

[NOT FOR DISTRIBUTION BEYOND THE APCO MEMBERSHIP]

APCO–International, Inc.

Board of Directors *Special Meeting*
December 16, 2009 12:04 – 12:36 pm CST
via Conference call

Attendees:

President Dick Mirgon	Gulf Regional Representative Woody Glover
President-Elect Bill Carrow	Gulf Regional Representative Pat Hall
First Vice President Gregg Riddle	East Coast Regional Representative Dave Clemons
Second Vice President Terry Hall	East Coast Regional Representative Jay Groce
Immediate Past President Chris Fischer	North Central Regional Representative Lynn Feller
Executive Director George Rice	North Central Regional Representative Julie Righter
	Western Regional Representative Dick Granado
Deputy Executive Director Mark Cannon	Western Regional Representative Gigi Smith
Governance Coord. Chandra Champion	CAC Representative Don Whitney

President Dick Mirgon *called* the December 16, 2009 Board of Directors Meeting to order at **12:04 pm CST**.

1. APCO Merger Consolidation Documents

Deputy Executive Director Mark Cannon explained the purpose of the merger documents, noting the Executive Committee had previously signed the dissolution documents for the APCO Institute, the APCO Heritage Foundation, and the APCO AFC entities in their former capacity as the Board of Officers of these subsidiaries.

Past President Chris Fischer *motioned to authorize* the merger of the APCO Institute, APCO Heritage Foundation, and APCO Automated Frequency Coordination into Corporation as the surviving entity in accordance with the Articles of Merger (“Articles”) and the Plan of Merger. East Coast Regional Representative Jay Groce *seconded* the motion. A verbal vote was taken and the *motion passed with no opposition*.

2. Cancellation of the 2013 Annual Conference Site in Reno, NV

Deputy Executive Director Mark Cannon provided the following rationale for Staff’s recommendation to cancel Reno, Nevada as the 2013 Annual Conference site, including

- A business downturn has affected the re-development around the convention center complex in Reno.
- Growth of the APCO exposition and a change in the travel habits of sponsors, exhibitors and exhibitors encourages APCO to consider more accessible destinations.
- Reno has limited accessibility for travelers outside the region in terms of non-stop options by air while members increasingly seek convenience and ways to shorten their time away from their 24/7 office environments and from family obligations.

The Conference Staff has conducted preliminary research on alternative Conference sites. The sites ones that were previously in contingency for the 2013 included Long Beach, CA and Salt Lake City, UT. These cities now have to be ruled out due to insufficient square footage space (Long Beach) and date conflicts (Salt Lake). Staff is exploring Anaheim, Denver, Los Angeles, Phoenix, and San Diego as potential 2013 replacement cities. Two other cities – Las Vegas and Orlando – present overall good fall backs in any year. Orlando in particular is offering for a limited time a full waiver of its convention center rental (a \$120,000 value) to attract APCO's business, but this city would typically not be a consideration in the 2013 rotation.

President Dick Mirgon recapped his discussion with the Nevada Chapter, noting that they accept the rationale for cancellation, though in lieu of the boon that hosting the Annual Conference would have been for the chapter they would like APCO-International to give some consideration to lending support for the next regional conference that the chapter intends to host in Las Vegas.

Board of Director Questions:

- a. Western Regional Representative Dick Granado: How many square feet do we need? This question was deferred to the Deputy Executive Director Mark Cannon, who will answer in a follow-up email.
- b. CAC Representative Don Whitney – What is the penalty costs for cancellation before December 31, 2009? We would be responsible for a penalty of up to \$60,000 if the Board decides to cancel, but staff is working with IMN, the site selection company, to mitigate much of this penalty.

Many of the Board agreed staff should explore cities that would generate large sales of Conference Day Passes. Staff will provide a list of potential 2013 Conference sites for the Board's review and decision at the January 24, 2010 Board Meeting.

President-Elect Bill Carrow *moved* to execute the cancellation of the 2013 Annual Conference site of Reno, Nevada. East Coast Regional Representative Dave Clemons *seconded* the motion. A verbal vote was taken and the *motion passed with no opposition*.

3. Old Business

▪ Work Group Nominees for FCC

All nominations should be submitted no later than the end of the year. The FCC will vet these recommendations and make a decision sometime in January. Commercial members can be apart of the workgroups, but will participate on behalf of their company, not APCO.

▪ Project 42

Western Regional Representative Gigi Smith asked if the Project 42 Committee was in need of new members due to Brent Lee's recent resignation. President Mirgon let the group know, the Committee continues to operate at its full capacity with new co-chairs, Steve Devine and Jason Barbour and current members.

- **National Broadband Network Funding for Public Safety Communications**
APCO is currently lobbying for a portion of these funds to be allocated to Public Safety Communications. At this time, the monies currently reside in the OMB Budget, which is up for review and approval. President Dick Mirgon did stress his concern over NITA, if they were to act as the administrator due to their prior handling of grant funding. He would like to see another entity act as the manager of these monies.
- **APCO Representative to NPSTC**
Past President Willis Carter has resigned as the APCO Representative to NPSTC; First Vice President Gregg Riddle will take over this role.
- **APCO World Congress - What is the reason for the Global Alliance Symposium?**
Per President Mirgon, the Global Alliance is interested in hosting a Symposium to generate funding for their operations, encourage membership by other International organization (i.e. BAPCO, APCO Canada), and finally provide an opportunity for International Vendors to showcase their products to the World.

Adjournment

East Coast Regional Representative Jay Groce *motioned to adjourn* the meeting. A verbal vote was taken and the *motion passed with no opposition*. The meeting adjourned at **12:36 pm CST**.

Respectfully submitted,

George S. Rice, Jr.
Executive Director

The Board Agenda will be part and parcel of the formal record of the Board of Directors meeting and will be retained at Headquarters.