

Board of Directors
Regular Meeting Minutes
March 23, 2020

<p>1. Call to Order and Roll Call Vote</p>	<p>President Wallender called the meeting to order at 8:03AM. The meeting was held at the nearest practical location, 1912 4th St., La Grande, OR 97850.</p> <p>Directors Present by Phone: President Tim Wallender, Vice President Jean Inerarity, Director Scot Butner, Director Mike Kenny.</p> <p>Directors Present at location: Director Christina Wood.</p> <p>Staff Present: Executive Director Alex McHaddad.</p> <p>Members of the public: Brent Clapp, Dick Mason.</p>
<p>2. Declaration of Conflict of Interest</p>	<p>Asked and none declared.</p>
<p>3.a. COVID-19 Response Overview</p>	<p>Executive Director McHaddad reviewed the item as summarized in the Board Packet. The outbreak of a novel coronavirus is causing uncertainty for a lot of local governments, and it is projected that several agencies in the region will need the ability to facilitate and provide remote participation for public meetings. SB 394 authorizes BMTD to provide these services. The Executive Director suggested that the Board accelerate local channel operations to assist local governments during a potential national emergency taking steps outlined in the Board Packet. Entities interested in partnering with BMTD include Baker and Union Counties for public meetings, and InterMountain Education Service District to provide educational content. Sinclair Broadcast Group will permit BMTD to broadcast</p>

Author: Alex McHaddad, Executive Director

Approval:

	<p>a local channel on the -4 subchannel of KUNP, with potential for the channel to be simulcast in northeast Oregon and Portland.</p> <p>President Wallender asked if any other entities that could make use of BMTD's service are able to contribute funding for channel costs. Executive Director McHaddad noted that this is unlikely due to the financial uncertainties of a pandemic. Baker County is willing to help secure FEMA reimbursement for BMTD, and funding will be requested from IMESD and Union County.</p> <p>Vice President Innerarity noted concerns that any contracts signed by the District for local channel operations should be reviewed by legal counsel.</p>
<p>3.b. Contract Review Board</p>	<p>Executive Director McHaddad announced that the Contract Review Board will only discuss a contract with TelVue because Sinclair Broadcast Group will provide access to 16-4 without a lease.</p> <p>President Walleder opened a session of the Contract Review Board at 8:15AM.</p> <p>Executive Director McHaddad reviewed the proposed contract with TelVue to purchase a playout system that can create and manage a 24/7 OTA, IP, and Cable TV feed, with VOD IPTV capabilities. He and President Wallender reviewed the TelVue equipment and services during a call with company representatives the previous week. One of the perks of the contact is a discount package to create two IPTV platform apps at a discount and create a third for free. Director Butner expressed support the the utility of IPTV platform apps.</p> <p>President Wallender agreed but expressed that if potential partners want these apps to be created, financial contributions will be necessary.</p>

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	<p>Mr. Brent Clapp noted that he understands the need for outside investment for additional features, but warned that availability of a content stream on existing IPTV platforms is the gold standard and to have a web-only platform will be difficult. Executive Director McHaddad noted that TelVue’s streaming platform is compatible with Google’s Chromecast platform, and viewers who wish to use it on TV just need to purchase a Chromecast device. Mr. Clapp agreed that this is a helpful solution, but custom controls on a companion device are still needed. Vice President Innerariy noted that Chromecast is a good compromise for the time being. President Wallener closed the public hearing at 8:34.</p> <p>Director Wood moved to approve the TelVue contract pending satisfactory attorney review, second by Vice President Innerarity.</p> <p>Yes: President Wallender, Vice President Innerarity, Director Butner, Director Kenny, Director Wood.</p> <p>No: N/A.</p> <p>Abstain: N/A.</p> <p>Motion passes.</p>
<p>3.c. Supplemental Budget Hearing</p>	<p>President Wallender opened the public hearing on the Supplemental Budget.</p> <p>Executive Director McHaddad reviewed the budget numbers summarized in the Notice of Supplemental Budget Hearing and Board Packet. He verified that the budget changes had been reviewed by the District’s accounting contractor, Payroll & Accounting Services, PC, and that the budget changes are satisfactory. President Wallender noted that he must be included in all conversations with Sinclair Broadcast Group about channel leases.</p>

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Director Wood has reviewed the Budget numbers and likes the proposal. BMTD is taking a leap of faith.

Vice President Innerarity expressed concerns about the District's work, specifically for the Executive Director's workload. The District is on the edge of the project, and it is imperative that the existing mission of maintaining OTA translators is prioritized.

President Wallender expressed that if the local channel initiative does not prove financially viable, the project can be canceled. The District still needs to prioritize its OTA translator mission.

Executive Director McHaddad concurred with the need to stick to the mission of operating OTA translators, and that the District has the ability to step back from the project if it does not generate revenue in the first year.

Director Kenny is concerned about the District's financial position to incur costs after the Board's recent discussion about the Mt. Fanny broadcast facility. President Wallender concurred with the need to prioritize renovation of the Mt. Fanny facility, and he will push for this going forward.

President Wallender asked for public comment. None was offered.

President Wallender close the Supplemental Budget Hearing at 8:56AM.

Director Wood moved to approve Resolution 2020-2, second by Vice President Innerarity. Yes: President Wallender, Vice President Innerarity, Director Butner, Director Kenny, Director Wood.

No: N/A.

Abstain: N/A.

Motion passes.

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<p>3.d. Noncommercial TV Station and Advisory Committee Membership - Resolution 2020-3</p>	<p>Executive Director McHaddad reviewed the item as summarized in the Board Packet. It was clarified that PBS fundraising guidelines are available for review; these guidelines were discussed at a special meeting in January. Among restrictions in fundraising is a ban on sponsor recognition for the production of spirits and firearms. It was further clarified that the PBS guidelines can be modified for District purposes.</p> <p>Vice President Inerrarity moved to approve Resolution 2020-3, second by Director Butner. Yes: President Wallender, Vice President Innerarity, Director Butner, Director Kenny, Director Wood. No: N/A. Abstain: N/A. Motion passes.</p> <p>Vice President Innerarity moved to appoint Mr. Richard Beck and Mr. Brent Clapp to the Noncommercial TV Advisory Committee, second by Director Wood. Yes: President Wallender, Vice President Innerarity, Director Butner, Director Kenny, Director Wood. No: N/A. Abstain: N/A. Motion passes.</p>
<p>5.e. Internships</p>	<p>Executive Director McHaddad reviewed the item as summarized in the Board Packet. Fuel costs were discussed as part of internship expenditures. The references to Mr. EM Hanford recognize this late community member's construction of Union County's first TV translator and impact on BMTD's history. His family has been consulted and they are proud that he can be invoked in this project.</p>

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	<p>However, BMTD’s contract accountant cautions against calling an intern’s financial aid contribution a scholarship due to the massive tax process associated with such an expenditure. Any contribution must go to a student’s collegiate financial aid account, not the student personally.</p> <p>Credit hours and price at EOU were reviewed. Director Kenny noted a discrepancy with previous conversations about offering interns up to \$200 for an academic term rather than \$500. Executive Director McHaddad clarified that interns could be paid up to \$500 depending on the amount of work that occurred, i.e. how many meetings they record/stream for the District. It was further clarified that the internship period extends through June and must be affirmatively re-authorized by the Board of Directors.</p> <p>Director Wood moved to approve Resolution 2020-4, second by Director Butner.</p> <p>Yes: President Wallender, Vice President Innerarity, Director Butner, Director Kenny, Director Wood.</p> <p>No: N/A.</p> <p>Abstain: N/A.</p> <p>Motion passes.</p>
<p>5.f. Sponsor Recruitment</p>	<p>Executive Director McHaddad noted that no immediate sponsor recruitment firm was available. President Wallender noted that the current project has a large workload, and sponsor recruitment is necessary for revenue generation.</p>
<p>6. Public Comment</p>	<p>Mr. Brent Clapp expressed that IPTV delivery is the best longterm path forward for the District to generate revenue. However, OTA is the most accessible and reliable delivery</p>

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	<p>method in an emergent situation. It is wise for the District to pursue IP and OTA TV. He advised the District to remember that while OTA must be noncommercial, IPTV can be commercial. Furthermore, the ability of local content creators including Brent Clapp Productions, Elkhorn Media Group, and the La Grande Observer to generate revenue on TV necessitates the creation of a commercial TV station.</p> <p>Director Wood expressed that the District is making a good start, though we are rushed due to the present state of the nation.</p> <p>President Wallender wants a formula for extracting revenue from content that incorporates its own ads, suggestions 75% for the District and 25% for the content creator. Mr. Clapp said that this is a good conversation to schedule, but BMTD must remember that in the industry, content creators are always paid upfront for content rather than networks getting a portion of a production studio's ad revenue. Furthermore, BMTD is in need of content that will make the operation successful. His current IPTV shows do not generate a lot of revenue. He can make money if he can present a content schedule to advertisers with an ROI based on audience at a given time.</p> <p>Vice President Innerarity announced that the Executive Director's performance review is complete, and will be presented at the next meeting.</p>
<p>7. Scheduling of Next Meeting and Adjournment</p>	<p>Executive Director McHaddad proposed tentatively scheduling the next meeting for April 7 at 10AM.</p> <p>Director Wood moved to adjourn, second by Vice President Innerarity.</p> <p>Yes: President Wallender, Vice President</p>

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	Innerarity, Director Butner, Director Kenny, Director Wood. No: N/A. Abstain: N/A. Meeting adjourned at 9:58AM.
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