A RESOLUTION

ACCEPTANCE OF METRO'S FY2013 AUDITED FINANCIAL STATEMENTS; AND MAKING FINDINGS AND PROVISIONS RELATED TO THE SUBJECT

WHEREAS, Section 451.451 of the Texas Transportation Code requires that METRO'S Board of Directors have an annual audit of the affairs of the Authority prepared by an independent certified public accountant or a firm of independent certified public accountants; and

WHEREAS, the accounting firm of KPMG, LLP has performed a comprehensive

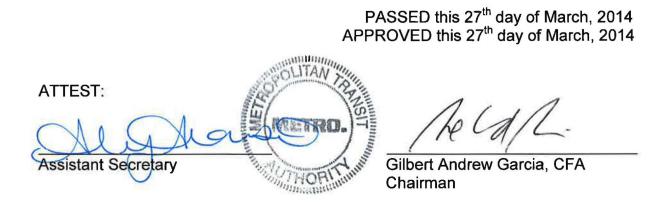
audit of METRO's affairs for FY2013; and

WHEREAS, KPMG, LLP has delivered the FY2013 Comprehensive Annual Financial Report and Single Audit Report to METRO's Board of Directors; and

WHEREAS, the FY2013 Annual Audit will be made available for public inspection pursuant to Section 451.451(b) of the Texas Transportation Code.

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

Section 1. The Board of Directors hereby accepts the annual FY2013 Comprehensive Financial Audit Report and 2013 Single Audit report and authorizes copies to be delivered to the Governor; Lieutenant Governor; the Speaker of the House of Representatives; the State Auditor; the county judges of each county having territory in METRO; and each municipality having territory in METRO. Section 2. This Resolution is effective immediately upon passage.



A RESOLUTION

AUTHORIZING THE PRESIDENT & CEO TO EXECUTE AND DELIVER A BROKER OF RECORD CONTRACT FOR INSURANCE SERVICES WITH AON RISK SERVICES SOUTHWEST, INC. FOR METRO OPERATIONS INSURANCE AND RISK NEEDS; AND MAKING FINDINGS AND PROVISIONS RELATED TO THE SUBJECT

WHEREAS, METRO is in need of broker of record services for the continuation

of METRO's operations insurance and risk needs; and

WHEREAS, METRO issued a request for proposals to provide for broker of record services for METRO's operation insurance and risk needs; and

WHEREAS, METRO staff recommends a contract with Aon Risk Services Southwest, Inc. to provide broker of record services for an amount not-to-exceed \$396,720.

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

Section 1. The Board of Directors hereby authorizes the President & CEO to execute and deliver a broker of record contract for insurance services to AON Risk Services Southwest, Inc. for an amount not-to-exceed \$396,720 to cover all of METRO operations insurance and risk needs for the designated term.

Section 2. This Resolution is effective immediately upon passage.

ATTEST: Assistant Secretary

Gilbert Andrew Garcia, CFA Chairman

A RESOLUTION

AUTHORIZING THE PRESIDENT & CEO TO EXECUTE AND ENTER INTO AN INTERLOCAL AGREEMENT WITH FORT BEND COUNTY TOLL ROAD AUTHORITY FOR THE SALE OF REAL PROPERTY ALONG METRO'S WESTPARK CORRIDOR FROM FM 1464 (THE HARRIS COUNTY/FORT BEND COUNTY LINE) TO EAGLE LAKE, TEXAS; AND MAKING FINDINGS AND PROVISIONS RELATED TO THE SUBJECT

WHEREAS, METRO is the current owner of a Rail Corridor known as the Westpark Corridor from FM 1464 (the Harris County/Fort Bend County Line) to Eagle Lake, Texas, and is also the interim user approved by the Surface Transportation Board under the Rail Banking Regulations, which require that any use of the Rail Corridor is subject to possible restoration for future rail use; and

WHEREAS, METRO purchased the Rail Corridor to preserve it for future rail transit use but acknowledges that a portion of the Rail Corridor lies outside of the METRO service area; and

WHEREAS, METRO and Fort Bend County Toll Road Authority wish to enter into an interlocal agreement to provide for the development of transportation projects and the cooperative preservation of the Rail Corridor as permitted under the Rail Banking Regulations, while providing for the transfer of ownership and control of a portion of the Rail Corridor and a partial assignment of the Rail Banking Agreement; and

WHEREAS, Fort Bend County Toll Road Authority agrees to buy and METRO agrees to sell a portion of the Westpark Corridor, together with all improvements owned by METRO and located thereon and all rights, titles, and interests appurtenant thereto, to Fort Bend County Toll Road Authority; and

WHEREAS, Fort Bend County Toll Road Authority will pay METRO Thirteen Million Seven Hundred Thirty-Three Thousand Eighteen and No/100 Dollars (\$13,733,018) which is the purchase price of \$13,000,000 plus an amount equal to the average price per square foot of the 100-ft. wide Rail Corridor multiplied by the number of square feet in the additional tracts or parcels of land providing extra width or area abutting such 100-ft. wide rail corridor.

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

Section 1. The Board of Directors hereby authorizes the President & CEO to execute and deliver an Interlocal Agreement, and any other necessary documents to Fort Bend County Toll Road Authority for the sale of a portion of the Westpark Corridor from FM 1464 (The Harris County/Fort Bend County Line) to Eagle Lake, Texas for Thirteen Million Seven Hundred Thirty-Three Thousand Eighteen and No/100 Dollars

(\$13,733,018) which is the purchase price of \$13,000,000. plus an amount equal to the average price per square foot of the 100-ft. wide Rail Corridor multiplied by the number of square feet in the additional tracts or parcels of land providing extra width or area abutting such 100-ft. wide rail corridor

Section 2. This Resolution is effective immediately upon passage.

ATTEST: SHUMMIN VIAN Within With Assistant Secretary Constanting of the second

Gilbert Andrew Garcia, CFA Chairman

A RESOLUTION

AUTHORIZING THE PRESIDENT & CEO TO EXECUTE AND DELIVER A CONTRACT TO PFEIFFER & SON, LTD TO PROVIDE MAINTENANCE AND REPAIR SERVICES ASSOCIATED WITH SECURITY SURVEILLANCE SYSTEMS COMMONLY KNOWN AS THE METRO NET; AND MAKING FINDINGS AND PROVISIONS RELATED TO THE SUBJECT

WHEREAS, METRO is in need of maintenance and repair services for its

security surveillance systems, commonly known as the METRO NET; and

WHEREAS, METRO issued a competitive request for proposals and an invitation

for bid for the maintenance and repair services; and

WHEREAS, Pfeiffer & Son, LTD was determined to be the most responsive and

responsible bidder; and

WHEREAS, METRO staff recommends a contract with Pfeiffer & Son, LTD for

maintenance and repair services for its security surveillance systems for an amount not-

to-exceed \$6,240,974.

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

Section 1. The Board of Directors hereby authorizes the President & CEO to execute and deliver a contract to Pfeifer & Son, LTD to provide maintenance and repair services for METRO's security surveillance systems for an amount not-to-exceed \$6,240,974.

Section 2. This Resolution is effective immediately upon passage.

ATTEST: Assistant Secretary

PASSED this 27th day of March, 2014 APPROVED this 27th day of March, 2014

Gilbert Andrew Garcia, CFA Chairman

A RESOLUTION

AUTHORIZING THE PRESIDENT & CEO TO EXECUTE AND DELIVER A LEASE AGREEMENT WITH HARRIS COUNTY FOR THE USE OF METRO PROPERTY LOCATED AT 810 SAN JACINTO; AND MAKING FINDINGS AND PROVISIONS RELATED TO THE SUBJECT

WHEREAS, METRO owns a building at 810 San Jacinto known as the Buffalo

Bayou Bus Operating Facility; and

WHEREAS, Harris County wishes to lease a portion of the building for use by the

Harris County Sheriff's Department; and

WHEREAS, Harris County has agreed to pay METRO a base annual lease

amount of \$600,942 plus other costs and expenses.

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

Section 1. The Board of Directors hereby authorizes the President & CEO to

execute and deliver a three year lease agreement to Harris County for the lease of 810

San Jacinto for an annual base lease amount of \$600,942 plus other costs and

expenses.

Section 2. This Resolution is effective immediately upon passage.

PASSED this 27th day of March, 2014 APPROVED this 27th day of March, 2014

Assistant Secretary

Gilbert Andrew Garcia, CFA Chairman

A RESOLUTION

AUTHORIZING THE PRESIDENT & CEO TO COORDINATE WITH THE DOWNTOWN REDEVELOPMENT AUTHORITY FOR THE UPGRADES TO THE DOWNTOWN LIGHT RAIL STATIONS; AND MAKING FINDINGS AND PROVISIONS RELATED TO THE SUBJECT

WHEREAS, the Downtown Redevelopment Authority has requested certain upgrades to the downtown light rail stations on Main, Rusk and Capitol Streets, including changes to materials and artwork; and

WHEREAS, the Downtown Redevelopment Authority has agreed to reimburse

METRO for all costs associated with the requested changes; and

WHEREAS, the estimated cost of the upgrades and changes to the downtown

light rail stations are \$391,500.

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

Section 1. The Board of Directors hereby authorizes the President & CEO to coordinate upgrades and changes to the downtown light rail stations as requested by and reimbursed by the Downtown Redevelopment Authority, for an estimated amount of \$391,500.

Section 2. This Resolution is effective immediately upon passage.

PASSED this 27th day of March, 2014 APPROVED this 27th day of March, 2014 LIAN ATTEST: 2位在"拉家有意 Assistant Secreta Gilbert Andrew Garcia. CFA manna

Chairman

A RESOLUTION

AUTHORIZING THE PRESIDENT & CEO TO AUTHORIZE PAYMENTS AND EXECUTE CONTRACTS WITH MULTIPLE VENDORS THROUGH COOPERATIVE PURCHASING AGREEMENTS FOR MOBILE ACCESS ROUTERS AND CABLES; AND MAKING FINDINGS AND PROVISIONS RELATED TO THE SUBJECT

WHEREAS, METRO is in need of mobile access routers and cables to replace

mobile access routers on its fleet of buses; and

WHEREAS, METRO staff recommends the purchase of the mobile routers and cables from multiple vendors through cooperative purchasing agreements for an amount not-to-exceed \$600,000.

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

Section 1. The Board of Directors hereby authorizes the President & CEO to authorize payments and execute contracts with multiple vendors through cooperative purchasing agreements for the purchase of mobile access routers and cables for an amount not-to-exceed \$600,000.

Section 2. This Resolution is effective immediately upon passage.

ATTEST:

Gilbert Andrew Garcia, CFA Chairman

A RESOLUTION

AUTHORIZING THE PRESIDENT & CEO TO EXECUTE AND DELIVER A CONTRACT TO GRAINGER FOR THE PURCHASE OF SMALL TOOLS FOR THE NEW LIGHT RAIL SYSTEM; AND MAKING FINDINGS AND PROVISIONS RELATED TO THE SUBJECT

WHEREAS, METRO is in need of small tools to support METRO's new light rail system; and

WHEREAS, METRO staff recommends a contract for the purchase of the small tools with Grainger through the Texas General Services Commission Cooperative Purchasing Program for an amount not-to-exceed \$329,123.

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

Section 1. The Board of Directors hereby authorizes the President & CEO to execute and deliver a contract for the purchase of small tools with Grainger through the Texas General Services Commission Cooperative Purchasing Program for an amount not-to-exceed \$329,123.

Section 2. This Resolution is effective immediately upon passage.

PASSED this 27th day of March, 2014 APPROVED this 27th day of March, 2014

Assistant Secretary Gilbert Andrew Garcia, CFA Chairman

A RESOLUTION

AUTHORIZING THE PRESIDENT & CEO TO EXECUTE AND DELIVER A CONTRACT TO STEWART & STEVENSON TO PROVIDE INCIDENTAL NON-WARRANTY RELATED REPAIR SERVICES FOR METRO'S BUS FLEET; AND MAKING FINDINGS AND PROVISIONS RELATED TO THE SUBJECT

WHEREAS, METRO is in need of non-warranty related repair services for its bus fleet; and

WHEREAS, Stewart & Stevenson is the only vendor authorized by the manufacturers of METRO's buses to perform warranty related repairs on their bus equipment; and

WHEREAS, METRO staff recommends a sole-source contract for non-warranty related repair services with Stewart & Stevenson for an amount not-to-exceed \$200,000.

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

Section 1. The Board of Directors hereby authorizes the President & CEO to execute and deliver a contract to Stewart & Stevenson to provide non-warranty related repair services for METRO's bus fleet for an amount not-to-exceed \$200,000.

ATTEST: ITA/n Assistant Secretary in manager

Gilbert Andrew Garcia, CFA Chairman

A RESOLUTION

APPROVING THE RESULTS OF THE TITLE VI FARE AND SERVICE EQUITY EVALUATION FOR THE PROPOSED AUGUST 2014 SERVICE CHANGES, WHICH INCLUDE THE OPENING OF THE EAST END (GREEN) AND SOUTHEAST (PURPLE) RAIL LINES; AND MAKING FINDINGS AND PROVISIONS RELATED TO THE SUBJECT

WHEREAS, Federal Transit Administration Circular 4702.1B requires a Title VI service and fare equity analysis be conducted prior to the start of revenue service on any fixed guideway capital project to determine if the proposed service or fare change will disproportionately affect minority or low income riders; and

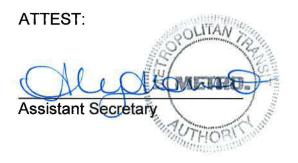
WHEREAS, METRO is proposing services changes in August 2014, which include the opening of the East End (Green) and Southeast (Purple) Light Rail Lines with minimal related bus changes; and

WHEREAS, the service equity analysis found that the proposed services changes would not result in a disparate impact or disproportionate burden on minority or low income riders; and

WHEREAS, the Board of Directors has been briefed on the results of the proposed service changes and the results of the Title VI service equity analysis.

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

Section 1. The Board of Directors hereby approves the findings of Title VI fare and service equity evaluation which found that the proposed service changes, including the opening of the East End (Green) and Southeast (Purple) Light Rail Lines, did not have a disparate impact or disproportionate burden on low income and minority riders. Section 2. This Resolution is effective immediately upon passage.



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Gilbert Andrew Garcia, CFA Chairman

A RESOLUTION

AUTHORIZING THE ISSUANCE OF DEBT INSTRUMENTS TO DEBBIE SECHLER, CHIEF FINANCIAL OFFICER, TO ACT WITH REGARD TO THE ISSUANCE(S) AND APPROVING RELATED DOCUMENTS; AND MAKING FINDINGS AND PROVISIONS RELATED TO THE SUBJECT

WHEREAS, METRO's financial advisors have recommended the issuance of contractual obligations to finance seventy articulated buses for \$49.6 million; seventy 45' commuter buses for \$44.3 million; forty 40' transit buses for \$19.6 million; and twelve H2 light rail vehicles for \$39.3 million for total issuance amount for all procurements of \$152.8 million, plus the cost of issuance; and

WHEREAS, it is also necessary for the Board to approve the issuances, name legal counsel and underwriters for the issuances, appoint authorized representatives to act on behalf of the Board regarding the issuance and approval of the required legal documents; and

WHEREAS, METRO staff recommends that the Board approve the issuances, assign the firm of Andrews Kurth LLC as lead bond counsel, and Bates Coleman as cobond counsel; Escamilla & Poneck as lead disclosure counsel, and Haynes Boone as co-disclosure counsel; and

WHEREAS, METRO staff recommends that the Board approve Wells Fargo Securities as the senior managing underwriter and Cabrera, Mischler, Siebert Branford Shank & Co. and Citigroup Global Markets as the underwriting syndicate.

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

Section 1. The Board of Directors approves and authorizes the issuance of contractual obligations to finance seventy articulated buses for \$49.6 million; seventy 45' commuter buses for \$44.3 million; forty 40' transit buses for \$19.6 million; and twelve H2 light rail vehicles for \$39.3 million for total issuance amount for all procurements of \$152.8 million, plus the cost of issuance.

Section 2. The Board of Directors authorizes the firm of Andrews Kurth LLC to act as lead bond counsel, and Bates Coleman as co-bond counsel; Escamilla & Poneck as lead disclosure counsel, and Haynes Boone as co-disclosure counsel.

Section 3. The Board of Directors authorizes and approves Wells Fargo Securities as the senior managing underwriter and Cabrera, Mischler, Siebert Brandford Shank & Co. and Citigroup Global Markets as the underwriting syndicate.

Section 4. The Board of Directors hereby gives authorization to issue Debt instruments, and authorizes Debbie Sechler, Chief Financial Officer, to act with regard to the issuance(s) and to approve all related documents.

Section 5. This Resolution is effective immediately upon passage.

PASSED this 27th day of March, 2014 APPROVED this 27th day of March, 2014

Assistant Secretary

Gilbert Andrew Garcia, CFA Chairman

A RESOLUTION

AUTHORIZING THE PRESIDENT & CEO TO APPROVE AND ADOPT REVISIONS TO METRO'S PROCUREMENT MANUAL; AND MAKING FINDINGS AND PROVISIONS RELATED TO THE SUBJECT

WHEREAS, the Board Procurement Committee along with METRO staff has extensively reviewed METRO's procurement manual, policies, procedures, guidelines and resolutions related to procurement matters; and

WHEREAS, it is the Board of Directors desire to amend the procurement manual to incorporate substantial changes as recommended by the Board Procurement Committee to allow for more board involvement in the contract scoping, solicitation and selection process for the purchase of goods and services for the Authority; and

WHEREAS, the changes to the procurement manual establish a method for the evaluation and selection of vendors by using technical, oral and executive selection committees; and

WHEREAS, the Board Procurement Committee recommends that METRO's procurement manual be modified by staff without further board approval when changes to state or federal law mandate such changes; and

WHEREAS, these recommendations have been incorporated in the procurement manual; and

WHEREAS, these changes to the procurement manual amend and rescind the procurement related resolutions on Exhibit 1.

WHEREAS, the procurement manual will be brought to the Board of Directors for final approval within 90 days.

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

Section 1. The Board of Directors hereby approves changes to the procurement manual, policies and procedures to allow for more board involvement in the contract scoping, solicitation and selection process for the purchase of goods and services for the Authority and to establish a method for the evaluation and selection of vendors by using technical, oral and executive selection committees.

Section 2. METRO's procurement manual may be modified by staff without further board approval when changes to state or federal law mandate such changes.

Section 3. These changes to the procurement manual and the approval of the manual supersede any board resolutions previously passed.

Section 4. This Resolution is effective immediately upon passage.

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PASSED this 27th day of March, 2014 APPROVED this 27th day of March, 2014

ATTEST:

Assistant Secretary

Gilbert Andrew Garcia, CFA Chairman

Exhibit 1 Procurement ResolutionTimeline

Resolution/Bulletin	Date	Comments	Amended (A) Replaced (R) Current
79-53/79-54	4/79	METRO Board adopts IFB/RFP Procurement Procedures.	A
79-198	9/79	Board amends procedures to increase threshold from \$2Kto \$5K to comply with State.	R
93-144	2/93	Board amends procedures to increase threshold from \$10-\$15K to comply with State.	R
99-90	6/99	Board amends procedures to increase threshold from \$15K - \$25K to comply with State.	R
		State increased formal solicitation threshold from \$25K to \$50K in 2011.	Current
Bulletin 39	9/11	Procurement Bulletin 39 revises manual to reflect change and incorporates appropriate language in Chapters 2 et all.	
79-141/80-54	10/79	Board amends procedures to include routine bus	A
80-58/80-59	3/80 4/80	parts.Board amends all the above to provide more flexibility in the expediting of procurement, construction and A/E contracts. Board amends bylaws to include delegation of authority.	A
80-93	7/80	Board approves change order process.	Α
80-114	8/80	Board amends change order process.	A
81-42	4/81	Board amends change order process.	A
84-7	1/84	Board amends change order process.	A
85-88	6/85	Board amends 80-58 on A/E Services to submit short list to Futures Committee to review. Futures Committee will recommend award to full Board.	А
85-119	9/85	Board amends bidding procedures to comply with state.	А
87-61	1987	Board authorizes GM to issue change orders notto exceed 10% of contract value, up to \$100k.	А
89-9	1/89	Board amends 80-58 to increase GM's signature Authority to \$250,000 on competitive bids for materials, supplies and equipment.	Current
94-22	2/94	Board approves PSR recommendations.	Current
96-46	3/96	Board amends 80-58 to include non-warranty services during warranty work.	Current

96-140	10/96	Board amends procedures to include acquisition of computer hardware, software licensing and maintenance agreements.	Current
97-125	10/97	Board authorizes GM to enter into intergovernmental agreement with state of Texas cooperative purchasing program.	Current
98-87	6/98	Board amends 85-88 to submit short list of firms to Futures Committee including all professional, personal, and non-personal services. Futures Committee will recommend a firm to full Board.	A
98-148	10/98	Board executes intergovernmental agreement to participate in HGAC cooperative procurement program.	Current
99-22	2/99	Board amends 98-87 to allow a member of the board to participate in oral presentations.	Current
99-34	3/99	Board authorizes President and CEO to issue change orders up to 10% of contract value and establish a contingency of 10% as part of contract award.	Current (Exhibit 1) Current
04-49	5/04	Board increases President & CEO's signature authority to approve professional, personal and non-personal service contracts to \$100,000.	Current
11-52	5/11	Board executes procurement inter-local agreement with COH.	Current
11-95	10/11	Board approves IT Off-the shelf hardware, software, and consultant support through cooperative programs for \$1.5 million.	R
11-96	10/11	Board approves IT hardware, software maintenance support agreements for \$4.5 million.	R
12-95	9/12	Board approves IT Off-the shelf hardware, software, and consultant support through cooperative programs for \$6.8 million.	R
12-106	10/12	Board approves IT hardware, software maintenance support for \$5.9 million.	R
13-117	10/13	Board approves IT Off-the shelf hardware/software, etc. for \$3.5 million.	Current
13-118	10/13	Board approves IT hardware, software maintenance support for \$7.3 million	Current

A RESOLUTION

AUTHORIZING THE PRESIDENT & CEO TO EXECUTE AND DELIVER A CONTRACT MODIFICATION TO MV TRANSPORTATION SERVICES FOR METROLIFT VAN TRANSPORTATION SERVICES; AND MAKING FINDINGS AND PROVISIONS RELATED TO THE SUBJECT

WHEREAS, METRO has a contract with MV Transportation Services to provide

METROLift Van Transportation Services; and

WHEREAS, ridership growth and the addition of fixed routes operated by MV

Transportation Services resulted in contract funds being used at a faster pace; and

WHEREAS, staff recommends additional funding to the contract with MV

Transportation Services in an amount of \$27,097,579.

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

Section 1. The Board of Directors hereby authorizes the President & CEO to execute and deliver a contract modification to MV Transportation Services for METROLift van transportation services adding funding to the contract for an amount of \$27,097,579.

Section 2. This Resolution is effective immediately upon passage.

PASSED this 27th day of March, 2014 APPROVED this 27th day of March, 2014

1 VTA METRI Assistant Secretary

M.

Gilbert Andrew Garcia, CFA Chairman