

Wednesday, October 1, 2025 @ 8:30 am
Commissioners Courtroom, Grayson County Courthouse
100 W Houston St, Sherman, TX 75090

- I. Call to order
- II. Acknowledgment of Quorum by Chairman
- III. Public Comment Period
- IV. [Consider approval of the minutes of the MPO Policy Board meeting of September 3, 2025](#)
☒ Action ☐ Information
- V. [Review and Consider Approval of a Resolution Adopting an Amendment to the MPO Bylaws](#)
☒ Action ☐ Information
- VI. [Authorize Execution of a Professional Services Agreement between Grayson County MPO and Huiitt-Zollars, Inc.](#)
☒ Action ☐ Information
- VII. Announcements
(Informal Announcements, Future Agenda Items, and Next Meeting Date)
 - TAC Next meeting date November 19, 2025
 - MPO Policy Board Next meeting date December 3, 2025
 - Freight Advisory Committee Next meeting date TBD
- VIII. Adjournment

The MPO Policy Board may retire into **EXECUTIVE SESSION** pursuant to the Texas Government Code, Chapter 551, Subchapter D, to discuss any item posted on this agenda and take appropriate action as necessary.

Grayson County Metropolitan Planning Organization (MPO)
POLICY BOARD

Commissioners Courtroom, Grayson County Courthouse
100 W Houston St, Sherman, TX 75090

Wednesday, September 3, 2025 at 8:30 a.m.

Board Members Present:

Mayor Robert Crawley, Chairman	City of Denison
Judge Bruce Dawsey, Vice Chairman	Grayson County
Mayor Shawn Teamann	City of Sherman
Mayor Jim Atchison	City of Van Alstyne
Noel Paramanantham, P.E.	TxDOT Paris District Engineer

Board Members Absent:

None

Ex-Officio Members Present:

None

Ex-Officio Members Absent:

Shellie White	Texoma Area Paratransit System
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Non-Voting Members Present:

Barbara Maley	Federal Highway Administration (FHWA)
Phillip Tindall	TxDOT-TPP Division

Non-Voting Members Absent:

Michelle Bloomer	Federal Transit Administration (FTA)
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Technical Advisory Committee Members Present:

Clint Philpott, P.E.	City of Sherman
Bryan Esmali-Doki	TxDOT

Staff Present:

Clay Barnett, P.E.	Grayson County MPO
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Guests Present:

Josh Marr	Grayson County, Commissioner, Pct. 1
Art Arthur	Grayson County, Commissioner, Pct. 2
Mayor Karla McDonald	City of Howe
Mayor Karen Souther	City of Gunter
Mayor Sarah Owen	City of Whitewright
Melese Norcha	TxDOT
Brandon Latimer	City of Whitewright
Monte Walker	City of Howe
Eric Greenman	STV

1 Max Rowe

Huitt-Zollars, Inc.

2
3 **I. Call to Order**

4
5 Chairman Crawley called the meeting to order at 8:32 a.m.

6
7 **II. Acknowledgment of Quorum by Chairman**

8
9 Chairman Crawley declared a quorum of the Policy Board present.

10
11 **III. Public Comment Period**

12
13 No Public Comments

14
15 **IV. Consider approval of the minutes of the MPO Policy Board meeting of June 11, 2025**

16
17 Chairman Crawley inquired if all members had reviewed the minutes from the previous Policy
18 Board meeting on July 7, 2025.

19
20 Motion to approve the minutes of the MPO Policy Board meeting of July 7, 2025 was made by
21 Judge Dawsey, seconded by Mayor Atchison. Motion Carries.

22
23 **V. Review and Consider Approval of an Amendment to the 2024-2025 Unified Planning**
24 **Work Program (UPWP)**

25
26 Mr. Barnett explained that this would relate to the following 2 items. The UPWP amendment was
27 needed to add roughly \$30,000 to the Alliance Transportation Group professional service contract,
28 to add additional scope. Additional funds of \$30,000 are also to be added to the Huitt-Zollars
29 contract, in order to account for the bylaws changes that were not anticipated at the beginning of
30 this year. Mr. Barnett explained that even after these changes there is still an additional \$78,000 in
31 unspent funds this year.

32
33 Chairman Crawley opened the public hearing.

34 Having received no comments, Chairman Crawley closed the public hearing.

35
36 Motion to approve was made by Mayor Teamann, seconded by Mayor Atchison. Motion Carries.

37
38 **VI. Authorize Execution of an Amendment to the Agreement for Professional Services**
39 **with Alliance Transportation Group for the Grayson County Travel Demand Model**
40 **Updates**

41
42 Mr. Barnett explained that this would be for the additional scope added to the original contract
43 with Alliance Transportation Group.

44
45 Motion to approve was made by Judge Dawsey, seconded by Mayor Teamann. Motion Carries.

1 **VII. Authorize Execution of an Amendment to the Professional Services Agreement**
2 **between Grayson County MPO and Huitt-Zollars, Inc.**
3

4 Mr. Barnett explained that this is would be for the additional scope added to the original contract
5 with Huitt-Zollars, Inc. This additional money is to cover bylaw changes and to extend services to
6 the next fiscal year.
7

8 Motion to approve was made by Judge Dawsey, seconded by Mayor Atchison. Motion Carries.
9

10
11 **VIII. Review and Consider Approval of a Resolution Adopting an Amendment to the MPO**
12 **Bylaws**
13

14 Mr. Barnett explained that at the December Policy Board meeting, the Policy Board directed there
15 to be an item on the February meeting to review the current bylaws. At the February meeting, the
16 current bylaws were presented, and feedback was requested on what changes the Policy Board
17 would like to see. The requested changes were discussed at the April and June Policy Board
18 meetings. At the July Policy Board meeting, the following items in the bylaws were discussed:
19 1) Removing the cap on the number of members in a vote based on population, and 2) adding
20 language for the Policy Board to excuse absences for a member that has missed 3 or more meetings
21 in a calendar year. Revisions were also made, as requested by Mayor Atchison, to add the ability
22 of the mayor pro tem to be able to sit in for the mayor should the mayor be unable to do so. As
23 well as a revision for the County Judge to represent citizens for cities who chose not to participate
24 in the MPO. Mayor Teamann asked about specific language in the bylaws for “may” vs “shall”.
25 Mr. Barnett explained that this had been removed from the bylaws altogether.
26

27 Chairman Crawley asked Mayor Karla McDonald to come to speak on the matter. Mayor
28 McDonald asked about a difference in the TAC and MPO bylaws with language specifying the
29 mayor pro tem can sit in for the mayor in the event the mayor cannot attend. Mayor McDonald
30 requested that Mr. Barnett give information to the mayors in Grayson County to educate them on
31 the MPO. Mayor McDonald requested that Judge Dawsey give information about the MPO at the
32 next mayor roundtable. Mayor McDonald expressed concern with the vote on population and
33 requested that all cities regardless of population get a vote in the population vote. Mayor McDonald
34 brought up concerns about members calling for a population vote and how it could be abused.
35

36 Chairman Crawley asked Mr. Barnett to explain what the population vote could be called for. Mr.
37 Barnett explained that population votes could only be called on items relating to the MTP, TIF,
38 UPWP, and the Bylaws. Additionally, any vote that is called to go to a population vote requires
39 75% of the votes based on population.
40

41 Mayor Souther was called to give her comments. Mayor Souther stated that she agrees with most
42 of what Mayor McDonald had brought up. She specifically mentioned that all cities regardless of
43 population deserve a seat at the MPO. Mayor Souther specifically mentioned that Van Alstyne,
44 Gunter, and Howe are all in a major corridor and should have a voice in the MPO. She argued for
45 expanding the board rather than having a revolving seat of the smaller cities, stating that currently
46 she didn’t feel like her community was being heard.

1 Mayor Owen was called to give her comments. Mayor Owen brought up that half of the cities in
2 the County do not have representation at this board. She brought up that while the Judge does a
3 good job at representing them, there are specific issues that these smaller cities need to bring to
4 the board and address. Mayor Owen brought up the traffic that is going through these smaller cities
5 and how they serve the larger cities and will require a vote and representation at this board.

6
7 Chairman Crawley suggested sending out emails to the mayors of these smaller cities asking if
8 they'd like to be added to the interested party list in order to receive MPO agendas and minutes.

9
10 Mr. Barnett explained that with the changes to the bylaws, 6 new permanent seats will be added to
11 the Policy Board.

12
13 Barbra Maley explained that with these changes, redesignation of the MPO could be triggered. Mr.
14 Barnett explained that redesignation would involve approval from the Governor, TxDOT and
15 several other agencies for the makeup of the board. Mr. Barnett recommended that the board
16 approve these contingent up the approval of redesignation. Mr. Phillip Tindall clarified that
17 TxDOT would facilitate the redesignation process if it is necessary. He stated that at the local level,
18 the biggest effort would be the resolutions of support for the redesignation from the affected
19 jurisdictions. A separate resolution from the Policy Board would also be required.

20
21 Motion subject to redesignation to approve was made by Mayor Atchison, seconded by Mayor
22 Teamann. Motion Carries.

23
24 **IX. Announcements**

25
26 Mr. Barnett announced that the next TAC meeting is scheduled for November 19. He announced
27 the next MPO meeting was scheduled for October 1, 2025.

28
29 Mr. Paramanantham announced that Mr. Brian Esmali-Doki was the new Area Engineer for the
30 Sherman Area Office and introduced Mr. Esmali-Doki to the Policy Board.

31
32 **X. Adjournment**

33
34 Having no further business to discuss, Chairman Crawley adjourned the meeting at 9:27 a.m.

35
36
37
38 _____
Robert Crawley, Chairman, GCMPO Policy Board

GRAYSON COUNTY METROPOLITAN PLANNING ORGANIZATION (MPO)
POLICY BOARD (PB)
AGENDA ITEM V
ACTION ITEM

October 1, 2025

Review and Consider Approval of a Resolution Adopting an Amendment to the MPO Bylaws

BACKGROUND:

At the December 11, 2024 Policy Board meeting, the Policy Board directed an item be placed on the February agenda to review the current MPO Bylaws. At the February 5, 2025 Policy Board meeting, staff presented the current Bylaws and requested feedback regarding changes the Policy Board would like to see in the Bylaws. The requested changes were further discussed and explored at the Policy Board meeting on April 2, 2025 and again on June 11, 2025 and July 7, 2025.

At the September 3, 2025 Policy Board meeting, Ms. Barbara Maley with mentioned that the Bylaw changes would require a redesignation prior to implementation. In the interim, Staff has developed the attached Bylaws to be used until the redesignation process is complete. The attached Bylaws utilizes the currently adopted Bylaws as a base and incorporates the following:

1. Specifies that a Mayor of any city with a population in excess of 6,000 may serve as an Ex-Officio (Non-Voting) Member,
2. Removes the appointment of alternate members and specifies that the Mayor Pro Tem may substitute in the event the Mayor is unable to fulfill their duties or resigns, and
3. All of the changes from the latest draft version of the Bylaws pertaining to the TAC.

ACTION REQUESTED:

Approve the Resolution Adopting the Amendment to the MPO Bylaws as presented.

ATTACHMENTS: *click underlined items for attachment*

- [Resolution 2025-08](#)
- [Draft Bylaws with “Track Changes” Enabled](#)

RESOLUTION NO. 2025-08

A RESOLUTION OF THE POLICY BOARD OF THE GRAYSON COUNTY METROPOLITAN PLANNING ORGANIZATION, AMENDING THE GRAYSON COUNTY METROPOLITAN PLANNING ORGANIZATION BYLAWS

WHEREAS, the Federal Aid Highway Act of 1962, as amended, requires a comprehensive, cooperative, continuing (3C) transportation planning process carried on by the State and local governments for each urban area of more than 50,000 population in order to qualify transportation projects in such areas for federal aid; and

WHEREAS, the Metropolitan Planning Organization (MPO) in cooperation with the local, state and federal agencies is responsible for carrying out the metropolitan transportation planning process in accordance with 23 US Code 134 and other applicable federal and state regulations; and

WHEREAS, by agreement between the Governor and units of general purpose local governments that together represent at least 75 percent of the affected population (including the largest incorporated city, based on population, as named by the Bureau of the Census); and

WHEREAS, the main function of the MPO Policy Board as defined by 23 US Code 134 shall be to provide policy guidance to the transportation planning process; approve the Metropolitan Transportation Plan (MTP), Transportation Improvement Plan (TIP) and the Unified Planning Work Program (UPWP); and promote the implementation of the TIP and UPWP; and

WHEREAS, the Grayson County Metropolitan Planning Organization shall comply with all appropriate federal and state legislation, to include but not limited to the Texas Public Information Act and the Texas Open Records Act, and

NOW, THEREFORE, BE IT RESOLVED BY THE POLICY BOARD OF THE GRAYSON COUNTY METROPOLITAN PLANNING ORGANIZATION, the members of this MPO Policy Board do hereby agree and so hereby associate themselves together for the purpose aforesaid, and in consideration of the mutual promises hereby made, do agree that name of this board shall be the Grayson County Metropolitan Planning Organization (MPO) Policy Board, and do adopt the Bylaws, as shown in APPENDIX A.

ADOPTED in Regular Session on this the 1st day of October, 2025.

GRAYSON COUNTY MPO

BY: _____
ROBERT CRAWLEY, CHAIRMAN

I hereby certify that this resolution was adopted by the Policy Board of the Grayson County Metropolitan Planning Organization in regular session on October 1, 2025.

BY: _____
CLAY BARNETT, P.E., EXECUTIVE DIRECTOR

APPENDIX A



**BYLAWS
OF THE
GRAYSON COUNTY METROPOLITAN
PLANNING ORGANIZATION (MPO)**

Adopted on: September 29, 2021

Amended on: June 1, 2022

Amended on: October 1, 2025

PREPARED BY:

The Grayson County Metropolitan Planning Organization

As part of the continuing, cooperative and comprehensive transportation planning process for the Grayson County Metropolitan Planning Area

SPONSORING AGENCIES:

Cities of: Sherman and Denison in cooperation with urban area small cities

County of: Grayson

Texas Department of Transportation

IN COOPERATION WITH:

U.S. Department of Transportation

Federal Highway Administration

Federal Transit Administration

ARTICLE I – ORGANIZATION AND MANAGEMENT

A. ORGANIZATIONAL STRUCTURE

The Grayson County Metropolitan Planning Organization shall be comprised of:

1. MPO Policy Board;
2. Technical Advisory Committee;
3. MPO Director and staff; and
4. Other Committees and/or Sub-committees as may be needed.

The MPO Policy Board is responsible for providing policy guidance for the study area. The MPO Policy Board may create other committees and subcommittees as needed.

CODE OF ETHICS

The Grayson County MPO Policy Board shall adopt an Ethics Policy applicable to the Grayson County Policy Board and Technical Advisory Committee and employees representing the Grayson County MPO. Each new employee or official representing the Grayson County MPO shall receive a copy of the Ethics Policy no later than the third business day after the date the person begins employment or the person qualifies for office. Grayson County MPO staff shall keep a record of the Ethics Policy distribution method.

B. MPO POLICY BOARD MEMBERSHIP

Participation by policy makers, technical staff, and citizens is required in order for the MPO to fulfill its responsibilities for transportation planning and programming. The Grayson County MPO Policy Board shall be made up of the following representatives from the following entities, each having one (1) vote:

VOTING MEMBERS:

- County Judge, Grayson County
- Mayor, City of Denison
- Mayor, City of Sherman
- Mayor, Small Cities Representative
- TxDOT Paris District Engineer

EX-OFFICIO (NON-VOTING) MEMBERS:

- Texoma Area Paratransit System (TAPS) One (1) representative, appointed by TAPS Board
- Mayor of any city with a population in excess of 6,000 as determined by the most recent information released by the Texas Demographics Center.

All elected MPO Policy Board members shall be residents of the entity he/she represents. The Grayson County representative shall represent the unincorporated areas of the MPO planning areas and all incorporated areas with a population of less than 10,000 within the MPO planning area. The Metropolitan

Planning Area (MPA) shall be defined as covering the area delineated by the Grayson County boundaries – north, south, east, and west.

SMALL CITIES REPRESENTATIVE

The term of the current Small Cities Representative, Van Alstyne, shall be extended one year, until September 30, 2023, and then Van Alstyne shall be allowed to immediately repeat its next two-year term beginning on October 1, 2023, which would end on September 30, 2025, after which the next small city in the rotation – Howe – will begin its two-year term on October 1, 2025. Thereafter, each city will resume its place in the rotation – Pottsboro, Gunter, Van Alstyne and Howe – with each Small Cities Representative serving a two-year term. The MPO Policy Board small city representative can only represent the city in which they are elected.

ADDITION OF NEW MEMBERS

There are two categories of membership on the MPO Policy Board: permanent membership and small city (rotating) membership. The four permanent seats are comprised of the City of Denison, City of Sherman, Grayson County, and TxDOT District Engineer. The small city rotating membership currently consists of the cities of Howe, Pottsboro, Gunter, and Van Alstyne.

Any city wishing to join the MPO Policy Board, subsequent to the adoption of these bylaws, in the small city rotating membership category must have, at a minimum, a population of 10,000.

Any city wishing to join the MPO Policy Board, subsequent to the adoption of these bylaws, as a permanent member must have, at a minimum, a population of 25,000.

C. MPO POLICY BOARD OFFICERS

CHAIRMAN

The MPO Policy Board Chairman shall be the elected representative from Denison, Sherman or Grayson County and shall serve a two (2) year rotating term. Effective October 1, 2022, the rotation order shall be Sherman, Denison and Grayson County. The Chairman may vote on any item, not solely for tie breaker.

If the representative from the designated city is unable or does not wish to be the chairman, the position shall go to the entity next in the rotation cycle. That person will then also serve a full two (2) year term in addition to the unexpired term.

If the current Chairman loses representation, the position shall go to the entity next in the rotation cycle. That person will then also serve a full two (2) year term in addition to the unexpired term.

If the representative next in the rotation loses office at the same time as the current Chairman, the next entity in the rotation shall be Chairman. In the event that all three (3) entities lose office at the same time, the position shall be filled in accordance with the rotation cycle.

DUTIES OF THE CHAIRMAN

1. The Chairman shall preside at all meetings of the MPO Policy Board and shall be an ex-officio member of any subcommittees formed within this body;
2. The Chairman shall authenticate, by signature, all minutes of Policy Board meetings and resolutions adopted by the MPO Policy Board; and
3. Notify members when not in conformance with minimum attendance standards and take appropriate action.

VICE-CHAIRMAN

The MPO Policy Board Vice-Chairman shall be a current member of the MPO Policy Board, shall be elected by the entire MPO Policy Board, and shall serve a two (2) year term beginning on October 1.

DUTIES OF THE VICE-CHAIRMAN

In the absence of, or in case of the inability of the Chairman to act, it shall be the duty of the Vice-Chairman to perform all duties of the Chairman.

PRESIDING OFFICER

In the event that the Chairman and Vice-Chairman are both absent from a meeting and a quorum still exists, prior to the commencement of the meeting the Chairman shall appoint a representative from the remaining officials to conduct the meeting until the conclusion of the meeting or until the Chairman or Vice-Chairman arrives. If the Chairman is not able to appoint someone to stand in, the Vice-Chairman shall do so.

ARTICLE II – OPERATIONAL PROCEDURES

A. ATTENDANCE POLICY

Attendance at the MPO Policy Board meetings is necessary to fulfill the obligations entrusted to the MPO Policy Board. If a member fails to attend two (2) MPO Policy Board meetings in a calendar year, the MPO Director shall draft a letter for the signature of the MPO Policy Board Chairman. This letter will be to the attention of the absent MPO Policy Board member stating the attendance requirements and of the absences. In the case that it is the Chairman who has the absences, this issue will be addressed by the Vice-Chairman. If the small cities representative is absent three (3) times in a calendar year, the position shall go to the entity next in the rotation cycle. That person will then also serve a full two (2) year term in addition to the unexpired term. If the Chairman is absent three (3) times in a calendar year, the position shall go to the entity next in the rotation cycle. That person will then also serve a full two (2) year term in addition to the unexpired term.

B. BOARD RESPONSIBILITIES

The MPO Policy Board shall have the following responsibilities:

1. Provide policy for the MPO and the transportation planning process;
2. Review and adopt changes in the continuing planning process at appropriate intervals and annually review the Metropolitan Transportation Plan (MTP);
3. Review and approve the Unified Planning Work Program (UPWP) and its revisions;
4. Review and adopt the Transportation Improvement Program (TIP) and its revisions, including project priorities and any changes in the priority schedule;
5. Review the limits of the Study Area and make revisions if necessary (not to include deletion or addition of any political subdivision);
6. Act on recommendations of the Technical Advisory Committee, including those relative to certification and re-certification action for the study;
7. Serve as liaison representatives between various agencies in the study area to obtain optimum cooperation of all governmental agencies in implementing the various elements of the Transportation Plan; and
8. Designate such other committees or task forces necessary to carry out the planning process.

C. FREQUENCY OF MEETINGS

This Board shall meet as often as necessary to perform its functions but no less than once every four (4) months. All meetings will be held within the MPO study area.

D. METHODS OF CALLING MEETINGS

Meetings of the MPO Policy Board may be called in any of the following ways:

1. Chairman may call meeting through the MPO Director; or
2. MPO Director may call meeting with Chairman's concurrence.

The Chairman shall approve the agenda before it is posted.

E. MEETING NOTICES

The MPO Director shall be responsible for notifying board members and the public of the date, time, place and agenda items for meetings in accordance with the Texas Open Meetings Act and with concurrence from the Chairman prior to posting.

F. QUORUM

A quorum shall be established by having a majority (three fifths) of Board Members present.

G. VOTE OF THE MEMBERSHIP

The following guidelines shall govern voting by the MPO Policy Board:

- Each member shall have one (1) vote;

- There must be a majority vote of the quorum at a duly called meeting to authorize an action to be taken on behalf of the board;
- Voting on all issues shall be open; and
- In the event any Mayor resigns their position or is unable to fulfill their duties, the Mayor Pro Tem may serve on the Policy Board in their absence.

H. EXECUTIVE SESSIONS

The MPO Policy Board will hold executive sessions in accordance with the Texas Open Meetings Act. Executive sessions are not open to the public, but the subject matter shall be posted on the agenda and no action shall be taken during the Executive Session.

I. MEETING MINUTES

The MPO staff shall produce minutes of all MPO Policy Board meetings.

ARTICLE III – TECHNICAL ADVISORY COMMITTEE

A standing Technical Advisory Committee (TAC), in addition to other committees created by the MPO Policy Board, shall assist the MPO Director in ensuring that plans and programs are developed and conducted in accordance with current legislation. This includes: technical tasks associated with the development of the MTP and the TIP, and review projects and make recommendations regarding these to the MPO Policy Board.

The TAC will advise the MPO Policy Board on technical matters. All official action of adopting policies, endorsing the UPWP, approving the MTP, and adopting the TIP resides with the MPO Policy Board. The MPO Policy Board may direct the TAC to present alternatives for its consideration with accompanying recommendations and supporting documentation.

A. TAC MEMBERSHIP

The TAC shall be made up of the following representatives from the following entities each having one (1) vote:

VOTING MEMBERS:

- MPO Director – Chairman
- Grayson County
- City of Denison
- City of Sherman
- Any municipality with a population of 2,000 or greater; and
- TxDOT Sherman Area Engineer (Alternate: TxDOT Assistant Sherman Area Engineer)

EX-OFFICIO (NON-VOTING) MEMBERS:

- Texoma Area Paratransit System (TAPS)
- TxDOT TPP Division
- Federal Highway Administration (FHWA)
- Federal Transit Administration (FTA)
- Other agencies as appropriate

All voting members on the TAC shall be professional employees (i.e. city manager, engineering staff, or planning staff) appointed by their respective governments through a resolution. An original of the resolution shall be forwarded to the MPO Director. The voting member for Grayson County shall be a resident of the MPO study area and a professional (i.e. licensed engineer, certified planner, or real estate broker) with experience in transportation planning appointed by the Commissioners Court through a resolution. An original of the resolution shall be forwarded to the MPO Director prior to serving on the TAC. All new appointees to the TAC shall become voting members on October 1 following receipt of the applicable resolution.

Consultants may be substituted for professional employees only if they: 1) serve in the same capacity for the municipality; 2) are a resident of the MPO study area or a contiguous county; 3) do not have any contracts with any other MPO in Texas; and 4) do not serve as a member of any body of any other MPO in Texas. Consultants cannot represent more than one (1) municipality at a time. Each voting member may have designated alternate member(s) who may serve at any TAC meeting in the voting member's absence. Alternate member(s) shall meet the same qualifications as voting members and shall have the same rights and privileges as voting members when serving in the absence of the voting member. In the event that a member becomes unable to serve, the MPO Director shall notify the appropriate city at which time said city shall nominate a replacement within thirty (30) days.

The MPO Director shall serve as the facilitator and chairperson of the TAC, and will be considered a voting member of the TAC. There shall be no officers elected for the TAC.

A quorum shall be established by having a majority of the TAC members present.

B. TAC ATTENDANCE POLICY

Attendance at the TAC meetings is necessary to fulfill the obligations entrusted to the TAC by the Policy Board. If a voting member or an alternate fails to attend two (2) TAC meetings in a calendar year, the MPO Director shall draft a letter for the signature of the MPO Policy Board Chairman. This letter will be to the attention of the absent TAC member stating the attendance requirements and of the absences. If there are three (3) absences in a calendar year, the MPO Director shall draft a letter for the Chairman's signature requesting that the entity represented by the absentee TAC member appoint another voting member and/or alternate member(s). If a TAC member from a municipality with a population less than 20,000 and 2,000 or greater is absent three (3) times in a calendar year, the member shall be removed from the TAC unless the absences are otherwise approved by the Policy Board. The TAC member of any

municipality removed due to nonconformance with the attendance policy with a population less than 20,000 and 2,000 or more may serve on the TAC upon passage of a resolution on October 1 two (2) years after removal.

ARTICLE IV – MPO DIRECTOR AND MPO STAFF

The MPO Director serves as staff to the MPO Policy Board and any other sub-committees created by the MPO Policy Board. The MPO Director and MPO staff shall comply with the requirements of the contract between the MPO Policy Board, the Texas Department of Transportation and the Fiscal Agent (Grayson County) and any additional requirements as designated by the MPO Policy Board.

ARTICLE V – AMENDMENT OF BYLAWS

These Bylaws may be amended by a three-fifths affirmative vote of the membership present and voting at any scheduled MPO Policy Board meeting of the members.

APPENDIX A



**BYLAWS
OF THE
GRAYSON COUNTY METROPOLITAN
PLANNING ORGANIZATION (MPO)**

Adopted on: September 29, 2021

Amended on: June 1, 2022

Amended on: October 1, 2025

PREPARED BY:

The Grayson County Metropolitan Planning Organization

As part of the continuing, cooperative and comprehensive transportation planning process for the Grayson County Metropolitan Planning Area

SPONSORING AGENCIES:

Cities of: Sherman and Denison in cooperation with urban area small cities

County of: Grayson

Texas Department of Transportation

IN COOPERATION WITH:

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Federal Highway Administration

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1. MPO Policy Board;
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VOTING MEMBERS:

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- Mayor, City of Denison
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- Mayor, Small Cities Representative
- TxDOT Paris District Engineer

EX-OFFICIO (NON-VOTING) MEMBERS:

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- Mayor of any city with a population in excess of 6,000 as determined by the most recent information released by the Texas Demographics Center.

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Planning Area (MPA) shall be defined as covering the area delineated by the Grayson County boundaries – north, south, east, and west.

SMALL CITIES REPRESENTATIVE

The term of the current Small Cities Representative, Van Alstyne, shall be extended one year, until September 30, 2023, and then Van Alstyne shall be allowed to immediately repeat its next two-year term beginning on October 1, 2023, which would end on September 30, 2025, after which the next small city in the rotation – Howe – will begin its two-year term on October 1, 2025. Thereafter, each city will resume its place in the rotation – Pottsboro, Gunter, Van Alstyne and Howe – with each Small Cities Representative serving a two-year term. The MPO Policy Board small city representative can only represent the city in which they are elected.

ADDITION OF NEW MEMBERS

There are two categories of membership on the MPO Policy Board: permanent membership and small city (rotating) membership. The four permanent seats are comprised of the City of Denison, City of Sherman, Grayson County, and TxDOT District Engineer. The small city rotating membership currently consists of the cities of Howe, Pottsboro, Gunter, and Van Alstyne.

Any city wishing to join the MPO Policy Board, subsequent to the adoption of these bylaws, in the small city rotating membership category must have, at a minimum, a population of 10,000.

Any city wishing to join the MPO Policy Board, subsequent to the adoption of these bylaws, as a permanent member must have, at a minimum, a population of 25,000.

C. MPO POLICY ~~COMMITTEE~~ BOARD OFFICERS

CHAIRMAN

The MPO Policy Board Chairman shall be the elected representative from Denison, Sherman or Grayson County and shall serve a two (2) year rotating term. Effective October 1, 2022, the rotation order shall be Sherman, Denison and Grayson County. The Chairman may vote on any item, not solely for tie breaker.

If the representative from the designated city is unable or does not wish to be the chairman, the position shall go to the entity next in the rotation cycle. That person will then also serve a full two (2) year term in addition to the unexpired term.

If the current Chairman loses representation, the position shall go to the entity next in the rotation cycle. That person will then also serve a full two (2) year term in addition to the unexpired term.

If the representative next in the rotation loses office at the same time as the current Chairman, the next entity in the rotation shall be Chairman. In the event that all three (3) entities lose office at the same time, the position shall be filled in accordance with the rotation cycle.

DUTIES OF THE CHAIRMAN

1. The Chairman shall preside at all meetings of the MPO Policy Board and shall be an ex-officio member of any subcommittees formed within this body;
2. The Chairman shall authenticate, by signature, all minutes of Policy Board meetings and resolutions adopted by the MPO Policy Board; and
3. Notify members when not in conformance with minimum attendance standards and take appropriate action.

VICE-CHAIRMAN

The MPO Policy Board Vice-Chairman shall be a current member of the MPO Policy Board, shall be elected by the entire MPO Policy Board, and shall serve a two (2) year term beginning on October 1.

DUTIES OF THE VICE-CHAIRMAN

In the absence of, or in case of the inability of the Chairman to act, it shall be the duty of the Vice-Chairman to perform all duties of the Chairman.

PRESIDING OFFICER

In the event that the Chairman and Vice-Chairman are both absent from a meeting and a quorum still exists, prior to the commencement of the meeting the Chairman shall appoint a representative from the remaining officials to conduct the meeting until the conclusion of the meeting or until the Chairman or Vice-Chairman arrives. If the Chairman is not able to appoint someone to stand in, the Vice-Chairman shall do so.

ARTICLE II – OPERATIONAL PROCEDURES

A. ATTENDANCE POLICY

Attendance at the MPO Policy Board meetings is necessary to fulfill the obligations entrusted to the MPO Policy Board. If a member fails to attend two (2) MPO Policy Board meetings in a calendar year, the MPO Director shall draft a letter for the signature of the MPO Policy Board Chairman. This letter will be to the attention of the absent MPO Policy Board member stating the attendance requirements and of the absences. In the case that it is the Chairman who has the absences, this issue will be addressed by the Vice-Chairman. If the small cities representative is absent three (3) times in a calendar year, the position shall go to the entity next in the rotation cycle. That person will then also serve a full two (2) year term in addition to the unexpired term. If the Chairman is absent three (3) times in a calendar year, the position shall go to the entity next in the rotation cycle. That person will then also serve a full two (2) year term in addition to the unexpired term.

B. BOARD RESPONSIBILITIES

The MPO Policy Board shall have the following responsibilities:

1. Provide policy for the MPO and the transportation planning process;
2. Review and adopt changes in the continuing planning process at appropriate intervals and annually review the Metropolitan Transportation Plan (MTP);
3. Review and approve the Unified Planning Work Program (UPWP) and its revisions;
4. Review and adopt the Transportation Improvement Program (TIP) and its revisions, including project priorities and any changes in the priority schedule;
5. Review the limits of the Study Area and make revisions if necessary (not to include deletion or addition of any political subdivision);
6. Act on recommendations of the Technical Advisory Committee, including those relative to certification and re-certification action for the study;
7. Serve as liaison representatives between various agencies in the study area to obtain optimum cooperation of all governmental agencies in implementing the various elements of the Transportation Plan; and
8. Designate such other committees or task forces necessary to carry out the planning process.

C. FREQUENCY OF MEETINGS

This Board shall meet as often as necessary to perform its functions but no less than once every four (4) months. All meetings will be held within the MPO study area.

D. METHODS OF CALLING MEETINGS

Meetings of the MPO Policy Board may be called in any of the following ways:

1. Chairman may call meeting through the MPO Director; or
2. MPO Director may call meeting with Chairman's concurrence.

The Chairman shall approve the agenda before it is posted.

E. MEETING NOTICES

The MPO Director shall be responsible for notifying board members and the public of the date, time, place and agenda items for meetings in accordance with the Texas Open Meetings Act and with concurrence from the Chairman prior to posting.

F. QUORUM

A quorum shall be established by having a majority (three fifths) of Board Members present.

G. VOTE OF THE MEMBERSHIP

The following guidelines shall govern voting by the MPO Policy Board:

- Each member shall have one (1) vote;

- There must be a majority vote of the quorum at a duly called meeting to authorize an action to be taken on behalf of the board;
- Voting on all issues shall be open; and
- ~~In the event any Mayor resigns their position or is unable to fulfill their duties, the Mayor Pro Tem may serve on the Policy Board in their absence. Alternate members shall be allowed for the MPO Policy Board so that the named, elected officer (i.e., mayor, county judge, etc.) of a representative political body may designate another current member of the officer's political body to serve in his or her place on the MPO Policy Board. The designee shall serve at the will of the named, elected officer of the representative political body.~~

H. EXECUTIVE SESSIONS

The MPO Policy Board will hold executive sessions in accordance with the Texas Open Meetings Act. Executive sessions are not open to the public, but the subject matter shall be posted on the agenda and no action shall be taken during the Executive Session.

I. MEETING MINUTES

The MPO staff shall produce minutes of all MPO Policy Board meetings.

ARTICLE III – TECHNICAL ADVISORY COMMITTEE

A standing Technical Advisory Committee (TAC), in addition to other committees created by the MPO Policy Board, shall assist the MPO Director in ensuring that plans and programs are developed and conducted in accordance with current legislation. This includes: technical tasks associated with the development of the MTP and the TIP, and review projects and make recommendations regarding these to the MPO Policy Board.

The TAC will advise the MPO Policy Board on technical matters. All official action of adopting policies, endorsing the UPWP, approving the MTP, and adopting the TIP resides with the MPO Policy Board. The MPO Policy Board may direct the TAC to present alternatives for its consideration with accompanying recommendations and supporting documentation.

A. TAC MEMBERSHIP

The TAC shall be made up of the following representatives from the following entities each having one (1) vote:

VOTING MEMBERS:

- MPO Director – Chairman
- Grayson County
- City of Denison
- City of Sherman

- Any municipality with a population of 2,000 or greater; and~~Small Cities Representative~~
- TxDOT Sherman Area Engineer (Alternate: TxDOT Assistant Sherman Area Engineer)

EX-OFFICIO (NON-VOTING) MEMBERS:

- Texoma Area Paratransit System (TAPS)
- TxDOT TPP Division
- Federal Highway Administration (FHWA)
- Federal Transit Administration (FTA)
- Other agencies as appropriate

~~All~~The voting members ~~on the TAC from the City of Denison, City of Sherman, and Small Cities Representative~~ shall be professional employees (i.e. city manager, engineering staff, or planning staff) appointed by their respective governments through a resolution. An original of the resolution shall be forwarded to the MPO Director ~~prior to serving on the TAC~~. The voting member for Grayson County shall be a resident of the MPO study area and a professional (i.e. licensed engineer, certified planner, or real estate broker) with experience in transportation planning appointed by the Commissioners Court through a resolution. An original of the resolution shall be forwarded to the MPO Director prior to serving on the TAC. All new appointees to the TAC shall become voting members on October 1 following receipt of the applicable resolution.

Consultants may be substituted for professional employees only if they: 1) serve in the same capacity for the ~~city~~municipality; 2) are a resident of the MPO study area or a contiguous county; 3) do not have any contracts with any other MPO in Texas; and 4) do not serve as a member of any body of any other MPO in Texas. Consultants cannot represent more than one (1) ~~city~~municipality at a time. Each voting member ~~shall~~may have designated alternate member(s) who may serve at any TAC meeting in the voting member's absence. Alternate member(s) shall meet the same qualifications as voting members and shall have the same rights and privileges as voting members when serving in the absence of the voting member. In the event that a member becomes unable to serve, the MPO Director shall notify the appropriate city at which time said city shall nominate a replacement within thirty (30) days.

~~The voting member for Grayson County shall be a resident of the MPO study area and a professional (i.e. licensed engineer, certified planner, or real estate broker) with experience in transportation planning appointed by the Commissioners Court through a resolution. An original of the resolution shall be forwarded to the MPO Director prior to serving on the TAC.~~

The MPO Director shall serve as the facilitator and chairperson of the TAC, and will be considered a voting member of the TAC. There shall be no officers elected for the TAC.

A quorum shall be established by having ~~four (4)~~a majority of the TAC members present.

B. TAC ATTENDANCE POLICY

Attendance at the TAC meetings is necessary to fulfill the obligations entrusted to the TAC by the Policy Board. If a voting member or an alternate fails to attend two (2) TAC meetings in a calendar year, the MPO Director shall draft a letter for the signature of the MPO Policy Board Chairman. This letter will be to the attention of the absent TAC member stating the attendance requirements and of the absences. If there are three (3) absences in a calendar year, the MPO Director shall draft a letter for the Chairman's signature requesting that the entity represented by the absentee TAC member appoint another voting member and/or alternate member(s). If a TAC member from a municipality with a population less than 20,000 and 2,000 or greater is absent three (3) times in a calendar year, the member shall be removed from the TAC unless the absences are otherwise approved by the Policy Board. The TAC member of any municipality removed due to nonconformance with the attendance policy with a population less than 20,000 and 2,000 or more may serve on the TAC upon passage of a resolution on October 1 two (2) years after removal.

ARTICLE IV – MPO DIRECTOR AND MPO STAFF

The MPO Director serves as staff to the MPO Policy Board and any other sub-committees created by the MPO Policy Board. The MPO Director and MPO staff shall comply with the requirements of the contract between the MPO Policy Board, the Texas Department of Transportation and the Fiscal Agent (Grayson County) and any additional requirements as designated by the MPO Policy Board.

ARTICLE V – AMENDMENT OF BYLAWS

These Bylaws may be amended by a three-fifths affirmative vote of the membership present and voting at any scheduled MPO Policy Board meeting of the members.

GRAYSON COUNTY METROPOLITAN PLANNING ORGANIZATION (MPO)
POLICY BOARD (PB)
AGENDA ITEM VI
ACTION ITEM

October 1, 2025

Authorize Execution of a Professional Services Agreement between Grayson County MPO and Huitt-Zollars, Inc.

BACKGROUND:

The 2026-2027 Unified Planning Work Program (UPWP) outlines five (5) tasks for the two-year period, namely:

- Task 1 – Administration-Management,
- Task 2 – Data Development and Maintenance,
- Task 3 – Short Range Planning,
- Task 4 – Metropolitan Transportation Plan, and
- Task 5 – Special Studies.

Task 5 includes two special studies that are included with the contract, namely a complete streets assessment and development of the Grayson County Resiliency Plan.

Staff worked with Huitt-Zollars, Inc., the Grayson County Purchasing Agent, the Assistant District Attorney, and TxDOT to develop a Professional Services Agreement (PSA) that meets these needs. The PSA will run for the entirety of FY 2026 and FY 2027 (Oct. 1, 2025 to Sept. 30, 2027).

On September 9, 2025, Staff received a contract with a revised Scope of Services. After review of the revised Scope of Services, the following items were identified as increases in scope:

1. Final sentence on Page 2 pertaining to the Complete Streets Assessment – Based on findings, the Consultant will develop a detailed action plan “**that includes prioritized recommendations, implementation strategies, and a proposed timeline for improvements to the identified roadways.**”
2. Final new sentence on bottom of Page 4 pertaining to the Resiliency Plan – “**For each vulnerable roadway,**” requires a very specific set of recommendations for each vulnerable roadway, not just an overall toolbox from which to select appropriate solutions for certain roads in the future.

Bullet 1 adds approximately \$75,000 of scope to the Complete Streets Assessment. After a careful assessment of the cost/benefit of this additional scope, Staff does not advise adding this to the Scope of Services. This language and associated language have been removed from the Scope of Services in the attachment.

Bullet 2 adds approximately \$25,000 of additional scope to the Grayson County Resiliency Plan. After a careful assessment of the cost/benefit of this additional scope, Staff concurs with adding this to the Scope of Services. This language has been kept in the Scope of Services in the attachment and the cost of the Grayson County Resiliency Plan has been increased by \$25,000.

The total contract amount is \$503,800.

STAFF CONTACT: Clay Barnett, P.E., 903.328.2090, cbarnett@huitt-zollars.com

GRAYSON COUNTY METROPOLITAN PLANNING ORGANIZATION (MPO)
POLICY BOARD (PB)
AGENDA ITEM VI
ACTION ITEM

October 1, 2025

Authorize Execution of a Professional Services Agreement between Grayson County MPO and Huitt-Zollars, Inc.

ACTION REQUESTED:

Authorize Execution of the Professional Services Agreement between Grayson County MPO and Huitt-Zollars, Inc. as presented

ATTACHMENTS: *click underlined items for attachment*

- [Professional Services Agreement between Grayson County MPO and Huitt-Zollars, Inc.](#)

**PROFESSIONAL SERVICES AGREEMENT
BETWEEN THE GRAYSON COUNTY MPO AND HUITT-ZOLLARS, INC.**

This Professional Services Agreement is made this 1st day of October, 2025, by and between **Grayson County Metropolitan Planning Organization** ("Company" or "MPO") and **Huitt-Zollars, Inc.** ("Consultant").

Consultant has experience and expertise in providing engineering and planning services the Company desires to have the Consultant provide on the terms and conditions contained herein.

Services to be provided under this agreement, may be exempted from the competitive bidding process requirement in the Purchasing Act pursuant to the discretionary exemption for professional services. TEX. LOC. GOVT. CODE §262.024(a)(4).

NOW, THEREFORE, in consideration of the mutual promises and covenants contained herein, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Company and Consultant hereby agree as follows:

SCOPE OF SERVICES

In this Scope of Services, the term "Consultant" refers to the Team of Consultants, with the Prime Consultant acting as the principal point of contact with the Grayson County MPO. The Consultant is responsible for delivering the following specific outcomes:

1. Complete Streets Assessment and Action Plan: Consultant will conduct a comprehensive assessment of all state-maintained roadways in Grayson County and identify any and all roadways in need of a fresh look from a complete street perspective and develop an action plan in regards to these roadways.
2. Grayson County Resiliency Plan: The Consultant will prepare a comprehensive plan focused on enhancing the region's resilience to climate change and other environmental challenges.
3. Indefinite Delivery, Indefinite Quantity (IDIQ) Assistance: For Fiscal Years 2026 and 2027, the Consultant will provide ongoing technical and administrative support as needed to the MPO in managing its programs and projects.

Each deliverable will include a defined scope, schedule, and set of milestones to ensure measurable progress and accountability.

Phase 1 – COMPLETE STREETS ASSESSMENT AND ACTION PLAN

Consultant will conduct a comprehensive assessment of all state-maintained roadways in Grayson County and identify any and all roadways in need of a fresh look from a complete street perspective and develop an action plan in regards to these roadways.

Phase 2 – GRAYSON COUNTY RESILIENCY PLAN

The Grayson County Resiliency Plan will provide transportation planners and engineers with a comprehensive framework to anticipate, prepare for, respond to, and recover from disruptions that may affect the transportation system. These disruptions may originate from either natural or human causes. Natural Disruptions include extreme weather events such as flooding, ice storms, high winds, and the resulting debris from storms. Other natural hazards, such as wildfires or earthquakes, may also be considered depending on local risks. Human-Caused Disruptions encompass incidents like vehicle crashes, as well as criminal or terror activities that occur on or near transportation system components.

The Grayson County Resiliency Plan will:

1. Identify critical transportation assets and assess their vulnerabilities to a range of hazards.
2. Develop strategies and actionable recommendations to enhance the system's ability to absorb shocks, restore functionality quickly, and adapt to changing conditions.
3. Support preparedness and response efforts by outlining protocols for emergency management, resource allocation, and rapid recovery.
4. Mitigate impact by prioritizing infrastructure improvements, operational changes, and community coordination to reduce the likelihood and severity of disruptions.

This approach ensures that the transportation system remains robust, redundant, resourceful and capable of rapid recovery, thereby minimizing harm to public safety, the economy and essential services.

2.1 – Existing Plans/Conditions Review

The Consultant will identify resilience goals, objectives, and strategies by reviewing the 2050 Metropolitan Transportation Plan (MTP) and other relevant MPO planning documents, as well as the Grayson County Emergency Management Plan. Through this process, an appropriate “Resilience Impact Area” will be identified. This area may extend beyond the boundaries of the Metropolitan Planning Area (MPA) to account for broader regional transportation needs and emergency response considerations. Work in this area can still receive PL funding because it affects the transportation system in the Metropolitan Planning Area (MPA). PL funding refers to federal funds for Metropolitan Planning, which Metropolitan Planning Organizations (MPOs) mainly use for transportation planning. States receive these funds and distribute them to MPOs to help develop and implement transportation plans and programs.

The Consultant will review historical disruptions to the transportation system, including extreme weather events and crashes. Various elements of the transportation system will be assessed for vulnerabilities to factors such as flooding, icing, bridge strikes, storm debris, wildfires, dust storms, seismic activity, and crashes. Additionally, the impacts of converting agricultural land into large-scale developments will be examined. The FHWA Vulnerability Assessment Scoring Tool (VAST) will be utilized in this evaluation process.

Planned and programmed resilience-related projects for the area will be documented. Any projects that include a resilience component will also be recorded. These projects may be identified from the

Metropolitan Transportation Plan (MTP), the Transportation Improvement Program (TIP), or local Capital Improvement Program (CIP) plans.

Furthermore, any local regulations, policies, processes, and activities related to resilience will be documented.

2.2 – Public Involvement

The Consultant will organize and facilitate two public meetings during the project. The first meeting will introduce the project's scope, objectives, and process, while the second will present the findings and solicit public feedback. The Consultant will provide necessary personnel, prepare informational documents, and create visual aids for both meetings.

Additionally, the Consultant will hold two Technical Advisory Committee meetings at key milestones to gather feedback and recommendations. The Consultant will manage logistics, prepare agendas, and document all feedback provided by the Committee.

For all meetings, the Consultant will ensure clear facilitation and professional materials, and will provide meeting summaries to the Client within five business days.

2.3 – First Responder Coordination

The Consultant shall coordinate with local first responders throughout the project, involving all law enforcement agencies in Grayson County, including the Sheriff's Office, Emergency Management, municipal police, school district police, and relevant federal and university law enforcement.

The Consultant will identify and document companies with equipment for managing major incidents, like wreckers and backhoes, and those providing debris removal services.

The Consultant is responsible for assessing the potential roles of the Grayson County Health Department in enhancing transportation system resiliency, including identifying available refrigerated trailers to preserve perishable food during emergencies.

Additionally, the Consultant will meet with fire and rescue departments to evaluate their medical treatment capabilities and resource needs. After these consultations, the Consultant will provide feedback regarding traffic control measures to support emergency response.

All gathered information will be compiled into a comprehensive report, which will include:

1. A directory of law enforcement and emergency response agencies with contact information and capabilities.
2. A list of companies equipped for major incident response and debris removal.
3. A summary of the Health Department's roles in transportation resiliency.
4. An inventory of available refrigerated trailers, including provider contacts and specifications.
5. A summary of medical treatment capabilities and needs for fire and rescue departments.
6. Documentation of feedback provided concerning traffic control.

The Consultant will submit a draft report to the Client for review. After addressing comments, a final version will be delivered in both electronic formats (PDF and editable) and hard copies, as requested. Supporting data will be provided in spreadsheet format, and GIS files compatible with ArcGIS Desktop will include maps, appendices, and metadata. All files will be organized, clearly named, and geo-referenced as required.

2.4 – Develop Mitigation Techniques

The Consultant will review the information gathered during the project and identify strategies to reduce the impact of severe weather events and minimize the risk of traffic crashes. As part of this effort, the Consultant will also analyze potential improvements to the area's Intelligent Transportation System (ITS) that could serve as effective mitigation measures. In addition, the Consultant will identify alternative routes for roadways that are particularly vulnerable to disruptions.

For each vulnerable roadway and other critical parts of the transportation system, the Consultant will recommend specific mitigation strategies. These strategies may include infrastructure improvements, new technologies, operational changes, or other measures designed to enhance resilience. The Consultant will organize this information in a matrix—a table that lists each vulnerable road or system element alongside the corresponding mitigation techniques recommended for it. This matrix will clearly show which strategies are best suited for each location or system component.

The results of this analysis will be compiled into a “solution toolbox.” This solution toolbox is a collection of recommended strategies, technologies, and best practices that can be used by local agencies, planners, and emergency responders to improve the resilience of the transportation system. The toolbox will serve as a practical resource, helping decision-makers select the most effective solutions for their specific needs and circumstances.

The Consultant will also review the Metropolitan Transportation Plan (MTP) and Transportation Improvement Program (TIP) and recommend future projects that could enhance system resilience. Additionally, the Consultant will examine local project selection processes and suggest improvements to ensure that resilience performance measures are incorporated into future project evaluations.

If requested, the Consultant will participate in up to two (2) emergency response drills during the project. The purpose of this participation is to introduce and demonstrate transportation resilience concepts and solutions to local emergency response teams.

2.5 – Produce Final Document

The Consultant will prepare a draft resilience plan for review by the public, stakeholders, and policy makers. After gathering and considering feedback from these groups, the Consultant will revise the draft and produce a final plan. The final document will be fully compliant with all Federal Highway Administration (FHWA) requirements, ensuring eligibility for any future resilience grant opportunities.

The final plan will include a vulnerability analysis matrix that clearly matches vulnerable roadways

and system elements with appropriate mitigation techniques. It will also incorporate all findings and data collected during the study, including:

1. A comprehensive list of first responders within the Metropolitan Planning Organization (MPO) boundary.
2. A list of wrecker services and equipment, including information on the availability of refrigerated trailers.
3. Maps featuring multiple layers and details, such as the most vulnerable roadways, alternative routes, responding agencies, relevant companies, and available equipment.
4. An implementation plan that includes recommendations for improving project selection processes to better incorporate resilience considerations.
5. A set of mitigation strategies and a solutions toolbox, providing practical guidance and resources for addressing vulnerabilities.
6. A project list that highlights planned or programmed projects with resilience benefits, as well as other projects that could improve system resilience.

The Consultant will ensure that all components are clearly presented and organized, making the final plan a practical and actionable resource for the MPO and its partners.

Phase 3 – INDEFINITE DELIVERABLES

The Grayson County Metropolitan Planning Organization (MPO), under the direction of the Policy Board as outlined in the current Bylaws, intends to engage the Consultant to provide services necessary to complete Tasks 1, 2, 3, 4, and 5 as detailed in the 2026-2027 Unified Planning Work Program (UPWP), as amended. The UPWP details specific tasks, funding sources, and how the MPO will address federal planning factors. This serves as a guide for transportation planning within the Grayson County metropolitan area, coordinating with local governments and the State of Texas. The amended UPWP can be found on the Grayson County MPO's website at www.gcmpo.org and incorporated by reference. Services for these tasks will be provided on a time and materials basis, with a maximum budget of \$253,800, unless prior authorization is received from the Policy Board.

REIMBURSEMENT

Expense reimbursement is included for attendance at all Texas Association of MPOs (TEMPO) meetings, as well as other meetings requested by the Texas Department of Transportation (TxDOT). All requests for reimbursement must include complete supporting documentation and will be reimbursable at the current IRS standard mileage rate. This documentation may consist of, but is not limited to, original receipts, invoices, proof of payment, and any other records required to substantiate the expense. Reimbursement requests submitted without the necessary documentation will not be processed.

FEE SCHEDULE

Phase	Total Fee
Phase 1 – Complete Street Assessment and Action Plan	\$25,000
Phase 2 – Grayson County Resiliency Plan	
Phase 2.1 – Existing Plans/Conditions Review	\$35,525
Phase 2.2 – Public Involvement	\$51,675
Phase 2.3 – First Responder Coordination	\$64,000
Phase 2.4 – Develop Mitigation Techniques	\$57,125
Phase 2.5 – Produce Final Document	\$16,675
Phase 2 Project Total	\$225,000
Fixed Fee Total	\$250,000
Phase 3 – Indefinite Deliverables	\$253,800

DURATION

The duration of the contract is from October 1, 2025 until September 30, 2027.

FUNDING

Funds for payment have been provided through the Grayson County MPO budget approved by the Policy Board for this fiscal year only. State of Texas statutes prohibit the obligation and expenditure of public funds beyond the fiscal year for which a budget has been approved. Therefore, anticipated orders or other obligations that may arise past the end of the current Grayson County fiscal year shall be subject to budget approval.

TERMINATION

Either party may terminate this Agreement at any time without cause by providing written notice of sixty (60) days to the other party. Notice in writing shall be mailed to the correspondence addresses below.

INDEMNITIES AND LIMITATIONS OF LIABILITY

Consultant shall indemnify and save harmless the Company and all its officers, agents and employees and all entities, their officers, agents and employees who are participating in this contract from all suits, claims, actions, damages (including personal injury and or property damages), or demands of any character, name and description, (including attorneys' fees, expenses and other defense costs of any nature) brought for or on account of any injuries or damages received or sustained by any person, persons, or property to the extent caused by the Consultant's negligent act, error, omission or fault of the Consultant, or of any agent, employee, subcontractor or supplier of Consultant in the execution of, or performance under, any contract which may result from an award.

The Consultant shall pay its proportionate liability of any judgment with reasonable costs, including attorneys' fees and expenses which are rendered against the Company /or participating entities arising out of such act, error, omission and/or fault.

INSURANCE REQUIREMENTS

1. Submission of Insurance Certificates

Before commencing any work, the vendor must, at its own expense, provide the Grayson County Purchasing Agent with certified copies of all insurance certificates. These certificates must indicate that the required coverage will remain in force throughout the entire term of the contract.

2. Required Insurance Coverage

A. Commercial General Liability Insurance

- **Coverage must not exclude or limit:**
 - Products/Completed Operations
 - Contractual Liability
 - Cross Liability
- **Form:** Must be written on an occurrence basis.
- **Minimum Limits:**
 - Each Occurrence: **\$1,000,000**
 - Personal Injury & Advertising Injury: **\$1,000,000**
 - Products/Completed Operations Aggregate: **\$2,000,000**
 - General Aggregate: **\$2,000,000**

B. Workers Compensation and Employers' Liability

- **Workers Compensation:** As required by Texas law.
- **Employers' Liability Minimum Limits:**
 - Each Accident: **\$500,000**
 - Disease – Each Employee: **\$500,000**
 - Disease – Policy Limit: **\$500,000**

C. Commercial Automobile Liability Insurance

- **Coverage:** Any automobile (owned, non-owned, and hired vehicles) used in connection with the contract.
- **Combined Single Limit – Each Accident: \$1,000,000**

D. Umbrella/Excess Liability Insurance

- **Each Occurrence/Aggregate: \$1,000,000**

3. Endorsement and Policy Requirements

The vendor must ensure the following endorsements and conditions are included in the applicable insurance policies:

1. Waiver of Subrogation:

- In favor of Grayson County, its officials, employees, volunteers, and officers for General Liability, Commercial Automobile Liability, and Workers' Compensation.

2. Additional Insured:

- Grayson County must be named as an additional insured under the General Liability policy.

3. Notification of Coverage Changes:

- Insurer must immediately notify Grayson County of any decrease in insurance coverage limits.

4. Notice of Cancellation/Non-Renewal:

- Policies must be endorsed to provide Grayson County with at least thirty (30) days' notice prior to cancellation, non-renewal, or termination.

5. Reference to Project/Contract Number:

- All copies of Certificates of Insurance must reference the relevant project or contract number.

6. Insurance Company Requirements:

- All insurance must be purchased from a company with a financial rating of **A-VII or higher** as assigned by the BEST Rating Company or equivalent.

7. Certificate Preparation and Content:

- Certificates of Insurance must be prepared and executed by the insurance company or its authorized agent.
- Certificates must:
 - Set forth all endorsements and insurance coverages as required.
 - Include notice of cancellation or termination to Grayson County.

Note: These requirements are mandatory and must be strictly adhered to as a condition of the contract. Failure to comply may result in delay or termination of the contract.

MISCELLANEOUS PROVISIONS

This Agreement shall be governed by and construed in accordance with the laws of the State of Texas, and the parties hereto commit to the jurisdiction and venue of the courts of Grayson County, Texas.

The Contractor is an independent contractor and nothing in this Agreement shall create or imply an agency relationship between the parties, nor shall the Agreement be deemed to constitute a joint venture or partnership between the parties. Except as provided in this Agreement, neither party shall have the authority to bind or otherwise obligate the other in any manner whatsoever.

Neither party may assign this Agreement, or any of its rights or obligations whether by operation of law nor otherwise without the prior written consent of the other party which the other party may grant or withhold in its sole discretion.

Modifications, amendments, supplements to, or waivers of this Agreement shall be in writing and be duly executed by the parties hereto and approved by Grayson County MPO Policy Board.

This Agreement constitutes the entire agreement of the parties and supersedes all previous agreements, promises, representations, understandings, and negotiations between the parties, whether written or oral, with respect to the subject matter hereof.

The background, enumerations, and headings contained in this Agreement are for convenience of reference only and are not intended to have any substantive significance in interpreting this Agreement.

CERTIFICATE OF INTERESTED PARTIES

Your firm/company are required to submit Texas Ethics Commission Form 1295 (Certificate of Interested Parties). The certificate shall be entered in electronic form, printed, signed and notarized as prescribed at the Texas Ethics Commission web site; (https://www.ethics.state.tx.us/whatsnew/elf_info_form1295.htm)

Some examples of Interested Parties are officials of your firm that are related to a County Official who will have influence over the award or supervision of the contract, or County Officials who own an interest in your firm or who draw a salary or gifts from your firm. Refer to the above website for complete definitions.

The law states that a governmental entity may not enter into certain contracts with a nonexempt business entity unless the business entity submits a disclosure of interested parties to the governmental entity. By submitting a Bid in response to this solicitation, the Bidder agrees to comply with HB 1295, Government Code 2252.908. Bidder agrees to provide Grayson County Purchasing Agent, and/or requesting department, the "Certificate of Interested Parties," Form 1295 as required, within **ten (10)** business days from notification of pending award, renewal, amended or extended contract.

<https://www.ethics.state.tx.us/filinginfo/1295/>

FOREIGN AFFAIRS

To sell Grayson County goods, services or supplies, you as a contractor affirms that it is not: Engaged in business with Iran, Sudan, or foreign terrorist organizations or is listed on the Comptroller's list of companies known to have contracts with or provide supplies or services to a foreign terrorist organization under Government Code Section 2252, Subchapter F.

By accepting a purchase order/contract, the Contractor (Professional or other applicable term defining the contracting party) verifies that it does not Boycott Israel, and agrees that during the term of this Agreement (Contract as applicable) will not Boycott Israel as that term is defined in Texas Government Code Section 808.001, as amended.

ETHICS

Vendor has not given, offered to give, nor intends to give at any time hereafter any economic opportunity, future employment, gift, loan, gratuity, special discount, trip, favor, or service to a public servant in connection with the submitted Response. Grayson County employees shall not offer or accept gifts, meals, or anything of value nor enter into any business arrangement with the Vendor.

ANTITRUST

Vendor affirms under penalty of perjury of the laws of the State of Texas that (1) in connection with this Response, neither I nor any representative of the Vendor have violated any provision of the Texas Free Enterprise and Antitrust Act, Tex. Bus. & Comm. Code Chapter 15; (2) in connection with this Response, neither I nor any representative of the Vendor have violated any federal antitrust law; and (3) neither Vendor nor any representative of the Vendor have directly or indirectly communicated any of the contents of this Response to a competitor of the Vendor or any other company, corporation, firm, partnership or individual engaged in the same line of business as the Vendor.

CONFLICT OF INTEREST

No public official shall have interest in this contract, in accordance with Vernon's Texas Codes Annotated, Local Government Code Title 5. Subtitle C, Chapter 171. Vendor represents and warrants that the provision of goods and services or other performance under the contract will not constitute an actual or potential conflict of interest or reasonably create an appearance of impropriety. TEX. GOVT. CODE § 2262.051(d) (1), 2252.908, 2254.032, 2261.252(b)

Conflict of interest forms shall be completed and filed with the City of Sherman in the event the undersigned is called to vote on any matter with the City Council of Sherman, Texas, whereupon work is completed pursuant to this Agreement. A copy of the filing shall be sent to Grayson County Purchasing Agent for the file.

DEBARMENT

Vendor certifies that the offering entity and its principals are eligible to participate in this transaction and have not been subjected to suspension, debarment, or similar ineligibility determined by any federal, state, or local governmental entity. Entities ineligible for federal procurement are listed at <http://www.sam.gov>. TEX. GOVT. CODE § 2155.077.

IN WITNESS WHEREOF, the parties hereto, intending to, be legally bound, have executed this Agreement under seal as of the day and year first above written.

Grayson County MPO

Huitt-Zollars, Inc.

By: _____
Signature

By: _____
Signature

By: Robert Crawley
Printed Name

By: Clay Barnett
Printed Name

Date: October 1, 2025

Date: October 1, 2025