

MINUTES

**Central Arizona Fire and Medical Authority
Central Yavapai / Chino Valley / Central Arizona Fire and Medical
Joint Special Meeting
Wednesday, August 4, 2021, 3:30 pm - 5:30 pm
Central Arizona Fire and Medical Authority, Administration, 8603 E. Eastridge Drive,
Prescott Valley**

In-Person Attendance

Cyndy Dicus; Cynthia Gentle; Darlene Packard; Dave Tharp; Kathy Goodman;
Lorette Brashear; Matt Zurcher; Owen Mills; Rick Anderson; Scott A Freitag;
Susanne Dixon

Remote Attendance

Dane Beck; Dave Dobbs; Nicolas Cornelius; Pete Gordon

NOTICE OF MEETING

Pursuant to A.R.S. § 38-431.02, notice is hereby given to the members of the Chino Valley Fire District, Central Yavapai Fire District, and Central Arizona Fire and Medical Authority Board of Directors and the general public that the Chino Valley Fire District, Central Yavapai Fire District, and Central Arizona Fire and Medical Authority will hold a special meeting open to the public on **Wednesday, August 04, 2021 at 3:30 p.m.** The meeting will be held at **Central Arizona Fire and Medical Authority, Administration, 8603 E. Eastridge Drive, Prescott Valley, Arizona.** The Board(s) may vote to go into Executive Session on any agenda item, pursuant to A.R.S. §38-431.03(A)(3) for discussion and consultation for legal advice with Agencies' Attorney on matters as set forth in the agenda item. The following topics and any variables thereto, will be subject to Board consideration, discussion, approval, or other action. All items are set for possible action. Members may attend in person or via remote methods of communication.

1. CALL TO ORDER / ROLL CALL OF BOARD MEMBERS - CENTRAL YAVAPAI FIRE DISTRICT

Chair Zurcher called the Central Yavapai Fire District meeting to order at 3:31 p.m. A quorum was present.

2. CALL TO ORDER / ROLL CALL OF BOARD MEMBERS - CHINO VALLEY FIRE DISTRICT

Chair Dicus called the Chino Valley Fire District meeting to order at 3:31 p.m. A quorum was present.

3. CALL TO ORDER / ROLL CALL OF BOARD MEMBERS - CENTRAL ARIZONA FIRE AND MEDICAL AUTHORITY

Chair Zurcher called the Central Arizona Fire and Medical Authority meeting to order at 3:32 p.m. A quorum was present.

4. PLEDGE OF ALLEGIANCE

Chair Zurcher led the Pledge of Allegiance.

5. CALL TO THE PUBLIC

In accordance with A.R.S. §38-431.01(H) the Central Yavapai Fire District, Chino Valley Fire District, and Central Arizona Fire and Medical Authority Boards have decided to allow public comments as time permits. Those wishing to address the Board regarding an issue within the jurisdiction of this public body may do so by completing a *Call to the Public* form and submitting it to Staff. Speakers are limited to three (3) minutes, but may submit written comments for Board records. Call to the Public shall not exceed 30 minutes per meeting. Board members shall not discuss or take legal action on matters raised during an open call to the public, but may ask Staff to review a matter or may ask that a matter be placed on a future agenda.

There were no public comments.

6. VOTE TO GO INTO EXECUTIVE SESSION

This item was taken out of order, after Item 7.A., and was followed by Item 7.A.

Motion to go into Executive Session at 4:39 p.m.

Move: Cynthia Gentle Second: Rick Anderson Status: Passed

Yes: Dave Dobbs, Darlene Packard, Cyndy Dicus, Matt Zurcher, Dane Beck, Cynthia Gentle, Pete Gordon, Owen Mills, Lorette Brashear, Rick Anderson

- A. Legal Advice Pursuant to A.R.S. §38-431.03(A)(3) Regarding Department of Health Services (DHS) Complaints and Open Investigation
- B. Legal Advice Pursuant to A.R.S. §38-431.03(A)(3) Regarding Certificate of Participation (COP) Documents and Associated Agreements to Fund PSPRS Unfunded Liability and Pension Contingency Fund

7. OLD BUSINESS

- A. Ambulance System Update Regarding DHS Complaints and Open Investigation

This item was taken out of order after Item 8.V., and was followed by Item 6.

Chief Tharp exited the meeting at 4:30 p.m.

Chief Freitag reported an increase in the number of times that CAFMA is required to transport due to a decrease in the number of ambulances available, and added that there is a difference between the number of ambulances in the area and the number ambulances that are staffed and ready to respond. He highlighted that sources have relayed to him that the Department of Health Services (DHS) will no longer consider anything CAFMA brings forward unless the City of Prescott/Prescott Fire Department (PFD) is involved; meaning CAFMA will be treated differently than any other agency in the state. Chief Light sent a detailed email to DHS outlining that 2-3 times per day, at minimum, for the last two weeks PFD crews have been on calls with no ambulance available.

He reported that during an incident last week, a crew waited 51 minutes before an ambulance arrived. CAFMA crews are utilizing four Rescues at this time. He clarified that the two Mesa Fire and Medical units are only certificated ambulances in the state of Arizona if they are operational within the jurisdictional

boundaries of Mesa Fire and Medical, or surrounding agencies with whom they have back-up agreements. Outside of that area, they are no longer certificated ambulances and are instead fire department equipment that can be used for a multitude of calls, up to and including transport, should it become necessary.

Chair Zurcher inquired as to how many times a day on average CAFMA has to transport. Chief Feddema responded that he can reasonably put that average at 2-3 times per day over the last several days, and reported that the situation has become progressively worse over the last month.

Director Mills inquired as to how the decision is made to dispatch AMR/Lifeline (AMR) versus a CAFMA Rescue. Chief Freitag replied that Dispatch dispatches an AMR unit on every call, and that CAFMA crews must then decide whether or not to take the Rescue, or call for a Rescue as a back-up, based on the information being relayed by Dispatch. He provided an example of a crew calling for a Rescue during an extended AMR response time for a critical patient. Chief Feddema provided a recent example of how a crew handled an extended AMR response time for a stable patient.

Chair Zurcher inquired as to how many times in the last two months AMR has been at Level Zero: No ambulances available. Chief Freitag responded that the Prescott Regional Communications Center (PRCC) is working on a way to track that statistic through the CAD system.

Chair Zurcher stated for the record that the ambulance response time issue has been broached with the Bureau of EMS within DHS, and that CAFMA has been informed that the Agency does not have a voice in ambulance response times because of a lack of a Certificate of Necessity (CON). Chief Freitag confirmed, and stated that DHS has relayed to Staff that AMR is meeting the requirements of their CON. He reported that both he and Chief Light have invited DHS to see the system in real-time; they have declined.

Chief Feddema stated that he and Chief Rose are working on tracking reports with Michael Freeman in GIS/Records, and that PRCC is actively helping with a tracking button, but at this time CAFMA does not have a mechanism to collect and report that information.

Chief Freitag reported that DHS sent an email yesterday stating that AMR has reported that their staffing is stable and they have back-up plans for those times when staffing is not stable. He asserted that the statement is not accurate, but that DHS will not verify CAFMA's evidence, including radio traffic, to the contrary.

Chair Dicus stated that patients are the Agency's number one priority.

Further discussion occurred after Item 6.A., and was followed by Item 7.B.

Reconvened into Open Session at 5:21 p.m.

Chair Zurcher directed Attorney Cornelius to respond to DHS complaints.

Chief Freitag stated that Staff will continue to work with YRMC on a more

formalized protocol for the use of rescues.

- B. Discussion and Possible Action Regarding Certificate of Participation (COP) Documents and Associated Agreements to Fund PSPRS Unfunded Liability and Pension Contingency Fund

This item was taken after Item 5 and was followed by Item 8.A.

Attorney Cornelius stated that representatives from Stifel are in attendance to address the nature of the documents, specifically relating to Certificates of Participation (COP). He then provided an explanation of the documents before the Board. He noted that there is a set of documents that have not been included that specifically relate to potential conflicts of interest. The waiver letter will come before the Board prior to executing the final underlying sale transaction.

Chief Tharp gave a brief explanation of the process and introduced the representatives from Stifel, Michael LaVallee and Claude Lockhart.

Mr. Lockhart presented an update of the Certificate of Participation (COP) process which included an explanation of the rating process, an update on the market, and what the process will look like moving forward. He reported that it is possible to close in early September.

Attorney Cornelius provided further explanation of the documents in sequence.

Director Beck inquired as to how this transaction might affect the District's bond capacity, and requested the long-term debt amount for each agency. Attorney Paul Gales responded that this financing does not affect either of the Districts' ability to hold a general obligation bond election or issue general obligation bonds, and there is no property tax levy associated with it. Chiefs Freitag and Tharp provided the long-term debt numbers and the approximate pay-off dates.

Director Gordon asked Attorney Cornelius to repeat his brief on Items M and N and asked for clarification on the Assumption Agreements, specifically their purpose. Attorney Cornelius explained that these documents will be executed but not recorded; they would only be used if there was a dissolution event.

Further discussion occurred after Item 7.A., and was followed by Item 9.

Chair Zurcher stated that Chief Freitag has been directed to release the credit ratings.

8. NEW BUSINESS

- A. **Central Yavapai Fire District** Discussion and Possible Approval of the Amended Joint Powers Authority Agreement

This item was taken after Item 7.B.

Motion to approve the Amended Joint Powers Authority Agreement for the Central Yavapai Fire District.

Move: Darlene Packard Second: Rick Anderson Status: Passed

Yes: Darlene Packard, Matt Zurcher, Dane Beck, Pete Gordon, Rick Anderson

- B. **Chino Valley Fire District** Discussion and Possible Approval of the Amended Joint Powers Authority Agreement

Motion for approval of the Amended Joint Powers Authority Agreement.

Move: Owen Mills Second: Cynthia Gentle Status: Passed

Yes: Dave Dobbs, Cyndy Dicus, Cynthia Gentle, Owen Mills, Lorette Brashear

- C. **Central Yavapai Fire District** Discussion and Possible Approval of Resolution 2021-12 COP Authority of Board Chair and Board Clerk to Execute Documents

Motion for approval of Resolution 2021-12 COP authority of Board Chair and Board Clerk to execute documents.

Move: Rick Anderson Second: Darlene Packard Status: Passed

Yes: Darlene Packard, Matt Zurcher, Dane Beck, Pete Gordon, Rick Anderson

- D. **Chino Valley Fire District** Discussion and Possible Approval of Resolution 2021-07 COP Authority of Board Chair and Board Clerk to Execute Documents

Motion for approval of Resolution 2021-07 COP authority of Board Chair and Board Clerk to execute documents.

Move: Owen Mills Second: Cynthia Gentle Status: Passed

Yes: Dave Dobbs, Cyndy Dicus, Cynthia Gentle, Owen Mills, Lorette Brashear

- E. **CAFMA** Discussion and Possible Approval of Resolution 2021-05 Approving Use of COPs

Motion for approval of Resolution 2021-05 approving use of COPs.

Move: Darlene Packard Second: Rick Anderson Status: Passed

Yes: Dave Dobbs, Darlene Packard, Matt Zurcher, Owen Mills, Rick Anderson

- F. **CAFMA** Discussion and Possible Approval of Resolution 2021-06 Property Assignment

Motion for approval of Resolution 2021-06 property assignment.

Move: Darlene Packard Second: Rick Anderson Status: Passed

Yes: Dave Dobbs, Darlene Packard, Matt Zurcher, Owen Mills, Rick Anderson

- G. **CAFMA** Discussion and Possible Approval of the PSPRS Contingency Reserve Funds Policy

Motion for approval of the PSPRS Contingency Reserve Funds policy.

Move: Darlene Packard Second: Rick Anderson Status: Passed

Yes: Dave Dobbs, Darlene Packard, Matt Zurcher, Owen Mills, Rick Anderson

- H. **CAFMA** Discussion and Possible Approval of the Taxable COPs 2021 Continuing Disclosure Compliance Procedures

Motion for approval of the Taxable COPs 2021 continuing disclosure compliance procedures.

Move: Darlene Packard Second: Rick Anderson Status: Passed

Yes: Dave Dobbs, Darlene Packard, Matt Zurcher, Owen Mills, Rick Anderson

- I. **CAFMA** Discussion and Possible Approval as to Form and Substance, Subject to Revision and Final Signatures at or Before Closing of Bond Offering, of the Taxable COPs 2021 Trust Agreement, Not to Exceed \$58,500,000 and 3.5% A.P.R.

Attorney Cornelius reiterated that the following items are for approval of form and substance subject to a limit; no signatures are required at this time.

Motion for approval as to form and substance, subject to revision and final signatures at or before closing of bond offering, of the Taxable COPs 2021 Trust Agreement, not to exceed \$58,500,000 and 3.5% A.P.R.

Move: Rick Anderson Second: Darlene Packard Status: Passed

Yes: Dave Dobbs, Darlene Packard, Matt Zurcher, Owen Mills, Rick Anderson

- J. **Central Yavapai Fire District** Discussion and Possible Approval as to Form and Substance, Subject to Revision and Final Signatures at or Before Closing of Bond Offering, of the Taxable COPs 2021 Certificate Purchase Contract, Not to Exceed \$58,500,000 and 3.5% A.P.R.

Motion for approval as to form and substance, subject to revision and final signatures at or before closing of bond offering, of the Taxable COPs 2021 Certificate Purchase Contract, not to exceed \$58,500,000 and 3.5% A.P.R.

Move: Darlene Packard Second: Rick Anderson Status: Passed

Yes: Darlene Packard, Matt Zurcher, Dane Beck, Pete Gordon, Rick Anderson

- K. **Chino Valley Fire District** Discussion and Possible Approval as to Form and Substance, Subject to Revision and Final Signatures at or Before Closing of Bond Offering, of the Taxable COPs 2021 Certificate Purchase Contract, Not to Exceed \$58,500,000 and 3.5% A.P.R.

Motion for approval as to form and substance, subject to revision and final signatures at or before closing of bond offering, of the Taxable COPs 2021 Certificate Purchase Contract, not to exceed \$58,500,000 and 3.5% A.P.R.

Move: Cynthia Gentle Second: Owen Mills Status: Passed

Yes: Dave Dobbs, Cyndy Dicus, Cynthia Gentle, Owen Mills, Lorette Brashear

- L. **CAFMA** Discussion and Possible Approval as to Form and Substance, Subject to Revision and Final Signatures at or Before Closing of Bond Offering, of the Taxable COPs 2021 Certificate Purchase Contract, Not to Exceed \$58,500,000 and 3.5% A.P.R.

Motion for approval as to form and substance, subject to revision and final signatures at or before closing of bond offering, of the Taxable COPs 2021 Certificate Purchase Contract, not to exceed \$58,500,000 and 3.5% A.P.R.

Move: Owen Mills Second: Rick Anderson Status: Passed

Yes: Dave Dobbs, Darlene Packard, Matt Zurcher, Owen Mills, Rick Anderson

- M. **Central Yavapai Fire District** Discussion and Possible Approval as to Form and Substance, Subject to Revision and Final Signatures at or Before Closing of Bond Offering, the CAFMA Member Assumption Agreement

Motion for approval as to form and substance, subject to revision and final signatures at or before closing of bond offering, of the CAFMA Member Assumption Agreement.

Move: Rick Anderson Second: Darlene Packard Status: Passed

Yes: Darlene Packard, Matt Zurcher, Dane Beck, Pete Gordon, Rick Anderson

- N. **Chino Valley Fire District** Discussion and Possible Approval as to Form and Substance, Subject to Revision and Final Signatures at or Before Closing of Bond Offering, the CAFMA Member Assumption Agreement

Motion for approval as to form and substance, subject to revision and final signatures at or before closing of bond offering, of the CAFMA Member Assumption Agreement.

Move: Cynthia Gentle Second: Owen Mills Status: Passed

Yes: Dave Dobbs, Cyndy Dicus, Cynthia Gentle, Owen Mills, Lorette Brashear

- O. **Central Yavapai Fire District** Discussion and Possible Approval as to Form and Substance, Subject to Revision and Final Signatures at or Before Closing of Bond Offering, of the Contingent Debt Assumption Agreement

Motion for approval as to form and substance, subject to revision and final signatures at or before closing of bond offering, of the Contingent Debt Assumption Agreement.

Move: Rick Anderson Second: Darlene Packard Status: Passed

Yes: Darlene Packard, Matt Zurcher, Dane Beck, Pete Gordon, Rick Anderson

- P. **Chino Valley Fire District** Discussion and Possible Approval as to Form and Substance, Subject to Revision and Final Signatures at or Before Closing of Bond Offering, of the Contingent Debt Assumption Agreement

Motion for approval as to form and substance, subject to revision and final signatures at or before closing of bond offering, of the Contingent Debt Assumption Agreement.

Move: Lorette Brashear Second: Cynthia Gentle Status: Passed

Yes: Dave Dobbs, Cyndy Dicus, Cynthia Gentle, Owen Mills, Lorette Brashear

- Q. **CAFMA** Discussion and Possible Approval as to Form and Substance, Subject to Revision and Final Signatures at or Before Closing of Bond Offering, of the Contingent Debt Assumption Agreement

Motion for approval as to form and substance, subject to revision and final signatures at or before closing of bond offering, of the Contingent Debt Assumption Agreement.

Move: Darlene Packard Second: Rick Anderson Status: Passed

Yes: Dave Dobbs, Darlene Packard, Matt Zurcher, Owen Mills, Rick Anderson

- R. **CAFMA** Discussion and Possible Approval as to Form and Substance, Subject to Revision and Final Signatures at or Before Closing of Bond Offering, of the Taxable COPs 2021 Lease Purchase Agreement, Not to Exceed \$58,500,000 and 3.5% A.P.R.

Motion for approval as to form and substance, subject to revision and final signatures at or before closing of bond offering, of the Taxable COPs 2021 Lease Purchase Agreement, not to exceed \$58,500,000 and 3.5% A.P.R.

Move: Rick Anderson Second: Owen Mills Status: Passed

Yes: Dave Dobbs, Darlene Packard, Matt Zurcher, Owen Mills, Rick Anderson

- S. **CAFMA** Discussion and Possible Approval as to Form and Substance, Subject to Revision and Final Signatures at or Before Closing of Bond Offering, of the Taxable COPs 2021 Deed of Trust, Not to Exceed \$58,500,000 and 3.5% A.P.R.

Motion for approval as to form and substance, subject to revision and final signatures at or before closing of bond offering, of the Taxable COPs 2021 Deed of Trust, not to exceed \$58,500,000 and 3.5% A.P.R.

Move: Darlene Packard Second: Owen Mills Status: Passed

Yes: Dave Dobbs, Darlene Packard, Matt Zurcher, Owen Mills, Rick Anderson

- T. **CAFMA** Discussion and Possible Approval as to Form and Substance, Subject to Revision and Final Signatures at or Before Closing of Bond Offering, of the Taxable COPs 2021 Ground Lease, Not to Exceed \$58,500,000 and 3.5% A.P.R.

Motion for approval as to form and substance, subject to revision and final signatures at or before closing of bond offering, of the Taxable COPs 2021 Ground Lease, not to exceed \$58,500,000 and 3.5% A.P.R.

Move: Owen Mills Second: Rick Anderson Status: Passed

Yes: Dave Dobbs, Darlene Packard, Matt Zurcher, Owen Mills, Rick Anderson

- U. **CAFMA** Discussion and Possible Approval as to Form and Substance, Subject to

Revision and Final Signatures at or Before Closing of Bond Offering, of the Taxable COPs 2021 Preliminary Official Statement, Not to Exceed \$58,500,000 and 3.5% A.P.R.

Motion for approval as to form and substance, subject to revision and final signatures at or before closing of bond offering, of the Taxable COPs 2021 Preliminary Official Statement, not to exceed \$58,500,000 and 3.5% A.P.R.

Move: Darlene Packard Second: Owen Mills Status: Passed

Yes: Dave Dobbs, Darlene Packard, Matt Zurcher, Owen Mills, Rick Anderson

- V. **CAFMA** Discussion and Possible Approval as to Form and Substance, Subject to Revision and Final Signatures at or Before Closing of Bond Offering, of the Taxable COPs 2021 Form of Continuing Disclosure Undertaking, Not to Exceed \$58,500,000 and 3.5% A.P.R.

Motion for approval as to form and substance, subject to revision and final signatures at or before closing of bond offering, of the Taxable COPs 2021 Form of Continuing Disclosure Undertaking, not to exceed \$58,500,000 and 3.5% A.P.R.

Attorney Cornelius thanked Administrative Manager Dixson for her work in compiling the agenda. Chair Zurcher thanked the representatives from Stifel for attending and updating the Board on the COP process.

Move: Rick Anderson Second: Owen Mills Status: Passed

Yes: Dave Dobbs, Darlene Packard, Matt Zurcher, Owen Mills, Rick Anderson

9. ADJOURNMENT

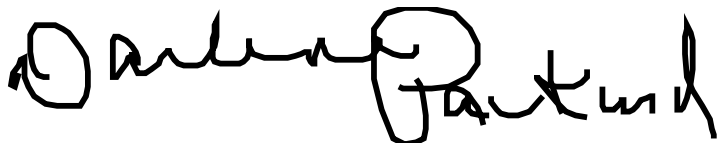
Motion to adjourn at 5:22 p.m.

Move: Darlene Packard Second: Owen Mills Status: Passed

Yes: Dave Dobbs, Darlene Packard, Cyndy Dicus, Matt Zurcher, Dane Beck, Cynthia Gentle, Pete Gordon, Owen Mills, Lorette Brashear, Rick Anderson

Signature indicating approval on next page.

**Signature Page For: 2021 08 04 Joint Special Meeting - COP Minutes - Approved - Central Arizona
Fire and Medical Authority Board of Directors - CA Regular Meeting - 8/23/2021**

A handwritten signature in black ink, appearing to read "Darlene Packard". The signature is fluid and cursive, with a large initial "D" and a distinct "P".

Darlene Packard , Board Clerk 08/24/2021