directors has reviewed the performance of the President & Chief Executive Officer and is of the opinion that he has performed in a superior fashion; and

WHEREAS, the Board of Directors wishes to acknowledge the performance of the President & Chief Executive Officer;

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

Section 1. The Board of Directors hereby amends the employment agreement between METRO and Frank J. Wilson to provide for benefits adjustments and to extend the term of the agreement to April 30, 2010.

Section 2. This resolution is effective immediately upon passage.

PASSED this 14th day of July, 2005
APPROVED this 14th day of July, 2005

ATTEST:

[Signature]
Assistant Secretary

[Signature]
David S. Wolff
Chairman
RESOLUTION NO. 2005- 59

A RESOLUTION

AUTHORIZING AND DIRECTING THE PRESIDENT & CEO TO NEGOTIATE, EXECUTE AND DELIVER APPROPRIATE DOCUMENTS TO PURCHASE AN INTEREST IN ONE OR MORE BUSINESS ENTITIES FOR THE PURPOSE OF ACQUIRING REAL ESTATE FOR THE DEVELOPMENT OF TRANSIT FACILITIES AND TRANSIT ORIENTED DEVELOPMENT; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT.

WHEREAS, the Board recognizes that, in addition to providing mass transit services, METRO's public purpose includes the expansion of its transit system and the encouragement of transit-oriented development that would support the transit system; and

WHEREAS, certain tracts of land have been identified which are needed to support the systematic expansion of the transit system and the development of transit facilities; and

WHEREAS, these certain tracts of land are currently under contract for acquisition by one or more private business entities; and

WHEREAS, METRO has an opportunity to purchase an interest in such business entities as a means of securing and preserving the right to select and acquire portions of the properties that best support transit-oriented development and system expansion; and

WHEREAS, it is appropriate that METRO execute appropriate organizational and acquisition documents for the purchase of an interest in such business entities as a means of securing and preserving rights in land, in furtherance of its public purposes; and

WHEREAS, the organizational and acquisition documents provide adequate controls to assure that METRO's public purposes will be served;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE METROPOLITAN TRANSIT AUTHORITY THAT:
Section 1. The President & CEO is hereby authorized and directed to negotiate, execute and deliver certain organizational and acquisition documents to purchase an interest in one or more business entities for the purpose of acquiring real estate, at fair market value supported by appraisals, for the development of transit facilities and transit-oriented development, for an amount not to exceed $20 million.

Section 2. This resolution is effective immediately upon passage.
A RESOLUTION

DECLARING CERTAIN PROPERTIES AS SURPLUS; DECLARING CERTAIN PROPERTIES AS APPROPRIATE FOR JOINT DEVELOPMENT; AUTHORIZING AND DIRECTING THE PRESIDENT & CEO TO TAKE SUCH ADMINISTRATIVE ACTION AS NECESSARY TO UNDERTAKE THE SALE OF THE SURPLUS PROPERTIES, AND TO EXPLORE JOINT DEVELOPMENT OPPORTUNITIES FOR REMAINING TRACTS; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT.

WHEREAS, certain parcels of property have been identified which are surplus to METRO's current and future needs; and

WHEREAS, it is appropriate that these parcels be declared surplus, and that the President & CEO be authorized to undertake the sale of such properties; and

WHEREAS, certain other parcels of property have been identified which are currently unused, but which may offer opportunities for participation with other entities for transit-oriented development; and

WHEREAS, it is appropriate that the President & CEO undertake appropriate administrative action to explore joint development opportunities for these parcels;

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

Section 1. The Board of Directors hereby declares the parcels described below as surplus to METRO's needs, and authorizes and directs the President & CEO to undertake the sale of said parcels in accordance with applicable policies and procedures:

1. Katy CBD Ramp: Lots 2, 3, & 4 & Tracks 1 & 11A, block 37, NSBB (0.4882 acres)
2. Cavalcade Station: Lots 4 & South ½ of Lot 3, Block 137, Ryon Subdivision (0.1712 acres)
3. Greens Road: Tract 3B, Block 2, Hartland Acres Subdivision (4.3543 acres)
Section 2. The President & CEO is hereby authorized and directed to explore joint
development opportunities for the following properties:

1. Kashmere TC (vacant land): Lots 22, 23, 24 & 91, Block 2, Florida Gardens Subdivision (1.0921 acres)

Section 3. This resolution is effective immediately upon passage.

PASSED this 14th day of July, 2005
APPROVED this 14th day of July, 2005

ATTEST:

[Signature]
Assistant Secretary

[Signature]
Chairman