

Public Access Corporation of the District of Columbia
901 Newton Street, NE, Washington DC

Board of Directors

By Conference Call

Special Meeting Minutes
April 15, 2020

Present: Cynthiana Lightfoot, Chair; Pedro Alfonso, Vice Chair/Treasurer; Kevin Goldberg, Secretary; Michael Freedman, Barbara Davis Blum, Debbi Jarvis. Nantz Rickard, President & CEO.

Call to Order. Lightfoot called the meeting to order and welcomed everybody.

Lightfoot said besides holding this meeting to take care of any business, it's an opportunity to check in with each other and with everything going on at DCTV in this unusual time. She'd like to see how everybody is doing. She noted that the Board has had regular bi-weekly updates and have been able to see how fast things are moving and how DCTV is adapting and fulfilling our mission in critical ways. She said after getting an update, the Board will discuss next steps regarding the renovation, consider a recommendation from staff for increasing community engagement with DCTV during COVID-19, and set a date and time for a meeting in May. Lightfoot said she would also like to hear any thoughts on how the Board would like to be communicating during COVID-19.

President's Report

Rickard reported that in general, the goal is to use the opportunities presented in this challenging time, even during COVID-19, to meet our goals for expanded participation and investment in DCTV. This includes expanding engagement to:

- Reach every public school student and family, so they know of DCTV before the student graduates
- The many new residents of the city learn about and value DCTV
- The nonprofit organizations and their communities, so they see how they experience substantially increased impact in our communities from their participation with DCTV
- Continue to ensure there are more ways to participate, and more people participating

As a result of expanding engagement, organizations, businesses and people want to support and invest in DCTV, which becomes the basis of diversified revenue and supporters

In light of our goals, in this crisis, we have opportunities to be of critical value to our communities, and to reach new stakeholders and participants at an unprecedented level

Each of the initiatives we are undertaking advance these strategic goals.

Rickard updated on the following initiatives:

DCPS

- Intense work with DCPS continued, to reach the 1/3 of students who are not online with Distance Learning;
- DCTV launched this morning (April 15) for 3rd through 12th grade programming
- The programming will be 5 days per week, 9:30 am to 3:30 pm
- Starting next week, the Smithsonian Institution National Museum of Natural History's educational youth series, *Science How*, is to be moved from its usual timeslots to telecast just before and just following the school programming
 - Rickard wrote, then worked with Lawrence Cooper, General Counsel at OCTFME, to finalize a template licensing agreement for third party content for DCPS to use
 - Completed building and testing DCTV's system developed for and dedicated to receiving DCPS content
 - Staff is now working on adapting the training we had developed for our nonprofit Media Capacity Grant grantees to help the selected teachers with training in the use of remote devices
- We are still advising and working with DCPS to help them find the right solution for adding closed caption to the content.

Goldberg asked if we are promoting our work with DCPS. Rickard said we are working on media advisories, and have sent some out to contacts.

Improved Telecast System Capability

- Rickard reported that in order to quickly provide updated information on the channels, including information about our programming schedule, we worked with our telecast system vendor to activate and customize the scrolling feature on all channels, and allow an easy means of editing the scroll content by staff;
- The scrolling feature previously could only take RSS feeds from other sources; we can now develop and scroll our own messages
- This scrolling feature launches today on the channels as well

NPO Grantees

- We launched the next round of NPO Media Capacity Grantees
 - Both on the onboarding call and in every activity since, the nonprofit leaders expressed that they are VERY grateful that we are moving forward, saying that our grant and services are extremely critical to them at this time
- Of the 43 Grants we offered, we have 34 Grantees for this Cycle (a total of 66 Grantees we are currently serving)
 - Received a total of \$57,750 in grant matches
 - Payments of \$24,000 in grant matches are pending payment (we've allowed delays due to COVID-19)

- 9 NPOs declined because they were unable to pay the Grant match, which would have been an additional \$18,750 in revenue from grant matches

Gold & Network Gold:
 Waiting for: \$21,000 – 8 Nonprofits
 Received: \$53,500

Silver (no Network Silver)
 Waiting for: \$1,250 – 1 Nonprofit
 Received: \$1,250

Bronze & Network Bronze:
 Waiting for: \$1,750 – 2 Nonprofits
 Received: \$3,000

DECLINED:
 All levels: \$ - 18,750 – 9 Nonprofits

- We are convening a weekly community gathering of NPO leaders to provide a much needed support community, and to provide important resources to them;
 - The first was led by one of the few NPO CEOs who has actual experience managing a nonprofit organization during an epidemic (Ebola)
 - the most recent in the series was last Friday, with guest, Manny Cosme, CPA. He provided details on the CARES Act, and responded to individual questions;
 - he has offered to provide pro bono assistance to our NPOs grantees to develop their applications for them
- The NPOs are very happy with the work DCTV is doing with them
- Staff is working on how to revised Appearances since we are not able to produce traditional original programming. As part of this:
 - We are researching technological tools to create expanded capacity for inviting NPOs to appear on our channels with important messaging during COVID-19
 - We are testing, and we may be adding technical upgrades to Studio A:
 - for live interview capability via a zoom or skype type service, with high production quality
 - and, to the greatest extent possible, upgrade the technology to support creating these productions entirely remotely without losing quality
 - We are also working on the revised logistics to maximize the ability for NPOs to participate

Jarvis said that WHUT is using Skype tied into the studio, and Zoom Pro for other events, like an alumni call.

Outreach to current Programmer NPOs and new NPO Programmers

- About 52-55% of our total programming is regular, new programming from religious organizations and churches

- We're reaching out to them to provide them with ideas, instruction and assistance to be able to continue reaching their congregations/communities even during the shelter in place restrictions on gathering
- We're also reaching out to religious organizations who have not used DCTV in the recent past or ever, since their needs may also be served by being able to program on DCTV

Board of Elections

- We've started work with the Board of Elections to inform voters how they can vote during COVID-19 restrictions.
- Messaging is up on our channels that all voters will be receiving Absentee Ballots
- As soon as they work out their Vote Safe Campaign, we'll be working with them to get the word out
 - Their goal is to make sure all voters have some way to learn about and participate in voting
 - For many reasons, they will need to have some safe voting sites in addition to absentee balloting
 - They also have heightened needs for getting information out and are exploring the use of virtual town halls hiring our creative services and production capabilities

Election Campaigns

- One of our goals for each campaign has been to reach out every bona fide candidate, and have them come into DCTV to produce whatever message they want to get out to voters; nobody goes into major office without knowing DCTV, and having a good experience with us
- Due to COVID-19 restrictions, we can't do this for this primary coming up on June 2
- To meet this goal, our technology research is taking into consideration having the ability to support production of virtual messaging by candidates to run on our channels, to help inform voters; this would replace our usual candidate messages we produce each year
- Since candidates have reduced means of reaching voters, we will likely expand the format of how we present candidates, to allow longer time, and so they can address a broader range of topics

Mold Remediation Cost

The cost of the inspections and mold remediation was \$14,333, and thankfully, was much less extensive than estimated by the first company.

Brooks Mansion Lease

The financial documentation requested by DGS to use as a basis for developing lease terms was completed and provided to them.

We substantiated the amount we spent on the initial renovations (\$1,245,099), and sent them wan itemized list by year of the amount that we have spent since 2004 (\$2,388,579) for a total of \$3,633,678 over the life of the lease thus far.

This is an average of a little over \$200K per year, which is considered part of our cost for occupying the building. (\$17.80-\$19 SF)

I provided the Board the email from DGS stating they are preparing the Lease and terms.

In response to a question, Rickard said the cost of renovations are always structured as a rent offset and must be negotiated.

Financial Analysis

- Thank s to Michael for providing his thoughts and guidance on outsourcing our finances; Michael’s knowledge and insights about potential pitfalls was a big help when we needed to move in this direction
- Migrating finances to CFO Services Group is underway. They are a DC-based, minority owned and operated company.
- We are working on revising our budget structure and chart of accounts to have better tracking of projects and programs automated and ongoing, easily accessible data for analysis
- We will not have information about the impact of COVID-19 on cable revenue until we receive the checks due at the end of April, and in the subsequent quarter
- Besides potential cutting of cable service, gross revenues that are the basis of our payments may be affected in other ways, including:
 - There is an order in place that cable operators cannot cut service for nonpayment of cable bill
 - Reduction of Service: A cable provider can reduce the service to basic only, but can’t disconnect for non-pay.
 - Deferred Revenue and no Late Fees: Each cable provider has put into place programs to address payment (no disconnects; no late fees; flexible payment plans) 60 days
- We’re pulling together information to analyze our revenue & budget projections, through COVID-19 and beyond, so we have data for making decisions; cable revenue is the big variable.

Renovation General Contractor

- OTJ, the architect, has been unable to talk with references for Capital Construction or get appointments to see Capital’s actual work due to COVID-19 restrictions. Capital is proactively doing all they can to connect references with the architect and this should be done very soon.

Staff

- Safety protocols are strong and staff following them well;

- We are taking extra measures to provide conversations and opportunities for staff to support each other through these challenging times; Staff Morale is good; all are adjusting or have adjusted to remotely working; the team is accomplishing a lot, and is doing so in an environment that repeatedly challenges their comfort zone and requires expanded creative problem solving and fast implementation.

RENOVATION:

Lightfoot said that in the February Board Meeting, the Board discussed next steps for proceeding with renovating the building to expand workspace, add podcasting, increase training space, and widen Studio A soundlock doors to accommodate sets.

We expressed our interest in selecting Capital Construction (which is a minority owned DC business identified through the DC Business of Small and Local Business Development) pending the architect giving their blessing of Capital based on references and actually looking at work done by Capital Construction on a project with similar range of construction needs and cost.

For follow-up, we asked:

- For the architect to check references on Capital Construction & their work on a similar project
- To get the revised cost of Capital Construction’s proposal to add excluded items
- Check to see if we decide to move forward, whether Capital charges a penalty for withdrawing
- Get something in writing from the city that shows their intention to enter a lease, and if possible to state that they would reimburse DCTV for current renovation expenses if the city walks away from Lease Negotiations

There were overstated estimates in Capital’s proposal that offset the cost of the excluded items, so the proposal is the same price, and possible may come in lower than proposed.

There is no penalty for withdrawing beforehand or any time during; we would pay only for the cost of materials and labor actually incurred.

The email from the Department of General Services expressing their intent to move forward was provided to you earlier today.

- The information needed from DCTV by DGS has been provided.
- DGS is underway developing lease terms.

After delay due to illness in the family, Capital Construction has connected the references with the architects, OTJ and will arrange for OTJ to look at Capital’s work, unless we have decided not to proceed with the renovation. Checking references for Capital Construction very difficult with COVID-19 shutdowns. All references are excellent; OTJ still needs to see a renovation project done by Capital Construction.

NEXT STEPS with the RENOVATION:

Lightfoot said she would like to get the sense of the group, saying she thinks we should keep everything moving forward if possible. She said the goal is to position DCTV to be able to re-

open for our members when this becomes viable given current COVID-19 crisis, and if possible—re-open the facility with renovations completed.

Since DGS has what they need from us and is developing lease terms, for next steps she suggested we should have OTJ finish checking out Capital Construction.

If we are in a position to start renovations before Memorial Day weekend, we would be situated to reopen in early August.

After discussion, Freedman moved to move forward with the renovation with Capital Construction as the company for DCTV's renovation, once the architect, OTJ, has completed checking Capital Construction's work and finds the Company's work to meet OTJ's standards. Blum seconded. The motion carried unanimously.

RECOMMENDATION FOR INCREASING COMMUNITY ENGAGEMENT

Lightfoot said the Board has a recommendation from staff to consider creating an opportunity to expand community engagement through our Media Maker program. She asked Rickard to present the recommendation.

Rickard presented the proposal, and responded to questions.

Freedman moved Effective April 20, 2020, waive the \$20 Media Maker fee through September 30 for DC residents as an outreach and marketing initiative to expand resident's participation with DCTV and the communities served by DCTV during COVID-19. Lightfoot seconded. The motion carried unanimously.

Meeting Dates

Lightfoot asked the Board members' preference for setting up bi-weekly meetings, and for dates in early May for meetings.

She noted that the Board has already passed a resolution that approved the resolution for any dates we set.

The next meeting was set for Wednesday, May 6, at 1 pm, by Zoom.

An additional meeting was set for May 20 at 1 pm, unless it is determined to not be needed.

Rickard will continue for now to provide bi-weekly bullet point updates.

Adjournment

Freedman moved to adjourn. Lightfoot seconded. The motion carried unanimously.