



MINUTES

QLife Regular Board Meeting
Thursday, June 28, 2018
Noon
Deschutes Room, Wasco County Courthouse

Call to Order- President Mr. Hege calls the meeting to order at 12:07 p.m.

Roll Call- Tyler Stone, Tawny Cramer, Dale Lepper, Scott Hege, John Amery, Keith Mobley, Carrie Pipinich, Mike Middleton, Darcy Long-Curtiss (via phone), Dan McNeely (via Skype)

Approval of the Agenda-

There are no changes needed to the agenda.

{{{Mr. Lepper moves to approve the agenda. Mr. Hege seconds the motion, which passes unanimously.}}}

Approval of the Consent Agenda-

There are no changes or comments regarding the consent agenda.

{{{Mr. Lepper moves to approve the consent agenda. Mr. Hege seconds the motion, which passes unanimously.}}}

Financial Reports-

Mr. Stone discusses with the Board his intention to request the entire Maupin bid amount of funds from the City of Maupin. Currently the process is as follows; Van Dorn invoices QLife>QLife requests fund from City of Maupin>QLife waits until funds are received to forward to the contractor. This process can cause delay in paying Van Dorn. Mr. Middleton and Mr. Stone discuss with Mr. Ewing that after the beginning of the fiscal year Maupin can forward the funds.

Mr. Middleton addresses his reports to the Board summarizing the organization is doing well as a whole. Most transactions are going as planned and on track. Mr. Middleton's only note to the Board is the increased amount of Accounts Receivable. Ms. Cramer, Mr. Middleton and the Finance Department will be looking further into the problem and contacting vendors. One small problem was identified but further action will need to be taken to clean them up. Mr. Middleton will follow-up with the Board in July regarding this.

The Board has no further questions.

Wasco County/QLife IGA –

Mr. Stone presents the final draft of the Wasco County/QLife IGA. He notes the removal of language address the City of The Dalles on Page 2. Also, in Section 1(c) the amount of compensation to be made to Wasco County was changed from \$15,000 to the budgeted amount of \$53,350. The amount of \$53,350 will be divided and billed to QLife on a quarterly basis.

{{{Mr. Lepper makes the motion to approve the Wasco County/QLife IGA as presented. Mr. Hege seconds the motion which passes unanimously.}}}

Maupin Update –

Mr. Stone discusses the Maupin Update with the Board. He explains he has been in communication with LSN attempting to finalize an agreement which will address the pole ownership in the Maupin Project. There are a few details that each party is still defining. The intent of the agreement is to resolve all objections by WEC and thus allowing QLife and Van Dorn to move forward with construction. All pole ownership will be recorded under LSN's name which should solve the matter.

Mr. McNeely joins the meeting at 12:29 p.m. The Board asks if there are any alternatives to turning pole ownership over to LSN. Mr. McNeely explains we could make a design/construction change to move all the pole connections into our own space. Commstructure has not made an estimate yet for that sort of change but he does not think it would be \$100k-\$200k as Mayor Ewing was estimating.

It would entail making a change order with Van Dorn. It would probably include three or four thousand feet of fiber and maybe 15 poles. There would be a few pole replacements because the poles that are too short near the POP.

Mr. Stone explains the current draft of the agreement with LSN states if LSN were to sell it would need to be to someone QLife and Maupin agree to. An additional edit needs to be made stating the rights of QLife will transfer to the new owner.

Mr. McNeely goes on to say if QLife did choose to redesign it would take Commstructure at least 60 days to complete the work and get approval from WEC, it would probably take closer to 90 days. Commstructure recommends QLife and LSN come to an operating agreement that keeps the operating nature of the network alive. This is a quicker and more economical way to solve the issues with WEC.

{{{Mr. Hege makes the motion to move forward with the LSN agreement and finalize the legal document for the Board's approval. Ms. Long-Curtiss seconds the motion which passes unanimously.}}}

Mr. McNeely adds it will probably take a couple weeks for WEC to give their approval, after Commstructure makes the needed adjustments. Van Dorn will need another 60 day window, basically restarting the project.

St. Mary's Project Replacement –

Mr. Amery wanted to confirm with the Board that they had approved him to move forward with the needed backbone replacement. During the May meeting, Mr. Amery had presented the OPCs and he was under the understanding the Board would like to move forward.

{{{The Board gives Mr. Amery further consensus to move forward with the replacement as they deem it necessary.}}}

Mr. Amery adds the entire project will be accounted for in Wasco County's financial software by QLife Administration. He will prepare to go out to bid.

Executive Session-

The Board enters into Executive Session at 1:08 p.m.

The Board exits Executive Session at 1:12 p.m.

Mr. Stone addresses the Board regarding the proposed security camera addition to the Maupin Project. Mayor Ewing would like to get a recommendation from the Board and has provided a quote given by a local electrician. Mayor Ewing thought another option for the excess funds was to put the funds toward the Civic Center in Maupin.

Mr. Stone and the Board both agree the project should be completed before additional projects are committed to.

The meeting is adjourned at 1:21 p.m.

These minutes were approved by the QLife Board on _____.

Taner Elliott, Secretary