RESOLUTION NO. 2008 - 1

A RESOLUTION

AUTHORIZING AND DIRECTING THE PRESIDENT & CEO TO EXECUTE AND DELIVER A CONTRACT WITH PFEIFFER & SON, LTD, FOR THE CONSTRUCTION OF SITE IMPROVEMENTS TO ACCOMMODATE SIGNATURE BUS SERVICE ALONG BELLAIRE BOULEVARD; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT.

WHEREAS, Signature Bus Service is a distinct bus service with fewer stops but increased travel time, designed to provide premium transit service in heavily utilized travel corridors; and

WHEREAS, METRO will provide a Signature Bus Service route along Bellaire Boulevard, from Ranchester to the Texas Medical Center Transit Center; and

WHEREAS, structural modification and site improvements are necessary along the route to accommodate the installation of Signature Bus Service shelters, kiosks and signage; and

WHEREAS, METRO issued an invitation for bids for the construction of site improvements for the Signature Bus Service along Bellaire Boulevard; and

WHEREAS, the firm of Pfeiffer & Son, Ltd 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 contract with Pfeiffer & Son, Ltd for the construction of site improvements to accommodate Signature Bus Service along Bellaire Boulevard, for an amount not to exceed $1,677,162.00.

Section 2. This resolution is effective immediately upon passage.

PASSED this 17th day of January, 2008
APPROVED this 17th day of January, 2008

ATTEST:

David S. Wolff
Chairman
A RESOLUTION

AUTHORIZING AND DIRECTING THE PRESIDENT & CEO TO NEGOTIATE, EXECUTE AND DELIVER A MODIFICATION TO THE CONTRACT WITH TCB TRANSIT FOR ENGINEERING AND DESIGN SERVICES; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT

WHEREAS, METRO entered into contract with TCB Transit for engineering and design services for transit improvements for the University Corridor; and

WHEREAS, it is necessary to modify the contract to extend the period of performance and provide for additional engineering and design services;

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 a modification to the contract with TCB Transit for engineering and design services, to extend the period of performance and increase the maximum authorized expenditures under the contract to a total amount not to exceed $35,584,000.

Section 2. This resolution is effective immediately upon passage.

PASSED this 17th day of January, 2008
APPROVED this 17th day of January, 2008

ATTEST:

Assistant Secretary

David S. Wolff
Chairman
A RESOLUTION

AUTHORIZING AND DIRECTING THE PRESIDENT & CEO TO EXECUTE AND DELIVER A (LEASE AGREEMENT) WITH KONICA-MINOLTA BUSINESS SOLUTIONS USA, INC FOR COPIERS AND REPRODUCTION MACHINES; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT

WHEREAS, METRO's current inventory of copiers and reproduction machines has exceeded its useful life and is no longer efficient to maintain; and

WHEREAS, METRO issued a solicitation for the acquisition of copiers and reproduction machines to replace the current inventory; and

WHEREAS, Konica – Minolta Business Solutions USA, Inc. submitted the lowest responsive and responsible bid for the (lease) and maintenance of copiers and reproduction machines, and the purchase of associated software;

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 lease agreement with Konica – Minolta Business Solutions USA, Inc for the lease and maintenance of copiers and reproduction machines, and the purchase of associated software, for a total amount not to exceed $2,008,951.21.

Section 2. This resolution is effective immediately upon passage.

PASSED this 17th day of January, 2008
APPROVED this 17th day of January, 2008

ATTEST:

[Signature]
Assistant Secretary

[Signature]
David S. Wolff
Chairman
RESOLUTION NO. 2008-4

A RESOLUTION

AUTHORIZING AND DIRECTING THE PRESIDENT & CEO TO EXECUTE AND DELIVER A CONTRACT WITH BRIDGESTONE FIRESTONE FOR THE LEASE AND MAINTENANCE OF TIRES FOR METRO'S BUS FLEET; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT.

WHEREAS, METRO solicited bids for the lease and maintenance of tires for its fleet of buses; and

WHEREAS, Bridgestone Firestone 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 contract with Bridgestone Firestone for the lease and maintenance of tires for METRO's revenue bus fleet, for an amount not to exceed $12,261,494.00.

Section 2. This resolution is effective immediately upon passage.

PASSED this 21st day of February, 2008
APPROVED this 21st day of February, 2008

ATTEST:

David S. Wolff
Chairman

Assistant Secretary
RESOLUTION NO. 2008-5

A RESOLUTION

AUTHORIZING AND DIRECTING THE PRESIDENT & CEO TO NEGOTIATE, EXECUTE AND DELIVER A CONTRACT WITH NEON ELECTRIC CORPORATION FOR THE FABRICATION AND INSTALLATION OF KIOSKS, SIGNS AND OTHER AMENITIES FOR SIGNATURE BUS SERVICE; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT

WHEREAS, METRO issued an Invitation for bids for the fabrication and installation of distinctive kiosks signs and other amenities for the Signature Bus Service; and

WHEREAS, the firm Neon Electric 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 President & CEO is hereby authorized and directed to execute and deliver a contract with Neon Electric Corporation for the fabrication and installation of kiosks, signs and other amenities to accommodate Signature Bus Service, for an amount not to exceed $7,299,986.00

Section 2. This resolution is effective immediately upon passage.

PASSED this 21st day of February, 2008
APPROVED this 21st day of February, 2008

ATTEST: 

[Signature]
Assistant Secretary

Chairman

David S. Wolff
RESOLUTION NO. 2008-6

A RESOLUTION

AUTHORIZING AND DIRECTING THE PRESIDENT & CEO TO NEGOTIATE, EXECUTE AND DELIVER AN AGREEMENT WITH THE TEXAS MEDICAL CENTER TO PERIODICALLY TEST AND MONITOR STRAY CURRENT; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT

WHEREAS, the existing METRORail alignment is subject to thorough monitoring to ensure the operation of transit facilities and services in a safe manner; and

WHEREAS, METRO monitors the METRORail alignment for any stray electrical current that might impact adjacent structures; and

WHEREAS, tests have shown no existing stray electrical current which exceeds acceptable levels; and

WHEREAS, the Texas Medical Center has underground facilities that provide utilities to various healthcare institutions along the METRORail alignment; and

WHEREAS, METRO and the Texas Medical Center desire to work together to share each other’s test results or evaluations from periodic monitoring for stray current and meet, as appropriate, to discuss any stray current issues;

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 Agreement with the Texas Medical Center to work together to share each other’s test results or evaluations from periodic monitoring for stray current, to meet to discuss any stray current issues, to temporarily “stay” the period for filing any claims that could arise, and to take any other action deemed necessary to carry out the purpose of this resolution.

Section 2. This resolution is effective immediately upon passage.

PASSED this 21st day of February, 2008

David S. Wolff
Chairman

ATTEST:

Assistant Secretary

[Signature]
A RESOLUTION

AUTHORIZING PUBLIC HEARINGS FOR THE ACQUISITION OF PROPERTY AND INTERESTS IN PROPERTY FOR TRANSIT PURPOSES, INCLUDING, BUT NOT LIMITED TO THE DEVELOPMENT OF TRANSIT IMPROVEMENTS FOR METRO SOLUTIONS; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT

WHEREAS, METRO is proceeding with the implementation of the METRO Solutions Transit System Plan, which, among other things, contemplates the construction and installation of transit improvements to serve the various communities and neighborhoods in the METRO service area; and

WHEREAS, in connection with the construction and installation of transit improvements, it will be necessary to acquire certain property and interests in property; and

WHEREAS, parcels have been identified for transit development in the travel corridors; and

WHEREAS, statutory property acquisition procedures include public hearings regarding the proposed purchase of the parcels at issue; and

WHEREAS, the Board of Directors believes it is appropriate to proceed with public hearings in furtherance of the property acquisition process for the implementation of the METRO Solutions Transit System Plan;

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

Section 1. The Board of Directors hereby authorizes METRO to proceed with public hearings, following the publication of such notice as required by law, for the acquisition of property and interests in property for transit purposes.

Section 2. This resolution is effective immediately upon passage.

ATTEST:

PASSED this 21st day of February, 2008
APPROVED this 21st day of February, 2008

Assistant Secretary

David S. Wolff
Chairman
RESOLUTION APPROVING INCREASE IN AMOUNT OF AUTHORIZED METROPOLITAN TRANSIT AUTHORITY OF HARRIS COUNTY, TEXAS, SALES AND USE TAX REVENUE COMMERCIAL PAPER NOTES, SERIES A AND THE RELATED CREDIT AGREEMENT AND TO EXTEND THE STATED EXPIRATION DATE OF SUCH CREDIT AGREEMENT, INCLUDING THE PREPARATION OF FINANCING AND OFFERING DOCUMENTS; AND MAKING OTHER PROVISIONS REGARDING SUCH NOTES AND MATTERS INCIDENT THERETO

WHEREAS, by Resolution No. 2005-75 (the “Resolution”) adopted on October 27, 2005 by the Board of Directors (the “Board”) of the Metropolitan Transit Authority of Harris County, Texas (the “Authority”), the Board authorized the establishment of a program to issue Sales and Use Tax Revenue Commercial Paper Notes, Series A (the “Notes”), in a maximum principal amount of $400,000,000, as authorized by Chapter 1371, Texas Government Code, as amended, and Section 451.362, Texas Transportation Code, as amended;

WHEREAS, the Resolution also approved an irrevocable Letter of Credit and Reimbursement Agreement, dated as of October 27, 2005, between the Authority and DEPFA Bank, PLC, acting through its New York Branch (the “Letter of Credit”) in a Maximum Stated Amount covering $200,000,000 of principal amount of Notes plus 270 days of interest at 10% per annum;

WHEREAS, the Letter of Credit has a stated expiration date of April 30, 2008;

WHEREAS, the Board has determined that it is in the Authority’s best interests to obtain one or more substitute credit agreements (the “Substitute Letter of Credit”) in an aggregate Maximum Stated Amount of covering $300,000,000 of principal amount of Notes plus 270 days of interest at 10% per annum;

WHEREAS, the Board wishes to approve (1) the preparation of all financing and offering documents necessary to effectuate the execution of the Substitute Letter of Credit, the increase in the Maximum Stated Amount for the Substitute Letter of Credit and the related increase in the principal amount of Notes that can be issued from $200,000,000 to $300,000,000, and (2) the initiation of the credit rating process in connection with the issuance and sale of the Notes;

THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE METROPOLITAN TRANSIT AUTHORITY OF HARRIS COUNTY, TEXAS, THAT:
ARTICLE I

PREPARATION OF FINANCING
AND OFFERING DOCUMENTS

The Board hereby approves the preparation by the Authority’s legal counsel, Andrews Kurth LLP, of all financing and offering documents necessary to effectuate the execution of one or more Substitute Letters of Credit and the increase in the Maximum Stated Amount of the Letter of Credit and the related increase in the principal amount of Notes that can be issued from $200,000,000 to $300,000,000.

ARTICLE II

CREDIT RATING PROCESS

The Board hereby approves the initiation by Authority staff, including its President and Chief Financial Officer, together with the Authority’s financial advisor, First Southwest Company, of all necessary and appropriate actions to secure a credit rating for the Authority and the Notes by at least two national credit rating agencies.

ARTICLE III

MISCELLANEOUS

Section 3.1: Authorization of Other Matters Relating Thereto. The Chairman and Vice Chairman of the Board, the President and the Chief Financial Officer and other appropriate officials of the Authority (the “Officials”) are hereby authorized and directed by the Board to do and perform all acts and things and to execute, acknowledge and deliver in the name, under the seal and on behalf of the Authority all certificates, financing statements, instruments and other documents, whether or not herein mentioned, as are necessary or desirable to carry out the terms and provisions of this Resolution. The Officials and such other officials and employees of the Authority as may be designated by the Officials are authorized to incur reasonable and necessary expenses, including travel expenses, in connection with the sale and delivery of the Notes and for presentations to rating agencies, dealers and liquidity banks and prospective purchasers of the Notes. All such persons shall be entitled to reimbursement by the Authority of such expenses after review and approval thereof by the Board as to reasonableness and necessity.

Section 3.2: If any section, paragraph, clause or provision of this Resolution shall for any reason be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause or provision shall not affect any of the remaining provisions of this Resolution.

Section 3.3: Open Meeting. It is hereby found, determined and declared that a sufficient written notice of the date, hour, place and subject of the meeting of the Board at which this Resolution was adopted was posted at a place convenient and readily accessible at all times.
to the general public for the time required by law preceding this meeting, as required by the Open Meetings Law, Chapter 551, Texas Government Code and that this meeting has been open to the public as required by law at all times during which this Resolution and the subject matter thereof has been discussed, considered and formally acted upon. The Board further ratifies, approves such written notice and the contents and posting thereof.

Section 3.4: Repealer. All orders, resolutions and ordinances, or parts thereof, inconsistent herewith are hereby repealed to the extent of such inconsistency.

Section 3.5: Effective Date. This Resolution shall be in force and effect from and after its passage on the date shown below.
PASSED AND ADOPTED this March 27, 2008.

METROPOLITAN TRANSIT AUTHORITY OF HARRIS COUNTY, TEXAS

Chairman, Board of Directors

ATTEST:

Secretary, Board of Directors
RESOLUTION NO. 2008-9

A RESOLUTION

AUTHORIZING AND DIRECTING THE PRESIDENT & CEO TO NEGOTIATE, EXECUTE AND DELIVER CONTRACTS WITH SELECTED FIRMS FOR ENVIRONMENTAL REMEDIATION SERVICES; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT

WHEREAS, METRO periodically requires environmental remediation services for major capital projects; and

WHEREAS, METRO issued Requests for Qualifications and Letters of Interest to provide environmental remediation services on an as-needed basis; and

WHEREAS, four firms have been determined most qualified to provide these services;

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 for environmental engineering services, on an "as-needed" basis, with the firms of Laguna Construction, LLC, Weston Solutions, Inc., USA Environmental LP and Columbia Environmental Services, Inc. for a total amount not to exceed $20,000,000.00

Section 2. This resolution is effective immediately upon passage.

PASSED this 27th day of March, 2008
APPROVED this 27th day of March, 2008

ATTEST:

Assistant Secretary

Chairman
A RESOLUTION

AUTHORIZING AND DIRECTING THE PRESIDENT & CEO TO NEGOTIATE, EXECUTE AND DELIVER CONTRACTS WITH SELECTED FIRMS FOR PROFESSIONAL REMEDIATION OVERSIGHT SERVICES; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT

WHEREAS, METRO requires the services of qualified firms to provide oversight of environmental remediation and related work in support of major capital projects; and

WHEREAS, METRO issued a Request for Qualifications; and

WHEREAS, the firms of Wastren Advantage, Inc. and Malcolm Pirnie, Inc. 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 Wastren Advantage, Inc. and Malcolm Pirnie, Inc. for environmental remediation oversight services, on an "as needed" basis, for a total amount not to exceed $5,000,000.00

Section 2. This resolution is effective immediately upon passage.

PASSED this 27th day of March, 2008
APPROVED this 27th day of March, 2008

ATTEST:

[Signature]
Assistant Secretary

[Signature]
Chairman
A RESOLUTION

AUTHORIZING AND DIRECTING THE PRESIDENT & CEO TO NEGOTIATE, EXECUTE AND DELIVER CONTRACTS WITH SELECTED FIRMS FOR UTILITY RELOCATION AND ASSOCIATED CIVIL WORK; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT

WHEREAS, METRO solicited Qualification Statements and Letters of Interest for utility relocation and associated civil work, on an "as needed" basis; and

WHEREAS, four firms have been determined most qualified to perform the work;

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 MMC Houston, BRH – Garver Construction, LP, TJ & T Enterprises, and Reytec Construction Resources, Inc., on an "as needed" basis, for a total amount not to exceed $20,000,000.00

Section 2. This resolution is effective immediately upon passage.

PASSED this 27th day of March, 2008
APPROVED this 27th day of March, 2008

ATTEST:

Assistant Secretary

David S. Wolff
Chairman
A RESOLUTION

AUTHORIZING AND DIRECTING THE PRESIDENT & CEO TO EXECUTE THE OPTION IN THE CONTRACT WITH A.O. PHILLIPS & ASSOCIATES TO SERVE AS A PROGRAM ADVISOR FOR METRO’S SMALL BUSINESS/DISADVANTAGED BUSINESS ENTERPRISE PROGRAM; EXTENDING THE PERIOD OF PERFORMANCE AND INCREASING THE MAXIMUM AUTHORIZED EXPENDITURES UNDER THE CONTRACT; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT

WHEREAS, METRO previously adopted a Small Business/Disadvantaged Business Enterprise Program (hereinafter, the “Program”) to encourage the participation of small and disadvantaged businesses in the markets where METRO acquires goods and services; and

WHEREAS, the program includes the services of a Program Advisor to provide outreach, technical assistance, auditing and oversight support for the administration of the Program; and

WHEREAS, METRO entered into contract with A.O. Phillips & Associates to serve as Program Advisor; and

WHEREAS, the contract contains an option for continued services; and

WHEREAS, A.O. Phillips & Associates has performed satisfactorily and it is appropriate that their services be continued;

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 exercise the option under the contract with A.O. Phillips & Associates for services as a Program Advisor for METRO's Small Business/Disadvantaged Business Enterprise Program, to extend the period of performance by one-year and increase the maximum authorized expenditures under the contract by an amount not to exceed $1,000,000.00

Section 2. This resolution is effective immediately upon passage.

ATTEST:

[Signature]
Assistant Secretary

[Stamp]

PASSED this 27th day of March, 2008

APPROVED this 27th day of March, 2008

[Signature]
Chairman
A RESOLUTION

AUTHORIZING AND DIRECTING THE PRESIDENT & CEO TO NEGOTIATE, EXECUTE AND DELIVER A CONTRACT WITH SIRRUS ENGINEERS, INC. FOR PROFESSIONAL CADD AND VISUALIZATION SERVICES; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT

WHEREAS, METRO solicited Qualification Statements and Letters of Interest for professional CADD and visualization services for the production of technical drawings and audio/visual materials in support of METRO's capital projects; and

WHEREAS, SIRRUS Engineers, Inc. was determined most qualified to provide the necessary services;

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 a contract with SIRRUS Engineers, Inc. for professional CADD and visualization services, for an amount not to exceed $500,000.00

Section 2. This resolution is effective immediately upon passage.

PASSED this 27th day of March, 2008
APPROVED this 27th day of March, 2008

Chairman

ATTEST:

[Signature]
Assistant Secretary

[Signature]
David S. Wolff
Chairman
A RESOLUTION

AUTHORIZING AND DIRECTING THE PRESIDENT & CEO TO NEGOTIATE, EXECUTE AND DELIVER A MODIFICATION TO THE DEVELOPMENT AGREEMENT WITH THE FACILITY PROVIDER FOR CONTINUED PROFESSIONAL CIVIL DESIGN SERVICES; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT

WHEREAS, in furtherance of the implementation of the METROSolutions Transit System Plan, METRO entered into contract with a contractor (hereinafter, the "Facility Provider") using the Hybrid Delivery System of procurement authorized by Subchapter Q, Chapter 451 of the Texas Transportation Code (hereinafter "Subchapter Q"); and

WHEREAS, in accordance with Subchapter Q, METRO selected certain engineering and architectural firms for design of the Phase 1 civil works components of various elements of the METROSolutions Transit System Plan (hereinafter, the "Project"); and

WHEREAS, by way of Resolution 2007-41, METRO executed a Development Agreement with a Facility Provider for Phase 1 deliverables, including preliminary engineering, coordination of professional services and finalization of Project scope, all in preparation for Phase 2 final design and construction, and other Project elements; and

WHEREAS, in accordance with Subchapter Q, and as provided in the Development Agreement, the Facility Provider assumed oversight and management of major tasks performed by the engineers and architects previously selected by METRO; and

WHEREAS, negotiations are ongoing with the Facility Provider to finalize the contract for Phase 2 of the Project; and

WHEREAS, it is necessary to modify the Development Agreement to provide additional funding for continuation of the profession civil design services performed by the previously selected engineers and architects, pending final agreement for Phase 2 of the Project; and

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 a modification to the Development Agreement with the Facility Provider, increasing the maximum authorized expenditures for payment of professional civil design services by an amount not to exceed $13.5 million, and extending the performance period to May 31, 2008.

Section 2. This resolution is effective immediately upon passage.

PASSED this 27th day of March, 2008
APPROVED this 27th day of March, 2008

ATTEST: 
Assistant Secretary

Chairman
A RESOLUTION

AUTHORIZING AND DIRECTING THE PRESIDENT & CEO TO NEGOTIATE, EXECUTE AND DELIVER A MODIFICATION TO THE DEVELOPMENT AGREEMENT WITH THE FACILITY PROVIDER FOR PROJECT MANAGEMENT AND OVERSIGHT SERVICES; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT

WHEREAS, in furtherance of the implementation of the METROSolutions Transit System Plan, (hereinafter, the "Project") METRO entered into contract with a contractor (hereinafter, the "Facility Provider") using the Hybrid Delivery System of procurement authorized by Subchapter Q, Chapter 451 of the Texas Transportation Code (hereinafter "Subchapter Q"); and

WHEREAS, by way of Resolution 2007-41, METRO executed a Development Agreement with a Facility Provider for Phase 1 deliverables, including preliminary engineering, coordination of professional services and finalization of Project scope, all in preparation for Phase 2 final design and construction, and other Project elements; and

WHEREAS, in accordance with Subchapter Q, and as provided in the Development Agreement, the Facility Provider assumed oversight and management of major tasks performed by engineers and architects previously selected by METRO; and

WHEREAS, negotiations are ongoing with the Facility Provider to finalize the contract for Phase 2 of the Project; and

WHEREAS, the Facility Provider is willing to continue its oversight and management tasks, at risk, subject to receipt of payment upon successful completion of negotiations for Phase 2 of the Project; and

WHEREAS, it is necessary to modify the Development Agreement to provide additional funding for project management services provided by the Facility Provider, pending final agreement for Phase 2 of the Project; and

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 a modification to the Development Agreement with the Facility Provider, 
for continued project management services to be provided, "at risk", increasing the 
maximum expenditures under the agreement by an amount not to exceed $8 million, and 
extending the performance period to May 31, 2008.

Section 2. This resolution is effective immediately upon passage.

ATTEST:

[Signature]
Assistant Secretary

PASSED this 27th day of March, 2008
APPROVED this 27th day of March, 2008

[Signature]
David S. Wolff
Chairman
A RESOLUTION

AUTHORIZING AND DIRECTING THE PRESIDENT & CEO TO EXECUTE CONTRACT OPTIONS FOR THE CONTINUED SERVICES OF THOMAS HEMINGWAY AND KATHARINE BARNES; INCREASING THE MAXIMUM AUTHORIZED EXPENDITURES UNDER THE CONTRACT; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT

WHEREAS, METRO previously entered into separate personal service contracts with Thomas Hemingway and with Katharine Barnes for staff support for real estate activities; and

WHEREAS, the contracts contain options to extend the period of performance for one additional year; and

WHEREAS, it is appropriate that METRO retain the services of Thomas Hemingway and Katharine Barnes due to demonstrated expertise in METRO policies and state and federal guidelines, and to enable project continuity;

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 the contract option for the continued services of Thomas Hemingway, extending the period of performance one additional year and increasing the maximum authorized expenditures under the contract by an amount not to exceed $187,200.00.

Section 2. The President & CEO is hereby authorized and directed to execute the contract option for the continued services of Katherine Barnes, extending the period of performance one additional year and increasing the maximum authorized expenditures under the contract by an amount not to exceed $187,200.00.

Section 3. This resolution is effective immediately upon passage.

PASSED this 27th day of March, 2008
APPROVED this 27th day of March, 2008

ATTEST:

Assistant Secretary

David S. Wolff
A RESOLUTION

AUTHORIZING AND DIRECTING THE PRESIDENT & CEO TO NEGOTIATE, EXECUTE AND DELIVER A CONTRACT WITH ZONAR SYSTEMS FOR AN ELECTRONIC FLEET MANAGEMENT SYSTEM; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT

WHEREAS, METRO has performed daily manual inspections of transit vehicles prior to dispatch into regular service; and

WHEREAS, overall fleet maintenance and safety will be enhanced by the use of technology to enable more efficient pre-trip inspection of buses, follow-up maintenance and record keeping; and

WHEREAS, Zonar Systems has developed an electronic pre-trip inspection device which uses radio frequencies to identify critical inspection areas, and monitor and report the condition of the vehicle; and

WHEREAS, Zonar Systems is the only supplier of an electronic fleet management system using a pre-trip inspection device as described herein; and

WHEREAS, sole source justification has been provided;

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 a contract with Zonar Systems for an electronic fleet management system for an amount not to exceed $1,600,000.00

Section 2. This resolution is effective immediately upon passage.

PASSED this 27th day of March, 2008
APPROVED this 27th day of March, 2008

ATTEST:

Assistant Secretary

David S. Wolff
Chairman
RESOLUTION NO. 2008-18

A RESOLUTION

AUTHORIZING AND DIRECTING THE PRESIDENT & CEO TO NEGOTIATE, EXECUTE AND DELIVER A CONTRACT WITH GREATER HOUSTON TRANSPORTATION COMPANY FOR THE OPERATION OF WHEELCHAIR ACCESSIBLE MINIVANS FOR DISABLED TRANSIT PATRONS; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT

WHEREAS, in compliance with federal guidelines, METRO provides transportation services for persons with disabilities who are unable to ride fixed route buses, known as "METROLift"; and

WHEREAS, METRO solicited proposals for the operation and maintenance of wheelchair accessible minivans for disabled transit patrons; and

WHEREAS, proposals were received and carefully evaluated; and

WHEREAS, Greater Houston Transportation Company was determined most qualified to perform the work;

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 a contract with Greater Houston Transportation Company for the operation and maintenance of wheelchair accessible minivans for an amount not to exceed $72,473,721.00.

Section 2. This resolution is effective immediately upon passage.

ATTEST:

PASSED this 27th day of March, 2008
APPROVED this 27th day of March, 2008

Assistant Secretary

David S. Wolff
Chairman
A RESOLUTION

AUTHORIZING AND ADOPTING THE FISCAL YEAR 2008 PROGRAM OF PROJECTS; AUTHORIZING AND DIRECTING THE PRESIDENT & CEO TO PREPARE, SUBMIT AND EXECUTE APPROPRIATE GRANT AGREEMENTS WITH THE FEDERAL TRANSIT ADMINISTRATION FOR RECEIPT OF FEDERAL FUNDING; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT

WHEREAS, METRO may seek grant funding for various transit projects through the Federal Transit Administration; and

WHEREAS, Section 5307 of the Federal Transit Act requires that grantees adopt an annual Program of Projects to identify those projects for which federal funding will be requested; and

WHEREAS, METRO staff has recommended candidate projects (hereinafter referred to as "Projects") for receipt of funds under the Federal Transit Administration's Section 5307 Program of Projects; and

WHEREAS, the Board of Directors has carefully reviewed the recommendations of METRO staff and has determined that the Projects are appropriate for submission as METRO's Section 5307 Program of Projects; and

WHEREAS, federal regulations also require identification of future anticipated Projects for the two subsequent fiscal years; and

WHEREAS, the Board of Directors has carefully reviewed candidate Projects for receipt of federal funds for fiscal years 2009 and 2010 and has determined that these Projects should also be submitted to the Federal Transit Administration;

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

Section 1. The Board of Directors hereby approves and adopts the Projects identified in Attachment 1 as METRO's Fiscal Year 2008 Section 5307 Program of Projects for which federal funding will be requested.
Section 2. The Board of Directors hereby approves those candidate Projects identified in Attachment 2 for submission to the federal Transit Administration for the Fiscal Year 2009 and 2010 Program Projects.

PASSED this 27th day of March, 2008
APPROVED this 27th day of March, 2008

ATTEST:

Assistant Secretary

David S. Wolff
Chairman
A RESOLUTION

AUTHORIZING THE PRESIDENT & CEO TO NEGOTIATE, EXECUTE AND DELIVER APPROPRIATE DOCUMENTS FOR THE ACQUISITION OF PROPERTY, OR INTEREST IN PROPERTY LOCATED IN THE VICINITY OF 6400 HARRISBURG BLVD.; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT

WHEREAS, METRO requires a centrally located facility where light rail vehicles can be inspected and serviced in preparation for transit operations; and

WHEREAS, METRO has identified parcels of land generally located at 6400 Harrisburg Blvd. as appropriate for transit development including a Service and Inspection facility; and

WHEREAS, it is appropriate that METRO acquire the property, or interests in the property, for transit development;

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 agreements and other documents for the acquisition of property, or interests in property, located 6400 Harrisburg, for direct and indirect transit purposes, including a Service and Inspection facility.

Section 2. The President & CEO is hereby authorized and directed to acquire the property, or interests in said property, based upon the appraised value, and is further authorized to undertake such administrative adjustments as deemed necessary.

Section 3. This resolution is effective immediately upon passage.

PASSED this 27th day of March, 2008
APPROVED this 27th day of March, 2008

ATTEST: 

Assistant Secretary

Chairman
RESOLUTION AUTHORIZING THE EXECUTION AND DELIVERY OF A MASTER LEASE PURCHASE AGREEMENT AND APPENDICES RELATING TO THE AUTHORITY'S EQUIPMENT LEASING PROGRAM; ACKNOWLEDGING THE EXECUTION AND DELIVERY OF A MASTER TRUST AGREEMENT, SUPPLEMENTAL TRUST AGREEMENTS, AND ASSIGNMENT AGREEMENTS AND THE ISSUANCE OF LEASE REVENUE CERTIFICATES OF PARTICIPATION THEREUNDER; AUTHORIZING THE EXECUTION AND DELIVERY OF APPENDIX 1 AND ACKNOWLEDGING THE EXECUTION AND DELIVERY OF THE FIRST SUPPLEMENTAL TRUST AGREEMENT AND THE ISSUANCE OF CERTIFICATES OF PARTICIPATION THEREUNDER; AND APPROVING OTHER MATTERS INCIDENT AND RELATING THERETO

WHEREAS, pursuant to the authority of Chapter 451, Texas Transportation Code, as amended, Chapter 271, Subchapter A, Texas Local Government Code, as amended, and Chapter 1371, Texas Government Code, as amended, the Metropolitan Transit Authority of Harris County, Texas (the "Authority") is authorized to execute, perform and make payments under a contract with any person for the use or the purchase or other acquisition of any personal property, or the financing thereof;

WHEREAS, the Board of Directors (the "Board") of the Authority has determined that it is in the best interest of the Authority to establish a lease/purchase program with First Southwest Leasing Company, as lessor (the "FSW Leasing"), to finance the acquisition of certain equipment (the "Equipment"), including buses, bus rapid transit vehicles and rail rapid transit vehicles (the "Program");

WHEREAS, in order to implement the Program, the Authority wishes to enter into a Master Lease Agreement with FSW Leasing and multiple Appendices thereto (collectively, the "Lease Agreement") whereby the Authority, as lessee, will make lease payments (the "Lease Payments") to FSW Leasing and FSW Leasing will lease and sell the Equipment to the Authority;

WHEREAS, FSW Leasing is expected to approve a Master Trust Agreement and multiple Supplemental Trust Agreements (collectively, the "Trust Agreement") and related Absolute Assignment Agreements (the "Assignment Agreements"), whereby FSW Leasing will assign to Wells Fargo Corporate Trust Services, as Trustee, all of its rights, title and interest in the Lease Agreement, its rights to receive Lease Payments thereunder and its security interest in the Equipment;

WHEREAS, pursuant to the Trust Agreement, the Trustee will sell multiple series of Lease Revenue Certificates of Participation (the "Certificates"), each evidencing a proportionate ownership interest in the stream of Lease Payments set out in a particular Appendix;
WHEREAS, FSW Leasing will use the proceeds of each series of the Certificates to acquire the Equipment described in the related Appendix;

WHEREAS, the Authority wishes to initiate the acquisition of one hundred buses pursuant to the Program by execution and delivery of Appendix 1;

WHEREAS, the Master Lease Agreement, Master Trust Agreement, Appendix 1 and First Supplemental Trust Agreement and forms of the Appendices and Assignment Agreements have been presented to the Board at this meeting;

WHEREAS, the Board of Directors now desires to (i) approve the Master Lease Agreement and Master Trust Agreement and forms of the Appendices and Assignment Agreements, (ii) acknowledge the issuance of Certificates by the Trustee pursuant to the Master Trust Agreement, (iii) acknowledge FSW Leasing's anticipated execution of the First Supplemental Trust Agreement and issuance of Lease Revenue Certificates of Participation, Series 2008A, and (iv) approve the execution and delivery of any other certificates and instruments necessary or appropriate to consummate the transactions contemplated hereby; and

WHEREAS, the meeting at which this Resolution is considered is open to the public as required by law and the public notice of the time, place and purpose of said meeting was given as required by Texas Government Code, Chapter 551, as amended.

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

Section 1. Approval of Documents. (a) The Board hereby approves the execution and implementation by the Authority of the Master Lease Agreement and Appendices thereto in substantially the forms presented at this meeting. The Board hereby further specifically approves the execution and delivery of Appendix 1 for the purposes set out therein.

(b) The Board hereby acknowledges the execution and implementation by FSW Leasing and the Trustee of the Master Trust Agreement, Supplemental Trust Agreements and Assignment Agreements in substantially the forms presented at this meeting and the issuance by the Trustee of multiple series of Certificates pursuant to the Master Trust Agreement and the Supplemental Trust Agreements, with such changes thereto as may be required by the Trustee, the Attorney General of Texas or any of the attorneys rendering an opinion as to the validity and enforceability of the Certificates, the documents executed by FSW Leasing and the Trustee in connection therewith or the tax exemption of the interest component of distributions with respect to the Certificates. The Board hereby further acknowledges the execution of the First Supplemental Trust Agreement and the issuance of Lease Revenue Certificates of Participation, Series 2008A thereunder.

Section 2. Sale and Delivery of Certificates; Offering Memorandum. The Board hereby approves the sale of each series of Certificates, including the Lease Revenue Certificates of Participation, Series 2008A. The distribution of an Offering Memorandum, in substantially the form presented at this meeting, in connection with the offering for sale of each series of the Certificates, including the Lease Revenue Certificates of Participation, Series 2008A, is hereby acknowledged and approved.
Section 3. Further Proceedings. Incident to the execution and delivery of the Master Lease Agreement and the Appendices thereto, including Appendix 1, the Chairman, Vice Chairman and Secretary of the Board and the President/Chief Executive Officer and Chief Financial Officer are hereby authorized, empowered and directed to do all such acts and things and to execute such documents on behalf of the Authority and to do any and all things as may be necessary or desirable to carry out and comply with the provisions thereof and are further authorized to take any and all further action to execute and deliver any other documents as may be necessary in Resolution to successfully implement the Program.

Section 4. Engagement of Professionals. The Board hereby confirms the engagement of Andrews Kurth LLP as Bond Counsel ("Bond Counsel") and First Southwest Company as Financial Advisor for the Authority in accordance with the terms of such firms' existing engagements with the Authority.

Section 5. Repealer. All orders or resolutions or parts thereof, which are in conflict or inconsistent with any provision of this Resolution are hereby repealed to the extent of such conflict, and the provisions of this Resolution shall be and remain controlling as to the matters contained herein.

Section 6. Severability. If any provisions of this Resolution or the application thereof to any circumstance shall be held to be invalid, the remainder of this Resolution and the application thereof to other circumstances shall nevertheless be valid and the Board of Directors hereby declares that this Resolution would have been enacted without such invalid provision.
PASSED this 24th day of April, 2008
APPROVED this 24th day of April, 2008

ATTEST:

[Signature]
Assistant Secretary

[Signature]
David S. Wolff
Chairman
A RESOLUTION

AUTHORIZING AND DIRECTING THE PRESIDENT & CEO TO NEGOTIATE, EXECUTE AND DELIVER A CONTRACT WITH PFEIFFER & SON, LTD. FOR THE CONSTRUCTION, OPERATION AND MAINTENANCE OF TRAFFIC SIGNAL SYSTEMS AND MOBILITY ENHANCEMENTS; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT

WHEREAS, METRO requires professional services for the construction, operation and maintenance of traffic signal systems and the implementation of mobility enhancements that are necessary to support transit service in designated travel corridors; and

WHEREAS, METRO issued a Request for Proposals for performance of the work; and

WHEREAS, the firm of Pfeiffer & Son, Ltd has 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 a contract with Pfeiffer & Son, Ltd for the construction, operation and maintenance of traffic signal systems and the implementation of mobility enhancements, for an amount not to exceed $15,000,087.79

Section 2. This resolution is effective immediately upon passage.

PASSED this 24th day of April, 2008
APPROVED this 24th day of April, 2008

ATTEST:

[Signature]
Assistant Secretary

[Signature]
Chairman
A RESOLUTION

AUTHORIZING AND DIRECTING THE PRESIDENT & CEO TO NEGOTIATE, EXECUTE AND DELIVER A CONTRACT WITH HDR ENGINEERING FOR GENERAL PLANNING CONSULTANT SERVICES; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT

WHEREAS, METRO has a continuing need for general planning consultant services for regional and corridor transit planning, facility planning, travel demand forecasting, federal submittals and related professional services in support for METROsolutions and the Regional Transit Plan; and

WHEREAS, METRO issued a Request for Qualifications for general planning consultant services; and

WHEREAS, HDR Engineering, Inc. was 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 a contract with HDR Engineering, Inc. for general planning consultant services for an amount not to exceed $11,000,000.00

Section 2. This resolution is effective immediately upon passage.

PASSED this 24th day of April, 2008
APPROVED this 24th day of April, 2008

ATTEST:

[Signatures]
Assistant Secretary

[Signatures]
Chairman
A RESOLUTION

AUTHORIZING AND DIRECTING THE PRESIDENT & CEO TO NEGOTIATE, EXECUTE AND DELIVER APPROPRIATE AGREEMENTS FOR THE ACQUISITION OF 100 HYBRID ELECTRIC BUSES; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT

WHEREAS, replacement of older transit vehicles with more efficient and better performing hybrid electric buses will reduce operating costs, lower emissions and improve reliability; and

WHEREAS, METRO staff has recommended the acquisition of fifty 40-foot hybrid electric transit vehicles, manufactured by Daimler Buses North America, as a part of METRO's long-range fleet replacement plan; and

WHEREAS, METRO staff has also recommended the acquisition of fifty 45-foot hybrid electric suburban vehicles, manufactured by Motor Coach Industries; and

WHEREAS, the Board of Directors concurs with the recommendations of METRO staff for long range fleet replacement; and

WHEREAS, it is appropriate that METRO proceed with acquisition of the hybrid electric vehicles;

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 appropriate agreements for the acquisition of 100 hybrid electric vehicles for a total cost not to exceed $62,619,000.

Section 2. This resolution is effective immediately upon passage.

PASSED this 24th day of April, 2008

ATTEST:

David S. Wolff
Chairman

APPROVED this 24th day of April, 2008

Assistant Secretary
A RESOLUTION

AUTHORIZING AND DIRECTING THE PRESIDENT & CEO TO EXECUTE AND DELIVER A CONTRACT WITH HYDRAQUIP DISTRIBUTION, INC. FOR THE PURCHASE OF HYDRAULIC PUMPS AND PARTS; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT

WHEREAS, METRO issued an invitation for bids for hydraulic pumps and associated parts for buses; and

WHEREAS, Hydraquip Distribution, 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 President & CEO is hereby authorized and directed to execute and deliver a requirements contract with Hydraquip Distribution, Inc. for the purchase of hydraulic pumps and parts, for an amount not to exceed $479,556.00.

Section 2. This resolution is effective immediately upon passage.

PASSED this 24th day of April, 2008
APPROVED this 24th day of April, 2008

ATTEST:

[Signatures]

Assistant Secretary

[Signatures]

David S. Wolff
Chairman
RESOLUTION NO. 2008-26

A RESOLUTION

AUTHORIZING AND DIRECTING THE PRESIDENT & CEO TO NEGOTIATE, EXECUTE AND DELIVER A MODIFICATION TO THE DEVELOPMENT AGREEMENT WITH THE FACILITY PROVIDER FOR PRECONSTRUCTION AND MANAGEMENT SERVICES; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT

WHEREAS, in furtherance of the implementation of the METRO Solutions Transit System Plan (hereinafter, the "Project"), METRO entered into contract with a contractor (hereinafter, the "Facility Provider") using the Hybrid Delivery System of procurement authorized by Subchapter Q, Chapter 451 of the Texas Transportation Code (hereinafter "Subchapter Q"); and

WHEREAS, by way of Resolution 2007 – 41, METRO executed a Development Agreement with the selected Facility Provider for Phase 1 deliverables, including preliminary engineering, coordination of professional services and finalization of Project scope, and proceeded to enter into negotiations for Phase 2 final design and construction, and other Project elements; and

WHEREAS, in accordance with Subchapter Q, and as provided in the Development Agreement, the Facility Provider assumed oversight and management of pre-construction services performed by subcontractors in preparation for Phase 2 of the Project; and

WHEREAS, negotiations are ongoing with the Facility Provider to finalize the contract for Phase 2 of the Project; and

WHEREAS, it is necessary to modify the Development Agreement to provide additional funding for payment for the pre-construction services provided by Facility Provider subcontractors;
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 a modification to the Development Agreement with the Facility Provider, to provide payment for pre-construction and project management services as provided by Facility Provider subcontractors, increasing the maximum expenditures under the Development Agreement by a total amount not to exceed $10 million, and extending the performance period to May 31, 2008. The authorized amount includes funds for a one-month option for continued services.

Section 2. This resolution is effective immediately upon passage.

PASSED this 24th day of April, 2008
APPROVED this 24th day of April, 2008

ATTEST:

[Signature]
Assistant Secretary

[Signature]
David S. Wolff
Chairman
A RESOLUTION

AUTHORIZING AND DIRECTING THE PRESIDENT & CEO TO NEGOTIATE, EXECUTE AND DELIVER APPROPRIATE AGREEMENTS FOR PROFESSIONAL SERVICES NECESSARY FOR IMPLEMENTATION OF METRO SOLUTIONS; DELEGATING AUTHORITY TO THE PRESIDENT & CEO TO MAKE SUCH DECISIONS AS NECESSARY TO ENTER INTO SUCH AGREEMENTS; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT

WHEREAS, in furtherance of the implementation of the METRO Solutions Transit System Plan, Hereinafter, the “Project”) METRO used the Hybrid Delivery System method of procurement authorized by Subchapter Q, Chapter 451 of the Texas Transportation Code (hereinafter, Subchapter Q”) to select a Facility Provider whose proposal offered the best value on the basis of the published selection criteria and price; and

WHEREAS, proposals were submitted by three firms from which METRO selected Washington Group Transit Management Group, also known as Washington Group International, to serve as the Facility Provider for the Project; and

WHEREAS, by way of Resolution 2007 – 41, METRO executed a Development Agreement with the selected Facility Provider for Phase 1 deliverables, including preliminary engineering, coordination of professional services and finalization of Project scope, and proceeded to enter into negotiations for Phase 2 final design and construction, and other Project elements; and

WHEREAS, negotiations for Phase 2 final design and construction are ongoing; and

WHEREAS, it is appropriate that METRO obtain the services of a professional services firm to provide for the continuation of services necessary to advance the implementation of METRO Solutions; and
WHEREAS, the Board wishes to delegate to the President & CEO the authority to select a professional services firm in accordance with the provisions set forth in Subchapter Q;

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

Section 1. The Board of Directors hereby delegates to the President & CEO the authority to select a firm, in accordance with the provisions set forth in Subchapter Q, to advance the implementation of METRO Solutions.

Section 2. The President & CEO is hereby authorized and directed to negotiate, execute and deliver a contract with such professional services firm to advance the implementation of METRO Solutions. The contract shall be for an amount not to exceed $12 million, and shall have a term from May, 2008 through December, 2008.

Section 3. This resolution is effective immediately upon passage.

PASSED this 24th day of April, 2008
APPROVED this 24th day of April, 2008

ATTEST:

[Signature] Assistant Secretary

[Signature] Chairman

David S. Wolff
A RESOLUTION APPROVING A SUBSTITUTE CREDIT AGREEMENT AND AN UPDATED OFFERING MEMORANDUM RELATING TO THE METROPOLITAN TRANSIT AUTHORITY OF HARRIS COUNTY, TEXAS SALES AND USE TAX REVENUE COMMERCIAL PAPER NOTES, SERIES A; AUTHORIZING THE CHIEF FINANCIAL OFFICER TO APPROVE REVISIONS TO THE RESOLUTION, ISSUING AND PAYING AGENCY AGREEMENT AND DEALER AGREEMENT TO ACCOMMODATE LIQUIDITY IN PLACE OF THE LETTER OF CREDIT FOR THE NOTES; AND RESOLVING OTHER MATTERS RELATED THERETO

WHEREAS, the Metropolitan Transit Authority of Harris County, Texas (the "Authority") has heretofore approved for issuance $400,000,000 of its Sales and Use Tax Revenue Commercial Paper Notes, Series A (the "Series A Program" or "Series A Notes") pursuant to Resolution No. 2005-75 (the "Resolution"), approved by the Board of Directors on October 27, 2005;

WHEREAS, the Authority has previously entered into Letter of Credit and Reimbursement Agreement, dated as of October 27, 2005, as amended, in a Commitment Amount of $200,000,000 plus interest at 10% for 270 days, which is scheduled to expire on June 30, 2008, between the Authority and Depfa Bank plc, acting through its New York Branch; and

WHEREAS, the Board of Directors has determined that it is in the best interest of the Authority to accept the proposal of JPMorgan Chase Bank, National Association, Depfa Bank plc, acting through its New York Branch and Compass Bank (collectively, the "Credit Provider") to provide a 364-day liquidity facility in a Commitment Amount of $300,000,000 plus interest at 10% for 270 days;

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

Section 1. Approval of Credit Agreement. The Credit Agreement, dated June 15, 2008, between the Authority and the Credit Provider (the "Credit Agreement"), substantially in the form attached hereto as Exhibit A, is hereby approved, subject to such insertions, additions, and modifications as shall be necessary to (a) carry out the Series A Program, (b) comply with the conditions set forth in the Resolution and with all other applicable laws, rules and regulations, and (c) carry out the other intents and purposes of this resolution and the Resolution, and each of the Chairman of the Board, the President and Chief Executive Officer and the Chief Financial Officer are hereby authorized to execute and deliver the Credit Agreement, along with any necessary certificates or other documents to evidence the approval thereof on behalf of the Authority in one or more counterparts and the Secretary of the Board of Directors is hereby authorized to attest and affix the Authority’s seal thereto.

Section 2. Approval of Updated Offering Memorandum. The updated Offering Memorandum for the Series A Notes, substantially in the form attached hereto as Exhibit B, is hereby approved and the Dealers for the Series A Notes are hereby authorized to use the updated Offering Memorandum in the offering thereof, subject to such insertions, additions and modifications as shall be deemed necessary by the Chief Financial Officer.
Section 3. Delegation of Authority to Revise Documents. The Authority hereby authorizes the Chief Financial Officer or her authorized representative to approve revisions, if any, to the Resolution, Issuing and Paying Agency Agreement, dated as of October 27, 2005, between the Authority and Deutsche Bank Trust Company Americas, and the Dealer Agreement, dated as of October 27, 2005, among the Authority, J.P. Morgan Securities Inc., Loop Capital Markets, LLC and Ramirez & Co. Inc., as she may deem necessary or desirable to accommodate the substitution of the Credit Agreement for the expiring Letter of Credit provided by Depfa Bank plc, or as may be necessary or desirable to carry out the purposes of this resolution or protect the interests of the Authority.

Section 4. Authorization of Notice to Rating Agencies. The Authority hereby authorizes the Chief Financial Officer or her authorized representative to provide to each rating agency which has issued a rating on the Series A Notes, notice of the Authority’s execution of the Credit Agreement, the increased amount of the Commitment and the expiration date.

Section 5. Other Consents and Notices. The Authority hereby authorizes the Chief Financial Officer or her authorized representative to provide any notices to the Dealers, Issuing and Paying Agent and others, to the extent required by the Resolution, the Dealer Agreement and the Issuing and Paying Agency Agreement in connection with any actions authorized herein.

Section 6. Further Procedures. The Chairman of the Board of Directors, President and Chief Executive Officer, Secretary of the Board of Directors and Chief Financial Officer (or their authorized representatives) and all other officers, employees and agents of the Authority, and each of them, shall be and they are hereby expressly authorized, empowered and directed from time to time and at any time to do and perform all such acts and things and to execute, acknowledge and deliver in the name and under the seal and on behalf of the Authority all such instruments, whether or not herein mentioned, as may be necessary or desirable in order to carry out the terms and provisions of this resolution, the Resolution, the Credit Agreement, the Dealer Agreement, the Issuing and Paying Agency Agreement, the Series A Notes and the Credit Agreement Notes. In addition, the Chairman of the Board of Directors, President and Chief Executive Officer, Secretary of the Board of Directors and Chief Financial Officer (or their authorized representatives) are hereby authorized to approve, subsequent to the date of the adoption of this resolution, any amendments, revisions, modifications or deletions to the Credit Agreement as may be required by any bond rating agency, as a condition to the granting or maintenance of a rating on the Series A Notes or as may be necessary or desirable to carry out the purposes of this resolution or protect the interests of the Authority. Further, the Chairman of the Board of Directors, President and Chief Executive Officer, Secretary of the Board of Directors and Chief Financial Officer (or their authorized representatives) are hereby authorized to execute and/or deliver any or other instruments requested by the Attorney General of the State of Texas concerning the Authority’s sales and use tax and its issuance of Series A Notes and Credit Agreement Notes. If requested by the Attorney General of Texas, or his representatives, the Chief Financial Officer may authorize such ministerial changes in the written text of this resolution as are necessary to obtain the Attorney General’s approval of the Credit Agreement and as she determines are consistent with the intent and purpose of this resolution, which determination shall be final.
Section 7. Severability. If any one or more of the covenants, agreements or provisions herein contained shall be held contrary to any express provisions of law or contrary to the policy of express law, though not expressly prohibited, or against public policy, or shall for any reason whatsoever be held invalid, then such covenants, agreements or provisions shall be null and void and shall be deemed separable from the remaining covenants, agreements or provisions and shall in no way affect the validity of any of the other provisions hereof or of the Notes issued hereunder.

Section 8. Approval of the Attorney General. No Series A Notes shall be sold or delivered by the Authority pursuant to the Credit Agreement until the Attorney General of Texas shall have approved the Credit Agreement.

Section 9. No Recourse Against Authority Officials. No recourse shall be had for the payment of the principal of or interest on the Series A Notes for any claim based thereon or on this resolution or the Credit Agreement against any official, officer, agent or employees of the Authority or any person executing the Credit Agreement.

Section 10. Open Meeting. It is hereby found, determined and declared that a sufficient written notice of the date, hour, place, and subject of the meeting of the Board of Directors at which this resolution was adopted was posted at a place convenient and readily accessible at all times to the general public at the Administration Building of the Authority for the time required by law preceding this meeting, as required by the Open Meetings Act, Chapter 551, Texas Government Code; and that this meeting has been open to the public as required by law at all times during which this Resolution and the subject matter thereof has been discussed, considered and formally acted upon. The Board of Directors further ratifies, approves, and confirms such written notice and the contents and posting thereof.

Section 11. Effective Date. This resolution is effective immediately upon its passage and approval.
ATTEST:

Assistant Secretary

PASSED this 22nd day of May, 2008
APPROVED this 22nd day of May, 2008

Gerald B. Smith
Vice-Chairman
A RESOLUTION

APPROVING PROJECTS FOR FEDERAL FUNDING; AUTHORIZING AND DIRECTING THE PRESIDENT & CEO TO SUBMIT GRANT APPLICATIONS FOR RECEIPT OF PROJECT FUNDS AND EXECUTE ANY RESULTING GRANT AGREEMENTS; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT

WHEREAS, the Safe, Accountable, Flexible, Efficient Transportation Equity Act: A Legacy for Users (hereinafter, "SAFETEA-LU") includes provisions under which governmental entities may apply for and receive federal funds for eligible transit projects within their respective regions; and

WHEREAS, SAFETEA-LU includes a "Job Access/Reverse Commute" (or JARC) Program which supports job access to lower-income persons with limited transportation options and reverse commute projects that enable low-income urban residents to access suburban employment opportunities; and

WHEREAS, METRO is the designated recipient for Houston Urbanized Area Section 5307 formula funds through which monies for the JARC Program is dispersed; and

WHEREAS, federal grant funds are remaining from the fiscal year 2006 allocation for JARC projects; and

WHEREAS, the Regional VanPool Program satisfies the criteria for eligibility as a JARC project; and

WHEREAS, it is appropriate that the funds currently available from the fiscal year 2006 allocation for JARC projects be assigned to the Regional VanPool Program;
NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE METROPOLITAN TRANSIT AUTHORITY THAT:

Section 1. The Board of Directors hereby approves the Regional VanPool Program for assignment of federal JARC funds.

Section 2. The President & CEO is hereby authorized and directed to submit any grant applications, execute and deliver any resulting grant agreements, and take such other administrative action as necessary for receipt of federal funds.

Section 3. This resolution is effective immediately upon passage.

PASSED this 22nd day of May, 2008
APPROVED this 22nd day of May, 2008

ATTEST:

Gerald B. Smith
Vice-Chairman

Assistant Secretary
A RESOLUTION
APPROVING BROKER/DEALERS FOR METRO'S FINANCIAL TRANSACTIONS; AND
MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT

WHEREAS, METRO has adopted an investment policy for the current fiscal year; and

WHEREAS, the Investment Policy requires periodic review of those brokers/dealers eligible to conduct financial transactions with METRO and provides for the replacement or designation of other broker/dealers; and

WHEREAS, the qualifications of interested broker/dealers have been carefully evaluated;

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

Section 1. The Board of Directors hereby approves those broker/dealers, identified in Attachment A, as eligible to conduct financial transactions with METRO.

Section 2. This resolution is effective immediately upon passage.
RESOLUTION NO. 2008-31

A RESOLUTION

AUTHORIZING AND DIRECTING THE PRESIDENT & CEO TO NEGOTIATE, EXECUTE AND DELIVER A MODIFICATION TO THE CONTRACT WITH MERCER HUMAN RESOURCES CONSULTING FOR CONTINUED PERSONNEL BENEFITS CONSULTING SERVICES; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT

WHEREAS, METRO previously entered into contract with Mercer Human Resources Consulting for personnel benefits consulting and brokerage services; and

WHEREAS, the contract contains an option for an additional two years of services; and

WHEREAS, Mercer Human Resources Consulting has performed satisfactorily and it is appropriate that METRO exercise the option for continued services;

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 a modification to the contract with Mercer Human Resources Consulting to exercise the option for an additional two years of services, for an amount not to exceed $456,600.00

Section 2. This resolution is effective immediately upon passage.

PASSED this 22nd day of May, 2008
APPROVED this 22nd day of May, 2008

ATTEST:

Assistant Secretary

Gerald B. Smith
Vice-Chairman
A RESOLUTION

AUTHORIZING AND DIRECTING THE PRESIDENT & CEO TO NEGOTIATE, EXECUTE AND DELIVER A CONTRACT WITH DELOITTE CONSULTING LLP FOR A COMPENSATION STUDY; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT

WHEREAS, a Request for Proposals was issued for a study and analysis of METRO'S compensation structure for salaried personnel; and

WHEREAS, several firms responded to the Request for Proposals; and

WHEREAS, the firm of Deloitte Consulting LLP was determined most qualified to provide the necessary services;

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 a contract with Deloitte Consulting LLP for a compensation study for an amount not to exceed $183,375.

Section 2. This resolution is effective immediately upon passage.

PASSED this 22nd day of May, 2008
APPROVED this 22nd day of May, 2008

ATTEST:

Gerald B. Smith
Vice-Chairman
A RESOLUTION

AUTHORIZING AND DIRECTING THE PRESIDENT & CEO TO EXECUTE AND DELIVER A CONTRACT WITH HAR-CON MECHANICAL CONTRACTORS, LLP FOR MAINTENANCE AND REPAIR OF HEATING, VENTILATION AND AIR CONDITIONING EQUIPMENT; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT

WHEREAS, METRO requires routine maintenance and repair of the heating, ventilation and air conditioning equipment at its operating and support facilities; and

WHEREAS, METRO invited bids for performance of the work; and

WHEREAS, Har-Con Mechanical Contractors, LLC 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 contract with Har-Con Mechanical Contractors, LLC for maintenance and repair of heating, ventilation and air conditioning equipment for an amount not to exceed $277,467.

Section 2. This resolution is effective immediately upon passage.

PASSED this 22nd day of May, 2008
APPROVED this 22nd day of May, 2008

ATTEST:

Gerald B. Smith
Vice-Chairman
A RESOLUTION

AUTHORIZING AND DIRECTING THE PRESIDENT & CEO TO NEGOTIATE, EXECUTE
AND DELIVER MODIFICATIONS TO THE CONTRACTS WITH CONTRACT LAND STAFF
AND BRIGGS FIELD SERVICES FOR RIGHT-OF-WAY AND RELOCATION
CONSULTANT SERVICES; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO
THE SUBJECT

WHEREAS, METRO entered into contract with Contract Land Staff and with Briggs
Field Services for right-of-way and relocation consultant services for real estate
acquisitions; and

WHEREAS, METRO has an increased need for right-of-way and relocation
consultant services for staff support for the acquisition of property for METRO Solutions;
and

WHEREAS, Contract Land Staff and Briggs Field Services have performed
satisfactorily and it is appropriate that their services be continued;

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 modifications to the contracts with Contract Land Staff and Briggs Field
Services for right-of-way and relocation consultant services, increasing the maximum
authorized expenditures under the contracts by the total not-to-exceed amount of $12
million.

Section 2. This resolution is effective immediately upon passage.

PASSED this 22nd day of May, 2008
APPROVED this 22nd day of May, 2008

ATTEST:

Assistant Secretary

Gerald B. Smith
Vice-Chairman
A RESOLUTION

APPROVING A CONSENT AGREEMENT WITH THE CITY OF HOUSTON FOR THE CONSTRUCTION, OPERATION AND MAINTENANCE OF PHASE 2 METRORAIL AND THE METRO SOLUTIONS PROJECT; AUTHORIZING AND DIRECTING THE PRESIDENT & CEO TO EXECUTE AND DELIVER THE CONSENT AGREEMENT; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT

WHEREAS, pursuant to Section 451.056 of the Texas Transportation Code, METRO may "acquire, construct, develop, own, operate, and maintain a transit authority system in the territory of the Authority, including the territory of a political subdivision;" and pursuant to Section 451.058(a) of the Texas Transportation Code, "as necessary or useful in the construction, repair, maintenance or operation of the transit authority system, METRO may: (1) use a public way, including an alley; and (2) directly, or indirectly by another person, relocate or reroute the property of another person or alter the construction of the property of another person; " and

WHEREAS, pursuant to Section 451.058(e) of the Texas Transportation Code, unless the power of eminent domain is exercised, METRO may not begin an activity authorized under Section 451.058(a) or alter or damage the property of a political subdivision of this State without having first received written permission from such political subdivision; and

WHEREAS, METRO is proceeding with significant improvements to the transit system, including the implementation of guided rapid transit in designated travel corridors, commuter rail and Signature Bus service are in furtherance of the expansion of METRORail and the METRO Solutions Projects (hereinafter referred to as the "Project"); and

WHEREAS, a significant portion of the Project will be constructed on, under or across property which is owned or controlled by the City of Houston ("City"); and
WHEREAS, representatives of METRO and the City have negotiated the terms of a consent agreement ("Consent Agreement") for purposes of satisfying the statutory requirement and identifying the rights and responsibilities of METRO and the City for the design, construction, operation and maintenance of the Project; and

WHEREAS, the Board of Directors has reviewed the Consent Agreement terms and believes that it should be approved and its execution authorized;

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

Section 1. The Board of Directors hereby approves and adopts the terms and conditions of a Consent Agreement with the City of Houston, for the construction, operation and maintenance of Phase II METRORail and METRO Solutions.

Section 2. The President & CEO is hereby authorized and directed to execute and deliver the Consent Agreement and to take all administrative actions reasonable and necessary to carry out its terms and conditions in accordance with the Board’s policies and directives.

Section 3. This resolution is effective immediately upon passage.

PASSED this 22nd day of May, 2008
APPROVED this 22nd day of May, 2008

ATTEST:

Gerald B. Smith
Vice-Chairman

Assistant Secretary
A RESOLUTION
RATIFYING AND APPROVING THE TERMINATION OF THE DEVELOPMENT AGREEMENT WITH WASHINGTON GROUP TRANSIT MANAGEMENT COMPANY; RATIFYING AND APPROVING METRO’S ASSUMPTION OF CONTRACTS AND SUBCONTRACTS PREVIOUSLY ADMINISTERED BY WASHINGTON GROUP TRANSIT MANAGEMENT COMPANY; RATIFYING AND APPROVING THE SELECTION OF PARSONS TRANSPORTATION GROUP TO PROVIDE NECESSARY SERVICES IN FURTHERANCE OF METRO SOLUTIONS; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT

WHEREAS, Chapter 451, Subchapter Q, of the Texas Transportation Code (hereinafter “Subchapter Q”) authorizes transit authorities, such as METRO, to use the hybrid delivery system method of procurement for selection of a Facility Provider for the construction of certain large transit projects; and

WHEREAS, in accordance with Subchapter Q, METRO selected Washington Group International, doing business locally as Washington Group Transit Management Company; as the Facility Provider for major components of METRO Solutions (hereinafter “the Project”) and executed a Development Agreement with the Facility Provider for Phase 1 professional services and coordination of activities preliminary to Project construction; and

WHEREAS, METRO proceeded with negotiations with Washington Group Transit Management Company (also hereinafter know as “the Company”) for Phase 2 final design and construction of the Project; and

WHEREAS, negotiations with the Company for the Phase 2 final design and construction of the Project did not reach successful conclusion and the Development Agreement has been terminated; and

WHEREAS, this Board previously authorized the President & CEO to engage a professional services firm, in accordance with Subchapter Q, to continue the work necessary for implementation of the Project; and
WHEREAS, Parsons Transportation Group has been engaged to continue the work necessary for implementation of the Project; and

WHEREAS, negotiations are ongoing with Parsons Transportation Group for execution of a contract setting forth the terms and conditions for Project implementation, including final design and construction (hereinafter "the Contract") as METRO's new Facility Provider; and

WHEREAS, pending execution of the Contract, it is appropriate that METRO temporarily assume various contracts and subcontracts previously administered by the Washington Group Transit Management Company so that Project tasks are not delayed;

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

Section 1. The Board of Directors hereby ratifies and approves the termination of the Development Agreement with the Washington Group Transit Management Company and authorizes the President & CEO to take such administrative action as necessary for contract close-out.

Section 2. The Board of Directors hereby ratifies and approves the temporary assumption of such contracts and subcontracts previously administered by or on behalf of Washington Group Transit Management Corporation which the President & CEO determines are reasonably necessary to enable a continuation of Project tasks, and authorizes the expenditure of sufficient funds to pay for the cost of services performed for Metro under such contracts or subcontracts, pending execution of an agreement with a new Facility Provider.
Section 3. The Board of Directors hereby ratifies and approves the selection of Parsons Transportation Group to provide professional services in furtherance of METRO Solutions in accordance with Resolution 2008-27.

Section 4. This resolution is effective immediately upon passage.

PASSED this 22nd day of May, 2008
APPROVED this 22nd day of May, 2008

ATTEST:

Gerald B. Smith
Vice-Chairman
A RESOLUTION

AUTHORIZING AND DIRECTING THE PRESIDENT & CEO TO NEGOTIATE, EXECUTE AND DELIVER APPROPRIATE AGREEMENTS FOR THE LEASE OF PROPERTY FOR TRANSIT PURPOSES; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT

WHEREAS, METRO will expand and upgrade transit service between the Houston downtown area and the Bush Intercontinental Airport; and

WHEREAS, service enhancements will include development of a central location where patrons can access transit vehicles and other transportation modes for travel to and from the Bush Intercontinental Airport ("Airport"); and

WHEREAS, METRO staff has identified a tract of land at the southwest corner of Travis and Pierce Streets ("Property") for transit purposes including but not limited to, development of a central location for access to transit services between the Houston downtown area and the Airport; and

WHEREAS, it is appropriate that METRO lease the Property for transit system development;

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 agreements for the lease of a tract of land, located at the southwest corner of Travis and Pierce Streets in Houston, Harris County, Texas, for transit system development, including but not limited to, development of a facility for transit services between the Houston Downtown area and the Airport.
Section 2. This resolution is effective immediately upon passage.

PASSED this 22nd day of May, 2008
APPROVED this 22nd day of May, 2008

Gerald B. Smith
Vice-Chairman
A RESOLUTION

DECLARING THE EXISTENCE OF A PUBLIC NECESSITY FOR METRO TO ACQUIRE CERTAIN PROPERTIES AND INTERESTS IN PROPERTIES; DECLARING THAT THE ACQUISITION OF THOSE CERTAIN PROPERTY RIGHTS IS NECESSARY AND PROPER FOR THE CONSTRUCTION, EXTENSION, IMPROVEMENT OR DEVELOPMENT OF METRO'S TRANSIT SYSTEM; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT.

WHEREAS, METRO is proceeding with the development of high capacity transit in the North, Southeast, East End and Uptown travel corridors and the development of station and terminal facilities and support infrastructure at the proposed Intermodal Terminal (collectively, the "Projects"); and

WHEREAS, METRO staff has identified certain properties and interests in properties to be acquired for transit purposes in connection with the construction and operation of the Projects; and

WHEREAS, the Board previously authorized the acquisition of properties and interests in properties along the preferred routes for the North, Southeast, East End and Uptown travel corridors and at the proposed Intermodal Terminal; and

WHEREAS, METRO has endeavored to negotiate and is continuing to negotiate with the owners of such properties in an effort to purchase the necessary property rights, but it appears that it may be necessary to exercise METRO's power of eminent domain to acquire certain properties and property interests; and

WHEREAS, a public hearing has been held for the purpose of hearing testimony and receiving evidence regarding the proposed acquisition of the properties described in Attachments A through E; and
WHEREAS, having heard and considered the comments expressed during the public hearing and having considered the purposes for which the properties and property interests are to be acquired, the Board is of the opinion that there exists a public necessity and it is in the public interest for METRO to acquire the properties described in Attachments A through E;

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

Section 1. The Board of Directors hereby finds and declares that there exists a public necessity and it is in the public interest for METRO to acquire for transit purposes in connection with the construction and operation of the Projects the fee simple interest in the properties identified in Attachments A through E and all additional rights associated with such properties, including but not limited to rights of entry for demolition purposes and temporary construction easements, necessary for the construction and operation of such transit system improvements and components.

Section 2. The Board of Directors hereby finds and declares that the acquisition of such properties and property interests is necessary and proper for the construction, extension, improvement or development of METRO's transit system.
Section 3. The President & CEO, along with legal counsel, is hereby authorized and directed to acquire, by donation, purchase, or exercise of the power of eminent domain, the fee simple interest in the properties identified in Attachments A through E, together with all additional rights associated with such properties, including but not limited to rights of entry for demolition purposes and temporary construction easements, necessary for the construction and operation of the transit system improvements contemplated in the North, Southeast, East End and Uptown travel corridors and at the proposed Intermodal Terminal.

Section 4. This resolution is effective immediately upon passage.

PASSED this 22nd day of May, 2008
APPROVED this 22nd day of May, 2008

ATTEST:

Assistant Secretary

Gerald B. Smith
Vice-Chairman
NORTH CORRIDOR
PROPERTY DESCRIPTIONS

1) Approximately 15,002 square feet of land comprising all of Tracts 2 and 5, Lot 8 of Section 63 of Allen Addition, John Austin Survey, A-1, Harris County, Texas, also known as 2300 N. Main Street (NR 117);

2) Approximately 57 square feet of land out of Lot 1 of Droesche Addition, John Austin Survey, A-1, Harris County, Texas, also known as 703 Boundary Street (NR 147);

3) Approximately 126 square feet of land out of Lot 10 of Droesche Addition, John Austin Survey, A-1, Harris County, Texas, also known as 803 Boundary Street (NR 163);

4) Approximately 218 square feet of land out of Lot 13 of Droesche Addition, John Austin Survey, A-1, Harris County, Texas, also known as 901 Boundary Street (NR 166);

5) Approximately 836 square feet of land out of a tract at the northeast corner of Boundary Street and Gentry Street, John Austin Survey, A-1, Harris County, Texas, also known as 1001 Boundary Street (NR 171);

6) Approximately 12,658.54 square feet of land out of Unrestricted Reserve “A” of Boundary Fulton Subdivision, John Austin Survey, A-1, Harris County, Texas, also known as 2503 Fulton Street (NR 172);

7) Approximately 318 square feet of land out of Lot 12, Block 2 of the Resubdivision of Block 40 of Irvington Addition, John Austin Survey, A-1, Harris County, Texas, also known as 3710 Fulton Street (NR 227);

8) Approximately 3,433 square feet of land out of Lot 13, Block 2 of the Resubdivision of Block 40 of Irvington Addition and out of Lots 1, 2, 3 and 4 and the Reserve, Block 1 of Bowen Addition, John Austin Survey, A-1, Harris County, Texas, also known as 3712, 3714, 3720, and 3724 Fulton Street (NR 228, 229, 230, 231, 232);

9) Approximately 1,394 square feet of land out of Lots 9 and 10, Block 7 of Irvington Court, John Austin Survey, A-1, Harris County, Texas, also known as 3711 Averill Street (NR 243);

10) Approximately 1,729 square feet of land out of Lot 4, Block 2 of Silverdale Addition, John Austin Survey, A-1, Harris County, Texas, also known as 3820 Fulton Street, and a right of entry for demolition purposes (NR 249);

11) Approximately 2,513 square feet of land out of Lot 4, Block 3 of Silverdale Addition, John Austin Survey, A-1, Harris County, Texas, also known as 3906 Fulton Street, and a right of entry for demolition purposes (NR 261);

12) Approximately 7,736 square feet of land out of Lots 6, 7 and 8, Block 6 of White Oak Addition, and Lots 1 and 2, Block 1 of Irvington Court Addition, John Austin Survey, A-1, Harris County, Texas, also known as 4114 Fulton Street (NR 276, 277);
13) Approximately 2,396 square feet of land out of Lots 8 and 9, Block 5 of White Oak Addition, John Austin Survey, A-1, Harris County, Texas, also known as 4200 and 4206 Fulton Street, and a right of entry for demolition purposes (NR 281, 282);

14) Approximately 375 square feet of land out of Lots 2 and 3, Block 4 of White Oak Addition, John Austin Survey, A-1, Harris County, Texas, also known as 4306 Fulton Street, and a right of entry for demolition purposes (NR 291);

15) Approximately 3,419 square feet of land out of Lot 1 and Tract 14, Block 3 of White Oak Addition, John Austin Survey, A-1, Harris County, Texas, also known as 4411 Fulton Street, and a right of entry for demolition purposes (NR 299);

16) Approximately 248 square feet of land out of Lot 3, Block 1 of White Oak Addition, John Austin Survey, A-1, Harris County, Texas, also known as 4611 Fulton Street (NR 318);

17) Approximately 1,734 square feet of land out of a tract at the northwest corner of Fulton Street and Evelyn Street, being a part of a Reserve in Block 1 of White Oak Addition, John Austin Survey, A-1, Harris County, Texas, also known as 4701 Fulton Street, and a right of entry for demolition purposes (NR 328);

18) Approximately 883 square feet of land out of a tract at the southeast corner of Fulton Street and King Drive, J.S. Collins Survey, A-196, Harris County, Texas, also known as 6404 Fulton Street (NR 436);

19) Approximately 1,161 square feet of land out of a tract at the northwest corner of Fulton Street and Melbourne Drive, J.S. Collins Survey, A-196, and O.P. Kelton Survey, A-493, Harris County, Texas, also known as 6403 Fulton Street (NR 440);

20) Approximately 3,812 square feet of land out of Lots 189 and 190, Block 5 of Carrington Place Addition, O.P. Kelton Survey, A-493, Harris County, Texas, also known as 7445 Fulton Street and 203 E. Crosstimbers Street, and a right of entry for demolition purposes (NR 572, 573); and

21) Approximately 1,910 square feet of land out of Lots 135 and 136, Block 4 of Carrington Place Addition, O.P. Kelton Survey, A-493, Harris County, Texas, also known as 7502 Fulton Street (NR 579).
SOUTHEAST CORRIDOR
PROPERTY DESCRIPTIONS

1) Approximately 7,200 square feet of land comprising Lot 4, Block 1 of University Oaks Subdivision, Luke Moore Survey, A-51, Harris County, Texas, also known as 4366 Wheeler Street (SE 147);

2) Approximately 7,200 square feet of land comprising Lot 8, Block 1 of University Oaks Subdivision, Luke Moore Survey, A-51, Harris County, Texas, also known as 4374 Wheeler Street (SE 151);

3) Approximately 7,200 square feet of land comprising Lot 11, Block 1 of University Oaks Subdivision, Luke Moore Survey, A-51, Harris County, Texas, also known as 4380 Wheeler Street (SE 154);

4) Approximately 7,200 square feet of land comprising Lot 12, Block 1 of University Oaks Subdivision, Luke Moore Survey, A-51, City of Houston, Harris County, Texas, also known as 4382 Wheeler Street (SE 155);

5) Approximately 7,800 square feet of land comprising Lot 16, Block 1 of University Oaks Subdivision, Luke Moore Survey, A-51, Harris County, Texas, also known as 4390 Wheeler Street (SE 159);

6) Approximately 7,800 square feet of land comprising Lot 17, Block 1 of University Oaks Subdivision, Luke Moore Survey, A-51, Harris County, Texas, also known as 4392 Wheeler Street (SE 160);

7) Approximately 7,800 square feet of land comprising Lot 18, Block 1 of University Oaks Subdivision, Luke Moore Survey, A-51, Harris County, Texas, also known as 4394 Wheeler Street (SE 161); and

8) Approximately 7,800 square feet of land comprising Lot 19, Block 1 of University Oaks Subdivision, Luke Moore Survey, A-51, Harris County, Texas, also known as 4402 University Oaks Blvd. (SE 162).
EAST END CORRIDOR
PROPERTY DESCRIPTIONS

1) Approximately 114 square feet of land out of Lot 1, Block 564 of Engelke's Addition, S.M. Williams Survey, A-87, Harris County, Texas, also known as 3119 Harrisburg Blvd. (EE 002);

2) Approximately 113 square feet of land out of Lot 6, Block 547 of Rangers Extension Subdivision, S.M. Williams Survey, A-87, Harris County, Texas (EE 006A);

3) Approximately 113 square feet of land out of Lot 1, Block 547 of Rangers Extension Subdivision, S.M. Williams Survey, A-87, Harris County, Texas (EE 006B);

4) Approximately 1,150 square feet of land out of Lot 5, Block 607 of Rangers Extension Subdivision, S.M. Williams Survey, A-87, Harris County, Texas, also known as 3416 Harrisburg Blvd. (EE 008);

5) Approximately 2,570 square feet of land out of Lot 10, Block 619 of Rangers Extension Subdivision, S.M. Williams Survey, A-87, Harris County, Texas, also known as 3506 Harrisburg Blvd. (EE 011);

6) Approximately 3,781 square feet of land out of Lots 1, 2 and 3, Block 16 of Palmer Addition, S.M. Williams Survey, A-87, Harris County, Texas (EE 012);

7) Approximately 113 square feet of land out of Lot 5, Block 7 of Palmer Place, S.M. Williams Survey, A-87, Harris County, Texas, also known as 3509 Harrisburg Blvd. (EE 013);

8) Approximately 1,093 square feet of land out of Lots 3 and 4, Block 17 of Palmer Addition, S.M. Williams Survey, A-87, Harris County, Texas, also known as 3600 Harrisburg Blvd. (EE 014);

9) Approximately 1,054 square feet of land out of Lots 1 and 2, Block 17 of Palmer Addition, S.M. Williams Survey, A-87, Harris County, Texas, also known as 3618 Harrisburg Blvd. (EE 015);

10) Approximately 1,982 square feet of land out of Lots 1, 2, 3 and 4, Block 18 of First Extension of Palmer Addition, S.M. Williams Survey, A-87, Harris County, Texas, also known as 3714 Harrisburg Blvd. (EE 017);

11) Approximately 1,059 square feet of land out of Lots 1, 2 and 3, Block 1 of Brady Home Addition, S.M. Williams Survey, A-87, Harris County, Texas, also known as 3801 and 3819 Harrisburg Blvd. (EE 020);

12) Approximately 261 square feet of land out of Lots 6 and 7, Block 2 of Brady Place Addition, S.M. Williams Survey, A-87, Harris County, Texas, also known as 414 Hunt St. (EE 029);
13) Approximately 305 square feet of land out of Lot 4, Block 3 of Brady Place Addition, S.M. Williams Survey, A-87, Harris County, Texas, also known as 4101 Harrisburg Blvd. (EE 030);

14) Approximately 2,100 square feet of land out of Reserve "B", Harrisburg Market, S.M. Williams Survey, A-87, Harris County, Texas (EE 032);

15) Approximately 23,248 square feet of land out of Reserve "D", Harrisburg Market, S.M. Williams Survey, A-87, Harris County, Texas (EE 032A);

16) Approximately 3,027 square feet of land situated in the S.M. Williams Survey, A-87, Harris County, Texas, being out of the property known as 4610 Harrisburg Blvd. (EE 033);

17) Approximately 113 square feet of land out of Unrestricted Reserve "A", Harrisburg Market, S.M. Williams Survey, A-87, Harris County, Texas (EE 034);

18) Approximately 109 square feet of land out of Lot 1, Block 1 of Anderson and Swope Addition, S.M. Williams Survey, A-87, Harris County, Texas, also known as 4317 Harrisburg Blvd. (EE 036);

19) Approximately 174 square feet of land out of Lot 1, Block 2 of Anderson and Swope Addition, S.M. Williams Survey, A-87, Harris County, Texas, also known as 4401 Harrisburg Blvd. (EE 037);

20) Approximately 231 square feet of land out of Block A of D. Super Subdivision in Lot 59, S.M. Williams Survey, A-87, Harris County, Texas (EE 038);

21) Approximately 87 square feet of land out of Lot 13, Block 2 of Oak Lawn Annex, S.M. Williams Survey, A-87, Harris County, Texas, also known as 4814 Harrisburg Blvd. (EE 046);

22) Approximately 1,973 square feet of land out of Lots 7, 8 and 9, Block 10 of Oak Lawn Addition, S.M. Williams Survey, A-87, Harris County, Texas, also known as 4801 Harrisburg Blvd. (EE 048);

23) Approximately 963 square feet of land out of Lot 6, Block 10 of Oak Lawn Addition, S.M. Williams Survey, A-87, Harris County, Texas, also known as 4815 Harrisburg Blvd. (EE 049);

24) Approximately 2,644 square feet of land out of Lots 5, 6 and 7, Block 11 of Oak Lawn Addition, S.M. Williams Survey, A-87, Harris County, Texas, also known as 4907 and 4911 Harrisburg Blvd. (EE 052);

25) Approximately 1,795 square feet of land out of Restricted Reserve A, Block 1 of New Century Texaco Food Mart, S.M. Williams Survey, A-87, Harris County, Texas, also known as 5001 Harrisburg Blvd. (EE 053);
26) Approximately 10,324 square feet of land, being the southerly 95 feet of Lots 5 and 6, Block 12 of Oak Lawn Addition, S.M. Williams Survey, A-87, Harris County, Texas, also known as 5021 Harrisburg Blvd. (EE 054);

27) Approximately 1,041 square feet of land out of Lot 2, Block 13 of Oak Lawn Addition, S.M. Williams Survey, A-87, Harris County, Texas, also known as 5101 Harrisburg Blvd. (EE 055);

28) Approximately 1,276 square feet of land out of Restricted Reserve "A" of Office Center Reserve, S.M. Williams Survey, A-87, Harris County, Texas, also known as 5105 Harrisburg Blvd. (EE 056);

29) Approximately 1,324 square feet of land out of Lots 7 and 8, Block 10 of Lenox Grove Addition, S.M. Williams Survey, A-87, Harris County, Texas, also known as 5115 Harrisburg Blvd. (EE 057);

30) Approximately 1,803 square feet of land out of Lots 10, 11, 12 and 13, Block 11 of Lenox Grove Addition, S.M. Williams Survey, A-87, Harris County, Texas, also known as 5203, 5207 and 5209 Harrisburg Blvd. (EE 059);

31) Approximately 497 square feet of land out of Lots 13 and 14, Block 11 of Lenox Grove Addition, S.M. Williams Survey, A-87, Harris County, Texas, also known as 5209 and 5219 Harrisburg Blvd. (EE 060);

32) Approximately 375 square feet of land out of Lots 4 and 5, Block 3 of Young Men's Addition, S.M. Williams Survey, A-87, Harris County, Texas, also known as 5216 and 5216½ Harrisburg Blvd. (EE 062);

33) Approximately 3,994 square feet of land out of Lots 1, 2, 3, 4 and 5, Block 5 of Young Men's Addition, S.M. Williams Survey, A-87, Harris County, Texas, also known as 5304 and 5314 Harrisburg Blvd. (EE 063);

34) Approximately 187 square feet of land out of Lots 9, 10 and 11, Block 12 of Lenox Grove Addition, S.M. Williams Survey, A-87, Harris County, Texas, also known as 5301 Harrisburg Blvd. (EE 064);

35) Approximately 3,602 square feet of land out of Lots 1, 2, 3 and 4, Block 7 of Young Men's Addition, S.M. Williams Survey, A-87, Harris County, Texas, also known as 5404 Harrisburg Blvd. (EE 066);

36) Approximately 2,069 square feet of land out of Lots 4 and 5, Block 7 of Young Men's Addition, S.M. Williams Survey, A-87, Harris County, Texas, also known as 5420 Harrisburg Blvd. (EE 067);

37) Approximately 113 square feet of land out of Lot 9, Block 23 of Fullerton Place, S.M. Williams Survey, A-87, Harris County, Texas, also known as 5401 Harrisburg Blvd. (EE 068);
38) Approximately 279 square feet of land out of Lot 13, Block 23 of Fullerton Place, S.M. Williams Survey, A-87, Harris County, Texas, also known as 5417 Harrisburg Blvd. (EE 069);

39) Approximately 1,207 square feet of land out of Lot 1, Block 9 of Young Men's Addition, S.M. Williams Survey, A-87, Harris County, Texas, also known as 5502 Harrisburg Blvd. (EE 070);

40) Approximately 3,271 square feet of land out of Lots 2, 3 and 4, Block 9 of Young Men's Addition, S.M. Williams Survey, A-87, Harris County, Texas, also known as 5504 and 5506 Harrisburg Blvd. (EE 071);

41) Approximately 1,207 square feet of land out of Lot 5, Block 9 of Young Men's Addition, S.M. Williams Survey, A-87, Harris County, Texas, also known as 5516 Harrisburg Blvd. (EE 072);

42) Approximately 745 square feet of land out of Lot 1, Block 11 of Young Men's Addition, S.M. Williams Survey, A-87, Harris County, Texas, also known as 5602 Harrisburg Blvd. (EE 072A);

43) Approximately 113 square feet of land out of Lot 9, Block 24 of Fullerton Place, S.M. Williams Survey, A-87, Harris County, Texas, also known as 5501 Harrisburg Blvd. (EE 073);

44) Approximately 126 square feet of land out of Lot 13, Block 24 of Fullerton Place, S.M. Williams Survey, A-87, Harris County, Texas, also known as 5537 Harrisburg Blvd. (EE 074);

45) Approximately 1,045 square feet of land out of Lots 1 and 2, Block 11 of Young Men's Addition, S.M. Williams Survey, A-87, Harris County, Texas, also known as 5606 Harrisburg Blvd. (EE 075);

46) Approximately 4,848 square feet of land comprising the East ½ of Lot 2 and the West ½ of Lot 3, Block 11 of Young Men's Addition, S.M. Williams Survey, A-87, Harris County, Texas, also known as 5610 Harrisburg Blvd. (EE 076);

47) Approximately 18,160 square feet of land comprising the East ½ of Lot 3 and all of Lots 4, 6 and 9, Block 11 of Young Men's Addition, S.M. Williams Survey, A-87, Harris County, Texas, also known as 416 Clifton St. (EE 077);

48) Approximately 113 square feet of land out of Lot 9, Block 25 of Fullerton Place, S.M. Williams Survey, A-87, Harris County, Texas, also known as 5601 Harrisburg Blvd. (EE 078);

49) Approximately 1,891 square feet of land out of Lots 3, 4 and 5, Block 13 of Young Men's Addition, S.M. Williams Survey, A-87, Harris County, Texas, also known as 5712 and 5718 Harrisburg Blvd. (EE 080);
50) Approximately 1,124 square feet of land out of Lots 3, 4 and 5, Block 15 of Young Men's Addition, S.M. Williams Survey, A-87, Harris County, Texas, also known as 5812 Harrisburg Blvd. (EE 082);

51) Approximately 1,011 square feet of land out of Lots 3, 4 and 5, Block 17 of Young Men's Addition, S.M. Williams Survey, A-87, Harris County, Texas, also known as 5914 Harrisburg Blvd. (EE 085);

52) Approximately 144 square feet of land out of Lot 9, Block 28 of Fullerton Place, S.M. Williams Survey, A-87, Harris County, Texas, also known as 5901 Harrisburg Blvd. (EE 086);

53) Approximately 2,187 square feet of land out of Block 4 of Oakland Addition, S.M. Williams Survey, A-87, Harris County, Texas, also known as 6003 Harrisburg Blvd. (EE 089);

54) Approximately 6,390 square feet of land out of Block 3 of Oakland Addition, S.M. Williams Survey, A-87, Harris County, Texas (EE 090);

55) Approximately 105 square feet of land out of Lot 5, Block 19 of Young Men's Addition, S.M. Williams Survey, A-87, Harris County, Texas, also known as 6020 Harrisburg Blvd. (EE 090A);

56) Approximately 109 square feet of land out of Lot 1, Block 21 of Young Men's Addition, S.M. Williams Survey, A-87, Harris County, Texas (EE 090B);

57) Approximately 218 square feet of land out of Lots 1, 2 and 3, Block 19 of Young Men's Addition, S.M. Williams Survey, A-87, Harris County, Texas (EE 091);

58) Approximately 1,346 square feet of land out of Block 2 of Oakland Addition, S.M. Williams Survey, A-87, Harris County, Texas (EE 093);

59) Approximately 569 square feet of land out of Lot 5, Block 565 of Engelke's Addition, S.M. Williams Survey, A-87, Harris County, Texas, also known as 3118 Harrisburg Blvd. (EE 217);

60) Approximately 109 square feet of land out of Lot 5, Block 1 of Young Men's Addition, S.M. Williams Survey, A-87, Harris County, Texas, also known as 5104 Harrisburg Blvd. (EE 237);

61) Approximately 666 square feet of land out of Block 2 of Oakland Addition, S.M. Williams Survey, A-87, Harris County, Texas, also known as 6215 Harrisburg Blvd. (EE 244).
1) Approximately 268 square feet of land in the William White 1/3 League, A-836, Harris County, Texas, being a part of the common area of the Manhattan Condominiums, also known as 3030 Post Oak Blvd. (UP 006);

2) Approximately 4,547 square feet of land in the William White 1/3 League, A-836, Harris County, Texas, being out of the property at the northwest corner of Hidalgo Street and South Post Oak Blvd. (UP 007);

3) Approximately 7,250 square feet of land in the William White 1/3 League, A-836, Harris County, Texas, being out of the property known as 2800 Post Oak Blvd. (UP 008);

4) Approximately 1,008 square feet of land in the William White 1/3 League, A-836, Harris County, Texas, being a part of the common area of the Houston Galleria Condominiums, also known as 2700 Post Oak Blvd. (UP 009);

5) Approximately 1,376 square feet of land out of Restricted Reserve "A", Block 1 of Post Oak Centre, William White 1/3 League, A-836, Harris County, Texas, also known as 5000 Westheimer Rd. (UP 011);

6) Approximately 3,825 square feet of land in the William White 1/3 League, A-836, Harris County, Texas, being out of the property known as 2200 Post Oak Blvd. (UP 012, 013, 014);

7) Approximately 10,598 square feet of land in the William White 1/3 League, A-836, Harris County, Texas, being out of the property known as 1980, 1990, and 2000 Post Oak Blvd. (UP 015, 016, 017);

8) Approximately 6,715 square feet of land in the William White 1/3 League, A-836, Harris County, Texas, being out of the property known as 1702 and 1800 Post Oak Blvd. (UP 018, 019, 020, 021);

9) Approximately 1,297 square feet of land out of Four Oaks Place Subdivision, William White 1/3 League, A-836, Harris County, Texas, also known as 1300 and 1550 Post Oak Blvd. (UP 024, 025, 026);

10) Approximately 1,950 square feet of land out of Twelve Hundred Post Oak Subdivision, William White 1/3 League, A-836, Harris County, Texas, also known as 1200 Post Oak Blvd. (UP 027);

11) Approximately 3,305 square feet of land in the William White 1/3 League, A-836, Harris County, Texas, being out of the property known as 800 Post Oak Blvd. (UP 028);

12) Approximately 1,017 square feet of land in the William White 1/3 League, A-836, Harris County, Texas, being out of the property known as 755 Post Oak Blvd. (UP 032, 033, 034);
13) Approximately 5,069 square feet of land in the William White 1/3 League, A-836, Harris County, Texas, being out of the property known as 777 Post Oak Blvd. (UP 035);

14) Approximately 1,467 square feet of land out of Lot 9, Hollyhurst Subdivision, William White 1/3 League, A-836, Harris County, Texas, also known as 1101 Post Oak Blvd. (UP 036);

15) Approximately 1,733 square feet of land out of Eleven Eleven Post Oak Urban Village Subdivision, William White 1/3 League, A-836, Harris County, Texas, also known as 1111 Post Oak Blvd. (UP 037);

16) Approximately 3,451 square feet of land in the William White 1/3 League, A-836, Harris County, Texas, being out of the property known as 1405 Post Oak Blvd. (UP 038, 039);

17) Approximately 4,698 square feet of land in the William White 1/3 League, A-836, Harris County, Texas, being out of the property known as 1605 Post Oak Blvd. (UP 040, 041, 042, 043);

18) Approximately 4,182 square feet of land out of Hoffman Park Subdivision, William White 1/3 League, A-836, Harris County, Texas, being out of the property known as 4920 San Felipe (UP 044, 045);

19) Approximately 8,419 square feet of land in the William White 1/3 League, A-836, Harris County, Texas, being out of the property known as 1701 Post Oak Blvd. (UP 046);

20) Approximately 4,234 square feet of land in the William White 1/3 League, A-836, Harris County, Texas, being out of the property known as 1717 Post Oak Blvd. (UP 047, 048, 049);

21) Approximately 2,043 square feet of land in the William White 1/3 League, A-836, Harris County, Texas, being out of the property known as 1801 Post Oak Blvd. (UP 050);

22) Approximately 1,235 square feet of land in the William White 1/3 League, A-836, Harris County, Texas, being a part of the common area of the Lofts on Post Oak Condominiums, also known as 1901 Post Oak Blvd. (UP 051);

23) Approximately 1,493 square feet of land in the William White 1/3 League, A-836, Harris County, Texas, being out of the property referred to as the "Plaza Parcel" and the "Roadway Parcel" associated with 2001 Post Oak Blvd. (UP 051, 052, 053);

24) Approximately 14,722 square feet of land in the William White 1/3 League, A-836, Harris County, Texas, being out of the property known as 2131 Post Oak Blvd. (UP 056);

25) Approximately 31,220 square feet of land in the William White 1/3 League, A-836, Harris County, Texas, being out of the property known as 4925 Westheimer Rd. (UP 057);

26) Approximately 421 square feet of land in the William White 1/3 League, A-836, Harris County, Texas, being out of the property known as 2801 Post Oak Blvd. (UP 058);
27) Approximately 3,589 square feet of land in Reserve "A", Block 1 of Three Thousand Nine Post Oak Boulevard Garage Subdivision, William White 1/3 League, A-836, Harris County, Texas, being out of the property known as 3009 Post Oak Blvd. (UP 062);

28) Approximately 9,506 square feet of land in the William White 1/3 League, A-836, Harris County, Texas, being out of the property at the southeast corner of Hidalgo St. and South Post Oak Blvd. (UP 063, 064, 065);

29) Approximately 1,077 square feet of land in the John Reinerman Survey, A-642, Harris County, Texas, being out of the property known as 730 N. Post Oak Rd. (UP 070); and

30) Approximately 1,366 square feet of land in the James Wharton Survey, A-871, Harris County, Texas, being out of the property known as 777 N. Post Oak Rd. (UP 071).
INTERMODAL TERMINAL
PROPERTY DESCRIPTIONS

1) Approximately 22,492 square feet of land in the John Austin Survey, A-1, Harris County, Texas, being all of Lots 7 and 8 of Rasch Addition, an unrecorded subdivision, also known as 407 N. Main Street (IT-05); and

2) Approximately 34,514 square feet of land in the John Austin Survey, A-1, Harris County, Texas, being all of a called 0.7868-acre tract in Trentem Addition (also known as Trenton Addition) adjoining the north line of Daly Street (IT-06).
A RESOLUTION

AUTHORIZING AND DIRECTING THE PRESIDENT & CEO TO NEGOTIATE, EXECUTE AND DELIVER APPROPRIATE AGREEMENTS FOR THE PURCHASE OF CONTRACTOR’S POLLUTION LIABILITY INSURANCE AND POLLUTION LEGAL LIABILITY INSURANCE; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT

WHEREAS, as METRO proceeds with the implementation of METRO Solutions, METRO will construct light rail transit facilities and an intermodal terminal in designated travel corridors; and

WHEREAS, large public projects require the purchase of insurance protection against the costs to remediate unforeseen or accidental environmental impacts caused by construction activities; and

WHEREAS, a Contractor’s Pollution Liability policy is necessary to provide uniform coverage for all enrolled contractors and subcontractors, including small businesses that otherwise might encounter difficulties obtaining such coverage; and

WHEREAS, a Pollution Legal Liability policy is necessary to insure METRO in the event of claims arising out of any unforeseen or accidental environmental impacts attributed to the construction of METRO facilities; and

WHEREAS, proposals were solicited from environmental insurance carriers, and staff has recommended the purchase of policies for Contractor’s Pollution Liability insurance and Pollution Legal Liability insurance which offer the most comprehensive and affordable coverage; and

WHEREAS, the Board of Directors concurs with staff’s recommendation;
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 appropriate agreements for the purchase of a Contractor's Pollution Liability policy and a Pollution Legal Liability policy from ACE Insurance Company for the total policy amount not to exceed $1,079,163.

Section 2. This resolution is effective immediately upon passage.

PASSED this 26th day of June, 2008
APPROVED this 26th day of June, 2008

ATTEST:

Assistant Secretary

David S. Wolff
Chairman
A RESOLUTION

AUTHORIZING AND DIRECTING THE PRESIDENT & CEO TO NEGOTIATE, EXECUTE AND DELIVER APPROPRIATE DOCUMENTS FOR THE PURCHASE OF WORKERS' COMPENSATION AND GENERAL AND EXCESS LIABILITY INSURANCE FOR METRO'S OWNER CONTROLLED INSURANCE PROGRAM; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT

WHEREAS, METRO entered into contract with Marsh, Inc. for implementation of an Owner Controlled Insurance Program to provide uniform insurance coverage, at competitive costs, for METRO and its contractors for Phase 2. METRO Solutions projects; and

WHEREAS, Workers Compensation Insurance and General and Excess Liability Insurance are necessary components of an effective Owner Controlled Insurance Program; and

WHEREAS, proposals were solicited from interested insurance underwriters for the required insurance coverage; and

WHEREAS, the proposals have been carefully reviewed for the selection of firms from which METRO can acquire insurance policies that offer the best coverage, and at competitive costs, for Workers Compensation and General and Excess Liability coverage;

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 such documents as necessary for the purchase of Workers Compensation Insurance and General Liability primary insurance coverage form AIG, and the purchase of Excess Liability insurance coverage from Lexington Insurance Co., AIG CAT XS, and the insurance group of XL/Aspen/Catlin at costs consistent with budgetary allocations.
Section 2. This resolution is effective immediately upon passage.

PASSED this 26th day of June, 2008
APPROVED this 26th day of June, 2008

Chairman

ATTEST:

Assistant Secretary

David S. Wolff
Chairman
RESOLUTION NO. 2008-41

A RESOLUTION

APPROVING METRO'S CONTINUED PARTICIPATION IN THE RECENTLY RESTRUCTURED WILLIAMS CAPITAL GOVERNMENT MONEY MARKET FUND, FORMERLY KNOW AS THE WILLIAMS CAPITAL LIQUID ASSETS FUND; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT

WHEREAS, the Texas Public Funds Investments Act and METRO's Investment Policy requires Board approval of those investment funds in which METRO participates; and

WHEREAS, this Board previously approved METRO's participation in Williams Capital Liquid Assets Fund; and

WHEREAS, the Williams Capital Liquid Assets Fund has recently restructured its investments to a government money market fund and has changed its name to "Williams Capital Government Money Market Fund"; and

WHEREAS, the restructured Williams Capital Government Money Market Fund complies with the Texas Fund Investment Act and meets METRO's criteria for participation in investment funds; and

WHEREAS, this Board is of the opinion that METRO should continue its investments with the Williams Capital Government Money Market Fund;
NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE METROPOLITAN TRANSIT AUTHORITY THAT:

Section 1. The Board of Directors hereby approves METRO's continued participation in the Williams Capital Government Money Market Fund, formerly known as the Williams Capital Liquid Assets Fund.

Section 2. This resolution is effective immediately upon passage.

PASSED this 26th day of June, 2008
APPROVED this 26th day of June, 2008

ATTEST:

[Signature]
Assistant Secretary

David S. Wolff
Chairman
A RESOLUTION

AUTHORIZING AND DIRECTING THE PRESIDENT & CEO TO NEGOTIATE, EXECUTE AND DELIVER A CONTRACT WITH ATOS ORIGIN FOR UPGRADE OF THE EXISTING SEMA VOYAGER APPLICATION SYSTEM; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT

WHEREAS, METRO uses a customized computer application system known as SEMA Voyager to track and support its transit maintenance and materials activities; and

WHEREAS, SEMA Voyager was developed by Schlumberger SEMA and is proprietary to Schlumberger SEMA; and

WHEREAS, Schlumberger SEMA was subsequently acquired by Atos Origin; and

WHEREAS, it is necessary to upgrade and migrate the existing SEMA Voyager system to the SAP computer application environment; and

WHEREAS, Atos Origin is the only firm that can provide the necessary upgrades due to the proprietary nature of the system; and

WHEREAS, sole source justification has been provided; and

WHEREAS, the upgrade and migration of the SEMA Voyager system to the SAP environment represents the initial phase of the conversion of other METRO systems to the SAP environment;
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 a contract with Atos Origin to upgrade METRO's existing SEMA Voyager software applications system for an amount not to exceed $1,378,500.

Section 2. This resolution is effective immediately upon passage.

PASSED this 26th day of June, 2008
APPROVED this 26th day of June, 2008

David S. Wolff
Chairman
A RESOLUTION

AUTHORIZING AND DIRECTING THE PRESIDENT & CEO TO NEGOTIATE, EXECUTE AND DELIVER A CONTRACT WITH CIZER – A CALIBRE COMPANY FOR STAFF SUPPORT FOR DEVELOPMENT OF COMPUTER REPORTING SOLUTIONS; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT

WHEREAS, METRO requires consultant services for development of Microsoft-based reporting solutions to enable the collection of electronic data from different software applications; and

WHEREAS, METRO solicited proposals for performance of the consultant services; and

WHEREAS, Cizer – A Calibre Company has 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 a contract with Cizer-A Calibre Company for consultant services for development of Microsoft – based computer reporting solutions, for an amount not to exceed $250,000.

Section 2. This resolution is effective immediately upon passage.

PASSED this 26th day of June, 2008
APPROVED this 26th day of June, 2008

ATTEST:

Assistant Secretary

Chairman
A RESOLUTION

AUTHORIZING AND DIRECTING THE PRESIDENT & CEO TO EXECUTE AND DELIVER A CONTRACT WITH PFEIFFER & SON, LTD. FOR THE CONSTRUCTION OF TRANSIT IMPROVEMENTS FOR SIGNATURE BUS ROUTES; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT

WHEREAS, METRO's Signature Bus Program includes a route from the Texas Medical Center to Palm Center, at Griggs Road, commonly referred to as the "TMC/Palm" service; and

WHEREAS, METRO solicited bids for the construction of transit improvements for the TMC/Palm service; and

WHEREAS, Pfeiffer & Son, Ltd. 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 contract with Pfeiffer & Son, Ltd. for the construction of transit improvements for the Signature Bus TMC/Palm route, for an amount not to exceed $1,214,703.23.

Section 2. This resolution is effective immediately upon passage.

PASSED this 26th day of June, 2008
APPROVED this 26th day of June, 2008

ATTEST:

Assistant Secretary

Chairman
A RESOLUTION

AUTHORIZING AND DIRECTING THE PRESIDENT & CEO TO NEGOTIATE, EXECUTE AND DELIVER A CONTRACT WITH ALLIED BARTON SECURITY SERVICES FOR UNARMED GUARD SECURITY SERVICES; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT

WHEREAS, unarmed security guards provide security services at METRO's bus operations facilities and at the rail operations center; and

WHEREAS, METRO solicited proposals for unarmed security guard services; and

WHEREAS, Allied Barton Security Services is most qualified to provide the necessary services;

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 a contract with Allied Barton Security Services for an amount not to exceed $1,883,331.84.

Section 2. This resolution is effective immediately upon passage.

PASSED this 26th day of June, 2008
APPROVED this 26th day of June, 2008

ATTEST:

Assistant Secretary

Chairman
RESOLUTION NO. 2008-46

A RESOLUTION

AUTHORIZING AND DIRECTING THE PRESIDENT & CEO TO NEGOTIATE, EXECUTE AND DELIVER A CONTRACT WITH BASILE BAUMANN PROST COLE AND ASSOCIATES, INC. TO CONDUCT A STUDY OF TRANSIT-ORIENTED DEVELOPMENT OPPORTUNITIES; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT

WHEREAS, METRO issued a Request for Proposals for a market study to analyze viable opportunities for transit oriented development along the METRO Solutions light rail alignments; and

WHEREAS, the firm of Basile Baumann Prost Cole and Associates, 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 President & CEO is hereby authorized and directed to negotiate execute and deliver a contract with Basile Baumann Prost Cole and Associates, Inc. for a market study for transit oriented development, for a total amount not to exceed $400,000.

Section 2. The President & CEO is hereby authorized and directed to execute and deliver the Consent Agreement and to take all administrative actions reasonable and necessary to carry out its terms and conditions in accordance with the Board's policies and directives.

Section 3. This resolution is effective immediately upon passage.

PASSED this 26th day of June, 2008
APPROVED this 26th day of June, 2008

ATTEST:

Assistant Secretary

Chairman

[Signatures]
RESOLUTION NO. 2008-47

A RESOLUTION

AUTHORIZING AND DIRECTING THE PRESIDENT & CEO TO EXECUTE AND DELIVER A CONSENT AGREEMENT WITH THE CITY OF HOUSTON FOR THE CONSTRUCTION, OPERATION AND MAINTENANCE OF PHASE 2 METRORAIL AND THE METRO SOLUTIONS PROJECT, AS AMENDED; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT

WHEREAS, METRO's enabling legislation, Chapter 451 of the Texas Transportation Code ("Code"), states that unless the power of eminent domain is exercised, METRO may not begin an activity authorized under Section 451.058(a) of the Code or alter or damage the property of a political subdivision of this State without having first received written permission from such political subdivision; and

WHEREAS, METRO is proceeding with significant improvements to the transit system, including the implementation of guided rapid transit in designated travel corridors, commuter rail and Signature Bus service all in furtherance of the expansion of METRORail and the METRO Solutions Project (hereinafter referred to as the "Project"); and

WHEREAS, a significant portion of the Project will be constructed on, under or across property which is owned or controlled by the City of Houston ("City"); and

WHEREAS, representatives of METRO and the City negotiated the terms of a consent agreement ("Consent Agreement") for purposes of satisfying the statutory requirement and identifying the rights and responsibilities of METRO and the City for the design, construction, operation and maintenance of the Project; and

WHEREAS, by way of Resolution 2008-35, the METRO Board of Directors approved the Consent Agreement and authorized its execution; and

WHEREAS, the City of Houston City Council subsequently approved the Consent Agreement, but revised some of the terms of the Consent Agreement; and
WHEREAS, the METRO Board of Directors has reviewed the revisions to the Consent Agreement and believes that the Consent Agreement, as amended, should be approved and its execution authorized;

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

Section 1. The Board of Directors hereby approves and adopts the terms and conditions of the Consent Agreement with the City of Houston, as amended, for the construction, operation and maintenance of Phase 2 METRORail and METRO Solutions.

Section 2. The President & CEO is hereby authorized and directed to execute and deliver the amended Consent Agreement and take all administrative actions reasonable and necessary to carry out its terms and conditions in accordance with the Board’s policies and directives.

Section 3. This resolution is effective immediately upon passage.

PASSED this 26th day of June, 2008
APPROVED this 26th day of June, 2008

ATTEST:

Assistant Secretary

David S. Wolff
Chairman
A RESOLUTION

AMENDING METRO'S FUEL PRICE RISK MANAGEMENT POLICY; AND MAKING
FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT

WHEREAS, by way of Resolution 2006-18, the Board of Directors approved and
adopted a Fuel Risk Management Policy to provide a fiscally sound framework for
minimizing operating budget variances caused by volatile fuel prices; and

WHEREAS, the Fuel Risk Management Policy (also hereinafter, "the Policy")
requires that METRO determine, by July 15 of each year, the fuel and energy needs that
are eligible to be hedged for the following fiscal year; and

WHEREAS, current market conditions make it more prudent to eliminate a date
certain, i.e. July 15, for hedging activity under the Fuel Risk Management Policy; and

WHEREAS, the Board of Directors is of the opinion that the Policy requires more
flexibility to better respond to the current fuel supply and price climate;

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

Section 1. The Board of Directors hereby adopts the Fuel Price Risk Management
Policy, as amended, which is attached hereto as Attachment A

Section 2. This resolution is effective immediately upon passage.

PASSED this 24th day of July, 2008
APPROVED this 24th day of July, 2008

ATTEST:

Assistant Secretary

Chairman
A RESOLUTION

APPROVING THE EXPENDITURE OF FUNDS FOR PAYMENT FOR PROFESSIONAL SERVICES PROVIDED BY SELECTED CIVIL ENGINEERS; AUTHORIZING AND DIRECTING THE PRESIDENT & CEO TO NEGOTIATE, EXECUTE AND DELIVER SUCH DOCUMENTS AS NECESSARY, WITH THE APPROPRIATE PARTIES, FOR PAYMENT OF PROFESSIONAL SERVICES PROVIDED BY THE SELECTED CIVIL ENGINEERS; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT

WHEREAS, METRO's enabling legislation, at Subchapter Q of Chapter 451, Texas Transportation Code ("Subchapter Q"), provides for the selection of civil engineers ("selected civil engineers") under the hybrid delivery system method of procurement used by the transit authority for certain complex transit projects; and

WHEREAS, by way of Resolution 2006-37, METRO entered into contract with selected civil engineers for design development, conceptual and preliminary engineering for METRO Solutions travel corridors; and

WHEREAS, in accordance with Subchapter Q, the selected civil engineers continued to provide professional services through a facility provider, WGTMC; and

WHEREAS, METRO and WGTMC discontinued negotiations for implementation of METRO Solutions, and administration of the selected civil engineers' work was subsequently transferred to a professional team headed by Granite Construction pending completion of negotiations with a new facility provider; and

WHEREAS, additional funding is needed to enable a continuation of professional services provided by the selected civil engineers and to avoid schedule delays until negotiations are completed with a new facility provider;

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

Section 1. The Board of Directors hereby approves funding for an amount not to exceed $12.4 million for payment for professional services provided by the selected civil engineers in furtherance of METRO Solutions.
Section 2. The President & CEO is hereby authorized and directed to negotiate, execute and deliver such documents as may be necessary, and with the appropriate parties, for a continuation of professional services and payment of such services provided by the selected civil engineers.

Section 3. This resolution is effective immediately upon passage.

PASSED this 24th day of July, 2008
APPROVED this 24th day of July, 2008

ATTEST:

Assistant Secretary

David S. Wolff
Chairman
A RESOLUTION

AUTHORIZING AND DIRECTING THE PRESIDENT & CEO TO NEGOTIATE, EXECUTE AND DELIVER A CONTRACT WITH KENNEDI TAYLOR CONCIERGES IN SUPPORT OF METRO'S AIRPORT DIRECT PREMIUM BUS SERVICE; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT

WHEREAS, METRO will implement premium direct bus service between the Downtown Transit Center and the Bush Intercontinental Airport (hereinafter, "Airport Direct Service"); and

WHEREAS, concierge service will be used as a compliment to the Airport Direct Service to accommodate travelers; and

WHEREAS, METRO solicited proposals for concierge services; and

WHEREAS, Kennedi Taylor Concierges submitted the most favorable proposal and is best qualified to do the work;

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 a contract with Kennedi Taylor Concierges, Inc. for concierge services in support of METRO's Airport Direct Service, for a total amount not to exceed $1,650,000.

Section 2. This resolution is effective immediately upon passage.

PASSED this 24th day of July, 2008
APPROVED this 24th day of July, 2008

ATTEST:

[Signatures]
Assistant Secretary

[Signatures]
David S. Wolff
Chairman
A RESOLUTION

AUTHORIZING AND DIRECTING THE PRESIDENT & CEO TO NEGOTIATE, EXECUTE AND DELIVER MODIFICATIONS TO SELECTED AGREEMENTS FOR COMMUNITY OUTREACH AND SMALL BUSINESS ACTIVITIES IN SUPPORT OF METRO SOLUTIONS; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT

WHEREAS, by way of Board Resolution 2008-36, METRO assumed the temporary administration of several contracts and subcontracts upon the discontinuation of negotiations with the previously designated Facility Provider; and

WHEREAS, certain contracts and subcontracts temporarily assumed by METRO provided Community Outreach and Small Business activities in support of METRO Solutions; and

WHEREAS, it is necessary to modify the contracts and subcontracts to increase the maximized authorized expenditures and extend the period of performance;

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 modifications to those certain Community Outreach/Small & Disadvantaged Business contracts and subcontracts to extend the period of performance and increase the maximum authorized expenditures by a total amount not to exceed $1.5 million.

Section 2. This resolution is effective immediately upon passage.

PASSED this 24th day of July, 2008
APPROVED this 24th day of July, 2008

ATTEST:

Assistant Secretary

David S. Wolff
Chairman
A RESOLUTION
AUTHORIZING AND DIRECTING THE PRESIDENT & CEO TO NEGOTIATE, EXECUTE
AND DELIVER A CONTRACT WITH TEXAS OCCUPATIONAL MEDICINE INSTITUTE
FOR OCCUPATIONAL HEALTH EXAMINATIONS; AND MAKING FINDINGS AND
PROVISIONS RELATIVE TO THE SUBJECT

WHEREAS, it is often necessary to assess the fitness of applicants or employees to
perform the duties of their positions; and

WHEREAS, METRO requires medical examination services for pre-employment
physicals, fitness-for-duty examinations, return-to-duty physicals and other occupational
health examinations and treatments; and

WHEREAS, Texas Occupational Medical Institute has been determined most
qualified to provide the necessary services;

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 a contract with Texas Occupational Medical Institute for occupational
health examinations, for an amount not to exceed $750,000.

Section 2. This resolution is effective immediately upon passage.

PASSED this 24th day of July, 2008
APPROVED this 24th day of July, 2008

ATTEST:

Assistant Secretary

Chairman
A RESOLUTION

AUTHORIZING AND DIRECTING THE PRESIDENT & CEO TO EXECUTE AND DELIVER A CONTRACT WITH KNORR BRAKE CORPORATION FOR OVERHAUL OF LIGHT RAIL VEHICLE BRAKE AND SUSPENSION SYSTEMS; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT

WHEREAS, METRO solicited bids for overhaul of the brake and suspension systems of the light rail vehicles; and

WHEREAS, KNORR Brake 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 President & CEO is hereby authorized and directed to execute and deliver a contract with KNORR Brake Corporation for the overhaul of brake and suspension systems of the light rail vehicles for an amount not to exceed $1,284,555.67.

Section 2. This resolution is effective immediately upon passage.

PASSED this 24th day of July, 2008
APPROVED this 24th day of July, 2008

ATTEST:

[Signature]
Assistant Secretary

[Signature]
David S. Wolff
Chairman
RESOLUTION NO. 2008-54

A RESOLUTION

AUTHORIZING AND DIRECTING THE PRESIDENT & CEO TO EXECUTE AND DELIVER A CONTRACT WITH REPUBLIC SERVICES OF TEXAS, LTD FOR THE COLLECTION, TRANSPORT AND DISPOSAL OF SOLID WASTE MATERIAL; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT

WHEREAS, it is necessary that solid waste material at METRO's facilities be collected and transported for disposition; and

WHEREAS, Republic Services of Texas, Ltd submitted the lowest responsive and responsible bid for provisions of these services;

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 contract with Republic Services of Texas, Ltd. for the collection, transport and disposal of solid waste material, for an amount not to exceed $367,894.00.

Section 2. This resolution is effective immediately upon passage.

PASSED this 24th day of July, 2008
APPROVED this 24th day of July, 2008

ATTEST:

David S. Wolff
Chairman

Assistant Secretary
A RESOLUTION

AUTHORIZING AND DIRECTING THE PRESIDENT & CEO TO EXECUTE AND DELIVER A CONTRACT WITH LIQUID ENVIRONMENTAL SOLUTIONS OF TEXAS, LLC FOR COLLECTION, TRANSPORT AND DISPOSAL OF CLASS 1 WASTE MATERIALS; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT

WHEREAS, METRO issued and Invitation for Bids for the collection, transport and disposition of Class 1 Waste Materials; and

WHEREAS, Liquid Environmental Solutions of Texas, LLC 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 contract with Liquid Environmental Solutions of Texas, LLC for the collection, transport and disposal of Class 1 waste materials for an amount not to exceed $320,008.00.

Section 2. This resolution is effective immediately upon passage.

PASSED this 24th day of July, 2008
APPROVED this 24th day of July, 2008

ATTEST:

[Signature]
Assistant Secretary

[Signature]
David S. Wolff
Chairman
RESOLUTION NO. 2008-56

A RESOLUTION

AUTHORIZING AND DIRECTING THE PRESIDENT & CEO TO NEGOTIATE, EXECUTE AND DELIVER A MODIFICATION TO THE CONTRACT WITH LEWIS REALTY ADVISORS; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT

WHEREAS, METRO entered into contract with Lewis Realty Advisors for property review appraisal services in support of METRO Solutions; and

WHEREAS, it is necessary to modify the contract with Lewis Realty Advisors to increase the maximum authorized expenditures under the contract;

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 a modification to the contract with Lewis Realty Advisors, increasing the maximum authorized expenditures under the contract by an amount not to exceed $8.6 million.

Section 2. This resolution is effective immediately upon passage.

PASSED this 24th day of July, 2008
APPROVED this 24th day of July, 2008

ATTEST:

Assistant Secretary

Chairman
A RESOLUTION

AUTHORIZING AND DIRECTING THE PRESIDENT & CEO TO NEGOTIATE, EXECUTE AND DELIVER A CONTRACT FOR THE DEVELOPMENT OF PROPERTY IN SUPPORT OF THE SOUTHEAST TRANSIT CENTER; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT

WHEREAS, METRO's Southeast Transit Center, located in the vicinity of Old Spanish Trail and Scottcrest, serves a significant number of patrons and enables more efficient access to and from major points of destination; and

WHEREAS, certain METRO - owned property adjacent to the Southeast Transit Center is appropriate for mixed-use development that would compliment the existing transit facility; and

WHEREAS, METRO has received a proposal (hereinafter "the Proposal") for commercial and residential development of approximately five (5) acres of land adjacent to the Southeast Transit Center; and

WHEREAS, the METRO Board of Directors has reviewed the Proposal and is of the opinion that the Proposal promotes community enrichment which will lead to increased transit ridership, economic revitalization and neighborhood infrastructure improvements; and

WHEREAS, there is considerable community support for development of the property surrounding the Southeast Transit Center;
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 a contract with OST & Scottcrest Transit Venture, or an entity to be formed by the partners of such entity, for multi-use development of property surrounding the Southeast Transit Center, located at Old Spanish Trail and Scottcrest in Houston, Harris County, Texas

Section 2. This resolution is effective immediately upon passage.

PASSED this 24th day of July, 2008
APPROVED this 24th day of July, 2008

ATTEST:

[Signature]
Assistant Secretary

[Signature]
David S. Wolff
Chairman
A RESOLUTION

DECLARING CERTAIN PROPERTY AS SURPLUS; AUTHORIZING AND DIRECTING THE PRESIDENT & CEO TO NEGOTIATE, EXECUTE AND DELIVER APPROPRIATE DOCUMENTS FOR SALE OF THE SURPLUS PROPERTY; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT

WHEREAS, in furtherance of METRO Solutions, METRO acquired a certain tract of land located at 4600 Harrisburg Blvd. in Houston, Harris County, Texas; and

WHEREAS, staff has determined that a portion of that certain tract of land, consisting of approximately 22,373 sq. ft, (hereinafter referred to as "the Property") is not needed for current or future transit development; and

WHEREAS, the Board of Directors hereby declares the Property as surplus to METRO's needs; and further finds that the Property is appropriate for sale at its appraised value; and

WHEREAS, METRO has received an offer to purchase the Property;

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

Section 1. The Board of Directors hereby declares that certain portion of a tract of land, consisting of approximately 22,373 sq. ft out of that tract of land located at 4600 Harrisburg Blvd, Houston, Harris County, Texas, as surplus to METRO's needs and appropriate for sale at its appraised value.

Section 2. The President & CEO is hereby authorized and directed to undertake such administrative action as necessary for sale of the Property, and negotiate, execute and deliver all appropriate documents to effectuate the sale of the Property.

Section 3. This resolution is effective immediately upon passage.

PASSED this 24th day of July, 2008
APPROVED this 24th day of July, 2008

ATTEST:

David S. Wolff
Chairman
A RESOLUTION
ADOPTING A MODIFICATION TO THE ALIGNMENT FOR THE UNIVERSITY CORRIDOR
LOCALLY PREFERRED ALTERNATIVE; AND MAKING FINDINGS AND PROVISIONS
RELATIVE TO THE SUBJECT

WHEREAS, by way of Resolution No. 2007-88, the Board of Directors adopted a
Locally Preferred Alternative for an alignment for the University Corridor that would include
transit development on its eastern portion, extending east of Main Street along Wheeler
Street, then along Ennis and Alabama to the University of Houston; and

WHEREAS, Resolution No. 2007-88, also authorized the President & CEO to take
further administrative action, as appropriate, to conduct further studies and analyses
necessary for any refinement of the University Corridor alignment; and

WHEREAS, METRO has obtained community input and engineering refinement with
respect to the eastern portion of the University Corridor alignment; and

WHEREAS, following input from the community and additional preliminary analyses,
a modification to the eastern portion of the University Corridor alignment has been
suggested; and

WHEREAS, the Board of Directors has carefully considered the suggested
modification and finds that it is technically feasible; and

WHEREAS, it is appropriate that the eastern portion of the University Corridor
alignment be modified;

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

Section 1. The METRO Board of Directors hereby adopts a modification to the
eastern portion of the University Corridor alignment for that portion beginning from the
Wheeler Station, to then proceed east on Wheeler, then along portions of Hutchins, Cleburne and Dowling Streets, then east on Alabama to the University of Houston main campus.

Section 2. The President & CEO is hereby authorized and directed to take such administrative action as appropriate in furtherance of any additional studies and analyses necessary to address all applicable federal requirements.

Section 3. This resolution is effective immediately upon passage.

PASSED this 24th day of July, 2008
APPROVED this 24th day of July, 2008

ATTEST:

Rona M. Szabo
Assistant Secretary

David S. Wolff
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, 2008; 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, 2008 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, 2008 if no satisfactory agreement is reached with Local 260 on a labor agreement to succeed the current labor agreement which expires on July 31, 2008.

Section 2. This resolution is effective immediately upon passage.

PASSED this 24th day of July, 2008
APPROVED this 24th day of July, 2008

ATTEST:

[Signature]
Assistant Secretary

[Signature]
David S. Wolff
Chairman
A RESOLUTION

AUTHORIZING AND DIRECTING THE PRESIDENT & CEO TO EXECUTE AND DELIVER A CONTRACT WITH INIT, INC. FOR THE PURCHASE OF NEXT BUS ARRIVAL SIGNAGE SYSTEMS IN SUPPORT OF THE SIGNATURE BUS PROGRAM; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT

WHEREAS, METRO will implement a Signature Bus Service that will provide express service on certain bus routes, (hereinafter, "Signature Bus Service"); and

WHEREAS, METRO has determined that INIT, Inc. is the sole source for these dynamic signs due to the communication interface requirements with existing software services;

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 contract with INIT, Inc. to provide dynamic signs in support of METRO's Signature Bus Service, for a total amount not to exceed $540,600.

Section 2. This resolution is effective immediately upon passage.

PASSED this 21st day of August, 2008
APPROVED this 21st day of August, 2008

Jackie Freeman
Secretary
A RESOLUTION

APPROVING AND ADOPTING REVISED METRO "DRUG AND ALCOHOL POLICY FOR EMPLOYEES IN SAFETY-SENSITIVE JOB FUNCTIONS" AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT

WHEREAS, the Federal Transit Administration requires that this Board approve changes in the Drug and Alcohol policy to reflect the Department of Transportation Final Rule amending 49 CFR Part 40; and

WHEREAS, these changes incorporate drug testing procedures that are consistent with specimen validity requirements established by the Department of Health and Human Services and the Department of Transportation;

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

Section 1. The Board hereby approves and adopts the revised "Drug and Alcohol Policy for Employees in Safety-Sensitive Job Functions".

Section 2. This resolution is effective immediately upon passage.

PASSED this 21st day of August, 2008
APPROVED this 21st day of August, 2008

ATTEST:

[Signature]
Assistant Secretary

Jackie Freeman
Secretary
A RESOLUTION

AUTHORIZING AND DIRECTING THE PRESIDENT & CEO TO EXECUTE AND DELIVER A CONTRACT WITH UNITED HEALTHCARE FOR ADMINISTRATION OF METRO'S SELF INSURED HEALTH CARE PLAN FOR SALARIED EMPLOYEES AND RETIREES FOR FISCAL YEAR 2009; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT

WHEREAS, METRO, with the assistance of its benefits consultant, reviewed and evaluated various approaches to provide flexibility, choice and cost containment in plan design; and

WHEREAS, the proposal rates charged and proposed by United Healthcare for Fiscal Year 2009 remain fair and reasonable; and

WHEREAS, the recommendation is that United Healthcare's management and administration contract be extended for another year in an amount not to exceed $1,680,420;

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 contract to continue with United Healthcare for its administration of METRO's health care plan for salaried (non-represented) employees and retirees for Fiscal Year 2009 for an amount not to exceed $1,680,420.

Section 2. This resolution is effective immediately upon passage.

PASSED this 21st day of August, 2008
APPROVED this 21st day of August, 2008

ATTEST:

[Signature]
Assistant Secretary

[Signature]
Jackie Freeman
Secretary
A RESOLUTION

DECLARING UP TO FIVE RETIRED 29-FOOT NEW FLYER BUSES SURPLUS AND AUTHORIZING THE GRANTEE TO GRANTEE TRANSFER OF THESE BUSES TO THE CITY OF PINE BLUFF, ARKANSAS; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT

WHEREAS, The City of Pine Bluff, Arkansas suffered a catastrophic fire that destroyed its entire bus fleet and is in need of replacement buses; and

WHEREAS, METRO has several 1997 29-foot New Flyer buses that have been retired and taken out of service; and

WHEREAS, METRO will make a grantee-to-grantee transfer of these buses to the City of Pine Bluff, Arkansas; and

WHEREAS, Federal Transit Administration regulations requires Board authorization for this grantee-to-grantee transfer;

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

Section 1. The Board hereby declares up to five retired 1997 New Flyer buses as surplus and approves the grantee-to-grantee transfer to the City of Pine Bluff, Arkansas;

Section 2. This resolution is effective immediately upon passage.

PASSED this 21st day of August, 2008
APPROVED this 21st day of August, 2008

ATTEST:

Assistant Secretary

Secretary
A RESOLUTION

AUTHORIZING AND DIRECTING THE PRESIDENT & CEO TO EXECUTE AND DELIVER THREE CONTRACTS WITH TOMMIE VAUGHN FORD AND CALDWELL COUNTY CHEVROLET FOR SUPPORT VEHICLES; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT

WHEREAS, it is necessary that support vehicles be replaced when they have met their useful life; and

WHEREAS, Tommie Vaughn Ford and Caldwell County Chevrolet have provided bids for these specialty vehicles and are the lowest responsive and responsible bidders for these vehicles;

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 contracts with Tommie Vaughn Ford for the purchase of support vehicles for an amount not to exceed $936,109 and Caldwell County Chevrolet for the purchase of support vehicles for an amount not to exceed $266,712.

Section 2. This resolution is effective immediately upon passage.

PASSED this 21st day of August, 2008
APPROVED this 21st day of August, 2008

ATTEST:

Assistant Secretary

Secretary
A RESOLUTION

AUTHORIZING AND DIRECTING THE PRESIDENT & CEO TO EXECUTE A REQUIREMENTS CONTRACT WITH PETROLEUM TRADERS CORPORATION TO SUPPLY AND DELIVER 87 OCTANE REFORMULATED GASOLINE DURING FY09 FOR AN AMOUNT NOT TO EXCEED $1,324,000.

WHEREAS, gasoline will be required to fuel METRO's support non-revenue vehicles during FY09; and

WHEREAS, METRO issued a notice of reverse auction for the procurement of this fuel;

WHEREAS, Petroleum Traders submitted the lowest bid on this requirements contract for fuel;

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 requirements contract with Petroleum Traders for the purchase of 87 Octane reformulated gasoline in an amount not to exceed $1,324,000.

Section 2. This resolution is effective immediately upon passage.

PASSED this 21st day of August, 2008
APPROVED this 21st day of August, 2008

ATTEST:

[Signature]
Assistant Secretary

[Signature]
Jackie Freeman
Secretary
A RESOLUTION

AUTHORIZING AND DIRECTING THE PRESIDENT & CEO TO EXECUTE AND DELIVER A REQUIREMENTS CONTRACT WITH TEXAS TRANSEASTERN, INC. TO TRANSPORT DIESEL FUEL DURING FY09 FOR AN AMOUNT NOT TO EXCEED $620,600.

WHEREAS, METRO will purchase diesel fuel during FY09 through other agreements; and

WHEREAS, Texas Transeastern, Inc. was the lowest responsible bidder on this requirements contract for transport services of diesel fuel;

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 requirements contract with Texas Transeastern, Inc. for the transport of diesel fuel in an amount not to exceed $620,600.

Section 2. This resolution is effective immediately upon passage.

PASSED this 21st day of August, 2008
APPROVED this 21st day of August, 2008

ATTEST:

[Signatures]

Assistant Secretary

Secretary
A RESOLUTION

AUTHORIZING PUBLIC HEARINGS FOR THE ACQUISITION OF PROPERTY AND INTERESTS IN PROPERTY FOR TRANSIT PURPOSES, INCLUDING, BUT NOT LIMITED TO THE DEVELOPMENT OF TRANSIT IMPROVEMENTS FOR METRO SOLUTIONS; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT

WHEREAS, METRO is proceeding with the implementation of the METRO Solutions Transit System Plan, which, among other things, contemplates the construction and installation of transit improvements to serve the various communities and neighborhoods in the METRO service area; and

WHEREAS, in connection with the construction and installation of transit improvements, it will be necessary to acquire certain property and interests in property; and

WHEREAS, parcels have been identified for transit development in the travel corridors; and

WHEREAS, statutory property acquisition procedures include public hearings regarding the proposed purchase of the parcels at issue; and

WHEREAS, the Board of Directors believes it is appropriate to proceed with public hearings in furtherance of the property acquisition process for the implementation of the METRO Solutions Transit System Plan;

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

Section 1. The Board of Directors hereby authorizes METRO to proceed with public hearings, following the publication of such notice as required by law, for the acquisition of property and interests in property for transit purposes.

Section 2. This resolution is effective immediately upon passage.

PASSED this 21st day of August, 2008
APPROVED this 21st day of August, 2008

ATTEST:
Jackie Freeman
Secretary
A RESOLUTION

AUTHORIZING AND DIRECTING THE PRESIDENT & CEO TO EXECUTE AND DELIVER A REQUIREMENTS CONTRACT WITH STEWART & STEVENSON, LLC FOR THE PURCHASE, DELIVERY AND CONSIGNMENT OF ALLISON TRANSMISSION PARTS FOR METRO'S FLEET VEHICLE IN AN AMOUNT NOT TO EXCEED $1,705,328.

WHEREAS, METRO issued and Invitation for Bids for the purchase, delivery and consignment of Allison Transmission parts for METRO's fleet of vehicles; and

WHEREAS, after technical evaluation, Stewart & Stevenson, LLC was determined to be responsible based on current and past performance;

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 requirements contract with Stewart & Stevenson, LLC for Allison transmission parts in an amount not to exceed $1,705,328.

Section 2. This resolution is effective immediately upon passage.

PASSED this 21st day of August, 2008
APPROVED this 21st day of August, 2008

ATTEST:

Assistant Secretary

Jackie Freeman
Secretary
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 President & CEO has satisfactorily carried out the Boards' policies to achieve the primary goals of service expansion, ridership growth and the implementation of Phase 2, METRO Solutions; and

WHEREAS, the Board of Directors wish to acknowledge the sterling performance of the President & CEO by approval of certain amendments to the terms and conditions of his continued service;

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

Section 1. The Board of Directors hereby approves amendments to the President & CEO's employment contract to include a 10% salary increase and adjustments to the life insurance benefits in accordance with the terms discussed in Executive session.

Section 2. This resolution is effective immediately upon passage.

PASSED this 21st day of August, 2008
APPROVED this 21st day of August, 2008

ATTEST:

[Signature]
Assistant Secretary

[Signature]
Jackie Freeman
Secretary
A RESOLUTION

POSTPONING THE APPROVAL AND ADOPTION OF THE FY09 BUSINESS PLAN, FARE POLICY AND SERVICE PLAN FOR FISCAL YEAR 2009; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT.

WHEREAS, Section 451.102(a), Texas Transportation Code, requires that the Board of Directors adopt an Annual Budget ("Business Plan") specifying major expenditures by type and amount prior to the expenditures of any funds in the Business Plan; and

WHEREAS, Section 451.102(b), Texas Transportation Code, requires that METRO make the proposed Business Plan available for public review and hold a public hearing prior to adoption of proposed Business Plan; and

WHEREAS, in compliance with the cited statutory requirements, METRO has released the proposed Business Plan for fiscal year 2009 and has held an initial public hearing regarding the proposed Business Plan; and

WHEREAS, due to the emergency and natural disaster that is Hurricane Ike, the Board of Directors has postponed the approval and adoption of the proposed Business Plan for fiscal year 2009; and

WHEREAS, the Board of Directors, in light of the emergency cited, has approved that business be conducted under the current Business Plan for fiscal year 2008.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE METROPOLITAN TRANSIT AUTHORITY THAT:
Section 1. The Board of Directors hereby finds and declares that such an emergency exists for the postponement of the approval and adoption of the Business Plan for fiscal year 2009, the Fare Policy and the Service Plan.

Section 2. The Board of Directors hereby approves and adopts the existing budget for fiscal year 2008 until such time as the Board of Directors approves and adopts the Business Plan for fiscal year 2009, the Fare Policy and the Service Plan.

Section 3. This resolution is effective immediately upon passage.

PASSED this 23rd day of September, 2008
APPROVED this 23rd day of September, 2008

ATTEST:

Assistant Secretary

Chairman

David S. Wolff

Chairman
RESOLUTION NO. 2008-72

A RESOLUTION

AUTHORIZING AND DIRECTING THE PRESIDENT & CEO TO EXECUTE AND DELIVER A CONTRACT WITH STERTIL-KONI FOR THE PURCHASE OF 66 MOBILE ELECTRIC COLUMN POST LIFTS; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT

WHEREAS, METRO is in need of lifts used to lift and secure buses for repair and maintenance work; and

WHEREAS, METRO is purchasing these items through a competitively bid contract through the Houston-Galveston Area Council (HGAC) contract; and

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 contract with Stertil-Koni to provide 66 mobile electric column post lifts for a total amount not to exceed $495,000.

Section 2. This resolution is effective immediately upon passage.

PASSED this 23rd day of September, 2008
APPROVED this 23rd day of September, 2008

ATTEST:

Assistant Secretary

Chairman
A RESOLUTION

AUTHORIZING AND DIRECTING THE PRESIDENT & CEO TO EXECUTE AND DELIVER A MODIFICATION OF THE INTERLOCAL AGREEMENT WITH HARRIS COUNTY FOR CONTINUATION OF SERVICE TO THE BAYTOWN PARK & RIDE LOT; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT

WHEREAS, that section of Harris County east of Maxey Road, to the City of Baytown lies outside the jurisdictional boundaries and service area of METRO; and

WHEREAS, METRO, under the provision of Section 451.056 of the Texas Transportation Code, may contract with a municipality, county, or other political subdivision to provide public transportation services outside of its jurisdictional boundaries; and

WHEREAS, METRO, and Harris County find that the operation of Park & Ride services east of Maxey Road and within the vicinity of the City of Baytown will enhance regional mobility and support transit services within the County and METRO; and

WHEREAS, METRO entered into an interlocal agreement to provide such service pursuant to resolution number 2007-72 on July 26, 2007; and

WHEREAS, THE PARK AND RIDE SERVICE HAS BEEN SUCCESSFUL AND THE PARTIES WISH TO CONTINUE THE OPERATION OF SUCH SERVICE;

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 modification to the interlocal agreement with Harris County to provide Park & Ride Service east of Maxey Road and within the vicinity of the City of Baytown, Texas.

Section 2. This resolution is effective immediately upon passage.

PASSED this 23rd day of September, 2008
APPROVED this 23rd day of September, 2008

ATTEST:

[Signature]
Assistant Secretary

[Signature]
Chairman
RESOLUTION NO. 2008-74

A RESOLUTION

APPROVING THE PAYMENT OF INVOICES SUBMITTED BY AT&T AND CENTERPOINT ENERGY FOR THE RELOCATION OF UTILITIES IN SUPPORT OF METRO SOLUTIONS; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT

WHEREAS, Texas Transportation Code 451.058(d) provides that transit agencies, such as METRO, reimburse utility providers for the costs that they incur for relocation, rerouting or alteration of facilities made necessary by the construction of transit improvements; and

WHEREAS, it is necessary that certain utility facilities owned by AT&T and by CenterPoint Energy be relocated or altered to enable the construction of transit improvements in support of METRO Solutions; and

WHEREAS, Agreements were executed with AT&T and with CenterPoint Energy for reimbursement of their costs for the relocation, re-routing and alterations of utility facilities ("Reimbursement Agreement"); and

WHEREAS, AT&T and CenterPoint Energy have performed the necessary relocation work and have submitted invoices for reimbursement of costs; and

WHEREAS, it is appropriate that the invoices be paid;

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

Section 1. The Board of Directors hereby approves the payment of invoices submitted by AT&T and by CENTERPOINT Energy for reimbursement of costs for the relocation, re-routing and alteration of utilities, for a total amount not to exceed $851,712.57.
Section 2. This resolution is effective immediately upon passage.

PASSED this 23rd day of September, 2008
APPROVED this 23rd day of September, 2008

ATTEST:

[Signature]
Assistant Secretary

David S. Wolff
Chairman
A RESOLUTION

AUTHORIZING THE PRESIDENT & CEO TO EXECUTE AND DELIVER A MODIFICATION TO THE CONTRACT WITH CH2M HILL, INC. FOR ESTIMATING SERVICES FOR THE NORTH, SOUTHEAST, EAST END AND UPTOWN CORRIDORS, THE INTERMODAL TERMINAL, AND THE LIGHT RAIL VEHICLE MAINTENANCE FACILITIES IN SUPPORT OF THE METRO SOLUTIONS PROGRAM FOR AN AMOUNT NOT TO EXCEED $200,000; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT

WHEREAS, METRO is in need of estimating services in support of the METRO Solutions Program to review cost proposals submitted by the Facility Provider; and

WHEREAS, CHM2 HILL, Inc. is familiar with the METRO Solutions and is uniquely qualified to provide these services; and

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

Section 1. The Board authorizes the President & CEO to execute and deliver a modification to the contract with CHM2 Hill, Inc. for an amount not to exceed $200,000;

Section 2. This resolution is effective immediately upon passage.

PASSED this 23rd day of September, 2008
APPROVED this 23rd day of September, 2008

ATTEST:

Chairman
A RESOLUTION

AUTHORIZING THE PRESIDENT & CEO TO EXECUTE AND DELIVER A MODIFICATION TO THE CONTRACT WITH TCB TRANSIT FOR ENGINEERING SERVICES FOR THE UNIVERSITY CORRIDOR FOR AN AMOUNT NOT TO EXCEED $8,248,514; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT

WHEREAS, TCB transit was awarded a contract in May 2006 to render engineering services for the University Corridor in support of the METRO Solutions Program; and

WHEREAS, a further extension of the period of performance and additional funding is needed to continue project design and support for the Final Environmental Impact Statement process and maintain the project completion of the University Corridor by end of year 2012;

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

Section 1. The Board authorizes the President & CEO to execute and deliver a modification to the contract with TCB Transit for an amount not to exceed $8,248,514;

Section 2. This resolution is effective immediately upon passage.

PASSED this 23rd day of September, 2008
APPROVED this 23rd day of September, 2008

ATTEST:

Assistant Secretary

Chairman
RESOLUTION NO. 2008- 77

A RESOLUTION

APPROVING AND ADOPTING THE BUDGETS FOR FISCAL YEAR 2009; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT

WHEREAS, Section 451.102(a), Texas Transportation Code, requires that the Board of Directors adopt an annual budget specifying major expenditures by type and amount prior to the expenditures of any funds in the budget year; and

WHEREAS, Section 451.102(b), Texas Transportation Code, requires that METRO make the proposed budgets available for public review and hold a public hearing prior to adoption of proposed budget; and

WHEREAS, in compliance with the cited statutory requirements, METRO has released proposed budgets for fiscal year 2009 and has held several public hearings regarding these proposed budgets; and

WHEREAS, the Board of Directors has reviewed the proposed budgets for fiscal year 2009 and has considered the public comments thereon; and

WHEREAS, the proposed budget and business plan for fiscal year 2009 include a base fare restructure;

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

Section 1. The Board of Directors hereby finds and declares that all prerequisites required by law for the consideration and adoption of the budgets for fiscal year 2009 have been satisfied.

Section 2. The Board of Directors hereby approves and adopts an Operating Budget for fiscal year 2009 totaling $330,000,000.
Section 3. The Board of Directors hereby approves and adopts a Capital Budget for fiscal year 2009 totaling $520,556,000.

Section 4. The Board of Directors hereby approves and adopts a General Mobility budget for fiscal year 2009 totaling $163,758,000.

Section 5. The Board of Directors hereby approves and adopts a Debt Service Budget of $10,559,000.

Section 6. The Board of Directors hereby approves a review, restructure, and modification of schedules and service plans.

Section 7. The Board of Directors hereby approves, after due consideration of public comment, incremental adjustments to the base fare as follows:

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</tr>
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</table>

Section 8. This resolution is effective immediately upon passage.

PASSED this 16th day of October, 2008
APPROVED this 16th day of October, 2008

ATTEST: METROPOLITAN TRANSIT AUTHORITY

Assistant Secretary: [Signature]

Chairman: [Signature]
RESOLUTION NO. 2008- 78

A RESOLUTION

APPROVING THE ISSUANCE OF CERTIFICATES OF PARTICIPATION SERIES 2008B; AMENDING THE MASTER LEASE PURCHASE AGREEMENT FOR THE MASTER LEASE PURCHASE FINANCING PROGRAM; AND APPROVING OTHER MATTERS INCIDENT AND RELATING THERETO

WHEREAS, the Board of Directors (the "Board") of the Metropolitan Transit Authority of Harris County, Texas (the "Authority") has heretofore established a lease/purchase program with First Southwest Leasing Company, as lessor (the "FSW Leasing"), to finance the acquisition of certain equipment (the "Equipment"), including buses, bus rapid transit vehicles, and rail rapid transit vehicles (the "Program");

WHEREAS, in order to implement the Program, the Authority has previously entered into a Master Lease Purchase Agreement, dated June 15, 2008 (the "Master Lease Agreement") with FSW Leasing whereby the Authority, as lessee, will make lease payments (the "Lease Payments") to FSW Leasing and FSW Leasing will lease and sell the Equipment to the Authority pursuant to Appendices to the Master Lease Agreement (the Master Lease Agreement together with such Appendices are, collectively, the "Lease Agreement");

WHEREAS, FSW Leasing has previously entered into a Master Trust Agreement, dated June 15, 2008 (the "Master Trust Agreement") with Wells Fargo Bank, National Association ("Trustee") whereby the Trustee will sell multiple series of Lease Revenue Certificates of Participation (the "Certificates"), each evidencing a proportionate ownership interest in the stream of Lease Payments set out in a particular Appendix, pursuant to multiple Supplemental Trust Agreements (the Master Trust Agreement together with such Supplemental Trust Agreements are, collectively, the "Trust Agreement");
WHEREAS, in connection with the issuance of Certificates, FSW Leasing will assign to the Trustee pursuant to related Absolute Assignment Agreements (the "Assignment Agreements") all of its rights, title, and interest in the Lease Agreement, its rights to receive Lease Payments thereunder and its security interest in the Equipment;

WHEREAS, the Authority wishes to initiate the acquisition of 60 buses pursuant to the Program by execution and delivery of Appendix 2 to the above as Lease Agreement ("Appendix 2");

WHEREAS, the Board has determined that it is in the best interest of the Authority to amend the Lease Agreement with FSW Leasing, as provided in the First Amendment to Master Lease Purchase Agreement attached to this Resolution as Exhibit A;

WHEREAS, the Board now desires to (i) approve the execution and delivery of Appendix 2 and the First Amendment to Lease Agreement and acknowledge that conforming amendments will be made to the Trust Agreement, (ii) acknowledge the issuance of Lease Revenue Certificates of Participation, Series 2008B (the "Series 2008B Certificates") by the Trustee pursuant to the Trust Agreement and approve distribution of an Offering Memorandum in connection with the public offering for sale of the Series 2008B Certificates, and (iii) approve the execution and delivery of any other certificates and instruments necessary or appropriate to consummate the transactions contemplated hereby; and

WHEREAS, as required by law, the meeting at which this Resolution is considered open to the public, and the public notice of the time, place, and purpose of said meeting was given pursuant to the Texas Government Code, Chapter 551, as amended.
NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE METROPOLITAN TRANSIT AUTHORITY OF HARRIS COUNTY, TEXAS, THAT:

Section 1. Approval of Appendix 2. The Board hereby approves the execution and delivery of Appendix 2 for the purpose of financing the acquisition of 60 buses.

Section 2. Sale and Delivery of Certificates; Offering Memorandum. The Board hereby approves the offering and sale of the Series 2008B Certificates and the distribution of an Offering Memorandum in connection therewith.

Section 3. Amendments to Master Lease Agreement and Master Trust Agreement. The Board hereby approves the execution and delivery of the First Amendment to Master Lease Purchase Agreement in substantially the form attached hereto as Exhibit A. The Board hereby acknowledges that conforming amendments will be made to the Master Trust Agreement by FSW Leasing and the Trustee.

Section 4. Further Proceedings. The Chairman, Vice Chairman and Secretary of the Board and the President/Chief Executive Officer and Chief Financial Officer are hereby authorized, empowered and directed to do all such acts and things and to execute such documents on behalf of the Authority and to do any and all things as may be necessary or desirable to carry out and comply with the provisions of this Resolution.

Section 5. Engagement of Professionals. The Board hereby confirms the engagement of Andrews Kurth LLP as Bond Counsel ("Bond Counsel") and First Southwest Company and Siebert Brandford Shank & Co, LLC as Co-Financial Advisors for the Authority in accordance with the terms of such firms’ existing engagements with the Authority. The Board hereby approves the engagement of RBC Capital Markets and Estrada Hinojosa as underwriters for the sale of the Series 2008B Certificates.
Section 6. Repealer. All orders or resolutions or parts thereof, which are in conflict or inconsistent with any provision of this Resolution are hereby repealed to the extent of such conflict, and the provisions of this Resolution shall be and remain controlling as to the matters contained herein.

Section 7. Severability. If any provisions of this Resolution or the application thereof to any circumstance shall be held to be invalid, the remainder of this Resolution and the application thereof to other circumstances shall, nevertheless, be valid and the Board hereby declares that this Resolution would have been enacted without such invalid provision.

Section 8. This resolution is effective immediately upon passage.

PASSED this 16th day of October, 2008
APPROVED this 16th day of October, 2008

ATTEST:

Assistant Secretary

Chairman

David S. Wolff
A RESOLUTION

AUTHORIZING AND DIRECTING THE PRESIDENT & CEO TO EXECUTE AND DELIVER AN INTERLOCAL AGREEMENT WITH HARRIS COUNTY COMMUNITY SERVICES DEPARTMENT FOR PARK & RIDE SERVICE FROM PASADENA TOWN SQUARE MALL; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT

WHEREAS, that section of Harris County, in the City of Pasadena lies outside the jurisdictional boundaries and service area of METRO; and

WHEREAS, METRO, under the provision of Section 451.056 of the Texas Transportation Code, may contract with a municipality, county, or other political subdivision to provide public transportation services outside of its jurisdictional boundaries; and

WHEREAS, METRO, and Harris County find that the operation of Park & Ride services from Pasadena Town Square Mall, and within the vicinity of the City of Pasadena, to Houston's downtown business district will enhance regional mobility and support transit services within the County;

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 an interlocal agreement with Harris County to provide Park & Ride Service from the Pasadena Town Square Mall within the vicinity of the City of Pasadena, Texas, to Houston's downtown business district.

Section 2. This resolution is effective immediately upon passage.

ATTEST:

PASSED this 16th day of October, 2008
APPROVED this 16th day of October, 2008

David S. Wolff
Chairman

Assistant Secretary
RESOLUTION NO. 2008- 80

A RESOLUTION

AUTHORIZING AND DIRECTING THE PRESIDENT & CEO TO EXECUTE AND DELIVER A CONTRACT WITH FM GLOBAL FOR THE PURCHASE OF BUILDER’S RISK INSURANCE FOR THE METRO SOLUTIONS PROGRAM; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT

WHEREAS, METRO requires a Builder’s Risk Insurance Policy to provide insurance coverage for four light rail corridors, an intermodal facility and maintenance, storage and wash facilities for the Metro Solutions Program; and

WHEREAS, METRO evaluated various proposals from various interested markets; and

WHEREAS, METRO and its broker of record negotiated best and final proposals with each carrier; and

WHEREAS, The Builder’s Risk Insurance Policy offered by FM Global was determined to be the most cost effective and provided the best value for METRO’s financing and exposure needs.

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 contract with FM Global for a Builder’s Risk Insurance policy for an amount not to exceed $5,884,365.

Section 2. This resolution is effective immediately upon passage.

ATTEST:

PASSED this 16th day of October, 2008
APPROVED this 16th day of October, 2008

Chairman

Assistant Secretary

David S. Wolff
Chairman
RESOLUTION NO. 2008-81

A RESOLUTION

AUTHORIZING AND DIRECTING THE PRESIDENT & CEO TO EXECUTE AND DELIVER A CONTRACT WITH CLYDE GARRISON FOR CONSULTANT SERVICES RELATED TO THE METRO SOLUTIONS PROJECT; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT

WHEREAS, METRO is in need of consultant services for the METRO Solutions Project; and

WHEREAS, Clyde Garrison brings substantive unique skills and experiences to the METRO Solutions Project; and

WHEREAS, METRO desires to enter into a Requirements Contract with Clyde Garrison for an amount not to exceed $159,417; and

WHEREAS, this contract will include amounts for the continuation of services from the previous contract;

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 contract with Clyde Garrison for consultant services related to the METRO Solutions Project.

Section 2. This resolution is effective immediately upon passage.

PASSED this 16th day of October, 2008
APPROVED this 16th day of October, 2008

ATTEST:

Assistant Secretary

Chairman

David S. Wolff
A RESOLUTION

AUTHORIZING AND DIRECTING THE PRESIDENT & CEO TO EXECUTE AND DELIVER A CONTRACT WITH DHIREN K. CHAKRABORTY FOR CONSULTANT SERVICES RELATED TO THE METRO SOLUTIONS PROJECT; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT

WHEREAS, METRO is in need of consultant services for the METRO Solutions Project; and

WHEREAS, Dhiren K. Chakraborty brings unique skills and experiences to the METRO Solutions Project; and

WHEREAS, METRO desires to enter into a Requirements Contract with Dhiren K. Chakraborty for an amount not to exceed $74,500; and

WHEREAS, this contract will include amounts for the continuation of services from the previous contract;

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 contract with Dhiren K. Chakraborty for consultant services related to the METRO Solutions Project.

Section 2. The amount of said contract with Dhiren K. Chakraborty is for an amount not to exceed $74,500 which includes amounts for continuation of services from the previous contract.

Section 3. This resolution is effective immediately upon passage.

ATTEST:

PASSED this 16th day of October, 2008

APPROVED this 16th day of October, 2008

Assistant Secretary

David S. Wolff
Chairman
A RESOLUTION

AUTHORIZING AND DIRECTING THE PRESIDENT & CEO TO NEGOTIATE, EXECUTE, AND DELIVER A CONTRACT WITH BOOZ ALLEN HAMILTON, INC. TO PERFORM A STATE-MANDATED PERFORMANCE AUDIT AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT:

WHEREAS, Section 451.454, TEXAS TRANSPORTATION CODE, requires an independent audit of metropolitan transit authorities every four years to review performance and compliance with applicable laws and regulations; and

WHEREAS, METRO issued a Request for Proposals for the performance of the State-mandated audit; and

WHEREAS, the firm of Booz Allen Hamilton, Inc. is most qualified to perform the audit work;

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 a contract with Booz Allen Hamilton, Inc. to conduct a performance audit for an amount not to exceed $225,000.

Section 2. This resolution is effective immediately upon passage.

PASSED this 20th day of November, 2008
APPROVED this 20th day of November, 2008

ATTEST:

Assistant Secretary

Chairman
RESOLUTION NO. 2008- 84

A RESOLUTION
APPROVING AND ADOPTING INVESTMENT POLICIES AND STRATEGIES FOR
FISCAL YEAR 2009; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO
THE SUBJECT.

WHEREAS, the Texas Public Funds Investment Act, Chapter 2256, Texas
Government Code, requires political subdivisions such as METRO to annually review
and adopt policies with respect to the investment of its funds; and

WHEREAS, by way of Board resolution, METRO previously approved a
comprehensive investment policy and strategies designed to provide maximum returns
with due consideration to the safety and risk of investments; and

WHEREAS, the Board of Directors has carefully reviewed the current policy and
the investment environment, and has determined that the current policy continues to
meet the objectives of good fiscal management, safety of principle, sound
diversification and optimization of earnings; and

WHEREAS, it is appropriate that METRO approve the investment policies and
strategies for fiscal year 2009;

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

Section 1. The Board has reviewed and hereby approves the Investment Policy
in the form attached as Exhibit A.

Section 2. The Board hereby authorized the President & Chief Executive Officer,
the Investment Officers named in the Investment Policy and any other officers of
METRO designated by the President & Chief Executive Officer (each, an “Authorized
Representative") to execute and deliver, or to cause to be executed and delivered, any documents, instruments and certificates, as any such Authorized Representative, in such person's discretion, may deem necessary, advisable or appropriate to effectuate or carry out the obligations or responsibilities of METRO under the Investment Policy or the purpose and intent of this Resolution, and the taking of any such action shall conclusively evidence the appropriateness or necessity of any such documents, instruments and certificates.

Section 3. The Board hereby authorizes the Authorized Representatives to take all other actions and do all other things, as may be necessary, desirable or appropriate to carry out the obligations or responsibilities of METRO under the Investment Policy of the purpose and intent of this Resolution.

Section 4. This resolution is effective immediately upon passage.

PASSED this 20th day of November, 2008
APPROVED this 20th day of November, 2008

Chairman

ATTEST:

Assistant Secretary

David S. Wolff
Chairman
RESOLUTION NO. 2008-85

A RESOLUTION

APPROVING THE PRICING OF THE SECOND MASTER LEASE FOR THE PURCHASE OF ROLLING STOCK IN SUPPORT OF THE MASTER LEASE PURCHASE FINANCING PROGRAM; AUTHORIZING AND DIRECTING THE PRESIDENT & CEO TO EXECUTE THE RELATED DOCUMENTS; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT.

WHEREAS, pursuant to the authority of Chapter 451, Texas Transportation Code, as amended and Chapter 271, Subchapter A, Texas Local Government Code, as amended, the Metropolitan Transit Authority of Harris County, Texas ("METRO") is authorized to execute, perform and make payments under a contract with any person for the use or the purchase or other acquisition of any personal property, or the financing thereof; and

WHEREAS, the Board of Directors determined that it is in the best interest of METRO to establish a lease/purchase financing program to finance the acquisition of certain equipment, including buses, bus rapid transit vehicles and rail rapid transit vehicles and had approved the program by Board action number 2007-69; and

WHEREAS, METRO has entered into a Master Lease Agreement with a Lessor and multiple Appendices thereto (collectively, the "Lease Agreement") whereby METRO, as Lessee, will make lease payments to the Lessor and the Lessor will lease and sell the equipment to METRO; and

WHEREAS, METRO proceeded with the negotiation and preparation of the necessary financing and offering documents for the Program including preparation of the Master Lease Agreement and such other documents as required for the establishment and implementation of the Program; and
WHEREAS, the underwriters of the program have marketed the program to various investors and have obtained pricing on the Revenue Certificates of Participation;

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

Section 1. The METRO Board of Directors hereby approves the pricing of the Series 2008B Lease Revenue Certificates of Participation.

Section 2. The President & Chief Executive Officer is authorized and directed to execute the necessary documents to fund the Lease Revenue Certificates of Participation.

Section 3. This resolution is effective immediately upon passage.

PASSED this 20th day of November, 2008
APPROVED this 20th day of November, 2008

ATTEST: 
Assistant Secretary

David S. Wolff 
Chairman
APPENDIX 2

PART 1 (EQUIPMENT SCHEDULE)

Pursuant to that certain Master Lease Purchase Agreement, dated as of June 15, 2008 (the "Master Lease Agreement"), by and between the Metropolitan Transit Authority of Harris County, Texas (the "Authority" or the "Lessee"), as lessee, and First Southwest Leasing Company ("FSW Leasing" or the "Lessor"), as lessor, and Appendix 2 thereto, the Lessor agrees to lease to Lessee and the Lessee agrees to lease from the Lessor the Equipment listed herein on this Part 1 (Equipment Schedule) of such Appendix.

Fifty (50) new MCI 45' hybrid coach buses

Ten (10) new Orion VII coach buses
The Lease Payments shall bear interest at the rates, and be payable on November 1 in each of the years and in the amounts set out in the following schedule:

<table>
<thead>
<tr>
<th>Lease Payment Date</th>
<th>Principal Component</th>
<th>Interest Component</th>
<th>Total Payment</th>
</tr>
</thead>
<tbody>
<tr>
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<tr>
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<tr>
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</tr>
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<tr>
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<td>914,187.50</td>
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<tr>
<td>11/01/2012</td>
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<tr>
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<tr>
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<tr>
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<tr>
<td>05/01/2015</td>
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<td>05/01/2016</td>
<td>$ 45,785,000.00</td>
<td>$ 20,085,197.23</td>
<td>$ 65,870,197.23</td>
</tr>
</tbody>
</table>

Part 2 – Page 1
APPENDIX 2

PART 3 (DISBURSEMENT REQUEST)

DISBURSEMENT REQUEST

Wells Fargo Bank, N.A.  
1021 Main Street Suite 2403  
MAC T5017-241  
Houston, Texas 77002  
Attention: Deirdre Ward  
Phone: 713-289-3463  
Fax: 713-289-3488  
deindre.h.ward@wellsfargo.com

First Southwest Leasing Company  
325 North St. Paul,  
Suite 800  
Dallas, Texas 75201  
Attention: Dana Juergensen  
Phone: 214-953-4064  
Fax: 214-953-4072  
djuergensen@firstsw.com

PAYMENT REQUEST NO.: 

RE: Appendix 2 to Master Lease Purchase Agreement (together, the “Lease Agreement”), dated as of June 15, 2008, made and entered into by and between the Metropolitan Transit Authority of Harris County, Texas (the “Authority” or the “Lessee”), as lessee, and First Southwest Leasing Company (the “Lessor”), as lessor

Ladies and Gentlemen:

Please refer to the above-described Lease Agreement. Unless otherwise defined herein, all terms having a defined meaning in the Lease Agreement shall have the same meaning when used herein.

1. Lessor is hereby requested to disburse or cause to be disbursed to the person, firm or corporation designated below as “Payee,” the sum set forth below such designation, in payment of the cost of those items of the Equipment delivered pursuant to the referenced Lease Agreement.

2. The undersigned hereby certifies that:

(a) This Request for Disbursement is in accordance with the above referenced Lease Agreement and is (check one of the following):
   
   ( ) for payment to the vendor of the Equipment or the items thereof described on Attachment “A” hereto, which items of the Equipment have been accepted as stated in the Acceptance Certificate attached hereto as Attachment “B”; or
   
   ( ) if the Equipment has not been finally accepted; for payment of a progress payment authorized under the Lease Agreement.

(b) The amount to be disbursed on this Request for Disbursement has not formed the basis of a previous request for payment and is due and owing.

(c) The following is a breakdown of the disbursements under the Lease Agreement:
(1) Aggregate of all disbursements previously requested $_______

(2) Amount of disbursement herein requested $_______

(3) Aggregate of all disbursements including this request $_______

3. Attached to this Request for Disbursement are the following (check each item attached) each of which is true and correct in all respects.

( ) a copy of the invoice of the vendor;

( ) a copy of the title or title application for each item of the Equipment for which a title is issued (title must list Wells Fargo Bank, N.A. as trustee, 1021 Main Street, Suite 2403, MAC T5017-241, Houston, Texas 77002, as lienholder);

( ) a copy of any certificate of insurance required under the Lease Agreement.

4. Please disburse the following amount to the following Payee:

Payee:_______________________________________________________

Amount:_______________________________________________________

Address:_______________________________________________________

__________________________________________________________________

Wiring Instructions, if applicable:
Bank Name and Location:___________________________________________

ABA Number:___________________________________________________

Account Number:_________________________________________________

For Further Credit To:____________________________________________

Reference:_______________________________________________________

Contact Information:_____________________________________________

Invoice
No(s):_________________________________________________________
5. No Event of Default, as such term is defined in the Lease Agreement, and no event which with notice or lapse of time, or both, would become an Event of Default, has occurred and is continuing at the date hereof.

6. By executing this Request for Disbursement, the Authority reaffirms all representations, warranties, and covenants contained in the Lease Agreement as of the date hereof.

7. The Authority agrees to pay to the Trustee the amounts specified in the Part 2 (Payment Schedule) attached to Appendix 2 to the Lease Agreement at the times and in the manner set forth therein, in payment of the Equipment.

EXECUTED as of ____________.

METROPOLITAN TRANSIT AUTHORITY OF HARRIS COUNTY, TEXAS

By: __________________________
Louise Richman
Vice President/Chief Financial Officer
Attachment “A”

Accepted Equipment

See attached invoices
Attachment "B"

Form of Acceptance Certificate

DATE: ________________, 200_

RE: Appendix 2 to Master Lease Purchase Agreement (collectively, the "Lease Agreement"), dated as of June 15, 2008, made and entered into by and between the Metropolitan Transit Authority of Harris County, Texas (the "Authority" or the "Lessee"), as lessee, and First Southwest Leasing Company (the "Lessor"), as lessor

Ladies and Gentlemen:

Please refer to the above-described Lease Agreement. Unless otherwise defined herein, all terms having a defined meaning in the Lease Agreement shall have the same meaning when used herein.

In accordance with the terms of the Lease Agreement, the Authority hereby certifies and represents as follows:

A. The Equipment described on the preceding Attachment A has been delivered and installed at the installation address and such delivery and installation have been completed on or before the date hereof.

B. The Authority has conducted such inspection and/or testing of the Equipment as it deems necessary and appropriate and hereby acknowledges that it accepts the Equipment for all purposes effective the date hereof.

C. No Event of Default, as such term is defined in the Lease Agreement, and no event which with notice or lapse of time, or both, would become an Event of Default, has occurred and is continuing at the date hereof.

D. The Equipment described on the preceding Attachment A is insured in accordance with Section 7.04 of the Lease Agreement pursuant to the policy of the insurance evidenced by the certificate of insurance attached hereto or is insured pursuant to a program of self insurance as required by the Lease Agreement.

E. By executing this Acceptance Certificate, the Authority reaffirms all representations, warranties, and covenants contained in the Lease Agreement as of the date hereof.

Yours truly,

METROPOLITAN TRANSIT AUTHORITY OF HARRIS COUNTY, TEXAS

By: _______________________________
Louise Richman
Vice President/Chief Financial Officer
Chief Financial Officer
APPENDIX 2
PART 4

TERMS OF THE CERTIFICATES

MASTER LEASE PURCHASE AGREEMENT AND APPENDIX 2 RELATING TO
LEASE REVENUE CERTIFICATES OF PARTICIPATION, SERIES 2008B

Capitalized terms used herein shall have the meanings assigned to them in the Master Lease Agreement.

1. Equipment. The purchase of the Equipment listed on Part I (Equipment Schedule) of Appendix 2, all of which is included in Exhibit A to the Master Lease Agreement, is hereby approved and the payment of the purchase price therefor with the proceeds of the Certificates is hereby acknowledged.

2. Principal Amount, Numbers, Interest Rates and Maturities. The Lease Payments shall be issued in the total authorized principal amount of $45,785,000. The Lease Payments, principal amounts, principal payment dates and interest rates set out in Part 2 (Payment Schedule) of Appendix 2 are hereby approved.

3. Scheduled Mandatory Prepayment. The Lease Payments maturing on and after ____ are subject to scheduled mandatory prepayment as follows: N/A

4. Optional Prepayment. The Lease Payments maturing on and after November 1, 2019, are subject to optional prepayment, in whole or in part on any date on or after November 1, 2018, at a Prepayment Price of par plus accrued interest.

5. Purchase Price. The sale of the related issue of Certificates is acknowledged at the following price:

<table>
<thead>
<tr>
<th>PRINCIPAL AMOUNT</th>
<th>$45,785,000.00</th>
</tr>
</thead>
<tbody>
<tr>
<td>Plus Original Issue Premium</td>
<td>1,275,947.95</td>
</tr>
<tr>
<td>Less Original Issue Discount</td>
<td>(241,237.16)</td>
</tr>
<tr>
<td>PURCHASE PRICE</td>
<td>$46,819,710.79</td>
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</tbody>
</table>

6. ___ YES  X  NO Bond Insurance. The payment of principal of and interest on the Lease Payments, when due, shall be insured by a Municipal Bond Insurance Policy issued by ________________, upon the terms and conditions of the commitment attached hereto as Exhibit A.
7. **Reserve Fund Requirement and Surety Policy.** The Reserve Fund Requirement shall be $4,706,094.80, calculated in accordance with the indicated method (check one):

- [X] 125% of the average annual debt service requirement under Appendix 2.

- [ ] Maximum annual debt service requirement under Appendix [ ].

- [ ] Yes    [X] No. The Reserve Fund Requirement shall be satisfied by a Reserve Fund Surety Policy issued by [ ], upon the terms and conditions of the commitment attached hereto as Exhibit B. Authorized Officers of the Authority are hereby authorized to execute and deliver a Financial Guaranty Agreement substantially in the form attached hereto as Exhibit C.
APPENDIX 2

PART 5

CERTIFICATE OF LESSEE

I, the undersigned, do hereby certify that I am a duly elected or appointed or authorized officer of the Metropolitan Transit Authority of Harris County, Texas (the "Authority"), that I hold the office set forth below my signature, and that I am hereby executing and delivering this certificate for the benefit of all persons interested in that certain Master Lease Purchase Agreement dated as of June 15, 2008, by and between the Authority, as lessee and First Southwest Leasing Company, as lessor, and Appendix 2 thereto (together, the "Lease Agreement"). The Lease Agreement and all other documents, certificates, or instruments executed or delivered by the Authority in connection therewith are referred to herein collectively as the "Lease Documents". Terms defined in the Lease Agreement are used in this certificate with the same meanings as in the Lease Agreement. I do hereby further certify that:

1. I am familiar with and have personal knowledge of the matters hereinafter stated.

2. The Authority is a political subdivision of the State of Texas.

3. Each person signing the Lease Documents to which the Authority is a party is a duly elected or appointed, qualified, and acting officer of the Authority holding the office set forth below such person's signature, and each such person's signature appearing thereon is true and genuine.

4. To the best of my knowledge (i) the representations and warranties of the Authority in the Lease Agreement are true and correct on and as of the date hereof as though made on and as of the date hereof; (ii) the Authority has complied with all terms on its part to be performed or satisfied by it under the Lease Agreement at or prior to the date hereof; and (iii) the Lease Documents remain in full force and effect and no default or breach, or other event that, with the giving of notice or the passage of time or both, would become a default or breach, has occurred thereunder.

5. Each of the Lease Documents has been duly executed and delivered by or on behalf of the Authority.

6. The Authority has taken all actions necessary to provide for all amounts required to be paid under the Lease Agreement during the Authority's Fiscal Year ending September 30, 2008, and the Authority has or expects to have sufficient lawfully available funds to make such payments as the same become due.

7. To the best of my knowledge, no litigation is pending or threatened in any court to restrain or enjoin the execution or delivery of the Lease Agreement or the payment of the Lease Payments, or in any way contesting or affecting the validity of the Lease Agreement, or contesting the powers of the Authority or contesting the authorization of the Lease Agreement or which, if adversely determined, will have a material, adverse effect on the ability of the Authority to perform its obligations under the Lease Documents.

HOU-2861529.1
8. The Equipment will be used by the Authority only for the purpose of performing one or more of its governmental functions consistent with the permissible scope of its authority. No portion of the Equipment will be leased to or operated by any person in connection with a non-governmental trade or business.

9. The Authority will prepare or cause to be prepared and will file or cause to be filed a Form 8038-G in the manner and within the time provided by section 149(e) of the Internal Revenue Code of 1986, as amended.

10. The Authority has reviewed the information relating to the Authority, the Equipment to be purchased by the Authority pursuant to the Lease Agreement, and the Authority's financial statements contained in the offering materials prepared by Lessor and such information was, as of the date of such offering materials, and the date of the Authority's review thereof, true and accurate and such information did not, as of the date of such offering materials and the date of the Authority's review thereof, contain any untrue statement of a material fact or omit to state a material fact necessary in order to make the statements therein, in light of the circumstances under which they are made, not misleading.

EXECUTED as of ________________

METROPOLITAN TRANSIT AUTHORITY OF HARRIS COUNTY, TEXAS

By: ____________________________
    Louise Richman
    Vice President/Chief Financial Officer
APPENDIX 2

PART 6

CONTINUING DISCLOSURE CERTIFICATE

I, the undersigned, do hereby certify that I am a duly elected or appointed authorized officer of the Metropolitan Transit Authority of Harris County, Texas (the "Authority") and an Authorized Representative of the Authority under the Master Lease Purchase Agreement dated as of June 15, 2008.

I do hereby further certify as follows:

1. The Authority shall provide annually to each NRMSIR and any SID, within six months after the end of each fiscal year, financial information and operating data with respect to the Authority of the general type included in the final Offering Memorandum, being the information described in the Offering Memorandum in Tables 1 through 4 and Appendix C. Any financial statements so to be provided shall be (1) prepared in accordance with the accounting principles as the Authority may be required to employ from time to time pursuant to State law or regulation and (2) audited, if the Authority commissions an audit of such statements and the audit is completed within the period during which they must be provided. If audited financial statements are not so provided, then the Authority shall provide unaudited financial statements for the applicable fiscal year to each NRMSIR and any SID, and audited financial statements when and if audited financial statements become available.

The filing of such continuing disclosure information with a central post office approved by such purposes by the SEC, for submission to the NRMSIRs and SID (without also separately submitting such filings to the NRMSIRs and SID by some other means) will satisfy the Authority's obligation to file such information with the NRMSIRs and SID.

If the Authority changes its fiscal year, it will notify each NRMSIR and any SID of the change (and of the date of the new fiscal year end) prior to the next date by which the Authority otherwise would be required to provide financial information and operating data pursuant to this Section.

The financial information and operating data to be provided pursuant to this Section may be set forth in full in one or more documents or may be included by specific reference to any document (including an official statement or other offering document, if it is available from the MSRB) that theretofore has been provided to each NRMSIR and any SID or filed with the SEC.

2. The Authority shall notify any SID and either each NRMSIR or the MSRB, in a timely manner, of any of the following events with respect to the Lease Payments, if such event is material within the meaning of the federal securities laws:

(a) Principal and interest payment delinquencies;
(b) Non-payment related defaults;
(c) Unscheduled draws on debt service reserves reflecting financial difficulties;
(d) Unscheduled draws on credit enhancements reflecting financial difficulties;

Part 6 – Page 1
(e) Substitution of credit or liquidity providers, or their failure to perform;
(f) Adverse tax opinions or events affecting the tax-exempt status of the Lease Payments;
(g) Modifications to rights of owners of Certificates;
(h) Prepayments;
(i) Defeasances;
(j) Release, substitution, or sale of property securing repayment of the Lease Payments; and
(k) Rating changes.

The Authority shall notify any SID and either each NRMSIR or the MSRB, in a timely manner, of any failure by the Authority to provide financial information or operating data in accordance with this Section by the time required by this Section.

3. The Authority shall be obligated to observe and perform the covenants specified in this Certificate for so long as, but only for so long as, the Authority remains an "obligated person" with respect to the Certificates within the meaning of the Rule, except that the Authority in any event will give the notice required by this Section of any prepayments and defeasance that cause the Authority to be no longer such an "obligated person."

The provisions of this Certificate are for the sole benefit of the Registered Owners and beneficial owners of the Certificates, and nothing in this Certificate, express or implied, shall give any benefit or any legal or equitable right, remedy, or claim hereunder to any other person. The Authority undertakes to provide only the financial information, operating data, financial statements, and notices which it has expressly agreed to provide pursuant to this Certificate and does not hereby undertake to provide any other information that may be relevant or material to a complete presentation of the Authority’s financial results, condition, or prospects or hereby undertake to update any information provided in accordance with this Certificate or otherwise, except as expressly provided herein. The Authority does not make any representation or warranty concerning such information or its usefulness to a decision to invest in or sell Certificates at any future date.

UNDER NO CIRCUMSTANCES SHALL THE AUTHORITY BE LIABLE TO THE REGISTERED OWNER OR BENEFICIAL OWNER OF ANY CERTIFICATE OR ANY OTHER PERSON, IN CONTRACT OR TORT, FOR DAMAGES RESULTING IN WHOLE OR IN PART FROM ANY BREACH BY THE AUTHORITY, WHETHER NEGLIGENT OR WITHOUT FAULT ON ITS PART, OF ANY COVENANT SPECIFIED IN THIS CERTIFICATE, BUT EVERY RIGHT AND REMEDY OF ANY SUCH PERSON, IN CONTRACT OR TORT, FOR OR ON ACCOUNT OF ANY SUCH BREACH SHALL BE LIMITED TO AN ACTION FOR MANDAMUS OR SPECIFIC PERFORMANCE.

No default by the Authority in observing or performing its obligations under this Certificate shall constitute a breach of or default under the Trust Agreement for purposes of any other provision thereof.

Part 6 – Page 2
Nothing in this Certificate is intended or shall act to disclaim, waive, or otherwise limit the duties of the Authority under federal and state securities laws.

The provisions of this Certificate may be amended by the Authority from time to time to adapt the changed circumstances that arise from a change in legal requirements, a change in law, or a change in the identity, nature, status, or type of operations of the Authority, but only if (1) the provisions of this Certificate, as so amended, would have permitted an underwriter to purchase or sell the Certificates in the primary offering of the Certificates in compliance with the Rule, taking into account any amendments or interpretations of the Rule to the date of such amendment, as well as such changed circumstances, and (2) either (a) the Registered Owners of a majority in aggregate principal amount (or any greater amount required by any other provision of the Trust Agreement that authorizes such an amendment) of the Outstanding Certificates consent to such amendment or (1)) a person that is unaffiliated with the Authority (such as nationally recognized bond counsel) determines that such amendment will not materially impair the interests of the Registered Owners and beneficial owners of the Certificates. If the Authority so amends the provisions of this Certificate, it shall include with any amended financial information or operating data next provided in accordance with this Certificate an explanation, in narrative form, of the reasons for the amendment and of the impact of any change in the type of financial information or operating data so provided. The Authority may also amend or repeal the provisions of this Certificate if the SEC amends or repeals the applicable provisions of the Rule or a court of final jurisdiction enters judgment that such provisions of the Rule are invalid, and the Authority also may amend the provisions of this Certificate in its discretion in any other manner or circumstance, but in either case only if and to the extent that the provisions of this sentence would not have prevented an underwriter from lawfully purchasing or selling Certificates in the primary offering of the Certificates, giving effect to (a) such provisions as so amended and (b) any amendments or interpretations of the Rule.

4. As used in this Certificate, the following terms have the meanings ascribed to such terms below:

"MSRB" means the Municipal Securities Rulemaking Board.

"NRMSIR" means each person whom the SEC or its staff has determined to be a nationally recognized municipal securities information repository within the meaning of the Rule from time to time.

"Rule" means SEC Rule 15c2-12, as amended from time to time.

"SEC" means the United States Securities and Exchange Commission.

"SID" means any person designated by the State of Texas or an authorized department, officer, or agency thereof as, and determined by the SEC or its staff to be, a state information depository within the meaning of the Rule from time to time.
EXECUTED as of ________________.

METROPOLITAN TRANSIT AUTHORITY OF HARRIS COUNTY, TEXAS

By: ________________________________
   Louise Richman
   Vice President/Chief Financial Officer
APPENDIX 2

PART 7

PROVISIONS RELATING TO CERTIFICATE INSURANCE

N/A
Appendix 2

PART 8

REGISTRATION CERTIFICATE OF
COMPTROLLER OF PUBLIC ACCOUNTS

OFFICE OF THE COMPTROLLER
OF PUBLIC ACCOUNTS,
THE STATE OF TEXAS

§

§

§

REGISTER NO. __________________

I HEREBY CERTIFY that this Appendix 2 to the Master Lease Purchase Agreement between the Metropolitan Transit Authority of Harris County, Texas, as lessee, and First Southwest Leasing Company, as lessor, has been examined, certified as to validity and approved by the Attorney General of the State of Texas and duly registered by the Comptroller of Public Accounts of the State of Texas.

WITNESS my signature and seal of office this ___ day of _________________.

(SEAL)

Comptroller of Public Accounts of the State of Texas
RESOLUTION NO. 2008-86

A RESOLUTION

AUTHORIZING THE PRESIDENT & CEO OR HIS DESIGNEE THE AUTHORITY TO SIGN A SECOND AMENDMENT TO THE REVOLVING CREDIT AND TERM LOAN AGREEMENT TO REFLECT THE WITHDRAWAL OF DEPFA BANK PLC AS A LIQUIDITY PROVIDER

WHEREAS, the Metropolitan Transit Authority of Harris County, Texas (the "Authority") has, pursuant to Resolution No. 2005-75, previously approved the issuance of its Sales and Use Tax Revenue Commercial Paper Notes, Series A (the "Program" or "Notes"); and

WHEREAS, the Authority has previously entered into a Revolving Credit and Term Loan Agreement (the "Credit Agreement"), dated as of June 15, 2008, as amended, and included as a liquidity provider DEPFA Bank plc, acting through its New York Branch; and

WHEREAS, DEPFA Bank plc has requested that it be allowed to voluntarily withdraw as a party to the Credit Agreement; and

WHEREAS, the owners of the currently outstanding Notes have agreed to the voluntary withdrawal of DEPFA Bank plc as a party to the Credit Agreement;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE METROPOLITAN TRANSIT AUTHORITY THAT:
Section 1. The President & CEO or his designee is hereby authorized and directed to sign a second amendment to the revolving credit and term loan agreement to reflect the withdrawal of DEPFA Bank PLC as a liquidity provider.

Section 2. This resolution is effective immediately upon passage.

PASSED this 20th day of November, 2008
APPROVED this 20th day of November, 2008

ATTEST:

Rose Gonzales
Assistant Secretary

David S. Wolff
Chairman of the Board
A RESOLUTION

AUTHORIZING AND DIRECTING THE PRESIDENT & CEO TO NEGOTIATE, EXECUTE AND DELIVER MODIFICATIONS TO SELECTED AGREEMENTS FOR COMMUNITY OUTREACH ACTIVITIES IN SUPPORT OF METRO SOLUTIONS; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT

WHEREAS, by way of Board Resolution 2008-51, METRO assumed the temporary administration of several contracts and subcontracts upon the discontinuation of negotiations with the previously designated Facility Provider; and

WHEREAS, certain contracts and subcontracts temporarily assumed by METRO provided Community Outreach activities in support of METRO Solutions; and

WHEREAS, it is necessary to modify the contracts and subcontracts to increase the maximized authorized expenditures and extend the period of performance;

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 modifications to those certain Community Outreach contracts and subcontracts to extend the period of performance and increase the maximum authorized expenditures by $1 million for a total amount not to exceed $2.5 million.
Section 2. This resolution is effective immediately upon passage.

PASSED this 20th day of November, 2008
APPROVED this 20th day of November, 2008

ATTEST:

[Signature]
Assistant Secretary

[Signature]
David S. Wolff
Chairman
RESOLUTION NO. 2008- 88

A RESOLUTION

AUTHORIZING AND DIRECTING THE PRESIDENT & CEO TO EXECUTE AND DELIVER A MODIFICATION OF THE DESIGN MANAGEMENT AND OTHER PRE-CONSTRUCTION SERVICES CONTRACT WITH GRANITE CONSTRUCTION COMPANY IN FURTHERANCE OF METRO SOLUTIONS AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT

WHEREAS, Chapter 451, Subchapter Q, of the Texas Transportation Code (hereinafter "Subchapter Q") authorizes transit authorities, such as METRO, to use the hybrid delivery system method of procurement for selection of a Facility Provider for the construction of certain large transit projects; and

WHEREAS, by way of Resolution 2007-41, METRO executed a Development agreement with a Facility Provider for Phase 1 deliverables, including preliminary engineering, coordination of professional services and finalization of Project scope, all in preparation for Phase 2 of METRO Solutions ("Project") final design and construction, and other Project elements; and

WHEREAS, in accordance with Subchapter Q, and as provided in the Development Agreement, the Facility Provider assumed oversight and management of major tasks performed by engineers and architects previously selected by METRO; and

WHEREAS, Board Resolution No. 2008-36 authorized the President & CEO to assume and administer subcontracts of the former facility provider, including the subcontract with Granite Construction Company (formerly Houston Transit Partners); and

WHEREAS, Granite Construction Company is willing to continue its oversight and management tasks and other pre-construction activities, in support of the Project; and
WHEREAS, funding for project management and pre-construction services provided by the Facility Provider, pending final agreement for Phase 2 of the Project was approved by this body through board resolution number 2008-15; and

WHEREAS, it is appropriate that METRO continue the professional services to provide for the continuation of services necessary to advance the implementation of the Project; and

WHEREAS, Granite Construction Company (formerly Houston Transit Partners) has continued to work toward implementation of the Project; and

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 modification to the agreement with Granite Construction Company for continued project management and other pre-construction services by increasing the amount of expenditures under the agreement by an additional amount not to exceed $5 million.

Section 2. This Board Resolution is effective immediately once passed.

PASSED this 20th day of November, 2008
APPROVED this 20th day of November, 2008
DECLARING THE EXISTENCE OF A PUBLIC NECESSITY FOR METRO TO ACQUIRE CERTAIN PROPERTIES AND INTERESTS IN PROPERTIES; DECLARING THAT THE ACQUISITION OF THOSE CERTAIN PROPERTY RIGHTS IS NECESSARY AND PROPER FOR THE CONSTRUCTION, EXTENSION, IMPROVEMENT OR DEVELOPMENT OF METRO'S TRANSIT SYSTEM; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT:

WHEREAS, METRO is proceeding with the development of high capacity transit in the North, Southeast, East End and Uptown travel corridors and the development of station and terminal facilities and support infrastructure at the proposed Intermodal Terminal (collectively, the "Projects"); and

WHEREAS, METRO staff has identified certain properties and interests in properties to be acquired for transit purposes in connection with the construction and operation of the Projects; and

WHEREAS, the Board previously authorized the acquisition of properties and interests in properties along the preferred routes for the North, Southeast, East End and Uptown travel corridors and at the proposed Intermodal Terminal; and

WHEREAS, METRO has endeavored to negotiate and is continuing to negotiate with the owners of such properties in an effort to purchase the necessary property rights, but appears that it may be necessary to exercise METRO's power of eminent domain to acquire certain properties and property interests; and

WHEREAS, a public hearing has been held for the purpose of hearing testimony and receiving evidence regarding the proposed acquisition of the properties described in Attachment A; and
WHEREAS, having heard and considered the comments expressed during the public hearings and having considered the purposes for which the properties and property interests are to be acquired, the Board is of the opinion that there exists a public necessity and it is in the public interest for METRO to acquire the properties described in Attachments A;

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

Section 1. The Board of Directors hereby finds and declares that there exists a public necessity and it is in the public interest for METRO to acquire for transit purposes in connection with the construction and operation of the Projects the fee simple interest in the properties identified in Attachment A and all additional rights associated with such properties, including but not limited to rights of entry for demolition purposes and temporary construction easements, necessary for the construction and operation of such transit system improvements and components.

Section 2. The Board of Directors hereby finds and declares that the acquisition of such properties and property interests is necessary and proper for the construction, extension, improvement or development of METRO's transit system.

Section 3. The President & CEO, along with the legal counsel, is hereby authorized and directed to acquire, by donation, purchase, or exercise of the power of eminent domain, the fee simple interest in the properties identified in Attachment A together with all additional rights associated with such properties, including but not limited to rights of entry
for demolition purposes and temporary construction easements, necessary for the construction and operation of the transit system improvements contemplated in the North, Southeast, East End and Uptown travel corridors and at the proposed Intermodal Terminal.

Section 4. This resolution is effective immediately upon passage.

PASSED this 20th day of November, 2008
APPROVED this 20th day of November, 2008

ATTEST:

David S. Wolff
Chairman
PUBLIC HEARING REGARDING ACQUISITION OF REAL ESTATE

Pursuant to the statutory requirements, the scheduled and posted Public Comment Hearing regarding the acquisition of certain real estate properties was held Tuesday, September, 16, 2008, at 9:00 am.

In accordance with the Texas Transportation Code, Section 451.059(b), and to comply with such State Statute noted, The Metropolitan Transit Authority of Harris County, Houston, Texas ("METRO") was required to hold the Public Comment Hearing regarding the acquisition of certain properties as scheduled and posted. However, as a result of the impact of Hurricane Ike, due consideration is being given to those who were unable to attend and, therefore, METRO will accept written public comments until, Monday, October 13, 2008. METRO will hold an additional Public Comment Hearing regarding the acquisition of real estate properties that were addressed on September 16, 2008. The additional Public Comment Hearing will be held on Tuesday, October 7, 2008 at 9:00 am at Metropolitan Transit Authority of Harris County, Texas, 1900 Main, Houston, TX 77002.

Please submit written public comments to: Pauline E. Higgins, Senior Vice President and General Counsel, Metropolitan Transit Authority of Harris County, Texas, 1900 Main, Houston, TX 77002.

NOTICE OF PUBLIC HEARING
METROPOLITAN TRANSIT AUTHORITY OF HARRIS COUNTY, TEXAS

Notice is hereby given that the Metropolitan Transit Authority of Harris County, Texas (METRO) will hold a public hearing on Tuesday, October 7, 2008, at 9:00 a.m. at METRO’s Administrative Office Building at 1900 Main Street, 2nd Floor Board Room, Houston, Texas 77002, for the purpose of hearing testimony and receiving evidence on the public necessity for METRO to acquire certain parcels of real property and related property rights, generally described as follows:

SOUTHEAST CORRIDOR:

1) Approximately 8,956 square feet of land comprising parts of Lots 3, 4, and 5, Block 542 of South Side of Buffalo Bayou, James Wells Survey, A-832, Harris County, Texas (SE 002);

2) Approximately 4,487 square feet of land adjoining the remainders of Lots 3, 4, and 5, Block 542 of South Side of Buffalo Bayou, James Wells Survey, A-832, Harris County, Texas (SE 004);

3) Approximately 2,046 square feet of land out of Lots 8, 9, 10, 11, and 12, Block 5 of the-Miller Addition, H. Tierwester Survey, A-75, Harris County, Texas (SE 008-012);

ATTACHMENT A
4) Approximately 6,315 square feet of land comprising Lots 11 and 12 and a part of Lot 10, Block 4 of the Miller Addition, H. Tierwester Survey, A-75, Harris County, Texas (SE 018-019);

5) Approximately 6,013 square feet of land out of Lots 1, 3, 5, 7, and 9, Block 3 of the W.L. Edmundson Addition Number 2, H. Tierwester Survey, A-75, Harris County, Texas (SE 032-033);

6) Approximately 2,440 square feet of land comprising Lot 11, Block 3 of the W.L. Edmundson Addition Number 2, H. Tierwester Survey, A-75, Harris County, Texas (SE 034);

7) Approximately 2,734 square feet of land comprising Lot 15, Block 3 of the W.L. Edmundson Addition Number 2, H. Tierwester, A-75, Harris County, Texas (SE 036);

8) Approximately 12,513 square feet of land comprising the remainders of Lots 1, 2, 3, 4, and 5, Block 1 of Senechal Place, H. Tierwester Survey, A-75, Harris County, Texas (SE 037, 038, 039, 040 & 041);

9) Approximately 806 square feet of land out of Lots 2 and 3, Block 1 of the H.A. Paine Addition, and out of Lots 7 and 8, Block 4 of Senechal Place, H. Tierwester Survey, A-75, Harris County, Texas (SE 049-050);

10) Approximately 320 square feet of land out of Lot 1, Block 6 of the H.A. Paine Addition, Luke Moore Survey, A-51, Harris County, Texas (SE 055);

11) Approximately 917 square feet of land out of Lots 1 and 2, Block 27 of the Leeland Park Addition, Luke Moore Survey, A-51, Harris County, Texas (SE 055A);

12) Approximately 4,292 square feet of land out of Lots 1, 2, 11, and 12, Block 26 of the Leeland Park Addition, Luke Moore Survey, A-51, Harris County, Texas (SE 059, 059A, 060 & 060A);

13) Approximately 4,692 square feet of land out of Lots 1, 2, 11, and 12, Block 25 of the Leeland Park Addition, Luke Moore Survey, A-51, Harris County, Texas, and a right of entry for demolition purposes (SE 061A);

14) Approximately 2,178 square feet of land out of Lots 11 and 12, Block 24 of the Leeland Park Addition, Luke Moore Survey, A-51, Harris County, Texas (SE 064);

15) Approximately 2,185 square feet of land out of Lots 1 and 2, Block 24 of the Leeland Park Addition, Luke Moore Survey, A-51, Harris County, Texas (SE 065);
16) Approximately 2,240 square feet of land out of Lots 11 and 12, Block 23 of the Leeland Park Addition, Luke Moore Survey, A-51, Harris County, Texas, and a right of entry for demolition purposes (SE 071-071A);

17) Approximately 112 square feet of land out of Lot 11, Block 22 of the Leeland Park Addition, Luke Moore Survey, A-51, Harris County, Texas (SE 075A);

18) Approximately 3,985 square feet of land out of Lots 1 and 12, Block 22 of the Houston City Street Railway Addition Number 4 (also known as the Leeland Park Addition), Luke Moore Survey, A-51, Harris County, Texas (SE 076);

19) Approximately 578 square feet of land out of Lot 12, Block 21 of the Houston City Street Railway Addition Number 4 (also known as the Leeland Park Addition), Luke Moore Survey, A-51, Harris County, Texas, and a right of entry for demolition purposes (SE 080);

20) Approximately 1,604 square feet of land out of Lots 1 and 2, Block 21 of the Leeland Park Addition, Luke Moore Survey, A-51, Harris County, Texas (SE 082);

21) Approximately 2,207 square feet of land out of Lots 11 and 12, Block 20 of the Houston City Street Railway Addition Number 4 (also known as the Leeland Park Addition), Luke Moore Survey, A-51, Harris County, Texas (SE 085);

22) Approximately 1,903 square feet of land out of Lot 1, Block 20 of the Houston City Street Railway Addition Number 4 (also known as the Leeland Park Addition), Luke Moore Survey, A-51, Harris County, Texas (SE 086);

23) Approximately 2,323 square feet of land out of Lot 8, Block 15 of the Houston City Street Railway Addition Number 4, H. Tierwester Survey, A-75, Harris County, Texas (SE 088);

24) Approximately 149 square feet of land out of the south 1/2 of Lot 1, Block 19 of the Houston City Street Railway Addition Number 4, Luke Moore Survey, A-51, Harris County, Texas (SE 091);

25) Approximately 930 square feet of land out of Lot 12, Block 18 of the Leeland Park Addition, Luke Moore Survey, A-51, Harris County, Texas (SE 096);

26) Approximately 1,360 square feet of land out of Lots 11 and 12, Block 18 of the Leeland Park Addition, Luke Moore Survey, A-51, Harris County, Texas (SE 097);

27) Approximately 8,748 square feet of land out of Lots 1 and 2, Block 18 of the Leeland Park Addition, and out of Lots 1 and 2, Block 1 of the Cline and Cline Addition, Luke Moore Survey, A-51, Harris County, Texas, and a right of entry for demolition purposes (SE 098, 099 & 100);
28) Approximately 7,856 square feet of land out of Lots 1, 4, 5, and 8, Block 17 of the Replat of Leeland Park Addition, Luke Moore Survey, A-51, Harris County, Texas (SE 101);

29) Approximately 5,913 square feet of land out of a 0.3935-acre tract at the southwest corner of Scott Street and Elgin Street, Luke Moore Survey, A-51, Harris County, Texas, also known as 3506 Elgin Street, and a right of entry for demolition purposes (SE 103-104);

30) Approximately 5,463 square feet of land out of a 0.4038-acre tract at the northwest corner of Scott Street and Simmons Street, Luke Moore Survey, A-51, Harris County, Texas, also known as 3517 Simmons Street (SE 105-106);

31) Approximately 23,377 square feet of land comprising Lots 2 and 3 and parts of Lots 1 and 4 of Tremble Place, H. Tierwester Survey, A-75, Harris County, Texas, also known as 3322 Scott Street (SE 109, 109A, 109B & 110);

32) Approximately 7,800 square feet of land comprising Lot 16, Block 1 of the University Oaks Subdivision, Luke Moore Survey, A-51, Harris County, Texas (SE 159);

33) Approximately 7,800 square feet of land comprising Lot 18, Block 1 of the University Oaks Subdivision, Luke Moore Survey, A-51, Harris County, Texas (SE 161);

34) Approximately 7,800 square feet of land comprising Lot 19, Block 1 of the University Oaks Subdivision, Luke Moore Survey, A-51, Harris County, Texas (SE 162);

35) Approximately 25,121 square feet of land in the Luke Moore Survey, A-51, Harris County, Texas, being all of a 0.5767-acre tract described in a deed recorded under Harris County Clerk’s File Number L650708, also known as 5040 Old Spanish Trail (SE 177);

36) Approximately 2,690 square feet of land out of Lots 21 and 22, Block 90 of Riverside Terrace, Luke Moore Survey, A-51, Harris County, Texas, and a right of entry for demolition purposes (SE 183-184);

37) Approximately 473 square feet of land out of Lot 14, Block 94 of Riverside Terrace, Luke Moore Survey, A-51, Harris County, Texas (SE 190);

38) Approximately 1,367 square feet of land out of Lot 16, Block 94 of Riverside Terrace, Luke Moore Survey, A-51, Harris County, Texas (SE 192);

39) Approximately 737 square feet of land in the Luke Moore Survey, A-51, Harris County, Texas, being out of a 0.473-acre tract described in a deed recorded under Harris County Clerk’s File Number 20070713487, also known as 5115 Martin Luther King Blvd. (SE 193);
40) Approximately 2,434 square feet of land out of Lot 12, Block 95 of Riverside Terrace, and out of Lots 37 and 38 of the Josie R. Brown Subdivision, Luke Moore Survey, A-51, Harris County, Texas (SE 201-202);

41) Approximately 7,000 square feet of land in the Luke Moore Survey, A-51, Harris County, Texas, being out of a 4.703-acre tract described in a deed recorded under Harris County Clerk’s File Number 20080422911, and out of a 5.594-acre tract described in a deed recorded under Harris County Clerk’s File Number 20070596116 (SE 209A & 209B);

42) Approximately 15,620 square feet of land in the Luke Moore Survey, A-51, Harris County, Texas, being all of 0.3586-acre tract described in a deed recorded under Harris County Clerk’s File Number R570851, also known as 5203 Griggs Road (SE 224);

43) Approximately 8,866 square feet of land in the Luke Moore Survey, A-51, Harris County, Texas, being all of a 0.2035-acre tract described in a deed recorded under Harris County Clerk’s File Number D620034, also known as 5207 Griggs Road (SE 229);

44) Approximately 1,730 square feet of land out of Lots 1 and 2, Block 1 of the MacGregor View Addition, Luke Moore Survey, A-51, Harris County, Texas (SE 234-235);

45) Approximately 8,216 square feet of land out of Lots 1 and 2, Block 2 of the MacGregor View Addition, and out of a 0.8813-acre tract described in a deed recorded under Harris County Clerk’s File Number X763874, Luke Moore Survey, A-51, Harris County, Texas, and a right of entry for demolition purposes (SE 241);

46) Approximately 1,785 square feet of land out of a 0.5356-acre tract described in a deed recorded under Harris County Clerk’s File Number X042123, being located in Block 1, Reserve C of Royal Palms Addition, Luke Moore Survey, A-51, Harris County, Texas, and a right of entry for demolition purposes (SE 242);

47) Approximately 2,940 square feet of land out of a 0.3425-acre tract described in a deed recorded under Harris County Clerk’s File Number V523347, being located in Block 1, Reserve C of Royal Palms Addition, Luke Moore Survey, A-51, Harris County, Texas, and a right of entry for demolition purposes (SE 243);

48) Approximately 5,277 square feet of land out of a tract at the northeast corner of Griggs Road and Royal Palms Drive, being Tract five in a deed recorded under Harris County Clerk’s File Number P694089, Luke Moore Survey, A-51, Harris County, Texas (SE 246);

49) Approximately 21,296 square feet of land out of a tract along the north line of Griggs Road, being Tract six in a deed recorded under Harris County Clerk’s File
50) Approximately 3,889 square feet of land in the Luke Moore Survey, A-51, Harris County, Texas, being out of a called 0.358-acre tract described in a deed recorded under Harris County Clerk’s File Number X767561, and a right of entry for demolition purposes (SE 249);

51) Approximately 7,717 square feet of land in the Luke Moore Survey, A-51, Harris County, Texas, being out of a called 39,938 square foot tract described in a deed recorded under Harris County Clerk’s File Number V159337, and a right of entry for demolition purposes (SE 250);

52) Approximately 1,907 square feet of land out of a 0.2274-acre tract described in a deed recorded under Harris County Clerk’s File Number S935300, being located in Lot 2 of Sunrise Place, Luke Moore Survey, A-51, Harris County, Texas (SE 253);

53) Approximately 7,873 square feet of land, being a 0.1807-acre tract described as Tract 2 in a deed recorded under Harris County Clerk’s File Number 20070298615, comprising Lot 1 and a part of Lot 2 of Sunrise Place, Luke Moore Survey, A-51, Harris County, Texas (SE 254);

54) Approximately 108,659 square feet of land, being a 2.4945-acre tract described in a deed recorded under Harris County Clerk’s File Number 20070298615, Luke Moore Survey, A-51, Harris County, Texas, also known as 5619 Griggs Road (SE 255);

55) Approximately 7.58 acres of land described in a deed recorded under Harris County Clerk’s File Number S263164, Luke Moore Survey, A-51, and C. Goodrich Survey, A-306, Harris County, Texas, also known as 5625 Griggs Road (SE 256-257);

56) Approximately 24,979 square feet of land comprising Lots 1 and 2 and parts of Lots 3 and 4, Block 541 of South Side Buffalo Bayou, and Lot 5 and parts of Lots 3 and 4, Block 613 of Ranger Addition, S.M. Williams Survey, A-87, Harris County, Texas (SE 300);

57) Approximately 27,051 square feet of land comprising Lots 1 and 2 and parts of Lots 3, 4, 5, 11, and 12, Block 535 of South Side of Buffalo Bayou, J. Wells Survey, A-832, Harris County, Texas (SE 307);

58) Approximately 10,629 square feet of land at the east corner of Velasco Street and Dallas Avenue, being out of Restricted Reserve “A”, Block 1 of the Mailplex Subdivision, J. Wells Survey, A-832, Harris County, Texas (SE 309);

59) Approximately 5,918 square feet of land out of Lot 5, Block 522, and out of Lots 6, 7, 8, and 9, Block 527 of South Side Buffalo Bayou, and also a portion of
former Palmer Street adjoining Walker Avenue, J. Wells Survey, A-832, Harris County, Texas (SE 316);

60) Approximately 45,361 square feet of land comprising Lots 3 through 13, Block 513 of South Side Buffalo Bayou, J. Wells Survey, A-832, and S.M. Williams Survey, A-87, Harris County, Texas (SE 318);

61) Approximately 22,930 square feet of land comprising Lots 1 through 6, Block 504 of South Side Buffalo Bayou, J. Wells Survey, A-832, Harris County, Texas (SE 321);

62) Approximately 12,345 square feet of land comprising Lot 5 and parts of Lots 4, 10, and 11, Block 494 of South Side Buffalo Bayou, J. Wells Survey, A-832, Harris County, Texas, and a right of entry for demolition purposes (SE 322); and

63) Approximately 1,926 square feet of land out of Lots 5, 10, and 11, Block 482 of South Side Buffalo Bayou, J. Wells Survey, A-832, Harris County, Texas (SE 323).

METRO is considering the acquisition of the subject parcels and property rights for use in connection with the construction and operation of transit system improvements, including, but not limited to, the Southeast Corridor fixed guideway rapid transit system, station and terminal facilities, and support infrastructure.

NORTH CORRIDOR

1) Approximately 179 square feet of land out of Tracts 2, 5, and 6 of Lot 1, Section 63 of the Allen Addition, John Austin Survey, A-1, Harris County, Texas, also known as 2324 and 2330 N. Main Street (NR 119);

2) Approximately 1,141 square feet of land out of Unrestricted Reserve “A” of the Boundary Fulton Subdivision, John Austin Survey, A-1, Harris County, Texas, also known as 2515 Fulton Street (NR 172A);

3) Approximately 2,914 square feet of land out of Lots 11, 12 and 13, Block 7 of Irvington Court Subdivision, John Austin Survey, A-1, Harris County, Texas, also known as 3808 Fulton Street, and a right of entry for demolition purposes (NR 244, 245);

4) Approximately 1,350 square feet of land out of Lot 5, Block 2 of Silverdale Addition, John Austin Survey, A-1, Harris County, Texas, also known as 3822 Fulton Street (NR 250);

5) Approximately 5,184 square feet of land out of Lots 6 and 7, Block 5 of White Oak Addition, John Austin Survey, A-1, Harris County, Texas, also known as 4210 Fulton Street (NR 283);
6) Approximately 1,292 square feet of land out of Lots 2 and 3, Block 2 of White Oak Addition, John Austin Survey, A-1, Harris County, Texas, also known as 4503 Fulton Street (NR 306);

7) Approximately 5,060 square feet of land out of Lots 2, 3, 4, 18, 19, 20, and 21, Block 76 of the Irvington Addition, John Austin Survey, A-1, Harris County, Texas, also known as 310 Cavalcade Street, and a right of entry for demolition purposes (NR 324, 325, 325A, 326);

8) Approximately 3,273 square feet of land out of Lots 7, 8, and 9, Block 99 of the Irvington Addition, John Austin Survey, A-1, Harris County, Texas, also known as 4812 and 4822 Fulton Street (NR 333, 334);

9) Approximately 687 square feet of land out of a called 3.9209-acre tract at the northwest corner of I.H. 610 and Fulton Street in the J. S. Collins Survey, A-196, Harris County, Texas, also known as 6119 Fulton Street (NR 425);

10) Approximately 4,897 square feet of land out of Lot 1, Block 1 of Weisenbergers Shady Land Addition, and Lot 244, Block 6 of Carrington Place Addition, O. P. Kelton, A-493, Harris County, Texas (NR 555, 556);

11) Approximately 8,655 square feet of land out of Lots 241, 242, and 243, Block 6 of Carrington Place Addition, O. P. Kelton, A-493, Harris County, Texas, also known as 100 East Crosstimbers Road, and a right of entry for demolition purposes (NR 557);

12) Approximately 4,220 square feet of land out of a called 1.677-acre tract, described in an instrument recorded under Harris County Clerk’s File Number F418452, adjoining the west line of Fulton Street in the O. P. Kelton Survey, A-493, Harris County, Texas (NR 570); and

13) Approximately 3,824 square feet of land out of Lots 189 and 190, Block 5 of Carrington Place Addition, O.P. Kelton Survey, A-493, Harris County, Texas, also known as 7445 Fulton Street and 103 E. Crosstimbers Street, and a right of entry for demolition purposes (NR 572, 573).

METRO is considering the acquisition of the subject parcels and property rights for use in connection with the construction and operation of transit system improvements, including, but not limited to, the North Corridor fixed guideway rapid transit system, station and terminal facilities, and support infrastructure.

EAST END CORRIDOR

1) Approximately 1,411 square feet of land out of Lots 5 and 6, Block 12 of the Oak Lawn Addition, S.M. Williams Survey, Abstract 87, Harris County, Texas, also known as 5021 Harrisburg Blvd. (EE054);
2) Approximately 7,836 square feet of land out of Lots 1, 2, and 7, Block 13 of the Young Men's Addition, S.M. Williams Survey, Abstract 87, Harris County, Texas, also known as 5702 Harrisburg Blvd. (EE079-A);

3) Approximately 2,019 square feet of land out of Lots 3, 4, and 5, Block 13 of the Young Men's Addition, S.M. Williams Survey, Abstract 87, Harris County, Texas, also known as 5712 and 5718 Harrisburg Blvd. (EE080);

4) Approximately 1,584 square feet of land out of Lots 9, 10, 11, 12, and 13, Block 27 of Fullerton Place, S.M. Williams Survey, Abstract 87, Harris County, Texas, also known as 5803 Harrisburg Blvd. (EE083-A);

5) Approximately 301 square feet of land out of Lots 1 and 2, Block 17 of the Young Men's Addition, S.M. Williams Survey, Abstract 87, Harris County, Texas, also known as 5902 Harrisburg Blvd. (EE084-A);

6) Approximately 1,159 square feet of land out of Lots 3, 4, and 5, Block 17 of the Young Men's Addition, S.M. Williams Survey, Abstract 87, Harris County, Texas, also known as 5914 Harrisburg Blvd. (EE085);

7) Approximately 1,558 square feet of land out of Lot 9, Block 28 of Fullerton Place, S.M. Williams Survey, Abstract 87, Harris County, Texas, also known as 5901 Harrisburg Blvd. (EE086);

8) Approximately 1,792 square feet of land out of Lot 10, Block 28 of Fullerton Place, S.M. Williams Survey, Abstract 87, Harris County, Texas, also known as 5905 Harrisburg Blvd., and a right of entry for demolition purposes (EE087-A);

9) Approximately 5,304 square feet of land out of Block 4 of the Oakland Addition, S.M. Williams Survey, Abstract 87, Harris County, Texas, also known as 6001 Harrisburg Blvd., and a right of entry for demolition purposes (EE088-A);

10) Approximately 7,771 square feet of land out of Block 4 of the Oakland Addition, S.M. Williams Survey, Abstract 87, Harris County, Texas, also known as 6003 Harrisburg Blvd. (EE089);

11) Approximately 2,204 square feet of land out of Lots 1, 2, and 3, Block 23 of the Young Men's Addition, S.M. Williams Survey, Abstract 87, Harris County, Texas, also known as 6214 Harrisburg Blvd., and a right of entry for demolition purposes (EE092);

12) Approximately 3,450 square feet of land out of Block 2 of the Oakland Addition, S.M. Williams Survey, Abstract 87, Harris County, Texas, also known as 6203 and 6205 Harrisburg Blvd. (EE093);
13) Approximately 669 square feet of land out of Block 2 of the Oakland Addition, S.M. Williams Survey, Abstract 87, Harris County, Texas, also known as 6211 Harrisburg Blvd. (EE094-A);

14) Approximately 113 square feet of land out of Lot 13, Block 25 of Fullerton Place, S.M. Williams Survey, Abstract 87, Harris County, Texas, also known as 5621 Harrisburg Blvd. (EE241);

15) Approximately 113 square feet of land out of Lot 9, Block 26 of Fullerton Place, S.M. Williams Survey, Abstract 87, Harris County, Texas, also known as 5701 Harrisburg Blvd. (EE242);

16) Approximately 3,028 square feet of land out of Blocks 1 and 2 of the Oakland Addition, S.M. Williams Survey, Abstract 87, Harris County, Texas, also known as 6215 Harrisburg Blvd. (EE244);

17) Approximately 8,976 square feet of land out of a called 1.7075-acre tract at the northwest corner of 65th Street and Harrisburg Boulevard, as described in a deed recorded under Harris County Clerk's File Number U384227, S.M. Williams Survey, Abstract 87, Harris County, Texas (EE245);

18) Approximately 5,844 square feet of land out of Lots 11 through 17, Block 6 of the Central Park Subdivision, S.M. Williams Survey, Abstract 87, Harris County, Texas, also known as 6503 Harrisburg Blvd., and a right of entry for demolition purposes (EE249);

19) Approximately 6,924 square feet of land out of Lots 1 through 10, Block 6 of the Central Park Subdivision, S.M. Williams Survey, Abstract 87, Harris County, Texas, also known as 6517 Harrisburg Blvd., and a right of entry for demolition purposes (EE250);

20) Approximately 792 square feet of land out of Lots 3 and 4, Block 6 of the Central Park Subdivision, S.M. Williams Survey, Abstract 87, Harris County, Texas, also known as 6521 Harrisburg Blvd., and a right of entry for demolition purposes (EE252);

21) Approximately 2,862 square feet of land out of Lots 21 through 24, Block 5 of the Central Park Subdivision, S.M. Williams Survey, Abstract 87, Harris County, Texas, also known as 6601 Harrisburg Blvd., and a right of entry for demolition purposes (EE256);

22) Approximately 2,189 square feet of land out of Lots 17 through 20, Block 5 of the Central Park Subdivision, S.M. Williams Survey, Abstract 87, Harris County, Texas (EE258);

23) Approximately 815 square feet of land out of Lots 15 and 16, Block 5 of the Central Park Subdivision, S.M. Williams Survey, Abstract 87, Harris County,
Texas, also known as 6619 Harrisburg Blvd., and a right of entry for demolition purposes (EE260);

24) Approximately 628 square feet of land out of Lots 13 and 14, Block 5 of the Central Park Subdivision, S.M. Williams Survey, Abstract 87, Harris County, Texas, also known as 6623 Harrisburg Blvd., and a right of entry for demolition purposes (EE261);

25) Approximately 441 square feet of land out of Lots 11 and 12, Block 5 of the Central Park Subdivision, S.M. Williams Survey, Abstract 87, Harris County, Texas, also known as 6625 Harrisburg Blvd., and a right of entry for demolition purposes (EE262);

26) Approximately 258 square feet of land out of Lots 9 and 10, Block 5 of the Central Park Subdivision, S.M. Williams Survey, Abstract 87, Harris County, Texas, also known as 6629 Harrisburg Blvd. (EE263);

27) Approximately 125 square feet of land out of Lots 6, 7, and 8, Block 5 of the Central Park Subdivision, S.M. Williams Survey, Abstract 87, Harris County, Texas, also known as 6635 Harrisburg Blvd., and a right of entry for demolition purposes (EE264);

28) Approximately 20,758 square feet of land comprising Lots 1 and 2 and parts of Lots 3, 4, 6, 7, and 12, Block 228 of the South Side of Buffalo Bayou, James T. Wells Survey, Abstract 832, Harris County, Texas (EE306);

29) Approximately 10,894 square feet of land comprising Lots 6 and 9, Block 11 of the Young Men's Addition, S.M. Williams Survey, Abstract 87, Harris County, Texas, also known as 416 Clifton Street (EE401);

30) Approximately 2,500 square feet of land out of Lot 8, Block 13 of the Young Men's Addition, S.M. Williams Survey, Abstract 87, Harris County, Texas, also known as 423 Clifton Street, and a right of entry for demolition purposes (EE405); and

31) Approximately 5,000 square feet of land comprising Lot 14, Block 13 of the Young Men's Addition, S.M. Williams Survey, Abstract 87, Harris County, Texas, also known as 5701 Texas Street (EE406).

METRO is considering the acquisition of the subject parcels and property rights for use in connection with the construction and operation of transit system improvements, including, but not limited to, the East End Corridor fixed guideway rapid transit system, station and terminal facilities, and support infrastructure.

INTERMODAL TERMINAL
1) Approximately 22,518 square feet of land in the John Austin 2 League Grant, A-1, Harris County, Texas, being part of a called 1.4673-acre tract at the northwest corner of North Main Street and Harrington Street (IT-49A); and

2) Approximately 9,708 square feet of land in the John Austin 2 League Grant, A-1, Harris County, Texas, being part of a called 3.111-acre tract, described in a deed recorded under Harris County Clerk's File Number V955639, adjoining the northwest line of Harrington Street (IT-50A).

METRO is considering the acquisition of the subject parcels and property rights for use in connection with the construction and operation of transit system improvements, including, but not limited to, the Intermodal Terminal station and terminal facilities and support infrastructure.

All interested persons are invited to present testimony and offer evidence thereon.

Pauline E. Higgins
Corporate Secretary
RESOLUTION NO. 2008-90

A RESOLUTION

AUTHORIZING AND DIRECTING THE PRESIDENT & CEO TO EXECUTE AND DELIVER A MODIFICATION OF THE CONTRACT WITH GRANITE CONSTRUCTION COMPANY FOR CIVIL DESIGN PROFESSIONAL SERVICES IN FURTHERANCE OF METRO SOLUTIONS AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT

WHEREAS, Chapter 451, Subchapter Q, of the Texas Transportation Code (hereinafter "Subchapter Q") authorizes transit authorities, such as METRO, to use the hybrid delivery system method of procurement for selection of a Facility Provider for the construction of certain large transit projects; and

WHEREAS, by way of Resolution 2007-41, METRO executed a Development agreement with a Facility Provider for Phase 1 deliverables, including preliminary engineering, coordination of professional services and finalization of Project scope, all in preparation for Phase 2 of METRO Solutions ("Project") final design and construction, and other Project elements; and

WHEREAS, in accordance with Subchapter Q, and as provided in the Development Agreement, the Facility Provider assumed oversight and management of major tasks performed by engineers and architects previously selected by METRO; and

WHEREAS, Board Resolution No. 2008-36 authorized the President & CEO to assume and administer subcontracts of the former facility provider, including the subcontract with Granite Construction Company (formerly Houston Transit Partners); and

WHEREAS, Granite Construction Company is willing to continue civil design professional services, in support of the Project; and

WHEREAS, funding for civil design professional services provided by the Facility Provider, pending final agreement for Phase 2 of the Project was approved by this body through board resolution number 2008-15; and
WHEREAS, it is appropriate that METRO continue the civil design professional services to provide for the continuation of services necessary to advance the implementation of the Project; and

WHEREAS, Granite Construction Company (formerly Houston Transit Partners) has continued to work toward implementation of the Project;

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 modification to the agreement with Granite Construction Company for continued civil design professional services by increasing the amount of expenditures under the agreement by an additional amount not to exceed $20 million.

Section 2. This Board Resolution is effective immediately once passed.

PASSED this the 18th day of December, 2008
APPROVED this 18th day of December, 2008

ATTEST:

Rose Gonzales
Assistant Secretary

David S. Wolff
Chairman of the Board
A RESOLUTION

AUTHORIZING AND DIRECTING THE PRESIDENT & CEO TO EXECUTE AND DELIVER A TRAIL USE/RAIL BANKING AGREEMENT WITH UNION PACIFIC RAILROAD.

WHEREAS, Union Pacific Railroad has given notice of its intent to abandon an 8.3 mile line of railroad known as the Chesterville Industrial Lead, extending from mile post 52.9 near Chesterville to mile post 61.2 near Eagle Lake, in Colorado and Wharton Counties, Texas; and

WHEREAS, METRO filed its Petition for Trail Use/Rail Banking Condition; and

WHEREAS, METRO desires to preserve the corridor for future transit use; and

WHEREAS, it is necessary that the President & CEO execute all necessary documents for the Trail Use/Rail Banking Agreement to effectuate the Trail Use/Rail banking condition;

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 any necessary documents for the Trail Use/Banking Agreement to preserve the Westpark Corridor for future transit use.

Section 2. This resolution is effective immediately upon passage.

PASSED this 18th day of December, 2008
APPROVED this 18th day of December, 2008

ATTEST:
Rose Gonzales
Assistant Secretary

David S. Wolff
Chairman of the Board