



# NORTHEAST ARIZONA TRAINING CENTER

*“Training Emergency Professionals for Public Service”*

## BOARD OF DIRECTORS MEETING

Wednesday May 2, 2012

Board of Directors

David Tenney, Chairman  
Clay Wood  
Dr. Jeanne Swarouth  
Eric Duthie  
Jerry Van Winkle

### Opening:

The regular meeting of the NORTHEAST ARIZONA TRAINING CENTER was called to order at 9:01 am on May 2, 2012 in Taylor, Arizona by David Tenney.

### Attendance:

David Tenney	Navajo County
Stuart Bishop	NPC
Clay Wood	Show Low Fire Department
Eric Duthie	Town of Taylor
Gus Lundgren	Town of Taylor
Jerry Van Winkle	NAPA
Dr. Jeanne Swarouth	NPC
Rich Upham	HOFD
Sterling Solomon	Town of Taylor
Mary Jane Springer	Navajo County
Blaine Hatch	NPC

## 1. Approval of Minutes

A. March 7, 2012 Board Meeting.

B. April meeting (no quorum present)

**Motion made by Dr. Jeanne Swarthout, seconded by Jerry Van Winkle to approve the March minutes as read. Motion passed.**

## **2. Financial Update – Gus Lundberg**

A. Budget report -- Mr. Lundberg reported there is a \$306,910.64 cash balance available as of 3/31/2012. During April, NATC paid APS, the accountant for the tax return and purchased a vacuum. Mr. Lundberg also said that NATC earned some income from interest. Mr. Kundberg reported that NATC received \$6,000.00 for dues from Show Low Fire and \$8,100.00 from NPC for lease. Mr. Duthie asked for clarification on the cash and asked for more specifics. Mr. Lundberg stated that it was in checking, savings and petty cash, not all petty cash. Mr. Tenney wondered why so much was in checking. Mr. Lundberg explained that the amount in checking was paying a better interest rate. Mr. Tenney asked if it would be better to put more of it into the higher interest bearing account. Mr. Lundberg will look into which one that is and make some changes if necessary.

**Motion made by Dr. Jeanne Swarthout, seconded by Jerry Van Winkle to accept financials as presented. Motion passed.**

## **3. NPC/NATC update – Dr. Jeanne Swarthout**

President Swarthout advised that the State Auditors were having a meeting on 6/4/2012 to meet with general staff and review requirements for next audit before the next 2012-2013 audit starts. She asked if anyone was interested in going to this meeting to let her know.

Dr. Swarthout discussed the transfer of NATC to NPC and advised that after meeting with the NPC lawyers it was determined that the simplest way to make the transfer would be to change control and management to NPC by changing the NATC bylaws and articles of incorporation. NATC is a nonprofit 501-C3 and that would not change. There would be a new board of directors added which would include 3 voting members chosen by NPC and each of the other 4 stakeholders would be entitled to choose 1 nonvoting member. She asked that everyone take the proposed modifications to their respective organizations and return to next meeting with any questions, issues or suggestions. She stated that the State Auditor would like the completion before July 1, but did not think that would be possible.

Mr. Lundberg asked if the 501-C3 would change and she stated it would not. Dr. Swarthout said everything would stay the same except the board. Mr. Tenney asked why only three voting members and if this is the model that will be used and NPC is selecting the Board, why not have the governing board be the NATC board and this group here becomes the advisory board. Dr. Swarthout thought a separate board would be better.

Mr. Duthie was concerned that many of the groups would not agree to Section 4.02 regarding stakeholders providing services, personnel and funding to the satisfaction of the

Board of Directors since the stakeholders would no longer have a vote. Mr. Tenney advised that by relinquishing their voting rights they would have zero control and their boards may want to have more approvals than that before agreeing to future funding. Mr. Van Winkle stated that the Police Association has not had any funds to offer. Mr. Tenney stated that most people knew all along that the County, the Town of Taylor and the College would have most of the funding. Dr. Swarthout stated that the Attorney diluted the bylaws to come to this proposed modification. Mr. Tenney asked if there was any agreement or disagreement with his thoughts. Mr. Duthie thought there should be some sort of dissolution of assets clause in the bylaws, that there needed to be some sort of an end game if at such time any of the entities decided not to take part anymore. Mr. Duthie agrees with the intent that NPC was the major player but wanted to see some sort of section regarding conflict of issues. What if advisory board says one thing and NPC says another – how would that be resolved? Mr. Solomon stated that Section 4.02 may technically be a concern. Mr. Tenney stated that everyone should take the proposed modification to their boards and bring any suggestions and start the next step.

Mr. Wood received a call from someone at Abitibi who was in the original part of setting up NATC. Mr. Wood laid out how Holbrook used to be the main training facility for Abitibi but the toll on the volunteers there was such that it was hard on the time they spent with their families. He noted that Holbrook at that time raised their fees and many of the Agencies pulled back from using that facility. That is when Abitibi donated the land for NATC. Mr. Wood wanted to be assured that NPC would not do the same. He stated that NATC needs to maintain affordable access especially to those who have donated to help set up this site. Mr. Tenney – “Accessibility and affordability”. Dr. Swarthout stated accessibility and affordability are what the college is all about and does not see that will change. Mr. Wood was just passing along the phone call he received and wanted to make sure everyone was covered including the college. Mr. Tenney assured him that NPC would do it. He asked if bylaws were ok. Mr. Duthie suggested it would be wise for all of the board to attend the meeting with the auditors on 6/4.

Timetable. Mr. Tenney states the Auditor wants this change done before June but can't see having it done that quickly and adequately getting it hammered out that fast. Mr. Bishop mentioned that he was starting to get fall classes ready and the Police academy in August and several other things and that it is hard for him to plan things with this still in limbo. He wants to wrap things up soon and asked if he could get a copy of the proposed modification in a word doc. He was concerned about Section 5.05 and wanted to define that. Mr. Duthie stated there are several things missing that the Town of Taylor wants to address. He is mainly concerned about the exit plan. Mr. Bishop suggested the Moodle discussion board could be used as a central repository of a living document for concerns and thoughts, however he would send out the document for review and each person could send their thoughts back to him and he would make changes for all to see. Mr. Solomon has talked with Mr. Peters and will meet with him and Brad Carlyon and see if they can get the modification reviewed quickly. Mr. Tenney – then June is ok? Dr. Swarthout added that the auditor wanted it by then but if done before fall semester it would be fine. Mr. Bishop asked about the improvements that were going to be made to the classrooms and if that would be done before fall. Dr. Swarthout added that money for that was already approved in the NPC budget and those projects were already approved. Mr.

Duthie did not think the Town of Taylor would be ready by June. Mr. Tenney – Any others? No one had any other comments.

#### **4. Discussion and Possible action on Insurance Renewal for NATC – Gus**

**Lundberg:** Mr. Lundberg advised that the insurance for the Center expires today. He reviewed the quote and stated that we had the option to decrease the premium if we chose to keep last year's valuation on the buildings. It was about a \$300.00 savings. Mr. Hatch advised that when NPC took over their insurance would cover the facility. Mr. Tenney asked if a quarterly payment could be made instead of a full year payment. Mr. Lundberg advised that it could and that if the policy was cancelled NATC would be entitled to a refund of the unused premium. Mr. Tenney asked for motion to make a quarterly payment.

**Motion made by Clay Wood, seconded by Jerry Van Winkle to make a quarterly payment. Vote: 4 Yea, 1 nay. Motion passed**

It was agreed to accept the increased premium.

Mr. Duthie wanted to explain his nay vote. He conceded that the Town of Taylor did not float the insurance out for comparable quotes and that it should have. He apologized for that. Mr. Bishop stated that VFIS is the insurer and Mr. Hancock is the Agent. Mr. Wood stated that they did not get any quotes when they first started it either. Mr. Duthie was not calling for a re-vote, he just wanted to explain his vote. Mr. Tenney stated that this organization does not follow the same rules of procurement as a county and did not think that 3 bids were necessary. He did not believe any law was violated.

#### **5. Discussion and Possible action regarding old meeting recordings – Stuart Bishop**

Mr. Bishop asked if the taped recordings of past meetings could be destroyed or if they needed to be kept. Mr. Van Winkle asked if the minutes were made from those recordings. Dr. Swarthout asked what the dates were on the tapes. Mr. Bishop stated 2006-2012. Mr. Tenney and Dr. Swarthout agreed that there did not seem to be any reason to keep the tapes. Mr. Tenney asked for a motion to destroy the tapes.

**Motion made by Dr. Jeanne Swarthout, seconded by Jerry Van Winkle to destroy the tapes as long as it does not violate any public record laws. Motion passed.**

**6. Training Center update – Stuart Bishop.** Mr. Bishop introduced the new website natc.info to promote the center. He showed that the NATC calendar could be viewed from the website and that the site is still under construction. Dr. Swarthout advised that Ann from the college is looking at logos and stuff for the center. She said the NATC site will stand alone and be linked to by the college.

Mr. Bishop discussed the electric bill and stated that the thermostats were moved to more appropriate locations and new programmable thermostats were added. He noted that the demand usage was part of the huge cost.

Mr. Bishop went over the list for the subcommittee as follows:

- A. Rich Upham – NAFCA Fire Representative (HOFD)
- B. Andy Ronken – NAPA Law Enforcement Representative (NCSO)
- C. Gus Lundberg – Town of Taylor
- D. Stuart Bishop – NPC

He asked if this was ok. There was no disagreement.

Mr. Bishop discussed maintenance on the driving track. He was given a ballpark figure of \$300,000 to slurry seal and fix the middle of the track where it is floating. They would level off and patch those spots before resealing. Mr. Tenney stated that the Town of Taylor and the County are doing road work this summer and advised Mr. Bishop to coordinate with Town of Taylor and The County after 7/1/2012 to see if something could be done to help lower the cost. Mr. Bishop stated the track is 10.7 acres and the price he received included striping. Mr. Duthie noted that millings from the Hwy 77 project will be brought here and placed on the dirt patch next to Hwy 77 (under the big sign). That will help eliminate some of the mud and kind of make a 2<sup>nd</sup> entrance to the Center.

Mr. Bishop discussed the garage and the fact that with the earth movement the garage doors will no longer open properly. He advised that he needed direction as to what to do next. He stated that the door company that came out said the doors could not be fixed in their current position. Mr. Duthie advised that an adjustable column in the center may not pass code. Mr. Wood stated that there was a built in front to keep the rain off that may no longer be working. Mr. Tenney asked if anyone knew how deep the footers were. Discussion ensued about moving the building to another spot on the property so a proper foundation could be made. Mr. Tenney suggested everyone decide where it should be relocated to. Mr. Bishop stated that we needed a place for our students in the fall and it would be more convenient for them if the building was closer to the tower. Mr. Tenney noted that he believed the building had minimal footings and Mr. Wood stated that the existing floor was asphalt. Mr. Bishop noted that the Fire Truck out there is sitting on about a 20 degree angle because of the swelling. Mr. Tenney and Mr. Wood motioned to Relocate the building and come up with a plan.

**Motion made by Clay Wood, seconded by Eric Duthie to relocate the building and come up with a plan. Motion passed.**

Next item was the proposed budget. Mr. Bishop stated this may be a moot point if college takes over. He brought attention to the draft of the contact list of Police and fire departments. He asked if everyone would review. He noted that the rates for Alpine, Greer, Puerco Valley and Sun Valley be dropped to \$500.00. He asked if everyone was ok with that. Everyone agreed. Mr. Bishop stated he received an email from Forest Lakes Fire Department stating they had not paid since 2005 and wanted to make monthly payments to make up the past due. Mr. Bishop stated he made an executive decision to

have them make this year's payment and all future payments and call it good from there. Dr. Swarthout noted that consistency of revenue versus volume is what is important.

Mr. Duthie noted that a Springerville Town Council member appreciated the lower cost but was not sure if it would be approved. Gus mentioned that the debt payment was not included in the budget. Mr. Bishop stated this was a proposed budget and that NPC's budget would take over after the transfer.

All agreed on amounts for dues.

Upcoming events: Mr. Lundgren talked about the Porsche and Corvette Club activity coming up. It's a controlled event for driving safety using cones. It's low speed - less than 50 mph. Timed events. They provide use agreements and insurance. Mr. Wood suggested that jersey barriers be put up in front of the tower and building. Mr. Duthie noted that Reidhead Sand & Rock had some that might be available.

Mr. Duthie reported on the Astronomy club that is scheduled in June. Noted they will only be using the track and nothing else. He stated that fees should be waived this time. Mr. Tenney agreed jokingly "this time for free but next time the sky is the limit!" Mr. Duthie stated this group is tied to other state and national astronomy groups.

Mr. Bishop asked if we could take down the big sign next to Hwy 77. Everyone agreed. '

Mr. Bishop mentioned the work that was done to the blocks around the classroom building and thanked Mary Jane and the County for providing that service. He also noted that Town of Taylor moved dirt from across the road to keep it from blowing onto the front of the classrooms. He thanked them.

## **7. Partner Reports**

A. Navajo County: n/a

B. Town of Taylor: Mr. Lundgren stated that a concerned citizen had told him that the sandstone sign needed to be removed because it does not say "Senator" Jake Flake.

C. NPC- Mr. Bishop noted that the Center's calendar is filling up and the Center is getting more and more use.

D. NAPA: Mr. Van Winkle stated that NAPA is ecstatic about the Law Enforcement Academy. He thanked Stuart. He noted that no dues had ever been paid but they would be now.

E. NAFCA: Mr. Wood reported that they are happy with the reduction of fees. Mr. Upham stated that also.

## **8. Future agenda Items:**

Mr. Wood asked how backup proxy members worked. Mr. Duthie stated just to let us know. Mr. Wood appointed Mr. Upham as his back up as a voting member.

**10. Roundtable**

n/a

**11. Next Meeting – June 6, 2012 9:00am NATC**

**12. Adjournment:**

**Motion made by David Tenney, seconded by Eric Duthie to adjourn the meeting.  
Motion passed.**

Meeting adjourned at 10:25am

Minutes submitted by: Laurie Letner

Approved by: [Type name here]

APPROVED 06-06-2012