

Monday, November 3, 2025 @ 10:30 am
City Council Chambers, Sherman City Hall
220 W. Mulberry 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 October 1, 2025](#)
☒ Action ☐ Information
- V. [Review an Amendment to the 2050 Metropolitan Transportation Plan \(MTP\) and Approve a Resolution Adopting the Amendment to the 2050 MTP](#)
☒ Action ☐ Information
- VI. [Review an Amendment to the 2025-2028 Transportation Improvement Program \(TIP\) and Approve a Resolution Adopting the Amendment to the 2025-2028 TIP](#)
☒ Action ☐ Information
- VII. [Authorize Execution of a Professional Services Agreement between Grayson County MPO and Munson, Munson, Cardwell, Tillett & Brown, P.C.](#)
☒ Action ☐ Information
- VIII. 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
- IX. 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, October 1, 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 Karla McDonald	City of Howe

Board Members Absent:

Noel Paramanantham, P.E.	TxDOT Paris District Engineer
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Ex-Officio Members Present:

Mayor Jim Atchison	City of Van Alstyne
Mayor Tom Ceci	City of Pottsboro

Ex-Officio Members Absent:

Mayor Jeff Butts	City of Whitesboro
Shellie White	Texoma Area Paratransit System

Non-Voting Members Present:

Phillip Tindall	TxDOT-TPP Division
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Non-Voting Members Absent:

Michelle Bloomer	Federal Transit Administration (FTA)
Justin Morgan	Federal Highway Administration (FHWA)

Technical Advisory Committee Members Present:

Monte Walker	City of Howe
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Staff Present:

Clay Barnett, P.E.	Grayson County MPO
Ben Munson	Munson, Munson, Cardwell, Tillett & Brown, P.C.

Guests Present:

Josh Marr	Grayson County, Commissioner, Pct. 1
Len McManus	Grayson County
Max Rowe	Huitt-Zollars, Inc.

I. Call to Order

Chairman Crawley called the meeting to order at 8:30 a.m.

1 **II. Acknowledgment of Quorum by Chairman**

2
3 Chairman Crawley declared a quorum of the Policy Board present.
4

5 **III. Public Comment Period**

6
7 No Public Comments
8

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

10
11 Chairman Crawley inquired if all members had reviewed the minutes from the previous Policy
12 Board meeting on September 3, 2025.
13

14 Motion to approve the minutes of the MPO Policy Board meeting of September 3, 2025 was made
15 by Judge Dawsey, seconded by Mayor Teamann. Motion Carries.
16

17 **V. Review and Consider Approval of a Resolution Adopting an Amendment to the MPO**
18 **Bylaws**

19
20 Mr. Barnett explained that this item is to bring a set of bylaws the can be approved by the MPO
21 without having to go through redesignation, which was brought up at the September meeting.
22 These changes call for any Mayor of any city of 6,000 or more in population to gain an ex-officio
23 member on the Policy Board that would allow them to have a seat at the table, and sit in on
24 executive session. These members would be able to do anything except for vote on items. These
25 changes also add a provision for should the Mayor be unable to serve, the Mayor pro temp could
26 step in to vote on Policy Board matters. Mr. Barnett asked for any questions. Judge Dawsey asked
27 about lowering the threshold from 6,000 to 2,000 for when a city gets an ex-officio member. Mayor
28 Teamann asked to add a policy for existing sitting board members to be have to wait 24 months
29 before entering employment as the MPO Director.
30

31 Motion to approve the Resolution Adopting an Amendment to the MPO Bylaws with the addition
32 of 1) lowering the threshold from 6,000 to 2,000 for when a city gets an ex-officio member and 2)
33 adding a policy for a sitting Policy Board member to have to wait 24 months before being eligible
34 for employment as the MPO Director, was made by Judge Dawsey, seconded by Mayor Teamann.
35 Motion Carries.
36

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

39
40 Mr. Barnett explained that this would be for the additional scope and fee added to the contract for
41 the complete streets and resiliency plans.
42

43 Motion to approve authorizing Execution of a Professional Services Agreement between Grayson
44 County MPO and Huitt-Zollars, Inc. was made by Mayor Teamann, seconded by Mayor
45 McDonald. Motion Carries.
46

1 **VII. Announcements**

2
3 Mr. Barnett announced that the next TAC meeting is scheduled for November 19. He announced
4 the next MPO meeting was scheduled for December 3, 2025.

5
6 Mr. Barnett announced that TxDOT had included Section 3 of U.S 75 in the 2026 UTP, meaning
7 it is fully funded and that he was going to schedule a Policy Board meeting to add the project to
8 the 2025-2028 TIP.

9
10 Mr. Barnett announced he was elected as the Chair of TEMPO.

11
12 **X. Adjournment**

13
14 Having no further business to discuss, Chairman Crawley adjourned the meeting at 8:51 a.m.

15
16
17
18

Robert Crawley, Chairman, GCMPO Policy Board

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

November 3, 2025

Review an Amendment to the 2050 Metropolitan Transportation Plan (MTP) and Approve a Resolution Adopting the Amendment to the 2050 MTP

BACKGROUND:

The amendment to the 2050 MTP was released for public comment in accordance with our Public Participation Plan on October 10, 2025. There was a public hearing held on October 21, 2025 in conjunction with the Technical Advisory Committee meeting. There were no comments regarding the amendment to the 2050 MTP at the public hearing. The public comment period ended at 5:00 pm on October 31, 2025. There were no public comments received as of the posting of this agenda. This is the second amendment to the 2050 MTP and it supersedes Page 128 included in the original document and the first amendment to the 2050 MTP.

Revisions in the amendment include:

- 1) Adjusting the letting year and funding for Project GC2026-01, and
- 2) Adding Project GC2040-02.

The Technical Advisory Committee recommended approval of the Resolution Adopting the Amendment to the 2050 MTP on October 21, 2025.

ACTION REQUESTED:

Approve the Resolution Adopting the Amendment to the 2050 MTP as presented

ATTACHMENTS: *click underlined items for attachment*

- [Resolution No. 2025-09](#)

RESOLUTION NO. 2025-09

**A RESOLUTION OF THE POLICY BOARD OF THE GRAYSON COUNTY
METROPOLITAN PLANNING ORGANIZATION, ADOPTING AN AMENDMENT
TO THE 2050 METROPOLITAN TRANSPORTATION PLAN**

WHEREAS, 23 Code of Federal Regulations (CFR) Subpart C – Metropolitan Transportation Planning and Programming requires Metropolitan Planning Organizations (MPOs) develop a Metropolitan Transportation Plan (MTP) that meets the requirements of 23 CFR part 450.322 related to the development and content of the MTP; and

WHEREAS, 43 Texas Administrative Code (TAC) Section 16.53 requires that the MTP be based on the funding assumptions and forecasts set forth in TAC §16.151 and §16.152 as well as reasonably expected local funding options and contingent state, federal, and local funding sources in accordance with federal regulations; and

WHEREAS, federal, state, regional, and local agencies and organizations concerned with transportation planning in the MPO boundary have cooperatively developed the MTP to satisfy all federal planning requirements; and

WHEREAS, the amendments to the 2050 MTP were made available to the public for review and comment prior to and ten (10) calendar days after the public hearing held on October 21, 2025, in accordance with the MPO's Public Participation Plan (PPP).

NOW, THEREFORE, BE IT RESOLVED BY THE POLICY BOARD OF THE GRAYSON COUNTY METROPOLITAN PLANNING ORGANIZATION: That the Amendment to the 2050 Metropolitan Transportation Plan is hereby adopted in accordance with APPENDIX A attached hereto and incorporated herein.

ADOPTED in Regular Session on this the 3rd day of November, 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 November 3, 2025.

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

RESOLUTION NO. 2025-09
APPENDIX A

FISCAL YEAR	MPO PROJECT NO	CSJ#	CITY	FACILITY	FROM	TO	DESCRIPTION	CAT 2U COST (Millions)	LOCAL CONTRI-BUTION (Millions)	TOTAL CONST COST (Millions)	TOTAL PROJECT COST (YOE) (Millions)
2025-2028	SD2024-01	0047-13-033	HOWE	US 75	COLLIN COUNTY LINE (MPO BOUNDARY)	FM 902	WIDEN MAIN LANES FROM 4-LANE TO 6-LANE AND CONVERSION OF TWO-WAY FRONTAGE ROAD TO ONE-WAY	\$0.00	\$4.71	\$92.18	\$107.54
2025-2028	GC2024-02	0047-18-088	SHERMAN	US 75	US 82	SH 91 (TEXOMA PARKWAY)	WIDENING FROM 4-LANE TO 6-LANE	\$61.75	\$0.00	\$126.70	\$147.80
2025-2028	GC2025-02	5000-00-205	SHERMAN	US 75	742 E HWY 82		INSTALL 4 DIRECT CURRENT FAST CHARGE PORTS WITHIN ONE MILE OF THE ELECTRICAL ALTERNATIVE FUEL CORRIDORS (US 75)	\$0.00	\$0.00	\$1.08	\$1.08
2025-2028	GC2026-01	0047-03-091	SHERMAN	US 75	FM 902	FM 1417	WIDENING FROM 4-LANE TO 6-LANE	\$33.45	\$13.00	\$152.91	\$186.94
2035-2050	GC2030-01	0047-18	DENISON	US 75	FM 120	LOY LAKE ROAD (DENISON)	WIDENING FROM 4-LANE TO 6-LANE	\$47.00	\$3.00	\$100.00	\$125.00
2035-2050	GC2036-01	0047-13	VAN ALSTYNE	US 75	AT FM 121		WIDEN OVERPASS FROM 3-LANE TO 6-LANE	\$25.50	\$4.50	\$60.00	\$75.00
2035-2050	GC2039-01	2455-01	SHERMAN	FM 1417	SH 56	US 75	WIDEN FROM 2-LANE TO 4-LANE WITH MEDIAN	\$16.27	\$4.07	\$40.68	\$50.85
2035-2050	GC2040-01	0045-18	SHERMAN	US 82	REYNOLDS ROAD	FM 1417	ADD 2-LANE FRONTAGE ROAD BOTH DIRECTIONS AND ADD OVERPASS AT FRIENDSHIP	\$34.23	\$0.00	\$68.46	\$85.58
2035-2050	GC2040-02	0081-07-030	TIOGA	US 377	DENTON COUNTY LINE (MPO BOUNDARY)	SH 56	WIDEN FROM 2-LANE RURAL SECTION TO 4-LANE URBAN SECTION WITH MEDIAN	\$0.00	\$0.00	\$97.50	\$113.74
2035-2050	GCRMA01		DENISON	GCT	PRESTON ROAD	US 75	CONSTRUCT 2 LANE SEGMENT OF GRAYSON COUNTY TOLLROAD	\$0.00	\$28.44	\$28.44	\$35.55
2035-2050	GCRMA02		DENISON	GCT	SH 289	PRESTON ROAD	CONSTRUCT 2 LANE SEGMENT OF GRAYSON COUNTY TOLLROAD	\$0.00	\$21.67	\$21.67	\$27.09
2035-2050	GCRMA03		SHERMAN	GCT	SH 289	US 82	CONSTRUCT 2 LANE SEGMENT OF GRAYSON COUNTY TOLLROAD	\$0.00	\$113.28	\$113.28	\$141.60
2035-2050	GCRMA04		SOUTHMAYD	GCT	US 82	FM 902	CONSTRUCT 2 LANE SEGMENT OF GRAYSON COUNTY TOLLROAD	\$0.00	\$82.50	\$82.50	\$103.13
2035-2050	GCRMA05		GUNTER	GCT	FM 902	FM 121	CONSTRUCT 2 LANE SEGMENT OF GRAYSON COUNTY TOLLROAD	\$0.00	\$34.48	\$34.48	\$43.10
TOTAL								\$218.20	\$309.65	\$1,019.88	\$1,244.00

Figure 9.7. MTP Selected Projects List

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

November 3, 2025

Review an Amendment to the 2025-2028 Transportation Improvement Program (TIP) and
Approve a Resolution Adopting the Amendment to the 2025-2028 TIP

BACKGROUND:

The amendment to the 2025-2028 TIP was released for public comment in accordance with our Public Participation Plan on October 10, 2025. There was a public hearing held on October 21, 2025, in conjunction with the Technical Advisory Committee meeting. There were no comments regarding the amendment to the 2025-2028 TIP at the public hearing. The public comment period ended at 5:00 pm on October 31, 2025. There were no public comments received as of the posting of this agenda. This is the first amendment to the 2025-2028 TIP and it supersedes the pages with the same number included in the original document.

Revisions in the amendment include:

- 1) Adjusting the letting year and funding for Project GC2026-01.

The Technical Advisory Committee recommended approval of the Resolution Adopting the Amendment to the 2025-2028 TIP on October 21, 2025.

ACTION REQUESTED:

Approve the Resolution Adopting the Amendment to the 2025-2028 TIP as presented

ATTACHMENTS: *click underlined items for attachment*

- [Resolution No. 2025-10](#)

RESOLUTION NO. 2025-10

**A RESOLUTION OF THE POLICY BOARD OF THE GRAYSON COUNTY
METROPOLITAN PLANNING ORGANIZATION, AMENDING THE 2025-2028
TRANSPORTATION IMPROVEMENT PROGRAM**

WHEREAS, 23 Code of Federal Regulations (CFR) Subpart C – Metropolitan Transportation Planning and Programming requires Metropolitan Planning Organizations (MPOs) to develop a Transportation Improvement Program (TIP) that meets the requirements of 23 CFR part 450.324 related to the development and content of the TIP; and

WHEREAS, 43 Texas Administrative Code (TAC) Section 16.101 requires that the TIP be designed such that once implemented, it makes progress toward achieving the required federal performance targets and that the list of projects contained in the TIP must be prioritized by project within each funding category as described in 43 TAC 16.105(b); and

WHEREAS, federal, state, regional, and local agencies and organizations concerned with transportation planning within the MPO planning boundary have cooperatively developed the TIP to satisfy all federal planning requirements; and

WHEREAS, the amendments to the 2025-2028 TIP were made available to the public for review and comment prior to and ten (10) calendar days after the public hearing held on October 21, 2025, in accordance with the MPO's Public Participation Plan (PPP).

NOW, THEREFORE, BE IT RESOLVED BY THE POLICY BOARD OF THE GRAYSON COUNTY METROPOLITAN PLANNING ORGANIZATION, that the amendments to the 2025-2028 Transportation Improvement Program are hereby adopted in accordance with APPENDIX A attached hereto and incorporated herein.

ADOPTED in Regular Session on this the 3rd day of November, 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 November 3, 2025.

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

RESOLUTION NO. 2025-10
APPENDIX A

B. Fiscal Year 2026 Projects

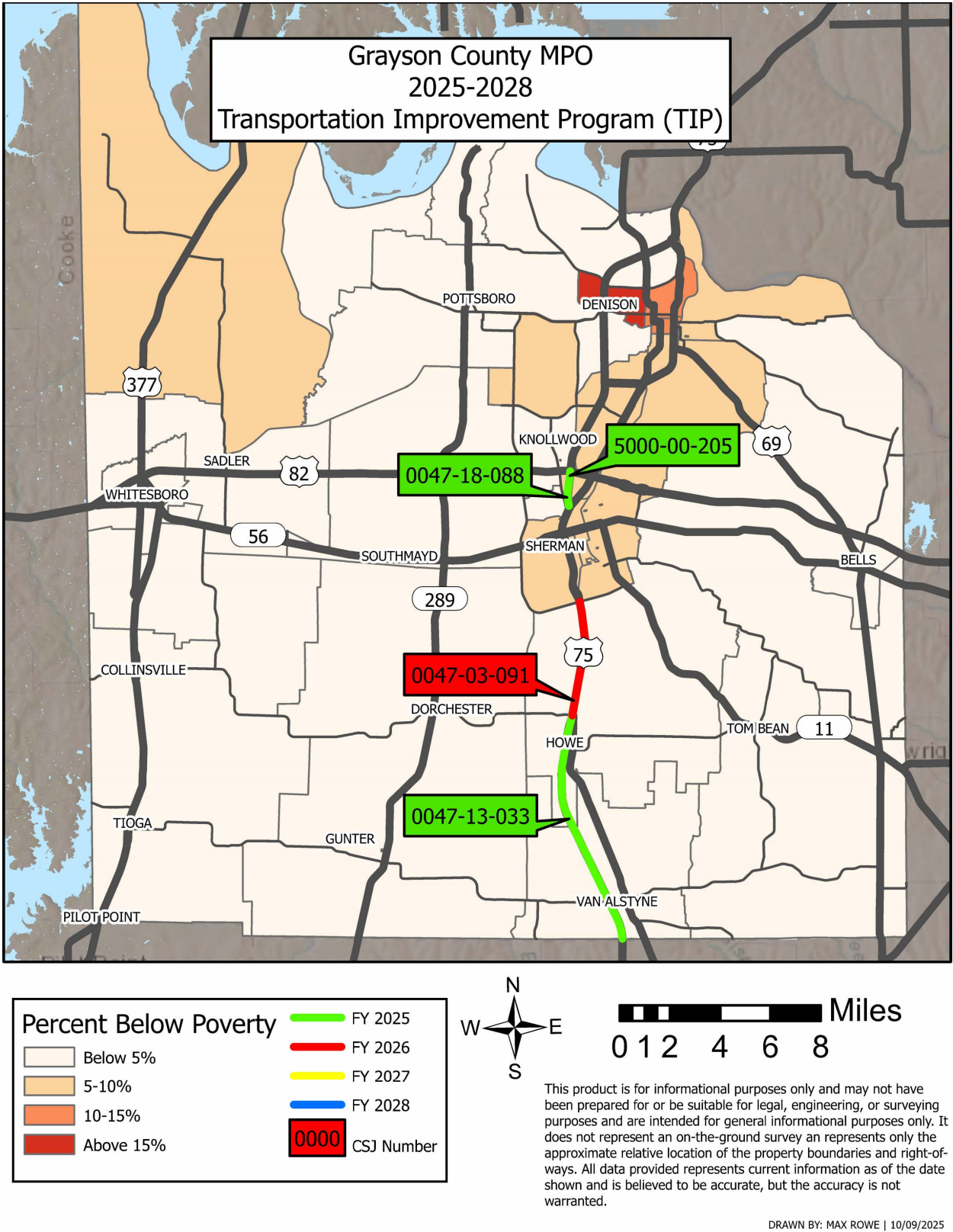
TRANSPORTATION IMPROVEMENT PROGRAM GRAYSON COUNTY MPO - HIGHWAY PROJECTS FY 2026										
DISTRICT	MPO		COUNTY	CSJ	TIP FY	HWY	PHASE	CITY	YOE COST	
PARIS	GRAYSON COUNTY		GRAYSON	0047-03-091	2028	US 75	C	SHERMAN	\$ 152,906,394	
LIMITS FROM: FM 902						PROJECT SPONSOR: TXDOT				
LIMITS TO: FM 1417						REVISION DATE: 08/2024				
PROJECT WIDENING FROM 4-LN TO 6-LN						MPO PROJECT NUM: GC2026-01				
DESCR:						FUNDING CAT(S): 2,3LC,4U, 12				
REMARKS P7:					PROJECT HISTORY:					
TOTAL PROJECT COST INFORMATION				AUTHORIZED FUNDING BY CATEGORY/SHARE						
PRELIM ENG:	\$	7,041,740		CATEGORY	FEDERAL	STATE	REGIONAL	LOCAL	LC	TOTAL
ROW PURCH:	\$	-	COST OF	2	\$ 26,759,737	\$ 6,689,934	\$ -	\$ -	\$ -	\$ 33,449,671
CONST COST:	\$	152,906,394	APPROVED	3LC	\$ -	\$ -	\$ -	\$ -	\$ 13,000,000	\$ 13,000,000
CONST ENG:	\$	8,450,088	PHASES	4U	\$ 3,200,000	\$ 800,000	\$ -	\$ -	\$ -	\$ 4,000,000
CONTING:	\$	7,185,420	\$152,906,394	12	\$ 81,965,378	\$ 20,491,345	\$ -	\$ -	\$ -	\$ 102,456,723
INDIRECT:	\$	4,167,561		TOTAL	\$ 111,925,115	\$ 27,981,279	\$ -	\$ -	\$ 13,000,000	\$ 152,906,394
BOND FIN:	\$	-								
POT CHG ORD:	\$	7,185,420								
TOTAL COST:	\$	186,936,623								
PHASE: C = CONSTRUCTION, E = ENGINEERING, R = ROW, T = TRANSFER										

PHASE: C = CONSTRUCTION, E = ENGINEERING, R = ROW, T = TRANSFER

D. Fiscal Year 2028 Projects

TRANSPORTATION IMPROVEMENT PROGRAM									
GRAYSON COUNTY MPO - HIGHWAY PROJECTS									
FY 2028									
NO PROJECTS AT THIS TIME									

E. Map of Funded Highway Projects



IV. FINANCIAL SUMMARY

A. Highway Financial Summary

Fiscal Year	CSJ	Project #	Facility	Limits		Description							Total
				From	To		2U - Urban Area Corridor Projects	3LC - Local Contribution	4U - Urban Connectivity	10 - NEVI	11 - District Discretionary	12 - Strategic Priority	
2025													
	0047-13-033	SD2024-01	US 75	COLLIN COUNTY LINE (MPO BOUNDARY	FM 902	WIDEN MAIN LANES FROM 4-LANE TO 6-LANE AND CONVERSION OF TWO-WAY FRONTAGE ROAD TO ONE-WAY		\$4,710,000			\$3,545,345	\$83,923,631	\$92,178,976
	0047-18-088	GC2024-02	US 75	US 82	SH 91 (TEXOMA PARKWAY)	WIDENING FROM 4-LN TO 6-LN	\$61,742,701		\$64,957,299				\$126,700,000
	5000-00-205	GC2025-01	US 75	TBD		INSTALL 4 DIRECT CURRENT FAST CHARGE PORTS WITHIN ONE MILE OF THE ELECTRIC ALTERNATIVE FUEL CORRIDORS				\$1,073,050			\$1,073,050
												2025 Total	\$219,952,026
2026													
	0047-03-091	GC2026-01	US 75	FM 902	FM 1417	WIDENING FROM 4-LN TO 6-LN	\$33,449,671	\$13,000,000	\$4,000,000			\$102,456,723	\$152,906,394
												2026 Total	\$152,906,394
2027													
	No projects at this time												
												2027 Total	\$0
2028													
	No projects at this time												
												2028 Total	\$0
Total							\$95,192,372	\$17,710,000	\$68,957,299	\$1,073,050	\$3,545,345	\$186,380,354	\$372,858,420

Grayson County MPO											
FY 2025 - 2028 Transportation Improvement Program											
Funding by Category											
		FY 2025		FY 2026		FY 2027		FY 2028		Total FY 2025 - 2028	
Funding Category	Description	TIP Programmed	UTP Authorized	TIP Programmed	UTP Authorized	TIP Programmed	UTP Authorized	TIP Programmed	UTP Authorized	TIP Programmed	UTP Authorized
2	Metropolitan & Urban Area Corridor Projects	\$61,742,701	\$61,742,701	\$33,449,671	\$33,449,671	\$0	\$0	\$0	\$0	\$95,192,372	\$95,192,372
3	Non-Traditionally Funded Transportation Project	\$4,710,000	\$4,710,000	\$13,000,000	\$13,000,000	\$0	\$0	\$0	\$0	\$17,710,000	\$17,710,000
4	Urban and Regional Connectivity	\$64,957,299	\$64,957,299	\$4,000,000	\$4,000,000	\$0	\$0	\$0	\$0	\$68,957,299	\$68,957,299
10 NEVI	National Electric Vehicle Initiative	\$1,073,050	\$1,073,050	\$0	\$0	\$0	\$0	\$0	\$0	\$1,073,050	\$1,073,050
11	District Discretionary	\$3,545,345	\$3,545,345	\$0	\$0	\$0	\$0	\$0	\$0	\$3,545,345	\$3,545,345
12 SP	Strategic Priority	\$83,923,631	\$83,923,631	\$102,456,723	\$102,456,723	\$0	\$0	\$0	\$0	\$186,380,354	\$186,380,354
Total		\$219,952,026	\$219,952,026	\$152,906,394	\$152,906,394	\$0	\$0	\$0	\$0	\$372,858,420	\$372,858,420
Funding Participation Source											
Source		FY 2025	FY 2026	FY 2027	FY 2028	Total FY 25-28					
Federal		\$172,193,621	\$111,925,115	\$0	\$0	\$284,118,736					
State		\$43,048,405	\$27,981,279	\$0	\$0	\$71,029,684					
Local Match		\$0	\$0	\$0	\$0	\$0					
CAT 3 - Local Contributions (LC)		\$4,710,000	\$13,000,000	\$0	\$0	\$17,710,000					
Total		\$219,952,026	\$152,906,394	\$0	\$0	\$372,858,420					
Annotations											
1. Local Match should be a percent of participation on a specific category of funding except Non-Traditional funding.											
2. The TIP financial summary should be a <u>total of all projects</u> currently within your TIP, excluding grouped projects .											
3. You can add/delete funding source rows 46-58 as needed.											
4. All Non-Traditional Programmed amount should equal all Non-Traditional (CAT 3) funding source amounts											

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

November 3, 2025

Authorize Execution of a Professional Services Agreement between Grayson County MPO and Munson, Munson, Cardwell, Tillett & Brown, P.C.

BACKGROUND:

At the September 3, 2025, Policy Board meeting, the Policy Board requested staff contact a local attorney with experience in transportation related matters to assist the Policy Board with legal matters. Staff contacted Ben Munson with Munson, Munson, Cardwell, Tillett & Brown, P.C. regarding contracting with the Grayson County MPO to attend Policy Board meetings and address any needs identified by the Policy Board and/or staff.

Staff worked with Munson, Munson, Cardwell, Tillett & Brown, P.C. to draft the attached Professional Services Agreement. The attached Professional Services Agreement was based upon other professional service agreements between the Grayson County MPO and various consultants. The attached Professional Services Agreement was forwarded to the Grayson County Purchasing Department on September 30, 2025. No comments were received.

The total contract amount is \$30,000 per fiscal year on an hourly basis unless otherwise approved by the Policy Board.

ACTION REQUESTED:

Authorize Execution of the Professional Services Agreement between Grayson County MPO and Munson, Munson, Cardwell, Tillett & Brown, P.C. as presented

ATTACHMENTS: *click underlined items for attachment*

- [Professional Services Agreement between Grayson County MPO and Munson, Munson, Cardwell, Tillett & Brown, P.C.](#)

PROFESSIONAL SERVICES AGREEMENT
BETWEEN THE GRAYSON COUNTY METROPOLITAN PLANNING
ORGANIZATION AND MUNSON, MUNSON, CARDWELL, TILLET &
BROWN, P.C.

This Professional Services Agreement is made this _____ day of _____, 2025, by and between **Grayson County Metropolitan Planning Organization** ("MPO") and **Munson, Munson, Cardwell, Tillett & Brown, P.C.** ("Attorney").

WHEREAS, the Attorney has experience and expertise in providing legal services and the MPO desires to have the Attorney provide such services on the terms and conditions contained herein; and

WHEREAS, the services to be provided under this Agreement may be exempted from the competitive bidding process requirement in the Texas 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, MPO and Attorney hereby agree as follows:

SCOPE OF SERVICES

In this Scope of Services, the term "Attorney" refers to the team of Attorney's team of attorneys, with **William B. Munson** being the primary attorney acting as the principal point of contact with the MPO. The Attorney is responsible for delivering the following specific services ("Services):

1. Meetings: Attendance at all meetings of the MPO.
2. Indefinite Delivery, Indefinite Quantity (IDIQ) Services: The Attorney will provide ongoing technical and administrative support as needed to the MPO in managing its programs and projects.

IDIQ ASSISTANCE

The MPO, under the direction of its Policy Board as outlined in its current Bylaws, intends to engage the Attorney to provide IDIQ Services, including but not limited to the services necessary to complete its Unified Planning Work Programs ("UPWP") of the MPO. Each UPWP details specific tasks, funding sources, and how the MPO will address federal planning factors. The UPWP serves as a guide for transportation planning within the Grayson County metropolitan area, coordinating with local governments and the State of Texas. The current UPWP can be found on the MPO's website at www.gcmpo.org and is incorporated by reference.

COMPENSATION

Compensation for Services will be provided on a time and materials basis, with a maximum budget of \$30,000.00 per fiscal year, unless prior authorization is received from MPO's Policy Board.

Expense reimbursement is included for all out-of-pocket expenses. 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, proofs of payment, and any other records required to substantiate the expense. Reimbursement requests submitted without the necessary documentation will not be processed.

Attorney compensation shall be at the rate of \$350.00 per hour.

Invoices will be submitted monthly.

CONFIDENTIALITY

As a client of the Attorney, MPO is advised that all information Attorney receives will be held in confidence and not released to outside persons, except as agreed to by the MPO or as required under applicable law. Attorney retains records relating to professional services provided to assist its clients with their professional needs and, in some cases, to comply with professional guidelines. To guard MPO's nonpublic personal information, Attorney maintains physical, electronic, and procedural safeguards that comply with its professional standards.

The Attorney makes reasonable efforts to ensure the security of all electronic data including confidential records related to its clients and electronic communications (such as emails, texts, telephone calls, voice-over-internet calls, video calls, cellular telephone calls, and social networking sites) relating to its clients, whether those communications are between Attorney and its clients or its internal communications relating to client matters. Attorney believes that employing such electronic records and communications, including the use of cloud storage of data and communications, improves the efficiency of its work and its communications with its clients. The MPO understands that Attorney cannot guarantee that any such electronic records or communications are not intercepted or accessed by unauthorized or unintended parties. Unless the MPO specifies otherwise in writing, the Attorney will continue to employ such electronic communications and record storage in performing its duties, and the MPO understands and agrees that Attorney is not responsible for the unintended disclosure of any confidential information obtained by others through the interception or unauthorized access of such electronic records or communications.

DURATION

The duration of this Agreement is from the date hereof until terminated by the MPO Policy Board.

FUNDING

Funds for payment have been provided through the MPO's budget as approved by its 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 MPO fiscal year shall be subject to MPO 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

Attorney shall indemnify and save harmless the MPO and all its officers, agents and employees and all entities, their officers, agents and employees 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 Attorney's grossly negligent act, error, omission or fault of the Attorney, or of any agent, employee, subcontractor or supplier of Attorney in the execution of, or performance of Services under this Agreement.

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

INSURANCE REQUIREMENTS

1. Submission of Insurance Certificates

Before commencing any work, the Attorney must, at its own expense, provide the MPO with copies of all insurance certificates. These certificates must indicate that the required coverage will remain in force throughout the entire term of this Agreement.

2. Required Insurance Coverage

A. Professional 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**

Certificate of Insurance: **A copy of Attorney's current Certificate of Liability Insurance is attached.**

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 Attorney 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 or 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 the 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

Attorney is 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 employees of Attorney that are related to a member of the MPO Policy Board or who own an interest in Attorney or who draw a salary or gifts from Attorney. Refer to the above website for complete definitions.

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 this Agreement, the Attorney agrees to comply with HB 1295, Government Code 2252.908. Attorney agrees to provide to the MPO, 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

Attorney 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 entering into this Agreement, the Attorney as a contracting party verifies that it does not Boycott Israel, and agrees that during the term of this Agreement will not Boycott Israel as that term is defined in Texas Government Code Section 808.001, as amended.

ETHICS

Attorney 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 this Agreement. MPO employees shall not offer or accept gifts, meals, or anything of value nor enter into any business arrangement with the Attorney.

ANTITRUST

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

CONFLICT OF INTEREST

No public official shall have interest in this Agreement, in accordance with Vernon's Texas Codes Annotated, Local Government Code Title 5. Subtitle C, Chapter 171. Attorney represents and warrants that the provision of goods and services or other performance under this Agreement 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 MPO in the event the Attorney is engaged to work on any matter related to any work performed pursuant to this Agreement.

DEBARMENT

Attorney certifies that the Attorney 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 as of the day and year first above written.

**Grayson County Metropolitan Planning
Organization**

**Munson, Munson, Cardwell, Tillett &
Brown, P.C.**

By: _____
Signature

By: _____
William B. Munson, Chairman

By: _____
Printed Name

Date: _____

Address: **123 South Travis Street
Sherman, Texas 75090**

Date: _____

Address: **1800 Teague Dive, Suite 100
Sherman, Texas 75090**