MINUTES OF MEETING OF THE BOARD OF COMMISSIONERS

November 16, 2017

THE STATE OF TEXAS	Ş
COUNTY OF HARRIS	8
HARRIS COUNTY EMERGENCY SERVICES DISTRICT NO. 11	8

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 Drive, Spring, Texas 77379, a meeting place inside the boundaries of the District, on Thursday, November 16, 2017, 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
Josh Fetner	Asst. Treasurer

All members of the Board were present, thus constituting a quorum. Also attending the meeting were: Chief Randall F. Parr of the Tomball Fire Department ("Tomball FD"); Mr. Michael Pate, a member of the Board of Commissioners of Harris County Emergency Services District No. 16 ("ESD 16"); Mr. Bill Russell of Myrtle Cruz, Inc. ("MCI"), bookkeeper for the District; Mr. Kerry Johnson of NRG Marketing Group ("NRG"), the District's website service provider; Ms. Robin S. Bobbitt, attorney, and Ms. Carla Christensen, paralegal, of Radcliffe Bobbitt Adams Polley PLLC ("RBAP"), attorneys for the District; In addition, the following representatives of Cypress Creek Emergency Medical Services (the "CCEMS") were in attendance at the meeting: Mr. Dave Billings, member of the Board of Directors of the CCEMS; Mr. Brad England, Executive Director of the CCEMS; and Mr. Norm Uhl, Public Information Officer for the CCEMS.

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.

CONSIDER ADOPTION OF PROPOSED ADMINISTRATIVE AND OPERATIONAL POLICIES AND PROCEDURES OF THE BOARD AND TAKE NECESSARY ACTIONS ON SAME

Commissioner Pinard first proposed that the Board consider adopting certain administrative and operational policies and procedures for the Board. Commissioner Pinard then presented to and reviewed with the Board a list of proposed policies and procedures that he had prepared for the District, a copy of which is attached hereto. An extensive discussion ensued

regarding such list of proposed policies and procedures. Regarding the adoption of a policy for removal of a Commissioner from the Board for missed meetings, Ms. Bobbitt explained that Chapter 775 of the Health and Safety Code addresses such issue. Ms. Bobbitt explained that, in accordance with §775.042 of the Health and Safety Code, the Board may remove a member if: (1) the member is absent from more than half of the regularly scheduled board meetings that the member is eligible to attend during a calendar year without an excuse approved by a majority vote of the board; and (2) the other members of the board unanimously vote to remove that member.

Chief Parr entered the meeting at this time.

After a brief discussion, the Board agreed that, where practicable, all monthly invoices should be submitted to MCI by the 10th day of the month in order for such invoices to be paid at that month's Board meeting.

In response to questions from Commissioner Pinard, Ms. Bobbitt explained that: 1) the Board always has the ability to review and discuss each invoice submitted for payment, and may vote to hold payment on an invoice at any time; and 2) her office prepares an annual calendar for the District that reflects all of the various actions the Board must take at various times throughout the year. Ms. Bobbitt noted that her office will provide the Commissioners with a draft of the 2018 Annual Calendar for review prior to the December meeting.

An extensive discussion next ensued regarding the creation and implementation of a process for the Board to vet and review proposed projects and purchases of the Board. It was the consensus of the Board to create an application form for completion by any person or entity needing to present a proposed project or proposed acquisition/purchase for consideration by the Board. Commissioner Pinard noted that he will prepare a draft of such application form. Ms. Bobbitt noted that the Service Agreement by and between the CCEMS and the District includes a procedure for the CCEMS to request the purchase/funding of capital items by the District.

In response questions from Commissioner Pinard, Ms. Bobbitt explained that pursuant to the provisions of Chapter 775 of the Health and Safety Code, the District is required to conduct an annual audit of the District's financial accounts and records and has previously engaged the services of McCall Gibson Swedlund Barfoot PLLC ("McCall Gibson") to prepare such annual audit. Ms. Bobbitt went on to state that the District can always elect to conduct: 1) a reconciliation audit in which an auditor reviews the CCEMS accounts funded through District payments; and/or 2) an operational audit in which an auditor or other professional consultant reviews the operating policies and procedures between of the CCEMS and/or the District. Ms. Bobbitt reminded the Board that reconciliation audits for 2015 and 2016 were performed by McCall Gibson earlier this year.

A brief discussion then ensued regarding whether the District should engage the services of a stenographer to take minutes of the monthly Board meetings. No action was taken on such matter.

UPDATE ON E-VIEWS PREEMPTION SYSTEM DEVICES, INCLUDING STATUS OF INSURANCE CLAIM FOR DAMAGE TO VARIOUS SAFETY SYSTEM, INC., E-VIEWS DEVICES DURING HURRICANE HARVEY, STATUS OF REPAIR/REPLACEMENT OF DAMAGED E-VIEWS DEVICES AND TAKE ANY NECESSARY ACTIONS ON SAME

Ms. Bobbitt next reminded the Board that Chief Rich Jones from the Klein Volunteers Fire Department had attended the September Board meeting to inform the Board that there was a substantial amount of damage to at least 21 of the District's E-Views intersection preemption controller devices as a result of Hurricane Harvey.

Commissioner Fetner then provided an update to the Board and explained that the Board had previously authorized the submission of an insurance claim to VFIS, the District's insurance carrier, for damage to the District's E-Views intersection controller devices due to Hurricane Harvey. Commissioner Fetner went on to report that such claim was filed with VFIS and that the District has been approved to receive a partial claim payment in the amount of \$81,500 for 11 of the E-Views intersection controller devices that were substantially damaged during Hurricane Harvey. Commissioner Fetner further explained that he is continuing to coordinate with Chief Jones and other stakeholders to determine the ownership of the 11 damaged controller devices in order to distribute the appropriate pro-rata share of the claim payment to the proper entities.

Commissioner Fetner then introduced Mr. Pate to the Board. Commissioner Fetner explained that he and Mr. Pate have been attending stakeholder meetings with all of the representatives of affected E-Views intersection preemption controller devices to discuss options for the proposed replacement of such devices. Commissioner Fetner reminded the Board that, due to the continuing advancement of technology, the E-Views intersection controller devices will be obsolete in the near future and that Harris County (the "County") and likely the Texas Department of Transportation ("TxDot"), have decided to replace the intersection preemption controller devices for County and State roads with newer, more updated devices. Commissioner Fetner and Mr. Pate then reported that the stakeholders have been reviewing various vendor options in connection with the necessary transition from the E-Views devices to intersection preemption controller devices that will be compatible with the County's newer, more updated devices. Mr. Pate went on to state that the stakeholders are currently considering approval of a subscription-based system with two (2) different vendors for the replacement of all E-View devices. Mr. Pate noted that the two (2) vendors are in the process of obtaining the appropriate certifications for their respective devices from the County. In response to a question, Mr. Pate stated that the subscription-based system would require each stakeholder to pay an annual fee (currently estimated to be approximately \$182,000), which would include all for maintenance, repairs and technology upgrades of the intersection controller devices. In response to a question, Mr. Russell stated that the District's current budget includes an annual expense line item in the amount of \$110,000 for E-Views devices. Mr. Pate continued to address a number of questions from Board members. Further discussion ensued. Commissioner Fetner stated that no Board action is required at this time.

Mr. Pate exited the meeting at this time.

APPROVAL OF THE MINUTES

The Board then considered approval of the minutes of the regular meeting of October 19, 2017 and the certified agendas for the regular meetings of September 21, 2017 and October 19, 2017, previously distributed to the Board. Ms. Bobbitt then reminded the Board that while the Board had been previously provided copies of the certified agendas for their review and approval, such certified agendas are considered confidential information under the Texas Open Meetings Act (the "Act") and, therefore, should not be shared with anyone. Ms. Bobbitt noted, however, that the Act provides for court-ordered access of certified agendas under specific circumstances.

Commissioner Pinard requested that such minutes be revised to reflect: 1) that Commissioner Pinard did not recommend or agree to the engagement of Smyser Kaplan & Veselka, L.L.P.; and 2) that Commissioner Pinard requested that the Board review any and all matters before the District's attorney reviews and/or revises any District contracts. Ms. Bobbitt stated that her firm can revise the minutes in accordance with however the Board desires.

Upon motion by Commissioner Grundmeyer, seconded by Commissioner Fetner, after full discussion and the question being put to the Board, the Board voted unanimously to approve the minutes of the regular meeting of October 19, 2017, subject to Commissioner Pinard's requested revisions, and approve the certified agendas for the regular meetings of September 21, 2017 and October 19, 2017, as presented.

REVIEW AND TAKE ANY NECESSARY ACTIONS ON MONTHLY OPERATIONS AND FINANCIAL REPORT FROM CCEMS, INCLUDING CONSIDERATION OF MONTHLY OPERATIONS FUNDING REQUEST AND CAPITAL FUNDING REQUESTS

Commissioner Ripley then recognized Mr. England, who presented to 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 2017 and the 2017 CCEMS budget comparison, copies of which are attached hereto. Mr. England went on to report that during the month of October there had been 2,320 transports, one (1) Life Flight transport, and that 30% of the calls made during the month were "no transports." Mr. England went on to report that during the month of October, the CCEMS had received 26 mutual aid assists and had provided 18 mutual aid assists outside of the CCEMS's boundaries.

Mr. England next noted that CCEMS had recently solicited bids for medical supplies and is starting to receive such bids for the upcoming year.

Mr. England then reviewed with the Board the following CCEMS reports: 1) Blood Products Administration; 2) STEMI Report; 3) Stroke Report; and 4) Trauma Report. Copies of such reports are attached to the Executive Directors Report, and attached hereto.

Mr. England next requested Board authorization to solicit proposals for the District's purchase of two (2) supervisor vehicles. In response to a question, Mr. England reminded the Board that the CCEMS had requested that the Board include a \$780,000 capital expenditure in the District's budget for the fiscal year ending ("FYE") December 31, 2018 for the purchase of such supervisor vehicles. Mr. Russell confirmed that such expenditure was included in the

District's 2018 budget. Upon motion by Commissioner Plummer, seconded by Commissioner Fetner, after full discussion and the question being put to the Board, the Board voted unanimously to authorize CCEMS to solicit proposals for the purchase of two (2) supervisor vehicles.

Mr. England went on to report that CCEMS will soon receive the "EMS Dispatch System of the Year" award for its Dispatch Center by the Texas Department of Health.

Mr. England then reminded the Board that CCEMS recently re-implemented the Community Paramedic Program (the "Paramedic Program"), which allows a physician's assistant to respond directly to less urgent patients that do not require an ambulance. Mr. England next presented to and reviewed with the Board a summary of the Paramedic Program, a copy of which is attached hereto. Mr. England reported that, CCEMS has seen a reduction in the number of calls to 911 from patients that do not require an ambulance since the implementation of the Pilot Paramedic Program

Ms. Bobbitt next reminded the Board that they had previously reviewed the proposed Interlocal Agreement for the Development and Deployment of a CAD to CAD Interoperability Dispatch Linking Platform (the "Interlocal Agreement") in connection with the plans to implement a CAD to CAD interoperability dispatch linking platform (the "CAD System") and that they had also previously received a presentation from Chief Randall Parr of the Tomball Fire Department (the "Tomball FD") regarding the purpose of the Interlocal Agreement and the benefits of a new CAD System in connection with mutual aid provided by CCEMS and the other participants in the proposed Interlocal Agreement. Mr. England then stated that he had previously reported that the fire and EMS User Advisory Board (the "EMS UAB") would be meeting to further evaluate and discuss the proposed CAD System. Chief Parr reported that the EMS UAB had recently met to discuss the proposed CAD System. Mr. England stated that he had not yet received any recommendation or additional information from the EMS UAB about the proposed CAD System.

Upon motion by Commissioner Grundmeyer, seconded by Commissioner Plummer, after full discussion and the question being put to the Board, the Board voted unanimously to approve the CCEMS Operations and Financial Report and to approve the monthly CCEMS Operations payment in the amount of \$1,162,925 for the month of November.

REVIEW/APPROVE UPDATED DRAFT OF RESOLUTION ADOPTING POLICY REGARDING REIMBURSEMENT OF PRIVATE DEFENSE COSTS (THE "REIMBURSMENT POLICY")

Ms. Bobbitt next reminded the Board that they had adopted the Reimbursement Policy at the last Board meeting, subject to certain revisions being made for such policy, as discussed and identified by the Board. Ms. Bobbitt then presented to and reviewed with the Board the proposed updated draft of the Reimbursement Policy, a copy of which is attached hereto. Ms. Bobbitt went on to explain that the Reimbursement Policy sets forth formal guidelines specifying the conditions under which the Board may elect to reimburse a Commissioner for their personal attorney fees and expenses incurred to defend against a criminal or civil proceeding.

An extensive discussion ensued regarding the process/procedures for a Commissioner to seek reimbursement and/or payment of defense costs, including the requirement to submit a written request to the Board for reimbursement, along with the appropriate documentation in the form of invoices and the requirement that the Board consider any such request in an open meeting and thereafter, adopt a resolution memorializing its findings that the request qualifies for reimbursement.

In response to a question from Commissioner Grundmeyer, Ms. Bobbitt stated that the Board can amend the District's budget at any time in order to add or increase expense line items in the budget.

Upon motion by Commissioner Fetner, seconded by Commissioner Pinard, after full discussion and the question being put to the Board, the Board voted unanimously to adopt the Policy, as presented. A copy of the final Reimbursement Policy is attached hereto.

CONSIDER COMMISSIONER REQUESTS FOR REIMBURSEMENT OF DEFENSE COSTS AND CONSIDER ADOPTION OF REIMBURSEMENT RESOLUTION REGARDING SUCH REQUESTS

Commissioners Ripley and Pinard then requested payment of an invoice in the amount of \$8,005, collectively, for defense costs to Hughes Arrell Kinchen LLP ("HAK") for such firm's representation of Commissioner Ripley and Pinard in connection with the federal grand jury subpoenas they had received. Commissioners Ripley then submitted his individual, written request for reimbursement and related invoices. Commissioner Pinard also stated that he was requesting payment of his share of defense costs and that he would forward his request to Ms. Bobbitt and Mr. Russell after today's meeting. The Board then reviewed Commissioner Ripley's written request for payment of his defense costs.

Ms. Bobbitt then reported that former Commissioner Lynn LeBouef had submitted two (2) invoices from Locke Lord LLP for their representation of former Commissioner LeBouef in connection with a federal grand jury subpoena that he had received. It was determined that Mr. LeBouef's request would be considered at the Board's December meeting.

Upon motion by Commissioner Plummer, seconded by Commissioner Fetner, after full discussion and the question being put to the Board, the Board voted three (3) votes in favor, with Directors Ripley and Pinard abstaining (in accordance with the Reimbursement Policy) to adopt the Resolution Authorizing Reimbursement for the payment of HAK defense cost invoices in connection with their ongoing representation of Commissioners Ripley and Pinard.

Ms. Bobbitt then noted that her office will prepare the written resolution to memorialize the Board's findings that the Commissioner's requests qualify for reimbursement in accordance with the provisions of the Reimbursement Policy and include such items in the exhibits of the December meeting.

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

Mr. Russell then presented to and reviewed with the Board the Bookkeeper's Report, including the revenues and expenses of the District, the budget comparison, the adopted budget for the FYE December 31, 2018, the investment report and the checks being presented for payment at today's meeting, copies of which are attached hereto.

Mr. Russell next reported that during the prior month, the District had received \$798.44 in investment interest, \$89.26 in insurance dividends and \$10,773.11 in vehicle inventory tax revenue. Mr. Russell further reported that all such revenue had been deposited into the District's Compass Bank Operating Account.

Mr. Russell then presented to the Board for payment check no. 1150, payable to JG Media in the amount of \$1,005, for newspaper ads that was not listed on the Bookkeeper's Report. Mr. Russell noted that he had just received such invoice from Mr. England due to the fact that JG Media improperly sends such invoices to Mr. England despite repeated requests that the invoices be sent to MCI's office.

Mr. Russell next explained that Compass Bank requires new signature cards due to the recent appointment of Commissioner Fetner to the Board.

Upon motion by Commissioner Fetner, seconded by Commissioner Grundmeyer, 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 and to authorize execution of the new signature cards for Compass Bank.

TAX ASSESSOR/COLLECTOR'S REPORT

Ms. Bobbitt then reviewed with the Board the monthly Tax Assessor/Collector's Report for the month of October, a copy of which is attached hereto. Ms. Bobbitt reported that the Tax Assessor/Collector recently sent out the 2017 tax statements and, therefore, no 2017 taxes had yet been collected. Ms. Bobbitt went on to state that \$170,983.31 in 2016 taxes remain outstanding as of October 31, 2017.

COMMISSIONER'S MONTHLY FACILITIES INSPECTION/TOUR REPORT

Commissioner Ripley next reported that he was unable to conduct any facility inspections after the October Board meeting and will not be conducting any facility inspections/tours after today's Board meeting.

STATUS OF DISTRICT CONSTRUCTION, REPAIR IMPROVEMENT, OR RENOVATION PROJECTS, AND TAKE ANY NECESSARY ACTIONS ON SAME

There was nothing to report on this item at this time.

Mr. Russell exited the meeting at this time.

REVIEW, DISCUSS AND TAKE ACTION ON MISCELLANEOUS MEDIA MATTERS, INCLUDING UPDATE BY NRG MARKETING GROUP ("NRG") ON STATUS OF DISTRICT'S WEBSITE AND CREATION OF A DISTRICT LOGO

Mr. Johnson next reported on the status of the District's website, http://www.esd11.com.

Mr. Johnson then presented to and reviewed with the Board the proposed District logo that he had coordinated with Commissioner Pinard to develop, a copy of which is attached hereto. The Board then approved the new logo design.

Mr. Johnson next reminded the Board that they had previously approved a proposal from NRG for the District's new website/branding campaign. Mr. Johnson stated that he is proceeding with updating/development of the District's website and branding campaign, which is estimated to take approximately three (3) months.

REVIEW AND APPROVE WORKERS' COMPENSATION INSURANCE POLICY RENEWAL AND PAYMENT FOR SAME

Ms. Bobbitt next presented to and reviewed with the Board the District's Workers' Compensation insurance renewal quote from Texas Mutual Insurance Company ("TMI"), a copy of which is attached hereto. Ms. Bobbitt stated that the current Workers' Compensation policy will expire on November 25, 2017. Upon motion by Commissioner Fetner, seconded by Commissioner Grundmeyer, after full discussion and the question being put to the Board, the Board voted unanimously to approve renewal of the District's Workers' Compensation insurance with TMI for the term of November 26, 2017 through November 25, 2018 for a total premium amount of \$341.

DISCUSS PROPOSED ESTABLISHMENT AND IMPLEMENTATION OF DISTRICT/BOARD GOALS FOR 2018 AND TAKE ANY NECESSARY ACTIONS ON SAME

Commissioner Ripley next reminded the Board that they had previously discussed the proposed establishment of goals for the District and Board for 2018, including: 1) engage in regular continuing education (i.e., attendance at the Safe-D Conference and/or online seminars); 2) increase Board representation/attendance at the monthly CCEMS meetings; and 3) regularly tour the District's EMS stations and other EMS facilities. Commissioner Ripley stated that he was still in the process of drafting a comprehensive "District Goals" document and that he would present same to the Board once a draft is completed.

ATTORNEY'S REPORT

CONSIDER REQUEST TO INITIATE WORK ON PROPOSED REVISIONS TO THE CONTRACT FOR PROVIDING EMERGENCY MEDICAL SERVICES BY AND BETWEEN THE DISTRICT AND CCEMS, DATED JUNE 30, 2013 (THE "SERVICE CONTRACT")

Ms. Bobbitt then requested Board authorization to re-initiate work on proposed revisions to the Service Contract. Ms. Bobbitt reminded the Board that she and Mr. Joshua Ellery from her office, had previously identified several areas of concern and ambiguity in the current Service Contract and that Mr. Andrew McKinney, the CCEMS attorney, had proposed and

requested that the Service Contract be reviewed and updated in connection with the budgeting and budget approval process Ms. Bobbitt emphasized the need to revise and update the numerous service provisions of the contract, particularly the provisions regarding budgeting and financial accountability matters.

Upon motion by Commissioner Fetner, seconded by Commissioner Grundmeyer, after full discussion and the question being put to the Board, the Board voted unanimously to authorize RBAP to proceed with work to revise and update the Service Contract.

Ms. Bobbitt then presented to the Board fliers from SAFE-D in connection with registration for the 'Foundations of ESDs Workshop' scheduled for Saturday, November 18th from 9:30 am to 12:30 p.m. and the Annual Conference scheduled for February 22nd through February 24th in Galveston, Texas, copies of which are attached hereto.

Ms. Bobbitt then stated that she had nothing further to report at this time.

ELECTION AGENDA

Ms. Bobbitt next explained that the 2018 Commissioner's Election will be held on Saturday, May 5, 2018 (the "Election"), and noted that the terms of office of Commissioners Grundmeyer and Fetner are expiring at such time.

Ms. Bobbitt then presented to and reviewed with the Board a draft of the Notice of Appointment of Designated Agent for the Election. Ms. Bobbitt explained that such notice is required by law to be translated into Spanish, Vietnamese and Chinese prior to posting and that her office is in the process of having such notice translated. Ms. Bobbitt next informed the Board that she is proposing that RBAP serve as the District's designated agent for the Election. Upon motion by Commissioner Fetner, seconded by Commissioner Plummer, after full discussion and the question being put to the Board, the Board voted unanimously to appoint RBAP as the District's Designated Agent for the upcoming Election. A copy of the approved Notice of Appointment of Designated Agent for the Election is attached hereto.

Ms. Bobbitt next presented to and reviewed with the Board a draft of the Notice of Deadline to File an Application for a Place on the Ballot for the Election. Ms. Bobbitt noted that this notice is also required by provisions of the Texas Election Code to be translated and must be posted by December 18th, which date is prior to the Board's December meeting date and, Ms. Bobbitt added that the first day which candidate applications can be accepted is January 17, 2018, and that the application filing deadline is 5:00 p.m. on Friday, February 16, 2018. A copy of the Notice of Deadline to File an Application for a Place on the Ballot for the Election is attached hereto.

PUBLIC COMMENTS AND MISCELLANEOUS MATTERS

There were no comments from the public at this time.

Mr. England then reviewed a recent article published in the <u>Impact</u> newspaper in connection with CCEMS' response during Hurricane Harvey.

CONFIRM NEXT REGULAR MEETING DATE AND MEETING ADJOURNMENT

Ms. Bobbitt then reminded the Board that the next regular meeting is scheduled for Thursday, December 21, 2017, at 9:00 a.m.

Mr. England then requested that he be given the opportunity to address the Board in Executive Session. All meeting attendees, with the exception of the Board members, Mr. England, Ms. Bobbitt and Ms. Christensen, exited the meeting 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), Commissioner Ripley convened the Board in Executive Session at 10:46 a.m., to consult with the District's attorney and discuss and deliberate on certain matters concerning attorney-client privilege. The persons present in the executive session were Commissioners Ripley, Pinard, Plummer, Grundmeyer and Fetner, Mr. England, Ms. Bobbitt and Ms. Christensen.

After a brief discussion, Mr. England exited the Executive Session at 11:00 a.m. and the Board then met with Ms. Bobbitt.

Ms. Christensen exited the Executive Session at 11:24 a.m.

RECONVENE IN OPEN SESSION

Commissioner Ripley then reconvened the meeting in open session at approximately 11:31 a.m., at which time no action was taken by the Board.

There being no further business to come before the Board, the meeting was adjourned at approximately 11:33 a.m.

PASSED, APPROVED AND ADOPTED this 21st day of December, 2017.

Secretary, Board of Commissioners