

A RESOLUTION

APPOINTING COMMITTEE MEMBERS TO SERVE ON THE METROPOLITAN TRANSIT AUTHORITY'S NON-UNION PENSION PLAN COMMITTEE; AND MAKING FINDINGS AND PROVISIONS RELATED TO THE SUBJECT

WHEREAS, Article 11.01 of the Metropolitan Transit Authority's Non-Union Pension Plan provides that METRO's Board of Directors will appoint members of a committee to administer the Metropolitan Transit Authority's Non-Union Pension Plan; and

WHEREAS, the committee has the fiduciary duty and exclusive responsibility for the general administration of the Plan and Trust Fund, and has all powers necessary to accomplish that purpose; and

WHEREAS, the Board finds it necessary to replace the current members of the committee and appoint Susan A. Bailey, CPA, METRO's Senior Vice President & Chief Financial Officer; Arthur Smiley, CPA, METRO's Chief Auditor; Raul Luzarraga, METRO's Vice President of Human Resources & Diversity; William McHale, CPA, METRO's General Accounting Manager; Pat Sanchez, Sanchez Oil & Gas; James B. Moncur, CFA, Deputy Director, City of Houston Mayor's Office; and Teresa Yancey, Director of Regional Sales, Well Fargo Securities, to serve as members of METRO's Non-Union Pension Plan Committee.

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

Section 1. The Board hereby appoints Susan A. Bailey, CPA, METRO's Senior Vice President & Chief Financial Officer; Arthur Smiley, CPA, METRO's Chief Auditor;

Raul Luzarraga, METRO's Vice President of Human Resources & Diversity; William McHale, CPA, METRO's General Accounting Manager; Pat Sanchez, Sanchez Oil & Gas; James B. Moncur, CFA, Deputy Director, City of Houston Mayor's Office; and Teresa Yancey, Director of Regional Sales, Well Fargo Securities, to serve as members of METRO's Non-Union Pension Plan Committee.

Section 2. This Resolution is effective immediately upon passage.

ATTEST:


Assistant Secretary



PASSED this 28th day of July, 2011
APPROVED this 28th day of July, 2011



Gilbert Andrew Garcia, CFA
Chairman

A RESOLUTION

AMENDING FARE POLICY TO REMOVE THE REQUIREMENT OF A PHOTO IDENTIFICATION ON METRO Q CARDS ISSUED TO POST-SECONDARY STUDENTS AND SENIORS PARTICIPATING IN THE FARE DISCOUNT PROGRAM; AND MAKING FINDINGS AND PROVISIONS RELATED TO THE SUBJECT

WHEREAS, METRO provides a discount fare program to post-secondary students and seniors who purchase METRO Q Cards; and

WHEREAS, METRO's current fare policy passed by Board Resolution 2006-68 requires a photograph of the discount participant be printed on the METRO Q Card; and

WHEREAS, an amendment of Resolution 2006-68 to remove the requirement of the users' photograph on the discount METRO Q Cards will allow for the ease of sale of discount fare cards to post-secondary students and seniors.

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

Section 1. The Board of Directors hereby amends Resolution 2006-68 and removes the requirement that a photograph of the participant in the post-secondary and senior discount fare program be printed on the METRO Q Cards.


Section 2. This Resolution is effective immediately upon passage.

PASSED this 28th day of July, 2011
APPROVED this 28th day of July, 2011

ATTEST:


Assistant Secretary




Gilbert Andrew Garcia, CFA
Chairman

A RESOLUTION

AUTHORIZING THE PRESIDENT & CEO TO EXECUTE A MODIFICATION TO THE PUMPELLY OIL COMPANY, LLC CONTRACT FOR 87 OCTANE GASOLINE PURCHASES BY INCREASING THE NOT-TO-EXCEED AMOUNT FROM \$809,000 TO \$1,038,200; AND MAKING FINDINGS AND PROVISIONS RELATED TO THE SUBJECT

WHEREAS, METRO is in need of 87 octane gasoline for its fleet of vehicles; and

WHEREAS, the price of 87 octane gasoline has increased and the estimated cost of gasoline is expected to exceed the contract amount previously authorized; and

WHEREAS, METRO has a current contract with PUMPELLY OIL COMPANY, LLC to supply METRO with 87 octane gasoline; and

WHEREAS, a modification to the contract with PUMPELLY OIL COMPANY, LLC is necessary to meet METRO's 87 octane gasoline needs for FY2011; and

WHEREAS, this modification will increase the amount authorized to purchase 87 octane gasoline to account for the increase in gasoline prices and the estimated use of gasoline for FY2011; and

WHEREAS, this modification to the contract with PUMPELLY OIL COMPANY, LLC to supply METRO with 87 octane gasoline will increase the not-to-exceed amount from \$809,000 to \$1,038,200.

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 PUMPELLY OIL COMPANY, LLC to

Supply METRO with 87 octane gasoline by increasing the not-to-exceed amount from \$809,000 to \$1,038,200.

Section 2. This Resolution is effective immediately upon passage.

PASSED this 28th day of July, 2011
APPROVED this 28th day of July, 2011

ATTEST:


Assistant Secretary





Gilbert Andrew Garcia, CFA
Chairman

A RESOLUTION

APPROVING CHANGES TO METRO'S PENSION PLAN FOR NON-UNION EMPLOYEES TO ALLOW FOR A CREDITED SERVICE INCENTIVE FOR RETIREMENT FOR ELIGIBLE EMPLOYEES

WHEREAS, The Metropolitan Transit Authority is faced with budget challenges to meet its priorities of being fiscally responsible while providing first-class transit services and high quality infrastructure; and

WHEREAS, Article XIII of the Metropolitan Transit Authority of Harris County, (METRO) Pension Plan for Non-Union Employees allows for changes to the plan to be made by a resolution or consent of the Board of Directors or by a written instrument executed by an appropriate officer of METRO; and

WHEREAS, in order to meet METRO's fiscal goals it is recommended that an incentive be offered to non- union eligible employees for retirement; and

WHEREAS, the retirement incentive will provide for the addition of three years credited service on the retirement annuity only and will be offered to eligible employees.

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

Section 1. The Board of Directors hereby approves a change in METRO's Pension Plan for Non-Union Employees to provide for an incentive to eligible employees by adding up to three years in credited service to their retirement annuity.

Section 2. This Resolution is effective immediately upon passage.

PASSED this 28th day of July, 2011
APPROVED this 28th day of July, 2011

ATTEST:


Assistant Secretary



Gilbert Andrew Garcia, CFA
Chairman

A RESOLUTION

AUTHORIZING THE PRESIDENT & CEO TO EXECUTE A MODIFICATION TO THE MOTIVA ENTERPRISES, LLC CONTRACT FOR DIESEL FUEL PURCHASES BY INCREASING THE NOT-TO-EXCEED AMOUNT FROM \$37,695,800 TO \$44,363,500; AND MAKING FINDINGS AND PROVISIONS RELATED TO THE SUBJECT

WHEREAS, METRO is in need of diesel fuel for its fleet of vehicles; and

WHEREAS, the price of diesel fuel has increased and the estimated cost of fuel is expected to exceed the contract amount previously authorized; and

WHEREAS, METRO has a current contract with MOTIVA ENTERPRISES, LLC to supply METRO with diesel fuel; and

WHEREAS, a modification to the contract with MOTIVA ENTERPRISES, LLC to is necessary meet METRO's diesel fuel needs for FY2011; and

WHEREAS, this modification will increase the amount authorized to purchase fuel to account for the increase in diesel fuel prices and the estimated use of fuel for FY2011; and

WHEREAS, the modification to the contract with MOTIVA ENTERPRISES, LLC to supply METRO with diesel fuel will increase the not-to-exceed amount from \$37,695,800 to \$44,363,500.

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 execute and deliver a contract modification to MOTIVA ENTERPRISES, LLC for diesel fuel increasing the not-to-exceed amount from \$37,695,800 to \$44,363,500.

Section 2. This Resolution is effective immediately upon passage.

PASSED this 28th day of July, 2011
APPROVED this 28th day of July, 2011

ATTEST:


Assistant Secretary





Gilbert Andrew Garcia, CFA
Chairman

A RESOLUTION

AMENDING BOARD RESOLUTION 2010-102 TO AUTHORIZE THE PRESIDENT & CHIEF EXECUTIVE OFFICER TO ISSUE COMMERCIAL PAPER TO INCLUDE BUS PURCHASE FINANCING METRORAIL EXPANSION ACTIVITIES AND OTHER CAPITAL PROGRAM EXPENDITURES AS ALLOWED BY LAW PENDING ISSUANCE OF SALES AND USE TAX CONTRACTUAL OBLIGATIONS; AND MAKING FINDINGS AND PROVISIONS RELATED TO THE SUBJECT

WHEREAS, the Board of Directors (the "Board") of the Metropolitan Transit Authority of Harris County, Texas ("Authority") adopted Board Resolution No. 2005-75 (the "Second Amended and Restated Resolution") on October 27, 2005, as amended on March 27, 2008, May 22, 2008 and April 23, 2009, authorizing the issuance of the Authority's Sales and Use Tax Commercial Paper Notes, Series A, in the maximum aggregate principal amount of \$400,000,000 (the "Series A Notes");

WHEREAS, the Board adopted Board Resolution No. 2010-102 to increase the authority of the President & Chief Executive Officer and the Chief Financial Officer to issue Series A Notes to an aggregate principal amount outstanding at any one time of \$350,000,000 for the finance of METRORail expansion activities;

WHEREAS, the Board desires to authorize the President & CEO or his designee to issue the Authority's Sales and Tax Use Commercial Paper Notes for short-term cash support of METRORail expansion activities, bus purchases and other capital program expenditures as authorized by law.

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

Section 1. Board Determination. The Board hereby ratifies and confirms the Third Amended and Restated Resolution and finds, determines and certifies that the actions described in the preamble hereto are in the best interests of the Authority.

Section 2. Approval of Authority. The Board affirms that the authority granted to the President & Chief Executive Officer in Resolution No. 2010-102 to issue Series A Notes of \$350,000,000 in aggregate principal amount outstanding at any one time, will include cash flow support for capital expenditures for the expansion of METRORail, the financing of bus purchases, and other capital program expenditures as authorized by law.

Authorization to Execute and Deliver Documents and Approval of Certain Other Matters. The Board hereby authorizes the President & Chief Executive Officer, the Chief Financial Officer and any other officer of the Authority designated by the President & Chief Executive Officer or the Chief Financial Officer (each, an "Authorized Representative") to

execute and deliver, or to cause to be executed and delivered, any documents, instruments and certificates, as any such Authorized Representative, in such person's discretion, may deem necessary, advisable or appropriate to effectuate or carry out the obligations or responsibilities of the Authority under the Third Amended and Restated Resolution for the purpose and intent of this Resolution and the taking of any such action shall conclusively evidence the appropriateness or necessity of any such documents, instruments and certificates. The Board hereby authorizes the Authorized Representatives to take all other actions and do all other things, as may be necessary, desirable or appropriate to carry out the obligations or responsibilities of the Authority under the Third Amended and Restated Resolution for the purpose and intent of this Resolution.

Section 3. Severability. If any section, paragraph, clause, or provision of this Resolution shall for any reason be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause or provision shall not affect any of the remaining provisions of this Resolution.

Section 4. Open Meeting. It is hereby found, determined, and declared that a sufficient written notice of the date, hour, place, and subject of the meeting of the Board at which this Resolution was adopted was posted at a location and for the time required by law preceding this meeting, as required by the Open Meetings Act, Chapter 551, Texas Government Code, and that this meeting has been open to the public as required by law at all times during which this Resolution and the subject matter thereof has been discussed, considered, and formally acted upon. The Board further ratifies, approves, and confirms such written notice and the contents and posting thereof.

Section 5. Ratification and Confirmation. All acts, transactions or agreements undertaken prior to the adoption of this Resolution by any member of the Board or any representative of the Authority in connection with the matters authorized by this Resolution and all actions incidental thereto are hereby ratified, confirmed and adopted by the Authority.

PASSED this 28th day of July, 2011
APPROVED this 28th day of July, 2011

ATTEST:


Assistant Secretary




Gilbert Andrew Garcia, CFA
Chairman

RESOLUTION 2011-66

A RESOLUTION

RESOLUTION AUTHORIZING THE ISSUANCE, SALE AND DELIVERY OF METROPOLITAN TRANSIT AUTHORITY OF HARRIS COUNTY, TEXAS, SALES AND USE TAX CONTRACTUAL OBLIGATIONS, SERIES 2011B IN AN AMOUNT NOT TO EXCEED \$60,000,000 (WHICH INCLUDES COSTS OF ISSUANCE) AND RELATED AGREEMENTS; AUTHORIZING AUTHORIZED REPRESENTATIVES TO APPROVE THE AMOUNT, INTEREST RATES, PRICE AND TERMS THEREOF AND CERTAIN OTHER PROCEDURES AND PROVISIONS RELATED THERETO; AND CONTAINING OTHER MATTERS RELATED THERETO

WHEREAS, the Metropolitan Transit Authority of Harris County, Texas (the "Authority" or "METRO") was created pursuant to Chapter 141, Acts of the 63rd Legislature of the State of Texas, Regular Session, 1973 (Article 1118x, Vernon's Texas Civil Statutes, as amended, now codified as Chapter 451, Texas Transportation Code, as amended (the "Authority Act")), and was confirmed at a confirmation and tax election held on August 12, 1978, in accordance with the Authority Act;

WHEREAS, the Public Property Finance Act, Sec. 271.001 et seq., Texas Local Government Code, authorizes the Board of Directors (the "Board") of the Authority to execute, perform and make payments under contracts with any persons for the use, purchase or other acquisition of any personal property, as defined therein, or the financing thereof, on terms considered by the Board to be appropriate;

WHEREAS, the Board desires to purchase or otherwise acquire personal property, including appliances, equipment, facilities and furnishings, or an interest therein, whether movable or fixed, considered by the Board to be necessary, useful or appropriate to one or more purposes of the Authority;

WHEREAS, the Board now deems it necessary, useful and appropriate to adopt this Resolution and issue the Contractual Obligations herein authorized, as permitted by the Act; and

WHEREAS, pursuant to Section 1371, Texas Government Code, as amended, the Authority desires to delegate the authority to effect the sale of and approve the final terms of the Contractual Obligations to the President & Chief Executive Officer or the Chief Financial Officer as the Authorized Representatives of the Board referred to herein and the full Resolution;

WHEREAS, the Preliminary Offering Statement and the complete Resolution with exhibits has been provided to the Board of Directors for review.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF THE METROPOLITAN TRANSIT AUTHORITY OF HARRIS COUNTY, TEXAS THAT:

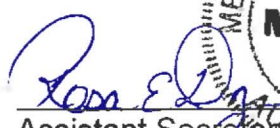
Section 1. The Board hereby adopts the complete and full Resolution and authorizes the issuance, sale and delivery of the sales and use tax contractual obligations, Series 2011B in the amount not to exceed \$60,000,000 (which includes costs of issuance) and related agreements.


Section 2. The Board hereby delegates the authority to effect the sale of and approve final terms of the sales and use tax contractual obligations to the President & Chief Executive Officer and the Chief Financial Officer as the Authorized Representatives.

Section 3. This Resolution is effective immediately upon passage.

PASSED this 28th day of July, 2011
APPROVED this 28th day of July, 2011

ATTEST:


Assistant Secretary




Gilbert Andrew Garcia, CFA
Chairman

A RESOLUTION

RESOLUTION AUTHORIZING THE ISSUANCE, SALE AND DELIVERY OF METROPOLITAN TRANSIT AUTHORITY OF HARRIS COUNTY, TEXAS, SALES AND USE TAX BONDS, SERIES 2011A IN AN AMOUNT NOT TO EXCEED \$462,980,000 (WHICH INCLUDES COSTS OF ISSUANCE) AND RELATED AGREEMENTS; AUTHORIZING AUTHORIZED REPRESENTATIVES TO APPROVE THE AMOUNT, INTEREST RATES, PRICE AND TERMS THEREOF AND CERTAIN OTHER PROCEDURES AND PROVISIONS RELATED THERETO; AND CONTAINING OTHER MATTERS RELATED THERETO

WHEREAS, the Metropolitan Transit Authority of Harris County, Texas (the "Authority" or "METRO") was created pursuant to Chapter 141, Acts of the 63rd Legislature of the State of Texas, Regular Session, 1973 (Article 1118x, Vernon's Texas Civil Statutes, as amended, now codified as Chapter 451, Texas Transportation Code, as amended (the "Authority Act")), and was confirmed at a confirmation and tax election held on August 12, 1978, in accordance with the Authority Act;

WHEREAS, on November 4, 2003, there was held within and throughout the boundaries and service area of the Authority a special election (the "Special Election") at which there was submitted to the duly qualified voters of the Authority a proposition for the issuance of bonds, notes and other obligations in the aggregate principal amount not to exceed \$640,000,000, for the acquisition, construction, repair, equipment, improvement or extension of the Authority's transit authority system, including the METRO Solutions Plan, approval of such plan and construction of the METRORail and the commuter line components thereof, and the dedication of 25% of Authority's sales and use tax revenues through September 30, 2014 for street improvements, mobility projects and other facilities, all as more fully set forth in the proposition (the "Proposition"), as authorized by law and with no increase in the then current rate of the Authority's sales and use tax;

WHEREAS, on November 12, 2003, the Board of Directors (the "Board") of the Authority canvassed the Special Election and determined that the Proposition had been approved by a majority of qualified voters voting at the Special Election;

WHEREAS, the Board of the Authority has heretofore authorized, sold, issued, and delivered a portion and first two installments out of the total \$640,000,000 bonds, authorized at said Special Election, more particularly described as follows:

METROPOLITAN TRANSIT AUTHORITY OF HARRIS COUNTY, TEXAS,
SALES AND USE TAX BONDS, SERIES 2009A, dated June 1, 2009,
aggregating \$94,465,000,

WHEREAS, the Board of the Authority has heretofore authorized, sold, issued, and delivered a portion and second installment out of the total \$640,000,000 bonds authorized at said Special Election, more particularly described as follows,

METROPOLITAN TRANSIT AUTHORITY OF HARRIS COUNTY, TEXAS,
SALES AND USE TAX BONDS, SERIES 2009C (Direct-Subsidy Build
America Bonds), dated June 1, 2009 aggregating \$82,555,000, and

leaving \$462,980,000 in remaining bonds authorized to be issued by said Special Election;

WHEREAS, as authorized by Section 451.362, Texas Transportation Code, and Chapter 1371, Texas Government Code, the Authority has heretofore issued and there presently remain outstanding certain of the Authority's Sales and Use Tax Revenue Commercial Paper Notes, Series A (herein defined as the "Refunded CP Notes");

WHEREAS, the Authority is authorized by Chapter 451.359, Texas Transportation Code, and Chapter 1207, Texas Government Code, as amended, to issue revenue bonds for the purpose of refunding the Refunded CP Notes and to accomplish such refunding by entering into an escrow agreement with a paying agent for any of the obligations to be refunded and depositing proceeds of such refunding bonds, together with other available funds, which may be invested in direct obligations of, or obligations the principal of and interest on which are unconditionally guaranteed by, the United States of America, which shall mature and/or bear interest payable at such times and in such amounts as will be sufficient to provide for the scheduled payment of the Refunded CP Notes, and such deposits shall constitute the making of firm banking and financial arrangements for the discharge and final payment of the Refunded CP Notes;

WHEREAS, the Authority has determined to enter into an escrow agreement with the paying agent for the Refunded CP Notes, [Deutsche Bank Trust Company, N.A., as escrow agent, (the "Escrow Agent") as authorized in said Chapter 1207, pursuant to which proceeds of the revenue bonds are herein authorized, and other available funds, will be deposited, invested and applied in a manner independently certified to be sufficient to provide for the full and timely payment of all principal of and interest on the Refunded CP Notes;

WHEREAS, upon the issuance of the revenue bonds and the making of the deposit herein authorized, the Refunded CP Notes shall no longer be regarded as being outstanding, except for the purpose of being paid pursuant to such escrow agreement, and the pledges, liens, trusts, and all other covenants, provisions, terms, and conditions of the resolution authorizing the issuance of the Refunded CP Notes shall be discharged, terminated, and defeased as to the Refunded CP Notes;

WHEREAS, the Authority desires to authorize the purchase of certain direct obligations of the United States of America in the open market and/or the subscription for certain book entry United States Treasury certificates of indebtedness, notes and

bonds and other obligations of the United States of America to be purchased with a portion of proceeds of the revenue bonds herein authorized, all for deposit into the escrow authorized pursuant to this Resolution;

WHEREAS, the Authority has determined that the issuance of the revenue bonds to redeem the Refunded CP Notes is in the best interests of the Authority, and the manner in which the refunding of the Refunded CP Notes is being executed does not make it practical to make the determination required by Section 1207.008(a) of the Texas Government Code, as amended;

WHEREAS, the Board now deems it necessary and advisable to authorize, issue and deliver additional bonds authorized pursuant to the Special Election to (a) pay a portion of the costs of the Project (as herein defined); (b) refund the Refunded CP Notes, (c) fund a deposit to the Reserve Fund, and (d) pay costs of issuance of the bonds; (the "Bonds") and

WHEREAS, pursuant to Section 1371, Texas Government Code, as amended, the Authority desires to delegate the authority to effect the sale of and approve final terms of the Bonds to the President & Chief Executive Officer or the Chief Financial Officer as the Authorized Representative of the Board referred to herein; and

WHEREAS, the Preliminary Official Statement and the complete Resolution with exhibits has been provided to the Board of Directors for review.

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

Section 1. The Board hereby adopts the complete and full Resolution and authorizes the issuance and delivery of additional bonds authorized pursuant to the Special Election to (a) pay a portion of the costs of the Project (as herein defined); (b) refund the Refunded CP Notes, (c) fund a deposit to the Reserve Fund, and (d) pay costs of issuance of the bonds; (the "Bonds") in an amount not to exceed \$462,980,000 and

Section 2. The Board hereby delegates the authority to effect the sale of and approve final terms of the Bonds to the President & Chief Executive Officer or the Chief Financial Officer as the Authorized Representatives of the Board referred to herein and in the full Resolution.

Section 3. This Resolution is effective immediately upon passage.

PASSED this 28th day of July, 2011
APPROVED this 28th day of July, 2011

ATTEST:


Assistant Secretary





Gilbert Andrew Garcia, CFA

Chairman

A RESOLUTION

AUTHORIZING THE PRESIDENT & CEO TO EXECUTE AND DELIVER A MODIFICATION TO THE HOUSTON RAPID TRANSIT (HRT) CONTRACT FOR AN AMOUNT NOT TO EXCEED \$3.347 MILLION FOR ADDITIONAL CITY OF HOUSTON (COH) BETTERMENTS, AND MAKING FINDINGS AND PROVISIONS RELATED TO THE SUBJECT

WHEREAS, METRO is expanding the already successful METRORail System to serve additional areas within the City of Houston; and

WHEREAS, the City of Houston desires to include the construction of betterments to the City's infrastructure into METRORail construction activities; and

WHEREAS, METRO has agreed to partner with the City of Houston to include the improvement of the city's infrastructure in its METRORail construction activities; and

WHEREAS, METRO has a contract with Houston Rapid Transit for METRORail Expansion construction activities and has agreed to modify its contract with Houston Rapid Transit to include the construction of betterments to the city's infrastructure; and

WHEREAS, the City will reimburse METRO for the cost of the betterments in an amount not to exceed \$3.347 million; and

WHEREAS, the inclusion of the betterments in the METRORail Expansion construction activities and the reimbursement to METRO of the cost of the betterments to the city's infrastructure is subject to City of Houston Council approval.

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 modification to the Houston Rapid Transit construction contract

for METRORail Expansion to include City of Houston betterments in an amount not to exceed \$3.347 million.

Section 2. This Resolution is effective upon approval by the Houston City Council of the appropriation of an amount not to exceed \$3.347 million to reimburse METRO for the construction of the betterments.

PASSED this 28th day of July, 2011
APPROVED this 28th day of July, 2011

ATTEST:


Assistant Secretary




Gilbert Andrew Garcia, CFA
Chairman

A RESOLUTION

A RESOLUTION DECLARING THE EXISTENCE OF A PUBLIC NECESSITY FOR METRO TO ACQUIRE CERTAIN PROPERTIES AND INTERESTS IN PROPERTIES; DECLARING THAT THE ACQUISITION OF THOSE CERTAIN PROPERTY RIGHTS IS NECESSARY AND PROPER FOR THE CONSTRUCTION, EXTENSION, IMPROVEMENT OR DEVELOPMENT OF METRO'S TRANSIT SYSTEM; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT.

WHEREAS, METRO is proceeding with the development of high capacity transit in the North, East End and Southeast corridors and the development of station and terminal facilities and support infrastructure (collectively, the "Projects"); and

WHEREAS, METRO staff has identified certain properties and interests in properties to be acquired for transit purposes in connection with the construction and operation of the North, East End and Southeast corridors; and

WHEREAS, the Board previously authorized the acquisition of properties and interests in properties along the preferred routes for the North, East End and Southeast corridors; and

WHEREAS, METRO has endeavored to negotiate in good faith and is continuing to negotiate in good faith with the owners of such properties in an effort to purchase the necessary property rights, but it appears that it may be necessary to exercise METRO's power of eminent domain to acquire certain properties and property interests; and

WHEREAS, a public hearing has been held for the purpose of hearing testimony and receiving evidence regarding the proposed acquisition of the properties described as:

NR 505 A&B	6712 Fulton St. Houston, Texas
SE 074	2718 Scott St. Houston, Texas
SE 077	2808 Scott St. Houston, Texas
SE 083	3462 Tuam St. Houston, Texas
SE 225	5107 Griggs Rd. Houston, Texas
EE 301 A	3106 Harrisburg Blvd. Houston, Texas
EE 306 A	2401 Texas Ave. Houston, Texas

WHEREAS, having had a public hearing for the public to present its comments and having no persons appear offering public comments in that public hearing, the Board is of the opinion that there exists a public necessity and it is in the public interest for METRO to acquire the properties described above.

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

Section 1. The Board of Directors hereby finds and declares that there exists a public necessity and it is in the public interest for METRO to acquire for transit purposes in connection with the construction and operation of the North, East End and Southeast corridors the fee simple interest and all additional rights associated with such properties, including but not limited to the rights of entry for demolition purposes and temporary construction easements necessary for the construction and operation of such transit system improvements and components in the properties described as:

NR 505 A&B	6712 Fulton St. Houston, Texas
SE 074	2718 Scott St. Houston, Texas
SE 077	2808 Scott St. Houston, Texas
SE 083	3462 Tuam St. Houston, Texas
SE 225	5107 Griggs Rd. Houston, Texas
EE 301 A	3106 Harrisburg Blvd. Houston, Texas
EE 306 A	2401 Texas Ave. Houston, Texas

Section 2. The Board of Directors hereby finds and declares that the acquisition of such properties and property interests is necessary and proper for the construction, extension, improvement or development of METRO's transit system.

Section 3. The President & CEO, along with legal counsel, is hereby authorized and directed to acquire, by donation, purchase, or exercise of the power of eminent domain, the fee simple interest in the properties described above, together with all additional rights associated with such properties, including but not limited to rights of entry for demolition purposes and temporary construction easements, necessary for the construction and operation of the transit system improvements contemplated in the North, East End and Southeast corridors.

Section 4. This Resolution is effective immediately upon passage.

PASSED this 28th day of July, 2011
APPROVED this 28th day of July, 2011

ATTEST:


Assistant Secretary





Gilbert Andrew Garcia, CFA
Chairman

RESOLUTION NO. 2011 - 70

A RESOLUTION

AUTHORIZING THE PRESIDENT & CEO TO APPROVE AND AMEND PLANS FOR EAST END METRORAIL EXPANSION; AND MAKING FINDINGS AND PROVISIONS RELATED TO THE SUBJECT

WHEREAS, METRO has been working collaboratively with the East End community, the City of Houston, other partners and stakeholders to determine the public interest regarding the design of the East End light rail line on Harrisburg at Hughes Street; and

WHEREAS, consistent with these discussions it has been determined that there is a strong sentiment within the affected East End community for the METRO East End Rail Line crossing of tracks on Harrisburg at Hughes Street to be grade separated with an underpass for both rail and vehicular traffic; and

WHEREAS, this design will promote pedestrian and vehicle safety in this area, encourage community development and enhance overall mobility in the East End, and provide substantial commercial and operational benefit to the freight railroads that cross in that area by increasing their ability to operate safely and without interruption; and

WHEREAS, there is a recognition that a grade separated plan will both add to the cost of construction of the East End Rail Line and significantly increase the time needed to complete that construction; and

WHEREAS, the City of Houston, in recognizing that there will be added costs of construction for an underpass for the light rail line has offered financial support for the project in the amount of \$20.6 million consisting of: previously committed Capital

Improvements Program funds; postponement of the Fulton Paving and Drainage Project (District H); postponement of the Telephone Road Reconstruction (District I); and revenue from the creation of a Tax Investment Reinvestment Zone; and

WHEREAS, METRO and the City of Houston will negotiate an agreement consistent with (i) all prior agreements between METRO and the City of Houston relating to the operation of light rail in City of Houston right-of-ways and (ii) the intent of the parties and subject to the approval of the respective governing bodies.

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 and Chief Executive Officer to review and amend as necessary the design, integration and construction of the East End METRORail expansion on Harrisburg at Hughes to reflect the community's desire for an underpass with grade separated light rail, traffic lanes and freight rail lines.

Section 2. This Resolution is effective immediately upon passage.

PASSED this 28th day of July, 2011
APPROVED this 28th day of July, 2011

ATTEST:


Assistant Secretary


Gilbert Andrew Garcia, CFA
Chairman