

9-1-1Colorado Foundation
Minutes of November 16, 2009 Meeting of Board of Directors.

The meeting of the Board of Directors of 9-1-1Colorado Foundation, a Colorado corporation, was called to order on November 16, 2009, at 10:00 a.m., at 3801 E. Florida Avenue, Suite 400, Denver, Colorado.

The directors present were: P. Bryan Bassett, Chairperson, Roger Crosby, Vice Chairperson, Michael L. Glaser, and Janice Hunt.

The directors absent were: William J. Schueller.

Also in attendance was Joseph P. Benkert, the Corporation's CEO, Secretary and Treasurer.

The meeting was properly convened, a quorum was present and the directors were ready to transact business.

Status of Corporate Organization.

Mr. Benkert reported that all actions necessary to the organization of the Corporation and qualification of the Corporation to conduct business in the State of Colorado have been completed. An Employers ID Number has been obtained.

Mr. Benkert further reported that the Colorado 9-1-1 Task Force, which operates under the auspices of the Colorado Public Utilities Commission, has declined to appoint "9-1-1 Directors" at this time, lest it appear that the Public Utilities Commission is endorsing the Foundation. Several members of the 9-1-1 Task Force have volunteered to serve on the Board of the Foundation, but this would require amendment of the Foundation's Articles of Incorporation and Bylaws. Mr. Benkert recommended that such an amendment not be considered at this time, and any amendments to the Articles of Incorporation and Bylaws be considered after additional operating experience under the current Articles and Bylaws.

Status of Corporate Web Site.

Mr. Benkert reported that publishing the Foundation's web site on the Internet has been delayed by the requirement that the Foundation file with the IRS an Application For Recognition Of Exemption Under Section 501(c)(3) Of The Internal Revenue Code prior to registration of the Foundation with the Colorado Secretary of State as a charitable organization, and prior to establishment of a credit card merchant account with PayPal for use in conjunction with the web site. We are still resolving issues with PayPal, and if not resolved this week will proceed with a standard merchant account as applicable to for-profit entities, or utilize another merchant account provider.

Status of IRS Application for Recognition of Exemption Under Section 501(c)(3) of the Internal Revenue Code.

Mr. Benkert reported that the IRS Form 1023, Application for Recognition of Exemption Under Section 501(c)(3) of the Internal Revenue Code, was filed with the IRS on October 23, 2009. Receipt of the Application has been acknowledged.

If the application is deemed substantially complete and can be granted without major amendment, it should be granted in about 90 days. If additional review is required, it may not be granted for 8 to 9 months. When granted, the Foundation will be deemed to meet the requirements for a tax exempt organization for a period of 5 years, dating back to the date of organization. Donations to the Foundation while the application is pending will be tax deductible to the donors if the application is ultimately granted; but they will not be tax deductible if the application is ultimately denied. The IRS primary areas of inquiry are whether the Foundation serves a charitable purpose, and receives or will receive substantial support from the public.

Status Of Registration Of Charitable Organization With Secretary Of State.

Mr. Benkert reported that registration with the Secretary of State is required before a charitable organization may engage in fundraising activities. Registration of the Foundation with the Secretary of State was completed on November 3, 2009. The Foundation's Permanent Registration Number is 20093011733. The Foundation must renew its registration and file financial reports with the Secretary of State by May 15, 2010.

Ratification of Establishment of Bank Account.

Mr. Benkert reported that he established bank accounts with Wells Fargo Bank. After investigating CityWide Bank and Chase Bank, he established the accounts at Wells Fargo because there are no fees for opening or maintaining the accounts. The requirement to avoid fees required that a business checking and a business savings account be opened, with an automatic transfer of \$100 from the checking to savings account scheduled to occur once each month.

Mr. Benkert established the account for the purpose of paying the filing fee for the IRS Form 1023, and to have an account to which contributions made through the PayPal merchant account can be deposited by PayPal (or other merchant account provider). He advanced the funds necessary to open the account.

On motion made by Mr. Glaser, seconded by Ms. Hunt and unanimously carried, the Board ratified the action of Mr. Benkert in opening the accounts (Resolution 091116a).

Mr. Benkert then explained that at the initial meeting of the Board of Directors, the Board adopted a requirement that checks drawn on the Foundation's accounts shall be signed by two Officers (who are not the same person), or by an Officer and a Director. One of the advantages of establishing the Foundation's accounts at Wells Fargo is that once Mr. Benkert provides the names of the individuals who will have signing authority, those individuals can go to any Wells Fargo Branch and present their identification and they will be placed on the account. They will also be provided online access to the accounts, and if they are already a Wells Fargo customer the accounts will automatically be added to their online accounts.

Directors Bassett and Glaser agreed to have signing authority on the Foundation accounts. On motion made by Mr. Bassett, seconded by Mr. Glaser and unanimously carried, the resolution regarding Depository and Check Signing Authority appended hereto (Resolution 091116b) was adopted. Mr. Benkert was directed to order checks bearing two signature lines.

Adoption of Financial Policy.

Mr. Benkert presented the proposed Financial Policy of the Foundation. He described its provisions regarding handling of receipts, payments, purchasing and maintenance of the books and accounts of the Foundation. Mr. Glaser recommended that the Financial Policy be amended to provide for acceptance of in-kind donations, with any person making an in-kind donation to provide a valuation of the donation; and the recommendation was unanimously accepted.

On motion made by Mr. Glaser, seconded by Ms. Hunt and unanimously carried, the Board adopted the Financial Policy subject to the amendment suggested by Mr. Glaser that in-kind donations be accepted. (Resolution 091116c).

Selection And Engagement Of Officers And Professionals.

Mr. Benkert stated that if the Foundation is successful in raising funds, it may need to engage a Treasurer, and accountant and an auditor. Mr. Benkert requested guidance on the procedure the Board would like to employ to select and engage these individuals. The Board directed that Mr. Benkert should exercise his authority and discretion to engage the services of Officers, consultants and vendors, including accountants. The Board will select or approve an independent accountant or auditor to review the books of the Foundation at the time that the engagement of an accountant or auditor for this purpose is required or appropriate.

Public Education and Fundraising Programs.

Mr. Benkert described in general terms the public education and fundraising programs he proposes for the Foundation once the Foundation web site is published on the Internet. Ms. Hunt offered and agreed to work with Mr. Benkert on the development of the print and broadcast media components of the Public Education and Fundraising Programs. Mr. Bassett agreed to work with Mr. Benkert on the overall Public Education and Fundraising Programs, including the Internet portion of those Programs.

Financial Report.

Mr. Benkert provided the Financial Report for the Foundation. Thus far, no revenues have been received. Expenses have been incurred an the amount of approximately \$1,500 for business cards and stationary, establishment of the Foundation bank accounts, IRS and Secretary of State filing fees, and Web Site Design. Mr. Benkert has advanced the amounts necessary to meet these expenses.

Grant Policy.

Mr. Benkert presented the proposed Grant Policy of the Foundation. He described generally its provisions regarding handling of receipts, payments, purchasing and maintenance of the books and accounts of the Foundation.

The Board took the proposed Grant Policy under advisement, and will consider it at a future meeting after further review, and prior to the Foundation's making any grants.

Scheduling of Annual Meeting for January, 2010.

Mr. Bassett stated that Section 8.2 of the Bylaws of the Foundation provides:

Unless the Board provides by resolution for a different time, the annual meeting of the Board, for the election of Directors and the transaction of any other business which may be brought before the meeting, shall be held at 10 o'clock a.m. on the second Monday of January in each year. If such day is a legal holiday under the laws of Colorado, the annual meeting shall be held on the next succeeding business day which is not a legal holiday under the laws of Colorado.

Immediately after each annual election of Directors, the newly constituted Board shall meet without prior notice at the place where the election of Directors was held, or at any other place and time designated in a notice given as provided in Section 10.1, for the purposes of organization, election of the Chairperson and Vice Chairperson, election of officers, and the transaction of other business.

Following discussion, the Board scheduled the next meeting of the Board, which will be the annual meeting, for January 11, 2009.

There was no further business, and on motion made, seconded and carried unanimously, the meeting was adjourned.

Joseph P. Benkert, Secretary

P. Bryan Bassett, Chairperson

Roger Crosby, Vice Chairperson

ATTACHMENTS:

Resolution 091116a: Ratification of Establishment of Bank Accounts

Resolution 091116b: Depository and Check Signing Authority

Resolution 091116c: Adoption of Financial Policy

Financial Policy.

9-1-1Colorado Foundation
Board of Directors Resolution 091116a

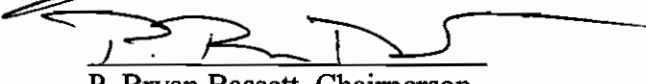
Ratification of Establishment of Bank Accounts

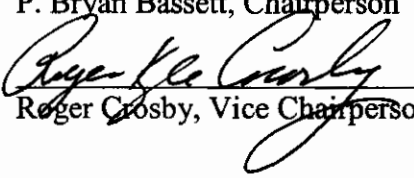
WHEREAS, the Chief Executive Officer of the Foundation assumed on behalf of the Foundation to establish bank accounts on behalf of the Foundation, consisting of a checking account and a savings account with Wells Fargo Bank. Internet access to the accounts is available to the Board of Directors. The officer acted without the prior authorization or approval of the Board of Directors.

RESOLVED, that the Board of Directors determines that the establishment of the bank accounts was beneficial to and in the best interests of the corporation and the act is now ratified, approved and confirmed as if authorized originally by the Board of Directors.

Adopted: November 16, 2009


Joseph P. Benkert, Secretary


P. Bryan Bassett, Chairperson


Roger Crosby, Vice Chairperson

Page intentionally omitted from web version of minutes.


9-1-1Colorado Foundation
Board of Directors Resolution 091116c

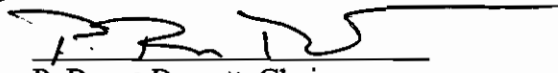
Adoption of Financial Policy

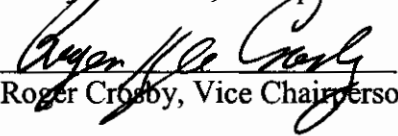
RESOLVED, that the Board of Directors adopts the attached Financial Policy as the policy of the Foundation with respect to financial matters, including receipt and depositing of income, disbursement of funds, purchasing procedures, and bookkeeping and reconciliation.

RESOLVED, that all funds received by the Foundation shall be initially deposited in the savings account established at Wells Fargo Bank.

Adopted: November 16, 2009


Joseph P. Benkert, Secretary


P. Bryan Bassett, Chairperson


Roger Crosby, Vice Chairperson

9-1-1Colorado Foundation

Financial Policy

Adopted: November 16, 2009

I. Purpose.

To describe the financial processes by which funds are received, disbursed, recorded, and reconciled. To describe methods by which goods and services are procured by the Foundation.

II. Policy.

It is the policy of the Foundation that all receipts, purchases and commitments to purchase shall be made in reasonable compliance with the statutory and regulatory requirements for the Foundation to remain tax exempt pursuant to Section 501(c)(3) of the Internal Revenue Code, other applicable statutes and regulations, and the Articles of Incorporation and Bylaws of the Foundation. It is not the intent of this policy to cover every possible situation. The Board of Directors ("Board") has final authority on all policies.

III. Receipts.

A. Donations:

1. In the ordinary course of business, donations shall be accepted by check or credit card only.
2. Cash donations shall not be accepted, except pursuant to a fundraising program approved in advance by the Board with appropriate. (An example would be the sale of merchandise bearing the Foundation logo at County Fairs, or entry fees for a 5K or 10K race fundraiser.)
3. In-kind donations may be accepted. A person making an in-kind donation to the Foundation shall provide a valuation of the donation.
4. All donations shall be deposited into the Foundation's bank account designated by the Board.
5. The name and city or county of residence of each non-business donor shall be placed on the annual list of donors on the Foundation web site. The name of each business donor shall be placed on the appropriate list of business donors on the Foundation web site.

B. Miscellaneous Receipts.

Non-donation receipts, such as refunds of vendor overpayments, interest, and non-donation revenues from sale of merchandise, shall be separately accounted for in the books and records of the Foundation, and shall be deposited in the Foundation's bank account designated by the Board, which may be the same account designated for the deposit of donations.

IV. Disbursements.

A. Disbursement Methods.

Disbursements may be made by cash (check or debit card) or by Foundation credit card, if and when the Board approves issuance of Foundation credit cards for designated officers and employees and approves a policy for their use.

1. Cash Disbursements.

Cash disbursements are payments made by cash, check or by debit card. All Checks shall be signed by two Officers, Directors, or by an Officer and a Director.

2. Credit Disbursements.

Credit Disbursements are payments made by Foundation credit card, or by Foundation employees or agents expenditure of funds on behalf of the Foundation.

Foundation credit card(s) shall be issued to Officers or employees designated by the Board only upon Board approval, Board adoption of a policy for use of Foundation credit cards, and designated Officers or employees written acknowledgement of receipt of a copy of the Foundation's credit card policy.

The Foundation shall be responsible for reimbursement of payments made by Officers or Employees on behalf of the Foundation only where such payments were approved in advance by the Board of Directors, or subsequently ratified by the Foundation. The Foundation shall not pay interest upon amounts paid by Officers or Employees on behalf of the Foundation.

B. Disbursements Procedure.

Most disbursements will be initiated by the receipt of an invoice. From time to time, at least once per month, the Foundation Treasurer or the Treasurer's designee will collect these invoices and (i) prepare and sign a Disbursement Memorandum itemizing payments due and the corporate authorization applicable to each disbursement, and (ii) prepare checks for each payment due. The Treasurer or Treasurer's designee shall present these to the Foundation CEO and another Officer or a Board Member for signature of the Disbursement Memorandum and the checks. After the Disbursement Memorandum and checks have been signed by two officers/Board Members, the Treasurer or Treasurer's designee shall mail or otherwise cause delivery of the checks to the appropriate parties.

Disbursements may be made by Foundation credit card in accordance with the policy for their use adopted by the Board.

V. Purchasing Procedures.

A. Routine Purchases.

Routine Purchases include the purchase of operating supplies and services, purchases of additional assets or services from approved vendors pursuant to approved contracts, and purchases which do not fall within the definition of Non-routine purchases.

Except where Routine Purchases are made from approved vendors pursuant to approved contracts, prices shall be obtained from at least two reliable vendors prior to the purchase. The purchase shall be made the reliable vendor offering the best price for the goods and/or services to be purchased on an individual- or lot-basis.

B. Non-routine Purchases.

Non-routine purchases include purchases of durable assets intended to remain in service for a period of 5 years or more, or expected to cost more than \$5,000.

Non-routine *sole-source* purchases may be made at the authority of the Board for any amount. However, certain purchases may be most effectively made through a purchasing procedure. The Board may elect to use an informal or formal procedure. There is no dollar limit governing the use of purchasing procedures.

The goal of the purchasing procedures is to obtain for the Foundation:

- a.** At the best economic advantage, all requested goods and services of the highest quality necessary to reliably accomplish the function or service which is required.
- b.** To consolidate and standardize purchases of like kind and quality to obtain the maximum economic benefits.
- c.** Provide savings through the use of a competitive bidding process wherever possible.
- d.** Ensure fair and equal treatment of vendors in the procurement process.
- e.** Require vendors/suppliers to fulfill all terms and conditions of contracts and purchase orders, negotiate such terms and conditions when required, and inspect deliveries as required.
- f.** Secure all applicable federal and state tax exemptions on purchases or contracts made through the Foundation.

1. Sole Source Procedure.

Sole source procurement is indicated under the following conditions:

- a. Where a bid for the item or equivalent item has been awarded by the Foundation within the last twelve months.
- b. Where a provision exists in the contract for a "rollover" of said contract contingent upon appropriation of funds by the Foundation.
- c. Where the service or product is offered only by one vendor.

2. Informal Bid Procedure.

The Foundation may obtain materials or services at competitive prices through the informal solicitation of quotes from qualified vendors. Purchases made with the informal procedure require a minimum of two written or faxed quotes. Having obtained at least two quotes, the Board will select the appropriate vendor.

3. Formal Bid Procedure.

The formal bid procedure is generally used to request exact price quotations or proposals from vendors in an open and competitive manner when the procedure is considered advantageous to the Foundation. The formal procedure involves issuance of a Request for Proposal (RFP) soliciting detailed bids, review of bids, and award of a contract. Using direct vendor involvement in the preparation of specifications is discouraged. (A Request for Qualifications (RFQ) may be used prior to soliciting bids or proposals to pre-qualify vendors.)

a. RFP Content.

The following may be included in the RFP:

- (1) Specifications, scope of work, or project description.
- (2) Time schedule for project services and a deadline for selection, if applicable.
- (3) Vendors list, if applicable.
- (4) Any special expertise or unusual services required.
- (5) Selection criteria/evaluation team.
- (6) Request for specific qualifications.
- (7) Request for relevant experience and references.
- (8) Request for project work schedule (including man-hour allocations).
- (9) Request for resumes of assigned personnel.
- (10) Request for a fee or schedule of hourly rates.

- (11) Any additional information pertinent to the bid or RFP.
- (12) Necessity of a pre-bid/proposal conference or walk through. If needed, those requirements must be included in the RFP documents. The purpose of the pre-bid/proposal conference is to clarify any questions the prospective bidders may have regarding the bid/RFP.
- (13) Proposed contract, or standard contract terms, as appropriate.

b. Advertisement of RFP.

A minimum of two vendors shall be contacted. Bidding shall be open and unrestricted; however, the Foundation shall not be obligated to solicit bids from every supplier for every RFP. Formal invitations to bid on RFP's *may* be directly solicited from known vendors, advertised on the Internet and/or in publication of appropriate circulation, depending on which is deemed most effective for a particular bid proposal. An advertisement shall include, but not be limited to, the following:

- (1) A general description of required commodity or service.
- (2) Location to obtain required bid documents.
- (3) Cost of bid documents (if applicable).
- (4) Requirement for and amount of the performance bond and/or the labor and materials payment bonds (if applicable).
- (5) Time and place of bid opening.
- (6) The Foundation reserves the right to waive informalities and irregularities, reject any or all bids, or accept proposal or bid deemed to be in the best interests of the Foundation.
- (7) The Foundation reserves the right to negotiate different or additional terms and requirements with the selected bidder.

c. RFP Submission.

All RFP's shall be received in an office designated by the Foundation. All RFP's shall be:

- (1) Submitted in sealed envelopes. No fax bids/RFP's shall be accepted.
- (2) Identified by bid/RFP number.
- (3) Include all documentation as required in the bid/RFP.

- (4) Time and date stamped, as received, by the Foundation. Any bids received after specified time and date will be returned unopened or filed unopened in the bid/RFP folder.
- (5) The Foundation will not be held responsible in any way for any bids/RFP's received late due to mail delivery, traffic, weather, etc.

d. Bid/RFP Opening Procedure.

All RFP's received on time will be opened publicly by the Foundation at the time, date, and location specified in the bid document. Bidders are invited, but not required, to attend the opening. At the time indicated for bid opening, the Foundation will announce that time has arrived for the bid opening, and bid submissions are closed. No bids will be accepted after this announcement. Before the bids are opened, bidders will be asked if there are any present who wish to withdraw their bid. A bidder may then withdraw from bidding if s/he wishes. The RFP's shall then be opened in the order in which they were received. Only the name of the firm shall be mentioned. All other information contained in the proposal shall not be disclosed until after the award is made by the Foundation Board.

e. Selection Procedure.

The responsible Officer or selection committee will review the proposals in order to rank to proposals. In determining the rankings, the following may be considered:

- (1) The ability of the bidder to perform the contract or provide the goods and services within the time specified.
- (2) The reputation, experience, and efficiency of the bidder.
- (3) The comparative quality of the goods and services bid.
- (4) The bidder's past performance in compliance with laws and ordinances relating to the bidder's service.
- (5) The sufficiency of the financial resources of the bidder to perform the contract or provide the goods and services.
- (6) The ability of the bidder to provide future maintenance and service.
- (7) The quality and responsiveness of the bid/RFP.
- (8) The quality of the bidder's past performance on contracts with the Foundation or on projects of a similar nature for other customers.
- (9) The price of goods or services.

- (10) The quality, availability, and adaptability of the goods and services to the particular use required.
- (11) The ability of the goods or services to meet the specific needs or circumstances of the Foundation.
- (12) Other reasonable and objective factors identified by the Board.

f. Finalization of Proposal.

After the responsible Officer or selection committee has ranked the candidate firms, the responsible Officer may meet or confer with the top ranked firm to finalize the scope of work and the contract amount for the proposed services. If an agreement on the scope of work and contract amount cannot be reached, the firm is notified that discussions are closed, and discussions are opened with the firm considered next best qualified. This process continues until an acceptable firm is selected, or a decision is made to modify the project and start the process all over again.

g. RFP Award Procedure.

Once a decision has been made, a written recommendation will be prepared by the responsible purchaser with the following information (where applicable):

- (1) RFP description
- (2) Opening date
- (3) Evaluation team
- (4) Summary of ranking process
- (5) Recommendation by responsible Officer or evaluation team

This recommendation and additional information shall be sent to the Foundation Board for its selection and award at a Board Meeting. If the Board approves the recommendation, it will notify all bidders by mail of the decision. The successful bidder must enter into a contract, or sign a purchase order, within thirty working days of the notice of award.

h. Appeals Process.

Vendors may appeal the bid award decision by filing a letter of appeal with the Foundation Board within ten calendar days of official notification of RFP award. The Foundation Board will decide on the appropriate action to be taken. The Foundation Board will draft a written response to the letter of appeal. Bid awards shall be in the sole discretion of the Board, and any variance from strict application of the terms and conditions of this

Financial Policy or any RFP shall, by the terms of any RFP, be without recourse.

C. Cooperative Purchasing.

The Foundation may participate in joint or cooperative purchasing with other non-profit organizations or public entities, if it is deemed in the best interest of the Foundation.

D. Lease Purchase.

A lease purchase agreement may be used if approved by the Foundation Board.

VI. Contracts.

All contracts and other legally binding documents shall be signed by the CEO, or in the CEO's absence, the Board Chair or the Board Vice-Chair.

VII. Receipt of Goods.

The following steps should be followed to assure that goods are received in good condition:

- A.** Confirm delivery of the goods to the correct location.
- B.** Confirm that the number of boxes delivered matches the shipping receipt. If the number doesn't match, make a notation of the difference on the receiving slip.
- C.** Confirm that all boxes or shipping containers are received in undamaged condition. Note the condition of damaged boxes or containers on the receiving slip. If damage to any of the boxes appears excessive, refuse delivery and refuse to sign for the damaged boxes or containers.
- D.** Sign for the delivery of boxes or containers which are undamaged or have only minor damage.
- E.** Within 24 hours after receiving goods, open the boxes or containers and check the contents inside. Confirm that the items are what was ordered and are undamaged and in working order, if applicable. Document any problems and contact the vendor and/or shipper immediately to ensure the validity of the warranty.
- F.** If items are returned to the vendor, obtain a receipt.
- G.** Payment should not be made unless goods are received in satisfactory condition.

VIII. Capital Items.

Purchases with a life of over one year, and a purchase cost of \$50,000 or greater, will be considered capital items. These items will be recorded, at cost, in the Foundation asset listing.

IX. Grants.

Foundation grants shall be made in accordance with the Grant Policy and Procedure adopted by the Board.

All grants shall be approved by the Board.

Upon the Board's determination that sufficient funds are available for the making of grants, and upon the Board's approving any grant, the funds determined to be available for grants, and grant funds awarded, shall be reserved for that purpose, and may be placed in a separate account.

It is preferred that grants be disbursed directly to vendors, upon fulfillment of any contractual prerequisites for payment.

X. Bookkeeping and Reconciliation.

The Treasurer shall keep and maintain the Foundation books, and monitor the Foundation budget. This should be done monthly to avoid an accumulation of errors.

- A.** Record receipts in a cash receipts journal. Check that each receipt is properly documented and computed.
- B.** Record miscellaneous receipts in the cash receipts journal. Check that they are appropriate.
- C.** Record cash disbursements in a cash disbursements journal. Check that each disbursement is reflected in a Disbursements Memorandum. Check that each Disbursement Memorandum is properly signed. Confirm that the disbursement is made in accord with the contract or purchase order, if applicable.
- D.** Check cash receipts and disbursements to see that the Foundation remains within its budget.
- E.** Enter all capital purchases into the Foundation fixed asset listing.
- F.** At year end, assemble the above documents for use by the accountant in preparing the Foundation's filings with taxing authorities, and for use by the auditors, if an audit is required.

XI. Conflict of Interest.

- A.** While establishing and maintaining satisfactory supplier relationships, the acceptance or solicitation of entertainment, loans, gifts, or special considerations by any Foundation Director, Officer, employee or agent will not be permitted.
- B.** No Director, Officer, employee or agent of the Foundation shall participate in selection or in the award or administration of a contract if a conflict of interest, real or apparent, would be involved.