

A RESOLUTION

ACCEPTING THE MARCH 2023 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 March 2023; 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 finance and audit-related reports and supporting documents, including the Compliance Report for the period ended February 28, 2023, the March 2023 Sales & Use Tax Report, the February 2023 Investment Report, the February 2023 Debt Report, the February 2023 Monthly Performance Report, and the Monthly Report of the Chief Financial Officer dated March 16, 2023 (collectively, the “Finance and Audit materials”); and

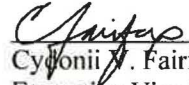
WHEREAS, the Board of Directors has reviewed such materials, including the February 2023 Investment Report.

NOW, THEREFORE, BE IT RESOLVED THAT:

Section 1. The Board of Directors hereby accepts the March 2023 Finance and Audit Committee, Administration Committee, Capital and Strategic Planning Committee, Joint Development and Land Use Committee and Public Safety, Customer Service & Operations Committee monthly reports and the Finance and Audit materials, including the February 2023 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.


  
Cydonii W. Fairfax  
Executive Vice President & General Counsel

PASSED this 23<sup>rd</sup> day of March, 2023  
APPROVED this 23<sup>rd</sup> day of March, 2023

ATTEST:

  
Jessica Gonzalez  
Assistant Secretary

The seal of the Metropolitan Transit Authority is circular. The outer ring contains the text "METROPOLITAN TRANSIT" at the top and "AUTHORITY" at the bottom. In the center, the word "METRO." is written in a bold, sans-serif font.

  
Sanjay Ramabhadran  
Chair

A RESOLUTION

AUTHORIZING THE PRESIDENT & CEO TO EXECUTE A CONTRACT WITH TRAFFIC SYSTEMS CONSTRUCTION FOR THE PURCHASE OF TRAFFIC LAB EQUIPMENT, AND MAKING FINDINGS AND PROVISIONS RELATED TO THE FOREGOING SUBJECT

WHEREAS, the Metropolitan Transit Authority of Harris County, Texas (“METRO”) requires the purchase of traffic lab equipment for various METRONext projects; and

WHEREAS, METRO issued an Invitation for Bids for such traffic lab equipment and Traffic Systems Construction was the lowest responsive and responsible bidder of all those that submitted bids; and

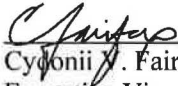
WHEREAS, management recommends that METRO enter into a contract with Traffic Systems Construction for METRO to purchase these traffic lab equipment for various METRONext projects, with a maximum contract amount of \$267,760.

NOW, THEREFORE, BE IT RESOLVED THAT:

Section 1. The METRO Board of Directors hereby authorizes the President & CEO to execute a contract with Traffic Systems Construction for METRO to purchase traffic lab equipment for various METRONext projects, with a maximum contract amount of \$267,760.

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 W. Fairfax  
Executive Vice President & General Counsel

PASSED this 23<sup>rd</sup> day of March, 2023  
APPROVED this 23<sup>rd</sup> day of March, 2023

ATTEST:

  
Jessica Gonzalez  
Assistant Secretary



  
Sanjay Ramabhadran  
Chair

A RESOLUTION

APPROVING METRO'S FISCAL YEAR 2022 ANNUAL COMPREHENSIVE FINANCIAL REPORT, AND ACCEPTING KPMG LLP'S VERBAL REPORT ON METRO'S COMPLIANCE WITH SECTION 2256.023 OF THE TEXAS PUBLIC FUNDS INVESTMENT ACT, AND MAKING FINDINGS AND PROVISIONS RELATED TO THE FOREGOING SUBJECTS

WHEREAS, KPMG LLP has completed an independent audit of the financial statements of the Metropolitan Transit Authority of Harris County, Texas ("METRO") for the fiscal year ended September 30, 2022, and the related notes to the financial statements (the "Financial Statements"), in accordance with the auditing standards generally accepted in the U.S. and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the U.S., and issued an unmodified audit opinion (the "Independent Auditor's Report") indicating that the Financial Statements present fairly, in all material respects, the financial position of METRO as of September 30, 2022, and the changes in financial position and cash flows thereof for the years then ended in accordance with U.S. generally accepted accounting principles ("GAAP"); and

WHEREAS, KPMG LLP has briefed the Board of the Directors on its audit of the Financial Statements and made various required communications; and

WHEREAS, management has prepared an Annual Comprehensive Financial Report for METRO for the fiscal year ended September 30, 2022 using GAAP, which includes the Independent Auditor's Report and the audited Financial Statements (the "ACFR"), and submitted the ACFR to the Board of Directors for approval; and

WHEREAS, in accordance with the METRO Bylaws and the Texas Transportation Code, the Board of Directors is required to make such audited financial statements available for public inspection and to deliver them to certain state officials; and

WHEREAS, Chapter 2256.023 of the Texas Public Funds Investment Act requires that the authorized investment officer for METRO prepare and submit a written report of investment transactions for the preceding reporting period to the Board of Directors not less than quarterly; and

WHEREAS, Chapter 2256.023 also requires that such reports be formally reviewed at least annually by an independent auditor if METRO invests in something other than mutual funds, CDs, investment pools, money market accounts, and that the auditor report the result of the review to the Board of Directors; and

WHEREAS, KPMG LLP has reviewed the monthly written investment reports that were provided by METRO's authorized investment officer to the Board of Directors for 2022, and verbally reported to the Board of Directors the results of its review in accordance with Section 2256.023 of the Texas Public Funds Investment Act.

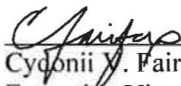
NOW, THEREFORE, BE IT RESOLVED THAT:

Section 1. The METRO Board of Directors hereby approves METRO's Fiscal Year 2022 Annual Comprehensive Financial Report (attached hereto as Exhibit A), and accepts KPMG LLP's verbal report regarding its review of METRO's compliance with Section 2256.023 of the Texas Public Funds Investment Act.

Section 2. The METRO Board of Directors hereby authorizes and directs the President & CEO or his designee to post the Annual Comprehensive Financial Report on the METRO website to make it available for public inspection and to deliver and/or file such report with certain officials of the State of Texas, including the Governor, the Lieutenant Governor, the Speaker of the House of Representatives and the state auditor, and any oversight and/or other agencies and organizations as appropriate to comply with applicable rules, regulations and laws.

Section 3. 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 X. Fairfax  
Executive Vice President & General Counsel

PASSED this 23<sup>rd</sup> day of March, 2023  
APPROVED this 23<sup>rd</sup> day of March, 2023

ATTEST:

  
Jessica Gonzalez  
Assistant Secretary

The seal of the Metropolitan Transit Authority is circular. The outer ring contains the text "METROPOLITAN TRANSIT" at the top and "AUTHORITY" at the bottom. In the center, the word "METRO." is written in a bold, sans-serif font.

  
Sanjay Ramabhadran  
Chair

A RESOLUTION

APPROVING THE FISCAL YEAR 2023 POOL OF UNDERWRITERS, AND MAKING FINDINGS AND PROVISIONS RELATED TO THE FOREGOING SUBJECT

WHEREAS, the Metropolitan Transit Authority of Harris County, Texas (“METRO”) engages underwriters to sell its debt in the open market; and

WHEREAS, METRO has compiled a list of pre-qualified underwriters based on the requirements specified in RFQ 1100003, from which it can select underwriters to perform such work; and

WHEREAS, the pool of pre-qualified underwriters is reviewed and updated annually for compliance to the standards of qualifications in RFQ 1100003; and

WHEREAS, thirty-two (32) underwriting firms have submitted their standards of qualifications for inclusion in METRO’s Fiscal Year 2023 pool of pre-qualified underwriters; and

WHEREAS, based on a review of such firms’ qualifications, management recommends approval of the following proposed pool of pre-qualified underwriters:

Academy Securities	Mischler Financial Services
American Veterans Groups	Morgan Stanley
Blaylock Beal Van, LLC	Multi-Bank Securities, Inc.
BOK Financial Securities, Inc.	Piper Sandler & Co.
Cabrera Capital Markets	PNC Capital Markets LLC
Citigroup Global Markets, Inc.	Ramirez & Co, Inc.
Crews & Associates, Inc.	RBC Capital Markets
Estrada Hinojosa	Rice Financial Products Co.
FHN Financial Capital Markets	Robert W. Baird & Co, Inc.
Goldman Sachs & Co.	SAMCO Capital Markets
Hilltop Securities	Siebert Williams Shank & Co.
Huntington Capital Markets	Stern Brothers
Jefferies & Company	Stifel, Nicolaus & Company, Inc.
J.P. Morgan Securities, LLC	UBS Financial Services Inc.
Loop Capital Markets	UMB Bank, N.A.
Mesirow Financial	Wells Fargo Securities

NOW, THEREFORE, BE IT RESOLVED THAT:

Section 1. The METRO Board of Directors hereby approves the following pool of pre-qualified underwriters from which METRO can engage to sell its debt in the open market:

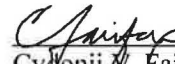


Academy Securities  
American Veterans Groups  
Blaylock Beal Van, LLC  
BOK Financial Securities, Inc.  
Cabrera Capital Markets  
Citigroup Global Markets, Inc.  
Crews & Associates, Inc.  
Estrada Hinojosa  
FHN Financial Capital Markets  
Goldman Sachs & Co.  
Hilltop Securities  
Huntington Capital Markets  
Jefferies & Company  
J.P. Morgan Securities, LLC  
Loop Capital Markets  
Mesirow Financial

Mischler Financial Services  
Morgan Stanley  
Multi-Bank Securities, Inc.  
Piper Sandler & Co.  
PNC Capital Markets LLC  
Ramirez & Co, Inc.  
RBC Capital Markets  
Rice Financial Products Co.  
Robert W. Baird & Co., Inc.  
SAMCO Capital Markets  
Siebert Williams Shank & Co.  
Stern Brothers  
Stifel, Nicolaus & Company, Inc.  
UBS Financial Services Inc.  
UMB Bank, N.A.  
Wells Fargo Securities

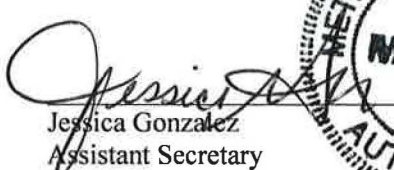
Section 2. This Resolution is effective immediately upon passage.


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


  
Cydonii V. Fairfax  
Executive Vice President & General Counsel

PASSED this 23<sup>rd</sup> day of March, 2023  
APPROVED this 23<sup>rd</sup> day of March, 2023

ATTEST:

  
Jessica Gonzalez  
Assistant Secretary



  
Sanjay Ramabhadran  
Chair

A RESOLUTION

AUTHORIZING THE PRESIDENT & CEO TO NEGOTIATE AND EXECUTE A CONTRACT WITH THE PELOTON GROUP, LLC TO PROVIDE IMPLEMENTATION SERVICES FOR THE SAP Ariba STRATEGIC SOURCING SOLUTION, AND MAKING FINDINGS AND PROVISIONS RELATED TO THE FOREGOING SUBJECT

WHEREAS, the Metropolitan Transit Authority of Harris County, Texas (“METRO”) currently utilizes the SAP Supplier Relationship Management Solution for processing procurements and requires implementation services to transition to the new SAP Ariba Strategic Sourcing Solution which will be completed in two phases; and

WHEREAS, METRO issued a Request for Proposals for the phase one implementation services and the proposal from The Peloton Group, LLC was determined by an evaluation committee to offer the most advantages and best overall value to METRO; and

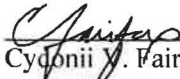
WHEREAS, management recommends that METRO enter into a contract with The Peloton Group, LLC to provide these implementation services for phase one of the transition from SAP Supplier Relationship Management Solution to the new SAP Ariba Strategic Sourcing Solution, with a maximum contract amount of \$1,466,576.

NOW, THEREFORE, BE IT RESOLVED THAT:

Section 1. The METRO Board of Directors hereby authorizes the President & CEO to negotiate and execute a contract with The Peloton Group, LLC to provide implementation services for phase one of the transition from SAP Supplier Relationship Management Solution to the new SAP Ariba Strategic Sourcing Solution, with a maximum contract amount of \$1,466,576.

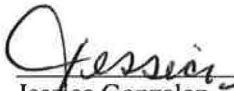
Section 2. This Resolution is effective immediately upon passage.

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


  
Cydonii Y. Fairfax  
Executive Vice President & General Counsel

PASSED this 23<sup>rd</sup> day of March, 2023  
APPROVED this 23<sup>rd</sup> day of March, 2023

ATTEST:

  
Jessica Gonzalez  
Assistant Secretary



  
Sanjay Ramabhadran  
Chair

A RESOLUTION

AUTHORIZING THE PRESIDENT & CEO TO NEGOTIATE AND EXECUTE A JOINT MAINTENANCE AGREEMENT WITH THE HOUSTON DOWNTOWN MANAGEMENT DISTRICT FOR BUS STOP AND BUS SHELTER CLEANING SERVICES, AND MAKING FINDINGS AND PROVISIONS RELATED TO THE FOREGOING SUBJECT

WHEREAS, the Metropolitan Transit Authority of Harris County, Texas (“METRO”) is responsible for cleaning bus stops and bus shelters located within the METRO service area and such cleaning services are currently provided by METRO; and

WHEREAS, pursuant to Chapter 791 of the Texas Government Code, METRO may contract with other governmental entities to perform certain authorized functions; and


WHEREAS, management recommends that METRO enter into a three (3) year Joint Maintenance Agreement with the Houston Downtown Management District (“HDMD”) to provide cleaning services for METRO bus stops and bus shelters located within HDMD’s area to help enhance the overall customer experience by facilitating safe, clean and accessible transportation, with a maximum contract amount of \$865,795.35.

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 Joint Maintenance Agreement with the Houston Downtown Management District (“HDMD”) to provide cleaning services for METRO bus stops and bus shelters located within HDMD’s area, with a maximum contract amount of \$865,795.35.

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 W. Fairfax  
Executive Vice President & General Counsel

PASSED this 23<sup>rd</sup> day of March, 2023  
APPROVED this 23<sup>rd</sup> day of March, 2023

ATTEST:

  
Jessica Gonzalez  
Assistant Secretary



  
Sanjay Ramabhadran  
Chair

A RESOLUTION

AUTHORIZING THE PRESIDENT & CEO TO NEGOTIATE AND EXECUTE A CONTRACT WITH AMERIMOWERS LANDSCAPING TO PROVIDE LANDSCAPING MAINTENANCE SERVICES FOR METRO'S PUBLIC FACILITIES, AND MAKING FINDINGS AND PROVISIONS RELATED TO THE FOREGOING SUBJECT

WHEREAS, the Metropolitan Transit Authority of Harris County, Texas ("METRO") requires landscaping maintenance services for METRO's public facilities, including the mowing, edging and trimming of lawn areas, fence vegetation removal and general site clean-up, to help maintain the overall aesthetic and safety of its properties; and

WHEREAS, METRO issued a Request for Proposals for such landscaping maintenance services and the proposal from Amerimowers Landscaping was determined by an evaluation committee to offer the most advantages and best overall value to METRO; and


WHEREAS, management recommends that METRO enter into a two (2) year contract with two (2) options to extend the contract term for an additional one (1) year period with Amerimowers Landscaping to provide these landscaping maintenance services for METRO's public facilities, with a not to exceed amount of \$3,142,600 plus a ten percent (10%) owner-controlled contingency of \$314,260.

NOW, THEREFORE, BE IT RESOLVED THAT:

Section 1. The METRO Board of Directors hereby authorizes the President & CEO to negotiate and execute a two (2) year contract with two (2) options to extend the contract term for an additional one (1) year period with Amerimowers Landscaping to provide landscaping maintenance services for METRO's public facilities, with a not to exceed amount of \$3,142,600 plus a ten percent (10%) owner-controlled contingency of \$314,260.

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 V. Fairfax  
Executive Vice President & General Counsel

PASSED this 23<sup>rd</sup> day of March, 2023  
APPROVED this 23<sup>rd</sup> day of March, 2023

ATTEST:

  
Jessica Gonzalez  
Assistant Secretary



  
Sanjay Ramabhadran  
Chair

A RESOLUTION

AUTHORIZING THE PRESIDENT & CEO TO NEGOTIATE AND EXECUTE A CONTRACT WITH SILSBEE FORD FOR THE PURCHASE OF NON-REVENUE VEHICLES, AND MAKING FINDINGS AND PROVISIONS RELATED TO THE FOREGOING SUBJECT

WHEREAS, the Metropolitan Transit Authority of Harris County, Texas (“METRO”) requires the purchase of twenty-five (25) non-revenue vehicles to support METRO’s rail, bus, and police operations; and

WHEREAS, pursuant to Resolution 2018-85, METRO entered into an interlocal agreement with Region VIII Education Service Center to participate in The Interlocal Purchasing System (“TIPS”); and

WHEREAS, purchases through TIPS satisfy METRO’s procurement requirements because the underlying contracts with the vendors of TIPS are competitively procured; and

WHEREAS, based on the foregoing, management recommends that METRO enter into a contract with Silsbee Ford through its participation in TIPS for the purchase of these twenty-five (25) non-revenue vehicles to support METRO’s rail, bus, and police operations, with a not to exceed amount of \$2,220,013 plus a ten percent (10%) owner-controlled contingency of \$222,001.30.

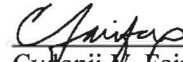
NOW, THEREFORE, BE IT RESOLVED THAT:

Section 1. The METRO Board of Directors hereby authorizes the President & CEO to negotiate and execute a contract with Silsbee Ford through its participation in TIPS for the purchase of twenty-five (25) non-revenue vehicles to support METRO’s rail, bus, and police operations, with a not to exceed amount of \$2,220,013 plus a ten percent (10%) owner-controlled contingency of \$222,001.30.

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 W. Fairfax  
Executive Vice President & General Counsel

PASSED this 23<sup>rd</sup> day of March, 2023  
APPROVED this 23<sup>rd</sup> day of March, 2023

ATTEST:

  
Jessica Gonzalez  
Assistant Secretary



  
Sanjay Ramabhadran  
Chair

## A RESOLUTION

AUTHORIZING THE PRESIDENT & CEO TO NEGOTIATE AND EXECUTE A CONTRACT MODIFICATION WITH MV TRANSPORTATION, INC. FOR ADDITIONAL, DEDICATED RESOURCES FOR THE METROLIFT AND CURB2CURB MINIVAN PROGRAMS, TO INCREASE THE MAXIMUM CONTRACT AMOUNT, AND TO TRANSFER BUDGET FUNDS, AND MAKING FINDINGS AND PROVISIONS RELATED TO THE FOREGOING SUBJECT

WHEREAS, pursuant to Resolution 2021-1, the Metropolitan Transit Authority of Harris County, Texas (“METRO”) entered into a contract with MV Transportation, Inc. to provide turnkey operation services for METRO’s paratransit programs including the hiring and training of operators, maintenance of the minivans, and other administrative functions, with a maximum contract amount of \$161,366,142; and

WHEREAS, due to the labor shortage and competition for bus operators, the recruitment, hiring and retention of frontline personnel remains a challenge throughout the transit industry and the continued reopening of the economy and easing of the COVID-19 pandemic has required transit agencies to increase service levels, resulting in an unprecedented demand for operators; and

WHEREAS, based on the foregoing, management recommends that METRO enter into a contract modification with MV Transportation, Inc. for the contractor to develop an enhanced recruitment and retention program for drivers, provide additional, dedicated resources for METROLift’s expanded paratransit and curb2curb minivan program service area, and increase the maximum contract amount by \$17,628,013 plus an owner-controlled contingency of \$12,143,376, resulting in a new maximum contract amount of \$191,137,531; and

WHEREAS, management further recommends that the METRO Board of Directors (“Board of Directors”) authorize the transfer of FY2023 Operating budget funds to or within the department of Operations to cover the costs for this contract modification.


NOW, THEREFORE, BE IT RESOLVED THAT:

Section 1. The Board of Directors hereby authorizes the President & CEO to negotiate and execute a contract modification with MV Transportation, Inc. for the contractor to develop an enhanced recruitment and retention program for drivers, provide additional, dedicated resources for METROLift’s expanded

paratransit and curbside minivan program service area, increase the maximum contract amount by \$17,628,013 plus an owner-controlled contingency of \$12,143,376, resulting in a new maximum contract amount of \$191,137,531, and transfer FY2023 Operating budget funds to or within the department of Operations to cover the costs for this contract modification.

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 Y. Fairfax  
Executive Vice President & General Counsel

PASSED this 23<sup>rd</sup> day of March, 2023  
APPROVED this 23<sup>rd</sup> day of March, 2023

ATTEST:

  
Jessica Gonzalez  
Assistant Secretary



  
Sanjay Ramabhadran  
Chair