



QLife Board Meeting - December Minutes

Wasco County
12/5/2024 12:00 PMPST
@ 401 E 3rd St., The Dalles, OR 97058

Attendance

Present:

Members: John Amery, Scott Hege, Greg Johnson, Matthew Klebes, Roger Kline, Stephanie Krell, Liz Lance, Mike Middleton, Scott Randall, Rod Runyon, Tyler Stone, Lee Weinstein
Guests: Andrew Daines, Cindy Gentry (remote), Nancy Werner (remote)

Absent:

Members: Kristen Campbell, Shayla Maki

I. Call to Order

President Weinstein calls the meeting to order at 12:04. Members conducted introductions of the board members. Discussion on new IGA and bylaws

II. Approval of Agenda

 [Agenda.pdf](#)

Motion:

Motion moved by Scott Hege and motion seconded by Roger Kline. Motion passed unanimously.

III. Consent Agenda

A. November 7, 2024 Minutes

 [QLife Board Meeting - November 7, 2024 Minutes.pdf](#)

Motion:

Motion moved by Scott Hege and motion seconded by Roger Kline. Motion passed unanimously.

IV. Discussion Items

A. Administration & Project Updates (Presenters: John Amery, Liz Lance)

1. IGA & Bylaw Updates

Dr. Lance provided key updates on the IGA, noting that it is now fully executed. The next step is reviewing and finalizing the bylaws, including redlined updates. Mr. Klebes raised a concern regarding voting language in section 2.9, suggesting an adjustment to require a majority of members attending and voting while also considering abstentions when only four members are present. This change would prevent a single party from dominating governance decisions. Mr. Runyon expressed concern about the implications of an unfavorable vote, while Dr. Lance shared that Mr. Klebes suggested incorporating a formal annual review of the bylaws. Mr. Kline

agreed that regular governance reviews are beneficial, and Ms. Werner proposed that Dr. Lance conduct an annual review for good governance without making it a formal bylaw requirement.

2. Business Planning Update

Dr. Lance provided an update on business planning efforts, including ongoing discussions with Regional Fiber Optic Networks and ADP. She is exploring various strategic options and will present findings to the board in an upcoming meeting.

3. BEAD Funding Update

Dr. Lance reported that the BEAD funding process is progressing well, with plans to submit a strong proposal. A subcommittee may be formed to support the funding strategy. The team will receive a 15-day notice before the application opens and will have 30 days to submit. Mr. Hege inquired about the project scope, to which Dr. Lance explained that Mr. Amery and ADP have designed a model to serve the area, ensuring compliance with program requirements, though specific build details remain undefined. Mr. Hege further asked how BEAD is identifying Broadband Serviceable Locations (BSLs), and Dr. Lance noted that BEAD is using multiple mapping sources, though some areas are either missing or mistakenly included. Mr. Amery confirmed that they have now received a list of addresses for validation. Mr. Kline emphasized that while BEAD funding is important, QLife remains committed to its broader mission, and Mr. Weinstein added that having multiple options for funding and development is beneficial.

4. BAT Update

Dr. Lance, Mr. Danies, and Ms. Pipinich recently met to discuss relaunching the Broadband Action Team (BAT), which has been inactive since 2021. Mr. Danies is reaching out to previous members and working on scheduling initial meetings, with the goal of hosting a BAT kick-off event in February. Mr. Stone and Mr. Hege noted that during past regional meetings, competition among participants was a challenge, while Mr. Klebes suggested bringing together similar entities, like QLife, to encourage better collaboration.

 [QLife Bylaws Redline of Updates 20241122.docx](#)

 [Memo to Create BEAD Finance Sub-Committee.pdf](#)

B. Aristo Technical Management Report (Presenters: John Amery)

Mr. Amery provided an update on the Aristo Technical Management Report, emphasizing the focus on meeting BEAD requirements. He noted that the processes being developed are foundational to achieving QLife's strategic goals. Ensuring compliance with BEAD funding criteria is critical to positioning the organization for success in securing and utilizing funding effectively.

 [20241125 Aristo Technical Management Report.pdf](#)

V. Action Items (Presenters: Liz Lance)

1. BEAD Finance Sub-Committee

Dr. Lance introduced a memo outlining potential financing options for the BEAD project and invited discussion on next steps. Mr. Kline inquired whether staff from participating agencies could volunteer for the sub-committee, to which Ms. Werner confirmed that CFOs and other individuals with relevant expertise could participate. Dr. Lance emphasized the need for members with experience or awareness of public bonding. Mr. Weinstein asked if volunteers should be identified immediately, and Dr. Lance encouraged anyone interested to reach out to her directly. Mr. Hege and Mr. Kline both volunteered to join the sub-committee. Dr. Lance stated that she hopes to convene the group in December, forming a working group to support and advise on financial strategies for the BEAD project.

VI. Finance (Presenters: Mike Middleton)

A. October Financial Analysis

Mr. Middleton reported that the fund balance has increased, with operations reflecting a \$111,000 increase from the previous fiscal year. Accounts receivable (AR) is slightly higher than normal, with four customers currently delinquent; however, staff is actively following up to resolve outstanding balances.

Regarding the capital fund, Mr. Middleton noted that it is 8.3% lower than last year, though he identified a typo in the report that misstated the figure. In Maupin, financial performance remains strong, showing a 16% increase from the prior year. Charges for services were as expected but were not received until November. Staff is following up with a second entity that still needs to remit its payment.

Mr. Middleton highlighted emerging patterns in AR and Maupin fees that warrant ongoing attention. All reconciliations have been completed, and no questions were raised during the discussion.

 [FY25 2024-10 October Financial Notes.docx](#)

 [FY25 2024-10 October Financial Statement.pdf](#)

VII. Executive Session (Presenters: Nancy Werner, Liz Lance)

The board enters into Executive Session at 1:01pm under ORS 192.660(2)(f) To consider information or records that are exempt by law from public inspection. ORS 192.660(2)(g) To consider preliminary negotiations involving matters of trade or commerce in which the governing body is in competition with governing bodies in other states or nations. Executive session ends 1:23pm.

 [Executive Session Script.pdf](#)

VIII. Discussion Topic

The meeting was adjourned at 1:25pm.