

LPC-TV Corp
Board of Director's Meeting
January 28, 2010 @ LPC-TV Studios

Those present: George Thomson, Norm Vanasse, Jean Morrill, Jay Jurkoic, Nancy Timmerman, Russ Hurlburt, Sharon Bixby and Exec Director Patrick Cody and Michelle Stinson.

Absent: Sue Pollender, Emma Coldwell, and Randy Bixby.

- I. **Quorum present** and meeting was called to order by Pres George at 5:18 PM.

- II. **11-24-09 minutes** were reviewed-it was noted the Whistleblowers Governance should be corrected to be in Bold font, The BRACC contract at the time had not been approved – it since has been for \$1200; and it was the Master Control System's report feature that was not working, Patrick noted the report feature is now fixed but it still is an issue. **Motion made by Jean Morrill, Seconded by Norm Vanasse to accept the minutes with corrections. Minutes of 11-24-09 approved with changes presented.** George also asked Patrick if he had been able to speak with Okemo yet on their need for production space? No, he called and was told Scott Clarkson is away until the first week in February. He will meet then and show him the floor plan. Sharon offered to meet with Patrick and Scott if he would like someone else to attend.

- III. **Comments & Communications**– Patrick reported he received an email this evening from Emma resigning her seat on the board. She felt badly that she has only attended one meeting and one committee meeting since being elected. She always wants to commit to 100% when she accepts a position and just feels she cannot do that at this time. The Board accepted her resignation with regret. Sue Pollender also told Patrick she cannot attend meetings due to Gary's recent health issues, the board suggested we grant her a temporary leave of absence from the board. Discussion was held as to who would be next in line for the balance of Emma's term. Patrick noted Fred was next in line. Jean made a motion to ask Patrick to ask Fred to come onto the board, Norm seconded the motion, Approved. So if he is interested we will have to move to appoint him at our next meeting to fill out Emma's seat.

Patrick noted Claudio has done work for us from time to time and since we need a floor plan to work with Black River Good Neighbor Services he has send up a Scope of Work and letter of agreement. He is donating part of his time but has a billable amount of \$640. to complete floor plans and get us through Phase 1 of the plan. He is waiving his profit and will do a schematic design for us—a digital model we can use for the presentation to the voters.

We will come back to this topic later in the meeting.

VI Move to Buildings & Grounds- This committee met recently after Jim Fuller dropped off a plan with Patrick showing BRGHS new floor plan. They have apparently

changed their minds on what they need and no longer feel the need for shared space. So they took over that square footage—certainly that would not give us enough room... we started with a need for 2500 sq feet and by their floor plan they have us at 2080. They seem to feel the split is 2/3rds for them and 1/3 for us—but we have always thought it to be 60% for them and 40% for us. The B&G committee felt it was important to have both full boards meet in a joint meeting. We have set that up for Wednesday February 3rd at 4:30 PM in the town hall conference room. All our members are urged to attend. We have to come to an agreement on the tank barn space...so we have a cohesive plan so we can all speak in one voice in the upcoming public hearing on February 23rd. We need to show we are friends and working together.

Jean, Norm and Sharon were at the most recent armory committee meeting and Jean noted the power point that is out to the public speaks of the 2/3rds 1/3rd split so once **we meet and that is corrected we have to get the power point corrected.**

Someone asked if the rent figure of \$865 was based on the square footage of 1876? Patrick said yes... certainly our rent will increase if we move to 2500 sq feet.

Question was asked if Patrick checked with other stations as to their utilities cost each month? He noted most are in free space, Brattleboro's station is the closest in size to ours and they pay \$400 a month in rent and no utilities. That sounded high to Jay... especially with a newly insulated building....

Discussion held on rent per square foot in our area-- \$12 per square is what is out there for our area. Calculations were done on the square footage we will have- the cost of the monthly rent plus an estimate of a commercial loan for \$127,000 over 20 yrs @ 4% interest which would run \$763 a month. We assumed new rent for 2500 sq feet might be \$950 making a total of \$1713 a month x 12 mos divided by 2500 sq feet = \$8 per square foot. So really this is going to be a deal....

The proposal from Claudio was brought up again. Considering we paid the last architect from Chester about \$3000 for work he did for us at the Rod & Gun Club & for the new building we considered... Claudio has already been paid \$950 for work done plus the new proposal for \$640 will be about \$1500. for plans we really need to show the tax payers.

Sharon made a motion to accept Claudio's Scope of Work and letter of agreement for \$640. as long as we can make revisions once we see it. Jay seconded the motion. Approved. Patrick will advise Claudio to proceed so we can have this for the Weds Feb 3rd meeting.

George noted at some point we have to look at the money issue. Regular commercial banks will not loan us money—where will we get a loan? Patrick noted two outlets he has been exploring- USDA Rural Development and the best one he feels is the VT Small Business for non-profits. Of course we should generate what we can first from fund raising, Capital campaign before we seek a loan.

A commercial partner like Okemo would be a great help to us but we recognize is not likely.

VII Financial Report

At the end of January we are half way through our year and all looks good. We have two more franchise payments coming in.. one shortly. We are expecting more to come in under underwriting; we had a small equipment sale and we have not yet submitted our request for capital funding from Comcast. (for building or equipment expenses) Financial report looks good.

V. Fundraising

Patrick noted the committee met a few months ago and sent out underwriting letters and have since followed up with emails. Some calls have been made- and we have received underwriting dollars from a few more businesses we have \$1800 taken in and another \$750 anticipated. We need to establish personal contact and hope they are repeat underwriters. Then this program could be profitable to us.

Back to Item IV....

IV Directors Report ~ see attached

Patrick noted we need to do short info pieces to show our need for space and urge the public to vote on Town meeting day... Jay, Jean and Sharon agreed to speak on camera. Russ will do a voice over if he is in town when it is done.

Also help is needed for Town Meeting—Sharon agreed to help. Monday March 1st.

Town appropriation requests were submitted in November. we hope to receive \$1500 from Ludlow, \$600 from Cavendish and we asked for \$400 again from Cavendish. Last year we asked for the \$400 but received \$250. Patrick expects they may do the same again this year. So we have requested \$2500. We have not yet approached Mt Holly as we do not yet tape municipal meetings there...He feels it is best to start coverage, let them see the benefits and then request funding.

VIII POLICY REVIEW-

Rite of Refusal Policy first reading was done. Presently there is nothing in our operation policies and procedures to refuse someone in violation. Note: The agenda was incorrect as it showed Governance and Whistleblowers and those have already been passed at our last meeting.

Community Bulletin Board- First reading completed. This needs to be in writing as it has not been in the past.

Patrick will email us new policies and procedures with approved dates so we can add them to our books.

VIII Other Business

Sharon mentioned after receiving an email from Patrick about an upcoming snowmobile weekend for the Side Hill Cronchers that she has agreed to tape the weekend events and also do something with them in the studio if they agree. Patrick has been urging more organizations to go on air with their news and events.

IX Set date of next meeting- Jay noted we have already established the joint board meeting with BRGNS for Wednesday Feb 3rd at 4:30 PM.

We also will plan to meet again – our board only before the public meeting on 2-23-10 so we can review our anticipated expenses for the new location. Patrick has to obtain costs for the studio lighting grid, sound proofing and flooring in the studio etc. Sharon will contact John Perry and HB Fuels about anticipated heating / AC costs. Jay said we can anticipate R-19 insulation in the walls and R38 in the ceiling... Sharon to verify this with Frank Heald. Sharon noted she had received estimate from Mike Martin from HB Fuels suggesting a gas hot air system as we will need same duct work for A/C--- Jay felt we should look at oil as it is cheaper... or radiant heat.

Patrick still wants to look at solar... Jean remarked recent reviews for Fletcher Farm Foundation did not make sense—recovery of costs to install would not be recovered for years. It was decided it is still worth looking at.

Next meeting dates: Weds Feb 3, 2010 4:30 PM and then February 10th Weds at 5 PM to review our future expenses.

**Motion to adjourn by Norm, Seconded by Jean at 6:58 PM
Approved.**

Respectfully submitted:

Sharon E.P. Bixby, Secretary
LPC-TV Corp.