

A RESOLUTION

ADOPTING A POSITION PAPER ON BOARD OF DIRECTORS INTERNAL AND EXTERNAL INTERACTIONS.

WHEREAS, the Board of Directors is of the opinion that it is desirable, if not essential, to define for itself its mission and the principles for accomplishing its mission and to conduct itself in an efficient manner to fulfill its mission; and

WHEREAS, the Board has extensively discussed these issues and has arrived at a consensus on these matters; and

WHEREAS, the Board desires to formally adopt this consensus;

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

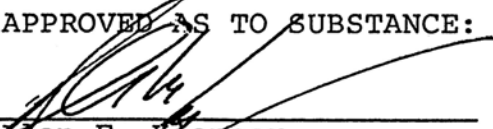
Section 1. The position paper attached hereto be and the same hereby is adopted as a statement of the Board's ideals, aspirations and goals in interfacing with each member of the Board, METRO Management Staff and the public.

Section 2. This resolution is effective immediately upon passage.

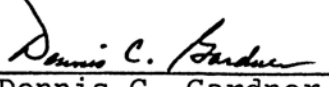
ATTEST:

  
Assistant Secretary

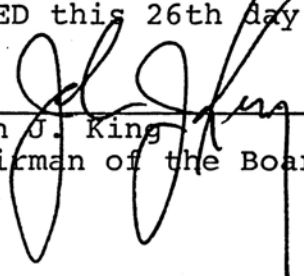
APPROVED AS TO SUBSTANCE:

  
Alan F. Klepper  
General Manager

APPROVED AS TO FORM:

  
Dennis C. Gardner  
Staff Counsel

PASSED this 26th day of July, 1984.  
APPROVED this 26th day of July, 1984.

  
John J. King  
Chairman of the Board

BOARD OF DIRECTORS  
METROPOLITAN TRANSIT AUTHORITY  
OF HARRIS COUNTY, TEXAS

FRAMEWORK FOR THE BOARD IN DEALING  
WITH ITSELF, ITS STAFF AND THE PUBLIC  
JULY 6, 1984

INTRODUCTION

This framework paper is a description of the ideal way the METRO Board should: 1) operate within itself; 2) work with the Operating Agency; and, 3) deal with the public, if it could achieve its ideals. This framework is not an attempt to describe the way the METRO Board today works within itself or the way METRO interfaces with the operating agency or the public. Instead, it is a description of the Board's aspirations - a statement of ideals or goals in each of those three relationships.

The Board's statement is intended to be a flexible or fluid document that will be regularly reviewed, refined and updated as emerging issues are identified. It is divided into three sections:

- . The Functioning of the Board within itself
- . The Relationship of the Board to the Operating Agency (i.e. the Staff).
- . The Relationship of METRO to the Public

THE FUNCTIONING OF THE BOARD ITSELF

The METRO Board should work to achieve a clear sense of its identity and to appreciate the difference between setting policy (which is its prime prerogative) and managing or being involved in the actual daily operation of the Agency. Members of the Board

should work with each other in such a way that the entire variety of expertise and constituent interests are brought to bear in all of its deliberations. During all decision-making deliberations and the accommodations of diverse opinions, the Board should use the following criteria:

- . The constituent needs of all of the geographical areas and interests should be addressed.
- . The regional needs and integrity of the system should be addressed.
- . Debate should be used as an opportunity to propose and agree on innovative solutions or as a basis to reach a consensus compromise for the good of the Agency.
- . Ideas and suggestions from all Board members should be brought to bear in the deliberative process.

For each of its policy decisions, the Board should decide on clear criteria and objectives for that policy prior to deciding policy. The criteria adopted should accurately express the intent of the variety of interests, differences of opinion and needs that should be addressed in the policy decision.

The Board Chairman should be the coordinator and facilitator of the Board and its activities. The Board Chairman has the same amount of authority as all other members of the Board. He should be the principal spokesman and act on the Board's behalf in order to articulate its interests and concerns and implement its actions. As principal spokesman, all of his public statements about METRO should be made after consulting with the balance of the Board in order to ensure that his statements clearly articulate the Board interests, values or positions. As the Board's presiding officer,

he should maintain good communication with all Board members, he should be sensitive to each individual Board member's concerns and bring those into the Board forum so that they can be effectively addressed. As such, he should foster teamwork among the members of the Board. He sets the agenda in consultation with the General Manager and other Board members and he coordinates all Board activities, consulting with the Board members when scheduling activities require their involvement. He should be the leader of the Board and make sure the Board is brought to the point that it can make good reflective decisions. His role is to moderate and facilitate discussion. He should encourage the Board to have respect for each Board member and ensure that the capacity, skills and orientation of each of those members is brought to bear in the functioning of the Board.

Committee Chairmen are to committees what the Board Chairman is to the Board. They should speak on behalf of the committees, coordinate and facilitate committee activities, stay in communication with all committee members and be sensitive to committee members' concerns, as well as ensure that those concerns are effectively dealt with in the committee meetings. It should be their responsibility, working with staff, to set committee agendas and coordinate committee activities. They should provide continuous feedback to the Chairman of the Board and to other Board members not only on the results of the deliberations but also on the progress in their respective areas of responsibility.

The committee system should be structured in such a way that all of the talents, professional backgrounds, constituent interests



and values of members are brought to bear in each of the substantive committee areas. Hence, the entire variety of Board interests and concerns will be integrated into each Committee's process. There should be an agreed-upon-process for generating items or issues to be worked by the Committees. The deliberative work of the Board will be enhanced and expedited as a result of the committee system. Committee meetings should be scheduled in such a way that Board members can plan far in advance to clear their calendars so that they can attend committee meetings. All Committees should have meaningful, relevant work to do and, as a consequence, should have good attendance and participation in their meetings.

A high degree of contacts should occur among Board members not only in formal settings, such as Board meetings and committee meetings, but in informal settings as well. Through these informal contacts, Board members will be able to cement relationships and clarify mutual needs and understandings.

All Board members should be sensitive to, and attempt to anticipate, each other's interests and needs. Each should see it as his or her personal responsibility to develop relationships with other Board members and keep other members advised. As a result, the Board should be characterized by a high degree of trust, respect, open and candid communication, mutual support and teamwork.

The Board should establish an agreed-upon-process for regularly bringing emerging issues into the context of this framework. The Board should ensure that, in their interface with

the public, their deliberations with each other and their relations with the Operating Agency, they will consistently attempt to act within the spirit of this framework.

#### THE RELATIONSHIP OF THE BOARD TO THE OPERATING AGENCY

The Board should decide policy and the General Manager should ensure that the Operating Agency implements it. It is the responsibility and obligation of the Board to initiate policy issues, define policy alternatives and resolve these policy issues. However, even though the Board acknowledges its own responsibility over policy issues as set forth in the preceding sentence, the Board would expect the General Manager to bring policy analysis, issues and recommendations to the Board for its consideration.

All contacts between the Board and the Operating Agency should be designed to break down walls and provide open, credible, reliable information exchange. Such contacts should enhance trust between the Operating Agency and the Board, strengthen the General Manager's ability to hold his own staff accountable, and to hold the General Manager accountable for both his own conduct and the performance of METRO.

A clear set of performance measures should be developed from which both the service delivery performance and the General Manager's performance can be regularly measured. These measures should compare not only the performance of the system, present to past, but also to other transit systems; and, where appropriate such as in investments, to other organizations. At regular intervals, the Board should be responsible for reviewing the relevancy of the performance measures.

It is the Board's intent that the Operating Agency be characterized by both openness and trust. Board members should have access to the kind of information that they feel they need in order to effectively discharge their responsibilities. This information should be furnished to Board members in ample time for them to review it prior to acting on it.

In order to reinforce the control that the General Manager has over his own staff, a system should be developed for ensuring that requests of staff be coordinated with the General Manager or his designee to ensure that the staff properly responds in a timely fashion to the Board's request, consistent with their assigned tasks from the General Manager. During the entire process of implementing policy, the Operating Agency should share its progress and elicit feedback from the Board. The Board should provide regular feedback to the General Manager and the staff during all stages of plan and policy option development in order to ensure that those policies that are eventually developed are consonant with Board values and the needs of the region.

Both the Operating Agency and the Board should understand the importance of candid communication between the two. Board members should be counted on to use information in such a way that it enhances the effectiveness and credibility of METRO. Staff members should be counted on to share information timely and openly, the good with the bad, the laudatory with the embarrassing. Both should attempt to avoid surprises because Board and staff know that they are on the same team and that the ultimate success of the

transit system is, at least in part, a consequence of the degree to which both can work together in an atmosphere of mutual trust, support and respect.

#### THE RELATIONSHIP OF METRO TO THE PUBLIC

METRO should develop a clear statement of its mission which articulates its focus on its customers, its regional perspective, and the kinds of transportation services it provides. All policy decisions should be made within the context of this mission. Its overall mission should be both regional in perspective and subregionally responsive; that is, the mission should focus on goals that have positive region-wide impact; and, at the same time, focus on goals that have appropriate positive impact on the specific needs of subregions within METRO's service area.

The Board and the Operating Agency should demonstrate by their actions that the purpose for METRO is to serve the region in which it operates. METRO should be candid and open in all of its communication with the public. It should strive to maintain a high degree of credibility. When making public statements all Board members should clearly delineate the difference between their personal opinions and the actions adopted by the Board. In expressing personal opinions that are contrary to the actions of the Board, each Board member has an obligation to fairly state the position adopted by the Board, even though he or she has personally disagreed with the position of the Board.

Public participation is essential to METRO's planning process. Interface between METRO and the public should be designed to build trust. METRO should develop a comprehensive process for ensuring that, during the development of its plan alternatives, substantive public input is received that is representative of "diverse publics" and that consideration is given to community values.

A process should be developed to ensure that during the plan development and approval, effective and appropriate coordination among public and private agencies and public forums occurs both with the citizens at large and with representatives of other governmental agencies.

A RESOLUTION

AUTHORIZING THE GENERAL MANAGER TO EXECUTE A CONTRACT WITH GALIN/SPENCER, INC. FOR CONSTRUCTION OF THE EAST PARK AND RIDE LOT.

WHEREAS, an Invitation for Bid was issued for construction of the East Park and Ride Lot in the vicinity of the East Freeway and Maxey Road; and

WHEREAS, the firm of Galin/Spencer, Inc. submitted the lowest responsive and responsible bid for construction of this facility;

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

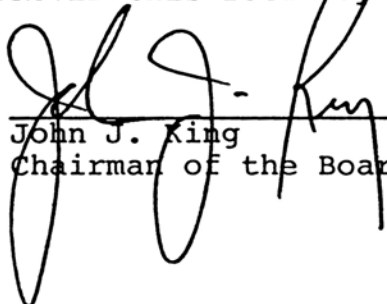
Section 1. The General Manager be and he is hereby authorized to execute a contract with Galin/Spencer, Inc. for construction of the East Park and Ride Lot at a cost not to exceed \$1,619,863.

Section 2. This resolution is effective immediately upon passage.

PASSED this 26th day of July, 1984.  
APPROVED this 26th day of July, 1984.

ATTEST:

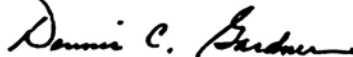
  
Assistant Secretary

  
John J. King  
Chairman of the Board

APPROVED AS TO SUBSTANCE:

  
Alan F. Klepper  
General Manager

APPROVED AS TO FORM:

  
Dennis C. Gardner  
Staff Counsel

A RESOLUTION

AUTHORIZING THE GENERAL MANAGER TO NEGOTIATE AND EXECUTE A CONTRACT MODIFICATION WITH B. BELL BUILDERS, INC. FOR THE DENVER HARBOR/FIFTH WARD TRANSIT CENTER CONSTRUCTION.

WHEREAS, METRO entered into a contract with B. Bell Builders, Inc. for construction of the Denver Harbor/Fifth Ward Transit Center at a cost not to exceed \$158,000; and

WHEREAS, during construction, certain modifications in both design and construction materials were required to meet City Code and security considerations; and

WHEREAS, these additional items have resulted in a requirement to modify the contract in the amount of \$31,530;

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

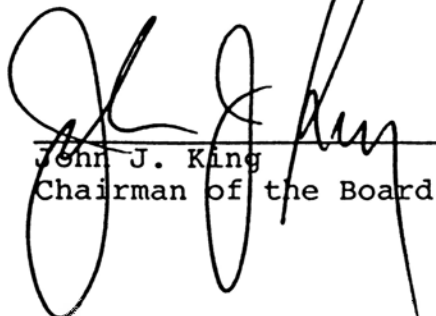
Section 1. The General Manager be and he is hereby authorized to negotiate and execute a contract amendment with B. Bell Builders, Inc. for construction of the Denver Harbor/Fifth Ward Transit Center. The contract modification shall not exceed \$31,530.

Section 2. This resolution is effective immediately upon passage.

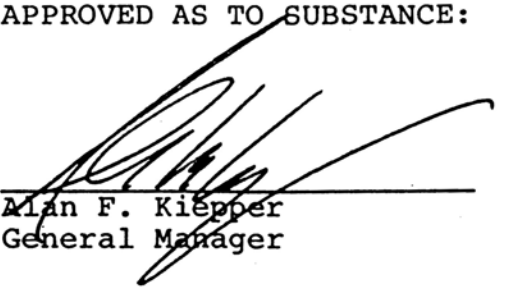
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APPROVED this 26th day of July, 1984.

ATTEST:

  
Assistant Secretary

  
John J. King  
Chairman of the Board

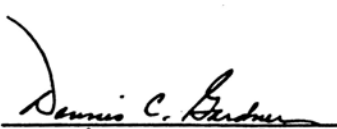
APPROVED AS TO SUBSTANCE:



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Alan F. Kiepper  
General Manager

APPROVED AS TO FORM:



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Dennis C. Gardner  
Staff Counsel



A RESOLUTION

AUTHORIZING THE GENERAL MANAGER TO NEGOTIATE AND EXECUTE A CONTRACT WITH MARK L. LOWTHIAN FOR PRODUCTION LINE INSPECTION SERVICES FOR ARTICULATED BUSES.

WHEREAS, METRO has contracted with Crown Coach Corporation for manufacture of fifty (50) articulated buses at its Chino, California plant; and

WHEREAS, it is desirable to have an on-site inspector present during the construction of these vehicles; and

WHEREAS, Mark L. Lowthian has been identified as having the necessary experience to perform these production line inspection services and submitted the lowest cost proposal to provide these services;

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

Section 1. The General Manager be and he is hereby authorized to negotiate and execute a contract with Mark L. Lowthian for production line inspection services during the manufacture and assembly of articulated buses by Crown Coach Corporation.

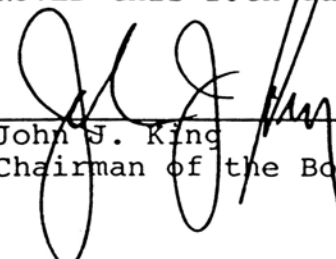
Mr. Lowthian is to be compensated at the rate of \$37.00 per hour, with a total contract cost not to exceed \$45,000.

Section 2. This resolution is effective immediately upon passage.

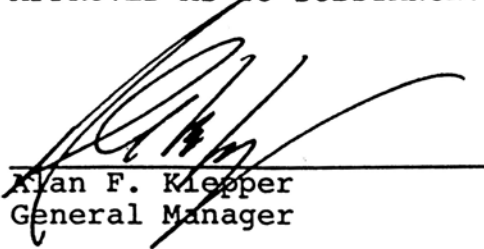
ATTEST:

  
Assistant Secretary

PASSED this 26th day of July, 1984.  
APPROVED this 26th day of July, 1984.

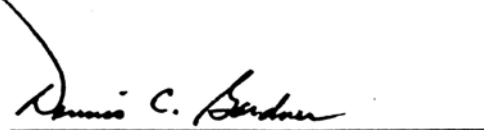
  
John J. King  
Chairman of the Board

APPROVED AS TO SUBSTANCE:



\_\_\_\_\_  
Alan F. Klepper  
General Manager

APPROVED AS TO FORM:



\_\_\_\_\_  
Dennis C. Gardner  
Staff Counsel

A RESOLUTION

AUTHORIZING THE GENERAL MANAGER TO EXECUTE A CONTRACT WITH TEXAS BUS LINES FOR COMMUTER BUS SERVICES FOR THE 205-KINGWOOD ROUTE.

WHEREAS, METRO solicited bids for the provision of commuter bus services on the 205-Kingwood route; and

WHEREAS, Texas Bus Lines submitted the lowest responsive and responsible bid;

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

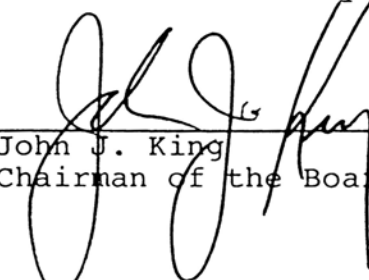
Section 1. The General Manager be and he is hereby authorized to execute a contract with Texas Bus Lines for the provision of commuter bus services on the 205-Kingwood route at a revenue hourly rate of \$83.03. The period of performance for this contract is to be October 1, 1984 to September 30, 1985.

Section 2. This resolution is effective immediately upon passage.

PASSED this 26th day of July, 1984.  
APPROVED this 26th day of July, 1984.

ATTEST:

  
\_\_\_\_\_  
Assistant Secretary

  
\_\_\_\_\_  
John J. King  
Chairman of the Board

APPROVED AS TO SUBSTANCE:

  
\_\_\_\_\_  
Alan F. Kiepper  
General Manager

APPROVED AS TO FORM:

  
\_\_\_\_\_  
Dennis C. Gardner  
Staff Counsel

A RESOLUTION

AUTHORIZING THE GENERAL MANAGER TO EXECUTE A CONTRACT WITH KERRVILLE BUS COMPANY FOR COMMUTER BUS SERVICES FOR THE 270-MISSOURI CITY ROUTE.

WHEREAS, METRO solicited bids for the provision of commuter bus services on the 270-Missouri City route; and

WHEREAS, Kerrville Bus Company 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 General Manager be and he is hereby authorized to execute a contract with Kerrville Bus Company for the provision of commuter bus services on the 270-Missouri City route at a revenue hourly rate of \$61.16. The period of performance for this contract is to be October 1, 1984 to September 30, 1985.

Section 2. This resolution is effective immediately upon passage.

PASSED this 26th day of July, 1984.  
APPROVED this 26th day of July, 1984.


ATTEST:

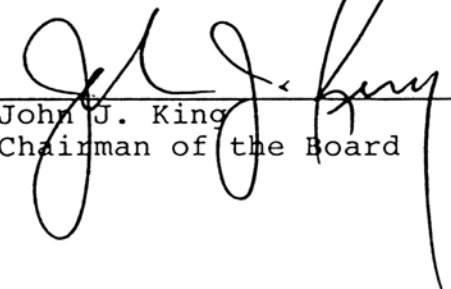
  
Assistant Secretary

APPROVED AS TO SUBSTANCE:

  
Alan F. Kiepper  
General Manager

APPROVED AS TO FORM:

  
Dennis C. Gardner  
Staff Counsel

  
John J. King  
Chairman of the Board

A RESOLUTION

AUTHORIZING THE GENERAL MANAGER TO EXECUTE A CONTRACT WITH MOTOROLA INCORPORATED FOR ELECTRONIC COMMUNICATIONS EQUIPMENT.

WHEREAS, METRO invited bids for the purchase of mobile radios, pagers and hand-held radios to support expanded transit operations activities; and

WHEREAS, METRO received a single bid in response to the invitation; and

WHEREAS, because of the single bid, a price analysis was performed which confirmed the reasonableness of the price bid;

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

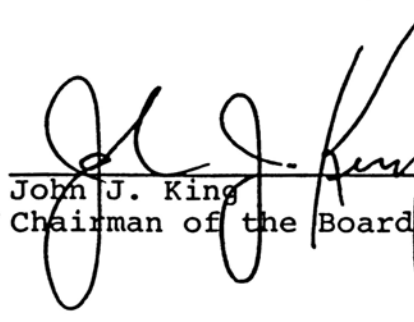
Section 1. The General Manager be and he is hereby authorized to execute a contract with Motorola Incorporated for the purchase of thirty-five (35) pagers, five (5) mobile radios, and thirty (30) hand-held radios at a total cost not to exceed \$113,150.

Section 2. This resolution is effective immediately upon passage.

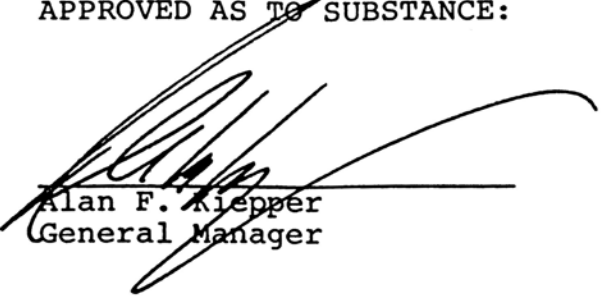
PASSED this 26th day of July, 1984.  
APPROVED this 26th day of July, 1984.

ATTEST:

  
Assistant Secretary

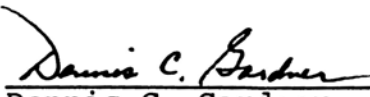
  
John J. King  
Chairman of the Board

APPROVED AS TO SUBSTANCE:



Alan F. Kiepper  
General Manager

APPROVED AS TO FORM:



Dennis C. Gardner  
Staff Counsel

A RESOLUTION

AUTHORIZING THE GENERAL MANAGER TO EXECUTE A CONTRACT WITH AMERICLEAN, INC. FOR CUSTODIAL SERVICES AT METRO FACILITIES.

WHEREAS, METRO invited bids to provide custodial services at METRO's Kashmere, Market Street and Supply Row facilities and to begin custodial services at the Hiram Clarke and Central Supply facilities when they are occupied; and

WHEREAS, Americlean, Inc. submitted the lowest responsive and responsible bid for these facilities;

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

Section 1. The General Manager be and he is hereby authorized to execute a contract with Americlean, Inc. for the provision of custodial services in an amount not to exceed \$187,300. The period of performance is to be from September 1, 1984 through August 31, 1986.

Section 2. This resolution is effective immediately upon passage.

PASSED this 26th day of July, 1984.  
APPROVED this 26th day of July, 1984.

ATTEST:

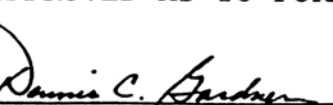
  
\_\_\_\_\_  
Assistant Secretary

  
\_\_\_\_\_  
John J. King  
Chairman of the Board

APPROVED AS TO SUBSTANCE:

  
\_\_\_\_\_  
Alan F. Klepper  
General Manager

APPROVED AS TO FORM:

  
\_\_\_\_\_  
Dennis C. Gardner  
Staff Counsel

A RESOLUTION

ADOPTING THE EIGHTH AMENDMENT TO THE NON-UNION PENSION PLAN AGREEMENT.

WHEREAS, the Transport Workers Union of America, Local 260 ("Union") and the Metropolitan Transit Authority ("METRO") have agreed to extend the current pension benefit level for Union employees of \$23 per month for each year of service; and

WHEREAS, the non-union pension plan contains a "special provision" applicable to certain long-term employees who will retire between the period of August 1, 1984, and July 31, 1985; and

WHEREAS, the Board is desirous of maintaining parity between the Union pension plan benefits and the non-union pension plan benefits for those employees eligible under the "special provision";

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

Section 1. An eighth amendment to the non-union Pension Plan is adopted extending the benefit for employees eligible under the "special provision" of the non-union pension plan benefit of \$23 per month for each year of service for a period of one year from August 1, 1984, to July 31, 1985.

Section 2. This resolution is effective immediately upon passage.

PASSED this 26th day of July, 1984.  
APPROVED this 26th day of July, 1984.

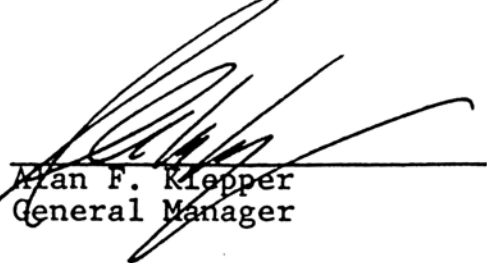
ATTEST:

  
Assistant Secretary

  
John J. King  
Chairman of the Board




APPROVED AS TO SUBSTANCE:



Alan F. Kiepper  
General Manager

APPROVED AS TO FORM:



Dennis C. Gardner  
Staff Counsel

A RESOLUTION

ADOPTING THE FIFTH AMENDMENT TO THE UNION PENSION PLAN AND TRUST AGREEMENT.

WHEREAS, the labor agreement between the Transport Workers Union of America, Local 260 ("Union") and the METROPOLITAN TRANSIT AUTHORITY ("METRO") effective August 1, 1982, increased the benefit level for Union employees from \$20 to \$23 per month for each year of service; and

WHEREAS, the current labor agreement expires on July 31, 1984; and

WHEREAS, the Board and the Union are desirous of extending the \$23 per month benefit for each year of service for a period of one year to cover employees who retire between August 1, 1984, and July 31, 1985;

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

Section 1. A fifth amendment to the Union Pension Plan and Trust Agreement is adopted extending the basic monthly pension benefit of \$23 for each year of service for a period of one year from August 1, 1984, to July 31, 1985.

Section 2. This resolution is effective immediately upon passage.

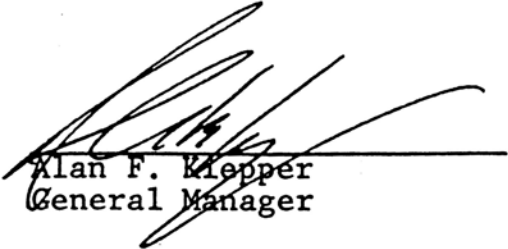
PASSED this 26th day of July, 1984.  
APPROVED this 26th day of July, 1984.

ATTEST:

  
Assistant Secretary


  
John J. King  
Chairman of the Board

APPROVED AS TO SUBSTANCE:



Alan F. Klepper  
General Manager

APPROVED AS TO FORM:



Dennis C. Gardner  
Staff Counsel

A RESOLUTION

AUTHORIZING THE GENERAL MANAGER TO NEGOTIATE AND PRESENT A LAST AND BEST LABOR AGREEMENT OFFER TO THE TRANSPORT WORKERS UNION OF AMERICA, LOCAL 260, AND TO TAKE ALL NECESSARY AND PROPER ACTIONS TO IMPLEMENT THE IMPASSE PROCEDURE OF THE LABOR AGREEMENT SHOULD THAT BECOME NECESSARY.

WHEREAS, there presently exists a Labor Agreement (the "Agreement") between the Metropolitan Transit Authority ("METRO") and the Transport Workers Union of America, Local 260 (the "Union"); and

WHEREAS, the current Agreement is due to expire on July 31, 1984; and

WHEREAS, METRO and the Union have entered into negotiations in anticipation of renewal of the Agreement; and

WHEREAS, the Agreement provides that prior to expiration of the Agreement each party shall specify in writing the last and best offer it is willing to make; and

WHEREAS, the Board of Directors desires that the General Manager or his designee negotiate and present to the Union the last and best offer of METRO;

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

Section 1. The General Manager, or his designee, is hereby authorized to negotiate and present to the Union the last and best offer of METRO.


Section 2. The terms and conditions contained in the last and best offer shall be those considered by the General Manager to be in the best interests of METRO to efficiently and effectively accomplish the purposes of METRO.

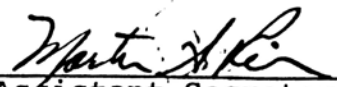
Section 3. The General Manager is hereby authorized to take all necessary and proper actions to implement the impasse procedures of the Agreement should that become necessary.

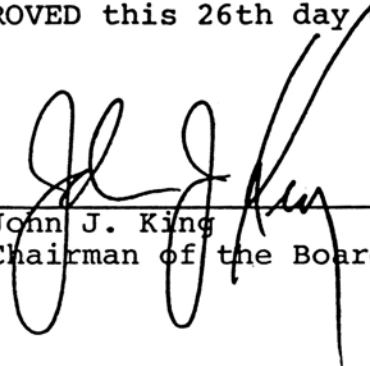
Section 4. This resolution is effective immediately upon passage.

PASSED this 26th day of July, 1984.  
APPROVED this 26th day of July, 1984.

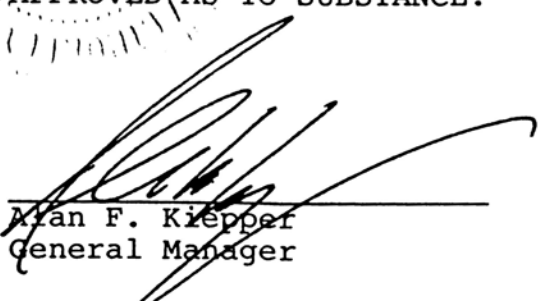
ATTEST:



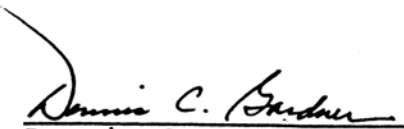
  
Assistant Secretary

  
John J. King  
Chairman of the Board

APPROVED AS TO SUBSTANCE:

  
Alan F. Kiepper  
General Manager

APPROVED AS TO FORM:

  
Dennis C. Gardner  
Staff Counsel