

Blue Mountain Translator District¹

Board of Directors Regular Meeting Hearing Provisional Minutes September 11, 2018

<p>1. Call to Order, President Pro-Tem Election, and Roll Call Vote</p>	<p>President Wallender called the meeting to order at 12:00 PM. The meeting was held at the nearest practical location, the Misener Room in the Daniel Chapin Building at 1001 4th Street in La Grande, Oregon.</p> <p>Directors: President Tim Wallender, Director Christina Wood.</p> <p>Staff: Secretary/Treasurer Alex McHaddad.</p> <p>Members of the Public: Mr. Leland O'Driscoll (by phone), Mr. Jerry Winkle.</p>
<p>2. Declaration of Conflict of Interest</p>	<p>Secretary/Treasurer McHaddad informed the Board of a potential conflict of interest as the employee of the recipient of an expenditure listed on Item 6.c., the Union County Chamber of Commerce. BMTD's contribution to a Chamber event will not be utilized to pay the Secretary/Treasurer's wages. The Board of Directors did not take any action following this declaration.</p>
<p>3.a. Director Report</p>	<p>Director Wood noted that she had assisted the Secretary/Treasurer's work filing service charge letters. President Wallender thanked Director Wood for her volunteer work despite ongoing personal difficulties.</p>
<p>3.b Staff Report</p>	<p>Secretary/Treasurer McHaddad noted the presence of finance reports in the packet and mentioned increased outreach to intergovernmental partners. He recently purchased a mobile antenna that can be used to television signals on a computer or mobile device. The device was successfully tested the prior day in downtown Baker City. No new</p>

Blue Mountain Translator District²

	<p>business needed to be reported beyond the content of weekly progress reports emailed to the Director. Director Wood praised the utility of the weekly reports.</p>
4.a. Safety	<p>President Wallender asked if the Secretary/Treasurer had maintained a safe workplace environment since the last meeting. Secretary/Treasurer McHaddad confirmed that he had maintained a safe workplace environment since the last meeting.</p>
4.a. Approval of Minutes	<p>President Wallender opened discussion on the item. Secretary/Treasurer McHaddad explained that minutes since April had not been approved due to time constraints, but they needed to be passed. A member of the public, Mr. Jerry Winkle, inquired about the number of Directors. Secretary/Treasurer McHaddad clarified that three out of five seats are filled. Mr. Winkle inquired whether Directors still need to be residents of the District. Secretary/Treasurer McHaddad clarified that this is still law, but the District is seeking a legislative change. Mr. Winkle noted that he had previously served on the Board but was removed due to residency requirements. Directors and Mr. Winkle discussed the difficulties in discharging duties of the office. Director Wood noted the various methods by which television signals could be viewed in the region. Secretary/Treasurer McHaddad raised a point of order that the comments were not germane to the item.</p> <p>President Wallender entertained a motion to approve all minutes listed in Item 5.a., so moved</p>

Blue Mountain Translator District³

	<p>by Director Wood.</p> <p>Motion to approve the minutes listed in Item 5.a. Aye: President Wallender, Director Wood. Nay: N/A. Abstain: N/A. Minutes listed in Item 5.a. approved.</p> <p><i>Minutes are available online at http://www.bmtd.org/public-notice/.</i></p>
7. Public Comment	<p>President Wallender noted the absence of Director Simpson, suspended the agenda, and opened Item 7 to receive public comment.</p> <p>Mr. Jerry Winkle noted that he had spoken to the Director of KOLU/Riverview Baptist Church, Mr. Martin Gibb, about using space on Mt. Harris. He noted details from a site visit to Mt. Harris undertaken by Mr. Gibb and Mr. Rob Stilson. Mr. Winkle enjoys the station's comment. The quote from the District for a lease was too high for KOLU.</p> <p>Secretary/Treasurer McHaddad raised a point of order that the comments regarded an item on the agenda.</p> <p>President Wallender asked Mr. Winkle if he had comments on any matter on the agenda. Mr. Winkle thanked the board for its part in handling the difficulties faced by First Baptist Church with the damage done to its translator on Mt. Fanny.</p>
Item 6.A. Contract Reviews	<p>Director Simpson arrived.</p> <p>Mr. Winkle noted concerns from KOLU about the cost of operating a radio station. Access passes from Hancock Forest Management would be a steep cost. In response to a query from Mr. Winkle, Secretary/Treasurer McHaddad clarified that the KOLU could not be covered by BMTD's access passes, and KOLU would have to deal with Hancock</p>

Blue Mountain Translator District⁴

Forest Management separately. The access passes cost \$1,200, and a passholder needs to purchase liability insurance.

Secretary/Treasurer McHaddad identified the current prices paid by District leasees.

Director Wood expressed that firms should pay more than nonprofits.

Director Simpson asked what the standard price is for leases and how the prices were decided.

Secretary/Treasurer McHaddad noted that there was only one paying radio tenant, Elkhorn Media Group. He recommended that nonprofit radio stations be charged \$100.00 per month.

Director Simpson expressed that firms should be able to make a profit using the District's space. In response to a query from Director Simpson, the Secretary/Treasurer clarified that tenants pay for power separately from the District.

President Wallender noted that viable broadcast sites were rare, and if KOLU did not agree to the District's terms, he could recommend another site. The District could be sensitive to nonprofits. President Wallender also noted that First Baptist Church does not pay a lease.

Director Wood suggested a flat fee of \$50.00 per month for use of the space as long as they had their own power.

Prices for other leasees was discussed.

Mr. Winkle suggested that the price be based on the number of times the site is accessed.

Director Simpson noted that this would be problematic for life insurance.

In response to a query from Director Simpson, Secretary/Treasurer McHaddad noted that the District's Repairs & Maintenance line item is \$1,000.00.

Director Simpson proposed that the nonprofit radio fee be set as the dividend of double the existing repairs and maintenance budget divided by the number of nonprofit tenants. Director Wood

Blue Mountain Translator District⁵

	<p>clarified that this might be close to \$1,000 per year. Secretary/Treasurer McHaddad recommended that contracts with nonprofit radio stations specify that District site lease revenue be added to us. Payment schedules in the contracts would be flexible for the tenants.</p> <p>Secretary/Treasurer McHaddad noted that Mr. Jeff Crews of Eastern Oregon Net, Inc. had not attended the meeting as expected. Currently, the District does not have a formal contract with EONI. After drafting a contract based on an agreement with another ISP, EONI voiced disapproval with mandates to provide a backup generator and the seek District approval for modifications to its equipment. The Secretary/Treasurer clarified that the other ISP had a separate agreement regarding a generator that did not need to be duplicated. In addition, he interprets that the contract does not specify that District approval is needed for equipment modifications, but explicit prevention of such a term could be added. Director Simpson expressed that their equipment must not interfere with District signals, and Secretary/Treasurer McHaddad clarified that another term in the contract would address this.</p>
Item 6.B.	<p>Secretary/Treasurer McHaddad introduced Mr. Leland O'Driscoll, the Pacific Northwest Seismic Network's Oregon seismic network manager based at the University of Oregon. The Secretary/Treasurer navigated a PowerPoint supplied by Mr. O'Driscoll.*</p> <p>Slide 1: Mr. O'Driscoll introduced the ShakeAlert system and thanked Union County Commissioner Jack Howard for initiating contact with BMTD. He noted the seismic monitoring stations on a map and the lack of monitoring stations in Eastern Oregon.</p> <p>Slide 2: ShakeAlert is attempting to build out its network. ShakeAlert is looking for pilot</p>

Blue Mountain Translator District 6

partners.

Slide 3: Mr. O'Driscoll summarized the network described in a diagram entitled "Earthquake Early Warning Basics." Once an earthquake begins, it is detected by a sensor, which delivers an alert to an earthquake alert center, then relayed to connected devices. Sensors detect first-felt "P-Wave" which alerts the seismic monitor of the damaging "S-Wave" that follows. Mr. O'Driscoll clarified the method by which the sensors clarify the difference between P- and S-Waves.

Slide 4 (Timeline): ShakeAlert is looking into building seismic monitors in Eastern Oregon. They need to telemeter their data, and are invested in building out the network. Field telemetry piece is important for network robustness. Fully-integrated California-Oregon-Washington system has been built.

Slide 5 (Station Build-Out): ShakeAlert has existing, upgraded, and planned seismic monitoring stations.

Slide 6 (Seismic Stations): Mr. O'Driscoll described the capabilities of three seismic sensors.

Slide 7: Mr. O'Driscoll described the Indoor Strong-Motion Station.

Slide 8: Mr. O'Driscoll described the Outdoor Strong-Motion station. Given these two options, ShakeAlert can work with the District to install the sensor most compatible with the District's site needs.

Slide 9: The Outdoor Solar station has the most powerful features and capabilities. In response to a query from President Wallener, Mr. O'Driscoll clarified that this station is more accurate because it is usually further away from sources of ground noise, such as roads. Optimally, ShakeAlert would to install some of the strong motion sensors and 1 or 2 Outdoor Solar stations.

Blue Mountain Translator District⁷

Slide 10: Mr. O'Driscoll explained the ShakeAlert tracking software that pilot partners would use. Alerts can display the amount of time until someone feels shaking and how much shaking they will feel. Warning time between 5 seconds - a few minutes.

Slide 11: Alerts can be received by things and people. Equipment and infrastructure can be linked to alert systems to trigger automatic shut-offs or other actions, and people can take action.

Slide 12: Mr. O'Driscoll reviewed the adoption process for ShakeAlert partnerships.

Slide 13: Mr. O'Driscoll reviewed the criteria for becoming a pilot partner.

Mr. O'Driscoll noted that he and Secretary/Treasurer McHaddad discussed beginning a pilot program with BMTD. At this time ShakeAlert most needs to begin building monitoring stations before incorporating emergency alerts into local broadcasts. In response to a query from President Wallender about station costs, Mr. O'Driscoll noted that they rely on in-kind support for power and data services, given power needs of less than 1 watt continuously and data rates of 10 kilobits per second. Installation is funded externally, including by the US Geological Survey. 4-5 sensors could be installed at the beginning. ShakeAlert is primarily looking for sites, and currently has a site at Ladd Canyon.

President Wallender clarified that approval for installation at BMTD tower sites will require approval from the US Forest Services and private forest companies. BMTD's sites are at Mt. Harris north of Imbler, Mt. Fanny East of Cove, and Beaver Mtn. South of Baker City. Mr. O'Driscoll noted that he had studied geology in the region for his Ph.D. program and believes that Mt. Fanny will be an ideal monitoring station site because

Blue Mountain Translator District⁸

of nearby faults. ShakeAlert is familiar with the 3rd-party lease program. Federal fund use requires ShakeAlert to navigate through the DEPA process when negotiating third party site agreements.

Director Wood noted that there is a fault near Baker City, and Mr. O'Driscoll clarified that the only Baker County monitoring station is near Halfway. Noting that she owns property in Baker City, Director Wood suggested that a monitoring station could be placed on the property, and she added that Beaver Mountain would be a helpful site for a monitoring station.

Mr. O'Driscoll mentioned that ShakeAlert has been in communication with EOU President Tom Insko about monitoring stations. Director Wood noted familiarity with emergency management board members in Baker City and offered to review potential monitoring sites with Mr. O'Driscoll. The Baker City Municipal Airport may be an ideal location.

President Wallender added that several sites in the region are suitable for monitoring stations; recommended that Mr. O'Driscoll meet with the District and President Insko and asked How BMTD's network can benefit ShakeAlert.

Mr. O'Driscoll replied ShakeAlert needs to telemeter real-time data. On the end-user side, they need to broadcast warnings to the public. If BMTD can take in the warning signal, it should be broadcast over television signals to produce broader notifications.

Secretary/Treasurer McHaddad noted that the technology to implement this system exists.

Mr. O'Driscoll mentioned geolocation challenges - people may receive the same alert in different areas, resulting in varied preparation times for viewers. ShakeAlert is attempting to find solutions to this problem. President Wallender again requested that BMTD met with Mr. O'Driscoll

Blue Mountain Translator District⁹

	<p>to discuss installing monitoring stations at BMTD sites, local private sites, and other local sites. Mr. O'Driscoll thanked BMTD for the opportunity to present, and President Wallender thanked Mr. O'Driscoll for presenting.</p> <p>President Wallender recalled the problem with varied delivery of earthquake alerts.</p> <p>Secretary/Treasurer McHaddad noted that most alerts would need to be inserted at the Island City Extension site and an alternative system would need to be programmed for KTVB. Director Wood expressed that even a late alert would inform people of the cause for earthquakes that had passed.</p> <p>Director Simpson noted that a fault near Huntington shakes so frequently that road repairs have not regularly occurs. Director Wood noted the presence of a fault in Baker City; when she worked at American Red Cross, emergency surveyors reported that the destruction of Mason Dam would result in a 20-foot wall of water hitting Baker City.</p> <p>Secretary/Treasurer McHaddad noted that broadcasting emergency alerts is not specifically authorized by the ORS, but this will be addressed in legislation in 2019. Hosting monitoring stations can be done without legislative approval. President Wallender noted that the USFS will likely approve the monitoring stations; Director Wood expressed that Hancock Forest may not be amenable, by President Wallender recalled that Mr. O'Driscoll seems more interested in placing monitoring stations on Mt. Fanny and Beaver Mtn.</p> <p>Presentation available online at http://www.bmtd.org/public-notice/.</p>
6.C. Approval of	Secretary/Treasurer McHaddad reviewed the expenditures listed in the item.

Blue Mountain Translator District 10

Expenditures	<p>Sponsorship of the Union County Chamber of Commerce's Farmer Merchant Banquet was discussed. The sponsorship schedule starts at \$100 for inclusion in the program, and \$250 will yield program inclusion and a live shout-out during the program. In addition, a prize could be donated for the auction; a miniature antenna priced at \$30.00. Was suggested. Director Simpson noted that the miniature antenna would allow a property owner to view signals without paying the service charge.</p> <p>Directors expressed that they prefer the lowest sponsorship option if the live program mention is only a simple thanks to a sponsor. The Secretary/Treasurer will put together a \$30 auction basket. Director Wood asked that the District purchase and distribute branded coffee mugs as a reward for paying service charges. BMTD's inventory of network promotional material was discussed; KTVB material can be used in the auction basket.</p> <p>Director Simpson moved to approve the expenditures with conditions on the Farmer Merchant Banquet sponsorship, second by Director Wood.</p> <p>Motion to approve expenditures with conditions on the Farmer Merchant Banquet sponsorship.</p> <p>Discussion: Director Wood asked that the District purchase trifolds. Secretary/Treasurer McHaddad suggested that the purchase of flyers was worthwhile and planned to prepare an expenditure for tri-folds during the next meeting. President Wallender called the question.</p> <p>Aye: President Wallender, Director Simpson, Director Wood.</p> <p>Nay: N/A.</p>
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Blue Mountain Translator District¹¹

	<p>Abstain: N/A.</p> <p>Expenditures listed in Item 5.a. With conditions on the Farmer Merchant Banquet approved.</p> <p>Expenditures listed on Page 5 of the Board Packet available online at http://www.bmtd.org/public-notice/.</p>
6.D. Property Refund Request	<p>Secretary/Treasurer McHaddad reviewed the refund request. The North Powder Post Office failed to deliver a service charge letter to the property owner. Options to address the situation were included in the board packet.</p> <p>Director Simpson asked for clarification on the District's "freight-on-board" obligations.</p> <p>Director Wood expressed that the property owner should have expected the letter and contacted the District when the document was not received.</p> <p>Secretary/Treasurer McHaddad claimed that the District's FOB obligations end at a property owner's house; property owners then have an obligation to return the document. A legal opinion on the matter could be requested from the District's legal counsel.</p> <p>Directors discussed the shortcomings of the system and the problems inherent to transporting mail.</p> <p>Secretary/Treasurer McHaddad clarified that the property owner's reminder letter was not delivered on time. The property is in the District boundaries in Baker County; the owner receives mail for the property in North Powder.</p> <p>President Wallender recommended that the discussion be tabled for November.</p> <p>Secretary/Treasurer McHaddad predicted that a refusal to issue a journal voucher would result in a lawsuit and recommended taking no action until legal counsel had clarified the District's freight on board obligations. Director Wood asked that the Secretary/Treasurer contact the North</p>

Blue Mountain Translator District¹²

	<p>Powder Post Office to inquire whether the property owner's letter had been delivered to them late.</p> <p>Refund request summary located on Page 6 of the Board Packet available online at http://www.bmtd.org/public-notice/.</p>
<p>6.E. Performance Review</p>	<p>Secretary/Treasurer McHaddad reviewed the purpose of the performance review. Following a satisfactory performance review, the Secretary/Treasurer requests a wage increase of \$0.50 to coincide with the wage increase for non-urban counties. In response to a query from President Wallender, Secretary/Treasurer McHaddad noted that his current wages are \$14.00 and hour. President Wallender disputed this wage rate and asked when the last wage increase occurred. Secretary/Treasurer McHaddad recalled that the last wage increase had occurred in September 2017, and clarified that a wage increase budgeted for the fiscal year was contingent upon a satisfactory performance review.</p> <p>Director Simpson noted that she would complete her performance review worksheet at a later time. Secretary/Treasurer McHaddad clarified that completed worksheets from Directors will be placed in his permanent file.</p> <p>Director Wood expressed that some of the questions included were not germane to the Secretary/Treasurer's job description.</p> <p>In response to a query from Director Simpson, the Secretary/Treasurer clarified that a full-year's payment of \$14.00 per hour wages would leave approximately \$4,000 in the payroll budget. Directors asked the Secretary/Treasurer to leave the room during the performance review discussion. President Wallender asked if the Board could enter into executive session.</p> <p>Secretary/Treasurer McHaddad contended that the</p>

Blue Mountain Translator District 13

Board could not go into executive session because they had not announced the possibility on the agenda. The Secretary/Treasurer left the room for the duration of the discussion.

Director Simpson expressed that a wage increase to \$15.00 per hour would not cause harm to the budget. President Wallender recalled that the last paycheck he signed was for \$15.00 per hour. Director Wood added that the Secretary/Treasurer is researching employee healthcare costs with the Special Districts Association of Oregon, and that he may be amenable to forgoing a larger wage increase if he receives this benefit.

Directors noted positive performance by the Secretary/Treasurer, and discussed the need for competitive compensation in order to secure his tenure. Director Wood noted that the Secretary/Treasurer had recently secured a second position as the Executive Director of United Way of Eastern Oregon; while his total wages a satisfactory, he will need a healthcare plan, and the District should attempt to obtain one. The Secretary/Treasurer returned to the room and received the performance review worksheet from President Wallender.

Director Simpson moved to approve a wage increase of \$1.50 per hour retroactive to the beginning of the current pay period, second by President Wallender.

Discussion: Director Wood announced that the District would research paying for a healthcare plan. Secretary/Treasurer McHaddad reiterated that he had researched plan pricing with SDIS. President Wallender called the question.

Aye: President Wallender, Director Simpson, Director Wood.

Nay: N/A.

Blue Mountain Translator District¹⁴

	<p>Abstain: N/A.</p> <p>Wage increase of \$1.50 per hour retroactive to the beginning of the current pay period approved.</p> <p>Performance review summary and worksheet listed on Page 7 of the Board Packet available online at http://www.bmtd.org/public-notice/.</p>
<p>6.F. Financial Services Evaluation</p>	<p>Secretary/Treasurer McHaddad reviewed potential changes to banking services. The current \$20.00 monthly fee from Umpqua Bank for hosting more than 2 online users could be waived if the District deleted a user or asked for a waiver request. Umpqua Bank had already refunded the past 3 months of fees, and Umpqua Bank asks that the Board determine how they wish to move forward with the account.</p> <p>The Secretary/Treasurer clarified to Director Wood that the current users are himself, the District's accountant, and President Wallender. Director Wood expressed the utility of multiple users in preventing embezzlement.</p> <p>President Wallender noted the utility of an administrative account to be able to transfer funds if they are placed into incorrect accounts.</p> <p>President Wallender entertained a motion to request that Umpqua Bank be requested to waive the online user fee, so moved by Director Simpson.</p> <p>Motion to request that Umpqua Bank be requested to waive the online user fee.</p> <p>Aye: President Wallender, Director Simpson, Director Wood.</p> <p>Nay: N/A.</p> <p>Abstain: N/A.</p> <p>Motion to request that Umpqua Bank be requested to waive the online user fee approved.</p>

Blue Mountain Translator District 15

	<p>Director Wood suggested that the District procure a debit card to pay for Office Supplies with a limited amount. The Secretary/Treasurer will research the procurement of a debit card.</p> <p>The Secretary/Treasurer noted financial problems with the District's contract accountant. Multiple bills have not been paid on time and communication with the accountant has been difficult to maintain. As a result, the District and the Secretary/Treasurer have lost credibility, and the District has incurred financial penalties. Payment to Brent Clapp Media Services for the production of video advertisements was not made available for pickup in May as requested, and when the check was lost in the mail the District paid a \$35.00 cancelation fee; the firm did not receive payment until July. Payments for forest access permits due to Hancock Resource Management were requested in February but not made until May despite repeated queries on its status; when the check was finally cut, the request to make it available for pickup were ignored and the check had to be pulled from the mail. The Secretary/Treasurer personally paid for first-class shipping to ensure that Hancock received payment before the District's technicians were barred from accessing the site. This level of service cannot continue. Director Wood suggested that the Secretary/Treasurer review alternative payroll and accounting services; all other Directors concurred. Director Wood added that higher fees for services would be made up for in the utility of improved service. President Wallender recalled the research process for hiring the current accountant.</p>
6.G. Antenna Install	Secretary/Treasurer McHaddad reviewed the item and the potential actions that could be taken. He

Blue Mountain Translator District **16**

<p>Services</p>	<p>noted that President Wallender had previously expressed that letters to the editor omit references to consuming content provided by KFFX, KUNP, and OPB. The Secretary/Treasurer also suggested that upcoming press engagement include a more holistic profile of the District's work and progress.</p> <p>President Wallender noted that the District's network was established to ensure access in La Grande. Cable television firms have franchise agreements with La Grande, and the city may oppose reform legislation.</p> <p>Directors asked that all steps in the item be taken.</p>
<p>6.H. Bylaws Changes</p>	<p>Secretary/Treasurer McHaddad reviewed the proposed changes to District Bylaws. Changes are needed to streamline the amendment process. Directors concurred that the proposed changes should be considered. The Secretary/Treasurer will mail draft amendments.</p>
<p>7. Public Comment</p>	<p>President Wallender announced the names of multiple District residents interested in serving on the Board of Directors. In response to a query from President Wallender, the Secretary/Treasurer clarified that his position at United Way would offer flexibility in executing his duties with the District. President Wallender suggested that meetings occur in the evening; this may preclude his regular involvement, but it will ensure that the Board has full membership.</p> <p>Secretary/Treasurer McHaddad noted that a Vice President position would be valuable for ensuring proper leadership, and could be considered in an amendment to the Bylaws.</p> <p>The Secretary/Treasurer clarified to President Wallender that participation in meetings via electronic communication is permissible.</p> <p>Secretary/Treasurer McHaddad will change his</p>

Blue Mountain Translator District17

	<p>office hours to 8:00 AM - 12:00 PM Monday-Friday and post them.</p> <p>Implementation of public meeting laws in relation to quorum was discussed.</p>
8. Scheduling of Next Meeting and Adjournment	<p>The next meeting will be held on October 2 at 12:00 PM in Union County</p> <p>President Wallender adjourned the meeting at 2:22 PM.</p>