A RESOLUTION

APPROVING AND ADOPTING THE AMENDED DEBT POLICY

WHEREAS, the METRO Board of Directors adopted a Debt Policy under Resolution 2005-48 that established guidelines for METRO's use of debt; and

WHEREAS, METRO Staff and Advisors now seek to amend the debt policy to include the use of Revenue & Appropriations Bonds; and

WHEREAS, the use of these bonds will support METRO's plan of finance for METRO Solutions Phase II and other capital expenditures; and

WHEREAS, the Board of Directors has carefully reviewed the presented Debt Policy amendment and has determined that the proposed amended policy meets the objectives of good fiscal management, safety of principle, sound diversification, and optimization of earnings; and

WHEREAS, it is the Board of Director's determination that it is appropriate that METRO approve the Amended Debt Policy;

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 Amended Debt Policy as set forth in Attachment 1.

Section 2. This Board Resolution is effective immediately upon passage.
PASSED this 17th day of December, 2009.
APPROVED this 17th day of December, 2009.

Hilda M. Montemayor
Assistant Secretary

David S. Wolff
Chairman of the Board
A RESOLUTION

AUTHORIZING THE PRESIDENT & CEO TO EXECUTE AND DELIVER A CONTRACT MODIFICATION WITH HDR ENGINEERING, INC.

WHEREAS, METRO contracts with HDR Engineering, Inc. for travel planning, forecasting, information gathering, and other transit-related work; and

WHEREAS, the current contract with HDR Engineering, Inc. will expire in April 2010; and

WHEREAS, the current contract includes the option for an extension of one year; and

WHEREAS, METRO Staff recommends exercising the option for the one-year extension with HDR Engineering, Inc.; and

WHEREAS, METRO anticipates expenditures for the additional one-year option not to exceed $5.5 Million;

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

Section 1. The Board of Directors hereby authorizes and directs the President & CEO to execute and deliver a modification to the contract with HDR Engineering, Inc. to extend the contract by one year in an amount not to exceed $5.5 Million.

Section 2. This Resolution is effective immediately upon passage.
PASSED this 17th day of December, 2009.
APPROVED this 17th day of December, 2009.
RESOLUTION NO. 2009-100

A RESOLUTION

AUTHORIZING THE PRESIDENT & CEO TO EXECUTE AND DELIVER A CONTRACT WITH DURWOOD GREENE CONSTRUCTION COMPANY

WHEREAS, METRO entered into an agreement with Harris County for improvements to the Katy-Ft. Bend County Road; and

WHEREAS, the agreement requires that METRO administer the contract on behalf of Harris County; and

WHEREAS, Harris County will pay the entire project costs with funding provided through METRO’s General Mobility program; and

WHEREAS, after a competitive procurement process Durwood Greene Construction Company was found to be the lowest responsible and responsive bidder;

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

Section 1. The Board of Directors hereby authorizes and directs the President & CEO to execute and deliver a contract with Durwood Greene Construction Company in an amount not to exceed $2,932,296.40.

Section 2. This Board Resolution is effective immediately upon passage.
RESOLUTION 2009 – 100 (Page 2)

PASSED this 17th day of December, 2009.  
APPROVED this 17th day of December, 2009.

ATTEST:

Hilda M. Montemayor  
Assistant Secretary

David S. Wolff  
Chairman of the Board
A RESOLUTION

AUTHORIZING AN AMENDMENT TO THE UTILITY REIMBURSEMENT AGREEMENT WITH CENTERPOINT ENERGY ELECTRIC SERVICES.

WHEREAS, METRO required utility relocation services in conjunction with construction of the METRO Rail Red Line; and

WHEREAS, METRO entered into a Utility Reimbursement Agreement with CenterPoint Energy Electric Services; and

WHEREAS, METRO now seeks to amend the Utility Reimbursement Agreement to allow for payment of additional expenditures under the Agreement; and

WHEREAS, the total costs of the relocation, including the additional expenses, are expected not to exceed $6,500,347.25.

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

Section 1. The Board of Directors hereby authorizes and directs the President & CEO to execute and deliver an amendment to the Utility Reimbursement Agreement with CenterPoint Energy Electric Services to increase the not-to-exceed amount to $6,500,348.25.

Section 2. This Board Resolution is effective immediately upon passage.
PASSED this 17\textsuperscript{th} day of December, 2009.
APPROVED this 17\textsuperscript{th} day of December, 2009.

Chairman of the Board

David S. Wolff
Assistant Secretary
RESOLUTION NO. 2009-102

A RESOLUTION

AUTHORIZING THE PRESIDENT & CEO TO EXECUTE AND DELIVER A CONTRACT WITH BOOZ ALLEN HAMILTON, INC. FOR TOTAL PROCUREMENT SUPPORT SERVICES IN AN AMOUNT NOT TO EXCEED $6 MILLION, WITH AN OPTION FOR AN ADDITIONAL $1 MILLION

WHEREAS, METRO requires total procurement support services for rail development; and

WHEREAS, after the Request for Qualifications ("RFQ") process, Booz Allen Hamilton, Inc. was found to be the most qualified firm; and

WHEREAS, METRO anticipates expenditures of $6 Million, with a potential necessity for an additional $1 Million in expenditures at the end of the initial contract phase;

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

Section 1. The Board of Directors hereby authorizes and directs the President & CEO to execute and deliver a contract with Booz Allen Hamilton, Inc. for an amount not to exceed $6 Million, with an option for an additional $1 Million.

Section 2. This resolution is effective immediately upon passage.

PASSED this 17th day of December, 2009.
APPROVED this 17th day of December, 2009.

ATTEST:

Hilda M. Montemayor
Assistant Secretary

Chairman of the Board

David S. Wolff
A RESOLUTION

DIRECTING THE PRESIDENT & CEO TO EXECUTE AND DELIVER THREE-YEAR CONTRACTS WITH WJP AND ASSOCIATES, STEWART INVESTIGATIVE SERVICES, INC., AND CONFIDENTIAL RESEARCH, INC.

WHEREAS, METRO requires background investigation for all prospective employees, and

WHEREAS, after a competitive procurement process WJP and Associates, Stewart Investigative Services, and Confidential Research, Inc. were found to offer the best overall value to METRO; and

WHEREAS, METRO staff anticipates expenditures in an amount not to exceed $375,000 over three years;

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

Section 1. The Board of Directors hereby authorizes and directs the President & CEO to execute and deliver three-year contracts with WJP and Associates, Stewart Investigative Services, Inc., and Confidential Research, Inc. for a total not-to-exceed amount of $375,000.

Section 2. This Board Resolution is effective immediately upon passage.
PASSED this 17th day of December, 2009.
APPROVED this 17th day of December, 2009.
RESOLUTION 2009 – 104

A RESOLUTION

AUTHORIZING THE PRESIDENT & CEO TO EXECUTE AND DELIVER A MODIFICATION TO THE CONTRACT WITH ALLIED BARTON SECURITY SERVICES

WHEREAS, METRO requires security services at its transit facilities; and

WHEREAS, after a competitive procurement process, METRO contracted with Allied Barton Security Services as authorized by Board Resolution 2008-45 to fulfill a portion of its security needs; and

WHEREAS, in support of METRO's FY2010 Business Plan, METRO staff now recommends an increase in the level of service provided by Allied Barton Security Services; and

WHEREAS, the increase in service is expected to require additional expenditures of $875,177.60, for total contract expenditures of $2,758,509.44;

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

Section 1. The Board of Directors hereby authorizes and directs the President & CEO to execute and deliver a modification to Contract No. CT0800070 with Allied Barton Security Services to increase the level of service provided under the contract and to increase the contract not-to-exceed value to $2,758,509.44.

Section 2. This Board Resolution is effective immediately upon passage.

PASSED this 17th day of December, 2009.

APPROVED this 17th day of December, 2009.

David S. Wolff
Chairman of the Board
A RESOLUTION
AUTHORIZING THE PRESIDENT & CEO TO EXECUTE AND DELIVER A CONTRACT WITH VEOLIA TRANSPORTATION

WHEREAS, METRO has acquired state-of-the-art on-board and communications technologies for its fixed-route bus fleet; and

WHEREAS, METRO seeks to utilize those state-of-the-art technologies through the development of a Proactive Operations Management Program ("Program"); and

WHEREAS, METRO requires the services of a consultant to assist in the development of the Program; and

WHEREAS, after a competitive procurement process Veolia Transportation was found to be the most qualified firm to provide those consulting services; and

WHEREAS, METRO staff anticipates expenditures not to exceed $300,000 for the consultation services;

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

Section 1. The Board of Directors hereby authorizes and directs the President & CEO to execute and deliver a contract for Proactive Operations Management Program development with Veolia Transportation for an amount not to exceed $300,000.

Section 2. This Board Resolution is effective immediately upon passage.
RESOLUTION 2009 – 105 (Page 2)

PASSED this 17th day of December, 2009.
APPROVED this 17th day of December, 2009.

Chairman of the Board

Hilda M. Montemayor
Assistant Secretary

David S. Wolff
Chairman of the Board
RESOLUTION NO. 2009-106

A RESOLUTION

APPROVING THE ISSUANCE, SALE AND DELIVERY OF BONDS; APPROVING THE PRICING METHODOLOGY COMPRISED OF A PARAMETER PRICING COMMITTEE; APPROVING LEAD AND CO-MANAGING UNDERWRITERS FOR DEBT INSTRUMENTS ISSUANCE; AND AUTHORIZING THE PRESIDENT & CEO OR HIS DESIGNEE TO EXECUTE ALL NECESSARY RELATED DOCUMENTS AND INSTRUMENTS

WHEREAS, due to the historically low interest levels, METRO Staff and Advisors recommend the issuance of Revenue and Appropriation Bonds and Voted Sales Tax Bonds ("Bonds") to secure long-term debt.

WHEREAS, METRO Staff have recommended the issuance of Revenue and Appropriation Bonds and Voted Sales Tax Bonds ("Bonds") in an amount not to exceed $707 Million plus costs of issuance, debt service reserve funding, and capitalized interest as a cost-effective means of providing the necessary financing; and

WHEREAS, in order to execute this recommendation, METRO Staff has developed pricing methodology comprised of a "Parameter Pricing Committee" to consist of the two Vice-Chairs of the METRO Board of Directors; and

WHEREAS, METRO Staff has recommended that the Parameter Pricing Committee be given the authority to approve long-term debt pricing where the True Interest Costs ("TIC") does not exceed 6%; and

WHEREAS, METRO requires the services of managers and underwriters for the issuance of the required debt instruments; and
RESOLUTION 2009 – 105

WHEREAS, Goldman Sachs and Merrill Lynch have been recommended by METRO’s staff to serve as lead managers and underwriters for the issuance of the debt instruments; and

WHEREAS, Siebert Brandford Shank & Company, LLC, Estrada Hinojosa and Company, Inc., Loop Capital Markets, LLC; and Ramirez and Company, Inc. have been recommended by METRO staff as co-managers/co-underwriters for the issuance of debt instruments; and

WHEREAS, the Board of Directors has reviewed the aforementioned recommendation and has accepted the staff recommendation;

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 issuance, sale, and delivery of Revenue and Appropriation Bonds and Voted Sales Tax Bonds in an amount not to exceed $707 Million, plus associated issuance costs, debt service reserve funding and capitalized interest, all pursuant to the terms of the bond resolutions and related documents that have been contemporaneously presented to the Board of Directors, which are incorporated herein and approved.

Section 2. The Board of Directors hereby approves the pricing methodology of the Parameter Pricing Committee that is comprised of the two Vice-Chairs of the METRO Board of Directors.

Section 3. The Board of Directors hereby grants authority to the Parameter Pricing Committee to approve long-term debt pricing for where the True Interest Cost does not exceed 6%.
Section 4. The Board of Directors hereby approves Goldman Sachs and Merrill Lynch to serve as lead underwriters for sale of the debt instruments authorized herein.

Section 5. The Board of Directors hereby approves Siebert Brandford Shank & Company, LLC; Estrada Hinojosa and Company, Inc.; Loop Capital Markets, LLC; and Ramirez and Company, Inc. to serve as co-managing underwriters for the issuance of the Bonds; and

Section 6. The Board of Directors hereby authorizes the President & CEO, or his designee, to execute all related documents and instruments that are necessary to execute the issuance, sale, and delivery of these debt instruments.

Section 7. This Board Resolution is effective immediately upon passage.

PASSED this 17th day of December, 2009.
APPROVED this 17th day of December, 2009.

ATTEST:

Hilda M. Montemayor
Assistant Secretary

David S. Wolff
Chairman of the Board
RESOLUTION NO. 2009-107

A RESOLUTION

AUTHORIZING THE PRESIDENT & CEO TO DEVELOP A METRO RAIL BUSINESS ASSISTANCE PROGRAM; AUTHORIZING THE PRESIDENT & CEO TO NEGOTIATE, EXECUTE, AND DELIVER THE AGREEMENTS NECESSARY TO IMPLEMENT THE BUSINESS ASSISTANCE PROGRAM

WHEREAS, METRO seeks to mitigate negative impacts on small businesses during METRO Solutions Construction; and

WHEREAS, METRO Staff recommends the development of a METRO Rail Business Assistance Program ("Program"); and

WHEREAS, the Program is intended to offer assistance in the form of financial grants not to exceed $25,000 per small business; and

WHEREAS, the Program will clearly delineate the qualifying events and factors required for participation in the Program; and

WHEREAS, the costs to fund and administer the Program shall not exceed $5 Million dollars; and

WHEREAS, METRO Staff believes this is the appropriate action to promote the spirit of cooperation and good partnership along the rail corridors;

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

Section 1. The Board of Directors hereby authorizes and directs the President & CEO to develop a METRO Rail Business Assistance Program.
Section 2. The Board of Directors hereby authorizes and directs the President & CEO to negotiate, execute, and deliver any and all agreements and contracts necessary to implement the METRO Rail Business Assistance Program.

Section 3. This resolution is effective immediately upon passage.

PASSED this 17th day of December, 2009.
APPROVED this 17th day of December, 2009.

Hilda M. Montemayor
Assistant Secretary

David S. Wolff
Chairman of the Board
RESOLUTION NO. 2009-108

A RESOLUTION

APPROVING AND ADOPTING THE PROPOSED PROJECT FOR GRANT FUNDING UNDER THE JOB ACCESS/REVERSE COMMUTE ("JARC") PROGRAM; AUTHORIZING THE SUBMISSION AND EXECUTION OF THE RELATED GRANT DOCUMENTS AND AGREEMENTS; AND AUTHORIZING THE EXECUTION OF RELATED FTA AND GRANT AGREEMENTS.

WHEREAS, METRO is a designated recipient of Federal Transit Administration JARC grant funding; and

WHEREAS, a prerequisite for receipt of funds is the designation of projects for fund usage; and

WHEREAS, METRO staff has recommended the Energy Corridor District's Eldridge Crosstown Circulator ("Project") be added to the list of projects for Fiscal Year 2008 and 2009 funding under this program; and

WHEREAS, the Board of Directors has reviewed and evaluated the project and found it to be an appropriate project under the 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 and adopts the Energy Corridor District Eldridge Crosstown Circulator as a project for which federal JARC funding will be designated.

Section 2. The President & CEO or his delegate is hereby authorized and directed to proceed with all required administrative actions, and to undertake all other actions reasonable and necessary to prepare, submit, and execute grant agreements with the Federal Transit Administration for receipt of federal funding for the project.
RESOLUTION 2009 – 108  (Page 2)

Section 3. The Board of Directors hereby authorizes and directs the President & CEO or his delegate to enter into the necessary agreements to exercise the authority granted in this Resolution.

Section 4. This Board Resolution is effective immediately upon passage.

PASSED this 17th day of December, 2009.
APPROVED this 17th day of December, 2009.

ATTEST:
Hilda M. Montemayor
Assistant Secretary

David S. Wolff
Chairman of the Board
A RESOLUTION

AUTHORIZING THE PRESIDENT & CEO TO EXECUTE AND DELIVER MODIFICATION 1 TO CONTRACT NO. LA0500003 WITH MCDADE, SMITH, GOULD, JOHNSTON, MASON AND COMPANY (MSGJM) FOR JOINT-DEVELOPMENT REAL ESTATE CONSULTING SERVICES

WHEREAS, in 2004, the METRO Board of Directors approved Contract No. LA0500003 with McDade, Smith, Gould, Johnston, Mason and Company ("MSGJM") for real estate consulting services under Resolution No. 2004-71; and

WHEREAS, the original contract period of five years expired on October 31, 2009; and

WHEREAS, short-term modifications extended the original contract period until December 31, 2009; and

WHEREAS, METRO still requires joint development real estate consulting services; and

WHEREAS, METRO staff has recommended an extension of the contract with MSGJM for these joint-development services based on the past performance of the MSGJM;

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 Modification 3 to Contract No. LA0500003 for joint development real estate services, with McDade, Smith, Gould, Johnston, Mason and Company, extending the contract through December 31, 2012, for an amount not to exceed $750,000 in fees, plus sixty percent (60%) of customary commissions.
Section 2. This Board Resolution is effective immediately upon passage.

PASSED this 17th day of December, 2009.
APPROVED this 17th day of December, 2009.

ATTEST:

Hilda M. Montemayor
Assistant Secretary

David S. Wolff
Chairman of the Board