



Mt. Hood Cable Regulatory Commission

Serving Multnomah County and the Cities of Fairview, Gresham, Portland, Troutdale & Wood Village

MT. HOOD CABLE REGULATORY COMMISSION

Hybrid – Zoom and Open Signal

December 15, 2025 REGULAR Meeting Minutes – **APPROVED**

SUMMARY MINUTES

Call to Order 6:30 PM

Roll Call:

Present: Chair DeGraw; Vice Chair Harden; Commissioner Butt; Commissioner Dennerline; Commissioner Goodlow; Commissioner Thomas; Commissioner Underdahl; Commissioner Wagner

Absent: none

Staff: Seema Kumar, BPS Chief of Community Technology; Andrew Speer, Franchise Utility Program Manager; Rana DeBey, MHCRC Community Grants Manager; Laura Dyer, MHCRC Compliance Analyst; Douglas Imaralu, MHCRC Financial Analyst; Kevin Block, Policy Coordinator; Kathleen Lefebvre, MHCRC Administrative Specialist

Chair DeGraw welcomes Lori Cooper, MHCRC contracted legal counsel. Lori is with the law firm Local Government Law Group, P.C. and is present and available during this meeting for any questions or concerns around Oregon Public Meeting laws or other aspects of the Commission's legal counsel.

- **Agenda Review:** Chair DeGraw reviews the agenda for the evening, and updates R2 MHCRC Update to allow for Commission discussion of East County Jurisdiction letter.
- **Disclosures:** No Commissioner disclosures were noted.
- **Public Comment (non-agenda items):** No public comment on non-agenda items.
- **Community Media Center Updates**
 - **MetroEast** – John Lugton, MetroEast's Director of Production Services, shared updates which included a project with the Rosewood Initiative updating their in-house AV equipment; John highlights Studios A and B are receiving gear updates, this work is in progress and performed by David Elkin Bram, Director of Information Technology. John shares specifics on studio capabilities. John also shares that a MHCRC Community Technology Grant for Gresham Barlow School District has funded MetroEast's engagement with Gordon Russell Middle School on a classroom project educating youth on filmmaking. John shares many other exciting updates.
 - **Open Signal** - Daniela Serna, Director of Communications and Distribution, shared with the Commission the many ways Open Signal has recently been engaging and supporting community media makers, producing public events and navigating continuity during staff transitions.





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- **Franchisee Activity Report:**
Comcast – Tim Goodman reports that Comcast is going through a major reorganization within the Government and Community Affairs division. He notes that it will not impact MHCRC, Tim will be moving from the region but will remain MHCRC’s contact for the Comcast franchise.

***CONSENT AGENDA – NO DISCUSSION**

All items listed below may be enacted by one motion and approved as consent agenda items. Any item may be removed from the consent agenda and considered separately if a member of the Commission so requests.

- C1. October 13, 2025 Regular Meeting Minutes
- C2. October 28, 2025 Special Meeting Minutes

MOTION: Commissioner Underdahl moved to approve the consent agenda. Vice Chair Harden seconded.

VOTE: 8-0 passed

REGULAR AGENDA

***R1. MHCRC FY 24-25 Fund Audit**

Chair DeGraw introduces Keith Simovic from the CPA firm Baker Tilly and invites Keith to present. Keith Simovic is our audit engagement partner with the CPA firm Baker Tilly. He begins presenting MHCRC’s 2025 Audit Results by giving an overview of the Baker Tilly engagement team who worked on the audit, including Amanda Moore, Concurring Reviewer, and David Levitskiy, Audit Manager. Keith Simovic noted there were no delays or issues with the process which reflects a good indication of the results.

Keith Simovic gave an overview of Baker Tilly’s services, which are detailed in the report and include: an Independent Auditor’s Report on the government wide and fund financial statements of the MHCRC; a Report of Independent Auditors on Internal Control over Financial Reporting and on compliance in accordance with government auditing standards; Disclosures and independent auditors’ comments required by the minimum standards for audits of Oregon municipal corporations; and Communications to those charged with governance. This is an independent review of the MHCRC’s reported financial statements in accordance with government auditing standards.

Baker Tilly met with the MHCRC Finance Committee prior to finalizing the FY 24-25 audit report and it was noted that MHCRC staff and City of Portland accounting staff were all responsive and all document requests were met without delay. Keith Simovic acknowledges Douglas Imaralu, MHCRC Finance Manager, and Berwin Carpenter, City of Portland Accounting Technical Services, for their excellent facilitation of the audit process, and Minh Dan Vuong, City of Portland Audit Services Deputy Director, for his management of the audit contract. Ultimately, Baker Tilly reported there were no material weaknesses nor significant deficiencies in our internal control processes and issued MHCRC a clean audit for FY 24-25.

Discussion: Commissioner Thomas, Chair of the Finance Committee, commends Keith Simovic and Baker Tilly for their work on the FY 24-25 Audit. He also expresses appreciation for Douglas Imaralu





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throughout this process. Chair DeGraw expresses appreciation for all the hard work that went into the audit.

MOTION: Commissioner Thomas moved to acknowledge receipt of the MHCRC FY24-25 Fund Audit prepared by Baker Tilly and direct MHCRC staff to submit the Audit to the Oregon Secretary of State by December 31, 2025. Commissioner Goodlow seconded.

VOTE: 8-0 passed

R2. MHCRC Updates

Chair DeGraw brings this agenda item before the Commission to invite discussion in the interest of transparency on the following documents: East Jurisdiction letter (dated November 24, 2025), Fairview dissolution FY 26 letter (dated December 8, 2025), City of Portland letter of Intent (dated December 3, 2025) and to allow Commissioners to share specifics on any response to this communication.

Discussion: Commissioner Underdahl highlights that during MHCRC's September 3rd Regular Meeting he expressed caution for approving the FY 25-26 Grant Cycle but now falls firmly in the camp of moving forward with this year's grant cycle as it was voted on and approved by the Commission at that September meeting. Chair DeGraw appreciates Commissioner Underdahl's detailed remark and highlights that the grant cycle has begun, and engagement with the grant community is well under way. Commissioner Dennerline emphasizes that the letter from the East Jurisdictions is requesting the funds not be spent on a grant cycle and if we do not act on that request it may lead to further actions. He also shares that the structure of the Commission is such that the funds belong to the Jurisdictions, but the Commission oversees those funds. Commissioner Goodlow notes that she understands Commissioner Dennerline's sentiment but until June 30th it is still the Commission's responsibility, and we voted to approve the grant cycle during the September meeting and believes the Commission needs to go forward with the FY 25-26 grant cycle. Commissioner Thomas concurs and would like to move forward with the grant cycle. Chair DeGraw appreciates the discussion and notes the Commission will move forward with the grant cycle.

Chair DeGraw brings to the attention of the Commissioners the City of Portland letter of intent and the appendix outlining possible services on an IGA and would like a discussion on this if the Commission would like to put forward a response or recommendations to the jurisdiction on what, if any, services should be included in a new IGA. Chair DeGraw notes that the intent of this agenda item is to have the Commission agree on any, if at all, recommendations to the jurisdictions on any IGA services. Vice Chair Harden revisits the comment on who owns the funds, and he highlights that in our current IGA the funds are turned over to the Commission to spend on behalf of the jurisdictions in their best interest.

Vice Chair Harden requests to see dates/deadlines on the new IGA noting exactly when funds are transferred to the jurisdiction(s) for the continuing work on grant administration services and/or the timing for the remaining fund balances will be transferred.

Commissioner Butt is in support of the Commission drafting a letter of recommended services addressed to Jurisdictions. He notes it could be a helpful action to successfully move towards the Commission's dissolution.





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Commissioner Wagner broadens the discussion to clarify the ramifications if one jurisdiction leaves the current IGA before our dissolution date of June 30th. Commissioner Wagner abstains from supporting or not supporting the Commission writing a letter of recommended services to all jurisdictions.

Commissioner Goodlow is neutral on the Commission writing a letter of recommended services to all jurisdictions.

Commissioner Dennerline emphasizes that Commissioners were appointed and confirmed by councils of their respective commissioner jurisdiction and shares his dismay at the quality of representation as it relates to spending funds against the request of those respective jurisdictions. He reviews the optional services outlined in the appendix and opines that many of the smaller jurisdictions will not need these.

Commissioner Underdahl notes that the Commission cannot decide how the jurisdictions will approach the possible IGA and supports a motion that will authorize Chair DeGraw to outline in a letter the Commission's support of recommended services in a new IGA, and further, this letter would ultimately go for approval at an upcoming Commission meeting.

Commissioner Thomas notes that Commissioners may not agree during this meeting to move forward with a motion authorizing Chair DeGraw to author a letter.

Commissioner Underdahl requests we secede to allow for public comment. Chair DeGraw allows for public comment and invites Julie Omelchuck, Board Chair MetroEast Community Center, to give public comment. Julie shares with Commissioners that the agenda does not indicate R2 to be an action item. She shares that the listed necessary services clearly need to be done to wrap up the commission's business and highlights MetroEast's outstanding advance PEG capital funds are currently managed in the MHCRC financials. Julie shares that MetroEast would be most supportive of PEG oversight and Franchise Fee funds remaining close to the communities they serve, which means franchise funds staying with the East County cities and East Multnomah County collectively or individually. Julie expresses appreciation for allowing for public comment.

Chair DeGraw expresses appreciation for the discussion which provided much needed understanding on how to move forward and confirms there will not be a motion for this agenda item.

***R3. NEX Strategies Contract Amendment – Amend contract to extend through date to June 30, 2026**

Chair DeGraw presents this agenda item and highlights that *R3, *R4 and *R5 are related to each other. These requests went before the MHCRC Finance Committee on November 24, 2025, where it was recommended these items go to the full Commission for approval. Chair DeGraw emphasizes that as MHCRC and its jurisdictions deliberate the Commission's closure and transition, NEX Strategies will provide critical change management support to the Chair, Commission members, and jurisdictional leadership leading up to the proposed dissolution of the MHCRC on June 30, 2026.

Discussion:

Chair DeGraw invites Autumn Carter, NEX Strategies, to confirm the details within agenda items *R3, *R4 and *R5. Autumn confirms the three agenda items and how NEX Strategies engages the dissolution work in the coming months.





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Vice Chair Harden is in support of the PEG vs Franchise Fee analysis cost as it will benefit the jurisdictions to know potential funding spending restrictions. Chair DeGraw highlights that the sub-contractor proposed to do this work, Mark Campbell, has a historical connection with MHCRC which will be very beneficial to perform this scope of work.

MOTION: Commissioner Underdahl moved to approve NEX Strategies Contract amendment to extend the contract end-date to June 30, 2026. Vice Chair Harden seconded.

VOTE: 8-0 passed

***R4. NEX Strategies Contract Amendment – Amend contract to increase the not to exceed amount by \$10k**

Chair DeGraw introduces and gave a detailed review of this agenda item.

Discussion: none.

MOTION: Commissioner Underdahl moved to approve NEX Strategies Contract Amendment to increase the not to exceed amount by \$10,000. Vice Chair Harden seconded.

VOTE: 8-0 passed

***R5. Approve to spend PEG vs Franchise Fee Analysis – Scope of Work for Mark Campbell total \$8k in PEG vs. Franchise Fee analysis that is within NEX Strategies' contract**

Chair DeGraw introduces and gave a detailed review of this agenda item.

Discussion: none.

MOTION: Vice Chair Harden moved to approve spending on the PEG vs Franchise Fee Analysis scope of work for sub-contractor Mark Campbell, for a total of \$8,000, that is within NEX Strategies' contract. Commissioner Underdahl seconded.

VOTE: 8-0 passed

Staff Activity

- Legislative Activity Report – Kevin Block gives an updated legislative activity report; details are included in the packet materials.
- Consumer Protection Report – Andrew Speer gives a quick update on Zply, highlighting their Franchise Agreement ends at the end of December 2025, and their recently received cable customer count report shows ending their cable services are on track. In summary, all items are on track to terminate the Zply agreement, which was signed by each jurisdiction earlier this year. Laura Dyer gives an updated consumer protection report, details are included in the packet materials and shares that all categories are reflected in this month's report and all category issues were resolved.
- Community Tech Grant Cycle Update – Rana DeBey notes that MHCRC has received 34 grant applications for this cycle, representing projects that community-based organizations serving all





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of the member jurisdictions. The deadline for pre-applications was December 3, 2025 and after DeBey's initial review it is recommended all 34 applications move forward, all applications met initial eligibility review. This is the largest amount of pre-applications the Commission has received, which highlights the community need. Of those 34 applicants, we have 12 new applicants and 9 grass-roots organizations. The total amount request is a over \$2.4 million.

- Peer Learning Event – Rana DeBey shares a summary of the Peer Learning Event that occurred on October 30th at The Laurelhurst Club. Commissioner Dennerline and Chair DeGraw were in attendance and shared their enthusiasm for this event.
- Dissolution Planning Update – Andrew Speer notes that Staff are working together on administrative tasks to dissolve the Commission and will report to the Commission during Staff Activity any updates on this work. Speer also shares that Staff are working with NEX Strategies with communicating the dissolution actions and plans out to constituents.

Committee Reports

- Finance Committee – Commissioner Thomas notes that the audit was successful and that is all to report.
- Equity Committee – none.
- Policy Committee – none.
- Open Signal Board Appointee – Chair DeGraw reported on the recent Board meeting.
- MetroEast Board Appointee – Commissioner Dennerline reported on the recent Board meeting.

New Business/Open Comment –

Chair DeGraw notes that there is an interest for a MHCRC celebration of appreciation, which will occur in April or May 2026, more information on planning will be sent out very soon.

Commissioner Goodlow was excited to share a personal achievement, she will be honored with the World Arts Foundation's "Keep Alive The Dream" Lifetime Achievement Award at the Annual Rev. Dr. Martin Luther King, Jr. Tribute Program. This prestigious recognition celebrates Commissioner Goodlow's long-standing leadership, service, and impact in advancing equity and strengthening our community. Commissioner Goodlow notes she has been in public service for 33 years, and this award honors that service. All Commissioners congratulate Commissioner Goodlow.

Commissioner Thomas wishes everyone happy holidays and a fantastic new year.

Public Comment – No public comment on agenda items.

***Denotes a voting item**

Adjourned: 8:21 pm

Respectfully submitted,
Kathleen Lefebvre

