

9-1-1Colorado Foundation
Minutes of March 20, 2012 Meeting of Board of Directors.

The Meeting of the Board of Directors of the 9-1-1Colorado Foundation, a Colorado not-for-profit-corporation, was called to order on March 20, 2012, at 10:00 a.m., at the West Metro Fire Rescue Admin Building, 433 S Allison Pkwy in Lakewood.

The directors present were: P. Bryan Bassett, Chairperson, Roger Crosby, Vice Chairperson, Dean Nelson and Michael Myers. Also in attendance were Joseph P. Benkert, the Corporation's CEO, Secretary and Treasurer, and Jeff Irvin, Executive Director of the Jefferson County Emergency Telephone Service Authority.

Nomination of Directors.

Mr. Bassett nominated the current Directors for election to the Board for 2012. Mr. Crosby seconded the nomination. The current Directors, Messrs. Bassett, Crosby, Glaser, Myers and Nelson were unanimously elected to the Board of Directors for 2012.

The Directors were seated and a quorum was determined to be present.

Election of Chair and Vice Chair.

Mr. Nelson nominated Mr. Crosby as Chair of the Board, and Mr. Bassett seconded the nomination. Mr. Crosby was unanimously elected Chairperson of the Board.

Mr. Crosby nominated Mr. Nelson as Vice Chair of the Board, and Mr. Bassett seconded the nomination. Mr. Nelson was unanimously elected Vice Chairperson of the Board.

Approval of Minutes.

Mr. Benkert presented the minutes of the November 9, 2011 Board of Director's Meeting. Mr. Nelson moved that the minutes be approved as written. Mr. Bassett seconded the motion, and the motion was unanimously approved.

Introduction of Guest.

Mr. Benkert introduced Jeff Irvin, Executive Director of the Jefferson County Emergency Communications Authority, in attendance at the meeting to provide perspectives of the 9-1-1 community the Foundation seeks to serve. Mr. Irvin was thanked for his attendance and for hosting the meeting.

Annual Review and Execution of Conflict of Interest Policy.

Mr. Benkert presented the Foundation Conflict of Interest Policy for review by the Board Members. Mr. Benkert presented a 2012 execution sheet for the Conflict of Interest Policy, and Mr. Benkert and the Directors present executed the execution sheet.

Permanent Agenda Items.

Report on 9-1-1 Industry Fundraising.

Mr. Benkert reported on the status of fundraising from the 9-1-1 Industry. There has not been any significant change since the previous report.

Report on Public Education Program.

Mr. Benkert reported on the Public Education Program. There has not been any significant change since the previous report.

Report on Internet Promotion Campaign.

Mr. Benkert reported on the Internet Promotion campaign. There has not been any significant change since the previous report.

Financial Report.

Mr. Benkert presented a Financial Report, a copy of which is attached hereto.

Mr. Nelson moved to accept the reports on 9-1-1 industry fundraising, public education program, Internet promotion campaign and financial report, as presented. Mr. Myers seconded the motion and the motion was unanimously passed.

New Business.

Strategic Plan.

Mr. Nelson presented the Strategic Plan he has developed and proposed for the Foundation. Mr. Bassett moved that the Board adopt the Strategic Plan. Mr. Crosby seconded the motion and the motion was unanimously passed.

Grant Proposal: Clear Creek County.

Mr. Benkert discussed the interest of Clear Creek County in purchasing an updated Computer Aided Dispatch System which would allow dispatchers to more quickly pass call information to First Responders and allow the existing number of dispatchers to handle more calls. Clear Creek County currently has a maximum of two dispatchers on duty at any time, and increasing the number of dispatchers and the number of seats in the PSAP would be more expensive than purchasing a better and more updated CAD system. Clear Creek County receives over 80% of its 9-1-1 calls from I-70, while a majority of the travelers on I-70 are cross-country travelers or people who reside on the Front Range and pass through the county on the way to the ski resorts in counties to the west of Clear Creek County. These travelers do not contribute to the 9-1-1 surcharges which fund 9-1-1 service, and do not materially contribute to the tax base in Clear Creek County as there are no destination resorts in the county.

Mr. Benkert proposed that the Foundation pass a motion of its intent to assist Clear Creek County with the purchase of a new CAD system, conditioned upon the availability of funds for a

grant. Mr. Benkert suggested that adopting a grant proposal would provide a funding goal and allow the Foundation to include the funding goal in its messaging, helping the Foundation to be more effective in developing donations and funding for such purposes.

Mr. Bassett moved that the Foundation move forward with the proposed project to raise funds for the purpose of assisting Clear Creek County with the funding the purchase and installation of a CAD System, including Mobile CAD, and direct Mr. Benkert to negotiate with the Clear Creek County 9-1-1 Authority/County Commission a Memorandum of Understanding for a grant to provide such funding assistance. Mr. Nelson seconded the motion and the motion was unanimously passed.

Text Messaging Solution for Backcountry Search and Rescue.

Mr. Benkert discussed the situations in which back country snowmobilers, cross country skiers and others have become lost or stranded in areas where they cannot get a sufficient cellphone connection to place a voice call to 9-1-1, but have been able to send text messages to friends or family who have been able to provide their cellphone number to PSAPs for mountain counties. Personnel in these PSAPs have used their personal cellphones to contact the people who are lost and obtain information which has enabled search and rescue services to locate the individuals and rescue them.

Mr. Benkert proposed that the Foundation undertake a project to coordinate the establishment of a single text-message number/address for use by individuals lost or injured in the Colorado backcountry to directly contact a PSAP or search and rescue organization, and designation of a default agency to receive and coordinate the response to such text messages. The Foundation could also coordinate promotion of the text messaging number through the Colorado Department of Wildlife, sporting goods stores, Forest Service and National and State Parks publications, and other web sites, and publications.

Mr. Bassett moved that Mr. Benkert be directed to contact the 9-1-1 Authorities for the mountain counties in Colorado to assess their interest in such a solution, and if there is sufficient interest in such a solution, to proceed with the project. Mr. Nelson seconded the motion, and the motion was unanimously passed.

Clear Creek County "Re-bid" Issue.

Mr. Benkert stated that when a PSAP receives a call from a wireless phone, the PSAP is supposed to be able to manually "re-bid" the ANI/ALI database to receive updated location information. During discussions with Clear Creek County representatives regarding its CAD project, it was learned that the Clear Creek County PSAP is unable to re-bid the ANI/ALI database for updated location data. As a result of the discussions between Mr. Benkert and Clear Creek County, Clear Creek County has contacted its phone service provider, Experient, to address the issue.

Mr. Benkert proposed that if Experient is unable to resolve the issue, Mr. Benkert could bring representatives of Intrado (the ANI/ALI database provider) and Qwest (the BESP) to the table to address and resolve the issue. Mr. Bassett moved that the Board direct Mr. Benkert to move forward to facilitate a resolution of the Clear Creek County re-bid issue as proposed if Clear

Creek County is unable to resolve the issue with Experient. Mr. Nelson seconded the motion, and the motion was unanimously passed.

Foundation Messaging.

Mr. Benkert described the Foundation's messaging activities to date, and additional activities the Foundation could undertake. He asked for the Board's direction as to (i) in revising the website, should the layout be retained and only the content revised, or should the layout and content be revised, (ii) should the Foundation solicit participation from the 9-1-1 community in developing and prioritizing the Foundation's messaging, and (iii) how should the Foundation fund its messaging and what should be its priorities.

Mr. Myers suggested that the Foundation website be changed to a WordPress site, as scripts are available to easily accomplish some of the functional changes Mr. Benkert was proposing. Converting the website to a WordPress site would also make it much easier to make changes to the site and the Foundation would not have to incur web authoring fees every time a change was made. Mr. Myers stated that he would lead the effort to convert the website to a WordPress site in which changes such as Mr. Benkert has suggested can be more easily implemented. No formal action was taken.

Mr. Bassett moved that the Foundation establish a Messaging Committee to work with the 9-1-1 Community to develop the messaging, and that Mr. Crosby Chair the Committee. Mr. Nelson seconded the Motion, and the motion was unanimously passed. Messrs. Benkert and Irvin agreed to serve on the committee.

The Board found that it is premature to address funding messaging until the Messaging Committee develops the messaging and the Foundation has developed/received additional funding.

Review of Foundation Documents for Compliance with Ethical and Rating Standards.

Mr. Nelson stated that there are nationally recognized organizations which have established ethical standards for non-profits and rating systems. These organizations look for certain provisions in the organizational documents of non-profits, and at factors such as the percentage of revenues which go to administrative expenses rather than to the charitable purposes of the organization. Sophisticated and large donors consult these ratings in deciding whether to make a donation to a particular charity. Mr. Benkert suggested that the Foundation should designate a committee to review its documents and practices for compliance with these standards and to assure that it would receive a high rating from these organizations. It was agreed that the Foundation should review its documents and practices as proposed. No formal action was taken.

Inclusion of Foundation in List of Charities/Causes on Colorado Income Tax Returns to Which Donations May Be Made.

Mr. Benkert stated that the Colorado state income tax forms include a list of charities to which taxpayers may make a donation, either by paying an additional amount with their tax returns or foregoing a portion of their tax refund. Mr. Benkert suggested that the Foundation should investigate the requirements to be included in this list. The Board agreed, without taking formal action.

Recruitment of Treasurer, Secretary.

Mr. Benkert stated that he is currently serving as CEO, Secretary and Treasurer, and that it would be preferable, ethically, to have the CEO and Treasurer positions filled by different people. Mr. Benkert also stated that it is difficult for him to participate meaningfully in the Board Meetings and also act as secretary and take minutes. He requested the Board Members and guest consider whether they know people who might be interested in joining the Foundation's mission as Officers on a volunteer basis. No formal action was taken.

Old Business.

NextNav (CommLabs) Project.

Mr. Bassett reported on the status of the joint project with CommLabs (now "NextNav, LLC") to conduct a demonstration project of its terrestrial GPS system. No formal action was taken.

Advisory Board.

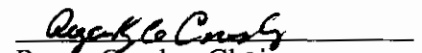
The Board discussed Mr. Benkert's previous proposal of establishing an Advisory Board on which people might be seated who are interested in supporting the Foundation's Mission but who cannot participate on the Board for one reason or another. No formal action was taken.


Size of Board of Directors.

Mr. Benkert stated that the Articles of Incorporation of the Foundation provided for the Board of Directors to include between five and seven seats. Mr. Benkert stated that increasing the size of the Board to seven members would increase the size of a quorum from three to four, but increase the number of directors who could be absent and still provide a quorum from two to three. Mr. Benkert stated that this might make it easier for the Foundation to schedule Board Meetings. He also asked what skill sets or characteristics would be beneficial to add to the Board. The Directors agreed to consider persons they know and might propose as Directors. No formal action was taken.

There was no further business, and on motion made, seconded and carried unanimously, the meeting was adjourned. Following Adjournment Mr. Irvin conducted the Directors on a tour of the West Metro Fire Rescue Public Safety Answering Point


Joseph P. Benkert, Secretary


Roger Crosby, Chairperson



Dean Nelson, Vice Chairperson

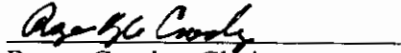
9-1-1Colorado Foundation
Board of Directors Resolution 120320a
March 20, 2012

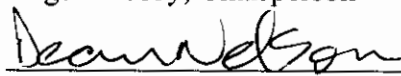
Adoption of Strategic Plan

RESOLVED, that the Board of Directors approves the attached Strategic Plan and adopts it as the Strategic Plan of the 9-1-1Colorado Foundation for the year 2012.

Adopted: March 20, 2012


Joseph P. Benkert, Secretary


Roger Crosby, Chairperson



Dean Nelson, Vice Chairperson

9-1-1Colorado Foundation
Board of Directors Resolution 120320b
March 20, 2012

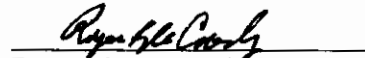
Authorization Re Clear Creek County Mobile CAD Funding Project

RESOLVED, that the Board of Directors approves the Foundation moving forward with the proposed project to raise funds for the purpose of funding the purchase and installation of a CAD System, including Mobile CAD, as proposed in March 20, 2012 Board of Directors Meeting Agenda Item No. 10.b., Section 1. Mr. Benkert is directed to negotiate with the Clear Creek County 9-1-1 Authority/County Commission a Memorandum of Understanding as discussed in said Agenda Item, subject to the approval of the Board of Directors.

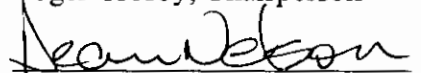
Adopted: March 20, 2012



Joseph P. Benkert, Secretary



Roger Crosby, Chairperson



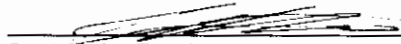
Dean Nelson, Vice Chairperson

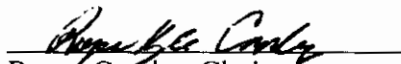
9-1-1 Colorado Foundation
Board of Directors Resolution 120320c
March 20, 2012

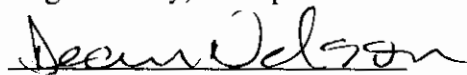
Text Messaging Solution for Backcountry Search & Rescue

RESOLVED, that the Board of Directors approves the Foundation moving forward with the proposed project to coordinate (i) establishment of a single text-message number/address for use by individuals lost or injured in the backcountry of Colorado, and (ii) designation of a default agency to receive and coordinate response to such text messages, as proposed in March 20, 2012 Board of Directors Meeting Agenda Item No. 10.b., Section 2. Mr. Benkert is directed to contact the 9-1-1 Authorities for Colorado mountain counties to assess their interest in such a solution and, upon receipt of expressions of such interest, to proceed with the project.

Adopted: March 20, 2012


Joseph P. Benkert, Secretary


Roger Crosby, Chairperson

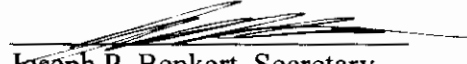

Dean Nelson, Vice Chairperson

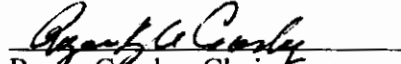
9-1-1 Colorado Foundation
Board of Directors Resolution 120320d
March 20, 2012


Facilitation of a Solution for Clear Creek County "Re-bid" Issue

RESOLVED, that the Board of Directors approves the Foundation moving forward to facilitate resolution of the Clear Creek County PSAP's inability to re-bid the ANI/ALI database for updated location information on transferred 9-1-1 calls, if Clear Creek County is unable to resolve the issue with Experient. Mr. Benkert shall proceed as proposed in March 20, 2012 Board of Directors Meeting Agenda Item No. 10.b., Section 3.

Adopted: March 20, 2012


Joseph P. Benkert, Secretary


Roger Crosby, Chairperson



Dean Nelson, Vice Chairperson

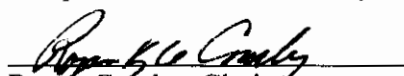
9-1-1 Colorado Foundation
Board of Directors Resolution 120320e
March 20, 2012

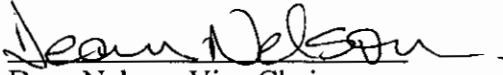
Messaging Committee

RESOLVED, that the Board of Directors establishes a Messaging Committee, to be chaired by Director Roger Crosby. The purpose of the Messaging Committee shall be to work with representatives of the Colorado 9-1-1 Authorities and PSAPs to develop a consensus as to messaging topics, content and priorities, and to develop Foundation messaging.

Adopted: March 20, 2012


Joseph P. Benkert, Secretary


Roger Crosby, Chairperson


Dean Nelson, Vice Chairperson

**9-1-1Colorado Foundation
Conflict of Interest Policy**

**Article I
Purpose**

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

**Article II
Definitions**

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

**Article III
Procedures**

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the

proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

**9-1-1Colorado Foundation
Annual Statement Regarding
Conflict of Interest Policy**

The undersigned, being the Directors and Officers of the 9-1-1Colorado Foundation, a Colorado non-profit corporation, each affirms that he or she:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.


Dated: March 20, 2012.




P. Bryan Bassett, Director



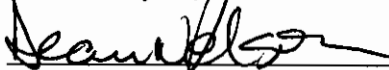
Roger Crosby, Director




Michael L. Glaser, Director



Michael Myers, Director



Dean Nelson, Director



Joseph P. Benkert, Chief Executive
Officer, Secretary, Treasurer