APPROVING AND ACCEPTING THE MARCH 2021 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 2021; 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, 2021, the March 2021 Sales & Use Tax Report, the February 2021 Investment Report, the February 2021 Debt Report, the February 2021 Monthly Performance Report, and the Monthly Report of the Chief Financial Officer dated March 18, 2021 (collectively, the "Finance and Audit materials"); and

WHEREAS, the Board of Directors has reviewed such materials, including the February 2021 Investment Report.

NOW, THEREFORE, BE IT RESOLVED THAT:

Section 1. The Board of Directors hereby approves and accepts the March 2021 Finance and Audit Committee, Administration Committee, Capital and Strategic Planning Committee and Public Safety, Customer Service & Operations Committee monthly reports and the Finance and Audit materials, including the February 2021 Investment Report.

Cydonii V. Fairfax Executive Vice President & General Counsel

PASSED this 25th day of March, 2021 APPROVED this 25th day of March, 2021

ATTEST:

Reca Perry

Assistant Secretary

Carrin F. Patman

AUTHORIZING THE PRESIDENT & CEO TO EXECUTE A CONTRACT WITH CUMMINS, INC. TO PROVIDE FLEETGUARD BUS FILTERS FOR METRO'S TRANSIT VEHICLES, AND MAKING FINDINGS AND PROVISIONS RELATED TO THE FOREGOING SUBJECT

WHEREAS, the Metropolitan Transit Authority of Harris County, Texas ("METRO") requires the purchase and delivery of Fleetguard bus filters for METRO's transit vehicles; and

WHEREAS, METRO issued an Invitation for Bids for such Fleetguard bus filters and Cummins, Inc. was the lowest responsive and responsible bidder of all those that submitted bids; and

WHEREAS, management recommends that METRO enter into a two (2) year contract with Cummins, Inc. for the purchase and delivery of these Fleetguard bus filters for METRO's transit vehicles, with a maximum contract amount of \$340,610.72.

NOW, THEREFORE, BE IT RESOLVED THAT:

Section 1. The METRO Board of Directors hereby authorizes the President & CEO to execute a two (2) year contract with Cummins, Inc. for the purchase and delivery of Fleetguard bus filters for METRO's transit vehicles, with a maximum contract amount of \$340,610.72.

Cydonii Fairfax Executive Vice President & General Counsel

PASSED this 25th day of March, 2021 APPROVED this 25th day of March, 2021

ATTEST:

Assistant Secretary

AUTHORIZING THE PRESIDENT & CEO TO EXECUTE A CONTRACT WITH VEHICLE MAINTENANCE PROGRAM TO PROVIDE DONALDSON AND LUBERFINER BUS FILTERS FOR METRO'S TRANSIT VEHICLES, AND MAKING FINDINGS AND PROVISIONS RELATED TO THE FOREGOING SUBJECT

WHEREAS, the Metropolitan Transit Authority of Harris County, Texas ("METRO") requires the purchase and delivery of Donaldson and Luberfiner bus filters for METRO's transit vehicles; and

WHEREAS, METRO issued an Invitation for Bids for such Donaldson and Luberfiner bus filters and Vehicle Maintenance Program was the lowest responsive and responsible bidder of all those that submitted bids; and

WHEREAS, management recommends that METRO enter into a two (2) year contract with Vehicle Maintenance Program for the purchase and delivery of these Donaldson and Luberfiner bus filters for METRO's transit vehicles, with a maximum contract amount of \$269,755.48.

NOW, THEREFORE, BE IT RESOLVED THAT:

Section 1. The METRO Board of Directors hereby authorizes the President & CEO to execute a two (2) year contract with Vehicle Maintenance Program for the purchase and delivery of Donaldson and Luberfiner bus filters for METRO's transit vehicles, with a maximum contract amount of \$269,755.48.

Cydonii Pairfax

Executive Vice President & General Counsel

PASSED this 25th day of March, 2021 APPROVED this 25th day of March, 2021

ATTEST:

Reca Perry

Assistant Secretary

Carrin F. Patman

AUTHORIZING THE PRESIDENT & CEO TO EXECUTE A CONTRACT WITH GUTIER LLC TO PROVIDE CONSTRUCTION SERVICES FOR A THIRD ELEVATOR AT THE BURNETT TRANSIT CENTER, AND MAKING FINDINGS AND PROVISIONS RELATED TO THE FOREGOING SUBJECT

WHEREAS, the Metropolitan Transit Authority of Harris County, Texas ("METRO") requires construction services for the addition of a third elevator at the Burnett Transit Center to accommodate projected growth and ridership in the area; and

WHEREAS, METRO issued an Invitation for Bids for such construction services and Gutier 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 Gutier LLC to provide these construction services for the addition of a third elevator at the Burnett Transit Center, with a maximum contract amount of \$2,363,409.74, which includes a ten percent (10%) owner-controlled contingency of \$214,855.43.

NOW, THEREFORE, BE IT RESOLVED THAT:

Section 1. The METRO Board of Directors hereby authorizes the President & CEO to execute a contract with Gutier LLC to provide construction services for the addition of a third elevator at the Burnett Transit Center, with a maximum contract amount of \$2,363,409.74, which includes a ten percent (10%) owner-controlled contingency of \$214,855.43.

Cyclonii Pairfax

Executive Vice President & General Counsel

PASSED this 25th day of March, 2021 APPROVED this 25th day of March, 2021

ATTEST:

Reca Perry

Assistant Secretary

Carrin F. Patman

AUTHORIZING THE PRESIDENT & CEO TO EXECUTE A CONTRACT WITH WASTE CORPORATION OF TEXAS L.P. TO PROVIDE COLLECTION, TRANSPORTATION AND DISPOSAL OF SOLID WASTE SERVICES, AND MAKING FINDINGS AND PROVISIONS RELATED TO THE FOREGOING SUBJECT

WHEREAS, the Metropolitan Transit Authority of Harris County, Texas ("METRO") requires collection, transportation and disposal of solid waste services for METRO's operating facilities; and

WHEREAS, METRO issued an Invitation for Bids for such collection, transportation and disposal of solid waste services and Waste Corporation of Texas L.P. was the lowest responsive and responsible bidder of all those that submitted bids; 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 Waste Corporation of Texas L.P. to provide these collection, transportation and disposal of solid waste services for METRO's operating facilities, with a maximum contract amount of \$751,820.45.

NOW, THEREFORE, BE IT RESOLVED THAT:

Section 1. The METRO Board of Directors hereby authorizes the President & CEO to execute a three (3) year contract with two (2) options to extend the contract term for an additional one (1) year period with Waste Corporation of Texas L.P. to provide collection, transportation and disposal of solid waste services for METRO's operating facilities, with a maximum contract amount of \$751,820.45.

Cydonii Pairfax Executive Vice President & General Counsel

PASSED this 25th day of March, 2021 APPROVED this 25th day of March, 2021

ATTEST:

Assistant Secretary

Carrin opatman

Chair

William William

APPROVING AND ACCEPTING METRO'S FISCAL YEAR 2020 COMPREHENSIVE ANNUAL FINANCIAL REPORT, INCLUDING THE INDEPENDENT AUDITOR'S REPORT ON METRO'S FINANCIAL STATEMENTS, AND 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, 2020, 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, 2020, 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 a Comprehensive Annual Financial Report for METRO for the fiscal year ended September 30, 2020 using GAAP, which includes the Independent Auditor's Report and the audited Financial Statements (the "CAFR"), and submitted the CAFR to the Board of Directors for approval and acceptance; 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 of the authority 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, 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 2020, 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 and accepts METRO's Fiscal Year 2020 Comprehensive Annual Financial Report (attached hereto as Exhibit A), including the Independent Auditor's Report incorporated therein, and 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 Comprehensive Annual 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.

Cydonii Pairfax

Executive Vice President & General Counsel

PASSED this 25th day of March, 2021 APPROVED this 25th day of March, 2021

ATTEST:

Reca Perry

Assistant Secretary

Carrin F. Patman

APPROVING THE FISCAL YEAR 2021 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-four (34) underwriting firms have submitted their standards of qualifications for inclusion in METRO's Fiscal Year 2021 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

American Veterans Groups

Barclays

Blaylock Beal Van, LLC B of A Securities, Inc.

BOK Financial Securities, Inc.

Cabrera Capital Markets

Craws & Associates 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

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 Barclays Blaylock Beal Van, LLC B of A Securities, Inc. 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.

GHHHHH

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

Executive Vice President & General Counsel

PASSED this 25th day of March, 2021 APPROVED this 25th day of March, 2021

ATTEST:

Reca Perry **Assistant Secretary**

Carrin F. Patman

AUTHORIZING THE PRESIDENT & CEO TO INCREASE THE MAXIMUM PAYMENT AMOUNT UNDER THE EXISTING INTERLOCAL AGREEMENT WITH RICE UNIVERSITY FOR INTERNET SERVICE, AND MAKING FINDINGS AND PROVISIONS RELATED TO THE FOREGOING SUBJECT

WHEREAS, pursuant to Resolution 2015-36, the Metropolitan Transit Authority of Harris County, Texas ("METRO") entered into an Interlocal Agreement with Rice University to provide internet service to METRO with automatic renewals, for a maximum payment amount of \$19,224 each year; and

WHEREAS, the annual costs for Rice University to provide internet service has increased but is still lower than the commercial market rate; and

WHEREAS, based on the foregoing, management recommends that the METRO Board of Directors increase the maximum payment amount from \$19,224 to \$60,0000 annually under the existing Interlocal Agreement with Rice University to provide internet service.

NOW, THEREFORE, BE IT RESOLVED THAT:

Section 1. The METRO Board of Directors hereby authorizes the President & CEO to increase the maximum payment amount from \$19,224 to \$60,000 annually under the existing Interlocal Agreement with Rice University to provide internet service.

Cydonii Pairfax Executive Vice President & General Counsel

PASSED this 25th day of March, 2021 APPROVED this 25th day of March, 2021

ATTEST:

Assistant Secretary

Carrin F. Patman

AUTHORIZING THE PRESIDENT & CEO TO NEGOTIATE AND EXECUTE A CONTRACT MODIFICATION WITH PRESIDIO NETWORKED SOLUTIONS GROUP LLC TO PROVIDE ADDITIONAL LICENSING AND SUPPORT SERVICES FOR THE CALL CENTER TO MIGRATE METRO'S TELECOMMUNICATIONS SYSTEM FROM AN ON-PREMISE INFRASTRUCTURE TO A CLOUD-BASED INFRASTRUCTURE, AND TO INCREASE THE MAXIMUM PAYMENT AMOUNT, AND MAKING FINDINGS AND PROVISIONS RELATED TO THE FOREGOING SUBJECT

WHEREAS, pursuant to Resolution 2020-113, the Metropolitan Transit Authority of Harris County, Texas ("METRO") entered into a five (5) year contract with Presidio Networked Solutions Group LLC ("Contractor") through its participation in the State Cooperative Purchasing Program with the Texas Department of Information Resources to provide upgrade and migration services for METRO's telecommunications system; and

WHEREAS, the software manufacturer for the call center has since decided to end its perpetual licensing, which will require METRO to seek additional licensing and support services for such software to migrate METRO's telecommunications system from an on-premise infrastructure to a cloud-based infrastructure; and

WHEREAS, based on the foregoing, management recommends that METRO enter into a contract modification with Contractor to provide these additional licensing and support services for the call center software to migrate METRO's telecommunications system from an on-premise infrastructure to a cloud-based infrastructure, and to increase the maximum payment amount by \$609,526.42, resulting in a new maximum contract amount of \$2,223,588.02.

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 Presidio Networked Solutions Group LLC to provide additional licensing and support services for the call center software to migrate METRO's telecommunications system from an on-premise infrastructure to a cloud-based infrastructure, and to increase the maximum payment amount by \$609,526.42, resulting in a new maximum contract amount of \$2,223,588.02.

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 Pairfax

Executive Vice President & General Counsel

PASSED this 25th day of March, 2021 APPROVED this 25th day of March, 2021

ATTEST:

Reca Perry

Assistant Secretary

Carrin F. Patman

AUTHORIZING THE PRESIDENT & CEO TO NEGOTIATE AND EXECUTE A CONTRACT WITH SOUTH COAST FILM & VIDEO TO PROVIDE BROADCAST PRODUCTION SERVICES, AND MAKING FINDINGS AND PROVISIONS RELATED TO THE FOREGOING SUBJECT

WHEREAS, the Metropolitan Transit Authority of Harris County, Texas ("METRO") requires broadcast production services including the creation of radio and television commercials, videos for the web, recording of live events, capturing B-roll footage, and drone footage; and

WHEREAS, METRO issued a Request for Proposals for such broadcast production services and the proposal from South Coast Film & Video 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 three (3) year contract with South Coast Film & Video to provide these broadcast production services, with a maximum contract amount of \$600,000.

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 South Coast Film & Video to provide broadcast production services, with a maximum contract amount of \$600,000.

Cydonii Fairfax

Executive Vice President & General Counsel

PASSED this 25th day of March, 2021 APPROVED this 25th day of March, 2021

ATTEST:

Reca Perry

Assistant Secretary

Carrin F. Patman

AUTHORIZING THE PRESIDENT & CEO TO NEGOTIATE A CONTRACT WITH RDLR ARCHITECTS TO PROVIDE ARCHITECTURAL AND ENGINEERING CONSULTING SERVICES FOR A MAINTENANCE-OF-WAY FACILITY, AND MAKING FINDINGS AND PROVISIONS RELATED TO THE FOREGOING SUBJECT

WHEREAS, the Metropolitan Transit Authority of Harris County, Texas ("METRO") requires architectural and engineering consulting services for the design of a maintenance-of-way facility; and

WHEREAS, METRO issued a Request for Qualifications for such architectural and engineering consulting services and RDLR Architects was determined by an executive selection committee to be the most highly qualified firm that submitted a proposal based on the evaluation criteria; and

WHEREAS, management recommends that METRO negotiate the terms and conditions of a contract with RDLR Architects to provide these architectural and engineering consulting services for the design of a maintenance-of-way facility; and

WHEREAS, management will seek additional Board approval for the maximum contract amount and execution of the contract.

NOW, THEREFORE, BE IT RESOLVED THAT:

Section 1. The METRO Board of Directors hereby authorizes the President & CEO to negotiate a contract with RDLR Architects to provide architectural and engineering consulting services for the design of a maintenance-of-way facility.

Cydonii Fairfax

Executive Vice President & General Counsel

PASSED this 25th day of March, 2021 APPROVED this 25th day of March, 2021

ATTEST:

Reca Perry

Assistant Secretary

Carrin F. Patman

AUTHORIZING THE PRESIDENT & CEO TO NEGOTIATE AND EXECUTE A CONTRACT MODIFICATION WITH ARCADIS U.S., INC. TO PROVIDE ADDITIONAL CONSTRUCTION MANAGEMENT SERVICES FOR CLOSE-OUT OF THE NORTHWEST TRANSIT CENTER PROJECT, AND TO INCREASE THE MAXIMUM PAYMENT AMOUNT, AND MAKING FINDINGS AND PROVISIONS RELATED TO THE FOREGOING SUBJECT

WHEREAS, pursuant to Resolution 2019-10, the Metropolitan Transit Authority of Harris County, Texas ("METRO") entered into a contract with Arcadis U.S., Inc. ("Contractor") to provide construction management services for budgeted and planned construction projects in fiscal years 2019 through 2021, including the Northwest Transit Center project; and

WHEREAS, the Northwest Transit Center project is substantially complete, and METRO requires additional construction management services for project close-out; and

WHEREAS, additionally, the ORION software and administrator is required through completion of other METRO projects for which it is being used; and

WHEREAS, based on the foregoing, management recommends that METRO enter into a contract modification with Contractor to provide these additional construction management services for close-out of the Northwest Transit Center project, and to increase the maximum payment amount by \$150,000, resulting in a new maximum contract amount of \$1,750,000.

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 Arcadis U.S., Inc. to provide additional construction management services for close-out of the Northwest Transit Center project, and to increase the maximum payment amount by \$150,000, resulting in a new maximum contract amount of \$1,750,000.

Cydonii Fairfax
Executive Vice President & General Counsel

PASSED this 25th day of March, 2021 APPROVED this 25th day of March, 2021

ATTEST:

Reca Perry

Assistant Secretary

Carrin F. Patman

AUTHORIZING THE PRESIDENT & CEO TO NEGOTIATE AND EXECUTE A SOLE SOURCE CONTRACT WITH PARSONS TRANSPORTATION GROUP TO PROVIDE ENGINEERING DESIGN SERVICES FOR THE ONGOING CONSTRUCTION OF THE RAIL OPERATIONS CENTER YARD TRACK EXPANSION PROJECT, AND MAKING FINDINGS AND PROVISIONS RELATED TO THE FOREGOING SUBJECT

WHEREAS, the Metropolitan Transit Authority of Harris County, Texas ("METRO") requires engineering design services for the ongoing construction at METRO's Rail Operations Center to add four (4) additional storage tracks to increase Light Rail Vehicle storage capacity ("Rail Operations Center Yard Track Expansion project"); and

WHEREAS, Parsons Transportation Group ("Contractor") is the only firm that can provide these engineering design services for the Rail Operations Center Yard Track Expansion project because Contractor is the Engineer-of-Record and originally designed the project under METRO's contract with Houston Rapid Transit, which has expired; and

WHEREAS, based on the foregoing, management recommends that METRO enter into a sole source contract with Contractor to provide these engineering design services for the ongoing construction of the Rail Operations Center Yard Track Expansion project, with a maximum contract amount of \$51,000.

NOW, THEREFORE, BE IT RESOLVED THAT:

Section 1. The METRO Board of Directors hereby authorizes the President & CEO to negotiate and execute a sole source contract with Parsons Transportation Group to provide engineering design services for the ongoing construction at METRO's Rail Operations Center to add four (4) additional storage tracks to increase Light Rail Vehicle storage capacity, with a maximum contract amount of \$51,000.

Cydonii Pairfax
Executive Vice President & General Counsel

PASSED this 25th day of March, 2021 APPROVED this 25th day of March, 2021

ATTEST:

Reca Perry

Assistant Secretary

Carrin Fortman Carrin F. Patman