

SHELBY COUNTY 9-1-1 DISTRICT
BOARD OF DIRECTORS
SPECIAL CALLED MEETING MINUTES
THURSDAY, February 23, 2006

The Shelby County Emergency Communications District Board of Directors met at the Shelby County 9-1-1 District office, 6470 Haley Road, Memphis, Tennessee.

Chairman Brenner called the Board of Director's meeting to order at 8:30 am. Chairman Brenner called the roll and the following board members were present: **Henry Brenner; William Hughes; Michael Molder; Sandra Richards; Louis Stockton; Maria Moulin** arrived at 8:35 immediately after roll call and, **Samuel King** joined (by Speakerphone) at 8:37 a.m.

Dr. Barbra Duncan-Cody was absent.

See Page 4 for others in attendance.

A quorum was present the following business was conducted:

Minutes of the Last Meeting

Chairman Brenner advised the minutes were not mailed out due to the time frame of the special called meeting. Chairman Brenner called for a motion to approve the minutes of the last meeting.

William Hughes moved that the minutes be approved.

Mike Molder second.

The motion was carried unanimously.

Building Committee Report:

Chairman Brenner advised there have been several changes with the building project, from financing of the bonds by the City of Memphis and County Government to now the Emergency Communications 9-1-1 District of Shelby County financing and issuing the bonds. Chairman Brenner updated the board on meetings that were held with the City of Memphis CFO Robert Lipscomb and questions from Robert Lipscomb as to why the Emergency Management Agency (EMA) was not included in the building. Chairman Brenner advised that future meetings with Robert Lipscomb would be held. Chairman Brenner advised the 9-1-1 Board would now have to possibly finance and maintain the building depending on our revenue stream and service fee rate structure that would be studied by Archie Willis with Community Capital. Chairman Brenner advised that if the District is going to finance and own the building we need to control the building as far as maintaining and repairing the facility. Chairman Brenner spoke of the great job that Mel Scheuerman has done with the project to date.

Mr. Hughes spoke of the history of the building project for the newer board members.

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Chairman Brenner recognized Mike Marshall, Board attorney and he spoke of the MOU that was signed on May 19, 2004 set forth parameters that are now irrelevant. He spoke of the reason for this meeting is so the Board can be advised and approve the new direction we are going. Under the original MOU the City of Memphis was going to take care of the financing and overseeing construction and the only responsibility this board had was the guaranteeing of the debt and that has now changed. The District is now responsible for floating the debt, and the reason the City of Memphis was responsible for construction was because if they were going to issue the bonds and they were going to be the one primarily on the hook for that debt, it made since they would oversee construction of the project of which they were ostensibly paying. Now the 9-1-1 District is paying for the debt and will be responsible, we are responsible for issuing the bonds and retiring the debt. Mike advised what we have come before the Board for is really a new process that was not contemplated under the original MOU where we were only guaranteeing the debt to someone else to where we are the one in the drivers seat responsible for the debt and the one responsible for the construction. Mike advised before we move in that direction this public body has to get on board with that. I have met with the City Attorney and was advised that the Architect and the contract would be assigned to us (9-1-1 Board) and that is not going to be a problem. We will also have to come up with new parameters for the agreements with other tenants that are going to be in the building. I will be meeting with the City Attorney to iron out in broad terms the parameters of that so I can present a new MOU in the very near future that will control all the parties and tenants and everybody's responsibilities.

Mel Scheuerman spoke and advised what his understanding was of the original MOU.

Scott Fleming spoke next of the complexity of the project and all the government agencies involved. Advised the project is in great shape and the board should be applauded. Scott Fleming spoke of two issues, an owner's representative and a construction manager. He also spoke of what a construction manager at risk is.

Chairman Brenner advised that Homeland Security would be coming into the building. They want to be housed in the 9-1-1 facility.

Secretary Treasurer Sam King spoke about this may increase chances of grants if any are available to assist with portions of the project.

Chairman Brenner spoke of making a motion on the construction manager to give Fleming Associates authority to draw up a Request for Proposal.

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The Board Attorney, Mike Marshall worded the motion as:

Resolution authorizing the hiring of a Construction Manager (as Contractor/At Risk) subject to the District's council's satisfaction that it can legally be done and secondly also with the Board understanding that the new project going forward gives substantially more responsibility and antimony to this Board as to the construction and financing of the project.

Henry Brenner presented the motion.
William Hughes made a motion that this be approved.
Samuel King second
There were not any "no" votes cast.
The motion was carried unanimously.

Treasurer's Report/Audit Report:

Secretary/Treasurer Samuel King presented the financial report.
Samuel King moved to accept the financial report.
Mike Molder second.
The motion was carried unanimously.

Chairman Brenner advised that one last item on the agenda is that Community Capital will be updating the assumptions that were made in the last financial analyses report.

The next board meeting will be held on Thursday, April 6, 2006 at 8:30 a.m. and there will be a motion for a possible rate increase on the service fee structure.

Director Chiozza updated the board that we do not intend on having to have any cost associated with the sewer connection tap that was approved at the last Board meeting.

Old Business: None

New Business: None

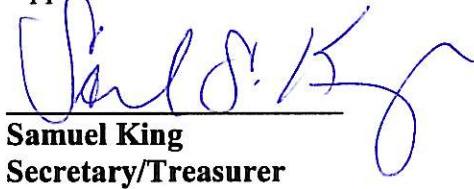
Vice-Chairman Brenner adjourned the meeting at 9:24 am

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Others in Attendance:

Mike Williams		Don Boyd
Libby Kelly		Elizabeth Thompson
Michael Marshall		Benjamin Witt
Mike Watermeier		Lela Garlington
Raymond Chiozza		Pat Evans
Sue Robbins		Harold Truebger
Carol Walker		Bill Lloyd
Mel Scheuerman		Mike Putt
Jason Hatmaker		Bobby Thompson
Curt Pierce		

Approved:



Samuel King
Secretary/Treasurer

Minutes transcribed by: Raymond Chiozza



Shelby County Emergency Communications District

6470 Haley Road
Memphis, Tennessee 38134-7965

Telephone (901) 380-E911
Fax (901) 380-4707

ROLL CALL

Shelby County Emergency Communications District February 23rd, 2006 Board Meeting

Absent

Present

Henry Brenner

Dr. Barbara Duncan-Cody

William Hughes

Samuel King

Deborah 8:32 AM

Mike Molder

Maria Moulin

8:30 AM

Sandra Richards

Lois Stockton

Here	Absent
7	1



Shelby County Emergency Communications 9-1-1 District
Shelby County ECD Special Called Board Meeting
Sign-In Sheet February 23rd, 2006

1. William Hughes 9-1-1

2. [Signature]

3. Mike Williams

4. Bobby D

5. Sonda Richards

6. [Signature]

7. M.L. Green

8.

9. [Signature]

10.

11. [Signature]

12.

13. Elizabeth Thompson

14.

15. Jason Hatmaker

16.

17. Bobby Thompson

18.

19. Michael [Signature]

20.

21. [Signature]

22.

23. MIKE WATERMEYER

24.

25. CURT PIERCE

26.

27. Dobby Kelleo

28.

29. Lela Garling

30.



*Shelby County Emergency Communications 9-1-1 District
Shelby County ECD Special Called Board Meeting
Sign-In Sheet February 23rd, 2006*

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