

**RESOLUTION NO. 2005-03**

**A RESOLUTION OF THE BOARD OF DIRECTORS OF THE ORANGELINE DEVELOPMENT AUTHORITY AUTHORIZING ENTRY INTO A DEVELOPMENT PARTNER AGREEMENT WITH ARCADIS G&M, INC.**

**WHEREAS**, on April 30, 2004, the Orangeline Development Authority issued Request for Proposals (RFP) 04-002 for a Development Partner;

**WHEREAS**, on September 9, 2004, the Authority's Board of Directors authorized negotiation of an agreement with Lockheed Martin Corporation on behalf of a consortium of 21 companies proposing to serve as the Authority's partner in developing the Orangeline;

**WHEREAS**, the Authority was notified, in a jointly signed letter from Lockheed Martin and ARCADIS dated February 25, 2005, that the consortium had selected ARCADIS G&M, Inc. as the lead firm for the Development Partner team during Phase 1;

**WHEREAS**, on April 13, 2005, the Authority Board completed its review of the draft agreement between the Authority and ARCADIS G&M, Inc., following review of the draft agreement and recommendation of its approval by Authority staff and the City Managers Contract Negotiating Committee;

**WHEREAS**, the proposed agreement provides for a \$1.1 million investment commitment of in-kind services by ARCADIS G&M, Inc., and a matching \$250,000 cash investment contribution by the Authority;

**WHEREAS**, approval of the agreement would enable completion of Phase 1 studies during the next twelve months to verify the financial feasibility of the Orangeline as a self-funded enterprise, thus representing a major milestone in the Orangeline Corridor Development Project;

**WHEREAS**, the agreement sets the foundation for a long term relationship with the consortium in which the Authority and the consortium, through subsequent amendments to the agreement, would implement the proposed Orangeline maglev system and provide high-speed ground transportation service to the Authority's members cities;

**THE ORANGELINE DEVELOPMENT AUTHORITY DOES HEREBY FIND, RESOLVE AND ORDER AS FOLLOWS:**

Section 1. The agreement between the Authority and ARCADIS G&M, Inc., the lead firm of a consortium of companies committed to serving as the Authority's Development Partner and helping advance the Orangeline Corridor Development Project, will provide significant benefits to the Authority's member cities and is in the public interest.

Section 2. The Board of Directors therefore authorizes the Chairman, on behalf of the Authority, to execute the proposed agreement with ARCADIS G&M, Inc., attached hereto as Exhibit A.

Section 3. The Board authorizes the expenditure of \$250,000 from current and future anticipated Authority revenues, for reimbursement of a portion of the costs to be incurred by ARCADIS G&M, Inc., subject to subsequent Board approvals of invoices submitted by ARCADIS G&M, Inc.

Section 4. The Board authorizes the Executive Director to make changes to the agreement, subject to further Board review if any such changes substantially alter the key terms of the agreement, and subject to review and approval of Authority General Counsel.

Section 5. The Secretary shall certify to the adoption of this Resolution.


PASSED, APPROVED and ADOPTED this 13<sup>th</sup> day of April 2005.

AYES: Unanimous  
NOES: None  
ABSTAIN: None

Board Members:  
Board Members:  
Board Members:

  
\_\_\_\_\_  
Scott Larsen, Chairman

ATTEST:

  
\_\_\_\_\_  
Art Gallucci, Secretary

APPROVED AS TO FORM

  
\_\_\_\_\_  
Yvette M. Abich  
Orangeline Development Authority Asst. General Counsel

Exhibit A: Development Agreement by and between Orangeline Development Authority and ARCADIS G&M, Inc., for the Orangeline Corridor Development Project, dated April 13, 2005