

**BOARD OF DIRECTORS
Special Meeting
February 28, 2013**

A G E N D A

5:30 P.M.
Offices of the Corporation

1. Roll Call

Page No.

James Fisher, Tess Fitzgerald, Denise Gallant, Keith Gudger (Chair), Joe Hall, Caryn Machado, Jennifer Pittman, Mathilde Rand, Doree Steinmann, Lou Tuosto, Adam Wade [quorum is six]

2. Oral Communications

CONSENT AGENDA

3. Approve Minutes*
Regular Meeting of January 24, 2013

REGULAR AGENDA

Page No.

4. Action/discussion re: Revised 2012-13 Budget *

5. Action/discussion re: Contract with CMAP

REPORTS AND CORRESPONDENCE (non-action items):

Page No

6. Report of the Executive Director re Cabrillo Meeting

CLOSED SESSION

7. Adjourn to Closed Session pursuant to CA Gov Code Section 54957.6, Conference with Labor Negotiator, unrepresented employees. Title: All CTV Employees

8. Report Out from closed session

9. Adjournment

Any person may address the Board during its Public Comment period. Each presentation will be limited to three minutes and individuals may speak only once during Public Comment. A maximum of five minutes will be set aside for this period at this meeting. If the period runs beyond five minutes, the Board may, at its discretion, allow time at the end of the meeting for additional public comment. All comments must be directed to an item NOT listed on today's agenda and must be within the subject matter jurisdiction of the Board. Preference will be given to individuals who did not speak at the previous Board meeting. All speakers must address the entire Board and will not be permitted to engage in dialogue. Speakers are requested to sign the sheet designated for that purpose so that their names may accurately be reflected in the minutes of the meeting.

Regular Agenda Items: Members of the public may speak on any item on the agenda. Each presentation will be limited to three minutes. The maximum time devoted to public input on any item will be determined by the Chair.

* Material included in Agenda Packet

**FINANCE COMMITTEE
SPECIAL MEETING
February 28, 2013**

A G E N D A

5:00 P.M.

Offices of the Corporation

Roll Call, Finance Committee: Tess Fitzgerald, Keith Gudger, Joe Hall (Chair), Jennifer Pittman, Lou Tuosto

1. FY 2012-13 Budget
Review and consider recommendation to the Board to approve budget adjustments as proposed by the Interim Executive Director.

Agenda Items: Members of the public may speak on any item on the agenda. Each presentation will be limited to three minutes. The maximum time devoted to public input on any item will be determined by the Chair.

DRAFT
ACTION SUMMARY MINUTES
Community Television of Santa Cruz County
Regular Board Meeting
January 24, 2013

1. Roll Call

Voting Members Present: James Fisher, Tess Fitzgerald, Keith Gudger, Joe Hall, Caryn Machado, Jennifer Pittman, Mathilde Rand, Lou Tuosto,

Voting Members Absent: Denise Gallant, Doree Steinmann, Adam Wade

2. ORAL COMMUNICATIONS:

Ron Holman addressed the Board

3. APPROVED Consent Agenda containing the following actions, tabling Item 5 to a future meeting:

- Minutes of November 15, 2013 Organizational Board Meeting
- Minutes of December 3, 2013 Special Board Meeting
- Accept the Financial Statements as of December 31, 2012
- Review of the CTV Tax Year 2011 IRS Form 990

Maker: Hall
Second: Machado
Ayes: Fisher, Fitzgerald, Gudger, Hall, Machado, Pittman, Rand, Tuosto
Nays: None

4. ADJOURNED to closed session pursuant to CA Gov Code Section 54957.6, Conference with Labor Negotiator, unrepresented employees.

5. REPORT OUT from closed session:

APPROVED Interim Executive Director be given the authority to begin taking the personnel steps necessary to initiate the transition process, including by not limited to developing servance packages for the affected employees affected by the transition.

Maker: Hall
Second: Fisher
Ayes: Fisher, Fitzgerald, Gudger, Hall, Machado, Pittman, Rand, Tuosto
Nays: None

6. ADJOURNED to Special Meeting of February 28, 2013.

Respectfully submitted by:

Alie Welch, CTV Board Clerk

REVISED DRAFT Master Budget w/DIVCA Breakdown (March 2013)
 Community Television of Santa Cruz County
 Fiscal Year 2012-2013

			Notes/Footnotes/Explanations
	Account	Total	
CAPITAL REVENUE	4000		
County Operating/PEG Fees *	4100	518,775.00	No Change
City of Capitola PEG Fees Estimated	4103	20,000.00	No Change
Wats/Cap/County Reimb. Charter *	4107	18,530.00	No Change
TOTAL CAPITAL REVENUE	4000	557,305.00	
CAPITAL EXPENDITURES	5000		
Facility	5100		
Facility Insurance (SPIP)	6701	2,978.00	No Change
Leasehold Improvement/Capital	7058	0.00	No Change
Facility Maintenance/Security Services	7400	3,500.00	Decreased to make budget
Facility Supplies	7401	750.00	Decreased based on current costs
Facility Utilities	7900	22,000.00	Increase due to Rising Utility Costs
Total Facility Expenses	5100	29,228.00	
Equipment	5200		
Database Development	7011	2,750.00	Increased due to transition to an Automated System
Equipment Repair	7051	2,250.00	Reduced due to Grant Completion
Equipment Replacement/Capital **	7052	177,000.00	\$20,000 current w/\$155,000 pursuant to release of County Funds
Equipment Replacement/Non-Capital	7053	2,500.00	Increased due to Actuals from 2012-2013
Office Equipment/Capital	7056	1,600.00	No Change
Office Equipment/Non-Capital	7057	400.00	No Change
Production Truck/Capital	7054	0.00	No Change
Production Truck/Non-Capital	7060	0.00	No Change
Production Truck/Repairs/Maint.	7061	1,000.00	Reduced due to Grant Completion
Capital Support Expenses	7105	2,000.00	No Change
Copy Machine	7215	5,000.00	No Change
Telephone/Telecommunications	7700	3,000.00	No Change
Total Equipment Expenses	5200	197,500.00	
TOTAL CAPITAL EXPENDITURES	5000	226,728.00	
PROJECTED CAPITAL BALANCE		330,577.00	
OPERATING REVENUE	4300		
City of Watsonville Government Meetings	4102	5,970.00	No Change
Memberships	4110	8,500.00	Reduced due to Actuals 2012-2013
Administration Fees	4111	500.00	No Change
Production Services - Media Dubbing	4112	5,000.00	Reduced due to Actuals 2012-2013
Underwriting & Sponsorships	4114	2,000.00	Reduced Due to Cancellation of CTV Sports Production
Digital Media Sales	4115	1,000.00	No Change
Classes	4130	9,000.00	Reduced due to Actuals 2012-2013 (Less Classes Taught)
Third Party Agreements	4135	1,000.00	No Change
Donations	4165	1,200.00	Reduced due to Actuals 2012-2013
Grants	4166	26,320.00	For New Grants Applied For (JIFG Completed)
Misc. Income/Interest Income	4185	500.00	No Change
Production Services - Production/Other Gov. Mtgs.	4200	31,500.00	Reduced due to Actuals 2012-2013
Special Event Revenue	4600	9,000.00	Increased due to Board doing more Fundraising for Events
Total Operating Revenue		101,490.00	
TOTAL OPERATING/GRANT RESIDUAL	4300	101,490.00	

OPERATING EXPENSES	6000	
PEG Access Services & Supplies	6500	
Advertising	6100	5,200.00
Bank Charges	6300	850.00
Dues & Subscriptions	6600	1,300.00
Liability, Broadcasters & D/O Insurance	6700	8,022.00
Office Supplies	7100	2,500.00
Postage/Freight	7200	2,000.00
Printing	7205	2,000.00
Facility/Equipment Rental	7300	1,590.00
Licenses/Fees/Misc. Taxes	7640	7,250.00
Total PEG Access Services & Supplies	6500	30,712.00
Contract Services	6800	
Audit/Payroll Services	6900	13,700.00
Contract Services - Studio Production	7001	1,500.00
Contract Services - Janitorial Services	7003	4,380.00
Contract Services - Board Clerk	7005	3,150.00
Consulting/Producing (Includes CMAP Contract)**	7010	76,827.00
Contract Services - Legal Fees	7110	3,000.00
Contract Services - Field Production	7910	4,000.00
Total Contract Services	6800	106,557.00
Staff Development & Fundraising Expenses	7000	
Newsletter/Brochure/Annual Reports	7210	1,000.00
Training & Conferences	7405	1,950.00
Travel & Meals	7800	2,500.00
Retreats/Events	7920	2,000.00
Special Events Expenses	8600	1,500.00
Total Staff Dev. & Fundraising Expenses	7000	8,950.00
Operating Salaries/Benefits	7500	
Executive Director	7510	54,401.10
General Technician	7517	22,464.00
Program Coordinator	7520	42,082.56
Technology Coordinator	7525	6,240.00
Access Facilitator	7530	39,644.80
Admin. Coordinator	7535	30,576.00
Playback Technician	7540	30,284.80
Production Supervisor	7541	38,480.00
Operations Coordinator	7545	47,715.20
PT Access/Government	7585	8,000.00
PT Access/Trainers	7586	7,500.00
PT Education Coordinator	7588	15,000.00
PT Access/Production Asst.	7589	16,000.00
Total Operating Salaries		358,388.46
Payroll Taxes	7621	36,620.62
Worker's Comp	7635	6,343.48
Health/Dental Benefits	7630	58,495.44
Contract Stipend	7663	10,000.00
Total Benefits & Taxes	7500	111,459.54
TOTAL OPERATING EXPENSES	6000	616,067.00
PROJECTED OPERATING BALANCE		-514,577.00
TOTAL BALANCE CAPITAL/OPERATING		842,795.00

Reduced due to Grant Completion
Reduced due to Actuals 2012-2013
Increased due to Actuals from 2012-2013
No Change
Increased due to Actuals from 2012-2013
Reduced due to Actuals 2012-2013
Reduced due to Actuals 2012-2013 (Less Costs/New Copier)
Reduced due to Grant Completion
Increased due to Actuals from 2012-2013 (Parking Fees Inc.)
No Change
Reduced due to Actuals 2012-2013
Increased due to Actuals from 2012-2013 & Special Services
New Contracted Service Line Item
\$49,827 current w/\$27,000 pursuant to release of County Funds
Increased due to transition costs
Reduced Due to Cancellation of CTV Sports Production
Reduced due to Actuals 2012-2013
Increased due to Proposed Employee Training
Increased due to Actuals 2012-2013
Reduced due to Actuals 2012-2013
No Change
Position reduced to reduction of hours
Position reduced and unfilled for 7 months
No Change
Position unfilled
No Change
No Change
No Change
No Change
No Change
Increased due to Actuals 2012-2013
Reduced to Actuals 2012-2013
Position Eliminated - JIFG Grant Completed
Increased due to Actuals 2012-2013
Reduced due to Less Staffing
Reduced due to Less Staffing
Increase due to Estimated Health Ins. Increase of 12%
No Change

Estimated County PEG Fees	727,250.00
15% Reserve Account	-83,692.00
Haber Lease	-106,253.00
<i>*Actual County Revenue Net</i>	<i>537,305.00</i>



Contract of Services

Community Television of Santa Cruz County, Inc. (CTV)

And

Community Media Access Partnership, Inc. (CMAP)

Fiscal Year 2012-2013

DATE: March 18, 2013

Parties: Community Television of Santa Cruz County, Inc. (CTV)

And: Community Media Access Partnership, Inc. (CMAP)

This contract is intended to govern the work to be performed by CMAP staff to help transition CTV and CMAP into a Regional Partnership Memo of Understanding (MOU) or contract for Fiscal Year 2013-2014 and 2014-2015. Deliverables will include a completed MOU or Contract, transitioning some current workload to an automated system, completing an organizational chart for fiscal year 2013-2014 and fiscal year 2014-2015, completing a budget for Fiscal Year 2013-2014 and Fiscal Year 2014-2015 and finally a transitional plan that establishes these changes. This work will be completed in concert with the current Interim Executive Director of CTV and needed CTV staff and CTV equipment and space, as needed. This contract works in concert to the previous contract signed by CTV and CMAP dated November 15th, 2012. This contract is written pursuant to the County of Santa Cruz releasing such funds at their March 19, 2013 Hearings.

TERMS:

CMAP understands and agrees to the following scope of services:

- March, 2013: IT Consultant will work on data base movement, coordination with IT staff at the County of Santa Cruz, ordering and coordinating purchases, working with program staff, develop workflows, continuing new infrastructure models, visit Denver and learn DOM's tools, develop contract with DOM to manage CTV's new tool set, oversee or doing digitizing process, participate with the county in cutover process. CMAP time will be 3 days a week during this phase.
- April 2013 Receive new equipment mid month, begin install process and work with county IT staff to schedule cutoff date. I.T. time will be 4 days a week during this phase.
- May 2013, I.T. Will install new equipment, implement cutover of channels to new broadcast server, and develop RFP for Tannery build: Engage architect re: technology infrastructure. CMAP time 4 days a week during this phase.
- June 2013, Manage personnel transition, work with contractor on Telvue, and continue to streamline new server workflow. CMAP time 4 days a week during this phase.

- May/June 2013, CMAP will provide a .75 FTE “Development Coordinator” for the purposes of expanding and creating new a development strategy and plan with an emphasis on new resources and sustainable resources for CTV.

CMAP/CTV agree that the amount of this contract does not exceed \$29,000 and that this contract and the previous contract signed on 12/09/12 work in concert toward transition goals.

CTV understands and agrees to the following:

- CTV will collaborate and work closely with CMAP to accomplish the above listed items.
- CTV will reimburse invoices within two weeks of receiving an Invoice from CMAP.
- CTV will make available CTV staff, equipment and office space, where needed, to accomplish the above listed goals.

GUARANTEES:

CTV indemnifies CMAP, its agents and staff and warrants its performance under the terms of this Contract without recourse.

This document is signed Pursuant to CMAP and CTV Board Resolutions.

Lynn C. Miller – Interim Executive Director - CTV

Date

Kathy Bisbee – Executive Director – CMAP

Date



RESOLUTION OF THE BOARD OF DIRECTORS OF
COMMUNITY TELEVISION OF SANTA CRUZ COUNTY

RESOLUTION NO.: 001-2013

On 02/28/2013, at a special noticed and convened meeting of the Board of Directors of Community Television of Santa Cruz County, also known as "CTV", the Board adopted the following Resolution of the Board:

Pursuant to release of additional County funds,

1. To contract with CMAP to provide executive consultation and information technology from December 3, 2012 through June 20, 2013.
2. The Board further resolves that these funds are available through additional County funds.
3. The contract shall not exceed \$27,000.
4. This contract is in concert with the prior contract signed on 12/03/2012.
5. The Board authorizes the Interim Executive Director to sign this contract on behalf the Board.

I, James Fisher, Secretary of the Board of Community Television of Santa Cruz County, hereby certify that the foregoing Resolution of the Board was duly adopted and inserted into the Minutes of the Corporation.

Dated: _____

James Fisher – Secretary of the Board

Keith Gudger – Board Chair