

MINUTES OF MEETING OF THE
BOARD OF COMMISSIONERS

November 17, 2016

THE STATE OF TEXAS §
COUNTY OF HARRIS §
HARRIS COUNTY EMERGENCY SERVICES DISTRICT NO. 11 §

The Board of Commissioners (the "Board") of Harris County Emergency Services District No. 11 (the "District") met in regular session, open to the public, at 7111 Five Forks Road, Spring, Texas 77379, a meeting place inside the boundaries of the District, on Thursday, November 17, 2016, at 9:00 a.m.; whereupon, the roll was called of the members of the Board, to-wit:

Tommy Ripley	President
Karen Plummer	Vice President
Fred Grundmeyer	Secretary
Robert Pinard	Treasurer
Lynn LeBouef	Asst. Treasurer

All members of the Board were present, thus constituting a quorum. Also attending the meeting were: Mr. John Peeler of Coveler & Katz, P.C. ("C&K"), attorneys for the District; Mr. Bill Russell of Myrtle Cruz, Inc. ("MCI"), bookkeeper for the District; the following representatives of the Cypress Creek Emergency Medical Services (the "CCEMS") were in attendance at the meeting: Mr. Ruben Gonzales, President of the CCEMS Board of Directors; Mr. Brad England, Executive Director; Mr. Andrew McKinney, attorney; Mr. Norm Uhl, Public Information Officer; and Ms. Barbara Lightsey, office manager. Other persons attending the meeting included the following: Mr. Ricardo Martinez of Martinez Architects; Mr. Kerry Johnson of NRG Marketing Group ("NRG"), the District's current website service provider; and Ms. Robin S. Bobbitt of Radcliffe Bobbitt Adams Polley PLLC ("RBAP").

WHEREUPON, the meeting was called to order by the President and evidence was presented that public notice of the meeting had been given in compliance with the law. The posted notices of the meeting are attached hereto.

After a 30 second moment of silence for prayer and reflection, the Board conducted the Pledge of Allegiance to the United States' Flag.

APPROVAL OF THE MINUTES

The Board first considered approval of the minutes of the regular meeting of October 20, 2016. Upon motion by Commissioner LeBouef, seconded by Commissioner Plummer, after full discussion and the question being put to the Board, the Board voted unanimously to approve the minutes of the October 20, 2016 meeting, as presented.

ENGAGEMENT OF LEGAL COUNSEL, INCLUDING ACTION TO TERMINATE
CURRENT LEGAL COUNSEL AND PRESENTATION(S) FROM ATTORNEYS

First, on behalf of the Board, President Ripley thanked Mr. Peeler and C&K for their many years of service to the District. Upon motion duly made and seconded, after full discussion and the question being put to the Board, the Board voted unanimously to authorize termination of the District's legal counsel agreement with C&K.

President Ripley then introduced Ms. Bobbitt to the Board and explained that he and Commissioner Pinard had recently interviewed Ms. Bobbitt and her partners and also met with representatives of other law firms and is now recommending that the Board engage RBAP to serve as general counsel to the District. Ms. Bobbitt then reviewed with the Board RBAP's proposal to serve as legal counsel District, a copy of which is attached hereto. Ms. Bobbitt also gave a brief review of her and her firm's background and expertise in providing legal services to various types of governmental entities. Ms. Bobbitt then responded to questions from the Board members. Upon motion by Commissioner Pinard, seconded by Commissioner Grundmeyer, after full discussion and the question being put to the Board, the Board voted unanimously to accept the proposal from RBAP and to engage RBAP to serve as general counsel to the District, effective November 17, 2016. A copy of RBAP's engagement letter can be found in the District's files.

TAKE NECESSARY ACTION ON DISTRICT'S BUDGET FOR THE FISCAL YEAR
ENDING DECEMBER 31, 2017

The Board then briefly reviewed the budget for the fiscal year ending December 31, 2017 (the "2017 Budget") adopted by the Board at the October 20th meeting, a copy of which is attached hereto. No action on this item was taken.

TAKE NECESSARY ACTION ON CCEMS BUDGET FOR THE FISCAL YEAR ENDING
DECEMBER 31, 2017

The Board next reviewed the CCEMS budget for the fiscal year ending December 31, 2017 (the "2017 CCEMS Budget"), a copy of which is attached hereto. In response to a question from Commissioner LeBouef, Mr. England stated that the fuel and supervisor-related expense line items reflected in the 2017 CCEMS Budget have been increased. A brief discussion then ensued regarding the current monthly funding payments to CCEMS. Mr. England stated that the CCEMS is agreeable to a lump sum annual payment (\$13,955,100 for the fiscal year ending December 31, 2017) rather than monthly payments from the District, if such lump sum payment is preferred by the Board. Upon motion by Commissioner LeBouef, seconded by Commissioner Plummer, after full discussion and the question being put to the Board, the Board voted unanimously to approve the CCEMS budget for the fiscal year ending December 31, 2017, and authorize the revisions as outlined above to the District's budget for the fiscal year ending December 31, 2017. Mr. Russell noted that the District's 2017 Budget had already been updated with the information from the CCEMS's 2017 budget.

REVIEW AND TAKE NECESSARY ACTION ON FINANCIAL MATTERS, INCLUDING FINANCIAL REPORT FROM DISTRICT TREASURER AND BOOKKEEPER

Mr. Russell then presented and reviewed with the Board the Bookkeeper's Report, including the revenues and expenses of the District, the budget comparison, the investment report and the checks being presented for payment at today's meeting, copies of which are attached hereto.

Mr. Russell reported that during the last month, the District had received \$8,939.83 in property tax deposits, \$3,860.72 in penalties and interest and \$317.83 in interest, all of which was deposited into the Compass Bank Operating Account.

President Ripley then questioned the amount of C&K's reimbursement to the District in connection with a portion of the Bracewell LLP ("Bracewell") legal invoice that was paid by the District at the October meeting. Mr. Peeler stated that C&K had reimbursed the District for a portion of such legal fees totaling \$3,476.25. Mr. Peeler also noted that the Bracewell invoice was for all of their legal services work that was performed in connection with responding to Mr. Wayne Dolcefino's Public Information Act ("PIA") requests to the District dated September 20, 2016, September 21, 2016 and September 22, 2016. Mr. Peeler stated that he wanted to make certain that the District had not been double-billed in any manner.

A discussion next ensued regarding the status of Bracewell's responses to the PIA requests from Mr. Dolcefino. Ms. Bobbitt stated that she will contact Mr. Jonathan Frels at Bracewell to get an update on the status of the response to Mr. Dolcefino's PIA request of September 22, 2016, which required a clarification request to Mr. Dolcefino in accordance with Section 552.202(b) of the Texas Public Information Act. Mr. Peeler further noted that Mr. Dolcefino had recently requested in an email copies of CCEMS and the District's 2016 and 2017 budgets, which information will be provided to Mr. Dolcefino. Mr. Peeler added that to his knowledge, Mr. Dolcefino had not yet responded to Bracewell's September 29th clarification request letter concerning his September 22nd PIA request.

President Ripley then inquired about the District's previous website service provider, WebWize, and invoices that the District had received from such firm. President Ripley also inquired about whether full access and control of the website has been turned over to NRG. Mr. Russell stated that MCI had received several invoices from WebWize and that such invoices had been paid by C&K and are included in C&K's legal services invoice presented for payment at today's meeting.

Mr. Johnson entered the meeting at this time.

Mr. Johnson reported that WebWize has recently released control of the District's previous website domain to NRG, but that certain other aspects of the old domain have not been turned over to NRG. Commissioner LeBouef noted that the District owes C&K \$2,437.50 in connection with C&K's recent payment to WebWize on behalf of the District for website hosting services provided from October 2014 through September 2015, October 2015 through September 2016 and a prorated invoice for September and October 2016 services. Copies of the WebWize invoices are attached hereto. Extensive discussion ensued.

Upon motion by Commissioner LeBouef, seconded by Commissioner Plummer, after full discussion and the question being put to the Board, the Board voted unanimously to approve the Bookkeeper's Report, to authorize payment of the checks reflected therein, including reimbursement to C&K in the amount of \$2,527.50 for website hosting services performed by WebWize, as outlined above.

REVIEW AND TAKE NECESSARY ACTION ON MONTHLY OPERATIONS AND FINANCIAL REPORT FROM CCEMS

President Ripley next recognized Mr. England, who presented and reviewed with the Board the Executive Director's Report, the monthly CCEMS Operations and Financial Reports, including the operations statistics for the month of October 2016, the 2016 CCEMS budget comparison and the proposed CCEMS budget for the fiscal year ending December 2017, copies of which are attached hereto. Mr. England then briefly reported that during the month of October there had been 2,116 transports, nine (9) Life Flight transports, and that 24% of the calls during the month were "no transports." Mr. England added that during October, CCEMS received 29 mutual aid assists and provided 16 mutual aid assists outside of CCEMS's boundaries. Mr. England further reported that Martinez Architects has completed the plans for the new CCEMS Station 52. A copy of the schematic drawings for Station 52 is attached hereto. Mr. England added that construction of Station 52 should be complete by July 2017.

Upon motion by Commissioner Plummer, seconded by Commissioner Grundmeyer, after full discussion and the question being put to the Board, the Board voted unanimously to approve the CCEMS Operations and Financial Report.

REVIEW AND TAKE NECESSARY ACTION ON ADOPTION OF CCEMS BUDGET FOR THE FISCAL YEAR ENDING DECEMBER 31, 2017 AND RENEWAL OF SERVICE AGREEMENT

Mr. England next presented and reviewed with the Board the CCEMS budget for the fiscal year ending December 31, 2017, a copy of which is attached hereto. A brief discussion ensued. Upon motion by Commissioner LeBouef, seconded by Commissioner Plummer, after full discussion and the question being put to the Board, the Board voted unanimously to approve the CCEMS budget for the fiscal year ending December 31, 2017, thereby renewing the District's Service Agreement with CCEMS for the coming year in accordance with the terms of such agreement.

REVIEW AND TAKE NECESSARY ACTION ON MONTHLY PAYMENT OF OPERATIONS FUNDING PURSUANT TO CURRENT BUDGET AND SERVICE AGREEMENT WITH CCEMS

The Board next reviewed and discussed the monthly CCEMS Operations invoice dated November 1, 2016, a copy of which is attached hereto. Upon motion by Commissioner LeBouef, seconded by Commissioner Plummer, after full discussion and the question being put to the Board, the Board voted unanimously to approve the monthly CCEMS Operations payment in the amount of \$1,003,835 for the month of November.

REVIEW AND TAKE NECESSARY ACTION TO APPROVE ACQUISITION AND/OR PAYMENT FOR CAPITAL ITEMS PURSUANT TO DISTRICT BUDGET AND/OR SERVICE AGREEMENT WITH CCEMS

Mr. England next requested Board approval for CCEMS to purchase new batteries for the ambulance stretchers at a total estimated cost of \$21,628.88. Upon motion by Commissioner LeBouef, seconded by Commissioner Pinard, after full discussion and the question being put to the Board, the Board voted unanimously to approve payment in the amount of \$21,628.88 for the purchase of new stretcher batteries.

REVIEW AND TAKE NECESSARY ACTION REGARDING DISTRICT WEBSITE, INCLUDING ENGAGEMENT OF NEW WEBSITE SERVICE PROVIDER

An extensive discussion then ensued regarding the status of the District's website. Mr. Johnson stated that he will prepare a summary of his action plan for updating the District's website and will forward such summary to the Board prior to the next meeting.

REVIEW AND TAKE NECESSARY ACTION REGARDING ENGAGEMENT OF A PUBLIC RELATIONS FIRM AND SELECTION OF A NEWSPAPER FOR PUBLICATION OF DISTRICT-RELATED ARTICLES

Commissioner Pinard reported that he is in the process of obtaining proposals from several public relations firms, as well as cost estimates from several local newspapers for the publication of District-related articles. Commissioner Pinard noted that a public relations firm would be able to develop and prepare informational and public information articles for the District. A brief discussion then ensued regarding the District's possible use of social media to keep the public informed about the District.

REVIEW AND TAKE NECESSARY ACTION REGARDING CONSTRUCTION, IMPROVEMENTS, REPAIRS AND RENOVATIONS TO DISTRICT REAL PROPERTY, STATIONS AND BUILDINGS, INCLUDING LEED CERTIFICATION, CONSTRUCTION PAYMENTS, CHANGE ORDERS AND ENGAGEMENT OF PROFESSIONAL SERVICES AND CONTRACTORS

President Ripley then questioned the multiple invoices that the District had received from Joiner Architects, Inc. ("Joiner") and/or its sub-contractors in connection with obtaining the LEED Certification for Station 513. Mr. Martinez reported that it was his understanding that all of the necessary LEED documentation has been submitted to the Green Council for approval, which is typically a 30-day process. Mr. Peeler added that he had recently received correspondence from Mr. Chad Joiner, who informed him that there had been issues between Mr. Joiner and Mr. Martinez, who was previously employed by Joiner. Mr. Peeler reminded the Board that they had previously requested that a Joiner representative attend today's Board meeting to brief the Board regarding any contractors that Joiner had hired or utilized to assist with obtaining the LEED Certification and the invoices related to same that had been received by the District. Commissioner Pinard expressed his frustration with the lack of a response from Joiner. Mr. Peeler noted that DBR is a firm that Joiner had engaged to assist with the LEED Certification, which explains the invoices that the District had recently received from DBR. An

extensive discussion ensued. It was the consensus of the Board to not make any further payments to Joiner or DBR until such time as a representative of Joiner attends a Board meeting to brief the Board on the status of the LEED Certification.

Mr. Martinez reminded the Board that a re-vegetation plan/tree survey (the "Plan") was previously required by Coventry Development, the developer for the Springwoods Village Station 513, is under construction and that the costs associated and required under the Plan will need to be paid (shared between the District and Harris County Emergency Services District No. 7) at some point in the future.

REVIEW AND TAKE NECESSARY ACTION REGARDING REAL PROPERTY, INCLUDING ACQUISITION, DISPOSITION, LEASING AND/OR ENCUMBERANCE

There was no discussion or action taken in connection with this item.

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There was no discussion or action taken in connection with this item.

REVIEW AND TAKE NECESSARY ACTION REGARDING CAPITAL LEASE AGREEMENT(S) WITH CCEMS FOR POSSESSION AND OPERATION OF DISTRICT OWNED REAL OR PERSONAL PROPERTY

Mr. Peeler next noted that the Board had approved the Capital Lease Agreements at last month's meeting and that no further action on such item was necessary. However, Mr. McKinney then requested that the Board consider adding a provision to the District's Service Agreement with CCEMS, which would prevent the District from suspending monthly payments to CCEMS. Mr. McKinney reminded the Board that several prior Board members had threatened on several occasions to withhold monthly payments to the CCEMS and that the CCEMS would like to ensure that funding cannot be arbitrarily be stopped or interrupted. After further discussion, it was determined that any proposed revisions to or updating of the District's Service Agreement with CCEMS would be deferred until after the first of the year in 2017. Mr. McKinney stated that he would discuss the matter further with Ms. Bobbitt.

REVIEW AND TAKE NECESSARY ACTION REGARDING DISTRICT CONTRACTS WITH VENDORS/CONTRACTORS, INCLUDING SELECTION OF VENDORS, FUNDING TO VENDORS AND DUTIES ASSIGEND TO VENDORS

There was no discussion or action taken in connection with this item.

REVIEW AND TAKE NECESSARY ACTION REGARDING ADMINISTRATIVE RESPONSIBILITIES AND PROCEDURES, INCLUDING BUT NOT LIMITED TO PREPARATION OF MINUTES, FINANCIAL REPORTS, MEETING NOTICES AND ACTION TO RETAIN EMPLOYEES OR CONTRACTORS FOR SAME

An extensive discussion then ensued regarding the taking of minutes for District meetings. Commissioner Pinard and Mr. McKinney expressed their beliefs that the same person

should not be taking the minutes for both the CCEMS and the District. It was the consensus of the Board that RBAP would be responsible for preparing the District's meeting minutes, certified agendas for Executive Sessions and the District's meeting agendas.

REVIEW AND TAKE NECESSARY ACTION REGARDING EMERGENCY VEHICLE
PREEMPTION ("EVP") DEVICES ON SIGNALIZED ROADS AND PAYMENT OF BILLS
ASSOCIATED WITH SAME

Commissioner Plummer then reported that she had recently received an email and invoice dated November 15, 2016 in the amount of \$32,300 for Advanced Traffic Solutions, LLC from Mr. Rich Jones of Klein Volunteer Fire Department and Harris County Emergency Services District No. 16 regarding the software costs associated with the installation of additional EVP devices at 19 intersections, as previously discussed and approved by the Board. Mr. Russell stated that in such email, Mr. Jones had explained that the District has paid 75% of the current EVP device installation costs. Mr. Russell went on to state that the District is not required to pay the 25% remaining balance until the related EVP devices have been installed. Mr. Peeler clarified that, at this time, Mr. Jones is invoicing the District for its share of the EVP software costs and not for installation of the EVP devices. Mr. Russell further noted that payment had previously been made by the District to E-Views Safety Systems, Inc. ("E-Views") in the amount of \$71,250, which is half of the total purchase order amount of \$142,500. Further discussion then ensued. It was the consensus of the Board that the remaining balance (\$71,250) of the purchase order be paid to E-Views as soon as possible.

REVIEW AND TAKE NECESSARY ACTION REGARDING PUBLIC INFORMATION ACT
("PIA") REQUESTS

Commissioner LeBouef requested that this item be discussed in Executive Session with the District's attorney.

PUBLIC COMMENTS

There were no comments from the public at this time.

CONVENE IN EXECUTIVE SESSION

Pursuant to the provisions of the Texas Open Meetings Act, Chapter 551, Texas Government Code, as amended, specifically Section 551.071(2), President Ripley convened the Board in Executive Session at 10:06 a.m., to consult with the District's attorney to discuss and deliberate on certain matters concerning attorney-client privilege.

Ms. Lightsey and Messrs. Russell, Gonzales, England, McKinney, Uhl and Martinez then exited the meeting at this time.

RECONVENE IN OPEN SESSION

President Ripley then reconvened the meeting in open session at approximately 10:30 a.m.

Messrs. Gonzales, England and McKinney re-entered the meeting at this time.

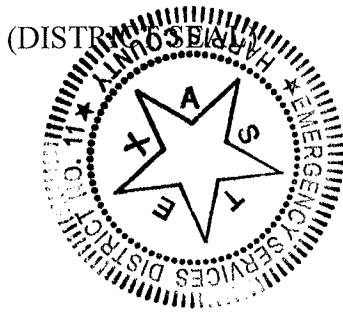
RECORDS MANAGEMENT MATTERS

Upon motion by Commissioner LeBouef, seconded by Commissioner Plummer, after full discussion and the question being put to the Board, the Board voted unanimously to authorize RBAP to review the District's Records Management Policy once such policy is received from C&K, and take any necessary actions in accordance with such policy.

Mr. Peeler then reminded the Board that the next regular meeting is scheduled to be held on Thursday, December 15, 2016. Mr. McKinney stated that he is unable to attend the next meeting and requested that the Board consider discussing proposed revisions to the Service Agreement by and between CCEMS and the District and at the January 2017 Board meeting.

There being no further business to come before the Board, the meeting was adjourned at approximately 10:40 a.m.

PASSED, APPROVED AND ADOPTED this 15th day of December, 2016.



Fred J. ...
Secretary, Board of Directors