

Lake Champlain Access Television
Meeting of the Board of Directors
October 27, 2009

Present: Sam Conant (SC), Dick Pecor (DP), Peter Russom (PR), Ron Stotyn (RS)
Kary Towne (KT) and Channel Director Kevin Christopher
Guest: Michael Simoneau

Call to order: DP called the meeting to order at 5:30 pm

Approve Agenda:

RS moved to approve the agenda, (SC) second. Motion approved.

Meet with Michael Simoneau, Hickok & Boardman Realty

Michael Simoneau was here to talk with the Board tonight about the Milton property LCATV had expressed an interest in and answer any questions we might have. Jim Carroll is the owner/contact person. Michael has reason to believe that there are other people interested in this property. Due to the location and potential for future development, he feels that it would be a good investment. The Board discussed the pros and cons based on our long range plans. There was lengthy discussion on costs and our financial capacity to move forward. SC made the motion to consider moving LCATV station to a more central location for our service communities. RS second. Motion passed.

After this motion passed, the Board discussed moving forward. PR made the motion that the Board enter into a buyer's agreement with Michael Simoneau. SC second. Further discussion on this motion included DP's suggestion that the Board enter into a buyer's agreement with Michael Simoneau with the information to be closely held at this time. Motion passed.

Michael Simoneau wanted to make sure we had reviewed his buyer's agreement and were comfortable with it.

The Board wanted a provision in the agreement to confirm what we might be purchasing (development/expenses to be incurred/preexisting agreements and such). DP remarked that if we do get to the point of making an offer, we need to factor in the rehab piece and the financial data that our accountant reviewed with us. SC could get 2 contractors in to give an estimate, as everyone felt the original estimate was on the high side.

The Board began to discuss review of finances related to a potential move. We have our accountant's information. We need to go back to North Country and TD Bank North to see which one could provide the best service for us. Michael Simoneau is willing to talk with the lenders to help hasten the process.

At 6:37 pm SC made the motion to go into Executive Session to discussed contract considerations with Mike Simoneau. RS second. Motion passed. At 7:10 pm SC made the motion, PR second, to exit Executive Session. As a result of Executive Session:

- Michael Simoneau will wait until he hears he has permission to talk with lenders.
- Michael Simoneau will contact owner to begin conversations regarding our interest.
- Michael Simoneau will send a letter of agreement to LCATV.

Michael Simoneau left the meeting at the end of this discussion.

Public / Board Member / Staff Comments

There were none at this time.

Approve Minutes of 9/28/09 and 10/14/09

PR made the motion, SC second, to table approval of the minutes until next meeting.

Old Business

Service Territory: Westford—There is a survey going out in their newsletter. KC has some questions about this (including wording of the survey questions) and will contact the town clerk about possible changes. SC wondered if we should offer questions for this survey. KC will try to get the questions changed to a more positive angle. RS feels that this type of survey won't get much response.

KC has scheduled a meeting with superintendent of CCSU—Essex. He would like to make them aware of what we can offer to the community. DP will try to attend this meeting with KC.

Web Platform: Once the PayPal issues are resolved, the web platform can move forward. Information from several financial institutions was reviewed. RS made the motion, SC second, to authorize KC to open an account so that LCATV can accept PayPal deposits thus allowing purchasing on the new web platform. Motion passed.

2011 Contract: The next sector meeting is scheduled for tomorrow in Milton—legislative. On November 18, the educational sector meeting will be held at Colchester H.S.

RS and SC agreed to help KC with some one on one interviews scheduled for the near future.

DMG: Milton and Colchester libraries are okay with the changes in the DMP—reverting ownership of the equipment back to LCATV. KC plans on contacting the Georgia library staff soon. KC presented an updated draft which clearly outlines the changes. KC will work with Maureen Garafano to get the receipts, model numbers and such so that she can amend financial statements for 2008 and '09. KC will be in touch with Comcast to explain the changes.

Staff restructuring: KC presented a salary survey for the Board's review as we work on salary and contract for staff.

Policy review: The second reading of policies 7-12 was begun at this time. There were no changes in #7 and minor changes in #8. In #9, language was added around the guide for producers and clarified language about minors with disabilities. There were more changes in #10 around advertising, violations, penalties to make it clearer. There were no substantial changes to #11. In #12 there were more changes—eliminating the negotiating language and reworked the harassment portion to make it a more general piece rather than just sexual harassment. When review was completed, SC made the motion, PR second, to approve Policies 7,8,9,10,11 and 12, second reading with the changes. Motion passed.

The Board then reviewed LCATV Procedures, Complaint Form, Talent Release Form and Request to Cablecast (sections 8 and 9). KC presented a major rewrite to the *LCATV Procedures*. He added some technical issues to the *Complaint Form*. There were no changes to the *Talent Release Form*. The *Request to Cablecast (8,9)* was revised as previously suggested.

After Board review, RS made the motion, PR second, to approve LCATV Procedures, Complaint Form, Talent Release Form and Request to Cablecast (8,9) with changes. Motion passed.

KC will send the Board members a copy of the new policies. After the first of the year he will add a bylaw review as an agenda item during our monthly meeting.

New Business:

KC confirmed our next meeting in Georgia on 11/23. The December meeting will be held at the station on the 14th. It will be an open house with catered food. The Board agreed that this would be a non-alcoholic event.

Treasurer's report

KC presented the balance sheet as of 9/30/09. Total current assets are \$395,455.66 with total assets \$465,829.83. Financial statements will be revised based upon grant allocation.

Future Agenda Items:

No discussion at this time.

Executive Session:

At 7:51 SC made the motion, RS second, to go into Executive Session for contract discussion. At 8:35 pm SC made the motion, PR second, to exit executive session.

As a result of Executive Session SC made the motion to direct KC to tender our offer to staff for next year's salary. DP will meet with KC to present our offer to him. PR second. Motion passed.

Other:

KC announced there is a VAN meeting this Thursday. RS will be attending.

SC is considering various ways to support families of those deployed overseas. Colchester Rec Board is offering free scholarships to these families. Can LCATV do something? One possibility is to bring these families in to the station (or go to them) and help them make holiday videos for their absent family members. We could offer this service to our 3 towns plus Westford, Grand Isle and Fairfax. We could even offer a vacation camp for these families. RS wondered about incoming videos? Skype? SC will follow up on this.

Adjournment:

At 8:55 PR made the motion, SC second, to adjourn the meeting. Meeting adjourned.

Respectfully submitted,

Kary Towne
Secretary

Next meeting: November 23, 2009 in Georgia
December 14, 2009 open house holiday meeting at the Colchester station