

**WESTERN PAYNE COUNTY AMBULANCE TRUST AUTHORITY BOARD
SPECIAL MEETING
Stillwater Medical Center Board Room
1323 W. Sixth Street
Stillwater, Oklahoma**

**January 26, 2010
12:00 noon**

Present: Gary Clark, Rex Horning, Rick Jarvis, Jerry Moeller, Bill Sasser

Others: John Dorman, Lowell Barto, Matt Devlin, Gary Stanton, Bob Charles, Michelle Charles, Phil Jankowski, Susan Taylor

CALL MEETING TO ORDER

The organizational meeting of the Western Payne County Ambulance Trust Authority (WPCATA) was called to order at 12:12 p.m. by John Dorman, City Attorney for the City of Stillwater. Dorman introduced Lowell Barto, legal counsel for beneficiary Payne County, and Matt Devlin, legal counsel for beneficiaries Glencoe and Perkins. Dorman said that although he, Barto and Devlin do not represent the WPCATA in an official capacity, they are here to help us get started.

Horning, Jarvis, Moeller and Sasser signed the Oath of Office prior to the beginning of the meeting. This constituted a quorum and the ability to conduct business. Roll was called, and Western Payne County Ambulance Trust Authority Board members Rex Horning, Rick Jarvis, Jerry Moeller and Bill Sasser were present.

Dorman stated that the purpose of the meeting today is to get matters organized so that another meeting can be scheduled in the near future to actually take up the business of the trust.

ELECTION OF CHAIR AND VICE-CHAIR

Dorman opened the floor for nominations. Horning nominated Moeller to serve as Chairman of the WPCATA. Sasser seconded the nomination. There being no other nominations, roll was called. Horning, Sasser, Jarvis and Moeller voted in favor of the nomination. Clark was not present for the vote.

At this point, the meeting was turned over to Chairman Moeller. Moeller opened the floor for nominations for Vice-Chair. Moeller stated that he would recommend that Horning be nominated for Vice-Chair, since he is the most experienced of the group. Jarvis nominated Horning to serve as Vice-Chair. Sasser seconded the nomination, and Horning, Jarvis, Moeller and Sasser voted in favor of the nomination. Clark was not present for the vote.

A packet was provided to Board members at today's meeting. Moeller mentioned that the packet included a list of our trust members and our three consulting attorneys. Also included in the packet was the actual Trust Indenture. The bid document, which the Ambulance Study Group put together with the help of a consultant, was included in the packet, as well as a proposal from Steve Athey. Moeller mentioned that Athey was the consultant who helped us put the bid proposal together and who advised the Ambulance Study Group.

ADOPTION OF REGULAR MEETING SCHEDULE FOR 2010

Board members discussed their preferences for a regular meeting schedule in 2010. Moeller told Board members that the Stillwater Medical Center Authority Board of Trustees, a public trust authority, meets once a month. Moeller suggested that perhaps another meeting of the WPCATA should be held in the near future, and then regular meetings scheduled once a month. Trust member Gary Clark arrived during this discussion. His signature was secured on the Oath of Office.

Dorman reminded the group that a schedule of regular meetings must be filed with the Secretary of State, County and City Clerks as soon as possible. If special meetings need to be added between the regularly scheduled meetings, notice must just be given 48 hours prior to convening the meeting. This will keep us in compliance with the Open Meetings Act. After discussion, it was decided that the next meeting of the WPCATA be held on Tuesday, February 9, 2010 at 5:00 p.m. After that, regular meetings will be scheduled on the 4th Thursday of each month, beginning February 25, 2010 at 5:00 p.m. All meetings will be held at Stillwater Medical Center. Meetings will be held as follows:

Tuesday, February 9, 2010	5:00 p.m.
Thursday, February 25, 2010	5:00 p.m.
Thursday, March 25, 2010	5:00 p.m.
Thursday, April 22, 2010	5:00 p.m.
Thursday, May 27, 2010	5:00 p.m.
Thursday, June 24, 2010	5:00 p.m.
Thursday, July 22, 2010	5:00 p.m.
Thursday, August 26, 2010	5:00 p.m.
Thursday, September 23, 2010	5:00 p.m.
Thursday, October 28, 2010	5:00 p.m.
Thursday, November 18, 2010	5:00 p.m.
Thursday, December 16, 2010	5:00 p.m.

Horning moved that the Board approve the meeting schedule as set forth. Clark seconded the motion, and Jarvis, Sasser, Horning, Moeller and Clark voted in favor of the motion.

DISCUSSION OF TRUST INDENTURE

Moeller asked Dorman to discuss the Trust Indenture at this time. Dorman distributed copies of the official document which was filed with the Payne County Clerk. Dorman stated that this is a Title 60 Oklahoma Trust, which is the statute which most trusts are created under in the State of Oklahoma. It is a public trust, so it is subject to all the various statutes that govern public entities, some of those being Open Meetings Act, Open Records Act and Governmental Tort Claims Act. Dorman discussed the purpose of the trust, which mainly is "to operate, or contract for the operation of, emergency and non-emergency ambulance services in Western Payne County, Oklahoma". Dorman said that Western Payne County has been defined as that portion of Payne County, Oklahoma depicted on the map, which is attached as an exhibit to the Trust Indenture.

Dorman discussed the duration of the trust. The trust shall exist as long as the beneficiaries exist and until such time as its purposes have been fully fulfilled and all indebtedness of the Authority is paid. There is no time limit on the trust.

Dorman told the Board members that under Article VI of the Trust Indenture, the Trust would have the ability to raise money through the assessment of fees for services rendered by the ambulance, so at some point, this trust will become financially solvent. Dorman went on to say that if a beneficiary should make a donation of equipment or services to the trust, those would become assets of the trust as well. There is a lot of room for acquiring property within the Trust Indenture, Dorman said.

Dorman then discussed term limits for the authority trustees. The term is three years, although the initial term is staggered. The county and city appointee serve an initial 1-year term; the OSU and SMC appointees serve an initial 2-year term; the City of Perkins and Town of Glencoe appointee serves an initial 3-year term. Once each of these terms is completed, the trustees then serve full 3-year terms. There is no limitation on how many times a trustee can be appointed; that is entirely up to the governing body that selects the trustee. They have the power to appoint and/or to remove the trustee.

Dorman told Chairman Moeller that at the next meeting of the WPCATA, a Secretary/Treasurer needs to be appointed. That person will be responsible for the keeping of the minutes, or delegating that job to someone.

Dorman discussed the powers and duties of the trustees, to include the hiring of employees or anyone needed to perform the functions of the trust. Further, trustees have the ability to enter into debt for the trust.

Dorman said that the trustees must act collectively. Three members would constitute a quorum. Individually, there is no authority to act on behalf of the trust, unless the trust has specifically delegated that authority for a certain

purpose. Dorman warned trustees that they can incur liability if they act outside of their authority as a board member. Horning asked if D & O insurance would be needed. Dorman said that as long as the trustees work within the scope of their authority as a trustee, the tort claims act and even federal law will deem you immune under most instances. The insurance will not necessarily cover trustees if they step outside of their role. Dorman shared with the trustees that the board members at the City of Stillwater do not have separate insurance policies. Moeller stated that Stillwater Medical Center Board Authority members do have D & O insurance coverage. Gary Clark stated that the OSU Board of Regents does not have D & O insurance. Dorman reiterated that the Oklahoma Governmental Tort Claims Act will indemnify you as long as you are working within the scope of your authority. Gary Clark stated that he agreed with Dorman.

More discussion ensued regarding the Trust Indenture with Dorman, Barto and Devlin fielding questions of the trustees. It was suggested that provisions be made in the near future to hire legal counsel for the authority.

DISCUSSION OF MEETING PROCEDURES; ADOPTION OF BY-LAWS

Moeller asked Dorman if by-laws would be necessary. Dorman suggested that we go through a couple of meetings and see how it works. Dorman said that we can always fall back on Roberts Rules of Order if we decided to adopt that as our procedure rule. Being a small board of only 5 members, by-laws may not be necessary at all, Dorman stated. Clark agreed that by-laws may not be necessary, since the Trust Indenture seems to cover everything. In the future, if there is something that the trustees feel needs to be formalized, they might then consider drafting by-laws.

Dorman reminded the trustees that they are subject to the Oklahoma Open Meetings Act and Open Records Act. The City will be providing training on this subject in March, and an invitation will be issued to this board. An Open Records Custodian (probably the elected Secretary) will need to be designated at the next meeting of the WPCATA.

PLANNING SESSION

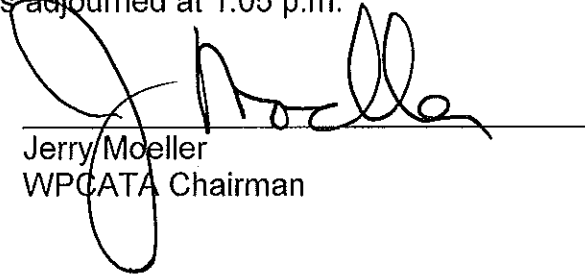
Trustees discussed items of discussion that should be brought before the WPCATA in upcoming meetings. Some of those suggestions were:

- Consider selection of legal counsel
- Funding for the attorney
- Discussion of use of a consultant
- Trust administration
- Designation of a Secretary/Treasurer
- Designation of Open Records Custodian
- Discussion of bid document

There being no further business, Horning moved that the meeting be adjourned. Clark seconded the motion, and Moeller, Sasser, Horning, Jarvis and Clark voted in favor of the motion. The meeting was adjourned at 1:05 p.m.



Rex Horning
WPCATA Vice Chairman



Jerry Moeller
WPCATA Chairman