

RESOLUTION AUTHORIZING THE EXECUTION AND DELIVERY OF A MASTER LEASE PURCHASE AGREEMENT AND APPENDICES RELATING TO THE AUTHORITY'S EQUIPMENT LEASING PROGRAM; ACKNOWLEDGING THE EXECUTION AND DELIVERY OF A MASTER TRUST AGREEMENT, SUPPLEMENTAL TRUST AGREEMENTS, AND ASSIGNMENT AGREEMENTS AND THE ISSUANCE OF LEASE REVENUE CERTIFICATES OF PARTICIPATION THEREUNDER; AUTHORIZING THE EXECUTION AND DELIVERY OF APPENDIX 1 AND ACKNOWLEDGING THE EXECUTION AND DELIVERY OF THE FIRST SUPPLEMENTAL TRUST AGREEMENT AND THE ISSUANCE OF CERTIFICATES OF PARTICIPATION THEREUNDER; AND APPROVING OTHER MATTERS INCIDENT AND RELATING THERETO

WHEREAS, pursuant to the authority of Chapter 451, Texas Transportation Code, as amended, Chapter 271, Subchapter A, Texas Local Government Code, as amended, and Chapter 1371, Texas Government Code, as amended, the Metropolitan Transit Authority of Harris County, Texas (the "Authority") is authorized to execute, perform and make payments under a contract with any person for the use or the purchase or other acquisition of any personal property, or the financing thereof;

WHEREAS, the Board of Directors (the "Board") of the Authority has determined that it is in the best interest of the Authority to establish a lease/purchase program with First Southwest Leasing Company, as lessor (the "FSW Leasing"), to finance the acquisition of certain equipment (the "Equipment"), including buses, bus rapid transit vehicles and rail rapid transit vehicles (the "Program");

WHEREAS, in order to implement the Program, the Authority wishes to enter into a Master Lease Agreement with FSW Leasing and multiple Appendices thereto (collectively, the "Lease Agreement") whereby the Authority, as lessee, will make lease payments (the "Lease Payments") to FSW Leasing and FSW Leasing will lease and sell the Equipment to the Authority;

WHEREAS, FSW Leasing is expected to approve a Master Trust Agreement and multiple Supplemental Trust Agreements (collectively, the "Trust Agreement") and related Absolute Assignment Agreements (the "Assignment Agreements"), whereby FSW Leasing will assign to Wells Fargo Corporate Trust Services, as Trustee, all of its rights, title and interest in the Lease Agreement, its rights to receive Lease Payments thereunder and its security interest in the Equipment;

WHEREAS, pursuant to the Trust Agreement, the Trustee will sell multiple series of Lease Revenue Certificates of Participation (the "Certificates"), each evidencing a proportionate ownership interest in the stream of Lease Payments set out in a particular Appendix;

WHEREAS, FSW Leasing will use the proceeds of each series of the Certificates to acquire the Equipment described in the related Appendix;

WHEREAS, the Authority wishes to initiate the acquisition of one hundred buses pursuant to the Program by execution and delivery of Appendix 1;

WHEREAS, the Master Lease Agreement, Master Trust Agreement, Appendix 1 and First Supplemental Trust Agreement and forms of the Appendices and Assignment Agreements have been presented to the Board at this meeting;

WHEREAS, the Board of Directors now desires to (i) approve the Master Lease Agreement and Master Trust Agreement and forms of the Appendices and Assignment Agreements, (ii) acknowledge the issuance of Certificates by the Trustee pursuant to the Master Trust Agreement, (iii) acknowledge FSW Leasing's anticipated execution of the First Supplemental Trust Agreement and issuance of Lease Revenue Certificates of Participation, Series 2008A, and (iv) approve the execution and delivery of any other certificates and instruments necessary or appropriate to consummate the transactions contemplated hereby; and

WHEREAS, the meeting at which this Resolution is considered is open to the public as required by law and the public notice of the time, place and purpose of said meeting was given as required by Texas Government Code, Chapter 551, as amended.

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

Section 1. Approval of Documents. (a) The Board hereby approves the execution and implementation by the Authority of the Master Lease Agreement and Appendices thereto in substantially the forms presented at this meeting. The Board hereby further specifically approves the execution and delivery of Appendix 1 for the purposes set out therein.

(b) The Board hereby acknowledges the execution and implementation by FSW Leasing and the Trustee of the Master Trust Agreement, Supplemental Trust Agreements and Assignment Agreements in substantially the forms presented at this meeting and the issuance by the Trustee of multiple series of Certificates pursuant to the Master Trust Agreement and the Supplemental Trust Agreements, with such changes thereto as may be required by the Trustee, the Attorney General of Texas or any of the attorneys rendering an opinion as to the validity and enforceability of the Certificates, the documents executed by FSW Leasing and the Trustee in connection therewith or the tax exemption of the interest component of distributions with respect to the Certificates. The Board hereby further acknowledges the execution of the First Supplemental Trust Agreement and the issuance of Lease Revenue Certificates of Participation, Series 2008A thereunder.

Section 2. Sale and Delivery of Certificates; Offering Memorandum. The Board hereby approves the sale of each series of Certificates, including the Lease Revenue Certificates of Participation, Series 2008A. The distribution of an Offering Memorandum, in substantially the form presented at this meeting, in connection with the offering for sale of each series of the Certificates, including the Lease Revenue Certificates of Participation, Series 2008A, is hereby acknowledged and approved.

Section 3. Further Proceedings. Incident to the execution and delivery of the Master Lease Agreement and the Appendices thereto, including Appendix 1, the Chairman, Vice Chairman and Secretary of the Board and the President/Chief Executive Officer and Chief Financial Officer are hereby authorized, empowered and directed to do all such acts and things and to execute such documents on behalf of the Authority and to do any and all things as may be necessary or desirable to carry out and comply with the provisions thereof and are further authorized to take any and all further action to execute and deliver any other documents as may be necessary in Resolution to successfully implement the Program.

Section 4. Engagement of Professionals. The Board hereby confirms the engagement of Andrews Kurth LLP as Bond Counsel ("Bond Counsel") and First Southwest Company as Financial Advisor for the Authority in accordance with the terms of such firms' existing engagements with the Authority.

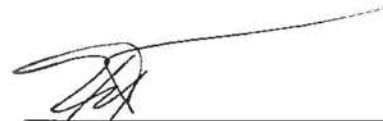
Section 5. Repealer. All orders or resolutions or parts thereof, which are in conflict or inconsistent with any provision of this Resolution are hereby repealed to the extent of such conflict, and the provisions of this Resolution shall be and remain controlling as to the matters contained herein.

Section 6. Severability. If any provisions of this Resolution or the application thereof to any circumstance shall be held to be invalid, the remainder of this Resolution and the application thereof to other circumstances shall nevertheless be valid and the Board of Directors hereby declares that this Resolution would have been enacted without such invalid provision.

PASSED this 24th day of April, 2008
APPROVED this 24th day of April, 2008

ATTEST:


Assistant Secretary



David S. Wolff
Chairman

A RESOLUTION

AUTHORIZING AND DIRECTING THE PRESIDENT & CEO TO NEGOTIATE, EXECUTE AND DELIVER A CONTRACT WITH PFEIFFER & SON, LTD. FOR THE CONSTRUCTION, OPERATION AND MAINTENANCE OF TRAFFIC SIGNAL SYSTEMS AND MOBILITY ENHANCEMENTS; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT

WHEREAS, METRO requires professional services for the construction, operation and maintenance of traffic signal systems and the implementation of mobility enhancements that are necessary to support transit service in designated travel corridors ;
and

WHEREAS, METRO issued a Request for Proposals for performance of the work;
and

WHEREAS, the firm of Pfeiffer & Son, Ltd has been determined most qualified;


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


Section 1. The President & CEO is hereby authorized and directed to negotiate, execute and deliver a contract with Pfeiffer & Son, Ltd for the construction, operation and maintenance of traffic signal systems and the implementation of mobility enhancements, for an amount not to exceed \$15,000,087.79

Section 2. This resolution is effective immediately upon passage.

PASSED this 24th day of April, 2008
APPROVED this 24th day of April, 2008

ATTEST:


Assistant Secretary


David S. Wolff
Chairman

A RESOLUTION

AUTHORIZING AND DIRECTING THE PRESIDENT & CEO TO NEGOTIATE, EXECUTE AND DELIVER A CONTRACT WITH HDR ENGINEERING FOR GENERAL PLANNING CONSULTANT SERVICES; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT

WHEREAS, METRO has a continuing need for general planning consultant services for regional and corridor transit planning, facility planning, travel demand forecasting, federal submittals and related professional services in support for METROSolutions and the Regional Transit Plan; and

WHEREAS, METRO issued a Request for Qualifications for general planning consultant services; and

WHEREAS, HDR Engineering, Inc. was determined most qualified;

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

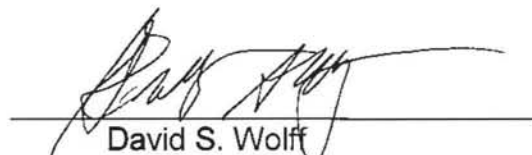
Section 1. The President & CEO is hereby authorized and directed to negotiate, execute and deliver a contract with HDR Engineering, Inc. for general planning consultant services for an amount not to exceed \$11,000,000.00

Section 2. This resolution is effective immediately upon passage.

PASSED this 24th day of April, 2008
APPROVED this 24th day of April, 2008

ATTEST:


Assistant Secretary


David S. Wolff
Chairman

A RESOLUTION

AUTHORIZING AND DIRECTING THE PRESIDENT & CEO TO NEGOTIATE, EXECUTE AND DELIVER APPROPRIATE AGREEMENTS FOR THE ACQUISITION OF 100 HYBRID ELECTRIC BUSES; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT

WHEREAS, replacement of older transit vehicles with more efficient and better performing hybrid electric buses will reduce operating costs, lower emissions and improve reliability; and

WHEREAS, METRO staff has recommended the acquisition of fifty 40-foot hybrid electric transit vehicles, manufactured by Daimler Buses North America, as a part of METRO's long-range fleet replacement plan; and

WHEREAS, METRO staff has also recommended the acquisition of fifty 45-foot hybrid electric suburban vehicles, manufactured by Motor Coach Industries; and

WHEREAS, the Board of Directors concurs with the recommendations of METRO staff for long range fleet replacement; and

WHEREAS, it is appropriate that METRO proceed with acquisition of the hybrid electric vehicles;

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

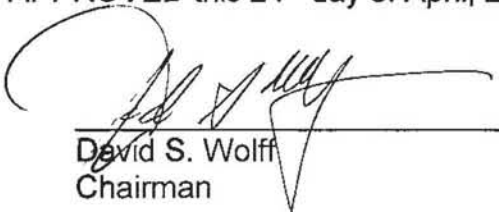
Section 1. The President & CEO is hereby authorized and directed to negotiate, execute and deliver appropriate agreements for the acquisition of 100 hybrid electric vehicles for a total cost not to exceed \$62,619,000.

Section 2. This resolution is effective immediately upon passage.

PASSED this 24th day of April, 2008
APPROVED this 24th day of April, 2008

ATTEST:


Assistant Secretary


David S. Wolff
Chairman

A RESOLUTION

AUTHORIZING AND DIRECTING THE PRESIDENT & CEO TO EXECUTE AND DELIVER A CONTRACT WITH HYDRAQUIP DISTRIBUTION, INC. FOR THE PURCHASE OF HYDRAULIC PUMPS AND PARTS; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT

WHEREAS, METRO issued an invitation for bids for hydraulic pumps and associated parts for buses; and

WHEREAS, Hydraquip Distribution, Inc. submitted the lowest responsive and responsible bid;

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

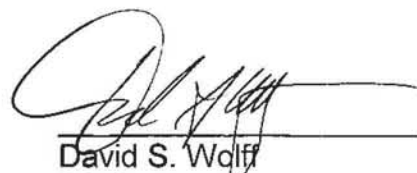
Section 1. The President & CEO is hereby authorized and directed to execute and deliver a requirements type contract with Hydraquip Distribution, Inc. for the purchase of hydraulic pumps and parts, for an amount not to exceed \$479,556.00.

Section 2. This resolution is effective immediately upon passage.

PASSED this 24th day of April, 2008
APPROVED this 24th day of April, 2008

ATTEST:


Assistant Secretary


David S. Wolff
Chairman

A RESOLUTION

AUTHORIZING AND DIRECTING THE PRESIDENT & CEO TO NEGOTIATE, EXECUTE AND DELIVER A MODIFICATION TO THE DEVELOPMENT AGREEMENT WITH THE FACILITY PROVIDER FOR PRECONSTRUCTION AND MANAGEMENT SERVICES; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT

WHEREAS, in furtherance of the implementation of the METRO Solutions Transit System Plan (hereinafter, the "Project"), METRO entered into contract with a contractor (hereinafter, the "Facility Provider") using the Hybrid Delivery System of procurement authorized by Subchapter Q, Chapter 451 of the Texas Transportation Code (hereinafter "Subchapter Q"); and

WHEREAS, by way of Resolution 2007 – 41, METRO executed a Development Agreement with the selected Facility Provider for Phase 1 deliverables, including preliminary engineering, coordination of professional services and finalization of Project scope, and proceeded to enter into negotiations for Phase 2 final design and construction, and other Project elements; and

WHEREAS, in accordance with Subchapter Q, and as provided in the Development Agreement, the Facility Provider assumed oversight and management of pre-construction services performed by subcontractors in preparation for Phase 2 of the Project; and

WHEREAS, negotiations are ongoing with the Facility Provider to finalize the contract for Phase 2 of the Project; and

WHEREAS, it is necessary to modify the Development Agreement to provide additional funding for payment for the pre-construction services provided by Facility Provider subcontractors;

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

Section 1. The President & CEO is hereby authorized and directed to negotiate, execute and deliver a modification to the Development Agreement with the Facility Provider, to provide payment for pre-construction and project management services as provided by Facility Provider subcontractors, increasing the maximum expenditures under the Development Agreement by a total amount not to exceed \$10 million, and extending the performance period to May 31, 2008. The authorized amount includes funds for a one-month option for continued services.

Section 2. This resolution is effective immediately upon passage.

PASSED this 24th day of April, 2008
APPROVED this 24th day of April, 2008

ATTEST:


Assistant Secretary


David S. Wolff
Chairman

A RESOLUTION

AUTHORIZING AND DIRECTING THE PRESIDENT & CEO TO NEGOTIATE, EXECUTE AND DELIVER APPROPRIATE AGREEMENTS FOR PROFESSIONAL SERVICES NECESSARY FOR IMPLEMENTATION OF METRO SOLUTIONS; DELEGATING AUTHORITY TO THE PRESIDENT & CEO TO MAKE SUCH DECISIONS AS NECESSARY TO ENTER INTO SUCH AGREEMENTS; AND MAKING FINDINGS AND PROVISIONS RELATIVE TO THE SUBJECT

WHEREAS, in furtherance of the implementation of the METRO Solutions Transit System Plan, Hereinafter, the "Project") METRO used the Hybrid Delivery System method of procurement authorized by Subchapter Q, Chapter 451 of the Texas Transportation Code (hereinafter, Subchapter Q") to select a Facility Provider whose proposal offered the best value on the basis of the published selection criteria and price; and

WHEREAS, proposals were submitted by three firms from which METRO selected Washington Group Transit Management Group, also known as Washington Group International, to serve as the Facility Provider for the Project; and

WHEREAS, by way of Resolution 2007 – 41, METRO executed a Development Agreement with the selected Facility Provider for Phase 1 deliverables, including preliminary engineering, coordination of professional services and finalization of Project scope, and proceeded to enter into negotiations for Phase 2 final design and construction, and other Project elements; and

WHEREAS, negotiations for Phase 2 final design and construction are ongoing; and

WHEREAS, it is appropriate that METRO obtain the services of a professional services firm to provide for the continuation of services necessary to advance the implementation of METRO Solutions; and

WHEREAS, the Board wishes to delegate to the President & CEO the authority to select a professional services firm in accordance with the provisions set forth in Subchapter Q;

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

Section 1. The Board of Directors hereby delegates to the President & CEO the authority to select a firm, in accordance with the provisions set forth in Subchapter Q, to advance the implementation of METRO Solutions.

Section 2. The President & CEO is hereby authorized and directed to negotiate, execute and deliver a contract with such professional services firm to advance the implementation of METRO Solutions. The contract shall be for an amount not to exceed \$12 million, and shall have a term from May, 2008 through December, 2008.

Section 3. This resolution is effective immediately upon passage.

PASSED this 24th day of April, 2008
APPROVED this 24th day of April, 2008

ATTEST:


Assistant Secretary


David S. Wolff
Chairman