

NOTICE OF PUBLIC MEETING

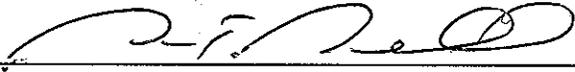
TO: THE AD HOC TRANSPORTATION COMMITTEE OF THE WOODLANDS TOWNSHIP AND TO ALL OTHER INTERESTED PERSONS:

Notice is hereby given that the Ad Hoc Transportation Committee of The Woodlands Township will hold a meeting **on Thursday, September 12, 2013, at 2 p.m., at the Office of The Woodlands Township, 2801 Technology Forest Boulevard**, The Woodlands, Texas, within the boundaries of The Woodlands Township, for the following purposes:

1. Call meeting to order;
2. Receive, consider and act upon adoption of the meeting agenda; [Pages 1-2](#)
3. Public comment;
4. Receive, consider and act upon approval of the August 8, 2013 Ad Hoc Transportation Committee meeting minutes; [Pages 3-6](#)
5. Receive, consider and act upon Houston-Galveston Area Council RFP For Commute Solutions, Commuter Transit Services and Pilot Program Projects; [Pages 4-12](#)
6. Receive and consider an update regarding First Class Tours; [Pages 13-24](#)
7. Receive, consider and act upon an update from The Goodman Corporation concerning an ADA plan for Township transit operations; [Pages 13-24](#)
8. Receive, consider and act upon selection of a designated recipient for FTA 5310 funds allocated to the Conroe/The Woodlands urbanized area; [Pages 13-24](#)
9. Receive, consider and act upon an Interlocal Agreement with The Friendship center regarding demand-response transit service within the Conroe/The Woodlands urbanized area; [Pages 13-24](#)
10. Receive, consider and act upon recommendations concerning Town Center parking initiatives; [Pages 13-24](#)
11. Receive, consider and act upon outside committee and meeting updates;
 - Conroe/The Woodlands Urbanized Area (UZA);
 - Chamber Mobility Committee;
 - Montgomery County Precinct 3;
 - H-GAC Technical Advisory Committee (TAC);
 - Bicycle Advisory Task Force
 - South Montgomery County Mobility Study

12. Recess to Executive Session to discuss matters relating to real property pursuant to §551.072, Texas Government Code; deliberation of economic development negotiations pursuant to §551.087, Texas Government Code; discuss personnel matters pursuant to §551.074, Texas Government Code; and to consult with The Woodlands Township's attorney concerning pending litigation pursuant to §551.071, Texas Government Code;
13. Reconvene in Public Session;
14. Consideration of items to be placed on the agenda for the next committee meeting;
15. Adjournment.





President/General Manager for The Woodlands Township

**THE WOODLANDS TOWNSHIP
AD HOC TRANSPORTATION COMMITTEE MEETING
August 8, 2013
MINUTES**

**THE STATE OF TEXAS §
COUNTIES OF HARRIS & MONTGOMERY §**

The Ad Hoc Transportation Committee of The Woodlands Township Board of Directors met in regular session, open to the public, on August 8, 2013, posted to begin at 2 p.m. The committee meeting was held in a meeting room at the office of The Woodlands Township Town Hall, 2801 Technology Forest Boulevard, The Woodlands, Texas, within the boundaries of The Woodlands Township.

DIRECTORS PRESENT: Mike Bass, Jeff Long

STAFF/ADVISORS: Don Norrell, President and General Manager, Monique Sharp, Assistant General Manager for Finance and Administration, John Powers, Assistant General Manager for Community Services, Miles McKinney, Director of Legislative Affairs and Transportation, Karen Dempsey, Management Analyst, Bryan Brown, The Goodman Corporation

DIRECTORS ABSENT: Bruce Tough

1. Call to Order:

Chairman Long called the meeting to order at 2 p.m. As there was a quorum of members present, the committee proceeded to conduct business regarding the following matters:

2. Receive, consider and act upon adoption of the meeting agenda:

MOTION: Motion by Director Bass to adopt the agenda; second by Chairman Long.

VOTE: **Ayes:** Mike Bass
Jeff Long

Nays: None

Abstentions: None

ACTION: Motion passed unanimously (2-0).

3. Receive, consider and act upon approval of the July 15, 2013 Ad Hoc Transportation Committee Meeting minutes:

MOTION: Motion by Director Bass to accept the minutes as presented, second by Chairman Long.

VOTE: **Ayes:** Mike Bass

Jeff Long

Nays: None

Abstentions: None

ACTION: Motion passed unanimously (2-0)

4. Receive, consider and act upon Park and Ride User Survey and Recommendations:

Bryan Brown from The Goodman Corporation discussed the summary of recommendations that emerged from the survey and will continue to fine tune a policy to be brought back to the Township Board at some point. No action was taken.

5. Receive, consider and act upon provision of demand-response mobility services for seniors and the disabled:

Don Norrell updated the committee regarding a briefing to the Township Board concerning a September hearing of the Conroe/The Woodlands UZA and eventual action concerning agreements covering demand-response services for seniors and the disabled. He summarized the proposed interlocal agreement with The Friendship Center and noted that The Goodman Corporation is developing an ADA plan. This issue will be discussed at the September meeting and September Township Board meeting.

6. Receive, consider and act upon a Town Center parking initiative:

Don Norrell reviewed short and long term Town Center parking issues followed by committee discussion on the necessity to explore additional parking possibilities apart from the transit and mobility studies. Staff was directed to research the subject for the next committee meeting.

7. Receive, consider and act upon a discussion of park and ride service provider proposed hourly rate increase:

The committee was briefed by Margie Lucas and John McBeth about transition to First Class Tours. Brazos Transit District will provide a draft contract for our legal review in order to present to the Township Board for concurrence with Brazos' actions.

MOTION: Motion by Director Bass to endorse the change of park and ride service provider to First Class Tours and to present to the Township Board at its August meeting; second by Chairman Long.

VOTE: **Ayes:** Mike Bass
Jeff Long

Nays: None

Abstentions: None

ACTION: Motion passed unanimously (2-0).

8. Receive, consider and act upon a park and ride fare increase;

The committee discussed the proposed tiered fare increase along with discussion with Brazos Transit District, under whose jurisdiction the change resides. The District would be responsible for advertising a public hearing, 45 days prior to a fare increase, should one be requested.

MOTION: Motion by Director Bass to present this issue for support to the Township Board at its August meeting; second by Chairman Long.

VOTE: **Ayes:** Mike Bass
Jeff Long

Nays: None

Abstentions: None

ACTION: Motion passed unanimously (2-0).

9. Receive, consider and act upon matters regarding discontinuation of the Medical Center route from the Sterling Ridge Park and Ride;

Margie Lucas discussed usage statistics in reference to the Sterling Ridge Park and Ride route, offering modifications in hours scheduling and destinations. The Goodman Corporation was tasked with developing a targeted survey to determine trips to both Greenway Plaza and the Medical Center.

10. Receive and consider a discussion of the status of consultant selection for The Woodlands Township Transit Study and the South Montgomery County Mobility Study;

The committee discussed the need to appoint representatives to steering committees of both The Woodlands Township Transit Study and the South Montgomery County Mobility Study and for monthly Board updates by the representatives once instituted. A discussion was held concerning the difference between the South County Mobility Study and the Commissioner Precinct 3 Transportation task force. This issue will be brought to the Township Board at its August Board meeting.

11. Receive, consider and act upon outside committee and meeting updates;

- **Conroe/Woodlands Urbanized Area (UZA)**
- **Chamber Mobility Committee**
- **Montgomery County Precinct 3**
- **H-GAC Technical Advisory Committee (TAC);**
- **Bicycle Advisory Task Force**
- **South Montgomery County Mobility Study**

Updates were provided for the above groups.

12. There was no executive session.

15. Consideration of items to be placed on the agenda for the next committee meeting;

Town Center parking initiatives

16. Adjourn

The meeting adjourned at 3:50 p.m.



THE WOODLANDS TOWNSHIP

The Woodlands, TX

Ad Hoc Transportation Committee

EXECUTIVE SUMMARY

MEETING DATE: September 12, 2013

SUBJECT MATTER: Receive, Consider and Act on H-GAC Request For Proposals for Commute Solutions, Commuter Transit Services and Pilot Program Projects

BUDGET IMPACT: N/A

FACTS/HISTORY:

On August 2, 2013, the Houston-Galveston Area Council (H-GAC) issued a Request for Proposals for transit related programs. H-GAC stated that the call is an opportunity to receive transit fleet expansion funding at 80% with a 20% local match. Any grant funding awarded under the program will expire on December 31, 2014, and a total of \$2 million dollars is available for grant funding.

H-GAC notified potential applicants that have current and former pilot projects, such as the Waterway Trolley operation, of the available grant funding. The funding will occur thru H-GAC's commuter and transit pilot program. Grant applicants must have ridership that exceeds their capacity in order to be eligible for funding to expand their transit vehicle fleet and must complete a detailed proposal regarding the use of any grant funding awarded. Awarded grant funding will be paid to the applicant based on reimbursement of proof of dollars expended by the applicant.

In order to receive reimbursement, the applicant must submit the following documentation to H-GAC no later than December 31, 2014:

1. Signed manufacturer's invoice
2. A copy of a cancelled check or a wire transfer record, or financing documentation
3. If financing the purchase, then a third party agreement with the financing institution is required
4. Financial report

If for any reason the above documentation is not complete and provided to H-GAC prior to December 31, 2014, then the applicant will not be reimbursed.

Because of the limited time frame for procuring transit vehicles H-GAC strongly recommends piggybacking on the order of a more experienced transit authority (Houston Metro). Failure to comply with FTA requirements by the agency issuing the procurement can cause the denial of the applicant's reimbursement. H-GAC mentions It is critical that the applicant perform due

diligence because the applicant will be held responsible for insuring that the agency whose order they are piggybacking on complies with all FTA requirements related to the procurement of transit vehicles. If piggy-backing on an agency, the applicant must complete a Piggybacking Worksheet and submit a copy of the completed worksheet to H-GAC.

All proposals received by H-GAC will be evaluated and funded on a first-come, first-serve basis until all funds have been committed.

Attached is additional information on the H-GAC call for RFP for transit related projects.

RECOMMENDED COMMITTEE ACTION:

The Township Board has not determined that it desires to pursue the park and ride bus purchase option. This Board discussion is expected to occur in October and a new grant program is expected to be available through H-GAC that will provide funding for 50% of the bus fleet replacement costs at that time.

**Houston–Galveston Area Council (H-GAC) Metropolitan Planning Organization
Commuter and Transit Services Pilot Program
Request for Proposals for -
Commute Solutions
Commuter and Transit Services
Pilot Program Projects
(Issued August 2, 2013)**

H-GAC is notifying potential applicants that have current and former pilot projects funded through H-GAC's commuter and transit pilot program and have ridership that exceeds their capacity that they may be eligible for funding to expand their transit vehicle fleet. This is a one time opportunity to receive fleet expansion funding at 80%. With no exception, these funds will expire on December 31st 2014. A total of \$2 million dollars will be available for grant funding.

In order to receive reimbursement the following documentation must be submitted to H-GAC by December 31, 2014:

1. Signed Manufacturers Invoice
2. A copy of a cancelled check or a wire transfer record, or financing documentation
3. If they are financing the purchase than a third party agreement with the financing institution is required
4. Financial Report

Because of the limited time frame for procuring the vehicles H-GAC strongly recommends piggybacking on the order of a more experienced transit authority. Failure to comply with FTA requirements by the agency issuing the procurement can cause the denial of your agency's reimbursement so ascertain that the agency upon whose order you are piggybacking on has a good record. It is critical that you perform due diligence because you will be held responsible for insuring that the agency whose order you are piggybacking on complies with all FTA requirements related to the procurement of transit vehicles. When piggy-backing you must complete a Piggybacking Worksheet and submit a copy of the completed worksheet to H-GAC.

Vehicles obtained through the program will be required to incur at least 75% of their travel in the Houston-Galveston-Brazoria (HGB) non-attainment region for the five years following their purchase. Quarterly reporting will be required for the first five years of operation for each vehicle obtained through the program.

The Houston-Galveston-Brazoria area has been designated as a severe nonattainment area for ozone under the 1990 Federal Clean Air Act Amendments. H-GAC, as the Metropolitan Planning Organization (MPO), is responsible for developing plans to improve air quality and comply with these federal standards. The agency has received federal Congestion Mitigation and Air Quality (CMAQ) funds that are to be used to support transportation projects that help the area meet the federal air quality standards. Only new services are eligible for CMAQ funding. Innovative

financing options are encouraged, including public/private partnerships and transportation development credits. Matching funds and TxDOT's direct state costs will be provided by the project sponsors. In addition to the commuter and transit services, the passage of Moving Ahead for Progress in the 21st Century (MAP-21), the new federal highway legislation, allows for the purchase of new transit fleet with CMAQ dollars. Current and former pilot projects funded through H-GAC's commuter and transit pilot program that have ridership that exceeds their capacity may be eligible for funding to expand their transit vehicle fleet.

All commuter and transit services must be coordinated with taxing authorities such as local governments, existing transit authorities and transportation providers within the proposed service areas. Coordination efforts must be thoroughly documented in the proposal.

During this Call for Projects, H-GAC is proposing to fund selected projects for one year, with an option to qualify projects for second and third year funding. These projects must meet their ridership and emissions reduction goals, as well as the CMAQ cost-effectiveness threshold, and other evaluation criteria identified in the RFP, contingent upon the availability of funding. The primary target areas for these projects are major employment and activity centers as well as other major travel corridors within the eight-county region with limited or no public transportation service.

For Commuter and Transit Service Pilot Projects, Federal CMAQ funds will be provided for net operating expenses at a level of up to seventy percent (70%) of net operating costs in year one and at a level of up to fifty percent (50%) of net operating costs in years two and three. The level of CMAQ funding in year one will be based on the service's projected ability to meet the cost-effectiveness threshold set by H-GAC, of no more than \$275,000 in CMAQ funding per ton of NOx reduced annually as averaged over the first five years of the project. The level of funding in years two and three will be determined on the basis of the project's performance to date and upon funding availability. CMAQ funds may only be utilized to fund operations for the first three (3) years of the project; however, monthly reporting to H-GAC shall be continuous throughout the first five (5) years. If performance falls such that the project fails to meet the cost-effectiveness threshold for a sustained period, as determined by H-GAC, then federal funding will be reduced until the cost-effectiveness threshold is met.

For Fleet Expansion Projects, CMAQ funds will be provided at a level of up to eighty percent (80%) of the cost to purchase a transit bus. Pilot projects using fleet expansion funds may receive reimbursement for operation and maintenance expenses only during the initial three years of the project. CMAQ funds will not be available to fund the operation and maintenance of fleet expansion vehicles after the initial operating period is complete.

ELIGIBLE PILOT PROGRAM APPLICANTS

Transit agencies, local governments, TMOs, non-profit organizations, other public transportation service providers and private enterprises (provided that coordination with public entities is demonstrated) may respond to this submittal request. Proposed projects must serve

the areas identified above and must be available to the public.

Eligible projects will provide a new service and will provide evidence of funding commitments for a five year period. Eligible projects will primarily target commutes to work; however, projects with additional trip purposes will be considered for funding. Types of projects that could meet the requirements of this pilot program include, but are not limited to, the following:

- 1) Fixed Route Transit – This service would transport people traveling within a specific congested activity center based upon pre-defined schedule and stops.
- 2) Express Bus Service - A fixed route, point to point service such as park and ride routes. This service generally operates for longer distances connecting residential areas to a major employment center.
- 3) Deviated Fixed Route Service – Transit service that operates along a fixed alignment or path at generally fixed times, but may deviate from the route alignment to collect or drop off passengers who have requested the deviation.
- 4) Transit Investments – These transit investments can include the expansion of transit vehicle fleets for current and former pilot programs.

Other innovative services may be proposed but these services must be available to the general public. **Proposals will be evaluated and funded on a first-come, first-serve basis until all funds have been committed.**

SELECTION PROCEDURES AND SCHEDULE

H-GAC has implemented a Pre-Screening Process that allows H-GAC to determine whether the proposed projects have the potential to meet the eligibility requirements described in this RFP. During the review of the Preliminary Application H-GAC staff may advise project sponsors on ways by which they can maximize the project's emission reductions. Project sponsors who receive a positive pre-screening determination will be invited to develop a full proposal.

Project sponsors must submit a Preliminary Application to H-GAC, and a positive pre-screening determination must be issued by H-GAC staff prior to the submission of a full proposal to H-GAC.

Proposal submissions that have not previously received a positive pre-screening determination will be considered non-responsive.

When reviewing the Preliminary Application H-GAC staff will perform all emission impact projections for the five year reporting period, and will base their CMAQ cost-effectiveness determination on the annual projected NOx reductions averaged over the first five years of the project. (Remember, CMAQ funds may only be utilized for the first three years of the project).

Submissions must meet the CMAQ cost-effectiveness threshold to receive a positive pre-screening determination.

Applicants should expect ongoing consultation throughout the pre-screening and full proposal evaluation processes. Oral interviews may be requested by the review committee. In all instances, H-GAC reserves the right to make final decisions regarding the award of CMAQ funds in accordance with federal guidelines.

Project sponsors must report monthly for the first five (5) years of service operation. To ensure that recipients will be able to provide funding for the pilot project over the five-year period, it will be required that transit fares be instituted within the first four months of operation. Additionally, the five-year financial plan must detail specific funding opportunities beyond the CMAQ program. For example, proposals must detail the type of funding and amounts available to implement the pilot project, including federal, local, private and/or other funding sources (such as 4a/4b funding). Also, the project sponsor must provide letters of commitment and confirmation that their funding contribution is available and already dedicated to support the pilot project.

Contact:

Katrina Bayer
Senior Air Quality/Commute Solutions Planner
Houston-Galveston Area Council
(832) 681-2557



THE WOODLANDS TOWNSHIP

The Woodlands, TX

EXECUTIVE SUMMARY

MEETING DATE: September 12, 2013

SUBJECT MATTER: Transportation Items 6-10

BUDGET IMPACT: TBD

BACKGROUND:

Item 6: Receive and consider an update regarding First Class Tours;

The Township previously received an email from Margie Lucas (Brazos Transit District) regarding a notification they received from the turnkey operator Horizon Bus lines stating they would discontinue bus service at the Park and Ride lots on September 2, 2013 unless a substantial hourly rate increase (\$175.76 to \$200.75) is implemented. Brazos recommended a change in service providers effective September 2, 2013, to First Class Tours for all Park and Ride service.

During the August Ad Hoc Transportation Committee meeting, agreement was reached supporting the move by Brazos to First Class Tours. During the August 22nd Board meeting the Board asked that the contract between Brazos and First Class Tours be reviewed by the Township before Brazos takes action on the contract. Although the agreement would initially be between Brazos and First Class Tours, the Township will become the responsible agent when all of the “old” grant funds being used by Brazos to continue current operations are expended.

It is expected that the Township will have a copy of the proposed Brazos – First Class Tours contract and will have had Township legal counsel review the contract for comment.

The Committee should consider a recommendation to the Board regarding this matter.

Item 7: Receive, consider and act upon an update from The Goodman Corporation concerning an ADA plan for Township transit operations;

The Goodman Corporation will provide an update for the Committee to consider provision of ADA service in support of the Woodlands Waterway Trolleys as a fixed route public transit service following on discussion of provision of the service during the August Ad Hoc Transportation Committee meeting.

The Committee should consider a recommendation to the Board regarding the proposed provision of ADA service (if appropriate).

Item 8: Receive, consider and act upon selection of a designated recipient for FTA 5310 funds allocated to the Conroe/The Woodlands urbanized area;

The Goodman Corporation will provide an update regarding federal grant funding allocated to the Conroe/The Woodlands urbanized area for the provision of Sec. 5310 transit service.

Title 49 U.S.C. 5310 authorizes a federal formula assistance program for the special needs of elderly individuals (65 and older) and individuals with disabilities. The Federal Transit Administration (FTA) refers to this formula program as the Section 5310 program. FTA, on behalf of the Secretary of Transportation, has apportioned the funds appropriated annually by the federal government to individual States based on an administrative formula that considers the number of elderly individuals and individuals with disabilities in each State. The program authorizes funding for public transportation capital projects planned, designed and carried out to meet the special transportation needs of elderly individuals and individuals with disabilities in all areas – urbanized, small urban, and rural.

The State of Texas, thru TxDOT, has administered the Sec.5310 funds allocated to the State by the Federal Government and has worked with designated recipients to provide transit service for elderly and handicapped individuals. During 2013, TxDOT determined to change the process to select designated recipients and now the Conroe-The Woodlands urbanized area will receive funds directly, and be responsible for the selection of a service provider and distribution of the funds.

The Goodman Corporation will discuss recommendation and selection of a Sec. 5310 transit provider for Committee consideration.

The Committee should consider a recommendation to the Board regarding selection of the transit provider.

Item 9: Receive, consider and act upon an Interlocal Agreement with The Friendship Center regarding demand-response transit service within the Conroe/The Woodlands urbanized area;

Enclosed is the proposed Interlocal Agreement to be entered into October 1, 2013, by and between The Woodlands Township and the Montgomery County Committee on Aging, Inc. (dba “The Friendship Center”, a non-profit charitable organization created pursuant to the Texas Non Profit Corporation Act, for the purpose of facilitating the provision of demand response transit services to the elderly and disabled.

The Committee should review and consider a recommendation to the Board regarding the proposed contract between the Township and The Friendship Center.

Item 10: Receive, consider and act upon recommendations concerning Town Center parking initiatives;

A separate memo will be provided regarding findings and suggestions concerning Towns Center parking initiatives.

Findings as outlined in the memo will be discussed for a possible Committee recommendation to the Township Board.



MEMORANDUM

TO: Don Norrell

FROM: Bryan Brown

DATE: August 28, 2013

SUBJECT: Designated Recipient – FTA Section 5310 Funds

Following up on recent discussion, The Goodman Corporation (TGC) has done further research into the impacts of selecting the Designated Recipient for Section 5310 (Enhanced Mobility of Seniors and Individuals with Disabilities Program) funding. As discussed, Texas Department of Transportation (TxDOT) has been the historical designated recipient of the funds for Texas, but no longer wishes to remain in this role. As such, The Woodlands Township (TWT) needs to find a new designated recipient of these funds beginning in FY 2014. There are multiple options, some of which are listed below:

- TWT become Designated Recipient
- City of Conroe become Designated Recipient
- Ask H-GAC to become Designated Recipient
- Ask Houston METRO to become Designated Recipient
- Request TxDOT to remain the Designated Recipient

The FY 2013 allocation for the Conroe-The Woodlands Urbanized Area (UZA) is \$71,611; which is also a good estimate for the level of funds that can be expected in future years. There are administrative responsibilities that come with being the designated recipient (similar to Section 5307 funding). These would include responsibility for competitively selecting subrecipients, certifying that projects selected are included in a coordinated public transit-human services transportation plan, filing the grant application in TEAM, making drawdowns in ECHO to pay for eligible costs, keeping records of expenditures for future audits and reporting on grant administration to Federal Transit Administration (FTA). However, these are all responsibilities already required as a designated recipient of Section 5307 funding. Thus, these tasks won't be new; they will just need to be completed for the UZA's 5307 Program.

As far as expenditure of the funding, Section 5310 is fairly restrictive. Fifty-five percent of the allocation must go to capital purchase; the remaining 45% can go toward service that exceeds the requirements of complementary ADA paratransit service. Complementary ADA paratransit service is required $\frac{3}{4}$ of a mile around fixed-route service, which in the case of TWT is the Town Center Trolley. As a result, TWT cannot use Section 5310 funds to meet the statutory minimum requirements of complementary ADA paratransit service. Eligible recipients include the designated recipient and competitively selected subrecipients, which can be local government authorities, private non-profit organizations, or operators of public transportation. The Friendship Center has successfully received funding as a subrecipient of TxDOT in the past.

Given this information, TGC recommends that either TWT or City of Conroe become the designated recipient of Section 5310 allocation and competitively select a subrecipient such as The Friendship Center or the City of Conroe. TWT would be responsible for ensuring the subrecipient had the legal standing to receive the funds and had a reporting and accounting system that provided the designated recipient with a clear picture of monthly Section 5310 fund expenditures. As a subrecipient, that entity would be required to meet FTA compliance requirements applicable to the Section 5310 Program.

TWT is in a good position to become the Designated Recipient for Section 5310; and that would be our recommendation. The City of Conroe is also supportive of TWT becoming the designated recipient, but would also be willing to take on the role of designated recipient if TWT elects not to move forward with this recommendation.

Bryan Brown, TGC

CC: Barry Goodman, TGC

David Bartels, TGC

Miles McKinney, TWT

Paul Virgadamo, City of Conroe

INTERLOCAL AGREEMENT

This Interlocal Agreement (the “Agreement”) is made and entered into as of this 1st day of October, 201~~32~~, by and between The Woodlands Township (the “Township”), a political subdivision of the State of Texas duly created and operating pursuant to Chapter 289, Acts of the 73rd Texas Legislature, Regular Session, 1993, as amended, and the Montgomery County Committee on Aging, Inc. (dba “The Friendship Center” (TFC), a non-profit charitable organization created pursuant to the Texas Non Profit Corporation Act, for the purpose of facilitating the provision of demand response transit services to the elderly and disabled.

WHEREAS, the 2010 U.S. Census changes in urbanized area boundaries has resulted in the designation by the Federal Transit Administration (“FTA”) of the Conroe/Woodlands area and adjacent areas as a new UZA in the State of Texas; and

WHEREAS, the City of Conroe (the “City”) and the Township encompass the two largest population centers within the UZA and have proposed and/or ongoing federal and state funded Transit Programs that will, as of October 1st, 2013, become part of the UZA; and

WHEREAS, the City and Township have been investigating the best means of providing limited qualified demand response service within the UZA to replace general demand response service currently being provided by Brazos Transit District (dba ”The District”); and

WHEREAS, the City and Township have identified TFC as a suitable alternative demand response provider within the UZA for elderly and disabled individuals; and,

WHEREAS, the Township and TFC are each units of local government, within the meaning of the Interlocal Cooperation Act, Chapter 791, Texas Government Code, as amended (the “Act”), and are each authorized, pursuant to the enabling legislation of the Township, the Texas Non Profit Corporation Act, and the general laws of the State of Texas, to enter into and

perform their respective duties and obligations hereunder in furtherance of their respective governmental functions; and

WHEREAS, the Act provides that any one or more public agencies may contract with each other for the performance of governmental functions or services for the promotion and protection of the health and welfare of the inhabitants of this State and the mutual benefit of the Parties;

WHEREAS, the parties have been duly authorized to enter into, execute, deliver and perform this Agreement by all requisite actions of their respective governing bodies;

NOW, THEREFORE, for and in consideration of the mutual promises, agreements and undertakings set forth herein and the mutual benefits to be realized hereunder, the Township and TFC contract and agree as follows:

ARTICLE I. TOWNSHIP FUNDING COMMITMENT

1. The Township commits funding in the amount of twenty thousand (\$20,000) to be paid to TFC for the support of limited eligibility demand response services within the Conroe – Woodlands’ UZA for the October 1, 2013 through September 30, 2014 operating period.
2. The Township commits funding in the amount of seven thousand – five hundred dollars (\$7,500) toward the purchase of two (2) ADA accessible demand response vehicles to be acquired by TFC to, in part, assist with the provision of demand response services within the UZA.

ARTICLE II. INVOICING AND PAYMENT

1. **Operating Support** - TFC will provide the Township monthly invoices supported with progress reports as delineated in ARTICLE III. The Township will pay TFC equal monthly payments in the amount of one thousand, six hundred, sixty-six dollars (\$1,666) within fifteen (15) days of receipt of TFC invoicing and Progress Reports as indicated within ARTICLE III.

2. **Capital Support** – The Township will pay TFC \$7,500 toward the purchase price of the acquisition of two (2) demand response vehicles, within fifteen (15) days of notification by the TFC to the Township that the vehicles have been inspected and accepted.

ARTICLE III – PROGRESS REPORTS

TFC will submit monthly progress reports within fifteen (15) days of the close of the previous months' activity which include the following information and data:

- Total number of one-way demand response trips provided within the UZA including origin and destination, whether the passenger qualified as elderly and/or disabled, purpose, number of days of service, number of hours of service provided and the number of people turned down for service. The City understands that all information provided by TFC to the City, related to passengers is strictly confidential and will be used only for reporting purposes.
- Complaints received regarding the quality of service provision including details of the complaint (i.e. service was late, service was inconvenient, etc.) , if any, and TFC resolution of same;
- Number of equipment breakdowns preventing origin and/or completion of the service and indication of alternative transportation provided, if any.

ARTICLE IV – EQUITABLE INTEREST

The Township understands that TFC will utilize Federal Transit Administration (FTA) Section 5310 funding, administered through the Texas Department of Transportation, to assist in the purchase of the two (2) demand response vehicles referred to in Article I. In accordance with federal and state law, The Township will retain an equitable interest in the equipment purchased based upon the ratio of Township financial capital support to the entire purchase price of the equipment. The Township's equitable interest will terminate when the equipment reaches its useful life, as defined pursuant to federal and state guidelines.

ARTICLE V. LIABILITY

1. **No Personal Liability of Township.** To the extent allowed by law, the Township's officers, either singularly or collectively, are not personally liable on this Agreement or for any breach thereof.
2. **No Personal Liability of The Friendship Center.** To the extent allowed by law, The Friendship Center's officers, agents and employees, either singularly or collectively, are not personally liable on this Agreement or for any breach thereof.

ARTICLE VI. TERM AND EXPIRATION

1. Unless renewed, extended or amended by the requisite actions of both parties, this Agreement shall expire on September 30th, 2014.
2. This Agreement may be terminated by either party, with or without cause, by providing advance written notice of such termination to the other party not less than sixty (60) days in advance of such termination date.
3. This Agreement may be renewed for a successive fiscal year, as existing or modified through approval by the governing boards TFC and Township, within forty – five (45) days of the expiration date of this agreement.

ARTICLE VII. NOTICES

1. All notices, demands, or requests from one party to another shall be in writing and shall be personally delivered, sent by mail, certified, registered, express or overnight, postage prepaid, or sent by facsimile transmission, to the addresses set forth in paragraph 2. of this section, or to such other addresses as the parties may from time to time direct in writing.
2. The current addresses of the parties for purposes of this Agreement are as follows:

President
The Woodlands Township

Executive Director
The Friendship Center

2801 Technology Forest Blvd.
The Woodlands, Texas 77381

1202 Callahan Ave.
Conroe, Texas 77301

3. The addresses of either party for purposes of this Agreement may be changed effective upon delivery to the other party of a written notice specifying such new address of such party.

ARTICLE VIII. GENERAL PROVISIONS

1. The descriptive captions in this Agreement are for informational purposes only and shall in no way limit or effect the terms or conditions of the provisions hereof.

2. The sections, paragraphs, sentences, clauses, and phrases of this Agreement are not severable and, if any portion hereof shall be declared invalid or unenforceable by the final judgment or decree of any court of competent jurisdiction, this Agreement shall likewise be considered invalid and unenforceable in its entirety.

3. All sums which may become due and payable from one party to the other as consideration for the performance of governmental functions or services contemplated by this Agreement shall be paid from current revenues available to the paying party.

4. The provisions of this Agreement shall be binding on any successor entity of either party.

5. This Agreement constitutes the entire agreement between the parties with respect to the subject matter hereof and replaces any and all prior agreements, oral or written. All amendments to this Agreement must be in writing and duly authorized and executed by both parties.

6. This Agreement may be executed in any number of counterparts, and each counterpart is deemed to be an original instrument, but all such counterparts together constitute but one Agreement.

7. When duly authorized, executed and delivered by both parties hereto, this Agreement shall take effect as of the date set forth in the first paragraph hereof.

[Signature pages follow]

THE WOODLANDS TOWNSHIP

BY: _____
BRUCE TOUGH, CHAIRMAN,
BOARD OF DIRECTORS

BY: _____