



Frontier Telenet Board of Directors Regular Meeting Minutes

Pursuant to ORS 192.650 and the policy adopted by the Frontier Board of Directors (Board) on January 25, 2019, audio recordings of Board meetings constitute the official record of events transpiring at such meetings. Board meeting audio recordings are made accessible to the public via Frontier's website (www.frontiertelenet.com). The minute below are provided for convenience only.

Meeting Date/Time: December 21, 2018
Meeting Location: OSU Extension Office Conference Room
66365 Lone Rock Road, Moro, OR 97039
Meeting Minutes Approved: January 25, 2019

The regular meeting of the Frontier TeleNet Board of Directors was called to order by Judge Steve Shaffer at 10:12 AM at the OSU Extension Office Conference Room, 66365 Lone Rock Road, Moro, Oregon.

Directors Present: Judge Steve Shaffer, Judge Gary Thompson and Judge N. Lynn Morley.

Also Present:

- Ruben Cleaveland - Frontier TeleNet General Counsel
- Jeanne E. Burch - Frontier TeleNet administrative service provider
- Joseph Franell – CEO, Eastern Oregon Telecom
- Shawn Payne - Sherman County Emergency Services
- Joe Dabulskis- Sherman County Commissioner
- Tom McCoy - Sherman County Commissioner
- Jeanne Dabulskis – Sherman County resident
- Carrie Pipinich – Project Manager, Mid-Columbia Economic Development District
- Todd Cox – Day Wireless System
- Steve Wynn - Day Wireless System
- Ryan LeBlanc - Day Wireless System
- Brad Lohrey - Sherman County Sheriff
- Julie McAllister-Wynne – Administrative Assistant, Sherman County Sheriff's Office
- Gary Bettencourt- Gilliam County Sheriff
- Elizabeth Farrar-Gilliam County Judge-elect
- Kathryn Greiner - City Administrator, City of Condon

Mailing Address: P.O. Box 614, Condon, Or 97823
Physical Address: 66365 Lone Rock Rd, Moro, OR 97039

Email: info@frontier-telenet.org

Frontier Telenet Board of Directors Meeting Minutes

Meeting Date: December 21, 2018

Page 2

- Larry Kaseberg- Wasco, Oregon private citizen
- Sherry Kaseberg- Wasco, Oregon private citizen
- Mac Stinchfield – Publisher, Times-Journal Newspaper
- Dan Bubb – Owner, Gorge Networks
- Les Ruark- Rock Creek, Arlington private citizen
- Mike Smith - Frontier TeleNet administrative service provider
- Rob Myers - Frontier TeleNet administrative service provider

Participating by Telephone (as indicated below):

- Jim Deason - Frontier TeleNet, Special Counsel

Judge Steve Shaffer declared a quorum was present.

Additions to Agenda:

- Review and approval of November financials.
- Letter from Sherman County Court regarding use of dark fiber.
- Engineering quote for Cottonwood Park Project.

Minutes: Minutes of November 28, 2018 reviewed. Moved by Gary Thompson, seconded by Lynn Morley that November 28, 2018 minutes be approved as read. Motion carried with all present voting aye. It was noted that approved minutes will now be posted on the Frontier TeleNet web site.

Webmail/Email Systems Update: Attorney Jim Deason gave an update on the Frontier TeleNet web site. The web site is now operating (www.frontiertelenet.com) and agendas, minutes and records requests are available through that site. This site also contains the new email addresses.

Corporate Governance: Legal Counsel Ruben Cleaveland discussed the Frontier TeleNet Intergovernmental Agreement (IGA) and the Frontier TeleNet Bylaws. Ruben Cleaveland explained that there are new IGA and Bylaws for Frontier TeleNet. These two documents must agree. The IGA is the underlining controlling document. The procedure is to present new Bylaws at one meeting and approve at the next meeting. There must be a 15-day period between these two meetings. The biggest change in documents is removing the North Central Education District and adding an Administrative Officer. Tom McCoy suggested changes to the language in the IGA. These changes include the County Courts designating a Judge or a Commissioner to serve on the Frontier TeleNet Board of Directors. Legal Counsel will work on revised document, with suggested changes, and will be brought to the new Frontier TeleNet Board of Directors.

Public Records Request and Policy Process: There is a public records request policy, which sets forth fees for the requests. These requests need to go to one address and will be available on the web site.

Frontier Telenet Board of Directors Meeting Minutes

Meeting Date: December 21, 2018

Page 3

2019 Frontier TeleNet Officer Appointment Process: In 2019 Frontier TeleNet will need to appoint new officers for governance. This meeting needs to be held in January 2019 after the 16th of the month. The Sherman, Gilliam and Wheeler County Courts need to approve the IGA.

Financial Review: Steve Shaffer discussed the Frontier TeleNet 2018 year to date financial situation. A great deal of work has gone into a complete financial analysis of income and expense to operate Frontier TeleNet. Sherman and Gilliam County Courts were asked to consider loaning or granting \$100,000.00 each now and \$100,000.00 in the future to help solve the current situation with Frontier TeleNet. It was reported that Sherman County Court approved this loan/grant, but Gilliam County did not. Tom McCoy stated that legal counsel was working on the terms of this amount as a loan and asked how it would be paid back. Jim Deason gave a status report on erate. Jim Deason stated that every request that USAC has made regarding request has been answered and Frontier TeleNet is still waiting for their decision. Gary Thompson pointed out that in the meantime Frontier TeleNet has continued to provide service even though funds did not come in as anticipated. Sheriff Brad Lohrey, spoke to the Board about Frontier TeleNet and the fact he has been with the organization for 18 years. Sheriff Lohrey reiterated the point that it is Frontier TeleNet's job to support the system and to make sure that emergency services are provided for the three-county region.

November Financial Statement: Moved by Lynn Morley, seconded by Gary Thompson to approve November 2018 financial statement as presented. Motion carried with all present voting aye.

Ongoing/Future Projects Update: Jim Deason reported on the Sherman County Wasco-Rufus Fiber Build RFP. Attorney Deason has a question about the termination point. Asked it if should be left open-ended. Wasco 911 will need a termination point or in a vault. Does the Board want end point in Rufus or two points or none? Dan Bubb stated it needs to be the easiest point and will be good if it is Rufus. A discussion was held regarding a buried line from Wasco to Rufus with an end point at city hall. A scope of work will be included in the IGA.

Cottonwood Project: Mike Smith presented an Engineering Quote from Cushing Civil Engineering for Cottonwood State Park Project presented to Board of Directors. Moved by Gary Thompson, seconded by Lynn Morley to approve Cushing Civil Engineering Service Quote for Cottonwood State Park not to exceed \$32,500.00. Motion carried with all present voting aye.

Miscellaneous. Mike Smith reported working on following in the last month:

- Motorola Billings and Cottonwood State Park with NEPA
- Work on Budget Sheets with Steve Shaffer, Jeanne Burch and Tom McCoy.
- Working on Cottonwood State Park Towers.
- Work on Solar Site designs for Wheeler County. Solar trailers will be purchased through Frontier Telenet.
- Landowner agreements for Wheeler County Solar Sites are being prepared.

Mailing Address: P.O. Box 171, Fossil, Or 97830

Physical Address: 66365 Lone Rock Rd, Moro, OR 97039

Email: records@frontier-telenet.org

Frontier Telenet Board of Directors Meeting Minutes

Meeting Date: December 21, 2018

Page 4

- RTG cut over in Wheeler County progressing.
- Service to Spray Boy's Dorm.
- Met with Sheriff Bettencourt regarding Frontier TeleNet financial problems.

IT Update: Day Wireless: Day Wireless reported they have responded to an outage in Jefferson County and Burns. Day Wireless contacted both LS Network and Windwave regarding the outage. Day Wireless had a problem getting someone to respond to their calls. Windwave will be working on a mission-critical protocol.

Steve Wynn reported that on the public safety side everything is working well. Steve asked who is going to work on the Cottonwood Project? Steve Shaffer replied there will be a reorganization of Frontier TeleNet.

Public Comment:

- Sheriff Brad Lohrey asked who oversees Frontier TeleNet? Steve Shaffer answered that he is until the end of 2018.
- Tom McCoy: If Sherman County is going to loan money to Frontier TeleNet the County will need an agreement.
- Moved by Lynn Morley, seconded by Gary Thompson to accept a loan from Sherman County pending legal counsel review of documents. Motion carried with all present voting aye.
- Les Ruark: Interested in documents.
- Elizabeth Farrar: As Judge-elect of Gilliam County has a proposal for a loan grant to Frontier TeleNet from Gilliam County. She will be presenting this to the new Gilliam County Court in January.
- Mike McArthur: Gave a history and discussion of the original goal of the Frontier TeleNet System.

Sherman County Dark Fiber Request: Sherman County requests to let Gorge Net use one of the Sherman County Dark Fibers. Dan Bubb stated that using this dark fiber is the most effective way to complete the Sherman County Fiber Project. The intent is to connect the five cities in Sherman County and one connection to provide internet service. Moved by Gary Thompson, seconded by Steve Shaffer to work toward granting the request of Sherman County Court to allow Gorge Net the use of one dark fiber. Motion carried with all present voting aye.

Next Meeting/Adjournment: A possible meeting to elect officers of Frontier TeleNet could be scheduled for January 4, 2018 at Condon.

Frontier Telenet Board of Directors Meeting Minutes

Meeting Date: December 21, 2018

Page 5

There being no further business, the meeting adjourned at 1:45 P.M.

Approved:

 /s/ N. Lynn Morley

Judge N. Lynn Morley

Chairman of the Board

Approved by Board: January 25, 2019