

Northwest PEG-TV Board of Directors Meeting
BFA Annex Building
August 20, 2012

1. CALL TO ORDER by President David McWilliams at 6:00 p.m. at the BFA annex building. Also present for the board were Rick Tatro, Marilyn Grunewald, Joey Russo, Gregg Gervais and Larry Dugan and Executive Director Elizabeth Malone. Absent was Jill Snapp. Board members were welcomed back by the President after a two month holiday from regular monthly meetings.

2. Programming Video Report

As the video began the Executive Director offered background comments in the absence of Kris Hoyt, staff programming coordinator who was on assignment. The Board was told that they would see in this video an amazing number of new programs that had originated over the summer - a time of year when the studio usually experienced a slowdown. Mr. Hoyt hosted the video and welcomed viewers to another episode of NW Access TV Highlights. Mr. Hoyt went on to identify a few of the new shows that he said had premiered his summer.

A representative of the VT Community Preschool Collaborative and welcomed viewers to a new show entitled, "Questions a Child Could Answer." She said the show was related to issues or questions that we are all asking as advocates and teachers, parents, grandparents and children about what is happening for young children in Vermont. Then the screen resolved to a view of a regular summer concert series held in Taylor Park, which in turn resolved to the host of a new show called, "What's going on in St. Albans Recreation?" who said she was hoping to continue to come before the TV audience each month to show highlights of what was taking place in St. Albans Recreation. The next welcome came from the host of "The Benchwarmers", a local athletic program. The speaker said, "I try to bring on people that are interesting such as athletic directors and soccer coaches, He added that he tried to keep it mostly local. That will change, he said. Like next summer we could be talking about something different. The host invited viewers back the following week when they would have a guest and a NFC football preview. He urged his audience to join him again in the following weeks.

With that, staffer Kris Hoyt moved into the political season with its election at stake nationally. He presented introductions to state candidates, and a few current issues. He moved to a snapshot of another of the studio's undertakings, the "Comedy for a Cause" series and he thanked Chow Bella for their support of this recent event. In closing, Mr. Hoyt reminded viewers that the studio had planned fall training classes scheduled to begin September 20th. He enumerated a number of offerings from the basic "How to Run a Camera" - training for the uninitiated to "get on their computers and burn off a DVD," to more sophisticated things such as, "Advanced Editing." He noted they also offered, "How to Make a Live Program, using studio equipment. He directed viewers to contact the website the Facebook page or call the studio.

3. New Business

a. Collins Perley

David Kimel, manager at Collins Perley, appeared before the Board and offered handouts entitled, "Partnership Proposals at Collins Perley Sports & Fitness Center. He prefaced his comments by saying that St. Albans Cable Access now offered one of the few opportunities currently available for the community and Franklin County to have a real voice. He recalled that 3 years before they had talked about whether the studio would like to have an advertisement of some kind in the ice rink which is available as a rink about 5 1/2 months a year. The rest of the year it's used for other activities. Collins Perley has two advertising agencies who had recommended to their clients to buy advertising in our rink this year, neither one of which is going to be allowed to because we're full. He said he wasn't proposing a rate increase and he wasn't proposing to go back to the original \$2,000 a year. He said he was proposing to keep the rates the same which is \$5,000 for three years. President McWilliams let it be known that the Board of Directors all felt that this was a worthwhile expenditure.

For the benefit of new members, Mr. Tatro shared the history of how the Board had come to acquaint themselves with the press box and its high-visibility location at the ice rink. Mr. Dugan said part of

their reason for advertising in this way was to show support for BFA and the local kids programs. He did not believe that had changed. Executive Director- It's so great having our camera right above there. I mean the hockey team is supreme at volunteering their students to come and record for us. So It's just wonderful that people are going there and they see our camera right above that nice big banner. The Executive Director then reminded the Board that their deadline in this matter was October 1st. Mr. Tatro, President McWilliams and Mr. Kimel agreed to meet again for final negotiations.

Changing topics, Mr. Russo offered his thoughts on the current status of the Town of Enosburg as their representative. There's one thing I'd like to move forward on, he said. They're working hard on their hockey arena and I hear about it arena every day. He confessed to a lack of knowledge on sports. In fairness to that end, he suggested the Board might want to do something to help. Mr. Dugan told him that certainly he should be considering ideas to help up them, as, at the same time they were showing their support for BFA. President McWilliams told Mr Russo if Highgate came up with a proposal to let this Board know. Mr. Tatro offered to call the Highgate arena and ask about their advertising rates. He applauded Mr. Russo for politicking for his area. Mr. Russo-Let's remember it's also Swanton, too. It's not just Highgate. Mr. Gervais said they were looking to expand, too. They have 3 proposals. 1. One proposal is to use the arena as it is. 2. To enlarge it slightly. 3. To build it quite a bit larger and put a walking path around it. He said they had some issues with the refrigeration system which is outdated. Also there are parts of that that are not up to code.

4. Treasurer's Report

The Treasurer, Marilyn Grunewald, inquired if Board members had a chance to review the Treasurer's Report. (At that point, the Board is momentarily distracted by resolving a copying problem.) The Treasurer continued in another vein. She said, What happens basically is I review ahead of time and I let Elizabeth know if I have questions. That's about it. I'm hoping that when you look at it if you have questions that a few people will send me an email or call me and say, "What's this?" or "Why are we writing a check to whomever?" Mr. Tatro -It's very reader-friendly the way you do things. Mrs. Grunewald- No. It's Elizabeth. It's not me. She's the one who does this. Executive Director-It's just Quik Books." Mrs. Grunewald-I'm the overseer. I don't actually do the work, and I sign checks when they need me to sign. Executive Director- So overall the budget is really doing very well. Comcast keeps coming in above the projected amount every single quarter and our expenses with very few exceptions are below the half way point. The Treasurer invited questions. The President commented that the salaries seemed to be within range. Executive Director-Yes. Just about where they should be. Kris is doing a really good job of training new volunteers. For the kind of community events where we were sending out staff, we're not sending them out like we used to. That's why we're under budget. I mean salaries are easy to budget for, but as for free lance, it can be tough. So Kris is doing a good job training new volunteers and we're not sending out staff to every event.

President-Special approval of expenses. That's a highlighted area- "Special Approval, Service Charges." The Executive Director directed them to Profit & Loss, the last page, and said that the entire expense was for audio work they'd done in the BFA auditorium. There was a cable that wasn't installed and the system never worked particularly well for us, which was hard because it was a system that we purchased to begin with, and there were certain connections missing. So we paid to have those installed so that when we went there with a camera we got good sound, which we weren't particularly before. Mr. Dugan-That amount was \$1783? Executive Director acknowledged that that was the complete amount and that it was paid back in April.

The President noted computer hardware and commented that they were a little over-budget on that one. The Executive Director agreed and explained that one of the computers that ran their bulletin board had died unexpectedly and they had already spent almost all of the budgeted amount. So with that extra expense, we did go over, but all the other categories under capital expenses will probably be under budget, so overall capital expenses will still be under budget or at budget. Mr. Tatro asked when equipment died, what attempts were taken to make repairs, or was there someone knowledgeable on staff able to make that judgment. The Executive Director replied that they were lucky to have Mike Montayne on staff who was quite able to analyze the well being of computers. She added that they used everything until it reached its last ounce of life. There was no repairing that, she said. It was a donation to us from the school and was probably between 8 and 10 years old; so old for a computer.. It was something that it only had one job. It was the same thing when we

purchased the new one. I think it was about \$600. It was the cheapest one we could get to do only one job. In answer to a question she said that they had already spent almost the entire computer budget before that computer died and she had had no choice but to go over budget. **The President looked for final comments on the Treasurer's Report and hearing none invited a motion. Mr. Dugan made a motion to accept the Treasurer's Report. Seconded by Mr. Tatro. The President invited discussion (None) All in favor of the motion? (All in favor. None opposed) Motion Carries. The President advised members that what they would be signing were the checks that were issued since their last meeting.**

5. Executive Director's Report

Elizabeth Malone, Executive Director, told the Board that, as usual, approximately half of her report appears elsewhere in the agenda so she would skip through quickly. She said, as mentioned in the Treasurer's Report, Comcast continues to come in above budget. The last check that they had received at the beginning of August showed a four and a half percent increase over the previous quarter's payment. And this current quarter's payment of \$74,000 was nine and a half percent over the first payment we received in 2012. It's really amazing the way Comcast continues to grow their overall rev, which in turn increases our rev. That's good news for us. We're certainly not seeing a down turn in cable subscriptions and cable revenue, which the rest of the country is seeing as a whole. A couple quick highlights - The Board training is scheduled for October 23rd. That will be similar to last year, but also talking about strategic planning; planning ahead for the future. I think when we look at the goals we'll see we're ready to do some of that. Also this month you should see in your bill from Comcast a little insert. Kris is waiting to get one in his Comcast bill. For the first time ever, we have an insert in the Comcast bill. Every subscriber will get a copy saying, Come meet us on October 1st. Find out more about what we do and help us elect our Board. We're looking forward to that. That should come in the August bill. That event will be the first Monday in October. Later we'll talk about Board elections.

Executive Director- We gave a couple upcoming community events that Kris Hoyt will be setting up, including an Agricultural Festival on the afternoon of August 26th on Gore Road in Highgate. She added that the studio worked with a farmer who produced shows about farming in the studio. We'll be out there to help, she said, and talk about access television. Tentatively, the other event is a Chili cook off which is scheduled the same day as our August dinner. That event is in Taylor Park. The museum is putting that on and I believe we'll be setting up a table. I'll share more details as we go along. Lastly, we have another new associate. Brian is in the studio from Vermont Associates getting trained in clerical skills. That's free of charge for us. Also, Dustin Tanner is a young man of 18. He's kind of at the other end of the age spectrum of people being trained for the work force. He begins college in September, and hoping to focus on video and getting job skills as well. He's an intern associated with the show mentioned earlier, "The Benchwarmers." That's another intern we have who we're not paying for but we get to reap the benefits of their work. That's about it for the items specifically in the Director's Report but not on the agenda.

6. New Business (cont.)

a. Enosburg Area Access TV

President McWilliams- Basically, the Director made contact with Comcast and they wanted to come up and see our studio. Basically, he said that Comcast had made the station an offer that could be refused. As a result, the Executive Director was asked to do a cost analysis in the event the station were to take on the work proposed. I'll let Elizabeth explain, he said.. The Executive Director presented to the Board copies of a side-by side sheet entitled "North Country Expansion" She said she had broken it down by how much total they currently receive, and going by the figures given to us by Comcast, it's currently about \$280,000. She explained that the North Country Expansion area would be made up of six towns including Bakersfield, Berkshire, Enosburg, Fairfield, Montgomery and Richford. That would be doubling the station's current service territory. If you include Enosburg Village Town, that would be more than doubling our current service territory. If you break out the revenue per municipality, it's almost exactly 10 percent. So for Highgate, say, if you make all the numbers even, there would be a profound difference in what we would be taking in to serve them. We get about \$46,000 per town right now. For those other rural towns, we would be getting about \$4600 to serve each one- so there's a profound difference in what we would be taking in to serve them.. It's the same exact breakout per school. Remember that we serve municipalities and these

schools absolutely by taping every single one of their meetings That's a huge service we do. Later on I'll break out the cost of doing that just alone.

If you look at the last one which is, "Revenue per Person," so looking at the public side of PEG, that again is a profound difference of how many dollars we'd get to serve every man, woman and child of the area. So this could be a very different service model. If we try and stretch what we already have to double our service area, we would undoubtedly be drawing away from our current service area to serve these new towns. I'll be talking about an option two. There may be another possibility that could exist. Turn to your second page where you have the options of 1, 2 and 3. These are just real general. There are obviously always more than 3 choices with such a complex idea. The first one would be the idea of serving those 6 other towns the exact same way we serve our 6 municipalities right now. So option #1 includes purchasing equipment to cover meetings, because that's an absolute minimum of what we do -covering all the municipal meetings and school board meetings.

Also we'd have to pay someone to cover all those meetings and for editing them.. There are dollars specifically for that. That figure is specifically based on how many times those boards meet in a year and how much would it cost to cover each of those. That's about \$27,000 in a year to cover each of them. If you look back at your \$32,000 that we have to work with, that's almost all of it. There's some other equipment we would need, no matter what, to start up with. We would need an editing suite. We would need something to take the footage from the cameras and get it ready to go on air. That a minimum of \$3500. Broadcast equipment? Comcast has none. We would have to purchase that ourselves. That's \$15,000. If, again, we wanted to provide the same services up there as we have down here, we're talking about having to put in a studio. That's a minimum of \$50,000. That's not a studio as nice as what we have. It's not with the same level of camera equipment or anything. It's just a basic studio. That's probably \$50,000.

The last element is the part-time employee who is just going to keep things running just enough to program all the shows. At 20 hours you don't too much done in the land of video because you end up waiting a lot for things to export and files to shift. So that first year, if we really were to try to be NW Access TV for the North Country, my estimate of the cost is \$126,000. That would be an enormous loss - over \$93,000 probably; a complete loss. Mr. Dugan asked if she had taken into account anything for rent or heat. Executive Director- No. That's shown at the bottom, "Rent and Utilities". No question. It would have to be a donated space. It's just impossible to even consider it if we had to pay rent with only \$32,000 to work with annually. Also, as long as we're talking about what was not accounted for, there's insurance. Our insurance rates would undoubtedly go up if we consider having more equipment and an external satellite place. There's also the time it would take out of mostly my time and maybe Mike's time driving up there to get things set up. Meanwhile, we would be assigning someone to edit while Mike is gone, and quite honestly, I wouldn't be getting things done here that normally I would because I would have to travel to Enosburg.

Mr. Gervais, just having arrived, asked where the idea for the North Country Expansion was coming from. The Executive Director told him the circumstances of the station being asked to run Enosburg Access as she had just explained it to the Board. Mr. Gervais replied that if Comcast had made the request, he thought it would be right to go back and ask for support to get started and see what they're willing to give the station.

The Executive Director said she knew of two other stations that had taken on towns. She advised that they no longer give what was called "start-up money." Adelphia always used to do it and how their own station had gotten started in the beginning, she believed. There was a lump sum given. Now Comcast - if you ask for a lump sum - they pass it through to all the subscribers. It's almost like a bond vote among taxpayers for a new roof on a school. So let's say we put a 5 percent PEG fee on subscribers' bills. Not only would they get that, but they would get a "spike fund" or "spike payment," which they would also get passed through to them as well. Subscribers have no say in it. It's an agreement between Comcast and the Public Service Board that they are allowed to pass through those spike payments. For instance, we could ask for it here. If we say we want to upgrade the studio, we could ask for \$50,000. It has to be negotiated with Comcast, but if approved, Comcast passes the \$50,000 over to our 5000 subscribers. At this juncture, there was a response heard from a number of Board members. Mr. Tatro's noted that they would be taking on the same number of new towns with this proposal as the St. Albans station was presently serving. In his estimation, you would still need the same type staff that you have working here up there. It doesn't make any difference how many people are going to watch it. It's a very small population up there.

Nevertheless,, the manpower needs would be exactly the same as in St. Albans. His expectation was the hourly pay rate would probably be the same in a North Country Expansion center as that paid to St. Albans employees. Say 500 people watch a City Selectboard meeting, and only 50 people watch an Enosburg Selectboard meeting. You still have to work just as hard in Enosburg regardless of how many viewers are watching but the revenues aren't there. There's a reason why there's no public access up there. It's unrealistic and not cost-effective. He said he could foresee their Executive Director's time being stretched to thin in the process of trying to divide her attention. Mr. Dugan pointed out that 100 percent of Kris and Mike's 40 hours time was already used. How can you ask them to take on more, he asked. I'm sure it would reach 50 or 60 hours to keep that thing rolling. Mr. Russo said he agreed with everything everybody had to say, but in short he believed that at least an exchange of information with Comcast on the whole question was in order.

The Executive Director informed the Board that since she worked with the directors of all the stations, she was aware that some stations operated on less than \$32,000 a year. That's what Option 2 is, she said, and in fact that was exactly what the Manchester station had done. In their case, they were only adding 2 towns - not the 6 towns we're looking at. They realized they really couldn't spread themselves out that thin so they contracted with another entity, another non-profit, to run it for them. They basically turned over the percentage they had been given by Comcast. The Director said the outcome of the arrangement was that only random town municipal meetings were videotaped. She said that was true of all of the small access centers because they relied on nothing but volunteers. They have one or two extremely part-time people, she said. All they do is just make sure the channel stays on. If volunteers wants to record a meeting, a meeting gets recorded. If volunteers want to record a concert, then it gets recorded. So it operates very differently. Mr. Tatro noted that by contrast, their local Access TV station unfailingly covered local Selectboard meetings as well as the number of other municipal boards they serviced.. You don't have to wonder if a scheduled meeting is going to take place each month.

The Executive Director said the honest answer was that their own studio had started with only a small number of volunteers and a small budget in the neighborhood of like \$40,000. Mr. Dugan questioned the wisdom of being associated with Option # 2. He said Option # 2 would be a good thing to happen if Comcast went to Enosburg and found somebody who was interested in taking it on, but he didn't see it as an undertaking for their own station because they couldn't duplicate their services up there. Mr. Russo's approach was that Comcast deserved an educated, thorough, professional response. "I don't believe they understand what they're asking, he said. Executive Director-I think you're right. I think it would be great for them to hear from the Board that we have a quality of .service that we want to sustain and we cannot sustain that as we see it now.

President McWilliams- Is there's a motion to table it until such time as we can get somebody from Comcast to come? Executive Director- Originally we asked our Comcast representative, Tuck, to come to a Board meeting and he said that he had an out-of-town meeting to attend on the third Monday of the month. Mr. Tatro-I don't know why it needs to be tabled. I'm ready to vote. Mr. Dugan-We can explain that based on the information that's been presented in terms of the finances, we would have to have finances which at least closely matched what we have here in order to provide the quality of service to that large an area. Mr. Tatro said it would require at minimum a full-time person especially in a start-up situation. There's all the PR work of introducing ourselves. This is a mammoth job.

Executive Director-We just can't do it the way we do it here. It's just not possible. Mr. Russo-Just because of the geography and the population. Mr. Dugan-It took us 3 to 4 years to set this up before we started operating. So to assume that you could go up to Enosburg and make arrangements for someone to give you space and gather all this together - What? Three months? Six months? That's unrealistic there, too. Mr. Russo-It just needs a thorough, proper answer and let them see.. It doesn't make any sense. The Executive Director agreed that the Board should be very cordial and reminded the Board that the reality was they were the source of 97 percent of their budget. Mr. Dugan-Actually, they don't provide us any of our budget. They don't give us anything. Everything that we get comes from our viewers. It passes through them, but Comcast does not take any of their profits and say, "Let's give \$5,000 to Channel 15. They only do that because of the laws that require them. The Laws allow them to make a contribution to us, but they don't. The laws do require them to pass that money on to us. Executive Director-Absolutely.

Mr. Tatro-Are you looking for a motion? President McWilliams-I suggested we table it. You said not to. Mr. Gervais-I make a motion that we table it. I think it deserves at least a

response. Seconded by Mrs. Grunewald. President-Motion has been made and seconded. Any other discussion on the motion? A discussion commenced:

Mr. Dugan-Giving them a response? I think we have a response **at** this time based on the information that has been provided. The Executive Director looked to the Board for guidance on their on their communication to Tuck Greenville. Mr. Russo- I think we have done a thorough financial review and based on our findings, we feel that...Mr. Dugan- We feel that it would not be financially feasible. Mr. Russo-Exactly. Mr. Gervais-And do they have more ideas for amendments. Mr. Russo-Exactly! However, we're open. Mr. Dugan-What if they said we'll give you \$30,000 extra the first year? Mr. Russo-I think you start there and then let's talk about \$500,000. Mrs. Grunewald- Oh come on. If they give us start-up money, you're still going to cave. Mr. Russo-Exactly.

Mr. Dugan-That would be money out of their pocket maybe. Executive Director-No, it's not out of their pocket. Mr. Dugan-Or money that they would charge back. Executive Secretary-Right. Mr. Dugan- But the thing is if they gave us \$30,000. Well, we're talking about \$93,000 debts the first year. (Everyone talks at once and words are lost) The Executive Director asked, "Do you want me to send them my report? Mr. Russo tells the Director that, "North Country Expansion Dollar Comparison," her report, should go to Comcast. Let's see what they say. Executive Director-Does everyone agree on that? Mrs. Grunewald-Yes. See what their response is. Executive Director-Okay.

Mr. Dugan-The motion on the floor is to table it. Mr. Russo-We have to reply to them. Executive Director-I'll reply with an invitation as well to join us at a Board meeting? Mrs. Grunewald-Yes. Executive Director-Okay. Mr. Russo-I think all this financial information should be sent with an invitation to come. That's it. Then we'll see what happens. Mr. Dugan- I think it could be reopened if they were to make new strides towards us, but I think that right now we shouldn't be tabling it but rather we should be making a vote not to accept it the way that it is, but the motion on the floor is to table it.

Mr. Gervais-I'll withdraw my motion, if you wish, if my second will withdraw her second. Mrs. Grunewald-I will withdraw my second. Mr. Dugan-Any motion would be based on the information that we received from them and having researched it financially and the amount of work that would be required, and the amount of town coverage that we would be required to do based upon our current formulas, it would be financially unfeasible for us to do it. Mr. Russo-Suppose they say, "You know guys, you have money in the bank and now all of a sudden...? We like your reply and it's all good but you can afford it. The numbers are all on file here." Mr. Russo continues, I think we have to be political with this. They are struggling. For some reason do they have to get that done? For some reason I think we have to be prudent. Mr. Dugan-I disagree. Part of the reason is that then I can make the motion that we disband and return all that money back to the viewers and let Comcast worry about how they're going to handle the Public Access requirements that they have under Section 8 of the law, if I have that right.

Mr. Russo-I think you're asking for a fight. I don't think we should. Mr. Dugan- As a corporation, they would be trying to control our corporation. This is a corporation. I don't want anybody to control this corporation other than the Directors who are properly elected and who have the legal responsibility. If someone were to challenge us for funds that are someplace as a matter of if we're doing our proper job as Directors, I'm ready to stand in that fight. Mr. Russo- I disagree wholeheartedly and I stand my ground. That's fine. Mrs. Grunewald-Joey, In what direction do you think this should be going? Mr. Russo thought they should go with their reply concerning the financial outlook and just say that it doesn't make any sense. Leave it open. Mr. Gervais- And the Board turns down the offer. Mr. Russo-Yes. Mrs. Grunewald said that with those expenditures it would be impossible.

Mr. Russo asked if there was a reason why the proposed center couldn't be here. "Why does it have to be there?" Executive Director- The system will always be separate because the lines don't meet. So it will always be the Enosburg area will have their area we will always have ours. The channels will never be the same.

Mr. Tatro-I make the motion that we take on the "North Country Expansion." President McWilliams-The motion dies for lack of a second.

Mr. Dugan-I make a motion that we provide the informational work-up that we did for Comcast with a report that the Board considered it but it was not financially feasible for us to operate in that area. Seconded by Mrs. Grunewald. President-We have a motion and a second. Is there any discussion? (None) All in favor say aye. (All in favor.) Those opposed? (None opposed) President-The motion passes unanimously.

President-Basically we're going to send them the front sheet, " North Country Expansion" and a letter. That will take care of Comcast. I don't think we need a motion to send a letter plus the first sheet. Mr. Dugan- As directed by the President. Liz-Absolutely. She assures the President she will send the correspondence to him before it's dispatched.

b. Review Camera Quotes

The Executive Director noted the Board was just getting the camera information that was before them this evening. She explained that she was disinclined to send quotes out with packets, particularly in this case where the packet was 55 pages long, and because of the fact there were just 3 numbers. She said that essentially they wanted to buy 2 of these. She said the Board had approved early on this year the capital plan which included 4 cameras which enabled them to get rid of the tape cameras which needed repair regularly. So we're looking to purchase the remaining 2 which we planned for in the capital plan approved by the Board. You have 3 quotes here. Abe's of Maine came in quite a bit higher than the other two. One thing to consider about B & H Photo, which is out of Boston, I believe. They tend not to be great to deal with when it comes to service issues or returns. Access AV is our of NH. We've been doing business with them as long as we've been in business. They're good to work with and they take care of all our repairs. I ask you to take into consideration their level of service over the past 13 years of us being in existence in considering the \$35 difference between their price and that of B & H Photo, the national provider.

Mr. Dugan made a motion to make a purchase through AccessAV of NH for 2 Panasonic cameras. Mr. Dugan-That's the kind of information I was looking for, too. Price isn't necessarily the most important thing. It's who takes care of the product and how easy it is to deal with them. Seconded by Mr. Gervais. President-We have a motion and a second. Is there discussion on the Motion? (None) All in favor? (All in favor. None Opposed) Motion Carries.

c. Review Goals

Executive Director- As you can see our list of goals is getting very empty. I think this fall is time to look again at the goals we want to build. We did this originally with the Board as well as the staff, which is a great idea because the staff really looks to the Board for vision, while at the same time the Board looks to the staff for what happens in our day-to-day life so that that vision is in step with how we operate every day. As for the goals that are still going on I think the new programming-targeting the 10 to 30 year olds - I think we're doing that now. With the recreation show we just did, we've got that early childhood show, which is actually targeting very young families and those who are searching for child care. We're pretty much there. Kris Hoyt is actually working with all the schools. He went out and met with the principals to try to encourage them to do what the City school did, which was pretty much to borrow a camera, make your show and we'll put it on air. He's not going as a teacher. He's just going out to build those relationships. Community Outreach - I think we're getting better at that every year. We're trying to get the word out about what we do. I'm redoing the web site gradually to have that a little more interactive and keep people up to date. As for Board representation, we are still trying to locate a Board representative for Sheldon. Election time is a good time to remedy that vacancy and I will advertise that opening again.

Employees' technical education continues to be ongoing and is especially meaningful when we meet with other access centers. Kris and Mike and I go there and find people just like ourselves, people who are doing the same exact job every day. As for the highly-trained volunteers, Kris, as you heard, is going to begin his fall series of classes. We'll do another series in late winter. It's a great way to get people to start making shows. I think the last series he did, we generated 6 new shows out of that. When we start to look at our vision in the fall, we need to think about what we should take on next

and what entity is still missing from the picture of our community. The Board took a moment to discuss the growing number of attendees as the annual no-cost volunteer dinner. There was virtually no push from the membership to change that to dinners for which there was a charge except possibly in the future for paid personnel.

Mr. Russo broached the subject of a new start to the station's day - initiating the practice of a 6:00 a.m. daily rendition by school children's of the Pledge of Allegiance together with the National Anthem. In the background, he suggested panning in on the half dozen municipal buildings of their member towns. At that morning sign-in, the announcer could familiarize listeners to the studio content. That led to the suggestion that teachers be given the opportunity for their classes to participate in the new morning start up.

d. Review Longterm Investments

The Executive Director pointed members to a Longterm Review sheet. She advised that she wanted to bring these numbers before the Board., which she indicated started at the top by showing CDs, the station's only form of investment. That was followed at the bottom with a summary of their total cash accounts - a checking account and a Money Market account. She said she was presenting this sheet as a reminder that they should continue to look at its contents on a regular basis because it was all a part of their building fund. It was explained that the number that Comcast focused on was one and a half times a station's annual budget. She explained that when a station reached that point of reserve funds that Comcast liked to be cognizant of a station's financial situation. The Executive Director concluded by saying the station would not be reaching that point this year and probably not before 2014.

In a related conversation on expenditures, Mr Dugan brought up the subject of cameras, saying that cameras should be taken to the City Elementary school, and Highgate Elementary school. He added There should be cameras at MVU and the Sheldon Elementary School. Schools could have those cameras and be able to film anything they want, he said. Mr. Tatro agreed, but in his opinion they should expect in return "X" number of shows. Mr. Dugan said if the station finds that its cameras are all out on assignment one day, they should buy 2 more. Mr. Tatro said he saw the link between young people and the station's programming goal. If we get the 4th or 5th graders out of a cute little recital and we train them - that's a benefit for more programming on TV. Mr. Dugan noted if cameras in schools didn't lead to new programming, the kids, by virtue of having the use of the equipment, if they retained that knowledge, they could someday capture a town parade on video in their town.

The President noted that at some point in the future he could see the need for a vehicle to transport station equipment. Mrs. Grunewald expressed a concern about the present quality of some of their programming, including a number of their board meetings where she was unable to understand what was being said. She asked the question, "What kind of equipment do we need to make the audio of these shows better?" Mr. Tatro in turn brought up the suggestion that perhaps this winter, they could organize a think tank session to come up with solutions for that kind of problem. Mrs. Grunewald said it could be part of their goal- setting process - brainstorming on how the organization could reach their goals.

8. Approval of Minutes - 5/21/12

The President shuffled the order of the agenda slightly out of order. Instead of (e.) "Open Nominations for Board Election (Oct. 1, 2012)", the President moved to the Approval of Minutes of 5/21/12. He explained that in that agenda item, Lori Jordan had indicated she was not coming back to the Board, having started a new business - State Farm Insurance.. She was asked to send the Board an email to that effect. The President said he would like to approve the minutes first before they moved to nominations.

Mr. Dugan moved to approve the minutes of 5/21/12. Seconded by Mrs. Grunewald. President McWilliams -We have a motion and a second. Is there any discussion? Any errors or omissions? (None) All in favor of the motion say aye. (All in favor. None opposed) Motion carried.

e. Open Nominations for Board Elections (Oct. 1, 2012)

Executive Director-Because we changed our bylaws to where everyone is elected at large, rather than some being elected and some being appointed by different bodies, the whole Board is being reelected or elected this year. So we're going to have three 3- year terms, three 2 -year terms and three one-year terms just so that we get on staggering rotations. From there on out, everything will be 3 year terms. I was hoping you would think about what you want to be nominated for. If you're in it for the long haul for 3 years - or if you're kind of on- the- fence and want to go for the one year term. I guess you'll just need motions. She pointed out they could wait and do this in September. Mr. Dugan-It would probably be good to have that done when you have your annual meeting. Executive Director- Yes, but I was hoping as well to get people that we might consider inviting to join the Board. because we currently have 7 members and it's a 9-person Board. The Executive. Director brought up the name of an interested person, Josh Cornutt. She said she had spoken to him. She said he ran "Random Access". He is a computer technician and a business owner on Kingman Street in downtown St. Albans. Part of his interest in serving on the Board is his technical expertise, she said. The station had used him on one occasion. Mr. Dugan told her if this candidate was a board member they couldn't use him. He explained that those always become problem situations such as conflicts of interest. The Executive Director agreed and suggested it might be something they could bring before the Board before they engaged him in that work.

Executive Director-I think we're trying to encourage new members to come. If Board members sign up for the longer terms, we might get people who are more willing to try a one- year term. If they see a 3-year term, they might hesitate. Mr. Dugan agreed to run for a 2-year term. Mrs. Grunewald committed to a 3-year term. Mr. Tatro went with a 2-year term. Speculation on the part of the Board was that Jill Snapp, as the least tenured person on the Board, might be interested in the a one-year slot. Executive Director- I think Larry is right. We should wait to close nominations, or even do the nominations from the floor. She inquired of David McWilliams, Joey Russo and Gregg Gervais what slots they favored. Their response was that it didn't matter to them.

7. Old Business

a. Annual Dinner Update

President McWilliams thanked Mr. Russo for taking the time to put the annual dinner together. Mr. Russo said that at the end of the day, after mailing letters and waiting for replies, confirmation had been made that the annual dinner would be at the One Federal restaurant on Saturday, September 22. The particulars were that there would be a total Cash Bar arranged for 5 o'clock and dinner would follow at 6:00 p.m.. Coffee will be served with dinner. Mr. Russo noted that the original date of the event, Saturday, September 15th had been changed because of a tribute to be held for the late Carl Timburo at his home.

An impromptu discussion opened among Board members at meeting's end when Mr. Dugan brought up the subject of legal ramifications. He said there were public organizations under the law which were required to do certain things. The Open Meeting Law is one of them. Then there are private corporations. This is a private, non-profit corporation. There are different legal ramifications for us. According to the Secretary of State, in an article that was put out in their newsletter last year, or a year and a half ago, they were asked about non-profit businesses. Are they required? The answer is no. We have no requirement as a non-profit. As corporate officers, which is what we are, we can be sued if we do not perform our legal duties as corporate officers individually, which is why we have director and officers' insurance. If we do not perform our job properly, and we know about it, then our insurance will not cover it. So I want to make sure everybody here knows that because if you don't follow the rules that you've been told then you can be sued, and I might do the suing.

Mr. Dugan-We say that we go out and we record these programs because those are public organizations. BFA is a public organization. They're not a private, non-profit organization. They used to be a private organization but they are not any more. They didn't used to have to be recorded. Now if you went down to the Co-op Creamery and said, "We'd like to tape your board meeting," then they would probably say no, because even though the co-op has a lot of members, and all of the members of the co-op can come and attend the meeting, I do believe. But it's not for public information. That's the way that they protect their members. We, too, have to protect our members. Your example a moment ago, about information that we don't necessarily want going out to everybody, is to protect those members.. We have a legal responsibility. Every dollar we have earned is a dollar that we have scraped and saved not to blow in some way like many governmental operations will do. I was working for a governmental operation at one time. They said, "Well, it's

September 15th. If we don't spend this much money by the end of the month, we're going to lose it. so let's spend it. Well, what they were spending were my tax dollars. We could do the same thing but that would be wrong. We want to have that money available for when we need it. When Comcast comes along and says to TV access stations, "You can't save that money," we are not saving it to save it. We're saving it for when there's going to be an actual need, and we perceive there's an actual need. If that need never arises, let it go back to the subscribers. I have no problem with that. And as far as the advice given to the Board from a recent guest, who said there should always be transparency, there really should not be transparency.

In answer to a question, Mr. Dugan said, As far as I'm concerned, these are private minutes that only the Board, and whoever it is they share them with, should have the privilege to access. That's the law. President McWilliams, "And there's also the viewers." Mr. Dugan-The viewers are able to come here and watch the meetings. We don't have to give that to them. It's open for them to come but we should not be making it public. That's a part of the corporation. Mr. Tatro-I have a question. Can a subscriber come in and say, "Elizabeth, I want to see your minutes from the May meeting and I want a copy." Do I have the right as a subscriber to get that? Executive Director-If you asked the Public Service Board, they would say yes. If you asked the Secretary of State, he or she would say no. That's my understanding. Mr. Dugan-Which one has the legal responsibility? Executive Director-It's the Secretary of State. We investigated that. Mr. Gervais- Whether or not they go to the public, they're still "subpoena-able". If an issue came up, they can subpoena the minutes, so you do have to be careful of what goes on record. Mr. Dugan- Everybody should always be careful of everything that they say. Mr. Gervais-That's right. That's why we approve the minutes of each meeting. Supposedly we have all carefully read them and have corrected any inaccuracies. Therefore, they represent an accurate representation of our meeting. If an issue came up, the courts could subpoena the minutes and they would be entered as evidence either for or against us. Mr. Tatro-I have a question. If I'm discussing a topic and I say to the secretary, "This is off the record." Am I hiding information? Should I be allowed that opportunity to say, "This is off the record?" Executive Director-Yes. It's not a public meeting. Mr. Gervais agreed. **President McWilliams-Is there a motion to adjourn? Mr. Gervais made a Motion to adjourn the meeting at 8:15 p.m. Seconded by Mr. Tatro. President-Is there discussion on the Motion? Hearing none, all in favor say aye. (All in favor. None opposed) Motion carried.**

NW ACCESS TV BOARD OF DIRECTORS

David McWilliams, President

Rick Tatro, Vice President

Marilyn Grunewald, Treasurer

Gregg Gervais

Joey Russo

Larry Dugan

Respectfully submitted,
Joan Jordan