

A RESOLUTION

APPROVING AND ACCEPTING THE MAY 2019 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 May 2019; 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, including without limitation, the Compliance Report for the period ended April 30, 2019, the May 2019 Sales Tax Report, the April 2019 Investment Report, the April 2019 Debt Report, the April 2019 Monthly Performance Report and the Monthly Report of the Chief Financial Officer dated May 16, 2019; and

WHEREAS, the Board of Directors has reviewed such materials, including the April 2019 Investment Report.

NOW, THEREFORE, BE IT RESOLVED THAT:

Section 1. The Board of Directors hereby approves and accepts the May 2019 Finance and Audit Committee, Administration Committee, Capital and Strategic Planning Committee, and Public Safety, Customer Service, and Operations Committee monthly reports, including the April 2019 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.



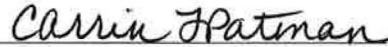
Cydoni Fairfax
Executive Vice President & General Counsel

PASSED this 23rd day of May, 2019
APPROVED this 23rd day of May, 2019

ATTEST:



Recca Perry
Assistant Secretary



Carrin F. Patman
Chair

A RESOLUTION

AUTHORIZING THE PRESIDENT & CEO TO EXECUTE A CONTRACT WITH ONE GREAT LAWN FOR LANDSCAPING SERVICES FOR METRO POWER SUBSTATIONS AND UNDEVELOPED PROPERTIES, AND MAKING FINDINGS AND PROVISIONS RELATED TO THE FOREGOING SUBJECT

WHEREAS, the Metropolitan Transit Authority of Harris County, Texas ("METRO") requires landscaping services at various power substations and undeveloped properties to maintain the overall aesthetic and safety of its property; and

WHEREAS, METRO issued an Invitation for Bids for such landscaping services and One Great Lawn was the lowest responsive and responsible bidder of all those that submitted bids; and

WHEREAS, management recommends that METRO execute a three (3) year contract with One Great Lawn to provide landscaping services at various power substations and undeveloped properties, with a maximum contract amount of \$181,225.08.

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 One Great Lawn to provide landscaping services at various power substations and undeveloped properties, with a maximum contract amount of \$181,225.08.

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 May, 2019
APPROVED this 23rd day of May, 2019

ATTEST:



Recca Perry
Assistant Secretary



Carrin F. Patman
Chair

A RESOLUTION

AUTHORIZING THE PRESIDENT & CEO TO EXECUTE A CONTRACT WITH RZV LTD CO. (DBA TEXAS LANDSCAPE COMPANY) FOR LANDSCAPING MAINTENANCE SERVICES, AND MAKING FINDINGS AND PROVISIONS RELATED TO THE FOREGOING SUBJECT

WHEREAS, the Metropolitan Transit Authority of Harris County, Texas ("METRO") requires landscaping maintenance services at certain locations along METRO's rail lines; and

WHEREAS, such maintenance will help METRO enhance customer service and facilitate the provision of safe, clean and accessible transportation to customers; and

WHEREAS, METRO issued an Invitation for Bids for landscaping maintenance services and RZV Ltd Co. (dba Texas Landscape Company) was the lowest responsive and responsible bidder of all those that submitted bids; and


WHEREAS, management recommends that METRO execute a three (3) year contract with RZV Ltd Co. (dba Texas Landscape Company) to provide landscaping maintenance services at certain locations near METRO's rail lines, with two (2) options to extend the contract term for an additional one (1) year period subject to Board approval, and a maximum contract amount of \$1,936,780.

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 RZV Ltd Co. (dba Texas Landscape Company) to provide landscaping maintenance services at certain locations near METRO's rail lines, with two (2) options to extend the contract term for an additional one (1) year period subject to Board approval, and a maximum contract amount of \$1,936,780.

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.



Cydoni Fairfax
Executive Vice President & General Counsel

PASSED this 23rd day of May, 2019
APPROVED this 23rd day of May, 2019

ATTEST:



Recca Perry
Assistant Secretary



Carrin F. Patman
Chair

A RESOLUTION

AUTHORIZING THE PRESIDENT & CEO TO EXECUTE A CONTRACT WITH EACH OF MOTIVA ENTERPRISES LLC FOR ULTRA LOW SULFUR DIESEL AND SUNOCO LLC FOR 87 OCTANE UNLEADED GASOLINE, AND MAKING FINDINGS AND PROVISIONS RELATED TO THE FOREGOING SUBJECT

WHEREAS, the Metropolitan Transit Authority of Harris County, Texas ("METRO") requires ultra low sulfur diesel and 87 octane unleaded gasoline for its vehicles on an as-needed basis; and

WHEREAS, METRO participated in a joint procurement with the City of Houston to obtain better pricing; and

WHEREAS, METRO issued an Invitation for Bids for such fuel and Motiva Enterprises LLC and Sunoco LLC were the lowest responsive and responsible bidders of all those that submitted bids; and


WHEREAS, management recommends that METRO execute a three (3) year contract with Motiva Enterprises LLC to provide ultra low sulfur diesel, and with Sunoco LLC to provide 87 octane unleaded gasoline, each with two (2) options to extend the contract term for an additional one (1) year period subject to Board approval, and a maximum contract amount of \$107,155,000 with Motiva Enterprises LLC and \$16,885,000 with Sunoco LLC.

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 Motiva Enterprises LLC to provide ultra low sulfur diesel for a maximum contract amount of \$107,155,000, and with Sunoco LLC to provide 87 octane unleaded gasoline for a maximum contract amount of \$16,885,000, each with two (2) options to extend the contract terms for an additional one (1) year period subject to Board approval.

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.



Cydonn Fairfax
Executive Vice President & General Counsel

PASSED this 23rd day of May, 2019
APPROVED this 23rd day of May, 2019

ATTEST:



Recca Perry
Assistant Secretary



Carrin F. Patman
Chair

A RESOLUTION

APPROVING A SET OF FINANCIAL PARAMETERS FOR METRO'S FISCAL YEAR 2020 BUSINESS PLAN AND BUDGETS, AND MAKING FINDINGS AND PROVISIONS RELATED TO THE FOREGOING SUBJECT

WHEREAS, during the April 18, 2019 meeting of the Finance & Audit Committee (the "Committee") of the Metropolitan Transit Authority of Harris County, Texas ("METRO"), management proposed a preliminary set of financial parameters for use in the development of the Fiscal Year 2020 Business Plan and Budgets; and

WHEREAS, following vigorous discussion by the Committee members and management at the Committee meeting, management revised the parameters to incorporate the guidance that they received from the Committee; and

WHEREAS, management presented such revised financial parameters to the Committee at its meeting on May 16, 2019 for further review and discussion; and

WHEREAS, there was a consensus among Committee members to recommend the use of the following parameters in METRO's Fiscal Year 2020 Business Plan and Budgets; and

WHEREAS, METRO's yearly budget cash flow will reflect sales tax growth projections consistent with Dr. Robert W. Gilmer's growth estimates, reduced by 1% for Fiscal Year 2020; and

WHEREAS, the budget will not include fixed-route fare increases; and

WHEREAS, METRO will present the 5-Year Cash Flow model on an annual basis, clearly specifying all sources and uses of revenue; and

WHEREAS, the financial parameters will position METRO for optimum receipt and use of grants; and

WHEREAS, the financial parameters will allocate sufficient resources to operate METRO core services; and

WHEREAS, the financial parameters will help ensure financial sustainability by managing the growth of baseline operating expenses, including limiting paratransit to an increase of no more than 3%,

METRO STAR Vanpool and High Occupancy Toll Lanes to 0%, and fixed-route to an increase of no more than 2%; and

WHEREAS, following the completion of capital projects, future operating costs will be included and will be supported by a sustainable revenue source; and

WHEREAS, service improvements or improvements to service quality will require a cost/benefit analysis which will include changes to future operating costs, and if included, additional service will be added above the baseline of expenses; and

WHEREAS, METRO will retain fund balances of at least Debt Policy requirements (15% of operating expenses), an Operating Reserve as required by the METRO Board of Directors (10% of operating expenses), and an Emergency Reserve of \$10 million; and

WHEREAS, when reallocating or modifying budgets with the Board adopted levels, METRO staff will adhere to the following approval levels:

- Changes up to \$250,000 require approval of the Chief Financial Officer or the Director of the Office of Management and Budget;
- Changes between \$250,000 and \$1,000,000 require approval of the President & CEO;
- Changes over \$1,000,000 require approval of the METRO Board of Directors; and
- Administrative or technical changes (within the scope of the adopted budget that do not represent a change in METRO's work plan or priorities) require approval of the Chief Financial Officer or the Director of the Office of Management and Budget, or the President & CEO if changes involve a centralized allowance for specific actions.

WHEREAS, all budgets will be reported to the Finance and Audit Committee on a quarterly basis and any modifications increasing budgets will require the approval of the METRO Board of Directors and will adhere to the Texas Transportation Code Sections 451.102 and 451.103.

NOW, THEREFORE, BE IT RESOLVED THAT:

Section 1. The METRO Board of Directors hereby approves the set of financial parameters presented above for METRO's Fiscal Year 2020 Business Plan and Budgets.

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.




Cydoni Fairfax
Executive Vice President & General Counsel

PASSED this 23rd day of May, 2019
APPROVED this 23rd day of May, 2019

ATTEST:



Recca Perry
Assistant Secretary



Carrin F. Patman
Chair

A RESOLUTION

AUTHORIZING THE PRESIDENT & CEO TO NEGOTIATE AND EXECUTE A CONTRACT WITH KPMG, LLP FOR INDEPENDENT FINANCIAL AUDITING SERVICES, AND MAKING FINDINGS AND PROVISIONS RELATED TO THE FOREGOING SUBJECT

WHEREAS, the Metropolitan Transit Authority of Harris County, Texas ("METRO") requires independent financial auditing services to comply with certain financial accounting, reporting and audit requirements under various state and federal laws, including Subchapter J of Chapter 451 of the Texas Transportation Code, Section 2256.023 of the Texas Public Funds Investment Act, the Single Audit Act of 1984, the reporting procedures of the National Transit Database, and the Texas State Pension Review Board; and

WHEREAS, METRO issued a Request for Qualifications for such independent financial auditing services and KPMG, LLP was determined by an evaluation committee to be the most qualified firm that submitted a proposal; and

WHEREAS, management recommends that METRO enter contract with KPMG, LLP to provide METRO with independent financial auditing services for the next (5) five fiscal years, with a maximum contract amount of \$2,466,529.

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 KPMG, LLP to provide METRO with independent financial auditing services, for five (5) fiscal years, with a maximum contract amount of \$2,466,529.

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.



Cydoni Fairfax
Executive Vice President & General Counsel

PASSED this 23rd day of May, 2019
APPROVED this 23rd day of May, 2019

ATTEST:



Recca Perry
Assistant Secretary



Carrin F. Patman
Chair

A RESOLUTION

AUTHORIZING THE PRESIDENT & CEO TO NEGOTIATE AND EXECUTE A CONTRACT WITH MASON TILLMAN ASSOCIATES, LTD. TO CONDUCT A DISPARITY STUDY, AND MAKING FINDINGS AND PROVISIONS RELATED TO THE FOREGOING SUBJECT

WHEREAS, the Metropolitan Transit Authority of Harris County, Texas ("METRO") is committed to making certain that small businesses have the maximum practicable opportunities to compete for and participate in its procurement process; and

WHEREAS, METRO requires a consultant to conduct a study to obtain the availability of qualified Small Business Enterprises, Minority Business Enterprises, Women Business Enterprises, Veteran Business Enterprises, and Persons with Disabilities Business Enterprises in METRO's relevant geographic market area, and to examine the extent to which disparities, if any, exist in METRO's utilization of such businesses in its procurement of contracts and whether METRO has been impacted by past or present discrimination; and

WHEREAS, METRO issued a Request for Proposals for such consultant services and the proposal from Mason Tillman Associates, Ltd. was determined to offer the most advantages and best overall value to METRO; and


WHEREAS, management recommends that METRO enter into a contract with Mason Tillman Associates, Ltd. to conduct a disparity study, with a maximum contract amount of \$388,622.

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 Mason Tillman Associates, Ltd. to conduct a disparity study, with a maximum contract amount of \$388,622.

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.



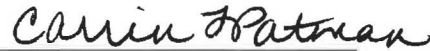
Cydonii Fairfax
Executive Vice President & General Counsel

PASSED this 23rd day of May, 2019
APPROVED this 23rd day of May, 2019

ATTEST:



Recca Perry
Assistant Secretary



Carrin F. Patman
Chair

A RESOLUTION

AUTHORIZING THE PRESIDENT & CEO TO NEGOTIATE AND EXECUTE AN INTERLOCAL AGREEMENT WITH THE HARRIS COUNTY DEPARTMENT OF EDUCATION FOR PARTICIPATION IN THE CHOICE PARTNERS NATIONAL PURCHASING COOPERATIVE, AND MAKING FINDINGS AND PROVISIONS RELATED TO THE FOREGOING SUBJECT

WHEREAS, the Choice Partners National Purchasing Cooperative is a division of the Harris County Department of Education that allows qualified public entities like the Metropolitan Transit Authority of Harris County, Texas ("METRO") access to contracts for various commodities and services that satisfy competitive bidding requirements; and

WHEREAS, management recommends that METRO negotiate and execute an interlocal agreement with the Harris County Department of Education to enable METRO to participate in the Choice Partners National Purchasing Cooperative to expand its procurement sourcing opportunities to a wide variety of existing contracts under this purchasing program.

NOW, THEREFORE, BE IT RESOLVED THAT:

Section 1. The METRO Board of Directors hereby authorizes the President & CEO to negotiate and execute an interlocal agreement with the Harris County Department of Education to purchase supplies, services and technology through the Choice Partners National Purchasing Cooperative.

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.



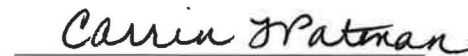
Cydonii Fairfax
Executive Vice President & General Counsel

PASSED this 23rd day of May, 2019
APPROVED this 23rd day of May, 2019

ATTEST:



Recca Perry
Assistant Secretary



Carrin F. Patman
Chair

A RESOLUTION

AUTHORIZING THE PRESIDENT & CEO TO NEGOTIATE AND EXECUTE A CONTRACT WITH CLINE STRATEGIC CONSULTING, LLC FOR LEGISLATIVE COORDINATION CONSULTING SERVICES, AND MAKING FINDINGS AND PROVISIONS RELATED TO THE FOREGOING SUBJECT

WHEREAS, the Metropolitan Transit Authority of Harris County, Texas ("METRO") requires coordination consulting services to help monitor and advise METRO on federal legislative changes that affect the agency; and

WHEREAS, management recommends that METRO enter into a contract with Cline Strategic Consulting, LLC for such legislative coordination consulting services through January 2020, with an aggregate maximum contract amount of \$300,000.

NOW, THEREFORE, BE IT RESOLVED THAT:

Section 1. The METRO Board of Directors hereby authorizes the President & CEO to negotiate and execute a contract with Cline Strategic Consulting, LLC for legislative coordination consulting services through January 2020, with an aggregate maximum contract amount of \$300,000.

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.



Cydoni Fairfax
Executive Vice President & General Counsel

PASSED this 23rd day of May, 2019
APPROVED this 23rd day of May, 2019

ATTEST:



Recca Perry
Assistant Secretary



Carrin F. Patman
Chair

A RESOLUTION

AUTHORIZING THE PRESIDENT & CEO TO NEGOTIATE AND EXECUTE AN INTERLOCAL AGREEMENT WITH THE CITY OF HOUSTON FOR PLACEMENT OF A BCYCLE STATION 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") has partnered with the City of Houston, through its BCycle Program, to cross-promote their services to people seeking public transit options, including by placing METRO branding and safety messaging on Houston BCycle bikes, and allowing METRO Q card holders discounted access to Houston BCycle memberships; and

WHEREAS, Houston Bike Share, the non-profit bike share operator for the City of Houston's BCycle Program will use a Congestion Mitigation and Air Quality grant (the "Grant") to pay for eighty percent (80%) of the costs and expenses for providing a bike share station at the Burnett Transit Center; and

WHEREAS, management recommends that METRO continue its collaborative partnership with the City of Houston under the BCycle Program by funding the local match of twenty percent (20%) for the Grant; and

WHEREAS, the bike share station will help METRO enhance customer experience and facilitate universal accessibility as a first/last mile capital project; and

WHEREAS, management recommends that METRO negotiate and execute an Interlocal Agreement with the City of Houston to provide a bike share station at the Burnett Transit Center, with a maximum contract amount of \$25,371.

NOW, THEREFORE, BE IT RESOLVED THAT:

Section 1. The METRO Board of Directors hereby authorizes the President & CEO to negotiate and execute an Interlocal Agreement with the City of Houston to provide a bike share station at the Burnett Transit Center, with a maximum contract amount of \$25,371.

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.

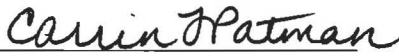

Cydonia Fairfax
Executive Vice President & General Counsel

PASSED this 23rd day of May, 2019
APPROVED this 23rd day of May, 2019

ATTEST:


Recca Perry
Assistant Secretary




Carrin F. Patman
Chair

A RESOLUTION

AUTHORIZING THE PRESIDENT & CEO TO NEGOTIATE AND EXECUTE AN INTERLOCAL AGREEMENT WITH MIDTOWN MANAGEMENT DISTRICT FOR LANDSCAPING MAINTENANCE SERVICES, AND MAKING FINDINGS AND PROVISIONS RELATED TO THE FOREGOING SUBJECT

WHEREAS, management recommends that the Metropolitan Transit Authority of Harris County, Texas ("METRO") execute a fifteen (15) year Interlocal Agreement with Midtown Management District (the "District") for landscaping maintenance services at the esplanades along the METRORail Red Line between Wheeler Transit Center and Gray Street ("Joint Landscaping Maintenance Agreement"), which services will help improve customer experience; and

WHEREAS, under the Joint Landscaping Maintenance Agreement, METRO will be responsible for reimbursing the District during the first eight (8) years of the term for the actual costs that it incurs in the performance of the work, up to \$46,000 annually, with a maximum contract amount of \$368,000; and

WHEREAS, the District will be solely responsible for the costs to provide such services during the remainder of the term.

NOW, THEREFORE, BE IT RESOLVED THAT:

Section 1. The METRO Board of Directors hereby authorizes the President & CEO to negotiate and execute a fifteen (15) year Joint Landscaping Maintenance Agreement with Midtown Management District to provide landscaping maintenance services, for a maximum contract amount of \$368,000.


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.

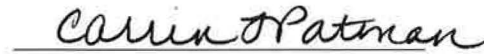

Cydonii Fairfax
Executive Vice President & General Counsel

PASSED this 23rd day of May, 2019
APPROVED this 23rd day of May, 2019

ATTEST:


Réca Perry
Assistant Secretary




Carrin F. Patman
Chair

A RESOLUTION

AUTHORIZING THE PRESIDENT & CEO TO NEGOTIATE AND EXECUTE A CONTRACT WITH ALLIANCE BUS GROUP, INC. FOR THE PURCHASE OF NEW ENGLAND WHEELS MODEL FRONTRUNNER, SMALL BUS, LOW FLOOR, ALTERNATIVE SERVICE VEHICLES THROUGH THE HOUSTON-GALVESTON AREA COUNCIL COOPERATIVE PURCHASING PROGRAM, AND MAKING FINDINGS AND PROVISIONS RELATED TO THE FOREGOING SUBJECT

WHEREAS, pursuant to Resolution 1998-148, the Metropolitan Transit Authority of Harris County, Texas ("METRO") authorized an Intergovernmental Agreement with the Houston-Galveston Area Council (H-GAC) for METRO to purchase certain products through its Cooperative Purchasing Program; and

WHEREAS, in accordance with METRO's replacement schedule for its fleet, METRO requires forty (40) New England Wheels model Frontrunner, small bus, low floor, alternative service vehicles; and

WHEREAS, the H-GAC negotiated a contract with Alliance Bus Group, Inc. to offer these alternative service vehicles, at discounted rates, to other local government entities within this state; and

WHEREAS, purchases under the Cooperative Purchasing Program satisfy METRO's procurement requirements because the underlying contracts are competitively procured by H-GAC; and

WHEREAS, management recommends that METRO negotiate and execute a contract with Alliance Bus Group, Inc. to purchase forty (40) New England Wheels model Frontrunner, small bus, low floor, alternative service vehicles, with a maximum contract amount of \$6,519,672.82.

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 Alliance Bus Group, Inc. under the Houston-Galveston Area Council Cooperative Purchasing Program, to purchase forty (40) New England Wheels model Frontrunner, small bus, low floor, alternative service vehicles, with a maximum contract amount of \$6,519,672.82.

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 May, 2019
APPROVED this 23rd day of May, 2019

ATTEST:


Recca Perry
Assistant Secretary




Carrin F. Patman
Chair