

**Board of Directors**  
**Regular Meeting Minutes**  
**June 16, 2020**

<p>1. Call to Order and Roll Call Vote</p>	<p>President Wallender called the meeting to order at 6:04PM. The meeting was held via phone in compliance with Executive Order 20-16.</p> <p>Directors Present: President Tim Wallender, Vice President Jean Innerarity, Director Scot Butner, Director Mike Kenny, Director Christina Wood.</p> <p>Staff Present: Executive Director Alex McHaddad, Mr. Rob Stilson (RS Technology).</p> <p>Members of the Public: Mr. Jeff Crews, Mr. Randy McKohn, Mr. Aaron Umpleby.</p>
<p>2. Declaration of Conflict of Interest</p>	<p>Director Christina Wood announced a potential conflict of interest regarding Item 4.B. She is involved in the leadership of the Haines Stampede and Rodeo Association.</p> <p>Executive Director Alex McHaddad announced a potential conflict of interest regarding Item 4.B. He provides services to Brent Clapp Productions as an independent contractor, but does not represent the firm's interests.</p> <p>President Wallender asked if the Executive Director had maintained a safe workplace environment since the last meeting. Executive Director McHaddad responded that he had resumed working in the District office in the Joseph Building briefly and that the County takes care of sanitizing the building. However, the recent outbreak had resulted in a building closure, and the building has once again been closed to the public. Otherwise, he has maintained a safe working environment.</p>
<p>4.A. Mt. Fanny Infrastructure</p>	<p>President Wallender suspended the agenda and opened Item 4.A. without objection from the Board. Executive Director McHaddad introduced</p>

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Approval:

	<p>the item.</p> <p>President Wallender summarized that BMTD is interested in expanding the existing footprint of the current building, including by expanding with an external cinderblock structure and mountain an adjacent ocean container partially on the ground and partially on stilts.</p> <p>Mr. Randy McKohn asked if President Wallender has visited the site. President Wallender has not visited the site in several years.</p> <p>Mr. McKohn noted that the peak of Mt. Fanny is rugged territory. A new building would need to be transported via helicopter, but the District would need to know how much room is left. A gradual buildout of the existing building's footprint may be workable, but there is very little room for expansion. Additionally, it would be helpful to have a backup generator, or a connection to the backup generator owned by Oregon Public Broadcasting. He would appreciate visiting the site with District leadership in July.</p> <p>Mr. Rob Stilson of RS Technology noted that the building supports BMTD's transmit antennas, EONI equipment, and receiver/transmit equipment utilized by Skyline Tower.</p> <p>Mr. Jeff Crews noted that the peak of Mt. Fanny is difficult terrain. He asked if the District has any specific problems with the existing building prompting change. The existing structure is sturdy, though the interior floor has a few pack rat holes. Mr. Stilson concurred with the assessment of packrat problems and expressed that the project is meant to improve the structure. BMTD must replace the building without causing undue problems for tenants. President Wallender expressed that this is a preventative measure; BMTD does not want to wait to replace the building until extenuating circumstances force the construction of a new</p>
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building.

Mr. Crews observed that little can be done to prevent damage by packrats. Mr. Stilson recalled a metal container building at a broadcast facility on Mt. Defiant near Hood River that would be useful.

Mr. McKohn asked about the utility of installing a second building on a nearby lower elevation landing next to a structure owned by BMTD. Mr. Stilson declared that this would be optimal, and that an ice bridge carrying cables back up the mountain would need to be constructed.

Ultimately, the Board needs to be able to visit the site in person and make a determination about construction options.

Executive Director McHaddad responded to Mr. Umpleby's request for information about a timeline:

- Board site visit in July 2020
- RFP August 2020
- Submit funding request to Oregon Legislative Assembly in September 2020
- Tenants assist in advocating for funding during the 2021 Legislative session, including testimony at Ways & Means roadshow hearings.
- Summer 2021 BMTD constructs new facility.

BMTD will also consider a bond levy to fund construction.

Director Wood questioned whether the Army Corps of Engineers could be contacted to discuss collaboration on this project. Mr. Crews noted that the Army Corps of Engineers is usually slow to respond and would not be a reliable partner for this project.

Mr. Crews noted that the COVID-19 outbreak is causing scheduling difficulties, and he asked that a District trip to the top of the mountain be scheduled early so that he can participate. He is unavailable the last week of July, so it

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	must be earlier than that.
3.a. Director Reports	<p>Vice President Innerarity has participated in calls to FEMA with the Executive Director regarding reimbursement for local channel expenses. They are talking on the phone every Friday morning at 8:00AM. Oregon does not yet have a designated representative for the BMTD process. Executive Director McHaddad added that BMTD is seeking State reimbursement through CARES Act Funding first, and that FEMA may cover what the State cannot; FEMA only covers 75% of project costs, but any State reimbursement can count as part of BMTD's 25% of remaining costs, meaning that BMTD may be able to receive 100% reimbursement split between the State of Oregon and FEMA. FEMA's representative expressed positive regard for the Executive Director's professionalism.</p> <p>President Wallender noted that the ongoing crisis and expressed concern over the Executive Director's workload; he cannot work more than 30 hours per week, a concern also expressed by the District's accounting service. President Wallender believes that the only addition to the Executive Director's workload has been the operation of the local channel playout system.</p>
3.b. Staff Report	<p>Executive Director McHaddad reviewed activities since the past Board meeting and expressed that his bout with pneumonia resulted not only in limited productivity during his illness but also caused a compressed schedule that caused additional administrative difficulties. Because he does not receive sick pay, he needed to work normal hours rather than take sick days in order to pay for medical expenses not covered by insurance. He noted that if he was not working hard and the District was suffering, that would be a problem; if he was working hard and the</p>

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	<p>District was suffering, that would also be a problem because he needs to focus better. However, he contended that BMTD is in its best position ever, including having surpassed the previous year's total revenue three months prior and accruing \$20,000 in the following months. This increased success due to his productivity and the Board's assistance show that the District's main mission of operating translators is being capably handled in addition to the new local channel venture. Furthermore, the District is necessarily going above and beyond its mission like other governments in the region due to the COVID-19 national emergency, citing examples from Elgin and Baker County. OPB has also continued to be a problem partner, taking 11 months to resolve billing issues on Mt. Fanny then failing to respond to District requests for contract revue since last December. OPB had only replied earlier that day, announcing that a contract proposal would be delivered later that week. The Executive Director will reach out by the end of the week and ask for an update if none is provided.</p> <p>Sinclair is still working on Channel 16-4. The channel itself has been prepared for insertion of the -4, but Sinclair is facing some technical hurdles in Portland that have prevented implementation. They are still working on the project, and the Executive Director will continue to provide updates.</p> <p>District livestreaming of local government meetings has also been successful. Local government and news videos, each beginning with a commercial for District Services, usually receive several hundred views, providing BMTD with a new and very successful advertising outlet. Mr. Stilson questioned the need to provide these services and the benefit to the District beyond BMTD's main mission of operating</p>
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	<p>translators. He also expressed that an increase in revenue is not meaningful as a benchmark of success if expenses increase.</p> <p>President Wallender requested that the Executive Director not work for the District beyond the allotted 30 weekly hours going forward.</p>
<p>4.b. Blue Mountains Now</p>	<p>Executive Director McHaddad explained the Haines Rodeo streaming proposal in the Board Packet. BMTD will be reimbursed for the wages and travel time necessary to stream/broadcast the rodeo. President Wallender asked about the additional fee paid to the District for using the playout system. Executive Director McHaddad did not discuss this as part of a proposal with the Haines Rodeo. President Wallender believes this should be referred to the Noncommercial TV Advisory Committee. Christina Wood noted that the Rodeo has limited funding available to organize the event. Utilizing a pay-per-view solution was discussed, and the Executive Director can research implementation. Vice President Innerarity expressed concern that the District would be legally liable for helping facilitate streaming of an event that would have a large number of people, and requested that BMTD's attorney review potential liability for the District as an event partner and an employee. Concerns were echoed by Executive Director McHaddad.</p> <p>Vice President Innerarity moved to authorize BMTD to stream the Haines Stampede pending satisfactory legal and technical review, second by Director Butner.</p> <p>Yes: President Wallender, Vice President Innerarity, Director Butner, Director Kenny.  No: N/A.  Abstain: Director Wood.</p> <p>Motion passes.</p>

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	<p>Executive Director McHaddad reviewed the request to use the playout system from Brent Clapp Productions. President Wallender expressed that it will be a conflict of interest for Mr. Brent Clapp to utilize the playout system and serve on the Noncommercial TV Advisory Committee. Vice President Innerarity requested that Mr. Clapp present a proposal to the Board of Directors at a future meeting.</p>
<p>4. Procurement Policies and RFP Template</p>	<p>Executive Director McHaddad reviewed the item as summarized in the Board Packet. The District's legal counsel sent his summary of policy review to the President and Executive Director. Concerns about the flexibility to award contracts on an emergency basis are addressed in the proposed Board Policies.</p> <p>Director Wood moved to adopt the RFP Template, second by Director Kenny.  Yes: Vice President Innerarity, Director Butner, Director Kenny, Director Wood.  No: N/A.  Abstain: President Wallender.  Motion passes.</p> <p>Director Wood moved to approve the second reading of Board Policies Regarding Contracts and Competitive Procurement, second by Vice President Innerarity.  Yes: Vice President Innerarity, Director Butner, Director Kenny, Director Wood.  No: N/A.  Abstain: President Wallender.  Motion passes.</p>
<p>5.a. Expenditures</p>	<p>Executive Director McHaddad reviewed the expenditures included in the Board Packet.</p>

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	<p>Vice President Innerarity moved to approve expenditures, second by Director Wood.</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.b. 2020-2021 Budget</p>	<p>President Wallender opened the public hearing on the 2020-2021 Budget at 7:40PM.</p> <p>Executive Director McHaddad summarized the Budget Proposal recommended by the Budget Committee. President Wallender noted a typo in Resolution 2020-5 and chastened the Executive Director for what he observes is a pattern of errors.</p> <p>Resolution 2020-5 was amended to reflect that the budget is adopted for the 2020-21 fiscal year.</p> <p>President Wallender asked for public comment at 7:39:18PM. No public comment was received within 60 seconds.</p> <p>President Wallender closed the public hearing at 7:40PM.</p> <p>Vice President Innerarity moved to adopt Resolution 2020-5 as amended, second by President Wallender.</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>Vice President Innerarity moved to approve Resolution 2020-6, second by Director Kenny. President Wallender asked for clarification about whether budgeting \$70,000 for Administration obligated the District to make</p>

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	<p>the expenditure. Executive Director McHaddad confirmed that the Board still must authorize all expenditures within the budgeted \$70,000 limit and that Directors usually authorize fewer expenditures than budgeted for the fiscal year.</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>Vice President Innerarity moved to approve Resolution 2020-7, second by President Wallender.</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>Vice President Innerarity moved to approve Resolution 2020-8, second by Director Kenny.</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.c. Temporary Office Assistant</p>	<p>Executive Director McHaddad reviewed the item as presented in the Board Packet.</p> <p>Vice President moved to approve the Temporary Office Assistant as described in the Board Packet, second by President Wallender.</p> <p>Yes: President Wallender, Vice President Innerarity, Director Butner, Director Kenny, Director Wood.</p>

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	<p>No: N/A.  Abstain: N/A.  Motion passes.</p>
<p>5.d. Approval of Minutes</p>	<p>President Wallender asked if the minutes had been reviewed. He noted a typo in the April 16, 2020 Minutes that the Executive Director will amend.</p> <p>President Wallender entertained a motion to approve the presented minutes as amended, so moved by Director Butner.</p> <p>Yes: President Wallender, Vice President Innerarity, Director Butner, Director Kenny, Director Wood.</p> <p>No: N/A.  Abstain: N/A.  Motion passes.</p>
<p>6.a.  Inter-Governmental Agreement with Union County 4-H &amp; Extension Service District</p>	<p>President Wallender opened a public session of the Contract Review Board at 7:36PM.</p> <p>Vice President Innerarity moved to approve the Inter-Governmental Agreement with Union County 4-H &amp; Extension Service District, second by Director Kenny.</p> <p>Yes: President Wallender, Vice President Innerarity, Director Butner, Director Kenny, Director Wood.</p> <p>No: N/A.  Abstain: N/A.  Motion passes.</p>
<p>6.b.  Infrastructure Contract 4499-DR-OR</p>	<p>Executive Director McHaddad explained the difference between Infrastructure Contract 4499-DR-OR with the Oregon Office of Emergency Management and Grant Agreement No. 1147.</p> <p>President Wallender asked a question germane to Item 6.c., and Executive Director McHaddad clarified that the Board is discussing Item 6.b. President Wallender asked why the Board could</p>

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	<p>not discuss Item 6.c. during Item 6.b. Executive Director McHaddad reiterated that the Board is discussing Item 6.b. to discuss a specific agreement with the Oregon Office of Emergency Management. This is how BMTD will receive FEMA reimbursement for local channel description.</p> <p>Vice President Innerarity moved to approve Infrastructure Contract 4499-DR-OR with the Oregon Office of Emergency Management, second by Director Kenny.</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>6.c. Grant Agreement No. 1147</p>	<p>Executive Director McHaddad explained that this contract with the Oregon Department of Administrative Services allows the State to reimburse BMTD for local channel expenses through the CARES Act. The State requested limited information for the reimbursement request outside of a vague spreadsheet requiring no immediate or upcoming requests for clarification. Funding requests included \$21,000 to reimburse equipment expenses; \$5,400 to cover TelVue setup fees; and \$1,700 to cover Executive Director wages that the District could not afford to compensate. President Wallender asked for further explanation of the third line item. Executive Director McHaddad clarified that while the wage recovery request was intended to pay wages that the District was unable to cover due to the COVID-19 outbreak, no additional information or request for clarification was requested by DAS. DAS officials have received no documentation about the request for staff wages beyond the amount requested. The Board can</p>

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	<p>choose whether to utilize the funds to provide compensation to the Executive Director for additional work hours that the District could not afford, or repurpose them in the 2020-2021 Fiscal Year Budget to pay additional wages to the Executive Director when working beyond the allotted 30 is required by technical needs. Ultimately the District will need to adopt a Supplemental Budget in the new fiscal year to incorporate a potential revenue increase of \$28,000 potentially authorized by a grant from OEM or DAS.</p> <p>Director Kenny moved to approve Grant Agreement No. 1147 with the Oregon Department of Administrative Services, second by Director Wood.</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>The Contract Review Board closed.</p>
<p>7. Public Comment</p>	<p>Vice President Innearity asked to return to a monthly meeting date, suggesting the second Tuesday of the month at 6:00PM. Executive Director McHaddad suggested that the Board adopt a monthly meeting calendar for the year, a common practice of peer institutions. He will prepare a resolution adopting a meeting calendar for the next regular meeting.</p> <p>Executive Director McHaddad requested that the Board amend the Employee Handbook to provide sick pay. His health issues over the past year have required him to work with an injured foot and pneumonia in order to receive compensation necessary to personally fund medical expenses</p>

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	<p>not covered by the District's employee health insurance plan. Vice President Innerarity asked that a proposal for a sick pay amendment be prepared for the next regular Board meeting. Mr. Rob Stilson cautioned that the District was moving into grey areas with certain conflicts of interest that had been noted earlier, including the Executive Director's independent contract work for Brent Clapp Productions and Director Wood's involvement with the Haines rodeo. The District's work and mission is becoming less clean. Executive Director McHaddad thanked Mr. Stilson for his comments.</p> <p>Director Kenny expressed concerns about the Executive Director's workload, believing that he has additional responsibilities added to his workload beyond just operation of the TelVue playout system. He is also worried about OPB's poor communication skills. This is not normal in a professional environment.</p>
<p>8. Scheduling of Next Meeting and Adjournment</p>	<p>Directors discussed a regular meeting schedule. Executive Director McHaddad recommends that the District adopt a monthly meeting calendar, a common practice by peer institutions, and he will present a meeting calendar resolution at the next meeting.</p> <p>President Wallender entertained a motion to adjourn, so moved by Director Wood.</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>Meeting adjourned at 8:36PM.</p>

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