A RESOLUTION

APPROVING AND ACCEPTING THE APRIL 2020 WORKING COMMITTEE REPORTS, FINANCIAL AND INVESTMENT REPORTS, AND MAKING FINDINGS AND PROVISIONS RELATED TO THE FOREGOING SUBJECT

WHEREAS, certain committees of the Metropolitan Transit Authority of Harris County, Texas Board of Directors (the “Board of Directors”) held meetings in April 2020; and

WHEREAS, each such committee has provided the Board of Directors with a monthly committee report; and

WHEREAS, the materials for this meeting of the Board of Directors include certain related reports and supporting documents, and the Compliance Report for the period ended March 31, 2020, the April 2020 Sales & Use Tax Report, the March 2020 Investment Report, the March 2020 Debt Report, the March 2020 Monthly Performance Report, the March 2020 Fuel Price Risk Management Policy Report and the Monthly Report of the Chief Financial Officer dated April 16, 2020; and

WHEREAS, the Board of Directors has reviewed such materials, including the March 2020 Investment Report.

NOW, THEREFORE, BE IT RESOLVED THAT:

Section 1. The Board of Directors hereby approves and accepts the April 2020 Finance and Audit Committee, Administration Committee, Capital and Strategic Planning Committee and Public Safety, Customer Service & Operations Committee monthly reports, including the March 2020 Investment Report.

Section 2. This Resolution is effective immediately upon passage.
I hereby certify that the above resolution is accurate in describing the action herein of the Board of Directors on the date below.

Cassie Fry
Executive Vice President & General Counsel

PASSED this 23rd day of April, 2020
APPROVED this 23rd day of April, 2020

ATTEST:

Reca Perry
Assistant Secretary

Carrin F. Patman
Chair
A RESOLUTION

AUTHORIZING THE PRESIDENT & CEO TO EXECUTE A CONTRACT WITH SOUTH TEXAS BUILDCON, LLC TO PROVIDE ROOFING SERVICES FOR THE REPLACEMENT OF THE METRO FIELD SERVICE CENTER ROOF, AND MAKING FINDINGS AND PROVISIONS RELATED TO THE FOREGOING SUBJECT

WHEREAS, the roof at the Field Service Center of the Metropolitan Transit Authority of Harris County, Texas ("METRO") has reached the end of its useful life and METRO requires roofing services for its replacement; and

WHEREAS, METRO issued an Invitation for Bids for such roofing services and South Texas BuildCon, LLC was the lowest responsive and responsible bidder of all those that submitted bids; and

WHEREAS, management recommends that METRO enter into a contract with South Texas BuildCon, LLC to provide these roofing services for the replacement of the METRO Field Service Center roof, with a maximum contract amount of $872,431.34, which includes a ten percent (10%) owner-controlled contingency of $79,311.94.

NOW, THEREFORE, BE IT RESOLVED THAT:

Section 1. The METRO Board of Directors hereby authorizes the President & CEO to execute a contract with South Texas BuildCon, LLC to provide roofing services for the replacement of the METRO Field Service Center roof, with a maximum contract amount of $872,431.34, which includes a ten percent (10%) owner-controlled contingency of $79,311.94.

Section 2. This Resolution is effective immediately upon passage.
I hereby certify that the above resolution is accurate in describing the action herein of the Board of Directors on the date below.

Cydonii Fairfax  
Executive Vice President & General Counsel

PASSED this 23rd day of April, 2020  
APPROVED this 23rd day of April, 2020

ATTEST:  
Reca Perry  
Assistant Secretary

Carrin F. Patman  
Chair
WHEREAS, pursuant to Resolution 2018-71, the Metropolitan Transit Authority of Harris County, Texas ("METRO") entered into a contract with The Gonzalez Group, LP to provide construction services for the expansion of the Magnolia Transit Center; and

WHEREAS, due to unforeseen design revisions and changes to the scope, METRO required additional construction services; and

WHEREAS, management recommends that METRO enter into a contract modification with The Gonzalez Group, LP for such additional construction services provided for the expansion of the Magnolia Transit Center to increase the maximum payment amount by an amount not to exceed $299,995.60.

NOW, THEREFORE, BE IT RESOLVED THAT:

Section 1. The METRO Board of Directors hereby authorizes the President & CEO to execute a contract modification with The Gonzalez Group, LP for additional construction services provided for the expansion of the Magnolia Transit Center to increase the maximum payment amount by an amount not to exceed $299,995.60.

Section 2. This Resolution is effective immediately upon passage.
I hereby certify that the above resolution is accurate in describing the action herein of the Board of Directors on the date below.

Cydonia Fairfax  
Executive Vice President & General Counsel

PASSED this 23rd day of April, 2020  
APPROVED this 23rd day of April, 2020

Reca Perry  
Assistant Secretary

Carrin F. Patman  
Chair
A RESOLUTION

AUTHORIZING THE PRESIDENT & CEO TO EXECUTE A CONTRACT WITH FMG CONSTRUCTION, LLC TO PROVIDE CONSTRUCTION SERVICES FOR THE REHABILITATION OF THE OIL WATER SEPARATOR AT THE POLK BUS OPERATING FACILITY, AND MAKING FINDINGS AND PROVISIONS RELATED TO THE FOREGOING SUBJECT

WHEREAS, the oil water separator at the Polk bus operating facility of the Metropolitan Transit Authority of Harris County, Texas ("METRO") has reached the end of its useful life and METRO requires construction services for its rehabilitation; and

WHEREAS, METRO issued an Invitation for Bids for such construction services and FMG Construction, LLC was the lowest responsive and responsible bidder of all those that submitted bids; and

WHEREAS, management recommends that METRO enter into a contract with FMG Construction, LLC to provide these construction services for the rehabilitation of the oil water separator at the Polk bus operating facility, with a maximum contract amount of $473,170.50, which includes a ten percent (10%) owner-controlled contingency of $43,015.50.

NOW, THEREFORE, BE IT RESOLVED THAT:

Section 1. The METRO Board of Directors hereby authorizes the President & CEO to execute a contract with FMG Construction, LLC to provide construction services for the rehabilitation of the oil water separator at the Polk bus operating facility, with a maximum contract amount of $473,170.50, which includes a ten percent (10%) owner-controlled contingency of $43,015.50.

Section 2. This Resolution is effective immediately upon passage.
I hereby certify that the above resolution is accurate in describing the action herein of the Board of Directors on the date below.

Cydonia Fairfax
Executive Vice President & General Counsel

PASSED this 23rd day of April, 2020
APPROVED this 23rd day of April, 2020

ATTEST:
Reca Perry
Assistant Secretary

Carrin F. Patman
Chair
A RESOLUTION

AUTHORIZING THE PRESIDENT & CEO TO DIRECT AND APPROVE ALL ADMINISTRATIVE
AND GRANT ACTIONS AS NECESSARY RELATED TO THE FEDERAL TRANSIT
ADMINISTRATION SECTION 5307 APPORTIONMENTS UNDER THE CORONAVIRUS AID,
RELIEF AND ECONOMIC SECURITY (CARES) ACT, AND MAKING FINDINGS AND
PROVISIONS RELATED TO THE FOREGOING SUBJECT

WHEREAS, on March 27, 2020, the Coronavirus Aid, Relief and Economic Security ("CARES")
Act was passed by the United States Congress to provide relief to individuals and businesses impacted by
the outbreak of a contagious respiratory virus known as coronavirus, or COVID-19; and

WHEREAS, under the CARES Act, the Federal Transit Administration ("FTA") was granted
$25,000,000,000 of funding to apportion to transit agencies through existing formula grants such as Section
5307 Urbanized Area Formula Grant ("Section 5307"), for the reimbursement of operating costs to maintain
service and lost revenue due to the prevention, preparation for, and response to COVID-19, including the
purchase of personal protective equipment and paying the administrative leave of operations personnel due
to reductions in service; and

WHEREAS, the Metropolitan Transit Authority of Harris County, Texas ("METRO") is the FTA
designated recipient of certain formula grants for the Houston Urbanized Area, including Section 5307; and

WHEREAS, the FTA has apportioned $258,569,336 of such CARES Act funding to the Houston
Urbanized Area which is available for all eligible expenses incurred on or after January 20, 2020, with one
hundred percent (100%) reimbursement; and

WHEREAS, management recommends that the METRO Board of Directors ("Board of Directors")
authorize the President & CEO to direct and approve all administrative and grant actions as necessary in
order to obtain the FTA Section 5307 apportionments under the CARES Act, including approving the use
of such funds through a program of projects, submission of grant applications, allocating a portion of such
funds received to other transit service providers within the Houston Urbanized Area, and executing related
FTA grant agreements.

NOW, THEREFORE, BE IT RESOLVED THAT:
Section 1. The Board of Directors hereby authorizes the President & CEO to direct and approve all administrative and grant actions as necessary related to the Federal Transit Administration Section 5307 apportionments under the CARES Act.

Section 2. The Board of Directors hereby authorizes the President & CEO and General Counsel to execute and file applications for federal assistance on behalf of METRO with the Federal Transit Administration for federal assistance authorized by 49 U.S.C. 5307 as the Designated Recipient.

Section 3. The Board of Directors hereby authorizes the President & CEO and General Counsel to execute and file with METRO’s applications the annual certifications and assurances and other administrative documents the Federal Transit Administration requires before awarding a federal assistance grant or cooperative agreement.

Section 4. The Board of Directors hereby authorizes the President & CEO to execute grant and cooperative agreements and other administrative documents with the Federal Transit Administration on behalf of METRO for such formula grant.

Section 5. This Resolution is effective immediately upon passage.
I hereby certify that the above resolution is accurate in describing the action herein of the Board of Directors on the date below.

Cyrionii Fairfax
Executive Vice President & General Counsel

PASSED this 23rd day of April, 2020
APPROVED this 23rd day of April, 2020

ATTEST:
Reca Perry
Assistant Secretary

Carrin F. Patman
Chair
A RESOLUTION

AUTHORIZING THE PRESIDENT & CEO TO NEGOTIATE AND EXECUTE AN AMENDMENT TO
METRO'S EXISTING COMMERCIAL PAPER LIQUIDITY FACILITY WITH JPMORGAN CHASE
TO ADD A NOTE PURCHASE AGREEMENT FOR THE ISSUANCE AND SALE OF SHORT-TERM
NOTES IN AN AMOUNT NOT TO EXCEED $140,000,000 AT RATE(S) TO BE NEGOTIATED; TO
APPOINT ARTHUR C. SMILEY III AND THOMAS C. LAMBERT AS AUTHORIZED
REPRESENTATIVES TO TAKE ANY ACTIONS NECESSARY ON BEHALF OF METRO AND TO
EXECUTE ALL RELATED DOCUMENTS; AND TO APPOINT ORRICK HERRINGTON &
SUTCLIFFE LLP AS ISSUER'S COUNSEL, AND MAKING FINDINGS AND PROVISIONS
RELATED TO THE FOREGOING SUBJECT

WHEREAS, the Metropolitan Transit Authority of Harris County, Texas ("METRO") currently
has $115,800,000 in commercial paper debt outstanding with a maximum maturity of two hundred and
seventy (270) days, and its commercial paper program is supported by two lines of credit in the event of a
remarketing failure, including one with JPMorgan Chase for $140,000,000; and

WHEREAS, due to the outbreak of a contagious respiratory virus known as coronavirus, or
COVID-19, the market rates and maturities have moved erratically over the past several weeks that could
make the remarketing of METRO's outstanding debt difficult or impossible; and

WHEREAS, based on the foregoing, management recommends that METRO amend its existing
commercial paper liquidity facility with JPMorgan Chase to add a Note Purchase Agreement for the
issuance and sale of short-term notes in an amount not to exceed $140,000,000 at rate(s) to be negotiated
in order to mitigate remarketing risk by providing an alternative to METRO's standard commercial paper
program; and

WHEREAS, management further recommends that METRO appoint Arthur C. Smiley III and
Thomas C. Lambert as authorized representatives to take any actions necessary on behalf of METRO and
to execute all related documents and appoint Orrick Herrington & Sutcliffe LLP as issuer's counsel.

NOW, THEREFORE, BE IT RESOLVED THAT:

Section 1. The METRO Board of Directors hereby authorizes the President & CEO to negotiate
and execute an amendment to METRO's existing commercial paper liquidity facility with JPMorgan Chase
to add a Note Purchase Agreement for the issuance and sale of short-term notes in an amount not to exceed $140,000,000 at rate(s) to be negotiated.

Section 2. Arthur C. Smiley and Thomas C. Lambert are hereby appointed as authorized representatives to take any actions necessary on behalf of METRO and to execute all related documents.

Section 3. Orrick Herrington & Sutcliffe LLP is hereby appointed as issuer's counsel.

Section 4. This Resolution is effective immediately upon passage.

I hereby certify that the above resolution is accurate in describing the action herein of the Board of Directors on the date below.

Cydonia Fairfax
Executive Vice President & General Counsel

PASSED this 23rd day of April, 2020
APPROVED this 23rd day of April, 2020

ATTEST:

Reca Perry
Assistant Secretary

Carrin F. Patman
Chair
RESOLUTION 2020 - 57

A RESOLUTION

AUTHORIZING THE PRESIDENT & CEO TO NEGOTIATE AND EXECUTE A CONTRACT WITH CHLIC-CHICAGO (CIGNA) TO PROVIDE HEALTH INSURANCE AND ADMINISTRATION SERVICES FOR METRO’S INSURED AND SELF-FUNDED EMPLOYEE BENEFIT PLANS, AND MAKING FINDINGS AND PROVISIONS RELATED TO THE FOREGOING SUBJECT

WHEREAS, pursuant to Resolution 2015-65, the Metropolitan Transit Authority of Harris County, Texas ("METRO") entered into contracts with various health care providers for health insurance and administration services and such contracts are set to expire on September 30, 2020; and

WHEREAS, METRO requires continued health insurance and administration services for its insured and self-funded employee benefit plans; and

WHEREAS, METRO issued a Request for Proposals for such health insurance and administration services and the proposal from CHLIC-Chicago ("CIGNA") was determined to offer the most advantages and best overall value to METRO based on the evaluation criteria; and

WHEREAS, management recommends that METRO enter into a three (3) year contract with two (2) options to extend the contract term for an additional one (1) year period with CIGNA to provide health insurance and administration services for METRO’s insured and self-funded employee benefit plans, with a maximum contract amount of $95,486,100.

NOW, THEREFORE, BE IT RESOLVED THAT:

Section 1. The METRO Board of Directors hereby authorizes the President & CEO to negotiate and execute a three (3) year contract with two (2) options to extend the contract term for an additional one (1) year period with CIGNA to provide health insurance and administration services for METRO’s insured and self-funded employee benefit plans, with a maximum contract amount of $95,486,100.

Section 2. This Resolution is effective immediately upon passage.
I hereby certify that the above resolution is accurate in describing the action herein of the Board of Directors on the date below.

Cynthia Fairfax
Executive Vice President & General Counsel

PASSED this 23rd day of April, 2020
APPROVED this 23rd day of April, 2020

ATTEST:

Reca Perry
Assistant Secretary

Carrin F. Patman
Chair
A RESOLUTION

AUTHORIZING THE PRESIDENT & CEO TO NEGOTIATE AND EXECUTE A CONTRACT WITH TEXAS MINT COMMERCIAL TO PROVIDE DEEP CLEANING AND SWEEPING SERVICES FOR VARIOUS METRO TRANSIT CENTERS AND PARK & RIDE FACILITIES, AND MAKING FINDINGS AND PROVISIONS RELATED TO THE FOREGOING SUBJECT

WHEREAS, the Metropolitan Transit Authority of Harris County, Texas ("METRO") requires deep cleaning and sweeping services for seventeen (17) transit centers and twenty-five (25) park & ride locations in order to provide safe, clean and accessible transportation services for customers; and

WHEREAS, METRO issued a Request for Proposals for such deep cleaning and sweeping services and the proposal from Hardy & Hardy, Inc. was determined to offer the most advantages and best overall value to METRO based on the evaluation criteria; and

WHEREAS, pursuant to Resolution 2019-60, METRO entered into a contract with Hardy & Hardy, Inc. who was later deemed incapable of performing the services; and

WHEREAS, METRO terminated such contract with Hardy & Hardy, Inc. and is seeking a contract with Texas Mint Commercial, the next best proposal based on the evaluation criteria; and

WHEREAS, management recommends that METRO enter into a three (3) year contract with two (2) options to extend the contract term for an additional one (1) year period with Texas Mint Commercial to provide deep cleaning and sweeping services for METRO transit centers and park & ride locations, with a maximum contract amount of $4,491,162.50, which includes a ten percent (10%) contingency of $408,287.50.

NOW, THEREFORE, BE IT RESOLVED THAT:

Section 1. The METRO Board of Directors hereby authorizes the President & CEO to negotiate and execute a three (3) year contract with two (2) options to extend the contract term for an additional one (1) year period with Texas Mint Commercial to provide deep cleaning and sweeping services for METRO transit centers and park & ride locations, with a maximum contract amount of $4,491,162.50, which includes a ten percent (10%) contingency of $408,287.50.

Section 2. This Resolution is effective immediately upon passage.
I hereby certify that the above resolution is accurate in describing the action herein of the Board of Directors on the date below.

Cydonia Fairfax
Executive Vice President & General Counsel

PASSED this 23rd day of April, 2020
APPROVED this 23rd day of April, 2020

ATTEST:

Reca Perry
Assistant Secretary

Carrin F. Patman
Chair
A RESOLUTION

AUTHORIZING THE PRESIDENT & CEO TO NEGOTIATE AND EXECUTE A CONTRACT MODIFICATION WITH FIRST TRANSIT, INC. FOR THE TURNKEY OPERATION OF THE NORTHWEST BUS OPERATING FACILITY TO EXTEND THE CONTRACT TERM, AND TO INCREASE THE MAXIMUM PAYMENT AMOUNT, AND MAKING FINDINGS AND PROVISIONS RELATED TO THE FOREGOING SUBJECT

WHEREAS, pursuant to Resolution 2013-4, the Metropolitan Transit Authority of Harris County, Texas ("METRO") entered into a contract with First Transit, Inc. for the turnkey operation of the Northwest bus operating facility; and

WHEREAS, the contract is set to expire on July 31, 2020; and

WHEREAS, due to the disruptions caused by the outbreak of a contagious respiratory virus known as coronavirus, or COVID-19, METRO requires continued turnkey operation of the Northwest bus operating facility through July 31, 2021; and

WHEREAS, in light of the foregoing, management recommends that METRO enter into a contract modification with First Transit, Inc. to extend the contract term from July 31, 2020 to July 31, 2021, and to increase the maximum payment amount by $44,896,258, resulting in a new maximum contract amount of $350,691,063.

NOW, THEREFORE, BE IT RESOLVED THAT:

Section 1. The METRO Board of Directors hereby authorizes the President & CEO to negotiate and execute a contract modification with First Transit, Inc. to extend the contract term from July 31, 2020 to July 31, 2021, and to increase the maximum payment amount by $44,896,258, resulting in a new maximum contract amount of $350,691,063.

Section 2. This Resolution is effective immediately upon passage.
I hereby certify that the above resolution is accurate in describing the action herein of the Board of Directors on the date below.

Cyclone Fairfax
Executive Vice President & General Counsel

PASSED this 23rd day of April, 2020
APPROVED this 23rd day of April, 2020

ATTEST:

Reca Perry
Assistant Secretary

Carrin F. Patman
Chair