



AGENDA

QLife Regular Board Meeting

Thursday, September 23, 2021 | 12:00 PM

Google Hangouts - <https://meet.google.com/ybv-sgae-eki>

- 12:00 Call to Order
- 12:00 Approval of Agenda
- 12:00 **Consent Agenda** *(items of a routine nature: minutes, documents, items previously discussed)*
 - **July 22, 2021 Minutes**
- 12:05 **Finance**
 - **Financial Report, Reconciliation and Analysis** – Mike Middleton
- 12:10 **Action Items**
 - **Work Order #31 – Dry Hollow CAB Extension Amendment #1** – Matthew Klebes
- 12:15 **Discussion Items**
 - **Admin Staff Updates** – Matthew Klebes
 - o **General Updates**
 - o **PUD Bond Invoice**
 - **Aristo Technical Management Report** – John Amery
- 12:30 **Executive Session ORS 192.660(2)(f) To consider information or records that are exempt by law from public inspection and (n)(D) To discuss information about review or approval of programs relating to the security of Telecommunication systems, including cellular, wireless or radio systems.**

Old/New Business

Next Board Meeting Date: October 28, 2021 | 12:00 PM

Adjourn

**Agenda subject to change*

**Executive Session held as needed*

An executive session may, in the discretion of the presiding officer, be called based on one or more of the following: ORS 192.660 (2)(a) Consider employment issues; (2)(e) Real property; (2)(f) Consider exempt records or information; (2)(g) Competitive trade or commerce negotiations; (2)(h) Consult with counsel re litigation; (2)(m)(D) & (E) Discuss information regarding security of telecom systems and data transmission.



Consent Agenda

- [July 22, 2021 Minutes](#)



MINUTES

QLife Regular Board Meeting
Thursday, July 22, 2021
Via Google Hangouts

Call to Order President Hege calls the meeting to order at 12:02 PM.

Roll Call Scott Hege, Scott Randall, John Amery, Carrie Pipinich, Tom McGowan, Keith Mobley, Tyler Stone, Stephanie Krell, Matthew Klebes, Mike Middleton, via Google Meet: Joseph Franell, Dale Lepper, Lee Weinstein, and Dan McNeely.

Changes to the Agenda

There are no changes.

[[Mr. Weinstein moves to approve the agenda. Mr. Randall seconds the motion, which passes unanimously.]]

Approval of the Consent Agenda

[[Mr. Weinstein moves to approve the consent agenda. Mr. Lepper seconds the motion, which passes unanimously.]]

Finance

Financial Report, Analysis and Reconciliation

President Hege states that Mr. Middleton is out of town but that his financial report is unremarkable and asks if there are any questions. Mr. Stone adds that the finances look fine but are dependent on how we plan to spend the finances during the fiscal year.

Mr. Mobley asks how the Maupin funds is doing and Mr. Stone explains that it is executing at 209% because of the delayed Gorge Net and LS Network payment spanning a two year period. Mr. Klebes adds that better communication is in place for next year.

Action Items

Downtown Overbuild Project – Bid Results

Mr. Klebes refers to the bid analysis document in the packet and notes the lowest bidder was Blue Mountain Networks. He asks the Board to award Blue Mountain Networks the project and if there are any questions. President Hege wonders what the engineering estimate was and Mr. Klebes responds that it was around \$51,000. Mr. Amery adds that splicing is not included in the bid but is included in the engineering estimate.

[[Mr. Lepper moves to award Blue Mountain Networks the Downtown Overbuild Project. Mr. Weinstein seconds the motion, which passes unanimously.]]

President Hege wonders when work would begin and Mr. Amery explains that contract negotiations tend to last three weeks. Mr. Franell adds that it would take three weeks to schedule their crew and the expectation to complete the project is within the next few months. Mr. Amery notes that Blue Mountain Networks work should be complete by the end of the year and then we will come back to splice as we develop more projects.

Discussion Items

Business Oregon/NTIA Project Update

Mr. Klebes reviews the grant opportunity with the Board and informs them that a third-party will review the documents included in the packet. There is an expectation that we will receive feedback following this review before the deadline in August. Awarding will happen sometime in November. Mr. Stone adds that at \$5M, this will be the biggest project ever undertaken by QLife and shows how much funding is out there to pursue which will have a significant impact on the rural broadband mission.

Mr. Klebes remarks that the project includes building 28 miles of fiber and which we did not do during the Maupin project. The ISP's we worked with at the time built the fiber. The cost estimate also includes insuring the asset.

Mr. Mobley asks if the fiber will be open access and Mr. Klebes confirms that it will be. Blue Mountain Networks' contribution is substantial so they will have an IRU for 20 to 30 years.

President Hege asks of the likelihood that we will be successful in receiving the grant funds and Mr. Klebes explains that there is an urgency to getting out these grant dollars with an emphasis on the state applications. Ms. Pipinich adds that it is a brand new funding program so there are some unknown factors.

President Hege asks which other counties were chosen for the Business Oregon application and what their scale and scope are. Ms. Pipinich says that she can find out more about the scope but knows that Benton County will receive \$6.6M for 4,500 homes, Grant County will receive \$2.1M for 362 homes, Wasco County will receive \$4.6M for 613 homes, and Josephine County will receive \$6.3M for 1,710 homes.

Mr. Klebes remarks that the original plan included Sportsman's Park but it has been removed along with the 100 homes. It is still on the radar in case funding comes in while we are already building in South County. Mr. Stone adds that we are actively looking at how to complete the segment for Sportsman's Park with this project by exploring other grants and/or American Rescue Act (ARA) funds.

President Hege asks where the source of the \$1M match will be coming from and Mr. Klebes says likely the QLife Capital fund but ideally we would use ARA funds. President Hege asks how we would deploy fiber at the fairgrounds and Mr. Stone responds deployment would be wireless.

Commstructure Work Order #32 – NESC OPUC Compliance

Mr. Klebes refers to work order #32 included in the packet and explains that it deals with a yearly pole inspection by Commstructure. Mr. McNeely adds that this is a routine inspection where they inspect 10% of the poles for repair and violations and usually turn up some minor issues. Mr. Amery asks how much of QLife's assets are inspected and Mr. McNeely explains that 10% are inspected each year moving along the network footprint.

CGCC Scholarship Acknowledgement Letter

Ms. Krell refers to the scholarship acknowledgment in the packet and reminds the Board that we donated \$2,000 to electro-mechanical students at CGCC. The Board asks her to invite the scholarship recipient to an upcoming meeting.

Aristo Technical Management Report

Mr. Amery informs the Board that there are no current damages to report and that the Fiber Guys have completed their punch list for the Curtis Homes project. Next, we are focusing on fiber to the home (FTTH) solutions with ISP partners.

Mr. Klebes reminds the Board that they expressed interest in a QLife site visit and asked if they were still interested. President Hege remarks that it could be of value and Mr. Amery suggests visiting the colocation space.

President Hege asks if Lone Pine is complete and Mr. Klebes replies that we are only waiting on USAC reimbursement for the construction costs QLife invested. President Hege wonders if we have customers in that area yet and Mr. Amery responds that we are still ironing out FTTH but working on different concepts. Mr. Lepper adds that the connection at Water's Edge is working great and notices a big difference.

Mr. Mobley informs the Board that a doctoral student from UC Berkley reached out to him about the history of QLife and sat in on the first strategic planning session. She has written a paper and emailed a draft to Mr. Mobley. He will share it with the Board.

Mr. McGowan asks about The Dalles to Tygh Valley project and if it is aerial or underground fiber. Mr. Klebes explains that it would be a bit of both; aerial where poles currently exist and underground near the wildlife preserve and in any gaps along the highway. President Hege wonders if it is less expensive to install poles where there are gaps and Mr. McNeely responds that installation is an option and can be more cost effective in some cases. Mr. Amery adds that maintenance costs increase as fires move through and area and infrastructure is aerial.

The meeting is adjourned at 1:00 PM

The next regularly scheduled board meeting is set for August 26, 2021.

These minutes were approved by the QLife Board on _____.

Lee Weinstein, Secretary



Financial Reports

- [August Financial Analysis](#)

Qlife – Financial Analysis for August 2021 Financial Statements

The financial statements for through the 2nd month of the 2022 fiscal year (FY22) are presented. The statements are intended for the use of management and are not audited. The expected straight-line assumption for accounts is 16.7% (2/12). This is typically a good starting point for analysis.

Operations Fund

Total revenues of the fund are \$132,055. This is a 17.8% execution rate but also \$28K less than the actuals for last fiscal year. The amount is all utility service charges and is on budget.

The accounts receivable are not included in this report due to working through the new software. It will be included in the reporting next month.

Interest is down compared to last fiscal year. This is due to the decreased interest rates.

Expenditures are for the most part in line with expectations. The exceptions are:

- Contacted Services – Legal 95.0%
- Administrative Costs 89.1%
- Dues & Subscriptions 160.1%
- Scholarship 100.0%

These exceptions will require research by Finance – the reason may be timing or improperly coded expenses.

As it sits now, the fund balance is decreasing by \$68,235. While a decrease of the fund balance is planned, this is a bit faster than expected. This seems to be timing – the Administrative costs are running about \$45K ahead of schedule.

Capital Fund

Revenue has a large spike, this is due to a billing submitted for \$152,851 that had not been considered in the budget. Other than that, there is nothing out of the ordinary in the revenue here.

Expenditures to date have been minimal.

The fund has an additional \$5 million built into it in case any of the available grant funds can be claimed. In that event, the budget is prepared to utilize the additional funds. If not, the \$5M in revenues and expenditures will not be utilized.

Maupin Fund

The Gorge.Net receipts are in revenues. Interest is down.

No expenditures have been recorded yet.

The fund is growing due to no expenditures. There should be some charges for wifi if nothing else. Finance will investigate.

Summary

The funds are in good positions. However, with the implementation of the new system, there are discrepancies Finance will be investigating.



Action Items

- [Work Order #31 – Dry Hollow CAB Extension Amendment #1](#)



**WORK ORDER NO. 31
AMENDMENT NO. 01
TO AGREEMENT FOR PROFESSIONAL SERVICES**

BETWEEN

Q-Life Network
511 Washington Street, Ste. 101
The Dalles, Oregon 97058

and

Commstructure Consulting, LLC
811 Railroad Avenue
Oregon City, Oregon 97045

The terms and provisions of the Agreement for Professional Services between Q-Life and Commstructure apply herein unless otherwise specifically revised.

Date: September 20, 2021

Project: Dry Hollow CAB Extension

Time of Completion:	Contract Price:
Original Work Order: <u>December 31, 2021</u>	\$14,000.00
This Work Order: <u>June 30, 2022</u>	\$ 5,500.00

Description of Amendment:

The purpose of this amendment is to extend the expiration date of the original Work Order and add RFP, Bid Process & Construction support to the Scope of Work as noted in Scope of Work in Exhibit A of this amendment.

See attached Exhibits:

Exhibit A - Scope of Work

Exhibit B - Schedule for Work Completion

Exhibit C - Schedule of Compensation

Approved By:

Q-LIFE

COMMSTRUCTURE CONSULTING, LLC

By: _____

By: 

Title: _____

Title: President & CEO

Date: _____

Date: September 20, 2021

EXHIBIT A – SCOPE OF WORK

RFP, Bid Process & Construction

- ❖ Competitive Bid Document & Specification Preparation
- ❖ Host and/or Attend Bid Meetings (As-Required)
- ❖ Receive, Summarize and Compare Contractor Bid Pricing and Submittals
- ❖ Contractual Negotiation & Documentation
- ❖ Q-Life Project Lifecycle Management & Support

EXHIBIT B – SCHEDULE OF WORK COMPLETION

The schedule of this Work Order Amendment is to commence upon approval and execution of this Work Order and Notice to Proceed by Q-Life.

The Term of the Work Order is from the date of execution of this document until June 30, 2022. The term of the Work Order may be extended upon approval from Q-Life based on remaining available and unbilled budget.

EXHIBIT C – SCHEDULE OF COMPENSATION

Technical Consulting Services shall be performed and provided as described in Exhibit A-Scope of Work, and in accordance with the terms, provisions and rate schedule of the Agreement for Professional Services on a Time and Expense (T&E) basis as follows:

Total Hourly Fees Estimated:	\$ 5,500.00
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Payment terms are as follows:

- Commstructure will issue monthly invoices for the compensation due as a result of services provided under this Agreement to that time, less services previously billed
- All other terms and conditions apply in accordance with Section 3 of the Agreement for Professional Services
- Additional services related to this project or modification of this work order shall be negotiated and approved by written amendment to the original work order



Discussion Items

- [Admin Staff Updates](#)
 - General Updates
 - [PUD Bond Invoice](#)
- [Aristo Technical Management Report](#)

Oregon Trail Insurance

409 W 4th Street
The Dalles, OR 97058

INVOICE

Tel. (541) 296-2395 Fax (541) 296-6143

Entered on: 08/25/21

Producer: OTI

Entered by: CC

Quality Life Network
511 Washington St., Ste. 101
The Dalles, OR 97058

Customer	Date	Invoice #
21777	10/07/21	065006
Policy Number	Policy Effective	Policy Expiration
52BSBFJ6722	10/07/21	10/07/22

Please detach and return with remittance

Amount Remitted \$ _____

Policy: 52BSBFJ6722

Effective: 10/07/21 to 10/07/22

Company	Classification	Transaction	Description	Premium	Credit
Integrity Surety Underwri	Bond	Renewal Business		1,500.00	
Integrity Surety Underwri	Bond	Fees		100.00	
Premiums are Due and Payable on the Effective Date of the Policy				Please Pay This Amount	1,600.00

Oregon Trail Insurance 409 W 4th Street The Dalles, OR 97058 Tel. (541) 296-2395 FAX (541) 296-6143

Aristo Networks LLC
Technical Management Report
By
John Amery
9/21/2021

Items of Interest:

- QLIFE damages.
 - No new damages to report.
- FTTH options
 - Working with Administration on potential FTTH options



Executive Session
