



**CAPITAL METROPOLITAN TRANSPORTATION AUTHORITY  
BOARD OF DIRECTORS MEETING  
2910 East Fifth Street Austin, TX 78702**

~ MINUTES ~

Executive Assistant/Board Liaison Gina Estrada  
512-389-7458

**Monday, May 24, 2010  
3:00 PM**

**3:06 PM Meeting Called To Order  
6:55 PM Meeting Adjourned**

**I. Pledge of Allegiance**

**II. Public Comment:**

1. ATU Local 1091 regarding Labor Relations Issues. No Comment
2. Anthony Walker regarding Distrust and Bad Working Relationship with StarTran Management. No show
3. David Patterson regarding Advisory Committee issues, the eligibility applications, open returns and deadline in July for Resolution to be amended.
4. Diane Aleman - Austin Council for the Blind issues regarding blind passengers, discussed letter from blind customers regarding inadequate access across parking lots, lack of sidewalks etc... and issues regarding conditional access. (see attachment)

**III. Advisory Committee Updates:**

1. Update on the Access Advisory Committee (AAC).  
Diane Aleman - Chair, Access Advisory Committee (AAC), gave updates. (see attachment) Diane discussed issues concerning the public input process. Input needs to be after MMWG process.  
Chair Martinez - The public process will not take place until after MMWG. Some of your concerns are reflected in the resolution.  
Aleman - Did not have the information, we are to advise the Board and give input. We can give a report on cost savings, why this analysis is included and considered valid, these number are unfairly depicted. Discussed Curb to Curb, Door to Door service. Explanation of \$88 dollars per hour, why so high? Advance reservations from 8 days to 6 days, hours already cut. Does anyone have a cost savings this has impacted?  
John Langmore - This is what we will be working on this summer. We are working on public input at the committees.  
Doug Allen - We will look at the application form we created and compare to yours and cutting taxi voucher issue.
2. Update on the Customer Satisfaction Advisory Committee (CSAC).  
Kirk Royal, Chair, Customer Satisfaction Advisory Committee gave updates - discussed issues regarding buses departing early and bus passing disabled riders. (see attachment)  
CSAC requested that Capital Metro staff be prepared to address issues in detail on vehicles leaving early from time stops and passing up disabled persons at their June meeting. The resolution they discussed was the one David Patterson, Access Advisory Committee, introduced regarding the IVR system. Next meeting will be 6/9/10.

**IV. Executive Session of Chapter 551 of the Texas Government Code:**

Chapter 551.071 - Legal Advice regarding CD Henderson

Chapter 551.074 - Personnel Matters - President/CEO Selection

Went into Executive Session at 3:32 pm.

Out of Executive Session at 4:34 pm.

**V. Board Committee Updates:**

1. Executive Search Committee

Norm Chafetz, Committee Chair - Committee met once in May and gave updates on candidate search. Committee has narrowed down to two finalists. The candidates will come back to Austin this week for additional interviews.

2. Finance/Audit Committee

Ann Stafford gave updates on behalf of Chair Fernandez for the committee. The committee received preliminary information about the clean financial audit by the external auditor and the recommended line of credit.

3. Rail Committee

John Langmore, Committee Chair - Discussed updates on the bridges, plans for maintaining, repairing and replacing bridges, what process to implement on plan for bridges going forward. Presentation from Car2Go regarding partnership, they will provide more input to the committee.

4. Operations/Planning Committee

Norm Chafetz gave updates - there was no quorum. Mike Nyren and Dr. Wong presented Tobacco policy presentation. Committee has been discussing the UT Shuttle contract and the tobacco free facilities and workplace policies.

5. Labor Relations Committee

Mike Martinez, Committee Chair, gave updates. He reported that the committee met mostly in Executive Session to receive legal advice about federal labor regulations. Discussed legal advice on 13(c) in Executive Session. Strong recommendations on Sunset report. Legal advice to move forward. We want as many options as possible. Also discussed public comment policy and charter committee purpose and goals. Kerri Butcher also discussed hiring new outside counsel Thompson, Coburn regarding labor structure and they will be speaking at the next Labor Committee meeting on June 14th.

**VI. Action Items:****1. Resolution CMTA-2010-30 Board Minutes**

Approval of Board Minutes for April 26, 2010. Public Hearing Meeting Minutes for April 6, 2010 and April 15, 2010. Special Board Meeting Minutes for April 15, 2010, April 19, 2010, and May 17, 2010.

<b>RESULT:</b>	<b>ADOPTED [UNANIMOUS]</b>
<b>MOVER:</b>	Chris Riley, Board Member
<b>SECONDER:</b>	Beverly Silas, Board Member
<b>AYES:</b>	Chafetz, Silas, Langmore, Fernandez, Stafford, Martinez, Riley
<b>ABSENT:</b>	John Cowman

**2. Resolution CMTA-2010-31 CMTA/COA Tobacco Free Facility ILA**

Approval of a Resolution Authorizing the Interim President/CEO or His Designee to Enter into an Interlocal Agreement with the City of Austin for Services Related to Tobacco Prevention and Control Activities in the Amount of \$24,100 to Support Employee and Community Health.

Doug Allen, Interim CEO/President summarized this item and gave a brief overview. (see attachment)

John Langmore - On the fiscal impact it says revenue generated, how would it generate revenue?

Allen - We will be receiving \$24,100 dollars from the City of Austin as a result of this ILA.

Langmore - What would be the cost of the implementation of this?

Allen - It would offset the entire cost to us.

<b>RESULT:</b>	<b>ADOPTED [UNANIMOUS]</b>
<b>MOVER:</b>	Beverly Silas, Board Member
<b>SECONDER:</b>	John Langmore, Board Member
<b>AYES:</b>	Chafetz, Silas, Langmore, Fernandez, Stafford, Martinez, Riley
<b>ABSENT:</b>	John Cowman

### 3. Resolution CMTA-2010-32 Austin to Manor Hike & Bike Trail

Approval of a Resolution Authorizing the Interim President/CEO or His Designee to Ratify an Interlocal Agreement with the City of Austin for the Austin-Manor Hike and Bike Trail.

John Hodges gave presentation on Hike and Bike Trail.

Ann Stafford - Asked what would we compromise if we wanted to expand Rail at a later date.

Hodges - Some of our analysis that we have done with Rail group is to lay out additional tracks and we will make sure it doesn't compromise our ability to do that.

Chris Riley - City has made progress getting funding and making some real planning work. Looking closer at the decision making process, look at how we are going to accommodate pedestrian and bike facilities. The goal is to make sure we have a transparent and public decision making process. I will support the motion.

<b>RESULT:</b>	<b>ADOPTED [UNANIMOUS]</b>
<b>MOVER:</b>	Chris Riley, Board Member
<b>SECONDER:</b>	Frank Fernandez, Board Member
<b>AYES:</b>	Chafetz, Silas, Langmore, Fernandez, Stafford, Martinez, Riley
<b>ABSENT:</b>	John Cowman

### 4. Resolution CMTA-2010-33 Issuance of Short Term Notes

Resolution Authorizing the Renewal of Issuance of Capital Metropolitan Transportation Authority Sales and Use Tax and Revenue Notes, Series 2010, in an Aggregate Amount Not to Exceed \$10,000,000 for the Purpose of Providing Money for Certain Authorized Purposes.

Randy Hume, EVP, Finance and Administration gave brief overview.

Chair Martinez - If we use is it just for capital?

Hume - Yes, capital.

Martinez - Can you give us a scenario of an unforeseen capital expense of potentially \$10 million dollars?

Hume - A rail bridge we were not able to accommodate right now, that would be one we could potentially draw for. We can't draw for regular operating expenses. Our intention would be not to use it.

Norm Chafetz - The draw says it is subject to approval of all three officers?

Hume - Yes, it has to be all three officers.

Chair Martinez - Did this go before Audit/Finance committee? Is there a recommendation from Audit/Finance?

Frank Fernandez - Yes, we moved to approve at least for another year to keep building our reserves. Also, although it is restricted to capital we do have a certain portion of our sales tax that we use for capital that has more flexibility. If for instance we were in a bind, like to buy some more buses, we could use it for that.

John Langmore - How can we avoid the \$25,000 availability fee if we don't use it? Do we pay the full availability fee if we close line of credit early? Will it be \$25,000 annually or quarterly?

Hume - If we don't use it at all we will pay the \$25,000, will confirm whether we pay the full availability fee if we close line of credit early.

<b>RESULT:</b>	<b>ADOPTED [UNANIMOUS]</b>
<b>MOVER:</b>	Beverly Silas, Frank Fernandez
<b>SECONDER:</b>	Norm Chafetz, Mike Martinez
<b>AYES:</b>	Chafetz, Silas, Langmore, Fernandez, Stafford, Martinez, Riley
<b>ABSENT:</b>	John Cowman

## 5. Resolution CMTA-2010-34 MetroAccess Process

MetroAccess Process.

Chair Martinez - Regarding Sunset Report - need to determine course of action. Resolution was read by Chairman Martinez regarding Policy recommendations for the full Board to consider: Staff was directed to initiate the public input and comment process in July 2010 and complete all outreach by July, 31 2010. The MMWG is requested to have their final recommendations on outstanding issues, open returns, eligibility and taxi vouchers. Recommend that staff work together with MMWG to identify a mediation service that can facilitate the process. Also, staff was directed to present at the August 2010 Board meeting the analysis of public comments and input.

Public Comments:

1. Virginia Nalin - Issue regarding Route 9, the 2020 Plan, West 12th and Enfield Rd. We need more notification if you go forward with the changes.

2. Pat Bartel - Discussed a document he presented to Internal Audit, resolution regarding MetroAccess. Passing resolution would be a major step backwards; this is a civil rights violation. Fix problems that we already have. I will be submitting information to Sunset Commission. (see attachment)
  3. Crystal Minor - Regarding resolution, should not be passed, fix problems first. Decision for eligibility was wrong, we need the application Diane Aleman has created. I will be taking this to court.
  4. Sandy SeeKamp - MMWG was set up by a judge, no ending date on its operation. Issues regarding eligibility, one month is not enough time. I urge Board to vote no on this resolution. Also concerns regarding notifications of Public Hearings on website, some people don't have access. The IVR system, most clients need a real person because they never hear announcements. Letters regarding eligibility and recertification should be sent out to all current Access members.
  5. William Betts - Accessing the bus stops at 12th and 13th Street - cars parked there, Oak Springs & Webberville etc..., bus stop accessibility. (see attachment)
  6. Mary Steele - Regarding access to bus stops.
  7. David Witte - ADAPT of Texas - Applaud the comment from Diane regarding not paying attention to the civil rights of people. Urge you to approve the \$3 million previously approved for improvements.
  8. Malcolm Graham - Propose that you wait until new CEO comes aboard before you make a decision. Civil rights disability has changed, need to consider this is not a good decision at this time.
  9. Mark Noble - Vote no on this resolution, let MMWG work out these issues. Thank you for your services.
  10. Jennifer McPhail - ADAPT of Texas - need more accessibility, very difficult, sometimes we are risking our lives trying to access these stops. You need a product that is safe. Regarding the \$3 million for the next 5 years, what happened to that commitment?
  11. Diane Aleman - Regarding Curb to Curb service, what is the increased cost, per trip, etc...? You need to table the resolution, this violates agreement. Consider application she created and compare to Capital Metro's application.
- Beverly Silas - Ms. Butcher, how long has this process been in motion?
- Kerri Butcher - We entered into the mediation agreement that created the MMWG in August 2008.
- Chair Martinez - Kerri, I would like to clarify or reassure the point that this resolution tries to move toward the fulfillment of that mediation agreement.
- Butcher - That is correct.
- Chair Martinez - The three remaining open items are specifically numerated in the mediation agreement that we must try to achieve some kind of consensus?
- Butcher - That is correct.
- John Langmore - I can see the new CEO being involved in this process, she needs to be involved in this process, what else is driving this time frame besides the budget,

route changes etc...? I would like to hear from staff what's driving this time frame from our perspective?

Doug Allen - The ADA Plan is another element.

Inez Evans - We have a desire to update the ADA Plan and that is what is helping to drive it. We have had some discussions with the FTA over the need to do so and so we are trying to put forth a schedule to put together a plan to bring to the Board, the community and take to the FTA.

Langmore - Is there a time in which this needs to be done?

Evans - There are some points that need correcting as soon as possible.

Fernandez - Another point to add is it may have a fiscal impact in terms of some changes as it relates to the 2011 budget as well.

Ann Stafford - I have a couple issues regarding the resolution; I am concerned we are forcing one by supporting another. We need a discussion on how we can make this work more efficiently.

Chair Martinez - This is a starting point. In the packet there is a part that talks about the process moving forward and the community outreach components. We have to start the public input process at some point. We can post as an agenda item on one of the upcoming Board meetings.

Chris Riley - If we are unsuccessful with the mediation what would be the fall back?

Chair Martinez - We would postpone because of continued mediation discussions.

Riley - I will support this but we need to get this right, this is an effort for us to step up on those issues.

Langmore - Voting in favor of this is to initiate the process, this is not agreeing that this is a conclusion to this process and we will come back and discuss throughout the process, and this should be priority for CEO.

<b>RESULT:</b>	<b>ADOPTED [UNANIMOUS]</b>
<b>MOVER:</b>	Beverly Silas, Board Member
<b>SECONDER:</b>	Mike Martinez, Board Member
<b>AYES:</b>	Chafetz, Silas, Langmore, Fernandez, Stafford, Martinez, Riley
<b>ABSENT:</b>	John Cowman

## 6. Resolution (ID # 1589) President/CEO Selection

President/CEO Selection

No action taken. They will bring the finalists back to Austin this Friday for a meeting and additional conversation with the Board, stakeholders and with employees and customers.

## VII. Presentations:

### 1. Presentation (ID # 1535) FY 2011 Budget Planning

FY 2011 Budget Planning

John-Michael Cortez, Interim Assistant Director of Community Involvement, gave presentation to outline the outreach process for the FY2011 budget. (see attachment)

Chair Martinez - Chart shows 12%?

John Langmore - Those expenses are not changing much.

Ann Stafford - Expenditures not fully allocated, picture not clear, change to reflect fully allocated.

Cortez - That's an easy change to make, we will do that.

Chair Martinez - Looks like a much better process. What is our strategy for outreach?

Cortez - We have already started publicizing online, we try to go to where the people are, community meetings, city events, meetings etc... It is also available in multiple languages and accessible to as many people as possible.

Norm Chafetz - Typically how many people show up for these meetings.

Cortez - We really haven't done these kind of budget meetings, typically we have drafted a recommended budget then we have a public hearing.

Doug Allen - Certainly we want to get the view point of interest groups but how do we make sure we get the view point of others that may not be affiliated with any interest group? I would like to highlight the interactive device I saw used at other places where you can use a device like a clicker to vote anonymously. That way you can feel comfortable about your voting. The other thing it does is the consensus gets built very quickly. This is another example of what we are trying to do with new technology.

Langmore - The direction you are going in is great. Is this the group of meetings that are running back to back?

Cortez - Yes, we start Tuesday.

Langmore - Allow room for flexibility in the process because it is not going to run exactly the way you thought it would.

Cortez - This will be the first time we have used this technology and this format and we will learn a lot from this first time.

Silas - Are you using outside facilitators?

Cortez - No we will be using our people, volunteers.

Beverly Silas - Have you considered scheduling any meetings in Williamson County or Manor?

Cortez - We have not scheduled any that far ahead yet, we are doing six of these but we can look into doing some more.

Stafford - This is a great process, the thought gone into this process, this can make a huge difference.

Cortez - Giving people the context for a budget, they have to understand it so this gives us an opportunity to talk more about it.

Langmore - This will give people some context for our budget.

Stafford - I would have some numbers to estimate if we increase the fare, if we eliminate free fares, what does that produce, etc...? Just have some information for those even if the numbers are estimated.

Cortez - We will as we go through those options and project what the impacts will be.

## VIII. Reports:

### 1. Planning/Development

Todd Hemingson, VP, Strategic Planning and Development gave updates. Todd discussed the CAMPO 2035 Plan and the agency will be trying to get grant funding through TIGER II, TIGGER, Livable Communities and a State of Good Repair program that may fund bus replacement. Also, the Planning Dept. is working with stakeholders to explore ways to reduce the bus traffic on Congress Ave.

### 2. Operations

Elaine Timbes, EVP, and Interim Chief Operating Officer gave updates. Reported on On-time performance, Vehicle accidents and MetroRail. (see attachment)

Chair Martinez - Asked to have a breakdown of numbers, by cost, number of accidents per contractor etc...

Ann Stafford - Regarding Call Center - asked about staff being cross trained to help out. Elaine stated we have some temporary people and two new hires.

MetroRail updates - Ridership averaged 901 per day in April (19,800 total) and On-time performance was 97.9 percent. (see attachment)

Norm Chafetz - What is the cost of WiFi service on the Rail?

Timbes - Will get that information for you.

### 3. Finance

Randy Hume, gave updates - This is the revised format, still working on it. (see attachment)

John Langmore - Is this the same report you sent us?

Hume - Yes.

### 4. President's Report

Doug Allen, Interim CEO/President discussed the Sunset Hearing for tomorrow and the Matrix that staff put together with all the recommendations and the timelines.

John Langmore gave a compliment on the format of the Report; it looks much better, good information and just what we wanted. It really looks good.

Norm Chafetz - Regarding at committee meetings some times we have common items at the committees in the same day. I would like to suggest that we combine those from now on to make it much easier for staff.

- Recognitions/Awards - Rodeo Winners - StarTran General Manager Terry Garcia-Crews and Elaine Timbes, EVP and Interim Chief Operating Officer, gave thanks and recognized the following staff for their hard work: Dottie Watkins, Inez Evans, Brian Whelan and Carl Woody. Terry discussed the bus Rodeo and what the Rodeo consisted of. She also recognized StarTran bus operators and mechanics who placed at the the local, state and International bus Rodeo competitions - Walley Acosta, Ted Ward, Philip O'Neal, Pete Rivera, Tony Payton, Arthur Murillo who has won 3 times and 1st place Abdelkader Tenourio, who won the International bus Rodeo in the 35 ft. category. Thanks for the support and congratulations to everyone.

- Recent and Upcoming Events

**IX. Items for Future Discussion:****X. Adjournment**

It was moved by Langmore and seconded by Martinez to adjourn the meeting.

**ADA Compliance**

*Reasonable modifications and equal access to communications are provided upon request. Please call 512-389-7458 or email [gina.estrada@capmetro.org](mailto:gina.estrada@capmetro.org) if you need more information.*

**BOARD OF DIRECTORS:** Mayor Pro Tem Mike Martinez, Chairperson; John Langmore, Vice Chair; Beverly S. Silas, Board Secretary; Council Member Chris Riley; Mayor John Cowman; Frank Fernandez; Ann M. Stafford and Norm Chafetz . Board Liaison: Gina Estrada 389-7458, email [gina.estrada@capmetro.org](mailto:gina.estrada@capmetro.org) if you need more information.

The Board of Directors may go into Closed Session under the Texas Open Meetings Act, Section 551.071, Consultation with Attorney, for any legal issues, under Section 551.072 for Real Property issues, under Section 551.074 for Personnel matters, or under Section 551.076, for deliberation regarding the deployment or implementation of Security Personnel or devices, arising regarding any item listed on this Agenda.

Date: May 24, 2010

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Yvonne Allen  
Legal/Board Support Specialist II

**Capital Metropolitan Transportation Authority  
Board of Directors**

**MEETING DATE: 05/24/2010  
CMTA-2010-30  
Board Minutes**

**SUBJECT:** Approval of Board Minutes for April 26, 2010. Public Hearing Meeting Minutes for April 6, 2010 and April 15, 2010. Special Board Meeting Minutes for April 15, 2010, April 19, 2010, and May 17, 2010.

**FISCAL IMPACT:** No fiscal impact.

**ROUTE 2025 STRATEGIC ALIGNMENT:** Does Not Apply

**DBE PARTICIPATION:** Does not apply.

**RESPONSIBLE DEPARTMENT:** Legal

**LEGAL COUNSEL SIGNATURE:** \_\_\_\_\_



**RESOLUTION  
OF THE  
CAPITAL METROPOLITAN TRANSPORTATION AUTHORITY  
BOARD OF DIRECTORS**

**STATE OF TEXAS  
COUNTY OF TRAVIS**

**RESOLUTION CMTA-2010-30  
Board Minutes**

**RESULT: ADOPTED [UNANIMOUS]**  
**MOVER:** Chris Riley, Board Member  
**SECONDER:** Beverly Silas, Board Member  
**AYES:** Chafetz, Silas, Langmore, Fernandez, Stafford, Martinez, Riley  
**ABSENT:** John Cowman

**Date: May 24, 2010**

\_\_\_\_\_  
**Secretary of the Board  
Beverly Silas**

**SUBJECT:** Approval of a Resolution Authorizing the Interim President/CEO or His Designee to Enter into an Interlocal Agreement with the City of Austin for Services Related to Tobacco Prevention and Control Activities in the Amount of \$24,100 to Support Employee and Community Health.

**FISCAL IMPACT:** Revenue generated.

**EXECUTIVE SUMMARY:** Capital Metro, the City of Austin and the Austin Tobacco Prevention & Control Coalition (ATPCC) of the Austin / Travis County HSD have been working together since 2009 to develop and implement strategies that will reduce exposure to second hand smoke to our employees, our riders and the community. As part of this strategy, Capital Metro plans to implement a Tobacco Free Workplace on June 1, 2010. This will result in one facility being designated 100% tobacco free and other locations will have modifications that will result in a reduction of second hand smoke exposure to our employees and visitors.

Capital Metro also plans to designate all Metro Rail platforms as smoke free by August 31, 2010.

The funds provided by this grant would fund necessary signage and the contracted work necessary that would result in the desired changes to the facilities and the rail platforms.

**ROUTE 2025 STRATEGIC ALIGNMENT:** Strategic Partnering

**DBE PARTICIPATION:** Does not apply.

**PROCUREMENT:** Chapter 791 of the State of Texas Government Code encourages governmental entities to increase the efficiency and effectiveness of local governments by authorizing them to contract, to the greatest possible extent, with one another. In doing so, local governments are permitted to forego the requirements of full and open competition and contract directly with one another. We recommend entering into an Interlocal Agreement between Capital Metro and the City of Austin.

**RESPONSIBLE DEPARTMENT:** Risk

**LEGAL COUNSEL SIGNATURE:** \_\_\_\_\_



**RESOLUTION  
OF THE  
CAPITAL METROPOLITAN TRANSPORTATION AUTHORITY  
BOARD OF DIRECTORS**

**STATE OF TEXAS**

**COUNTY OF TRAVIS**

**RESOLUTION CMTA-2010-31  
CMTA/COA Tobacco Free Facility ILA**

**WHEREAS**, the Capital Metropolitan Transportation Authority Board of Directors and Capital Metro management desire to support improved health among our employees, our riders, and the community at large; and

**WHEREAS**, an Interlocal Agreement between Capital Metro and the City of Austin will help reduce exposure to second hand smoke among vulnerable populations and will improve the riding experience of our customers.

**NOW, THEREFORE, BE IT RESOLVED** by the Capital Metropolitan Transportation Authority Board of Directors that the Interim President/CEO, or His Designee, is authorized to enter into an Interlocal Agreement with the City of Austin for the reimbursement of educational materials, signage, the removal of ash trays and other physical improvements at various locations, not to exceed \$24,100.

<b>RESULT:</b>	<b>ADOPTED [UNANIMOUS]</b>
<b>MOVER:</b>	Beverly Silas, Board Member
<b>SECONDER:</b>	John Langmore, Board Member
<b>AYES:</b>	Chafetz, Silas, Langmore, Fernandez, Stafford, Martinez, Riley
<b>ABSENT:</b>	John Cowman

**Date: May 24, 2010**

\_\_\_\_\_  
**Secretary of the Board  
Beverly Silas**

**SUBJECT:** Approval of a Resolution Authorizing the Interim President/CEO or His Designee to Ratify an Interlocal Agreement with the City of Austin for the Austin-Manor Hike and Bike Trail.

**FISCAL IMPACT:** No fiscal impact.

**EXECUTIVE SUMMARY:** The City of Austin has requested the approval of an Interlocal Agreement which would grant the City the right to design, construct and maintain a public bikeway in a portion of Capital Metro's Giddings-to-Llano railroad Right-Of-Way from Manor (Mile Post 43.45) to Daffan Lane (MP 48.45). This right is and will remain subordinate to our Transit needs. Capital Metro would retain rights of review and approval for the design and construction of such bikeway.

The design, construction and ancillary costs for this bikeway project would be solely those of the City, as would all ongoing maintenance costs for the length of the bikeway, such maintenance costs including but not limited to mowing, trimming and refuse removal.

This bikeway would be a segment of, and connect to, the City's Bikeway network.

**ROUTE 2025 STRATEGIC ALIGNMENT:** Strategic Partnering

**DBE PARTICIPATION:** Does not apply.

**PROCUREMENT:** Chapter 791 of the State of Texas Government Code encourages government entities to increase the efficiency and effectiveness of local governments by authorizing them to contract, to the greatest possible extent, with one another. In doing so, local governments are permitted to forego the requirements of full and open competition and contract directly with one another.

**RESPONSIBLE DEPARTMENT:** Legal

**LEGAL COUNSEL SIGNATURE:** \_\_\_\_\_



**RESOLUTION  
OF THE  
CAPITAL METROPOLITAN TRANSPORTATION AUTHORITY  
BOARD OF DIRECTORS**

**STATE OF TEXAS  
COUNTY OF TRAVIS**

**RESOLUTION CMTA-2010-32  
Austin to Manor Hike & Bike Trail**

**WHEREAS**, Capital Metro's mission is to develop a multi-modal transportation system which provides ease of mobility throughout its service area, the Austin metropolitan area, and surrounding communities; and

**WHEREAS**, Capital Metro is committed to offering the community quality transportation choices which include the opportunity for pedestrian and bicycle access to the system and beyond; and

**WHEREAS**, Capital Metro's rail right-of-way provides a meaningful opportunity for different modes of transit to share space; and

**WHEREAS**, Capital Metro and the City of Austin have committed to working together to ensure that hike and bike paths are available along the rail right-of-way from Manor to Daffan Lane.

**NOW THEREFORE BE IT RESOLVED**, that the Capital Metro Board of Directors approves and ratifies the Interlocal Agreement with the City of Austin for the Austin to Manor Hike and Bike Trail.

<b>RESULT:</b>	<b>ADOPTED [UNANIMOUS]</b>
<b>MOVER:</b>	Chris Riley, Board Member
<b>SECONDER:</b>	Frank Fernandez, Board Member
<b>AYES:</b>	Chafetz, Silas, Langmore, Fernandez, Stafford, Martinez, Riley
<b>ABSENT:</b>	John Cowman

**Date: May 24, 2010**

\_\_\_\_\_  
**Secretary of the Board  
Beverly Silas**

**SUBJECT:** Resolution Authorizing the Renewal of Issuance of Capital Metropolitan Transportation Authority Sales and Use Tax and Revenue Notes, Series 2010, in an Aggregate Amount Not to Exceed \$10,000,000 for the Purpose of Providing Money for Certain Authorized Purposes.

**FISCAL IMPACT:** Funding is available in the FY2010 budget.

**EXECUTIVE SUMMARY:** In an effort to ensure Capital Metro protects its credit worthiness and ability to maintain services as well as make prompt vendor payments, staff contacted its depository bank regarding the renewal of short-term line of credit that could be drawn upon as a safety net or contingency if the authority experiences unexpected demands for cash. This is a common practice in private business and at transit authorities around the country.

JP Morgan Chase Bank has provided a commitment to Capital Metro to renew such a credit line in the form of short-term notes in an amount not to exceed \$10,000,000. The line is only available to support capital expenditures in accordance with Texas statutes. A term sheet is attached.

In summary, terms are:

- Repayment term will not to exceed one year
- A calculated variable interest rate is applied only to amounts actually drawn or used. Currently that rate would be approximately 3.0%-3.5%
- A facility or availability fee of 0.25% (25 bps) will be applied to the unused balance of the line, payable quarterly
- There is no penalty for early repayment or closing the credit line
- Capital Metro must obtain the banks approval prior to issuance of any additional debt exceeding \$1.0 million

**ROUTE 2025 STRATEGIC ALIGNMENT:** Sustainable Business Growth

**DBE PARTICIPATION:** Does not apply.

**PROCUREMENT:** Does not apply.

**RESPONSIBLE DEPARTMENT:** Finance & Administration

**LEGAL COUNSEL SIGNATURE:** \_\_\_\_\_



**RESOLUTION  
OF THE  
CAPITAL METROPOLITAN TRANSPORTATION AUTHORITY  
BOARD OF DIRECTORS**

**STATE OF TEXAS  
COUNTY OF TRAVIS**

**RESOLUTION CMTA-2010-33  
Issuance of Short Term Notes**

**A RESOLUTION AUTHORIZING THE ISSUANCE OF CAPITAL METROPOLITAN TRANSPORTATION AUTHORITY SALES AND USE TAX AND REVENUE NOTES, SERIES 2010, IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$10,000,000 FOR THE PURPOSE OF PROVIDING MONEY FOR CERTAIN AUTHORIZED PURPOSES; APPROVING AND AUTHORIZING CERTAIN AUTHORIZED OFFICERS AND EMPLOYEES TO ACT ON BEHALF OF THE Authority IN THE SELLING AND DELIVERY OF SUCH NOTES WITHIN THE LIMITATIONS AND PROCEDURES SPECIFIED HEREIN; MAKING CERTAIN COVENANTS AND AGREEMENTS IN CONNECTION THEREWITH; RESOLVING OTHER MATTERS INCIDENT AND RELATED TO THE ISSUANCE, SALE, DELIVERY AND SECURITY OF THE NOTES, INCLUDING THE APPROVAL OF A NOTE PURCHASE AGREEMENT.**

**WHEREAS**, the Capital Metropolitan Transportation Authority (the “Authority”) was created pursuant to Chapter 451, Transportation Code, as amended (the “Authority Act”);

**WHEREAS**, Section 451.362, Texas Transportation Code, as amended (“Section 451.362”), and Chapter 1371, Texas Government Code, as amended (“Chapter 1371”), authorize the Authority to issue bonds with a maximum maturity of twelve months and to provide for the payment of principal of and interest on such bonds from revenues or taxes, including sales and use tax revenues and net revenues of the system, received on or after the date of the issuance of such bonds;

**WHEREAS**, the Board has determined that it is in the best interest of the Authority to adopt this Resolution and issue such bonds in the form of sales and use tax and revenue notes in an aggregate principal amount and in the manner herein provided, as permitted by the Act (as hereinafter defined); and

**WHEREAS**, the Purchaser (as hereinafter defined) has agreed to purchase such notes upon the terms and conditions hereof and of the Note Purchase Agreement (as

hereinafter defined);

**NOW, THEREFORE, BE IT RESOLVED** BY THE BOARD OF DIRECTORS OF THE CAPITAL METROPOLITAN TRANSPORTATION AUTHORITY:

Section 1. Findings. The Board hereby finds, determines and certifies that:

(a) the facts and recitations contained in the preamble of this Resolution are true and correct; and

(b) the Notes are being issued pursuant to and in compliance with the Act and pursuant to this Resolution.

Section 2. Definitions. As used in this Resolution, the following terms shall have the meanings set forth below:

“Act” means, collectively, the Authority Act (including particularly Section 451.362) and Chapter 1371.

“Authority” means the Capital Metropolitan Transportation Authority.

“Authorized Purpose” means any purpose under the Act for which the Authority may issue the Notes.

“Authorized Officer” means the Controller of the Authority or such person(s) designated in writing by the Controller to serve as an Authorized Officer hereunder.

“Board” means the Board of Directors of the Authority, which is the governing body of the Authority.

“Business Day” means any day which is not a Saturday, Sunday, legal holiday, or day on which lending institutions in the City of Austin, Texas, are required or are authorized by law or executive order to remain closed.

“Event of Default” means an Event of Default as defined in the Note Purchase Agreement.

“Issuance Date” means the date on which a Note is delivered to the Purchaser.

“Maximum Maturity Date” means May 27, 2011.

“Maximum Principal Amount” means Ten Million and No/100 Dollars (\$10,000,000) which is (a) the maximum aggregate principal amount of the Notes authorized to be issued under this Resolution and (2) the maximum amount of Purchases that the Authority is authorized to obtain under the Note Purchase Agreement.

“Net Revenues” means the revenues collected by the Authority on or after the date of issuance of such Note from the operation of the Authority’s transit system less operation and maintenance expenses of such transit system, including salaries, labor,

materials, and repairs necessary to provide efficient service and every other proper item of expense.

“Notes” or “Note” means the Authority’s Sales and Use Tax and Revenue Notes, Series 2010, authorized and issued pursuant to this Resolution.

“Note Purchase Agreement” means the Note Purchase Agreement dated as of May 27, 2010 between the Authority and the Purchaser (in substantially the form presented to the Board at the time of adoption of this Resolution).

“Noteholders” or “Holders” or “Owners” means the Purchaser, as the initial payee of the Notes, and its successors and assigns.

“Purchase” means each of the amounts to be delivered, from time to time, to the Authority by the Purchaser with respect to a purchase of a Note pursuant to the Note Purchase Agreement.

“Purchaser” means JPMorgan Chase Bank, N.A., a national banking association duly organized and existing under the laws of the United States of America.

“Resolution” means this Resolution authorizing the issuance of the Notes from time to time.

“Sales and Use Tax Revenues” means the revenues collected by the Authority on or after the date of issuance of such Note from the tax levied by the Authority pursuant to the Authority Act, the orders of the Authority’s Board and an election held within the Authority. Under the authority of the Authority Act and pursuant to such election, the rate of the Sales and Use Tax is equal to 1% of the receipts from the sale at retail or on the sale price on the lease or rental price on the storage, use or other consumption of all taxable items within the boundaries of the Authority.

“Series 2010 Note Account” means the account by that name established pursuant to Section 9 of this Resolution.

Section 3. Authorization. The Notes shall be designated as “Capital Metropolitan Transportation Authority Sales and Use Tax and Revenue Notes, Series 2010,” shall be in registered form payable to the Purchaser. Proceeds of the Purchases of the Notes shall be used for Authorized Purposes of the Authority and to pay the costs of issuance thereof, pursuant to and in compliance with the Act and the Constitution and laws of the State of Texas.

Section 4. Date and Maturity. Each Note shall be dated the Issuance Date and shall mature on the Maximum Maturity Date.

Section 5. Interest. Each shall bear interest from the date of Purchase at the interest rate provided in the Note Purchase Agreement calculated on the basis of a 360-day year and actual days elapsed.

Section 6. Terms; Prepayment. Each Note shall be payable, shall have the characteristics, and shall be signed and sealed, all as provided in the form of Note

attached to this Resolution as Exhibit A. Payment of the principal of the Note shall be made on the Maximum Maturity Date by wire transfer of immediately available funds to the Purchaser.

The Note may be prepaid, in whole or in part, prior to the Maximum Maturity Date, at the option of the Authority, at a price equal to the principal amount of the Note being prepaid plus accrued interest to the date of prepayment, on any Business Day; provided that the Authority must give the Purchaser written notice of the proposed prepayment at least two (2) Business Days prior to the date of such prepayment.

Section 7. Forms. The form of Note shall be substantially as set forth in Exhibit A to this Resolution, with such additions, deletions and variations as may be necessary or desirable and permitted or required by this Resolution or the Note Purchase Agreement.

Section 8. Source of Payment and Security for the Note; Pledge. Each Note shall constitute a special obligation of the Authority and the principal of and interest on the Note shall be payable from and secured by a lien on (i) the Authority's Sales and Use Tax Revenues and (ii) the Net Revenues, and such pledge and lien shall be valid, effective and perfected without any filing or recording thereof, other than inclusion of a complete copy of this Resolution among the public records of the Authority, all as provided in Chapters 1201 and 1208, Texas Government Code, as amended.

Section 9. Series 2010 Note Account. There is hereby created a special account, to be known as the "Sales and Use Tax and Revenue Note, Series 2010 Account" (the "Series 2010 Note Account"). The Authority hereby covenants and agrees to deposit into the Series 2010 Note Account from Sales and Use Tax Revenues and Net Revenues amounts sufficient to accumulate (together with investment earnings on the Series 2010 Note Account) the amount required to pay the interest payable on each Note on a monthly basis and the principal of the Note and the unpaid interest thereon on the Maximum Maturity Date. The Series 2010 Note Account shall be established and maintained at a depository bank of the Authority, shall be kept separate and apart from all other accounts of the Authority, shall be held irrevocably in trust for the equal and ratable benefit of the Holders from time to time of the Note, and shall be used only to pay the principal of and interest on the Notes. Prior to disbursement to pay the principal of and interest on the Notes, money in the Series 2010 Note Account shall be secured and invested in such manner as may be directed by the Authority in accordance with Texas law. Any money remaining in the Series 2010 Note Account after payment of the principal of and interest on all outstanding Notes may be used by the Authority for any lawful purpose.

Section 10. Sales and Use Tax Levy. The resolutions or orders levying the Authority's Sales and Use Tax previously adopted by the Board of Directors are hereby approved, ratified and readopted in full, and this Resolution shall be cumulative of such resolutions or orders.

Section 11. Sale; Note Purchase Agreement. The sale and delivery of the Notes to the Purchaser pursuant to the terms and provisions set forth in the Note Purchase Agreement, substantially in the form attached hereto as Exhibit C, is hereby

authorized, approved and confirmed. The President and Chief Executive Officer and the Secretary of the Board and all other appropriate officers of the Authority are hereby authorized and directed to execute and deliver the Note Purchase Agreement, and all officers, agents, and representatives of the Authority are authorized and directed to do any and all things necessary or convenient to carry out the provisions of this Resolution.

Section 12. Purchases. The aggregate principal amount of Purchases shall not exceed the Maximum Principal Amount.

Section 13. Request for Purchase. Purchases shall be initiated by the Authority by delivering to the Purchaser (at the address provided in Section 19 of this Resolution for notices to the Purchaser) a written Request for Purchase, in at least the amount of \$1,000,000 or larger integral multiple of \$10,000 signed by an Authorized Officer, in the form attached hereto as Exhibit B, which delivery may be made by facsimile transmission. Each Request for Purchase shall be delivered not later than two (2) Business Days prior to the date such Purchase is to be made by the Purchaser.

It is expressly understood and agreed that the Purchaser shall be entitled to rely on representations and certifications in each Request for Purchase and shall have no obligation to make inquiry into any such representation or certification and that any inquiry undertaken by or on behalf of the Purchaser shall not affect the Purchaser's ability to rely on such representations and certifications.

Section 14. Deposit of Purchases; Confirmation. On the date specified in each Request for Purchase, the Purchaser shall transfer the amount of the Purchase requested by such Request for Purchase, by wire or internal transfer or of immediately available funds, to the account of the Authority in accordance with the instructions provided in the Request for Purchase. The Authority shall cause written confirmation of the receipt of such amount, which confirmation may be by facsimile transmission, to be given to the Authority by the bank or other financial institution receiving such amount for deposit in an account of the Authority.

Section 15. Proceeds. There is hereby created a special account of the Authority to be known as the "Sales and Use Tax and Revenue Note, Series 2010 Proceeds Account" (the "Note Proceeds Account"). The proceeds from the sale of each Note shall be deposited into such account, shall be secured and invested in the manner directed by the Authority in accordance with Texas law, and the earnings on the investment of such proceeds shall remain in such account. Money in the Note Proceeds Account shall be used for Authorized Purposes of the Authority and shall secure the repayment of the Notes.

Section 16. Warranties, Representations and Covenants of the Authority.

(a) The Authority agrees, promises, and covenants that, on or before the Maximum Maturity Date, it will deposit into the Series 2010 Note Account, from Sales and Use Tax Revenues and Net Revenues, money sufficient to pay the principal of and interest accrued on all Notes; and the Authority will, at the times and in the manner prescribed by this Resolution, deposit or cause to be deposited the amount or amounts of money specified herein into the accounts specified herein.

(b) The Authority represents and warrants that it is a duly incorporated and existing rapid transit authority under the laws of the State of Texas, authorized under the laws of the State of Texas to issue the Notes, that all actions prerequisite to the lawful issuance and delivery of the Note have been duly and effectively taken, that this Resolution was duly adopted by the duly appointed Board at a meeting at which a quorum was present and of which notice was given as required by law; that the Notes and the Note Purchase Agreement have been signed with the manual or facsimile signatures of the duly appointed President and Chief Executive Officer and Secretary of the Board; that the Notes are and will be valid and enforceable obligations of the Authority in accordance with its terms and the terms of this Resolution; and that upon delivery of the Note, the Purchaser will have a first priority perfected security interest in the funds deposited in the Series 2010 Note Account.

(c) The Authority certifies that the Notes are issued pursuant to and in compliance with the Act and pursuant to this Resolution.

(d) The Authority represents and certifies that all approvals, consents and orders of any governmental authority or agency having jurisdiction of any matter which would constitute a condition precedent to the performance by the Authority of its obligations under this Resolution, the Notes and the Note Purchase Agreement will have been obtained prior to the Issuance Date.

(e) The Authority represents that there is no litigation pending or, to its knowledge, threatened, which would challenge the legality of the Authority, or the validity or enforceability of this Resolution, the Notes, the Note Purchase Agreement, or the security therefor, or that would have any material and adverse impact on the ability of the Authority to pay the principal of and interest on the Notes on the Maximum Maturity Date or perform its obligations under this Resolution when and as required.

(f) The covenants and representations made or required by this Section are for the benefit of the Purchaser and each subsequent Noteholder, if any, and may be relied upon by such persons for all purposes.

Section 17. Legal Holidays. If any date fixed for payment of the Notes is not a Business Day, then payment need not be made on such date but may be made on the next succeeding day which is a Business Day with the same force and effect as if made on the date fixed for payment.

Section 18. No Recourse Against Authority Officials. No recourse shall be had for the payment of principal of or interest on the Notes or for any claim based thereon or pursuant to this Resolution against any official of the Authority or against any person executing the Notes.

Section 19. Notices. Any notice, demand, request, or other instrument authorized or required to be given under this Resolution shall be deemed to have been given only upon receipt. Notices may be given by first class mail, postage prepaid, or by overnight delivery service, or by facsimile transmission to the following addresses or such other address as may be designated by a party:

AUTHORITY: Capital Metropolitan Transportation Authority  
2910 East 5th Street  
Austin, Texas 78702  
FAX: (512) 369-6504  
Attention: Controller

PURCHASER: JPMorgan Chase Bank, N.A.  
221 West 6th Street  
Austin, Texas 78701  
FAX: (512) 479-2814  
Attention: Larnell Camus

Section 20. 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 21. 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 place convenient and readily accessible at all times to the general public at the regular meeting place of the Authority for the time required by law preceding this meeting, as required by the Open Meetings Law, Chapter 551, Texas Government Code, as amended, 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 22. Repealer. All orders, resolutions and motions, or parts thereof inconsistent with the provisions of this Resolution are hereby repealed to the extent of such inconsistency.

Section 23. Effective Date. This Resolution shall be in full force and effect immediately upon its adoption.

*[The remainder of this page intentionally left blank.]*

PASSED AND APPROVED this May 24, 2010.

\_\_\_\_\_  
Chairman, Board of Directors

ATTEST:

\_\_\_\_\_  
Secretary, Board of Directors

(SEAL)

- Exhibit A - Form of Note
- Exhibit B - Form of Request for Purchase
- Exhibit C - Note Purchase Agreement

**EXHIBIT A**

**FORM OF NOTE**

NO. R-\_\_\_\_  
UNITED STATES OF AMERICA STATE OF TEXAS CAPITAL METROPOLITAN  
TRANSPORTATION AUTHORITY SALES AND USE TAX AND REVENUE NOTE,  
SERIES 2010

<u>ISSUANCE DATE:</u>	<u>PRINCIPAL AMOUNT:</u>	<u>MAXIMUM MATURITY DATE:</u>
_____, 20__	\$ _____	May 27, 2011

CAPITAL METROPOLITAN TRANSPORTATION AUTHORITY (the "Authority") hereby acknowledges itself indebted to and promises to pay from its Sales and Use Tax Revenues and Net Revenues to JPMORGAN CHASE BANK, N.A., (the "Payee") on the Maximum Maturity Date set forth above, an amount equal to the Principal Amount set forth above pursuant to the resolution of the Authority's Board of Directors authorizing the issuance of this Note (the "Resolution") and a Note Purchase Agreement dated May

27, 2010, between the Authority and the Payee, which Purchases are to be made at the discretion and request of the Authority and to pay on each monthly anniversary of the Issuance Date set forth above and at maturity or upon earlier prepayment, from the same source, interest on this Note from the date on which such Purchase is made at the per annum rate calculated in the manner set out in the Resolution, computed on the basis of a 360-day year and actual days elapsed. Payments of principal of and interest on this Note shall be payable in any coin or currency which, on the date of payment of such principal and interest, is legal tender for the payment of debts due the United States of America, without exchange or collection charges, by wire transfer of immediately available funds to the Payee.

THIS NOTE is dated the Issuance Date and is issued in the Principal Amount set forth above for Authorized Purposes of the Authority, pursuant to and in compliance with Chapter 1371 Texas Government Code, as amended, and Section 451.362, Texas Transportation Code, as amended, and pursuant to the Resolution, under and in strict conformity with the Constitution and laws of the State of Texas. Capitalized terms used herein and not otherwise defined shall have the meaning assigned in the Resolution.

THIS NOTE MAY BE PREPAID prior to maturity, in whole or in part, on any date, at a price equal to the outstanding principal amount being prepaid plus accrued interest thereon to the date of payment, by wire transfer of immediately available funds to the place of payment, in accordance with the terms and conditions of the Resolution.

THIS NOTE SHALL BE CONSTRUED AND ENFORCED IN ACCORDANCE WITH THE LAWS OF THE STATE OF TEXAS AND APPLICABLE FEDERAL LAW.

BY ACCEPTANCE HEREOF the Payee accepts and agrees to all of the terms and conditions of the Resolution, which terms and conditions are incorporated herein by reference for all purposes. The Authority may treat the Payee as the absolute owner of this Note for all purposes, and the Authority shall not be bound by any notice to the contrary.

THIS NOTE IS A SPECIAL OBLIGATION OF THE AUTHORITY payable solely from and secured by a lien on the Authority's Sales and Use Tax Revenues and Net Revenues.

IT IS HEREBY CERTIFIED, RECITED AND COVENANTED that this Note has been duly and validly authorized, issued and delivered; that all acts, conditions and things required or proper to be performed, exist and be done precedent to or in the issuance and delivery of this Note have been performed, existed and have been done in accordance with law; that this Note does not exceed any Constitutional or statutory limitation; that due provision has been made for the payment of the interest on and principal of this Note, as such interest comes due and such principal matures, by an irrevocable pledge of the Sales and Use Tax Revenues and Net Revenues described in the Resolution; and that this Note is a valid and binding obligation of the Authority, enforceable against the Authority in accordance with its terms.

IN WITNESS WHEREOF, this Note has been executed by the manual or facsimile signatures of the President and Chief Executive Officer of the Authority and

attested by the Secretary of the Board, and the official seal of the Authority has been duly affixed by being impressed, or placed in facsimile, on this Note.

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President and Chief Executive Officer  
Capital Metropolitan Transportation Authority

ATTEST:

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Secretary, Board of Directors  
Capital Metropolitan Transportation Authority

(SEAL)

## EXHIBIT B

### REQUEST FOR PURCHASE

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DATE OF NOTICE:	_____, 20__
BORROWER/ISSUER:	Capital Metropolitan Transportation Authority
PERTAINING TO:	Sales and Use Tax and Revenue Note, Series 2010 and Note Purchase Agreement dated May 27, 2010 (the "Agreement")

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This Request for Purchase is delivered pursuant to Section 13 of that certain Resolution adopted by the Board of Directors of the Authority on May 24, 2010, authorizing issuance of its Sales and Use Tax and Revenue Note, Series 2010, in the maximum principal amount of \$10,000,000 (the "Notes") and the Agreement between the Authority and the Purchaser relating to the purchase of the Notes. All capitalized terms used and not otherwise defined herein shall have the same meaning as those set forth in this Resolution.

The Authority hereby requests a Purchase of a Note (the "Requested Purchase") as follows:

1. The principal amount of the Requested Purchase is \$\_\_\_\_\_.
2. The date on which the Requested Purchase is to be made is \_\_\_\_\_, 20\_\_, being a date that is not earlier than the third (3rd) Business Day after the date hereof.
3. The Requested Purchase is to be deposited, in immediately available funds by wire transfer, in Account No. \_\_\_\_\_ maintained by the Authority with \_\_\_\_\_, Austin, Texas, ABA Routing No. \_\_\_\_\_, Attention: \_\_\_\_\_.
4. By execution hereof the undersigned certifies that (a) he/she is an Authorized Officer as defined in the Resolution, (b) the Resolution has not been amended, rescinded, supplemented or otherwise modified since the date thereof and (c) that no resolution conflicting with the terms of the Resolution has been adopted by the Board since such date.
5. On and as of the date hereof the undersigned hereby certifies that (a) each and every one of the representations and warranties of the Authority contained in the Resolution is true, correct, and accurate in all respects, and each such representation and warranty is hereby affirmatively made and restated on and as of the date of this Request for Purchase, (b) there has been no material adverse change in the financial affairs of the Authority since the date of the Agreement, and (c) the Authority has performed all of its covenants and warranties contained in the Resolution and is not in default under any provision of the Resolution or any Note.

CAPITAL METROPOLITAN  
TRANSPORTATION AUTHORITY

By: \_\_\_\_\_  
Title: \_\_\_\_\_

**EXHIBIT C**

**NOTE PURCHASE AGREEMENT**

**CERTIFICATE FOR RESOLUTION**

STATE OF TEXAS §  
CAPITAL METROPOLITAN §  
TRANSPORTATION AUTHORITY §

I, the undersigned officer of the Board of Directors of the Capital Metropolitan Transportation Authority, hereby certify as follows:

1. The Board of Directors (the "Board") of the Capital Metropolitan Transportation Authority (the "Authority") convened in a regular meeting on May 24, 2010, at the regular meeting place thereof within said Authority (the "Meeting"), and the roll was called of the duly constituted officers and members of the Board, to wit:

- |                 |               |
|-----------------|---------------|
| Mike Martinez   | Chairman      |
| John Langmore   | Vice Chairman |
| Beverly Silas   | Secretary     |
| Chris Riley     | Member        |
| John Cowman     | Member        |
| Frank Fernandez | Member        |
| Norm Chafetz    | Member        |
| Ann Stafford    | Member        |

and all of such persons were present at the meeting, except \_\_\_\_\_, thus constituting a quorum. Whereupon, the following was transacted at such meeting: a written

A RESOLUTION AUTHORIZING THE ISSUANCE OF CAPITAL METROPOLITAN TRANSPORTATION AUTHORITY SALES AND USE TAX AND REVENUE NOTES, SERIES 2010, IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$10,000,000 FOR THE PURPOSE OF PROVIDING MONEY FOR CERTAIN AUTHORIZED PURPOSES; APPROVING AND AUTHORIZING CERTAIN AUTHORIZED OFFICERS AND EMPLOYEES TO ACT ON BEHALF OF THE Authority IN THE SELLING AND DELIVERY OF SUCH NOTES WITHIN THE LIMITATIONS AND PROCEDURES SPECIFIED HEREIN; MAKING CERTAIN COVENANTS AND AGREEMENTS IN CONNECTION THEREWITH; RESOLVING OTHER MATTERS INCIDENT AND RELATED TO THE ISSUANCE, SALE, DELIVERY AND SECURITY OF THE NOTES, INCLUDING THE APPROVAL OF A NOTE PURCHASE AGREEMENT.

was duly introduced for the consideration of said Board and read in full. It was then duly

moved and seconded that this resolution be adopted; and, after due discussion, said motion, carrying with it the adoption of this resolution, prevailed and carried by the following vote:

AYES: \_\_\_\_\_ NOES: \_\_\_\_\_ ABSTENTIONS: \_\_\_\_\_

2. That a true, full and correct copy of the aforesaid resolution adopted at the meeting described in the above and foregoing paragraph is attached to and follows this certificate; that such true, full and correct copy of the aforesaid resolution is thereby included among the public records of the Authority; that this resolution has been duly recorded in said Board's minutes of the Meeting; that the above and foregoing paragraph is a true, full and correct excerpt from said Board's minutes of the Meeting pertaining to the adoption of this resolution; that the persons named in the above and foregoing paragraph are the duly chosen, qualified and acting officers and members of said Board as indicated therein; that each of the officers and members of said Board was duly and sufficiently notified officially and personally, in advance, of the date, hour, place and purpose of the aforesaid Meeting, and that this resolution would be introduced and considered for adoption at said Meeting, and each of said officers and members consented, in advance, to the holding of said Meeting for such purpose; that the Meeting was open to the public as required by law; and that public notice of the date, hour, place and subject of the Meeting was given as required by Chapter 551, Texas Government Code, as amended.

SIGNED AND SEALED this May 24, 2010.

\_\_\_\_\_  
Secretary, Board of Directors

(SEAL)

<b>RESULT:</b>	<b>ADOPTED [UNANIMOUS]</b>
<b>MOVER:</b>	Beverly Silas, Frank Fernandez
<b>SECONDER:</b>	Norm Chafetz, Mike Martinez
<b>AYES:</b>	Chafetz, Silas, Langmore, Fernandez, Stafford, Martinez, Riley
<b>ABSENT:</b>	John Cowman

**Date: May 24, 2010**

\_\_\_\_\_  
**Secretary of the Board**  
**Beverly Silas**

**Capital Metropolitan Transportation Authority  
Board of Directors**

**MEETING DATE: 05/24/2010  
CMTA-2010-34  
MetroAccess Process**

**SUBJECT:** MetroAccess Process.

**FISCAL IMPACT:** No fiscal impact.

**ROUTE 2025 STRATEGIC ALIGNMENT:** Does Not Apply

**DBE PARTICIPATION:** Does not apply.

**PROCUREMENT:** Does not apply.

**RESPONSIBLE DEPARTMENT:** Legal

**LEGAL COUNSEL SIGNATURE:** \_\_\_\_\_



**RESOLUTION  
OF THE  
CAPITAL METROPOLITAN TRANSPORTATION AUTHORITY  
BOARD OF DIRECTORS**

**STATE OF TEXAS**

**COUNTY OF TRAVIS**

**RESOLUTION CMTA-2010-34**

**MetroAccess Process**

**WHEREAS**, the Capital Metropolitan Transportation Authority is required by Federal Regulation, 49 CFR 37.135, to update our ADA Paratransit Plan in conjunction with Board approved changes to service; and

**WHEREAS**, the Capital Metropolitan Transportation Authority intends to support and act upon the recommendations identified in the Sunset Commission Report; and

**WHEREAS**, the Capital Metropolitan Transportation Authority wishes to obtain meaningful input and comments from the community; and

**WHEREAS**, the Capital Metropolitan Transportation Authority wishes to comply with the Mediation Agreement between Capital Metro and the Metro Mobility Working Group (MMWG); and

**WHEREAS**, the Capital Metropolitan Transportation Authority must submit recommended policy changes to the Board of Directors in conjunction with the 2011 budget process.

**NOW, THEREFORE, BE IT RESOLVED** by the Capital Metropolitan Transportation Authority Board of Directors that:

- Staff is directed to initiate the public input and comment process in July 2010 and to complete all outreach by July 31 2010;
- The MMWG is requested to bring forward their final recommendations on the three outstanding issues, eligibility, open returns and taxi vouchers, to the June 2010 meeting of the Board of Directors;
- Staff and the MMWG are requested to work together to identify a mediation service that can facilitate the process to support the advancement of the MMWG recommendations at the June 2010 meeting of the Board of Directors; and
- Staff is directed to present, at the August 2010 meeting of the Board of Directors, analysis of all public comment and input, final staff recommendations of service levels, service area and policy change recommendations.

**RESULT:** ADOPTED [UNANIMOUS]  
**MOVER:** Beverly Silas, Board Member  
**SECONDER:** Mike Martinez, Board Member  
**AYES:** Chafetz, Silas, Langmore, Fernandez, Stafford, Martinez, Riley  
**ABSENT:** John Cowman

**Date: May 24, 2010**

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**Secretary of the Board**  
**Beverly Silas**

**Capital Metropolitan Transportation Authority  
Board of Directors**

**MEETING DATE: 05/24/2010  
(ID # 1589)  
President/CEO Selection**

**SUBJECT:** President/CEO Selection

**FISCAL IMPACT:** No fiscal impact.

**ROUTE 2025 STRATEGIC ALIGNMENT:** Does Not Apply

**DBE PARTICIPATION:** Does not apply.

**RESPONSIBLE DEPARTMENT:** Legal

**LEGAL COUNSEL SIGNATURE:** \_\_\_\_\_



**RESOLUTION  
OF THE  
CAPITAL METROPOLITAN TRANSPORTATION AUTHORITY  
BOARD OF DIRECTORS**

**STATE OF TEXAS  
COUNTY OF TRAVIS**

**RESOLUTION (ID # 1589)  
President/CEO Selection**

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**Date: May 24, 2010**

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**Secretary of the Board  
Beverly Silas**

**Capital Metropolitan Transportation Authority**    **MEETING DATE: 05/24/2010**  
**Board of Directors**    **(ID # 1535)**  
**FY 2011 Budget Planning**

**TITLE:** FY 2011 Budget Planning

Update of schedule and process for FY 2011 Budget