

Board of Directors
Regular Meeting Minutes
September 1, 2020

1.a.	<p>The Board of Directors met in Executive Session under ORS 192.660(2)(f) from 12:01PM-12:19PM.</p> <p>Directors Present: President Tim Wallender, Vice President Jean Innerarity, Director Mike Kenny.</p> <p>Staff Present: Executive Director Alex McHaddad.</p> <p>Members of the Public: Mrs. Yvonne Roberts.</p>
1. Call to Order and Roll Call Vote	<p>President Wallender adjourned an executive session and convened a public meeting at 12:19PM. 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 Mike Kenny.</p> <p>Staff Present: Executive Director Alex McHaddad, Mr. Rob Stilson (RS Technology).</p> <p>Members of the Public: Tanner Sheahan, Nathan Smutz.</p> <p>President Wallender entertained a motion to approve a bid for RFP 2020-4 to Connected Professional Accountants, LLC, so moved by Vice President Innerarity.</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>
2. Declaration of Conflict of Interest	<p>Executive Director McHaddad declared a potential conflict of interest regarding potential new board members. He is a parishioner at a congregation where Mr. Tanner Sheahan is a pastor. He is also an elected member of the Union County Republicans Committee serving concurrently with Mrs. Colleen MacLeod and Mr.</p>

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Approval:

	<p>Nathan Smutz; the organization exists to promote Republican candidates for public office.</p>
<p>3.a. Director Report</p>	<p>Vice President Innerarity and Director Kenny will be resigning effective at midnight. Vice President Innerarity would like to volunteer to assist the Executive Director in editing the personnel handbook. In order to be removed from the bank account as a signer, Umpqua Bank needs a notice from the District. The Bank will add a new Director as a signer once they receive a notice from the District.</p> <p>President Tim Wallender addressed the following items:</p> <ul style="list-style-type: none"> ● Correspondence between the Executive Director and the accountant. All bills received by the Executive Director should simply be sent to the accountant. ● The President's opposition to ACH for payments due to previous problems involving payments to OPB. ● Payment of an Internet bill from EONI. ● The Executive Director's lack of recollection of a specific meeting with the President that took place on a date not specified by the President. ● The Vice President's past observations that the Executive Director and the accountant interact positively in person; and a proposal by the Vice President for the Executive Director and the accountant to meet monthly to review accounts payable. ● The lack of preparation time to provide answers to questions asked by the President. ● The Executive Director's job duties. ● The Executive Director involving the Board in executing duties, and a system for seeking assistance.

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- Need for documentation to back up the payment of bills (Kenny).
- Errors on timesheets that have been caught by the accountant. The accountant is the second set of eyes to ensure that timesheets are filled out accurately (McHaddad).
- Multiple drafts of the Board packet are sent prior to meetings. Governing documents require meeting materials to be sent to the Board 3 days prior to the meeting. Additional updates are added to the agenda if important items for the Board arrive, such as the late fee for Internet service the previous month and an amendment to the CARES ACT agreement with the State of Oregon.

The District's Powerline Reserve Fund

- Provisional meeting minutes cite the President expressing that the Powerline Reserve Fund is exempt from public records disclosure. The President expressed that this is not what he communicated. He clarified that the Powerline Reserve Fund is a different type of funding, because revenue comes from private businesses rather than a tax base "which we don't have from the service charge fund." (Wallender)
- A tenant renting space is a private business paying with private dollars. There must be a method for differentiating lease fees from the rest of the budget. An email from the accountant alleging that the fees were incorrectly incorporated into the budget indicates a problem to the President. (Wallender)
- The Executive Director has received feedback from the Oregon Department of Revenue and the District's legal counsel

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	<p>opposing the President's conclusions without specification as to the conclusions. (McHaddad)</p> <ul style="list-style-type: none">● A recent discussion with the accountant in response to the email allegations noted by the President resulted in the verification that funds had in fact been appropriately categorized in the budget. The Executive Director believes that the accountant had not read the Budget prior to sending the email or meeting with the Executive Director and the Vice President, because all of the items discussed were answered in the budget document. Vice President Innerarity concurred with the observation. (McHaddad and Innerarity)● An email discussion between the Executive Director and a Department of Revenue employee was read, discussing whether funds held by government agencies can be classified as not being public money, and whether any Reserve Fund is exempt from public record. The DOR employee was unaware of such conditions for Reserve Funds under state law. (McHaddad)● The President expressed that public records disclosure is not the issue under discussion. (Wallender)● The Executive Director recalls being admonished by the President for disclosing public records regarding the powerline fund. An annual finance report was delivered to EONI in 2019, and then to EONI and other tenants in 2020. The President's email response was quoted. It is illegal for the District to not disclose information that is not exempt from disclosure. EONI was the only tenant requesting an annual finance report, but the information was sent to other tenants
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	<p>as a matter of equal treatment.</p> <ul style="list-style-type: none">● The President repeated that the issue at hand is not related to disclosure. The Funds need to be treated differently. (Wallender)● The Executive Director clarified that this is currently the case because the Powerline Fund is operated as a Reserve Fund under ORS 294.346. (McHaddad)● The President countered that on two occasions, tenants have paired powerline lease fees into one check with payments ordinarily deposited into the general fund, requiring the funds to be transferred from the General Fund into the Mt. Fanny Powerline Reserve Fund. (Wallender)● The Executive Director does not know why Oregon Public Broadcasting and EMG2, LLC have grouped payments together. In 2020 EMG2, LLC had included the annual powerline lease fee in a check with a monthly facility use payment. In 2019, OPB included the annual powerline lease fee in a check with power reimbursement, following which the President was promptly notified of OPB's actions and asked to transfer the funds. EMG2, LLC and OPB are responsible for the decisions they made when writing the checks in question, and the District must contact them for this information. (McHaddad)● The President expressed that check stubs should have included a memo that part of the payments were intended for the Powerline Fund. (Wallender)● The Executive Director recalled that they were.● The President expects that the Executive Director should have contacted the lessees
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	<p>and asked for new, separate checks with the lease payment. In the future, lessees should be contacted prior to payment and notified that they should not group powerline lease payments in checks with other payments.</p>
<p>3.b. Staff Report</p>	<ul style="list-style-type: none"> ● Mr. Curtis Carson's assignment with BMTD has ended, and he will be missed. ● Local channel gear from Sinclair has arrived, and installation and troubleshooting is going. Hopefully they will send a technician on 9/14 to complete the install. ● The annual antenna census has begun. La Grande and Island City have been searched, yielding 56 unregistered antennas.
<p>4.a. Safety</p>	<p>President Wallender asked if the Executive Director is maintaining a safe work environment. Executive Director McHaddad is doing his best despite the circumstances.</p>
<p>5.a.Expenditures</p>	<p>Bills</p> <ul style="list-style-type: none"> ● The Executive Director reviewed the expenditures. (McHaddad) ● The President proposed not using a mileage reimbursement check from the Haines Stampede to reimburse the Executive Director for mileage and instead request reimbursement from the State to make the payment. (Wallender) ● The check stub information from the Haines Stampede will be sent to the accountant as part of documentation for mileage reimbursement. Because BMTD has been reimbursed by Haines Stampede, the District cannot file an additional COVID19 reimbursement request to cover these costs. (McHaddad) ● BMTD's accountant claims that recent bills

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for her firm's services have not been paid. (Wallender)

President Wallender entertained a motion to approve the expenditures, so moved by Vice President Innerarity.

Yes: President Wallender, Vice President Innerarity, Director Kenny.

No: N/A.

Abstain: N/A.

Motion Passes.

Internet Bill Pay

- The Executive Director noted that the discussion to pay the Internet bill via ACH had been tabled and could remain on the table indefinitely if Directors did not wish to resume discussion. (McHaddad)
- The President opposes taking the issue from the table because the District contracts with the accountant for a reason, and that the plan for the Executive Director to meet with the accountant once per month will take care of timely bill payments.

No motion was made to take the item from the table.

Advertising

The Executive Director reviewed the item as presented in the Board Packet. (McHaddad)

Directors are worried that COVID-19 will prevent the newspapers from running sports content, making this a bad investment. (Innerarity)

The President concurred, recalling an advertising expense authorized for the local bowling alley. (Wallender)

The expense was authorized, but a payment was never made. (McHaddad)

Directors would be comfortable making the

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	<p>expenditure if funds could be refunded or credited back to the District for future use. (Innerarity and Wallender)</p> <p>The Executive Director will ask the Newspaper for clarification on the status of the contest in light of COVID-19, as well as whether BMTD would be reimbursed or credited back if a payment was made, then present this to the Board at the next regular meeting. (McHaddad)</p> <p>Inter-Fund Transfer Resolution</p> <p>The Executive Director reviewed the item as presented in the Board Packet.</p> <p>Vice President Innerarity moved to adopt Resolution 2020-9, second by Director Kenny. Yes: Vice President Innerarity, Director Kenny. No: N/A. Abstain: President Wallender. Motion Passes.</p>
<p>5.b. Minutes</p>	<p>The President requested several changes to the August meeting minutes. (Wallender)</p> <p>The Executive Director offered to review corrections and provide an updated document for consideration. (McHaddad)</p> <p>The President moved to waive privilege on an emailed legal opinion from the District's legal counsel regarding the exemption of Powerline Fund records under state law, second by Vice President Innerarity. Yes: President Wallender, Vice President Innerarity, Director Kenny. No: N/A. Abstain: N/A. Motion Passes.</p> <p>The legal opinion was read aloud. (McHaddad)</p>

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<p>5.c. Amended CRF Agreement 1147</p>	<p>A public hearing of the Contract Review Board was opened.</p> <p>Executive Director McHaddad reviewed the item as summarized in the Board Packet.</p> <p>No public comment was received. The public hearing was closed.</p> <p>Vice President Innerarity moved to approve the amendment to CRF Agreement 1147, 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>
<p>5.d. Board Membership</p>	<p>Executive Director McHaddad reviewed the item as summarized in the Board Packet.</p> <p>One applicant, Mrs. Colleen MacLeod, was contacted by Vice President Innerarity to verify that she seeks a position on the Board, but no reply was received. Vice President Innerarity expressed that she has appreciated working with everyone at the District; Director Kenny echoed her comments. Vice President Innerarity asked that the Executive Director email her a copy of the personnel handbook so that she can volunteer her time suggesting changes.</p> <p>Mr. Tanner Sheahan and Mr. Nathan Smutz verified to President Wallender that they still wish to serve on the Board.</p> <p>Vice President Innerarity moved to appoint Mr. Tanner Sheahan and Mr. Nathan Smutz to the Board of Directors, second by President Wallender.</p> <p>Yes: President Wallender, Vice President Innerarity, Director Kenny.</p>

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	<p>No: N/A. Abstain: N/A. Motion Passes.</p> <p>The Executive Director will meet them later and swear them in to office. Vice President Innerarity recommended that new Board members attend trainings.</p> <p>President Wallender announced that Director Scot Butner as ascented to being a check signer. Umpqua Bank will be contacted to make him a check signer. No decision was made on electing a Vice President.</p>
<p>5.e. Blue Mountains Now</p>	<p>Executive Director McHaddad reiterated that channel equipment from Sinclair was still being installed.</p> <p>Mr. Rob Stilson delivered an engineering report.</p> <ul style="list-style-type: none"> ● Idaho Channel 22 cannot be translated by BMTD because the District also uses RF Channel 22 and this cannot work. ● No plan had been made to install a transmitter, but he is able to do that soon and will contact the Executive Director prior to installation. ● The Sage ENDEC will also be installed. The device will be deposited with President Wallender and picked up by Mr. Stilson. ● Mr. Stilson will procure and install a new air conditioning unit. <p>Oregon Wireless</p> <ul style="list-style-type: none"> ● Equipment issues with a tenant, Oregon Wireless, at the Mt. Harris facility were discussed. District equipment had been removed without prior notice. Mr. Stilson attempted to discuss this with Oregon Wireless, and came to an impasse. Changes

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	<p>to the contract with Oregon Wireless were suggested. (Stilson)</p> <ul style="list-style-type: none"> ● Directors commented on the need for improvements to the Oregon Wireless contract. (Wallender) ● The Executive Director read portions of the contract with Oregon Wireless regarding contract violations. He will contact Oregon Wireless to discuss contract changes. (McHaddad) ● Mr. Stilson clarified that he is not advocating for the eviction of Oregon Wireless.
<p>6. Public Comment</p>	<p>The Executive Director identified communication difficulties that led to undue problems discussing the Mt. Fanny Powerline Fund. He apologized for allowing that to occur. (McHaddad)</p> <p>President Wallender expressed that he is sick of meeting virtually. Vice President Innerarity suggested meeting at the President's farm.</p> <p>Quorum was lost at approximately 2:15PM following the exit of Vice President Innerarity and Director Kenny from the meeting.</p>

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