

## **Minutes of the Virtual Meeting of the MINET Board of Directors, December 22, 2021, 4:30 PM**

### **In attendance:**

Board Members, present: David Ritchey, Marty Wine, Chris Lopez, Robert Mason

Not present: Michael Hicks, Tom Takacs

Staff Present: PJ Armstrong, John Cooper, Jason Saunders, Dakota Snow

Guests Present: Attorney Chad Stokes, Auditor Ryan Pasquarella, Anne Scheck, Marilyn Morton

### **Chair David Ritchey opened the meeting at 4:31 PM.**

There was no **public comment**.

### **Consent Agenda**

Minutes of the December 22 meetings. **Marty Wine moved to approve the minutes, Chris Lopez 2<sup>nd</sup>. Motion passed unanimously.**

### **Presentation of FY2020-21 Financial Audit – Ryan Pasquarella**

Ryan discussed the governance letter and audited financial statements being an audit of MINET's financial to the level of reasonable accuracy based upon testing a sample of transactions. Ryan briefly reviewed what is included in the audited financial statements. The overall summary showed substantial revenue increases, increased personnel expense due to rising employment rates and inflation, operating income running over \$1M per year, and increasing bottom lines year over year. There are no non-compliance issues.

Discussion of COVID on last year or so of financials compared to similar organizations.

### **Financial Report**

John Cooper presented the financial package. He reviewed the revenues, expenses, and resulting net operating income for November and other current financial related information. November was a normal month financially.

### **Sales/Marketing/CSS Report**

Jason Saunders gave the November sales numbers and outlined the process of what MINET is doing regarding the shutdown of cable services including customer notifications. He outlined the efforts to inform the community of EBB/ACP benefits.

Chris Lopez asked about MINET's coordination with community school systems to provide students with internet access. MINET is constantly working with WOU and Central School District officials to provide what they need.

### **Network Operations Report**

*PJ introduced Dakota Snow and outlined his experience and success with MINET*

*Dakota Snow gave the Network Operations report*

Dakota discussed the following:

- The ongoing shortage of IP addresses, IPV6, and the future of obtaining IP addresses for our customers.
- Battery replacement in the WVF hut for which the cost is covered by AFO.
- Our DIA (dedicated internet access) needs and the increase of MINET's DIA capacity with full redundancy.
- Turning over the city-wide WiFi project to CSD with MINET monitoring. Sean Irvine from the City of Independence was very helpful in achieving a solution to the Pacific Power hotspot power issue.

PJ reiterated the need for increased DIA capacity. He also shared that the voice system transition is moving forward and updates will be shared in future meetings.

## Field Operations & GM Report

PJ Armstrong will give the Field Operations/GM report during the search process.

Issues reported:

- Confirmed completion of BPON-GPON, upgraded core routing environment, and data redundancy. Upgrades continue.
- The Voice Serve transition to a new system.
- Both multi use buildings in Independence and Monmouth are close to completion.
- F Street Bridge is an open project.
- No typical December/January slowdown has been or is expected to be experienced by MINET.
- Spectrum contacted MINET to ask about using our route over the Independence Bridge and were given a negative response.

Comments: The BOD celebrates the success MINET has had to cope with winter weather. The GM confirmed that MINET is fully engaged and ready.

Questions: Is the outside plant adequately staffed? GM: There is still one open position, but it is challenging to find a qualified applicant.

**At 5:17 PM, Chair David Ritchey took the meeting into executive session,** citing:

### **Expansion Opportunities:**

*(The MINET Board of Directors will now meet in executive session pursuant to ORS 192.660 (2) (f); To consider information or records that are exempt from public inspection. Representatives of the news media and designated staff shall be allowed to attend the executive session. All other members of the audience are asked to leave the room. Representatives of the news media are specifically directed not to report on or otherwise disclose any of the deliberations or anything said about these subjects during the executive session, except to state the general subject of the session as previously announced. No decision may be made in executive session. At the end of the executive session, we will return to open session and welcome the audience back into the room.)*

**At 5:32 PM the Chair ended the executive session and return to open session.**

**At 5:32 PM, Chair David Ritchey took the meeting into executive session,** citing:

### **Cable Services:**

*"The MINET Board will now meet in executive session. The executive session is held pursuant to ORS 192.660(2)(h), to consult with counsel concerning the legal rights and duties of a public body with regard to current litigation or litigation likely to be filed. Representatives of the news media and designated staff shall be allowed to attend the executive session. All other members of the audience are asked to leave the room. Representatives of the news media are specifically directed not to report on any of the deliberations during the executive session, except to state the general subject of the session as previously announced. No decision may be made in executive session. At the end of the executive session, we will return to open session and welcome the audience back into the room."*

**At 5:38 PM the Chair ended the executive session and return to open session.**

## **ACTION ITEM**

Marty moves authorize MINET's attorney and GM to negotiate and execute a cable termination agreement and settlement fee with DirectLink.

Robert Mason seconded the motion

Unanimously approved

### **GM Search Process – Work Group**

David Ritchey: Work Group met with CCG and Cable Huston and have initial drafts for a GM's responsibilities and job description. Copies of these documents will be sent to the BOD for review. CCG is working on the best way to advertise for the position; Mr. Dawson from CCG has noted it is difficult to find qualified candidates.

Robert Mason requested copies of the job description being developed.

### **Next Meeting**

Chair: Short meeting to discuss the GM search process to be scheduled the second week of January.

Next regular scheduled meeting to be Thursday, February 24, 2020 @ 4:30.

A request was made by Chris Lopez to add the re-evaluation of the normal meeting time on the next meeting's agenda.

### **ACTION ITEM**

Chad Stokes was asked if the Independence City Manager position on the MINET BOD should automatically be transferred to Robert Mason as the interim. Chad confirmed there needed to be a vote.

**David Ritchey moves to elect Robert Mason as Vice President of the MINET Board of Directors. Chris Lopez seconded. Unanimously approved**

### **Ongoing Board Business**

Expired Franchise – No progress reported

Updated IGA – no information available

Chris Lopez commented on the need to make progress on these items as they have been outstanding on the agenda for a significant amount of time. Board discussed the process needed to move these items forward. Consensus of the BOD was to move forward with MINET's attorney drafting the needed updates to MINET's IGA for presentation the MINET BOD for discussion. The Franchise agreement would follow shortly after with the City's to draft the updates.

Comment: Documentation about BOD meetings and meeting notices is difficult to find on the MINET website. The GM will give consideration to a website update then bring it to the BOD for comment/decision.

The GM introduced Marilyn Morton, here to assist in taking BOD minutes for the foreseeable future.

**Meeting was adjourned at 6:26 PM.**