

Board of Directors
Regular Meeting Minutes
January 10, 2020

<p>1. Call to Order and Roll Call Vote</p>	<p>President Wallender called the meeting to order at 10:00AM.</p> <p>Directors Present: President Tim Wallender, Vice President Innerarity, Director Kenny, Director Wood (arrived at 10:10).</p> <p>Staff Present: Executive Director Alex McHaddad.</p> <p>Members of the Public: Richard Beck.</p>
<p>2. Declaration of Conflict of Interest</p>	<p>Executive Director McHaddad declared a potential conflict of interest. He currently provides services to Brent Clapp Media Services as an independent contractor, a firm that is discussed in the meeting materials for a later agenda item.</p>
<p>3.a. Director Reports</p>	<p>Vice President Innerarity announced that she had mostly completed tallying performance reviews for the Executive Director. A new review sheet with blank sections for results to be tallied will be provided to her by the Executive Director. At the SDAO Conference, Executive Director Innerarity will discuss best practices for agency manager reviews with peers. The tallied results will be discussed at the next formal board meeting.</p> <p>President Wallender asked Executive Director McHaddad if he prefers the review to be public or held during executive session. The Executive Director prefers the review to be public.</p> <p>Director Kenny suggested instituting a review process for future district employees. An in-person exit interview for a future temporary office assistant and provision of a</p>

	<p>Board-approved letter of recommendation was discussed.</p>
<p>3.b. Staff Report</p>	<p>Executive Director McHaddad summarized that he had been working on components of a variety of projects in the last month rather than one specific initiative. The holidays interrupted the regular work schedule.</p> <p>Director Wood arrived at the meeting at 10:10.</p> <p>Executive Director McHaddad disclosed a professional conflict with Baker County Sheriff Travis Ash that had occurred on Wednesday 1/8. While providing a progress report to the Baker County Commissioners, the Executive Director noted that he had received requests for tech support from the Sheriff's Department in December 2018 regarding an antenna installed at the County Jail. The Jail is not listed in BMTD's billing database, and while followup from the Department was requested to ensure that the service charge is paid, no further correspondence occurred after a Deputy assured that BMTD would be contacted. Following the Commissioner meeting, Sheriff Ash contacted the BMTD office and recalled that the District had installed the antenna several years prior and while they had promised to send a service charge liability notice, the Sheriff's Department had no record of receiving one. The Executive Director has no record of being contacted by the Sheriff's Department seeking a bill for service. Following the call, the Jail was listed in BMTD's billing database and mailed a liability notice following the call. Director Wood announced that she had discussed the matter of liability for the service charge with Sheriff Ash in the past 12 months, and that the antenna had originally been installed during</p>

	<p>the tenure of a previous Sheriff.</p>
<p>4.a. Safety</p>	<p>President Wallender asked if the Executive Director had maintained a safe workplace environment since the last meeting. Executive Director McHaddad noted that he had attempted to maintain a safe workplace environment since the last meeting. The only problem was an attempt to lift some equipment in the office that caused some pain but not further damage to his foot injury.</p>
<p>5.a. Contract Review Board</p>	<p>President Wallender opened a session of the Contract Review Board at 10:13.</p> <p>Executive Director McHaddad reviewed the staff summary for a contract with Eastern Oregon Media Group to advertise during movie previews at the Eltrym Theatre in Baker City. Additional advertising opportunities were discussed.</p> <p>Vice President Innerarity moved to approve the contract, second by Director Wood.</p> <p>Yes: President Wallender, Director Innerarity, Director Kenny, Director Wood.</p> <p>No: N/A.</p> <p>Abstain: N/A.</p> <p>Motion passes.</p> <p>Executive Director McHaddad reviewed the existing site lease contract with Oregon Wireless. President Wallender requested that the District amend the contract to provide fee parity with Eastern Oregon Net, Inc. It was noted that the lease has expired but Oregon Wireless has continued paying. Furthermore, Oregon Wireless provides a backup generator for use by all tenants on Mt. Harris, which EONI does not provide on Mt. Fanny. Alternative funding formulas for site use were</p>

	<p>discussed, including charging tenants based on the number of people they serve. A consensus was reached that BMTD subleases facilities as a service, so tenant charges based on users will not factor in to lease payments.</p> <p>Executive Director McHaddad will meet with the owner of Oregon Wireless and discuss renewing the existing contract. No action was taken.</p> <p>President Wallender closed the session of the Contract Review Board at 10:24.</p>
<p>5.b. Expenditures</p>	<p>Executive Director McHaddad reviewed the expenditures listed. A reimbursement request for Vice President Innerarity and Director Kenny was pulled for special consideration. Vice President Innerarity left the room.</p> <p>President Wallender entertained a motion to reimburse Vice President Innerarity and Director Kenny for travel to North Powder to test TV signals, so moved by Director Wood. Yes: President Wallender, Director Wood. No: N/A. Abstain: Director Kenny. Motion passes.</p> <p>Vice President Innerarity returned to the room.</p> <p>Vice President Innerarity moved to approve the remaining expenses listed on the agenda, second by Director Wood. Yes: President Wallender, Vice President Innerarity, Director Kenny, Director Wood. No: N/A. Abstain: N/A. Motion passes.</p>

	<p>Executive Director McHaddad discussed the Special Districts Association of Oregon annual conference. The event would be good training for Directors and for himself. He wants to visit Salem on the way to meet with their local access channel service and some legislators given changes in representation.</p> <p>Director Wood mentioned a personal connection with Senator Lynn Findley. President Wallender noted support for the Congressional candidacy of Senator Cliff Bentz. Executive Director McHaddad advised that support for a political candidate was not appropriate to discuss during the Board meeting. Meeting dates were discussed. President Wallender was absent from 10:30-10:34.</p> <p>Vice President Innerarity moved to approve the travel authorization to attend the SDAO Conference, second by President Wallender. Yes: President Wallender, Vice President Innerarity, Director Kenny, Director Wood. No: N/A. Abstain: N/A. Motion passes.</p>
<p>5.c. Approval of Minutes</p>	<p>Vice President Innerarity moved to approve the presented minutes, second by Director Wood. Yes: President Wallender, Vice President Innerarity, Director Kenny, Director Wood. No: N/A. Abstain: N/A. Motion passes.</p>
<p>5.d. Local Channel Strategic Plan</p>	<p>Executive Director McHaddad introduced the item as summarized in the Board Packet. A PowerPoint slide show was displayed during the discussion. The local TV channel is authorized</p>

by SB 394. Acronyms used during the discussion are OTA (Over-the-Air, antenna accessible) and OTT (Over-the-Top, web accessible).

BMTD needs to purchase equipment for OTA/OTT content distribution; procure content; obtain commercial matter; and apply for a channel license with the FCC. A channel study by Hatfield & Dawson yielded three available channels, but applications may not be open until summer 2020, or much later. However, BMTD can still launch a streaming service, because some OTT technology can be used to operate an OTA TV channel. A year of operating an OTT channel gives staff time to learn how to operate an OTA channel. However, the Board could delay the OTT channel until the OTA channel is launched.

The Board viewed an OTT website for Rogue Valley TV operated by TelVue Corp., a streaming firm that specializes in PEG channels. Quotes from TelVue were reviewed, including the creation of a SmartTV platform app. The Board prefers that a streaming service include an app at launch. It was noted that TelVue's platform can simultaneously be used for OTT streaming and OTA/Cable broadcasting. As part of distribution plans, it was requested that BMTD discuss distributing channel content on municipal PEG channels owned by Baker City, Island City, and La Grande.

Discussion of items on the slide show did not differ substantially from the items included on the slide and in the Board Packet. Mr. Richard Beck discussed content he had procured for a PEG channel in the Portland area, including shows focused on exercise, medicine, and cooking. Vice President Innerarity noted that a local channel will require additional personnel to operate, and

	<p>the District must keep this in mind. BMTD needs to consider an RFP for an advertising sales partner.</p> <p>Directors reached a consensus to hold a special meeting near the end of January to discuss the local channel initiative in greater detail. Potential trouble with regulatory approval includes competing applications for spectrum use. President Wallender left the meeting at 11:56 and returned at 11:57. Director Wood left the meeting at 11:59.</p>
<p>5.e. First Reading, Bylaws Amendments</p>	<p>Executive Director McHaddad reviewed the proposed change to the Bylaws. This provides official flexibility for meeting schedules.</p> <p>Vice President Innerarity moved to approve the first reading of the amendment to Bylaws Section III, second by Director Kenny.</p> <p>Yes: President Wallender, Vice President Innerarity, Director Kenny, Director Wood.</p> <p>No: N/A.</p> <p>Abstain: N/A.</p> <p>Motion passes.</p> <p>Executive Director McHaddad reviewed proposed changes to the Bylaws regarding Board membership. SB 393 permits all service charge payers to serve on the BMTD Board, and it went into effect January 1, 2020. However, legislative analysis presented to the House Revenue Committee noted that Board membership can be extended regardless of elector status, meaning that service requirements are not restricted to residents of cities entirely surrounded by the District. President Wallender voiced concern that entities operating out of the area could use this as an opportunity to dissolve the District in order</p>

	<p>to free up spectrum for a competing telecommunications entity. The Executive Director noted that the Baker County Clerk's input on rules for non-electoral Board members needed to be sought.</p> <p>Directors reached a consensus to review Bylaws changes with the Baker County Clerk prior to approving the amendments.</p>
<p>6. Public Comment</p>	<p>The upcoming meeting schedule was clarified to include a special meeting in January and a Board meeting after the SDAO conference. In response to a query from President Wallender, Executive Director McHaddad noted that a plan is in place to visit Mt. Fanny with US Forest Service District Ranger for Union County, Bill Gamble, in spring to assess helicopter accessibility.</p>
<p>7. Adjournment</p>	<p>Vice President Innerarity moved to adjourn the meeting, second by Director Kenny.</p> <p>Yes: President Wallender, Vice President Innerarity, Director Kenny.</p> <p>No: N/A.</p> <p>Abstain: N/A.</p> <p>Motion passes.</p>

Author: Alex McHaddad, Executive Director

Approval: 2/20/20